

**Court of Teramo – Bankruptcy Department
BANKRUPTCY “DASCO S.r.l.” No. 38/2022 R.Fall.**

**Via Salara, no. 52 – Roseto degli Abruzzi – TE
(C.F. 00998090674) – pec: tef382022@procedurepec.it**

Official Judge: Dott. Flavio Conciatori

Official Receivers: Avv. Fabrizio Silvani – Dott.ssa Eda Silvestrini

**3[^] SUMMONS TO IRREVOCABLE OFFERS FOR THE
PURCHASE OF “ARENA BRANDS’ PORTFOLIO” VIA
TELEMATICS AND BY ASYNCHRONOUS TRANSMISSION.**

We, the undersigned solicitors, Avv. Fabrizio Silvani (mail: fabrizio.silvani@gmail.com; pec: fabrizio.silvani@pec-avvocatiteramo.it) and Dott.ssa Eda Silvestrini (mail: eda.silvestrini@gmail.com – pec: eda.silvestrini@pec.commercialisti.it – tel. 0861/1953149, mob. 329 0512413) as Official Receivers of Bankruptcy case **DASCO S.r.l.** registered to no. 38/2022 reg.fall. at Court of Teramo

given that

1. it shall be considered the “ARENA Brands ‘Portfolio’” composed of six brands, all referable to the brand “ARENA”;
2. that the Creditors’ Committee is not required for the concerning procedure, due to the Committee unwillingness not to get involved. And that the liquidation program has been approved by the Official Judge with the decree emitted on 24th September 2023. The decree states that “*the notice of sale of the brand, translated into English, will also be advertised outside the national borders on websites in order to ensure the highest exposure (by appointing an authorized translator)*”.
3. that the mentioned sale will take place according to the previous sale program and according to the articles 105, 107 and 108 l.fall., except as set forth in the current notice;

After giving that,

WE ASK THE INTERESTED PARTIES

no later than 12 pm of the day March 19, 2025 on the website www.astetelematiche.it for the manager of sale Aste Giudiziarie Inlinea S.p.A. (registered with P.D.G on 1st August 2017 at no.1 of “Register of Telematic Sales Managers”), **WHEREAS THE SALE OPERATION HAS BEEN SET FOR THE DAY March 20, 2025**

to establish **THE FINAL OFFER OF PURCHASE**

of “ARENA BRANDS’PORTFOLIO”, as described in the report from Dott. Andrea Salvi, expert manager of the procedure. The report was admitted as evidence by the authorization of the Official Judge on 16th May 2023. This report has been considered in whole or in part for the current notice.

BASE PRICE

is equal to Euro 1.112.250,00 (onemillion onehundredtwelve thousand twohundredandfifty euro). In case of auction price, the above full amount shall be paid in one solution after deposit. Amount shall be paid until the peremptory date forward indicated. Besides, it shall be considered the payment of costs, taxes and fees related to the transferring system of the “good” according to the issue of Decree of Transfer or equivalent act.

CONDITIONS

Regulations for the submission of irrevocable offers for purchase of “ARENA Brands’Portfolio”.

1. Description of “ARENA Brands’Portfolio”

It may be concerned the following six registered brands:

- SURGELATI ARENA (figurative mark) application for deposit no. 362019000020999;
- ARENA SURGELATI (international figurativ mark) application for deposit no. 554838-WIPO;
- ARENA SURGELATI (figurative mark) application for deposit no. 302010901892907;
- ARENA (figurativ mark), only for frozen food, application for deposit no. 302013902115513;
- ARENA (figurativ mark) only for fresh food no. 302013902115513;
- FRESCO ARENA (figurativ mark) application for deposit no. 302014902280287.

All above brands are well described in the report made by Dott. Andrea Salvi, in view of the fact that *“In terms of marketplace, all the above-mentioned brands will be brought into the under assessment macro-brand “ARENA“. In the eyes of the customer, all the brands are considered as one on the marketplace as far as marketing politicals are concerned as well as customers ‘perception of brands.”*

With reference to the trademarks, it should be noted that all administrative and civil matters have been resolved with a favorable outcome for the procedure, with the exception of the R.G. proceeding. number 64394/2020, CIVIL COURT OF ROME SECTION. SPEC. COMPANY - initiated by Dasco to have the nullity of an 'ARENA' trademark confirmed, registered in 2017 by another company - for which the ruling is pending; the bankruptcy defender expressed a "favorable prognosis" for the procedure.

