



**INWIT – INFRASTRUTTURE WIRELESS ITALIANE S.P.A.**

**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF INWIT - INFRASTRUTTURE  
WIRELESS ITALIANA S.P.A.**

on the items on the agenda of the ordinary Shareholders' Meeting convened for 28 July 2020,  
in a single call.

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Dear Shareholders,

this explanatory report (the "**Report**") was prepared by the Board of Directors of Inwit - Infrastrutture Wireless Italiane S.p.A. with reference to the following matters:

- (i) pursuant to art. 125-ter and 114-bis of the TUF, in relation to the "2020-2024 Long-term equity incentive plan (LTI)";
- (ii) pursuant to art. 125-ter and 114-bis of the Consolidated Law on Finance, in relation to the "2020 Broad-Based Share Ownership Plan";
- (iii) pursuant to art. 125-ter of the TUF and art. 73, paragraph 1 of the Issuers' Regulation in accordance with Schedule no. 4 of Annex 3A to the Issuers' Regulation, in relation to the authorization for the purchase and sale of treasury shares;
- (iv) pursuant to art. 125-ter of the TUF, in relation to the changes to the 2020 Remuneration Policy Report (section one) pursuant to art. 123-ter, paragraph 3- bis of the TUF;
- (v) pursuant to art. 125-ter of the TUF, in relation to the appointment of a director to fill a vacancy in the Board of Directors.

## DEFINITIONS

The main definitions and terms used within this Report are listed below. Unless otherwise specified, these definitions and terms shall have the meaning specified below. Where required by the context, the terms defined in the singular also include the plural, and vice versa.

<b>Borsa Italiana</b>	Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari n. 6.
<b>Italian Civil Code</b>	The Royal Decree of 16 March 1942 - XX no. 262, as amended and supplemented.
<b>Corporate Governance Code</b>	The corporate governance code for listed companies prepared by the Committee for the Corporate Governance of listed companies, promoted by Borsa Italiana.
<b>CONSOB</b>	The National Commission for the Companies and the Stock Exchange, with registered office in Rome, via G.B. Martini n. 3.
<b>Inwit or Company</b>	Inwit - Infrastrutture Wireless Italiane S.p.A. a joint-stock company under Italian law, with registered office in Via Gaetano Negri n. 1, Milan, registered in the Register of Companies of Milan, Monza, Brianza and Lodi at no. 08936640963, with share capital of Euro 600 million represented by shares listed on the MTA.
<b>MTA</b>	The Electronic Stock Market organized and managed by Borsa Italiana.
<b>Issuers' Regulation</b>	The regulation adopted by CONSOB by resolution no. 11971 of 14 May 1999, as amended and supplemented.
<b>TIM</b>	TIM S.p.A. a joint-stock company under Italian law, with registered office in Via Gaetano Negri n. 1, Milan, registered in the Register of Companies of Milan, Monza, Brianza and Lodi at no. 00488410010, with share capital of Euro 11,677,002,855.10 represented by shares listed on the MTA.
<b>TUF</b>	Legislative Decree no. 58 of 24 February 1998, as amended and supplemented.
<b>VOD</b>	Vodafone Italia S.p.A. a joint stock company under Italian law, with registered office in Via Jervis no. 13, Ivrea, registered in the Turin Register of Companies under no. 93026890017, with share capital of Euro 2,305,099,887.30.
<b>VOD EU</b>	Vodafone Europe B.V. a company organized under Dutch law,

	with registered office in Rotterdam, Rivium Quadrant 73 in Capelle aan de IJssel, registered in the Dutch Chamber of Commerce under no. 804 794 297.
<b>VOD Towers</b>	Vodafone Towers S.r.l. a limited liability company under Italian law, with registered office in Via Lorenteggio n. 240, Milan, registered - until 31 March 2020 - in the Register of Companies of Milan, Monza, Brianza and Lodi at no. 10934930966, with share capital of Euro 10,000.00 and incorporated by merger into Inwit with effect as of 31 March 2020.

## INTRODUCTION

On 31 March 2020, the merger by absorption of VOD Towers into Inwit was completed, through the issue of no. 360,200,000 Inwit ordinary shares, without capital increase, to cover the exchange and the allocation of said shares to VOD EU against cancellation of the equity investment held by the latter in VOD Towers (i.e., 56.6% of the share capital).

