

Declaration by the candidate for the position of Statutory Auditor

To

Take off S.p.A.

Via Montenapoleone 8, Milan

**DECLARATION OF ACCEPTANCE OF THE NOMINATION FOR THE POSITION OF STATUTORY AUDITOR
AND CONFIRMATION OF INEXISTENCE OF GROUNDS FOR INELIGIBILITY AND FULFILMENT OF THE
NECESSARY REQUIREMENTS**

(pursuant to articles 46 and 47 of Italian Presidential Decree no. 445 of 28 December 2000)

The undersigned Sebastiano Bonanno, born in Catania, on 30 September 1966, tax code BNNST66P30C351U, resident in Via Tarcento, 7 – Rome 00177

Whereas

the undersigned

- has been nominated by the shareholder Summit S.p.A., as candidate for the position of Standing Auditor of Take Off S.p.A. ("Take Off" or the "Company") on the occasion of the ordinary session of the Company's Shareholders' Meeting convened on 28 April 2022, or where necessary, on second call on 29 April 2022, at the Company's operating headquarters in Monopoli (BA), Via Baione 272/D;
- is aware of the requirements prescribed by the law and regulations in force, and by the Company's Articles of Association for holding the position of Company Statutory Auditor;

under his own and sole responsibility, pursuant to law and to the Company's articles of association, as well to the provisions set forth in art. 76 of Italian Presidential Decree no. 445 of 28 December 2000 relating to the falsification of documents or false declarations,

declares

- A. that he accepts the nomination and the possible appointment as Standing Auditor of Take Off;
- B. that he is not a candidate in any other list for the election of the Company's Board of Statutory Auditors;
- C. that there are no grounds for ineligibility, forfeiture or incompatibility and that he fulfils the requirements requested by law for the appointment to the position of Statutory Auditor of Take Off, as well as fulfilling all of the independence requirements set forth in art. 148, paragraph 3, of the Consolidated Law on Finance (TUF), as well as those of integrity and professionalism, including therein those prescribed by the Decree of the Italian Ministry of Justice no. 162 of 30 March 2000;
- D. that he does not occupy and/or hold positions in the management, supervisory or control bodies of enterprises or groups of enterprises that are competitors of the Company;
- E. that he does not hold management or control positions to an extent equal to or exceeding the limits established by legislative and regulatory provisions in force;
- F. that he hereby undertakes to produce, on the Company's request, suitable documentation to confirm the truthfulness of the information stated;

The undersigned hereby undertakes to promptly inform the Board of Directors of Take Off and the Chairman of the Board of Statutory Auditors of any changes to this declaration and to produce, on Take Off's request, suitable documentation to confirm the truthfulness of the information stated herein.

The *curriculum vitae* is attached hereto, as well as a list of management and control positions held in other companies, updated to the date of this declaration.

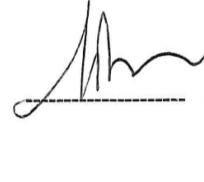
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The undersigned authorises the processing of the personal data collected, pursuant to the laws in force and exclusively for the purposes for which they have been provided.

Place and date

In witness whereof

1 April 2022

A handwritten signature in black ink, consisting of several loops and a vertical line at the end, positioned above a horizontal dashed line.

SEBASTIANO BONANNO
CHARTERED ACCOUNTANT IN ROME - INDEPENDENT AUDITOR

VIA ANTONIO BOSIO, 12
ROME 00161

To

TAKE OFF S.p.A.

Registered Office

Via Montenapoleone 8
20121 Milan

For the attention of
Chairman **Aldo Piccarreta**

A summary list of the company positions currently held is shown below:

| Number | Position | Name - Sector - Term |
|--------|---|--|
| 1 | Board Director | SP Systema SpA – Pomezia (RM) – Sector: Printing and exhibition services - from 2001 - to date |
| 2 | Board Director | APesse SpA – Gardigiano di Noale (TV) – Sector: Automation - from 2019 - to date; |
| 3 | Chairman of the Board of Statutory Auditors | Assing SpA – Monterotondo (RM) – Sector: Mechanical Engineering - from 2018 - to date; |
| 4 | Chairman of the Board of Statutory Auditors | Fixing Srl – Monterotondo (RM) – Sector: Investment Holding - from 2021 - to date; |
| 5 | Member of the Board of Statutory Auditors | Phoenix Asset Management SpA – Rome (RM) – Sector: Financial/Service NPLs - from 2015 - to date; |
| 6 | Chairman of the Board of Statutory Auditors | Assing SpA – Monterotondo (RM) – Sector: Mechanical Engineering - from 2018 - to date; |
| 7 | Member of the Board of Statutory Auditors | Fulton Medicinali SpA – Arese (Mi) – Sector: Pharmaceutical - from 2019 - to date; |
| 8 | Member of the Board of Statutory Auditors | Phoenix Asset Management SpA – Rome (RM) – Sector; Financial/Service NPLs - from 2015 – to date; |
| 9 | Member of the Board of Statutory Auditors | LazioCrea SpA - Rome (RM) – Sector: Information Services for the Lazio Regional Authority - from 2021 - to date; |
| 10 | Member of the Board of Statutory Auditors | Take Off SpA - Monopoli (BA) – Clothing Sector from 2019 – to date. Listed on Milan’s Euronext Growth; |
| 11 | Sole Auditor | Lucania Srl – Milan (Mi) – Sector: Energy - from 2019 - to date; |
| 12 | Sole Auditor | Morson Project Srl – Milan (MI) – Sector: HR technical Sector - from 2019 - to date; |
| 13 | Sole Auditor | Piksel Srl - Milan (Mi) -Sector: Information Services - from 2020 - to date; |
| 14 | Sole Auditor | Officine Terapie Innovative Srl – Carcoli (AQ) – Sector: Homeopathy - from 2020 - to date. |

Kind regards

Sebastiano Bonanno

CURRICULUM VITAE

Logo STUDIO BNN BONNANO
ACCOUNTING TAX CORPORATE FINANCE

Personal details: **SEBASTIANO BONANNO**

Date of birth: 30 September 1966

Residence: Via A. Bosio, 12 - 00161 Rome

Telephone and Email:
T. +39.06. 47.41863
F. +39.06. 47.45129
M. +39.335 7151124
Email: s.bonanno@bnnassociati.it

Position: Founder and Shareholder of
BONANNO ASSOCIATI

Founder and Shareholder of:
B Italian Investments Srl
Corporate I Strategy Advisory I Restructuring

Founder and Shareholder of:
Studio AM Srl
Accounting I Tax Service

Prior work experience:

Senior Tax Consultant – General Management
Confcommercio in Rome

Senior Consultant – Auditing Firm
CONSOB association: Fausto Vittucci & C. s.a.s. (1994-1995)

Head of Corporate Treasury - Unilever S.p.A. Sagit div. (1993-1994)

Nationality: Italian

Education and Qualifications: Decree in Economics and Business from “La Sapienza” University in Rome (1992)

Qualified as a professional Chartered Accountant and Auditor enrolled with the Association of Chartered Accountants of Rome and of Independent Auditors from 1994;

Registered on the list of Arbitrators of the Civil Court of Rome since 1995, specialising in statutory financial statement analysis, business and business division assessment and financial transactions performed by companies.

Expert in Corporate and Investment Banking [since 2020 with Prof. Nicola Ciampoli] at the Lumsa University of Rome

Languages Good spoken and written English

Publishing activities:

Collaborated as an author since 1998, with numerous publishing houses in economic and tax-related topics, such as Il Sole 24 Ore, Ipsoa, Buffetti for the publication of statutory and tax-related articles, specialising in particular in extraordinary transactions and national taxation

Author of the series “Codici Tematici” [Thematic Codes], Guidelines in Legislation and Guidelines for Local Entities:

- “Il Codice del Bilancio Civile e Fiscale” [The Code of Statutory and Fiscal Financial Statements]
- “Codice della Contabilità e del Bilancio degli Enti locali” [The Code of Accounting and of the Financial Statements of Local entities]
- “Il Codice dei Tributi Locali” [The Code of Local Taxation]

Series “Guide Pratiche per gli Enti Locali” [Practical Guidelines for Local Entities] of Il Sole 24 Ore

- “Guida Operativa alla Contabilità e al Bilancio degli Enti Locali” [Operating Guidelines for Accounting for the Financial Statements of Local Entities]

- “Guida Pratica ai Tributi Locali” [Practical Guidelines for Local Taxation]
- Series “Banche dati per gli Enti Locali” [Databases for Local Entities] of Il Sole 24 Ore
- “Contabilità e Bilancio Enti Locali” [Accounting and Financial Statements of Local Entities]
- “Tributi Locali” [Local Taxation]

