



NOTICE OF SHAREHOLDERS' MEETING

Persons entitled to vote at the ordinary Shareholders' Meeting of Infrastrutture Wireless Italiane - INWIT S.p.A. are called to meet at 3.00 p.m. on 6 April 2022 for the ordinary meeting (in a single call) at the Offices of Notary Marchetti in Milan, via Agnello n. 18, to discuss and deliberate on the following

AGENDA

1. Financial statements as at 31 December 2021 – Approval of the documentation on the financial statements; related and consequent resolutions
2. Financial statements as at 31 December 2021 – Allocation of profits and losses for the year; related and consequent resolutions
3. Report on the remuneration policy and compensation paid – Approval of the first section (remuneration policy); related and consequent resolutions
4. Report on the remuneration policy and compensation paid – Non-binding vote on the second section (2021 compensation); related and consequent resolutions
5. Supplementation of the independent auditors' fees; related and consequent resolutions

COVID-19 EMERGENCY – PROCEDURES FOR CONDUCTING THE SHAREHOLDERS' MEETING PURSUANT TO DECREE LAW NO. 18 OF 17 MARCH 2020

Pursuant to art. 106, subsection 4, of Law Decree no. 18 of 17 March 2020 containing "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the COVID-19 emergency" (the "Cura Italia Decree"), converted with amendments by Law no. 27 of 24 April 2020 and as extended most recently by Decree Law no. 228 of 30 December 2021, without prejudice to the procedures for the prior exercise of voting rights set out below, the Shareholders' Meeting may be attended exclusively through the representative appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58 of 24 February 1998 ("CLF"), identified as Computershare S.p.A. with registered office in Milan (the "Appointed Representative"). In accordance with Article 106 of the Cura Italia Decree, the Appointed Representative may also be granted proxy or sub-proxy pursuant to Article 135-*novies* of the CLF.

Note that participation at the Shareholders' Meeting of the entitled subjects (Chairman, Directors, Statutory Auditors, secretary of the meeting and the Appointed Representative) considering the limitations that may arise due to the aforementioned health requirements, may also (or exclusively) occur using telecommunications devices that enable them to be identified, according to the procedures disclosed to them individually, in compliance with the applicable regulatory provisions for this eventuality, without the Chairman and Secretary being required to be at the same place.

It is announced that the date and/or time and/or methods of conducting the Shareholders' Meeting indicated in this call notice may change if further measures are issued by the relevant authorities for the "COVID-19" emergency after the date of this notice. Any changes will be promptly announced using the same procedures as those for publication of the call notice.

RIGHT TO REQUEST SUPPLEMENTATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND TO SUBMIT NEW PROPOSED RESOLUTIONS

Shareholders who, also jointly, represent at least 2.5% of the ordinary share capital may submit, within ten days from publication of this notice, proposals on matters already on the agenda and request that the matters to be dealt with by the Shareholders Meeting be supplemented.

Shareholders for whom the Company has received a specific notice from an authorised intermediary in accordance with current regulations are entitled to request supplementation of the agenda or to submit new proposed resolutions.

The requests and a report setting out the reasons for the proposed resolutions on the new matters that they proposed be discussed or the reason for the additional proposed resolutions submitted for matters already on the agenda, together with a copy of an identity document of the requesting Shareholders, must be received in writing and within the terms of the law, alternatively to the address:

INWIT S.p.A.
Legal & Corporate Affairs
Piazza Trento, 10
00198 Rome - Italy

by e-mail to the e-mail address: assemblea@pec.inwit.it

Supplements to the agenda or the presentation of further proposed resolutions on matters already on the agenda will be announced in the same manner as required for the publication of this call notice, at least fifteen days prior to that set for the Shareholders' Meeting. At the same time as publication of the notice of addition to the agenda or presentation of new resolution proposals, the report prepared by the requesting Shareholders, accompanied by any assessments made by the Board of Directors, will be made available to the public using the same means required for the documentation relating to the Shareholders' Meeting.

Additions to the agenda may not be made for matters on which the shareholders' meeting is required by law to resolve on proposals put forward by the Directors or on the basis of a plan or report the latter have prepared, apart from those specified in article 125-*ter*, subsection 1 of the CLF.

RIGHT TO INDIVIDUALLY SUBMIT PROPOSED RESOLUTIONS PRIOR TO THE SHAREHOLDERS' MEETING

In addition to the foregoing, taking into account that participation at the Shareholders' Meeting may only take place through the Appointed Representative, those entitled to participate at the Shareholders' Meeting who intend to make individual proposals for resolution on agenda items are invited to submit them in advance, within 10 days after publication of this notice, in the same manner indicated in the previous paragraph. These proposals will be published on the Company's website, by 22 March 2022, so that the persons entitled to vote may do so having been informed, also taking these new proposals into account and also allowing the Appointed Representative to collect any voting instructions on the same. The requesting party must provide suitable documentation proving their entitlement to participate at the Shareholders' Meeting and confer a proxy on the Appointed Representative for participation at the same Shareholders' Meeting.

