

FORM FOR ACCEPTANCE OF THE VOLUNTARY TENDER OFFER

("Offer") issued by Planetel S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

*[first page – Copy for the Intermediary Appointed to Manage the Collection of Acceptances]*

Acceptance Form

Form no. \_\_\_\_\_

FORM FOR ACCEPTANCE OF THE PARTIAL VOLUNTARY TENDER OFFER

*for ordinary shares of Planetel S.p.A. IT0005430951 (the "Offer"), issued by Planetel S.p.A.: ("Bidder") for up to 204,000 ordinary shares of Planetel S.p.A. (the 'Issuer')*

To the Intermediary Appointed to Manage the Collection of Acceptances \_\_\_\_\_

I, the undersigned (*full name or company name*) \_\_\_\_\_ tax code/VAT number \_\_\_\_\_ born in \_\_\_\_\_ on \_\_\_\_\_ nationality \_\_\_\_\_ residing/with registered office in \_\_\_\_\_ Province \_\_\_\_\_ Street \_\_\_\_\_ no. \_\_\_\_\_ Postcode \_\_\_\_\_

On the understanding that terms in capital letters not otherwise defined in this Acceptance Form (the "Acceptance Form") shall have the meanings assigned to them in the tender offer document drawn up for the purposes of the Offer (the "Offer Document"),

**HEREBY DECLARE** that I am the holder of \_\_\_\_\_ fully transferable ordinary shares with regular dividend rights in the Issuer (the "Shares"), to which I guarantee that I have full, legal title and full disposal rights, and which I guarantee are free from all real or personal burdens and constraints of any kind or nature.

**DECLARE** that I am familiar with all the conditions, terms and procedures of this Offer, as set forth in the Offer Document available to the public since 18 November 2024 on the Company's website at [www.planetel.it](http://www.planetel.it).

**IRREVOCABLY ACCEPT** this Offer for \_\_\_\_\_ Planetel S.p.A. Shares, which will be lodged, as soon as possible, with the designated Custodian Intermediary.

**AUTHORISE** the placing of the aforesaid Shares on temporary deposit with the designated Custodian Intermediary pending the outcome of this Offer.

**AGREE** hereby to the transfer to Planetel S.p.A. of the Shares placed in the aforesaid temporary deposit, conferring on you an irrevocable mandate to perform or have performed, in my name and on my behalf, all formalities necessary for the transfer of the Shares to Planetel S.p.A.. The aforesaid shall be in exchange for payment of the Price (as defined below) at the Date of Payment as stated in the Offer Document and as specified in greater detail therein.

**DECLARE** that I agree to the cancellation of the transaction if discrepancies are found in the data in this Acceptance Form further to the checks and verifications performed after consignment of the Shares covered by this Acceptance Form.

**NOTE** 1) that the Acceptance Period began at 08:30 hrs on 19 November 2024 and will end on 17:30 hrs on 2 December 2024 (inclusive);

FORM FOR ACCEPTANCE OF THE VOLUNTARY TENDER OFFER

("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

- 2) that the Offer Document states that the Price, as defined below, will be paid in cash on the fourth trading day after the end of the Acceptance Period (i.e. on 6 December 2024) as specified in greater detail therein. The aforesaid payment is conditional on performance of the formalities necessary to transfer the Shares to Planetel S.p.A. with consequent completion and efficacy of the said transfer;
- 3) that my acceptance of the Offer is irrevocable in accordance with current laws and regulations;
- 4) that the price of each Share for which the Offer is accepted will be €4.90 ("Price");
- 5) that the Price is net of stamp duty where due and fees, commissions and expenses, which shall be payable by Planetel S.p.A., while substitute tax on capital gains, if due, shall be payable entirely by the Accepting Shareholders and no interest shall be payable on the Price for each Share for which the Offer is accepted in relation to the time between the date of acceptance of the Offer and the Date of Payment of the Price;
- 6) any Shares for which the Offer is accepted which are not purchased under the Offer in the event of a Subdivision shall be returned to their owners by the end of the first trading day after publication of the definitive results of the Offer;
- 7) The risk that the Custodian Intermediaries fail to consign the Acceptance Forms to the Intermediary Appointed to Collect the Forms by the last day of the Acceptance Period shall be entirely for the account of the Accepting Shareholders.

