

**INFRASTRUTTURE WIRELESS ITALIANE S.p.A.**

Registered Office in Milan Largo Donegani no. 2

PEC mailbox: [adminpec@inwit.telecompost.it](mailto:adminpec@inwit.telecompost.it)

Share capital Euro 600,000,000 fully paid up

Tax code/VAT no. and registration number

of Enterprises of Milan – Monza Brianza – Lodi 08936640963

**NOTICE OF SHAREHOLDERS' MEETING**

Those entitled to vote in the Infrastrutture Wireless Italiane – INWIT S.p.A. Shareholders' meeting are called on 15 April 2025, at 3.00 p.m., in a single call, at the company's registered office in Milan, Largo Donegani no. 2, to discuss and resolve on the following

**AGENDA**

1. Financial Statements as at 31 December 2024 – Approval of the financial statements; related and consequent resolutions. Presentation of the Consolidated Financial Statements
2. Financial Statements as at 31 December 2024 – Allocation of the year's result; related and consulting resolutions
3. Distribution of extraordinary dividend; related and consequent resolutions
4. Report on Remuneration Policy 2025 and Compensation Paid 2024 – Approval of the first section (Remuneration Policy 2025); related and consequent resolutions
5. Report on the remuneration policy 2025 and Compensation paid 2024 – Non-binding vote on the second section (remuneration 2024); related and consequent resolutions
6. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357, 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree 24 February 1998, No. 58 and Article 144-bis of the Consob Regulation adopted by resolution No. 11971 of 14 May 1999; related and consequent resolutions
7. Integration of the external auditors' fee; related and consequent resolutions
8. Climate Transition Plan – Advisory vote; related and consequent resolutions
9. Appointment of the Board of Directors – Appointment of Directors by slate vote; related and consequent resolutions
10. Appointment of the Board of Directors – Determination of the term of office of the Board of Directors; related and consequent resolutions
11. Appointment of the Board of Directors – Determination of remuneration; related and consequent resolutions

**PROPOSALS ON THE APPOINTMENT OF THE BOARD OF DIRECTORS**

The appointment will be made on the basis of slates submitted by shareholders who, alone or together with other shareholders, collectively hold shares representing at least 1% of the ordinary share capital. The slates must be filed by **21 March 2025** (at the registered office or sent by e-mail to [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it)), with valid production of the title proving entitlement to exercise the right by **25 March 2025**. Credit or debit entries made to the accounts of the presenting member after the day of presentation of the slate are not relevant for the purposes of entitlement. With regard to the requirements for the composition of the slates, please refer to Article 13 of the Bylaws, available at [www.inwit.it](http://www.inwit.it), governance section.

Each slate must be filed together:

- by the individual candidates, (i) acceptance of the candidacy, (ii) a declaration attesting to the non-existence of causes of ineligibility and incompatibility, as well as the eventual possession of the independence requirements provided for by Legislative Decree No. 58/1998 (the Consolidated Law on Finance) and/or the Corporate Governance Code, (iii) an exhaustive information on personal and professional characteristics with an indication of the administration and control positions held in other companies. Any changes that may occur up to the day of the Shareholders' Meeting shall be promptly notified to the Company;
- by the shareholders submitting the slate, information on their identity, with an indication of the total shareholding held.

It should be noted that Consob recommends that shareholders submitting a 'minority slate' file a declaration together with the slate attesting to the absence of any relationship of connection, even indirect, as referred to in

Article 147-ter, paragraph 3, of the CLF and Art. 144-quinquies of Consob Regulation No. 11971/1999.

There is no publicity charge on the shareholder, with the Company responsible for making available to the public the information on the duly submitted slates. These will be published at the registered office and at the 'ININFO' storage mechanism ([www.inwit.it](http://www.inwit.it)), as well as at the Internet address <https://www.inwit.it/en/governance/shareholders-meeting/>, no later than **25 March 2025**.

With regard to the composition of the slates, please also note that the principle of gender balance will apply to the renewal of the Board of Directors: see Article 13 of the Bylaws, available at [www.inwit.it](http://www.inwit.it), governance section.

For further information on the composition, procedures and deadlines, as well as on the documentation to be filed for the presentation of slates, please refer to what is more fully described in the Directors' Explanatory Report and, in general, to the applicable provisions of law and the Bylaws. Shareholders are also invited to read the recommendations regarding the qualitative composition deemed optimal by the outgoing Board of Directors and contained in the Guidelines to Shareholders made available at <https://www.inwit.it/en/governance/shareholders-meeting/>.

Shareholders who intend to formulate proposals on the duration of the mandate or the remuneration to be attributed to the Board to be elected, or intend to submit a slate, are invited to contact the *Legal & Corporate Affairs* office of the Company in advance to define any necessary operational details.

**RIGHT TO REQUEST THE INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS**

Shareholders who, also jointly, represent at least 2.5% of the ordinary share capital may submit, within ten days of the publication of this notice, proposals for resolutions on the items already on the agenda, as well as request the integration of the items to be discussed at the Shareholders' Meeting.

Shareholders in favour of whom the Company has received a communication from an authorised intermediary pursuant to the applicable regulations are entitled to request the integration of the agenda or submit new resolution proposals.

