



FS Italian Railways USA
350 Fifth Avenue – 41st Floor
New York, NY 10118 (Principal Executive Office)

United States of America
info@fsitalianrailwaysusa.com



California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies

Entity Name: FS ITALIAN RAILWAYS USA INC.

Formed In: DELAWARE

Entity No.: 4304342

Entity Type: Stock Corporation - Out of State -
Stock

Issuance Date: 02/22/2025

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Reference #	Date Filed	Filing Description	Number of Pages
23689233-1	08/08/2019	Initial Filing	2

** **** ***** ***** End of list ***** ***** **** **


I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on February 22, 2025.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

	Secretary of State Statement and Designation by Foreign Corporation	S&DC-S/N
<p>IMPORTANT — Read instructions before completing this form.</p> <p>Must be submitted with a current: Certificate of Good Standing issued by the government agency where the corporation was formed. See Instructions.</p> <p>Filing Fee — \$100.00 (for a foreign stock corporation) or \$30.00 (for a foreign nonprofit corporation)</p> <p>Copy Fees — First page \$1.00; each attachment page \$0.50; Certification Fee - \$5.00</p> <p><i>Note:</i> Corporations may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to https://www.ftb.ca.gov.</p>		

FILED ^{WM}
Secretary of State
State of California ^{SA}
AUG 08 2019

1 CC This Space For Office Use Only

<p>1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)</p> <p style="font-size: 1.2em;">FS Italian Railways USA Inc.</p>	<p>2. Jurisdiction (State, foreign country or place where this corporation is formed - must match the Certificate of Good Standing provided.)</p> <p style="font-size: 1.2em; text-align: center;">Delaware</p>
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3. Business Addresses (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)

a. Initial Street Address of Principal Executive Office - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
350 Fifth Avenue, 41st Floor	New York	NY	10118
b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
		CA	
c. Mailing Address of Principal Executive Office, if different than item 3a	City (no abbreviations)	State	Zip Code
c/o Funaro & Co., 350 Fifth Avenue, 41st Floor	New York	NY	10118

4. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
		CA	

CORPORATION — Complete item 4c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete item 4a or 4b
CSC-Lawyers Incorporating Service

5. Read and Sign Below (See instructions. Office or title not required.)

I am a ~~corporate officer~~ and am authorized to sign on behalf of the foreign corporation.

[Signature]

Signature

Enrico Trapazzo

Type or Print Name

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FS ITALIAN RAILWAYS USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FS ITALIAN RAILWAYS USA INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF MAY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



7416626 8300

SR# 20196425675

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203379732

Date: 08-08-19

Entity Details

THIS IS NOT AN OFFICAL CERTIFICATE OF STATUS

Status Retrieved: 02/22/2025 at 4:40 PM EST

Email Status

<u>File Number:</u>	7416626	<u>Incorporation Date / Formation Date:</u>	5/13/2019 (mm/dd/yyyy)
<u>Entity Name:</u>	FS ITALIAN RAILWAYS USA INC.		
<u>Entity Kind:</u>	Corporation	<u>Entity Type:</u>	General
<u>Residency:</u>	Domestic	State:	State:
<u>Status:</u>	Good Standing	Status as of:	3/9/2020

TAX INFORMATION

<u>Last Annual Report Filed:</u>	2024	Tax Due:	\$ 0
<u>Annual Tax Assessment:</u>	\$ 1015	<u>Total Authorized Shares:</u>	100000

REGISTERED AGENT INFORMATION

Name:	CORPORATION SERVICE COMPANY		
Address:	251 LITTLE FALLS DRIVE		
City:	WILMINGTON	County:	New Castle
State:	DE	Postal Code:	19808
Phone:	302-636-5401		

FILING HISTORY (Last 5 Filings)