As a result, on 31 March 2020 the largest operator in Italy was established in the sector, with the mission of supporting TIM and VOD in building the new network for the development of 5G, also guaranteeing access to its infrastructures to the entire market, also thanks to the space freed up from the joint TIM and VOD project. The Inwit fleet, resulting from the merger, includes approximately 22,123 sites distributed throughout the national territory and a number of tenants equal to 40,541.

Following the completion of the merger, at the date of this Report, Inwit is therefore jointly controlled by TIM and VOD EU.

Taking into account the new organizational and corporate structure of Inwit following the integration with VOD Towers, developing a new remuneration policy for 2020 became necessary, following a preliminary analysis by the Nomination and Remuneration Committee; this involved (i) a review of Inwit's Management by Objectives (MBO), which is the short-term (annual) variable incentive tool aimed at supporting the achievement of the company's annual objectives by assigning challenging targets and (ii) the definition of a 2020-2024 long-term equity incentive plan (LTI) as well as a 2020 broad-based share ownership plan.

This resulted in a modification of the first section of the Report on the 2020 remuneration policy and the remuneration paid, which was approved by the Board of Directors at the meeting of 5 March 2020 and by the Shareholders' Meeting on 6 April 2020 (available on Inwit website [www.inwit.it](http://www.inwit.it) Governance section / Shareholders' meeting 6 April 2020); therefore, a new shareholders' approval became necessary in this regard, in accordance with the provisions of art. 123-ter of the Consolidated Law on Finance which (following recent updates), in paragraph 3-bis states that "companies submit the remuneration policy referred to in paragraph 3 to the shareholders' vote with such frequency as is required by the term of such policy, as defined pursuant to paragraph 3, (a), and in any case at least every three years or whenever changes are made to the policy. Any remuneration is to be paid by companies only in accordance with the remuneration policy most recently approved by the shareholders".

## 1. 2020-2024 LONG-TERM EQUITY INCENTIVE PLAN

The Shareholders' Meeting has been convened to discuss and vote, pursuant to art. 114-bis of the TUF, on the proposal for a 2020-2024 long-term equity incentive plan (LTI) (the "2020-2024 Plan").

The 2020-2024 Plan was approved by INWIT Board of Directors on 24 June 2020, based on the preliminary analysis of the Nomination and Remuneration Committee.

The 2020-2024 Plan is a performance share plan based on the allocation of rights to receive free shares at the end of the three-year period (Vesting Period) in favour of Inwit's CEO and of all those in the CEO's first reporting line (which includes the Key Managers of the Company) and of other key positions that may be added under certain terms and conditions (together with Inwit CEO, the "Beneficiaries").

It should be noted that the 2020-2024 Plan is to be considered "of special relevance" pursuant to article 114-bis, paragraph 3, of the TUF and article 84-bis, paragraph 2 of the Issuers' Regulation.

For more information, reference is made to the Information Document, drawn up pursuant to art. 114-bis of the TUF and art. 84-bis (Attachment 3 A, schedule no. 7) of the Issuers' Regulation, which is available on Inwit website [www.inwit.it](http://www.inwit.it) Governance section / Shareholders' Meeting.

The essential terms of the 2020-2024 Plan are shown below.

### 1 Purpose of the 2020-2024 Plan

The 2020-2024 Plan pursues the following objectives:

- to align the interests of the Beneficiaries with those of the Shareholders through the use of equity incentive tools;
- to develop a strong engagement of the Beneficiaries in achieving the growth objectives set out in the Business Plan over the next three years, including sustainability objectives (ESG);
- to increase, in the Beneficiaries' overall remuneration, the weight of the variable component linked to the achievement of performance parameters, in line with the recommendations of the Corporate Governance Code;
- to ensure the retention of managers in general and of key managers specifically, by improving INWIT's competitive positioning in the labour market.

### 2 Recipients

The 2020-2024 Plan is reserved for the Chief Executive Officer of Inwit, for all those in the Chief Executive Officer's first reporting line (which includes the Key Managers of the Company) and other key roles which may be added as of next year/second cycle of the 2020-2024 Plan on a proposal of the Chief Executive Officer, having heard the Nomination and Remuneration Committee for the matters under the latter's responsibility.

