



INWIT

REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID

Prepared pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and in compliance with Annex 3A, schedules 7-bis and 7-ter of CONSOB regulation no. 11971 of 14 May 1999 and subsequent amendments

Report approved by the Board of Directors at its meeting of 04 March 2021

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Registered Office in Milan at Via Gaetano Negri 1
Share capital 600,000,000.00 euros fully paid up
Tax Code and Milan - Monza Brianza - Lodi Business Register Number 08936640963

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Letter from the Chairman of the Nomination and Remuneration Committee

Dear Shareholders,

together with the other members of the Nomination and Remuneration Committee Laura Cavatorta and Antonio Corda, I am pleased to present the "Report on Remuneration Policy and Compensation Paid" for the financial year 2020, prepared in accordance with the new principles of EU Directive 2017/828 - Shareholder Rights Directive 2, which is increasingly intended as an opportunity to present and discuss with Shareholders the remuneration policies adopted by the Company.

First of all, I would like to emphasise that 2020 was a year characterised by important discontinuities and demanding challenges for our Company: the merger by incorporation of Vodafone Towers into INWIT in March gave rise to the first Tower Company in Italy and projected INWIT into the panorama of leading Italian companies. All this in a context of extreme uncertainty generated by the health emergency caused by the spread of the Covid-19 virus which, in addition to the effects ingrained internationally on the economic and social system, imposed a structural rethinking of work organisation models and the implementation of protocols and safety measures needed to safeguard workers' health.

In line with the new corporate and business structure following the merger with Vodafone Towers, the Committee has proposed that the Board of Directors submit to the Shareholders' Meeting on 28 July 2020, an update to the first section of the Remuneration Policy already approved by the Shareholders' Meeting on 6 April 2020. The Shareholders' Meeting approved the redefinition of both the short-term and long-term incentive systems for Management and the compensation package for the Chief Executive Officer and General Manager.

In November 2020, INWIT's new Business Plan was also presented to the market, outlining an ambitious path for growth in economic and financial performance and return for Shareholders, with particular focus on the sustainable development of business. Alongside the Business Plan, the Board of Directors also approved the new 2021-2023 Sustainability Plan, which takes its cue from the UN 2030 Agenda and focusses on five areas of commitment (Governance, People, Environment, Innovation and Community).

The Committee's commitment has always been aimed at ensuring that remuneration policies are an effective tool for achieving strategic priorities in the medium and long term, by aligning the interests of Management and Employees with the objective of creating sustainable value for Shareholders and stakeholders, as well as guaranteeing the Company's ability to attract, retain and motivate valuable resources.

The central role of the remuneration policy in promoting the engagement of its employees and supporting the achievement of company objectives was confirmed by the launch of the Broad-Based Share Ownership Plan, which involves all employees and aims to encourage the "active" participation of people in the Company's results.

The Nomination and Remuneration Committee believes that the remuneration policy proposed for 2021 is in line with best practices and consistent with INWIT's strategy inasmuch as strongly inspired by the pay-for-performance logic and valorising a balanced pay-mix. This Report also sets out to highlight in a comprehensive and detailed manner the connection between remuneration, strategy and sustainability.

I would like to take this opportunity to thank Filomena Passeggio, who preceded me as Chairwoman of the Nomination and Remuneration Committee up to 2 October 2020, for her valuable contribution.

Lastly, I would like to thank you, the Shareholders, for your support and for spending the time to read our Report, in the hope that you will appreciate the changes introduced this year

Mr Rosario Mazza

Chairman of the Nomination and Remuneration Committee

Executive Summary

CEO AND GENERAL MANAGER

KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES

FIXED REMUNERATION

Rewards the skills, experience and contribution required of the position

- Waiver of Director's fees
- 400,000 euros as General Manager

- Accordingly with the complexity of the position
- Consistency with rules and mechanisms for movement within defined pay bands with the support of specialist advisor Korn Ferry
- Comparison with the external market

SHORT TERM VARIABLE INCENTIVE (MBO)

Monetary plan, incentivizes the achievement of annual financial and non-financial targets

- 300,000 euro target bonus (75% fixed remuneration)
- Performance parameters:
 - Total revenues (weight 20%)
 - EBITDAal Inwit (30%)
 - Recurring Free Cash Flow (20%)
 - Service Performance: Site development (15%)
 - Sustainability (15%)
- Cap of 150% of target bonus
- Clawback clause

- 30% fixed remuneration
- Performance parameters:
 - Total revenues (weight 20%)
 - EBITDAal Inwit (30%)
 - Recurring Free Cash Flow (20%)
 - Functional parameters (15%)
 - Sustainability (15%)
- Cap of 150% of target bonus
- Clawback clause

LONG TERM VARIABLE INCENTIVE (LTI)

Share plan (performance shares), aimed at aligning, over the long term, the actions of Management with the interests of Shareholders

- Rolling plan based on 3 three-year cycles
- No. of target shares for each cycle for an equivalent-value of 300,000 euros (75% fixed remuneration)
- Performance parameters:
 - Relative Total Shareholder Return (TSR) (weight 45%);
 - Free Cash Flow to Equity (40%);
 - Sustainability (15%)
- Cap of 150% of target bonus
- Clawback clause

- Rolling plan based on 3 three-year cycles
- No. of target shares for each cycle equal to 50% of fixed remuneration
- Performance parameters:
 - Relative Total Shareholder Return (TSR) (weight 45%);
 - Free Cash Flow to Equity (40%);
 - Sustainability (15%)
- Cap of 150% of target bonus
- Clawback clause

BENEFITS

Integration of compensation packages and alignment with market standards

- Company car for mixed use
- Social security and insurance benefits provided by Fontedir and Assida
- Directors & Officers policy

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- Social security and insurance benefits provided by Fontedir and Assida
- Directors & Officers policy

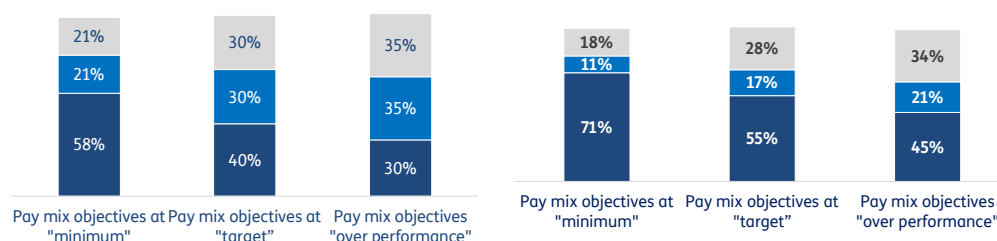
SEVERANCE

Indemnities aimed at safeguarding the interests of the company, preventing possible disputes

- Indemnity for early termination of office as Director or termination of employment without just cause
- Criteria for calculating the indemnity in line with the Collective Employment Agreement:
 - Maximum 24 months' pay (GAP plus average MBO paid in the last three years)
 - indemnity for lack of notice

- Indemnity for termination of employment without just cause
- Criteria for calculating the indemnity in line with the Collective Employment Agreement:
 - Maximum 24 months' pay (GAR plus average MBO paid in the last three years)
 - indemnity for lack of notice

PAYMIX (%)



OTHER INFORMATION

BROAD-BASED SHARE OWNERSHIP PLAN

Plan aimed at promoting engagement, strengthening the sense of belonging and encouraging employee participation in the achievement of company results

- Addressed to all employees (excluding the Chief Executive Officer/General Manager and top management)
 - In 2020 the free allocation of a package of INWIT ordinary shares to employees took place (about 98% of the company population adhered to the Plan) and the possibility of purchasing additional shares at a 10% discount was introduced (about 80% of the beneficiaries took advantage of this opportunity)
 - In 2021, 12 months after the allocation of the bonus shares and/or the purchase of the shares at a discount, employees are eligible for a bonus share if they remain employed and retain ownership of the shares
-

NEW ASPECTS OF THE POLICY

- Strengthening of the Remuneration Policy connection with corporate strategy and sustainability, through the inclusion of new sustainability parameters in the variable incentive systems
 - Introduction of new parameters in the short- and long-term variable incentive systems with particular reference to sustainability parameters, for which the relative weight of attribution has been increased
-

Introduction

Legislative Decree No. 49 of 10 May 2019 (the "Decree"), in transposing Directive (EU) 2017/828 - Shareholder Rights Directive 2, amended Article 123-ter of the Consolidated Law on Finance ("CLF"); in December 2020 Consob then amended the Regulation adopted by No. 11971/1999, as amended (the "Issuers' Regulation").

Pursuant to the aforementioned Article 123-ter, the Company submits to the vote of the shareholders the new Remuneration Policy Report, approved by the Board of Directors on 4 March 2021 at the proposal of the Nomination and Remuneration Committee and prepared in accordance with Scheme 7-bis of Annex 3A to the Issuers' Regulations in force at the date of preparation of the Report.

The Report is sent to Borsa Italiana and made available to the public at the Company's registered office and on the Company's website at least twenty-one days prior to the date of the Shareholders' Meeting called for 20 April 2021.

The Report is divided into two sections:

- in Section 1 sets out the remuneration policy (the "Policy") for 2021 drawn up by Infrastrutture Wireless Italiane S.p.A. (hereinafter "INWIT" or the "Company") for the remuneration of Directors, members of the control bodies and Managers with Strategic Responsibilities (hereinafter also "Key Managers"), indicating the principles and objectives pursued, the bodies involved and the criteria used for its design and implementation. This section is subject to the non-binding vote of the Shareholders' meeting. The 2021 Policy has been drawn up in accordance with the guidelines on remuneration contained in the Corporate Governance Code of Borsa Italiana S.p.A. (hereinafter the "Corporate Governance Code"), in the January 2020 version;
- in Section 2, the compensation paid in 2020 to the Directors, members of the control bodies and Managers with Strategic Responsibilities, illustrating its alignment with the previous year's remuneration policy. This section is subject to the non-binding vote of the Shareholders' meeting.

Furthermore, the Report shows the shareholdings of the Directors, Statutory Auditors and other Key Managers in the Company.

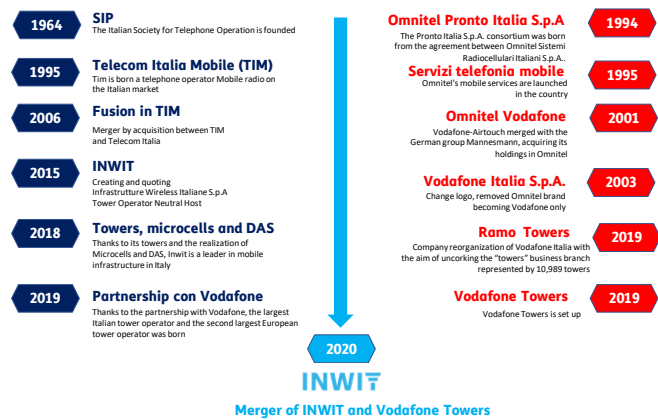
INWIT

Infrastrutture Wireless Italiane S.p.A. is a joint-stock company operating throughout Italy which, thanks to its consolidated experience, is now the leading national provider and operator of telecommunications infrastructure and is the result of the merger of INWIT with Vodafone Towers, completed at the end of March 2020.






INWIT builds and manages technological plants and civil structures such as towers, pylons and masts that mainly house radio transmission equipment for telecommunications and the broadcasting of radio and television signals. In addition, with the objective of continuing to optimise wireless services, the company has expanded its business in recent years with a number of additional services that complement its market offer. INWIT is building its own mobile telephony coverage service through its own DAS (Distributed Antenna System) systems, which provide optimal coverage of highly frequented sites, both outdoors (e.g. squares, historic centres, beaches) and indoors (e.g. office buildings, industrial plants, shopping centres, hospitals, stadiums and other sports facilities, museums and universities).

INWIT started out in March 2015 as a spin-off of Telecom Italia's "Tower" branch designated for the operational management, monitoring and maintenance of the group's towers and repeaters.

INWIT has consistently made a significant contribution to the coverage of wireless telephony services in Italy, increasing its sites with a view to developing new technologies, starting with 5G.



The merger with Vodafone Towers in March 2020, is a significant milestone that has led INWIT to become the largest tower operator in Italy.

-  **22k+**
48% market share
Urban 43% of towers; Rural 57%
One tower every 3km
-  **41k tenants**
32.2k anchors, 8.8k other parties
-  **1.1k**
Own fiber backhaul links
-  **4.3k**
RU SC and DAS
-  **200 FTEs; ~ 1k people ecosystem**

In 2020 INWIT decided to push forward on the road to sustainability: the Sustainability Committee was set up within the Board of Directors, initiatives and projects focused on the five areas of commitment set out in the 2021-2023 Sustainability Plan, launched at the end of 2020, were defined and launched: Governance, People, Environment, Innovation and Community.

In line with this change of pace, as of November 2020 INWIT has adhered to the principles of the Global Compact promoted by the United Nations on human rights, labour standards, environmental protection and anti-corruption, committing



to integrate the ten principles within the company's strategy, culture and daily operations.

Furthermore, in order to strengthen its commitment in terms of inclusion and sustainability, INWIT has signed the Women's Empowerment Principles promoted by the United Nations Global Compact and UN Women.

