

**TITLE I****IDENTIFYING INFORMATION****ARTICLE 1 – NAME**

1.1 The name of the Company shall be “Infrastrutture Wireless Italiane S.p.A.” or, in abbreviated form, “INWIT S.p.A.”.

**ARTICLE 2 – REGISTERED OFFICE**

2.1 The registered office of the Company shall be in Milan.

2.2 The administrative body may relocate the registered office elsewhere in Italy and may also open and/or change and/or close secondary offices, branch offices, representative offices, agencies or dependencies of any kind in Italy and abroad.

**ARTICLE 3 – TERM**

3.1 The Company’s term shall last until 31 December 2100.

3.2 Extension of such term shall not grant right of withdrawal to the shareholders who do not vote in favour of such resolution.

**ARTICLE 4 – PURPOSE**

4.1 The Company’s purpose shall be:

- the installation and operation, using any technique, method or system, of fixed and mobile equipment, infrastructure and installations, including radio stations, links for mobile wireless communications, and dedicated and/or integrated networks, for the purpose of providing, operating and marketing, without territorial restrictions, electronic communications services, including those resulting from technological progress, and the performance of activities directly or indirectly related thereto, including the design, development, construction, reconditioning, operation and maintenance;
- the design, construction and/or operation of telecommunications networks and infrastructure;
- the supply of infrastructure and related services to electronic communication services operators (with any existing or future technology).

4.2 The company may also, in its own name and/or on its own account, or as ordered by third parties, undertake the procurement of raw materials, semi-processed goods and products necessary for executing the activities set out in the previous sub-section.

For the achievement and in the context of said aims and, therefore, in a merely subsidiary and instrumental way, the company may:

- acquire, provided it is not the Company's main activity and not involving dealings with the public, equity interests in other companies and undertakings of any type and form;
- make provision for the financing of investee companies and bodies, and for the technical, commercial, financial and administrative coordination of their activities
- perform, not in dealings with the public, in its own interest or that of its investee companies and bodies, any financial and commercial operation, as well as transactions in securities and property, including the assumption of mortgages and loans and the issuing of endorsements, sureties and other secured guarantees, even collateral, also in favour of third parties.

4.3 Activities reserved to individuals entered in a professional register and activities involving dealings with the public covered by Article 106 of Legislative Decree no. 385/1993 shall be expressly excluded.

## **TITLE II**

### **SHARE CAPITAL AND BONDS**

#### **ARTICLE 5 – SHARE CAPITAL**

5.1 The subscribed and fully paid-up share capital is equal to 600,000,000 Euros, divided into 903,994,843 ~~931,890,010~~ ordinary shares with no par value.

5.2 The share capital may be increased, including by non-cash contributions, within the limits provided for by the law.

5.3 Resolutions increasing the share capital by issuing shares for cash may exclude the right of pre-emption for up to a maximum of 10% (ten per cent) of the previously existing capital, provided that the issue price corresponds to the market value of the shares and that this is confirmed in a report prepared by an external auditor or external audit firm.

#### **ARTICLE 6 – SHARES**

6.1 The Shareholders' Meeting may resolve to issue shares with voting rights different to those of ordinary shares, pursuant to the laws.

6.2 The shares shall be indivisible. In the event of joint ownership, the rights of the joint owners shall be exercised by a common representative.

6.3 The imposition, amendment or removal of restrictions on the circulation of shares shall not grant right of withdrawal to the shareholders who do not vote in favour of such resolution.

6.4 The allocation of profits and/or reserves to employees of the Company or subsidiaries shall be allowed, in the legal terms and manner, by means of the issue of shares pursuant to subsection 1 of Art. 2349 of the Italian Civil Code.

#### **ARTICLE 7 – BONDS**

7.1 The company may issue bonds, including convertible bonds, in accordance with the legal regulations, determining the arrangements and conditions for their offer.

7.2 The costs associated with organizing meetings of bondholders shall be borne by the Company, which, in the absence of a bondholder resolution in the form prescribed by law, shall also bear the cost of the remuneration of common representatives up to the maximum amount set by the Board of Directors for each issue, taking account of its size.

### **TITLE III**

#### **Shareholders' Meeting**

#### **ARTICLE 8 – RIGHT OF ATTENDANCE**

8.1 In accordance with current regulations, those entitled to vote in the Shareholders' Meeting can vote electronically prior to the meeting, if provided for in the call notice and performed according to the procedures set out therein.

8.2 Every person entitled to vote may be represented at the Shareholders' Meeting by giving a proxy to an individual or legal entity, within the limits established by law. The Company may designate one or more subjects for each Shareholders' Meeting, on whom shareholders may confer proxies to represent them in the Shareholders' Meeting, pursuant to the current regulations. Any persons so designated, and the necessary operating instructions, shall be stated in the notice calling the meeting.

