



## **PROPOSED RESOLUTIONS**

### **SHAREHOLDERS' MEETING**

**APRIL 12, 2019 - 3:00 PM (SINGLE CALL)**

**VIALE TOSCANA 3, ROZZANO (MILAN)**

## **AGENDA**

- 1. Consensual termination of the appointment of the current independent auditors PricewaterhouseCoopers S.p.A. - related and consequent resolutions**
- 2. Appointment of the independent auditors for the period 2019-2027**

## **1. CONSENSUAL TERMINATION OF THE APPOINTMENT OF THE CURRENT INDEPENDENT AUDITORS PRICEWATERHOUSECOOPERS S.p.A. - RELATED AND CONSEQUENT RESOLUTIONS**

Dear Shareholders,

The statutory auditing contract awarded on 29 April 2010 by the Shareholders' Meeting of TIM S.p.A. (TIM) to PricewaterhouseCoopers S.p.A. ("PWC") for the period from 2010 to 2018 will expire with the approval of the separate and consolidated financial statements to 31 December 2018 and cannot be renewed further.

The Parent Company TIM will request its Shareholders' Meeting called for March 29, 2019 to decide upon the assignment of the new auditing firm for the nine-year period 2019-2027 on the basis of the selection process conducted, in accordance with current legislation, by the Board of Statutory Auditors of TIM in conjunction with the corresponding body of Infrastrutture Wireless Italiane S.p.A. ("INWIT" or the "Company").

The Company's Board of Directors and the Board of Statutory Auditors have assessed that there are clear benefits inherent in hiring a single Group auditor, consisting mainly of improved coordination of the activities and operations of the structures and a more efficient and effective audit process, with streamlined activities and cost-effective services (including lower costs), which also include avoiding the compliance and information costs imposed by current legislation and auditing standards, when the auditor of the Parent Company differs from the auditor of the subsidiary.

With its letter dated January 23, 2019, the Company therefore proposed to the independent auditors PWC to resolve by mutual consent, pursuant to Legislative Decree no. 39 of January 27, 2010 (the "Legislative Decree") and art. 7 of Decree no. 261 issued by the Minister of Economy and Finance on December 28, 2012 (the "Ministerial Decree"), the contract for the audit of the Company's financial statements for the years 2015 - 2023 , granted by resolution approved by the INWIT Shareholders' Meeting of 27 February 2015, with effect subject to the prior resolution of the

Company's Shareholders' Meeting to approve the financial statements at 31 December 2018 and appoint the new independent auditors.

Following the Company's request, in a letter received by the Company on February 6, 2019, PWC announced that it agreed to the consensual motion for a resolution and that it had no further or opposing observations or objections to it.

The Company's Board of Statutory Auditors voted in favor of the proposal for a consensual resolution of the current statutory audit assignment. The Board of Statutory Auditors agreed with the reasons described above and noted the comments on the consensual termination of the assignment communicated by PWC and therefore issued its opinion pursuant to Article 7, paragraph 2, of the Ministerial Decree attached to these presents as Annex A.

The termination of the existing audit contract with PWC will allow the Shareholders' Meeting to decide on awarding a new audit contract of a duration to be decided by the Shareholders' Meeting of the Parent Company TIM, convened for March 29, 2019.

Now therefore, the Board of Directors submits the following for your approval

### **Proposal**

The Shareholders' Meeting of Infrastrutture Wireless Italiane S.p.A.

- examined the Explanatory Report of the Board of Directors provided to the shareholders in accordance with the terms and conditions of the law;
- has acknowledged the opinion of the Board of Statutory Auditors on the consensual termination of the statutory audit engagement (Annex A.)

### **and hereby resolves**

- pursuant to Legislative Decree no 39 of January 27, 2010 and the Decree no. 261 of the Minister for the Economy and Finance issued on December 28, 2012, to approve the consensual termination of the statutory audit contract awarded pursuant to the decision of the Shareholders' Meeting on February 27, 2015, to the audit firm PricewaterhouseCoopers S.p.A. for the years from 2015 to 2023, effective pursuant to the approval of the Shareholders' Meeting of the Company's financial statements for the year ended 31 December 2018 and the

appointment of the new independent audit firm;

- to delegate severally to the Chairman of the Board of Directors and to the Managing Director the broadest powers, in compliance with the provisions of the law, for the complete execution of the aforesaid resolution, with any and all powers necessary and appropriate for this purpose, none barred or excepted, including the power to make any non-substantial changes to the resolutions as deemed necessary and/or appropriate for recording into the Business register and/or in relation to any indications from the Supervisory Authority.

