

CALL FOR DECLARATIONS OF INTEREST IN ACQUIRING ALL OR PART OF THE BUSINESS PREMISES
OF COMPANIES BELONGING TO THE FINMEK GROUP IN EXTRAORDINARY ADMINISTRATION

Whereas:

- a) by order of the Minister for Industry dated 5 May 2004, Finmek Access SpA (a company controlled by Finmek SpA) ("Finmek Access") was made subject to extraordinary administration procedures pursuant to decree law D.L. 23 December 2003, N° 347 ("Urgent measures for the industrial restructuring of large firms undergoing insolvency"), converted, with modifications, into Law 18 February 2004, N° 39, subsequently modified and integrated by Law 5 July 2004, N° 166, by Law 28 January 2005, N° 6, and by Law 22 April 2005, N° 58 (hereafter for the sake of brevity referred to as the "Decreto Marzano");
- b) by instrument of the same order dated 5 May 2005, the Minister nominated the undersigned Dott. Gianluca Vidal as Special Commissioner for Finmek Access;
- c) on 6 May 2004, the extraordinary administration procedure was extended to the controlling company Finmek SpA ("Finmek"), which on 12 May 2004, together with Finmek Access, was declared insolvent by the Court of Padua;
- d) in the following two months the extraordinary administration procedure was extended to include twelve other companies in the Finmek Group, including the following operations: Finmek Automation Srl.; CPG International SpA.; Finmek Space SpA.; Costelmar Srl.; Finmek Solutions SpA.; Access Media SpA (hereafter referred to, with Finmek and Finmek Access, as the "Finmek Group Companies");
- e) on 13 June 2005, pursuant to Art. 4, clause 4 of the Decreto Marzano, the Minister for Industry authorized the conversion of the extraordinary administration procedure concerning the Finmek Group Companies from "economic and financial restructuring" to "cession of business premises" pursuant to the provisions of Art. 27, clause 2 a) of legislative decree D. Lgs. 8 July 1999, N° 270 (known as "Prodi Bis"), giving the Special Commissioner 60 days to prepare and deliver the relevant programme;
- f) on 1 August 2005, the Special Commissioner presented the Minister for Industry with the programme for the cession of the premises belonging to the Finmek Group Companies (the "Programme") in which, among other details, pursuant to the requirements of Art. 54 and following of Prodi Bis, the Commissioner:
 - (i) defined the perimeter of business premises to be sold;
 - (ii) set out the mechanisms for the sales procedure;

- g) by order dated 1 September 2005, the Minister for Industry authorized the implementation of the Programme presented by the Special Commissioner;

* * *

The foregoing being acknowledged and understood, the undersigned Dott. Gianluca Vidal, in his capacity as Special Commissioner for the Finmek Group Companies, and in compliance with the provisions of the Programme,

invites

all interested parties to declare their interest in acquiring all or part of the Business Premises and Plant of the Finmek Group Companies (as described herein), following the procedure and schedule set out below.

1. Business premises to be sold

1.1. The sell-off procedure involves the "Business Premises of the Finmek Group Companies"; the sites where the companies' Plants are located are all rented or on free loan, none of them being in any way the property of any company connected with the group:

- a) premises at Caluso (TO) and Milan belonging to CPG International SpA (in extraordinary administration) and to Finmek Automation Srl (in extraordinary administration), used for the design, manufacture, production, and sale of professional printers and, more generally, of printing solutions with high added value ("Printer Division"). Printer Division production is carried out in the Caluso (TO) premises, for the non Mechatronics Division (as set out below), while administration is based in the Milan offices. The Division employs a total of 219 people.
- b) premises at S.M. Evangelista (CE) belonging to Costelmar Srl (in extraordinary administration), used for the design, manufacture, production and sale of devices and sub-systems used in the distribution of electricity ("Costelmar Division"). All of the Costelmar Division's activity is carried out on the S.M. Evangelista premises and employs 66 people.
- c) premises at Pagani (SA) belonging to Finmek Access SpA (in extraordinary administration) and used for the design, manufacture, production, and sale of single-phase and multiphase electrical meters, concentrators, and the management of systems for these devices ("Meters Division"). All of the Division's activity is carried out on the Pagani (SA) premises and employs 320 people.