<u>Seq</u>	<u>Description</u>	<u>No. of pages</u>	<u>Filing Date</u> (mm/dd/yyyy)	<u>Filing Time</u>	<u>Effective Date</u> (mm/dd/yyyy)
1	Stock Corporation	2	5/13/2019	2:29 PM	5/13/2019



(Translation from the Italian original which remains the definitive version)

2017 ANNUAL REPORT

On 7 July 2017, Trenitalia S.p.A. transferred the entire investment in the wholly-owned Serfer - Servizi Ferroviari S.r.l. to Mercitalia Logistics S.p.A., for a consideration of approximately €14.4 million. Serfer's integration, a group company which provides handling services and rolling stock maintenance, in Mercitalia group strengthens the group's competitive position and generates operating synergies between the two companies which comprise it.

On 24 August 2017, in the Netinera group, UNIKAI Hafenbetrieb Lüneburg merged into its parent, OHE AG.

On 31 August 2017, Busitalia-Sita Nord S.r.l. acquired 100% of Qbuzz BV and Utrecht Mobility Services BV from Abellio Nederland BV. These companies manage local public transport in the Utrecht metropolitan area and the Groningen-Drenthe province. The total consideration paid to acquire both companies amounted to €37 million. The provisionally-recognised goodwill of €33 million is the acquisition price in excess of the carrying amount of the identified net assets amounting to €4 million.

On 14 September 2017, Ferrovie dello Stato Italiane S.p.A. acquired 100% of TrainOSE SA from Hellenic Republic Asset Development Fund SA. The company provides cargo and passenger transport services at suburban, regional and national level in Greece. The total consideration paid amounts to €45 million. The provisionally-recognised goodwill of €10 million is the acquisition price in excess of the carrying amount of the identified net assets amounting to €35 million.

As per the deeds of 15 September, 18 and 20 October 2017, Mercitalia Logistics S.p.A., which already held 43.75% of Mercitalia Terminal S.p.A., acquired the residual 12.50% from non-controlling investors and 43.75% from Mercitalia Intermodal (formerly Cemmat), gaining full control of Mercitalia Terminal S.p.A..

On 1 October 2017, Kraftverkehr Ostthannover (KOG), a subsidiary of OHE AG, was sold to third parties against a consideration of €650,000.

On 11 October, as per the deed transferring the share capital of Trenitalia Logistics France S.A.S.U, the entire investment was transferred from Mercitalia Rail S.r.l to Mercitalia Logistics S.p.A..

On 30 October 2017, Busitalia-Sita Nord S.r.l., which already held 72.25% of S.A.V.I.T. S.r.l., acquired the residual 27.75% from non-controlling investors, gaining full control of S.A.V.I.T. S.r.l..

On 20 November 2017, Nord-Est Terminal NET S.p.A. in liquidation was wound up and struck off the company register.

On 4 December 2017, the shareholders' meeting decided to change the company's name from CEMAT S.p.A. to Mercitalia Intermodal S.p.A., effective from 1 January 2018.

Nugo S.p.A. was set up on 15 December 2017. It is wholly owned by Ferrovie dello Stato Italiane S.p.A. and sells, traditionally and online, goods, services and proprietary and third-party integrated service systems in the public and collective transport, sharing mobility, lease, parking, culture, accommodation, tourist and trade sectors.

On 19 December 2017, the shareholders decided to change the company's name from Serfer S.r.l. to Mercitalia Shunting & Terminal S.r.l., effective from 1 January 2018.

