



Courtesy translation

Annex A

PROXY FORM

TIM S.p.A. (the "Promoter" or "TIM"), through Morrow Sodali S.p.A. ("Morrow Sodali" or the "Delegated Entity"), intends to solicit voting proxies (the "Solicitation") with reference to the Ordinary and Extraordinary Shareholders' Meeting of TIM S.p.A., called for April 23, 2024, at 11:00 a.m. (single call), at the Company's registered office in Milan, Via Gaetano Negri No. 1, in the manner and within the terms set out in the notice of call published, inter alia, on the TIM website www.gruppotim.it/assemblea, on March 12, 2024 (the "Shareholders' Meeting").

The proxy must be received by the Promoter, through the Delegated Entity, by 11:59 p.m. on April 21, 2024, in one of the following ways:

- by e-mail to: <u>assemblea.tim@investor.morrowsodali.com;</u>
- by certified electronic mail (PEC) to: morrowsodali@legalmail.it;
- by post or by hand to the following address:

Morrow Sodali S.p.A. Via XXIV Maggio, 43 00187 – Rome To the attention of the Dipartimento Retail

The proxy may always be revoked by means of a written declaration brought to the attention of the Promoter, through the Delegated Entity, in one of the ways indicated above, by 11:59 p.m. on April 21, 2024.

Prior to the granting of the proxy, it will be necessary to read the Proxy Statement relating to the Solicitation available on the TIM website, www.gruppotim.it/assemblea and on the website of Morrow Sodali www.morrowsodali-transactions.com (the "Proxy Statement").

Signing this form does not involve any expense for the delegating party

<u>Delegating natural person</u>

| I, the undersigned | | |
|--------------------|---|--------|
| | (name and surname of the person entitled to vote) | •••••• |
| born in | on | ••••• |
| resident in | | |
| | (city and address) | |
| Tax Code, mail | Telephone number | E- |

(attach a photocopy of the delegating party's valid ID document)

[alternatively]

Delegating legal entity or other entity



| with reg | jistered office in | (company name of the legal e | ntity or entity entitled to | vote) | |
|--|--|--|---|--|-------|
| mailin the per (Please docume power of | erson of its pro- attach the follo ent and photosto of attorney or of | , tempore legal representat owing documentation: ph atic copy of the certificate i ther deed, which show the | telephone ive or attorney otostatic copy issued by the Co e powers of rep | of the delegating party's val empanies Register or of the sp resentation of the person sig | ecial |
| the proxy in the name and on behalf of the legal person/other entity.) holder of voting rights as at April 12, 2024 (record date) in the capacity as: | | | | | |
| - Notice | No | oleted at the discretion of t (notice reference nu | umber provided | by the intermediary) | |

HAVING ACKNOWLEDGED the possibility that the proxy to the Promoter may contain voting instructions also on only some of the items and resolutions on the agenda of the Ordinary and Extraordinary Shareholders' Meeting;

HAVING ACKNOWLEDGED that, pursuant to Article 138, paragraph 2, of Consob Regulation No. 11971/1999, if the voting instructions given by the solicited party do not conform to the Promoter's proposals (the "Promoter's Proposals" or the "Proposals"), the latter shall exercise the vote, through the Appointed Party (and, in turn, through sub-proxy to the Designated Representative, as defined below), according to the instructions received, regardless of whether these are different from the Promoter's Proposals: therefore, if the solicited party has granted a proxy to vote in favour of proposals that differ - also with reference to the slate for the appointment of the new governance body - from those formulated by the Promoter, the Delegated Entity shall exercise the vote in absolute accordance with the instructions received from the solicited party;

HAVING ACKNOWLEDGED that – since – in accordance with the provisions of Article 106, paragraph 4, of Decree-Law No. 18/2020, converted into Law No. 27/2020 (the effectiveness of which was most recently extended by Decree-Law No. 215 of December 30, 2023, converted, with amendments, into Law No. 18 of February 23, 2024), the participation of those entitled to vote in the Shareholders' Meeting shall be allowed solely through the Studio Legale Trevisan & Associati, with offices in Milan, Viale Majno No. 45, 20122, as TIM's designated representative pursuant to Article 135-undecies of the Consolidated Finance Act (the "Designated Representative") – the Promoter, and on its behalf the Delegated Entity, will grant sub-proxies and provide voting instructions in accordance with this proxy form pursuant to Article 135-novies of the Consolidated Finance Act to the Designated Representative.