**Opinion of the Board of Statutory Auditors on the proposal for consensual termination of the existing statutory auditing contract with PricewaterhouseCoopers S.p.A.**

This opinion is provided by the Board of Statutory Auditors of Infrastrutture Wireless Italiane S.p.A. ("INWIT" or the "Company") pursuant to art. 7, paragraph 2, of Decree no. 261 of the Minister of the Economy and Finance issued on 28 December 28, 2012 - "Regulation concerning the cases and procedures for the revocation, resignation and consensual termination of the statutory audit assignment, in implementation of art. 13, paragraph 4, of Legislative Decree no. 39 issued January 27, 2010".

The Board of Statutory Auditors,

has acknowledged,

- that upon issuance of the audit report relative to the separate and consolidated financial statements of TIM S.p.A. (TIM) for the year ended December 31, 2018, the nine year contract covering the period from 2010 to 2018 awarded to the audit firm PricewaterhouseCoopers S.p.A. ("PWC") will expire and
- the Parent Company TIM will request its Shareholders' Meeting called to meet on March 29, 2019 for a decision regarding the award of a contract for the nine-year period 2019-2027, to a new audit firm, pursuant to a selection process to be conducted by the Board of Statutory Auditors of TIM in conjunction with the corresponding body of INWIT, as required by the currently applicable laws,

and has examined

- the Company's letter dated January 23, 2019 notifying PWC of its proposal to terminate by mutual consent the audit contract for the years 2015 - 2023, which had been awarded pursuant to the resolution approved by the INWIT Shareholders' Meeting on February 27. 2015 effective

pursuant to the Shareholders' Meeting approval of the INWIT financial statements for the year ended 31 December 2018 and its appointment of a new auditing firm;

- the letter received by the Company on February 6, 2019, with which PWC announced that it agreed to the consensual motion for a resolution and that it had no further or opposing observations or objections to it;

and considering,

- that there are clear benefits inherent in hiring a single Group auditor, consisting mainly of improved coordination of the activities and operations of the structures and a more efficient and effective audit process, with streamlined activities and cost-effective services (including lower costs), which also include avoiding the compliance and information charges imposed by current legislation and auditing standards, when the auditor of the Parent Company differs from the auditor of the subsidiary;
- that termination of the existing audit contract with PWC will allow the Shareholders' Meeting to decide on awarding a new audit contract of a duration to be decided by the Shareholders' Meeting of the Parent Company TIM, convened for March 29, 2019

and having ascertained

that the conditions required by art. 13 of Legislative Decree no. 39 of January 27, 2010 and art. 7 of Decree no. 261 issued by the Minister of the Economy on December 28 ,2012 for the termination of the contract with PWC for the auditing of the Company's financial statements and, more generally, the compliance of the proposal submitted for approval to the Company's Shareholders' Meeting with the applicable legislation, including regulatory provisions;

hereby expresses

its opinion in favor of the consensual termination of the statutory audit contract awarded to the audit firm PricewaterhouseCoopers S.p.A. by the Shareholders' Meeting on February 27, 2015, for

the years from 2015 to 2023, effective pursuant to the approval of the Shareholders' Meeting of the Company's financial statements for the year ended 31 December 2018 and the appointment of the new independent audit firm.

Milan, February 14, 2019

**The Board of Statutory Auditors**

Stefano Sarubbi

Umberto La Commara

Michela Zeme

## 2. APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE PERIOD 2019-2027

Dear Shareholders,

as indicated in the Explanatory Report relative to the previous agenda item, the Company's Board of Directors and the Board of Statutory Auditors have expressed their opinion in favor of the Company consensually terminating the contract for the auditing of the Company's financial statements for the years 2015-2023, currently in place with PricewaterhouseCoopers S.p.A. in order to allow Infrastrutture Wireless Italiane S.p.A. ("INWIT" or the "Company") to award a new contract for a period of time to be decided by the Shareholders' Meeting of the Parent Company TIM, called to meet on March 29, 2019.

