Infrastrutture Wireless Italiane

A strong signal

In line with the future

FY 2015 preliminary financial results & 2016–18 business plan

February 3, 2016

Safe harbour

This presentation contains statements that constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this presentation and include statements regarding the intent, belief or current expectations of the estimates regarding future growth of the business, market share, financial results and other aspects of the activities and situation relating to Infrastrutture Wireless Italiane S.p.A. (INWIT). Such forward looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those projected or implied in the forward looking statements as a result of various factors. Consequently, INWIT makes no representation, whether expressed or implied, as to the conformity of the actual results with those projected in the forward looking statements.

Forward-looking information is based on certain key assumptions which we believe to be reasonable as of the date hereof, but forward looking information by its nature involves risks and uncertainties, which are outside our control, and could significantly affect expected results. Analysts and investors are cautioned not to place undue reliance on those forward looking statements, which speak only as of the date of this presentation. INWIT undertakes no obligation to release publicly the results of any revisions to these forward looking statements which may be made to reflect events and circumstances after the date of this presentation, including, without limitation, changes in INWIT business or acquisition strategy or planned capital expenditures or to reflect the occurrence of unanticipated events.

The FY2015 financial information of INWIT has been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and endorsed by the European Union (designated as “IFRS”). The related figures disclosed in this document have to be considered as preliminary results.

INWIT was incorporated on January 14, 2015 and the Tower Business was contributed to it from the Telecom Italia Group effective as of April 1, 2015; therefore the financial information of INWIT does not include comparative information and the FY2015 economic results relate in substance to the nine-month period from April 1, 2015 to December 31, 2015.

Please note that the audit on the Financial Statements of INWIT as of December 31, 2015 has not yet been completed.

The 9-months 2014 pro forma financial information (9M PF 2014) included in this presentation for comparative purposes was calculated as 75% of the pro forma financial information of INWIT for the year ended December 31, 2014 as presented in the IPO prospectus and is unaudited.

The 9-months 2014 (9M 2014) financial information included in this presentation for comparative purposes was calculated as 75% of the annual 2014 financial information of the Tower Business prior to the Transfer to INWIT as presented in the IPO prospectus and is unaudited. The financial information of the Tower Business prior to the Transfer has been calculated on the basis of the Telecom Italia Group accounting records and management accounts used to prepare the Telecom Italia Group consolidated financial statements for the corresponding period and is unaudited.

INWIT
In line with the future

1

FY 2015 preliminary results

Growth and efficiencies

- Profitability: 2015 EBITDA at €108.2 mln, +2pp margin vs. 2014 PF data
- Efficiency: Third parties lease 6% saving vs. 2014 historical data
- Growth: Tenancy ratio increased at 1.62x vs.1.55x in 2014

2

2016–18 plan

Value enhancing initiatives

- Ambitious small cells program – more than 1k tenants in 3 years
- New business accounting for 4% of total revenues by 2020
- Land acquisition program: 15% of the sites in-scope by 2018

3

Beyond the plan

The right company to benefit of tech evolution

- High profitability guaranteed over time
- Benefits from potential evolution of electromagnetic regulations
- INWIT, as a cornerstone for consolidation in the domestic market

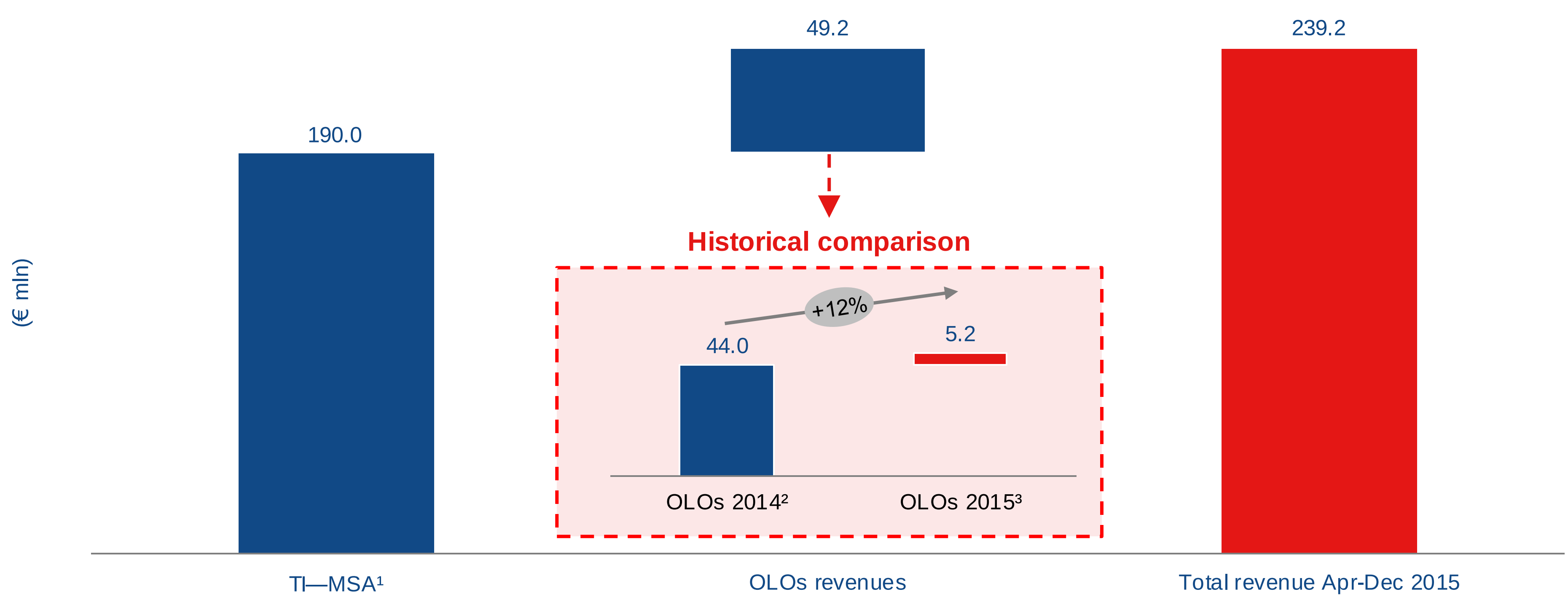
2015 preliminary results
Growth and efficiencies