8.3 The conferment of proxy may be notified electronically by using the appropriate section of the Company's website or by e-mail, according to the instructions contained in the call notice of the shareholders' meeting.

#### **ARTICLE 9 – POWERS**

9.1 The ordinary and extraordinary Shareholders' Meetings shall resolve on matters explicitly ascribed to them by the law and these Bylaws.

**ARTICLE 10 – CALLING MEETINGS**

10.1 A Shareholders' Meeting shall be called, whenever it is deemed appropriate by the Board of Directors and when it is required, in accordance with the law, within the terms and with the arrangements prescribed in the legal and regulatory provisions in force at the time.

10.2 If the quorum is not met on the second call the extraordinary Shareholders' Meeting may meet following a third call. Furthermore, the Board of Directors has the right to call an ordinary or extraordinary Shareholders' Meeting in a single call, as provided by law.

10.3 The ordinary shareholders' meeting is called in accordance with the law at least once a year, within 180 days from the end of the financial year. It shall resolve on the matters specified by law and authorise, pursuant to art. 2364, subsection 1, number 5 of the Italian Civil Code, the execution of transactions with parties related to the Company, in those cases and by those methods provided in the pertinent procedure adopted by the Board of Directors pursuant to current law.

10.4 Ordinary and Extraordinary Shareholders' Meetings may be held in a place other than the registered office, provided it is in Italy. At the decision of the Board of Directors, within the terms and with the arrangements prescribed in the legal and regulatory provisions in force at the time, meetings may also be held exclusively by means of audio conference and/or audio/video conference, without the requirement for a physical meeting place.

Remote participation is permitted, through the use of audio and/or audio-visual connection systems only, including by all participants, including the Chairman of the meeting if necessary, under the following conditions:

- a) that at least the secretary of the meeting or the notary and the Chairman, who will draft the minutes, are present at the same place and are able to carry out their duties, follow the proceedings in real time, adequately perceive the events of the meeting being drafted into minutes, including being able to attribute the respective statements to each participant and to the Chairman of the meeting;
- b) that the Chairman of the meeting, with support from the secretary or the notary, is permitted to ascertain the identity of those in attendance, to moderate the unfolding of the meeting and to ascertain and announce the results of the voting;
- c) that the attendees are permitted to participate in the discussion and in the simultaneous voting on the items on the agenda, and to view documentation, exchanging it if necessary.

In the aforesaid cases of remote participation in board meetings, should the secretary or the notary and the Chairman not be in the same place, the minutes must be signed afterwards, without delay and in accordance with any deadlines required for the prompt fulfilment of the obligations of filing or publication, by the secretary and by the Chairman of the meeting, while, in the case of notary minutes, the minutes may be signed by the Notary only.

**ARTICLE 11 – ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS**

11.1 The quorums for Shareholders' Meetings to be validly constituted and able to make resolutions are determined by law, subject to Article 11.2 below.

11.2 For the purposes of adopting decisions on the following matters, the Meeting will pass resolutions with the vote in favour of at least 75% of the capital with voting rights present at the Meeting:

(a) merger and spin-off (save for the merger and demerger resolutions set forth under Article 18.2 which are within the remit of the Board of Directors, as provided for therein);

(b) transfer of the company headquarters abroad, and conversion;

(c) voluntary dissolution;

(d) increase or reduction of capital, save for (i) increases of capital without limitation or exclusion of the option rights authorised in the case of losses, in the circumstances referred to in Article 2447, and (ii) increases of capital without limitation or exclusion of the option right, if the subscription price (including premium) is at least equal to the arithmetical average of the closing share prices on the MTA market during the six months preceding the notice of meeting called to authorise the capital increase) and that (x) service the investments approved by the Board Directors or (y) are necessary to prevent or remedy the breach of covenants contained in finance contracts to which the Company is party, or situations of insolvency regarding the Company or (z) they were authorised in the presence of losses in those circumstances referred to in Article 2446;

(e) other amendments to the bylaws (including the amendments to this Article 11) except for (i) increases or reductions of capital referred to in paragraph (d) above excluded from the application of the qualified majority contained in this Article 11.2, (ii) resolutions falling within the remit of the Board of Directors in accordance with the provisions of paragraph 18.2; it is thus understood, purely for the sake of clarity, that the resolutions referred to in paragraph (i) above will be approved with the quorums required by law;

(f) resolutions authorising major related party transactions pursuant to Article 2364 paragraph 1(5) of the Civil Code.

**ARTICLE 12 – CHAIRING AND CONDUCTING THE MEETING**

12.1 The Chairman of the Board of Directors, or his/her substitute, chairs the Ordinary and Extraordinary Shareholders' Meetings and governs their proceedings. In the absence of the Chairman of the Board of Directors (and his/her substitute), the Shareholders' Meeting shall be chaired by the person elected by majority vote of the share capital represented at the meeting.

