

INWIT

Sharing connections

REPORT ON THE 2023 REMUNERATION POLICY AND 2022 COMPENSATION PAID





Report on the 2023 Remuneration Policy and 2022 compensation paid

*Report approved by the Board of Directors
meeting of 2 March 2023*

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Letter from the Chair of the Nomination and Remuneration Committee

Dear Shareholders,

together with the other members of the Nomination and Remuneration Committee Laura Cavatorta, Pietro Guindani, Rosario Mazza and Francesco Valsecchi, I am pleased to present you the "Report on Remuneration Policy 2023 and Remuneration Paid 2022", drafted in compliance with the new principles of the EU Directive 2017/828 – Shareholder Rights Directive 2. The Report intends to be increasingly characterised as a moment of sharing and discussion with Shareholders on the remuneration policies adopted by the Company.

In 2022, the Shareholders' Meeting was called upon to express its opinion on remuneration issues on two occasions, on 6 April and subsequently on 4 October on the occasion of the renewal of the corporate bodies: in both votes, the Shareholders' Meeting confirmed a high level of approval for INWIT's Policy Report, underlining the Nomination and Remuneration Committee's constant commitment to proposing remuneration policies aligned with *best practices* in terms of adequacy and overall consistency of remuneration.

The Committee's commitment has always been to ensure that remuneration policies are an effective tool for achieving strategic priorities in the medium and long term, by aligning the interests of Management and Employees with the objective of creating sustainable value for Shareholders and all stakeholders, as well as guaranteeing the Company's ability to attract, retain and motivate valuable resources.

The involvement of our people is crucial to the successful realisation of our sustainable value creation goals. During 2023 and 2024, the second Diffuse Share Ownership Plan aimed at employees will be launched, with the objective of promoting their engagement towards the achievement of company objectives and strengthening their sense of belonging to the company, in line with the company's sustainability objectives in the medium and long term.

In 2023, subject to approval by the Shareholders' Meeting on 18 April, the new Long-Term Incentive Plan 2023-2027 based on *performance shares* will also be launched, aimed at ensuring the *retention* of management and key roles, and improving the relative remuneration positioning in the market. The Plan is structured, with three annual *rolling* cycles and a three-year *vesting* period, conditional on the achievement of three performance parameters: Total Shareholder Return (TSR) compared to a *peer group of companies*, Equity Free Cash Flow and ESG targets.

Policy 2023 confirms INWIT's increasing focus on ESG objectives, starting from climate policies, consistent with the international principles to which the company adheres and with reference to the 2030 United Nations Agenda (*Sustainable Development Goals*, SDGs). Our commitment to sustainability translates, among others, into a focus on reducing the *digital divide* and caring for the environment and people.

In particular, short-term incentive plans include the reduction of CO₂ emissions and the rate of days lost due to accidents as parameters. Long-term incentive plans include reducing the digital divide and gender equality in senior roles.

Finally, I thank you Shareholders for your support and attention in reading our Report, in the hope that the changes introduced this year will be reflected in your positive appreciation.

Eng. Christine Roseau Landrevot
Chair of the Nomination and Remuneration Committee

Introduction

Legislative Decree No. 49 of 10 May 2019 (the "Decree"), in transposing Directive (EU) 2017/828 – Shareholder Rights Directive 2, amended Art. 123-ter of the Consolidated Law on Finance ("CLF"); in December 2020 Consob then amended the Regulation adopted by No. 11971/1999, as amended (the "Issuers' Regulation").

Pursuant to the aforementioned Article 123-ter, the Company submits the Report on the Remuneration Policy to the shareholders' vote.

The Report approved by the Board of Directors on 2 March 2023, at the proposal of the Nomination and Remuneration Committee, was prepared in accordance with Scheme 7-bis of Annex 3A to the Issuers' Regulations in force at the date of preparation of the Report.

The Report is sent to Borsa Italiana and made available to the public at the Company's registered office and on the Company's website at least twenty-one days prior to the date of the Shareholders' Meeting called for 18 April 2023.

Translation for the reader's convenience only. In case of inconsistency, the Italian text will prevail.

Infrastrutture Wireless Italiane S.p.A. is the **largest operator in the wireless infrastructure sector in Italy** and it builds and manages technological plants and civil structures (towers, pylons and masts) which house radio transmission equipment, mainly to serve telecommunications operators. In recent years INWIT has expanded its offer with a series of additional services in the aim of continuing to support the optimisation of wireless services and drive the evolution of towers from a passive infrastructure to a connected, shared, distributed and protected digital infrastructure. Specifically, INWIT is building its own mobile telephony coverage service through DAS (Distributed Antenna System) systems, which provide optimal coverage of highly frequented sites, both outdoor and indoor, something which is particularly important in view of the ongoing technological transition from 4G to 5G. INWIT, contributes significantly to the coverage of wireless telephony services in Italy, increasing its sites with a view also to developing new technologies, starting with 5G. All this makes it an essential infrastructure for the development of telecommunication technologies, ensuring coverage and a ramified presence which will contribute significantly to overcoming the digital divide in Italy. INWIT is therefore in a good position to support the ongoing digitisation process and serve the increasing demand for connectivity. INWIT's purpose, '**sharing connections**', sets out to concisely express the whole essence of its work.

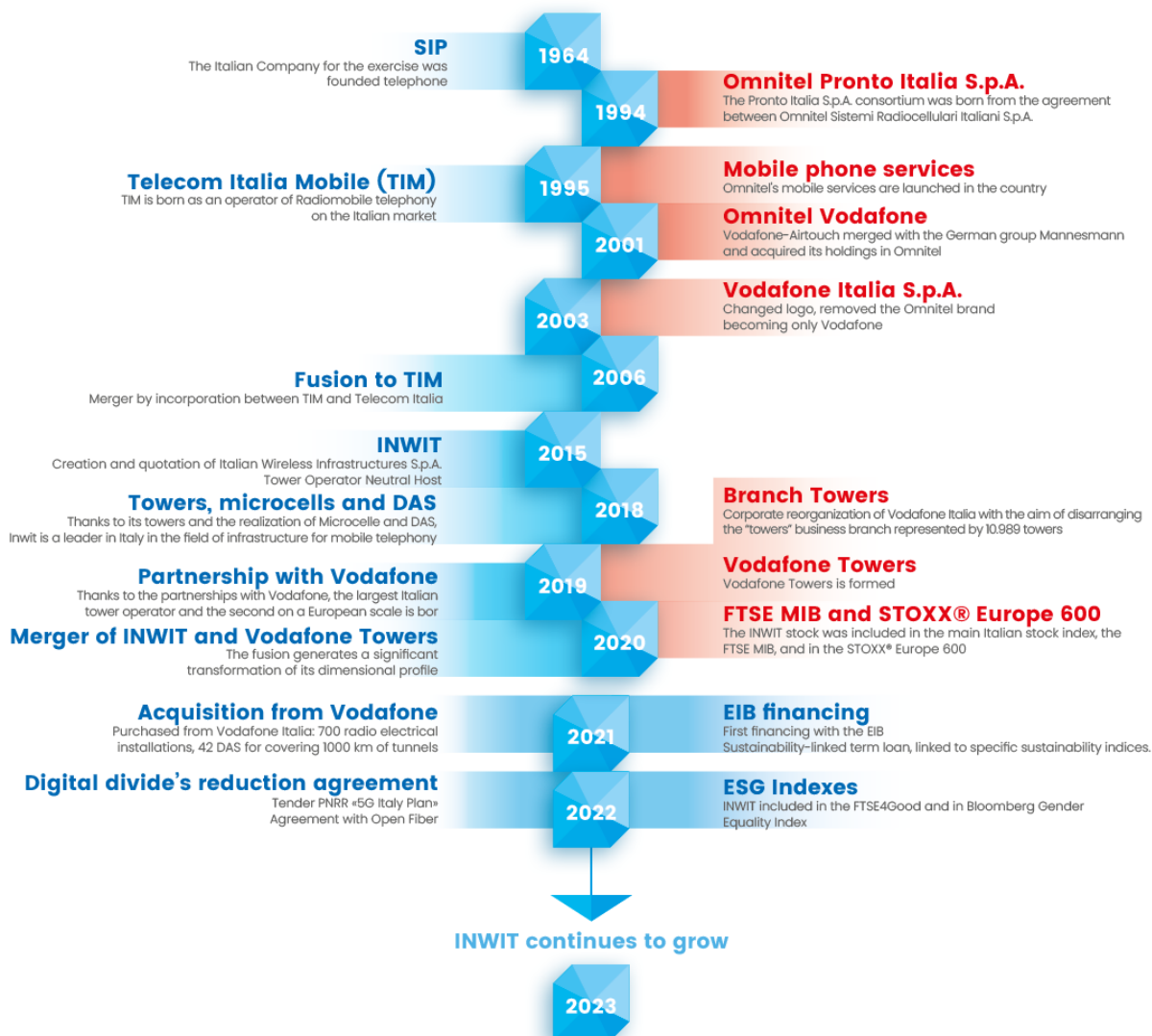
INWIT's activity is directly linked to the launch and growth of mobile telephony in Italy, by the two main operators in the industry. INWIT is the result of the merger of the wireless activities and infrastructure of Telecom Italia and Vodafone Italia. The company benefits from a wealth of expertise gained over time in the construction and operation of infrastructures hosting the transmission systems of the various, successive generations of radiomobile services over the years. Thanks to this evolution, which began 40 years ago, today INWIT can guarantee access to areas of strategic importance, including those regarding administrative and environmental aspects for its customers. INWIT started out in March 2015 as a spin-off of Telecom Italia's "Tower" branch designated for the operational management, monitoring and maintenance of the group's towers and repeaters. The merger with Vodafone Towers significantly transformed INWIT's dimensional and strategic profile, in addition to the transaction concluded in 2021 that led to the purchase of around 700 antenna systems, covering 1,000 km of road and motorway tunnels. The tunnel assets includes significant stretches of national road connections in terms of the number, location and the need for mobile phone coverage in tunnels. The acquisition positioned INWIT as a long-term connectivity player in the road segment and comes as part of the digitisation route in support of smart roads, which will require IoT (Internet of Things) systems to acquire and transmit information on the condition of the road infrastructure and to monitor safety conditions.

Confirming INWIT's role in the digitisation of the country and its contribution to reducing the digital divide, in 2022 an agreement was signed with Open Fiber to cover over 600 municipalities distributed throughout the country with FWA (Fixed Wireless Access) technology. INWIT was awarded the public tender 'Piano Italia 5G' of the NRRP, through the Temporary Grouping of Companies between the agent INWIT, Tim and Vodafone Italia, aimed at covering 1,200 market failure areas.

INWIT's infrastructure now has more than 23,000 managed sites, with a ramified distribution throughout the country (one tower about every 3 km in rural areas and one every 5-600 metres in densely populated centres), on which the transmission equipment of all the main national operators is hosted, as well as more than 6,900 remote units, small cells and DAS. Since 2020, the INWIT share has been included in the FTSE MIB and STOXX® Europe 600 and, in 2022, for the first time INWIT was included in the ESG FTSE4Good and Bloomberg Gender Equality Indexes.

Pursuant to the sale and purchase agreement, signed on 14 April 2022, for the acquisition by Impulse I S.à.r.l. of an equity investment held by TIM S.p.A. equal to 41% of the share capital of Daphne 3 S.p.A. ("Daphne"), a holding company that holds a 30.2% equity investment in the share capital of INWIT, and the related shareholders' agreements, on 3 August 2022 the directors of INWIT appointed by Daphne (Giovanni Ferigo, Giovanna Bellezza, Sabrina Di Bartolomeo, Rosario Mazza and Agostino Nuzzolo) resigned from office with effect as of the closing date of the Operation on 4 August 2022.

After the new Board of Directors appointed at the shareholders' meeting on 4 October 2022 took office, INWIT's governance reached a further landmark, with a majority of independent directors on the board.