**AUTHORISE**

you, the Custodian Intermediary, to accept payment through transfer to c/a no. \_\_\_\_\_ IBAN

\_\_\_\_\_ held with \_\_\_\_\_ in the name of \_\_\_\_\_

**DECLARE**

- a) that I am aware that the Offer is addressed, on the same conditions, to all Shareholders, except: (i) the 15,000 treasury Shares, equivalent to 0.221% of the share capital, held by the Company; (ii) the 4,441,230 Shares held (directly and indirectly) by Bruno Mario Pianetti, who has stated that he does not intend to Accept the Offer; and (iii) the 73,770 Shares held directly by Mirko Mare, who has declared that he does not intend to accept the Offer; and is issued solely in Italy in accordance with Italian law (further information is provided in the Offer Document);
- b) that I am aware that the Offer has not been and shall not be issued or publicised in the United States of America, Canada, Japan or Australia, or in any other country (except for Italy) where the Offer is not permitted without the authorisation of the competent authorities (all the aforesaid countries, including the United States of America, Canada, Japan and Australia, jointly, are referred to as the "Other Countries"), using national or international means of communication or trade of the Other Countries (including, for example, the postal system, fax, telex, email, telephone and the internet) through any establishment of any of the Other Countries' financial intermediaries, or by any other means;
- c) that I have not received and/or sent copies or originals of this Acceptance Form, the Offer Document and/or any document relating to the Offer from or to the Other Countries in which the Offer is not permitted without the authorisation of the competent authorities, either directly or indirectly, via the postal services and/or any other medium or instrument (including, for example, but not limited to, the postal system, fax, telex, email, telephone and internet, and/or any other IT system or medium); and
- d) that I am not in any of the Other Countries where the Offer is not permitted without the authorisation of the competent authorities at the time of consignment or signing of this Acceptance Form.

FORM FOR ACCEPTANCE OF THE VOLUNTARY TENDER OFFER

("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

*Pursuant to article 13 of the General Data Protection Regulation (EU) 2016/679 (the "GDPR"), accepting shareholders are hereby informed that the personal data they provide in this application will be processed, also by IT and digital means, for purposes directly connected to and necessary for the Offer (collection of acceptances, checking that they are correct and award of purchases). The personal data will be processed, by the Intermediary Appointed to Manage the Collection of Acceptances (MIT SIM S.p.A.), the Bidder, the Custodian Intermediaries and the companies chosen by them to perform activities useful or necessary for the transaction, each in the capacity of independent Data Controller and for the purposes related to and necessary for their role in the transaction. The aforesaid needs constitute the legal basis for the relative processing. The contribution of personal data is necessary for the fulfilment of this application, which will therefore be rejected in case of failure to provide even part of the same. With regard to the aforesaid processing, the data subject may exercise all rights specifically attributed to them by the GDPR, by the procedures stated in the Data Protection sections published on the channels of the Data Controllers.*

place \_\_\_\_\_, date \_\_\_\_\_

\_\_\_\_\_

*The Accepting Shareholder or their representative*

*Appointed*

\_\_\_\_\_  
*Rubber stamp and signature of the Intermediary*

*to Manage the Collection of Acceptances*

THE CUSTODIAN INTERMEDIARY to which this acceptance form has been consigned declares, on its own responsibility, that at the time of presentation by the accepting shareholder:

- a) it holds in custody the aforesaid Shares to which this Acceptance Form refers;
- b) it will perform the formalities necessary for the transfer of the Shares to which this Acceptance Form refers to you, the Intermediary Appointed to Manage the Procedure, solely through Monte Titoli S.p.A., by the final term for acceptance of the Offer.

\_\_\_\_\_  
*Rubber stamp and signature of the Custodian Intermediary*

FORM FOR ACCEPTANCE OF THE VOLUNTARY TENDER OFFER

("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

[second page – Copy for the Custodian Intermediary]

Acceptance Form

Form no. \_\_\_\_\_

FORM FOR ACCEPTANCE OF THE PARTIAL VOLUNTARY TENDER OFFER

for ordinary shares of Planetel S.p.A. IT0005430951 (the "Offer"), issued by Planetel S.p.A.: ("Bidder") for up to 204,000 ordinary shares of Planetel S.p.A. (the "Issuer")

To the Intermediary Appointed to Manage the Collection of Acceptances \_\_\_\_\_

I, the undersigned (full name or company name) \_\_\_\_\_ tax code/VAT number \_\_\_\_\_ born in \_\_\_\_\_ on \_\_\_\_\_ nationality \_\_\_\_\_ residing/with registered office in \_\_\_\_\_ Province \_\_\_\_\_ Street \_\_\_\_\_ no. \_\_\_\_\_ Postcode \_\_\_\_\_