Company

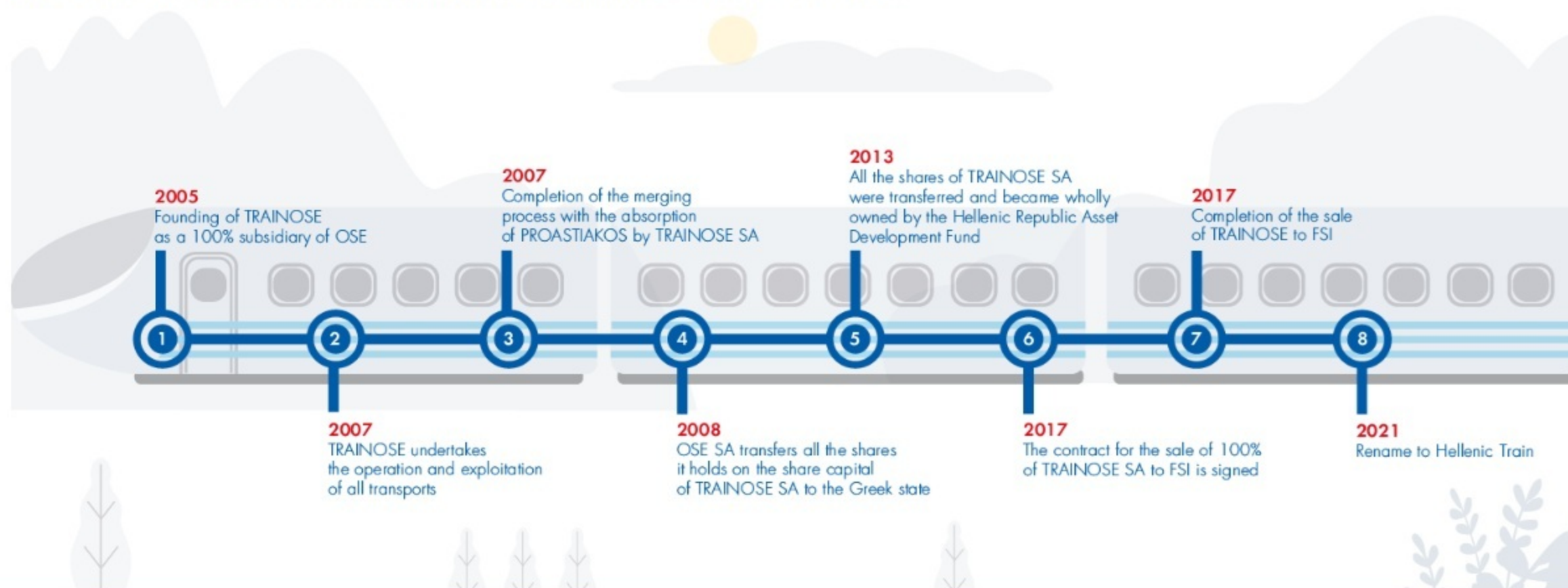
The Company

The public company **TRAINOSE SA**, which was founded on 19.12.2005, was at the time of its formation a 100% subsidiary of **OSE SA**.

Since 1.1.2007, following the completion of the branch separation process and its transfer by the parent company OSE SA, TRAINOSE SA has taken over **the operation and utilization of all transport (passenger, freight, etc.)**. Since then, it has been operating as a fully independent company with separate administration and organization, in accordance with the requirements of Community law.

The headquarters of TRAINOSE SA is in Athens, but the company maintains offices and operates across the geographic territory near its network.

The merging by acquisition of the company **PROASTIAKOS SA** (which managed the Athens suburban railway) by TRAINOSE SA was completed in July 2007, adding to its scope the management and operation of the suburban lines.



In December 2008, OSE SA **transferred all the share it held in the shared capital of TRAINOSE SA to the Greek State**, which as of 31.12.2008 held the total shares (100%) of the company.

In April 2013, all the shares of TRAINOSE SA were transferred to and taken over in full ownership by the **HELLENIC REPUBLIC ASSET DEVELOPMENT FUND (HRADF)**, owned by the Greek State, and since then HRADF was the sole shareholder of the company.

On 18 January 2017, the contract for the sale of 100% of **TRAINOSE SA to Ferrovie dello Stato Italiane Group (FSI)** was signed by the CEO of HRADF and the CEO of FSI for a total amount of € 45 million.

On 14 September 2017, the sale and transfer of 100% of the shares of TRAINOSE SA to FSI were completed and it joined the Italian group.

