



-Based

2026-2030

Drawn up pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998 ("CLF") and Article 84-bis of the Regulations adopted by Consob in Resolution No. 11971 of 14 May 1999, as subsequently supplemented and amended ("Issuers' Regulations")

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DEFINITIONS

Except as otherwise expressly stated, for the purposes of this Document, the following terms, where capitalized, have the meanings set out below, it being understood that terms and expressions defined in the singular are also defined in the plural.

Allocated Shares	Indicates the actual allocation of Shares to each Beneficiary, following the end of the Vesting Period and the achievement of specific Performance Parameters.
Allocation Form	The specific form to be provided by the Company to the Beneficiaries, with the Regulations attached as an integral part thereof, the signing and return of which to the Company by the Beneficiaries shall constitute, for all intents and purposes, full and unconditional acceptance of the Plan.
Allocation of the Right	The allocation to each Beneficiary by the Board of Directors, after consulting the Nomination and Remuneration Committee where applicable, of the Right to receive Shares.
Beneficiaries	INWIT's Chief Executive Officer, the General Manager and all positions reporting directly to the Chief Executive Officer and/or the General Manager (which include the Company's Key Managers with Strategic Responsibilities), the Internal Audit Director and other key positions that may be included subject to certain terms and conditions.
Board of Directors	Indicates the Company's Board of Directors
Cap	Indicates the maximum number of Shares which can be allocated to each Beneficiary on the Allocation Date, determined on the basis of the degree to which the Performance Parameters have been achieved.
Change of Control	Indicates a change in the share ownership structure of the Company determined as a consequence of any transaction or contractual agreement allowing a subject or a group of subjects acting in concert together to acquire control of the Company pursuant to Art. 93 of the CLF or of the Subsidiaries pursuant to Art. 2359 subsection 1 of the Italian Civil Code. Change of Control shall also mean the case in which control passes from exclusive control to joint control with other subjects.
Chief Executive Officer	Indicates the Company's Chief Executive Officer, designated as one of the Beneficiaries pursuant to paragraph 1 of this Informative Document.
Clawback	A clause that permits the variable remuneration allocated to the Beneficiaries of the Plan to be recovered. Clawback may be activated in the three years following the vesting or allocation of said variable remuneration in case of Error, in the five years following vesting or allocation of said variable remuneration in case of fraud or in relation to misconduct or negligence that have caused damage to the Company, or to behaviours put in place in breach of the laws of reference.

Delisting	Indicates the resolution by the Company Shareholders' Meeting relating to a request to remove the Shares from trading on the Euronext Milan (formerly the Electronic Share Market) or, in the absence of such a request, the occurrence of circumstances such that Borsa Italiana resolves to remove the Shares from trading.
Dividend Equivalent	This consists of the allocation to Beneficiaries of additional Shares, at the end of the Vesting Period, in a number determined as the sum of the dividends distributed by the Company during the Vesting Period multiplied by the number of Allocated Shares divided by the average share price recorded in the 30 days prior to the allocation date.
General Manager	Indicates the Company's General Manager, designated as one of the Beneficiaries pursuant to paragraph 1 of this Informative Document.
	Indicates this informative document drawn up in accordance with Article 84-bis, subsection 1, of the Issuers' Regulations.
Issuers' Regulations	Refers to the Regulations adopted by Consob in Resolution No. 11971 of 14 May 1999, as subsequently amended.
Key Managers with Strategic Responsibilities	Indicates the Company's Key Managers with Strategic Responsibilities identified by the Board of Directors and designated as Beneficiaries pursuant to paragraph 1 of this Informative Document.
Lock-up	Indicates the period of time following the allocation of the Shares during which the vested Shares remain unavailable.
Nomination and Remuneration Committee	The Committee, composed exclusively of non-executive and independent Directors, has advisory and propositional functions regarding the remuneration of Directors and Key Managers with Strategic Responsibilities.
Peer Group	Peer group for the calculation of Total Shareholder Return, namely the group of companies operating in the electronic communications infrastructure sector (Tower Companies) and the Stoxx 600 as a benchmark for the cross-sector European equity market, against which INWIT's share performance is measured.
Performance Parameters	Indicates the Plan's Performance Objectives, the achievement of which is a condition for the allocation of Shares as set out in this Document.
Performance Shares	Indicates the promise of free allocation to the Beneficiaries of a minimum and maximum number of Rights to receive Shares upon Vesting, in a number commensurate with the fixed remuneration, varying from a minimum to a maximum depending on the degree of achievement of the Performance Parameters.
Plan	Long-Term Incentive Plan (LTI) "2026-2030", approved by INWIT's Board of Directors on 25 March 2026, based on the in-depth analysis of the Nomination and Remuneration Committee.