On the understanding that terms in capital letters not otherwise defined in this Acceptance Form (the "Acceptance Form") shall have the meanings assigned to them in the tender offer document drawn up for the purposes of the Offer (the "Offer Document"),

**HEREBY DECLARE** that I am the holder of \_\_\_\_\_ fully transferable ordinary shares with regular dividend rights in the Issuer (the "Shares"), to which I guarantee that I have full, legal title and full disposal rights, and which I guarantee are free from all real or personal burdens and constraints of any kind or nature.

**DECLARE** that I am familiar with all the conditions, terms and procedures of this Offer, as set forth in the Offer Document available to the public since 18 November 2024 on the Company's website at www.planetel.it.

**IRREVOCABLY ACCEPT** this Offer for \_\_\_\_\_ Planetel S.p.A. Shares, which will be lodged, as soon as possible, with the designated Custodian Intermediary.

**AUTHORISE** the placing of the aforesaid Shares on temporary deposit with the designated Custodian Intermediary pending the outcome of this Offer.

**AGREE** hereby to the transfer to Planetel S.p.A. of the Shares placed in the aforesaid temporary deposit, conferring on you an irrevocable mandate to perform or have performed, in my name and on my behalf, all formalities necessary for the transfer of the Shares to Planetel S.p.A.. The aforesaid shall be in exchange for payment of the Price (as defined below) at the Date of Payment as stated in the Offer Document and as specified in greater detail therein.

**DECLARE** that I agree to the cancellation of the transaction if discrepancies are found in the data in this Acceptance Form further to the checks and verifications performed after consignment of the Shares covered by this Acceptance Form.

**NOTE** 1) that the Acceptance Period began at 08:30 hrs on 19 November 2024 and will end on 17:30 hrs on 2 December 2024 (inclusive);

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("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

- 2) that the Offer Document states that the Price, as defined below, will be paid in cash on the fourth trading day after the end of the Acceptance Period (i.e. on 6 December 2024) as specified in greater detail therein. The aforesaid payment is conditional on performance of the formalities necessary to transfer the Shares to Planetel S.p.A. with consequent completion and efficacy of the said transfer;
- 3) that my acceptance of the Offer is irrevocable in accordance with current laws and regulations;
- 4) that the price of each Share for which the Offer is accepted will be €4.90 ("Price");
- 5) that the Price is net of stamp duty where due and fees, commissions and expenses, which shall be payable by Planetel S.p.A., while substitute tax on capital gains, if due, shall be payable entirely by the Accepting Shareholders and no interest shall be payable on the Price for each Share for which the Offer is accepted in relation to the time between the date of acceptance of the Offer and the Date of Payment of the Price;
- 6) any Shares for which the Offer is accepted which are not purchased under the Offer in the event of a Subdivision shall be returned to their owners by the end of the first trading day after publication of the definitive results of the Offer;
- 7) The risk that the Custodian Intermediaries fail to consign the Acceptance Forms to the Intermediary Appointed to Collect the Forms by the last day of the Acceptance Period shall be entirely for the account of the Accepting Shareholders.

**AUTHORISE**

you, the Custodian Intermediary, to accept payment through transfer to c/a no. \_\_\_\_\_ IBAN

\_\_\_\_\_ held with \_\_\_\_\_ in the name of \_\_\_\_\_

**DECLARE**

- a) that I am aware that the Offer is addressed, on the same conditions, to all Shareholders, except: (i) the 15,000 treasury Shares, equivalent to 0.221% of the share capital, held by the Company; (ii) the 4,441,230 Shares held (directly and indirectly) by Bruno Mario Pianetti, who has stated that he does not intend to Accept the Offer; and (iii) the 73,770 Shares held directly by Mirko Mare, who has declared that he does not intend to accept the Offer; and is issued solely in Italy in accordance with Italian law (further information is provided in the Offer Document);
- b) that I am aware that the Offer has not been and shall not be issued or publicised in the United States of America, Canada, Japan or Australia, or in any other country (except for Italy) where the Offer is not permitted without the authorisation of the competent authorities (all the aforesaid countries, including the United States of America, Canada, Japan and Australia, jointly, are referred to as the "Other Countries"), using national or international means of communication or trade of the Other Countries (including, for example, the postal system, fax, telex, email, telephone and the internet) through any establishment of any of the Other Countries' financial intermediaries, or by any other means;
- c) that I have not received and/or sent copies or originals of this Acceptance Form, the Offer Document and/or any document relating to the Offer from or to the Other Countries in which the Offer is not permitted without the authorisation of the competent authorities, either directly or indirectly, via the postal services and/or any other medium or instrument (including, for example, but not limited to, the postal system, fax, telex, email, telephone and internet, and/or any other IT system or medium); and
- d) that I am not in any of the Other Countries where the Offer is not permitted without the authorisation of the competent authorities at the time of consignment or signing of this Acceptance Form.