### **3 Architecture**

The 2020-2024 Plan provides for the allocation to the Beneficiaries of rights to receive a variable number of Inwit shares free of charge according to the degree of achievement of the Performance Parameters of the 2020-2024 Plan.

The 2020-2024 Plan will be divided into three successive and separate incentive cycles (2020-2022, 2021-2023, 2022-2024), each with the same time span and providing for the allocation of a target number of shares; these can be effectively allocated after three years according to performance conditions to be met based on defined criteria and parameters. The maximum number of shares covering the 2020-2024 Plan, with reference to all 3 cycles, is 580,000 in total, or 0.06% of the share capital.

At the end of the vesting period, the Beneficiaries will also be awarded an additional number of shares equivalent to the ordinary and extraordinary dividends paid out by INWIT during the Vesting Period (Dividend Equivalent), which would have been due on the number of shares effectively awarded to the Beneficiaries based on the performance levels achieved in accordance with the terms and conditions of the Plan.

### **4 Object**

The 2020-2024 Plan consists in offering a variable number of "Performance Shares" to the Beneficiaries which depends on the degree of achievement of the performance conditions of the 2020-2024 Plan, as ascertained by the Board of Directors upon approval of the Company's draft financial statements for the year ended 31 December 2022, 31 December 2023 and 31 December 2024.

The number of target Performance Shares granted to each Beneficiary at the time the 2020-2024 Plan is allocated corresponds to a percentage of the fixed remuneration, expressed in terms of Inwit shares at their market value on that date. More specifically, the number of Performance Shares allocated to the Chief Executive Officer corresponds to 75% of the Gross Annual Remuneration in case of achievement of the target. For the other Beneficiaries, the incentive target opportunity can reach a maximum of 50% of the Gross Annual Remuneration.

### **5 Limits and restrictions on shares**

The shares assigned at maturity of each incentive cycle will have regular dividend and the same characteristics as the ordinary shares outstanding at the time.

They will be subject to

- a lock-up lasting 24 months with respect to 30% of the allocated shares. During that period, the locked-up shares cannot be transferred and/or disposed of, except as a result of death, nor can they be subjected to any other form of restriction. The lock-up does not apply to the additional shares allocated to the Beneficiaries as dividend equivalent.
- a clawback mechanism that allows the Company to recover the variable remuneration (including equity) allocated to the CEO and the other Beneficiaries. The clawback can be triggered by the Company in the three years following the vesting or payment

of the bonus in the event of errors recognizable by the Beneficiary acting with the diligence required by the nature of his or her position; during the five years after the vesting or payout of the bonus, in the case of fraud or improper conduct or behaviors that infringe the reference laws and regulations.

## 6 Implementation procedures

The Inwit shares will be allocated to the Beneficiaries using treasury shares obtained from purchases made by the Company (buy back). In this regard, please refer to point 4 of this Report relating to the authorization to purchase and dispose of treasury shares; it is therefore proposed that an authorization also be requested to dispose of the aforementioned treasury shares free of charge, for the benefit of the 2020-2024 Plan beneficiaries.

\*\*\*\*

Dear Shareholders,

given the foregoing presentation, Inwit Board of Directors submits the following proposed resolution for your approval:

"Inwit Shareholders' Meeting, held in ordinary session, having examined the explanatory report of the Board of Directors and the information document relating to the 2020-2024 Long-term equity incentive plan (LTI)

*resolves*

- (i) *to approve the 2020-2024 Long-term equity incentive plan (LTI), as presented in the information document published pursuant to the applicable regulations;*
- (ii) *to confer on the Board of Directors, and, on its behalf, on the Chairman and the CEO, acting separately and with full authority to sub-delegate, all the necessary or appropriate powers to implement the initiative with reference to each of its cycles, and make any changes and/or additions necessary in order to implement the resolution, also for the purposes of compliance with the applicable regulatory provisions, including the authorization to possibly dispose of the ordinary treasury shares from time to time held in the Company's portfolio, free of charge, for the benefit of the beneficiaries of the 2020-2024 Long Term Equity Incentive Plan."*

## **2. 2020 BROAD-BASED SHARE OWNERSHIP PLAN**

In line with the sustainability policies adopted by Inwit, in order to promote employees' engagement, strengthen their sense of belonging and encourage their active participation in achieving corporate results, a proposal is submitted to the Shareholders' Meeting for approval of the 2020 Broad- Based Share Ownership Plan (the "PAD 2020") addressed to all employees of the Company, with the exception of the CEO, the general manager and those in the CEO's first reporting line, including key managers, albeit they are employees of the Company (the "Employees").

