

TIM S.p.A.  
*Report on*  
**CORPORATE  
GOVERNANCE**  
*and* **SHARE  
OWNERSHIP**  
**2024**

Pursuant to art. 123-bis of legislative decree no. 58 of 24 February 1998 (CLF)

Approved by the Board of Directors on 5 March 2025 and available on the Company's website [gruppotim.it](https://www.gruppotim.it)

# CONTENTS

Glossary	Page	3
Introduction	Page	5
<b>1. Issuer Profile</b>	Page	6
<b>2. Information on share ownership (pursuant to art. 123 bis CLF) at December 31, 2023</b>	Page	8
a) Share capital structure	Page	8
b) Restrictions on transfer of securities	Page	8
c) Major shareholdings	Page	8
d) Securities that confer special rights	Page	8
e) Employee shareholdings: mechanism for exercising voting rights	Page	8
f) Restrictions on voting rights	Page	8
g) Shareholders' agreements	Page	8
h) Change of control clauses and statutory provisions on tender offers	Page	8
i) Authorizations to increase share capital and share buy-back	Page	10
j) Direction and coordination	Page	10
k) Special powers of the State	Page	10
<b>3. Department</b>	Page	12
<b>4. Board of Directors</b>	Page	13
4.1 Role of the Board of Directors	Page	13
4.2 Appointment and replacement	Page	16
4.3 Composition	Page	17
4.4 Functioning of the Board of Directors	Page	19
4.5 Role of the Chairman of the Board of Directors	Page	20
4.6 Executive Directors	Page	18
4.7 Independent directors	Page	22
<b>5. Management of corporate information</b>	Page	24
<b>6. Internal Board Committees</b>	Page	25
<b>7. Self-assessment and succession of directors - Nomination and Remuneration Committee</b>	Page	27
7.1 Self-assessment and succession of directors	Page	24
7.2 Nomination and Remuneration Committee	Page	28
<b>8. Remuneration of Directors - Remuneration Committee</b>	Page	30
8.1 Remuneration of Directors	Page	30
8.2 Remuneration Committee	Page	31

<b>9. Internal control and risk management system - Control and Risk Committee</b>	<b>Page</b>	<b>32</b>
9.1 Chief Executive Officer	Page	38
9.2 Control and Risk Committee	Page	38
9.3 Head of the Internal Audit Department	Page	39
9.4 Organizational model pursuant to legislative decree 231/2001	Page	41
9.5 Auditor	Page	43
9.6 Financial Reporting Officer and other corporate roles and functions	Page	43
9.7 Coordination of subjects involved in the internal control and risk management system	Page	44
<b>10. Interests of Directors and transactions with related parties</b>	<b>Page</b>	<b>46</b>
<b>11. Board of Statutory Auditors</b>	<b>Page</b>	<b>48</b>
11.1 Appointment and replacement	Page	48
11.2 Composition and functioning	Page	48
11.3 Role	Page	50
<b>12. Relations with shareholders and other relevant stakeholders</b>	<b>Page</b>	<b>52</b>
<b>13. Shareholders' Meetings</b>	<b>Page</b>	<b>54</b>
<b>14. Further corporate governance practices</b>	<b>Page</b>	<b>55</b>
<b>15. Changes since the end of the reference year</b>	<b>Page</b>	<b>55</b>
<b>16. Considerations on the letter from the Chairman for Corporate Governance Committee</b>	<b>Page</b>	<b>55</b>
<b>TABLES</b>		
<b>Table 1 - Information on share ownership</b>	<b>Page</b>	<b>56</b>
Share capital structure up to December 31, 2023	Page	56
Other financial instruments (attributing the right to subscribe newly issued shares)	Page	56
Major holdings in share capital as at December 31, 2023	Page	56
<b>Table 2 – Structure of the Board of Directors at the end of the financial year</b>	<b>Page</b>	<b>57</b>
<b>Table 3 – Structure of Board committees at the end of the financial year</b>	<b>Page</b>	<b>59</b>
Offices held by the Directors	Page	61
<b>Table 4 - Structure of the Board of Statutory Auditors at the end of the financial year</b>	<b>Page</b>	<b>62</b>

# GLOSSARY

**Code/Corporate Governance Code:** the Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee.

**Civil Code/ CC:** The Italian civil code.

**Committee/CG Committee/Corporate Governance Committee:** the Italian Committee for the Corporate Governance of listed companies, promoted, in addition to Borsa Italiana S.p.A., by ABI, Ania, Assogestioni, Assonime and Confindustria.

**Board/Board of Directors:** the Board of Directors of the Issuer.

**Financial year:** the financial year ending December 31, 2024.

**ESRS:** the sustainability reporting principles defined in Commission Delegated Regulation (EU) 2023/2772 of July 31, 2023.

**FiberCop:** FiberCop S.p.A., a subsidiary of the Issuer.

**Group:** group of companies directly or indirectly controlled by TIM.

**ICRMS Guidelines:** “TIM Group's Internal Control and Risk Management System Guidelines” approved on September 27, 2023 by TIM's Board of Directors, which set out the architecture of the ICRMS, the main corporate roles and responsibilities in the field of ICRMS, the methods of coordination and information flows between the parties involved, the periodic assessment process of TIM's ICRMS (available on the [www.gruppotim.it](http://www.gruppotim.it) website, Group section - Governance/Governance Tools /Other Codes and Procedures)

**Noovle:** Noovle S.p.A. società benefit, a subsidiary of the Issuer.

**Olivetti:** Olivetti S.p.A. società benefit, a subsidiary of the Issuer.

**NetCo Transaction and NetCo:** the transaction under the agreements signed on November 6, 2023 between TIM and Optics BidCo S.p.A. (a subsidiary of Kohlberg Kravis Roberts & Co. L.P.), which govern: (i) the contribution by TIM of a business unit – consisting of primary network activities, wholesale activities and the entire shareholding in the subsidiary Telenergia S.r.l. – to FiberCop, a company that already manages secondary fiber and copper network activities, and (ii) the simultaneous purchase by Optics BidCo S.p.A. of the entire shareholding held by TIM in FiberCop, as a result of the aforementioned contribution (FiberCop after the “Netco” contribution).

**Corporate governance principles:** the document containing the rules established by the Board of Directors of TIM S.p.A. in order to supplement and complete the provisions of the Corporate Governance Code to which the Company adheres (available at <https://www.gruppotim.it/it/gruppo/governance/strumenti-governance/codici-politiche.html>)

**Consob Issuers' Regulation:** the issuer's Regulation issued by Consob through resolution no. 11971 of 1999 (as subsequently amended).

**Consob Related Party Regulations:** the Regulations issued by Consob with resolution no. 17221 of March 12, 2010 (as subsequently amended).

**Report:** the report on corporate governance and share ownership drawn up pursuant to art. 123-bis CLF.

**Remuneration Report:** the report on the remuneration policy and compensation paid drawn up pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Consob Regulation on Issuers.

**Sustainability Reporting:** the specific section of the report on operations accompanying the Group's consolidated financial statements at 31 December 2024, containing the consolidated sustainability report of TIM S.p.A., pursuant to Legislative Decree no. 125 of September 6, 2024.

**Internal Control System / ICRMS:** TIM Group's Internal Control and Risk Management System.

**Sparkle:** Telecom Italia Sparkle S.p.A., a subsidiary of the Issuer.

**Bylaws:** the Issuer's Bylaws.

**Telsy:** Telsy S.p.A., a subsidiary of the Issuer.

**Consolidated Law on Finance/CLF:** Legislative Decree no. 58 of February 24, 1998 (as subsequently amended).

**TIM, Telecom Italia, Issuer, Company:** Telecom Italia S.p.A., also known as TIM S.p.A., a joint-stock company under Italian law, with registered office in Milan, Via Gaetano Negri no. 1, and general management and secondary office in Rome, Corso d'Italia no. 41 – Corporate website [www.gruppotim.it](http://www.gruppotim.it) – Commercial website [www.tim.it](http://www.tim.it)

**TIM Brasil:** TIM S.A., the Issuer's Brazilian subsidiary.

**TIM Enterprise:** business unit of TIM that offers companies and public administrations innovative, sustainable and secure integrated digital solutions.

It should also be noted that unless otherwise specified, in the sections referring to the content of the relevant ESRs, the definitions of the ESRs themselves should also be understood as *referring by reference*, in particular those relating to: "lobbying, value chain, affected communities, active and passive bribery, corporate culture, consumers, sustainability statement, employee, discrimination, suppliers, own workforce, impacts, sustainability-related impacts, workers in the value chain, non-employee workers, independent board members, metrics, business model, harassment, target, opportunities, sustainability-related opportunities, boards of directors management and control, politics, poor peoples, stakeholders, sustainability issues, relevance, risks, sustainability-related risks, end-users."

# INTRODUCTION

TIM adheres to the Corporate Governance Code; the failure or partial alignment to specific provisions thereof is illustrated in the section of the Report which deals with the governance practice otherwise applied by the Company.

The information contained in the Report relates to the financial year 2024 or, where indicated, to the date of the meeting of the Board of Directors which approved it, i.e. March 5, 2025.

For details not expressly illustrated therein on remuneration, please refer to the Remuneration Report, while for issues related to social responsibility, please refer to the Sustainability Report.

# 1. ISSUER PROFILE

TIM is a company under Italian law that also operates in Italy through subsidiaries, including Olivetti, Telsy, Noovle and internationally through TIM Brasil and Sparkle. The company is a leader in Italy and Brazil in the development of telecommunication infrastructures, including mobile networks, the national backbone, data centers, international connections – through Sparkle – and in the provision of communication services for the retail and wholesale market, as well as integrated and customized solutions for large companies and public administrations.

TIM's portfolio of solutions and services combines digital innovation with sustainability goals, with a focus on climate strategy, circular economy and digital transition.

For the consumer segment, the company offers individuals and families a wide range of fixed and mobile telephony products and services for communication and entertainment. At the same time, TIM supports small and medium-sized companies in their digitalization process, offering tailor-made solutions to meet their specific needs.

In the business segment, TIM Enterprise acts as a strategic partner for companies and Public Administration, offering End-to-End solutions in the Cloud, Internet of Things (IoT) and Cybersecurity sectors. These initiatives, implemented thanks to the most extensive data center network in Italy, make the most of the expertise of Group companies such as Noovle, Olivetti and Telsy, Telecom Italia Trust Technologies S.r.l., and make use of collaborations with partners of international standing.

TIM Brasil stands out as one of the main players in the South American telecommunications market and as a leader in 4G and 5G coverage. The Issuer is therefore the protagonist in Italy and Brazil of technological innovation that it integrates into its digital solutions and services to effectively promote the sustainable growth of the economy and society.

The Group also promotes initiatives of great social importance through the TIM Foundation in Italy and Instituto TIM in Brazil.

The values that characterize the Group and guide its activities are: (i) the passion and courage to face the challenges of the market with determination; (ii) inclusion, as a lever of value creation for the entire community; (iii) integrity, a fundamental element in winning and maintaining the trust of its stakeholders.

TIM's corporate governance system complies with the principles of the Corporate Governance Code and is inspired by international best practices. It aims at sustainable success, focusing on the creation of long-term value for shareholders and taking into account the interests of relevant stakeholders. The Issuer monitors the integration of sustainability in the various strategic phases, from context analysis to the planning and implementation of specific actions, and the monitoring of performance and communication of results.

The company organization provides for a board of directors responsible for company management, supported by committees with investigative, proposing and advisory functions, and a board of auditors responsible for supervision. The Shareholders' Meeting plays a key role in strategic decisions, including the appointment of corporate bodies and the approval of the budget.

With the update on February 12, 2025 of the 2025-2027 business plan (the '**2025-2027 Plan**'), the TIM Board of Directors outlined a strategy based on a pragmatic approach, aimed at reducing debt, improving profitability and cash flows. The 2025-2027 Plan is driven by the desire to implement a major transformation of operating models, processes and the ecosystem of rules to equip the company with a stronger operational and financial structure and thus make the company resilient in the coming phase of market consolidation. This is the context for the Group's ESG vision, which aims to ensure that transformation generates both a significant, tangible and measurable social and environmental impact.

The environmental impact represents an opportunity to improve the Company's operational efficiency and to adopt advanced processes and technologies. This means optimizing energy and resource consumption, reducing operating costs, meeting increasingly strict regulations and minimizing risks associated with possible sanctions. In this context,

technological innovation not only strengthens the Group's position on the market, but also promotes greater resilience and adaptability.

Social impact, often interpreted as a narrative exercise in corporate responsibility, for TIM means adopting organizational adjustments that respond to major social trends, such as evolving working models, attention to internal organization with a view to overcoming the gender gap and new consumer needs. These adjustments make it possible to strengthen TIM's competitiveness, attract and retain the best talent and respond proactively to structural changes in the company.

Environmental impact, likewise, is not a purely ideal end, but an opportunity to improve business operational efficiency and adopt advanced processes and technologies. This means optimizing energy and resource consumption, reducing operating costs and minimizing risks related to regulations and environmental sustainability. In this context, the search for technological innovation not only strengthens the Group's position on the market, but also promotes greater resilience and adaptability.

For the Board of Directors, this approach therefore represents a distinctive and strategic element, capable of promoting operational efficiency, stimulating innovation and ensuring effective risk management and control. At the same time, it makes it possible to exploit the opportunities deriving from the adoption of new technologies, the development of advanced operating models and the response to constantly evolving needs.

