

## NOTICE OF SHAREHOLDERS' MEETING

Persons entitled to vote at the Shareholders' Meeting of Infrastrutture Wireless Italiane - INWIT S.p.A. are called to meet at 3.00 p.m. on 23 April 2024 for the ordinary meeting, in a single call, in the manner specified below, to discuss and deliberate on the following

### AGENDA

1. Financial statements as at 31 December 2023 - Approval of the documentation on the financial statements; related and consequent resolutions. Presentation of the consolidated financial statements
2. Financial Statements as at 31 December 2023 - Allocation of profits and losses for the year; related and consequent resolutions
3. Report on the remuneration policy 2024 and compensation paid in 2023 - Approval of the first section (2024 remuneration policy); related and consequent resolutions
4. Report on the remuneration policy 2024 and compensation paid in 2023 - Non-binding vote on the second section (2023 compensation); related and consequent resolutions
5. Integration of the external auditor's fees; related and consequent resolutions
6. Appointment of the external auditor for the financial years 2024-2032 and determination of their fees; related and consequent resolutions
7. Appointment of the Board of Statutory Auditors - Appointment of the Standing and Alternate Auditors; related and consequent resolutions
8. Appointment of the Board of Statutory Auditors - Appointment of the Chairman of the Board of Statutory Auditors; related and consequent resolutions
9. Appointment of the Board of Statutory Auditors - Determination of the fees; related and consequent resolutions

### PROCEDURE FOR CONDUCTING THE SHAREHOLDERS' MEETING

As permitted by/In accordance with Decree Law No. 18 of 17 March 2020 and subsequent amendments (the "Decree"), the effectiveness of which was most recently extended by Decree Law No. 215 of 30 December 2023, converted into Law No. 18 of 23 February 2024, without prejudice to the procedures for the prior exercise of the right to vote specified below, participation in the Shareholders' Meeting shall take place exclusively through the Designated Representative of the Company pursuant to article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, ("CLF"), identified as Computershare S.p.A, with registered office in Milan (the "Designated Representative"). The Designated Representative may also be granted proxy or sub-delegations powers pursuant to article 135-*novies* of the CLF.

Note that Directors, Statutory Auditors, the secretary of the meeting and the Designated Representative may participate in the meetings solely by means of telecommunications that allow their identification, without the need for the Chairman and Secretary to be in the same place.

### PROPOSALS ON THE APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors is made up of three Standing Auditors, appointed by the Shareholders' Meeting which establishes their compensation. The Meeting also appoints two Alternate Auditors.

The Statutory Auditors are appointed on the basis of slates submitted by the Shareholders, following the procedure set out in art. 22 of the Bylaws. Each Shareholder has the right to submit only one slate, alone or jointly with others. Ownership of the minimum shareholding required for the submission of slates of candidates is determined having regard to the shares that are recorded in the name of the Shareholder on the day on which the slates are filed with the Company. Shareholders that submit slates must send a copy of the certification issued by the qualified intermediary in accordance with the law by sending an email to the address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it), at least twenty-one days prior to the date of the Shareholders' Meeting.

Slates may only be submitted by Shareholders who, alone or together with other Shareholders, hold a number of shares representing at least 1% of the share capital in compliance with CONSOB Resolution no. 92 of 31 January 2024.

The slates must be sent by 29 March 2024 by email to the address [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it). If by the expiry of this deadline only one slate has been filed or only slates submitted by Shareholders connected to each other pursuant to art. 144-*quinquies* of the Issuer Regulation, the deadlines for the filing of further slates will be extended up to the third day after such date (namely until 1 April 2024) and the threshold for the submission of slates will be reduced to holding 0.50% of the share capital.

Each slate - made up of both a section of candidates for the office of Standing Auditor and candidates for the office of Alternate Auditor - must indicate the candidates listed using a progressive number. The first candidate in each section must be selected from among the external auditors entered in the appropriate register in accordance with art. 2397 of the Italian Civil Code.

Slates that present three or more candidates must be composed of candidates of both genders, in accordance with the regulations in force at the time on gender balance, and this applies to both candidates for the office of Standing Auditor and candidates for the office of Alternate Auditor.

