



**INFRASTRUTTURE WIRELESS ITALIANE S.p.A.**  
**Registered Office in Milan at Largo Donegani n. 2**  
**PEC (certified electronic mail) address:**  
**adminpec@inwit.telecompost.it**  
**Share capital 600,000,000.00 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 ordinary Shareholders' Meeting of Infrastrutture Wireless Italiane S.p.A. – INWIT S.p.A. are called to meet at 3.00 p.m. on 18 April 2023 for the Ordinary and Extraordinary Shareholders' Meeting (in a single call) in Milan at Fondazione Stelline, Corso Magenta n. 61, to discuss and deliberate on the following

### AGENDA

#### ORDINARY SESSION

- 1. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2022 – APPROVAL OF THE DOCUMENTATION ON THE FINANCIAL STATEMENTS; RELATED AND CONSEQUENT RESOLUTIONS**
- 2. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2022 – ALLOCATION OF PROFITS AND LOSSES FOR THE YEAR; RELATED AND CONSEQUENT RESOLUTIONS**
- 3. REPORT ON THE REMUNERATION POLICY 2023 AND COMPENSATION PAID 2022 – APPROVAL OF THE FIRST SECTION (REMUNERATION POLICY); RELATED AND CONSEQUENT RESOLUTIONS**
- 4. REPORT ON THE REMUNERATION POLICY 2023 AND COMPENSATION PAID 2022 – NON-BINDING VOTE ON THE SECOND SECTION (2022 COMPENSATION); RELATED AND CONSEQUENT RESOLUTIONS**
- 5. LONG-TERM INCENTIVE PLAN 2023-2027; RELATED AND CONSEQUENT RESOLUTIONS**
- 6. 2023 AND 2024 EMPLOYEES SHARE OWNERSHIP PLAN; RELATED AND CONSEQUENT RESOLUTIONS**
- 7. AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES PURSUANT TO AND FOR THE PURPOSES OF ARTICLES 2357, 2357-TER OF THE ITALIAN CIVIL CODE, ART. 132 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 AND ARTICLE 144-BIS OF CONSOB REGULATION ADOPTED BY RESOLUTION NO. 11971 OF 14 MAY 1999; RELATED AND CONSEQUENT RESOLUTIONS**
- 8. INTEGRATION OF THE AUDITING COMPANY'S REMUNERATION; RELATED AND CONSEQUENT RESOLUTIONS**

#### EXTRAORDINARY SESSION

- 1. CANCELLATION OF TREASURY SHARES WITHOUT REDUCTION OF SHARE CAPITAL; CONSEQUENTIAL AMENDMENT OF ART. 5 OF THE COMPANY BYLAWS; RELATED AND CONSEQUENT RESOLUTIONS**

#### 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](mailto: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 Office and through the "INFO" storage platform ([www.inwif.it](http://www.inwif.it)), as well as on the Company's website <https://www.inwit.it/en/governance/shareholders-meeting/>, are available the Reports of the Board of Directors on the items on the agenda pursuant to art. 125-ter of the CLF, informative documents pursuant to art. 84-bis of Consob Regulation no. 11971 of 14 May 1999 at items 5 and 6 on the agenda and the reasoned proposal of the Board of Statutory Auditors, at item 8 on the agenda. Further documents related to the Shareholders' Meeting will be made available to the public on 28 March 2023.

#### QUESTIONS ON THE TOPICS ON THE AGENDA

Pursuant to art. 127-ter of the 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 5 April 2023, 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](mailto: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 14 April 2023.

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 5 April 2023 (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 29 March 2023 and up to and including 17 April 2023. Electronic voting shall be available from 29 March 2023.

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 - Italy

by e-mail to the e-mail address: [assemblea@pec.inwit.it](mailto: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 n. 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 14 April 2023, 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 600,000,000.00 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 18 April 2023. 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](mailto:assemblea@pec.inwit.it)

The excerpt of this Shareholders' Meeting call notice will be published in the daily newspaper Il Sole 24 Ore on 18 April 2023.

Milan, 17 March 2023

The Chairman of the Board of Directors

Mr. Oscar Cicchetti