The 2025-2027 Plan therefore integrates economic-financial and ESG objectives. The Group aims to achieve 'net zero emissions' by the year 2040; More specifically, four pillars of the ESG strategy underpin the 2025-2027 Plan:

- develop efficient and sustainable infrastructure (5G, fiber, data centers) by obtaining environmental certifications, strengthening the use of renewable energy, including through self-generating solar energy plants for data center and network infrastructure elements, the reduction of emissions and resources through a long-term transition plan that also involves the production chain;
- ensure cybersecurity and prevent attacks on infrastructure and customer data by increasing the robustness and quality of control codes for IT solutions, automating test planning activities and detecting anomalies at the entry points of business systems;
- addressing the challenges and opportunities related to technological transformation by increasing investments in ICT, accelerating the adoption of artificial intelligence through the liberalization of licenses and the customization of solutions for complex processes, and by retraining and hiring talent;
- work environment that values skills and merit, ensuring fairness (gender equality) and integrity as key principles for growth: introducing pathways for career development, increasing the presence of women and people of color (in Brazil) in leadership positions, strengthening female hiring, and implementing a monitoring system for equal pay for all new hires starting in 2024.

The projects activated to achieve these goals contribute to the implementation of most of the Sustainable Development Goals of the United Nations 2030 Agenda.

At the governance level, an Intra-Board Sustainability Committee was established chaired by the Chairman of the Board of Directors and consisting of five Board members, including the Chief Executive Officer in order to ensure consistency between the business strategy and the sustainability vision.

As illustrated in the section. 4.1 The Sustainability Committee has investigative and advisory functions, and informs the Board on all analyses carried out in order to support the Board in analyzing issues relevant to long-term value generation. On ESG risk and remuneration issues, the Sustainability Committee meets jointly with both the Control and Risk Committee and the Nomination and Remuneration Committee.

The sustainability implementation process is also analysed by the Board of Statutory Auditors, which periodically monitors the progress of the reporting process and the internal control system.

The internal control system (ICRMS), has been integrated with sustainability controls as explained in section 9 of this Report.

In December 2024, the Board resolved on the appointment of the Group Sustainability Manager as Sustainability Reporting Manager.

TIM falls within the Corporate Governance Code's definition of a "large company" because its capitalization was greater than 1 billion euros on the last trading day of each of the three calendar years 2022-2024. TIM, on the other hand, does not fall within the definition of a "concentrated ownership company", as there are no shareholders who, individually or



by being part of an agreement, hold – directly or indirectly – the majority of votes exercisable at the ordinary shareholders' meeting.

TIM, as a listed issuer, publishes the Sustainability Report pursuant to Legislative Decree No. 125 of September 6, 2024 on a mandatory basis. According to this legislation, the Sustainability Report for the year 2024 constitutes a specific chapter of the management report accompanying the Group's consolidated financial statements and is available at [www.gruppotim.it](http://www.gruppotim.it)

## 2. INFORMATION ON SHARE OWNERSHIP AT 31 DECEMBER 2024

### a) Share capital structure (pursuant to Article 123-bis, paragraph 1, letter a), of the Consolidated Law on Finance)

The structure of the subscribed and paid-up share capital, amounting to 11,677,002,855.10 euros at December 31, 2024, is set out in Table 1 – Information on share ownership.

For information on the Stock Option Plan 2022-2024, please refer to the note “*Share-based compensation plans*” in the Company's separate financial statements as of December 31, 2024 and to the specific information document available at: [www.gruppotim.it](http://www.gruppotim.it).

### b) Restrictions on the transfer of securities (pursuant to Article 123-bis, paragraph 1, letter b) of the Consolidated Law on Finance)

There are no limitations under the Company bylaws on the transfer of securities issued by the Company. For a description of the special powers of the State, please refer to the following letter k) (“Special powers of the State”).

### c) Major holdings in share capital (pursuant to Article 123-bis, paragraph 1, letter c) of the Consolidated Law on Finance)

Significant holdings in the ordinary capital of TIM are shown in Table 1 – Information on share ownership.

### d) Securities conferring special rights (pursuant to Article 123-bis, paragraph 1, letter d) of the Consolidated Law on Finance)

The By-laws do not envisage shares with multiple or enhanced voting rights, and the Company does not issue securities that confer special control rights.

For a description of the special powers of the State, please refer to the following letter k) (“Special powers of the State”).

### e) Employee shareholdings: mechanism for exercising voting rights (pursuant to Article 123-bis, paragraph 1, letter e) of the Consolidated Law on Finance)

There are no specific procedures or limits to the exercise of voting rights for shares arising from employee share plans.

### f) Restrictions on voting rights (pursuant to art. 123-bis, paragraph 1, letter f) of the Consolidated Law on Finance)

There are no restrictions on voting rights of shares constituting the ordinary share capital of TIM.

Savings shares are granted the right to vote only at the special shareholders' meetings for that class of shares.

For a description of the special powers of the State, please refer to the following letter k) (“Special powers of the State”).

## g) Shareholders' agreements (pursuant to Article 123-bis, paragraph 1, letter g) of the Consolidated Law on Finance)

The Company is not aware of any shareholders' agreements pursuant to article 122 of the CLF.

## h) Change of control clauses (pursuant to Article 123-bis(1)(h) of the Consolidated Law on Finance) and statutory provisions on takeover bids (pursuant to Articles 104, paragraph 1-ter and 104-bis, paragraph 1 of the CLF)

In a number of agreements to which TIM and/or its subsidiaries are parties, a change of control (i.e., generally speaking, a change of control of the contracting company, without prejudice to the specific definitions of this notion provided for in such agreements from time to time) entails a change or termination of the relationship.

The situations not subject to contractual confidentiality constraints in which the change of control is significant are reported below.

Regarding the financing relationships set out below:

- Facility Agreement entered into with Bank of America Merrill Lynch on February 26, 2019 and amended on May 21, 2021, in the amount of 100 million euros and expiring on May 21, 2025;
- Schuldschein Agreement entered with Unicredit Bank AG and BNP Paribas on October 29, 2019, in the total amount of 250 million euros, of which 229 million euros matured on October 29, 2023 and 21 million euros mature on October 29, 2025;
- Sustainability Revolving Credit Facility entered into with a syndicate of banks on January 16, 2018 and subsequently extended and amended on May 13, 2021, in the amount of 4 billion euros maturing on May 13, 2026, which is entirely undrawn as of December 31, 2024;

in the event of change of control, the bank (or the agent, on behalf of the financing banks) will negotiate in good faith the terms for continuing the relationship within a period of 30 days, at the end of which a bank with which agreement has not been reached may ask for reimbursement for the quota of financing it provided, and/or the cancellation of the quota relating to its commitment. In the aforementioned financing relationships, no change of control arises should the control be acquired (i) by shareholders that, at the date of signing the agreement, directly or indirectly, held the percentage of voting rights at the shareholder's meeting that is specified in the individual contracts, or (ii) by the direct or indirect majority shareholder, or by any entity that is an investee or a subsidiary of said shareholder as at the signing date, or (iii) by a combination of subjects belonging to these two categories.

Compliance with the following ISDA Master Agreements signed by TIM and/or its subsidiaries with:

- Bank of China, with which there are currently no underlying contracts,
- JP Morgan, with which there are currently no underlying contracts,
- Morgan Stanley, whose underlying contracts expire on September 30, 2034 and a total notional amount of 0.2 billion euros,
- Merrill Lynch International, with which there are currently no underlying contracts,
- SMBC (Sumitomo Mitsui Banking Corporation), with which there are currently no underlying contracts,
- Natixis, with which there are currently no underlying contracts,
- UniCredit, whose underlying contracts expire on September 30, 2034 and a total notional amount of 0.4 billion euros.

If a change of control event occurs, giving rise to a substantial worsening of the Company's credit rating, the counterparty is entitled to terminate the contracts with twenty-day notice.

As regards relations with the European Investment Bank (EIB), in contracts entered into in 2019, 2021 and 2023, for a total amount of 830 million euros, the obligation was specified for TIM to notify the EIB immediately of any substantial change in the Company Bylaws or its share ownership; in the event of omission of such communication termination of the contract is provided for, after refrain notice. If a change of control should occur, the bank is entitled to request early repayment of the loan, after the expiry of a period within which any consultations that might be requested of the EIB are to be held. There is no change of control if control is acquired directly or indirectly by: (i) any shareholder of TIM who at the date of the contract, directly or indirectly holds at least 13% of the rights to vote in an ordinary shareholders' meeting, or (ii) any shareholder who at the date of the contract, directly or indirectly, holds the majority of the rights to vote in the ordinary shareholders' meeting.

Compared to the two euro-denominated standalone bond issues in 2023 and, in particular:

- the bond issued on January 27, 2023, worth 850 million euros, maturing on February 15, 2028, was reopened on April 12, 2023 with the issue of additional bonds worth 400 million euros, and was subsequently the subject of the Exchange Offer launched in April 2024, resulting in a final outstanding amount of 625 million euros,
- the bond issued on July 20, 2023, worth 750 million euros, maturing on July 31, 2028, reopened on September 28, 2023 with the issue of additional bonds worth 750 million euros, and subsequently subject to the Exchange Offer launched in April 2024, resulting in a final outstanding amount of 750 million euros,

the information memorandums relate to a “put event” which provides, among other things, that in the event of the Issuer acquiring control, the Issuer will notify the bondholders, who will have the right to ask the Issuer to redeem (or, at the option of the Issuer, to purchase) the bonds held by them (in whole but not in part) on the date that is seven days after the end of the put period, at 101% of their principal amount together with interest accrued up to (but not including) the redemption date,

The requirement to disclose a change of control is also governed by Decree-Law No. 21 of March 15, 2012, converted with amendments by Law No. 56/2012 (the “Golden Power Decree”), setting out rules on special powers over corporate structures in the defense and national security sectors, as well as for activities of strategic importance in the energy, transport and communications sectors.

The Bylaws do not contain derogations of the regulations on the passivity rule, nor of the so-called neutralization rules in the case of public offerings to purchase or exchange securities issued by TIM.

#### i) Authorization to increase share capital and authorizations to purchase treasury shares (pursuant to Article 123-bis, paragraph 1, letter m), Consolidated Law on Finance)

There are no authorizations to increase the share capital, nor to purchase treasury shares. The Board of Directors cannot issue equity instruments.

TIM owns 96,442,802 ordinary treasury shares.

#### j) Direction and coordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code)

TIM is not subject to direction and coordination pursuant to Article 2497 and subsequent articles of the Italian Civil Code. It should also be noted that:

- the information required by Article 123-bis paragraph 1(i) of the Consolidated Law on Finance is contained in the remuneration section of the Report (Section 8.1);
- The information required by Article 123-bis, paragraph 1(l) of the Consolidated Law on Finance is explained in the section of the Report on the Board (Section 4.2);
- The information required by Article 123-bis, paragraph 1(l), part 2 is set out in the section of the Report on the Shareholders' Meeting (Section 13).

#### k) Special powers of the State

The issue of the “Golden Power” Decrees (with reference primarily to Law Decree no. 21/2012, converted with amendments by Law no. 56/2012), aimed at granting the State special powers on corporate structures in the defense and national security sectors, as well as on activities of strategic importance in the telecommunications sector, affects public-private relations, enhancing the technological assets and services included in the Golden Power perimeter for the purposes of the pursued institutional purpose.

The Presidency of the Council of Ministers, with its Order of September 28, 2017, established that TIM is subject to the obligations set forth in the aforementioned Decree-Law No. 21/2012 as a company that:

- performs “activities of strategic importance for the national security and defense system” (as per article 1 of the Decree-Law);
- possesses networks and systems “necessary to ensure the minimum supply and operation of essential public services” and goods and relationships “of strategic importance for the national interest” in the communications sector (as per article 2 of the same Decree Law).

In the event of non-compliance with the aforementioned obligations, Legislative Decree no. 21/2012 provides for specific sanctions, including administrative fines of up to twice the value of the transaction, but in no case less than 1% of the

company's turnover or the cumulative turnover of the companies involved in the last financial year for which the budget was approved.

Prime Ministerial Decrees regarding TIM were issued on October 16, and November 2, 2017.

With the first provision, the Presidency of the Council of Ministers exercised the special powers prescribed in article 1 of Law Decree no. 21/2012 through the imposition of specific prescriptions and conditions applicable to TIM and its subsidiaries Sparkle and Telsy. Among others, the measures concern corporate and organizational governance; in particular, they require the presence, in the Boards of Directors, of a Security Director – a figure currently coinciding with that of the Chief Executive Officer – (having Italian citizenship and security clearance) and the establishment of a Security Organization. The latter organization, directed by the Security Officer, is responsible for activities relevant to national security and is involved in all decision-making processes relating to strategic activities and the network.

TIM, Sparkle and Telsy must also provide prior information with regard to:

- every decision that might, inter alia, reduce or transfer technological, operational or industrial capacity in strategic activities;
- corporate decisions (such as appointments and disposals);
- development, investment and maintenance plans on networks and equipment, in order to preserve their functionality and integrity.

There is also an obligation to report every action by the company that could have an impact on their security, availability and functioning.