12.2 At the proposal of the Chairman, the Shareholders' Meeting shall elect a Secretary by majority vote of the share capital represented at the meeting. The Secretary need not be a shareholder.

12.3 In the eventualities envisaged by the law and, should the Chairman of the Board of Directors perceive the need to do so, the minutes shall be drawn up as a public deed by a Notary designated to act as Secretary by the Chairman.

12.4 The Chair of the meeting shall, amongst other things, verify that it is regularly convened, ascertain the identity and right to attend of those present, supervise the business, including by establishing a different order for discussing the items indicated in the notice convening the meeting.

12.5 The Chairman of the meeting shall take appropriate measures to ensure the orderly conduct of the discussion and voting; s/he shall establish how each poll is to be conducted and verify the results; s/he may choose two or more scrutineers from among those in attendance.

12.6 Shareholders' meetings shall be governed by the law, these Bylaws and the Regulations for the Shareholders' Meetings approved by the Ordinary Shareholders' Meeting of the Company.

#### **TITLE IV**

#### **DIRECTORS AND CONTROL BODIES**

##### **ARTICLE 13 – COMPOSITION OF THE BOARD OF DIRECTORS**

13.1 The Company shall be managed by a Board of Directors consisting of a minimum of 10 (ten) and a maximum of 13 (thirteen) Directors: the members of the Board of Directors shall belong to both genders, in accordance with the governing, *pro tempore* regulation concerning gender equality.

13.2 The number of members on the Board of Directors shall be determined based the outcome of the voting concerning the appointment of the Board itself, as set forth under articles 13.9 to 13.13 below.

13.3 The Board of Directors shall be appointed, in accordance with the applicable laws and regulations (including the association with the slate that has obtained the highest number of votes at the Shareholders Meeting) on the basis of slates presented by the shareholders pursuant to the subsections below and in accordance with these Bylaws.

13.4 A minimum number of the Directors appointed by the Shareholders' Meeting, corresponding to the minimum prescribed by the legal and regulatory provisions in force at the time, must fulfil the requirements of independence set out in the legal and regulatory provisions in force at the time. Loss of these requirements shall determine removal from office. Loss by a director of the requirements of independence prescribed by the legal and regulatory provisions in force at the time shall not result in removal from office if the minimum number of directors fulfils said requirements as prescribed by the regulations in force.

13.5 Each shareholder may present or participate in the presentation of one slate only and each candidate may appear on only one slate on pain of ineligibility. Slates that contain a number of candidates greater

than or equal to three must ensure that both genders are present, so as to ensure the appointment of a Board of Directors in accordance with these Bylaws and with the governing, *pro tempore* regulation concerning gender equality.

13.6 Slates may only be submitted by shareholders who alone or together with other shareholders hold the number of shares representing the amount of the share capital established by Consob regulations.

13.7 With each slate, the following must be filed, within the period of time specified by the legal and regulatory provisions in force at the time: (i) information on the identity of the shareholders who presented the slate, indicating their total shareholdings, (ii) the acceptances of their candidacies by the individual candidates, (iii) the declarations with which said candidates certify, at their own responsibility, that no causes of ineligibility or incompatibility exist, and that they possess the requirements prescribed for their respective offices and (iv) other information requested by the law and applicable regulation. Together with the declarations, a curriculum vitae shall be filed for each candidate setting out their main personal and professional data with an indication of the positions held in management and control bodies of other companies and of the grounds for their qualifying as independent, in accordance with the criteria established by law and by the Company. Any changes that occur up to the day the Shareholders' Meeting is held must be promptly notified to the Company. The slates for which the aforementioned prescriptions have not been observed shall be deemed not submitted.

13.8 Each person entitled to vote may vote for one slate only and, within the scope of these Bylaws, "Qualified Slate" means any slate that obtains a number of votes in excess of 25% of the Company's share capital entitled to vote.

13.9 With reference to the appointment of the Board of Directors:

- 1) should one single or no Qualified Slate result from the voting, the provisions set forth under article 13.10 below shall be enforced;
- 2) should two Qualified Slates emerge from the voting, and neither of the two has obtained a number of votes exceeding 50% of the Company's share capital entitled to vote, the provisions set forth under article 13.11 below shall be enforced;
- 3) should two Qualified Slates emerge from the voting and one of such slates has obtained a number of votes exceeding 50% of the Company's share capital entitled to vote, the provisions set forth under article 13.12 below shall be enforced;
- 4) should three Qualified Slates emerge from the voting, the provisions set forth under article 13.13 below shall be enforced.