The category of the “good” offered for sale, the description and the list mentioned above shall be indicated by way of example. Eventual differences or dissimilarities may not be reasons of dispute from the successful contractor or third parties. It shall be assumed as univocal and primary the awareness of the involved parties, the tenderers’ and the contractor’s of the brands’ organization and amount. The last one will be confirmed according to the following procedures.

2. Regulation for telematic sale and introduction process of offers

- The telematic sale is by **Aste Giudiziarie Inlinea S.p.A.** managed.
- The offer shall be registered via telematics the day before the date scheduled for the sale, i.e. within March 19, 2025
- The telematic offers shall be registered through the ministerial form, available on the manager internet portal. The authorized one to log in is exclusively the bidder or legal attorney, pursuant to the articles 571 and 579 c.p.c., responsible for paying the telematics tax except for exemption; further offers registered from others will be inadmissible;
- Compulsorily the offers will be edited and registered by the procedures provided for the articles 12 and the following ones from Decree of Minister of Justice no. 32 of 26th February 2015 as follows:

Art. 12 – Procedure for introduction of offers

1. The proposal for telematic sale shall include: a) informative data of the tenderer, as well as tax code and VAT identification number; b) legal office of the procedure; c) the year and the number of procedure; d) identification number of the tender; e) description of good; f) information of official receivers; g) date and time scheduled for the sale operations; h) the bid price and the due date for payment; i) the deposit amount; l) the date, time and CRO number of bank transfer for the payment of deposit; m) IBAN code bank transfer on which deposited the amount mentioned by letter l); n) certified e-mail address referred to clause 4 or 5, used for bid transfer and for receiving further communications; o) eventually mobile phone number for receiving further communications provided for the regulation.
2. When the bidder is outside the national area, and no tax code is provided, it shall be indicated the tax code related to the residence Nation or other equivalent identification number, for instance social security code or identification code. In any case the tax code of the related Nation shall be compliant to the technical rules of ISO standards 3166-1 alpha-2 code of International Organization for Standardization.
3. The bid for telematic sale will be edited and numbered through a software managed by the Ministry, as an informatic document in accordance with specific technicals mentioned by article 26 of the decree. The above-mentioned software will be

available for the parties from the telematic sale manager and it shall provide automatically all the data from clause 1, letters b), c), d), e), f) and g), as well as the data of the managers of certified e-mail service for the telematic sale, according to the article 13, clause 4.

4. The bid will be transferred through certified e-mail address for telematic sale. The transfer method will replace the electronic signature of the bid, as long as the transfer will be completed after issuing a receipt of delivery, according to article 6, clause 4 of Decree from the Republic President, on 11th February 2005, no. 68 and after issue from the manager of certified e-mail of the access credentials pursuant to article 13, clause 2 and 3. If more people are concerned in the bid, the proxy from each bidder shall be attached to the bid and the manager of certified e-mail for telematic sale shall be informed. The proxy shall be edited according to the public act or authorized private contract and attached in copy (CC).
5. The bid, if signed with digital signature, may be transferred through certified e-mail also without requirements from article 2, clause 1, letter n). In this case, clause 4, third period will be applied in order to transfer the proxy to whom signed the bid.
6. The attached documents of the bid are as informatic documents or in copy, likewise as image. The attached documents will be numbered through the software mentioned at clause 3. The connection process between the bid and the attached documents are set through the specific technics from article 26.

Art. 13 – Bid Transfer Process

1. The bid and attached documents will be sent to a specific certified e-mail address of Ministry through the certified e-mail address as indicated at the article 12, clause 1, letter n).
2. Each certified e-mail message for the telematic sale shall contain, even if attached, the certified e-mail manager's confirmation of issue of the access credentials after identification for the applicant.
3. If through electronic transmission, the identification may be transferred to the manager mentioned at clause 1 as an informatic copy of the applicant's document as image, eventually with no electronic signature. The CC image has no active elements and has specific formats provided in accordance with article 26. If the bidder has no European Union Nations identity card, the CC image shall be taken from the passport.
4. If requested from the supervisors from clause 1, the Ministry automatic informatic systems supervisor shall verify the process for the release of access credentials to be compliant with what the current article states. The access credentials will be set on the public area of the online portal of Ministry telematic services.

Art. 14 – File and transfer process of the bid to the telematic sale manager.

1. The bid may be considered as filed/registered when the receipt of delivery is issued from certified e-mail supervisor of the Ministry of Justice.