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("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

*Pursuant to article 13 of the General Data Protection Regulation (EU) 2016/679 (the "GDPR"), accepting shareholders are hereby informed that the personal data they provide in this application will be processed, also by IT and digital means, for purposes directly connected to and necessary for the Offer (collection of acceptances, checking that they are correct and award of purchases). The personal data will be processed, by the Intermediary Appointed to Manage the Collection of Acceptances (MIT SIM S.p.A.), the Bidder, the Custodian Intermediaries and the companies chosen by them to perform activities useful or necessary for the transaction, each in the capacity of independent Data Controller and for the purposes related to and necessary for their role in the transaction. The aforesaid needs constitute the legal basis for the relative processing. The contribution of personal data is necessary for the fulfilment of this application, which will therefore be rejected in case of failure to provide even part of the same. With regard to the aforesaid processing, the data subject may exercise all rights specifically attributed to them by the GDPR, by the procedures stated in the Data Protection sections published on the channels of the Data Controllers.*

place \_\_\_\_\_, date \_\_\_\_\_

\_\_\_\_\_

*The Accepting Shareholder or their representative*

\_\_\_\_\_

*Rubber stamp and signature of the Intermediary*

*Appointed*

*to Manage the Collection of Acceptances*

THE CUSTODIAN INTERMEDIARY to which this acceptance form has been consigned declares, on its own responsibility, that at the time of presentation by the accepting shareholder:

- a) it holds in custody the aforesaid Shares to which this Acceptance Form refers;
- b) it will perform the formalities necessary for the transfer of the Shares to which this Acceptance Form refers to you, the Intermediary Appointed to Manage the Procedure, solely through Monte Titoli S.p.A., by the final term for acceptance of the Offer.

\_\_\_\_\_

*Rubber stamp and signature of the Custodian Intermediary*

FORM FOR ACCEPTANCE OF THE VOLUNTARY TENDER OFFER

("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

[third page – Copy for the Accepting Shareholder]

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Form no. \_\_\_\_\_

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for ordinary shares of PLANETEL S.p.A. IT0005430951 (the "Offer"), issued by PLANETEL S.p.A.: ("Bidder") for up to \_\_\_\_\_ ordinary shares of PLANETEL S.p.A. (the "Issuer")

To the Intermediary Appointed to Manage the Collection of Acceptances \_\_\_\_\_

I, the undersigned (full name or company name) \_\_\_\_\_ tax code/VAT number \_\_\_\_\_ born in \_\_\_\_\_ on \_\_\_\_\_ nationality \_\_\_\_\_ residing/with registered office in \_\_\_\_\_ Province \_\_\_\_\_ Street \_\_\_\_\_ no. \_\_\_\_\_ Postcode \_\_\_\_\_

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**HEREBY DECLARE** that I am the holder of \_\_\_\_\_ fully transferable ordinary shares with regular dividend rights in the Issuer (the "Shares"), to which I guarantee that I have full, legal title and full disposal rights, and which I guarantee are free from all real or personal burdens and constraints of any kind or nature.

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**IRREVOCABLY ACCEPT** this Offer for \_\_\_\_\_ PLANETEL S.p.A. Shares, which will be lodged, as soon as possible, with the designated Custodian Intermediary.

**AUTHORISE** the placing of the aforesaid Shares on temporary deposit with the designated Custodian Intermediary pending the outcome of this Offer.

**AGREE** hereby to the transfer to PLANETEL S.p.A. of the Shares placed in the aforesaid temporary deposit, conferring on you an irrevocable mandate to perform or have performed, in my name and on my behalf, all formalities necessary for the transfer of the Shares to PLANETEL S.p.A.. The aforesaid shall be in exchange for payment of the Price (as defined below) at the Date of Payment as stated in the Offer Document and as specified in greater detail therein.