Executive Summary (1/2)

TARGET	FIXED COMPENSATION	VARIABLE COMPENSATION	
		MBO	LTI
CHAIRMAN OF THE BOARD OF DIRECTORS	50.000€* 200.000€**	Not expected	Not expected
CHIEF EXECUTIVE OFFICER	50.000€* up to 500.000€**	75% of the fixed compensation** (target)	75% of the fixed compensation** (target)
CEO/GM	50.000€* up to 100.000€** 400.000€ (Annual Base Salary)	75% of the Annual Base Salary+ fixed compensation** (target)	75% of Annual Base Salary+ fixed compensation ** (target)
GENERAL MANAGER	400.000 € (Annual Base Salary)	75% of the Annual Base Salary (target)	75% of Annual Base Salary (target)
KEY MANAGERS	- remuneration consistent with the complexity of the role (Annual Base Salary) - comparison with the external market	50% Annual Base Salary (target)	50% of Annual Base Salary (target)

* fixed compensation as Board Member (ex art. 2389, subsection 1)

** fixed compensation for special assignment (ex art. 2389, subsection 3)

Cap of 150% of target bonus
Clawback clause

PURPOSE

Rewards the skills, experience and contribution required of the position

Incentivizes the achievement of annual financial, non-financial and ESG targets. Monetary plan

Share plan aimed at aligning, over the long term, the actions of Management with the interests of Shareholders. Management and critical resource retention tool.

MAIN NEWS 2023

Equal performance parameters for all beneficiaries

Extension of the scope of beneficiaries (Directors + Head of)

2023 PERFORMANCE PARAMETERS

- Revenues (weight 20%)
- EBITDAal Inwit (weight 15%)
- Recurring Free Cash Flow (weight 15%)
- New hospitalities (weight 35%)
- ESG (weight 15%)

- Relative TSR (weight 40%)
- EFCF (weight 40%)
- ESG (weight 20%)

PAY MIX %



Note: The pay-mix indicated refers to the maximum value of the proposed fixed compensation. Any changes due to lower values of recognised compensation will be reported in the Second Section of the Report regarding remuneration and compensation paid to be submitted for voting at the Shareholders' Meeting in 2024.

Executive Summary (2/2)

EMPLOYEES SHARE-OWNERSHIP PLAN

TARGET	ALL STAFF (non eligible per LTI)
PURPOSE	Promote engagement, strengthen the sense of belonging and encourage the active participation of employees in achieving business results
PLAN	The 2023-2024 Plan provides for the free assignment to employees of a package of 50 ordinary shares of INWIT and the possibility, on a voluntary basis, to purchase an additional 100 shares with a discount of 10% compared to the average market value

OTHER PROVISIONS

TARGET	BENEFITS	SEVERANCE
	Integration of remuneration packages and alignment with market standards	Indemnities aimed at protecting the interests of the company, preventing possible disputes
CHAIRMAN OF THE BOARD OF DIRECTORS	Directors & Officers policy	Not expected
CHIEF EXECUTIVE OFFICER	Directors & Officers policy	Indemnity for early termination of the employment relationship: max 24 months of fixed remuneration
CEO/GM	Directors & Officers policy Car for mixed private and company use Social security and insurance benefits	Indemnity for termination of employment, without just cause: max 24 months (Annual Base Salary plus MBO average last three years) plus any entitlements deriving from the reference CCNL
GENERAL MANAGER	Directors & Officers policy Car for mixed private and company use Social security and insurance benefits	Indemnity for early termination of the employment relationship, without just cause: max 24 months (Annual Base Salary plus average of the MBO last three years) plus any entitlements deriving from the reference CCNL
KEY MANAGERS	Directors & Officers policy Car for mixed private and company use Social security and insurance benefits	Indemnity for early termination of the employment relationship, without just cause: max 24 months (Annual Base Salary plus average of the MBO last three years) plus any entitlements deriving from the reference CCNL

INWIT and sustainable success

Since 2020, INWIT has supported TIM and Vodafone Italia in the realisation of the new network for the development of 5G and guarantees access to its infrastructure by the entire market, in a logic of **Tower as a service**. INWIT's path of pursuing a real paradigm shift towards the creation of a sustainable business model also continues. In this direction, the Sustainability Plan has been updated to 2026, integrated into the industrial strategy, which envisages the development of initiatives and projects focused on the 3 ESG areas, Environment, Social and Governance.

As required by the adoption of the principles of the Global Compact promoted by the United Nations on human rights, labour standards, environmental protection and anti-corruption, INWIT drafted its second COP (Communication on progress) in November 2022, confirming its willingness to integrate the ten principles into the company's strategy, culture and daily operations. Furthermore, in order to strengthen its commitment in terms of inclusion and sustainability, INWIT has signed the Women's Empowerment Principles promoted by the UN Global Compact and UN Women.



FIRST SECTION: 2023 REMUNERATION POLICY

1. GOVERNANCE OF THE REMUNERATION PROCESS

The INWIT Remuneration Policy has been drawn up in accordance with the guidelines on remuneration contained in the current Corporate Governance Code of Borsa Italiana S.p.A. (hereinafter the "Corporate Governance Code"), in the January 2020 version.

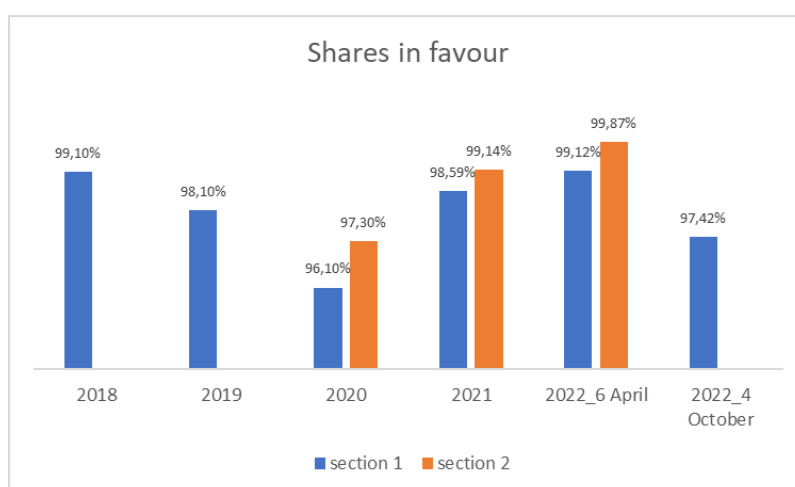
INWIT adopted the Corporate Governance Principles with a resolution of the Board of Directors on 27 February 2015, subsequently modified by resolutions on 21 December 2015 and 13 May 2021. Pursuant to the Company's related party transaction procedure (which can be viewed on the website www.INWIT.it – Governance section), any decision on the remuneration of Directors and Key Managers that comply with the Remuneration Policy submitted to the General Shareholders' Meeting are considered irrelevant and thus do not fall within the scope of CONSOB regulation No. 17221/2010. In the case of applying exceptions to the Remuneration Policy, INWIT plans to submit the relevant resolutions of the Board of Directors to the Procedure for related party transactions.

The Remuneration Policy is defined in a transparent manner through a process that involves the bodies indicated below.

Shareholder's Meeting

For the sake of completeness, the record of votes on Sections I and II at the Shareholders' Meeting of 6 April 2022 and on Section I at the Shareholders' Meeting of 4 October 2022 is provided, at which amendments to the Remuneration policy 2022 required as a result of the new ownership and governance structure were approved.

06/04/2022	Number of shares	Section 1	06/04/2022	Number of shares	Section 2	04/10/2022	Number of shares	Section 1
shares in	837.398.800	99,12%	shares in	843.732.444	99,87%	shares in	842.642.069	97,42%
shares favour			shares favour			shares favour		
shares against	7.460.140	0,88%	shares against	1.121.956	0,13%	shares against	18.206.520	2,10%
abstentions	0	0,00%	abstentions	4.540	0,00%	abstentions	58.766	0,01%
no vote	0	0,00%	no vote	0	0,00%	no vote	4.011.613	0,46%
total	844.858.940		total	844.858.940		total	864.918.968	



The percentages of shares in favour were calculated on the total number of shares represented in the Shareholders' Meeting.

Following the Shareholders' Meeting of 6 April 2022, INWIT has launched, with the assistance of the consulting firm Morrow Sodali, a Shareholder engagement plan, through a structured process aimed at discussing relevant remuneration aspects with Shareholders and proxy advisors and exploring them further.

The Shareholders' Meeting:

- expresses itself annually, with binding vote, on the first section of the Remuneration Report, containing the remuneration policy for the year after the one reported. Also expresses itself with non-binding vote on the second section;
- it defines the total gross annual compensation of the Board of Directors, on the basis of proposals made by shareholders when submitting the lists of candidates, in view of the appointment of the new Board;
- passes resolutions, upon proposal of the Board of Directors, on any compensation plans providing for the assignment of financial instruments to Directors and employees, including Key Managers with Strategic Responsibilities.

Board of Directors

The Board of Directors in office, appointed by the Shareholders' Meeting of 4 October 2022, is composed of 11 members, six of whom meet the independence requirements set forth in Legislative Decree 58/1998, and five of whom also meet the independence requirements set forth in the Corporate Governance Code.

On 7 October 2022, the Board of Directors appointed Oscar Cicchetti as Chairman of the Board of Directors without executive powers and Diego Galli as General Manager of the Company.

The Board:

- approves the Remuneration Report pursuant to Article 123-ter of the CLF, upon proposal of the Nomination and Remuneration Committee;
- approves the subdivision of the total compensation assigned by the Shareholders' Meeting to the Board of Directors - in the event the Shareholders have not taken any decision thereon - based on the proposals submitted by the Nomination and Remuneration Committee;
- determines the remuneration of Directors who hold special positions, based on the proposals made by the Nomination and Remuneration Committee and after consulting with the Board of Statutory Auditors;
- defines, at the proposal of the Nomination and Remuneration Committee, a policy for the remuneration of the Executive Directors and Key Managers with Strategic Responsibilities;
- it submits proposals to the Shareholders' Meeting on any compensation plans providing for the assignment of financial instruments to Directors and employees, including Key Management Personnel.

Nomination and Remuneration Committee

On 20 October 2022, the Board of Directors appointed the independent directors Laura Cavatorta, Christine Roseau Landrevot, Francesco Valsecchi and non-executive directors Rosario Mazza and Pietro Guindani as members of the Nomination and Remuneration Committee, and director Roseau Landrevot as Chairman of the Committee.

The Board of Statutory Auditors is always invited to the Committee's meetings and attends in the person of the Chairman of the Board or, if the latter is unable to attend, another Statutory Auditor designated by the same.

The issues dealt with by the Committee are reported to the Board of Directors.

The Committee meets regularly and as frequently as required to perform its functions.

With regard to remuneration issues, the Committee:

- proposes the criteria for apportioning the total annual compensation established by the General Shareholders' Meeting for the entire Board of Directors;

- proposes to the Board of Directors the definition of the remuneration policy for Directors and Key Managers with Strategic Responsibilities;
- periodically evaluates the adequacy, overall consistency and actual application of the policy for the remuneration of Directors and Key Managers with Strategic Responsibilities, also on the basis of the information provided by the managing directors, and formulates proposals to the Board of Directors in that regard;
- examines, with the assistance of the Human Resources & Organization Department, the remuneration policy for managers, with specific regard to the Key Managers with Strategic Responsibilities;
- submits proposals or issues opinions to the Board of Directors for the remuneration of Executive Directors and other Directors who cover particular offices as well as for the identification of performance objectives related to the variable component of that remuneration; monitors the implementation of decisions adopted by the Board of Directors and verifies, in particular, the actual achievement of performance objectives.

The main activities carried out by the Nomination and Remuneration Committee, with the support of the Human Resources & Organization department, are summarised below for each quarter of 2022.

January-March 2022

- Perimeter Key Manager
- Start of the CTO recruiting process
- Board Review 2021
- Start of the LTI 2022-2024 cycle investigation
- MBO 2021 Closing for Chief Executive Officer and Head of Audit Function – MBO 2021 Closing information on Key Manager
- Remuneration Policy 2022
- MBO 2022 Score card Chief Executive Officer and Head of Audit Function – Information MBO 2022 Key Manager score card
- Remuneration Report 2022

April-June 2022

- Definition of the 2022 – 2024 LTI Plan, related Regulation and objective sheet
- Management compensation positioning analysis
- Severance treatment for two Key Managers
- Analysis of the voting results of the Shareholders' Meeting on Remuneration issues

Luglio-Settembre 2022

- Start of benchmarking remuneration of the Chief Executive Officer and of the non-executive Directors
- Proposal for the remuneration of the members of the Board of Directors and the Board of Directors Committees
- 2022 Remuneration Report: First Section update
- Start of the recruiting process for HRO director and CCO

October-December 2022

- Proposal for the distribution of emoluments approved by the Shareholders' Meeting of 4 October 2022
- Proposal to determine the remuneration of the Chairman
- Proposal to determine the remuneration of the General Manager
- 2022 meeting calendar and planning of the Committee's activities
- HRO and CCO recruiting process update
- Induction on remuneration issues
- Board review 2022 – start of investigation
- Remuneration Policy 2023 – start of MBO LTI and PAD investigation
- Severance Policy Update

In 2022, the Committee has met 13 times. The average duration of meetings was approximately one hour and forty-five minutes and the attendance percentage was 97% (100% of independents Directors).

