



Telecom Italia Group –Direction and coordination: Telecom Italia S.p.A.  
INFRASTRUTTURE WIRELESS ITALIANE S.p.A.  
Registered Office in Milan at Via Gaetano Negri n. 1  
PEC - Certified Electronic Mail: [adminpec@inwit.telecompost.it](mailto:adminpec@inwit.telecompost.it)  
Share capital 600,000,000 euros fully paid up  
Tax Code/ VAT Registration Number and Milan - Monza Brianza - Lodi Business Register Number  
08936640963

## NOTICE OF SHAREHOLDERS' MEETING

Those entitled to vote in the Meeting of the Ordinary Shareholders of Infrastrutture Wireless Italiane S.p.A. (the "Company") are hereby called to meet at 3.00 p.m. on 19 December 2019 for the extraordinary and ordinary meeting (in a single call) in Rozzano (Milan) at Viale Toscana 3 to discuss and resolve on the following

### AGENDA

#### EXTRAORDINARY PART OF THE MEETING:

- Approval of the Project of Merger by incorporation of Vodafone Towers S.r.l. in INWIT S.p.A pursuant to article 49, subsection 1, para. letter g) of the Consob Issuers' Regulation for the purposes of exemption from the public purchase offer obligation; related and consequent resolutions
- Approval of the amendments to articles 5, 11, 13, 16, 18, 22 and 23 of the Articles of Association and subsequent approval of the amended Articles of Association, effective as from the date of the Merger; related and consequent resolutions

#### ORDINARY PART OF THE MEETING:

- Appointment of two members of the Board of Directors; related and consequent resolutions
- Distribution of an extraordinary dividend conditional upon completion of the Merger; related and consequent resolutions

### PRESENTATION OF PROPOSED RESOLUTIONS ON OTHER ITEMS ON

#### THE AGENDA /SUPPLEMENTARY AGENDA

Ordinary Shareholders who, also jointly, represent at least 2.5% of the ordinary share capital, having demonstrated their entitlement in the forms prescribed by the applicable regulations may submit, within ten days from publication of this notice, proposals on matters already on the agenda and request that the matters to be dealt with by the Shareholders Meeting be supplemented.

The request and a report illustrating its rationale, together with a copy of an identity document of the requesting party, must be received within the terms of law, either on paper to the following address:

INWIT S.p.A.  
Investor Relations  
Piazza Trento, 10  
00198 ROMA - ITALY

by fax to +390691254356; by e-mail to the following address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it); or through the specially created section on the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm), where further information is available.

### DOCUMENTATION

The following information is available to the public at the registered office of the Company and through the "1INFO" data storage mechanism ([www.1info.it](http://www.1info.it)), as well as on the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm):

- the documents related to the merger by incorporation of Vodafone Towers S.r.l. in INWIT S.p.A, the relevant explanatory report and the proposed resolutions on the topics on the agenda, in compliance with the terms prescribed by law.

### QUESTIONS ON THE TOPICS ON THE AGENDA

Those entitled to vote, having demonstrated their entitlement in the forms prescribed by the applicable regulations, may ask questions on the topics on the agenda before the Meeting, to be received by the Company by 16 December 2019 complete with a copy of an identity document, on paper to the following address:

INWIT S.p.A.  
Investor Relations  
Piazza Trento, 10  
00198 ROMA - ITALY

by fax to +390691254356; by e-mail to the following address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it) or through the specially created section on the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm), where further information is available.

### ENTITLEMENT TO VOTE

Persons for whom the relevant intermediary has transmitted to the Company the appropriate communication attesting that such person is entitled to vote as

of 10 December 2019 (*the record date*) are entitled to speak and vote at the Shareholders' Meeting. Those who will become the owners of ordinary shares only after this date will not be entitled to speak or vote at the Shareholders' Meeting.

### REMOTE VOTING

Ordinary Shareholders entitled to vote at the Shareholders' Meeting may also vote electronically through the specific section of the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm) starting from 29 November 2019 and up to and including 18 December 2019, pursuant to the procedures and limits described therein. Further details and the legal regulations on electronic voting may be found on the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm).

### VOTING BY PROXY

Those entitled to vote may appoint a representative in the Shareholders' Meeting by providing a written proxy, within the limits set out under Italian law. A proxy form is available from the Registered Office of the Company and may be downloaded from the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm) in printable version. Copies of the proxies – together with a copy of an ID document of the delegating shareholder – must be sent or notified to the Company and received by 18 December 2019, either on paper to the following address:

INWIT S.p.A.  
Investor Relations  
Piazza Trento, 10  
00198 ROMA - ITALY

by fax to +390691254356, by e-mail to the following address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it) or through the website [www.inwit.it/en/agm](http://www.inwit.it/en/agm), where further information is available.

For the Shareholders' Meeting to which this notice refers, the appointment of a representative designated by the Company is not provided for in accordance with Article 8 of the Company's Bylaws.

### TOTAL NUMBER OF SHARES AND RIGHT TO VOTE

The subscribed and fully paid in share capital is equal to 600,000,000 euros, divided into 600,000,000 ordinary shares (with the right to vote in ordinary and extraordinary meetings of the shareholders of the Company), all without par value.

### ORGANISATION

To participate in the meeting, ordinary shareholders entitled to vote at the Shareholders' Meeting and their representatives are invited to present themselves before the time scheduled for the start of the meeting, with an identity document; accreditation activities will start at 1.30 p.m. on 19 December 2019.

A free shuttle service will be offered to those participating in the meeting, departing at 1.00 p.m. on 19 December 2019, from Piazza degli Affari (in front of Borsa Italiana) to the meeting venue. A shuttle will return to Piazza degli Affari following the meeting.

In order to use the shuttle service all reservations must be made by 18 December 2019, using the toll-free number 800899389 or by sending an email to [navette.assemblea@telecomitalia.it](mailto:navette.assemblea@telecomitalia.it).

### FURTHER INFORMATION

The Registered Office of the Company is open to the public on working days between 10.00 a.m. and 1.00 p.m. (CET). The following contact details may be used for information or requests for documentation

- toll-free number 800020220 (for calls from inside Italy)
- telephone +39 011 2293603 (for calls from outside Italy)
- e-mail address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it)

The extract from the present notice of shareholders' meeting will be published in Il Sole-24 Ore, on 19 November 2019.

Milan, 18 November 2019