**DECLARE** that I agree to the cancellation of the transaction if discrepancies are found in the data in this Acceptance Form further to the checks and verifications performed after consignment of the Shares covered by this Acceptance Form.

**NOTE** 1) that the Acceptance Period began at 08:30 hrs on 19 November 2024 and will end on 17:30 hrs on 2 December 2024 (inclusive);

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- 2) that the Offer Document states that the Price, as defined below, will be paid in cash on the fourth trading day after the end of the Acceptance Period (i.e. on 6 December 2024) as specified in greater detail therein. The aforesaid payment is conditional on performance of the formalities necessary to transfer the Shares to PLANETEL S.p.A. with consequent completion and efficacy of the said transfer;
- 3) that my acceptance of the Offer is irrevocable in accordance with current laws and regulations;
- 4) that the price of each Share for which the Offer is accepted will be €4.90 ("Price");
- 5) that the Price is net of stamp duty, where payable and fees, commissions and expenses, which shall be payable by PLANETEL S.p.A., while substitute tax on capital gains, if due, shall be payable entirely by the Accepting Shareholders and no interest shall be payable on the Price for each Share for which the Offer is accepted in relation to the time between the date of acceptance of the Offer and the Date of Payment of the Price;
- 6) any Shares for which the Offer is accepted which are not purchased under the Offer in the event of a Subdivision shall be returned to their owners by the end of the first trading day after publication of the definitive results of the Offer;
- 7) The risk that the Custodian Intermediaries fail to consign the Acceptance Forms to the Intermediary Appointed to Collect the Forms by the last day of the Acceptance Period shall be entirely for the account of the Accepting Shareholders.

**AUTHORISE**

you, the Custodian Intermediary, to accept payment through transfer to c/a no. \_\_\_\_\_ IBAN

\_\_\_\_\_ held with \_\_\_\_\_ in the name of \_\_\_\_\_

**DECLARE**

- a) that I am aware that the Offer is addressed, on the same conditions, to all Shareholders, except: (i) the 15,000 treasury Shares, equivalent to 0.221% of the share capital, held by the Company; (ii) the 4,441,230 Shares held (directly and indirectly) by Bruno Mario Pianetti, who has stated that he does not intend to Accept the Offer; and (iii) the 73,770 Shares held directly by Mirko Mare, who has declared that he does not intend to accept the Offer; and is issued solely in Italy in accordance with Italian law (further information is provided in the Offer Document);
- b) that I am aware that the Offer has not been and shall not be issued or publicised in the United States of America, Canada, Japan or Australia, or in any other country (except for Italy) where the Offer is not permitted without the authorisation of the competent authorities (all the aforesaid countries, including the United States of America, Canada, Japan and Australia, jointly, are referred to as the "Other Countries"), using national or international means of communication or trade of the Other Countries (including, for example, the postal system, fax, telex, email, telephone and the internet) through any establishment of any of the Other Countries' financial intermediaries, or by any other means;
- c) that I have not received and/or sent copies or originals of this Acceptance Form, the Offer Document and/or any document relating to the Offer from or to the Other Countries in which the Offer is not permitted without the authorisation of the competent authorities, either directly or indirectly, via the postal services and/or any other medium or instrument (including, for example, but not limited to, the postal system, fax, telex, email, telephone and internet, and/or any other IT system or medium); and
- d) that I am not in any of the Other Countries where the Offer is not permitted without the authorisation of the competent authorities at the time of consignment or signing of this Acceptance Form.

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("Offer") issued by PLANETEL S.p.A. (the "Bidder" or the "Company") over 204,000 of its own shares

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place \_\_\_\_\_, date \_\_\_\_\_

\_\_\_\_\_

*The Accepting Shareholder or their representative*

*Appointed*

\_\_\_\_\_  
*Rubber stamp and signature of the Intermediary*

*to Manage the Collection of Acceptances*

THE CUSTODIAN INTERMEDIARY to which this acceptance form has been consigned declares, on its own responsibility, that at the time of presentation by the accepting shareholder:

- a) it holds in custody the aforesaid Shares to which this Acceptance Form refers;
- b) it will perform the formalities necessary for the transfer of the Shares to which this Acceptance Form refers to you, the Intermediary Appointed to Manage the Procedure, solely through Monte Titoli S.p.A., by the final term for acceptance of the Offer.

\_\_\_\_\_  
*Rubber stamp and signature of the Custodian Intermediary*