The company, operating now under the name **HELLENIC TRAIN**, is run by a five-member Board of Directors.

The FSI Group is the third largest railway company in Europe and is already active in France, Germany, The Netherlands and Britain.

The FSI Group employs more than **75,000 employees**. **830 million passengers** are served annually and **50 million tons** of goods are transported.

HELLENIC TRAIN is the main provider (until now the only one) of rail transport for passengers and freight. The Company provides rail services using the network and the railway infrastructure in general owned by OSE (paying the corresponding network access charges).

HELLENIC TRAIN performs 342 routes (passenger and commercial trains) a day. In 2016, a total of 15.6 million passengers were transported, of which 10.1 million used the suburban lines and 5.5 million the national network. A total of 1.1 million tons of goods were also transferred.

In 2016, the company's total revenues from passenger and commercial work reached € 120 million and profits of € 3.3 million.

HELLENIC TRAIN employs 1217 staff members and uses 1,160 locomotives, wagons and flatcars.

The Company is a member of the Regulatory Authority for Railways (RAS), which was established in 2010. The Company is a member of the International Union of Railways (UIC), the Community of European Railway and Infrastructure Companies (CER), the International Rail Transport Committee (CIT) and the Forum Train Europe and continues to push for international networking.



(Translation from the Italian original which remains the definitive version)

2019 ANNUAL REPORT

On data 7 March 2019, Busitalia Sita Nord S.r.l. sold Simet S.p.A. its entire investment in Busitalia Simet S.p.A. for the agreed consideration of €1.3 million.

On 28 March 2019, implementing the decision passed by Ferrovie dello Stato Italiane S.p.A.'s board of directors on 27 November 2018, Ferrovie dello Stato Italiane S.p.A. and RFI S.p.A., as sellers, signed a purchase and sale agreement with AltaCSRETAILFR S.r.l. (wholly owned by Altea SCA), as buyer, for Centostazioni Retail S.p.A., for a consideration totalling €45 million. The group realised a gain €28 million on this transaction.

At the shareholder's meeting on 27 March 2019, the shareholder approved the capital increase of Tunnel Ferroviario del Brennero S.p.A. totalling €120 million. Following the increase and due to the various subscriptions by the other owners, the FS Italiane group, through its subsidiary RFI S.p.A., now owns 88.90% of the company, compared to 88.20% at 31 December 2018. Furthermore, on 20 December 2019, the shareholder approved another capital increase for a total of €160 million, to be carried out by 31 December 2020. The company's board of directors will schedule the tranches of the increase according to the company's actual financial needs based on the progress of Phase III of the Brenner Base tunnel.

On 31 March 2019, Ferrovie dello Stato Italiane S.p.A. established a company named Ferrovie dello Stato Saudi Arabia for Land Transport LLC, with approved, subscribed and paid-up capital of SAR500,000, divided into 500 ordinary shares with a nominal amount of SAR1,000 each. The company is based in Riyadh and its business object consists of railway infrastructure operations and maintenance in Saudi Arabia.

On 12 April 2019, RFI S.p.A. acquired Mercitalia Intermodal S.p.A.'s entire investment in Terminali Italia S.r.l..

With the deed signed on 17 April 2019, Pol Rail S.r.l. merged into Mercitalia Rail S.r.l. with retrospective effect for accounting and tax purposes at 1 January 2019.

The demerger of Blufferies S.r.l. and Blu Jet S.r.l. became effective on 1 May 2019, as established in the deed signed on 27 March 2019.

On 13 May 2019, Ferrovie dello Stato Italiane S.p.A. set up FS Italian Railways USA Inc, with approved, subscribed and paid-up capital of USD100,000, divided into 100,000 shares with a nominal amount of USD1 each. The company is based in New York and its business object consists of managing and developing transport and related activities in North America, including participating in tenders for transport contracts.