2. According to article 13, clause 1, the bid transferred to the certified e-mail address will be decoded not before 180 and not over 120 minutes before the scheduled timeline for the sale process initiation.
3. The mentioned software at article 12, clause 3 develops a further textual document, with no restrictions in terms of selection and copy operations, in one of the provided formats from the article 26. This document shall include the bid data, except for those from art. 12, clause 1, letters a), n) and o).
4. The bid and document mentioned at clause 2 shall be transferred to the supervisors, charged with the respective sales procedures according to the clause 1.

Art. 15 – Inoperability of informatic services of e- Justice Portal.

1. The supervisor for the Ministry informatic systems will previously inform the managers of telematic sale about the eventual case of inoperability of informatic services of e-Justice portal. The managers will inform the interested parties through announcement on their own websites. Besides, they will ask for notice to be published for the subjects responsible for the website advertisement according to the article 490 of civil procedure code. Consequently, the offers will be sent by telefax to the legal office as established in the notice at the previous clause. From the previous day of the beginning of the telematic sale procedure, the supervisor will collect all the offers according to the legal office.
2. If the inoperability were concerned the not scheduled or not communicated informatic systems according to clause 1, it may be considered the bid as registered after confirmation receipt sent by the manager of the sender's certified e-mail. The manager shall allow the tenderer to take part to the sale procedure, who will provide documentary evidence of the mentioned bid.

The Ministry certified e-mail address where the file of telematic bid as well as the attached documents shall be sent is the following one: offertapvp.dgsia@giustiziacert.it.

3. Eligible parties to the irrevocable offers introduction.

Individual companies, partnership, limited companies and cooperative companies, likely the one belonged to the new constitution, from every nationality may submit an offer to purchase (except for the not eligible companies or bankrupt companies) whom:

- a) in the previous 12 months before the publication date of the current notice are not in liquidation and/or are in one of the situations considered in the articles 2446 and 2447 of civil code and/or in such equivalent situations in accordance with the law system of the Home State;
- b) in the previous 12 months before the publication date of the current notice are not submitted to public bid procedures or different procedures (former DL 118/2021 taken for example), which would indicate the state of insolvency, state of crisis, cessation of the activity or the subjection of the activity to coactive management according to the law system of Home State.

c) shall not be attributable to antimafia legal procedures, important prerequisite to the bid. The subjects who can submit a telematic offer through the online portal of the Ministry are exclusively the bidder, or rather, the own legal representative, in other words the lawyer, in accordance to the articles 571 and 579. The subjects will be burdened to the payment of duty via telematics. Further offers from other subjects will be not approved.

The telematic bid may be also submitted by “person to be appointed” if:

- the bidder shall specify, in the bid as well, the nature of the subject (type of society or individual company).
- according to the former art. 1402 from Civil Code, the buyer shall be indicated within 12 o'clock of the third day after the day of award, by registering authentic duplicate of general proxy and by releasing it not later than the date of sale. The mentioned documentation shall be transmitted via certified e-mail address in CC as image with declaration of conformity.
- the bidder shall compulsorily pay the taxes and the fees according to the Italian law system.
- final bid from “person to be appointed”, issued by brokers, mediators or trust companies, or bid from not identified subject, will be not considered.

4. Bid content

The bid shall briefly contain the following information, in addition to attaching the documents not mentioned in the Ministry form:

Surname, first name, date and place of birth, Tax Code or VAT Code of the bidder as individual business owner. Company name, Tax Code and VAT Code (as company) tax domicile and telephone number of the bidder.

If the bid were issued from more people, the proxy released from the other bidders to the certificate e-mail owner for the telematic sale, shall be attached to the bid. The proxy is drawn up as both public document or certified private deed and can be attached in CC as image. The bid, if signed with digital signature, can be transmitted through certified e-mail;

- the identification data of the good (Arena Brands' Portfolio), year and number of bankruptcy procedure of Court of Teramo (proc. No. 38/2022);
- the offered price can not be lower than the base price;
- the payment term of price and additional charges can not be over 120 (hundred-twenty) days from the adjudication date (term postponed in the working period); the deposit amount, with date, hour and CRO number of the bank transfer, the IBAN number of the account as well on which the amount has been deposited.

In order to certify the payment of the amount, if the TRN code (composed of 30 alphanumerical characters) will be indicated as identified code of the transfer, the

CRO code is indicated with 11 numbers as usual, which are present in the TRN code from the 6th to the 16th character.

