

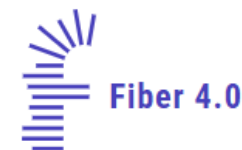


FIBER 4.0

PRESENTATION TO RETELIT SHAREHOLDERS

April 2018

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WHAT WE WANT TO ACHIEVE



- Retelit is well positioned in the Italian market and operates a nationally strategic infrastructure that should produce substantial and consistent returns for its shareholders
- Fiber 4.0 wants to augment Retelit's 2018-2022 Business Plan by proposing a highly qualified new Board of Directors, with all the necessary skills and competences to achieve organic and inorganic growth of the Company
- Shareholders have the opportunity to unlock significant value at the Company by supporting our proposal, in a context of alignment among the broadest shareholder base

Fiber 4.0 Proposal is Built on Solid Fundamentals

- ✓ **Enhancement of the Business Plan** to create an Italian B2B services operator, also in consideration of the favourable discontinuity of B2B services offered by other operators - an element characterizing the telecommunications market in Italy in this period
- ✓ **M&A Opportunities** will allow Retelit to be an aggregating hub in the Italian market, exploiting its status as a listed company, accelerating growth and allowing the best use of the infrastructure
- ✓ **Strong and Competent Governance:** candidates who possess proven competences and consolidated experience in all areas of business required to complete and enhance the Business Plan of Retelit have been selected for the Board of Directors

WHO WE ARE



- Fiber 4.0 shareholders are all Italians and entrepreneurs with international experience and are so strongly linked to the project that they have set up a special vehicle to define a long-term strategy that will bind them for the next years
- Fiber 4.0 has the willingness and the resources, also financial, to support the Business Plan through further investments
- Fiber 4.0 benefits from the collaboration of a team with deep knowledge of the B2B sector, the business of international cables, the management of complex companies, the acquisition and integration of companies in Italy, which has collaborated in the development of the Business Plan
- Fiber 4.0 intends to confirm the presence of the current Chairman of the Board of Statutory Auditors, who has demonstrated during years of in-depth knowledge of the sector

THE MARKET CONTEXT

MARKET CONTEXT - TELECOMMUNICATIONS



Segments	Characteristics	Dimension
Infrastructure Last Mile	<ul style="list-style-type: none"> Two main operators (TIM and Open Fiber) that could be integrated soon Some residual operators mainly present in industrial districts Drivers of development of these networks: B2C markets but also companies and industrial districts 	n.a.
B2C Services	<ul style="list-style-type: none"> Integrated services fixed, mobile, internet and TV Large Tier 1 operators (TIM, Vodafone, Wind-Tre, Fastweb) and other more limited ones (Iliad, Tiscali) They possess in full (TIM) or in part infrastructure (fixed and mobile) and require high investments 	17 B€
Backbone Infrastructure	<ul style="list-style-type: none"> Large Tier 1 operators (TIM, Fastweb, Wind, Vodafone and BT Italia) and some partially "infrastructured" operators (GS or Infracom) They sell part of their infrastructure to other operators or Over the Top operators, to allow them to complete their network or connect directly with Business customers 	0,8B€
B2B Services	<ul style="list-style-type: none"> Fixed-line telecommunications market for companies (€ 3.3 billion) and the infrastructural part of data centre services such as housing, hosting, LANs and management of related machine parks (€ 1.7 billion) National operators, typically B2C operators (with the exclusion of Iliad and Tiscali) and BT Italia at national level and from regional operators (Infracom, Cloud Italia, Brennercom, BT Enia) 	5B€

Segments of interest for Retelit

The competitive landscape of the telecommunications market is still very fragmented even though it is going through a phase of structural change initiated by the birth of Open Fiber and the new technologies available. The segments are heterogeneous and show different dynamics and actors

THE MARKET OF B2B SERVICES



What are companies' needs?

- The B2B world is evolving from a **static world** (links to offices and their data centres) **to a dynamic ecosystem driven by the Software** (for network and data centre management)
- **Traditional architectures** of telecommunications networks for businesses and data centres **lack the agility and performance** to be effective
- As the cloud grows, ICT and Network services will be **increasingly integrated**

How will markets respond?