FIRST SECTION: 2021 REMUNERATION POLICY

1. GOVERNANCE OF THE REMUNERATION PROCESS

Bodies involved in the preparation, approval and implementation of the Remuneration Policy

INWIT's remuneration policy is defined in accordance with the governance model adopted by the Company and with the recommendations of Borsa Italiana's Corporate Governance Code.

INWIT adopted the Corporate Governance Principles with a resolution of the Board of Directors on 27 February 2015, subsequently modified by resolutions on 21 December 2015 and 23 April 2020. Pursuant to the Company's related party transaction procedure (which can be viewed on the website www.INWIT.it – Governance section), any decision on the remuneration of Directors and Key Managers that comply with the remuneration policy submitted to the General Shareholders' Meeting are considered irrelevant and thus do not fall within the scope of CONSOB regulation No. 17221/2010. In the case of applying exceptions to the Remuneration Policy, INWIT plans to submit the relevant resolutions of the Board of Directors to the Procedure for related party transactions.

The remuneration policy is defined in a transparent manner through a process that involves the bodies indicated below.

A summary of the main areas of intervention of the Company Bodies and departments in relation to the governance of Remuneration Policies is provided below.

Shareholder's Meeting

SHAREHOLDERS' MEETING

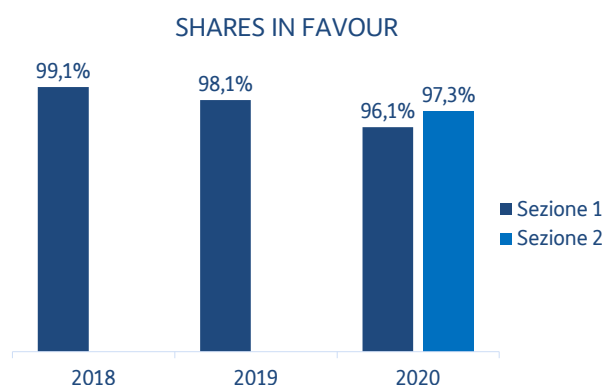
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- Expresses itself annually, with binding vote, on the first section of the Remuneration Report, containing the remuneration policy for the year after the one reported. Also expresses itself with non-binding vote on the second section
-
- Defines the total gross annual remuneration of the Board of Directors, on the basis of proposals made by shareholders when submitting the lists of candidates, in view of the appointment of the new Board
-
- Passes resolutions, upon proposal of the Board of Directors, on any remuneration plans providing for the assignment of financial instruments to Directors and employees, including Key Managers with Strategic Responsibilities.
-

For the sake of completeness, the record of votes by the Shareholders' Meeting held on 28 July 2020 is provided in Section I: the number of shares present at the Shareholders' meeting was 817,524,866, representing 85.14% of the share capital.

	NUMBER OF SHARES	SECTION 1
Shares in favour	786,005,586	96.14%
Shares against	31,512,742	3.85%
Abstentions	6,538	0.01%

As regards the vote on Section II of the 2020 Remuneration Report, the voting record of the Shareholders' Meeting of 6 April 2020 is shown: the number of shares present at the Meeting was 852,846,889, or 88.82% of the share capital.

	NUMBER OF SHARES	SECTION 2
Shares in favour	830,032,032	97.32%
Shares against	22,622,306	2.65%
Abstentions	192,551	0.02%



The percentages of shares in favour were calculated on the total number of shares present at the meeting.

Following the 2021 Shareholders' Meeting, INWIT will launch a shareholder engagement plan, through a structured process aimed at discussing issues of interest with shareholders and proxy advisors and exploring them further.

Board of Directors

The Shareholders' Meeting of 20 March 2020 appointed the Board of Directors, which will take office from the date of completion of the merger of Vodafone Towers into INWIT (31 March 2020), setting the number of members at 13. Following the co-option of three Directors on 23 April 2020 and 2 October 2020, five members of the current Board meet the independence requirements of Legislative Decree No. 58/1998 and the Corporate Governance Code. On 31 March 2020, the Board of Directors appointed Emanuele Tournon as Chairman of the Board of Directors without executive powers, and Giovanni Ferigo as Chief Executive Officer of INWIT also with the role of General Manager of the Company.

BOARD OF DIRECTORS

- Approves the Remuneration Report pursuant to Article 123-ter of the CLF, upon proposal of the Nomination and Remuneration Committee

 - Approves the subdivision of the total remuneration assigned by the Shareholders' Meeting to the Board of Directors — in the event the Shareholders have not taken any decision thereon — based on the proposals submitted by the Nomination and Remuneration Committee

 - Determines the remuneration of Directors who hold special positions, based on the proposals made by the Nomination and Remuneration Committee and after consulting with the Board of Statutory Auditors

 - Defines, at the proposal of the Nomination and Remuneration Committee, a policy for the remuneration of the Executive Directors and Key Managers with Strategic Responsibilities

 - Submits proposals to the Shareholders' Meeting on any remuneration plans providing for the assignment of financial instruments to Directors and employees, including Key Managers with Strategic Responsibilities.
-

Nomination and Remuneration Committee

The Nomination and Remuneration Committee, appointed on 23 April 2020, comprises three Directors, the majority of whom are independent: Rosario Mazza - independent director, co-opted to the Board following the resignation of director Passeggio - Laura Cavatorta, independent director and Antonio Corda.

The Chairman of the Committee is the director Rosario Mazza.

The Board of Statutory Auditors is always invited to the Committee's meetings and attends in the person of the Chairman of the Board or, if the latter is unable to attend, another Statutory Auditor designated by the same.

The issues dealt with by the Committee are reported to the Board of Directors.

The Committee meets regularly and as frequently as required to perform its functions.

The following table shows the departments involved in remuneration:

NOMINATION AND REMUNERATION COMMITTEE

- Proposes the criteria for allocating the total annual compensation established by the Shareholders' Meeting for the whole Board of Directors

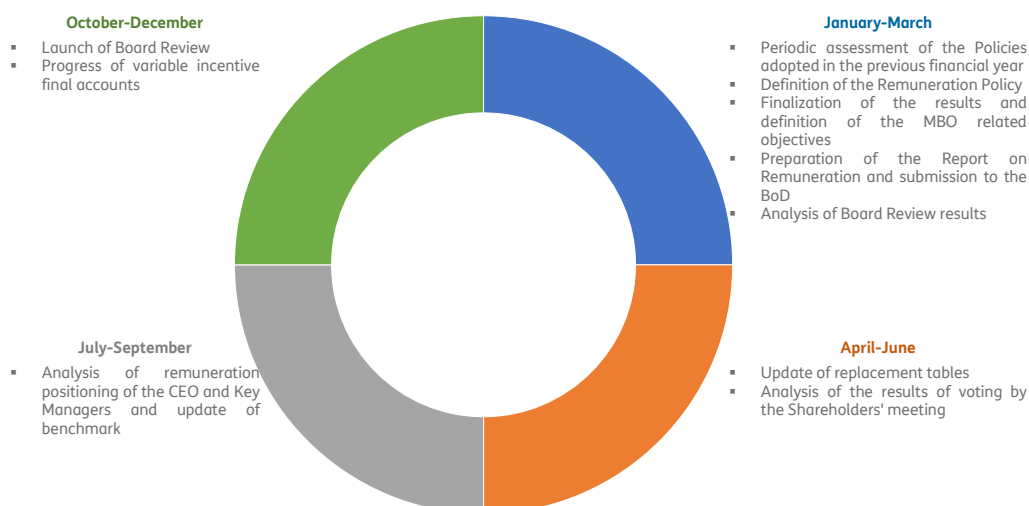
 - Proposes to the Board of Directors the definition of the remuneration policy for Directors and Key Managers with Strategic Responsibilities

 - Periodically evaluates the adequacy, overall consistency and actual application of the policy for the remuneration of Directors and Key Managers with Strategic Responsibilities, also on the basis of the information provided by the managing directors, and formulates proposals to the Board of Directors in that regard

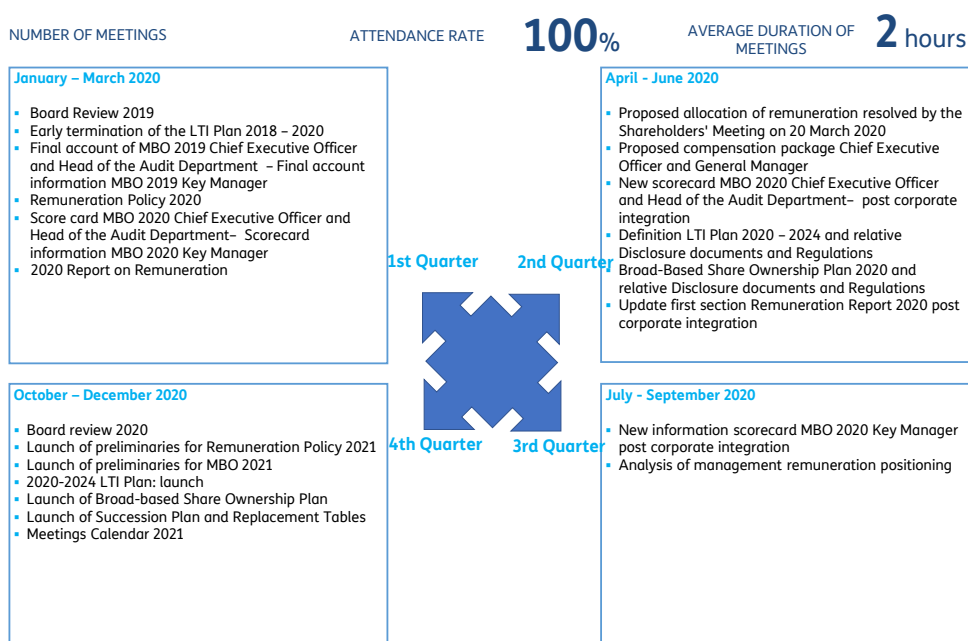
 - Examines, with the assistance of the Human Resources Function, the remuneration policy for managers, with specific regard to the Key Managers with Strategic Responsibilities

 - Submits proposals or issues opinions to the Board of Directors for the remuneration of Executive Directors and other Directors who cover particular offices as well as for the identification of performance objectives related to the variable component of that remuneration; monitors the implementation of decisions adopted by the Board of Directors and verifies, in particular, the actual achievement of performance objectives.
-

Annual cycle of NRC activities



The main activities carried out by the Nomination and Remuneration Committee, with the support of the Human Resources department, are summarised below for each quarter of 2020:



Board of Statutory Auditors

The Board of Statutory Auditors, appointed by the Shareholders' meeting on 13 April 2018 for the three-year period 2018-2020, is composed of: Stefano Sarubbi (Chairman) and Standing Auditors Umberto La Commara e Michela Zeme. The alternate Auditors are Roberto Cassader and Elisa Menicucci.

As of 5 May 2020, the Board of Statutory Auditors no longer performs the functions of the Supervisory Body.

The Board of Statutory Auditors expresses the opinions required by current legislation on the proposed remuneration of Executive Directors holding specific offices. Pursuant to the Company's Corporate Governance Principles, it also

expresses its opinion on the remuneration of the heads of the control department and oversees the correct implementation of the corporate governance rules on resolutions on remuneration and other benefits.

2. AIMS AND GENERAL PRINCIPLES OF THE POLICY

The 2021 Remuneration Policy is defined in accordance with the governance model adopted by the Company and with the recommendations of Borsa Italiana's Corporate Governance Code.

Our Policy contributes to the achievement of the company's strategic objectives and is based on the following principles:

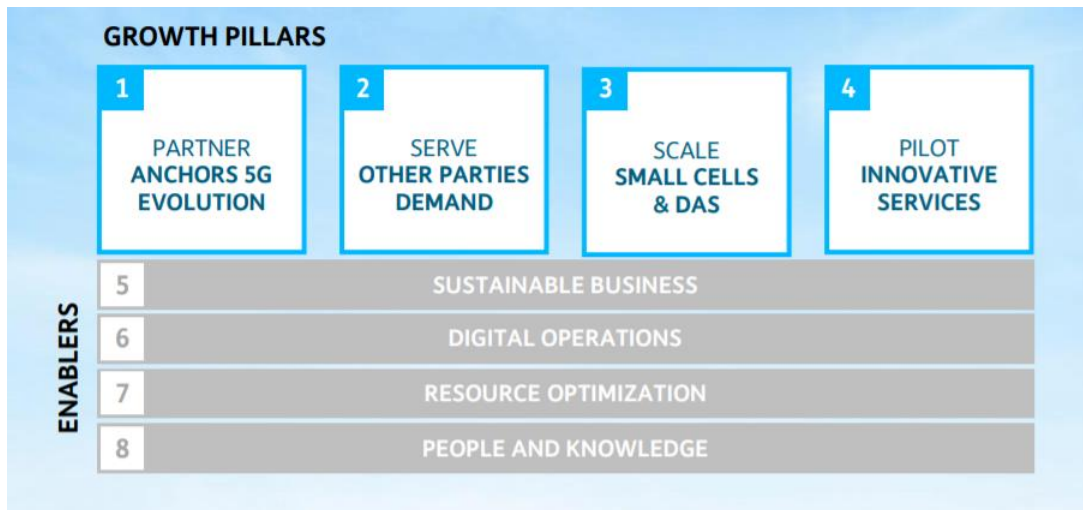
- encouraging the alignment of management interests with the creation of sustainable value for stakeholders in the medium-long term, ensuring compliance with the Pay for Performance criterion;
- attracting, retaining and motivating people with a high professional and managerial profile who are a determining factor for the Company's success;
- ensuring a competitive compensation package of the Chief Executive Officer and General Manager and Managers with Strategic Responsibilities with respect to the best market practices, through positioning analyses and remuneration benchmarks produced with the support of highly specialised advisors;
- ensuring an adequate balance between the fixed component of remuneration and the variable component, correctly divided into short-term and long-term variables, in line with the Company's sustainable growth objectives;
- ensuring consistency with the responsibilities of the position and valorizing the performance rendered, guaranteeing internal fairness, including with reference to the gender gap;
- promoting employee engagement and strengthening the sense of belonging, through instruments that encourage direct participation in achieving objectives and company performance.

