

SHAREHOLDERS' MEETING
13 APRIL 2018 – 11.00AM (SINGLE CALL)
ROZZANO (MILAN), VIALE TOSCANA 3

PROPOSED RESOLUTIONS

APPOINTMENT OF THE BOARD OF DIRECTORS - RELATED AND CONSEQUENT RESOLUTIONS

- The determination of the number of members of the Board of Directors**
- Determination of term of office of the Board of Directors**
- Appointment of Directors by slate voting**
- Determination of remuneration for the Board of Directors**

Dear Shareholders,

the mandate of the Board of Directors appointed by the Shareholders' Meeting of 14 January 2015, subsequently supplemented by the Shareholders' Meetings of 15 May 2015 and 20 April 2017, expires with the approval of the financial statements for the year ending 31 December 2017.

The outgoing Board of Directors leaves entirely to the shareholders the proposal of candidates (abstaining from presenting its own slate) and the correlated additional proposals, concerning board composition, term of office and remuneration.

With reference to the profiles submitted to shareholders, a number of considerations are made below which we recommend you take into account in preparation for the Shareholders' Meeting.

The Board of Directors the Shareholders' Meeting is called on to renew is the first following admission of the ordinary shares to trading on the Electronic Share Market organised and managed by Borsa Italiana S.p.A..

As the company is subject to the direction and coordination of the parent company TIM S.p.A., pursuant to art. 16 of Consob Regulation 20249/2017 (the "Market Regulation"), the Board of Directors is required to have a majority of independent Directors pursuant to art. 148, paragraph 3, of legislative decree 58/1998 and art. 3 of the Corporate Governance Code of listed companies, to which the Company adheres. According to the by-laws, the board may have from 7 to 15 Directors. Considering the results of the annual self-assessment process, a reduction in the size of the Board of Directors, which in its last mandate year reached 15 members, seems desirable; considering the essential uniformity of business and the dynamics recorded at both domestic and international level.

On the other hand, besides what is set forth in art.16 of the aforementioned Markets Regulation and taking into account the internal organisation structures that the Board of Directors has given itself, establishing the presence of two stable committees (Control and Risk Committee, Nomination and Remuneration Committee, composed fully of independent Directors), it is advisable that the Board appointed should have no less than 11 members.

That number appears to serve operational needs, as it gives the full board the necessary structure, in terms of different professional skills and previous experience, while being compatible with the need for despatch and efficiency in its proceedings and suited to guarantee the participation of all Directors in board discussions.

It is suggested that the amount of the individual remuneration of Directors be at a market best practice level and be fixed as a total amount, net of remuneration for special roles; leaving it up to the Board to establish the methods of distribution among its members, based on the distribution of work according to the internal organisation the Board of Directors wishes to establish and must be commensurate with the size of the body. It should be recalled that the amount authorised will in any event represent a maximum, which in the course of the last three years was never used in full, but whose availability ensured flexibility in terms of the possibility of reviewing decisions and structures over time, facilitating adaptation to changed circumstances, which certainly represents an opportunity of far from negligible value to safeguard the efficiency and efficacy of the Board.

It should also be also recalled that, according to the Bylaws, the Directors of INWIT are entitled to reimbursement of expenses incurred in the exercise of their functions; the Company adopts the policy of aligning these with the provision made for senior executives.

For the sake of completeness, it should be noted that the Company is also covered by a “professional risks policy” for all its Directors & Officers stipulated by the parent company TIM for the entire Group.

It is proposed that, in principle, the term of office be confirmed as a maximum three year term, as permitted by the law, namely until the approval of the financial statements as at 31 December 2020, in order to enable the administrative body to perform its activities properly. Lastly, moving on to the candidates to be proposed as Directors, slates may be submitted by (besides by the outgoing Board) shareholders holding at least 1% of capital with voting rights pursuant to Consob resolution 20273 of 24 January 2018; each shareholder may only submit a single slate, alone or jointly with others, providing information on their identity and the percentage of the total shareholding held, and declaring connections, even indirect, with majority shareholders.

Slates (accompanied by acceptances of candidature by the individual candidates, personal declarations attesting possession of the prescribed requirements and any other declaration required by the applicable regulations, as well as a curriculum vitae) must be filed at least 25 days before the shareholders' meeting (therefore by 19 March 2018), while the time-limit for receipt by the Company of communications from intermediaries, proving the possession of shares, is 21 days before the Shareholders' Meeting (therefore 23 March 2018).

