RULES AND REGULATIONS OF THE "MEDIAMO ADR" MEDIATION ORGANISATION

1. NAME:

The mediation organisation's official name is "Mediamo ADR";

2. OFFICE:

The head office of the organisation is based in San Giacomo St., 30, Naples; subsidiaries of the organisation are situated in Oberdan St., 2, Salerno and Dott. Tommaso Cigliano St., 123, Forio (NA);

3. FOUNDERS:

Mediators who founded the organisation are: Ilaria D'Agostino, Maurizio Colella, Roberto Perla, Silvana Mele and Viviana De Paola;

4. GENERAL PRINCIPLES:

These Rules and Regulations regulate the internal organisation of the mediation entity "Mediamo ADR". They are based on the principles of informality, confidentiality, speed of action and professionalism, which are applied to all the procedures carried out by the organisation with a view to solving conflicts of civil, commercial and corporate nature concerning the legal principles, related to disposable rights of physical persons, legal entities, both public and private, local and international.

5. OBJECTIVES:

The purpose of a mediation is assisting two or more parties in making an attempt to settle a conflict in a mutually satisfactory way and/or to formulate a proposal of how to settle it;

6. INTERNAL STRUCTURE:

For purposes of administration, the following organs were established: a) The Head of the organisation, b) The Administrative Department.

7. THE HEAD OF THE ORGANISATION:

The Head is appointed by the owners of Mediamo ADR S.r.l. and acts as a Managing Director of the organisation. They are elected in accordance with the current legislation and Articles of Association. The appointment has no time limit, but it can be terminated by the owners at any moment. The Head of the organisation is its legal representative. They are in charge of implementing the decisions taken at meetings of the Board, they substitute mediators in case of incompatibility or whenever required and are also responsible for the updating of the lists of mediators. Furthermore, they are responsible for storing the sensitive data for 3 years after the conclusion of a mediation process, and guarantee access to the case records and documents as per the Article 18 (?).

8. THE ADMINISTRATIVE DEPARTMENT:

The administrative department consists of secretaries representing each of the organisation's subsidiaries. These are appointed by the Managing Director of the organisation. Each secretary is in charge of the administration work regarding their particular mediation organisation's subsidiary. They have to keep documents related to each case and to records, including electronic ones, of all the procedures of mediation, comprising protocol numbers, data related to all parties involved, the subject and the mediator appointed to the case, the length of mediation and its outcome.

9. STARTING THE PROCESS OF MEDIATION:

This process can be initiated by one of the parties of the conflict or following a contract clause, it can also be imposed/recommended by a judge. Finally, mediation can also constitute an obligatory step stipulated by law before a court litigation. In order to request mediation, one has to hand a filled in form to the administrative department of the organisation. One can get the forms at the administrative department, download them from the Internet or directly from the website of the organisation: www.mediamoadr.it. The request has to include the following information: the name of the mediation organisation, first name, surname, place and date of birth, residence, taxpayer identification number and contact details of the parties of mediation as well as those of their respective lawyers, the subject of the conflict, the purposes for the claim, the estimated value of the conflict as per the Code of Civil Procedure, in accordance with the price groups specified in the Price List of the organisation.

The administrative department examines each request they receive, appoints a mediator in compliance with the rules specified in Article 8 of the present Rules and Regulations. The process of mediation cannot start before the appointed mediator has signed the statement of impartiality, specified in the Article 14, paragraph 2, letter A of the Legislative Decree N28/2010. The Head of the organisation has to communicate via certified e-mail or a letter with advice of delivery the fact of having received the request as well as the date of the first meeting (used to plan the process of mediation) to all parties involved as soon as possible. The first meeting has to take place within 30 days after the receipt of the request. The party that is invited to come to the meeting is expected to communicate their agreement to the administrative department. In case this party does not communicate anything within the above mentioned period set for the first meeting to be held, or in case the party refuses to take part in the meeting, it will anyway take place on the date fixed by the mediation organisation. In addition to the measures taken by the organisation, the complainant can also take action to inform other parties of the mediation request. The organisation reserves the right to change the date of the first meeting in case this is explicitly requested by the parties involved or if informing the parties of the mediation proves to be difficult. The parties involved are fully responsible for the following: a) considering whether mediation is optional or obligatory: potential legal exceptions, estoppels, prescriptions and forfeiters that have not been communicated by the parties upon filing the request for mediation shall not be considered as lack of diligence displayed by the organization; b) clearly stating the subject and reasons of the request for mediation: c) specifying all the parties that are supposed to take part in the mediation, especially mentioning those that are absolutely indispensable for the mediation, in case of disagreements when parties take a decision to resort to court litigation regarding the matters where parties have to make an attempt to settle their conflict through mediation in accordance with the standard legal procedure; d) communicating contact details of the lawyers who assist all parties, in case the involved parties have any; e) communicating contact details of the parties that have to be