Requests and a report stating the reasons for proposed resolutions on new matters they propose to deal with, or the reasons for further proposed resolutions on matters already on the agenda, together with a copy of an identity document of the requesting Shareholders, must be received in writing within the legal deadline, alternatively at the address

INWIT S.p.A.

*Legal & Corporate Affairs*

Piazza Trento, 10

00198 Rome - Italy

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

Notice of additions to the agenda or of the presentation of further proposed resolutions on items already on the agenda shall be given, in the same form prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting. At the same time as the publication of the notice of addition to the agenda or the presentation of new resolution proposals, the report prepared by the requesting Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public, in the same form as the documents relating to the Shareholders' Meeting.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, CLF.

#### DOCUMENTATION

At the Company's registered office and at the 'INFO' storage mechanism (www.info.it), as well as on the Company's website <https://www.inwit.it/en/governance/shareholders-meeting/>, the Board of Directors' report on the appointment of the Board of Directors pursuant to Article 125-ter CLF will be available to the public on **6 March 2025**. Further documents relating to the Shareholders' Meeting will be made available to the public within the legal deadlines.

#### QUESTIONS ON AGENDA ITEMS

Pursuant to Article 127-ter of the Consolidated Law on Finance, those with voting rights may submit questions on the items on the agenda even before the Shareholders' Meeting, by sending them in writing to the Company by **4 April 2025**, accompanied by a copy of an identity document and the relevant communication, issued by the intermediary authorised pursuant to the regulations in force, certifying their entitlement to exercise the right, alternatively to the address

INWIT S.p.A.

*Legal & Corporate Affairs – Ref Shareholders' meeting Questions*

Piazza Trento, 10 – 00198 Rome - Italy

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

Questions submitted as above, relevant to the items on the agenda, will be answered by publication on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/> no later than **11 April 2025**.

The Company may provide unitary answers to questions with the same content.

#### ENTITLEMENT TO VOTE

The person entitled to attend the Shareholders' Meeting and to vote is the one for whom the reference intermediary transmits to the Company the appropriate communication certifying the entitlement of the right on **4 April 2025** (*record date*). Those who become owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting.

#### DISTANCE VOTING

The right holder may also exercise his vote electronically as from **26 March 2025** until the end of **14 April 2025**. The electronic voting functionality will be available from 26 March 2025. In the website section <https://www.inwit.it/en/governance/shareholders-meeting/> you can find the modalities and limits for electronic voting.

#### PROXY VOTING

The holder of voting rights may be represented at the Shareholders' Meeting by written proxy, within the limits established by law. A proxy form is available at the Company's registered office, as well as downloadable from the website <https://www.inwit.it/en/governance/shareholders-meeting/> as a printable version.

Voting proxies – accompanied by a copy of an identity document of the proxy holder – may be transmitted in copy or notified to the Company, alternatively in paper format to the following address

INWIT S.p.A.

*Legal & Corporate Affairs – Ref Proxies*

Piazza Trento, 10

00198 ROME - ITALY

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

Any prior notification does not exempt the delegate during accreditation for access to the meeting proceedings from the obligation to certify, under his own responsibility, the conformity of the notified copy to the original and the identity of the delegating party.

#### Designated Representative

The Company appointed Computershare S.p.A. – with registered office in Milan, Via Lorenzo Mascheroni 19 – to represent the shareholders pursuant to Article 135-undecies of the TUF. Shareholders who wish to participate in the Shareholders' Meeting may therefore grant the Designated Representative a proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda by using the specific proxy form, also electronic, prepared by the Designated Representative

himself in agreement with the Company, available on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/> where there is a link to a procedure for the electronic submission of the proxy itself. The proxy form with voting instructions must be submitted in accordance with the instructions on the proxy form and on the Company's website by the end of the second trading day prior to the shareholders' meeting, i.e. **by 11 April 2025**, and the proxy may be revoked by the same deadline. The proxy thus conferred shall be effective only for those proposals in respect of which voting instructions have been given.

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The subscribed and paid-up capital amounts to EUR 600,000,000.00 and is divided into 931,890,010 ordinary shares (with voting rights at the Company's ordinary and extraordinary shareholders' meetings), with no par value.

#### ORGANISATIONAL ASPECTS

In order to participate in the proceedings, those entitled to vote and delegates are invited to arrive in advance of the time of the meeting, with an identity document; accreditation activities will begin at 2:00 p.m. on 15 April 2025. In order to facilitate the ascertainment of entitlement to attend, those entitled to attend are invited to show, on the day of the meeting, the copy of the communication made to the Company that the intermediary, in accordance with the regulations in force, is required to make available to them.

#### FURTHER INFORMATION

The Company's registered office is open to the public on weekdays from 10 a.m. to 1 p.m.

For information or documentation requests, the e-mail address will be active [assemblea@pec.inwit.it](mailto:assemblea@pec.inwit.it).

An extract of this notice of the Shareholders' Meeting will be published in the daily newspaper Il Sole 24 Ore on 6 March 2025.

Milan, 6 March 2025

The Chairman of the Board of Directors  
Ing. Oscar Cicchetti