Oscar Cicchetti – CEO

Rafael Perrino – CFO

Revenue growth delivered

April – December 2015

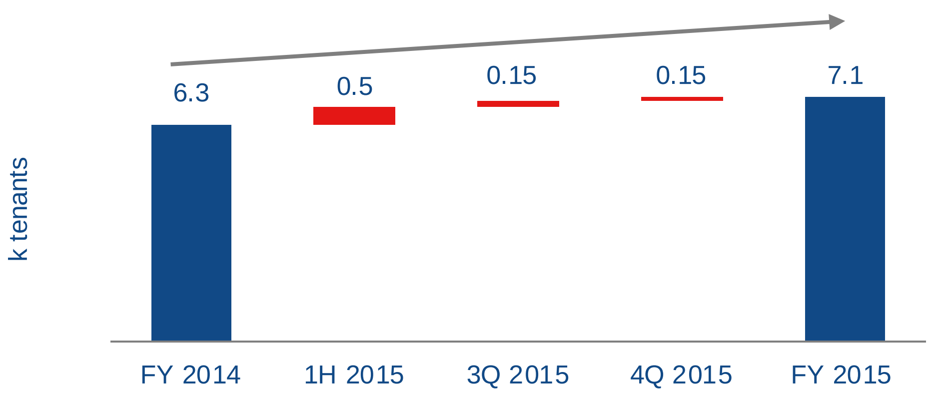


	TI—MSA[1]	OLOs revenues	Total revenue Apr-Dec 2015
FY 2015 Annualized [4]	253.3	65.6	318.9
FY 2014 Pro forma [5]	253.0	61.0	314.0

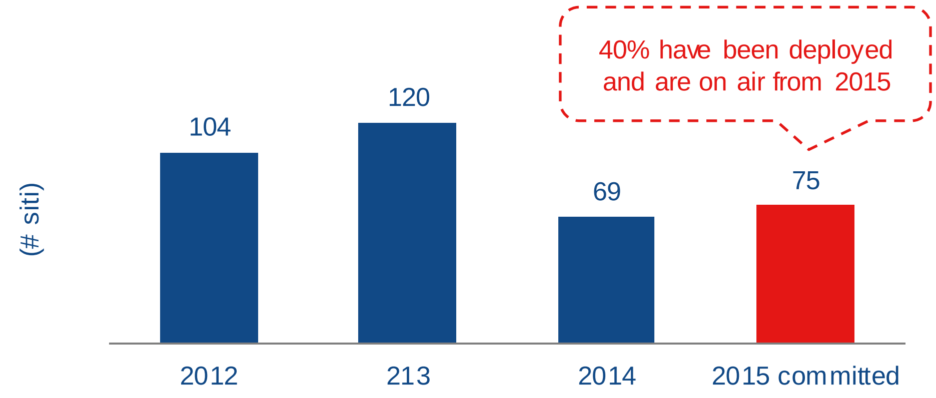
1. MSA = Master Service Agreement with Telecom Italia
2. For the purpose of this reconciliation, the 9M 2014 OLOs Revenues data has been calculated as 75% of FY14 OLOs Revenues of the Tower Business prior to the Transfer
3. "OLOs 2015" refers to the revenues increase vs. OLOs 2014 mainly due to co-tenancy increase
4. For the purpose of the reconciliation, the FY2015 Annualized data has been calculated as 133% of the FY2015 preliminary financial results (April-December 2015).
5. Pro Forma data pertains to the Prospectus for the IPO and was determined as historical data plus adjustments as if the Transaction had virtually taken place on January 1st, 2014

New tenants & new sites

New tenants other than TI



New sites



Tenancy ratio[1]

1.62x

FY 2015

- On target for contractualized co-tenancy
- Some hundreds of orders received on top of the contractualized ones. Several already on air

- Total of 75 new sites have been ordered in 2015, of which 40% have been deployed
- Tenancy ratio in new sites: >1.3x

Full-year economic impact:

€5.4m

Additional revenues deriving from
~0.8k new tenants

+

Full-year economic impact:

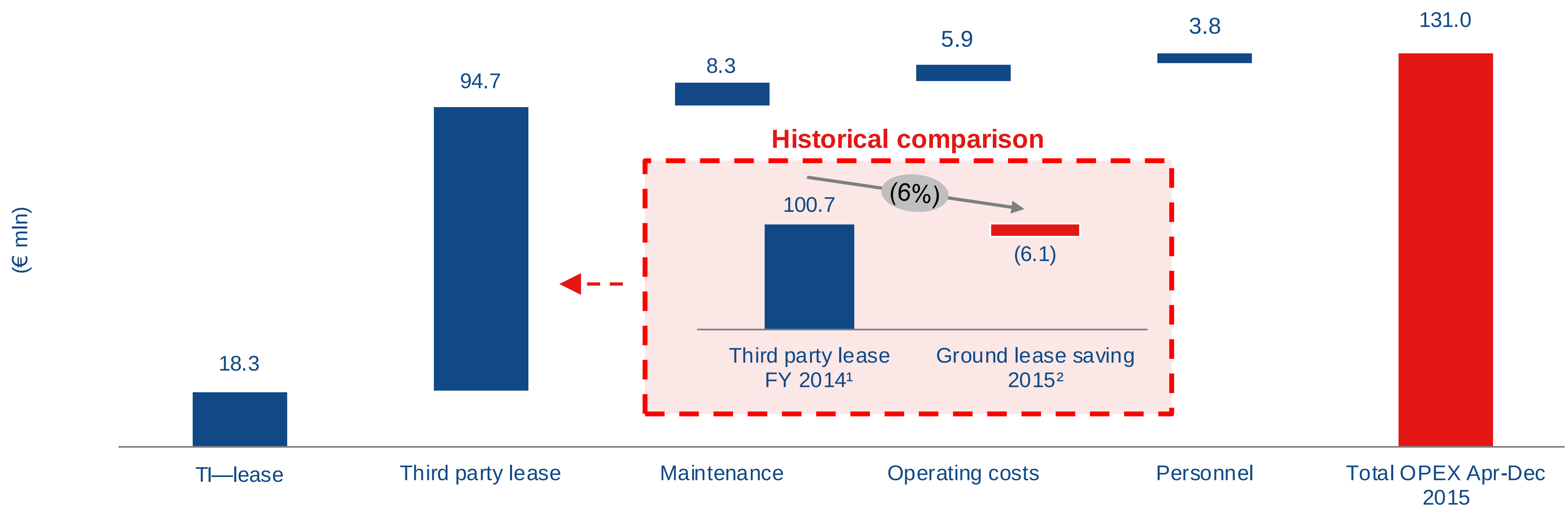
~€1.5m

Additional revenues deriving from
75 new sites

1. Not considering the tenancy of ~ 250 sites currently being dismantled

Efficiency secured

April – December 2015



	TI—lease	Third party lease	Maintenance	Operating costs	Personnel	Total OPEX Apr-Dec 2015
FY 2015 Annualized [3]	24.4	126.3	11.0	7.9	5.1	174.7
FY 2014 Pro forma [4]	24.5	129.9	11.0	9.7	4.3	179.4

1. For the purpose of this reconciliation, the 9M 2014 Lease Third Parties data has been calculated as 75% of FY 2014 Lease Third Parties Audit data
2. Lease cost savings relate to decommissioning and renegotiation activities
3. For the purpose of the reconciliation, the FY 2015 Annualized data has been calculated as 133% of the FY 2015 preliminary financial results (April-December 2015).
4. Pro Forma data pertains to the Prospectus for the IPO and was determined as historical data plus adjustments as if the Transaction had virtually taken place on January 1st, 2014

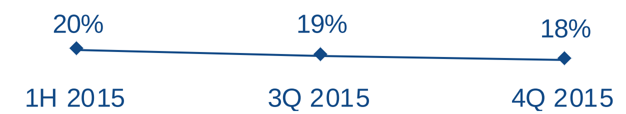
Main drivers of savings

Decommissioning plan

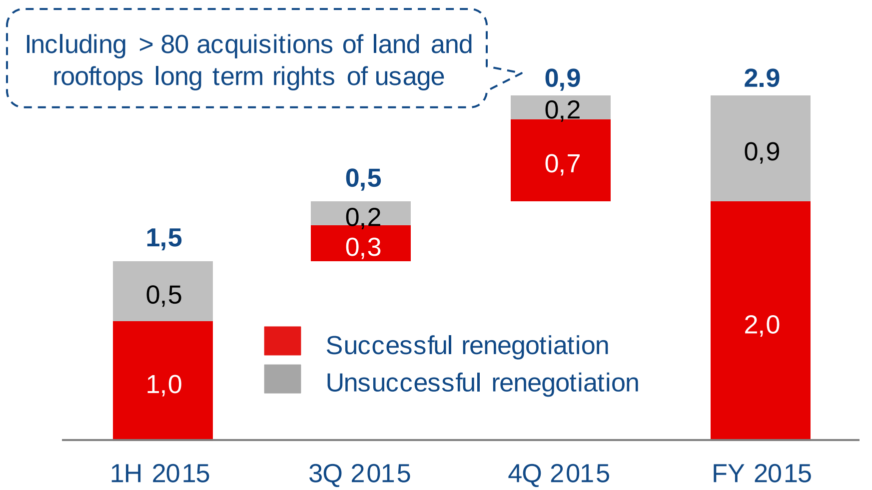
~ 445 [1]	Actual status	Impact on EBITDA	Timing
~130	**"Marketable"** (paying lease, looking for new tenants)	**New revenues from 2016**	**2H 2016** (6 months to find new tenants)
~250	**Decommissioned not yet dismantled** (mostly not paying lease)	**Less opex from 2016**	**1H 2016** (6 month notice + 2/3 months for dismantling)
65	**Dismantled** (no Opex, no asset)	**Less opex from 2015**	**2015**

Renegotiation results

Average discount on total renegotiated (%)



 # Contracts renegotiated thousands



Full-year economic impact:

€0.7m

Opex savings deriving from
65 sites dismantled in 2015

+

Full-year economic impact:

€6.4m

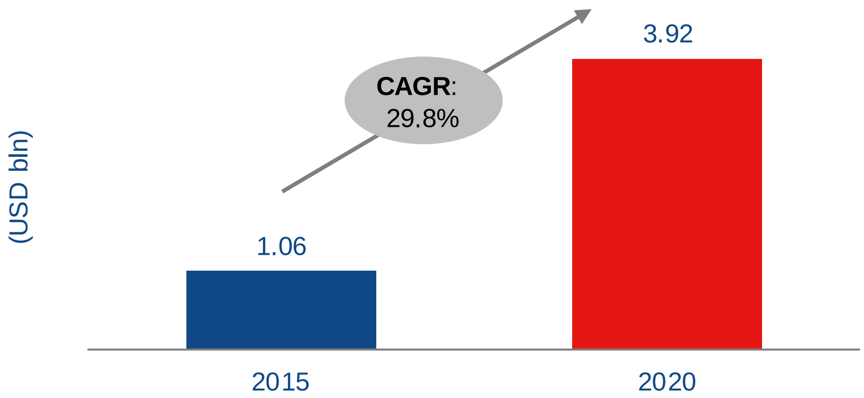
Opex savings deriving from
2.0k successful renegotiations

1. As of December 31st, 2015 the decommissioned sites represent about 95% of total annual commitment according to the MSA