The PAD 2020 is a plan that provides for the following allocations to Employees: (i), an initial allocation of Inwit ordinary shares free of charge; (ii) an offer to purchase Inwit ordinary shares at a discount to market price and (iii) a subsequent allocation of Inwit ordinary shares free of charge, subject to retention for one year of the shares referred to in (i) and/or (ii) above and to continuing employment relationship with Inwit.

By setting up the PAD 2020, a remuneration plan pursuant to art. 114-bis of the TUF, the information document (available on Inwit website [www.inwit.it](http://www.inwit.it) in the Governance section), to which reference is made for more information, was prepared, pursuant to art. 84-bis of the Issuers' Regulation, in compliance with Annex 3A, Schedule no. 7 of said Regulation.

Since the Employees are beneficiaries of PAD 2020, with the exclusion of all Board of Directors' members, and therefore of the Chief Executive Officer, the general manager and those in the Chief Executive Officer's first reporting line, including key managers, PAD 2020 is not a "plan of special relevance" pursuant to art. 114-bis, paragraph 3 of the TUF.

The essential terms of PAD 2020 are shown below.

### **1 Purpose of PAD 2020**

The purpose of PAD 2020 is to give all Employees the opportunity to become a Shareholder of Inwit, in order to increase their motivation in achieving the company's objectives and strengthen their sense of belonging to the company, in line with medium and long term corporate sustainability objectives.

### **2 Recipients**

PAD 2020 is open to all employees, with the exception of the CEO, the general manager and those in the CEO's first reporting line, including key managers, albeit they are employees of the Company.

All Board of Directors' members are also excluded from PAD 2020.

### **3 Object**

PAD 2020 consists of:

- (i) an initial allocation of Inwit ordinary shares to Employees free of charge and, specifically, of 100 shares for each Employee, for a maximum total number of 20,500 Shares (the "Free Shares");
- (ii) an offer, reserved for Employees, to purchase shares at a 10% discount on the Market

Value of the ordinary share (i.e. the arithmetic average of the official prices of the ordinary shares recorded starting from the trading day prior to the opening of the subscription period up to the thirtieth previous ordinary calendar day - both included - on the MTA, using as divisor only those days to which the prices used as basis of the calculation apply, truncated at the second decimal place, and without prejudice to the application of appropriate correction factors as per market practice), within the maximum limit of 200 shares for each Employee, for a maximum total number of 41,000 shares (the "Purchased Shares");

- (iii) a subsequent allocation, free of charge, to Employees who have held the Free Shares and / or the Purchased Shares continuously for twelve months, respectively, from the allocation (of Free Shares) and/or from the purchase (of Purchased Shares), subject to retaining their Employee status, according to a ratio of 1 free share (the "Bonus Share") for every 3 shares held following the allocation (of the Free Shares) and / or the purchase (of the Purchased Shares), for a maximum total number of 20,500 shares.

Each Employee can receive Free Shares, Bonus Shares and purchase the Shares under the Offer, up to a maximum total number of 400 Inwit ordinary shares. The maximum number of Inwit shares covering the PAD 2020 is n. 82,000 ordinary shares of Inwit, corresponding to approximately 0.009% of the Company's share capital. If insufficient to satisfy all purchase applications, the Shares under the Offer shall be allotted proportionately among all purchasers, ensuring full equal treatment.

Neither the initial allocation free of charge of the Free Shares nor the purchase of shares during the Offer nor the allocation of the Bonus Shares are linked to performance indicators.

The initial allocation of the Free Shares and the purchase of the Shares under the Offer will take place by 31 December 2020, while the allocation free of charge of the Bonus Shares will take place one year after crediting the Free Shares and / or the Purchased Shares, once the company has ascertained that the Employees already participating in the Offer qualify for the matching, and in any case by 31 December 2021.

The PAD 2020 does not receive any support from the special Fund promoting workers' participation in enterprises, under Article 4, paragraph 112, of Law 350 of 24 December 2003.

#### **4 Limits and restrictions on shares**

The Free Shares, the Purchased Shares and the Bonus Shares will be free from any constraints at the time of their allocation and / or purchase, as appropriate.