3. CONNECTION WITH STRATEGY AND SUSTAINABILITY






INWIT's remuneration systems are defined in close correlation with the Strategic Plan and the Sustainability Plan, so as to direct Management's behaviour and actions towards the Company's overall performance objectives and the expectations of Shareholders and Stakeholders in the medium-long term.

In this sense, the objectives connected with variable incentive systems are identified in such a way as to be predetermined and measurable as well as guaranteeing the right balance between short and long term time horizons and between economic performance-sustainable business development and operating performance.

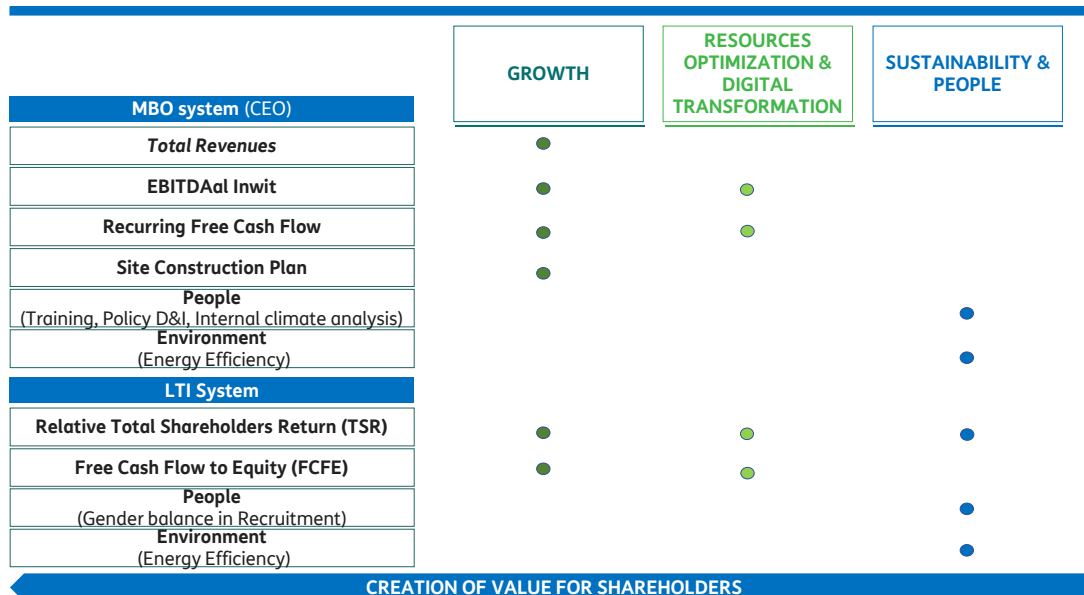
A representation of the pillars underlying the Strategic Plan and the 2021-2023 Sustainability Plan is provided below, highlighting the connection between the strategy and INWIT's Remuneration Policy.



ESG: sustainability plan update

	GOVERNANCE	PEOPLE	ENVIRONMENT	INNOVATION	COMMUNITY
November 2020 Plan - Main targets 2021 - 2023	<ul style="list-style-type: none"> Sustainability in MBO and LTI CDP Climate Change questionnaire Stakeholder Engagement policy 	<ul style="list-style-type: none"> D&I: 50% of women candidates Training: 100% of employees H&S: 0 serious injuries 	<ul style="list-style-type: none"> Carbon neutral by 2025 1.600+ PV plants, 1.300+ high efficiency transformers 100% of electricity from renewable sources 80% waste recycling 	<ul style="list-style-type: none"> Small Cells and DAS IoT, smart cities, drones 3+ partnerships p.a. 	<ul style="list-style-type: none"> Projects in small towns/rural areas Projects in areas with social or cultural relevance 
2020 baseline	<ul style="list-style-type: none"> 46% women in BoD Sustainability Committee 	<ul style="list-style-type: none"> 206 staff, 35% women >4,000 training hours Employee share ownership plan 	<ul style="list-style-type: none"> 2.120.214 GJ total energy consumption 55% of electricity from renewable sources 	<ul style="list-style-type: none"> Grow Small Cells and DAS coverage Tower upgrades Open innovation partnerships 	<ul style="list-style-type: none"> Reduce digital divide with FWA growth DAS in hospitals, universities, museums
2021 focus	<ul style="list-style-type: none"> Promote inclusion in sustainability indices <i>First-time completion of CDP Climate Change questionnaire</i> ESG Supplier qualification checklist 	<ul style="list-style-type: none"> <i>Reach at least 35 hours of training per person</i> Policy D&I 40% of women candidates 	<ul style="list-style-type: none"> <i>60% of electricity from renewable sources</i> <i>400 new solar panels (1 MWp total capacity)</i> Use of Lithium batteries at sites 	<ul style="list-style-type: none"> Pilot projects on advanced sensors University partnerships on Machine Learning, AI and infrastructure for green energy 	<ul style="list-style-type: none"> <i>Lead the FWA market</i> Execute on community projects plan
Supporting the reduction of digital divide and targeting carbon neutrality by 2025					

CONNECTION BETWEEN STRATEGY AND REMUNERATION



4. MAIN CHANGES TO INWIT'S REMUNERATION POLICY

- A stronger connection with business strategy and sustainability: given the Company's focus on the Sustainability Plan, INWIT considers it of fundamental importance to adopt a Remuneration Policy that directly relates the remuneration of company personnel with long-term strategic objectives so as to ensure the sustainable success of the Issuer. The main changes concerned the design of both short-term (MBO) and long-term (LTI) incentive systems for the Chief Executive Officer and Managers with Strategic Responsibilities, so as to make them more dependent on strategy and sustainability through new ESG parameters related in particular to "People" and "Environment" issues.
- Redefinition of MBO parameters: the parameters and relative weights of the short-term incentive system were modified, with particular focus on sustainability issues. Specifically, the KPI "Total Revenues" was introduced (replacing "Revenues from new sites and new services"), the on/off parameter "Antitrust Remediation Procedure" was eliminated and the operating parameters were valorized. In addition, the ESG objectives were modified in order to link them more closely to the Company's sustainability strategy and their relative weights were increased.
- Redefinition of LTI parameters: the weight of attribution of corporate objectives of the long-term incentive scheme were modified with a specific focus on ESG objectives, in order to ensure greater consistency with the Company's sustainability strategy.

5. GUIDELINES AND INSTRUMENTS OF THE REMUNERATION POLICY 2021

Duration of the remuneration policy

This Remuneration Policy has an annual duration so as to ensure continuous dialogue with Shareholders and facilitate their involvement in defining the guidelines of the Company's Remuneration Policy while simultaneously maintaining the flexibility required to promptly respond to the future needs of an extremely dynamic market context.

The Company will therefore submit the Remuneration Policy to the Shareholders' Meeting for approval from year to year.

This Remuneration Policy (hereinafter referred to as the "2021 Remuneration Policy" or, simply, the "2021 Policy") is effective for the year 2021. If the Shareholders' Meeting does not approve the Remuneration Policy, the Company will pay remuneration in accordance with the last Policy approved by the Shareholders' Meeting.

Remuneration of Directors

The Remuneration Policy has been drafted by INWIT's Board of Directors in accordance with applicable laws and statutory regulations, as well as with its Corporate Governance Code.

The Shareholders' Meeting of 20 March 2020 appointed the Board of Directors for the three-year period 2020 - 2022, setting the total emolument at 900,000 euros gross per annum; subsequently, at its meeting on 11 May 2020, the Board of Directors, at the proposal of the Nomination and Remuneration Committee, resolved to allocate the total emolument as follows:

REMUNERATION OF DIRECTORS

Chairman of the BoD		€60,000	
Member of the BoD	€50,000	Lead Independent Director	€5,000
Nomination and Remuneration Committee		Control and Risk Committee	
Chairman	€20,000	Chairman	€25,000
Member	€15,000	Member	€20,000
Related Parties Committee		Sustainability Committee	
Chairman	€20,000	Chairman	€20,000
Member	€15,000	Member	€15,000

In accordance with best practices, the remuneration of non-executive Directors does not include a variable component and is not therefore correlated with the Company's financial results.

Directors were also granted a reimbursement of expenses incurred in performing tasks connected with their position (e.g. travel tickets and accommodation).

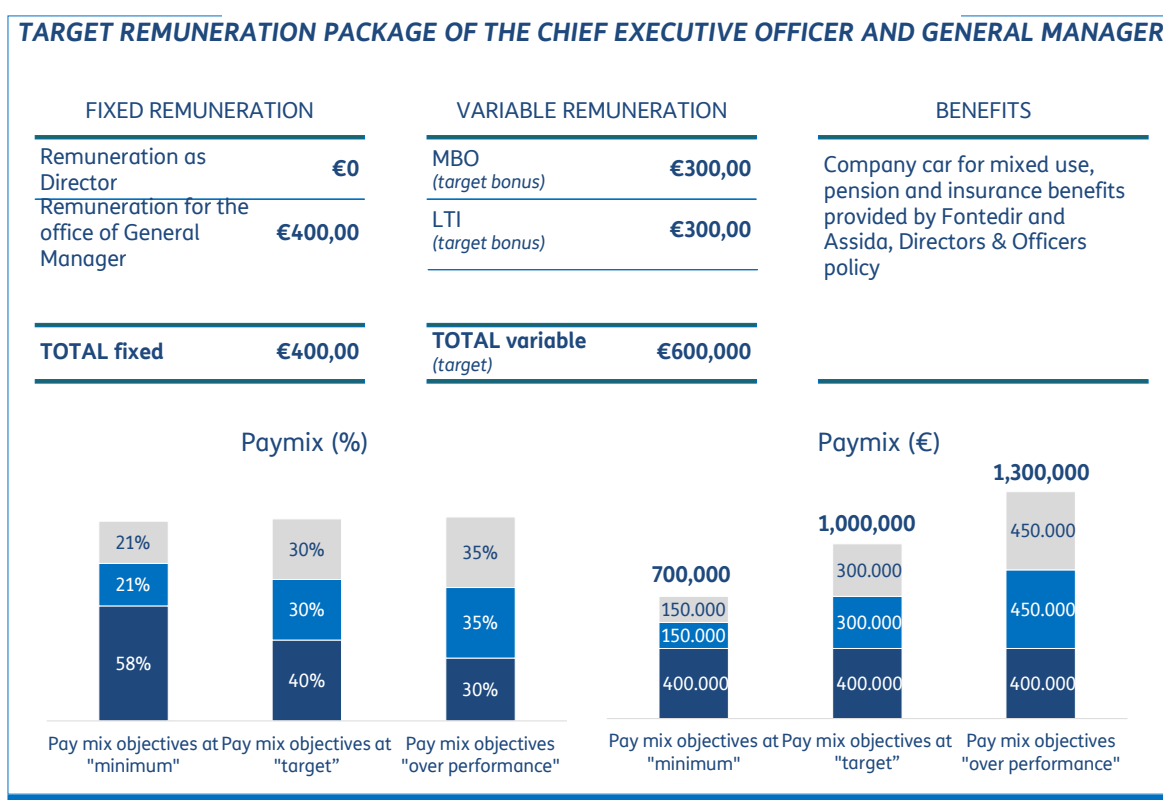
Directors have insurance cover for third-party liability (professional risks), known as the Directors & Officers policy.

For non-executive Directors there are no agreements that provide compensation in the event of early termination of their contract with INWIT.

Remuneration of the Chief Executive Officer and General Manager

The Chief Executive Officer is also the Company's General Manager.

The remuneration of the Chief Executive Officer and General Manager, who was appointed by the Board of Directors at the meeting on 31 March 2020, was set by the Board of Directors - appointed by the Shareholders' Meeting on 20 March 2020 - by resolution dated 11 May 2020.



Note: The LTI long-term variable component is valued on a rolling basis.

Evaluation and benchmarking analysis was carried out with the support of Korn Ferry consulting firm to define the remuneration package. The market considered for the benchmark was the Executive Italia market, Made up of holders of senior management positions (Chairman, Managing Director, General Manager and Business Unit Managers) from around 250 companies, mostly in the industrial sector.