Board of Statutory Auditors

The Board of Statutory Auditors was appointed by the Shareholders' meeting of 20 April 2021 and will remain in office until approval of the financial statements for the year ending 31 December 2023. The Board of Statutory Auditors is made up of: Stefano Sarubbi (Chairman) and Standing Auditors Maria Teresa Bianchi and Giuliano Foglia. The alternate Auditors are Michela Zeme and Roberto Cassader.

The Board of Statutory Auditors expresses the opinions required by current legislation on the proposed remuneration of Executive Directors holding specific offices. Pursuant to the Company's Corporate Governance Principles, it also expresses its opinion on the compensation of the heads of the control department, and oversees the correct implementation of the corporate governance rules on resolutions on compensation and other benefits.

Other subjects

Within the scope of its assigned powers and responsibilities, the **Human Resources & Organization** department prepares the proposal for the Remuneration Policy and submits it to the Nomination and Remuneration Committee. The involvement of the Sustainability Committee is also envisaged for the definition of non-financial (ESG) objectives in the short- and long-term incentive schemes.

The **Administration, Finance & Control** department contributes to the definition and final accounting of the economic-financial indicators envisaged in the short- and long-term incentive systems and verifies the economic-financial sustainability of the same.

2. AIMS AND GENERAL PRINCIPLES OF THE POLICY

The 2023 Remuneration Policy is defined in accordance with the governance model adopted by the Company and with the recommendations of Borsa Italiana's Corporate Governance Code.

The Remuneration Policy 2023 confirms the relevance of incentive systems, both short and long-term, to emphasise how the creation of sustainable value and remuneration of management are aligned.

The INWIT Remuneration Policy sets out to:

- encourage the alignment of management interests with the creation of sustainable value for stakeholders in the medium-long term, ensuring compliance with the Pay for Performance criterion;
- attract, retain and motivate people with a high professional and managerial profile who are a determining factor for sustaining the innovation and growth of the Company;
- ensure a competitive remuneration package of the Chief Executive Officer and General Manager and Managers with Strategic Responsibilities with respect to the best market practices, through positioning analyses and remuneration benchmarks produced with the support of highly specialised advisors;
- ensure an adequate balance between the fixed component of remuneration and the variable component, correctly divided into short-term and long-term variables, in line with the Company's sustainable growth objectives;
- ensure consistency with the responsibilities of the position and valorise the performance rendered;
- ensure compliance with the principles of inclusion and meritocracy, guaranteeing internal equity and valorising all forms of diversity;
- promote employee engagement and strengthen the sense of belonging, through instruments that encourage direct participation in achieving objectives and company performance.

3. STRATEGY, SUSTAINABILITY AND REMUNERATION

INWIT's remuneration systems are defined in close correlation with the Business Plan and the Sustainability Plan, so as to direct Management's behaviour and actions towards the Company's overall performance objectives in keeping with the expectations of Shareholders and Stakeholders in the medium-long term.

INWIT has a clear positioning within the value chain, leveraging its assets (micro and macro grid) to offer infrastructure services to operators in a model of sharing open to all mobile operators, FWA and other customers (OTMO/IOT).

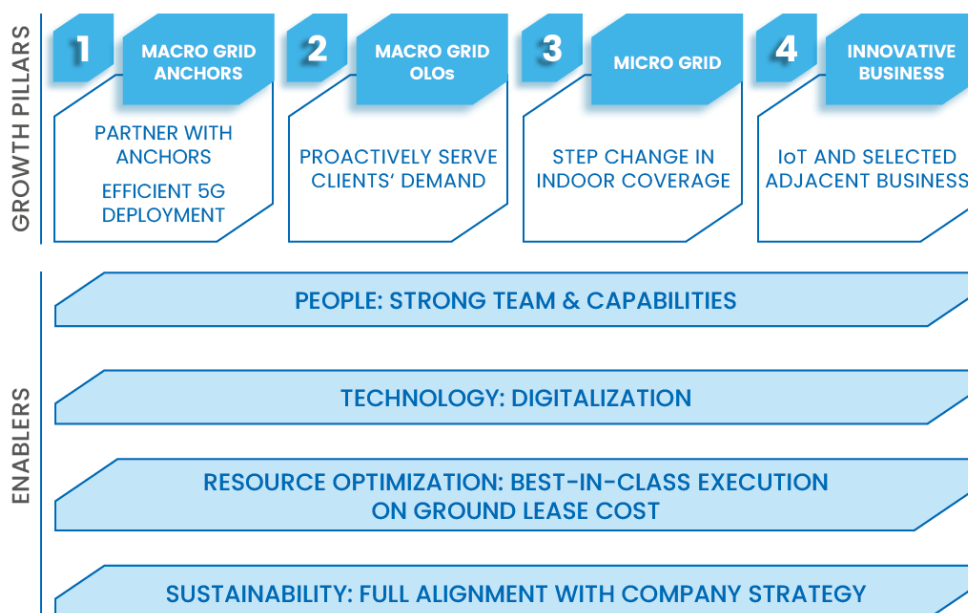
INWIT's Industrial Plan envisages a path of significant organic growth, supported by investments aimed at strengthening the company's macro grid and micro grid infrastructure, so as to better serve operators and contribute to digital evolution in the market.

Another pillar of the industrial strategy is the rapid development of micro-coverage, in particular DAS (Distributed Antenna Systems), which allow the mobile phone signal to be operated efficiently even in very crowded areas.

In line with this growth, INWIT's business is increasingly evolving towards the concept of **tower as a service**, thanks to the possibility of offering more integrated services starting with the infrastructure, in line with one of the main circular economy business models, that of the product as a service.

INWIT's Industrial Plan envisages an evolution towards increasingly smart towers: digital assets, distributed and protected, that can make a solid contribution to the digital transformation of the country's economic and social activities. The widespread presence of INWIT towers means advanced services can also be offered in areas where fibre optic connectivity will arrive later, thereby expediting the digitisation of the country and the reduction of the digital divide.

Strong and sustainable growth thanks to the 4 pillars of the Industrial Plan:



The objectives connected with variable incentive systems are identified in such a way as to be predetermined and measurable as well as guaranteeing the right balance between short and long term time horizons and between economic performance-sustainable business development and operating performance.

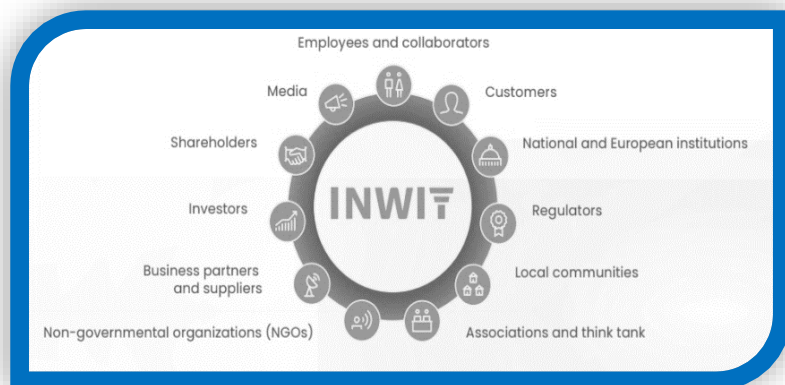
A representation of the link between the strategy and INWIT's Remuneration Policy is provided below.

	Strategic pillars of the Industrial plan	Value created for the stakeholders	Short term incentive	Long term incentive
1	Strengthen partnerships, vision and opportunities for industrial collaboration with anchor tenants, to increase the creation of shared value	Upgrade and expansion of assets in Italy. A significant investment plan is envisaged to strengthen existing facilities and construct new sites. Reducing Digital Divide. The promotion of projects aimed at enabling coverage of smaller municipalities and rural areas is planned so as to reduce the Digital Divide. To this purpose the high demand for coverage from FWA operators will be served.	<ul style="list-style-type: none"> • New Hospitalities • Revenues • EBITDAal • Recurring Free Cash Flow 	<ul style="list-style-type: none"> • Free Cash Flow to Equity • Relative Total Shareholders Return
2	Provide services to other operators rapidly and efficiently		<ul style="list-style-type: none"> • New Hospitalities • Revenues • EBITDAal • Recurring Free Cash Flow 	<ul style="list-style-type: none"> • Infrastructures to reduce the digital divide
3	Being a frontrunner in the development of the DAS (Distributed Antenna Systems, indoor) and small cell (outdoor) markets	Expanded coverage of social areas. The Company aims to develop and consolidate digital infrastructures, strengthening the coverage of areas with a high social and cultural vocation, such as transport, hospitals, museums and universities.	<ul style="list-style-type: none"> • New Hospitalities • Revenues • EBITDAal • Recurring Free Cash Flow 	
4	Invest in innovation to support new business	Digital innovation. On the innovation front, INWIT intends to offer hosting to multiple technologies through a tower upgrade that will look to smart cities and Internet of Things.	<ul style="list-style-type: none"> • Reduction of CO₂emissions • New Hospitalities 	<ul style="list-style-type: none"> • Free Cash Flow to Equity • Relative Total Shareholders Return

4. STAKEHOLDER ENGAGEMENT

Starting from the awareness that relations with stakeholders are an integral part of responsible and sustainable business management and fundamental to the value creation process for the Company, INWIT has undertaken a path intended to strengthen the engagement process with its stakeholders.

The commitment to consolidate and strengthen relations with stakeholders, by virtue of solid value creation, is in



line with the indications contained in the new Corporate Governance Code: in the Code "sustainable success" materializes in the creation of long-term value to the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company, and which provides that the Board of Directors should promote, in the most appropriate forms, dialogue with these figures.

In this direction, the approval of the Stakeholder Engagement policy envisaged in the Sustainability Plan by the Board of Directors on 13 May 2021 was a significant step.

In line with the path taken, INWIT organized its 1st Stakeholder Forum on 18 May 2021, at which the sustainability journey launched by the Company in 2020 was discussed, and the 2nd Stakeholder Forum, held on 3 May 2022, at which the update of the Sustainability Plan 2022-2024 was presented and the second Integrated Report published.

5. MAIN CHANGES TO INWIT'S REMUNERATION POLICY

The update of the emoluments for the Board of Directors, the Internal Committees, the Chairman, and the Chief Executive Officer's fixed compensation was drafted in the light of the findings of a remuneration benchmark survey carried out with the support of the specialized advisor Korn Ferry-Hay so as to align the aforementioned compensation with the practices of the reference market.

Short-term incentive systems

To bring INWIT's Remuneration Policy increasingly in line with best practices and make it functional to the achievement of corporate objectives, an assessment of the short-term incentive system was carried out with the help of the consulting firm Mercer, examining market best practices with particular reference to industrial companies belonging to the FTSE MIB index.

The evidence emerging made it possible to redefine the structure of INWIT's short-term incentive system, providing in particular for:

- a single scorecard for the General Manager and top level managers, with the aim of focusing management's efforts towards the company's strategic objectives;
- a higher incidence of the short-term variable remuneration component relative to total remuneration for Managers with Strategic Responsibilities;
- the introduction of new ESG objectives in order to strengthen the connection with the Company's sustainability strategy.

Long-term incentive systems

With a view to ensuring greater alignment with the Company's sustainability strategy, in line with market expectations and in consideration of the Company's new organisational structure and growth objectives, the new LTI Plan for the period 2023-2027 was defined.

The Plan, approved by the Board of Directors on 2 March 2023, will be submitted to the vote of the Shareholders' Meeting called for 18 April 2023.

The beneficiaries of the LTI Plan are the Chief Executive Officer, if appointed, the General Manager and all the positions reporting directly to the General Manager – including the Company's Key Managers with Strategic Responsibilities – the Audit Director and other key roles that may be included subsequently at the proposal of the Chief Executive Officer and/or the General Manager, after consulting the Nomination and Remuneration Committee, insofar as within its remit.

The 2023-2027 LTI Plan is a rolling share performance plan based on the activation of three, three-year cycles of attribution to Beneficiary of Rights to receive shares free of charge at the end of the three-year vesting period.