No Lock-up is envisaged, provided that:

- the sale of the Free Shares and / or the Purchased Shares within one year will entail forfeiture of the right to be awarded a Bonus Share;
- that sale of the shares within three years of the purchase (of the Purchased Shares) or of the allocation (of the Free Shares) will entail forfeiture by the Employee of the favourable tax treatment envisaged for broad-based share ownership plans pursuant to article 51, paragraph 2(g) of the Consolidated Income Tax Act.

#### **5 Implementation procedures**

The Free Shares and the Bonus Shares will be allocated, and the Purchased Shares will be sold, using treasury shares obtained from purchases made by the Company (buy back).

In this regard, please refer to point 4 of this Report relating to the authorization to purchase and dispose of treasury shares; it is therefore proposed that an authorization also be requested to dispose of the aforementioned treasury shares free of charge, to cover the PAD 2020.

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Dear Shareholders,

given the foregoing presentation, Inwit Board of Directors submits the following proposed resolution for your approval:

"The Shareholders' Meeting of Inwit S.p.A., held in ordinary session, having examined the explanatory report of Inwit Board of Directors prepared pursuant to art. 125-ter of the TUF and, having agreed on the reasons for the proposal therein contained,

*resolves*

- (i) to approve the 2020 Broad-Based Share Ownership Plan, as presented in the Report and in the information document published pursuant to the applicable regulations (the "2020 PAD");
- (ii) *to confer on the Board of Directors, and, on its behalf, on the Chairman and the CEO, acting separately and with full authority to sub-delegate, all the necessary or appropriate powers to implement the PAD 2020 with reference to each of its cycles, and make any changes and/or additions necessary in order to implement the resolution, also for the purposes of compliance with the applicable regulatory provisions, including adoption of a specific PAD 2020 Regulation and the authorization to possibly dispose of the ordinary treasury shares from time to time held in the Company's portfolio, free of charge, for the benefit of the beneficiaries of the 2020-2024 Long Term Equity Incentive Plan."*

### **3. AMENDMENTS TO THE 2020 REMUNERATION POLICY REPORT (FIRST SECTION)**

The Shareholders' Meeting of 6 April 2020 approved the report on the 2020 remuneration policy and on the remuneration paid prepared pursuant to art. 123-ter of the TUF and approved, on the proposal of the Nomination and Remuneration Committee, by the Board of Directors on 5 March 2020.

This report (available on Inwit website [www.inwit.it](http://www.inwit.it) in the Governance / Shareholders' Meeting 6 April 2020 section) is divided into two sections:

- the first illustrates the Company's policy on the remuneration of Directors, Statutory Auditors and Key Management Personnel with reference to the 2020 financial year, and is subject to a binding resolution of the Shareholders' Meeting;
- the second provides a representation of the items that make up the remuneration of the persons mentioned above, with an analytical illustration of the remuneration paid to them in 2019 and is subject to a non-binding resolution of the Shareholders' Meeting for or against.

As mentioned earlier in the introduction, following the merger by absorption of VOD Towers into Inwit which resulted in a new organizational and corporate structure of the latter, developing a new remuneration policy for 2020 became necessary, following a preliminary analysis by the Nomination and Remuneration Committee; To this end, the Management by Objectives (MBO) in place was reviewed and the 2020-2024 Plan referred to in the first point of this Report and the PAD 2020 referred to in the second point were submitted to the Shareholders' Meeting for approval.

This entailed the need to make certain changes to the first section of the aforementioned report on the 2020 remuneration policy and the remuneration paid; therefore, a new shareholders' approval became necessary in this regard, in accordance with the provisions of art. 123-ter, paragraph 3-bis of the TUF. That such changes might have been made had already been noted in that Report. Conversely, the second section of the report on the 2020 remuneration policy and the remuneration paid has not been modified and, therefore, there is no need for a new shareholders' resolution.

The new version of the first section of the aforementioned report on the 2020 remuneration policy and the remuneration paid is available on Inwit website [www.inwit.it](http://www.inwit.it), in the Governance section / Shareholders' Meeting.