Innovation: small cells being deployed

Need for densification

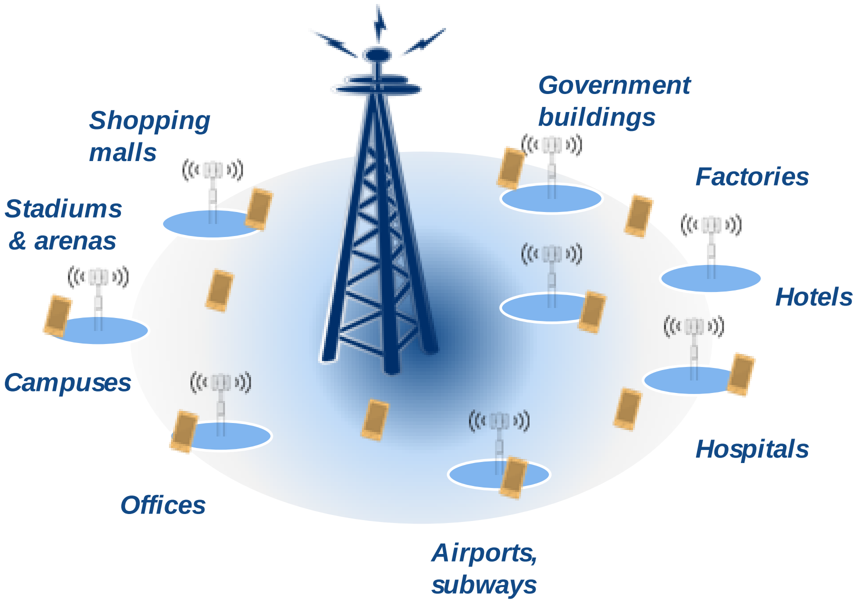
Global small cell market forecast (2015E–20E)



Source: Markets and Markets, IDC and Analysys Mason

Type	Area
Outdoor site	Bologna arcades
Outdoor site	Naples area
Hospital	Milan
University campus	Torino
Airport	Torino

Small-cells deployment



- Bologna arcades and Torino Airport already on air
- 3 New agreements with location owners
- Positive reaction from MNOs

2015 preliminary results
financial results presentation

Oscar Cicchetti – CEO

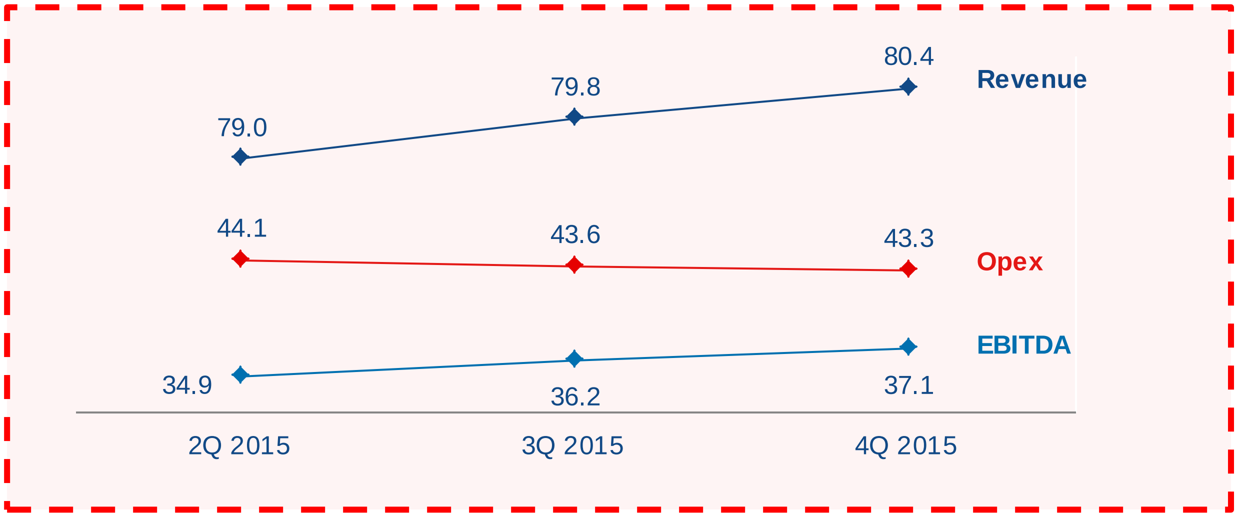
Rafael Perrino – CFO

Financial overview: revenues and EBITDA

(€ mln)	Apr-Dec 2015	Apr-Dec 2014PF[1]	% YoY	FY2015 annualized[2]	FY2014 PF[3]
Revenues	239.2	235.5	*1.6%*	318.9	314.0
Opex	131.0	134.5	*(2.6%)*	174.7	179.4
EBITDA	**108.2**	**101.0**	***7.2%***	**144.3**	**134.6**

- Strong EBITDA growth recorded, outperforming by €4.9m EBITDA target of €103.3m for 9M 2015PF disclosed at IPO driven by
  - Solid revenues increase thanks to incremental OLO contracts
  - Opex reduction due to decommissioning and successful renegotiation of ground leases