13.10 In the event mentioned under article 13.9 (1), the Board of Directors shall be appointed as follows:

- 1) the Board of Directors shall consist of 13 members, unless otherwise provided for under item 4 below;

2) ten Directors shall be selected from the slate that obtained most votes, in the progressive order they were listed in the slate;

3) the other three Directors shall be selected from the other voted slates and, to that end, the votes obtained by the slates shall be subdivided subsequently by progressive whole numbers. The resulting quotients shall be progressively assigned to the candidates of each slate, following the order specified thereon. The quotients thus assigned to the candidates of the several slates shall be arranged in a single, decreasing ranking. Those who have obtained the highest quotients shall be elected. If more than one candidate obtains the same quotient, the candidate from the slate that has not yet elected any director shall be elected. Subsequently, a new vote shall be held by the Shareholders' Meeting and the candidate (among the ones with the same quotients from said slates) obtaining most votes shall be elected.

4) without prejudice to the provisions set forth under articles 13.14 and 13.15 below, should there be no other slates, the Board of Directors shall consist of ten members, appointed in accordance with the provisions set forth under item 2) above.

13.11 In the event mentioned under article 13.9 (2), the Board of Directors shall be appointed as follows:

1) the Board of Directors shall consist of 13 members, unless otherwise provided for under item 3) below;

2) five Directors shall be selected from each Qualified Slate, in the progressive order they were listed in the slate;

3) the other three Directors shall be appointed based on the provisions set forth under item 3) of article 13.10 above;

4) without prejudice to the provisions set forth under articles 13.14 and 13.15 below, should there be no other slates, the Board of Directors shall consist of ten members, appointed in accordance with the provisions set forth under item 2) above.

13.12 In the event mentioned under article 13.9 (3), the Board of Directors shall be appointed as follows:

1) the Board of Directors shall consist of 13 members, unless otherwise provided for under item 5) below;

2) ten Directors shall be selected from the Qualified Slate that obtained the highest number of votes, in the progressive order they were listed in the slate;

3) two Directors shall be selected from the second Qualified Slate, in the progressive order they were listed in the slate;

4) the other Director shall be the first candidate of the other slate that obtained more votes;

5) without prejudice to the provisions set forth under articles 13.14 and 13.15 below, should there be no other slates, the Board of Directors shall consist of twelve members, appointed in accordance with the provisions set forth under items 2) and 3) above.

13.13 In the event mentioned under article 13.9 (4), the Board of Directors shall be appointed as follows:

- 1) the Board of Directors shall consist of 13 members, unless otherwise provided for under item 4) below;
- 2) four Directors shall be selected from each Qualified Slate, following the progressive order they were listed in the slate;
- 3) the other Director shall be the first candidate of the other slate that obtained more votes;
- 4) without prejudice to the provisions set forth under article 13.14 below, should there be no other slates, the Board of Directors shall consist of twelve members, appointed in accordance with the provisions set forth under item 2) above.

13.14 Should the Board of Directors appointed in accordance with articles 13.10 – 13.13 above not include, among the appointed directors, a minimum number of directors meeting the independence requirements envisaged by the laws and regulations in force at the time, the last appointed member of each slate from which at least one director was selected and which appointed no director meeting independence requirements – starting from slate that obtained more votes – shall be replaced, taking into account their ranking order on the slate, by the first non-elected candidate of the same slate that does meet such requirements. Should none of the ten directors selected from the most voted slate meet the independence requirements, the last two members selected from such slate shall be replaced, taking into account the order of the list of candidates, by the first two non-elected candidates of the same slate that do meet such requirements. Should that be unenforceable or should it fail to achieve the minimum number of directors meeting independence requirements, the Shareholders' Meeting shall appoint, with the majorities required by law, a number of directors meeting such requirements so as to ensure the minimum number of directors meeting the independence requirements provided for by the law and regulations in force at the time, while articles 13.10(4), 13.11(4), 13.12(5) and 13.13(4) shall not be enforced.

13.15 Insofar as the composition of the board is subject to gender balance, if the Board of Directors deriving from articles 13.10–13.13 above does not comply with gender equality provisions, taking into account the candidates' ranking order on the slate, the last candidates of the more represented gender on each slate from which at least four directors have been selected shall be replaced, insofar as it is necessary to ensure compliance with gender equality, by the first non-elected candidates, of the less represented gender, on the same slate. In the absence of candidates of the less represented gender, on the slates from which at least four directors were selected, in a sufficient number to proceed with the replacement, or should there be no slates from which at least four directors were selected, the Shareholders' Meeting shall supplement the board with the majorities required by law, ensuring that such requirement is met, not enforcing articles 13.10(4), 13.11(4) and 13.12(5), or replacing the last elected candidates of the less represented gender from the most voted slate.

13.16 In appointing directors who for any reason have not been appointed pursuant to the procedure specified above, the Shareholders' Meeting shall resolve on the basis of the majorities required by law, ensuring that the requirements of the law and the Bylaws regarding the composition of the board are complied with.