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Dear Shareholders,

given the foregoing presentation, Inwit Board of Directors submits the following proposed resolution for your approval:

"The Shareholders' Meeting of Inwit, held in ordinary session, having examined the explanatory Report of Inwit Board of Directors prepared pursuant to art. 125-ter of the TUF

and, having agreed on the reasons for the proposal therein contained, and having also considered the legislation applicable to remuneration matters,

*resolves*

- (i) to approve the first section of the report on the 2020 remuneration policy and remuneration paid by the Company;*
- (ii) to confer on the Board of Directors, and, on its behalf, on the Chairman and the CEO, acting separately and with full authority to sub-delegate, all the necessary or appropriate powers to implement the above resolution.*

#### **4. AUTHORIZATION TO PURCHASE AND SELL TREASURY SHARES**

The Shareholders' Meeting was called to discuss and vote on the request for authorization to purchase and sell the Company's treasury shares, pursuant to articles 2357 and following of the Italian Civil Code, as well as art. 132 of the TUF and art. 144-bis of the Issuers' Regulation.

The reasons justifying the request for authorization to purchase and sell treasury shares and the main characteristics of the proposed resolution are provided below.

##### **1 REASONS FOR THE PROPOSED AUTHORIZATION**

The purpose of the request for authorization to purchase and sell treasury shares is to authorize the Board of Directors to purchase and sell treasury shares of the Company, in compliance with the EU and national legislation in force and with market practices as accepted and acknowledged by Consob, in order to acquire treasury shares to be used under the 2020-2024 long-term equity incentive plan (LTI) referred to in paragraph 1 of this Report and the 2020 Broad-Based Share Ownership Plan referred to in paragraph 2 of this Report, to which reference is made for details on its execution.

##### **2 MAXIMUM NUMBER, CATEGORY AND NOMINAL VALUE OF THE SHARES COVERED BY THE AUTHORIZATION**

It is proposed that the Shareholders' Meeting authorize the purchase, also in several tranches, of the Company's ordinary shares, with no par value, up to a maximum number which, taking into account Inwit ordinary shares from time to time held in the Company's portfolio, does not exceed 662,000 ordinary shares of the Company, representing approximately 0.07% of Inwit share capital, for a total outlay of up to Euro 7,500,000.00.

Pursuant to art. 2357, paragraph 1 of the Italian Civil Code, the purchases will not exceed the distributable profits and the available reserves as stated in the last duly approved financial statements.

Only fully paid-up shares may be purchased.

The amount of available reserves and distributable profits, as well as the check of the information for the assessment of compliance with the maximum authorized purchases, will be analyzed by the Board of Directors on a case-by-case basis. Upon each purchase or sale of treasury shares, the Company will make the appropriate accounting entries, in compliance with the last paragraph of Article 2357-ter of the Italian Civil Code and the applicable accounting standards.

The authorization includes the right to sell, in one or more transactions, all or part of the shares in the portfolio, even before reaching the maximum quantity of shares that can be purchased, as well as the possibility of buying back the shares to an extent such that the treasury shares held by the Company do not exceed the authorized limit.

##### **3 INFORMATION USEFUL FOR A COMPLETE ASSESSMENT OF COMPLIANCE WITH THE PROVISION SET OUT IN ART. 2357,**

### **PARAGRAPH 3 OF THE ITALIAN CIVIL CODE**

At the date of this Report, the subscribed and paid-up share capital of Inwit amounted to Euro 600,000,000, made up of 960,200,000 ordinary shares, without par value, fully subscribed and paid up.

The Company does not currently hold treasury shares in the portfolio.

#### **4 PERIOD FOR WHICH THE AUTHORIZATION IS REQUESTED**

The authorization to purchase treasury shares is required for maximum period established by art. 2357, paragraph 2 of the Italian Civil Code, i.e. eighteen months from the date of the shareholders' meeting resolution granting the authorization. During this period, the Board of Directors will be able to make purchases, one or more times and at any time, to the such an extent and at such times as it will freely determine at its sole discretion, subject to compliance with the applicable legislation.

On the other hand, there being no regulatory constraints and given the need to afford the Company maximum operating flexibility, the authorization for the sale of any treasury shares is requested without time limits.

#### **5 MINIMUM AND MAXIMUM CONSIDERATION FOR THE PURCHASE OF TREASURY SHARES**

The Authorization is requested to ensure that purchases will be made at a price to be identified from time to time, having regard to the method chosen for carrying out the transaction and in compliance with any regulatory requirements, including EU regulations, or authorized market practices; subject to the purchases of the shares being made at a price that is not less than 10%, as to the minimum, and not more than 10%, as to the maximum, with respect to the reference price recorded by Inwit stock in the Stock Exchange session of the day preceding each individual transaction.