Quarterly trend

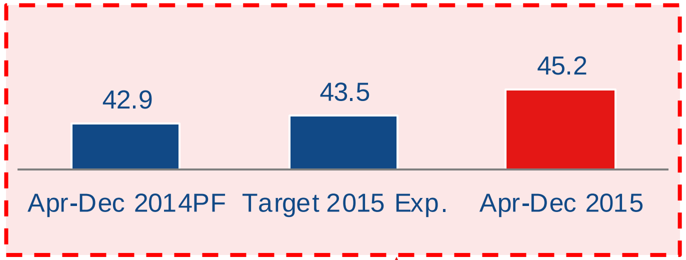


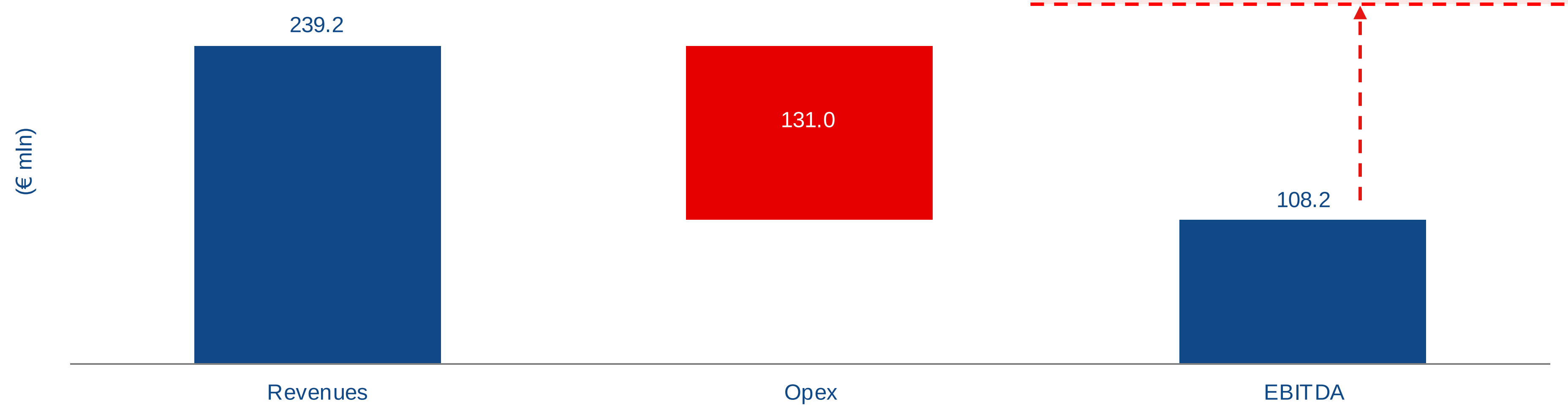
1. For the purpose of this reconciliation, the 9M 2014 PF data has been calculated as 75% of PF EBITDA for the year 2014 as reported in the prospectus prepared for the IPO
2. For the purpose of the reconciliation, the FY2015 annualized data has been calculated as 133% of the FY2015 preliminary financial results (April-December 2015).
3. Pro Forma data pertains to the Prospectus for the IPO and was determined as historical data plus adjustments as if the Transaction had virtually taken place on January 1st, 2014

Main operating results

- Profitability increased to 45.2% for the 9-month period, up by 2pp compared to FY 2014 pro-forma data
- Over performed our EBITDA margin target communicated in the prospectus (45.2% vs. 43.5%)
- One of the industry-leading cash conversion (above 88%)

EBITDA margin April – December 2015: 45.2%





	Revenues	Opex	EBITDA
FY 2015 Annualized[1]	318.9	174.7	144.3
FY2014 Pro Forma[2]	314.0	179.4	134.6

1. For the purpose of the reconciliation, the FY2015 Annualized data has been calculated as 133% of the FY2015 preliminary financial results (April-December 2015)
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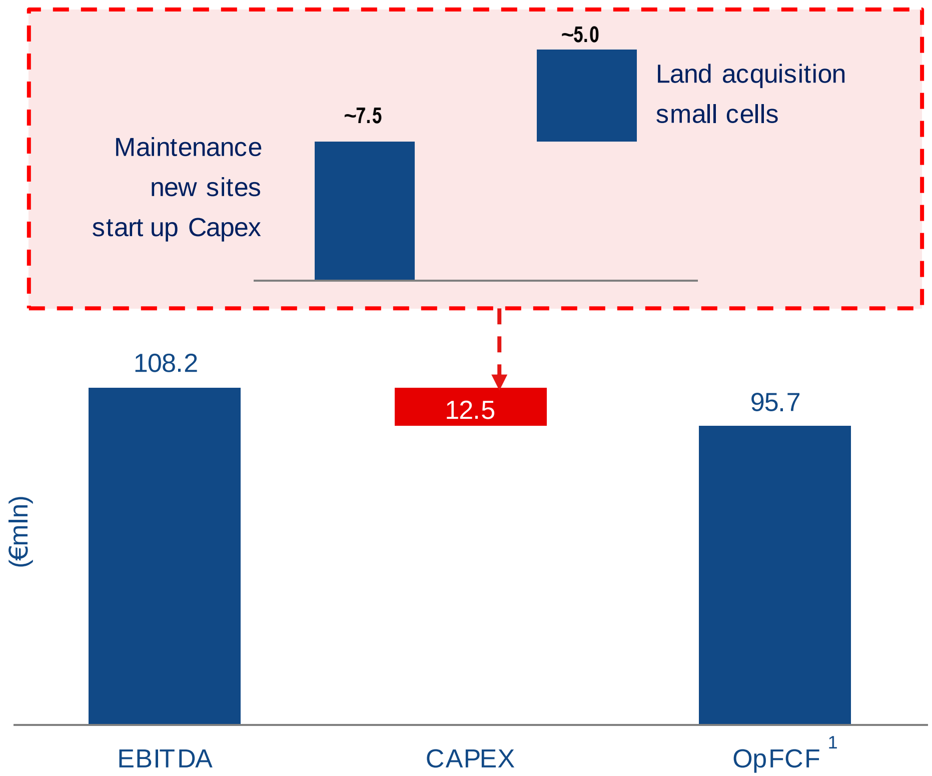
Capex and cash flow generation

OpFCF evolution April – December 2015



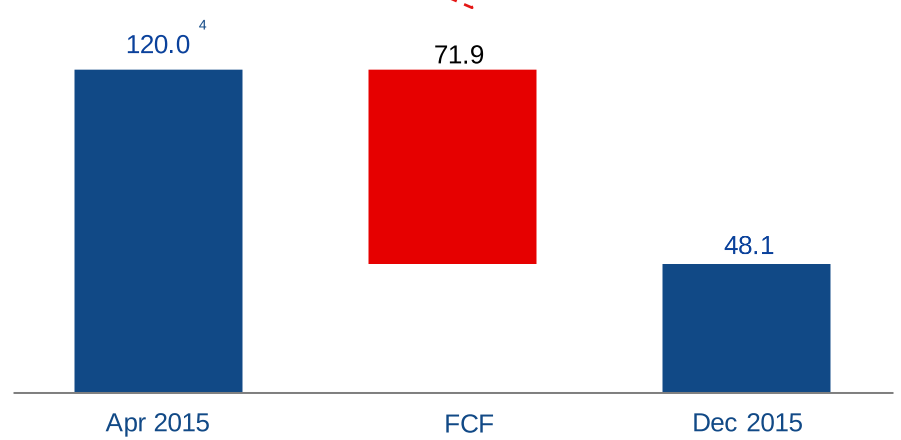
Cash conversion[2]

88.4%

Net debt evolution April – December 2015

Benefiting from:

- Cash taxes delayed to 2016 being a new incorporated company
- Cash financial expenses: 1.33% all in cost of debt



Retain significant financial flexibility with leverage well below 1x EBITDA

0.3x EBITDA[3]

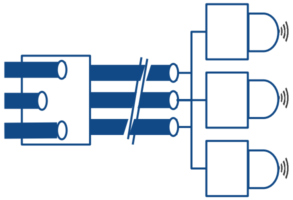
1. Calculated as EBITDA minus Capex
2. Cash Conversion = (EBITDA – Capex)/EBITDA
3. Based on 2015 annualized EBITDA of €144.3mln
4. It only includes the loan from the Transfer from Telecom Italia of €120mln, does not include the negative balance on the intercompany current account of €12mln.

