

OPINION OF THE BOARD OF STATUTORY AUDITORS
axélero S.p.A.
pursuant to Article 2441, paragraph 6, of the Italian Civil Code

Shareholders,

The Board of Statutory Auditors of the company axélero S.p.A. met for the purpose of analysing the following proposals of the Board of Directors:

- issue of a convertible bond loan cum Warrants, pursuant to Article 2420-*bis*, paragraph 1, of the Italian Civil Code, with the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a total maximum amount of € 16 million, divided into eight tranches;
- share capital increase pursuant to Article 2420-*bis*, paragraph 2, of the Italian Civil Code, in tranches, with the exclusion of option rights, pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for the conversion of the convertible bond loan cum Warrants, for a maximum amount of € 16 million, including the share premium, through the issue of ordinary shares;
- issue of warrants to be assigned free of charge to the subscribers of the convertible bond loan cum warrants and with the exclusion of option rights, pursuant to Article 2441, paragraph 5, of the Italian Civil Code, which will give the bearers the right to subscribe for the Company's ordinary shares;
- share capital increase, in tranches and for consideration, with the exclusion of option rights, pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for the exercise of the Warrants, including the share premium, through the issue of ordinary shares;
- resulting amendments to Article 6 of the Bylaws.

The Board of Statutory Auditors is therefore required to express its opinion, pursuant to Article 2441, paragraph 6, of the Italian Civil Code, on the fairness of the price of the newly issued shares.

The Board of Statutory Auditors, after showing below the significant elements of the transaction as set out in the report of the Board of Directors, together with the assessments made by the same, in any case making reference to the report of the Board of Directors for an exhaustive description of the transaction,

Introduction

1 Main Characteristics of the Transaction

In the past month, the company entered into a non-binding agreement with Atlas Special Opportunities and Atlas Capital Markets (hereinafter the "**Term Sheet**", "**Atlas**" and "**ACM**"), which provides for the issue of a convertible bond loan cum Warrants for a total of € 16 million (the "**Bond Loan**") and, more specifically, the commitment of Atlas to subscribe for, in various tranches and following specific subscription requests of axélero S.p.A., a maximum of 800 convertible bonds, with a

unit value of € 20,000 each (the “**Bonds**”), which will be accompanied by the issue and free-of-charge assignment of a number of Warrants (called AXE) representing 30% of the amount of each tranche divided by the weighted average price of the prices per volume of qualifying transactions as detected by Bloomberg during a stock trading period of 30 days prior to receipt by the bond loan subscriber of the Company’s notification to issue a tranche of the loan.

The Term Sheet, in particular, provides that these bonds should be issued in eight tranches, as described below:

- (i) a first tranche consisting of 150 Bonds for a total nominal amount of € 3 million, to which the AXE 1 Warrants are linked;
- (ii) a second tranche consisting of 100 Bonds for a total nominal amount of € 2 million, to which the AXE 2 Warrants are linked;
- (iii) a third tranche consisting of 100 Bonds for a total nominal amount of € 2 million, to which the AXE 3 Warrants are linked;
- (iv) a fourth tranche consisting of 100 Bonds for a total nominal amount of € 2 million, to which the AXE 4 Warrants are linked;
- (v) a fifth tranche consisting of 100 Bonds for a total nominal amount of € 2 million, to which the AXE 5 Warrants are linked;
- (vi) a sixth tranche consisting of 100 Bonds for a total nominal amount of € 2 million, to which the AXE 6 Warrants are linked;
- (vii) a seventh tranche consisting of 100 Bonds for a total nominal amount of € 2 million, to which the AXE 7 Warrants are linked;
- (viii) an eighth tranche consisting of 50 Bonds for a total nominal amount of € 1 million, to which the AXE 8 Warrants are linked;

The Bonds and Warrants will be issued in dematerialized form to the bearer and will not be listed on regulated markets or other organized trading systems. The above dematerialization method ensures the traceability of the relevant movements and transfers in accordance with the provisions of the current regulations, which legitimizes their nature as bearer securities.

2 Operating Mechanism for Bond Loan Subscription Requests and Issuance

The Term Sheet provides that, during the period between the subscription date and the expiry of the 36th month thereafter, axélero may issue the Bond Loan in the 8 different tranches described above, at its discretion, in compliance with the 30-day stock trading period as from the subscription date of the previous tranche, except for the second tranche, which may be issued after a stock trading period of 40 days as from the subscription date of the first tranche.

The subscription for each tranche of the Bond Loan may be requested by axélero S.p.A. by submitting the appropriate written notification to Atlas with a notice of at least 10 business days prior to the issue date.

The Bonds will be offered for subscription at a price representing 98% of their nominal value. The bonds will accrue a gross annual interest rate of 2% as of the issue date, calculated on the value of each convertible bond issued.

3 Procedure and Terms for Conversion and Mandatory Conversion

The term Sheet provides for the Bond Loan to have a maximum value of € 16 million and will consist of a maximum of 800 Bonds with a nominal value of € 20,000 each.