Whereas special characters or letters can not be used online and included on the website, in order to avoid mistakes and realizing that each bank releases an internal reference code every time different, it is possible only to insert all the numbers the TRN code is composed of.

- clear declaration of knowledge and agreement of the current notice, of all the features and obligations in the expert report by dismissing the procedure from any responsibility;
- the addresses provided from clauses 4 or 5 of article 12 of the Decree of Ministry of Justice no. 32 of the 26th February 2015 above-mentioned and eventually the telephone number on which receiving all the communications from the bidder or the legal representative.

5. Documents to be attached to the irreversible bids.

To the irreversible bids shall be included, under penalty of exclusion:

- a) the updated certified register of companies, issued on a date not earlier than 15 days of the submission of the bid, which contains:
 - the ownership structures,
 - administrative bodies,
 - supervisory bodies
 - the validity of the economic subject;
- b) the copy of identification card of whom undersigns the bid;
- c) the following declarations, which shall be clear and straightforward as it follows:
“The bidder may expressly declare:
 - I) to execute a clear *due diligence* of the good on sale “Arena Brands’ Portfolio” and to have received or acquired every information demanded and necessary for the statement of the bid, by dismissing the bankruptcy procedure from any responsibility or at any eventual inaccuracy and incompleteness of data or descriptions in the current notification or attached documentation;
 - II) to disclaim all the warranties for defects, being a forced sale and not subject to the rules of a warranty for defects or absence of quality; consequently, the eventual existence of defects, absence of quality or discrepancies of the sold good, even if not detected from an expert evaluation, can not achieve any compensation, allowance or reduction of the price;
 - III) to disclaim the warranty of free and clear title, provided in whole or part, and the warranty from the article 1489 of Civil Code; to disclaim the right to take advantage of the termination for non-compliance or rescission former article 1448 of Civil Code;
 - IV) to have acquired a complete knowledge of the content of the current notification

and supporting documents”.

6. Deposit

The bidder has to see to making the deposit of amount, which has to be not lower than 10% of the base price. The amount shall be deposited on the account from the Istituto di credito bancario BCC di Castiglione Messer Raimondo e Pianella with the following recipient: DASCOS.r.l. in fallimento

IBAN: IT06K0847315302000000151782

The deposit amount, which stands for 10% of the base price, shall be deposited within 9 o'clock of the sale date (together with the related amount credited on the procedure account), under penalty of unacceptability.

The amount for deposit will be withheld, as fine, if the contractor does not successfully make the deposit (within the planned term) of the final payment and the additional charges, after issuing the Decree withdrawing the award.

7. Base price and payment method of the price and additional charges.

Under penalty of exclusion, the irrevocable offer shall be issued for a price not lower than the base price of **Euro 1.112.250,00.**

The award price, including the deposit and additional charges as well, has to be paid in one solution (within 120 days from the award date) through bank transfer on the account registered for the current bankruptcy procedure, from the Istituto di credito bancario BCC di Castiglione Messer Raimondo e Pianella headed to: DASCOS.r.l. in fallimento

IBAN: IT06K0847315302000000151782

- For additional charges shall be considered all the costs, taxes and fees related to the award and the consequent sale process of “Arena Brands’ Portfolio” (which has to be fulfilled through decree of transfer or equivalent act);
- The official receivers are allowed to send the contractor a notification with a summary of all amounts to be paid within the above-mentioned term;
- All the offers whose price is lower than the base one, will be declared as unacceptable, as well as all the offers which may include ways of prescription of the payment of the amount by the contractor. For example, the novation, withdrawal of suit, compensation, confusion, credit termination, delegation, expromission, assumption or suspensive or terminative conditions, price adjustments, liability of seller for breach of representations and warranties.
- The offer shall be considered irrevocable for the subject, not for the procedure, reason why no obligations will be deduced for that. The award will be definitively taking place, after considering unacceptable all the offers whose amount is higher than the best

tenderer's, all the offers issued after conclusion of call for bids and if there is no possibility of depositing of meliorative offers according to the former article 107 clause 4 bankruptcy law.

8. Progress and date of the sale. Minimum increase

The electronic envelopes will be opened, possibly in the presence of the parties and their lawyers in remote connection on March 20, 2025 at 3 pm; any delays in the times indicated do not constitute reason for invalidity of the operations or reason for compliant by anyone; after verifying the regularity of the offers, the official receivers of the procedure will begin the sale operations; the offering parties take part of the sale operation through the connection on the online portal of sales manager. The parties will be suggested to be connected at least 30 minutes before the beginning of the sale operations by sending a message to the certified e-mail previously indicated, with an extract of the invitation sent to them via SMS.