6. 2023 GUIDELINES AND INSTRUMENTS OF THE REMUNERATION POLICY

1. Duration of the remuneration policy

This Remuneration Policy has an annual duration so as to ensure continuous dialogue with Shareholders and facilitate their involvement in defining the guidelines of the Company's Remuneration Policy while simultaneously maintaining the flexibility required to promptly respond to the future needs of an extremely dynamic market context..

The Company will therefore submit the Remuneration Policy to the Shareholders' Meeting for approval from year to year. If the Shareholders' Meeting does not approve the Remuneration Policy proposed, the Company will pay remuneration in accordance with the last Policy approved by the Shareholders' Meeting.

The 2023 Remuneration Policy updated following the aforementioned new governance and corporate structure of INWIT is described below.

2. Remuneration of the Chairman and non-executive Directors

The Remuneration Policy has been drafted by INWIT's Board of Directors in accordance with applicable laws and statutory regulations, as well as with its Corporate Governance Code. The total compensation for the Board of Directors was approved by the Shareholders' Meeting on 4 October 2022, called also to resolve on the renewal of the Board of Directors. The total gross annual compensation of the Board of Directors pursuant to art. 2389, subsection 1 of the Italian civil code, including the emoluments for participation in Internal Committees, was set at a maximum of 1,100,000 euros.

The emoluments for members of the Board of Directors and Internal Committees pursuant to Art. 2389, subsection 1 of the Italian Civil Code were resolved by the Board of Directors on 27 October 2022:

- 50,000 euros gross per year as compensation for each member of the Board of Directors;
- 30,000 euros gross per year as compensation for the Chair of the Control and Risk Committee and 25,000 euros gross per year as compensation for each other member of that Committee;
- 25,000 euros gross per year as compensation for the Chair of the Nomination and Remuneration Committee and 20,000 euros gross per year as compensation for each other member of that Committee;

- 25,000 euros gross per year for the Chair of the Related Parties Committee and 20,000 euros gross per year for each other member of that Committee;
- 25,000 euros gross per year for the Chair of the Sustainability Committee and 20,000 euros gross per year for each other member of that Committee.
- 5,000 euros gross per year as compensation of the Director who holds the office of Lead Independent Director.

The Board of Directors also resolved for the Chairman of the Board of Directors a gross annual compensation pursuant to art. 2389, sub-paragraph 3 of the Italian civil code, amounting to 200,000 euros, in addition to the gross annual compensation of 50,000 euros as a member of the BoD pursuant to art. 2389, sub-paragraph 1 of the Italian Civil Code.

The emoluments described above were defined in line with the findings of the remuneration benchmark conducted by the advisor Korn Ferry-Hay;

Remuneration of the Chairman and non-executive Directors

Chairman of the Board of Directors		50,000 annual compensation pursuant to art. 2389, sub-paragraph 1 of the Italian civil code 200,000 annual compensation pursuant to art. 2389, sub-paragraph 3 of the Italian civil code	
Member of the BoD	€ 50,000	Lead Independent Director	€ 5,000
Nomination and Remuneration Committee		Control and Risks Committee	
Chair	€ 25,000	Chair	€ 30,000
Member	€ 20,000	Member	€ 25,000
Related Parties Committee		Sustainability Committee	
Chair	€ 25,000	Chair	€ 25,000
Member	€ 20,000	Member	€ 20,000

In accordance with best practices, the remuneration of non-executive Directors does not include a variable component and is not therefore correlated with the Company's financial results.

Directors were also granted a reimbursement of expenses incurred in performing tasks connected with their position (e.g. travel tickets and accommodation).

Directors have insurance cover for third-party liability (professional risks), known as the Directors & Officers policy.

For non-executive Directors there are no agreements that provide compensation in the event of early termination of their contract with INWIT.

3. Remuneration of Members of the Control Bodies

The Shareholders' Meeting on 20 April 2021 appointed the **Board of Statutory Auditors** for the three-year period 2021-2023, determining a gross annual compensation of 75,000 euros for the Chairman and 55,000 euros for each Standing Auditor, plus reimbursement of documented expenses incurred.

¹ The Benchmark was developed using the Korn Ferry Non-Executive Director Europe Data Base from which companies comparable with INWIT were selected, representing large Italian listed companies and comparable European companies in terms of Business Proximity.

The Board of Directors of 23 April 2020 appointed the **Supervisory Body** pursuant to Legislative Decree 231/2001 as of 5 May 2020 and until approval of the financial statements as at 31 December 2022. The gross annual compensation is 40,000 euros for the Chairman, 5,000 euros for each of the members holding the position of Standing Auditor, and no additional compensation for the internal member.

Remuneration of Members of the Control Bodies

Board of Statutory Auditors		Supervisory Body	
Chairman	€ 75,000		€ 40,000
Standing Auditor	€ 55,000	Standing Auditor	€ 5,000
		Internal Member	€ 0

4. Remuneration of the Chief Executive Officer, the General Manager and Key Managers with Strategic Responsibilities

On 7 October 2022, the Board of Directors appointed Diego Galli as the Company's General Manager.

On 27 October 2022, the Board of Directors resolved on the fixed and variable remuneration of the General Manager.

On 17 February 2023, the Board of Directors updated the perimeter of the Company's Key Managers with Strategic Responsibilities, appointing Emilia Trudu, Director of Administration, Finance and Control (CFO) and Lucio Golinelli, Chief Commercial Officer (CCO) as Key Managers with Strategic Responsibilities of the Company, to take effect from 6 March 2023.

Diego Galli, General Manager, and Andrea Mondo, Technology & Operations Director, were also confirmed as key managers.

Starting from 6 March 2023, Gabriele Abbagnara no longer qualifies as key manager. He will take over strategic responsibility for the new Indoor Coverage Solutions department, within the Commercial Department.

1.

ORGANISATIONAL DEPARTMENT	Key Managers
General Manager	Diego Galli – confirmed by the BoD on 17 February 2023
Head of Administration, Finance and Control	Emilia Trudu – appointed by the BoD on 17 February 2023
Commercial Director	Lucio Golinelli – appointed by the BoD on 17 February 2023
Head of Technology & Operations	Andrea Mondo – confirmed by the BoD on 17 February 2023

At the time of writing this Report, there is no Chief Executive Officer in office; the remuneration references in the event of appointment are set out below.

Fixed Remuneration

This is defined in keeping with the complexity of the position occupied by the Manager. To such purpose, INWIT introduced, right from the start, an assessment system of positions using the Korn Ferry–Hay method, which allows a comparison of managerial remuneration and external data to be made.

The fixed remuneration of Managers with Strategic Responsibilities may be adjusted periodically, as part of the annual salary review process involving the entire managerial population, without prejudice to the selective nature of the measure, restricted to managers who have increased the scope of responsibility or whose salary position does not exceed the median market benchmarks.

Peer Group

In order to define the compensation of the Chief Executive Officer and General Manager, a remuneration benchmark was carried out with the assistance of Korn Ferry–Hay. The benchmark consists of a panel of 16 companies selected on the basis of qualitative criteria and indicators (such as business proximity and HQ location in Europe) and quantitative indicators (e.g., market cap, revenues, number of employees).

An in-depth study was also carried out through the Korn Ferry–Hay database, with reference to the selected Market, Executive Italy: Business Managers of Large Italian Listed Industrial Companies positions, with equal organizational complexity (position weight).

CHIEF EXECUTIVE OFFICER

The fixed compensation set for the position of Chief Executive Officer consists of:

- compensation pursuant to art. 2389 sub-paragraph 1 of the Italian civil code, as a member of the Board of Directors, established as an amount at 50,000 euros gross per annum;
- compensation pursuant to Article 2389 sub-paragraph 3 of the civil code, as Chief Executive Officer, established as an amount up to €100,000 euros gross per annum;

CEO/GENERAL MANAGER

The fixed remuneration for the position of Chief Executive Officer/General Manager consists of:

- compensation pursuant to art. 2389 sub-paragraph 1 of the Italian civil code, as a member of the Board of Directors, established as an amount at 50,000 euros gross per annum;
- compensation pursuant to art. 2389 sub-paragraph 3 of the Italian civil code, as Chief Executive Officer, established as an amount up to 100,000 euros gross per annum;
- gross annual pay (GAP) for the General manager of 400,000 euros gross per annum, as remuneration for the employment relationship.

GENERAL MANAGER

The fixed remuneration of the General Manager, resolved by the Board of Directors on 27 October 2022, amounts to 400,000 euros gross per annum.

KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES

The fixed remuneration of Key Managers with strategic responsibilities is defined according to the complexity of the role assigned to the Manager. To such purpose, INWIT introduced, right from the start, an assessment system of positions using the Korn Ferry-Hay method, which allows a comparison of managerial remuneration and external data to be made.

The fixed remuneration of Managers with Strategic Responsibilities may be adjusted periodically, as part of the annual salary review process involving the entire managerial population, without prejudice to the selective nature of the measure, restricted to managers who have increased the scope of responsibility or whose salary position does not exceed the median market benchmarks.

Variable Remuneration

Short Term Variable Remuneration (MBO)

Management by Objectives (MBO) is the short term variable bonus tool that aims to support the achievement of the Company's annual objectives through the attribution of challenging targets.

The target bonus is determined as a percentage of the fixed remuneration, defined according to the complexity of the position occupied and aligned with the remuneration data observed in the external market.

Objectives are measured according to predefined and objective criteria, have a scale of achievement with the target level usually equal to the budget value, and minimum and maximum levels defined in a variable range depending on the specific objective.

The scorecard defined for the MBO 2023, while remaining substantially in line with the MBO 2022, has a **simpler structure**, with **goals shared** between the General Manager and Leadership Team with the aim of **consolidating team spirit** with respect to the effort required to develop business and emphasising the **alignment** between sustainable value creation and management remuneration.

OBJECTIVES	WEIGHT	MINIMUM	TARGET	MAXIMUM
EBITDAal	15%	-0.7% vs. target	€million (budget)	+0.7% vs. target
Revenues	20%	-0.5% vs. target	€million (budget)	+0.5% vs. target
Recurring Free Cash Flow	15%	-0.8% vs. target	€million (budget)	+0.8% vs. target
New Hospitalities: a) on macro sites b) on DAS	35%	-10% vs. target	New Hospitalities (budget)	+10% vs. target
ESG a) Environment: reduction of CO ₂ emissions b) Social: percentage of days lost through injury	15%	a) -10% vs. target b) -2% vs. target	a) tons of CO ₂ avoided b) lost days injury rate	a) +15% vs. target b) +2% vs. target

All the KPIs on the score card are finalised after the end of the financial year 2023. The bonus deriving from finalisation of the MBO will therefore be paid in the following year.

The incentive curve provides for minimum, target and maximum levels of achievement for each KPI according to the following pay-out scale:

- no bonus accrues below the minimum level;
- at the minimum level, 50% of the target bonus accrues;
- at the target level, 100% of the bonus accrues (*target bonus*);
- at the maximum level, 150% of the target bonus accrues – cap;

Intermediate achievement levels are evaluated by linear interpolation.

In cases of performance above the maximum level, there is a cap on pay-out equal to 150% of the target bonus.

The individual scorecards for Managers with Strategic Responsibilities were defined by the Chief Executive Officer or General Manager, with subsequent disclosure to the Nomination and Remuneration Committee.

The KPIs of the ESG objective are in line with the targets set out in the Corporate Sustainability Plan, integrated with the Strategic Plan.

Claw Back mechanisms

The Company has the right to demand repayment of variable remuneration paid, both short-term and long-term, if it has been disbursed or calculated on the basis of data which subsequently prove to be manifestly incorrect.

CHIEF EXECUTIVE OFFICER

The short-term variable compensation, corresponding to achievement of the target, corresponds to 75% of the fixed compensation pursuant to Article 2389 subsection 3 of the Italian Civil Code, with a cap set at 150% of the target. At the time of writing this Report, no Chief Executive Officer is in office.

CEO/GENERAL MANAGER

The short-term variable compensation, corresponding to achievement of the target, is equal to 75% of the total compensation (fixed compensation pursuant to Art. 2389 subsection 3 of the Italian Civil Code plus fixed remuneration as General Manager), with a cap set at 150% of the target.

GENERAL MANAGER

The variable short-term compensation, corresponding to achievement of the target is 75% of fixed remuneration, with a cap set at 150% of the target.

KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES

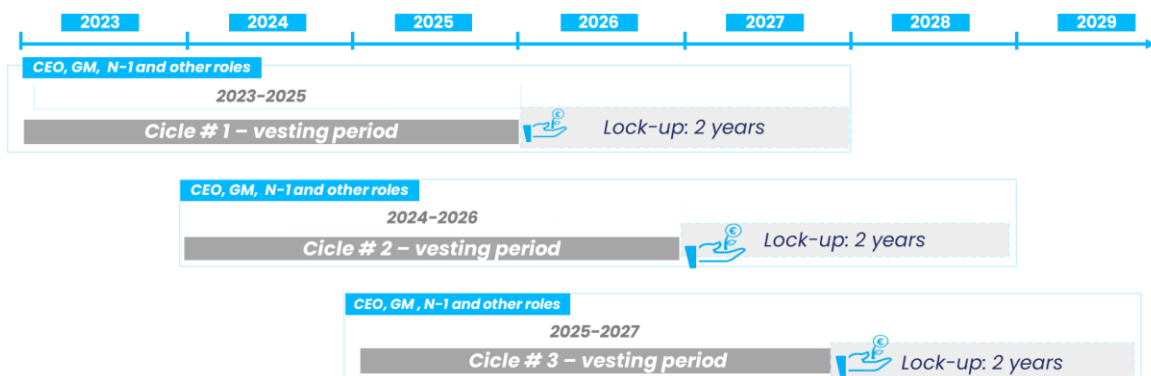
The total amount of the short-term variable bonus defined for Managers with Strategic Responsibilities for 2023, corresponding to achievement of the target is 50% of fixed remuneration with a cap set at 150% of the target.

Long Term Variable Remuneration

The Chief Executive Officer, General Manager and Key Managers with Strategic Responsibilities are included among the beneficiaries of the Company's Long-Term Equity Incentive Plan (LTI Plan) approved by the Board of Directors on 2 March 2023 and submitted to the vote of the Shareholders' Meeting on 18 April 2023.

The Plan pursues the following objectives:

- to align the interests of the Beneficiaries with those of the Shareholders through the use of share incentive tools;
- to develop strong engagement by Beneficiaries with the achievement of the growth objectives defined in the Strategic Plan over the next three year period, including sustainability goals (ESGs);
- to increase the weight of the variable component of the total remuneration of the Beneficiaries that is linked to the achievement of the performance parameters, pursuant to the recommendations of the Corporate Governance Code;
- to guarantee the retention of management and key roles by improving INWIT's competitive positioning on the employment market.



The number of Performance Shares recognised on target at the moment each cycle of the Plan is assigned and shown in the individual Allocation Letter, corresponds to a percentage of fixed remuneration, expressed in Shares at the normal value of the share at the date of assignment.

CHIEF EXECUTIVE OFFICER

In the event of the appointment of a Chief Executive Officer, the number of Performance Shares envisaged for each Plan cycle will correspond to 75% of the fixed annual compensation (compensation pursuant to Article 2389 subsection 3 of the Italian Civil Code) if the performance objectives are achieved at the target level, with a maximum cap set at 150% of the target. At the time of writing this Report, no Chief Executive Officer is in office

CEO/GENERAL MANAGER

The number of Performance Shares assigned to the Chief Executive Officer/General Manager for each Plan cycle corresponds to 75% of the total fixed annual compensation (compensation pursuant to Article 2389 subsection 3 of the Italian Civil Code plus Gross Annual Remuneration), if the performance objectives are achieved at the target level with a maximum cap set at 150% of the target.

GENERAL MANAGER

Specifically, the number of Performance Shares assigned to the General manager for each cycle of the Plan corresponds to 75% of Gross Annual Remuneration if the performance objectives are achieved at the target level with a maximum cap set at 150% of the target.

KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES

For Key Managers with strategic responsibilities, the number of Performance Shares assigned for each cycle of the Plan corresponds to 50% of the fixed annual compensation (Gross Annual Remuneration) if the performance objectives are achieved at the target level with a maximum cap set at 150% of the target.

PERFORMANCE CONDITIONS

Accrual of the right to receive the share incentive is subject to three performance conditions, independent of each other and each with its own relative weight, related to the Strategic Plan objectives. If the performance parameters are not achieved, the shares will not be allocated.

The performance parameters envisaged for the first cycle of the 2023-2025 Plan and the related LTI incentive strategy for TSR and Free Cash Flow to Equity (FCFE) objectives are shown below. The mechanisms for operating the performance parameters are defined in the Regulations of the 1st Cycle of the Plan.

1. *relative Total Shareholder Return (TSR) (relative weight 40%)*
2. *Equity Free Cash Flow* (EFCF) (relative weight 40%)*
3. *Sustainability Indicator (ESG) consistently with the INWIT Sustainability Plan (relative weight 20%):*
 - a)** Infrastructure useful for reducing the digital divide - weigh 10%. The indicator measures the implementation of hosting projects to provide coverage in white areas or in areas with an IVSM indicator of > 99.
 - b)** Gender equality in roles of responsibility- weight 10%. The indicator measures the number of women in the professional categories of managers and middle managers.

If the performance parameters are not achieved, the shares will not be allocated.

The Plan provides for three annual allocations (three cycles to be launched annually) covering the period 2023-2027.

Allocation	Vesting Period
2023 (cycle 1)	2023 – 2025
2024 (cycle 2)	2024 – 2026
2025 (cycle 3)	2025 – 2027

For beneficiaries of the Plan, 30% of the shares allocated will be subject to a lock-up period of 2 years. During this period the allocated shares subject to lock-up may not be transferred and/or sold, other than in *mortis causa*, nor may they be subject to pledges of any kind. The lock-up does not apply to additional shares granted to beneficiaries as dividend equivalents.

For further details, reference should be made to the Information Document drafted pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 ("CLF") and Article 84-bis of the Regulations adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently supplemented and amended ("Issuers' Regulations"), published on the Company's website www.inwit.it Governance section and made available to the public within the terms provided for by current legislation.

Pay-Mix

Below are the Pay-Mixes for Chief Executive Officer (if appointed), General Manager also in the hypothesis of CEO/GM, and Key Managers with Strategic Responsibilities.



Benefits

The General Manager and Key Managers with Strategic Responsibilities receive benefits provided for by the policies of the INWIT Group for employees classified as executives, in addition to those provided for by the National Collective Employment Agreement for Executives of Enterprises Producing Goods and Services.

In particular, the following are provided for:

- a car for mixed private and company use, the established value of which is subject to tax and contributions as required by applicable laws;
- voluntary access to welfare and insurance services provided by the Fontedir (Fondo Pensione Complementare Dirigenti) and Assida (mutual voluntary association for complementary medical care for Executives);
- third-party liability (professional risks) insurance cover, known as the Directors & Officers policy, underwritten by the Company and renewed annually. It covers all managerial staff and members of the governing bodies.

Severance

On 29 July 2019 the Board of Directors approved the policy on severance pay for Executive Directors and Managers with Strategic Responsibilities.

INWIT's Severance policy applies in the event of early termination of office as director or termination of employment without just cause.

In line with market practice, Severance pay does not exceed 24 months' salary, calculated for the Chief Executive Officer on the basis of fixed compensation and, for the General Manager and Key Managers with strategic

responsibilities, on the basis of the GAP plus the average MBO paid in the last three years, in addition to any entitlements deriving from the relevant Collective Employment Agreement¹.

With reference to plans based on existing financial instruments, in the event of consensual termination, the case of "good leaver" provided for by the LTI Regulation applies which provides for the maintenance of the rights assigned for the plans in progress that have not yet matured, according to a pro-rata temporis criterion, based on the years (or fractions of year) actually employed.

There are no consulting contracts or non-monetary benefits for periods after the termination of employment. The Company has not entered into any non-competition agreements with the General Manager and the Key Managers with Strategic Responsibilities.

Other provisions

There is no provision for the Chief Executive Officer, General Manager and Key Managers with strategic responsibilities to receive one-off fees or other variable components not related to performance conditions. Exceptionally, the Company reserves the right to pay, when recruiting high-profile individuals, entry bonuses linked to the loss of remuneration accrued in the company of origin, with amounts in any case not exceeding 100% of the fixed remuneration.

5. Employees Share Ownership Plan

In order to promote engagement, strengthen the sense of belonging and encourage the active participation of employees in the achievement of company results, the launch of a Employees Share Ownership Plan (ESOP) aimed at all employees, with the exception of the beneficiaries of the LTI Plan 2023, among whom the Chief Executive Officer, General Manager and Key Managers with strategic responsibilities, is planned.

The Plan, approved by the Board of Directors on 2 March 2023, will be submitted for approval by the Shareholders' Meeting called for 18 April 2023.

The 2023-2024 ESOP is the second plan launched by INWIT (the previous one was in 2020) and provides for the free allocation of a package of INWIT ordinary shares to employees and the voluntary purchase of additional shares at a 10% discount of the average market value in the 30 days prior to the subscription period.

For further details on the Plan, reference should be made to the Information Document drafted pursuant to article 114-bis of Legislative Decree no. 58 of 24 February 1998 ("CLF") and art. 84-bis of the Regulations adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently supplemented and amended ("Issuers' Regulations"), published on the Company's website www.inwit.it Governance section and made available to the public within the terms provided for by current legislation.

7. REMUNERATION POLICY DEROGATION PROCEDURE

In exceptional circumstances, the Board of Directors may temporarily waive Policy 2023 in order to pursue long-term interests, ensure the sustainability of the company as a whole or ensure the company's ability to stay on the market.

The aforementioned exceptional circumstances refer to situations falling within the following cases: retention of Managers with Strategic Responsibilities, significant changes in the scope of the company's activities during the

¹indemnity for lack of notice, differentiated depending on years of seniority, in line with the provisions of the Collective Employment Agreement for Managers of Companies Producing Goods and Services

validity of the 2023 Policy which some of the performance objectives of the policy were based on, events that seriously affect the company's image and reputation.

If the conditions are met, the temporary waiver of the 2023 Policy must be approved by the Board of Directors, at the proposal of the Nomination and Remuneration Committee, with the support of the Human Resources & Organization department, after consulting the Board of Statutory Auditors and the Related Parties Committee (composed of independent directors only), in compliance with the laws and regulations in force. It should be noted, in any case, that the rules for transactions with related parties remain applicable in cases of derogation from the remuneration policy.

The elements which the Company may decide to make exceptions to, in the presence of the above-mentioned exceptional and temporary circumstances, concern the fixed and variable remuneration components, including those of an extraordinary nature.

SECTION TWO: REPORT ON COMPENSATION PAID IN 2022

Introduction

This Report on compensation paid illustrates the policy implemented by INWIT in 2022 with regard to compensation paid to the Board of Directors, Control Bodies and Managers with Strategic Responsibilities, and provides a final account of the same.

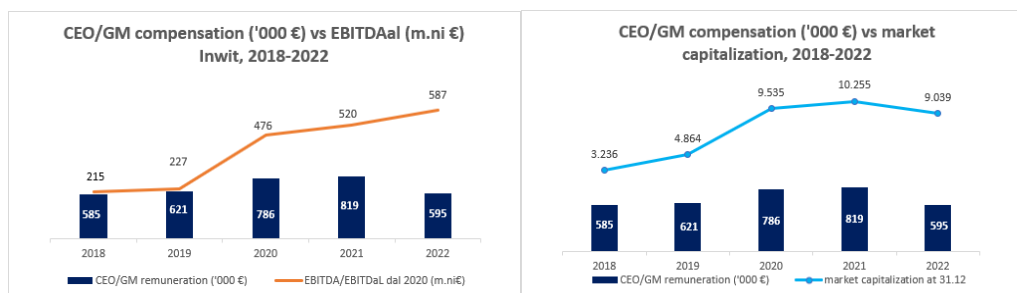
The subject appointed to carry out the external audit of the financial statements verifies that the Directors have prepared the second section of the Report.

8. PAY-FOR-PERFORMANCE IN INWIT

A graphic representation of the consistency with the Pay-for-Performance principle is provided below, showing the connection between the remuneration of the Chief Executive Officer and General Manager and the Company's economic and financial performance from 2018 to 2022.

It should be noted that on 7 October 2022, the Board of Directors appointed Diego Galli as General Manager of the Company; as a result, the 2022 remuneration shown in the graphs below refers to the total compensation accrued by the executive during the year.

Pay-for-performance analyses for the period 2018-2022 show significant growth in the company's financial performance, with a decline in market capitalisation. In the course of 2022, equity prices globally experienced marked volatility and, in many cases, significant declines, reflecting the changed macroeconomic scenario and the restrictive policies of the major central banks, aimed at containing the rise in inflation also by raising interest rates. Against this backdrop, the INWIT stock performed, albeit down in absolute terms, quite comparably and in many cases better than other stocks in the telecommunications infrastructure industry.



