



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  
Share capital 600,000,000 euros fully paid up  
Tax Code/ VAT Registration Number and Milan - Monza Brianza - Lodi Business Register Number  
08936640963

#### SUPPLEMENT AND RECTIFICATION OF THE CALL NOTICE

Following the measures taken to contain the outbreak, including, most recently, the order issued by the Regional Authority of Lombardy no. 514 on 21 March 2020 and the Decree of the President of the Council of Ministers of 22 March 2020 on the travel of natural persons within national territory, in relation to the call notice published on 6 March 2020 for the Company's shareholders' meeting to be held on 6 April 2020 said call notice is hereby supplemented and rectified as follows.

Pursuant to Decree Law no. 18/2020, the attendance of the shareholders' meeting by all those entitled to vote, without prejudice to all other remote voting methods specified herein, 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 (Consolidated Law on Finance "CLF"), identified as the Trevisan & Associati law firm ("**Designated Representative**").

The proxy, in accordance with Art. 135-*undecies* of the CLF, can be conferred, with voting instructions on all or some of the proposals on the agenda, to the law firm Trevisan & Associati, as Designated Representative, signing the proxy form available on the website [www.inwit.it/assemblea](http://www.inwit.it/assemblea), as long as the proxy in question reaches the Designated Representative by letter sent recorded delivery or certified e-mail sent to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it), by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting, i.e. by 2 April 2020. The proxy thus conferred shall be valid only for the proposals in relation to which voting instructions have been given. The proxy and voting instructions can be revoked by the same deadline.

Proxies or sub-proxies can also be conferred upon said Designated Representative in accordance with Article 135-*novies* of the CLF, in derogation from Art. 135-*undecies*, subsection 4 of the same decree, which to this end will act as proxy or sub-proxy. A proxy form pursuant to Art. 135-*novies* of the CLF is available on the website [www.inwit.it/assemblea](http://www.inwit.it/assemblea)

Again in accordance with Decree Law no. 18/2020, under the terms clarified above, the Shareholders' Meeting shall be held exclusively with remote attendance using telecommunications means, via the contact details that will be supplied to all those entitled for various reasons to intervene in the Shareholders' Meeting (Chairman, Designated Representative, Directors and Standing Auditors) or authorised to attend by the Chairman (e.g. employees and collaborators of the Company and representatives of the Independent Auditing Firm).

In consideration of the methods by which the Shareholders' Meeting will be held, it will, by convention, be considered as convened to and held at the offices of the Notary Marchetti in Milan, at via Agnello n. 18.

Below, as supplemented and adjusted, is the text of the call notice.

## 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 6 April 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

- Financial statements as at 31 December 2019 - approval of the financial statements documentation - related and consequent resolutions
- Allocation of the profits for the year - related and consequent resolutions
- Report on the policy regarding remuneration and fees paid
  - Approval of section one (2020 remuneration policy)
  - Non-binding vote on section two (2019 fees)

### 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 & Compliance  
Piazza Trento, 10  
00198 ROMA - ITALIA

by fax to +390691254356; by e-mail to the following address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it).

### DOCUMENTATION

The following information will be made 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):

- from today the documentation concerning the proposal on the agenda;
- by the date established by law the financial documentation (draft financial statements of the Company, report on operations, report of the Board of Statutory Auditors, opinion of the independent auditors), the Report on remuneration and the Report on corporate governance and ownership structure.

### 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 30 March 2020 complete with a copy of an identity document, on paper to the following address:

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

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/assemblea](http://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](http://www.inwit.it/assemblea) starting from 17 March 2020 and up to and including 5 April 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](http://www.inwit.it/assemblea).

### DESIGNATED REPRESENTATIVE

In connection with the epidemic emergency caused by COVID-19, by virtue of the exceptional regulations set out in Decree Law no. 18 of 17 March 2020 and without prejudice to the other methods of remote voting specified above, attendance of 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 (the Consolidated Law on Finance "CLF"), identified as the Trevisan & Associati law firm ("**Designated Representative**") and without prejudice to the fact that proxies or sub-proxy can also be conferred upon the Designated Representative, 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](http://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 and related voting instructions - must be received by 2 April 2020 at

Studio Legale  
Trevisan & Associati  
Corso Monforte 36  
20122 MILANO –  
Italia

or to the certified e-mail address [rappresentante-designato@pec.it](mailto: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](mailto:rappresentante-designato@trevisanlaw.it), for any information and clarifications necessary.

### VOTING BY PROXY

Those entitled to vote may also organise their representation in 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, who, to this end, will act as proxy or sub-proxy. A proxy form pursuant to Art. 135-*novies* of the CLF is available on the website [www.inwit.it/assemblea](http://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 and voting instructions - can be sent or notified to the Company, to be received by 2 April 2020, either on paper to one of the following two address:

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

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/assemblea](http://www.inwit.it/assemblea), where further information is available.

or

Studio Legale Trevisan & Associati  
Corso Monforte 36,  
20122 MILANO –Italia

or by e-mail to the following address [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it); or [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it)

The proxy thus conferred shall be valid only for the proposals in relation to which voting instructions have been given.

### 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.

Starting 31 March 2020 (the date of effect of the merger by incorporation of Vodafone Towers S.r.l. into INWIT S.p.A.), the subscribed and fully paid in share capital is equal to 600,000,000.00 euros, divided into 960,000,000 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 26 March 2020 (*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.

#### FURTHER INFORMATION

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)

Milan, 27 March 2020