



Infrastrutture Wireless Italiane S.p.A.

**REGULATION OF THE RELATED PARTIES COMMITTEE**

(AMENDED BY BOARD OF DIRECTORS' RESOLUTION OF 13 MAY 2021)

## **ARTICLE 1 – COMPOSITION AND APPOINTMENT**

1.1. The Related Parties Committee (hereinafter, the “**Committee**”) of Infrastrutture Wireless Italiane S.p.A. (hereinafter also referred to as the “**Company**” or “**INWIT**”) shall be set up by a resolution of the Board of Directors pursuant to Article 18.4 of the Bylaws, in line with Article 8 of the Corporate Governance Principles, and in accordance with the procedure for performing related-party transactions (hereinafter, the “**RPT Procedure**”), adopted by the Company in compliance with CONSOB Regulation no. 17221/2010 (hereinafter, the “**CONSOB Regulation**”).

1.2. The Board of Directors shall appoint and remove the members of the Committee, establishing the number of members (preferably an odd number and in any case no less than three). The Committee is composed of independent directors. The operational composition of the Committee, in the event of qualification of its members as Directors related to the specific transaction on which the Committee is called to consider, is governed by the RPT Procedure.

1.3. The Board of Directors shall appoint a Chairman for the Committee, who shall coordinate the meetings and act as a spokesperson reporting to the Board of Directors and its Chairman. In the case of the absence or impediment of the Chairman, the oldest member of the Committee present shall preside.

1.4. The Secretary of the Board of Directors shall act as Secretary and assist the Chairman of the Committee in the execution of his or her functions.

## **ARTICLE 2 – OPERATING PROCEDURES**

2.1. The Committee meets as frequently as required to perform its functions. The Chairman of the Committee shall call the meetings on his/her own initiative (or following a report by the heads of the control departments) or at the request of at least two members of the same Committee. The call for a meeting may also come from the Chairman of the Board of Directors, the Chief Executive Officer or the Chairman of the Board of Statutory Auditors.

2.2. The call notice contains an indication of the place, the date and the time of the meeting, as well as the list of the matters to be dealt with. The notice shall be sent by the Secretary or his/her offices, at the request of the Chairman, by suitable means in view of the notice period, i.e. generally no less than three days, except in cases of urgency, when the meeting shall in any case be called with at least twelve hours’ notice. A copy of the notice shall be sent to the Chairman of the Board of Statutory Auditors, and, for information, to the Chairman of the Board of Directors and to the Chief Executive Officer.

2.3. Any documentation regarding the items on the agenda shall be made available to the Committee members and to the Chairman of the Board of Statutory Auditors, normally at the time the meeting is called and in any case as early as permitted by the circumstances, in the same ways used for the distribution of materials before meetings of the Board of Directors.

2.4. The Committee shall be validly constituted (in person or via audio or video conferencing) if the majority of the members in office are present and it shall make decisions by an absolute majority of those present; if the voting ends in a tie, the decision shall be deferred to the following meeting. The Chairman of the Committee may invite the Chairman of the Board of Directors, the Chief Executive Officer and, by informing the Chief Executive Officer, the managers of the corporate functions that are competent on related-party transactions, to individual committee’s meetings. The members of the control body can attend the meetings of the Committee.

2.5. The decisions of the Committee shall be recorded in the minutes signed by the Chairman of the meeting and the Secretary, which shall be made available to the Chairman of the Board of Directors and the Chairman of the Board of Statutory Auditors.

2.6. The Committee reports to the Board of Directors, in the most appropriate way, on the activities carried out, and in any case from time to time at the first convenient meeting, through its own Chairman, or, in his/her absence, the oldest member.

2.7. For any matters not governed by this Regulation (and in particular, protection of the confidentiality and data of information provided), the operating procedures of the Board of Directors shall apply to the Committee, insofar as they are compatible.

### **ARTICLE 3 – DUTIES**

3.1. The Committee shall perform the duties and have the powers set out in the CONSOB Regulation and RPT Procedure.

### **ARTICLE 4 – POWERS AND MEANS**

4.1. The Committee shall be entitled to access the company departments and information needed to execute its duties. It makes use of the Company's departments, financial resources or external consultants of its choice (in compliance with the provisions of the RPT Procedure and of CONSOB Regulation), at the Company's expense, within the limits of the company budget or with the prior approval of the Board of Directors.

4.2. The Committee carries out its role of fact-finding, providing consultancy and making proposals essentially to the full board, directly or in coordination with the Chairman of the Board of Directors.

### **ARTICLE 5 – FINAL PROVISIONS**

5.1. The Committee periodically verifies the adequacy of this Regulation and submits any proposals for amendments or additions to the Board of Directors.