The Shareholders' Meeting is therefore called upon to appoint a new auditor for the nine-year period from 2019-2027, based on the list submitted by the Board of Statutory Auditors. This new contract will cover:

- the statutory audit of the Company's financial statements;
- the limited audit of the Company's half yearly simplified financial statements;
- the full audit of the *annual reporting package* and limited audit of the half-yearly *reporting package* to be submitted to the Parent Company for consolidation purposes;
- certification (limited assurance) that the Company's "Individual declaration of a non-financial character pursuant to Legislative Decree 254/2016" is compliant.

The document prepared by the Board of Statutory Auditors is provided below.



**RECOMMENDATION OF THE BOARD OF STATUTORY AUDITORS OF INWIT S.p.A.  
REGARDING THE APPOINTMENT OF AN EXTERNAL AUDITOR OF THE ACCOUNTS FOR  
THE PERIOD FROM 2019 TO 2027**

Upon issuance of the audit report relative to the separate and consolidated financial statements of TIM S.p.A. (TIM) for the year ended 31 December 2018, the nine year contract covering the period from 2010 to 2018 awarded to the audit firm PricewaterhouseCoopers S.p.A. ("PWC") on April 29, 2010 will expire.

Although the contract awarded to PWC for the statutory audit of the financial statements of Infrastrutture Wireless Italiane S.p.A. ("INWIT" or the "Company") will expire upon issuance of the audit report covering the financial statements for the year ended 31 December 2023, the Company's Board of Statutory Auditors investigation has indicated that there are clear advantages in one audit firm covering the entire Group (these advantages mainly consist of better coordination of the activities and operations of the structures and improved efficiency and effectiveness of the audit itself, with benefits that include the streamlining of the activities and the cost effectiveness of the services provided, with lowered costs), than if each company selects a different audit firm (though this is a possibility).

The process was initiated by TIM in September 2017, ahead of the expiry of the PWC mandate, in light of the applicable discipline regarding incompatibility and independence (which, in particular, prohibits the newly appointed auditor from providing certain services in the 12 months prior to the start of the audit period) and to facilitate the hand over from PWC to the new auditor, as per the specifically adopted guidelines. These can be viewed on the website [www.telecomitalia.com](http://www.telecomitalia.com) , and they have also been approved and adopted by the Board of Directors of INWIT.

The Board of Statutory Auditors of INWIT therefore participated in the process of selecting the new single auditor for TIM Group for the nine-year period 2019 - 2027, taking note, however, of the activities carried out by the previous Board of INWIT - in office until April 13, 2018 - sharing the outcome and conducting independent activities and evaluations, specifically on behalf of INWIT.

TIM conducted its investigation with the involvement of TIM Group companies that qualify as Public Interest Entities pursuant to national and EU regulations (in addition to INWIT, these are TI

Finance S.A. and TI Capital S.A.), as well as the Brazilian company Tim Participações S.A., in its capacity as a Foreign Private Issuer and in compliance with the US Securities Laws (these jointly controlled companies will be cumulatively named : the Relevant Subsidiaries).

The objective was to identify the principal auditor of the entire Group to whom:

- TIM would assign:
  - the statutory audit of the consolidated and separate financial statements;
  - the limited review of the interim half-yearly financial statements;
  - the audit of the Group's consolidated financial statements included in Form 20-F prepared in compliance with the *US Securities Laws*;
  - the auditing of the internal controls relative to the preparation of the Group's consolidated financial statements pursuant to Section 404 of the Sarbanes - Oxley Act;
  - limited assurance on the compliance of the *consolidated non-financial declaration*;
- the award of the audit contract (legally required/voluntary) of the annual and (where applicable) interim financial statements of the TIM subsidiaries located in and outside the EU;
- the award of the audit contract for the annual and interim reporting packages of the TIM subsidiaries in and outside the EU;
- granting of a contract by TIM and its subsidiaries, within the EU and outside the EU, for any further non-banned tasks.

As reported in fuller detail in the documentation published for the Shareholders' Meetings of TIM of April 24, 2018 and INWIT of May 23, 2018, seven auditing companies (Baker Tilly Revisa S.p.A., BDO Italia S.p.A., Deloitte & Touche S.p.A., EY S.p.A., KPMG S.p.A., Mazars Italia S.p.A., RIA Grant Thornton S.p.A.) were invited to express their interest, of which three (Baker Tilly Revisa S.p.A., BDO Italia S.p.A. and Mazars Italia S.p.A.) opted to decline the invitation. The screening process was therefore conducted as an online competitive procedure, using a dedicated platform; the requests for offers contained all the required elements for the formulation of the proposal as well as the criteria for the evaluation of the offers and the execution of the procedure, including the model framework proposal for the main services to be entrusted to the single auditor, applicable to the nine-year period from 2019-2027, for all the companies of the TIM Group.

