

FORM 120/D

STATEMENT OF INTENTIONS (ARTICLE 122-TER OF REGULATION NO. 11971/99)

Declarant: Asterion Industrial Partners SGEIC, S.A., as management company of Asterion Industrial Infra Fund I, FCR, which indirectly owns 100% of the shares in Marbles S.r.l.	
Listed issuer to which the holding refers: : Reti Telematiche Italiane S.p.A., in short Retelit S.p.A.	
Threshold concerned:	10%
Type of holding:	Shares
Date of the transaction: 27/10/2020	
CONTENTS OF THE STATEMENT (art. 120, paragraph 4-bis, CLF)	
a) the means of financing the acquisition: <p>The acquisition by Marbles S.r.l. of 100% of the shares in Fiber 4.0 S.p.A., which in turn owns a 13.863% stake in Retelit S.p.A. (the "Fiber Stake"), completed on 27 October 2020, was financed through equity capital indirectly provided by Asterion Industrial Infra Fund I, FCR.</p>	
b) whether acting alone or in concert: <p>The Declarant is not acting in concert with any third party.</p>	
c) whether it intends to stop or continue its purchases and whether it intends to acquire control of the issuer or otherwise have an influence on the management of the company and, in such cases, the strategy it intends to adopt and the transactions to be carried out: <p>Having completed the indirect acquisition of the Fiber Stake and made some purchases of Retelit shares on the market, over the next 6 months Marbles intends to (i) complete, subject to certain regulatory conditions, the purchase of the Other Retelit Stakes representing in the aggregate 10.242% of the Issuer's share capital (see below under the section "Observations and additional information") and (ii) continue to increase its direct and/or indirect aggregate stake in the Issuer through further purchases of the Issuer's shares or other financial instruments on the market or in private transactions, in order to strengthen its position as shareholder of the Issuer. At this stage, Marbles does not intend to cross the threshold that would trigger a mandatory tender offer on the remainder of the Issuer shares pursuant to art. 106 of the Consolidated Financial Act (TUF). The current intention of Marbles is to have an influence on the management of Retelit S.p.A. by, as indicated in paragraph e) below, submitting to the next shareholders' meeting of the Issuer called to appoint a new board of directors a proposal for the appointment of a majority slate of candidates.</p>	
d) the intentions as to any agreements and shareholders' agreements to which it is a party: <p>As of the date hereof, the Declarant and its affiliates are not a party to any agreement or shareholders' agreement concerning Retelit S.p.A., except, for the avoidance of doubt, the agreements relating to the purchase of the Other Retelit Stakes (see below under the section "Observations and additional information"), which do not contain any shareholders' agreement type provisions.</p>	
e) whether it intends to propose the integration or removal of the issuer's administrative or control bodies: <p>As of the date hereof, Marbles S.r.l. does not intend to propose the integration or removal of the current board of directors and/or board of statutory auditors (<i>collegio sindacale</i>) of the Issuer.</p>	

The current intention of Marbles S.r.l. is to submit to the next shareholders' meeting of the Issuer called to appoint a new board of directors and/or a new board of statutory auditors (*collegio sindacale*) a proposal for the appointment of a majority slate of candidates to the board of directors and/or board of statutory auditors (*collegio sindacale*).

Observations and additional information:

As disclosed to the market on 1 October 2020, on 30 September 2020 Marbles S.r.l., an indirect subsidiary of the Declarant, entered into (i) an agreement for the indirect acquisition of the Fiber 4.0 Stake, through the purchase of 100% of Fiber 4.0 S.p.A., which was completed on 27 October 2020, and (ii) two agreements for the acquisition, subject to certain regulatory conditions, of additional direct stakes in the Issuer representing in the aggregate 10.242% of the Issuer's share capital (the "**Other Retelit Stakes**"), which have not yet been completed.

The intentions set forth in this statement do not affect the possibility for Marbles S.r.l. to exercise any of its rights as direct or, through Fiber 4.0 S.p.A., indirect shareholder of the Issuer.

Pursuant to art. 119-*bis*, para. 2, of CONSOB's Issuers' Regulation, this form is submitted by Marbles S.r.l. on behalf of Asterion Industrial Partners SGEIC, S.A. in its capacity as management company of the fund Asterion Industrial Infra Fund I, FCR (which, in turn, indirectly owns 100% of the shares in Marbles S.r.l.).

Asterion Industrial Partners SGEIC, S.A. is indirectly controlled by Mr. Jesús Olmos Clavijo.

2 November 2020