Recurring Free Cash Flow – RFCF	Represents cash flows arising from operating activities, taking into account tax payments, changes in working capital, payments for recurring capital expenditure and net outflows for financial income and charges.
Regulations	Indicates the document that establishes the terms and conditions applicable to the Plan, and which implements it. The Regulations will be established by the Company's Board of Directors, at the recommendation of the Nomination and Remuneration Committee, following approval of the Plan by the Shareholders' Meeting.
Right to Receive Shares	Refers to the conditional, free-of-charge and non-transferable right, inter vivos, to the allocation of a specified number of Shares free of charge at the end of the Vesting Period and upon achievement of specific Performance Parameters.
Share value	Indicates the value of INWIT S.p.A. ordinary shares, determined as the arithmetic mean of the official prices recorded from the trading day preceding the reference date up to the thirtieth preceding calendar day (both inclusive) on Euronext Milan, using as the divisor only the days to which the prices used as the basis for the calculation refer, rounded to the second decimal place, and subject to the application of appropriate adjustment factors in accordance with market practice.
Shareholders' Meeting	Indicates the Company's Ordinary Shareholders' Meeting.
Shares	The ordinary shares of the Company, without nominal value, listed on the Euronext Milan (formerly the Electronic Share Market) organised and managed by Borsa Italiana.
Total Shareholder Return (TSR)	Indicator that measures the total return on a share as the sum of the following components: (i) capital gain: the ratio between the change in the share price (the difference between the price recorded at the end and the beginning of the reference period) and the price recorded at the beginning of the same period; (ii) reinvested dividends: the impact of all dividends paid and reinvested in the share on the coupon date.
Vesting (of Performance Shares)	The moment of the Board's approval of the Company's Financial Statements for each Vesting Period ending on 31 December 2028, 31 December 2029 and 31 December 2030, with a simultaneous verification of the extent to which the Performance Parameters have been achieved.
Vesting Period	The period between the allocation of the Plan and the Vesting of the Performance Shares.

INTRODUCTION

This Document, drawn up in accordance with Article 84-bis (Annex 3A, Schedule No. 7) of the Issuers' Regulations, has been prepared by Infrastrutture Wireless Italiane S.p.A. (hereinafter "INWIT" or the "Company") in order to provide information to its shareholders and the market regarding the proposed adoption of the 2026-2030 Long-term-based Incentive Plan (the "Plan"), approved by the Board of Directors of INWIT on 25 March 2026 on the basis of the in-depth analysis by the Nomination and Remuneration Committee.

The proposal to adopt the Plan will be submitted – pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998 (the "CLF") – for approval by the Company's Ordinary Shareholders' Meeting convened for 30 April 2026, in a single call (the "Shareholders' Meeting").

It should be noted that the Plan is to be considered "of particular significance" within the meaning of Article 114-bis, subsection 3, of the Consolidated Law on Finance and Article 84-bis, subsection 2, of the Issuers' Regulations (adopted by Consob Resolution No. 11971/1999, as subsequently amended).

Any information not yet available at the time of approval of the proposal by the Shareholders' Meeting will be disclosed in due course in accordance with the applicable regulations.

This Document is made available to the public at the registered office of INWIT S.p.A., Largo Donegani, 2, Milan, on the company's website at www.inwit.it (in the Governance section) and on the authorised storage platform "IINFO" (www.iinfo.it).

1. BENEFICIARIES

1.1 Names of the beneficiaries who are members of INWIT's Board of Directors

The Plan applies to the Chief Executive Officer (hereinafter "CEO"). At the time of drafting this Document, there is no Chief Executive Officer in office.

1.2 The categories of employees or collaborators of the issuer of financial instruments and of the parent or subsidiary companies of such issuer

The Beneficiaries of the Plan also include the General Manager, all the positions reporting directly to the Chief Executive Officer and/or the General Manager, including the Company's Key Managers with Strategic Responsibilities, the Internal Audit Director and other key positions that may be included at the recommendation of the Chief Executive Officer and/or the General Manager, after consultation, where relevant, with the Nomination and Remuneration Committee.