The offers were evaluated on the basis of qualitative and quantitative criteria, with a weighting of 40 assigned to the technical-qualitative aspects and a weighting of 60 to the financial aspects, through assignment of a score covering a series of pre-set items, which included:

- independence, organization/operational structure and technical references (including network);
- the technical skills of the proposed Audit Team;
- the group's review strategy and knowledge;
- the mix of hours for the ordinary auditing of financial statements /reporting packages;
- the existence of any administrative or criminal sanctions;
- the financial offer (with different "weighing" of the price applied to the different services, as requested for the quotation), which - as per the Guidelines - was relaunched.

Through this preliminary activity (coordinated by the Chief Financial Officer of TIM who worked with his counterparts at INWIT and the Relevant Subsidiaries, under the comprehensive supervision of the Parent Company Board of Statutory Auditors and the INWIT Board of Statutory Auditors and the internal control/audit committees of the other Relevant Subsidiaries, as applicable, the following classification was arrived at by the end of 2017:

1. EY
2. KPMG
3. Deloitte & Touche
4. RIA Grant Thornton

The TIM Board of Statutory Auditors in office at the time collected and shared the results of the selection process, and recommended the appointment of EY or KPMG, expressing its preference for the former.

A similar recommendation was made by the INWIT Board of Statutory Auditors in office at that time, formulated for the Shareholders' Meeting called to meet on May 23, 2018 in regard to the appointment of the independent auditors, subject to the approval by the same Shareholders' Meeting of the consensual termination of the independent auditors' agreement currently in force with PWC, in respect of which the same Board of Statutory Auditors of the Company had expressed a specific opinion in favor on April 5, 2018.

The TIM Shareholders' Meeting called to meet on April 24, 2018 to approve, among other things, the granting of the audit contract for 2019-2027, made no resolutions in this regard because the necessary majority was not formulated for the appointment of EY or KPMG.

Consequently, on May 10, 2018 after acknowledging (i) the results of the above-mentioned TIM Shareholders' Meeting and (ii) the reported impossibility for TIM to pronounce on the items on the agenda of the INWIT Shareholders' Meeting of May 23, in light of the lack of decisions of its Shareholders' Meeting on the item, INWIT's Board of Directors ascertained the essential impossibility of holding the INWIT Shareholders' Meeting of May 23, and, therefore, revoked the call of the meeting and also disclosed this information to the public.

Acknowledging the failure of the Shareholders' Meeting to decide on the audit contract, the TIM Board of Statutory Auditors examined the situation with the company management, concluding that it was not convenient to repeat the entire selection process, this also being a position subsequently adopted by the INWIT Board of Statutory Auditors. Once the related results were collected and analyzed and the bid evaluation criteria were shared, in July 2018 TIM's Board of Statutory Auditors approved the repetition of the online competition in particular, inviting the independent auditors who had taken part in the previous tender, subject to confirmation of the financial terms and conditions indicated at the time, to update the technical-qualitative profiles of their bids, with particular reference to:

- the independence profiles (especially insofar as the assurance that there continued to be no prohibited assignments in the 12 months preceding the start of the audit period);
- any sanctions or measures taken by the competent authorities that affect the ability to perform the services covered by the respective framework offers (in this regard, it should be noted that, in 2017, the Brazilian branch of the Deloitte & Touche network was subject to limitations in taking on new appointments in the USA, a problem that has since been resolved);
- the composition of the audit teams;
- use of big data analytics tools in the activity;
- existing appointments (and the related decommitment plan, regarding those which cannot be provided from 1 January 2019 or from the date the audit contract covering the period from 2019-2027 enters into effect, if earlier);

- assignments conducted for the Group in the last four years.

Based on the elements thus acquired and the scoring model applied, the classification was updated and submitted to TIM's Board of Statutory Auditors, which in turn concluded that Deloitte & Touche, EY and KPMG were the most suitable entities, based on their organization, experience and general management skills as these apply to the proposed audit process and their operational approach. Conversely, despite the quality of its offer, RIA Grant Thornton was judged not to have an organization in Italy with which to effectively tackle the complexity and variety of the TIM Group issues, comparable to that of the other participants in the selection process.