9. RESULTS OF VOTING OF THE SHAREHOLDERS' MEETING

With reference to the vote on Section II of the Report approved in 2022, it should be noted that no reasons for the votes against were received and no activity was carried out to investigate the reasons for the negative votes. However, following the 2022 Shareholders' Meeting, with the support of the consulting firm Morrow Sodali, INWIT started an engagement process aimed at further improving the relationship with Shareholders and proxy advisors, through a structured process aimed at discussing in depth the relevant remuneration aspects (Remuneration Assessment).

10. IMPLEMENTATION OF THE 2022 REMUNERATION POLICY

1. Fixed Remuneration

Compensation paid to Non-Executive Directors

INWIT's Board of Directors was renewed in 2022. The emoluments for the members of the Board of Directors and Internal Committees pursuant to Art. 2389, subsection 1 of the Italian Civil Code, as well as for the Chairman pursuant to Art. 2389, subsection 3 of the Italian Civil Code, were resolved by the Board of Directors on 27 October 2022.

The analytical detail of the compensation, received by each Director pro tempore during the period (both those who ceased to be in office and those newly appointed), including as members of the Internal Committees, and by the Lead Independent Director, is shown in table 1 of the second part of this section.

The members of the Board of Directors also have insurance cover for third-party liability (professional risks) known as the Directors & Officers policy.

For non-executive Directors there are no agreements that provide compensation in the event of early termination of their contract with the company INWIT.

Fixed compensation paid to the Chief Executive Officer and General Manager

On 7 October 2022, the Board of Directors appointed Diego Galli as General Manager; subsequently, on 27 October 2022, the Board of Directors resolved on the fixed remuneration of the General Manager, setting it at 400,000 euros gross per annum. Up to 7 October, Diego Galli was Key Manager with Strategic Responsibilities as Head of Administration, Finance and Control.

Up to the Shareholders' Meeting of 4 October 2022, the position of Chief Executive Officer/General Manager was held by Mr Giovanni Ferigo.

The detail of the compensation received is shown in Table 1 of the second part of this section.

Fixed compensation paid to Managers with Strategic Responsibilities

Key Managers with Strategic Responsibilities who held the position even for a fraction of a year during 2022, are:

Key Managers	ORGANISATIONAL DEPARTMENT
GABRIELE ABBAGNARA	Head of Marketing & Sales
ANDREA MONDO	Head of Technology and Operations since 28 March 2022
ELISA PATRIZI	Head of Operation & Maintenance and KM up to 1 February 2022
MASSIMO SCAPINI	Head of Technology and KM up to 1 February 2022

The amount at aggregate level corresponding to Gross Annual Pay of Managers with Strategic Responsibilities who held office even for a fraction of a year is € 1,372/000.

The amounts relating to such individual (Directors and General Manager) and aggregate (Managers with Strategic Responsibilities) compensation received during 2022 are specified in Table 1 in Part Two of this section.

Compensation paid to the Board of Statutory Auditors

The Shareholders' Meeting on 20 April 2021 appointed the Board of Statutory Auditors for the three-year period 2021–2023, determining a gross annual compensation of 75,000 euros for the Chairman and 55,000 euros for each Standing Auditor, plus reimbursement of documented expenses incurred. The compensation earned over 2022 is specified in Table 1 of Part Two of this section.

Compensation paid to the Supervisory Body

On 23 April 2020, the Board of Directors appointed the Supervisory Body pursuant to Legislative Decree 231/2001, allocating a gross annual compensation of 40,000 euros for the Chairman and 5,000 euros for each of the members holding the position of Standing Auditor. For the company's in-house member, the appointment is performed free of charge.

The compensation earned over 2022 is specified in Table 1 of Part Two of this section.

2. Short-term variable remuneration (MBO 2022)

General Manager

The General Manager was the beneficiary of MBOs for the period January–September as Head of Administration, Finance and Control; following his appointment as General Manager, the scorecard was updated and the relevant target bonus was accordingly adjusted to the new fixed remuneration.

The scorecard as General Manager is shown below.

Objectives	Weight	% target achieved	% weighted payout
Total Revenues (€Mln)	20%	99.6%	16.3%
EBITDAal Inwit (€Mln)	30%	99.7%	24.0%
Recurring Free Cash Flow (€Mln)	20%	100.3%	22.8%
New Hospitalities	15%	71.6% below the threshold	0%
Sustainability: a) Infrastructures to reduce the digital divide (Community) b) Reduction of CO2 emissions (Environment)	15%	150.0%	20.8%
TOTAL	100%	104.2%	85.6%

With reference to the main economic parameters, the results recorded in 2022 were EBITDAal of 587 million euros, total Revenues of 853 million euros and Recurring Free Cash Flow of 491.4 million euros.

Based on the results of the financial year, the average percentage achievement of targets was 104.2%. The final accounting of these results leads to the General Manager accruing a pro-rata bonus corresponding to 85.6% of the target bonus (pay-out).

As Head of Administration Finance and Control, the average achievement rate of the target was 99.4% corresponding to a pay-out of 87.4% of the target bonus.

The total bonus accrued is 162,525 euros gross and will be paid during the first half of 2023.

Key Managers with Strategic Responsibilities

Reference should be made to the above paragraph on the Chief Executive Officer and General Manager for the final values of achievement of the company scorecard objectives.

The average percentage of achievement of Key Manager objectives was 96.9%. The final accounting of these results resulted in the accrual of a cumulative bonus of 178,430 euros gross, equal to an average of 90.0% of the target bonus (pay-out) and 43.0% of total fixed remuneration. The bonus will be paid during the first half of 2023.

3. Long Term Variable Remuneration

In May 2022, the 3rd and final LTI cycle 2022–2024 was activated, involving, in addition to the General Manager, the Key Managers with Strategic Responsibility and the remaining management. It should be noted that the Plan was also allocated to the then Chief Executive Officer/General Manager Giovanni Ferigo, who left the Company last October 2022; as provided for by the Plan Regulations, Mr Ferigo retains the right to receive a pro-rata amount of the Performance Shares at the end of the vesting period.

As at 31.12.2022, the three-year vesting period for the 1st LTI cycle 2020–2022 came to an end; the accrued performance shares will therefore be allocated during the first half of 2023.

General Manager

The General Manager was allocated 14,591 performance shares by virtue of participating in the 3rd 2022–2024 cycle of the 2022–2024 LTI Plan, at an allocation price of 10.28 euros, which will vest, if performance objectives are met, in 2024 at the end of the three-year vesting period.

With reference to the 1st LTI cycle 2020–2022, based on the achievement of the performance parameters, the General Manager accrued the right to receive no. 19,339 ordinary shares, including the "dividend equivalent" estimated at the date of preparing this Report.

Key Managers with Strategic Responsibilities

In 2022, the Key Managers with Strategic Responsibilities were allocated a total of 20,173 performance shares by virtue of participating in the 3rd 2022–2024 cycle of the 2022–2024 LTI Plan, at an allocation price of 10.28 euros, which will accrue, if performance objectives are met, in 2024 at the end of the three-year vesting period.

With reference to the 1st LTI cycle 2020–2022, based on the achievement of the performance parameters, the Key Managers with Strategic Responsibilities have, in total, accrued the right to receive 8,687 ordinary shares, including the "dividend equivalent" estimated at the date of writing this Report.

11. SEVERANCE

In 2022, two further severance agreements were signed relating to the termination of the employment, without just cause, of the Chief Executive Officer/General Manager Giovanni Ferigo and a Key Manager with Strategic Responsibilities.

Both agreements were defined in line with the company's severance policy, and were settled in the course of 2022, when the managers left the company. The amounts are shown in Table 1 of Part Two of this section.

The termination of both managers was regarded as consensual and falls within the case of "good leaver" envisaged by the LTI Regulation, which provides for the maintenance of the rights assigned for the plans in progress that have not yet matured, according to a pro-rata temporis criterion, based on the years (or fractions of year) actually employed. The 1st, 2nd and 3rd cycles of the LTI Plan are currently active for the Chief Executive Officer/General Manager, with the 1st cycle having matured. For the Key Manager with Strategic Responsibilities, the 1st and 2nd cycles of the LTI Plan are active, with the 1st cycle matured.

¹ Consists of the allocation to the Beneficiaries of additional shares at the end of the vesting period, in a number equivalent to the ordinary and extraordinary dividends distributed by INWIT during the vesting period that would have been payable on the number of shares actually attributed to the Beneficiaries as a result of the performance levels they achieved in the terms and at the conditions prescribed by the Plan.

12. APPLICATION OF EX POST MECHANISMS

No ex-post correction mechanisms (clawback) were applied in 2022.

13. DEROGATIONS TO THE REMUNERATION POLICY APPLIED IN 2022

No derogations to the Remuneration Policy were made in 2022.

TABLES OF COMPENSATION PAID IN 2022

Detailed summary of the compensation paid during the relevant financial year in any respect and in any form by the company and by subsidiary and affiliated companies

The following table shows, in alphabetical order, the compensation paid to Directors, Statutory Auditors and, at aggregate level, Key Managers with Strategic Responsibilities. The compensation received from subsidiaries and/or affiliated companies, except those waived or paid back to the Company, are disclosed separately. The table includes all persons who have held these positions during the year, including for a fraction of a year.

In particular:

- the "Fixed compensation" column lists, on an accrual basis, the fixed emoluments and remuneration from work as an employee earned in the year, before welfare contributions and taxes payable by the employee. The details of the compensation received are provided in a note, with any employment-related compensation payments shown separately;
- the column "Remuneration for attendance at Committees" lists the compensation on an accrual basis to the Directors for attendance at meetings of Board Committees. The Committees which the director takes part in are indicated in a separate note;
- the column "Variable non-equity compensation" lists, under "Bonuses and other incentives", the incentives paid in the year against the accrual of the rights to such after audit and approval of the related performance results by the competent corporate bodies, as specified, with greater detail, in Table "Monetary incentive plans for Directors and Key Managers with Strategic Responsibilities"; the column "Profit sharing" is blank, because no forms of profit sharing are envisaged;
- the column "Non-monetary benefits" lists, on an accrual basis, the value of the fringe benefits assigned, indicating whether or not they are taxable;
- the column "Other compensation" lists, on an accrual basis, all of any other remuneration deriving from other services supplied;
- the "Total" column indicates the sum of the amounts of the previous items;
- the "Fair Value of equity compensation" column indicates the value of the "LTI 2020 -2024" Performance Share Plan;
- the column "Compensation for end of office or termination of employment" column contains the information on compensation for end of office or termination of employment paid during the year.

TABLE 1: Remuneration paid to members of the management and control bodies and to Key managers with strategic responsibilities.

CEO and GM

(A)	(B)	(C)	(D)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation	Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing				
Diego Galli	General Manager	01/01/2022-31/12/2022		325.000		162.525		3.006	490.531	107.776	
Giovanni Ferigo	CEO/GM	01/01/2021-04/10/2022	Shareholders' Meeting 4 ottobre 2022	300.000				2.477	302.477	161.665	1.906.000

Diego Galli: the amount in col. 1) refers to the gross annual remuneration received from 1 January to October as Director of Administration Finance and Control and from 7 October to 31 December as General Manager; col. 3) refers to the bonus pertaining to the year for objectives achieved in the year itself; column 4) shows, according to criteria of accrual and taxation, the value of the fringe benefits assigned; Col. 7) refers to medium/long-term remuneration.

Giovanni Ferigo: the amount in col. 1) refers to the remuneration of the employment relationship for the office of General Manager until the date of termination; column 4) shows, according to criteria of accrual and taxation, the value of the fringe benefits assigned up to the date of termination; col. 7) refers to the medium/long-term remuneration attributed entirely as remuneration for the office of Chief Executive Officer. As required by the LTI Regulation, after leaving the Company, Ing. Ferigo maintains pro-quota participation in LTI plans; column 8) shows the end-of-term salary and severance indemnity from the office of General Manager

Key managers with strategic responsibilities

(A)	(B)	(C)	(D)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation	Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing				
Key Managers with Strategic Responsibilities											
(I) Compensation in the company drawing up the financial statements				382.070		178.430		5.635	566.136	87.478	440.000
(II) Remuneration from subsidiaries and associates											
(III) Total				382.070		178.430		5.635	566.136	87.478	440.000

The remuneration refers to those who during the 2022 financial year held, even for a fraction of a period, the position of Manager with Strategic Responsibilities (4 managers). The fees correspond to salaries from an employment relationship gross of social security and tax charges borne by the employee.

