

## NOTICE OF SHAREHOLDERS' MEETING

In relation to the epidemiological emergency from COVID-19, pursuant to the exceptional discipline contained in the Law Decree of 17 March 2020, no. 18, the Ordinary Shareholders of TIM S.p.A. are hereby called to meet on April 23, 2020, at 15.00 hours (single call) in Milan, Via Agnello n. 18, at the Studio Notarile Marchetti, to discuss and resolve on the following

### AGENDA

#### Ordinary part

1. Financial Statements at 31 December, 2019
  - Approval of the Financial Statements documentation
  - Allocation of profits for the year and distribution of dividends
2. Decisions regarding the termination of office of two Directors
  - Substitution of Fulvio Conti
  - Substitution of Amos Genish
3. Report on the remuneration policy and emoluments paid
  - Approval of the first section (2020 remuneration policy)
  - Non binding vote on the second section (2019 emoluments)
4. Long Term Incentive Plan 2020 – 2022 – approval of the incentive plan based on financial instruments, related and consequent resolutions

#### Extraordinary part

5. Long Term Incentive Plan 2020 – 2022 – issue of shares to service the plan, amendment of art. 5 of the Company's By-Laws, related and consequent resolutions
6. 2020 Employee Share Plan – issue of shares to service the plan, amendment of art. 5 of the Company's By-Laws, related and consequent resolutions
7. New provisions regarding gender balance – amendment of art. 9 of the Company's By-laws

### Designated Representative

Without prejudice to the voting modalities which may be exercised before the Meeting, shareholders may participate in the meeting exclusively via the Designated Representative, in compliance with art.135-*undecies*, Legislative Decree no.58 (Consolidated Law on Financial Intermediation), Trevisan & Associati Law Firm, Milan (the Designated Representative).

The proxy, in compliance with art.135-*undecies* of the Consolidated Law on Financial Intermediation will be valid only for those resolutions for which specific voting instructions have been given and conferred via the completion and signing of a specific form which may be downloaded and printed as of 4 April 2020 from the website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm). Copy of the proxy form to appoint the Designated Representative, in compliance with the above-mentioned art. 135-*undecies* may also be requested via the contact numbers indicated below.

The completed and signed proxy form must be sent to the following address:

Studio Trevisan  
Corso Monforte 36  
20122 Milan – Italy

by 21 April 2020. The proxy and relevant voting instructions may also be revoked by the same date.

As of 4 April 2020 the following toll free telephone number 800134679 and e-mail address [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) will be operational by the Designated Representative for any information or explanations which may be required.

As permitted by art. 106 of the Decree, the Designated Representative may be conferred with proxies or subproxies in compliance with art. 135-*novies* of the Consolidated Law on Financial Intermediation, in derogation of art. 135-*undecies*, paragraph 4, of the same decree.

### Documentation

The explanatory reports on all the items on the agenda will be made available through the "1INFO" ([www.1info.it](http://www.1info.it)) storage mechanism, as well as on the Company website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm).

Within the respective statutory deadlines the remaining documentation for the Shareholders' Meeting will be made available.

The documentation may also be requested using the contact details at the end of this notice; the Company will not take into account any requests made on previous occasions.

### **Presentation of resolution proposals/supplementary agenda**

Shareholders who together represent at least 2.5% of the ordinary share capital, having demonstrated their entitlement in the forms prescribed by the applicable regulations, may submit proposals on matters on the agenda, and request the agenda be supplemented. The request and a report illustrating its rationale, together with a copy of an identity document of the requesting party, must be received within 10 days of publication of this notice to the following address:

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

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

Shareholders who wish to exercise this right are asked to contact the Corporate Affairs office of the Company beforehand at the email address [corporate.affairs@telecomitalia.it](mailto:corporate.affairs@telecomitalia.it) in order to define all the operational details.

### **Meeting attendance by members of the governing bodies**

Members of the governing bodies may participate in the meeting also via the use of means of distance communication.

### Questions

Those entitled to vote, having demonstrated their entitlement in the forms prescribed by the applicable regulations, may ask questions before the Meeting by sending such questions, by post, to the following address:

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

by e-mail to the following address [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it), or through the specially created section on the website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm).

Those questions presented within and not later than 16 April, 2020, which respect the above modalities and which are pertinent to the items on the agenda, will receive a reply during the Shareholders' Meeting.

### **Entitlement to vote**

Persons for whom the intermediary of reference has transmitted to the Company the appropriate communication attesting that they are entitled to vote at 14 April 2020 (record date) are entitled to vote at the Shareholders' Meeting.

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

### **Exercise of voting rights before the Shareholders' Meeting**

In compliance with current statutory provisions, those persons entitled to vote may also exercise their voting rights by sending their votes within 22 April, 2020:

- electronically, through the specially created section on the website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm);
- by mail, using the form which may be downloaded from the website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm).

As of 4 April 2020 the online voting platform will be operational and the mail ballot cards available.

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 an ID document of the person signing the form and 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

#### **Voting by proxy**

Those entitled to vote in the Shareholders' Meeting may appoint a representative via a written proxy – it being understood that – as indicated above – participation in the Shareholders' Meeting will be exclusively possible via the Designated Representative who will act for such purpose as a representative or sub representative. A proxy form, in compliance with art. 135-novies of the Consolidated Law on Financial Intermediation is available from the company website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm).

The proxies, in compliance with the afore-mentioned art. 135-novies, - together with a copy of an ID document of the delegating shareholder - may be sent or notified to the Company, to be received by 22 April, 2020, either by post to the following address:

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

by e-mail to the following address [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it), or through the specially created section on the website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm).

#### **Total number of shares and right to vote**

At 24 March 2020, the subscribed and fully paid in share capital of TIM is equal to 11,677,002,855.10 euros, divided into 15,203,122,583 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 regarding the exercise of shareholder rights is available on the website [www.telecomitalia.com/agm](http://www.telecomitalia.com/agm).

For any requests or information, the e-mail address [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it) is available and, during working days from 10.00 to 13.00 the following contact numbers:

- toll-free number 800020220 (for calls from inside Italy)
- telephone +39 011 2293603 (for calls from outside Italy)

Due to the above described epidemiological emergency from COVID-19 access to the offices of the registered office of the Company is suspended.

24 March 2020