The By-laws specify that slates containing a number of candidates greater than or equal to three must ensure that both genders are present, in such a way that candidates of the less represented gender are at least one third of the total (rounding any fractions up to the whole number).

Furthermore, according to the provisions of INWIT's Corporate Governance Principles, (which may be found at www.inwit.it), acting as a director of the Company is not considered compatible with being a director or statutory auditor in more than five companies (other than those under the management or coordination of TIM S.p.A. or controlled by or affiliated to TIM S.p.A.) which are listed companies included in the FTSE/MIB index and/or operate principally in the financial sector dealing with the public, and/or companies that perform banking or insurance activities; where

executive offices are concerned in companies with the characteristics listed above, the limit is reduced to three. If a Director holds office in more than one company belonging to the same Group, only one appointment held within that Group shall be taken into account when calculating the number of appointments.

There are, however, no age limits for candidates nor limits to the number of mandates, nor are there any professional requirements.

4/5 of the seats (rounding down to the next whole number) are assigned to the slate which obtains the most votes (the "Majority Slate"), according to the order in which the candidates are listed, and the remainder to the "minority slate", according to the quotients method: in that way the votes obtained by the slates are then divided by progressive whole numbers from one up to the number of directors to be elected. The quotients thus obtained shall be progressively assigned to the candidates on each slate in the order specified thereon. The quotients thus assigned to the candidates on the various slates shall be arranged in a single decreasing ranking. Those who are assigned the highest quotients shall be elected.

If the composition of the resulting board does not reflect gender balance, taking into account their ranking order on the slate, the last candidates of the more represented gender elected from the Majority Slate shall forfeit their post to ensure compliance with this requirement, and shall be replaced in the necessary number by the first candidates not elected from the same slate who are of the less represented gender. In the absence of candidates of the less represented gender on the Majority Slate in sufficient number to proceed with the replacement, the Shareholders' Meeting shall supplement the board with the majorities required by law, thus ensuring that the requirement is met.

A declaration certifying that there are no connections, even indirect, with shareholders holding, even jointly, a controlling share, specifying any existing relations with them, is recommended by Consob to all those submitting minority slates.

Related to the quality of candidates and the professional, cultural, experience mix considered the best for correct, effective operations, in the light of the Board review performed, the Board of Directors deems that a balanced presence of directors with technical skills related to Company business and corporate and governance ones would be useful. In background terms, the best

balance is considered one between managerial and professional/academic background, combined with prior experience on the boards of listed companies. One of the most important aspects is that the balance between the various components ensure internal debate, without damaging the Board operational efficiency. It is also essential that candidates have an attitude that is open to proactive dialogue and willingness (and time) to work in a board whose operation is based on the collective principle.

The Board's recommendation for an orderly, functional and informed selection process for new Directors is completeness and transparency in the presentation of the personal characteristics of the candidates and in the representation of their connections, in the broad sense, with reference to the Company, to the majority shareholder and to those who submit the slate. It is desirable that the curricula should give a substantial picture of the candidates' characteristics, above all with reference to the suggested requirements, and in any event highlighting the important aspects for enabling the potential contribution that the candidates might make to the activities of the Board of Directors to be assessed. Regarding the candidates qualifying as independent, it is advisable that the considerations underlying their qualification should be set out, to allow the shareholders and the market to form an independent opinion of this specific aspect. It is also advisable to consider and report in detail any activities undertaken by the candidates through companies over which they exercise control or in which they hold a significant stake or in which they qualify as strategic key managers, or through professional associations of which they are members, with INWIT, and the majority shareholders, the remaining major shareholders, those who submit the slate, and the corresponding executive management.

In view of all this, the outgoing Board of Directors of INWIT S.p.A., in preparation for the Shareholders' Meeting for renewing the governing body, recommends that shareholders should:

- exercise in timely fashion their rights to submit slates of candidates for the office of Directors of the Company assigned to them by the law and the Company Bylaws;
- consider the suggestions and assessments expressed above in the composition of slates, also considering the need that the Board of Directors be made up of a majority of independent Directors;

- present, together with the slates, justified proposals regarding the number, period of office and compensation of the proposed Directors, again considering the recommendations made above.