13.17 If in the course of the financial year one or more vacancies occur on the Board, the following procedures shall be followed, with no prejudice to the provisions set forth under article 13.18 below:

1) should one or more directors selected from a Qualified Slate from which no more than five directors were selected when appointing the Board of Directors leave office, the resigning director/s shall be replaced, by means of co-optation, by the Board of Directors with the first candidate/s of that Qualified Slate who were not elected when appointing the Board of Directors – should there be any – and who, should it be requested in order to comply with independence (and/or gender-related aspects) envisaged by law and regulations (including self-regulatory provisions, with reference to gender equality) in force at the time, meet the same independence (and/or gender-related) requirements the previous directors met. Should the first Shareholders' Meeting that is held following such occurrence fail to confirm the appointment of the co-opted directors, the Board shall be deemed outgoing, effective as of the moment a new Board of Directors shall be re-appointed by the Shareholders' Meeting; the Directors shall convene the Shareholders' Meeting for the appointment of the new Board of Directors. Should the Board of Directors not be able to proceed with the co-optation of the first non-elected candidate/s selected from the same Qualified Slate from which the other resigning directors were selected (in the absence of a sufficient number of non-elected candidates or candidates meeting the same independence and/or gender-related requirements of the resigning directors): (i) the Board of Directors may proceed pursuant to item 4) below should there be a Qualified Slate from which up to four directors were selected upon the appointment of the Board of Directors; (ii) item 3) below shall be enforced should there be a Qualified Slate from which five directors were selected upon appointment of the Board of Directors;

2) should one or more directors selected from a Qualified Slate from which ten directors were selected upon appointment of the Board of Directors leave office, the Board of Directors may co-opt new directors pursuant to article 2836 of the Civil Code (guaranteeing, within the Board of Directors, compliance with the independence and/or gender-related requirements provided for by the law and regulation in force at the time, or including self-regulatory regulations with reference to gender equality), provided that the appointment of said directors be approved by the Board of Directors with the favourable vote of at least six non-resigning directors selected from the aforesaid Qualified Slate, or that have previously replaced directors selected from the same slate, as provided for under item 2). Should the first Shareholders' Meeting that is held following such occurrence fail to confirm the appointment of the co-opted directors,

pursuant to this item 2) the Board shall be deemed outgoing, effective as of the moment a new Board of Directors shall be re-appointed by the Shareholders' Meeting; the Directors shall convene the Shareholders' Meeting for the appointment of the new Board of Directors;

3) should one or more directors selected from a Qualified Slate from which five or ten directors were selected upon appointment of the Board of Directors leave office and the replacement provided for under items 1) and 2) above not be possible, the Board shall be deemed outgoing, effective as of the moment a new Board of Directors shall be re-appointed by the Shareholders' Meeting; the Directors shall convene the Shareholders' Meeting for the appointment of the new Board of Directors;

4) should one or more directors selected from a slate other than a Qualified Slate leave office, the Board of Directors may proceed with the replacement of the resigning directors pursuant to article 2386 of the Civil Code, by means of a resolution requiring the absolute majority of those voting. Should the first Shareholders' Meeting that is held following such occurrence fail to confirm the appointment of the co-opted directors, the Shareholders' Meeting itself shall appoint the substitutes by means of a resolution with the majorities required by law.

13.18 With no prejudice to the fact that any time at least five members of the Board of Directors appointed by the Shareholders' Meeting (including the directors confirmed by the Shareholders' Meeting following a replacement, pursuant to article 13.17) leave office, for any reason or cause, the Board shall be deemed outgoing, effective as of the moment a new Board of Directors shall be re-appointed by the Shareholders' Meeting; the non-resigning Directors shall convene the Shareholders' Meeting for the appointment of the new Board of Directors.

#### **ARTICLE 14 - CHAIRMAN - VICE CHAIRMAN - SECRETARY**

14.1 The Board of Directors shall elect a Chairman from among its members – if the Shareholders' Meeting has not already done so – and may also appoint one or more Vice Chairmen.

14.2 If the Chairman is absent or unable to act, the most senior of the Vice Chairmen, if appointed, or the Managing Director, if appointed, shall take his/her place or, the most senior of the directors.

14.3 The Board of Directors may elect a Secretary who need not be a director.

#### **ARTICLE 15 - BOARD MEETINGS**

15.1 The Chairman or his/her substitute shall call meetings of the Board of Directors at the Company's registered office or elsewhere, on his/her own initiative and whenever he/she receives a written request to do so from at least one fifth of the Directors holding office or from the members of the Board of Statutory Auditors.

15.2 The Chairman shall give advance notice of the matters to be discussed in Board meetings and arrange for adequate information on the questions to be examined to be provided to all the directors, taking account of the circumstances of each case.

15.3 Meetings shall be called, using suitable means in relation to the advance notice to be given, normally at least 5 (five) days prior to the date thereof, except in urgent cases, when at least 12 (twelve) hours' notice must in any case be given.

Notice shall be given to the Statutory Auditors within the same time limits.

15.4 Participation in Board meetings may – if the Chairman or his/her substitute verifies the necessity – take place via telecommunication means that enable participation in the discussion by all those taking part, while providing the same information to all.