Author of numerous articles for the periodical “Guida alla Contabilità & Bilancio” [Guidelines for Accounting & Financial Statements] of Il sole 24 Ore:

- “L’operazione di scissione percorso operativo fra novità civili e fiscali” [The spin-off, operating procedure between statutory and tax changes] – December 2004
- “Guida operativa al consolidato fiscale nazionale” [Operating guidelines for national tax consolidation] March 2005
- “Rimanenze di magazzino secondo l’OIC 13: Rilevazione, Valutazione e classificazione in bilancio” [Inventories according to OIC 13: Recognition, Valuation and Classification in Financial Statements] – May 2006
- “Valutazione d’azienda in ipotesi di quotazione in borsa” [Company valuations for stock market listing] – April 2007
- “Valutazione dei marchi” [Valuation of Trademarks] – April 2008

Since 2004, author for the Periodical “Gli speciali del sistema Frizzera: Guida al Bilancio” [The specials of the Frizzera system: Guidelines for Financial Statements] edited by Bruno Frizzera of Il Sole 24 Ore:

- “Rivalutazione dei beni d’impresa: modalità applicative ed effetti sul bilancio” [Revaluation of corporate assets: application procedures and effects on financial statements] – February 2006
- “Lavori in corso su ordinazioni e commesse a lungo” [Work in progress for long term orders and commissions] – March 2007
- “Ripporto delle perdite: ritorno al passato” [Carrying forward losses: return to the past] – February 2008
- “Financial Statements” – May 2009
- “Classificazione e criteri di classificazione delle immobilizzazioni finanziarie alla luce Decreto Anticrisi” [Classification and classification criteria for financial fixed assets in light of the Anticrisis Decree] – March 2010

Professional expertise:

Over the years, professional experience acquired through positions in consultancy and strategic management for companies operating in the following sectors: tourism, food, industrial, fashion, paper, publishing, transport, navigation, health and healthcare, pharmaceutical and nutraceutical, financial companies (SGR), insurance companies and brokers, IT and web companies, retail, financial services, telecommunications, real estate, catering and entertainment and municipalities.

With specific reference to:

- auditing and forecasting and control methods, though the preparation of statutory due diligence, financial and business activities;

- assessment - according to the most common methods - of companies, business divisions frequently used in corporate finance transactions;
- planning and preparation of extraordinary transactions, through the development of corporate reorganisation plans - with the coordination and preparation of merger, spin-off and assignment projects;
- building of strategic development models, drawing up of strategic and business plans - identifying the qualitative and quantitative components of value, with the consequent management, control and supervision of the preparation of economic and financial implementation plans;
- financial restructuring, by identifying financial crisis situations, managing restructuring plans (extraordinary procedures and restructuring plans) liaising with the credit institutions in question. Development of bank and financial monitoring systems, through policies to optimise the financial structure of a company and obtain corporate funding.

Relevant experience:

- Participated in projects to implement financial planning and treasury systems in the financial sector, through the preparation of financial budgets. Work experience gained at Unilever Spa (Sagit Div.);
- Participated in the implementation of internal auditing systems in the area of organisation and auditing, in the methodological framework and forecasting and budgeting techniques for management control. Experience gained in an auditing firm;
- Held position as a consultant for the Tax Assistance Department - General Management of Confcommercio, handling tax opinions Associations and associated Federations and managing the associations' relations with the appropriate offices of the Ministry of Finance, the VAT Office and Direct Local Tax Offices;
- In 1997, founded the Associated Consulting Firm [now Bonanno Associati] which operates in the area of corporate and tax consultancy and advising - specialising in particular in corporate finance for SMEs. The firm encompasses professionals originating from university research areas, professional firms and organisations and auditing companies. There have been numerous assignments, both for customers operating in the public and private sectors, relating to organisation and internal control systems, corporate planning, corporate finance, corporate, tax and business due diligence. Long-standing relations with Credit Institutes, Investment Funds (Private Equity) and International Law Firms;
- Member of the Tax Commission, VAT and Direct Taxation Sub-Commission, and of the Business Consulting Commission - Internet-Oriented Enterprises Sub-Commission, of the Association of Chartered Accountants of Rome;
- In 1998, coordinator of the Finance Committee of the Senate of the Italian Republic, in the analysis of bills submitted and in the preparation of any amendments or parliamentary interpellations;

