

## SHAREHOLDERS' MEETING CALL

The Ordinary Shareholders' Meeting of TIM S.p.A. is called for April 23, 2024, at 11 a.m. (single call) in Milan, Via Gaetano Negri no. 1, with the following

### AGENDA

#### Ordinary session

1. Financial statements as at December 31, 2023 – Approval of financial statement documentation – Coverage of the operating loss
2. Report on the remuneration policy and compensation paid
  - 2.1. Approval of the first section (remuneration policy for 2024)
  - 2.2. Non-binding vote on the second section (compensation paid in 2023)
3. Appointment of the Board of Directors
  - 3.1. Determination of the number of members of the Board of Directors
  - 3.2. Determination of the term of office of the Board of Directors
  - 3.3. Appointment of Directors
  - 3.4. Determination of the compensation of the Board of Directors
4. Appointment of the Board of Statutory Auditors
  - 4.1. Appointment of Standing and Alternate Auditors
  - 4.2. Appointment of the Chairman of the Board of Statutory Auditors
  - 4.3. Determination of compensation
5. Adoption of amendments to the 2022-2024 Stock Option Plan – Related and consequent resolutions

#### Extraordinary session

6. Utilization of part of the legal reserve to cover the loss for the year – Exclusion of the obligation for subsequent replenishment in relation to the tax suspension restriction

### Procedures of the Shareholders' Meeting

As permitted by Decree Law no. 18 of March 17, 2020, as amended (the "Decree"), the validity of which was last extended by Decree Law no. 215 of December 30, 2023 (converted, with amendments, into Law no. 23 of February 23, 2024, no. 18), without prejudice to the procedures for the prior exercise of voting rights set forth below, attendance at and the exercise of voting rights at the Shareholders' Meeting shall be effected exclusively through the representative appointed by the Company, pursuant to Article 135-undecies of Legislative Decree no. 58 of February 24, 1998 ("Consolidated Law on Finance"), identified as Studio Legale Trevisan & Associati, Milan (the "Designated Representative"), or its proxies in the event of impediment. As permitted by Article 106 of the Decree, the Designated Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the Consolidated Law on Finance.

It should be noted that Directors, Statutory Auditors, the Secretary of the meeting and the Designated Representative themselves may also take part in the proceedings by means of telecommunications, without the need for the Chairman and Secretary to be in the same place.

The procedures of the Shareholders' Meeting may be supplemented and/or changed, as communicated well in advance.

### Proposals on the Appointment of the Board of Directors

The Board of Directors will be appointed on the basis of lists submitted by the outgoing Board of Directors and by shareholders with a total number of shares representing at least 0.5% of the ordinary share capital. In consideration of the circumstance that participation in the present Shareholders' Meeting is permitted exclusively through the Designated Representative and the submission of proposals is not permitted during the proceedings (as clarified by Consob), the lists must be submitted by March 29, 2024 by sending them to the email address [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it), with production by April 2, 2024 of the securities proving entitlement on the day the list is submitted.

Each list must be filed together with:

- from the individual candidates, (i) acceptance of the candidacy, (ii) a declaration attesting to the non-existence of causes of ineligibility and incompatibility, as well as the possible possession of the independence requirements provided for by the Consolidated Law on Finance and/or the Corporate Governance Code of Borsa Italiana, (iii) an exhaustive information on personal and professional characteristics with an indication of the administration and control positions held in other companies. Any changes in the information provided up to the day of the Shareholders' Meeting must be promptly notified to the Company;
- from the shareholders submitting the list, information on their identity, with an indication of the total shareholding held.

Shareholders who submit a list containing a number of candidates exceeding half of the members to be elected are also requested (i) to provide adequate information on its compliance with the orientation expressed by the outgoing Board of Directors (the Guiding Opinion, available on the Company's website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm)) and (ii) to indicate their candidate for the office of Chairman of the Board of Directors to be appointed.

It should be noted that Consob recommends that shareholders submitting a 'minority list' file with the list a declaration attesting to the absence of any relationship of connection, even indirect, pursuant to Article 147-ter, paragraph 3 of the Consolidated Law on Finance and Article 144-quinquies of Consob Regulation no. 11971/1999.

The duly submitted lists will be made public on the website of the '1INFO' storage mechanism ([www.1info.it](http://www.1info.it)), as well as on the Company's website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

Shareholders wishing to submit a list are invited to read the Guiding Opinion and contact the Company's Corporate Affairs department in advance to define any necessary operational details.