informed of the mediation; f) determining the value of the case; g) taking decisions regarding the form and content of the power of attorney prepared in order to be represented by another person; h) making statements regarding the fact that parties have a right to public legal aid as well as the fact that other requests concerning the same case do not exist, and any other statement and declaration that can be handed to the mediation organisation from the moment the request is submitted to the termination of the mediation.

10. THE APPOINTMENT OF MEDIATORS:

Mediators are appointed depending on their specific professional competence, based on the type of degree they have, level of mediation competence and specialisation as well as their scientific contributions and the number of mediations concluded successfully, etc. Thus, when appointing a mediator, the Head of the organisation has to assess the nature of the case and the specific field of competence that is required to deal with it. If the case belongs to the general fields of competence, according to the Head of the organisation, mediators working for the organisations take turns. If the Head considers the case to be particularly difficult from either legal or mediation point of view, mediators with a specific type of competence may also take turns to get an appointment. The organisation can make a list of mediators who are considered appropriate for the case and specify their fields of specialisation, professional, technical and linguistic skills as well as availability. This list can be presented to the parties involved so that they could express their preferences. Each party has a right to make a choice. In case the parties do not inform the organisation of their unanimous decision within 5 days after the receipt of the list, the organisation appoints the most appropriate mediator itself based on the criteria mentioned above. The parties can choose a mediator from the ones proposed by the organisation.

11. THE FIRST PLANNING MEETING (as per Art.84 of the Legislative Decree 69/2013, converted into law 98/2013).

The appointed mediator holds the first meeting (also known as the planning meeting) with the party who made the mediation request and/or their lawyer who assists or represents this party, even in case the other party has not expressed agreement to take part in the mediation. The mediator explains the procedure of mediation to all the parties and their respective lawyers and asks them to express their opinion of the possibility of starting the process of mediation. In case the parties do not reach a consensus, the mediator writes the minutes, stating that the agreement has not been made. If the first meeting leads to an agreement, the mediator prepares the minutes containing the statement of the agreement of all parties to proceed with the actual mediation (as per the Art.1, paragraph 1, letter a) of the Legislative Decree 28/2010).

12. THE PROCEDURE OF MEDIATION, PRESENCE OF THE PARTIES AND THIER REPRESENTATIVES AND POWERS OF THE MEDIATOR

The procedure of mediation is held in the head office of the organisation (San Giacomo St., 30, Naples), or in any subsidiary that is registered with the Ministry and authorised to perform these functions at the moment when the request is filed. Physical persons have to participate in the mediation themselves, while legal entities have to be represented by people who are authorised to act as legal representatives of the entity in the case. In case mediation represents an integral part of the legal procedure or if it is imposed by the judge, in accordance with the Art. 5, paragraph 1-bis and paragraph 2 of the Legislative Decree