QUESTIONS ON THE TOPICS ON THE AGENDA

Pursuant to art. 127-*ter* CLF, all those who are entitled to vote may ask questions on the topics on the agenda also prior to the Shareholders' Meeting by sending them to the Company in writing before 28 March 2022, together with a copy of an identity document and the relative notice, issued by the qualified intermediary in accordance with current regulations, attesting their entitlement to exercise their right, alternatively to the address:

INWIT S.p.A.

Legal & Corporate Affairs - Ref. Questions Shareholders' meeting
Piazza Trento, 10 00198 Rome - Italy

by e-mail to the e-mail address: assemblea@pec.inwit.it

Questions submitted as above that are relevant to the items on the agenda shall be answered and published on the Company website <https://www.inwit.it/en/governance/shareholders-meeting/> by 4 April 2022.

The Company may provide single answers to questions on the same subject.

DISTANCE VOTING

Those entitled to vote may also exercise their voting rights electronically as of 23 March 2022 and up to and including 5 April 2022. Electronic voting shall be available from 23 March 2022.

The procedures and limits on the exercise of electronic voting can be found on the website <https://www.inwit.it/en/governance/shareholders-meeting/>.

REPRESENTATION AT SHAREHOLDERS' MEETINGS

The Company has commissioned Computershare S.p.A. - with registered office in Milan, Via Lorenzo Mascheroni 19 - to represent the shareholders pursuant to art. 135-*undecies* of the CLF and the Cura Italia decree. Shareholders who wish to attend the Meeting must therefore grant the Appointed Representative a proxy - with voting instructions - on all or some of the proposals for resolutions concerning the items on the agenda, using the dedicated proxy form, including the electronic version, prepared by the Appointed Representative in agreement with the Company, available on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/> where a link to a procedure for the electronic submission of the proxy is provided.

The proxy form with the voting instructions must be submitted by following the instructions on the form and on the Company's website by the end of the second trading day prior to the meeting, i.e. by 4 April 2022, and within the same period the proxy may be revoked.

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

It should also be noted that the Appointed Representative may also be granted proxies or sub-proxies pursuant to art. 135-*novies* of the CLF, by way of exception to art. 135-*undecies*, subsection 4 of the CLF, following the instructions provided in the form available on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/>. Proxies may be granted by 5 April 2022. Within the same term the entitled persons may revoke the proxy/sub-proxy and the voting instructions given by means of the same methods. The Appointed Representative will be available to provide clarifications or further information at 0246776814 or by email at ufficiomi@computershare.it.

DOCUMENTATION

The Directors' explanatory report with the proposals for resolutions on the items on the agenda and the Board of Statutory Auditors' reasoned proposal for the integration of the fees of the Independent Auditors, as referred to in the fifth item on the agenda, are available at the registered office, on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/>, as well as at the "1INFO" storage mechanism (www.1info.it), as of today.

The remaining meeting documents will be made available in the same manner as of 16 March 2022.

The documentation may be consulted at the company's registered offices only if permitted by the regulatory provisions in force at the time.

The Bylaws and the Regulations for the Shareholders' Meeting are available on the Company's website (www.inwit.it/governance).

This call notice is published today, in full, in compliance with art. 125-*bis* of the CLF, on

the Company's website (<https://www.inwit.it/en/governance/shareholders-meeting/>) and on the authorised storage platform "1INFO" (www.1Info.it), and an excerpt of it will be published in the newspaper Il Sole24Ore on 5 March 2022.

TOTAL NUMBER OF SHARES AND RIGHT TO VOTE

The subscribed and fully paid in share capital is equal to 600,000,000 euros, divided into 960,200,000 ordinary shares (with the right to vote in ordinary and extraordinary meetings of the shareholders of the Company), all without par value.

ENTITLEMENT TO VOTE

Persons for whom the relevant intermediary has transmitted to the Company the appropriate notice attesting that such person is entitled to vote as of 28 March 2022 (the record date) are entitled to speak and vote at the Shareholders' Meeting exclusively through the Appointed Representative and by means of the methods indicated above. Those who will become the owners of ordinary shares only after this

date will not be entitled to speak or vote at the Shareholders' Meeting.

OTHER INFORMATION

The Company reserves the right to supplement and/or amend the content of this notice should it become necessary as the current emergency situation evolves.

Milan, 4 March 2022