### Proposals on the Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors will be appointed on the basis of lists submitted by shareholders with a total number of shares representing at least 0.5% of the ordinary share capital. In consideration of the circumstance that intervention in this Shareholders' Meeting is only permitted through the Designated Representative and the submission of proposals during the proceedings is not permitted (as clarified by Consob), the lists must be submitted by March 29, 2024 by sending them to the email

address [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it). In the event that only one (or no) list is validly submitted by this deadline, or only lists submitted by shareholders in a related relationship, the filing deadline is postponed to April 1, 2024 and the eligibility threshold is halved to 0.25% of the ordinary share capital. Proof of entitlement on the day the list is submitted must be produced by April 2, 2024.

Each list must be filed together with:

- from the individual candidates, (i) acceptance of the candidature, (ii) a declaration attesting to the non-existence of causes of ineligibility and incompatibility, as well as the possession of the independence requirements provided for by law and, if applicable, by the Corporate Governance Code of Borsa Italiana, (iii) an exhaustive report on the personal and professional characteristics with an indication of the administration and control positions held. Any changes in the information provided up to the day of the Shareholders' Meeting must be promptly notified to the Company;
- from the shareholders submitting the list, information on their identity, with an indication of the total shareholding held;
- from the shareholders submitting the list, other than those holding a controlling or relative majority shareholding, a declaration attesting the absence of relations of connection with the latter, pursuant to Article 144-*quinquies* of Consob Regulation no. 11971/1999.

Shareholders submitting a list are also requested to expressly indicate their candidate for the office of Chairman of the board, should the list turn out to be a 'minority list'.

The duly submitted lists will be made public on the website of the '1INFO' storage mechanism ([www.1info.it](http://www.1info.it)), as well as on the Company's website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

Shareholders wishing to submit a list are invited to contact the Company's Corporate Affairs department in advance to define any necessary operational details.

#### **Additions to the Agenda**

Shareholders who collectively represent at least 2.5% of the ordinary share capital and who are entitled to exercise this right in the manner provided for in the applicable regulations may request additions to the Agenda. This is not permitted in connection with matters on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or on the basis of a draft or a report other than those referred to in Article 125-ter (1) of the Consolidated Law on Finance.

The request for additions and a report explaining the reasons, together with a copy of an identity document of the applicant, must be received within 10 days of the publication of this notice (i.e. by March 22, 2024), in hard copy, at the address:

TIM S.p.A.

Corporate Affairs - Re: Agenda

Via Gaetano Negri no. 1

20123 MILAN - Italy,

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

After verifying the regularity of the exercise of the right, the Company shall give notice of the additions to the agenda, in the same manner as prescribed for the publication of the notice of call, no later than April 8, 2024.

Shareholders wishing to exercise this right are invited to contact the Company's Corporate Affairs department in advance to define any necessary operational details.

#### **Submission of individual proposals for resolutions on items on the Agenda**

In consideration of the circumstance that participation in this Shareholders' Meeting is allowed exclusively through the Designated Representative and the presentation of proposals during the proceedings is not permitted (as clarified by Consob), with reference to this meeting, all shareholders who are entitled

to exercise such right in the forms envisaged by the applicable regulations are allowed to submit individual proposals for resolutions on the items on the Agenda by sending them by April 8, 2024 (together with a copy of an identity document), in hard copy, to the address

TIM S.p.A.

Corporate Affairs - Re: Agenda

Via Gaetano Negri no. 1

20123 MILAN - Italy,

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

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

After verifying the relevance of the proposals with respect to the Agenda, as well as their completeness and compliance with the applicable regulations, the Company will make all proposals received (and any accompanying illustrative reports) known by April 9, 2024 by publishing them on the Company's website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

#### **Documentation**

The reports on the items on the Agenda and the remaining documents of the Shareholders' Meeting will be made available at the "1INFO" storage mechanism ([www.1info.it](http://www.1info.it)) as well as on the Company's website at [www.gruppotim.it/agm](http://www.gruppotim.it/agm) within the legal deadlines.

The documentation can also be requested by contacting the addresses mentioned at the end of this notice.

#### **Questions**

Those entitled to vote, legitimised in accordance with the applicable regulations, may submit questions on the items on the Agenda by sending them by April 12, 2024 in hard copy to the address:

TIM S.p.A.

Corporate Affairs - Re: Questions

Via Gaetano Negri no. 1

20123 MILAN - Italy,

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

or via the appropriate section of the website [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

Questions submitted as above, relevant to the items on the Agenda, will be answered by publication on the Company's website [www.gruppotim.it/agm](http://www.gruppotim.it/agm) at no later than April 20, 2024.