The INWIT Board of Statutory Auditors was informed of the results of the analysis conducted by the Parent Company's corresponding body and, at the latter's request, independently acquired and examined the additional documentation produced by the auditing companies involved in the selection process. The INWIT Board of Statutory Auditors also conducted independent preliminary activities, analyzing with the Company's management the peculiarities of the proposals formulated by the auditing companies with specific reference to INWIT and meeting with the candidate auditing teams (of Deloitte & Touche, EY and KPMG) for a more in-depth analysis of their respective offers. As part of this process, the INWIT Board of Statutory Auditors of INWIT also requested and obtained confirmation that their financial offers continued to be effective and that they continued to fulfill the requirements of independence and professionalism indicated therein, including the addition of an economic proposal for the certification of compliance of the non-financial declaration drawn up pursuant to Legislative Decree no. 254/16 that the Company has decided to publish voluntarily beginning from FY 2018.

It is hereby noted that, to establish an order of preference between the various candidates, in addition to assessing the financial and quantitative elements of the proposals, the Parent Company Board of Statutory Auditors considered the differentiating factors in terms of quality and efficiency in the provision of the audit services offered, in accordance with the selection criteria set forth in the tender documentation. To this end, account was taken:

- of the differentiated mix proposed for the ordinary audit of the financial statements/reporting packages and the specific commitment of qualified resources (partners and specialists) for the

- main companies of the TIM Group, with account taken of the deviations in terms of assumed effort, compared with the total hours used by the outgoing auditor to perform the assignment;
- experience with auditing large companies, particularly Italian issuers who are also foreign private issuers, within the meaning of the U.S. regulations, as well as telecommunications operators;
  - the knowledge of TIM Group operations and information systems, including in relation to activities already carried out for the Company by companies included in their respective networks, but above all as regards the members of the dedicated audit teams;
  - the different audit strategies, including insofar as the introduction of Data Analytics techniques over the nine year period;
  - the greater or lesser difficulty of the withdrawal from services in progress for the TIM Group, in line with the management's reasoned assessments (and corresponding ranking), the TIM Board of Statutory Auditors of TIM indicated its preference for EY, Deloitte & Touche and KPMG, in that order.

The INWIT Board of Statutory Auditors has acknowledged the conclusions reached by the corresponding body at TIM and has also obtained confirmation from INWIT management that for reasons substantially similar to those expressed by TIM, the conclusions reached by the Parent Company shall also be considered to be applicable to INWIT. Following this investigation, and considering the clear and significant advantages for the Company of a single Group Auditor, mainly consisting of better coordination of the activities and operations of the structures and improved efficiency and effectiveness of the audit itself, with benefits that include the streamlining of the activities and the cost effectiveness of the services provided, with lowered costs, the INWIT Board of Statutory Auditors has decided to adopt the reasoning expressed by the Parent Company Board of Statutory Auditors.

Insofar as it may be necessary, the INWIT Board of Statutory Auditors declares that this recommendation has not been influenced by third parties and no clauses of the type referred to in paragraph 6, art. 16 of EU Regulation 537/2014 have been applied.

\* \* \* \* \*

Now therefore, the INWIT S.p.A. Board of Statutory Auditors

- acknowledges that with the issuance of the audit report relative to the separate and consolidated financial statements of TIM for the year ended 31 December 2018, the nine year contract covering the period from 2010 to -2018 awarded to the audit firm PricewaterhouseCoopers S.p.A. (“PWC”) on April 29, 2010 will expire;
- appreciates the advantages arising from a single Group Auditor, mainly consisting of better coordination of the activities and operations of the structures and improved efficiency and effectiveness of the audit itself, with benefits that include the streamlining of the activities and the cost effectiveness of the services provided, with lowered costs;
- has considered that the new contract would offer an advantage over the current one, insofar as the costs;
- has considered the outcome of the single auditor selection process, which was based on a comparative and comprehensive analysis of the proposals received, with particular attention paid to the independence requirement and the technical-qualitative and financial aspects;
- has considered that the applicable regulations require that the reasoned recommendation of the Board of Statutory Auditors must contain at least two possible alternatives, with the expression of a duly justified preference for one;

and therefore concludes

that, pursuant to the reasons and assessments indicated, the alternatives it chooses for the award of the contract are EY S.p.A., Deloitte & Touche S.p.A. and KPMG S.p.A., whose proposals are summarized in Annexes 1, 2 and 3;

and indicates

that its own preference is for EY S.p.A., followed by Deloitte & Touche S.p.A. and KPMG S.p.A., as per the various scores obtained in the offer valuation procedure.