With the measure of November 2, 2017, the Presidency of the Council of Ministers imposed further prescriptions on TIM, in order to ensure the continuity of the universal service, exercising the special powers provided for in Article 2 of Law Decree no. 21/2012. Furthermore, with Prime Ministerial Decree of November 16, 2020, the Presidency of the Council of Ministers following the notification presented by TIM regarding the corporate operation concerning FiberCop S.p.A., exercised special powers through the imposition of specific provisions referring to the networks and systems included in the business unit transferred to FiberCop. With these requirements, the government demanded the adoption of appropriate development, investment and maintenance plans necessary to guarantee the continuity of the universal service.

On the subject of Golden Power and of a general nature, as a constraint for all Operators, the government's dictate was subsequently supplemented by Law Decree no. 21/2022 (Urgent measures to counter the economic and humanitarian effects of the Ukrainian crisis), converted with amendments by Law no. 51/2022, which introduced new provisions both on the subject of corporate management and on communication services based on 5G technology.

With this latest decree, the legislator reaffirmed the strong focus on 5G as an activity of strategic importance for the national defense and security system, extending the scope of application to all 5G-related supplies without reference to the nationality of the supplier. Of particular relevance is the introduction in the same Decree of the obligation for companies to notify the Presidency of the Council of Ministers in advance of an annual plan for the procurement of 5G goods and services, with the possibility of updates every four months.

The Plan is subject to approval by the government, which may potentially also lay down conditions or requirements; failure to notify results in a sanction being applied to the company in the amount of up to 3% of its turnover.

In connection with the above, TIM submitted its Annual Plan in July 2022 and consequently, in May 2023, prescriptions were issued, including one requiring it to report to the Presidency of the Council of Ministers every six months on compliance with these prescriptions.

The regulatory framework on National Security was supplemented by Law No. 133/2019 converting Law Decree No. 105/2019, which established the National Cyber Security Perimeter ("Perimeter").

As provided for by Article 1, subsection 1, the measure intends to "ensure a high level of security of networks, information systems and IT services of public administrations, public and private bodies and operators located in the national territory, on which the exercise of an essential State function or the provision of a service essential for the maintenance of civil, social or economic activities, fundamental for the interests of the State depends and the malfunctioning, interruption, even partial, or improper use of which could damage national security".

In implementation of this legislation, on July 30, 2020, Prime Ministerial Decree No. 131 was issued, which:

- regulates the methods and criteria for identifying public and private entities included in the Perimeter;
- defines the criteria for preparing and updating the list of pertinent networks, IT systems and services.

Subsequently, further implementing decrees containing provisions on the National Cyber Security Perimeter were issued, including Prime Ministerial Decree No. 81/2021, which defined the procedures for notifying incidents impacting on essential services and the related security measures, and Presidential Decree No. 54/2021, which requires entities included in the Perimeter to notify the National Assessment and Certification center of the award of ICT goods, systems and services before entering into a contract.

In addition to the obligations laid down in the aforementioned legislation, following the enactment of Law Decree No. 115/2022 (Aid Decree bis), converted by Law No. 142/2022, the obligation to report to the National Cybersecurity Agency also applies to incidents on networks, information systems and information services other than ICT assets included in the Perimeter's essential services.

Failure to comply with the statutory obligations on the Perimeter may result in administrative fines of up to 1.8 million euros.

Finally, mention should be made of the NetCo Transaction, which was notified to the Presidency of the Council of Ministers on November 29, 2023, pursuant to Legislative Decree no. 21/2012. In this regard, the Council of Ministers gave its consent to the transaction with the issuance of the Prime Ministerial Decree of January 16, 2024, exercising the special powers exclusively by way of orders adopting the commitments presented during the proceedings, deemed by the Government to be fully suitable to ensure the protection of the strategic interests relating to the assets covered by the NetCo Transaction itself.

### 3. COMPLIANCE (pursuant to art. 123-bis, paragraph 2, letter a), first part, Consolidated Law on Finance)

TIM is a limited company with registered office in Italy, subject to Italian and European Union regulations. In relation to the listing on the stock exchange of some of the financial instruments issued, it has to comply with the corresponding regulations.

TIM adheres to the Corporate Governance Code accessible to the public on the website of the Corporate Governance Committee, established at Borsa Italiana, at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.

TIM does not adhere to any other corporate governance code of conduct.

TIM's subsidiaries at December 31, 2024 include TIM S.A., a company incorporated under Brazilian law, listed locally, registered with the US Securities and Exchange Commission and listed on the New York Stock Exchange.

The corporate governance structure of TIM is not affected by the legal provisions governing TIM S.A..

## 4. BOARD OF DIRECTORS

### 4.1 Role of the Board of Directors

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The Board of Directors plays a role of strategic guidance and supervision, pursuing the main objective of creating value for shareholders in the medium-long term, also taking into account the legitimate interests of the other stakeholders, with a view to sustainable success of the business. In carrying out its role, it is supported by four committees with advisory, proposal, monitoring and investigative functions: the Control and Risk Committee, the Nomination and Remuneration Committee, the Related-Parties Committee and the Sustainability Committee. Each Committee has its own regulations that describe the composition and methods of appointment of the members and operating rules.

The Board of Directors, as per the Group Regulations, last updated on September 26, 2024 is available at <https://www.gruppotim.it/it/gruppo/governance/strumenti-governance/regolamenti.html>, discharges functions including the following:

- exercises, at the top level, direction, coordination, monitoring and verification activity in relation to the strategy and governance of the Group as a whole, relying on the executive directors with respect to the scope of the powers delegated to them;
- is the recipient of appropriate information flows from the executive directors on the Group's management performance and on the organizational, administrative and accounting structure of strategically important Subsidiaries;
- resolves directly on transactions of an extraordinary nature of the subsidiaries that have a significant strategic, economic, equity or financial importance for the parent company, such as those identified by way of example by the Parent Company's Corporate Governance Principles and any other transaction comparable in terms of importance and effects; in particular, it appoints, upon the proposal of the CEO of the parent company and subject to the opinion of the Appointments and Remuneration Committee of TIM, the executive (or equivalent positions) and non-executive directors and the members of the Board of Statutory Auditors of the current or future subsidiaries identified by the Board as strategic;

In particular, as part of its functional guidance for pursuing the common strategic-entrepreneurial plan, the Board of Directors of the Parent Company:

- defines the corporate governance system and the structure of the Group;
- examines and approves the Group's strategic, industrial and financial plans, prepared by the Chief Executive Officer, and periodically monitors their implementation. In this regard, TIM's Board of Directors, on February 12, 2025, approved the 2025-2027 Plan published at <https://www.gruppotim.it/it.html> (with reference to the Plan's sustainability drivers, the Board of Directors is supported by the Sustainability Committee, which examines and approves the Group's ESG plan and related targets);
- exercises a steering role in the plan. In particular, the Board of Directors deliberates, inter alia, on the plan, on the financial reporting reports, acquiring the opinion of the Board of Statutory Auditors, and on the incentive plan that also includes ESG issues, supported by the report of the Remuneration Committee. Furthermore, the Board of Directors is informed about the reporting processes and all investigative activities carried out by the Sustainability Committee and the Control and Risk Committee (para. "GOV-1 Disclosure Requirement - The role of the administrative, management and supervisory bodies" of the Sustainability Report);
- assesses the general performance of the Group's management and/or of each strategically important subsidiary, based on the information received from the Chief Executive Officer, and compares the results achieved with those planned. The general performance is assessed from time to time in the various meetings and, specifically, also when examining financial reports, with a detailed comparison of the results obtained and the budget targets;
- verifies the appropriateness, effectiveness and proper functioning of the ICRMS, ensuring that the main business risks are correctly identified, monitored and managed over time, as well as determining the compatibility of these risks with the management of the company;
- assesses the adequacy of the organizational, administrative and accounting structure of the strategically important Subsidiaries, with particular reference to the control and risk management system (see section 9).

More in detail, and in relation to sustainability activities, with the support of the preliminary activity carried out by the Sustainability Committee, the Board of Directors evaluates the results of the double materiality process, as regulated by the Corporate Sustainability Reporting Directive (CSRD, EU Directive 2022/2464) and the ESRS introduced by the European Union. During 2024, this process led to the identification of:

- the impacts of sustainability on the company, i.e. how environmental, social and governance (ESG) factors can influence the Group's financial performance and competitive position: **Financial materiality**;



- the Group's impacts on the environment, society and other stakeholders, irrespective of the financial implications: **Impact materiality.**

The double materiality analysis was carried out considering a group perimeter with the Domestic BU, which includes related companies, and Brazil BU.

Impacts, risks and opportunities were then identified in order to identify material issues to be included in the sustainability reporting for the financial year 2024, according to ESRS.

The methodology and outcome of the double materiality analysis process are presented at an annual joint meeting with the Control and Risk Committee, Sustainability Committee and Board of Statutory Auditors by the Corporate Communication & Sustainability department. In 2024, the session took place on October 11. The outcome of the double materiality analysis was then presented to the Board of Directors on December 11, 2024. For more details on the double materiality analysis, please refer to the Sustainability Report in the Group's consolidated financial statements (section 'General Information').

Compared to the previous financial year, in which TIM focused mainly on the external effects of the Company's activities, significant changes were not identified in terms of impacts. The risks and opportunities, resulting from the new approach that has integrated the perspective of financial materiality, are all attributable to issues mapped by business processes and/or governed by the Risk Management model.

The IROs identified can be traced back to seven topical ESRS: Climate Change, Circular Economy, Own Workforce, Value Chain Workers, Affected Communities, Consumers and End Users, and Business Conduct.

The assessment of ESG risks, impacts and opportunities has also helped to define the four pillars underlying the ESG strategy of Plan 2025 -2027.

Within the Group, some companies have adopted the status of 'Benefit Corporations', incorporating in their corporate purpose objectives of common benefit in addition to profit, and in particular:

- Noovle S.p.A.: specializing in Cloud and Edge computing solutions, was the first company in the Group to become a Benefit Corporation in July 2021, with initiatives such as the design of eco-sustainable Data centers certified according to international standards (LEED Gold) and the adoption of circular economy models for the regeneration of technological equipment.
- Olivetti S.p.A.: focused on IoT and Big Data solutions, expanded its corporate purpose to become a Benefit Company in January 2023 promoting sustainable Italian digitization, in line with the Group's historical corporate values and sustainability goals.
- Mindicity S.r.l.: Initially part of the fabbricadigitale group, Mindicity was acquired by Olivetti in May 2022. This acquisition has enabled TIM to strengthen its offering in the smart city sector, expanding its portfolio of solutions to support local administrations in the efficient and sustainable management of cities.

The Sustainability Report for the year details: the governance structure dedicated to sustainability, information on the roles and responsibilities of the administrative, management and control bodies and management with regard to the oversight/monitoring of impacts, risks and opportunities and how these are related to objectives, and how these bodies intervene in the decision-making and monitoring process (Governance section of the Sustainability Report).

The Board has long since initiated a dialogue with shareholders and other stakeholders relevant stakeholders, in particular by approving, on December 16, 2020, the Engagement Policy TIM (available at <https://www.gruppotim.it/it/gruppo/governance/strumenti-governance/altri-codici-procedure.html>); further information on general relations with shareholders is provided in paragraph 12 below.

In addition to the matters reserved to the Board in accordance with the law, the Bylaws and the Corporate Governance Principles, which the Company has adopted, at the date of approval of the Report, the following transactions are reserved to the Board, as per the resolution of the Board of Directors on April 24, 2024:

- partnerships, joint ventures, shareholders' agreements with respect to partially owned companies which, by virtue of their purpose, commitments, conditions, or limits that may result therefrom, have a lasting impact on the freedom of TIM's strategic business choices, unless they relate to transactions or agreements already included in analytical and definitive terms in the Strategic Plan and/or annual budget approved by the Board of Directors and in force at the time, or for amounts other than those provided for therein;
- investments and disinvestments, including – merely by way of example and without limitation – deeds of purchase and disposals of equity investments, companies or branches of companies that are strategically important in the context of the overall business activity, unless they are transactions already included in analytical and definitive terms in the Strategic Plan and/or the annual budget approved by the Board of Directors and in force from time to time, or for amounts other than those envisaged therein, provided that, considered individually, they are worth more than 50 million euros (or 250 million euros in case of investment connected to the participation to public and private tenders), as well as transactions that may entail, in their performance or at their end, commitments, and/or deeds of purchase and/or acts of disposal of such nature and extent;



- c) taking out of loans, considered individually, for amounts exceeding 350 million euros (or 500 million euros in case of subsidized loans and/or loans subject to incentives at national and European level); disbursement of loans and issuance of guarantees in favor of companies and/or non-controlled entities, in both cases, considered individually, for amounts exceeding 100 million euros (or 250 million euros in case of issue of guarantees in favor of companies or other controlled entities); as well as transactions which, in their execution or upon their completion, may involve undertakings and/or deeds of this nature and extent;
- d) any transaction the equivalent-value of which is 5% or more of the equity or (if more) of the capitalization of the Company at the close of the last day of trading in the reference period of the most recent periodic accounting document released;
- e) appointments, at the proposal of the Chief Executive Officer and subject to the opinion of the Nomination and Remuneration Committee, of executive directors (or equivalent positions) and non-executive directors and members of the board of statutory auditors of current or future subsidiaries identified by the Board as strategic, including – by way of example – the companies TIM Brasil, Noovle, FiberCop, Sparkle.