Fixed Remuneration

The total fixed remuneration of the Chief Executive Officer and General Manager consists of the gross annual pay of 400,000 euros gross as remuneration for employment. As regards the coexistence of employment as above, the Chief Executive Officer waived his fixed annual remuneration for the office of Director pursuant to Article 2389, paragraph 1, of the Italian Civil Code.

Short Term Variable Remuneration (MBO)

Management by Objectives (MBO) is the short term (annual) variable bonus tool that aims to support the achievement of the Company's annual objectives through the attribution of challenging targets.

The target bonus is determined as a percentage of the fixed remuneration, defined according to the complexity of the position occupied and aligned with the remuneration data observed in the external market.

For 2021, the target bonus is 75% of fixed remuneration and amounts to 300,000 euros.

Objectives are measured according to predefined and objective criteria, have a scale of achievement with the target level usually equal to the budget value, and minimum and maximum levels defined in a variable range depending on the specific objective.

The MBO 2021 score card is broken down into the following objectives:

OBJECTIVES	WEIGHT
ON/OFF CONDITION: Positive Net Profits	
Total Revenues	20%
EBITDAal Inwit	30%
Recurring Free Cash Flow	20%
Service Performance: Site Plan implementation	15%
Sustainability:	
▪ People (50%):	
➤ Employees involved in skills development plan	15%
➤ D&I Policy, Internal climate analysis	
▪ Environment: Energy efficiency initiatives (50%)	
TOTAL	100%

The 2021 score card structure of objectives is essentially in line with that of 2020; the changes are that the Free Cash Flow objective is given a greater weight, there is a single objective relating to Service Performance and a different structure for the sustainability objective.

The MBO system also includes an ON/OFF Condition linked to a positive net profit (if this condition is not met, no bonus accrues, regardless of the achievement of individual KPIs).

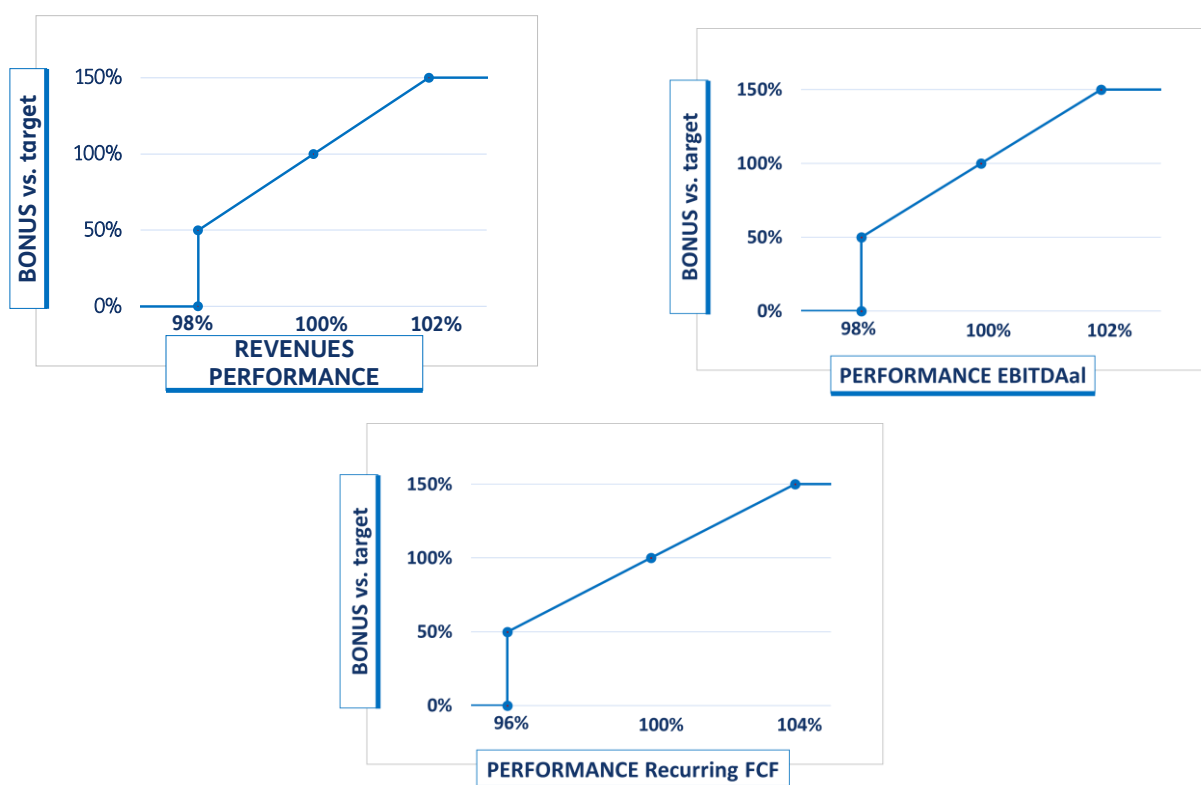
All the KPIs on the score card are made definitive after the closing of the 2021 financial year: so the bonus deriving from the finalisation of the MBO will be paid in the following year.

The contractual claw back mechanism is applied to the MBO.

The incentive curve provides for minimum, target and maximum levels of achievement for each KPI according to the following pay-out scale:

- No bonus accrues below the minimum level
- At the minimum level, 50% of the bonus accrues
- At the target level, 100% of the bonus accrues
- At the maximum level, 150% of the bonus accrues
- For intermediate levels, a linear interpolation mechanism is used.

The MBO incentive strategy for Total Revenues, EBITDA and Recurring Free Cash Flow performance objectives is represented below.



The remaining objectives have a scale of achievement with the target level, usually equal to the budget value, and minimum and maximum levels defined in a variable range depending on the specific parameter.

Long Term Variable Remuneration (LTI)

The Chief Executive Officer has been included as a beneficiary of the Company's 2020-2024 Long-Term Equity Incentive Plan (LTI Plan).

The 2020-2024 LTI plan, approved by the Board of Directors on 24 June 2020 and submitted for approval to the Shareholders' Meeting on 28 July 2020, is defined in line with best market practice and consistent with the Company's growth objectives.

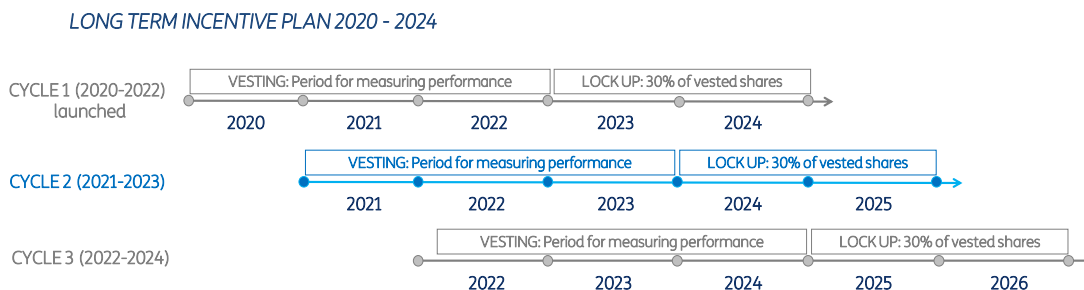
Specifically, the Plan pursues the following objectives:

- to align the interests of the Beneficiaries with those of the Shareholders through the use of share incentive tools;
- to develop strong engagement by Beneficiaries with the achievement of the growth objectives defined in the Strategic Plan over the next three years period, including sustainability goals (ESGs);
- to increase the weight of the variable component of the total remuneration of the Beneficiaries that is linked to the achievement of the performance parameters, pursuant to the recommendations of the Corporate Governance Code;
- to guarantee the retention of management and key roles by improving INWIT's competitive positioning on the employment market.

The 2020-2024 LTI Plan applies to the Chief Executive Officer, all the positions reporting directly to the Chief Executive Officer - including the Company's Managers with Strategic Responsibilities - and other key roles selected based on the criticality of the position and worth of the holder.

The Plan is a rolling share performance plan based on the activation of three 3-year attribution cycles to Beneficiaries of Rights to receive free shares at the end of the three-year vesting period.

It is also envisaged that, at the end of the Vesting Period, 30% of the shares granted will be subject to a lock-up period of 2 years. During this period the allocated shares subject to lock-up may not be transferred and/or sold, other than in *mortis causa*, nor may they be subject to pledges of any kind. The lock-up does not apply to additional shares granted to beneficiaries as dividend equivalents.



The number of Performance Shares recognised on target at the moment each cycle of the Plan is assigned (and shown in the individual Allocation Scorecard) corresponds to a percentage of fixed remuneration, expressed in Shares at the normal value of the share at the date of assignment.

Specifically, the number of Performance Shares assigned to the Chief Executive Officer for each cycle of the Plan corresponds to 75% of Gross Annual Pay in the event of achieving the performance objectives at target level.

Accrual of the right to receive the share incentive is subject to three performance conditions, independent of each other and each with its own weight, related to the Strategic Plan objectives. The performance parameters set out in the second cycle of the 2021-2023 Plan are indicated below:

OBJECTIVES	WEIGHT
Relative Total Shareholders Return (TSR)	45%
Free Cash Flow to Equity (FCFE)	40%
Sustainability:	
▪ People: Gender balance in Recruitment	15%
▪ Environment: Energy Efficiency	
TOTAL	100%

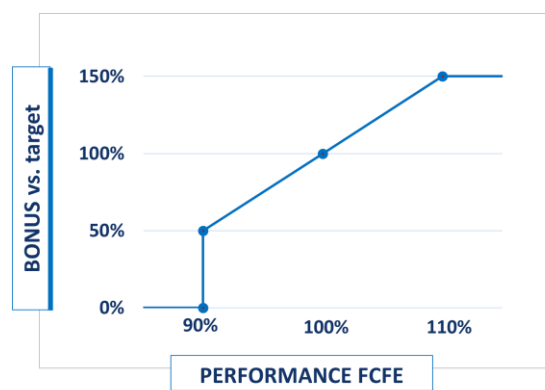
If the performance parameters are not achieved, the shares will not be allocated.

The LTI incentive strategy, for TSR and Free Cash Flow to Equity (FCFE) objectives, is described below.

The relative Total Shareholder Return measures the positioning of INWIT's TSR in the ranking of TSRs of the 6 listed Italian and foreign TowerCo's (American Tower, Crown Castle SBA, Cellnex INWIT and RAI WAY) and is calculated assuming reinvestment of share dividends in the vesting period.

TSR POSITIONING OF INWIT IN RANKING	6 th place	5 th place	4 th place	3 rd place	2 nd place	1 st place
PERCENTAGE BONUS	0%	0%	0%	50%	100%	150%

Free Cash Flow to Equity (FCFE)



The Sustainability Objective has a scale of achievement of the target level, equal to the budget value, and minimum and maximum levels defined with a variable range depending on the specific parameter.

The mechanisms for operating the performance parameters are defined in the Regulations of the 2nd Cycle of the Plan.

For further details, reference should be made to the Information Document drafted pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 ("CLF") and Article 84-bis of the Regulations adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently supplemented and amended ("Issuers' Regulations"), published on the Company's website www.inwit.it Governance section.

Benefits

The Chief Executive Officer is beneficiary of the benefits provided for by INWIT policies for employees categorised as executives, in addition to those provided for by the Collective Employment Agreement (CCNL) for Executives of Enterprises Producing Goods and Services. In particular, the following are provided for:

- company car for mixed use, the established value of which is subject to tax and contributions as required by applicable laws. The vehicle category depends on the position held and the organisational responsibilities fulfilled by the executive;
- voluntary access to welfare and insurance services provided by the Fontedir (Fondo Pensione Complementare Dirigenti) and Assida (mutual voluntary association for complementary medical care for Executives);
- third-party liability (professional risks) insurance cover, known as the Directors & Officers policy, underwritten by the Company and renewed annually. It covers all managerial staff and members of the company bodies.

Severance

On 29 July 2019 the Board of Directors approved the policy on severance pay for Executive Directors and Managers with Strategic Responsibilities.

The employment contract as General Manager is for an indefinite period.

INWIT's Severance policy applies in the event of early termination of office as director or termination of employment without just cause. The criteria for calculating the indemnities, defined in line with market practice and the provisions of the Collective Labour Agreement for Managers of Companies Producing Goods and Services are indicated below:

- maximum 24 months' pay, calculated based on GAP plus average MBO paid in the last three years;
- indemnity for lack of notice differentiated based on years of seniority (12 months for managers with more than 15 years of seniority; 10 months for up to 15 years of seniority; 8 months for up to 10 years of seniority and 6 months for up to 6 years of seniority).

With reference to plans based on existing financial instruments, in the event of consensual termination, the case of "good leaver" applies and, therefore, the indemnity provides for the maintenance of the rights assigned for the plans in progress that have not yet matured, according to a pro-rata temporis criterion, based on the years (or fractions of year) actually employed.

There are no consulting contracts or non-monetary benefits for periods after the termination of employment.