The purchases of shares may be carried out in compliance with the conditions set out in art. 3 of the Delegated Regulation (EU) no. 2016/1052 of the Commission in order to benefit, where the conditions are met, from the exemption referred to in Article 5, paragraph 1, of Regulation (EU) no. 596/2014 on market abuse, with regard to privileged information and market manipulation.

The Board of Directors proposes that an authorization be granted to it pursuant to article 2357-ter of the Italian Civil Code, to dispose of treasury shares according to criteria and conditions determined by the Board of Directors, having regard to how the transactions will actually be carried out, as well as to the best interests of the Company, in any case in compliance with the terms, conditions and requirements established by the applicable legislation, including Community legislation, and by established market practices.

#### **6 MANNER IN WHICH THE PURCHASES AND SALE OF TREASURY SHARES WILL BE CARRIED OUT**

Given the various different purposes that can be pursued through treasury shares transactions, the Board of Directors proposes that the authorization be granted for purchases carried out in compliance with the principle of equal treatment of the shareholders under art.

132 of the TUF, in any of the manners referred to in Article 144-bis of the Issuers' Regulation, to be identified, from time to time, at the Board's discretion.

In addition, the purchases of shares may be carried out in the manner set out in art. 3 of Delegated Regulation (EU) no. 2016/1052 of the Commission in order to benefit, where the conditions are met, from the exemption referred to in Article 5, paragraph 1, of Regulation (EU) no. 596/2014 on market abuse, with regard to privileged information and market manipulation.

The treasury shares purchased may be disposed of for the purposes referred to in paragraph 1 above. With regard to shares that will not be used for these purposes, the sale or other disposal transactions will take place according to the terms and conditions from time to time established by the Board of Directors in the interests of the Company, without prejudice in any case to compliance with any limits set out in the reference laws and regulations, including Community legislation, and in established market practices.

The purchases and sales of treasury shares carried out by the Company will be disclosed to the market within the time limits and in accordance with the procedures set out in the regulations in force.

## **7 INFORMATION REGARDING THE PURCHASE OF TREASURY SHARES FOR THE PURPOSE OF REDUCING THE SHARE CAPITAL, IF APPLICABLE**

This request for authorization to purchase treasury shares is not made for the purpose of reducing the share capital.

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Dear Shareholders,

given the foregoing presentation, Inwit Board of Directors submits the following proposed resolution for your approval:

*"The Shareholders' Meeting of Inwit S.p.A., held in ordinary session, having examined the explanatory Report of Inwit Board of Directors - prepared pursuant to art. 125-ter of the TUF and art. 73, paragraph 1 of the Issuers' Regulation in accordance with Schedule no. 4 of Annex 3A to the Issuers' Regulation - and having agreed on the reasons for the proposal therein contained,*

*resolves*

1. *to authorize the Board of Directors - pursuant to art. 2357 of the Italian Civil Code - to proceed with the purchase of shares of the Company, also in several tranches, for a period of eighteen months from the date of this resolution, in order to acquire treasury shares for the 2020-2024 long-term equity incentive plan (LTI) and the 2020 Broad-Based Share Ownership Plan, fully in compliance with the community and national legislation in force and with established market practices as recognized by Consob, under the terms and conditions specified below:*

- *the maximum number of shares to be purchased, taking into account Inwit ordinary shares from time to time held in the Company's portfolio, shall not exceed 662,000 ordinary shares of the*

*Company, representing approximately 0.07% of Inwit share capital, for a total outlay of up to Euro 7,500,000.00;*

