



INFRASTRUTTURE WIRELESS ITALIANE S.p.A.
Registered Office in Milan at Via Gaetano Negri, 1
PEC (certified electronic mail) address: adminpec@inwit.telecompost.it
Share capital 600,000,000 euros fully paid-up
Tax Code/VAT Registration Number and Milan - Monza Brianza - Lodi Business Register Number
08936640963

NOTICE OF SHAREHOLDERS' MEETING

Persons entitled to vote at the Shareholders' Meeting of Infrastrutture Wireless Italiane S.p.A. – INWIT S.p.A. are called to meet at 3.00 p.m. on 4 October 2022 for the Extraordinary and Ordinary Shareholders' Meeting (in a single call) at the "Copernico Milano Centrale" conference centre, Via Copernico, no. 38, Milan (20125), to discuss and deliberate on the following

AGENDA

EXTRAORDINARY SESSION

1. APPROVAL OF THE CHANGES TO THE COMPANY BYLAWS, ARTICLE 10 AND CONSEQUENT APPROVAL OF THE NEW COMPANY BYLAWS; RELATED AND CONSEQUENT RESOLUTIONS

ORDINARY SESSION

2. APPOINTMENT OF THE BOARD OF DIRECTORS - APPOINTMENT OF THE DIRECTORS BY SLATE VOTING; RELATED AND CONSEQUENT RESOLUTIONS
3. APPOINTMENT OF THE BOARD OF DIRECTORS - DETERMINATION OF THE TERM OF OFFICE OF THE BOARD OF DIRECTORS; RELATED AND CONSEQUENT RESOLUTIONS
4. APPOINTMENT OF THE BOARD OF DIRECTORS - DETERMINATION OF THE REMUNERATION OF THE BOARD OF DIRECTORS; RELATED AND CONSEQUENT RESOLUTIONS
5. AMENDMENT TO THE FIRST SECTION OF THE REPORT ON REMUNERATION POLICY 2022 AND COMPENSATION PAID; RELATED AND CONSEQUENT RESOLUTIONS

PROPOSALS ON THE APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment shall take place on the basis of slates submitted by shareholders who, alone or together with other shareholders, are holders of shares representing at least 1% of the ordinary share capital.

Slates must be filed by 9 September 2022 (at the registered offices or sent via e-mail to assemblea@pec.inwit.it), with valid production of the qualification proving their entitlement to exercise the right by 13 September 2022. Records adding or subtracting shares from the holding of the presenting shareholder after the date of filing of the slate shall have no effect on their entitlement to the exercise of their right.

Regarding the requirements of composition of the slates, refer to article 13 of the Company Bylaws, which can be viewed on the website www.inwit.it, Governance section.

The following documents must be filed with each slate:

– by individual candidates, (i) the acceptance of the candidacy, (ii) a statement attesting to the absence of grounds for ineligibility or incompatibility, in addition to any possession of the independence requirements envisaged by Legislative Decree no. 58/1998 (the CLF) and/or by the Corporate Governance Code, (iii) exhaustive information about the personal and professional characteristics with indication of the administration and control appointments in other companies. Any changes that occur up to the day the Shareholders' Meeting is held must be promptly notified to the Company;

– the shareholders submitting a slate must also present the information relating to their identity, indicating the total number of shares they hold.

It is recalled that Consob advises shareholders presenting a "minority slate" to file – along with the slate – a statement attesting to the absence of any connecting relations, including indirect relations, pursuant to art. 147-ter(3) of the CLF and art. 144-quinquies of Consob Regulation no. 11971/1999.

The Company is responsible for making public the information on properly filed slates. These will be published at the Registered Offices and using the storage platform "1INFO" (www.1info.it), as well as on the website <https://www.inwit.it/en/governance/shareholders-meeting/>, no later than 13 September 2022.

Regarding the composition of the slates it should also be remembered that for the renewal of the Board of Directors, the principle of gender balance shall

apply: see article 13 of the Company Bylaws, which can be viewed on the website www.inwit.it, Governance section.

Shareholders who intend to make proposals regarding the term of office or the fee to be paid to the Board to be elected, or who intend to submit a slate are invited to contact the Company's Legal & Corporate Affairs office in advance to define any necessary operational details.

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 supplementation of 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.

Supplements 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.

DOCUMENTATION

At the Company's Registered Offices and through the "1INFO" storage platform (www.1info.it), as well as on the Company's website <https://www.inwit.it/it/governance/assemblea-azionisti/>, the public report of the Board of Directors on the items on the agenda will be available by 25 August 2022 pursuant to art. 125-ter of the CLF. Further documents related to the Shareholders' Meeting will be made available to the public within the time period specified by law.

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 23 September 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 1 October

2022.

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

ENTITLEMENT TO VOTE

Persons for whom the relevant intermediary has transmitted to the Company the appropriate communication attesting that such person is entitled to vote as of 23 September 2022 (the record date) are entitled to speak and vote at the Shareholders' Meeting. Those who will become the holders of ordinary shares only after this date will not be entitled to speak or vote at the Shareholders' Meeting.

DISTANCE VOTING

Those entitled to vote may also exercise their voting rights electronically as of 14 September 2022 and up to and including 3 October 2022. Electronic voting shall be available from 14 September 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/>.

VOTING BY PROXY

The holder of the voting right may choose to be represented at Shareholders' Meetings via written proxy, within the limits established by the law. A proxy template is available at the Company's Registered Offices and a printable version can also be downloaded from the website <https://www.inwit.it/en/governance/shareholders-meeting/>.

Voting proxies – accompanied by a copy of an ID document of the delegating party – can be sent or notified to the Company, or on paper to the following address:

INWIT S.p.A.
Legal & Corporate Affairs – Ref. Proxies
Piazza Trento, 10
00198 ROME - ITALIA

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

Any prior notification does not absolve the proxy-holder of the obligation to attest under their own responsibility the compliance of the notified copy with the original, and the identity of the delegating party, during accreditation for access to the shareholders' meeting.

Designated Representative

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. Shareholders who wish to attend the Meeting may therefore grant the Designated 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 Designated 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 30 September 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.

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.

ORGANISATIONAL ASPECTS

To participate in the meeting, those with voting rights and their representatives are invited to present themselves before the time scheduled for the start of the meeting, with an identity document; accreditation activities will start at [1:30 p.m.] on 4 October 2022. For facilitate the ascertainment of their entitlement to participate, the persons entitled are invited to exhibit their copy of the communication to the Company that the intermediary is required to make available to them in accordance with current regulations on the day of the meeting.

FURTHER INFORMATION

The Company's Registered Offices are open to the public on working days between 10 a.m. and 1 p.m.

The following e-mail address may be used for information or requests for documentation: assemblea@pec.inwit.it.

The excerpt of this Shareholders' Meeting call notice will be published in the daily newspaper Il Sole 24 Ore on 11 August 2022.

Milan, 11 August 2022

The Chairman of the Board of Directors
Mr Emanuele Tournon