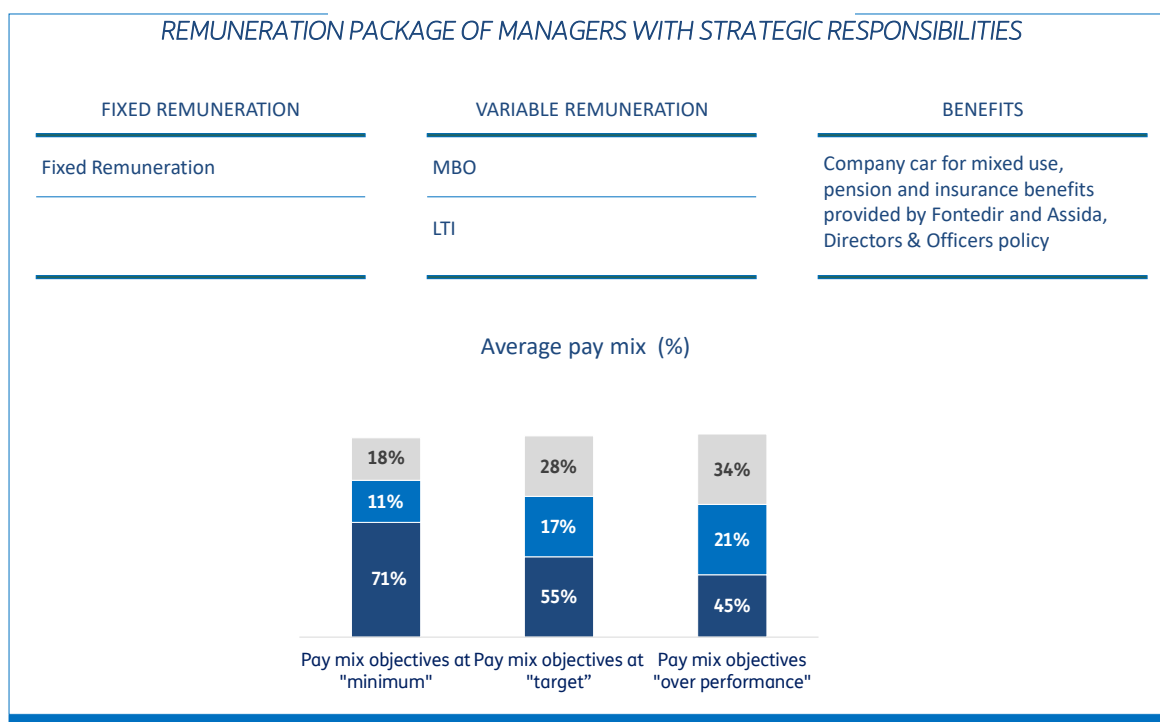
Remuneration of Key Managers with Strategic Responsibilities

The Managers with strategic responsibilities - Key Managers - of INWIT appointed by the Board of Directors on 31 March 2020, are:

KEY MANAGER	ORGANISATIONAL DEPARTMENT
DIEGO GALLI	Head of Administration, Finance and Control
GABRIELE ABBAGNARA	Head of Marketing & Sales
ELISA PATRIZI	Head of Operations & Maintenance
MASSIMO SCAPINI	Head of Technology Governance & MSA

The remuneration of Managers with Strategic Responsibilities is determined taking into account the individual's position and salary conditions in terms of gross annual salary and variable remuneration, compared to the average salary conditions of the reference market.

The remuneration of Managers with Strategic Responsibilities consists, until otherwise determined, of the following elements:



Note: the LTI long-term variable component is valued on a rolling basis.

Fixed Remuneration

This is defined in keeping with the complexity of the position occupied by the Manager. To such purpose, INWIT introduced, right from the start, an assessment system of positions using the Korn Ferry-Hay method, which allows a comparison of managerial remuneration and external data to be made.

The objective of a greater alignment between the position occupied, standard remuneration for the holder of such position and market remuneration, is implemented:

- by defining rules and mechanisms for movements within remuneration bands - with the support of the specialist advisor Korn Ferry;
- comparison with the external market, through a specific remuneration benchmark produced with the support of the advisor Korn Ferry, which takes as a reference the Executive Italia market, made up of holders of senior management positions belonging to around 250 companies, mostly in the industrial sector.

Short Term Variable Remuneration (MBO)

The short-term variable incentive (MBO) offered to Managers with Strategic Responsibilities is in line with that provided for the role of Chief Executive Officer and General Manager.

As for the Chief Executive Officer and General Manager, the scorecard for Managers with Strategic Responsibilities is divided into the following objectives:

OBJECTIVES	WEIGHT
Total Revenues	20%
EBITDAal Inwit	30%
Recurring Free Cash Flow	20%
Performance Objectives	15%
Specific sustainability objectives of the position	15%
TOTAL	100%

The individual scorecard of objectives for Managers with Strategic Responsibilities was defined by the Chief Executive Officer and General Manager, with subsequent disclosure to the Nomination and Remuneration Committee.

The total amount of the short-term variable bonus defined for Managers with Strategic Responsibilities for 2021, is set at an average of 30% of fixed remuneration in the event that objectives are achieved at target level. The value of the bonus may increase up to a maximum of 45% of fixed remuneration in the case of achievement of objectives at the maximum level. With reference to the Total Revenues, EBITDAal and Recurring Free Cash Flow parameters, the minimum and maximum target levels are the same as those described for the Chief Executive Officer and General Manager. As regards the other parameters, objectives have a scale of achievement of the target level usually equal to the budget value, and minimum and maximum levels defined in a variable range depending on the specific objective.

The contractual claw back mechanism is applied to the MBO.

Long Term Variable Remuneration (LTI)

Key Managers have been included among the beneficiaries of the Company's new 2020-2024 Long-Term Share-based Incentive Plan, with the allocation of performance shares equal in value, for each three-year cycle, to 50% of fixed remuneration if performance objectives are achieved at the target level.

The Plan for Managers with Strategic Responsibilities is at the same conditions as that indicated for the Chief Executive Officer and General Manager of INWIT.

Benefits

Managers with Strategic Responsibilities receive benefits provided for by the policies of the INWIT Group for employees classified as executives, in addition to those provided for by the National Collective Labour Agreement for Executives of Enterprises Producing Goods and Services. In particular, the following are provided for:

- a car for mixed private and company use, the established value of which is subject to tax and contributions as required by applicable laws. The vehicle category depends on the position held and the organisational responsibilities fulfilled by the executive;
- voluntary access to welfare and insurance services provided by the Fontedir (Fondo Pensione Complementare Dirigenti) and Assida (mutual voluntary association for complementary medical care for Executives);
- third-party liability (professional risks) insurance cover, known as the Directors & Officers policy, underwritten by the Company and renewed annually. It covers all managerial staff and members of the company bodies.

Severance

On 29 July 2019 the Board of Directors approved the policy on severance pay for Managers with Strategic Responsibilities.

INWIT's Severance policy applies in the event of termination of employment without just cause. The criteria for calculating the indemnities, defined in line with market practice and the provisions of the Collective Labour Agreement for Managers of Companies Producing Goods and Services are indicated below:

- maximum 24 months' pay, calculated based on GAP plus average MBO paid in the last three years;
- indemnity for lack of notice differentiated based on years of seniority (12 months for managers with more than 15 years of seniority; 10 months for up to 15 years of seniority; 8 months for up to 10 years of seniority and 6 months for up to 6 years of seniority).

With reference to plans based on existing financial instruments, in the event of consensual termination, the case of "good leaver" applies and, therefore, the indemnity provides for the maintenance of the rights assigned for the plans

in progress that have not yet matured, according to a pro-rata temporis criterion, based on the years (or fractions of year) actually employed.

There are no consulting contracts or non-monetary benefits for periods after the termination of employment.

Employees Share Ownership Plan

In line with the sustainability policies adopted by INWIT, in order to promote engagement, strengthen the sense of belonging and encourage active participation of employees in the achievement of company results, the Share Ownership Plan aimed at all employees, with the exception of the Chief Executive Officer and the Chief Executive Officer's top management, was launched last November.

In 2020 the Plan provided for the free allocation of a package of INWIT ordinary shares to employees (about 98% of the company population adhered to the Plan) and the voluntary purchase of additional shares at a 10% discount of the average market value in the 30 days prior to the subscription period (about 80% of the beneficiaries took advantage of this opportunity).

In 2021, 12 months after the allocation of the bonus shares and/or the purchase of the shares at a discount, employees will be eligible for a bonus share (free allocation of one share for every three held) if they remain employed by INWIT and retain ownership of the shares

For further details, reference should be made to the Information Document drafted pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 ("CLF") and Article 84-bis of the Regulations adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently supplemented and amended ("Issuers' Regulations"), published on the Company's website www.inwit.it Governance section and made available to the public within the terms provided for by current legislation.

Remuneration of Members of the Control Bodies

The Shareholders' Meeting on 13 April 2018 appointed the Board of Statutory Auditors for the three-year period 2018-2020, determining a gross annual remuneration of 70,000 euros for the Chairman and 50,000 euros for each Standing Auditor, plus reimbursement of documented expenses incurred.

The Board of Directors appointed the Supervisory Body pursuant to Legislative Decree 231/2001 as of 5 May 2020 and until approval of the financial statements as at 31 December 2022. Gross annual compensation is set at 40,000 euros for the Chairman; 20,000 euros for each member, with the exception of the Statutory Auditor, for whom remuneration is included in the amount approved for the Board of Statutory Auditors; lastly, for the Company's internal auditor, the assignment is performed free of charge.

REMUNERATION OF THE CONTROL BODIES

Board of Statutory Auditors		Supervisory Body	
Chairman	€70,000	Chairman	€40,000
Standing auditor	€50,000	External member	€20,000
		Internal member	0 €

The Ordinary Shareholders' Meeting called to approve the financial statements as at 31 December 2020 will appoint the new Board of Statutory Auditors for a term of three years and determine the compensation payable to the Chairman and each standing member of the Board for the 2021-2023 term of office.

6. REMUNERATION POLICY DEROGATION PROCEDURE

In exceptional circumstances, the Board of Directors may temporarily waive Policy 2021 in order to pursue long-term interests, ensure the sustainability of the company as a whole or ensure the company's ability to stay on the market. The aforementioned exceptional circumstances refer to situations falling within the following cases: attraction of strategic resources external to the company, retention of Managers with Strategic Responsibilities, significant changes in the scope of the company's activities during the validity of the 2021 Policy which some of the performance objectives of the policy were based on, events that seriously affect the company's image and reputation. If the conditions are met, the temporary waiver of the 2021 Policy must be approved by the Board of Directors, at the proposal of the Nomination and Remuneration Committee, with the support of the Human Resources department, after consulting the Board of Statutory Auditors, in compliance with the laws and regulations in force.

It should be noted, in any case, that the rules for transactions with related parties remain applicable in cases of derogation from the remuneration policy. The elements which the Company may decide to make exceptions to, in the presence of the above-mentioned exceptional and temporary circumstances, concern the fixed and variable remuneration components, including those of an extraordinary nature.

SECTION TWO: REPORT ON REMUNERATION PAID IN 2020

Introduction

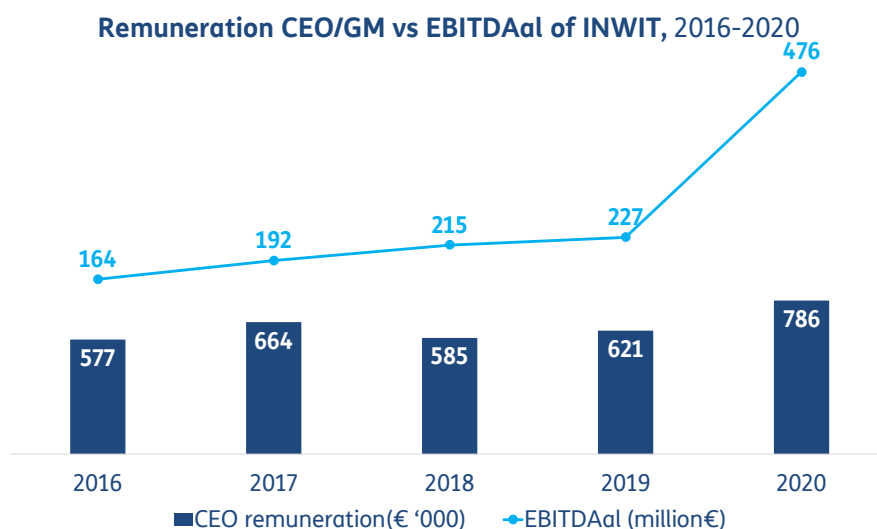
This Report on compensation paid illustrates the policy implemented by INWIT in 2020 with regard to compensation paid to the Board of Directors, Control Bodies and Managers with Strategic Responsibilities, and provides a final account of the same.

The subject appointed to carry out the external audit of the financial statements verifies that the Directors have prepared the second section of the Report.