#### **Entitlement to voting rights**

The party entitled to vote, exclusively in the manner indicated below, is the party for which the reference intermediary transmits to the Company the appropriate notice of entitlement as of April 12, 2024 (record date). Those who become owners of shares after that date will not have the right to attend and vote at the Shareholders' Meeting.

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

#### **Prior exercise of the right to vote**

Pursuant to the provisions of the Articles of Association in force, the holder of the right may also exercise the vote by submitting it by April 22, 2024:

- electronically exclusively via the appropriate section of the website [www.gruppotim.it/agm](http://www.gruppotim.it/agm);
- by mail, using the downloadable printable version of the form at [www.gruppotim.it/agm](http://www.gruppotim.it/agm).

The electronic voting functionality and the postal voting form will be available from April 10, 2024.

The envelope containing the completed and signed absentee ballot paper (to be enclosed in a further sealed envelope), a copy of the identity document of the person signing the ballot paper,

and any appropriate documentation proving entitlement, must be sent to the following address:

TIM S.p.A.  
Corporate Affairs - Re: Vote  
Via Gaetano Negri no. 1  
20123 MILAN - Italy

### **Representation at the Shareholders' Meeting**

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

- Article 135-*undecies* of the Consolidated Law on Finance, by means of the "Designated Representative Proxy Form", or
- Article 135-*novies* of the Consolidated Law on Finance, with the option of using the ordinary and/or sub-delegation forms made available, in the manner described below.

#### Delegation pursuant to Article 135-undecies of the Consolidated Law on Finance

The Designated Representative may be granted a written proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance, at no cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the Agenda. The Designated Representative proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance must be conferred by completing and signing the specific Designated Representative Proxy Form, which will be available as of April 10, 2024, in 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 Designated Representative Proxy Form, duly completed, with the relevant written voting instructions, accompanied by a copy of an identity document of the delegating party (i.e. the legal representative or proxy holder with appropriate powers, together with documentation certifying their qualification or powers), must be received, in original, no later than April 19, 2024, 11.59 p.m.

- for proxies with handwritten signatures, to the address:  
Studio Legale Trevisan & Associati  
Viale Majno no. 45  
20122 MILAN - Italy;
- for proxies with qualified electronic signature or digital signature, by certified email, at the address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

Within the same period and in the same manner, proxies and voting instructions are revocable. Please note that the proxy has no effect with regard to proposals for which no voting instructions have been given.

#### Delegation pursuant to Article 135-novies of the Consolidated Law on Finance

The Designated Representative may be granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, with voting instructions on all or some of the proposals on the Agenda. Without prejudice to the generic proxy form pursuant to Art. 135-*novies* of the Consolidated Law on Finance (available immediately), the Designated Representative has reserved the right to make specific proxy and sub-proxy forms available for this Shareholders' Meeting. These forms will be published in the appropriate section of the website, [www.gruppotim.it/agm](http://www.gruppotim.it/agm) in a printable and/or editable version. Proxies pursuant to Article 135-*novies* of the Consolidated Law on Finance, accompanied by a copy of an identity document of the delegating party (i.e. the legal representative or proxy with appropriate powers, together with documentation certifying their qualification or powers), must be delivered, by April 22, 2024, 12.00 noon, to Studio Legale Trevisan & Associati, by mail, to the address:

Studio Legale Trevisan & Associati,

Viale Majno no. 45

20122 MILAN - Italy,

or by email to the certified mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or email: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

As from April 10, 2024, the Designated Representative will be available for clarification or information at the above-mentioned addresses and/or toll-free number: 800 134 679 (during working days and hours).

### **Total number of shares and voting rights**

As of March 12, 2024, TIM S.p.A. subscribed and paid-up capital amounts to €11,677,002,855.10, divided into 15,329,466,496 ordinary shares (with voting rights in the Company's ordinary and extraordinary Shareholders' Meetings) and 6,027,791,699 savings shares (with voting rights in the special category Shareholders' Meetings), all with no par value.

### **Further information**

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

The Company's registered office is open to the public on weekdays, Monday to Friday, from 10 a.m. to 1 p.m.

For enquiries and information, email [assemblea.azionisti@pec.telecomitalia.it](mailto:assemblea.azionisti@pec.telecomitalia.it) and on weekdays from 10 a.m. to 1 p.m. the following telephone numbers are available:

- 800 020 220 toll-free (for calls from Italy)
- +39 011 2293603 (for calls from abroad)

March 12, 2024