1.3 Names of the Beneficiaries belonging to the groups indicated in point 1.3, letters a), b) and c) of Annex 3A, Schedule 7 of the Issuers' Regulations

This Document does not provide a list of the names of the Key Managers with Strategic Responsibilities included among the Beneficiaries, as such identification is determined exclusively on the basis of the position held within the Company's organisation.

1.4 Description and numerical indication, broken down by category

This Document does not provide a numerical indication of the Key Managers with Strategic Responsibilities included among the Beneficiaries, as such identification is determined exclusively on the basis of the position held within the Company's organisation.

2. REASONS FOR ADOPTING THE PLAN

2.1 and 2.1.1 Objectives to be achieved through allocation of the plans

INWIT, in line with best market practices adopted by companies, believes that share-based compensation plans constitute an effective tool for improving the Company's performance and for incentivising and retaining managers who hold key roles within the organisation for the purpose of achieving the objectives of the business plan.

The adoption of share-based compensation plans also complies with the recommendations of the Corporate Governance Code, Article 5 of which recognises that such plans are a suitable tool for aligning the interests of executive directors and key managers with strategic responsibilities in listed companies with those of shareholders, thereby enabling the pursuit of the priority objective of creating value over the long term.

Specifically, the Plan pursues the following objectives:

- to align the interests of the Beneficiaries with those of the Shareholders through the use of share incentive tools;
- to foster a strong engagement of the Beneficiaries to achieving the long-term growth targets set out in the Business Plan, including sustainability (ESG) targets;
- to strike a consistent balance, in terms of the Beneficiaries' total remuneration, between the weight of the variable component linked to the achievement of performance parameters, in line with the recommendations of the Corporate Governance Code;
- encourage the retention of management and key positions.

2.2 and 2.2.1 Key variables, including performance indicators, taken into account for the allocation of plans based on financial instruments

The 2026–2030 Long-term-based Incentive Plan is a Performance Share Plan based on the allocation to Beneficiaries of Rights to receive free shares at the end of the three-year period (Vesting Period).

Accrual of the right to receive the share incentive is subject to three performance conditions, independent of each other and each with its own weight, related to the Business Plan objectives:

1. Relative Total Shareholder Return (TSR) (relative weight 40%);
2. Recurring Free Cash Flow (RFCF) (relative weight 40%);
3. Sustainability Indicator (ESG) consistent with the provisions of INWIT's Sustainability Plan (relative weight 20%).

The detailed operating mechanisms of the Performance parameters will be set out in the Regulations to be approved by the Board of Directors, following approval of the Plan by the Shareholders' Meeting on 30 April 2026.

2.3. and 2.3.1. Factors underlying the determination of the amount of remuneration based on financial instruments, namely the criteria for its determination

The amount of the target share incentive allocated to each Beneficiary is determined, based on the cluster to which they belong, as a percentage of the Gross Annual Remuneration (GAP) – or fixed remuneration – equivalent to the target incentive opportunity at the time of allocation. The entity of that incentive is closely linked to the level of responsibility and the role played by each Beneficiary.

The allocation of Rights shall be carried out by the Company's Board of Directors, after consulting the Nomination and Remuneration Committee where relevant, subject to approval of the Plan by the Shareholders' Meeting.

The number of Performance Shares allocated at target to each Beneficiary at the time of allocation of the Plan (and as set out in the individual Allocation Form) corresponds to the amount of the share-based incentive expressed in Shares at the share price on that date.

In particular, it should be noted that the number of Performance Shares to be allocated to the Chief Executive Officer corresponds to a value equal to 100% of the fixed remuneration should the target level be achieved. For the General Manager, the number of Performance Shares corresponds to a value equal to 100% of the Gross Annual Remuneration if the target level is achieved; for the other Beneficiaries, the target incentive may amount to up to 75% of the Gross Annual Remuneration.

If the performance parameters are not achieved, the Shares will not be allocated.

2.4 Reasons underlying any decision to allocate compensation plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries, parent companies or third-party companies; where such instruments are not traded on regulated markets, information on the criteria used to determine their value

Not applicable. The Plan is based exclusively on the Company's Shares.