The Board therefore proposes to the INWIT Shareholders' Meeting

for each year of the nine year period from 2019-2027, according to the terms and with the procedures set forth in the aforementioned Annexes 1, 2 and 3

- to award firstly to EY S.p.A.,

- and secondarily (in the event that approval is not obtained for awarding the contract to EY S.p.A.) to Deloitte & Touche S.p.A.,
- and in third place (in the event that approval is not obtained for awarding to Deloitte & Touche S.p.A.) to KPMG S.p.A.

the contract for:

- ✓ the statutory audit of the Company's financial statements;
- ✓ the complete audit of the Company's consolidation reporting package,
- ✓ the limited audit of the Company's half yearly simplified financial statements as at June 30,
- ✓ the limited audit of the Company's consolidation reporting package as at June 30,
- ✓ (limited assurance) certification on the compliance of the Company's "Individual declaration of a non-financial character pursuant to Legislative Decree 254/2016".

Milan, February 14, 2019

**The Board of Statutory Auditors**

Stefano Sarubbi

Umberto La Commara

Michela Zeme

## **ANNEXES**

**Annex 1 – Summary of the proposal from EY S.p.A.**

**Annex 2 – Summary of the proposal from Deloitte & Touche S.p.A.**

**Annex 3 - Summary of the proposal from KPMG S.p.A.**



**Audit firm details**

Auditing firm: EY S.p.A.  
Registered office: via Po, 32 – 00198, Rome  
Registration number Registry of Statutory Auditors: 70945  
Tax identification no.: 00434000584

**Audit hours and fees** (nine year period 2019 – 2027)

| EY S.p.A.<br>Assignments for the nine year period 2019 – 2027  | Audit hours and fees |                  |
|--|----------------------|------------------|
|  | Hours (**)           | Annual fees in € |
| Legal audit of the financial statements of INWIT S.p.A. (*)  | 2,716                | 167,400          |
| The complete audit of the INWIT S.p.A. consolidation reporting package,  | 128                  | 7,900            |
| The limited audit of the INWIT S.p.A. half yearly simplified financial statements as at June 30  | 527                  | 32,500           |
| The limited audit of the INWIT S.p.A. consolidation reporting package as at June 30  | 35                   | 2,200            |
| Certification (limited assurance) on the compliance of INWIT S.p.A.'s "Individual declaration of a non-financial character pursuant to Legislative Decree 254/2016". | 325                  | 20,000           |
| <b>Total hours and annual fees</b>   | <b>3,731</b>         | <b>230,000</b>   |

(\*)These fees include the activities required pursuant to the relevant tax legislation for which the Audit firm is responsible.

(\*\*)Professional mix, no differentiation by audit objective: Partner 12%, Manager 21%, Senior 32% and Staff 35%.

**Contractual conditions applicable to audit and non-audit services:**

|  |   |
|--|---|
| <b>Fee re-assessment mechanisms</b>  |   |
| <ul style="list-style-type: none"> <li>- ISTAT Index</li> <li>- Percentage change ISTAT index</li> <li>- Application period</li> <li>- Start date</li> </ul>   | FOI Index, net of tobacco products<br>90%<br>June 30 / July 1 of the preceding year<br>1 July 2020                  |
| <b>Methods applied for reimbursement of ancillary expenses</b>   |   |
| <ul style="list-style-type: none"> <li>- Recovery of the supervisory fee (where applicable)</li> <li>- Reimbursement of out-of-pocket expenses (such as off-site expenses and transfers)</li> <li>- Reimbursement of technology, communication and secretarial expenses</li> </ul> | To be borne by the Audit firm<br>As incurred but within the limit of 5% of the consideration payable<br>Not charged |
| <b>Invoicing terms and conditions</b>  | Based on work completed each month, to be invoiced in the initial days of the subsequent month                      |
| <b>Terms of payment</b>  | 90 days EOM of the invoice date   |