In addition, the Board of Directors has inter alia:

- examined and approved the 2025-2027 Plan of the Company and the Group, also based on the analysis of the issues relevant to the generation of long-term value, evaluating the general performance of operations and taking into consideration the information received from the delegated bodies and periodically comparing the results achieved with those planned, especially when approving the economic-financial data for the period;
- defined, in the context of the transactions and documents submitted for its approval, the nature and level of risk compatible with the Issuer's strategic objectives, including in its assessments all elements that may be relevant to the sustainable success of the Company;
- assessed the adequacy of the organizational, administrative and accounting structure of the Issuer and its strategically important subsidiaries;
- examined and approved in advance the Company's most significant transactions;
- promoted dialogue with shareholders and relevant stakeholders, in compliance with the policy for managing dialogue with the general public, adopted by the Company.

During the 2024 financial year, the Board did not deem it necessary to change the Company's governance structure (traditional model based on the Board of Directors, which comprises a number of internal committees, and the Board of Statutory Auditors), nor did it consider it necessary to change the policy for managing dialogue with shareholders in general, for which a specific Engagement Policy was adopted on December 16, 2020.

Further details of the Board's powers regarding composition, operation, appointment and self-assessment, remuneration policy, internal control and risk management system are provided in the following sections of this Report.

During the financial year 2024, the Board of Directors was engaged – in addition to monitoring and steering the business – in the preparation of periodic financial and sustainability reporting and in business planning activities (2025-2027 cycle).

On July 1, 2024, the sale of NetCo to Kohlberg Kravis Roberts & Co. L.P. ("KKR") through the transfer to FiberCop (a 58% owned subsidiary of TIM) of TIM's business unit comprising the fixed network infrastructure and wholesale activities and of its subsidiary Telenergia, as well as the subsequent acquisition of the entire capital of FiberCop by Optics BidCo, a subsidiary of KKR.

With regard to the process of selling Sparkle – which was the subject of a non-binding offer by KKR on October 16, 2023 – the Board of Directors on February 7, 2024 examined the subsequent offer received on January 31, 2024 from the Ministry of Economy and Finance ("MEF") and, having mandated the CEO to negotiate a different option with the Ministry with adjustments to the contractual conditions whereby TIM would retain a stake in the company for a certain period of time and support the implementation of the strategic plan.

Subsequently, in October 2024, the MEF and Retelit, a subsidiary of the fund Asterion Industrial Partners SGEIC, S.A., submitted a new non-binding offer to TIM. The Company's Board of Directors therefore mandated the Chief Executive Officer to initiate talks with the bidders, on an exclusive basis, aimed at investigating the economic and financial profiles of the transaction and obtaining the submission – by November 30, 2024 – of a binding offer under the best terms and conditions. This deadline was then extended by the Board of Directors.

On December 18, 2024, the MEF and Retelit (the 'Offerors') submitted a binding offer for the purchase of Sparkle, through a vehicle ('BidCo' or the 'Purchaser') indirectly controlled, through an additional vehicle (the 'HoldCo'), 70% owned by the MEF and 30% owned by Retelit. Negotiations followed as a result of which, on February 11, 2025, the Offerors sent the Offer containing the main terms and conditions of the Transaction and, in particular: (i) the purchase, through BidCo, of the entire share capital of Sparkle owned by TIM, on the basis of the SPA, attached to the offer, to be signed with TIM; (ii) the signing between TIM (also on behalf of its subsidiaries) and Sparkle (also on behalf of its

subsidiaries) of the Framework Agreement, also annexed to the offer, relating to the services that will be mutually provided between the TIM Group and the Sparkle Group from the closing of the transaction.

On February 12, 2025, it examined this binding offer, which values Sparkle's enterprise value at 700 million euros. The contracts will be signed by April 11, 2025 and the sale is expected to be finalized by the first quarter of 2026, once the preparatory activities, including obtaining Antitrust and Golden Power authorizations, have been completed.

## 4.2 Appointment and replacement (pursuant to art. 123-bis, paragraph 1, letter l), first part, Consolidated Law on Finance)

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In accordance with Article 9 of the Bylaws, the Board of Directors (composed of a minimum of 7 to a maximum of 19 Directors) is appointed on the basis of slates submitted by shareholders or by the outgoing Board of Directors.

In addition to the outgoing Board of Directors, shareholders are entitled to submit slates when, alone or together with other shareholders, they hold a total of at least 0.5% of the ordinary share capital, regardless of the quota determined annually by Consob. Two thirds of the directors to be elected shall be chosen from the slate which has obtained the greatest number of votes (the "Majority Slate"), in the order in which they are listed on said slate, rounding any fractions down. The remaining Directors shall be chosen from the other slates according to the "quotients" method. At least half of the directors chosen from each slate (with rounding up) must fulfil the requirements of independence specified in art.148 of the CLF and/or by the Corporate Governance Code, with the chance of repêchage within the same slate. At least two-fifths of the Board of Directors (with rounding up to the nearest whole number) must be made up of Directors of the less represented gender; if such requisite is not fully met by the distribution criteria of the seats among the various slates, a single decreasing ranking of all candidates is drawn up (taken from both the majority and minority slates) in relation to the relative quotient. The necessary number of candidates of the more represented gender with the lowest quotients are replaced by the candidates of the less represented gender on the same slate, following the order of ranking so as to ensure a gender balance, without prejudice to the requirement of independence wherever the replaced candidate is independent. Should candidates with the necessary characteristics be lacking, the Shareholders' Meeting completes the Board with separate vote by absolute majority. For directors to be appointed by means of a procedure other than slate voting, the Shareholders' Meeting decides with the legal majorities, always in compliance with the requirements of the law and the Bylaws.

If, during the course of the financial year, one or more directors cease to hold office, provision is made pursuant to Article 2386 of the Italian Civil Code, ensuring compliance with the requirements of the law and the Bylaws on the composition of the board.

For a description of the Board's self-assessment process and its findings, please refer to section 7.1.

For a description of the special powers of the State, relevant for the composition of the Board of Directors, please refer to paragraph 2, (k) ("Special powers of the State").

For information on the role of the Board and Board committees in the processes of self-assessment, appointment and succession of directors, please refer to Section 7.

It should be noted that, as of the date of this Report, Article 9.2 of TIM's Bylaws states that "*the Board of Directors is appointed in compliance with the applicable laws and regulations, on the basis of slates submitted by shareholders or by the outgoing Board of Directors*". It should be noted that the text of TIM's Bylaws, also taking into account the circumstance that in the financial year 2025 the Board of Directors is not expected to be renewed, has not yet incorporated the new provisions introduced by Law No. 21 of March 5, 2024, which precisely as of the financial year 2025 introduced, inter alia, in Article 147-ter.1 of the Consolidated Law on Finance, specific rules on the subject of the presentation by the Board of Directors of its own slate of candidates.

### Succession Plans

The Board of Directors has adopted a succession planning procedure for top management (Chairman and Chief Executive Officer), entrusting the setting up, updating and monitoring of the succession plan to the Nomination and Remuneration Committee, which is supported by the corporate structure in charge of human resources management, without prejudice to the possibility of resorting to external consultancy. This is a cyclical activity, with no predefined frequency, on which the Committee reports to the full Board.

The procedure was last updated by Board resolution of January 18, 2023, following the investigation carried out in 2022 by the Nomination and Remuneration Committee. In particular, this procedure regulates the cases of temporary and permanent unavailability of the Chairman and of the Chief Executive Officer, including the cases of revocation of the office, also regulating the procedures for managing the transitional period. The Nomination and Remuneration Committee is given a central role in the activation of the succession plan. Furthermore, the Directors ascertained the

existence of adequate procedures adopted by the Company for the succession of top management. Pursuant to the Bylaws, in the event of absence or impediment of the Chairman, the Deputy Chairman, if appointed, or – in the absence of the Deputy Chairman – the most senior Director in terms of age, replaces them.

#### 4.3 Composition (pursuant to art. 123-bis, paragraph 2, letter d) and (d-bis), Consolidated Law on Finance)

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Table 2 provides information on the Directors in office during 2024.

The Board of Directors was appointed by the Shareholders' Meeting of April 23, 2024. At that meeting, the number of board members was determined at 9 and their term of office was determined in three financial years (until the shareholders' meeting called to approve the financial statements for the year ended December 31, 2026).

For the appointment of the Board of Directors, three slates were submitted – within the terms and according to the procedures required by the applicable regulations – respectively:

- by the outgoing Board of Directors;
- by Merlyn Partners SCS;
- by Bluebell Capital Partners Limited as manager of the Bluebell Equity Master Fund ICAV.

The Directors Alberta Figari, Pietro Labriola, Giovanni Gorno Tempini, Paola Camagni, Federico Ferro Luzzi and Domitilla Benigni were taken from the list presented by the outgoing Board of Directors, which obtained the most votes (approximately 48.97% of the ordinary share capital), and all of whom (with the exception of Pietro Labriola and Giovanni Gorno Tempini) declared themselves to be independent pursuant to Article 148 of the Consolidated Law on Finance and the Corporate Governance Code. Two directors were drawn from the slate submitted by Merlyn Partners SCS (which obtained 2.38% of the ordinary share capital) in the persons of Umberto Paolucci and Stefano Siragusa (of which Umberto Paolucci declared himself independent pursuant to Article 148 of the Consolidated Law on Finance and the Corporate Governance Code and Stefano Siragusa, later qualified by the Board of Directors as independent pursuant to Article 148 of the Consolidated Law on Finance). From the slate submitted by Bluebell Capital Partners Limited in its capacity as manager of the Bluebell Equity Master Fund ICAV (which obtained 1.01% of the ordinary capital), a director was drawn in the person of Paola Giannotti De Ponti (qualified as independent). Ascertainment that the board as a whole and the individual newly appointed Directors satisfied the requirements was undertaken by the Board of Directors in its first meeting after appointment (April 24, 2024). On the same date, Alberta Figari and Pietro Labriola were appointed Chairman and Chief Executive Officer, respectively.

The Board of Directors is currently composed of 9 directors, of which 1 executive (the CEO Pietro Labriola, who is also the General Manager), 1 non-independent (Giovanni Gorno Tempini) and the remaining 7 independent directors (of which the director Siragusa only pursuant to Article 148 of the Consolidated Law on Finance, and the other independent directors pursuant to Article 148 of the Consolidated Law on Finance and the Corporate Governance Code).

The Directors have professionalism and skills commensurate with the tasks entrusted to them; the number and skills of the non-executive Directors are such as to ensure that they have a significant influence on board resolutions and to guarantee effective monitoring of management.

Curricula vitae and detailed information on the members of the current Board of Directors are available on the website ([www.gruppotim.it](http://www.gruppotim.it)), in the About Us section/Governance channel/Board of Directors/Members.

The Sustainability Report for the financial year 2024 illustrates the composition and diversity of the board of directors, management and supervisory bodies on the diversity of members, experience in the various sectors and expertise in sustainability matters, as well as in what ways such expertise is relevant to the impacts, risks and opportunities relevant to TIM. For any further information on the information required by the ESRS standards, please refer to the "Governance" section of the Sustainability Report.

#### *Diversity criteria and policies in Board composition and corporate organization*

With regard to the appointment of Directors, Article 9.1 of the Bylaws provides for at least two-fifths of the less represented gender to be represented on the Board. On the occasion of the preparation of lists for the reelection of the Board by the Shareholders' Meeting of April 23, 2024, on January 18, 2024 specific Guidelines to TIM shareholders on the composition of the Board of Directors were published (available on the [www.gruppotim.it](http://www.gruppotim.it) website), which highlight the importance of selecting high-profile candidates who can make an effective contribution to the activities of the Board and the various Committees established within the Board. With regard to diversity, also in relation to the criteria set forth in Article 2 of the Corporate Governance Code, the Board considered diversification in terms of age, gender, educational and professional background and geographical diversity as relevant.

With the appointment in the financial year 2024, the TIM Board of Directors (composed of 9 members, of which 1 Executive Director and 8 non-executive directors) is 44% female and 56% male.

TIM is in favor of diversity in the composition of the Board, and discrimination on the basis of ethnicity, nationality, country of origin, gender, sexual orientation, religion, political or other opinions is excluded.

No specific policies on diversity other than gender have been adopted in relation to the composition of the Board, as this matter is left to the shareholders, in the exercise of the rights of candidacy attributed to them by law and the Bylaws, with respect to the slates presented by them, or to the responsibility of the outgoing Board of Directors, in the event of exercise of the right to present its own slate, with disclosure of the selection process and the criteria by which it was governed.

With regard to company organization and activities, TIM's plan aims to concretely implement a long-term sustainable vision of the Company, guaranteeing equal opportunities, inclusion, enhancement and full respect for the diversity of all TIM Group people. For more details on this topic, please refer to the Sustainability Reporting (section 'Social Information').

With particular reference to the gender gap TIM – within its organization – adopts all available tools, such as organizational levers, remuneration policy and incentive system. With this in mind, we have introduced targets plan and projects that will increase the relevance of the female gender in the company in terms of both role and visibility both in Italy and Brazil. TIM is also certified according to the UNI PDR of 2022.

#### **Maximum accumulation of offices held in other companies**

According to the Corporate Governance Principles, serving as a director or member of a control body of more than five companies other than those subject to the direction and coordination of TIM, that is, its subsidiary or affiliate companies, when the companies involved are (i) listed companies included in the FTSE/MIB index, or (ii) companies operating principally in the financial sector dealing with the public or (iii) companies that perform banking or insurance activities is not considered to be compatible with serving as a Director of TIM; the same director holding more than three executive positions in the companies referred to in (i), (ii) and (iii) is also not considered compatible.