2.5. Assessments regarding significant tax and accounting implications that affected the definition of the plans

No significant tax or accounting implications affected the definition of the Plan.

2.6. Any support for the Plan from the Special Fund for encouraging worker investment in companies, pursuant to Article 4, subsection 112, of Law No. 350 of 24 December 2003

The Plan does not receive support from the Special fund for encouraging worker investment in companies, pursuant to Article 4, subsection 112 of Law no. 350 of 24 December 2003.

3. APPROVAL PROCESS AND TIMELINE FOR ALLOCATION OF THE INSTRUMENTS

3.1. Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the implementation of the Plan

On 25 March 2026, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, approved the general structure of the Plan and resolved to submit the Plan for approval to the Shareholders' Meeting convened on 30 April 2026.

A proposal will be put to the Shareholders' Meeting to grant the Board of Directors all necessary and appropriate powers to implement the Plan, to be exercised in accordance with the principles set out in this Document. Decisions regarding the Plan will be taken by the Board after consulting the Nomination and Remuneration Committee.

In particular, by way of example only, the Board of Directors may, after consulting the Nomination and Remuneration Committee: (i) approve (and, where necessary, update) the Regulations; (ii) identify the Beneficiaries and determine the number of Performance Shares to be allocated to each of them; (iii) amend the Performance Parameters which the allocation of Shares is conditional to in the event of changes to the Business Plan and/or the scope of the Company's activities; (iv) establish any other terms and conditions for the implementation of the Plan.

3.2. Identification of the persons responsible for administering the Plan and their roles and remit

The Plan is administered by the Board of Directors, which shall avail of the relevant company departments as concerned, and may also delegate its powers, entirely or in part, to the Chief Executive Officer or the General Manager with regard to the implementation of the Plan for the remaining Beneficiaries.

3.3. Existing procedures for the review of the Plan, including in relation to any changes in the basic objectives

Without prejudice to the competence of the Shareholders' Meeting in the cases provided for by law, the Board of Directors, having consulted the Nomination and Remuneration Committee, is the body responsible for making any amendments to the Plan.

At the moment of implementing the Plan, the Board of Directors shall determine the Regulations governing it, at the recommendation of the Nomination and Remuneration Committee.

In the event of extraordinary circumstances affecting the Company or changes to the regulatory framework affecting the Plan, the Board of Directors shall, at the recommendation of the Nomination and Remuneration Committee and without the need for further involvement of the Shareholders' Meeting, be authorised to make any amendments and additions to the Regulations, aimed at maintaining the substantive and economic content of the Plan unchanged, within the limits permitted by the resolutions adopted by the Shareholders' Meeting of 30 April 2026 (including the maximum number of Shares serving the Plan) and by the legislation applicable at the time.

3.4. Description of the methods with which the availability and allocation of the financial instruments underlying the Plan will be determined

The Plan provides for the allocation to Beneficiaries of Rights to receive Shares free of charge in a number varying according to the extent to which the Plan's performance conditions are met.

The allocation of such Shares will be made using treasury shares already held in the portfolio, arising from purchases made by the Company.

At the moment of allocating the Shares, provided the conditions are met, the Beneficiaries will also be granted a Dividend Equivalent calculated as the sum of the dividends distributed by the Company during the Vesting Period multiplied by the number of Allocated Shares, divided by the average share price recorded in the 30 days prior to the allocation date. Shares allocated as a Dividend Equivalent will not be subject to lock-up.

3.5. Role played by each director in determining the characteristics of the Plan; any occurrence of conflicts of interest involving the directors concerned

An in-depth analysis of the structure of the plan was carried out by the Nomination and Remuneration Committee, in line with the recommendations of the Borsa Italiana Corporate Governance Code, with the support of the Human Resources & Organisation Department, company management and an independent third-party consultant specialising in executive remuneration, following an analysis of best practices and remuneration benchmarks.

The Board of Directors took the necessary decisions in preparation for the Shareholders' Meeting, at the unanimous recommendation of the Nomination and Remuneration Committee.

Subsequent Board resolutions approving the Regulations and allocating Performance Shares, and any decisions relating to the administration of the Plan, will be adopted in accordance with the rules governing Directors' interests, related-party transactions and the remuneration of Directors holding specific positions, where applicable.