- *the purchases will not exceed the distributable profits and the available reserves as stated in the last duly approved financial statements;*
  - *the purchases may be made in accordance with Article 132 of the Consolidated Law on Finance and Article 144-bis of the Issuers' Regulation, therefore also in compliance with the equal treatment of shareholders, as well as in compliance with established market practices;*
  - *the purchases must be made at a price to be identified from time to time, having regard to the method chosen for carrying out the transaction and in compliance with any regulatory requirements, including EU regulations, or authorized market practices; subject to the purchases of the shares being made at a price that is not less than 10%, as to the minimum, and not more than 10%, as to the maximum, with respect to the reference price recorded by Inwit stock in the Stock Exchange session of the day preceding each individual transaction.*
2. *to authorize the Board of Directors pursuant to art. 2357-ter of the Italian Civil Code to proceed with the disposal, in one or more transactions, of all or part of the treasury shares in the portfolio, even before reaching the maximum quantity of shares that can be purchased; the authorization also allows for the buy-back of the shares to an extent such that the treasury shares held by the Company do not exceed the authorized limit referred to in 1. The disposal can be made: (i) to pursue the purposes referred to in point 1 above, as well as, without time limits and with regard to the residual shares, (ii) in the manner deemed most appropriate and meeting the Company's interests and according to the terms and conditions from time to time established by the Board of Directors, without prejudice in any case to compliance with the limits that may be imposed by the applicable legislation, including EU legislation, and by established market practices;*
  3. *to confer on the Board of Directors, and, on its behalf, on the Chairman and the CEO, acting separately and with full authority to sub-delegate, all the necessary powers to implement the resolutions referred to in the previous points, carrying out all required, appropriate, useful and/or connected actions for their successful completion as well as to make the market disclosures required by the applicable regulations, including EU regulations and by established market practices. "*

## 5. APPOINTMENT OF A DIRECTOR TO FILL A VACANCY IN THE BOARD OF DIRECTORS.

Following the resignation of the director Barbara Cavaleri (who was selected from the slate submitted by TIM and the most voted) tendered on 22 April 2020, the Board of Directors of Inwit, on 23 April 2020, appointed "by co-optation" - pursuant to art. 2386 of the Italian Civil Code and art. 13.17 of the Articles of Association in force - the independent director Angela Maria Cossellu.

The appointment also took place in compliance with the provisions of law and of the articles of association regarding the directors' requirements and the composition of the Board of Directors. The Board of Directors verified satisfaction of the independence requirements for the director Angela Maria Cossellu pursuant to art. 148, paragraph 3, of the TUF (as referred to in art. 147-ter, paragraph 4 of the TUF) and the Code of Conduct.

As required by art. 2386 of the Italian Civil Code, the directors appointed by "co-optation" remain in office until the first subsequent Shareholders' Meeting, which therefore is required to vote on the matter.

The Board of Directors proposes to confirm Angela Maria Cossellu as director for the same term as the current Board of Directors, i.e. until the date of the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2022 and with the same remuneration attributed to each non-executive director in compliance with the overall amount determined by the Shareholders' Meeting on 20 March 2020.

It should be noted that for the appointment of the new director, the Shareholders' Meeting will adopt the resolution by legal majority, without applying the slate voting procedure provided for by the Articles of Association.

Please note that pursuant to art. 13.17 of the Articles of Association in force, if the Shareholders' Meeting fails to confirm the co-opted director, the entire Board is deemed to have resigned, with termination of its term of office taking effect when the Board of Directors is reappointed by the shareholders' meeting; in such case, the directors must convene the Shareholders' Meeting for the appointment of the new Board of Directors.

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Dear Shareholders,

given the foregoing presentation, Inwit Board of Directors submits the following proposed resolution for your approval:

*"The Shareholders' Meeting of Inwit, held in ordinary session*

- *having examined the explanatory report of Inwit Board of Directors prepared pursuant to art. 125-ter of the TUF and, having agreed on the reasons for the proposal therein contained,*
- *having taken note that the mandate of the director Angela Maria Cossellu expires today; said director was appointed by co-option at the meeting of the Board of Directors on 23 April 2020 to replace the director Barbara Cavaleri, pursuant to art. 2386 of the Italian Civil Code;*

- *having taken note of the proposal of the Board of Directors to confirm Angela Maria Cossellu as director,*

*resolves*

- (i) to appoint Angela Maria Cossellu as director; her mandate will expire together with the mandate of the Directors in office, i.e. upon approval of the financial statements as at 31 December 2022;*
- (ii) to confer on the Board of Directors, and, on its behalf, on the Chairman and the CEO - acting separately and with full authority to sub-delegate and to appoint special attorneys for specific acts or categories of acts - all appropriate powers, in accordance with law, to implement the resolution herein and to carry out all related legal and regulatory formalities.”*