28/2010, the involved parties have to be assisted by a lawyer, who can officially represent them at all meetings of the mediation process only in case they are legally authorised to do so. All parties can be assisted by one person or several people they trust. Participation of representatives unaccompanied by those who they represent is only allowed in exceptional cases. In so called optional/voluntary mediations, participants do not have to be assisted by lawyers, although they can exercise their right to be assisted by a lawyer at any given moment, even when the procedure of mediation has already started. In this case it is possible to be assisted by lawyers in the final part of mediation. Thus, lawyers can participate in the conclusion of the process of mediation when their presence is needed to guarantee the compliance of the content of the agreement with the norms of law and public order as per Art. 12 of the Legislative Decree 28/2010. The mediator is free to hold the meetings of mediation in a way that they consider as the most appropriate, taking into account the circumstances and specifics of the case, the preferences of the parties and the need for a fast resolution of the conflict. The mediator has no power to impose any solution on the parties involved. The mediator is authorised to hold meetings with all parties together or separate meetings when only some parties participate. In cases described in Art. 5, paragraph 1-bis of the Legislative Decree 28/2010, the mediator is also authorised to hold a meeting with the complainant even if the party invited to take part in the mediation expressed a refusal to participate in it. The administrative department of the organisation can make an official Act of conclusion of the process of mediation only after preparing the minutes stating the absence of this party and the lack of agreement produced by the mediator in compliance with the Art.11, paragraph 4 of the Legislative Decree 28/2010. At every meeting, the mediator has to agree with the participants which documents that can be obtained outside their private meetings should not be disclosed. The mediator reserves the right not to make any proposal a) if parties disagree with the content of a clause of the mediation contract; b) in case at least one of the parties expresses an explicit disagreement; c) in case one or more parties do not participate in the mediation; d) in any case when the mediator believes that they do not have all the elements they need to make a proposal. After having examined the positions of all the parties, the organisation can appoint another mediator in order to make a conciliatory proposal that would have the expected legal effects. The mediator is obliged to follow the ethical code, which constitutes an addendum to these Rules and Regulations (Appendix B). The moment they start their collaboration with the mediation organisation, they also have to sign a confidentiality agreement regarding all the information they get to know during the process of mediation. The mediator has to guarantee their independence, neutrality and impartiality concerning all the parties involved into the conflict. They shall also communicate to the organisation any detail or circumstance that could compromise their independence, neutrality or impartiality. They are also obliged to inform the organisation of all the circumstances that have arisen during the process of mediation and that might prevent them from fulfilling their functions properly. In any case the involved parties can ask the Head of the organisation to substitute the appointed mediator with another one, in case they are able to demonstrate the reasons for the substitution, as well as present to the Head of the organisation a claim of refusal to continue the mediation with the appointed professional in cases regulated by Art. 51 of the Code of Civil Procedure. When the mediator has accepted the nomination, they are obliged to conclude the mediation. They can refuse to do so for justified reasons, but have to perform their functions until they have been officially substituted with another mediator. The substitution of the mediator that for any reason cannot perform their functions, has to be made by the Head of the organisation within 5 business days after the mediator informed them of the fact that they cannot proceed with the mediation. The Head of the organisation has the powers to take a decision regarding the substitution, in case the Head acts as

the mediator, the Secretary of the subsidiary is entitled to take this decision. In any situation the mediator shall not act as a defender and arbitrator in the same case.

13. INTERNSHIP OF MEDIATORS:

The mediation organisation holds mediation internships for associated members, during which trainees are supposed to hold at least 20 mediations in their subsidiary or, in case it is needed, in other subsidiaries as well. Every time a trainee is present at a mediation meeting, the appointed mediator has to record their presence in the minutes as well as the presence of all the other parties. These minutes are then signed by the appointed mediator and kept in the records of the subsidiary of the organisation, together with other documents related to the trainee. As soon as the administrative department of the organisation receives a request for mediation, it has to inform the complainant about the presence of a trainee mediator during the process of mediation and make them sign a related authorisation. Other involved parties also have to be informed of the presence of trainees. Trainee mediators have to follow the principle of non-disclosure, and in case they violate confidentiality rules, disciplinary measures are imposed on them, as a consequence they are cancelled from the list of associated mediators of the organisation and have to compensate for the loss caused to the organisation. Internship is free of charge. The organisation keeps record of the instances when trainees participate in mediations. Records concerning trainees are considered to be internal and they are not to be disclosed to the parties involved in mediation.

