

NOTICE OF SHAREHOLDERS' MEETING

Those entitled to vote in the Meeting of the Ordinary Shareholders of Infrastrutture Wireless Italiane S.p.A. - INWIT S.p.A. are hereby called to meet at 3.00 p.m. on 28 July 2020 for the ordinary meeting (in a single call) at the Studio Notarile Marchetti in Milan, via Agnello n. 18, to discuss and resolve on the following

AGENDA

- 2020-2024 Long-Term Incentive Plan; related and consequent resolutions
- 2020 Broad-Based Share Ownership Plan; related and consequent resolutions
- Changes to the 2020 Report on the Remuneration Policy; Approval of the first section (2020 Remuneration Policy)
- Authorisation to purchase and dispose of treasury shares; related and consequent resolutions
- Appointment of a Director; related and consequent resolutions

Note that the date and/or place and/or attendance and/or voting procedures and/or conduct of the Shareholders' Meeting indicated in this call notice are subject to compatibility with existing legislation or measures issued by the relevant authorities in view of the current COVID-19 epidemiological emergency.

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.
Legal & Corporate Affairs
Piazza Trento, 10
00198 ROME - ITALY

by fax to +390691254356; by e-mail to the following address
assemblea@pec.inwit.it.

DOCUMENTATION

The explanatory reports on all the items on the agenda and remaining documentation for the Shareholders' Meeting are available to the public at the registered office of the Company and through the "1INFO" data storage mechanism (www.1info.it), as well as on the website www.inwit.it/en/agm.

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 21 July 2020 complete with a copy of an identity document, on paper to the following address:

INWIT S.p.A.
Legal & Corporate Affairs
Piazza Trento, 10
00198 ROMA - ITALY

by fax to +390691254356; by e-mail to the following address
assemblea@pec.inwit.it, or through the specially created section on the website www.inwit.it/assemblea, where further information is available.

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/assemblea starting from 8 July 2020 and up to and including 27 July 2020, 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/assemblea.

DESIGNATED REPRESENTATIVE AND VOTING BY PROXY

In relation to the epidemiological emergency caused by COVID-19, by virtue of the exceptional regulations set out in Decree Law no. 18 of 17 March 2020 ("Decree no. 18") and without prejudice to the other methods of remote voting specified above, attendance and voting at the shareholders' meeting shall take place exclusively through the Designated Representative, appointed in accordance with Article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998 ("CLF"), identified as the law firm Trevisan & Associati based in Milan, Viale Majno 45, and any of its Substitutes (the "Designated Representative"). The Designated Representative may be conferred with proxies or subproxies in accordance with Article 135-novies of Italian Legislative Decree no. 58 of 24 February 1998, in derogation from Art. 135-undecies, subsection 4 of the same Decree.

The proxy pursuant to Art. 135-undecies of the CLF made on the Designated Representative applies only for proposals in connection with which voting instructions have been given and is conferred by filling in and signing the specific form, available from the website www.inwit.it/assemblea, where it can be printed. A copy of the proxy form for the Designated Representative, pursuant to Art. 135-undecies of the CLF, may also be requested from the contact details given at the end of the notice.

The duly completed and signed proxy form - complete with a copy of an ID document of the delegating party, related voting instructions and, in the case of a legal person, documentation proving the corporate powers (copy of the chamber of commerce certificate or similar) - must be received by and no later than the second trading day prior to the date scheduled for the Shareholders' Meeting (that is, by and no later than 23.59 on 24 July 2020) at the address

STUDIO LEGALE TREVISAN & ASSOCIATI
Viale Majno, 45
20122 MILAN – ITALY
(Ref. "2020 INWIT Shareholders' Meeting Proxy")

Without prejudice to the sending of the original proxy complete with voting instructions, the same may also be notified electronically to the certified email address: rappresentante-designato@pec.it.

The proxy and voting instructions can be revoked by the same deadline.

The Designated Representative has made available telephone number 800134679 and e-mail address rappresentante-designato@trevisanlaw.it, for any information and clarifications necessary.

Those entitled to vote may also organise their representation at the Shareholders' Meeting by written proxy and/or sub-proxy, pursuant to Art. 135-novies of the CLF, without prejudice to the fact that the meeting will only be attended through the Designated Representative, with the option to use the proxy form and the sub-proxy form pursuant to Art. 135-novies of the CLF available on the website www.inwit.it/assemblea.

Copies of proxies pursuant to Art. 135-novies of the CLF - together with a copy of an ID document of the delegating shareholder, relative voting instructions and, in the case of a legal person, documentation proving the corporate powers (copy of the chamber of commerce certificate or similar) - can be sent or notified to the Company, to be received by 12.00 p.m. on 27 July 2020, either on paper to one of the following two address:

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Legal & Corporate Affairs
Piazza Trento, 10
00198 ROMA - ITALY

by fax to +390691254356, by e-mail to the following address
assemblea@pec.inwit.it, or through the website www.inwit.it/assemblea, where further information is available.

or

STUDIO LEGALE TREVISAN & ASSOCIATI
Viale Majno, 45
20122 MILAN – ITALY
(Ref. "2020 INWIT Shareholders' Meeting Proxy")

or by certified electronic mail to the address rappresentante-designato@pec.it or by email to: rappresentante-designato@trevisanlaw.it

The proxy thus conferred shall be valid only for the proposals in relation to which

voting instructions have been given.

MEETING ATTENDANCE BY MEMBERS OF THE GOVERNING BODIES

Attendance at the Shareholders' Meeting of members of the company bodies and of other entitled subjects may also occur via the use of distance communication methods that allow them to be identified, in compliance with the applicable regulatory provisions for this eventuality.

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 960,200,000 ordinary shares (with the right to vote in ordinary and extraordinary meetings of the shareholders of the Company), all without par value.

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 17 July 2020 (the *record date*) are entitled to speak and vote at the Shareholders' Meeting exclusively through the Designated Representative. 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.

FURTHER INFORMATION

The following contact details may be used for information or requests for documentation:

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

Milan 26 June 2020