For the purchase of "Arena Brands' Portfolio", if more than one offer is considered suitable, a tender notice will be held on the highest offer, which will expire at 3 pm of the following day; during the tender notice period, each participant will be able increasing offers,

i.e. raises, for an amount not lower than **Euro 10.000,00 (ten thousand)**, under penalty of ineffectiveness; if increasing offers will be held in the last 10 minutes of the tender notice, the last one will be extended for further 10 minutes in order to allow the participants to make further bids; the final decision on the offers during the tender notice will take place within the day after its conclusion. The final decision will be extended if falling on Saturday or public holiday on the first non-holiday day. The good finally sold will be definitively awarded by the official receivers to whom will make the highest offer, according to the communications from the manager of telematic sale procedure. In absence of increasing bids, the official receivers will arrange the sale in favour of the highest offer, unless the offered price is lower than the auction value of Euro 1.112.250,00;

To those who will be not successful, the deposit amount will be returned by bank transfer to the account from which it was sent;

If just one offer will be submitted, this will be accepted if it is equal to or higher than the starting auction base price.

9. Advertisement

The current notice will be published in extract in the economic newspaper "Il Sole 24 Ore" with the indication of the base price of Euro 1.112.250,00, and in whole or extract, on the websites and in the advertisement protocols signed by the Court of Teramo with the support of companies Comunic'Arte srl (local newspaper advertisement) and Aste Giudiziarie In Linea spa (www.fallimentieaste.it; web.fallimentieaste.it; www.astegiudiziarie.it);

According to the decree of the Official Judge, the current notice translated into English “*will also be advertised outside the national borders on websites in order to ensure the highest exposure*”. and specifically on the following sites: <https://www.brandoasi.com/>- <https://it.gate-away.com/>

The notice with related documentation will be published on the Public Sales Portal, as in the article 490 from Civil Procedure Code.

THE OFFICIAL RECEIVERS NOTICE THAT

- a) the sale operation takes place in the state of fact and law where the goods are located with all possible appurtenances, accessions, reasons and actions, active and passive rights of way (in accordance with the Decree of the President of Italian Republic on 6th June 2001, no. 380). The sale is in the body and not to measure.
- b) the forced sale is not subject to the rules concerning the warranty for defects or absence of quality, nor it can be revoked for any reason. Consequently, the existence of defects, lack of quality or non-conformity of the sold good, charges of any kind, even if hidden or not highlighted from an expert evaluation, any compensation, indemnity or price reduction can not be considered, after having taken it into account in the evaluation of goods;
- c) the sale takes place without the seller’s guarantee;
- d) the participation to legal sales does not exempt the parties from carrying out all the checks and searches on the goods offered for sale;
- e) for what is not provided here, the current laws will be applied;
- f) further information, also relating to the personal data of subject in the procedure, can be provided by the official receivers to anyone who is interested.

BESIDES THEY INFORM

this notice, as well as any further useful documentation (such as photographical documentation, descriptive or expert report, planimetries, etc.) may be examined by the parties interested in submitting competing offers. This can be done by accessing the appropriate *virtual data room* (VDR) from 30 days before the final date set for the submission of offers.

The VDR is on the home page of the portal www.procedure.it and it can be log in as follows:

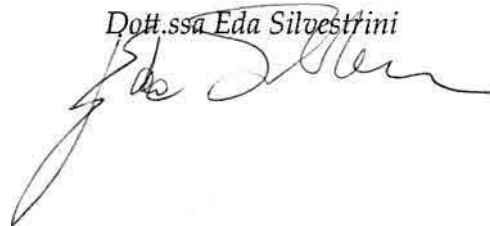
- a) Request to the official receivers in order to obtain access credentials, which stand for:
 - Personal data;
 - Declaration of specific interest with the purpose to issue an offer;

- By signing a “confidentiality commitment”;
- b) Access to VDR by submitting the personal credentials received on the website indicated (username and password). Bidders can be informed about the method of participation in the telematic sale procedure from the official receivers as well as they can obtain assistance for the compilation and the fulfilment of the offer from the manager in charge of the sale, as indicated in the relevant portal.

Teramo, January 02, 2025

The Official Receivers


Avv. Fabrizio Silvani


Dott.ssa Eda Silvestrini