HAVING EXAMINED the reports of the TIM Board of Directors on the items on the agenda of the ordinary meeting and the proposed resolutions contained therein;



HAVING EXAMINED the Proxy Statement relating to the Solicitation, with particular regard to the possible existence of conflicts of interest;

DELEGATES

the Promoter, and on its behalf Morrow Sodali S.p.A. in its capacity as Delegated Entity for the Solicitation and Collection of Proxies and delegated for the Expression of the Vote, with registered office in Rome, via XXIV Maggio No. 43, or, each of the following substitutes indicated by the Delegated Entity, in relation to whom, to the best of TIM's knowledge, none of the situations pursuant to Article 135-decies of Legislative Decree No. 58 of February 24, 1998 ("TUF") are in place:

- Andrea Di Segni born in Rome on 17/04/1966 Tax code DSGNDR66D17H501N
- Fabio Bianconi born in Urbino on 14/05/1980 Tax code BNCFBA80E14L500I
- Renato Di Vizia born in Capaccio (SA) on 26/08/1970 Tax code DVZRNT70M26B644G
- Iolanda Casella born in Salerno on 18/11/1982 Tax code CSLLND82S58H703T

| to participate of | and vote | e in the (| Ordinary | and Extra | ordinary Sh | areholders' 1 | Meetin | ig of T | IM ordinary |
|-------------------|-----------|---|----------|-------------|--------------|---------------|--------|---------|-------------|
| shareholders i | ndicated | d above | as per | the instruc | ctions indic | cated below | with | refere | nce to no. |
| | - | Γelecom | Italia | ordinary | / shares | recorded | in | the | securities |
| account(s | | • | ٠ | with | | ••••• | ABI. | | CAB |
| intermediary co | ustodian) | | | | | | | | |

Pursuant to article 135-novies of the Consolidated Finance Act, in the event that the shareholder has the shares deposited in more than one securities account, they may delegate a different representative for each securities account; may also delegate a single representative for all accounts

RESOLUTIONS SUBJECT TO SOLICITATION (*)

Without prejudice to the delegating party's right to give different voting instructions, the Promotor intends to solicit voting proxies with reference to all the items on the agenda of the Shareholders' Meeting called for April 23, 2024, as indicated in the Introduction to the Proxy Statement, with the exception of that relating to the Appointment of the Board of Statutory Auditors (fourth item on the ordinary agenda) and the related sub-items (appointment of the members of the Board of Statutory Auditors, Appointment of the Chairman of the Board of Statutory Auditors and determination of the related remuneration), with respect to which the Promoter simply requests the Shareholders to resolve in accordance with the provisions of the Articles of Association and the law, referring to the information contained in the relevant report prepared by the Board of Directors pursuant to Article 125-ter of the Consolidated Finance Act.

| Item 1. Financial Statements as at December 31, 2023 - Approval of the financial statement documents - Coverage of the loss for the year | | GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL |
|--|--|---|
| Promoter's Proposal: to approve the 2023 financial statements of TIM S.p.A. | | GRANTS THE PROXY: ABSTAIN |
| to cover the loss for the year of TIM S.p.A. (amounting to € 995,364,447.83) a) € 575,673,347.42 through full utilisation of the additional | | GRANTS THE PROXY: AGAINST |
| paid-in capital. b) € 419,691,100.41 through the utilisation of the legal reserve | | DOES NOT GRANT THE PROXY |



| Item 2. Report on the remuneration policy and compensation paid | 0 | GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL |
|---|---|---|
| 2.1 Approval of the first section (2024 remuneration policy) | | CDANITS THE PROVI |
| Promoter's Proposal: | | GRANTS THE PROXY: ABSTAIN |
| to approve the first section of the report on the remuneration policy and remuneration paid by the Company. | | GRANTS THE PROXY: AGAINST |
| | | DOES NOT GRANT THE PROXY |
| | | , |
| Item 2. Report on the remuneration policy and compensation paid | | GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL |
| 2.2. Non-binding vote on the second section (compensation paid in 2023) | | GRANTS THE PROXY: |
| Promoter's Proposal: | | ABSTAIN |
| to resolve in favour of the second section of the report on the remuneration policy and compensation paid by the Company | | GRANTS THE PROXY: AGAINST |
| | | DOES NOT GRANT THE PROXY |
| | | |
| Item 3. Appointment of the Board of Directors | | GRANTS THE PROXY TO VOTE |
| 3.1. Determination of the number of members of the Board of Directors | | ON THE PROMOTER'S PROPOSAL |
| Promoter's Proposal | | GRANTS THE PROXY: ABSTAIN |
| Determine the number of members of the Company's Board of Directors at 9. | | GRANTS THE PROXY: AGAINST |
| | | DOES NOT GRANT THE PROXY |
| | | |
| Item 3. Appointment of the Board of Directors | | GRANTS THE PROXY TO VOTE |
| 3.2. Determination of the term of office of the Board of Directors | | ON THE PROMOTER'S PROPOSAL |
| Promoter's Proposal To set the term of office of the Company's Poard of Directors at | | GRANTS THE PROXY: ABSTAIN |
| To set the term of office of the Company's Board of Directors at three financial years, until the Shareholders' Meeting called to | | |
| approve the financial statements as at December 31, 2026. | | GRANTS THE PROXY: AGAINST |
| | | DOES NOT GRANT THE PROXY |