#### **ARTICLE 16 – VALIDITY AND MINUTING OF BOARD RESOLUTIONS**

16.1 For the resolutions of the Board of Directors to be valid, a majority of the serving Directors must be present, and a majority of the Directors in attendance must have voted in favour, without prejudice to the provisions set forth under articles 16.3 and 16.4 below.

16.2 The resolutions of the Board of Directors shall be minuted in the register of resolutions of the Board to be maintained and retained pursuant to art. 2421, no. 4 of the Italian Civil Code, signed by the Chairman and Secretary, or by a Notary Public. When prescribed by law, or if the Chairman should deem it advisable, the resolutions shall be minuted by a Notary Public chosen by the Chairman of the Board of Directors.

16.3 In order for the resolutions of the Board of Directors concerning the matters listed under article 16.4 below to be valid, the presence and the favourable vote of the following is required:

(a) at least 9 directors, if the Board of Directors has been appointed pursuant to article 13.10, article 13.11 or article 13.12;

(b) at least 8 directors, if the Board of Directors has been appointed pursuant to article 13.13.

16.4 The resolutions of the Board of Directors on the following matters require the majorities mentioned under article 16.3 above:

(c) approval of and amendments to budgets and business plans, including detailed operational plans concerning investments, price lists and yearly optimisation plans for reducing operating costs;

(d) appointment and revocation (including the assignment and revocation of relevant powers) of the Chief Executive Officer and the Chairman of the Board of Directors and determination of their compensation (with no prejudice to the assignment, to the directors, of powers for specific business or transactions) and appointment and revocation (and determination of relevant powers) of an Executive Committee;

- (e) purchase or transfer of stakes, companies or company branches, real estate bundles of rights and other tangible assets worth over Euro 5 million for each transaction;
- (f) entering into new funding contracts or incurring financial debts that lead to an increase in the debts/net asset ratio compared with the one indicated in the business plan approved by the Board of Directors, namely, an indebtedness increase more than six times EBITDA (debt, net assets and EBITDA being the most recently disclosed to the market);
- (g) approval of capex and opex for an overall yearly value 10% greater than the amounts indicated in the approved business and budget plans;
- (h) approval of stock-option plans or other stimulus mechanisms of directors and/or managers holding strategic responsibilities;
- (i) approval of proposals, at the shareholders' meeting, concerning matters subject to the shareholder's meeting a "reinforced" quorum for passing resolutions, set forth under article 11.2;
- (j) execution of transactions or modification of contracts, with related parties of the Company, worth more than Euro 500,000.00 per individual transaction or transactions that are related to each other, excluding, in all cases – regardless of the amount – the filing, waiving or settlement of any legal action (in or out of court) between the Company and parties related to the Company itself;
- (k) approval of resolutions concerning mergers, via incorporation in INWIT S.p.A., of companies of which INWIT S.p.A. owns at least 90% of shares or capital and the relocation of the Company's registered office to another venue in Italy, as provided for by article 18.2 of these Bylaws;
- (l) appointment of the CFO and of the General Manager.

#### **ARTICLE 17 – COPIES AND EXTRACTS**

17.1 Extracts from the minutes book of the Board meetings, signed by the Chairman or by two directors, and countersigned by the Secretary, shall provide full proof.

#### **ARTICLE 18 – POWERS OF THE BOARD – DELEGATED POWERS**

18.1 The Board of Directors shall be responsible for the overall management of the Company, since all matters not expressly reserved to the Shareholders' Meeting by law or these Bylaws are within its jurisdiction.

18.2 Within the limits established by law, the Board of Directors shall be entrusted with the following tasks (which shall not be delegable): (i) deciding on the merger into INWIT S.p.A. or demerger in favour of INWIT S.p.A. of companies of which INWIT S.p.A. owns at least 90% of shares or capital; (ii) the reduction of the share capital in the event of the shareholder's withdrawal; (iii) the revision of the Bylaws and subsequent adjustment to conform with mandatory laws and provisions; (iv) the

relocation of the Company's registered office to another venue in Italy and the opening and closing of secondary offices; (v) the filing, waiving or settlement of any legal action (in or out of court) between the Company and parties related to the Company itself, for amounts in excess of Euro 200,000 (per individual filing, waiving or settlement, namely, for related transactions).

18.3 To implement its own resolutions and manage the Company, the Board, subject to the limits provided for by law and in accordance with these Bylaws (including the provisions set forth under article 16.4) may:

- create an Executive Committee, establishing its powers and the number of its members;
- delegate suitable powers, establishing the limits thereof, to one or more Directors, possibly with the title of Chief Executive Officer;
- appoint one or more General Managers, establishing their powers and duties;
- appoint attorneys in fact, who may be members of the Board of Directors, for specific transactions and for a limited period of time.

18.4 The Board of Directors may set up committees from among its members charged with giving advice and making proposals and shall establish their powers and duties.