The Bonds will have a maturity of 5 years as from the issue date and subscribers may request their full or partial conversion at any time by simply sending the appropriate notification to the Company (the “**Conversion Notification**”).

The issue price of the shares to be converted will be 92% of the weighted average price of the prices per volume of the qualifying transactions as detected by Bloomberg during one day to be chosen by the subscriber from among 20 consecutive stock trading days prior to the receipt of a Conversion Notification. The number of shares to be issued will therefore be equal to the value of the individual tranche of the bond loan divided by the share price, as calculated above.

The Term Sheet provides for the mandatory conversion of all the Bonds that will still be outstanding as at the maturity date.

Bondholders will also have the right to request the full repayment of the Bonds upon the occurrence of certain events, including in particular:

- i) Leonardo Cucchiarini and Stefano Maria Cereseto have jointly ceased to - directly or indirectly - hold at least 35% of the share capital;
- ii) Material adverse effects, such as: non-payment of amounts due to the subscriber; failure to fulfil the obligations provided under the subscription agreement and/or the bond loan regulation; state of insolvency; submission to bankruptcy proceedings.
- iii) Suspension of the security from trading for a period of more than 5 trading days.

4 Warrants and Capital Increase for the Purpose Thereof

The Term Sheet provides that the Warrants may be exercised in whole or in part at any time between the issue date and the expiry of the fifth subsequent anniversary. Any Warrants not exercised as at the latter date will cease to be effective against the Company.

Each Warrant will entitle to subscribe for an ordinary share of axélero S.p.A.

In the event of exercise of the Warrants, the exercise price for each conversion share that will be subscribed will be equal to the weighted average price of the prices per volume of the qualifying transactions as detected by Bloomberg during the period of 30 consecutive stock trading days prior to receipt by the bond loan subscriber of the company's notification regarding the issue of a loan tranche, plus an amount representing 20% of the weighted average price of the prices per volume of the qualifying transactions as detected by Bloomberg as at the relevant issue date.

The Term Sheet provides for the Warrants to be issued in dematerialized form to the bearer and will not be listed on regulated markets or other organized trading systems.

The report of the Board of Directors expressly states that the maximum amount of the increase for the issue of the Warrants, including the share premium, will in no event exceed € 4,800,000.00, with the result that the Warrants whose exercise may have caused a capital increase value exceeding the amount of € 4,800,000.00 will be considered as invalid.

All the necessary evidence will be given of the possibility of such invalidity in order to inform any assignees.

5 Allocation of and Grounds for the Capital Increase – Reasons for Excluding Option Rights

The Board of Directors stated that the transaction aims to:

- i) support the Company's working capital in the context of the fulfilment of its business plan;
- ii) provide the Company with additional financing instruments;
- iii) expand the Company's shareholding structure in the event of conversion of the Bonds and exercise of the Warrants;
- iv) find new financial resources to support the investments set out in the business plan; and
- v) obtain more financial flexibility, including in the extremely short term.

With regard to the Warrants, the Board of Directors noted that their possible exercise will provide the Company with additional financial resources, enlarging its shareholding structure, and will be inserted in a plan that is instrumental to supporting its growth plans with no additional charges. Moreover, the Board of Directors stated in its report that the transaction to be carried out for the issue of a convertible bond loan reserved for an institutional investor provides the Company with the possibility to draw from, with a quick instrument and for a certain amount, any resources that may be necessary or appropriate to make the investments set out in its development plan

In its report, the Board of Directors stated that a Bond issue is the most appropriate instrument with the greatest certainty of collection of resources useful to improving and strengthening the Company's capital and financial structure.

Furthermore, the Board of Directors pointed out that such instrument will make it possible to submit subscription requests in a flexible manner also taking into account the evolution of the Company's economic and financial situation over a medium-term period.

In its report, the Board of Directors stated that the issue of the Warrants, and the resulting possible subscription of the capital increase for the purpose of the same, may provide the Company with additional capital and financial resources to be used in support of its plans without any additional charges.

For the reasons set out above, the Board of Directors considers that the issue of the Warrants reserved for Atlas is in the corporate interest for the reasons set out above and therefore believes that any option rights should be excluded.

6 Method to Calculate the Price of Newly Issued Shares Arising from the Conversion of Bonds and Relevant Conversion Ratio

With reference to the method for setting the price of newly issued shares, the Board of Directors stated that the decision not to set a pre-established price, but to adopt a method to be followed for setting the price of newly issued shares in each tranche appears in line with the market practice followed for similar transactions, characterized

by allowing for an ample period of time during which the capital increase can be subscribed for the purpose of the Bond conversion (5 years).

In its report, the Board of Directors pointed out that the adoption of a pre-established price could, in the event that in the future such price is lower than the stock market price of axélero securities, have the consequence of penalizing the Company and its shareholders for the benefit of Atlas. Moreover, the adoption of a method based on the performance of the security makes it possible to issue shares at a price that follows the stock value performance as set by the market.