On 20 May 2019 and with effect from 1 June 2019, Ferrovie dello Stato Italiane S.p.A. contributed its equity investments in TrainOSE SA (100%) and Netinera Deutschland GmbH (51%) to Trenitalia S.p.A.. Trenitalia S.p.A. then increased its capital by €189 million.

On 10 June 2019, RFI acquired 100% of the vehicle UM Ferro S.r.l., which Umbria T.P.L. e Mobilità S.p.A. had set up and to which it had contributed its infrastructure management business unit. On 24 June 2019 and with effect from 1 July 2019, a deed was signed to merge UM Ferro S.r.l. into RFI S.p.A., thereby completing the process by which RFI S.p.A. took over management of Ferrovia Centrale Umbra.

On 16 July 2019, Die Länderbahn CZ s.r.o. was set up, wholly owned by Die Länderbahn GmbH DLB, which is in turn controlled by Netinera Deutschland GmbH.



(Translation from the Italian original which remains the definitive version)

2022 ANNUAL REPORT

Frecciarossa connections between Paris and Lyon with Trenitalia France

In the wake of the launch of the Milan-Paris service on 18 December 2021, Trenitalia inaugurated its first HS connection completely within French borders on 5 April 2022, with a Frecciarossa 1000 linking the cities of Paris and Lyon, in response to the needs of a large number of French travellers who choose to travel by train for medium- and long-haul journeys.

This makes Trenitalia the first foreign player to enter the French HS market, thanks to the deregulation under the European Fourth Railway Package.

Trainose and the Greek government sign the service contract for Greece

On 14 April 2022, Trainose (now Hellenic Train), the FS Italiane Group company under Trenitalia's direct control, signed a service contract with the Greek Ministry of Infrastructure and Transport and the Minister of Finance in Athens. The 10-year contract may be extended for another five years and covers passenger services on all Greek railway lines.

The contract enshrines the public service obligations and provides for an annual fee of €50 million for the services offered.

The Frecciarossa service goes live in Spain

On 18 September 2022, through Iryo, Trenitalia's Spanish subsidiary, the FS Italiane Group began selling Frecciarossa tickets for railway connections between Madrid, Barcelona and Zaragoza.

Iryo's first Frecciarossa 1000 journeys left the Madrid Atocha station on 25 November 2022 at 6:45 am. On 16 December 2022, Iryo launched the service from Madrid to Valencia and Cuenca and the routes are slated to expand further in 2023.

On 31 March 2023, Iryo will begin operating trains between Seville, Malaga, Antequera and Cordova, and on 2 June 2022, it will reach Alicante and Albacete as well. Once the service is fully up and running, there will be 20 Frecciarossa 1000s in Spain operating 70 connections per day. Built by Hitachi with the same features as those already operating in Italy, these trains are the fastest and most sustainable with the lowest environmental impact in Europe.

New ÖBB and Trenitalia night trains begin operating in Austria-Germany-Italy

In December, the FS Italiane Group launched new ÖBB and Trenitalia night trains connecting Austrian and German cities to the Cinque Terre area in Italy. Departing La Spezia, the trains stop in Genoa and Milan, then Lake Garda before heading towards Salzburg, Austria, where it will split, with one section of the train continuing on to Vienna and the other to Munich.

Annexes

Consolidation scope and the Group's equity investments

1. PARENT AND LIST OF SUBSIDIARIES

	Registered office	Country	Share capital	Currency	Sector	Investor	Investment %
Ferrovie dello Stato Italiane S.p.A.	Rome	Italy	39,204,173,802		Other services		

