

THIS PRESS RELEASE SHALL NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN

MARBLES S.p.A.
With a Sole Shareholder

Voluntary public tender offer launched by Marbles S.p.A. for all of the shares of Retelit S.p.A.

* * *

APPROVAL OF THE OFFER DOCUMENT BY CONSOB

Rome, July 14, 2021 – Marbles S.p.A. with a sole shareholder (the “**Offeror**”) hereby announces that, on the date hereof, the Italian Market Authority (“**CONSOB**”) - with resolution n. 21957 of July 14, 2021 - approved, pursuant to Article 102, paragraph 4, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the “**TUF**”), the offer document (the “**Offer Document**”) relating to the voluntary tender offer pursuant to Articles 102 and 106, paragraph 4, of the TUF launched by the Offeror on all of the ordinary shares of Reti Telematiche Italiane S.p.A., in short Retelit S.p.A. (the “**Issuer**”), not held (directly or indirectly) by the Offeror (the “**Offer**”).

The Offer Document, containing a detailed description of the terms and conditions of the Offer, including the procedure to tender the shares to Offer, will be published in the course of next week on the Issuer’s website (www.retelit.it) and the website of the global information agent appointed by the Offeror (www.georgeson.com).

The Offer Document will include as an annex the “issuer’s statement” prepared pursuant to Article 102, paragraph 3, of the TUF and Article 39 of the Regulation adopted by CONSOB with resolution No. 11971 of May 14, 1999, as subsequently amended (the “**Issuers’ Regulation**”), which will be approved by the board of directors of the Issuer, including the opinion of the independent directors of the Issuer pursuant to Article 39-*bis* of the Issuers’ Regulation, and its attachments.

The publication and dissemination of the Offer Document will be announced through an *ad-hoc* press release issued pursuant to Article 38, paragraph 2, of the Issuers’ Regulation.

The tender period of the Offer (the “**Tender Period**”), as agreed with Borsa Italiana pursuant to Article 40 of the Issuers’ Regulation, will start at 8:30 a.m. (Italian time) on July 26, 2021 and will end at 5:30 p.m. (Italian time) on September 10, 2021, subject to possible extensions. The consideration, equal to Euro 2.85 for each share tendered to the Offer (the “**Consideration**”), will be paid to the tendering shareholders on September 17, 2021 (the “**Payment Date**”), unless the tender period is extended.

The Offeror will apply to the Offer on a voluntary basis the provisions of Article 40-*bis* of the Issuers’ Regulation and, thus, should the relevant conditions be fulfilled, the Tender Period would be re-opened for five consecutive trading days starting from the trading day following the Payment Date, that is, unless the Tender Period is extended, September 20, 21, 22, 23 and 24, 2021 (the “**Re-opening of the Tender Period**”). In case of Re-opening of the Tender Period, the Consideration for the shares tendered to the Offer during the Re-opening of the Tender Period will be paid on October 1, 2021, unless the Tender Period is extended.

For any further information regarding the Offer, please refer to the documents already published on the Issuer’s website (www.retelit.it) and the website of the global information agent appointed by the

Offeror (www.georgeson.com), as well as to the Offer Document, which, as indicated, will be published there in the course of next week.

* * *

Press release issued by Marbles S.p.A. and disseminated by Retelit S.p.A. upon request of Marbles S.p.A.

THIS PRESS RELEASE SHALL NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN

The Offer is launched exclusively in Italy as Retelit's shares are listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A.

*The Offer is not made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Canada, Australia, Japan or any other jurisdiction where the launching of the Offer would require the approval of local authorities or otherwise be unlawful (the "**Excluded Countries**"), and the shares may not be tendered in the Offer by any such use, means, instrumentality or facility from or within any Excluded Country or by persons located or resident in any Excluded Country. Accordingly, copies of the Offer Document and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly (including, without limitation, by custodians, trustees or nominees), mailed or otherwise transmitted, distributed or forwarded in or into the Excluded Countries or to persons located or resident in any Excluded Country. Any purported tender of Shares in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and tenders of shares made by a person located or resident in an Excluded Country or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal resident in or giving instructions from an Excluded Country will not be accepted.*

*In the United Kingdom, this press release is only addressed to and is only directed at qualified investors within the meaning of the of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, who are also: (i) persons falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotion Order**")); or (ii) high net worth companies, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order (such persons together being "**relevant persons**"). Any solicitation, offer or agreement to purchase or otherwise acquire the shares will be directed exclusively at such relevant persons. Any person who is not a relevant person should not act or rely on this press release or any of its contents.*

This press release is not an extension of the Offer in the Excluded Countries.

For these purposes, "United States" means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.