

**SHAREHOLDERS' MEETING**  
**13 APRIL 2018 – 11.00AM (SINGLE CALL)**  
**ROZZANO (MILAN), VIALE TOSCANA 3**

**PROPOSED RESOLUTIONS**

**REPORT ON REMUNERATION – RESOLUTION ON THE FIRST SECTION**

Dear Shareholders,

pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998, a remuneration report has been prepared for the Shareholders' Meeting to be held on 13 April 2018. This document is divided into two sections:

- the first illustrates the Company's policy regarding the remuneration of members of the administrative bodies, general managers and key managers with strategic responsibilities, and the procedures used for its adoption and implementation, with reference to the 2018 financial year;
- the second provides a description of the items that make up the remuneration of the subjects mentioned above, with a detailed illustration of the compensation paid to them in the 2017 financial year.

You are called on to express your opinion of the first section of the report, with a resolution that is not legally binding.

In view of the above, the Board of Directors submits for your approval the following

**Proposed Resolution**

The Shareholders' Meeting of Infrastrutture Wireless Italiane S.p.A.

- given the applicable legal provisions regarding the report on remuneration;
- having acknowledged the non-binding nature of the resolution required;

resolved

to approve the first section of the Infrastrutture Wireless Italiane S.p.A. remuneration report.