3.6. Date of the resolution adopted by the body responsible for proposing approval of the plans to the Shareholders' Meeting and of any recommendation of the Remuneration Committee

On 25 March 2026, the Board of Directors resolved, at the recommendation of the Nomination and Remuneration Committee, which had defined the structure of the Plan on 12 February 2026, to submit the Plan for approval to the Company's Shareholders' Meeting convened on 30 April 2026.

3.7. Date of the decision taken by the competent body regarding the allocation of the instruments and any recommendation made to that body by the remuneration committee

The Plan is submitted for approval by the Shareholders' Meeting convened for 30 April 2026. Subsequently, should the Plan be approved, the Board of Directors will meet to take the decisions necessary for the implementation of the Plan, following an in-depth analysis by the Nomination and Remuneration Committee with reference to the text of the Regulations.

3.8 Market price, recorded on the above dates, for the financial instruments underlying the plans, if traded on regulated markets

The official price of INWIT Shares on Euronext Milan (formerly Electronic Share Market), organised and managed by Borsa Italiana S.p.A., as at 25 March 2026 (the date of approval by the Board of Directors to submit the proposed Plan to the Shareholders' Meeting) was as follows: € 6.5504.

3.9. Terms and methods used by the Issuer when determining the timing of the allocation of instruments in implementation of the Plan, and the possible overlap between (i) such allocation or any decisions taken in this regard by the remuneration committee and (ii) the disclosure of any significant information pursuant to Article 114, subsection 1 of Legislative Decree No. 58 of 24 February 1998; for example, where such information is:

a. not yet public and likely to have a positive impact on market prices, or

b. already published and likely to have a negative impact on market prices.

The actual transfer to the Beneficiaries of the Shares comprising the Performance Shares will take place upon their Vesting, subject to the non-discretionary verification of the degree to which the Performance Parameters have been met and without prejudice to the subsequent Lock-up. In light of the above, the Company does not intend to prepare any specific safeguards in relation to the situations referred to above, without prejudice to compliance with the applicable regulations.

4. CHARACTERISTICS OF THE ALLOCATED INSTRUMENTS

4.1 Description of the structure of compensation plans based on financial instruments

The Plan provides for three annual allocations of the Right to receive a target number of Shares, which may be effectively allocated after three years, subject to meeting the performance conditions according to the criteria and parameters defined.

The number of Shares allocated is calculated as the ratio between the incentive and the share value, calculated as the average of the official prices recorded in the 30 days preceding the allocation date.

At the end of the Vesting Period, Beneficiaries will also be granted an additional number of shares equivalent to the ordinary and extraordinary dividends distributed by INWIT during the Vesting Period (Dividend Equivalent), which would have been payable on the number of shares actually allocated to the Beneficiaries based on the performance levels achieved in accordance with the terms and conditions set out in the Plan.

4.2 Period of effective implementation of the Plan, including any different cycles provided for

The Plan provides for three annual allocations – three cycles, each to be launched annually – covering the period 2026–2028.

Allocation	Vesting Period
2026 (cycle 1)	2026 – 2028
2027 (cycle 2)	2027 – 2029
2028 (cycle 3)	2028 – 2030

For all Beneficiaries of the Plan, 30% of the shares allocated are subject to a two-year lock-up period. During this period the allocated shares subject to lock-up may not be transferred and/or sold, other than in mortis causa, nor may they be subject to pledges of any kind. The lock-up does not apply to additional shares allocated to beneficiaries as a Dividend Equivalent.

4.3 End of the Plan

The Plan will end in 2030 at the end of the vesting period of the last allocation cycle (2028–2030).

4.4 Maximum number of financial instruments allocated in each financial year in relation to the named individuals or the indicated categories

The maximum number of Shares serving the Plan, with reference to all 3 cycles, is a total of 1,130,000 equal to about 0.12% of the share capital.

Vesting of the Performance Shares occurs at the moment of the Board's approval of the Company's Financial statements as at 31 December 2028 (first cycle), 31 December 2029 (second cycle) and 31 December 2030 (third cycle), with simultaneous verification of the degree to which the Performance Parameters have been met.

4.5 Procedures and clauses for implementing the Plan, specifying whether the actual allocation of the instruments is subject to the fulfilment of conditions or the achievement of certain results, including performance results; description of such results and conditions

The number of Performance Shares that vest varies according to the degree to which the Performance Parameters are met, as determined by the Board of Directors at the moment of approval of the Company's Financial statements as at 31 December 2028, 31 December 2029 and 31 December 2030.