No diversified thresholds are envisaged to take account of the Directors' participation in the internal Board Committees. If a Director holds office in more than one company belonging to the same group, only one appointment held within that group shall be taken into account when calculating the number of appointments.

Every year, the Board ascertains that the Directors in office for the financial years have complied with these limits.

In the Guidelines to TIM shareholders on the composition of the Board of Directors (available at [www.gruppotim.it](http://www.gruppotim.it)), approved on January 18, 2024 in view of the reelection of the body by the Shareholders' Meeting on April 23, 2024, the Board of Directors, considering the most recent guidelines published by proxy advisors, decided to recommend that, to ensure the selection of candidates who, once appointed, are able to devote the necessary time to the diligent performance of their duties as directors, candidates should not serve in more than four board membership roles in listed companies, whereby (i) the role of non-executive chairman will count for two and (ii) the role of executive director will count for three.

#### **4.4 Functioning of the Board of Directors (pursuant to Article 123-bis, paragraph 2, letter d), Consolidated Law on Finance)**

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The internal operation of the Board of Directors is defined by the Bylaws, by the Company's Corporate Governance Principles and by specific Regulations. The Board of Directors establishes an annual calendar of activities, on the proposal of the Chairman, in the light of a schedule that takes into account disclosure deadlines and planning and monitoring requirements. This timetable is then supplemented and amended from time to time, where necessary, depending on the needs and/or suggestions or requests made by the Directors and Statutory Auditors.

The flow of information to the Board, as a function of the exercise of its powers and responsibilities, has concerned, in addition to the topics to be examined at the meeting, the activities carried out and/or in progress; the general management trend and its foreseeable evolution; the market consensus and analysts' evaluations; any activity, operation or event that has been deemed appropriate by the Chairman or the CEO to bring to the attention of the Board or that the Directors have deemed appropriate to examine in depth.

In order to effectively regulate its functioning, the Board has adopted regulations (available at [www.gruppotim.it](http://www.gruppotim.it) About Us section - Governance channel/Governance Tools/Regulations) which defines the procedures for convening, organizing, holding and documenting meetings, the procedures for taking minutes of meetings, the organization of the flow of information to Directors and the duties of confidentiality to which they are bound. The current version of the Rules of the Board of Directors was adopted by resolution on December 14, 2023, in order to regulate in greater detail how to handle cases in which directors have non-corporate interests and additional cases of potential conflict of interest.

The Board Regulations expressly provide for the possibility of Group managers attending Board meetings. During the financial year 2024, the latter ensured continuous participation in the meetings of the Board and of the board's internal committees. Internal regulations similar to the Regulations of the Board of Directors, for its composition and operation,

have been adopted by the individual Board's internal committees (see Committees section).

Minutes of Board and Committee meetings are drawn up in Italian and signed by the Chairman and by the Secretary of the meeting. As a rule, minutes are distributed in a preliminary draft as soon as they are available, and comments are invited in time for the final draft to be prepared and submitted for approval at the next available meeting. For any non-Italian-speaking Directors, an English translation of the drafts is made available as quickly as practicably possible.

The pre-meeting information has been conveyed with the support of a specific IT platform and made available – as a rule – on the same day on which the meeting is called (i.e. as a rule at least five days prior to the meeting, except in cases of urgency, in which the call must in any event be made at least twelve hours in advance), and in any event as far in advance as circumstances allow (all as provided for in the TIM Board of Directors Regulation and in the Regulations of TIM's Board Committees, which are also available on the Company's website at <https://www.gruppotim.it/en/group/governance/regulations.html>), with the exception of limited cases, for which, in any case, the information distributed was the subject of in-depth illustration at the Board meeting. In relation to pre-meeting disclosures, there are no general exemptions to the timeliness of information for reasons of confidentiality. With respect to the strategic planning process, a special induction process was planned.

In accepting the office, Directors make themselves available to ensure their professional contribution during full board/internal Committee meetings, with adequate prior preparation and active participation in the work.

During 2024, 17 meetings of the Board of Directors were held, having an average duration of approximately five hours and fourteen minutes; the Directors' attendance at Board meetings was approximately 97%. In 2025 and up to the date of this Report, 6 meetings have been held with an attendance rate of 100%

## 4.5 Role of the Chairman of the Board of Directors

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Alberta Figari has held the position of Chairman of the Board of Directors since her appointment on April 24, 2024.

The Sustainability Report shows, in the section '*General Information, Governance*', the skill matrix of all members of the Board of Directors. This information is also available at [www.GruppoTIM.it](http://www.GruppoTIM.it).

In particular, the Chair has consolidated experience in board committees of listed companies and/or groups, including Assicurazioni Generali S.p.A., where she held the role of Chairman of the Control and Risk Committee and, for single three-year mandates, also the role of Chairman of the Related Parties Committee and member of the Nomination and Remuneration Committee. In addition, Chair Alberta Figari has acquired consolidated expertise in sustainability matters as a member of the Governance and Sustainability Committee of Assicurazioni Generali S.p.A.

In accordance with the Self-Regulatory Principles, the Chairman, Alberta Figari, acts as the link between the Board of Directors and the Heads of the Control Functions, and is responsible for the day-to-day management of their working relationship with the Company.

As per the provisions of the Regulation of the Board, during the 2024 financial year, the Chairman, in agreement with the Chief Executive Officer and with the support of the Secretary of the Board:

- with regard to individual meetings, ensured that information flows on the matters to be examined were adequate and timely;
- for the better operation of the Board and for the purpose of coordinating their respective activities, interacted with the Committees Chairmen, in relation to the activities carried out;
- interacted with individual non-executive directors (and with the Lead Independent Director, since his appointment), so as to maximize their involvement in the life of the Company;
- invited, also at the request of individual directors, Group managers to attend Board meetings to provide the appropriate details on items on the agenda;
- took care of the participation of the members of the administration and control bodies, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the sectors of activity in which the Issuer operates, of corporate dynamics and their evolution also with a view to the Issuer's sustainable success, as well as the principles of proper risk management and the regulatory and self-regulatory framework of reference;
- oversaw the adequacy and transparency of the Board's self-assessment process, with the support of the relevant board committee.

With particular reference to the skills and capacities of the administration, management and control bodies on sustainability issues, the 5 Board members that make up the Sustainability Committee have varied skills and experience that provide a cross-sectional oversight of sustainability issues. This approach enables the Sustainability Committee to effectively assess ESG-relevant impacts, risks and opportunities for the company:

- Alberta Figari: Chair of the Board of Directors and Chair of TIM's Sustainability Committee, she has consolidated experience on board committees of listed groups including Assicurazioni Generali S.p.A., where she served as Chair of the Control and Risks Committee and, for individual three-year terms, also the role of Chair of the Related Parties



Committee and member of the Nomination and Remuneration Committee. These skills are crucial for monitoring sustainability issues, especially in financial risk management and regulatory compliance;

- **Pietro Labriola:** Chief Executive Officer and General Manager of the TIM Group since 2022, he has 30 years of expertise in the TLC sector first in TIM Brasil since 2015 as Chief Operating Officer and then since 2019 as a Director, acquiring a deep understanding of industrial and strategic dynamics related to digital transformation and environmental sustainability. Before joining TIM, Labriola worked at Infostrada, as business development and marketing director and held positions in Boston Consulting Group, Cable&Wireless and France Telecom;
- **Giovanni Gorno Tempini:** Chairman of the Board of Directors of Cassa Depositi e Prestiti, he is a member of the Scientific Committee of the Aristide Merloni Foundation, the Board of Assonime, of the General Council of AIFI (Italian Association of Private Equity and Venture Capital) and a member of the Board of Directors of ISPI (Institute for International Policy Studies). Over the years, he has also assumed the position of Chair of the "Technical Commission for Finance" of ABI-Associazione Bancaria Italiana and Director of Borsa Italiana S.p.A.;
- **Domitilla Benigni:** general manager since 2010, CEO since 2020, and shareholder of the company Elettronica. Since June 2022 she has been a member of the Technical Scientific Committee of the National Cybersecurity Agency and since November of the same year she has been a member of the Technical Scientific Committee of the Center for Aeronautical Military Studies (CESMA). Her cybersecurity expertise supports the management of technology risks, including those related to data security and critical infrastructure;
- **Stefano Siragusa:** has held and holds positions of Director and President of both listed and unlisted companies in the infrastructure, telecommunications and transport sectors including Sparkle, Inwit, Persidera, ENAV, Noovle, Saipem, Mermec, Marangoni, Metro 5 Milan. His experience in large infrastructure works and management of complex projects is essential for assessing the Group's environmental impacts and footprint reduction strategies. To emphasize the Company's commitment to ESG issues, the Board of Directors of May 29, 2024 amended TIM's Principles of Self-Governance with respect to the composition of the Sustainability Committee, including the CEO among its members. The Corporate Communication & Sustainability Department is also expected to attend all Committee meetings.

The integration of sustainable practices in corporate operations to the Corporate Communication & Sustainability function, reporting directly to the Chief Executive Officer. Within this structure, the "Sustainability" function defines, in collaboration with the competent business functions, the governance and coordination of the Group's ESG Plan and related targets, social and environmental sustainability initiatives, draws up the Sustainability Reporting and oversees the sustainability indices/ratings. The Board of Statutory Auditors exchanges material information with the Control and Risks Committee and with the Sustainability Committee for the performance of its tasks. This interaction is also functional to the activity of verifying the consistency of the Sustainability Report with respect to the regulatory provisions of reference, strategic objectives and company policies indicated in the business plans.

To emphasize the Company's commitment to ESG issues, the Board of Directors of May 29, 2024 amended TIM's Principles of Self-Governance with respect to the composition of the Sustainability Committee, including the Chief Executive Officer among its members. The Corporate Communication & Sustainability Department is also expected to attend all Committee meetings.

For any further information on the information required by the ESRS standards, please refer to the "Governance" section of the Sustainability Report.

### **Induction**

In order to facilitate knowledge of the Company and the investigation of complex issues, in preparation for their discussion, informal information and discussion sessions open to directors and statutory auditors were also held in 2024. During 2024, the Directors were involved in four induction meetings, usually on the fringes of board meetings, to discuss the industry, the market, the company's business and organization, its vision and prospects. An induction session focused on in-depth analysis of the NetCo Transaction.

During 2024, at the date of this Report, two further induction sessions have so far been held concerning the presentation by the outgoing Board of a list for the reelection of the Board of Directors and the 2024-2026 strategic planning.

It is company practice to facilitate participation in external training initiatives by the members of its collective bodies.

For a description of the Board's self-assessment process and its findings, please refer to section 7.1.

With varying frequency, the full Board was informed about market consensus and interactions with analysts and investors.

### **Secretary of the Board**

In accordance with the Corporate Governance Principles, on proposal of the Chairman, the Board identifies its Secretary in the General Counsel and head of TIM's legal department. It should be noted that the appointment of the Secretary is reserved for the Board.

The confirmation of the current Secretary of the Board, Agostino Nuzzolo, took place at the first meeting following the renewal of the Board (April 24, 2024). Agostino Nuzzolo has held the position of General Counsel and Secretary of the Board since January 2017.

Pursuant to the Board Regulations, the Chairman and the Board itself make use of the Secretary, as well as of the corporate functions coordinated by him, for the convening, organization, conduct and documentation of meetings. The Secretary of the Board coordinates the distribution of documentary material.

The Secretary's contribution to the work was assessed as part of the review of Board activities: see paragraph 7.

## 4.6 Executive Directors

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### CEOs

During the 2024 financial year, the administrative body had a non-executive Chairman and a Managing Director and *Chief Executive Officer* (who also holds the position of General Manager), in the persons of, respectively, Salvatore Rossi (prior to the renewal of corporate offices that took place with the Shareholders' Meeting of April 23, 2024) and, subsequently, after the appointment at said Shareholders' Meeting, Alberta Figari (who was assigned the powers required by law, Bylaws and Self-Regulatory Principles), as well as Pietro Labriola (who was assigned all the powers necessary to perform the acts pertaining to the company's business in its various expressions, extending the delegation to the security organization, and therefore to the management of all TIM's assets and activities of strategic importance for the national defense and security system, with the sole exception of those reserved by law, Bylaws or Self-Regulatory Principles to the Board).