The amount shown in column 7) refers to the 2022 accrual and also includes the DRS that have held the office for a fraction of the period.

The amount indicated in column 8) refers to the severance agreement described in the first part of the second section of the Report; The amount was paid in April 2022, at the exit of the manager.

Board of Directors

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Oscar Cicchetti	Chairperson	04/10/2022-31/12/2022	approval of 2024 financial statements	59.315	4.000					63.315		
Stefania Bariatti	Independent Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.192	10.000					22.192		
Laura Cavatorta	Independent Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055	9.000					21.055		
Antonio Corda	Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055						12.055		
Quentin LeCloarec	Independent Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.192	5.000					17.192		
Christine Roseau Landrevot	Independent Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.192	9.000					21.192		
Sonia Hernandez	Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055	4.000					16.055		
Rosario Mazza	Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055	4.000					16.055		
Secondina Giulia Ravera	Independent Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055	10.000					22.055		
Pietro Angelo Mario Guindani	Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055	9.000					21.055		
Francesco Valsecchi	Independent Director	04/10/2022-31/12/2022	approval of 2024 financial statements	12.055	10.000					22.055		
(i) Compensation in the company drawing up the financial statements				180.274	74.000					254.274		
(ii) Remuneration from subsidiaries and associates												
(iii) Total				180.274	74.000					254.274		

Oscar Cicchetti: the amount in column 1) refers to the compensation received as Chairman of the Board of Directors since 7/10/22 (€47,123) and Director; in column 2) the amount refers to the compensation received as member of the Sustainability Committee since 20/10/2022 (€4,000).

Stefania Bariatti: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as Chairman of the Control and Risk Committee (€ 6,000) and as member of the Related Parties Committee (€ 4,000) since 20/10/2022

Laura Cavatorta: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Appointments and Remuneration Committee (€ 4,000) and as Chairman of the Sustainability Committee (€ 5,000) since 20/10/2022

Antonio Corda: the amount in column 1) refers to the compensation received as a member of the Board of Directors. The compensation was not received by the person concerned but reverted to Central Tower Holding Company.

Pietro Angela Maria Guindani: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Control and Risk Committee (€ 5,000) and as member of the Appointments and Remuneration Committee (€ 4,000) since 20/10/2022

Sonia Hernandez: the amount in column 1) refers to the compensation received as a member of the Board of Directors and as member of the Sustainability Committee (€ 4,000) since 20/10/2022. The compensation was not received by the person concerned but paid to Central Tower Holding Company.

Christine Roseau Landrevot: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as Chairman of the Appointments and Remuneration Committee (€ 5,000) and as member of the Related Parties Committee (€ 4,000) since 20/10/2022

Quentin LeCloarec: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Control and Risk Committee (€ 5,000) since 20/10/2022

Rosario Mazza: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Appointments and Remuneration Committee (€ 4,000) since 20/10/2022

Secondina Giulia Ravera: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Control and Risk Committee (€ 5,000) and as Chairman of the Related Parties Committee (€ 5,000) since 20/10/2022

Francesco Valsecchi: the amount in column 1) refers to the compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Control and Risk Committee (€ 5,000), of the Appointments and Remuneration Committee (€ 4,000) and as Lead Director (€1,000) since 20/10/2022

Board of Directors lapsed

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Emanuele Tournon	Chairperson	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	45.534						45.534		
Giovanna Bellezza	Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	11.384					49.329		
Laura Cavatorta	Independent Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	28.932					66.877		
Antonio Corda	Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	26.562					64.507		
Angela Maria Cossellu	Independent Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	30.357					68.302		
Sabrina Di Bartolomeo	Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	11.384					49.329		
Pietro Angelo Mario Guindani	Director	05/05/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	20.959	6.288					27.247		
Sonia Hernandez	Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945						37.945		
Rosario Mazza	Independent Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	21.096					59.041		
Agostino Nuzzolo	Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	15.178					53.123		
Secondina Giulia Ravera	Independent Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	37.439					75.384		
Fabrizio Rocchio	Director	01/01/2022-05/05/2022	Shareholders' Meeting 4 ottobre 2022	17.123	5.137					22.260		
Francesco Valsecchi	Independent Director	01/01/2022-04/10/2022	Shareholders' Meeting 4 ottobre 2022	37.945	28.904					66.849		
(i) Compensation in the company drawing up the financial statements				463.068	222.659					685.728		
(ii) Remuneration from subsidiaries and associates												
(iii) Total				463.068	222.659					685.728		

Emanuele Tournon: the amount in column 1) refers to the pro-rata compensation received as Chairman of the Board of Directors. The compensation was not received by the person concerned but reverted to Central Tower Holding Company.

Giovanna Bellezza: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as member of the Sustainability Committee (€ 11,384). The compensation was not received by the person concerned but paid to Telecom Italia.

Laura Cavatorta: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received first as member and from 9/8/2022 as Chairman of the Appointments and Remuneration Committee (€ 13,754) and as Chairman of the Sustainability Committee (€ 15,178)

Antonio Corda: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as member of the Appointments and Remuneration Committee (€ 11,384) and of the Control and Risk Committee (€ 15,178). The compensation was not received by the person concerned but reverted to Central Tower Holding Company.

Angela Maria Cossellu: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as Chairman of the Control and Risk Committee (€ 18,973) and as member of the Related Parties Committee (€ 11,384)

Sabrina Di Bartolomeo: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as member of the Sustainability Committee (€ 11,384). The compensation was not received by the person concerned but paid to Telecom Italia.

Pietro Angelo Mario Guindani: the amount in col. 1) refers to the remuneration received as a member of the Board of Directors; in col. 2) the amount refers to the remuneration received as a member of the Sustainability Committee (6,288).

Sonia Hernandez: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors. The compensation was not received by the person concerned but reverted to Central Tower Holding Company.

Rosario Mazza: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as Chairman of the Appointments and Remuneration Committee up to 9/8/2022 (€ 12,055) and member of the Related Parties Committee (€ 9,041) up to 9/8/2022

Agostino Nuzzolo: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as a member of the Control and Risk Committee (€ 15,178). The compensation was not received by the person concerned but paid to Telecom Italia

Secondina Giulia Ravera: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) the amount refers to the pro-rata compensation received as Lead Independent Director (€ 3,795), member of the Control and Risk Committee (€ 15,178), Chairman of the Related Parties Committee (€ 15,178) and from 9/8/2022 member of the Appointments and Remuneration Committee (€3,288)

Fabrizio Rocchio: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the pro-rata compensation received as member of the Sustainability Committee (€ 5,134). The compensation was not received by the person concerned but reverted to Central Tower Holding Company.

Francesco Valsecchi: the amount in column 1) refers to the pro-rata compensation received as a member of the Board of Directors; in column 2) refers to the compensation received as member of the Control and Risk Committee (€ 15,178) and of the Sustainability Committee (€11,384) and from 9/8/2022 member of the Related Parties Committee (€ 2,342)

Control bodies

Board of Statutory Auditors

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other	Profit sharing					
Stefano Sarubbi	Chairman of the Board of Statutory Auditors	01/01/2022-31/12/2022	approval of 2023 financial statements	75.000						75.000		
Maria Teresa Bianchi	Standing auditor and member of the Supervisory Body	01/01/2022-31/12/2022	approval of 2023 financial statements	55.000						55.000		
Giuliano Foglia	Standing auditor and member of the Supervisory Body	01/01/2022-31/12/2022	approval of 2023 financial statements	55.000						55.000		
(i) Compensation in the company drawing up the financial statements				185.000						185.000		
(ii) Remuneration from subsidiaries and associates												
(iii) Total				185.000						185.000		

Supervisory Body

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	Position	Period for which the position was held	Expiry of term of office	Fixed compensation	Remuneration for involvement in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other	Profit sharing					
Francesco Monastero	Chair of the Supervisory Body	01/01/2022-31/12/2022	approval of 2022 financial statements	40.000						40.000		
Giuliano Foglia	Member of the Supervisory Body and Standing auditor	01/01/2022-31/12/2022	approval of 2022 financial statements	5.000						5.000		
Maria Teresa Bianchi	Member of the Supervisory Body and Standing auditor	01/01/2022-31/12/2022	approval of 2022 financial statements	5.000						5.000		
(i) Compensation in the company drawing up the financial statements				50.000						50.000		
(ii) Remuneration from subsidiaries and associates												
(iii) Total				50.000						50.000		

Table comparing the changes in the last two years between the annual change in the total remuneration of the members of the Board of Directors, the Board of Statutory Auditors and the Supervisory Body, the company's results and the average gross annual remuneration of employees.

	2021	2022
EBITDA _{Ad} ('000 €)	€ 519.960	€ 586.999
%	9,2%	12,88%
Market capitalization (mio €)	€ 10.255	€ 9.039
%	7,55%	-11,86%
Oscar Cicchetti	-	€ 63.315
%		
Stefania Bariatti	-	€ 22.192
%		
Laura Cavatorta	€ 85.000	€ 87.932
%	7,28%	3,45%
Antonio Corda	€ 85.000	€ 76.562
%	32,25%	-9,93%
Pietro Angelo Mario Guindani	-	€ 48.301
%		
Sonia Hernandez	€ 50.000	€ 54.000
%	32,25%	8,00%
Christine Roseau Landrevot	-	€ 21.192
%		
Quentin LeCloarec	-	€ 17.192
%		
Rosario Mazza	-	€ 75.096
%		
Secondina Giulia Ravera	€ 95.000	€ 97.439
%	3,51%	2,57%
Francesco Valsecchi	€ 85.000	€ 88.904
%	32,25%	4,59%
Stefano Sarubbi	€ 73.699	€ 75.000
%	5,28%	1,77%
Francesco Monastero	€ 40.000	€ 40.000
	48,37%	0,00%
Maria Teresa Bianchi	€ 42.000	€ 55.000
		30,95%
Giuliano Foglia	€ 48.301	€ 55.000
	258,35%	13,87%
Average gross annual remuneration of employees	€ 63.541	€ 59.860
%	4,38%	-5,79%

It should be noted that the Board of Directors was renewed on 4 October 2022, with confirmation of five Directors. As a result, the remuneration shown refers to the period during which each Director, Statutory Auditor or member of the SB was actually in office (pro-rata temporis). This is due to the year-on-year percentage changes recorded.

TABLE 2: Stock options assigned to members of the board of directors and to key managers with strategic responsibilities.

At the present time, the Company has no Stock Option plans.

TABLE 3: Incentive plans for members of the board of directors and key managers with strategic responsibilities.

TABLE 3A: Incentive plans based on financial instruments, other than stock options, for members of the management body, general managers and other key managers with strategic responsibilities.

			Financial instruments assigned in previous financial years not vested during the financial year		Financial instruments assigned during the financial year					Financial instruments vested during the financial year and not assigned	Financial instruments vested during the financial year and assignable		Financial instruments for the year
A	B	1	2	3	4	5	6	7	8	9	10	11	12
Name and surname	Position	Plan	Number and type of financial instruments	Vesting Period	Number and type of financial instruments	Fair value on allocation date	Vesting Period	Allocation date	Market price on allocation	Number and type of financial instruments	Number and type of financial instruments	Value on vesting date	Fair value
Diego Galli													
(i) Compensation in the company drawing up the financial statements	General Manager	LTI Plan 2020-2024 - 3° Cycle BoD of 05/05/2022			14,591 performance shares	€ 109.709	three year period 2022-2024	16/05/2022	€ 10,28				€ 36.570
(i) Compensation in the company drawing up the financial statements	General Manager	LTI Plan 2020-2024 - 2° Cycle BoD of 13/05/2021	16.060 performance shares	three year period 2021-2023									€ 34.932
(i) Compensation in the company drawing up the financial statements	General Manager	LTI Plan 2020-2024 - 1° Cycle BoD of 20/10/2020	32.154 performance shares	three year period 2020-2022							19.339	n.a.	€ 36.274
(ii) Remuneration from subsidiaries and associates													
(iii) Total						€ 109.709					19.339		€ 107.776
Giovanni Ferigo													
(i) Compensation in the company drawing up the financial statements	CEO/GM	LTI Plan 2020-2024 - 3° Cycle BoD of 05/05/2022			29.183 performance shares	€ 219.425	three year period 2022-2024	16/05/2022	€ 10,28				€ 54.856
(i) Compensation in the company drawing up the financial statements	CEO/GM	LTI Plan 2020-2024 - 2° Cycle BoD of 13/05/2021	32.120 performance shares	three year period 2021-2023									€ 52.398
(i) Compensation in the company drawing up the financial statements	CEO/GM	LTI Plan 2020-2024 - 1° Cycle BoD of 20/10/2020	32.154 performance shares	three year period 2020-2022							35.455	n.a.	€ 54.411
(ii) Remuneration from subsidiaries and associates													
(iii) Total						€ 219.425					35.455		€ 161.665
Key Managers with strategic responsibilities													
(i) Compensation in the company drawing up the financial statements	n° 2 KM	LTI Plan 2020-2024 - 3° Cycle BoD of 05/05/2022			20.173 performance shares	€ 261.425	triennale 2022-2024	16/05/2022	€ 10,28				€ 50.560
(i) Compensation in the company drawing up the financial statements	n° 3 KM	LTI Plan 2020-2024 - 2° Cycle BoD of 13/05/2021	40.062 performance shares	triennale 2021-2023									€ 16.122
(i) Compensation in the company drawing up the financial statements	n° 3 KM	LTI Plan 2020-2024 - 1° Cycle BoD of 20/10/2020	40.015 performance shares	triennale 2020-2022							22.892	n.a.	€ 20.796
(ii) Remuneration from subsidiaries and associates													
(iii) Total						€ 261.425					22.892		€ 87.478

The number of performance shares in columns 2) and 4) refers to the start of the individual cycles of the 2020-2024 Plan, as does the fair value in column 5). Column 12) shows the fair value attributable to 2022.