- d) premises at Genoa and Ariccia (RM) belonging to Finmek Automation Srl (in extraordinary administration) and used for the design, manufacture, production, and sale of (i) peripherals for the control and acquisition of data; (ii) platforms for the protection and control of electrical networks; (iii) platforms for the protection and control of electrical substations for railway use; and (iv) devices and modules for industrial automation and processes ("Industrial Automation Division"). All of the Division's activity is carried out on the Genoa premises, except for logistics and administration which are based in the offices at Ariccia (RM). The Division employs 94 people: 81 at Genoa and 13 at Ariccia.
- e) premises at Padua belonging to Finmek SpA (in extraordinary administration), used for the design, manufacture, production, and sale of (i) innovative medical devices; (ii) industrial and medical boards; (iii) SOS columns for motorways; and (iv) public information devices ("Medical Applications and Special Projects Division"). All of the Division's activity is carried out at the Padua premises and employs 97 people.
- f) premises at Ronchi dei Legionari (GO), Lallio (BG) and Milan belonging to Access Media (in extraordinary administration), used for the design, manufacture, production, and sale of devices for use in the multimedia market (decoders, modems, video-telephones, etc.; "Multimedia Division"). The Division's production is carried out on premises at Ronchi dei Legionari (GO), while research is based at the offices in Lallio (BG), and administration is based in the Milan offices. The Division employs 358 people, with 295 at Ronchi dei Legionari (GO), and 63 in the offices in Milan and Lallio (BG).
- g) premises at Trieste belonging to Finmek Space SpA (in extraordinary administration), used for the design, manufacture, production, and sale of (i) wireless connectivity modules; (ii) satellite localization platforms and (iii) remote control devices and solutions ("Wireless Solutions Division"). All of the Wireless Solutions Division's activity is carried out in Trieste and employs 20 people.
- h) premises at Caluso (TO) belonging to Finmek Automation Srl (in extraordinary administration), used for the design, manufacture, production, and sale of mechatronics systems for use in different sectors ("Mechatronics Division"). All of the Division's activity is carried out in the Caluso premises and employs 253 people.
- i) premises at L'Aquila and Santa Maria Capua Vetere (CE) belonging respectively to Finmek Solutions Srl (in extraordinary administration) and to Finmek Access SpA (in extraordinary administration) and used for the assembly of electronic boards, integrated cells, as well as the production of bodywork and other items in plastic for third parties ("EMS Division"). The EMS Division's activity is carried out in L'Aquila and Santa Maria Capua Vetere (CE).

The Division employs 1226 people, with 542 at L'Aquila and 684 at Santa Maria Capua Vetere (CE).

- l) premises at Sulmona (AQ), Ariccia and Chieti belonging to Finmek SpA (in extraordinary administration), used for the design, manufacture, production, and management of products for the environment and repairs ("Environment and Repairing Division"). The Division's activity is carried out at Sulmona (AQ) and Chieti, currently rented from Finmek SpA (in extraordinary administration), except for some logistics and administration based in offices at Ariccia (RM). The Division employs 207 people, with 164 at Sulmona (AQ), 17 (on fixed-term contracts) at Chieti, and 26 at Ariccia.

The list of tangible and intangible assets (machinery, equipment, stock, trademarks, patents, licences, etc.) and contracts that make up the Finmek Group Companies' Business Premises described above may be requested from the Special Commissioner in writing at the address given at 5.4 below, subject to prior declaration of interest.

2. Subjective requirements for the presentation of declarations of interest

- 2.1. The following entities may declare their interest: physical persons, either Italian or foreign nationals, bodies, agencies or companies, Italian or foreign, which possess legal status under the legislation in force in their country of origin, be said entities individuals or linked in consortium or by other forms of association ("Union").
- 2.2. The following may not declare an interest: entities which, at the time of declaring interest, are in liquidation or are subject to insolvency proceedings or any other procedure arising from a state of insolvency or the cession of business, or subject to enforced management proceedings.
- 2.3. Declarations of interest cannot be presented on behalf of persons to be named at a later date.

3. Minimum content of declaration of interest

- 3.1. Entities in possession of the requirements set out above may declare their interest in acquiring all or part of the Finmek Group Companies' Business Premises by forwarding to the Special Commissioner before 12 midnight (24:00, Italian time; failure to respect the deadline will result in exclusion from the procedure) of 27 October 2005, in a sealed enveloped sent by registered post with a proof of receipt coupon, and/or by courier, bearing the words "Manifestazione d'interesse

per l'acquisto di tutti o parte dei Complessi Aziendali delle Società del Gruppo Finmek in amministrazione straordinaria" ("Declaration of interest in acquiring all or part of the Business premises of the Finmek Group Companies in extraordinary administration"), a letter, written in Italian, declaring their interest and including:

- (i) the declaration of interest in acquiring all or part of the Finmek Group Companies' Business Premises as described above;
- (ii) a brief illustration of the motivations for the interest in the purchase and a brief description of the financial, production and employment aspects of the investment;
- (iii) a brief description of the business/businesses conducted by the interested party/parties and, where applicable, by the mother company and/or holding group, including main financial data and an indication of any business carried out in one or more of the sectors in which the Finmek Group Companies operate. Such a profile should also highlight the resources available to finance the acquisition of the Finmek Group Business Premises in question, or set out the potential sources of finance from which to draw such resources;
- (iv) the name, surname, telephone and fax number(s), and e-mail address of the person responsible for receiving all communications concerning the sell-off procedure;
- (v) the signature(s) of the interested party/parties. In the case of companies or other legal entities, the declaration of interest must be signed by the entity's legal representative and supported by documentation attesting to this person's authorisation to sign on the entity's behalf;

The declaration of interest must also be accompanied by Italian-language copies of the following documents (that is, in the case of languages other than Italian, copies of the originals must be accompanied by sworn translations into Italian):

