



TIM S.p.A.

Registered Office in Milan at Via Gaetano Negri, 1

General Administration and Secondary Office in Rome at Corso d'Italia no. 41

PEC (Certified Electronic Mail): [telecomitalia@pec.telecomitalia.it](mailto:telecomitalia@pec.telecomitalia.it)

Share capital 11,677,002,855.10 euros fully paid up

Tax Code/VAT Registration Number and Milano-Monza Brianza-Lodi Business Register Number 00488410010

## NOTICE OF SHAREHOLDERS' MEETING

TIM S.p.A.'s Ordinary Shareholders' Meeting shall be convened on 20 April 2023, at 11:00 am (single call) in Milan, Via Gaetano Negri 1, to discuss and resolve on the following

### AGENDA

1. Financial statements as at 31 December 2022 - Coverage of the operating loss
2. Report on the remuneration policy and compensation paid
  - Approval of the first section (remuneration policy)
  - Non-binding vote on the second section (2022 final balance)
3. Resolutions arising from the resignation of three Directors
  - Substitution of Luca de Meo
  - Substitution of Franck Cadoret
  - Substitution of Arnaud Roy de Puyfontaine
4. Short-term incentive plan (MBO) 2023 - approval of the financial-instrument-based remuneration plan, related and consequent resolutions
5. Long-Term Incentive Plan 2023-2025 - approval of the financial-instrument-based remuneration plan, related and consequent resolutions
6. Request for authorisation for the purchase and disposal of treasury shares to service the Short-Term Incentive Plan (MBO) 2023 and Long-Term Incentive Plan 2023-2025, inherent and consequent resolutions.

### Procedures for conducting the Shareholders' Meeting

As permitted by Decree-Law No. 18 of 17 March 2020, as amended (the "Decree"), the effect of which was most recently extended by Decree-Law No. 198 of 29 December 2022, converted and amended into Law 24 February 2023, No. 14 without prejudice to the procedures for the prior exercise of voting rights set out below, the Shareholders' Meeting may be attended and the voting rights may be exercised exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Finance or "CLF"), identified as Studio Legale Trevisan & Associati law firm in Milan (the "Designated Representative") or its substitutes in the event it is unable to attend. In accordance with Article 106 of the Decree, the Designated Representative may also be granted proxy or sub-delegation of powers pursuant to Article 135-*novies* of the CLF.

It should be noted that Directors, Statutory Auditors, the Secretary of the meeting and the Designated Representative may also participate in the proceedings by telecommunication means, without the Chairman and Secretary being required to be at the same place. The procedures for conducting of the Shareholders' meeting may be supplemented, modified and communicated in good advance.

### Additions to the meeting agenda

Shareholders who altogether represent at least 2.5% of the ordinary share capital, having demonstrated their entitlement in the manner required by the applicable regulations, may request

additions to the agenda for the meeting. This is not permitted for matters on which the Shareholders' Meeting is required by law to pass resolutions based on Directors' proposals or based on a plan or report other than those specified in Article 125-*ter* (1) of the CLF.

The request for additions and report illustrating its rationale, together with a copy of an identity document of the requesting party, must be received within 10 days of the publication of this notice (i.e. no later than 30 March 2023), on paper to the following address:

TIM S.p.A.  
Corporate Affairs - Ref. Agenda  
Via Gaetano Negri, 1  
20123 MILAN - Italy,

or by email to the following address  
[assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it).

After verifying the legitimacy of the exercise of the right, the Company shall give notice of the additions to the agenda, in the same manner as required for the publication of the call notice, by 5 April 2023.

Shareholders intending to exercise the right are asked to contact the Company Corporate Affairs office in advance to establish all necessary operational details.

### Presentation of individual proposals for resolution on agenda items

Given that this Meeting may only be attended through the Designated Representative and that no proposals may be presented during the proceedings (as clarified by Consob), with reference to this meeting, all shareholders entitled to exercise this right in the manner laid down by the applicable regulations shall be able to submit individual proposals for resolution on agenda items, by sending them before 5 April 2023 (together with a copy of an identity document), on paper to the following address:

TIM S.p.A.  
Corporate Affairs - Ref. Agenda  
Via Gaetano Negri, 1  
20123 MILAN - Italy,

or by email to the following address  
[assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it).

It is recommended that proposals be formulated in a clear and complete manner, preferably accompanied by a report stating the relevant reasons.

After checking the proposals' relevance to the agenda, as well as their completeness and compliance with the applicable regulations, the Company shall publish all the proposals received (and any accompanying explanatory reports) on the Company website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm) by 6 April 2023.

### Documentation

The reports on the agenda items and the remaining documentation for the meeting will be made available on the "1INFO" storage platform ([www.1Info.it](http://www.1Info.it)), as well as on the Company website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm) within the deadlines required by law.

The documents may also be requested by contacting the contact details provided at the end of this notice.