The performance conditions relating to the first allocation cycle of the Plan (2026–2028) are as follows:

1. Relative Total Shareholder Return (TSR) (relative weight 40%), which measures the ranking of INWIT's TSR against the TSR of the TowerCos and the Stoxx600 ("peer group") and is calculated on the assumption that share dividends are reinvested during the Vesting Period.
Depending on INWIT's TSR ranking within the peer group, a corresponding bonus percentage is determined, as shown in the table below:

INWIT TSR RANKING	7 th place	6 th place	5 th place	4 th place	3 rd place	2 nd place	1 st place
BONUS PERCENTAGE	0	0	0	50%	100%	125%	150%

Rankings below 4th place in the ranking do not qualify for the bonus (gate). Should one or more companies in the peer group be delisted from the stock market during the performance period, the ranking will be adjusted to take account of the new size of the peer group, as follows:

Peer group with 6 companies

INWIT TSR RANKING	6 th place	5 th place	4 th place	3 rd place	2 nd place	1 st place
BONUS PERCENTAGE	0	0	0	50%	100%	150%

2. Recurring Free Cash Flow (RFCF) represents cash flows arising from operating activities, taking into account tax payments, changes in working capital, payments for recurring capital expenditure and net outflows for financial income and charges.

The bonus linked to cumulative Recurring Free Cash Flow will be paid on a variable basis depending on the level of three-year performance achieved, in accordance with the following table:

MINIMUM	TARGET	MAXIMUM
-5.0% vs target	Cumulative RFCF over the three-year period	+3.5% vs target
50% of the bonus	100% of the bonus	150% of the bonus

3. Sustainability Indicator (ESG) consistent with the provisions of INWIT's Sustainability Plan:
 - Social: ESG indices and ratings – weight 10%
 - Social: women in roles of responsibility – weight 10%

	MINIMUM	TARGET	MAXIMUM
ESG KPI 1	CDP score = A in at least 2 financial years	CDP score = A and FTSE4GOOD in each financial year	CDP score = A and FTSE4GOOD in each financial year + RUSSEL FTSE4GOOD score upgrade by 2028
ESG KPI 2	34%	35%	36%
Percentage of bonus	50% of the bonus	100% of the bonus	150% of the bonus

The Plan provides for a contractual claw-back mechanism that allows for the recovery of variable remuneration (including share-based remuneration) awarded to Executive Directors and other Beneficiaries. Clawback may be activated in the three years following the vesting or allocation of said variable remuneration in case of Error, in the five years following vesting or allocation of said variable remuneration in case of fraud or Misconduct or Conduct in breach of the relevant regulations.

4.6 Restrictions on availability of the allocated instruments, with particular reference to the time limits within which subsequent transfer to the same company or to third parties is permitted or prohibited

The Performance Shares shall be allocated to the Beneficiaries in their personal capacity and may not be transferred, subjected to restrictions or divested.

After vesting, 30% of the Shares Allocated to all Beneficiaries, credited to the Beneficiaries' individual share deposit accounts, will be subject to a two-year lock-up period. The lock-up does not apply to additional shares allocated to Beneficiaries as a Dividend Equivalent.

4.7 Any conditions precedent relating to the allocation of the plans in the event that beneficiaries carry out hedging transactions designed to neutralise any restrictions on the sale of the financial instruments allocated

No conditions precedent are provided for in the event that Plan Beneficiaries carry out hedging transactions that neutralise the effects of the prohibition on the sale of the Allocated Shares.

4.8 Description of the effects resulting from the termination of employment

Any effects resulting from the termination of employment will be governed by the Regulations for implementing the Plan.

4.9 Indication of any other grounds for cancellation of the plans

The Plan does not provide for any grounds for cancellation.

4.10. Reasons for any provision for the Company to redeem the financial instruments pursuant to Articles 2357 et seq. of the Italian Civil Code

The Plan does not provide for the redemption of Shares by the Company.

4.11. Any loans or other special terms for the purchase of Shares pursuant to Article 2358 of the Italian Civil Code

The granting of loans or other special terms is not provided for.