- The **telecommunications** market for companies is expected to grow at **3-4% per year** while the data center **services market at 7-8%** per year during the plan period:
- Internet access: **+ 5%**
- VPN and transmission services: **+ 1%**
- Legacy data solutions: **will disappear**
- Ethernet solutions: **+ 5%**
- Cybersecurity services: **> 10%**
- IaaS services: **+ 15-20%**
- UCC and TP solutions: **> 5%**

What is happening?

- On other markets there are **"aggressive" operators** who have successfully positioned themselves on the B2B markets, obtaining important growth in the last few years:
- **Interoute**: from € 400 million of turnover to over € 700 million over 3 years and € 140 million EBITDA
- **Daisy Group**: increased to € 650 million in turnover and € 110 million in EBITDA through 50 acquisitions
- **Claranet**: 360 million in revenues and 6,000 international customers



The B2B services market is in a phase of profound transformation and offers opportunities for development today as:

- Open Fiber should soon **guarantee access to fiber at reasonable prices** for everyone on the whole Italian territory
- **The third player** in terms of size (BT Italia) **is leaving** the market
- **Customers are not well looked after** due to the great focus of national operators on the B2C market, bigger and for them "core"

There is an opportunity to launch a new innovative and lean operator able to fulfil the new market needs without having to defend the legacy of the past

B2B MARKET OPPORTUNITY

MAJOR DRIVERS



Important Consolidation

- Current market for telecommunication and ICT services to businesses is still very fragmented
- Telecom Italia has 50% of market share and a dozen national operators and over 100 regional/ local operators competing for the rest of the market
- Consolidation is expected in the coming years. Necessary to occupy an important position in order to be effective
- BT Italia - subsidiary of British BT Group and the 2nd player in the market for TLC and ICT services to companies is looking to exit the Italian market

Open Fiber & TIM Netco

Creation of Open Fiber and development of TIM NETco open a window of opportunity and will allow telecommunications operators to:

- Reach the final customer with much lower investment and Equivalence
- Utilize FO with higher capillarity to extend Italian network

Technological Evolution in Sector

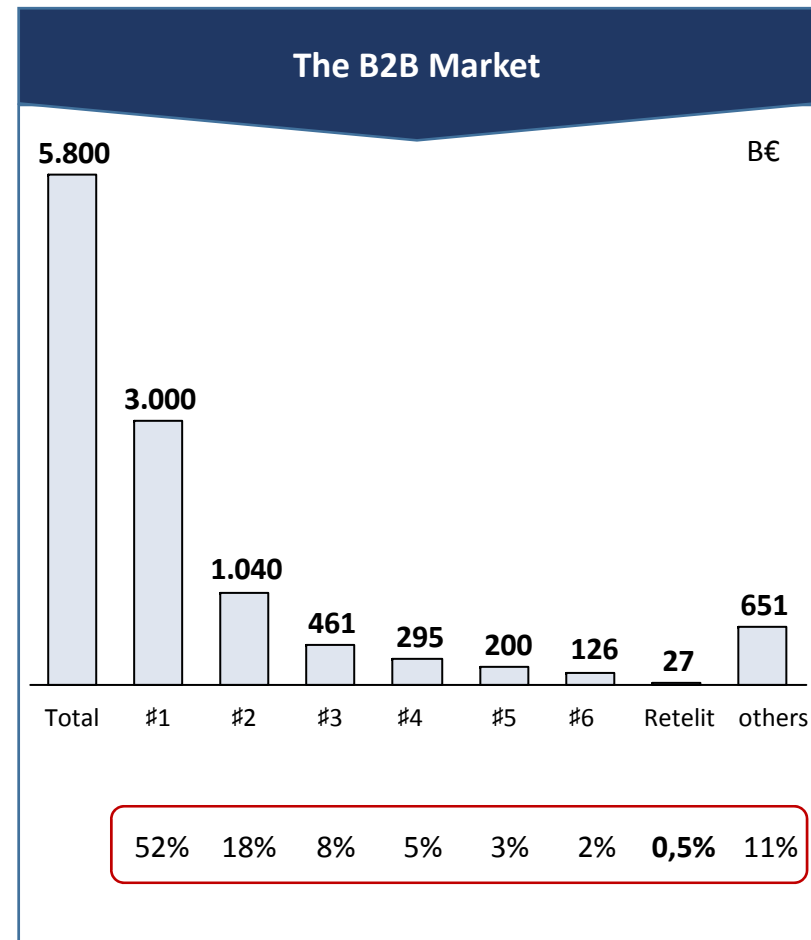
Virtualization of the network, Evolution in Software defined network technology (SDN) and New mobile network generation (G5) will allow:

- Development of new innovative operators to provide services to businesses and customers efficiently
- Increase off-net offer and applications, tailored to customer needs
- Increase of Customer Experience

B2B MARKET OPPORTUNITY

THE MARKET POTENTIAL

- The B2B market accounts for over 5.8B€ and Retelit is very marginal, losing in the last 2 years opportunities due to a lack of strategy
- Go to market to deliver new services, will progressively increase, once platform and digitalization in the customer offer will be embedded into Customer Relationship Management
- Velocity to create sales force excellence is the key driver
- The goal is to reduce the gap against top five market position





NEXT STEPS FOR RETELIT

MAKING OF RETELIT A NEW LEADING OPERATOR



FIBER 4.0 OBJECTIVES

The Fiber 4.0 enhancement of the Retelit's 2018-2022 Business Plan is built on 3 main pillars

1

Excellence on Sales in national infrastructure

- ✓ Combine proprietary infrastructure and third party network to increase addressable market through partnership
- ✓ Market of FO is demonstrating a tremendous need of national fiber development to:
 1. Increase the reliability of network architecture
 2. serve new actors in the value chain,
 3. deliver new services at highest speed

2

Development of innovative AAE-1 cable sales strategy

- ✓ Set market price positioning to maximise profitability and return of the investment
- ✓ Extend network presence leveraging through International alliances

3

New growth strategy for B2B services

- ✓ Current: annual turnover €10m (0.2% market share)
- ✓ Target: market share in B2B and ICT of >5%; achieved through organic and inorganic growth
- ✓ >€200m acting as an innovative business aggregator

B2B: NEW GROWTH STRATEGIES

The new proposal for the B2B segment

- 1 *Developing the customer base through organic and incorganic growth*
- 2 *Innovating the offer significantly*
- 3 *Have a Tier IV Data Center in the offer*
- 4 *Bring on board the skills necessary to make the necessary quality leap*

The new project involves integrating the existing plan developed by the company with significant growth on the B2B market through the development of a more innovative offer, in line with industry developments, as well as significant inorganic growth (M&A opportunities)

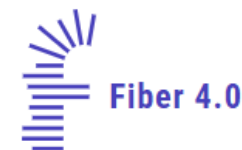
ORGANIC GROWTH: ACQUIRING A CUSTOMER BASE



Target Clients	Existing/New	Channel	Hypotesis		Revenue2022	Ebitda 2022
Small Enterprise	Existing Clients	Indirect (Agencies)	<ul style="list-style-type: none"> Transfer of current B2B customer management to agencies (approximately 300 customers with revenues per customer of 35 K € / year) Commission recognized as an agency: 10% of revenues 	>	10,5 M€	5,6 M€
	New Clients	Indirect (Agencies)	<ul style="list-style-type: none"> Target agencies to acquire new B2B customers (about 200 customers with revenues per customer of 35 K € / year) Commission recognized as an agency: 15% of revenues 	>	7,0 M€	3,4 M€
Medium Enterprise	New Clients	Direct (Sellers)	<ul style="list-style-type: none"> 15 new direct sellers for Medium Enterprise segment management Target per seller: 1.5 M € TOV / year (6 new contracts of 250 K €) Revenues per customer: 80-85 K € / year Number of customers managed / seller: 15 	>	18,7 M€	10,0 M€
Total B2B					36,1 M€	19,1 M€

Through a "mixed" direct / indirect strategy on Enterprise customers, Retelit can aspire to expand the Small Enterprise / Soho customer base and penetrate the Medium Enterprise segment

M&A OPPORTUNITIES



! The limit of organic growth

- **12-36 months:** Between the start of the negotiation and the end of the delivery of a project
- To sustain significant growth over a reasonable period of time, the acquisition of one or more operators that bring a customer base and associated revenues are absolutely key