The powers conferred on the Chief Executive Officer of the Company are listed below:

- responsibility for the overall governance of the Company and the Group, in compliance with the prerogatives reserved to the Board of Directors and/or the Chairman by law, by the TIM Self-Regulatory Principles in force from time to time, or by specific Board resolutions, and in particular:
  - (i) organizational responsibilities to ensure the management and development of the Group's business as a whole (including the oversight of regulatory profiles);
  - (ii) responsibility for ensuring the adoption, dissemination, implementation and enforcement of appropriate operational policies to ensure the proper, orderly and effective management of the company;
  - (iii) responsibility for defining the organizational structure, personnel policies and relations with trade unions;
  - (iv) the responsibility for the protection of the Company in any forum, including jurisdictional ones, and before any authority, with the power to appoint lawyers, consultants and attorneys for this purpose, with all the necessary powers;
  - (v) responsibility for administration (including the preparation of draft annual financial statements), ordinary and extraordinary finance, taxation, management control and investor relations;
  - (vi) responsibility for defining, proposing for the approval of the Board of Directors and then implementing and developing strategic, industrial and financial plans, reporting to the Board of Directors;
  - (vii) the responsibility of formulating proposals to the Board of Directors and implementing and reporting on the resolutions adopted by the Board of Directors;
  - (viii) responsibility for financial disclosure to the market, with reference to the Company;

as well as:

- all powers, to be exercised with single signature and with broad power of delegation, necessary to perform the acts pertaining to the Company's business in its various expressions, not already reserved to the full Board and/or its internal units and/or the Chairman by law, by the "TIM Self-Regulatory Principles" in force from time to time, or by specific Board resolutions, with the following exclusions of matters reserved to the full Board:
  - (i) partnerships, joint ventures, shareholders' agreements with respect to partially owned companies which, by virtue of their purpose, commitments, conditions, or limits that may result therefrom, have a lasting impact on the freedom of TIM's strategic business choices, unless they relate to transactions or agreements already included in analytical and definitive terms in the Strategic Plan and/or annual budget approved by the Board of Directors and in force at the time, or for amounts other than those provided for therein;
  - (ii) investments and disinvestments, including – merely by way of example and without limitation – deeds of purchase and disposals of equity investments, companies or branches of companies that are strategically important in the context of the overall business activity, unless they are transactions already included in analytical and definitive terms in the Strategic Plan and/or the annual budget approved by the Board of Directors and in force from time to time, or for amounts other than those envisaged therein, provided that, considered individually, they are worth more than 50 million euros (or 250 million euros in case of investment connected to the participation to public and private tenders), as well as transactions that may

- entail, in their performance or at their end, commitments, and/or deeds of purchase and/or acts of disposal of such nature and extent;
- (iii) taking out of loans, considered individually, for amounts exceeding 350 million euros (or 500 million euros in case of subsidized loans and/or loans subject to incentives at national and European level); disbursement of loans and issuance of guarantees in favor of companies and/or non-controlled entities, in both cases, considered individually, for amounts exceeding 100 million euros (or 250 million euros in case of issue of guarantees in favor of companies or other controlled entities); as well as transactions which, in their execution or upon their completion, may involve undertakings and/or deeds of this nature and extent;
  - (iv) any transaction, the counter-value of which is equal to or greater than 5% of the net assets or (if greater) of the capitalization of the Company recorded at the close of the last open market day included in the reference period of the most recent periodic accounting document communicated, without prejudice, for the sake of clarity, to the power of the General Manager to sign contracts for the purchase and sale of goods and services for marketing purposes for the counter-value indicated therein at the maximum;
  - (v) appointments, at the proposal of the Chief Executive Officer and subject to the opinion of the Nomination and Remuneration Committee, of executive directors (or equivalent positions) and non-executive directors and members of the board of statutory auditors of current or future subsidiaries identified by the Board as strategic, including – by way of example – the companies TIM Brasil S.A., Noovle S.p.A., Fibercop S.p.A., Telecom Italia Sparkle S.p.A.;

vice versa, with the express inclusion of:

1. delegated powers with reference to responsibility for managing TIM's assets and activities of strategic importance for the national defense and security system;
2. director in charge of establishing and maintaining the internal control and risk management system, pursuant to Recommendation 32.b of Borsa Italiana's Corporate Governance Code;
3. all the powers and prerogatives of procedural representation of the Company, to be exercised with single signature, with broad power of attorney and without limitation of amount;
4. all the powers to be exercised with single signature and with broad delegated powers pursuant to the applicable data protection legislation and with regard to personal data processing activities carried out within TIM, without prejudice to the responsibilities of the Data Protection Officer, to:
  - implement any act and decision of the Board of Directors likely to affect the aforesaid personal data processing activities, and/or decide on the purpose of such processing, as well as on the instruments used in terms of security;
  - oversee the processing of personal data and comply with the requirements of both EU GDPR Regulation 2016/679 and any other relevant provisions;
  - designate and revoke, in accordance with the relevant legal provisions, data processors and persons authorized to process personal data;
  - designate and revoke in accordance with the policies adopted by TIM the internal Privacy Delegates;
  - represent the Company in Italy and abroad in all acts, relations and disputes on the subject, with third parties and before any competent Authority.

### ***Chairman of the Board of Directors***

At the date of publication of this Report, the Chairman does not qualify as an Executive Director, as the only powers attributed to the Chairman are those assigned by the law, the Bylaws and the Corporate Governance Principles. The Chairman is also responsible for liaising between the Board of Directors and the Heads of the Control Functions, as well as the day-to-day management of their employment with the Company. The Chairman is not a controlling shareholder of TIM.

### ***Disclosure to the Board by directors/delegated bodies***

The flow of information is normally ensured at meetings of the full Board and/or its Committees, which report to the Board at the earliest opportunity. Where deemed appropriate, further documentation was forwarded or meetings were organized, even informally and prior to board meetings, with managers or consultants, in order to provide a more extensive background and prepare for board meetings.

### ***Other executive directors***

Not applicable.

For any further information on the information required by the ESRS principles concerning the roles and responsibilities of the boards of directors, management and supervisors in overseeing procedures to manage relevant risks, impacts and opportunities, as well as how the boards of directors, management and supervisors are informed about



sustainability issues and how these issues were addressed during the reporting period, please refer to the section "Governance" of the Sustainability Report.

## 4.7 Independent directors

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Of the 9 Directors currently in office, 6 meet the independence requirements pursuant to the Consolidated Law on Finance and the Code, namely Directors Alberta Figari, Domitilla Benigni, Paola Camagni, Federico Ferro Luzzi, Paola Giannotti De Ponti and Umberto Paolucci, while Director Stefano Siragusa is independent pursuant to the provisions of Article 148 of the Consolidated Law on Finance.

The number of independent Directors and their skills are adequate for the needs and operation of the Board, as well as for the proper constitution of the relevant Committees.

TIM adopts the criteria of the Corporate Governance Code for the classification of Directors as independent. As a quantitative parameter for the purposes of assessing the independence of Directors, the Corporate Governance Principles (see paragraph 3.3) envisage that, without prejudice to the possibility of a different, reasoned assessment by the Board, any relationship that has resulted in the Director (or candidate for the office of Director) receiving income equal to or greater than twice the annual remuneration paid by the Company in the previous year for the office of non-executive director is normally considered significant.

Given the aforementioned criteria and on the basis of the elements made available by the interested parties pursuant to the Code itself and as per Consob Issuers' Regulations, or in any case available to the Company, the requirements assessment was carried out during the first Board meeting following the appointment of the Board of Directors (April 24, 2024).

Each Director provided the necessary elements for the Board's evaluations.

The Board of Statutory Auditors checked the correct application of the criteria and procedures for assessing the Directors' requirements, including that of independence, adopted by the Board of Directors.

To follow up on initiatives taken during the 2024 financial year, a meeting of the independent directors was held in the first quarter of 2025.

None of the serving independent Directors committed to maintaining their independence for the entire duration of their mandate, when they became candidates. All of them also undertook to promptly notify the Company of any changes in their status.

The Chief Executive Officer (Pietro Labriola) has an employment relationship with the Company, with the title of General Manager.

## 5. MANAGEMENT OF CORPORATE INFORMATION

Over time TIM has adopted a structured set of rules and procedures for the management of the information processed in the company, in compliance with the laws applicable to the various types of data. These rules act on the organizational and technical level and on operating procedures.

The processing of information, in particular, is supported by information systems, the development, maintenance and operation of which are subject to specific requirements and rules, the subject of dedicated organizational supervision, entrusted to the Cyber Security Department for the aspects pertaining to ICT Risk Management and information protection and to the Compliance Department for the aspects relating to guidance and compliance control.

Relevant document for the purpose of internal management and external disclosure of corporate information is the "Procedure insider information and *insider dealing*" (consultable at [www.gruppotim.it](http://www.gruppotim.it), section The Group, channel *Governance/Governance Tools/Other Codes and Procedures*), drafted in light of Consob's recommendations contained in the "Guidelines" for the management of insider information of October 2017 and made the subject, during 2024, of limited regulatory, organizational and editorial adjustments.

## 6. BOARD COMMITTEES (pursuant to Article 123-bis, paragraph 2, letter d), CONSOLIDATED LAW ON FINANCE)

At its first meeting after its appointment (April 24, 2024), the Board resolved to set up the following internal Committees:

***Nomination and Remuneration Committee*** (NRC), under the Corporate Governance Principles, composed of non-executive Directors, the majority of whom are independent, including at least one Director drawn from a minority slate submitted in accordance with the Bylaws.

In addition to the tasks and powers assigned to it by the Corporate Governance Code and internal company rules, the NRC (i) monitors the updating of the replacement tables for company management, by the CEO; (ii) shares decisions in advance with the CEO on the appointment of managers reporting directly to them and the appointment of the Chief Executive Officer of the most important subsidiaries; (iii) monitors the adoption and implementation of measures aimed at promoting equal treatment and opportunities between genders within the company organization; (iv) proposes the criteria for distributing the total annual remuneration established by the Shareholders' Meeting for the entire Board; (v) carries out any other tasks assigned to it by the Board of Directors. In particular, when delegating powers to the CEO in office at the date of approval of the Report, the NRC was asked to express an opinion on the appointments by the Board of Directors, on the proposal of the CEO, of executive (or equivalent positions) and non-executive directors and members of the Board of Statutory Auditors of current or future TIM subsidiaries, identified by the Board as of strategic importance.

***Control and Risk Committee*** ("CRC"), in accordance with the Corporate Governance Principles, composed of non-executive Directors, the majority of whom are independent, including at least one Director drawn from a minority slate submitted in accordance with the Bylaws.

In addition to the additional tasks and powers assigned to it by the Corporate Governance Code and the internal company rules, the CRC (i) monitors compliance with the company's corporate governance rules, regulatory developments and best practice in the field of controls and corporate governance, also for the purpose of proposing updates to the Company's and the Group's internal rules and practices; (ii) prepares the financial and non-financial statements for the period, with a view to its examination by the full Board of Directors; (iii) performs the other tasks assigned to it by the Board of Directors.

***The Related Parties Committee*** ("RPC"), as provided for by the Consob Regulation adopted with resolution no. 17221/2010 and subsequent amendments and by the Corporate Governance Principles, is composed of independent Directors, at least one of whom taken from the slate obtaining the second-highest number of votes.

The Committee exercises the tasks and attributions established in the specific company Procedure for performing transactions with related parties.

All board Committees have a chairman who coordinates their work (minutes are kept) and informs the full Board of the topics discussed at the first meeting. The Committees have their own regulations (available at <https://www.gruppotim.it/it/gruppo/governance/strumenti-governance/regolamenti.html>) approved by the Board of Directors, which set out the rules for their composition and appointment, how they operate, their tasks, powers and resources.

In setting up the Committees, in line with the Corporate Governance Code, the Board considered the expertise and experience of the Directors called upon to serve on them, while avoiding an excessive concentration of positions.

### ***Sustainability Committee (Committee additional to those envisaged by law or recommended by the Code) -***

On April 24, 2024, the Board set up the Sustainability Committee with advisory, propositional, monitoring and investigative duties, to support and guide the activities of the full Board and management on the environmental, social and governance (ESG) sustainability front, in terms of positioning, objectives, processes and specific initiatives of TIM and the Group. Moreover, as per the regulations, with respect to the Board Committees processes, in addition to directly supporting and guiding the activities of the full Board, the Sustainability Committee is promptly involved with reference to the ESG profiles of the activities overseen by the other internal Committees, in the form of document sharing or joint preliminary investigation.

In particular, by way of example, Sustainability Committee interacts:

- a. with the Nomination and Remuneration Committee in relation to the possible inclusion of ESG considerations in the Company's remuneration policy (including in the form of incentive parameters and targets), as well as in monitoring the adoption and implementation of measures to promote equal treatment and opportunities between genders within the corporate organization;
- b. with the Control and Risk Committee in the preparation of non-financial statements ("Sustainability Report") and

in the analysis of ESG business risks.

The members of the Sustainability Committee must have adequate expertise in relation to the tasks which they are called upon to perform. For details of the composition, see Table 3.

The Sustainability Committee's operating procedures and the prerogatives granted to it are governed by special regulations approved by the Board of Directors. The Sustainability Committee has been allocated a budget of 100,000 euros for the year 2024, with autonomous spending power within this limit.

The Chairman of the Sustainability Committee calls meetings on his own initiative or at the request of at least two of its members. The request to convene meetings may also come from the Chair of the Board of Directors, the Chief Executive Officer or the Chair of the Board of Statutory Auditors. During 2024, there were 6 meetings, 2 of which were held jointly with the Control and Risk Committee. The meetings lasted on average about 1 hour and forty-one minutes, with an overall attendance rate of about 90%. In 2025 and up to the date of approval of the Report, 2 meetings were held, one of which was partly jointly with the Control and Risk Committee, with an attendance rate of 90%.

In the course of 2024, the activities carried out concerned the proposal of drivers and targets for the strategic plan, the proposal of ESG elements to be considered for the remuneration policy, the organization of ESG activities, the adaptation of reporting to the European CSRD regulation that came into force in the course of 2024, the assessment of the Sustainability Reporting Manager, the approval of the double relevance analysis, as well as the monitoring of the company's sustainability initiatives.