The 1st cycle 2020–2022 of the Plan is vested from 31/12/2022: column 10) shows the number of performance shares estimated in relation to the performances already finalized. The allocation to the beneficiaries of the Plan will take place in the first half of 2023. The fair value at the accrual date is not available at the time of preparation of this Report.

As required by the LTI Regulation, Giovanni Ferigo after leaving the Company maintains pro-quota participation in all 3 cycles of the LTI 2020–2024 plan.

As required by the LTI Regulation, two DRS after leaving the Company maintain pro-rata participation in cycles 1 and 2 of the LTI plan 2020–2024. The table shows their participation in the Plan cycles for the periods of competence.

In particular:

- the column "Financial instruments allocated in previous years and not vested during the year" shows the number and vesting period of any shares allocated in previous years and not yet vested;
- the column "Financial instruments allocated during the year" shows the number, total fair value, vesting period, allocation date and market price at such date, of the shares allocated during the year;
- the column "Financial instruments vested during the year and not allocated" shows, if any, the number of vested shares that can no longer be allocated in relation to the performance conditions of the vesting period, or of vested shares forfeited due to events pertaining to the employment relationship, governed by the Rules of the Plans;
- the column "Financial instruments vested during the year and assignable" shows the number and value at the vesting date of the shares allocated, vested during the year and assignable on the basis of the performance conditions of the vesting period, i.e., the quotas envisaged for the events pertaining to the employment relationship, governed by the Rules of the Plans; in case of unavailability of the performance result at the date of approval of the Report, the table shows the estimated number of shares that can be allocated in relation to the performance already accounted for and target level assumptions for performance not yet available at the date of publication of the Report;
- the column "Financial instruments attributable to the year" shows the fair value of the shares allocated, still outstanding, only for the portion attributable to the year, which is also shown in Table 1 in the column "Fair Value of Equity compensation".

TABLE 3B: Monetary incentive plans for members of the board of directors and key managers with strategic responsibilities.

A	B	(1)	(2)			(3)			(4)
Last name and first name	Position	Plan	Bonus for the year			Bonus for previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still Deferred	
Diego Galli	General Manager	MBO Plan 2022 . Letter dated 16/05/2022							
(I) Compensation in the company drawing up the financial			162.525						
(II) Remuneration from subsidiaries and associates									
(III) Total			162.525						

The Bonus refers to the total amount accrued as Director of Administration Finance and Control and subsequently as General Manager, respectively for 9/12th and 3/12th. The MBO target bonus was readjusted following his appointment as General Manager on 7 October 2022.

A	B	(1)	(2)			(3)			(4)
Last name and first name	Position	Plan	Bonus for the year			Bonus for previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still Deferred	
Key managers with strategic responsibilities		MBO Plan 2022 . Letter dated 16/05/2022							
(I) Compensation in the company drawing up the financial			178.430						
(II) Remuneration from subsidiaries and associates									
(III) Total			178.430						

SHARES OWNED BY MEMBERS OF THE BOARD OF DIRECTORS AND CONTROL BODY AND BY OTHER KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES

Pursuant to article 84-*quater* of the Regulation implementing Legislative Decree No. 58 of 24 February 1998, adopted by Consob Resolution No. 11971 of 14 May 1999 and subsequent amendments, the following table shows the shareholdings owned by the Directors, Statutory Auditors and key managers with strategic responsibilities in INWIT S.p.A.

Board of Directors

Name and surname	Position	Investee company	Number of shares owned at the end of the previous financial year	No. of shares purchased	No. of shares sold	Number of shares owned at the end of the year in progress
Oscar Cicchetti	Presidente	INWIT	none	none	none	none
Secondina Giulia Ravera	Consigliere	INWIT	none	none	none	none
Francesco Valsecchi	Consigliere	INWIT	none	none	none	none
Laura Cavatorta	Consigliere	INWIT	none	none	none	none
Antonio Corda	Consigliere	INWIT	none	none	none	none
Rosario Mazza	Consigliere	INWIT	none	none	none	none
Sonia Hernandez	Consigliere	INWIT	none	none	none	none
Stefania Bariatti	Consigliere	INWIT	none	none	none	none
Christine Roseau Landrevot	Consigliere	INWIT	none	none	none	none
Quentin Le Cloarec	Consigliere	INWIT	none	none	none	none
Pietro Angelo Mario Guindani	Consigliere	INWIT	none	none	none	none

Board of Statutory Auditors

Name and surname	Position	Investee company	Number of shares owned at the end of the previous financial year	No. of shares purchased	No. of shares sold	Number of shares owned at the end of the year in progress
Stefano Sarubbi	Chair	INWIT	none	none	none	none
Maria Teresa Bianchi	Statutory Auditor	INWIT	none	none	none	none
Giuliano Foglia	Statutory Auditor	INWIT	none	none	none	none

Key Managers with Strategic Responsibilities

Name and surname	Position	Investee company	Number of shares owned at the end of the previous financial year	No. of shares purchased	No. of shares sold	Number of shares owned at the end of the year in progress
Diego Galli	General Manager	INWIT	none	30.000	none	30.000
Gabriele Abbagnara	Marketing & Sales Director	INWIT	none	none	none	none
Andrea Mondo	Technology & Operations Director	INWIT	none	none	none	none

14. GLOSSARY

CLAW-BACK: A clause that permits the variable remuneration attributed to the Beneficiaries of the Plan to be recovered. Claw-back may be activated in the three years following the vesting or allocation of said variable remuneration in case of Error, in the five years following vesting or allocation of said variable remuneration in case of fraud or in relation to misconduct or negligence that have caused damage to the Company, or to behaviours put in place in breach of the laws of reference.

Directors and Officers Policy (D&O policy): insurance cover against civil liability (professional risks) regarding the entire management of INWIT and the members of the corporate bodies.

DIVIDEND EQUIVALENT: Consists of the allocation to the Beneficiaries of additional shares at the end of the vesting period, in a number equivalent to the ordinary and extraordinary dividends distributed by INWIT during the vesting period that would have been payable on the number of shares actually attributed to the Beneficiaries as a result of the performance levels they achieved in the terms and at the conditions prescribed by the Plan.

EBITDAAL: EBITDA – DEPRECIATION AND AMORTIZATION IFRS16.

EQUITY FREE CASH FLOW*: (EFCF): this is calculated as Unlevered Free Cash Flow net of financial costs or income and represents the actual cash flow generated, taking into account investments in working capital and investments necessary for operating, maintaining and developing activities in the long term (cash flow available to shareholders and lenders).

EXECUTIVE DIRECTORS: The directors to whom operational or management powers have been attributed, as well as those who were attributed particular responsibilities by the Board of Directors.

GROSS ANNUAL PAY (GAP): the gross annual remuneration paid, including only the fixed elements of remuneration for subordinate employment, excluding benefits granted as a consequence of the employment and any sums paid on an occasional basis, as reimbursement of expenses, as well as any incentive and variable component provided it is defined as guaranteed and/or paid as a lump sum or continuously, reiterated or deferred, of the share of the Severance Fund and any compensation required by law and the applicable collective employment contract.

INDEPENDENT DIRECTORS: Directors who meet the independence requirements as set out in the INWIT Governance Code.

INCENTIVE (OR BONUS) AT TARGET: the bonus that can be obtained by the individual beneficiary upon achievement of the target performance level established by the objectives.

JOB EVALUATION: a method that measures the value or weight of the positions inside an organisation, expressed in points or grades.

KEY MANAGERS OR KEY MANAGERS WITH STRATEGIC RESPONSIBILITIES: the subjects, including Directors, who have the power and responsibility, directly or indirectly, for planning, managing and controlling the activities of the Company.

KEY PERFORMANCE INDICATOR (KPI): the indicator identified to measure performance or the achievement of predetermined objectives.

LTI: Long Term Incentive Plan.

LOCK-UP: Indicates the period of time following the allocation of the Shares during which the vested Shares remain unavailable.

MANAGEMENT BY OBJECTIVES (MBO): the short term incentive plan that entitles the subjects involved to receive an annual reward in cash (bonus), based on the achievement of objectives established in advance and agreed with each beneficiary of said plan.

MANAGEMENT: all the heads of company departments identified through organisational decisions.

NON-EXECUTIVE DIRECTORS: The directors to whom operational or management powers have not been attributed, as well as those who were not attributed particular responsibilities by the Board of Directors.

PERFORMANCE PARAMETERS: Indicates the Performance objectives of the Plan, achievement of which is a condition for the purpose of allocating the Shares

PAY MIX: the composition of the individual remuneration package, consisting of fixed remuneration, short term variable remuneration and medium/long term variable remuneration.

PEER GROUP: The group of companies within which the positioning of INWIT's share performance is measured

PERFORMANCE SHARES: Indicates the promise of free allocation to the Beneficiaries of a minimum and maximum number of Rights to receive Shares upon Vesting, in a number commensurate with the fixed and variable remuneration of the Beneficiary, varying from a minimum to a maximum dependent on the degree of achievement of the Performance Parameters.

REGULATIONS: Indicates the document that establishes the terms and conditions applicable to the LTI Plan, and which implements it. The Regulations are defined by the Board of Directors of the Company, at the proposal of the Nomination and Remuneration Committee.

SHARES ALLOCATED: Indicates the Shares allocated free of charge to each of the Beneficiaries upon Vesting

SHARES: Shares – The ordinary shares of the Company, without par value, listed on the MTA electronic share market organised and managed by Borsa Italiana

SCORE CARD: objectives card used in the MBO.

Target value/level: the target performance level set for an objective in an incentive system.

TENANCY RATIO: one of the principal performance indicators for a Tower Co, representing the number of Tenants present on sites.

TOTAL SHAREHOLDERS RETURN (TSR): Indicator that measures the total return on a share as the sum of the following components: (i) capital gain: the ratio between the change in the share price (difference between the price recorded at the end and at the beginning of the reference period) and the price recorded at the beginning of the same period; (ii) reinvested dividends: the impact of all dividends paid and reinvested in the share on the coupon date. The relative Total Shareholder Return measures the positioning of INWIT's TSR in the TSR ranking of a Peer Group made up of listed Italian and foreign Tower Companies identified in the Plan Regulations.

TOWER COMPANY: infrastructure operators that operate in the sector of infrastructure for electronic communications, and, more specifically, that offer integrated hosting services at their own sites for systems and transceivers owned by their customers.

VALUE OF THE FINANCIAL INSTRUMENT: Indicates the value determined by calculating the arithmetic mean of the official prices of the ordinary shares of INWIT S.p.A. on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. in the 30 calendar days before the reference time.

VESTING (OF THE PERFORMANCE SHARES): The moment the board approves the financial statements of the Company (or, if the conditions for this are fulfilled, of the consolidated financial statements of the Group of which the Company is parent) for the year ending 31 December 2020, with the concurrent assessment of the degree to which the Performance Parameters have been achieved.

VESTING PERIOD: The period between the moment the Plan is assigned and the Vesting of the Performance Shares.