Potential Targets

- **Target 1:** 200 M€ revenue
- **Target 2:** 150 M€ revenues, 12 M€ EBITDA
- **Target 3:** 94 M€ revenues, 17 M€ EBITDA
- **Target 4:** 51 M€ revenues, 14 M€ EBITDA
- **Target 5:** 32 M€ revenues, 6 M€ EBITDA
- **Target 6:** 30M€ revenues, 7 M€ EBITDA
- **Target 7:** 12 M€ revenues
- **Possible acquisition outside Italy**

Moving Forward

- Work effectively on integration to **generate cost synergies**
- **Migrate existing customers** to the most advanced offering platforms
- **Assure customers on direct access infrastructures** that are developed / acquired by Retelit

To sustain a significant growth of the market within a reasonable timeframe (2018-2022) the acquisition of one or more operators that bring an important customer base and associated revenues becomes absolutely key

INNOVATE THE OFFER



Current level:



Good



Normal



Basic/Inexistent

↑ Connectivity

- Wholesale agreement with Open Fiber to have the availability of fiber wherever you need to connect a customer or a data centre
- SD WAN offer: the biggest break-through on the virtual private network market today (eg Cisco, Huawei, Ericsson)
- Secure access solutions to proprietary data centers, customers, competitors and leading cloud providers

- Ensure supply management from Tier IV quality data centers
- Bringing skills for managing the customer within infrastructure operating systems
- Ensure the direct connection of your fiber network to the Data Centers of the main cloud service providers and other service providers

= Cloud

↓ Communication

- **UCC Solutions**
- Enterprise **voice solutions** (Skype for business)
- **Video Point** Solutions (TP like) with Cisco and Polycom
- **Contact Center** Solutions
- Cloud services of **voice and switchboard**

- **Secure access** by providing physical and cloud firewalls
- Management of **intrusion detection**
- **Ddos management**
- **Network security management**