## Questions

Those entitled to vote, having demonstrated their entitlement in the manner laid down by the applicable regulations, may ask questions on the matters on the agenda, to be received by 11 April 2023, on paper to the following address:

TIM S.p.A.  
Corporate Affairs - Ref. Questions  
Via Gaetano Negri, 1  
20123 MILAN - Italy,

or by email to the following address [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it), or through the specific section of the website [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

Questions submitted as above which are relevant to the items on the agenda, shall be answered and published on the Company website [www.gruppotim.it/agm](http://www.gruppotim.it/agm), by 17 April 2023.

## Entitlement to voting rights

Persons for whom the intermediary of reference has sent the Company the appropriate communication attesting that they are entitled to vote as of 11 April 2023 (the record date) shall be entitled to vote exclusively in the manner set out below. Those who become holders of shares after such date will not be entitled to speak or vote at the Shareholders' Meeting.

Shareholders with shares lodged with the Company must use the usual channels of communication available to them.

## Prior exercise of voting rights

Pursuant to the provisions of the current bylaw, holders of voting rights may also exercise the vote by submitting it by 19 April 2023:

- electronically, through the specific section of the website [www.gruppotim.it/agm](http://www.gruppotim.it/agm);
- by post, by downloading the form in a printable version from the website: [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

Electronic voting and postal voting form shall be available from 7 April 2023.

The envelope containing the ballot card for voting by mail, completed and signed (to be placed in a further sealed envelope) with a copy of the ID document of the person signing the form, any suitable documentation to attest entitlement to sign, must be delivered to the following address:

TIM S.p.A.  
Corporate Affairs - Ref. Vote  
Via Gaetano Negri, 1  
20123 MILAN - Italy

## Representation at Shareholders' Meeting

As specified above, participation in the Shareholders' Meeting is only permitted by granting proxy and/or sub-delegation powers to the Designated Representative, pursuant to:

- Article 135-*undecies* of the CLF, by way of the “Designated Representative Proxy Form”, or
- Article 135-*novies* of the CLF, with the option of using the special ordinary proxy and/or sub-delegation forms made available,

in the manner described below.

### Proxy pursuant to Article 135-*undecies* of the CLF

The Designated Representative may be granted a written proxy pursuant to Article 135-*undecies* of the CLF, at no cost for the delegating party (except for any postage costs), providing voting instructions on all or some of the proposals on the agenda. The proxy to the Designated Representative pursuant to Article 135-*undecies* of the CLF is granted by completing and signing the specific Designated Representative Proxy Form, which shall be available from 7 April 2023 in a printable and/or editable version,

in the section of the website [www.gruppotim.it/agm](http://www.gruppotim.it/agm) dedicated to this Shareholders' Meeting. The original copy of the Designated Representative Proxy Form, duly completed, with the respective written voting instructions, shall be accompanied by a copy of an identity document of the delegating party (or of the legal representative or proxy holder with appropriate powers, along with documentation certifying their status or powers), to be received by 11:59 pm on 18 April 2023

- for proxies with a handwritten signature, to the following address:

Studio Legale Trevisan & Associati  
Viale Majno, 45  
20122 MILAN - Italy;

- for proxies with a qualified electronic or digital signature, by certified email to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

The proxy and voting instructions may be revoked by the same date and following the same procedure. It should be noted that the proxy shall not have effect for those proposals for which voting instructions have not been given.

### Proxy pursuant to Article 135-*novies* of the CLF

The Designated Representative may be granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the CLF, with voting instructions on all or some of the proposals on the agenda. Without prejudice to the generic proxy form pursuant to Article 135-*novies* of the CLF (immediately available), the Designated Representative has reserved the right to make available specific proxy and sub-proxy forms for this Meeting. These forms will be published in the specific section of the website [www.gruppotim.it/agm](http://www.gruppotim.it/agm) in a printable and/or editable version. The proxies pursuant to Article 135-*novies* of the CLF, accompanied by a copy of an identity document of the delegating party (or of the legal representative or proxy holder with appropriate powers, along with documentation certifying their qualification or powers), must be delivered, by 12:00 noon on 19 April 2023, alternatively:

- to Studio Legale Trevisan & Associati, by post, at the following address:

Studio Legale Trevisan & Associati  
Viale Majno, 45  
20122 MILAN - Italy,

or electronically, by certified email: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or email: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

As of 7 April 2023, the Designated Representative shall be available for clarification or information at the above addresses and/or at the freephone number: 800 134 679 (on business days and working hours).

## Total number of shares and right to vote

TIM S.p.A.'s subscribed and fully paid in share capital as at 20 March 2023 is equal to 11,677,002,855.10 euros, divided into 15,329,466,496 ordinary shares (with the right to vote in ordinary and extraordinary meetings of the shareholders of the Company) and 6,027,791,699 savings shares (with the right to vote in special savings shareholders' meetings), all without par value.

## Further information

Further information on the exercise of shareholders' rights is available on the website: [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

The registered office of the Company is open to the public on working days, from Monday to Friday between 10.00 a.m. and 1.00 p.m. (CET).

For enquiries and information, please use the following email address: [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it) and, on weekdays, from 10am to 1pm:

- toll-free number 800 020 220 (for calls from inside Italy);
- telephone +39 011 2293603 (for calls from outside Italy).

20 March 2023