7. INTRODUCTION: PAY-FOR-PERFORMANCE IN INWIT

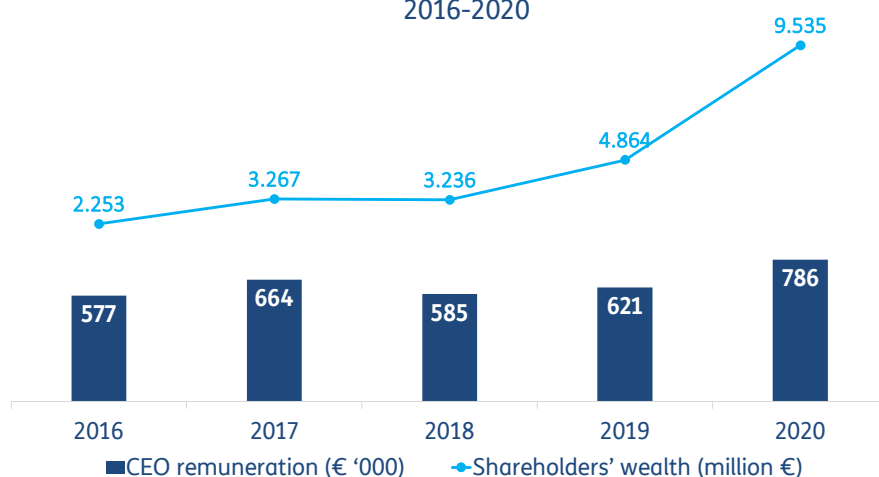
The path for growth undertaken by the Company has been accompanied by a general improvement in its economic and financial results and a significant increase in the value of INWIT's shares over the last five years.

A graphic representation of the Pay-for-Performance principle is given below, showing the connection between the remuneration of the Chief Executive Officer and General Manager and the Company's economic and financial performance from 2015 to 2020. It should be noted that during 2020, the merger by incorporation of Vodafone Towers into INWIT took place, which significantly changed the scope of the Company.



EBITDAal: EBITDA - depreciation and amortisation IFRS16. It should be noted that the 2020 value is net of the impact of IFRS16 and, therefore, comparable to the EBITDA value used in previous years

CEO/GM remuneration and INWIT shareholders' wealth 2016-2020



Pay-for-performance analyses show that, with regard to the period 2016-2020, there was significant growth in the Company's economic-financial performance, partly as a result of the aforementioned merger operation, and a significant increase in the wealth of its Shareholders (understood as the value of market capitalization and dividends reinvested in the INWIT share). Consistently with the value created for Shareholders and in order to incentivize top management to continue the Company's path for growth, there was a less than proportional increase in the compensation of the Chief Executive Officer/General Manager during the same period.

8. INWITS'S MANAGEMENT OF THE EMERGENCY SITUATION

The Covid-19 health emergency did not have any significant impact on INWIT's business and, consequently, on its results and employment levels for 2020.

With a view to sustainability and caring for people, the Company has taken specific action to protect its staff, through the widespread use of smart working, the provision of specific training on safety protocols to all staff, the sanitisation of working environments and the restructuring of the same to ensure social distancing and regular presence in the workplace.

Aware of the difficulties that the sudden change of habits and work environment has caused employees, INWIT has deemed it necessary to provide all its people with the necessary means to carry out work activities in the best possible conditions, including remotely. In fact, employees, all of whom already own laptops, were offered the opportunity to request the following equipment to be delivered at home free of charge: ergonomic chair, headphones and monitor. In addition, in agreement with the trade unions, INWIT has structured a 12-month experimental smart working plan, after the end of the state of emergency, with the option for workers to go into the office two days a week, depending on operational needs.

With a view to company screening, INWIT has promoted a campaign of serological tests on a voluntary basis and, with the aim of distinguishing between symptoms caused by Covid-19 and those caused by influenza, all employees and their family members over 18 have been given the opportunity to receive the flu vaccine.

In addition to the devices described and in order to increase the level of protection of personnel, INWIT has also made use of the best technologies on the market for monitoring the environment, to detect the level of sanitation of surfaces in communal areas and exclude the presence of pathogens of Covid-19.

9. PART 1

INWIT's Shareholders' Meeting on 20 March 2020 appointed the new Board of Directors, setting the number of Directors at 13 and the total gross annual compensation of the body at 900,000 euros (pursuant to Article 2389, paragraph 1, of the Italian Civil Code), allocated among its members by resolution of the Board of Directors of 11 May 2020, under the terms summarized in the relevant section of the First Section of this Report.

10. RESULTS OF VOTING OF THE SHAREHOLDERS' MEETING

With reference to the vote on Section II of the Report approved in 2020, it should be noted that no reasons for the votes against were received and no activity was carried out to investigate the reasons for the negative votes.

Following the 2021 Shareholders' Meeting, INWIT will launch an engagement plan aimed at further improving the relationship with Shareholders and proxy advisors, through a structured process aimed at gathering and further investigating issues of interest.

11. IMPLEMENTATION OF THE 2020 REMUNERATION POLICY

Fixed Remuneration

Remuneration paid to Non-Executive Directors

INWIT's Board of Directors was renewed in 2020.

The analytical detail of the remuneration, received by each Director pro tempore during the period (both those who ceased to be in office and those newly appointed), including as members of the Internal Committees, and by the Lead Independent Director, is shown in table 1 of the second part of this section.

The members of the Board of Directors also have insurance cover for third-party liability (professional risks) known as the Directors & Officers policy.

For non-executive Directors there are no agreements that provide compensation in the event of early termination of their contract with the company INWIT.

A detailed analysis of the remuneration received pro-quota during the period in which the Directors held office is shown in Table 1 of Part Two of this section.

Fixed fees paid to the Chief Executive Officer and General Manager

Mr Giovanni Ferigo was appointed Chief Executive Officer and General Manager of INWIT by the Board of Directors at its meeting on 31 March 2020. Subsequently, on 11 May 2020, the Board of Directors resolved - with the favourable opinion of the Nomination and Remuneration Committee and the Board of Statutory Auditors - on the remuneration package for the Chief Executive Officer and General Manager, pursuant to Article 2389, paragraph 3 of the Italian Civil Code, to apply for the three-year term of office in the terms summarised in the specific section of the First Section of this Report.

The remuneration package was determined in accordance with the mandates and powers allocated and taking into account the nature of the employment of Mr

Ferigo in the Company where he occupies the position of General Manager and holds the office as Director, the latter governed by Article 2389 sub-paragraphs 1 and 3 of the Italian Civil Code.

To define the amount, the salary arrangements for Executive Director roles in companies comparable in size and business sector that operate in the domestic market were examined.

Fixed remuneration as a Company Executive was paid, amounting to € 386,154.

Fixed compensation paid to Managers with Strategic Responsibilities.

Following the change in the corporate and organisational structure after the merger with Vodafone Towers on 31 March 2020, the Board of Directors on the same date resolved to:

- confirm as Key Managers of the Company the Head of Marketing & Sales and the Head of Operations and Maintenance
- appoint as Key Managers the Head of Administration, Finance & Control and the Head of Technology Governance & MSA
- not confirm the position of the previous Head of the Administration, Finance & Control department, who therefore occupied the position until 31 March 2020.

The amount at aggregate level corresponding to Gross Annual Pay of Managers with Strategic Responsibilities who held office even for a fraction of a year is € 689,782.

The amounts relating to such individual (Directors) and aggregate (Managers with Strategic Responsibilities) fees received during 2020 are specified in Table 1 in Part Two of this section.

Fees paid to the Board of Statutory Auditors

The Shareholders' Meeting on 13 April 2018 appointed the Board of Statutory Auditors for the three-year period 2018-2020, determining the gross annual remuneration, inclusive of the amount for performing the duties of the Supervisory Body pursuant to Legislative Decree no. 231/2001, as 70,000 euros for the Chairman and 50,000 euros for each Standing Auditor, plus reimbursement of documented expenses incurred. The Board of Statutory Auditors

is made up of: Stefano Sarubbi (Chairman) and Standing Auditors Umberto La Commara e Michela Zeme. The alternate Auditors are Roberto Cassader and Elisa Menicucci. The detailed analysis of the fees received in the 2020 financial year is shown in Table 1 of Part Two of this section.

Fees paid to the Supervisory Body

The Board of Directors' meeting of 23 April appointed the Supervisory Body pursuant to Legislative Decree no. 231/2001, as of 5 May 2020 and until the approval of the financial statements at 31 December 2022, composed of Francesco Monastero, as Chairman, Giuliano Foglia, Umberto La Commara and Laura Trucco, as internal member. Gross annual remuneration is set as follows: 40,000 euros for the Chairman; 20,000 euros for Giuliano Foglia; the fee for Umberto La Commara is included in the amount approved by the Shareholders' Meeting of 13 April 2018; lastly, for the internal auditor, the assignment is performed free of charge.

Short-term variable remuneration (MBO 2020)

Chief Executive Officer and General Manager:

Following verification of the On/Off condition (net profits in the Financial Statements as a condition for payment of the MBO), the short-term remuneration of the Chief Executive Officer and General Manager was determined by achievement of the objectives according to this scorecard:

OBJECTIVES	WEIGHT	% ACHIEVEMENT VS TARGET	% PAY-OUT
EBITDAal Inwit	30%	101%	110%
Revenues from new sites and services	20%	100%	100%
Equity Free Cash Flow	15%	150%	150%
Service Performance MSA - KPI Site Construction Plan	10%	not subject to final accounting*	0%
Antitrust Remediation Procedure (on/off objective)	10%	100%	100%
Sustainability: ESG actions and initiatives	15%	227.3%	150%
TOTAL	100%	113%	108%

*not subject to final accounting: the KPI measured compliance with the timeframe for the construction of a predefined category of sites at the specific request of the customer. In 2020, the specified requests were not made and, hence, the KPI cannot be measured. The Committee, based on the principle of prudence traditionally guiding it, recommended to the Board of Directors that the target be considered as not achieved and the Board made the relevant resolution.

Based on the results of the financial year, the percentage achievement of targets was 113%.

With reference to the main economic parameters, the results recorded in 2020 were EBITDAal of 476.1 million euros, Revenues from new sites and new services of 102.4 million euros and Equity Free Cash Flow of 263.6 million euros. It should be noted that some of the values indicated above were adjusted compared to the reported financial statement values, adjustments provided for during the ex-ante definition of the target objectives.

The final accounting of these results determined, for the Chief Executive Officer, accrual of a gross bonus of 324,000 euros, equal to 108% of the target bonus and 81% of the fixed remuneration. The bonus will be paid during the first half of 2021.

Key Managers with Strategic Responsibilities

Following the verification of the On/Off condition (net profits in the Financial Statements as a condition for the payment of the MBO), the short-term remuneration of Managers with Strategic Responsibilities was determined by achievement of the objectives for the 2020 financial year. Reference should be made to the above paragraph on the Chief Executive Officer and General Manager as regards the level of achievement of the company scorecard objectives.

The average percentage of achievement of Key Manager¹ objectives was 118.7%. Application of this score resulted in the accrual of a cumulative bonus for Key Managers of 323,515 euros gross, equal to 122.5% of the target bonus and 43.9% of fixed remuneration. The bonus will be paid during the first half of 2021.

Long Term Variable Remuneration (LTI 2020 - 2024)

As indicated in Part One of this Report, the 2020-2024 LTI Plan is a rolling share performance plan based on the activation of 3 three-year cycles of attribution to Beneficiaries of Rights to receive shares free of charge at the end of the three-year vesting period.

Following the successful completion of the merger by incorporation of Vodafone Towers S.r.l. into INWIT, and the consequent equal participation in the Company's share capital of TIM and Vodafone Europe B.V., the Board of Directors, subject to the opinion of the Nomination and Remuneration Committee, resolved at its meeting of 5 March 2020 to proceed with the early termination of the 2018-2020 Long-Term Share-based Incentive Plan, aimed at the Chief Executive Officer, Managers with Strategic Responsibilities of the Company and other Managers occupying critical positions, in accordance with the provisions of the Information Document and the Plan Regulations, approved by the Board of Directors on 2 March 2018 and 23 July 2018 respectively, and to allocate the Shares to the Beneficiaries upon completion of the aforementioned merger, in advance of their natural vesting date. The performance parameters of the Plan were therefore finalised as at 31.12.2019 and the lock-up was not applied to the shares consequently granted to the beneficiaries of the Plan, as provided for by the aforementioned Information Document for cases of "Change of Control". Table 3A provides details of the number of shares granted and their value at the vesting date.

CEO and General Manager

In 2020, the Chief Executive Officer and General Manager were granted 32,154 performance shares by virtue of their participation in the 2020-2024 LTI Plan (2020-2022 cycle) at an allocation price of € 9.33 which will be vested, if the performance objectives are achieved, at the end of the vesting period.

¹The figures in this paragraph refer to the Key Managers appointed by the Board on 31 March 2020. The figure shown in Tables 1 and 3B on page 45 is total and also includes the Key Manager not confirmed by the BoD on 31 March 2020.

Key Managers with Strategic Responsibilities

During 2020, Executives with Strategic Responsibilities were granted a total of 40,015 performance shares by virtue of their participation in the 2020-2024 LTI Plan (2020-2022 cycle) at an allocation price of €9.33 which will be vested, if performance objectives are achieved, at the end of the vesting period.

12. SEVERANCE

No severance pay was disbursed in 2020.

13. APPLICATION OF EX POST MECHANISMS

No ex-post correction mechanisms (clawback) were applied in 2020.

14. DEROGATIONS TO THE REMUNERATION POLICY APPLIED IN 2020

No derogations to the Remuneration Policy were made in 2020.