| Item 3. Appointment of the Board of Directors 3.3. Appointment of Directors | | ISSUES THE PROXY TO VOTE FOR SLATE NO. 1 PRESENTED BY THE BOARD OF DIRECTORS |
|---|---|--|
| Promoter's Proposal | | GRANTS THE PROXY: ABSTAIN |
| | | GRANTS THE PROXY: AGAINST |
| Vote for Slate No. 1 submitted by the Board of Directors (BoD), which includes the following candidates: 1. Alberta Figari* 2. Pietro Labriola 3. Giovanni Gorno Tempini 4. Paola Camagni* 5. Federico Ferro Luzzi* 6. Domitilla Benigni* 7. Jeffrey Hedberg* 8. Paola Tagliavini* 9. Maurizio Carli* 10. Romina Guglielmetti* 11. Leone Pattofatto* 12. Antonella Lillo* 13. Andrea Mascetti* 14. Enrico Pazzali* 15. Luca Rossi* | | DOES NOT GRANT THE PROXY |
| *independent | | |
| | | CDANITS THE DROVY TO VOTE |
| *independent Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors | | GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors Promoter's Proposal: | 0 | ON THE PROMOTER'S |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors | | ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors Promoter's Proposal: To set the total gross annual remuneration of the Board of | | ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: ABSTAIN |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors Promoter's Proposal: To set the total gross annual remuneration of the Board of Directors at € 1,300,000. | 0 | ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: ABSTAIN GRANTS THE PROXY: AGAINST DOES NOT GRANT THE PROXY |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors Promoter's Proposal: To set the total gross annual remuneration of the Board of | 0 | ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: ABSTAIN GRANTS THE PROXY: AGAINST |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors Promoter's Proposal: To set the total gross annual remuneration of the Board of Directors at € 1,300,000. Item 5. Adoption of amendments to the 2022-2024 Stock Options Plan - Related and consequent resolutions Promoter's Proposal: approve the amendments to the 2022-2024 Stock Option Plan, | | ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: ABSTAIN GRANTS THE PROXY: AGAINST DOES NOT GRANT THE PROXY GRANTS THE PROXY TO VOTE ON THE PROMOTER'S |
| Item 3. Appointment of the Board of Directors 3.4 Determination of the remuneration of the Board of Directors Promoter's Proposal: To set the total gross annual remuneration of the Board of Directors at € 1,300,000. Item 5. Adoption of amendments to the 2022-2024 Stock Options Plan - Related and consequent resolutions Promoter's Proposal: | | ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: ABSTAIN GRANTS THE PROXY: AGAINST DOES NOT GRANT THE PROXY GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL GRANTS THE PROXY: |



(*) Pursuant to Article 138, paragraph 6, of the Issuers Regulation, in relation to proposed resolutions for which voting instructions have not been given, the shares are in any case counted for the purposes of the regular constitution of the Shareholders' Meeting; the same shares are not taken into account for the purposes of calculating the majority and the share of capital required for the approval of resolutions.

As of the date of publication of the Proxy Statement and this Proxy Form, no voting proposals have been received in relation to the items on the agenda of the Shareholders' Meeting subject to Solicitation in addition to those formulated by the Promoter. For this reason, when voting proposals are submitted in addition to those formulated by the Promoter, the latter will promptly supplement and disclose the Proxy Statement and this Proxy Form in accordance with the law, in order to take them into account.

As at the date of publication of the Proxy Statement and this Proxy Form, the Issuer has not received any voting proposals in relation to the fourth item on the agenda of the Shareholders' Meeting, "Appointment of the Board of Statutory Auditors," which is not the subject of the Solicitation. For this reason, when voting proposals are submitted in relation to this matter, the Promoter shall promptly supplement and disclose the Proxy Statement and this Proxy Form in accordance with the law, in order to allow the Shareholders to grant the relevant voting proxies.

| DATE | SIGNATURE |
|------|-----------|
| | |

TIM shall process the personal data of data subjects in accordance with the provisions of the Privacy Policy published on the website https://www.gruppotim.it/it/footer/privacy.html