4.12. Assessment of the expected cost to the company at the date of allocation, as determinable on the basis of terms and conditions already defined, for the total amount and in relation to each instrument of the Plan

As at the date of this document, it is not possible to indicate the exact amount of the expected cost to the Issuer of the Plan, as this cost depends on the number of Performance Shares actually allocated, subject to the limit of a maximum of 1,130,000 Shares.

In accordance with IFRS 2 (Share-based Payments), the Company will recognise the fair value of the Performance Shares allocated over the vesting period. This amount will be recognised on a pro-rata temporis basis in a separate income statement over the vesting period under employee benefits expenses, with a corresponding entry in an equity reserve. The expenses thus recognised under employee benefits expenses will be deductible for IRES purposes for the Company.

4.13 Any dilutive effects on share capital caused by compensation plans

No dilutive effects on share capital are expected, as the number of Shares serving the Plan will be determined in accordance with the provisions of paragraph 3.4 above.

4.14 Any restrictions on the exercise of voting rights and the allocation of economic rights

No restrictions are envisaged on the exercise of voting rights or the allocation of economic rights, without prejudice to the lock-up applicable to the Allocated Shares referred to in paragraph 4.6 above.

4.15 Where the shares are not traded on regulated markets, any information useful for a comprehensive assessment of their value

Not applicable, as the Shares are traded on Euronext Milan (formerly Electronic Share Market), organised and managed by Borsa Italiana S.p.A.

4.16 – 4.22

The section relating to the allocation of Stock Option Plans is not applicable as the Plan concerns the allocation of Shares.

4.23 Criteria for adjustments required following extraordinary capital transactions and other transactions involving a change in the number of underlying instruments (capital increases, extraordinary dividends, consolidation and division of the underlying shares, mergers and demergers, conversions into other categories of shares, etc.)

The Board of Directors, where the conditions are met, may adjust the terms and conditions of the Plan following the transactions below:

- changes to the corporate structure, such as change of control;
- a takeover bid or a public exchange offer;
- delisting;
- extraordinary transactions, such as: transactions involving the Company's share capital;
- mergers or demergers, or the purchase or sale of shareholdings, businesses or business units;
- changes in legislation or regulations or other events likely to affect Rights, Shares or the Company's assets.

Should extraordinary transactions relating to the share capital or other transactions be carried out, which in any case have a significant impact on the economic value represented by the Shares allocated to each beneficiary, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, shall amend the Plan as necessary in order to maintain the economic value represented by the Shares allocated by the Plan.

Lastly, in the event of a takeover bid, a change of control or delisting, the Board of Directors shall have the power to proceed, independently and without the need for further approval by the Shareholders' Meeting, to accelerate the Plan, with the early allocation of the Shares – where applicable, with the monetary conversion thereof, determining the valuation criteria aimed at maintaining the economic benefit unchanged – re-proportioned on the basis of the portion of the Vesting Period already elapsed, in the spirit of aligning the

interests of the Beneficiaries and the interests of the Shareholders and with the common aim of creating sustainable value, including in the interests of other stakeholders.

In the event that the Vesting Period is accelerated following a change of control or the delisting of the Company, the Allocated Shares shall not be subject to a Lock-Up.

4.24 TABLE

The table below sets out the information referred to in Section 2, Table 1 of the table in Schedule 7 of Annex 3A to the Issuers' Regulations, based on the characteristics already defined by the Company's Board of Directors.

The Table will be provided in greater detail at the time of the allocation of the Shares and updated from time to time during the implementation of the Plan in accordance with Article 84-bis, subsection 5, letter a) of the Issuers' Regulations.

INSTRUMENTS FOR NEW ALLOCATION PURSUANT TO THE BOARD OF DIRECTORS' PROPOSAL TO THE SHAREHOLDERS' MEETING								
Surname and first name or category	Position (to be indicated only for persons listed by name)	Date of the Shareholders' Meeting resolution	Type of financial instruments	Number of financial instruments	Allocation date	Purchase price of the instruments (if applicable)	Market price on the allocation date	Vesting Period
Diego Galli	General Manager			T.B.D.	T.B.D.			
Key Managers with Strategic Responsibilities		30 April 2026	Ordinary shares of INWIT S.p.A.	T.B.D.	T.B.D.	n/a	n/a	Three-year
Other beneficiaries				T.B.D.	T.B.D.			