The slates filed must be accompanied by:

- information on the identity of the Shareholders who submitted the slates, indicating their total shareholdings demonstrated by appropriate documentation issued by a qualified intermediary in accordance with the law;
- a statement by the Shareholders who submitted the slate other than those who hold, even jointly, a controlling or relative majority stake, attesting to the absence or existence of any connecting relations therewith, with reference to the provisions of art. 144-*quinquies* of the Issuer Regulation, also taking into account the recommendations made by CONSOB in Notice no. DEM/9017893 of 26 February 2009;
- acceptance of the candidacy and a *curriculum vitae* setting out their personal and professional characteristics and including a list of the administration and control appointments held by each candidate in other companies as well as statements in which the individual candidates accept the candidacy and confirm, under their own responsibility, that no causes of ineligibility or incompatibility exist, and that they possess the requirements for the office laid down by law and the bylaws.

Slates for which the provisions above have not been observed shall be considered as not having been presented.

Duly submitted slates shall be made public on the "IINFO" storage platform website ([www.iinfo.it](http://www.iinfo.it)), as well as on the company website [www.inwit.it/assemblea](http://www.inwit.it/assemblea) and at the Company's registered offices no later than 2 April 2024.

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

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

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

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

proposed resolutions.

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

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

by e-mail to the e-mail address: [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it)

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

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

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

In addition to the foregoing, taking into account that participation at the Shareholders' Meeting may only take place through the Designated Representative, those entitled to participate at the Shareholders' Meeting who intend to make proposed resolutions for the items on the agenda are invited to submit them in advance, within 10 days after publication of this notice, in the same manner indicated in the previous paragraph. These proposals will be published on the Company's website by 8 April 2024 so that the persons entitled to vote may do so having been informed, also taking these new proposals into account and also allowing the Designated Representative to collect any voting instructions on the same. The requesting party must provide suitable documentation proving their entitlement to participate at the Shareholders' Meeting and confer a proxy on the Designated Representative for participation at the same Shareholders' Meeting.

#### **QUESTIONS ON THE TOPICS ON THE AGENDA**

Pursuant to art. 127-ter CLF, all those who are entitled to vote may ask questions on the topics on the agenda also prior to the Shareholders' Meeting by sending them to the Company in writing before 12 April 2024, together with a copy of an identity document and the relative notice, issued by the qualified intermediary in accordance with current regulations, attesting their entitlement to exercise their right, alternatively to the address:

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

by e-mail to the e-mail address: [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it)

Questions submitted as above that are relevant to the items on the agenda shall be answered and published on the Company website [www.inwit.it/assemblea](http://www.inwit.it/assemblea) by 19 April 2024.

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

#### **DISTANCE VOTING**

Those entitled to vote may also exercise their voting rights electronically as of 8 April 2024 and up to and including 22 April 2024. Electronic voting shall be available from 8 April 2024.

The procedures and limits on the exercise of electronic voting can be found on the website [www.inwit.it/assemblea](http://www.inwit.it/assemblea).

#### **REPRESENTATION AT SHAREHOLDERS' MEETINGS**

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

The proxy form with the voting instructions must be submitted by following the instructions on the form and on the Company's website by the end of the second trading day prior to the meeting, i.e. by 19 April 2024, and within the same period the proxy may be revoked.

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

It should also be noted that the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-novies of the CLF, by way of exception to art. 135-undecies, subsection 4 of Legislative Decree no. 58/98, following the instructions provided in the form available on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/>. Proxies may be granted by 22 April 2024. Within the same term the entitled persons may revoke the proxy/sub-proxy and the voting instructions given by means of the same methods. The Designated Representative will be available to provide clarifications or further information at 0246776814 and 0246776818 or by email at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

#### **DOCUMENTATION**

The explanatory report of the Directors with the proposed resolutions on the matters under items 5, 6, 7, 8 and 9 on the agenda and the reasoned proposals of the Board of Statutory Auditors on the matters under items 5 and 6 are available at the registered office of the Company and at the "INFO" storage platform ([www.inwit.it](http://www.inwit.it)), as well as on the Company website <https://www.inwit.it/en/governance/shareholders-meeting/>.

The reports of the Board of Directors and the documents on the additional items on the agenda will be made available to the public on 26 March 2024.

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

#### **TOTAL NUMBER OF SHARES AND RIGHT TO VOTE**

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

#### **ENTITLEMENT TO VOTE**

Persons for whom the relevant intermediary has transmitted to the Company the appropriate notice attesting that such person is entitled to vote as of 12 April 2024 (the record date) are entitled to speak and vote at the Shareholders' Meeting exclusively through the Designated Representative and by means of the methods indicated above. Those who will become the holders of ordinary shares only after this date will not be entitled to speak or vote at the Shareholders' Meeting.

#### **OTHER INFORMATION**

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

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

The extract of this Shareholders' Meeting call notice is published in the daily newspaper Il Sole 24 Ore.

Milan 14 March 2024

The Chairman of the Board of Directors  
Mr Oscar Cicchetti