15.PART 2

TABLES OF REMUNERATION PAID IN 2020

Detailed summary of the remuneration paid during the relevant financial year in any respect and in any form by the company and by subsidiary and affiliated companies

The following table shows, in alphabetical order, the remuneration paid to Directors, Statutory Auditors and, at aggregate level, Key Managers with Strategic Responsibilities. The remuneration received from subsidiaries and/or affiliated companies, except those waived or paid back to the Company, are disclosed separately. The table includes all persons who have held these positions during the year, including for a fraction of a year.

In particular:

- the "Fixed remuneration" column lists, on an accrual basis, the fixed emoluments and remuneration from work as an employee earned in the year, before welfare contributions and taxes payable by the employee. The details of the remuneration received are provided in a note, with any employment-related compensation payments shown separately;
- the column "Remuneration for attendance at Committees" lists the remuneration on an accrual basis to the Directors for attendance at meetings of Board Committees. The Committees which the director takes part in are indicated in a separate note;
- the column "Variable non-equity remuneration" lists, under "Bonuses and other incentives", the incentives paid in the year against the accrual of the rights to such after audit and approval of the related performance results by the competent corporate bodies, as specified, with greater detail, in Table "Monetary incentive plans for Directors and Key Managers with Strategic Responsibilities"; the column "Profit sharing" is blank, because no forms of profit sharing are envisaged;
- the column "Non-monetary benefits" lists, on an accrual basis, the value of the fringe benefits assigned, indicating whether or not they are taxable;
- the column "Other remuneration" lists, on an accrual basis, all of any other remuneration deriving from other services supplied;
- the "Total" column indicates the sum of the amounts of the previous items;
- the "Fair Value of equity remuneration" column indicates the value of the "LTI 2020 -2024" Performance Share Plan;
- the column "Compensation for end of office or termination of employment" column contains the information on compensation for end of office or termination of employment paid during the year.

TABLE 1: Remuneration paid to members of the management and control bodies and to Key managers with strategic responsibilities.

CEO/General Manager

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giovanni Ferigo	CEO and General Manager	01/01/2020-31/03/2020	approval of 2019 financial statements	85.000				779		85.779		
Giovanni Ferigo	CEO and General Manager	31/03/2020-31/12/2020	approval of 2022 financial statements	301.154		324.000		2.629		627.783	72.548	

NOTES:

Giovanni Ferigo: the amount in column 1) refers to the remuneration of employment for the office of General Manager; column 3) refers to the bonus pertaining to the year for objectives achieved during the year, 80% of which was allocated as remuneration for employment and the remaining 20% as variable remuneration for the office of Managing Director, pursuant to Article 2389, subsection 3, of the Italian Civil Code; column 4) indicates the value of the fringe benefits allocated, in accordance with accrual and taxation criteria; column 7) refers to the medium/long-term remuneration allocated entirely as remuneration for the office of Chief Executive Officer.

Key managers with strategic responsibilities

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Key Managers with Strategic Responsibilities												
(I) Compensation in the company drawing up the financial statements				689.782		343.129		7.971		1.040.882	90.285	
(II) Remuneration from subsidiaries and associates												
(III) Total				689.782		343.129		7.971		1.040.882	90.285	

NOTES:

The remuneration refers to all the individuals who held the position of Key Managers with Strategic Responsibilities during the 2020 financial year, or any part thereof (5 managers); It should be noted that Mr Balzarini occupied the office of KM up to 31.03.2020.

The compensation refers to remuneration from work as an employee, including welfare contributions and tax payable by the employee.

The amount in column 1) refers to the remuneration of employment; column 3) refers to the bonus payable for the year for the objectives achieved in that year; column 4) indicates the value of the fringe benefits assigned in accordance with accrual and taxation criteria; column 7) refers to medium/long-term remuneration.

Board of Directors

(A) Name and surname	(B) Position	(C) Period for which the position was held	(D) Expiry of term of office	(1) Fixed compensation	(2) Remuneration for involvement in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair Value of equity compensation	(8) Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Emanuele Tournon	Chairman	31/03/2020-31/12/2020	approval of 2022 financial statements	45.370						45.370		
Secondina Giulia Ravera	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	34.027					71.836		
Francesco Valsecchi	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	26.466					64.274		
Laura Cavatorta	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	26.466					64.274		
Filomena Passeggio	Director	31/03/2020-02/10/2020	approval of 2022 financial statements	25.479	17.836					43.315		
Agostino Nuzzolo	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	15.123					52.932		
Carlo Nardello	Director	31/03/2020-02/10/2020	approval of 2022 financial statements	25.479	7.644					33.123		
Antonio Corda	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	26.466					64.274		
Fabrizio Rocchio	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	11.342					49.151		
Giovanna Bellezza	Director	02/10/2020-31/12/2020	approval of 2022 financial statements	12.466	3.740					16.205		
Rosario Mazza	Director	02/10/2020-31/12/2020	approval of 2022 financial statements							-		
Angela Maria Cossellu	Director	23/04/2020-31/12/2020	approval of 2022 financial statements	34.658	27.726					62.384		
Sonia Hernandez	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808						37.808		
Sabrina Di Bartolomeo	Director	31/03/2020-31/12/2020	approval of 2022 financial statements	37.808	11.342					49.151		
Barbara Cavaleri	Director	31/03/2020-23/04/2020	approval of 2022 financial statements	3.288						3.288		
(I) Compensation in the company drawing up the financial statements				449.205	208.178					657.384		
(II) Remuneration from subsidiaries and associates												
(III) Total				449.205	208.178					657.384		

NOTES:

Secondina Giulia Ravera: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) the amount refers to the remuneration received as Lead Independent Director (€ 3,792), member of the Control and Risk Committee (€ 15,123) and Chairman of the Related Parties Committee (€ 15,123)

Francesco Valsecchi: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Control and Risk Committee (€ 15,123) and of the Sustainability Committee (€ 11,342)

Laura Cavatorta: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Nomination and Remuneration Committee (€ 11,342) and as Chairman of the Sustainability Committee (€ 15,123)

Filomena Passeggio: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as Chairman of the Nomination and Remuneration Committee (€ 10,192) and as member of the Related Parties Committee (€ 7,644)

Agostino Nuzzolo: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as a member of the Control and Risk Committee (€ 15,123). The fee was not received by the person concerned but paid to Telecom Italia

Carlo Nardello: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Sustainability Committee (€ 7,644). The fee was not received by the person concerned but paid to Telecom Italia

Antonio Corda: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Nomination and Remuneration Committee (€ 11,342) and of the Control

and Risk Committee (€ 15,123). The remuneration was not received by the interested party but reverted until 19/11/2020 to Vodafone Europe B.V. and from 20/11/2020 to Central Tower Holding Company.

Fabrizio Rocchio: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Sustainability Committee (€ 11,342). The remuneration was not received by the interested party but reverted until 19/11/2020 to Vodafone Europe B.V. and from 20/11/2020 to Central Tower Holding Company.

Giovanna Bellezza: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Sustainability Committee (€ 3,740). The fee was not received by the person concerned but paid to Telecom Italia.

Rosario Mazza: waiver of remuneration as Director, Chairman of the Nomination and Remuneration Committee and member of the Related Parties Committee

Angela Maria Cossellu: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as Chairman of the Control and Risk Committee (€ 11,329) and as member of the Related Parties Committee (€ 10,397)

Sonia Hernandez: the amount in column 1) refers to the remuneration received as a member of the Board of Directors. The remuneration was not received by the interested party but reverted until 19/11/2020 to Vodafone Europe B.V. and from 20/11/2020 to Central Tower Holding Company.

Sabrina Di Bartolomeo: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Sustainability Committee (€ 11,342). The fee was not received by the person concerned but paid to Telecom Italia.

Barbara Cavalieri: the amount in column 1) refers to the remuneration received as a member of the Board of Directors. The fee was not received by the person concerned but reverted to Vodafone Europe B.V.

Board of Directors lapsed

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)	
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
Piergiorgio Peluso	Chairman	01/01/2020-31/03/2020	approval of 2020 financial statements	14.959							14.959		
Enrico Maria Bignami	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219	8.726						19.945		
Secondina Giulia Ravera	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219	8.726						19.945		
Francesca Balzani	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219	4.986						16.205		
Laura Cavatorta	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219	3.740						14.959		
Filomena Passeggio	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219	5.041						16.260		
Luca Aurelio Guarna	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219	6.233						17.452		
Gigliola Bonino	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219							11.219		
Agostino Nuzzolo	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	11.219							11.219		
Carlo Nardello	Director	01/01/2020-31/03/2020	approval of 2020 financial statements	-							-		
(I) Compensation in the company drawing up the financial statements				104.712	37.452						142.164		
(II) Remuneration from subsidiaries and associates													
(III) Total				104.712	37.452						142.164		

NOTES:

Piergiorgio Peluso: the amount in column 1) refers to the remuneration received as Chairman of the Board of Directors. the fee was reverted to Telecom Italia for the period 15/05-30/11 and subsequently from 30/11 to 31/12 received by the person concerned

Enrico Maria Bignami: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as Lead Independent Director (€ 1,247) and member of the Nomination and Remuneration Committee and Strategic Committee (€ 3,740 each).

Secondina Giulia Ravera: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as a member of the Control and Risk Committee (€ 4,986) and member of the Strategic Committee (€ 3,740)

Francesca Balzani: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Control and Risk Committee (€ 4,986)

Laura Cavatorta: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as member of the Nomination and Remuneration Committee (€ 3,740)

Filomena Passeggio: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as Chairman of the Nomination and Remuneration Committee (€ 5,041)

Luca Aurelio Guarna: the amount in column 1) refers to the remuneration received as a member of the Board of Directors; in column 2) refers to the remuneration received as Chairman of the Control and Risk Committee (€ 6,233).

Gigliola Bonino: the amount in column 1) refers to the remuneration received as a member of the Board of Directors. The fee was not received by the person concerned but paid to Telecom Italia.

Agostino Nuzzolo: the amount in column 1) refers to the remuneration received as a member of the Board of Directors. The fee was not received by the person concerned but paid to Telecom Italia

Carlo Nardello: the Director waived his fee

Control bodies

Board of Statutory Auditors

(A) Name and surname	(B) Position	(C) Period for which the position was held	(D) Expiry of term of office	(1) Fixed compensation	(2) Remuneration for involvement in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair Value of equity compensation	(8) Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Stefano Sarubbi	Chairman of the Board of Statutory Auditors	01/01/2020-31/12/2020	approval of 2020 financial statements	70.000						70.000		
Umberto La Commara	Standing auditor	01/01/2020-31/12/2020	approval of 2020 financial statements	50.000						50.000		
Michela Zeme	Standing auditor	01/01/2020-31/12/2020	approval of 2020 financial statements	50.000						50.000		
(I) Compensation in the company drawing up the financial statements				170.000						170.000		
(II) Remuneration from subsidiaries and associates												
(III) Total				170.000						170.000		

Supervisory Body

(A) Name and surname	(B) Position	(C) Period for which the position was held	(D) Expiry of term of office	(1) Fixed compensation	(2) Remuneration for involvement in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair Value of equity compensation	(8) Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Francesco Monastero	Chairman of the SB	01/05/2020-31/12/2020	approval of 2022 financial statements	26.959						26.959		
Giuliano Foglia	Member of the SB	01/05/2020-31/12/2020	approval of 2022 financial statements	13.479						13.479		
Umberto La Commara	Member of the SB	01/05/2020-31/12/2020	approval of 2022 financial statements									
Laura Trucco	Internal member	01/05/2020-31/12/2020	approval of 2022 financial statements									
(I) Compensation in the company drawing up the financial statements				40.438						40.438		
(II) Remuneration from subsidiaries and associates												
(III) Total				40.438						40.438		

NOTES:

La Commara's remuneration is included in the amount received for the office of Statutory Auditor. No fee is envisaged for the internal member.

Table comparing the changes in the last two years between the annual change in the total remuneration of the members of the Board and the Board of Statutory Auditors, the company's results and the average gross annual remuneration of employees.

It should be noted that the remuneration shown refers to the period during which each Director was actually in office (pro-rata temporis). This is the reason for the year-on-year increases.

	2019	2020
EBITDAaI* ('000 €)	€226,833	€476,100
%	5.3%	109.9%
TSR (mil €)	€4,864	€9,535
%	50.3%	22.5%
Emanuele Tournon	-	€45,370
%		
Giovanni Ferigo	€620,881	€786,110
%	36.6%	26.6%
Filomena Passeggio	€65,000	€59,575
%	-6.4%	-8.3%
Rosario Mazza	-	-
%		
Angela Maria Cossellu	-	€62,384
%		
Sonia Hernandez	-	€37,808
%		
Sabrina Di Bartolomeo	-	€49,151
%		
Agostino Nuzzolo	€45,000	€64,151
%	38.8%	42.6%
Carlo Nardello	-	€33,123
%		
Giovanna Bellezza	-	€16,205
%		
Fabrizio Rocchio	-	€49,151
%		
Antonio Corda	-	€64,274
%		
Secondina Giulia Ravera	€80,000	€91,781
%	49.6%	14.7%
Laura Cavatorta	€60,000	€79,233
%	38.8%	32.1%
Francesco Valsecchi	-	€64,274
%		
Barbara Cavaleri	-	€3,288
%		
Stefano Sarubbi	€70,000	€70,000
%	38.8%	0.0%
Umberto La Commara	€50,000	€50,000
%	38.8%	0.0%
Michela Zeme	€50,000	€50,000
%	38.8%	0.0%
Average employee remuneration	€59,350	€60,875
%	7.3%	2.6%
Piergiorgio Peluso	€37,808	€14,959
%	197.7%	-60.4%
Enrico Maria Bignami	€80,000	€19,945
%	49.6%	-75.1%

<i>Francesca Balzani</i>	€65,000	€16,205
%	38.8%	-75.1%
<i>Luca Aurelio Guarna</i>	€70,000	€17,452
%	38.8%	-75.1%
<i>Gigliola Bonino</i>	€45,000	€11,219
%	38.8%	-75.1%

(*) With reference to the performance indicator EBITDA_{Ad}, it should be noted that the 2020 value is net of the impact of IFRS16 and, therefore, comparable to the EBITDA value used in previous years.