- Collaborated with AIRE - Associazione Italiana Società di Revisione [Italian Association of Auditing Firms] - examining tax and statutory topics related to SMEs, through the preparation of a monthly informative note;
- As majority shareholder, in 2009, establishment of a company called B Italian Investments SrL, which - as a team with other professionals - provides financial advice to SMEs - as regards development plans, financial restructuring and assistance in raising capital in the form of equity and debt - and operates as an investment holding through investor deal clubs. At present, holds minority shareholdings in companies operating in the food supplement, retail and healthcare sectors.
- Member, as standing or alternate auditor of numerous boards of statutory auditors, and audit and internal audit bodies, including leading national and foreign companies operating in the telecommunications, real estate, financial, transport (couriers and shipping), catering and entertainment, publishing, television production, etc.;
- Prepared valuation assessments and for the transfer of Companies and/or Business divisions, as part of extraordinary and corporate finance transactions;
- Court-appointed and party-appointed consultant, as part of positions relating to the judiciary (preparation of statutory appraisals and for corporate transactions) and for inspections (accounting and financial fraud);
- Holds positions as managing director and member of the board of statutory auditors in private companies operating in the following sectors: graphics and publishing, tourism, food, healthcare and services.

Corporate positions

Some of the current positions are illustrated below:

Board Director (from 2001 - to date)

Industrial and services Company operating in the field of digital printing, screen printing and staging (bland implementation). Company in business for over 40 years, in the sector with a turnover of over € 5 million and over 20 employees.

Board Director (from 2010 - 2014)

Industrial Company operating in the wellness and food supplement sector. Company in business for over 10 years, in the sector with a turnover of over € 20 million and over 40 employees.

Board Director (from 2013 - 2018)

Service company operating in the healthcare sector. Process of accreditation with the Lazio Regional Authority in progress.

Board Director (from 2019 - to date)

Automation Company (POS and Tax) for points of sale in the retail sector, responsible for M&A activities. Company in business for over 25 years, in the sector with a turnover of € 30 million and 40 employees.

Member of the Board of Statutory Auditors (from 2016 - 2021)

Industrial company operating in the food sector (fresh stuffed pasta) obtained on lease from an arrangement with creditors and re-launched. Turnover of over € 12 million with around 42 employees.

Member of the Board of Statutory Auditors (from 2015 - to date)

Company operating in NPL management for the bank sector. The company's shareholders include international funds. Turnover € 10 million and 30 employees.

Chairman of the Board of Statutory Auditors (from 2018 - to date)

Company operating for over 50 years in the mechanical engineering sector for the automotive and medical sectors. Turnover € 23 million and 110 employees.

Member of the Board of Statutory Auditors (from 2019 - to date)

Company operating in the pharmaceutical sector, in subcontracted production and marketing. Turnover € 8 million and 30 employees.

Member of the Board of Statutory Auditors (from 2019 - to date)

Company operating - at national level - in the distribution of clothing through owned outlets. Listed on Milan's Euronext Growth in 2021. Turnover € 18 million and 30 employees.

Sole Auditor (from 2019 - to date)

Italian company - controlled by an international fund - operating in the management of solar farms. Turnover € 5 million.

Sole Auditor (from 2019 - to date)

Company - controlled by a foreign shareholder - operating in the aeronautical services sector. Turnover € 13 million and 40 employees.

Sole Auditor (from 2020 - to date)

Company - controlled by a foreign shareholder - operating in the technological services and e-cloud platforms sector. Turnover € 15 million and 90 employees.

Sole Auditor (from 2020 - to date)

Company operating in the pharmaceutical and nutraceutical sector. Turnover € 11 million and 90 employees.

Sole Auditor (from 2020 - to date)

Company operating in the pharmaceutical distribution and medical devices sector. Turnover € 11 million and 25 employees.

Member of the Board of Statutory Auditors (from 2021 - to date)

Company operating in the digitalisation and IT sector, which provides services to the Lazio Regional Authority and is controlled by the same. Turnover of around € 140 million and over 1,800 employees.

Corporate and Finance

Privatisation, M&A and Valuation projects, with duties to coordinate and supervise working groups.