- a) complete identification of the interested party/parties as well as a reconstruction that traces the controlling structure, including controlling companies, to the top of the chain of command, including, in the case of a quoted company, a list of the ten largest shareholders;
- b) a copy of the Italian-language invitation initialled in every section indicating complete acceptance of the terms and conditions expressed therein. In the case of companies or other legal entities, the document must be signed by the entity's legal representative; as well as
- c) for physical entities:
 - (i) a declaration attesting the possession of the requirements for honourable character provided for by Art. 108 of legislative decree D. Lgs. 1 September 1993, N° 385;

- (ii) a declaration issued by a leading banking institution from the European Union or from outside the EU (in which case the declaration must be confirmed by a leading EU banking institution) attesting to the interested party's financial ability and sustainability in connection with the acquisition and subsequent management of the Finmek Group Companies' Business Premises in question;
- d) for bodies, agencies, companies and legal entities:
 - (i) act of incorporation and current statutes;
 - (ii) lists of board members;
 - (iii) statutory statements and, where available, consolidated accounts for the last three financial years (in the case of interested parties that have been constituted for less than three years, supply available statements and accounts).

The documentation to enclose itself to the Declarations of interest of which to the point 3.1, whit the exception of same manifestation, could be sende also under separate cover within the 7.00 p.m. hours of successive 7 November 2005.

3.2. In the event that the interest in the acquisition is declared by a Union (as defined at 2.1 above), the participants in the Union must present a unified declaration of interest, signed as indicated at 3.1 (v) above by their respective legal representatives, and which states the name of the sole person responsible for receiving relevant communications ("Union Head"). The documents listed at 3.1 must be provided by each party participating in the Union.

3.3. In the event that the physical individual, body, company, legal entity, or Union declaring an interest intends to acquire one or more of the Finmek Group Companies' Business Premises by means of a special purpose vehicle newly constituted for that purpose ("Newco"), such a circumstance must be reported in the declaration of interest which must be signed by all the members of Newco.

4. Nature of the present invitation to declare interest

The present announcement is to be understood as an invitation to declare interest and not as an invitation to offer nor an offer to the public as defined by Art. 1336 of the Civil Code, nor a request against public funds as defined under Art. 94 and following of legislative decree D. Lgs. 24 February 1998, N° 58.

5. Various

- 5.1. The Special Commissioner's decisions regarding which individuals, bodies, companies, legal entities and/or unions to select for admission to the sell-off procedure will be final and will not be subject to explanation. To this end, he will reserve every right to assess, among other details, the financial situation and assets of interested parties, as well as their ability to fulfil their obligations, including financial commitments, arising from the acquisition of one or more of the Finmek Group Companies' Business Premises.

The final selection of candidates will also take into consideration the interested parties' a) industrial plan, b) employment levels, c) price offered.

- 5.2. The publication of the present invitation and the receipt of declarations of interest in no way obliges the Special Commissioner to admit interested parties to the sell-off procedure nor to enter into negotiations with them for the sell-off, nor by the same token are interested parties entitled to any form of service from the Special Commissioner and/or from the Finmek Group Companies. The Special Commissioner reserves the right, at his own discretion and without obligation of explanation, at any moment to (i) suspend or interrupt the sell-off procedure, temporarily or definitively, with regard to one or more or all of the interested parties; (ii) modify the sell-off procedure; (iii) engage in private negotiations with one or more of the parties involved in the procedure; (iv) rescind from any such negotiations, regardless of whatever stage they may have reached; and (v) select the purchaser at his own absolute discretion and with no obligation to explain his motivations; in this regard the parties interested in the acquisition will not be able to make any request of the Special Commissioner and/or of the Finmek Group Companies for damages or indemnity of any kind for any reason.

- 5.3. The data obtained as part of this procedure will be treated in full compliance with the provisions of Legislative Decree 30 June 2003, N° 196 (known as "Decreto 196/2003"). Pursuant to Art. 11 of Legislative Decree 196/2003, data will be duly handled with absolute respect for the rights and privacy of the interested parties. The data will be processed with a view to ascertaining the suitability of subjects to participate in the sell-off procedures for Finmek Group Companies' Business Premises, as well as guaranteeing the correct progress of the same. The Special Commissioner will act as data protection officer in this instance, and interested parties may contact him in order to exercise their rights under Art. 7 of Decree 196/2003.

5.4. All communications concerning the present invitation, including the declaration of interest mentioned in 3 above, must be addressed as follows:

Dott. Gianluca Vidal
Commissario Straordinario del Gruppo Finmek
Viale Ancona 22/8
30174 Venezia Mestre
Fax: +39 041 2516730 (please include the "0" in the area code)

5.5. The present invitation and the entire sales procedure are subject to Italian law and any dispute arising therefrom will be settled exclusively in the jurisdiction of the Court of Padua, Italy.

5.6. The Italian language text of the present invitation will have legal validity over any foreign language translation of the text published elsewhere.

* * *

Padua, 18 October 2005

The Special Commissioner
Dott. Gianluca Vidal