↓ Security

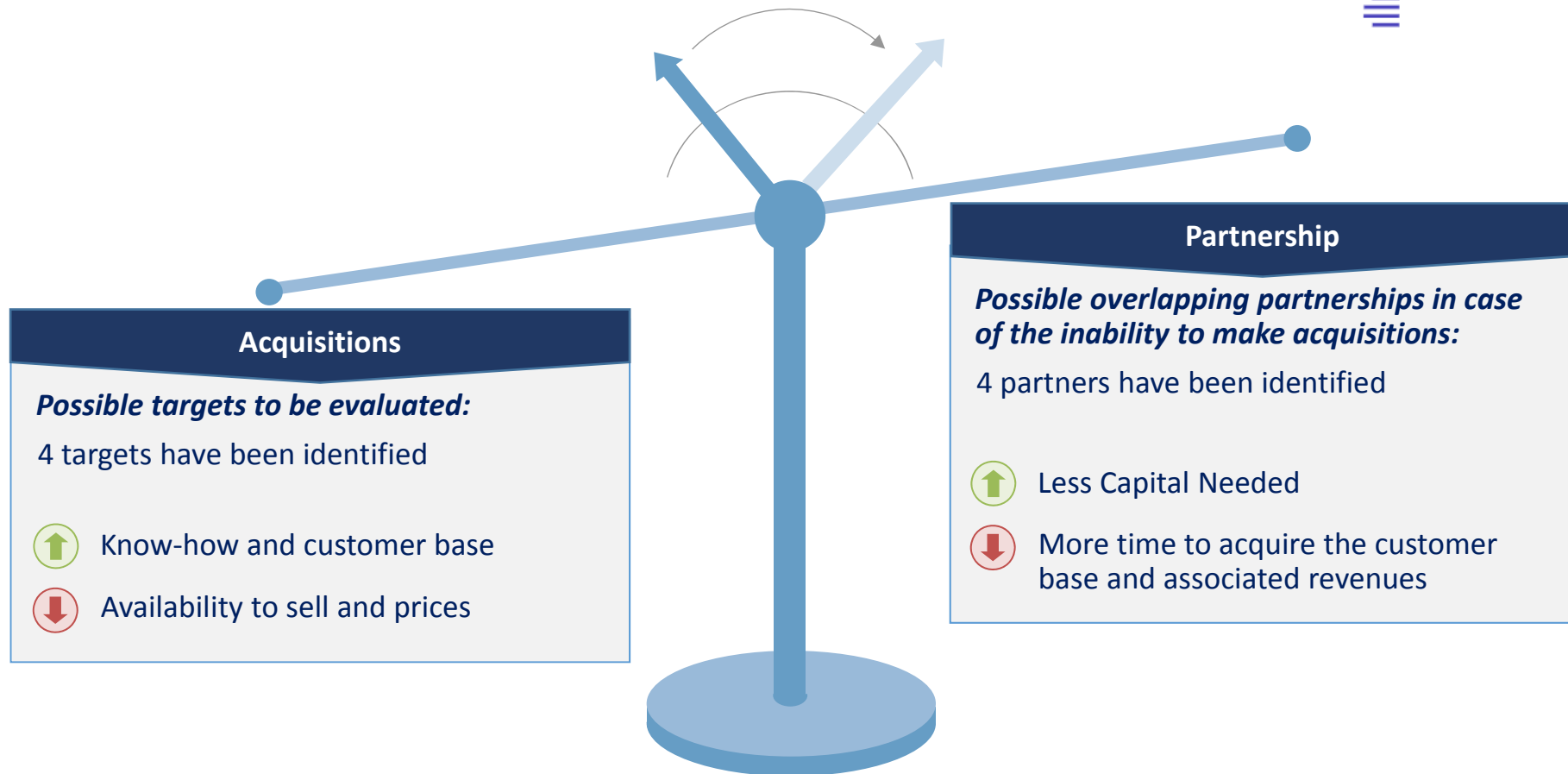
↓ Suite

SW Suite able to have:

- Unified vision of the various products **purchased**
- Ability **to manage and change cloud connections** (private and public) in real time
 - **Visibility of application** performance within the network

To be able to become a Leading operator in the management of the customer's infrastructure, an offer able to integrate all these five fundamental elements is required

DATA CENTER TIER IV



In a world where CIOs need to have more and more integration between cloud applications, applications in their data center (virtual or non) and infrastructure that transports data, it is very important to have an offer that fully manages the customer's infrastructure

IMPLEMENTATION: 4 STEPS



1. GROWTH

- ✓ **Organic Growth:** Development of the customer base of Italian small and medium-sized enterprises
- ✓ **Inorganic Growth:** Acquisition of one or two players in the TLC and ICT sectors

2. INNOVATION

- ✓ Connectivity
- ✓ Cloud services
- ✓ Advanced communication services
- ✓ Cybersecurity services
- ✓ SW suite

3. TIER IV DATA CENTER

- ✓ Implement a fast delivery and reliable IP based services to enable Business Customers to create their own ICT strategy.
- ✓ Design a superior managed services and Hosting to reach high level standard of Security and Infrastructure as a service

4. B2B SKILLS & KNOWLEDGE

- ✓ Inject new skills to allow for a qualitative leap of B2B business knowledge in:
 - International business capabilities
 - New technological platforms for the management of telecommunications services

IMPLEMENTATION: THE FIBER 4.0 TEAM



The Most Credible Team for the Next Phase

1

Long-term Commitment

- ✓ Italian entrepreneurs
- ✓ Direct links to business plan and strategy
- ✓ Special vehicle set up to show joint team committed to executing long term strategy
- ✓ Multiple year strategy

2

Resources

- ✓ Willingness and financial resources to support plan through further investments

3

Experience

- ✓ Collaboration of a team with deep knowledge of the:
 - B2B sector
 - International cables business
 - Management of complex companies
 - Acquisition and integration of companies in Italy who are involved in business plan



PROPOSED BOARD

THE RIGHT BOARD FOR RETELIT

Candidate	Investor	Independent	Diversity		Knowledge and skills					
			Gender	Entrepreneurial	Telco Italy	Telco International	M&A	Governance	Legal Compliance Regulation	IFRS
1 Luca Cividini	✓		M	✓				✓		
2 Raffaele Mincione	✓		M	✓			✓	✓		
3 Alessandro Talotta			M		✓	✓	✓	✓		
4 Davide Carando			M		✓					
5 Andrea Costa		✓	M	✓	✓	✓	✓	✓	✓	
6 Valentina Montanari		✓	F		✓		✓	✓		✓
7 Laura Rovizzi		✓	F	✓	✓		✓	✓	✓	
8 Cristina Cengia			F				✓	✓	✓	
9 Luca Sintoni			M				✓	✓		✓