Overview of the 2016-18 plan

The key pillars of INWIT strategy

Invest to develop new business

Riding the small cells wave



Improve efficiency

- Committed decommissioning included in MSA
- Land acquisition
- Ground lease costs renegotiation

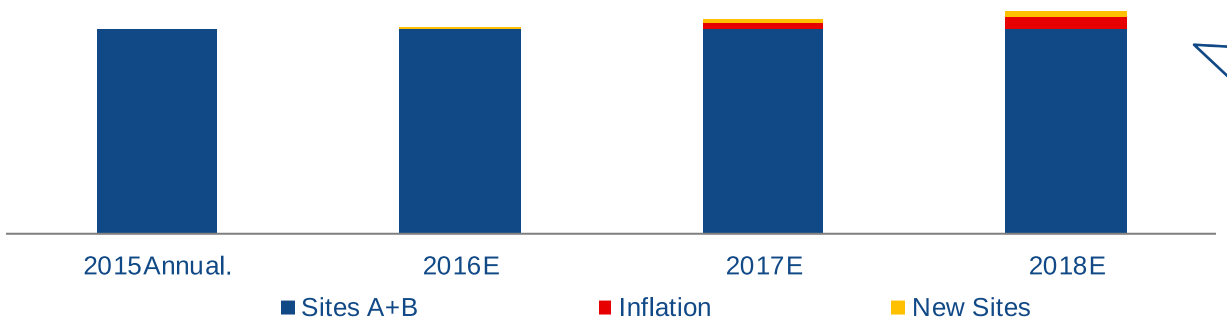
Maximise hosting revenues

- New sites
- New hosting contracts with MNOs and others
- Committed co-tenancy increase included in MSA
- Agreement with TI 100% linked to inflation (MSA)

Revenue & profitability enhancing investments

Hosting revenues up

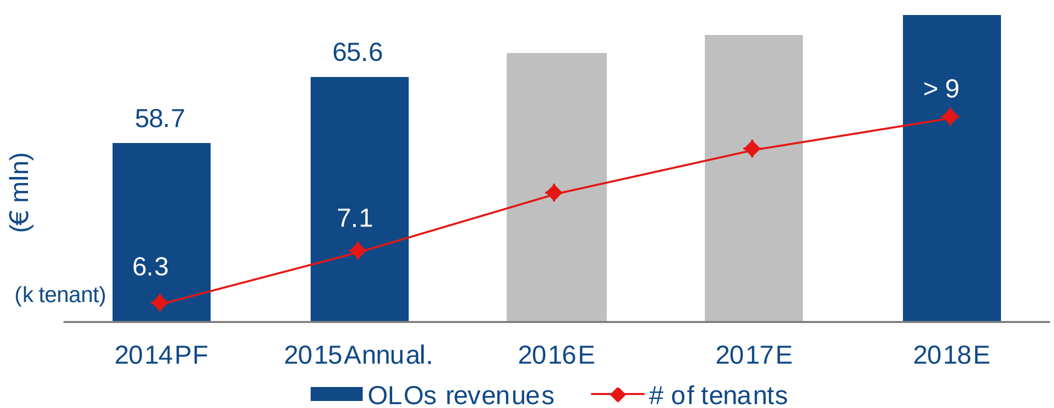
Revenue growth over plan period from main customers



+ Due to new sites

+ Due to inflation

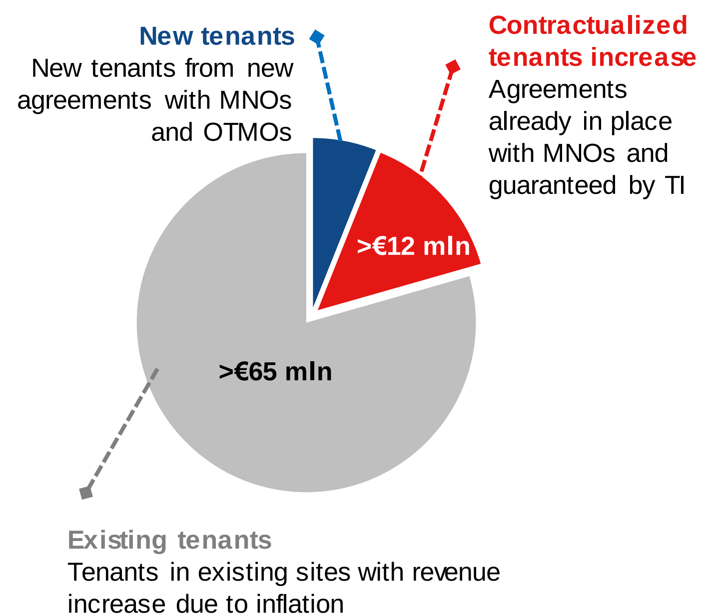
Third parties revenue growth over plan period



