



QUALITATIVE AND QUANTITATIVE CRITERIA FOR THE ANALYSIS OF THE RELATIONSHIP BETWEEN INFRASTRUTTURE WIRELESS ITALIANE S.P.A. AND ITS DIRECTORS FOR THE PURPOSES OF ASSESSING INDEPENDENCE REQUIREMENTS PURSUANT TO RECOMMENDATION 7, FIRST SENTENCE, LETTERS C) AND D), ARTICLE 2 OF THE CORPORATE GOVERNANCE CODE

DOCUMENT APPROVED BY THE BOARD OF DIRECTORS ON 29/7/2021

Foreword

Recommendation 7, first paragraph, of Article 2 of the *Corporate Governance Code* for listed companies adopted by the *Corporate Governance Committee* in January 2020 and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria (the "**Corporate Governance Code**"), to which Infrastrutture Wireless Italiane S.p.A. ("**Inwit**" or the "**Company**") adheres to, includes among the circumstances that compromise, or appear to compromise, the independence of a director or auditor the following:

- "if, directly or indirectly (e.g. through subsidiaries or companies of which it is an executive director, or as a partner in a professional firm or consulting company), it has, or has had in the preceding three financial years, a significant commercial, financial or professional relationship: (i) with the company or companies controlled by it, or with its executive directors or top management; (ii) with a person who, also jointly with others through a Shareholders' Agreement, controls the company; or, if the controlling party is a company or entity, with its executive directors or top management" (Recommendation 7, first paragraph, letter c), of the *Corporate Governance Code*); and
- "if he/she receives, or has received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant remuneration in addition to the fixed remuneration for the office and the remuneration provided for participation in committees recommended by the Code or provided for by the regulations in force" (Recommendation 7, first paragraph, letter d), of the *Corporate Governance Code*).

For the purpose of the application of the aforementioned provisions, Recommendation 7, second paragraph, of the *Corporate Governance Code* requires that the Board of Directors of the companies adhering to the same define, at least at the beginning of its mandate and, in any case, prior to the assessment of the independence of the directors, the quantitative and qualitative criteria for assessing the significance of the relationships referred to in letters c) and d) of Recommendation 7, first paragraph, of the Corporate Governance Code (the "**Quantitative and Qualitative Criteria**").

The aforementioned Quantitative and Qualitative Criteria will be applied starting from the next assessment of the independence of the Company's directors by the Board of Directors, which is conducted annually. Furthermore, Shareholders are invited to take the Quantitative and Qualitative Criteria into consideration when preparing candidate lists for future renewals of corporate bodies.

It should be noted that the Quantitative and Qualitative Criteria will also apply, *mutatis mutandis*, to Inwit's auditors.

Illustration of Quantitative and Qualitative Criteria

Below are the Quantitative and Qualitative Criteria, as defined by the Board of Directors on 29 July 2021, in relation to Inwit.

In this regard, it should be noted that, for the purposes of this document, 'control' is to be interpreted as control, direct and/or indirect, within the meaning of Article 2359(1)(1) of the Civil Code. In this regard, it should be noted that as of 29 July 2021 Inwit does not control any company.

For the purposes of Recommendation 7(1)(c) of the *Corporate Governance Code*, it is to be regarded as 'significant':

- (a) a relationship of a commercial or financial nature with Inwit and/or Inwit's parent companies (each a "**Parent Company**"), and/or with its subsidiaries (if any) and/or with their respective executive directors and/or their respective *top management* whose total annual remuneration to the director of Inwit (or of companies controlled by the director of Inwit or of which the director of Inwit is an executive director) exceeds €50,000; and
- (b) a relationship of a professional nature with Inwit and/or the Parent and/or its subsidiaries (if any) and/or their respective executive directors and/or their respective *top management* whose total annual fee to the director of Inwit (or the professional firm or consulting company of which the director is a *partner*) in the case of (1) a consultant acting as an individual professional, exceeds

EUR 25,000; or (2) a consultant who is a *partner* of a law firm or consulting company, exceeds EUR 50,000.

It is understood that, even if the quantitative parameters set forth in letters (a) and (b) are not exceeded, a relationship of a commercial, financial or professional nature is to be considered "*significant*" for the purposes of Recommendation 7, first paragraph, letter c) of the Corporate Governance Code if it is deemed by the Board of Directors of Inwit to be capable of affecting the autonomy of judgement and independence of an Inwit director in the performance of his or her duties. Therefore, purely by way of example, in the case of a director who is a *partner* in a professional firm or consulting company, the Board of Directors of Inwit, regardless of the quantitative parameters indicated above, may consider as "significant" a relationship that (i) may have an effect on the position and/or role held by the director within the firm/consulting company and/or (ii) relates to important operations of Inwit and/or the Parent Company and may, therefore, have a relevance for the director in reputational terms within its own organisation.

For the purposes of Recommendation 7, second paragraph, letter d) of the Corporate Governance Code, additional remuneration received by a director for Inwit offices that, in the aggregate and on an annual basis, exceeds 50% of the fixed annual remuneration received by that director for the office of director of Inwit, including any remuneration for participation in Board committees, is to be considered "*significant*"¹.

It is also understood that, for the purpose of determining the '*additional remuneration*' received by a director of Inwit, the '*fixed remuneration for the office*' and the '*remuneration for participation in endoconsiliar committees*' (as defined above) received by such director also at the Parent and/or its subsidiaries are relevant.

For the Statutory Auditors, the fixed remuneration received as a member of the Board of Statutory Auditors at the Parent Company and/or subsidiaries is not relevant.

Lastly, it should be noted that the fact of being a '*close family member*' of a person in one of the aforementioned situations, where '*close family members*' include, but are not limited to, parents, children, spouses who are not legally separated, and cohabitees, also constitutes a circumstance liable to compromise a director's independence.

¹ For the purposes of the Corporate Governance Code:

(a) "*fixed remuneration for the office*" means:

- (i) the remuneration determined by the Shareholders' Meeting for all directors or determined by the board of directors for all non-executive Directors within the total amount decided by the Shareholders' Meeting for the entire board of directors; and
- (ii) any remuneration attributed by reason of the particular office held by the individual non-executive director within the board of directors (Chairman, Deputy Chairman (if appointed), *Lead Independent Director* (if appointed)), defined according to the *best practices* set forth in Recommendation 25 of the Corporate Governance Code;

(b) "*remuneration provided for participation in endoconsiliar committees*" means the remuneration that the individual Director receives by reason of his or her participation in endoconsiliar committees provided for by the Corporate Governance Code or established by the Company or by committees/bodies provided for by the regulations in force, with the exclusion of the remuneration deriving from participation in any executive committees.