14. THE RESULT OF THE MEDIATION:

When the mediation is concluded, the mediator produces an act that is signed by all parties. The mediator is also responsible for authenticating the signatures. The mediator also has to record the situation when one of the parties cannot sign it. The Act of Conclusion of the mediation means that the process of mediation is finalised. a) in case the result is positive, there is a settlement agreement and the final act specifies the terms of the agreement between the parties; b) when no consensus is reached, the mediator prepares the Statement of Mediation Failure, specifying that the result has not been mutually satisfactory; c) in case this it is requested by all parties involved in the mediation, the mediator can make a conciliatory proposal at any moment of the mediation process. Parties can also agree to the proposal to be made by a mediator who does not conduct the mediation itself, which is regulated by Art.11 of the Legislative Decree N28/2010. They might agree to ask this mediator to make a proposal based on those facts and information that they decide to provide the mediator with and even if one or several parties are absent from the mediation. Before making a proposal, the mediator shall inform the parties about possible legal consequences, regulated by the Art.13 of the Legislative Decree 28/2010. The parties are to be informed of the proposal in the written from. The parties shall inform the mediator of their acceptance of refusal of the proposal in writing within 7 days after the proposal is made. After the proposal has been made, all parties shall inform the mediator in writing of the conditions under which they are willing to reconcile. The mediator issues a related statement, specifying the positions of the parties. All declarations, statements and information obtained during the mediation, cannot be mentioned in the conciliatory proposal, except the cases when all parties agree to do so. The Act of Conclusion is then kept in the administrative department of the mediation organization. Each party can ask to be provided with a copy of this document.

15. THE LEGAL FORCE OF THE ACT OF CONCLUSION:

In case all the parties involved in the mediation are assisted by lawyers, the agreement signed by the parties and their respective lawyers becomes effective and gives rights to forceful dispossession of property, repossession as well as mortgage by order of the court. The lawyers shall authorize the Act and verify if its content is in full compliance with the current legislation as well as public order. In all other cases upon the request of any party, the agreement attached to the final minutes can be considered equal to the order of the president of the court after it has been verified that it complies with the current legislation and public order. If, on signing the agreement, the parties fulfil one of the contracts and acts specified in the Art.2643 of the Civil Code (related to transferring of property interests), the minutes cannot be prepared and the signing of the final act cannot take place in the absence of a public authority who has the power to do that.

16. CONFIDENTIALITY:

All the information and documents provided by all parties involved in the mediation are considered confidential and cannot be disclosed without an explicit consent of the party that provided the information. The only exception is made when such disclosure is mandatory in accordance with the specific provisions of the law. The mediator, the parties involved in the mediation together with any people who participate in this process independently of their role in the mediation, shall not disclose the information obtained throughout the mediation. Moreover, they are obliged not to use the information and statements they obtained during the mediation in any future litigation concerning the same issue and involving the same parties. The parties, in turn, are also not allowed to call the mediator, the staff of the mediation organization as well as other people who participated in the mediation, to act as witnesses in relation to the facts and circumstances that they learnt about throughout the process of mediation. See Art.40, paragraph 3 of the Legislative Decree 5/2003 to get more information on this and similar issues.

17. MEDIATION FEES (art.16 of the Minister's Decree 180/2010, as per the amendment of the Minister's Decree 139/2014).

Those who use mediation services are to pay mediation fees. The payments clients make can be divided into two categories: the fee of initiating the mediation procedure and the fee of the mediation itself. For conflicts whose value does not exceed 250.000 euros, the fee of initiating the mediation equals 40.00 euros, payable by each party in order to hold the first meeting. For those whose value exceeds this sum, the initial fee is 80,00 euros. These fees are to be covered by all the involved parties, independently of the result of the first orientation meeting. The initial fee does not include administrational expenses and is covered by the party initiating the mediation when filing the mediation request and by those parties who are invited to participate in the mediation at the moment when they express their agreement to take part in it. Mediation fees are determined depending on the value of the conflict. Please, see the related table in Appendix A of these Rules and Regulations. They include administration costs and the mediator's fee. The fees always remain the same, even if the mediator changes throughout the mediation, or a mediation board is authorized to oversee the case, or one or more support mediators are appointed, or in case a different mediator is chosen for the preparation of the conciliatory proposal. Regarding the payment of the fees, one party, independently of how many members it comprises, represents one centre of interest. The fees are to be paid by each party that agrees to take part in the mediation. The maximum fee for each amount of conflict value, specified in the attached table, a) can be increased by no more than 20%, given a particular level of importance, difficulty and complexity of the case; b) shall be increased by no more than