BALANCED CORPORATE GOVERNANCE



- **First-class Corporate Governance:** the proposed Board slate is based on international best practices and benchmarks
- Our candidates ensure competence and independence for the Board, while promoting and leveraging on diversities
- The proposed board size is composed by 9 members offering stronger control and more flexibility for the participation in Board committees

Composition principles based on international best practices:

- 1/3 of the members are independent
- Majority independence in key committees will be guaranteed
- Split of Chairman and CEO roles
- 1/3 female representation
- Promoting diversity
- Attracting people from different backgrounds carrying valuable experience in relevant markets

HIGHLY QUALIFIED NEW BOARD



The target skillset, proven competencies and experiences of the proposed members of the Board of Directors of Retelit presented by Fiber 4.0 include:

- Academia
- B2B
- Cloud Services
- Compliance
- Digital Transformation
- Entrepreneurship
- Corporate Governance
- Integration
- Local and international M&A
- New business
- Telco
- Technology and innovational business

Managerial positions previously held in Italian Telecoms sector



The proposed Board members have all the required set of skills, competencies and experiences in order to achieve a realistic and aspirational Business Plan for Retelit and for its shareholders

BOARD FOR RETELIT: BIOGRAPHIES

LUCA CIVIDINI



Mr. Luca Cividini, currently a director in companies operating in the construction, real estate, food, renewable energy sources, has a strong entrepreneurial and governance experience.

Mr. Cividini has held various positions of responsibility in the family business, Prefabbricati Cividini S.p.A., culminated with the roles of Vice-President and Managing Director, until 2007 following the sale of the company to RBD Group.

Mr Cividini has held board member roles in various financial services companies including BPB Investimenti, Banca di Bergamo, and from 2013 to 2016 he was member of the supervisory board of UBI Banca.

RAFFAELE MINCIONE



Mr. Raffaele Mincione, currently a founding member and managing director of WRM Group, an asset management and advisory company for institutional and professional investors, has important M&A knowledge in Italy and abroad.

Mr Mincione has over 20 years experience in banking and investment management. He began his career at Goldman Sachs International, moving on to Credit Lyonnais Euro-Securities, and subsequently to the Industrial Bank of Japan as head of the Italian fixed income desk. He occupied a similar position at Nomura International before taking up a position at Merrill Lynch, where he worked as head of derivatives covering Europe and Latin America. He later became head of derivatives for Europe in the banking sector at Salomon Smith Barney-Citigroup. Mr Mincione has acted for a series of leading investment companies as senior advisor and board member.

BOARD FOR RETELIT: BIOGRAPHIES



ALESSANDRO TALOTTA



Mr. Alessandro Talotta has a vast knowledge on the Italian market of the TLC and ICT business internationally having served as Chairman and Chief Executive Officer of Telecom Italia Sparkle S.p.A. until April 2018. Mr. Talotta has held various senior roles at Telecom Italia Group since 2001, where he was in Charge of National Wholesale Services Marketing, Sales, Customer Service, Project management and Pricing for Wholesale, as well as overseeing operational services for this business segment. He also served as Operations Supervisor of Telecom Italia Group.

Previously to joining Telecom Italia, Mr. Talotta served as Head of Fixed and Mobile International Carrier Development of Infostrada where he joined in 1996. He began his career in 1990 at Italtel SpA (Società Italiana per le Telecomunicazioni) in the Strategic Planning and Marketing Development, where he worked as Senior Manager for six years.

DAVIDE CARANDO



Dr. Davide Carando currently serves as Managing Director of Takmatel Srl, a company specialised in the development of ICT systems and telecommunications with a particular focus to the insurance market.

Since 2013, Mr. Costa also acts as advisor for the development of IT solutions for UnipolSai SpA. Previously, he was the project manager for Unipol Assicurazioni for the merge of the ICT systems of Unipol and FodiariaSai. He has also held similar leadership IT related roles in Aurora Assicurazioni, MeieAurora and La Previdente Ass.ni di Milano.

