

SHAREHOLDERS' MEETING
27 MARCH 2019 – 3.00 PM (SINGLE CALL)
ROZZANO (MILAN), VIALE TOSCANA 3

PROPOSED RESOLUTIONS

ALLOCATION OF THE PROFITS FOR THE YEAR - RELATED AND CONSEQUENT RESOLUTIONS

Dear Shareholders,

as pointed out in the explanatory report on the proposed approval of the 2018 draft financial statements, this shows a net profit for the year of 140,760,895 euros.

In the meeting of 18 February 2019 the Company's Board of Directors resolved to propose the distribution of a sum amounting to 126,600,000 euros to shareholders.

In view of the above, considering that the legal reserve already amounts to a fifth of the share capital (according to the provisions of article 2430, subsection 1, of the Italian Civil Code), we submit the following for your approval

Proposed Resolution

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

- having examined the annual financial report of Infrastrutture Wireless Italiane S.p.A.;
- having taken account of the current amount of the legal reserve;

resolved

1. to use the net profits for the 2018 financial year of Infrastrutture Wireless Italiane S.p.A., amounting to 140,760,895 euros, as follows:
 - distribution to Shareholders, as a dividend, of 0.211 euros, gross of any withholdings prescribed by law, for each of the ordinary 600,000,000 ordinary shares outstanding on 15 April 2019, the scheduled "coupon date", for the total sum of 126,600,000 euros;
 - to carry forward the remaining part, amounting to 14,160,895 euros;

2. to pay the dividend on 17 April 2019, with “coupon date” for coupon no. 4 coinciding with 15 April 2019 and “*record date*” (namely the date of entitlement to the payment of the dividend itself, pursuant to art. 83-*terdecies* of the Consolidated Law on Finance) coinciding with 16 April 2019.