Subsidiaries

	Registered office	Country	Share/quota capital	Currency	Sector	Investor	Investment %
Ataf Gestioni S.r.l.	Florence	Italy	5,927,480	€	Passenger	Busitalia - Sita Nord S.r.l.	70.00
Autobus Sippel GmbH	Hofheim am Taunus	Germany	50,000	€	Passenger	NETINERA Deutschland GmbH	100.00
Anas International Enterprise S.p.A.	Rome	Italy	3,000,000	€	Infrastructure	Anas S.p.A.	100.00
Anas S.p.A.	Rome	Italy	2,269,892,000	€	Infrastructure	FS Italiane S.p.A.	100.00
Blu Jet S.r.l.	Messina	Italy	200,000	€	Infrastructure	RFI S.p.A.	100.00
Bluferries S.r.l.	Messina	Italy	20,100,000	€	Infrastructure	RFI S.p.A.	100.00
Busitalia - Sita Nord S.r.l.	Rome	Italy	73,000,000	€	Passenger	FS Italiane S.p.A.	100.00
Busitalia Campania S.p.A.	Salerno	Italy	5,900,000	€	Passenger	Busitalia - Sita Nord S.r.l.	100.00
Busitalia Rail Service S.r.l.	Rome	Italy	3,497,788	€	Passenger	Busitalia - Sita Nord S.r.l.	100.00
Busitalia Veneto S.p.A.	Padua	Italy	20,500,000	€	Passenger	Busitalia - Sita Nord S.r.l.	78.78
Cremonesi Workshop S.r.l.	Brescia	Italy	100,000	€	Infrastructure	Italferr S.p.A.	80.00
Die Länderbahn CZ s.r.o.	Ústi nad Labem	Czech Republic	500,000	CZK	Passenger	Die Länderbahn GmbH DLB	100.00
Die Länderbahn GmbH DLB (formerly Vogtlandbahn-GmbH)	Viechtach	Germany	1,022,584	€	Passenger	Regentalbahn GmbH	100.00
erixx GmbH	Celle	Germany	25,000	€	Passenger	Osthannoversche Eisenbahnen Aktiengesellschaft	87.51
erixx Holstein GmbH	Lübeck	Germany	25,000	€	Passenger	Osthannoversche Eisenbahnen Aktiengesellschaft	87.51
Fercredit S.p.A.	Rome	Italy	32,500,000	€	Other services	FS Italiane S.p.A.	100.00
Ferrovie del Sud Est e Servizi Automobilistici S.r.l.	Bari	Italy	4,682,830	€	Passenger	FS Italiane S.p.A.	100.00
Ferservi S.p.A.	Rome	Italy	8,170,000	€	Other services	FS Italiane S.p.A.	100.00
Firenze City Sightseeing S.r.l.	Florence	Italy	200,000	€	Passenger	Ataf Gestioni S.r.l.	42.00
FS International S.p.A.	Rome	Italy	6,830,000	€	Other services	FS Italiane S.p.A.	100.00
FS Sistemi Urbani S.r.l.	Rome	Italy	532,783,501	€	Urban	FS Italiane S.p.A.	100.00
FSI Saudi Arabia for Land Transport LLC	Riyadh	Saudi Arabia	10,030,000	SAR	Other services	FS Italiane S.p.A.	100.00
FSTechnology S.p.A.	Rome	Italy	27,578,244	€	Other services	FS Italiane S.p.A.	100.00
Grandi Stazioni Immobiliare S.p.A.	Rome	Italy	4,000,000	€	Urban	FS Italiane S.p.A.	60.00
Grandi Stazioni Rail S.p.A.	Rome	Italy	4,304,201	€	Infrastructure	RFI S.p.A.	100.00
Hellenic Train - Railway Company SA - formerly TrainOSE SA	Athens	Greece	34,406,509	€	Passenger	Trenitalia S.p.A.	100.00
Infrarail Firenze S.r.l.	Florence	Italy	5,500,000	€	Infrastructure	RFI S.p.A.	100.00
Infrastructure Engineering Services doo Beograd	Belgrade	Serbia	39,626,684	€	Infrastructure	Italferr S.p.A.	100.00
Intermodalidad de Levante SA	Valencia	Spain	1,860,000	€	Passenger	Trenitalia S.p.A.	45.00