**Exceptional or unforeseeable circumstances**

If circumstances should arise that could lead to a significant increase in time compared to what is estimated in our proposal - such as, by way of example, a change in the structure and size of the Company or its Group, changes in the controls established within the internal control system, changes in regulations and auditing standards, the execution of complex transactions conducted by your Company or the companies that belong to your Group, further auditing procedures required by Consob pursuant to its memoranda or reference auditing standards, these will be discussed in advance with the Management of the Company in order to formulate a written proposal for supplementation of the originally envisaged fees, with account also taken of the relevant legislative and regulatory provisions. It will be incumbent upon yourselves to submit this supplementation request to the relevant Governance Body. Similarly, if the time employed is less than expected, the consideration will be reduced proportionally. Additionally, pursuant to your request, we confirm our commitment for the nine-year period from 2019-2027 not to request additional fees in the event of (1) the introduction of new accounting standards, where we will have previously agreed with management that these changes do not represent significant changes in the audit procedures to be conducted; (2) changes in the mix of professional figures used in the audit procedures, except for cases that will be agreed and defined in advance with the Company's Management.

**Audit firm details**

Auditing firm: **Deloitte & Touche S.p.A.**  
Registered office: via Tortona, 25 – 20144, Milan  
Registration number Registry of Statutory Auditors: 132587  
Tax identification no. 003049560166

**Audit hours and fees** (nine year period 2019 – 2027)

| <b>Deloitte &amp; Touche S.p.A.</b>  | <b>Audit hours and fees</b> |                  |
|--|-----------------------------|------------------|
| <b>Assignments for the nine year period 2019 – 2027</b>  | Hours (**)                  | Annual fees in € |
| Legal audit of the financial statements of INWIT S.p.A. (*)  | 2,611                       | 157,000          |
| The complete audit of the INWIT S.p.A. consolidation reporting package,  | 129                         | 8,000            |
| The limited audit of the INWIT S.p.A. half yearly simplified financial statements as at June 30  | 526                         | 33,000           |
| The limited audit of the INWIT S.p.A. consolidation reporting package as at June 30  | 35                          | 2,200            |
| Certification (limited assurance) on the compliance of INWIT S.p.A.'s "Individual declaration of a non-financial character pursuant to Legislative Decree 254/2016". | 330                         | 20,000           |
| <b>Total hours and annual fees</b>   | <b>3,631</b>                | <b>220,200</b>   |

(\*) These fees include the activities required pursuant to the relevant tax legislation for which the Audit firm is responsible.

(\*\*) Professional mix, no differentiation by audit objective: Partner 8%, Manager 25%, Senior 27%, Staff 20% and Assistant 20%.

**Contractual conditions applicable to audit and non-audit services:**

|  |   |
|--|---|
| <b>Fee re-assessment mechanisms for INWIT</b>  |   |
| <ul style="list-style-type: none"> <li>- ISTAT Index</li> <li>- Percentage change ISTAT index</li> <li>- Application period</li> <li>- Start date</li> </ul>   | FOI Index, net of tobacco products<br>90%<br>June 30 / July 1 of the preceding year<br>1 July 2020                  |
| <b>Methods applied for reimbursement of ancillary expenses</b>   |   |
| <ul style="list-style-type: none"> <li>- Recovery of the supervisory fee (where applicable)</li> <li>- Reimbursement of out-of-pocket expenses (such as off-site expenses and transfers)</li> <li>- Reimbursement of technology, communication and secretarial expenses</li> </ul> | To be borne by the Audit firm<br>As incurred but within the limit of 5% of the consideration payable<br>Not charged |
| <b>Invoicing terms and conditions</b>  | Based on work completed each month, to be invoiced in the initial days of the subsequent month                      |
| <b>Terms of payment</b>  | 90 days EOM of the invoice date   |

**Exceptional or unforeseeable circumstances**

If circumstances should arise that could lead to a significant increase in time compared to what is estimated in our proposal - such as, by way of example, a change in the structure and size of the Company [or the Group it belongs to], changes in the controls established within the internal control system, changes in regulations and auditing standards, the execution of complex transactions conducted by your Company [or the companies that belong to your Group], further auditing procedures required by Consob pursuant to its memoranda or reference auditing standards, these will be discussed in advance with the Management of the Company in order to formulate a written proposal for supplementation of the originally envisaged fees, with account also taken of the relevant legislative and regulatory provisions. It will be incumbent upon yourselves to submit this supplementation request to the relevant Governance Body. Similarly, if the time employed is less than expected, the consideration will be reduced proportionally. Additionally, pursuant to your request, we confirm our commitment for the nine-year period from 2019-2027 not to request additional fees in the event of (1) the introduction of new accounting standards, where we will have previously agreed with management that these changes do not represent significant changes in the audit procedures to be conducted; (2) changes in the mix of professional figures used in the audit procedures, except for cases that will be agreed and defined in advance with the Company's Management.