The following paragraphs illustrate the main projects, in chronological order, between 2014 and the present date, starting with the most recent:

- 2021 Financial and corporate advisor in the M&A operations of Scatolificio del Garda S.p.A, which was looking for an industrial partner.
- 2021 Financial advisor in the sale of a corporate package corresponding to 50% of ICOM Malta Educational to the French company Novetude SA [controlled by the English fund Charterhouse].
- 2019 Financial advisor in the AQMA Italia Srl operation, which was looking for an industrial and/or financial partner.
- 2019 Financial advisor in the Lampugnani Farmaceutici SpA operation for the sale of the freeze-drying division.
- 2019 Financial advisor in the Fulton Medicinali SpA - acquisition of the share capital by PHF SA.
- 2018 Corporate consultant – Assing SpA – a company operating at national and international level in the mechanical engineering sector and in the Automotive and Life Science sector;
- 2018 Advisor to OTI SpA - Company that sells homoeopathic and nutraceutical products - Assistance in the preparation of the company's Strategic guidelines and currently advisor in extraordinary transactions;
- 2018 Advisor Axèleron SpA (AIM listed) – Joint assignment with EY for the preparation of the Strategic guidelines of the 2019-2023 Business Plan.
- 2017 ICOM Advisor at Nescot – International College of Osteopathic Medicine, for the preparation of the Business Plan to support a capital transaction and a search for debt funds addressed to the real estate transaction of the headquarters for a value of € 9 million;
- 2017 Advisor PHF SA, assistance in the preparation of the Economic and Finance Plan and assistance in the valuation of the nutraceutical business. Launch of the Lattoglobina project;
- 2017 Advisor Tivù SpA, assistance in the preparation and definition of the main economic and financial business processes to be included in the project to implement an information system for the company platform;
- 2017 Financial Co-advisor for the Lazio Regional Authority in the procedure for the disposal of minority shareholdings, with specific reference to the definition of the aspects of economic valuation of the shares;
- 2016 Advisor IGIT SpA, in the bank debt restructuring operation (through an out-of-court settlement);

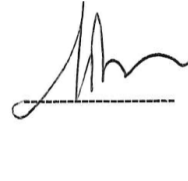
- 2016 Advisor Principia Sgr, in the economic, Financial and Strategic Due Diligence relating to the acquisition of P&G Sgr;
- 2016 Advisor PHF SA (controlled by FIS – Fabbrica Italiana Sintesi SpA), in the economic and financial due diligence relating to the acquisition of FerFarma SrL;
- 2016 Advisor SP Systema SpA, in the preparation of the Business Plan to support a transaction to subscribe two financial participation instruments by private investors for € 1 million for business development;
- 2016 Advisor Piazza di Spagna View S.p.A. (company active in the hotel sector), in the preparation of an expert assessment document of a company trademark to support capital transactions;
- 2015 Advisor Metropol SpA, in the restructuring operation, for the preparation of a Business Plan to support the bank debt restructuring operation (through an out-of-court settlement);
- 2015 Advisor Stardust Village Srl, in the preparation of an Economic Financial Plan to review the Agreement signed with the Rome Municipal Authority for the construction and management of a “Punto Verde Qualità” [Green Quality Point];
- 2015 Advisor Interago S.p.A. (company operating in the call centre services sector), in the corporate and business restructuring plan also related to a project for the industrial relocation of several production lines abroad (Malta).
- 2014 Advisor Tivù SpA, digital TV platform, assistance to the Board of Directors for the preparation of the Business Plan and the internal control system.
- 2014 Advisor to Industrial Union of Rome (credit and finance management), in the implementation of an IT system addressed to implementing a “bank rating” for the assessment of associated companies
- 2014 Advisor Salumificio Campagnano SpA, in the preparation of a new Business Plan to support a capital transaction and in the search for new funding opportunities.
- 2014 Advisor Iodase Company Srl (a company operating in the natural cosmetics sector), in the preparation of a new Business Plan to support a capital transaction and in the search for financial and industrial investors.

I hereby declare, valid as a self-certification pursuant to articles 3 and 46 of Italian Presidential Decree 445/2000 that the content of this document is truthful.

I authorise the processing of the personal data contained in this CV, limited to the processing set forth in Italian Legislative Decree no. 196 of 30 June 2003 “Personal data protection code” and in GDPR (EU Regulation 2016/679).

In witness whereof

Sebastiano Bonanno

A handwritten signature in black ink, consisting of a series of loops and a vertical line at the end, positioned below the name Sebastiano Bonanno.

Rome, April 2022