Mr Costa has strong technical and managerial skills relating to telecommunications, ICT (hardware and software) and integrated systems.

BOARD FOR RETELIT: BIOGRAPHIES



ANDREA COSTA



Mr. Andrea Costa is a founding member and president of a Fintech company for blockchain applications and IoT (Internet of Things) known as Delfi S.r.l. Mr. Costa is also a founder and president of Wallet-E S.r.l., which operates in the innovation of cashless solutions.

Mr. Costa has multiple previous experiences in the telecommunications sector, where he held senior roles. Mr Costa has served as board member of Infracom Italia Srl from between 2012 and 2015, Chief Executive Officer of Urmet Telecommunications between 2009 and 2012, vice-president and Chief Executive Officer of Tella S.A. between 2002 and 2008.

Mr. Costa has also held senior roles at Wind Telecomunicazioni, Enel, Omnitel Pronto Italia (now Vodafone) and ANIE.

VALENTINA MONTANARI



Ms. Valentina Montanari has deep knowledge in the field of technology and innovative business, including in the B2B sector, and a proven track record of acquiring and integrating companies.

Ms. Montanari serves as the Chief Financial Officer of AC Milan since August 2017. Previously, she held similar leading roles at Il Sole 24 ORE S.p.A., Gefran (a leading company in the field of industrial automation), RCS Group, Albacom (today BT Italia) and AEM (today A2A).

Ms. Montanari seats in the board of directors of Cerved Information Solutions since 2016, Oxfam Italia Onlus since 2015 and Mediolanum Gestione Fondi SGR S.p.A. (part of the Mediolanum Group) since 2013.

Ms. Montanari has a degree in economics and Commerce from the University of Pavia and she earned a Master at SDA Bocconi.

BOARD FOR RETELIT: BIOGRAPHIES

LAURA ROVIZZI



Mrs. Rovizzi is a founder and a managing director at Open Gate Italia and she is a member of the board of directors of Retelit Sp.A. since January 2015. Mrs. Rovizzi has over 20 years of experience in strategic planning, commercial development of innovative services and new business (start up and companies with extensive diversification and digital transformation projects) as well as regulatory issues.

Mrs. Rovizzi has had a long managerial career including roles at Olivetti, Omnitel, and ENEL, where she was responsible for regulatory affairs. Later, at Wind (Italy's 3rd top TLC operator) she was the head of the Internet and Multimedia department for, the director of the Internet portal Libero, and the head of Strategic Planning and Regulatory Affairs. Mrs. Rovizzi has also worked for many years as a senior researcher at the London Business School and at Colombia University, New York.

Founder and shareholder of Firstonline.info an online newspaper dealing with the economy, finances and markets.

CRISTINA CENGIA



Mrs. Cristina Cengia is an equity partner of the Morri Rossetti e Associati studio, in which she is responsible for the Corporate, Finance and Capital Market Department.

Mrs. Cengia spent her professional activities in the role of general counsel in a listed holding company and, from 1998 to 2004, she was associate at the law firm Freshfields Bruckhaus Deringer.

Mrs. Cengia has gained an extensive experience in corporate finance transactions (corporate reorganizations, mergers & acquisitions, public purchase and exchange offers, leveraged buyout) on behalf of industrial and financial groups, private equity and venture capital funds, as well as in capital markets and project finance transactions.

Graduated in Law at the University of Milan, she has been visiting lecturer at the Commercial Law Department of the same university. She is author of several publications concerning commercial law issues.

BOARD FOR RETELIT: BIOGRAPHIES

LUCA SINTONI



Mr. Luca Sintoni is Chartered Accountant and Statutory Auditor (*dottore commercialista and revisore legale*) in Milan, he provides consultancy mainly in tax, accounting and M&A matters to primary industrial, service and financials.

Since 2010, Mr. Sintoni is an Adjunct Professor of Financial Statements and Analysis of Financial Statements at Bocconi University.

Mr. Sintoni has a degree in Economics and Corporate Law from the Bocconi University.

CONTACTS

CONTACT DETAILS



For all institutional queries relating to the AGM please visit our website (www.fiber4retelit.it) or contact our proxy solicitor **D.F. KING** on:

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D.F. KING

A horizontal bar composed of several colored segments: orange, yellow, dark blue, and light blue.