25% in case the mediation is concluded successfully; c) shall be increased by 20% in case the mediator makes a conciliatory proposal; d) is decreased by 1/3 in cases described in Art.5, paragraph 1 of the Legislative Decree 28/2010 for the first six value groups, and by ½ for the rest of the groups except for cases specified in the letter e) of this paragraph, and no increase mentioned above is made in these cases except in those mentioned in the letter b) of this paragraph; e) the fee shall be reduced to 40,00 euros for the first conflict value group and to 50,00 euros for the rest of the groups. Still in case no other party but the one that initiated the mediation participates in it, letter c) applies.

The minimum fee related to the first value group can be determined freely. Under no circumstances can fees of different inferior value groups be added on top of one another.

Mediation fees are to be covered by the clients in the following way: 50% of the amount due has to be transferred to the organisation before the first mediation meeting, while the remaining 50% right before the preparation of the final Act of Conclusion. This applies to all participants in the attempt to reach a mediation agreement. The minimum fees of each value group are negotiable. In case mediation represents an obligatory step of a court litigation and one or more parties meet the criteria for state legal aid, in compliance with the Art.76 (L) of the consolidated text of legal provisions and regulations in the field of legal expenses specified in the Presidential Decree N 115 of 30.05.2002, the interested party is exempt from paying the fees to the mediation organization (administration and mediation fees as per Art.16 of the Minister's Decree 180/2010). In relation to this, the interested party shall submit to the mediation organization a special statement in substitution of a sworn affidavit. The statement can be certified by the mediator themselves or any other person who has the power to do so. Should the mediation organisation require additional documentation to make sure the party has the right to state aid, the interested party shall submit the documents (income tax return, tax authority certificate specifying the fact that no tax return was filed by the subject (due to insufficient income) or other documents proving the facts described in the submitted certificate).

18. CONFLICT VALUE ASSESSMENT:

The value of the conflict that has to be specified in the mediation request is mentioned in the related table in accordance with the Code of Civil Procedure. The party filing a mediation request is responsible for the calculation of this value. In cases when the value is not determined, is impossible to determine or there is a significant discrepancy between the estimates of the parties involved, the organisation estimates the value itself within the limit of 250.000 euros and informs the parties of its decision. In any case if at the end of the mediation the value of the conflict turns out to be different from the initially estimated one, the parties are to cover the mediation fees in accordance with the related value group, except for the situations when the fees can increase or decrease as per the provisions of these Rules and Regulations described above.

19. EVALUATION OF THE MEDIATION SERVICES:

When the mediation is over, every party gets a mediation evaluation form to fill in (Appendix C). This form, attached to these Rules and Regulations, has to be sent via e-mail to the administrator of the mediation organisation. It has to contain the first name, surname, individual taxpayer's number and residence information of the sender and is to bear their signature. The sender has to choose a tool that gives possibility to get a delivery confirmation.

20. RIGHT TO ACCESS OFFICIAL DOCUMENTS:

All parties have the right to get access to the documents they submitted during the period of mediation at common mediation meetings, and each party has the right to get access to the documents they submitted on meetings held separately. All the documents are stored in a special folder (it can be digital) and are registered by the administration department of the organisation. The organisation keeps such folders for 3 years after the conclusion of the mediation.

21. ENTRY INTO FORCE AND MODIFICATIONS TO THE RULES AND REGULATIONS:

These Rules and Regulations and the related appendices come into force at the moment of their approval. They can be changed by the qualified majority of the Board of the Organisation's Owners, representing 2/3 capital of the mediation organisation. Changes do not apply to procedures that are already carried out at the moment when they enter in force. In case this mediation organisation is suspended or cancelled from the official register of mediation organisations, mediation procedures can be held by another organisation chosen by the participants within 15 days after the suspension or cancellation.

Naples, 30th March, 2015.