

SERVICE-ICAR IN LIQUIDAZIONE

Capital Euro 10.400 – i.v.

Via Savoia, 78 Roma

C.F, P.IVA and Registration n.06753481008

Minutes of the Ordinary Shareholders' Meeting

In the year 2021, on the xxx of March at xxx (pm/am), the full assembly of the SERVICE-ICAR limited liability company meets, exclusively by videoconference, as per the convocation of the liquidator, to discuss and resolve on the following:

Agenda

1. approval of the management report as of 05/08/2020;
2. approval of the final liquidation financial report and final allotment plan at 31/12/2020;
3. ratification of the liquidator's work and authorization of the request for cancellation of the company from the Business Register.
4. Any other business.

The meeting is carried out via the Zoom link, as indicated in the convocation, section today.

Attending the meeting in video link, Tonina Angeli, Liquidator of the company, Mr. Josef Kučera, connected from Czech Republic, representing the sole shareholder ICAR, Mr. Laurent Journaux (previous Treasurer), connected from France, Martin Burke (Chief Executive), connected from Ireland, and Mrs. Elena Couto connected from Italy - former employee of the company.

The Liquidator, therefore, having ascertained the identity and legitimacy of the shareholders' representative, declares the Assembly validly constituted and invites to deliberate on the items on the agenda. He also proposes to appoint Ms. Elena Couto as secretary of today's Shareholders' Meeting, who declares to accept the task of drawing up the minutes of today's meeting.

The liquidator explains to those present that the assembly, following the COVID emergency still in progress, was convened using the provisions of art 106 of the D.L. 18/2020.

On item 1) of the agenda, the liquidator reads the management report, for the period 01/01/2020 - 05/08/2020, consisting of the Balance Sheet and the Explanatory Note, drawn up by the Board of Directors, and by him received duly signed by the former Chairman of the Board of Directors Mr. Jay Merton Mattison.

The management of the period 01/01/2020-05/08/2020 shows a loss of Euro 15.984, which it is proposed to cover with the extraordinary reserve for Euro 10.267, with the legal reserve for Euro 4.259, and carrying the remainder to new.

The sole shareholder represented by Mr. Martin Burke approves the proposal regarding the coverage of the loss and the postponement of the balance equal to. Euro 1.458.

On item 2) of the Agenda, the Liquidator continues by retracing the salient terms of conducting the liquidation of the company, submitting to the assembly the final liquidation statements consisting of Financial Statements, Explanatory Notes and Allocation Plan, previously sent to the shareholder.

In particular, the Liquidator draws the attention of the assembly to the provision of the allotment plan which sees in favour of the shareholder the assignment:

- of tax credits for Euro 9.614 specifying that they are assigned to the extent that they will be liquidated by the administration financial;
- cash and cash equivalents for Euro 7.587, which are assigned to the sole shareholder.

The Shareholders' Meeting then, after extensive and in-depth discussion, having obtained all the required clarifications, resolves the approval of the final liquidation budget and the allotment plan as prepared and presented by the liquidator, declaring that it has nothing more to demand from the company for any reason, offering hereby, every broader and more liberating receipt and giving as ratified and valid the work of the liquidator.

As the agenda has been exhausted, the Assembly is dissolved at xxx (pm/am), after drafting and approving these minutes, which the Liquidator and the Secretary sign.

Secretary

(Elena Couto)

Liquidator

(Tonina Angeli)