Mid single digit growth

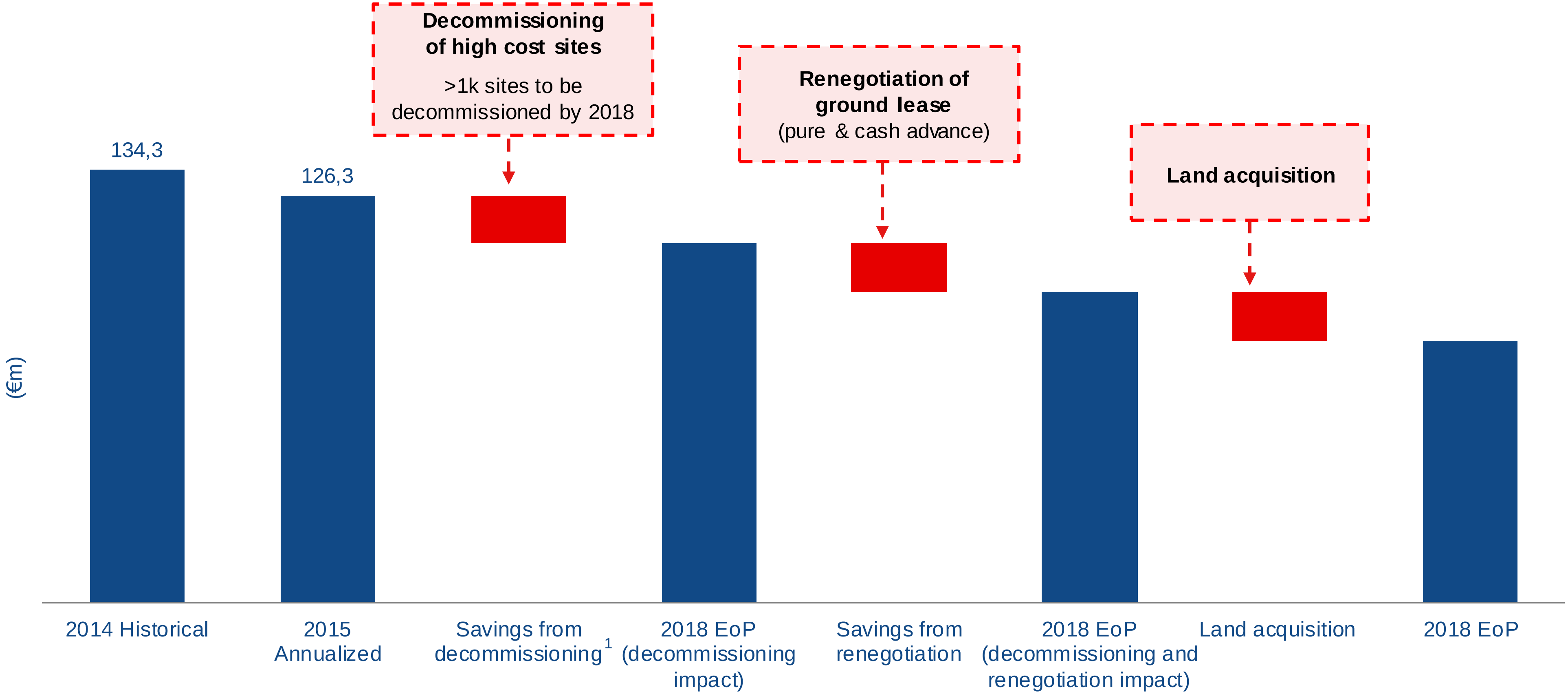
2016-2018 CAGR in OLOs revenues

Revenue breakdown by 2018



More efficiency

Ground lease saving over plan period



Contractualized saving >10%

Lease cost reduction from decommissioning

Additional savings

from renegotiations and land acquisitions

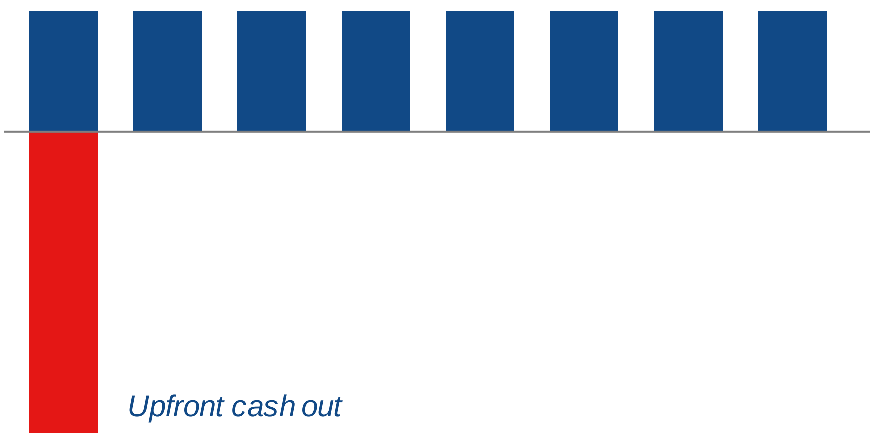
1. Minimum estimated impact (guaranteed by MSA) in case of full dismantling. Some sites could be retained if able to generate revenues and profitability upsides

Further rewards from land acquisition program

Return on land acquisition

Annual savings in ground lease cost

Annual ground lease cost savings



Double digit IRR

For single investment over 20 years

Sites perimeter

Roof-top sites

~4k roof-top sites

Roof-top long term right of usage acquisition

Raw-land sites

~5k raw-land sites

Land acquisition

Targeted ownership:

>15% of sites perimeter

Additional upsides

- No increase in contract renewals
- No ISTAT increase
- No sublease increase

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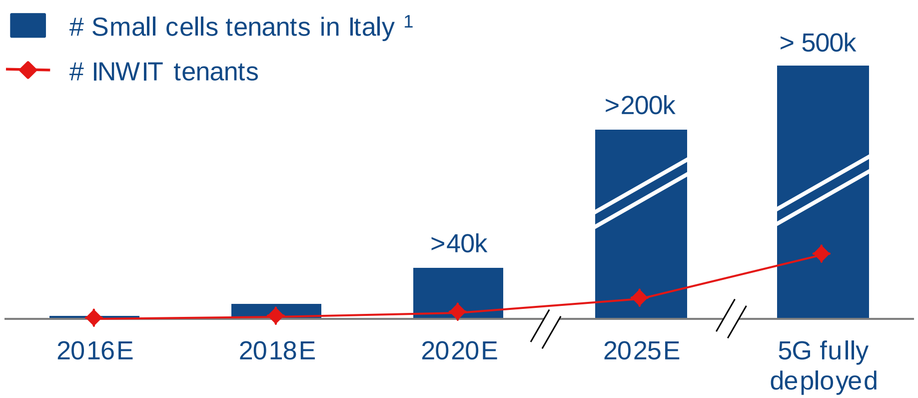
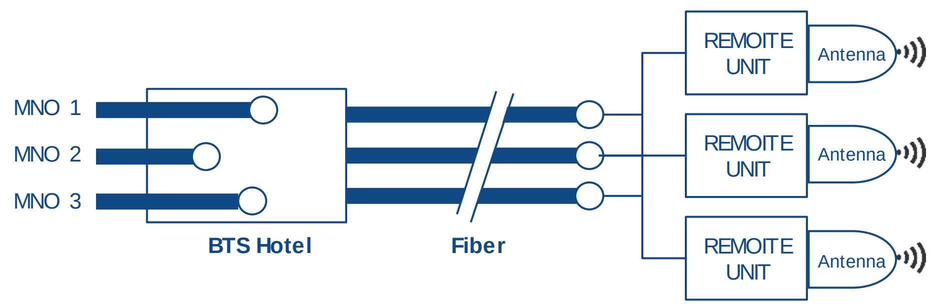
Riding the small cells wave

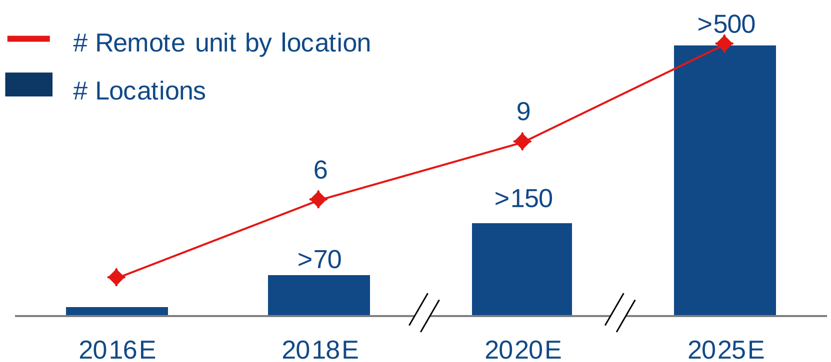
Italian market evolution



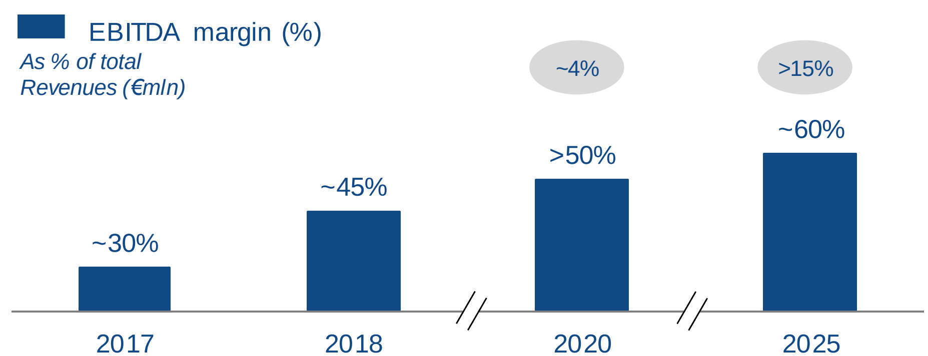
Small cells as a service: technical platform



Inwit plan - market estimates



Inwit plan - economics



Large and growing untapped opportunity:

more than 1k small cells tenants by 2018

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1. Source: Analysis of studies and projections about cellular networks and the request for bandwidth carried out by the main regulatory bodies (OFCOM, AGCOM, …), and industry reports (Cisco, ITU, GSMA, …)

Revenue & profitability enhancing investments

High underlying cash flow generation (>90% cash conversion) on organic business

		Investments[1]		Impact
Small M&A	At single digit multiple	Opportunistic Approach	76 sites acquired in January 2016 EV/EBITDA = ~8x	*Revenue & Profitability enhancing*
New sites	Approximately **€50k per new site**	**>€15m** Over the next 3 years		*Revenue enhancing*
Small cells	Approximately **<€25k per remote unit**	**>€20m** Over the next 3 years		*Revenue enhancing*
Land acquisition	Purchase land / roof top rights of usage **<€100k per site acquired**	**~€100m** Over the next 3 years		*Profitability enhancing*

Highly remunerative investments with limited incremental leverage

<0.3x cumulative net debt/2016-18 EBITDA

1. Does not include ordinary capex

Summary guidance

Co-tenancy ratio	**Increase in co-tenancy from 1.6x to 1.9x**	▶ More than 2k new tenants within 2018. A large portion is guaranteed by TI under MSA
EBITDA	**High single digit growth**	▶ Revenue growth (new tenants, new sites, new business) ▶ Efficiency initiatives expected >20% cumulative savings
Accretive investment initiatives[1]	**> €135 mln**	▶ Investments policy to build long term revenues and profitability growth
Financial flexibility	**Net debt organically below 1x EBITDA during the plan**	▶ 2015 Dividend Distribution[2] : 90% payout of net income ▶ Potential additional distribution to optimize capital structure

1. Includes capex related to new services and land acquisition
2. The Board of Directors of the company did not yet approve any resolution concerning the possible distribution of dividends for the 2015 financial year; indeed, such a resolution will be instead assumed in connection with the approval of the 2015 financial statements. However, the CEO intends to file with the Board of Directors a proposal for a dividend distribution of 90% of 2015 net income.

Beyond the plan

INWIT
Beyond 2018

The right company to benefit of tech evolution

- Commitment to maintain superior profitability, sound cash flow generation and an attractive distribution policy
- Progressive expansion in next generation wireless infrastructure (e.g. small cells, IoT)
- Cornerstone of consolidation in the domestic market
- Benefit from potential evolution in electromagnetic regulations
- Selected accretive international projects

Thank you

Q&A session