The Sustainability Committee intensively continued the review and monitoring of employee engagement and gender gap policies, in terms of tools, targets and results.

It should be noted that the Board of Directors – in the context of setting up the intra-committees – carefully assessed the composition of the internal committees, taking into account criteria aimed at ensuring a balanced distribution of tasks among its members, in accordance with Recommendation 17 of the Code. In this context, an excessive concentration of offices in the hands of individual directors has been avoided, ensuring a division of responsibilities that favors the full and effective functioning of the committees themselves. This approach makes it possible to enhance the specific skills of each director, while promoting the principle of collegiality and ensuring that each committee can operate efficiently and independently, in accordance with best corporate governance practices.

## 7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - NOMINATION AND REMUNERATION COMMITTEE

### 7.1 Self-assessment and succession of directors

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For the 2024 financial year, as for every year since 2005, a self-assessment of the Board and its Committees (hereinafter also referred to as the “Board Review”) was carried out, with reference to size, composition and functioning, with the support as external advisor, of Mercer Italia, leader in board advisory issues, selected within the framework of a specific preliminary investigation conducted by the Nominations and Remuneration Committee.

The aim of the activity was to carry out a structured documentation of the effectiveness of the Board of Directors, in operational terms, and to identify potential areas for improvement.

The Board Review was carried out in line with the most advanced methodology at international level, which envisages direct interviews with the Directors on the effectiveness, composition and functioning of the Board of Directors as a whole and of the board committees, carried out on the basis of the answers provided by each Director to a questionnaire in digital version. In addition, the advisor interviewed the managers who most interact with the Board, in particular the CFO, the General Counsel and Secretary of the Board and the Head of Internal Audit as well as the Statutory Auditors in office. Finally, the minutes of Board and Committee meetings for the 2024 financial year were made available to the appointed advisor, and Mercer Italia carried out i) a comparison of the processes and qualitative operating practices adopted by other Boards of Directors considered best-in-class nationally and internationally, both within and outside of the sector, and ii) a comparison of the overall commitment (no. of meetings per year and duration) of the Board of Directors with that of the administrative bodies of comparable Italian companies.

The in-depth examination of the effectiveness and functioning of the Council covered the following five main areas: i) Roles and Composition of the Board; ii) Decision-making processes; iii) Instructional and operational processes; iv) Time management and dynamics; v) Communication.

Directors' comments were also collected, categorized and summarized in order to define 'mandate objectives' against which the Board can measure its effectiveness at the end of the mandate.

The Board Review was supervised throughout the process by the Nomination and Remuneration Committee and the Chairman of the Board of Directors.

The results of the work were presented by the advisor to the Nomination and Remuneration Committee at its meeting on February 17, 2025, and discussed by the Board of Directors at an ad hoc meeting on February 25, 2025; The results of the Self-Assessment were formally approved by the Board at its meeting on March 5, 2025.

In the months between its inauguration and the end of 2024, TIM's Board of Directors has worked on a number of significant strategic and operational activities, aimed at fostering sustainable growth and greater operational efficiency, including monitoring the transformation path with the adoption of the new business model, the sale of the subsidiary Sparkle, and performance monitoring, working with great commitment to exercise its role of guidance and control. Against this backdrop, the Board members expressed an overall assessment of the adequacy of the size, composition and functioning of the Board of Directors and its sub-committees, highlighting several areas of strength and some aspects to be reflected upon in order to improve its effectiveness. The latter, in particular, also stem from the recent first appointment in TIM of about half of the Directors, who immediately found themselves involved in the decision-making process on very important issues, framed within an industrial plan approved by the previous Board, thus having to quickly enter into the dynamics and characteristics of a very complex business and group. One of the measures recommended as a result of the Board Review was the need to participate in further induction sessions, particularly on the following topics:

- Strategic drivers, a topic that could be explored further in an off-site meeting.
- Artificial Intelligence, in terms of opportunities and risks, to deepen management's point of view and plans.
- Other technological and process innovations and their impact on the Group's business and companies.

It should be recalled that on the occasion of the renewal of the Board of Directors, which expired with the approval of the financial statements for the year ending December 31, 2023, the Board of Directors has expressed its views – in compliance with the recommendations of the Corporate Governance Code – on the size and composition of the new Board, deeming it appropriate, also in light of the results of the Board Review, to reduce the number of its members from the current fifteen directors in line with the long-term trend in comparable companies, the practices in place in various large listed companies and the opportunity to contain the out-of-pocket costs of corporate governance. In particular, in view of the outlook for the Company's business and its scope of business following the execution of the Delaying Plan, the appointment of a nine-member Board of Directors was viewed as appropriate.

Following the formulation of the Guideline on the optimal size and composition of the administrative body (published

at [www.gruppotim.it](http://www.gruppotim.it)), the Board made use of the option provided for in the Bylaws to submit its own slate. For the preparation of the slate, a special procedure was adopted (available at [www.gruppotim.it](http://www.gruppotim.it)) in line with the guidelines issued by the Supervisory Authority and with best practice, as well as with the legislation in force at the time. For the description of the process followed to prepare the slate – which was coordinated by the Chairman of the Board of Directors, with the technical support of the executive search company SpencerStuart – please refer to the special report of the Board of Directors to the Shareholders' Meeting of April 23, 2024 (available at [www.gruppotim.it](http://www.gruppotim.it)).

As already highlighted in point 4.2 above, the Board has adopted a procedure for the succession planning of Executive Directors, entrusting the setting up, updating and monitoring of the succession plan to the Nomination and Remuneration Committee.

## 7.2 Nomination and Remuneration Committee

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### *Composition and functioning*

The Nomination and Remuneration Committee (“NRC”) was set up by the Board on the first meeting following its inauguration (April 24, 2024) and is composed of non-executive Directors, all of whom are currently independent, including two drawn from the minority slate submitted in accordance with the Bylaws: for details, see Table 3.

The members of the NRC must possess adequate skills for the tasks they are called on to carry out; at least one member shall possess skills in financial matters or pay policies.

The NRC (whose meetings are attended by the Chairman of the Board of Statutory Auditors, or any other Auditor delegated by said Chairman, without prejudice to the possibility for all Statutory Auditors to attend) was able to access the information and company departments necessary to carry out its tasks, inviting the managers responsible for the areas being discussed in each case to provide support. For the year 2024, the NRC has been allocated a basic budget of 250,000 euros, with autonomous power to spend within this limit, in addition to an additional amount of 100,000 euros for each investigation launched for the co-opting of Directors pursuant to Article 2386 of the Italian Civil Code.

Meetings of the NRC have also been attended, where necessary and/or requested, by directors or representatives of corporate functions who are not members of the NRC, at the invitation of the chairman of the committee itself and – in the case of participation of representatives of corporate functions competent in the matter – also informing the Chief Executive Officer.

The NRC confirmed Mercer Italia as its general consultant on remuneration issues, having ascertained its independence from the Company. It also requested the support of the Company's shareholder engagement advisor, Morrow Sodali, in several meetings.

The NRC, which combines – on the basis of operational efficiency considerations – the duties and the responsibilities attributed to the nomination committee and the remuneration committee by the Corporate Governance Code, pursuant to the governance documents in force, inter alia:

- supports the Board in the self-assessment of the Board and its committees by assisting the President in ensuring the adequacy and transparency of the self-assessment process;
- contributes to the definition of the optimal composition of the Board of Directors and its committees;
- assists the Board in identifying candidates for the office of director in the event of co-option;
- assists the Board in the possible presentation of a list for the appointment of the Board, ensuring a transparent formation and presentation;
- monitors the updating of the company management replacement tables, prepared by the Chief Executive Officer;
- discusses in advance with the Chief Executive Officer the decisions concerning the appointment of manager answering directly to it and the appointment of the Chief Executive Officer of the most important subsidiaries;
- monitors the adoption and implementation of measures aimed at furthering equal gender pay and opportunities within the company organization;
- proposes the criteria for allocating the total annual compensation established by the Shareholders' Meeting for the whole Board of Directors;
- expresses the opinions envisaged for conducting related-party transactions in the case of financial attributions to Directors, Statutory Auditors and key managers not classified as excluded transactions (see paragraph 10 below);
- performs the other tasks assigned to it from time to time by the Board of Directors.

The NRC operating procedures and the prerogatives granted to it are governed by special regulations approved by the Board of Directors.

During 2024, the NRC defined the planning of its activities, based on the performance of the tasks assigned, and held 19 meetings, with an average duration of approx. one hour and twenty-one minutes, with a 100% attendance rate of its members. Five meetings of the Committee were held in 2025 and up to the date of approval of the Report, with an attendance rate of 100%.

During the 2024 financial year, among other things, the Committee was involved in the engagement process with leading institutional investors and proxy advisors, in the run-up to and after the Shareholders' Meeting. The Committee

also worked on the definition of the remuneration and variable incentive policies for 2025, as well as on the finalization of the previous year's performance targets.

The Committee promoted and instructed the annual update of the management replacement tables.

For further information on the work of the NRC, with particular reference to compensation expertise, see the Remuneration Report.

## 8. REMUNERATION OF DIRECTORS - REMUNERATION COMMITTEE

### 8.1 Remuneration of Directors

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Information on the general remuneration policy, the remuneration of executive directors and top management, remuneration of non-executive directors, share-based remuneration plans, the accrual and payment of remuneration, and the indemnity of directors in the event of resignation or dismissal without just cause or termination following a takeover bid (pursuant to Article 123-bis, paragraph 1, letter i), TUF) is provided in the Remuneration Report to which reference is made.

The TIM Group's remuneration policy supports the achievement of the guidelines contained in the Company's strategic plan and the focus on the various business segments, guaranteeing the necessary levels of competitiveness in the labor market and promoting the alignment of management interests to the objective of creating sustainable value for the company in the short and long term.

Considering that the Reports on the remuneration policy and remuneration paid for 2023 and 2024 were not approved by the respective Shareholders' Meetings of April 20, 2023 and April 23, 2024, the policy defined for 2022, which was approved by the Shareholders' Meeting of April 7, 2022, was applied in the year.

TIM's remuneration policy includes short- and long-term incentive systems to achieve strategic targets. The incentive rewards performance through economic-financial and ESG ('Environmental, Social, and Governance') targets derived from the three-year Business Plan and targets linked to share price performance, with the intention of integrating the economic-financial and sustainability visions.

The Remuneration Report is approved by the Board of Directors, on the proposal of the Nomination and Remuneration Committee.

For any further information required by the ESRS standards, please refer to the Sustainability Report.

### 8.2 Remuneration Committee

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As anticipated in point 7.2 above, the Nomination and Remuneration Committee combines – on the basis of principles of operational efficiency – the tasks and responsibilities attributed by the Code to the Nomination Committee and the Remuneration Committee, pursuant to the governance documents in force.

The Committee's operating procedures and the prerogatives granted to it are governed by special regulations approved by the Board of Directors.



## 9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM - CONTROL AND RISK COMMITTEE

### *Main features of the internal control and risk management system*

TIM's Internal Control and Risk Management System ("ICRMS") is structured and operates in accordance with the principles and criteria of the Corporate Governance Code. It is an integral part of the general organizational structure of the Company and the Group, and involves several components that act in a coordinated way according to their respective responsibilities.

In particular, the Internal Control System consists of a set of rules, procedures and organizational structures aimed at allowing – through an adequate process of identification, measurement, management and monitoring of the main risks – a healthy, correct and coherent management of the company with the set objectives, contributing to the sustainable success of the Issuer. As such, it is a process aimed at pursuing the values of substantive and procedural fairness, transparency and accountability, which are considered to be the foundations of TIM's business activities, in compliance with the provisions of the Telecom Italia Group's Code of Ethics and Conduct (available on the website [www.gruppotim.it](http://www.gruppotim.it) in About Us section - Governance/Governance tools/Code of Ethics and Conduct) and /Corporate Governance Principles sections. This process, constantly monitored with a view to progressive improvement, is intended to ensure, in particular, the efficiency of company operations and entrepreneurial conduct, its transparency and verifiability, the reliability of management and accounting information, and compliance with applicable laws and regulations, as well as the safeguarding of company integrity and its assets, in order to prevent fraud against the Company and the financial markets.

### *Guidelines and main features of TIM's ICRMS*

On September 27, 2023, TIM's Board of Directors, after consulting the Control and Risk Committee, approved TIM Group's Internal Control and Risk Management System Guidelines (the "ICRMS Guidelines"), which set out the architecture of the ICRMS, the main corporate roles and responsibilities in the field of ICRMS, the methods of coordination and information flows between the parties involved, the periodic assessment process of TIM's ICRMS (available on the [www.gruppotim.it](http://www.gruppotim.it) website, Group section - Governance/Governance Tools /Other Codes and Procedures).

TIM's ICRMS has been developed not only in line with the indications of the Corporate Governance, Code, but also in accordance with TIM's Corporate Governance Principles, the reference best practices and the most internationally recognized and widely used methodological frameworks ("COSO - Internal Control" and "COSO - Enterprise Risk Management").

TIM's ICRMS affects the entire organizational structure in accordance with the following responsibility scheme, which is structured in keeping with the Three Lines Model:<sup>1</sup>

**First level of control:** performed by management, which is primarily responsible for internal control and risk management activities. Management contributes to keeping the ICRMS adequate and effective, including by way of risk assessment, the identification of specific improvement actions, the due performance of activities, as well as by formalizing procedures that regulate processes, and establishing specific control activities and monitoring processes suitable for ensuring the effectiveness and efficiency of the ICRMS over time.