**Audit firm details**

Auditing firm: KPMG S.p.A.  
Registered office: via Vittor Pisani, 25 – 20124, Milan  
Registration number Registry of Statutory Auditors: 70623  
Tax identification no. 00709600159

**Audit fees** (nine year period 2019 – 2027)

| KPMG S.p.A.<br>Assignments for the nine year period 2019 – 2027  | Audit hours and fees |                  |
|--|----------------------|------------------|
|  | Hours (**)           | Annual fees in € |
| Legal audit of the financial statements of INWIT S.p.A. (*)  | 2,180                | 140,000          |
| The complete audit of the INWIT S.p.A. consolidation reporting package,  | 102                  | 7,000            |
| The limited audit of the INWIT S.p.A. half yearly simplified financial statements as at June 30  | 422                  | 25,000           |
| The limited audit of the INWIT S.p.A. consolidation reporting package as at June 30  | 28                   | 2,000            |
| Certification (limited assurance) on the compliance of INWIT S.p.A.'s "Individual declaration of a non-financial character pursuant to Legislative Decree 254/2016". | 170                  | 10,000           |
| <b>Total hours and annual fees</b>   | <b>2,902</b>         | <b>184,000</b>   |

(\*)These fees include the activities required pursuant to the relevant tax legislation for which the Audit firm is responsible.

(\*\*) Professional mix, no differentiation by audit objective: Partner 12%, Manager 30%, Senior 35%, Staff 18% and Assistant 5%.

**Contractual conditions applicable to audit and non-audit services:**

|  |   |
|--|---|
| <b>Fee re-assessment mechanisms</b>  |   |
| <ul style="list-style-type: none"> <li>- ISTAT Index</li> <li>- Percentage change ISTAT index</li> <li>- Application period</li> <li>- Start date</li> </ul>   | FOI Index, net of tobacco products<br>90%<br>June 30 / July 1 of the preceding year<br>1 July 2020                  |
| <b>Methods applied for reimbursement of ancillary expenses</b>   |   |
| <ul style="list-style-type: none"> <li>- Recovery of the supervisory fee (where applicable)</li> <li>- Reimbursement of out-of-pocket expenses (such as off-site expenses and transfers)</li> <li>- Reimbursement of technology, communication and secretarial expenses</li> </ul> | To be borne by the Audit firm<br>As incurred but within the limit of 5% of the consideration payable<br>Not charged |
| <b>Invoicing terms and conditions</b>  | Based on work completed each month, to be invoiced in the initial days of the subsequent month                      |
| <b>Terms of payment</b>  | 90 days EOM of the invoice date   |

**Exceptional or unforeseeable circumstances**

If circumstances should arise that could lead to a significant increase in time compared to what is estimated in our proposal - such as, by way of example, a change in the structure and size of the Company or its Group, changes in the controls established within the internal control system, changes in regulations and auditing standards, the execution of complex transactions conducted by your Company or the companies that belong to your Group, further auditing procedures required by Consob pursuant to its memoranda or reference auditing standards, these will be discussed in advance with the Management of the Company in order to formulate a written proposal for supplementation of the originally envisaged fees, with account also taken of the relevant legislative and regulatory provisions. It will be incumbent upon yourselves to submit this supplementation request to the relevant Governance Body. Similarly, if the time employed is less than expected, the consideration will be reduced proportionally. Additionally, pursuant to your request, we confirm our commitment for the nine-year period from 2019-2027 not to request additional fees in the event of (1) the introduction of new accounting standards, where we will have previously agreed with management that these changes do not represent significant changes in the audit procedures to be conducted; (2) changes in the mix of professional figures used in the audit procedures, except for cases that will be agreed and defined in advance with the Company's Management.