18.5 The Board of Directors shall appoint the manager responsible for preparing the Company's accounting documents, subject to the mandatory opinion of the Board of Statutory Auditors.

Unless revoked for just cause after consulting the Board of Statutory Auditors, the term of office of the manager responsible for preparing the Company's accounting documents shall end with that of the Board of Directors that appointed him/her.

18.6 The manager responsible for preparing the Company's accounting documents must be an expert in the fields of administration, finance and control and satisfy the integrity requirements established for directors. Failure to satisfy these requirements shall entail removal from the position, which must be announced by the Board of Directors within thirty days of its learning of the failure.

## **ARTICLE 19 – REPORTING BY DELEGATED BODIES**

19.1 Bodies with delegated powers shall report to the Board of Directors and the Board of Statutory Auditors on the activities they have carried out, the general results of operations and their foreseeable development, and on the transactions of greatest economic, financial or balance sheet significance concluded by the Company or its subsidiaries; in particular, they shall report on transactions in which they have an interest, directly or on behalf of third parties, or that are influenced by the person, if any, who performs the activity of direction and coordination. Such reports shall be made promptly, and at least once in each quarter, in meetings or in writing.

## **ARTICLE 20 – LEGAL REPRESENTATION OF THE COMPANY**

20.1 The representation of the Company vis-à-vis third parties and in legal proceedings shall pertain to the Chairman or if he/she is absent or unable to act, the Vice Chairman, if appointed; it shall also pertain severally to each of the Managing Directors.

20.2 The legal representatives mentioned in the previous subsection have the right to confer powers of representation of the Company, including in legal proceedings, with the right to subdelegate.

#### **ARTICLE 21 – DIRECTORS' REMUNERATION AND REIMBURSEMENT OF EXPENSES**

21.1 The directors shall be entitled to the reimbursement of expenses incurred in the performance of their duties. The Ordinary Shareholders' Meeting may also resolve on an annual fee for the Board of Directors and may determine a total sum for the remuneration of all the directors, including those holding particular offices. Once determined, this remuneration shall remain unchanged until the Shareholders' Meeting decides to modify it.

#### **ARTICLE 22 – BOARD OF STATUTORY AUDITORS**

22.1 The Board of Statutory Auditors shall consist of 3 (three) standing Auditors and 2 (two) alternate Auditors; the members of the Board of Statutory Auditors must be of each gender, in accordance with the governing, *pro tempore* regulation.

22.2 For the purposes of the provisions of Ministry of Justice Decree no. 162 of 30 March 2000, art. 1, subsection 3, the topics and sectors of activity connected with or inherent to the activity undertaken by the Company, and set out in its company purpose, are considered to be strictly relevant to those of the company.

22.3 The Board of Statutory Auditors shall be appointed in compliance with the applicable laws and regulations on the basis of slates presented by shareholders.

22.4 Each shareholder may present or participate in the presentation of one slate only and each candidate may appear on only one slate on pain of ineligibility.

22.5 Slates may only be submitted by shareholders who alone or together with other shareholders hold the number of shares representing the amount of the share capital established by the Consob regulations.

22.6 With each slate, the following must be filed, within the period of time specified by the legal and regulatory provisions in force at the time: (i) information on the identity of the shareholders who presented the slate, indicating their total shareholdings, (ii) the acceptances of their candidacies by the individual candidates, and (iii) the declarations with which said candidates attest, at their own responsibility, that there exist no causes of ineligibility or incompatibility, and that they possess the requirements prescribed by the applicable law and regulations and by the Company Bylaws and (iv) any other information that may be required by law.

22.7 Together with the declarations, a curriculum vitae for each candidate shall be filed setting out their personal and professional details with an indication of the positions held in management and control bodies of other companies. Slates for which the provisions above have not been observed shall be considered as not having been presented.

22.8 Any variations that might occur prior to the day the Shareholders' meeting actually takes place must be promptly notified to the Company.

22.9 The slates shall be divided into two sections: one for candidates to the position of standing Auditor and the other for candidates to the position of alternate Auditor. Slates which in one or both sections contain three or more candidates must ensure the presence of both genders in said section, so as to ensure the appointment of a Board of Directors in accordance with these Bylaws and with the governing, *pro tempore* regulation concerning gender equality.

The first candidate in each section shall be selected from among the external auditors entered in the appropriate register who have worked on external audits for no less than three years.