In its report, the Board of Directors stated that the price calculation with regard to the stock market value that the axélero security will have on the trading days immediately preceding the subscription of the conversion shares appears suitable to ensuring that the price of newly issued shares is referred to the market value thereof (representative of the Company's value) and can be considered in line with the market practice established for transactions similar to the one being proposed therein.

Article 2441, paragraph 6, of the Italian Civil Code sets forth that the share issue price calculation should be based on the value of the shareholders' equity. In its report, the Board of Directors pointed out that according to the checks carried out, as at the date hereof, the above parameter appears to be fully complied with in light of the foregoing, in relation to the conversion of the Bond Loan.

In this regard, in its report, the Board of Directors noted that, at 30/6/2017, the Company's shareholders' equity amounted to € 24,313,317, against a market capitalization amounting to approximately € 40,664,000 at the date of the Board of Directors' report (13 December 2017).

7 Method to Calculate the Price of Newly Issued Shares Arising from the Capital Increase for the Purpose of the Warrants and Relevant Assignment Ratio

As highlighted in the report of the Board of Directors, the Term Sheet provides that the issue of the Warrants, and consequently the capital increase for the purpose thereof, is an integral part of the agreements reached during the negotiation of the Term Sheet, whereby Atlas has undertaken the commitment to subscribe for the Bonds for up to a maximum amount of € 16 million under the terms and conditions set out above. Atlas was willing to negotiate the transaction only on condition that it was also offered the opportunity to receive the Warrants so as to allow it to invest further financial resources through a dedicated capital increase.

In its report, the Board of Directors pointed out that the issue price of the capital increase for the purpose of the Warrants, as provided for in paragraph 4 above, is equal to the weighted average price of the prices per volume of the qualifying transactions as detected by Bloomberg during a period of 30 consecutive stock trading days prior to receipt by the bond loan subscriber of the Company's notification regarding the issue of a loan tranche, plus an amount representing 20% of the weighted average price of the prices per volume of the qualifying transactions as detected by Bloomberg as at the relevant issue date.

With regard to the reasons that led to establish such method, the Board of Directors made reference to the comments made in its report with regard to the method to calculate the price of newly issued shares arising from the conversion of the bonds and

the relevant conversion ratio, considering that the arguments presented therein were also adequate with regard to the expected 20% increase, compared to a method that makes reference to market values.

Therefore, the Board of Directors believes that the above price is fair, for the purposes of Article 2441, paragraph sixth, of the Italian Civil Code.

Having regard to the foregoing,

Having examined

- the report prepared by the Board of Directors pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code;
- the preliminary term sheet between the Company and Atlas containing the essential elements of the Term Sheet being entered into;
- the reasons given by the Board of Directors, in terms of completeness and non-contradictory nature of the criteria adopted for the purposes of calculating the price of newly issued shares and conversion shares for the conversion of Warrants;

Having found that

- the transaction is aimed at supporting working capital and finding new financial resources as part of the implementation of the company's business plan, including by expanding the corporate structure in the event of conversion of the bonds and exercise of the warrants,
- the reasons for the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, as illustrated in the Report of the Board of Directors, appear to be in compliance with the corporate interest and the current Bylaws, insofar as under the responsibility and within the limits of any assessments under the responsibility of the Board of Statutory Auditors;
- the share capital increase transaction does not deplete the company assets;
- the method set out by the Board of Directors to calculate the price of newly issued shares arising from the conversion of the bond loan and the relevant conversion ratio, as governed by the Term Sheet, was argued in the report of the Board of Directors;
- the method set out by the Board of Directors to calculate the price of newly issued shares arising from the capital increase for the purpose of the warrants and the relevant conversion ratio, as governed by the Term Sheet, was argued in the report of the Board of Directors;
- the Board of Statutory Auditors is not aware of any facts or situations such as to suggest that the valuation method adopted by the Board of Directors for the calculation of the value of the Company's shares, pursuant to Article 2441, paragraph 6, of the Italian Civil Code, is not adequate, limited to the purposes for which it was calculated;

Hereby expresses the following opinion

On the basis of the information received, the documentation obtained, the checks carried out with regard to the circumstances and reasons listed above and contained in the report prepared by the Board of Directors, the Board of Statutory Auditors considers the valuation methods adopted by the governing body to be fair and, pursuant to Article 2441, paragraph 6, of the Italian Civil Code, expresses a favourable opinion on the fairness of the issue price of the shares of axélero S.p.A., as referred to in the proposal to increase the company's share capital with the exclusion of option rights.

The Board of Statutory Auditors declares that it will waive the term laid down by Article 2441, paragraph 6, of the Italian Civil Code.

Milan, 14 December 2017

Board of Statutory Auditors

Giovanni Nigro (Chairman) _____

Alessandro De Luca _____

Fabio Giovanni Todaro _____