TABLE 2: Stock options assigned to members of the board of directors and to key managers with strategic responsibilities.

At the present time, the Company has no Stock Option plans.

TABLE 3: Incentive plans for members of the board of directors and key managers with strategic responsibilities.

TABLE 3A: Incentive plans based on financial instruments, other than stock options, for members of the management body, general managers and other key managers with strategic responsibilities

A	B	1	Financial instruments assigned in previous financial years not vested during the financial year		Financial instruments assigned during the financial year					Financial instruments vested during the financial year and not assigned	Financial instruments vested during the financial year and assignable		Financial instruments for the year
			2	3	4	5	6	7	8	9	10	11	12
Name and surname	Position	Plan	Number and type of financial instruments	Vesting Period	Number and type of financial instruments	Fair value on allocation date	Vesting Period	Allocation date	Market price on allocation	Number and type of financial instruments	Number and type of financial instruments	Value on vesting date	Fair value
Giovanni Ferigo													
(I) Compensation in the company drawing up the financial statements	CEO and General Manager	LTI Plan 2020-2024 - 1st Cycle BoD meeting 20/10/2020			32,154 performance shares	€ 217.645	three-year 2020-2022	20/10/2020	€ 9,33				€ 72.548
(I) Compensation in the company drawing up the financial statements	CEO and General Manager	LTI Plan 2018-2020 BoD meeting 06/11/2018 (*)									76.929	€ 691.588	
(II) Remuneration from subsidiaries and associates													
(III) Total			0			€ 217.645					76.929	€ 691.588	€ 72.548
Key managers with strategic responsibilities													
(I) Compensation in the company drawing up the financial statements	n° 4 KMs	LTI Plan 2020-2024 - 1st Cycle BoD meeting 20/10/2020			40,015 performance shares	€ 270.854	three-year 2020-2022	20/10/2020	€ 9,33				€ 90.285
	n° 3 KMs	LTI Plan 2018-2020 BoD meeting 06/11/2018 (*)									14.411	€ 189.496,31	
(II) Remuneration from subsidiaries and associates													
(III) Total						€ 270.854					14.411	€ 189.496	€ 90.285

(*): LTI Plan 2018-2020 closed early by resolution of the Board of Directors on 5 March 2020.

TABLE 3B: Monetary incentive plans for members of the board of directors and key managers with strategic responsibilities

Monetary incentive plans for members of the management body, general managers and other key managers with strategic responsibilities

A Last name and first name	B Position	(1) Plan	(2) Bonus for the year			(3) Bonus for previous years			(4) Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still Deferred	
Giovanni Ferigo	CEO and General Manager	MBO 2019 resolution of INWIT BoD of 28/02/2019 and letter of 06/06/2019							
(I) Compensation in the company drawing up the financial statements			324.000						
(II) Remuneration from subsidiaries and associates									
(III) Total			324.000						

Monetary incentive plans for key managers with strategic responsibilities

A Last name and first name	B Position	(1) Plan	(2) Bonus for the year			(3) Bonus for previous years			(4) Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still Deferred	
Key managers with strategic responsibilities		2019 MBO Letter dated 06/06/2019							
(I) Compensation in the company drawing up the financial statements			343.129						
(II) Remuneration from subsidiaries and associates									
(III) Total			343.129						

NOTE:

The Bonus refers to all the individuals who held the position of Key Managers with Strategic Responsibilities during the 2020 financial year, or any part thereof (5 managers) It should be noted that Mr Balzarini held the position of Key Manager until 31.03.2020

SHARES OWNED BY MEMBERS OF THE BOARD OF DIRECTORS AND CONTROL BODY AND BY OTHER KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES

Pursuant to article 84-*quater* of the Regulation implementing Legislative Decree No. 58 of 24 February 1998, adopted by Consob Resolution No. 11971 of 14 May 1999 and subsequent amendments, the following table shows the shareholdings owned by the Directors, Statutory Auditors and key managers with strategic responsibilities in INWIT S.p.A.

Board of Directors

Name and surname	Position	Investee company	Number of shares owned at the end of the previous financial year	No. of shares purchased	No. of shares sold	Number of shares owned at the end of the year in progress
Emanuele Tournon	Chairman	INWIT	None	None	None	None
Giovanni Ferigo	CEO and General Manager	INWIT	None	76,929 (*)	30,000	46,929
Secondina Giulia Ravera	Director	INWIT	None	None	None	None
Francesco Valsecchi	Director	INWIT	None	None	None	None
Laura Cavatorta	Director	INWIT	None	None	None	None
Filomena Passeggio	Director	INWIT	None	None	None	None
Agostino Nuzzolo	Director	INWIT	None	None	None	None
Carlo Nardello	Director	INWIT	None	None	None	None
Antonio Corda	Director	INWIT	None	None	None	None
Fabrizio Rocchio	Director	INWIT	None	None	None	None
Giovanna Bellezza	Director	INWIT	None	None	None	None
Rosario Mazza	Director	INWIT	None	None	None	None
Angela Maria Cossellu	Director	INWIT	None	None	None	None
Sonia Hernandez	Director	INWIT	None	None	None	None
Sabrina Di Bartolomeo	Director	INWIT	None	None	None	None

(*) Shares allocated following payment of the 2018-2020 LTI Plan

Board of Statutory Auditors

Name and surname	Position	Investee company	Number of shares owned at the end of the previous financial year	No. of shares purchased	No. of shares sold	Number of shares owned at the end of the year in progress
Stefano Sarubbi	Chairman		None	None	None	None
Umberto La Commara	Statutory Auditor		None	None	None	None
Michela Zeme	Statutory Auditor		None	None	None	None

Key Managers with Strategic Responsibilities

Name and surname	Position	Investee company	Number of shares owned at the end of the previous financial year	No. of shares purchased	No. of shares sold	Number of shares owned at the end of the year in progress
Elisa Patrizi	Head of Operation & Maintenance	INWIT	1.250	9,616(*)	9,000	1,866
Gabriele Abbagnara	Head of Marketing & Sales	INWIT	None	4,795(*)	4,795(*)	None
Diego Galli	Head of Administration, Finance and Control	INWIT	None	None	None	None
Massimo Giuseppe Scapini	Head of Technology Governance & MSA	INWIT	None	None	None	None

(*) Shares allocated following payment of the 2018-2020 LTI Plan

16. GLOSSARY

EXECUTIVE DIRECTORS: The directors to whom operational or management powers have been attributed, as well as those who were attributed particular responsibilities by the Board of Directors.

INDEPENDENT DIRECTORS: Directors who meet the independence requirements as set out in the INWIT Governance Code.

NON-EXECUTIVE DIRECTORS: The directors to whom operational or management powers have not been attributed, as well as those who were not attributed particular responsibilities by the Board of Directors.

SHARES ALLOCATED: Indicates the Shares allocated free of charge to each of the Beneficiaries upon Vesting

SHARES: Shares – The ordinary shares of the Company, without par value, listed on the MTA electronic share market organised and managed by Borsa Italiana

CLAW-BACK: A clause that permits the variable remuneration attributed to the Beneficiaries of the Plan to be recovered. Claw-back may be activated in the three years following the vesting or allocation of said variable remuneration in case of Error, in the five years following vesting or allocation of said variable remuneration in case of fraud or in relation to misconduct or negligence that have caused damage to the Company, or to behaviours put in place in breach of the laws of reference.

KEY MANAGERS OR KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES: the subjects, including Directors, who have the power and responsibility, directly or indirectly, for planning, managing and controlling the activities of the Company.

DIVIDEND EQUIVALENT: Consists of the allocation to the Beneficiaries of additional shares at the end of the vesting period, in a number equivalent to the ordinary and extraordinary dividends distributed by INWIT during the vesting period that would have been payable on the number of shares actually attributed to the Beneficiaries as a result of the performance levels they achieved in the terms and at the conditions prescribed by the Plan.

EBITDAAL: EBITDA - DEPRECIATION AND AMORTIZATION IFRS16.

Free Cash Flow to Equity*: this is calculated as Unlevered Free Cash Flow net of financial costs or income and represents the actual cash flow generated, taking into account investments in working capital and investments necessary for operating, maintaining and developing activities in the long term (cash flow available to shareholders and lenders).

GATE: "gate condition" set in the MBO, which if not met means that the bonus cannot be paid.

INCENTIVE (OR BONUS) AT TARGET: the bonus that can be obtained by the individual beneficiary upon achievement of the target performance level established by the objectives.

JOB EVALUATION: a method that measures the value or weight of the positions inside an organisation, expressed in points or grades.

KEY PERFORMANCE INDICATOR (KPI): the indicator identified to measure performance or the achievement of predetermined objectives.

LTI: Long Term Incentive Plan.

LOCK-UP: Indicates the period of time following the allocation of the Shares during which the vested Shares remain unavailable.

MANAGEMENT BY OBJECTIVES (MBO): the short term incentive plan that entitles the subjects involved to receive an annual reward in cash (bonus), based on the achievement of objectives established in advance and agreed with each beneficiary of said plan.

MANAGEMENT: all the heads of company departments identified through organisational decisions.

VESTING (OF THE PERFORMANCE SHARES) The moment the board approves the financial statements of the Company (or, if the conditions for this are fulfilled, of the consolidated financial statements of the Group of which the Company is parent) for the year ending 31 December 2020, with the concurrent assessment of the degree to which the Performance Parameters have been achieved.

PERFORMANCE PARAMETERS: Indicates the Performance objectives of the Plan, achievement of which is a condition for the purpose of allocating the Shares

PAY MIX: the composition of the individual remuneration package, consisting of fixed remuneration, short term variable remuneration and medium/long term variable remuneration.

PEER GROUP: The group of companies active in the sector of Tower Companies within which the positioning of INWIT's share performance is measured.

PERFORMANCE SHARES: Indicates the promise of free allocation to the Beneficiaries of a minimum and maximum number of Rights to receive Shares upon Vesting, in a number commensurate with the fixed and variable remuneration of the Beneficiary, varying from a minimum to a maximum dependent on the degree of achievement of the Performance Parameters.

VESTING PERIOD: The period between the moment the Plan is assigned and the Vesting of the Performance Shares.

Directors and Officers Policy (D&O policy): insurance cover against civil liability (professional risks) regarding the entire management of INWIT and the members of the corporate bodies.

TENANCY RATIO: one of the principal performance indicators for a Tower Co, representing the number of Tenants present on sites.

Recurring Free Cash Flow: indicates the cash flow generated by operations net of investments for infrastructure maintenance and net of financial charges. Development investments are not included.

REGULATIONS: Indicates the document that establishes the terms and conditions applicable to the LTI Plan, and which implements it. The Regulations are defined by the Board of Directors of the Company, at the proposal of the Nomination and Remuneration Committee.

GROSS ANNUAL REMUNERATION (GAR): the gross annual remuneration paid, including only the fixed elements of remuneration for subordinate employment, excluding benefits granted as a consequence of the employment and any sums paid on an occasional basis, as reimbursement of expenses, as well as any incentive and variable component provided it is defined as guaranteed and/or paid as a lump sum or continuously, reiterated or deferred, of the share of the Severance Fund and any compensation required by law and the applicable collective employment contract.

SCORE CARD: objectives card used in the MBO.

TOTAL SHAREHOLDERS RETURN (TSR): Indicator that measures the total return on a share as the sum of the following components: (i) capital gain: the ratio between the change in the share price (difference between the price recorded at the end and at the beginning of the reference period) and the price recorded at the beginning of the same period; (ii) reinvested dividends: the impact of all dividends paid and reinvested in the share on the coupon date. The relative Total Shareholder Return measures the positioning of INWIT's TSR in the TSR ranking of a Peer Group made up of listed Italian and foreign Tower Companies identified in the Plan Regulations.

TOWER COMPANY: infrastructure operators that operate in the sector of infrastructure for electronic communications, and, more specifically, that offer integrated hosting services at their own sites for systems and transceivers owned by their customers.

Target value/level: the target performance level set for an objective in an incentive system.

VALUE OF THE FINANCIAL INSTRUMENT: Indicates the value determined by calculating the arithmetic mean of the official prices of the ordinary shares of INWIT S.p.A. on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. in the 30 calendar days before the reference time.