22.10 Each person entitled to vote may vote for one slate only.

22.11 The Board of Statutory Auditors shall be elected as specified below, without prejudice to compliance with the laws and regulations concerning the association with the slate that obtains the highest number of votes at the Shareholders' Meeting:

1) should only one or no Qualified Slates emerge from the voting, (i) 2 (two) standing auditors and 1 (one) alternate auditor shall be selected, in the progressive order they are listed in that slate, from the slate that obtained the majority of the votes and (ii) 1 (one) standing auditor and 1 (one) alternate auditor from the slate that obtained the second highest number of votes;

2) should two Qualified Slates emerge from the voting with neither of the two obtaining more votes than 50% of the Company's share capital entitled to vote, (i) 1 (one) standing auditor and 1 (one) alternate auditor shall be selected from each Qualified Slate, in the progressive order they are listed in that slate, and (ii) 1 (one) standing auditor from the slate that obtained the third highest number of votes, in the progressive order of that slate;

3) should two Qualified Slates emerge from the voting, one of them obtaining more votes than 50% of the Company's share capital entitled to vote, (i) 2 (two) standing auditors and 1 (one) alternate auditor shall be selected from the Qualified Slate that obtained the highest number of votes, in the progressive order they are listed on that slate, and (ii) 1 (one) standing auditor and 1 (one) alternate auditor from the Qualified List that obtained the second highest number of votes, in the progressive order they are listed on that slate;

4) should three Qualified Slates emerge from the voting, (i) 1 (one) standing auditor and 1 (one) alternate auditor shall be selected from the Qualified Slate that obtained the highest number of votes,

(ii) 1 (one) standing auditor and 1 (one) alternate auditor from the second Qualified Slate and (iii) 1 (one) standing auditor from the third Qualified slate.

If the composition of the board, or of the category of alternate auditors that results does not respect gender balance, taking their order in the list for the respective sections into account, the second member of the most represented gender elected from the majority slate shall forfeit their appointment to ensure compliance with this requirement, and shall be replaced by the first unelected candidate of the less represented gender on the same slate and the same section. In the absence of candidates of the less represented gender in the relevant section of said slate, the Shareholders' Meeting shall appoint the standing or alternate Auditors that are missing with the majorities required by law, ensuring that the requirement is met.

22.12 The standing Auditor chosen from the Minority Slate is appointed as the Chairman of the Board of Statutory Auditors.

22.13 In appointing statutory Auditors who, for any reason, have not been appointed pursuant to the procedure specified above, the Shareholders' Meeting shall vote on the basis of the majorities required by law, ensuring compliance with the requirements of the law and the Bylaws regarding the composition of the board and the category of alternate Auditors.

22.14 If an Auditor selected from a slate should cease to hold office, an alternate shall replace them, selected from the same slate, without prejudice to compliance with the requirements of the Bylaws regarding the composition of the board. The appointment of Auditors to fill vacancies on the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code shall be resolved by the Shareholders' Meeting by an absolute majority of those voting and, in any effect, in accordance with the laws and with these Bylaws.

22.15 After notifying the Chairman of the Board of Directors, the Board of Statutory Auditors may call, as provided for by law, a Shareholders' Meeting or a meeting of the Board of Directors or the Executive Committee. This power to call meetings may be exercised individually by each Statutory Auditor, except for the power to call a Shareholders' Meeting, which must be exercised by at least two Statutory Auditors.

22.16 Participation in the meetings of the Board of Statutory Auditors may – if the Chairman verifies the necessity – be by means of telecommunication techniques that permit participation in the discussion and informational equality for all those taking part.

22.17 If the Chairman is absent or unable to act, the most senior of the other standing Auditors shall take his/her place.

22.18 External audit of the accounts shall be carried out by a firm of external auditors authorised pursuant to law, in accordance with the applicable legal provisions.

**TITLE V**  
**FINANCIAL STATEMENTS**

**ARTICLE 23 – ENDING OF THE FINANCIAL YEAR – ALLOCATION OF PROFITS**

23.1 The financial year shall end on 31 December of each year.

23.2 From the net profit reported in the annual accounts, 5% (five percent) shall be allocated to the legal reserve until this reaches an amount equal to one-fifth of the share capital.

23.3 During the course of the financial year, the Board of Directors may distribute interim dividends to the shareholders, pursuant to the relevant laws.

23.4 Dividends not collected within five years of the day they become payable shall be understood to be prescribed in favour of the Company.

**TITLE VI**  
**LIQUIDATION**

**ARTICLE 24 – LIQUIDATORS**

24.1 If the Company is to be wound up, the Shareholders' Meeting shall determine the arrangements for its liquidation, and appoint one or more liquidators, establishing their powers and fees within the legal limits.

**TITLE VII**  
**GENERAL PROVISIONS**

**ARTICLE 25 – DOMICILE OF SHAREHOLDERS – AGREED JURISDICTION**

25.1 Vis-à-vis the Company, shareholders shall be deemed to elect domicile for all legal purposes at the domicile indicated in the Shareholders Book.

25.2 The Judicial Authorities holding jurisdiction for the region where the Company's registered office is based shall resolve all disputes arising between shareholders and the Company, pursuant to the relevant laws.

**Article 26 – REFERENCE TO THE LAW**

26.1 For all matters not dealt with in these Bylaws, the legal provisions shall apply.