**Second level of control:** vested in corporate functions that have specific tasks and control responsibilities over specific areas/types of risk (e.g., the Executive in charge of preparing the Company's accounting documents, the Compliance Department, the Data Protection Officer, the Tax Office).<sup>2</sup> These functions monitor business risks, propose guidelines with reference to the related control systems and assess their adequacy in order to ensure:

- efficient, effective operations;
- adequate risk control in the conduct of business;
- the reliability of information;
- compliance with laws, regulations and internal procedures.

The functions responsible for these controls:

- are autonomous and distinct from operational functions (which are entrusted with the first control tier), to whom they provide support in defining and implementing mitigation actions for the main risks;
- contribute to the ICRMS periodic evaluation process, providing the Audit Department with relevant information on the ICRMS and/or assessments of its adequacy with specific reference to the areas of its competence.

**Third level of control:** vested in the Audit Department, which provides independent assurance and assesses the adequacy of the design and effective functioning of the ICRMS as a whole, including by verifying line controls and second-level control activities.

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<sup>1</sup> "Three Lines Model" - The Institute of Internal Auditors (July 20, 2020).

<sup>2</sup> For more details, refer to the TIM Group Internal Control and Risk Management System Guidelines.

**Governance:** entrusted to the Board of Directors, responsible for defining the guidelines of the ICRMS and ensuring their adequacy. In this area, the establishment and maintenance of the ICRMS are assigned to the Chief Executive Officer and to the Executive responsible for preparing the corporate accounting documents for his area of responsibility, to ensure the overall adequacy of the system and its practical functioning, in a risk-based perspective. They are therefore responsible for identifying risks and for first and second level controls.

In September 2022, the “ICRMS Steering Committee”, chaired by the Chief Executive Officer, was also established at TIM with the aim of identifying, defining and monitoring initiatives to evolve and strengthen the Internal Control and Risk Management System, also on the basis of an integrated analysis of the results deriving from the activities carried out by the control functions and all the corporate functions that make up the system.

The Board of Directors of TIM plays a central role within the internal control system, considering its function of steering and assessing the adequacy of the System. To this end, the Board of Directors, in particular:

- defines the Internal Control and Risk Management System Guidelines;
- approves the Group's Code of Ethics and Conduct and the organization, Management and Control Model pursuant to Legislative Decree 231/01;
- installs the Control and Risk Committee, with whose support it carries out assessments and decision-making regarding the ICRMS, and other committees (the Nomination and Remuneration Committee, the Sustainability Committee and the Related Parties Committee) with advisory, propositional or investigative functions, as described in TIM's Corporate Governance Principles and in the relevant regulations;
- appoints and dismisses the Heads of TIM's control functions (Audit and Compliance) and establishes their remuneration, subject to the assent of the Control and Risk Committee and after consulting the Board of Statutory Auditors, and ensures that they are provided with adequate resources to carry out their duties;
- approves the Audit Charter, which defines the aims, powers and responsibilities of TIM's Audit Department;
- appoints – subject to the opinion of the Board of Statutory Auditors – the Executive responsible for preparing TIM's corporate financial reports, ensures that the Executive has adequate powers and means to carry out the duties assigned to it by law, ensures effective compliance with the administrative and accounting procedures for preparing the separate and consolidated financial statements and any other financial communication prepared by the same Executive;
- appoints the members of the Supervisory Body pursuant to Legislative Decree 231/2001 (“231 Supervisory Body”), after hearing the opinion of the Control and Risk Committee and the Board of Statutory Auditors;
- approves, at least once a year and after consulting the Control and Risk Committee, the Plans of the Compliance and Audit, Departments;
- describes, in the Corporate Governance Report, the main characteristics of the ICRMS and the methods of coordination among the parties it involves;
- verifies the adequacy, effectiveness and proper functioning of the ICRMS to ensure that the main corporate risks are correctly identified, monitored and managed over time, and determines the compatibility of these risks with management operations that adhere to the strategic objectives identified. To this end, the Board of Directors a) every six months, assesses the adequacy and effectiveness of the ICRMS in view of the company's characteristics and its assumed risk profile, taking into account for this purpose the assessment carried out by the Audit Department based on the contributions received from the other control functions (Assurance Provider); b) defines the level and type of risk that the company is able to assume, in line with the long-term strategic objectives (Risk Appetite).

The Board of Statutory Auditors plays a key role in ensuring the effectiveness of the ICRMS, in line with the Corporate Governance Code. In fact, it receives the information flows necessary to perform its supervisory tasks and, in particular, it receives the audit reports and the periodic reports prepared by the Audit Department, including the evaluation of the internal control and risk management system, having the right to request the Audit Department to prepare timely reports on events of particular importance.

The ICRMS Steering Committee is in charge of monitoring and strengthening the control system. In 2024, TIM adapted the Internal Control System by supplementing it with guidelines for an 'Internal Control System on Sustainability Reporting' (also referred to as 'SCIRS') and defined an initial set of controls associated with sustainability reporting risks. The SCIRS allows the Manager responsible for drawing up the Sustainability Report to issue the attestations required by Article 154-bis of the Consolidated Law on Financial Intermediation, which, starting from the 2024 financial year, include the compliance of TIM's Sustainability Report with the reference standards and the European Taxonomy Regulation. The SCIRS Model is based on the application of the Principles of materiality, comparability, verifiability, adaptability and faithful representation of information.

Schematically, the Internal Control System for verifying reporting data is as follows.

- Entity Level Controls (ELC): supervision of risks at organizational level.
- IT General Controls (ITGC): protection of IT systems to ensure reliable ESG data.
- Process Level Controls (PLC): specific checks on sustainability data.

The main risks in ESG reporting concern:

- Incomplete or inaccurate data (e.g. wrong estimates for Scope 3 emissions).
- Errors in the calculation of environmental and social metrics.
- Lack of consistency in consolidated data between different business units.

The mitigation measures are:

- Periodic internal audits on ESG KPIs.
- Review of data on dedicated platforms for sustainability reporting.
- Coordination with the Control and Risk Committee to improve data reliability.

For any further information required by the ESRS principles on internal control and risk management over sustainability reporting, please refer, in general, to the section 'Governance' and in particular to the paragraph 'GOV-5 Disclosure Requirement - Risk management and internal controls over sustainability reporting' of the Sustainability Report.

### ICRMS evaluation processes

To evaluate the overall adequacy and effectiveness of the ICRMS, TIM has defined a process governed by the Control and Risk Committee to support the Board's assessments and decisions.

The Board of Directors gives its overall assessment of the ICRMS based on the feedback and outcomes of the activities carried out during the period and the relevant information about the ICRMS received from the Assurance Providers. The process takes place every six months. In particular, the Control and Risk Committee – after having read the Audit Department's report, examined the information received from the Assurance Providers and consulted the Chief Executive Officer – submits its evaluation proposal to the Board of Directors, containing a detailed analysis of all components of the ICRMS and its Overall Opinion.

With reference to 2024, the Audit Department made the following assessment:

- "TIM's Internal Control and Risk Management System (ICRMS) as a whole is designed and articulated in line with the recommendations of the Corporate Governance Code, as well as aligned with the main reference frameworks (e.g. "Three lines model" and "COSO framework") and, is currently capable of identifying the main areas of corporate risk;
- the evaluations on the adequacy of the TIM Group's organizational, administrative and accounting structure carried out by the Board of Directors and the evaluations expressed by the other "assurance providers" do not reveal any significant elements that could have an impact on the overall adequacy of the ICRMS, although they do highlight areas for improvement, particularly on purchasing processes;
- the plan of initiatives aimed at strengthening the ICRMS, launched by the CEO in 2022, was completed, except for the issues related to the IT areas, for which the implementation of the actions is proceeding according to the programme shared with the Board of Directors and the control bodies;
- remediation plans initiated by management following audit interventions are proceeding in line with the defined timeframe, with a limited incidence of re-planning;
- the interventions of audits completed in 2024, carried out according to an audits annual top-down risk-based audit plan typically focused on business areas presenting the main risks or potential criticalities, revealed some areas for improvement and led to the definition of remediation plans by the management. In particular, the shortcomings found in the purchasing processes point to the need to re-evaluate the process design and strengthen the related controls;
- following the events concerning the alleged case of bribery between private individuals and the "Press News on the Sogei Case", top management took specific actions to protect TIM against the suppliers involved and promptly requested the launch of an audit.

In light of the above, the Audit Department believes that the areas for improvement identified are not such as to adversely affect the overall adequacy of TIM's Internal Control System.

At its meeting on March 5, 2025, the Board of Directors, at the proposal of the Control and Risk Committee, endorsed the assessment of the internal control and risk management system formulated by the Audit Department, confirming the overall adequacy of the Company's ICRMS.

### Enterprise Risk Management

The TIM Group has adopted a continuously evolving Enterprise Risk Management model (hereinafter ERM) in line with international regulations and standards to enable risks to be identified and managed in a homogeneous manner within the Group. The ERM process is integrated with the strategic and operational planning processes and is designed to identify potential events that may affect business operations, in order to manage risk within acceptable limits and to provide reasonable confidence that business objectives will be achieved.

The ERM Model adopted by the TIM Group:

- identifies and updates, in cooperation with the Risk Owners, the overall portfolio of risks to which the Group is exposed through analysis of the Business Plan and the most significant investment projects;

- monitors the reference context (i.e., macroeconomic and regulatory) in order to update specific analyses of the risks to which the company's assets may be exposed in order to intercept any changes and/or new risk scenarios, periodically updating the Group's risk profile;
- quantitatively assesses risks both individually and from a portfolio perspective, taking possible correlations into account;
- supports management in defining risk appetite and related tolerances that are preliminarily validated by the Control and Risk Committee and subsequently approved by the Board of Directors;
- supports management in defining and monitoring risk mitigation plans and also periodically updates the CRC on the level of risk detected, again with respect to approved tolerances, and this documentation is then submitted for final approval to the Board of Directors;
- manages the flow of information to top management and the bodies responsible for evaluating the Internal Control and Risk Management System (ICRMS) periodically or at the express request of the Control Bodies;
- periodically convenes the ERM Steering Committee for the purpose of documenting and communicating to the respective Risk Owners the risk profile with respect to the approved tolerances, in order to promptly intervene with appropriate remedial actions when necessary and/or as indicated by management.

For an examination and description of the main risk factors analysed by the Company, please refer to the relevant section of the Report on Operations ('*Main Risks and Uncertainties*'). Examples include, but are not limited to: evolution of the market environment and competitive scenarios by business segment, including scenarios of potential new competitor entries; potential proceedings brought by the Authorities and consequent delays in implementing new strategies; potential critical issues in the supply chain; possible cyber attacks on the most relevant applications; issues related to regulation of the use of artificial intelligence; issues related to new networks and infrastructures; obligations related to the Italian Government's exercise of special powers (Golden Power), the effects of which will be assessed in terms of the strategic choices and the development of the Plan's objectives over time.

These risk factors, for each issue deemed relevant from an ESG point of view and on the basis of the relevant sustainability dimension, are described in the Sustainability Reporting within the Management Report, sections '*General Information - Management of Impacts, Risks and Opportunities*', '*Environmental Information*', '*Social Information*' and '*Governance Information*', in accordance with the European legislation of the '*Corporate Sustainability Reporting Directive*' (CSRD) and the related implementing decree 125/2024.

The approach adopted is dynamic and, therefore, envisages an ongoing review of risk scenarios both upon definition of the Strategic Plan and when significant changes occur with respect to the Group's internal and external context, as well as when new risk situations are identified and/or occur. The process governance is the responsibility of the ERM Steering Committee, chaired and coordinated by the Chief Financial Officer, who ensures the governance of the Group's risk management, aimed at guaranteeing the operational continuity of the company's business by monitoring the effectiveness of the countermeasures adopted.

The management process provides for the following steps:

1. definition of the context and level of acceptance: establishing the context entails defining the purpose and objectives of the risk assessment, understanding the internal and external context in which decisions are made, planning the approach to be taken and the criteria to be followed for the risk assessment. In this phase, the risk acceptance and tolerance levels are defined (so-called risk appetite and risk tolerance);
2. communication and consultation: communication and consultation help stakeholders understand the risk, the basis on which decisions are made and the reasons why particular actions need to be implemented. TIM Group management must be kept constantly informed in order to make informed decisions. Risk owners are involved in the risk assessment and the results are communicated to decision makers;
3. assessment: risk assessments should be carried out during the decision-making process to make the management and risk owners aware of the risks associated with investment initiatives, the definition of the Plan, the activities/processes that impact the achievement of business objectives and corporate assets. The purpose of risk assessment is to identify, analyze and quantitatively evaluate risks that could compromise the achievement of business objectives;
4. treatment: the purpose of the treatment is to identify, assess (in terms of cost/benefit), implement and monitor the actions necessary to mitigate the risk by acting on the impact values and/or the probability of occurrence;
5. monitoring and review: the purpose of monitoring and review is to ensure and improve the quality and effectiveness of the design, execution and outcomes of the ERM process and its contribution to the quality of decision making. The results of monitoring and review are integrated into all performance management, measurement and reporting activities;
6. logging and reporting: the results of the ERM process must be integrated into the information presented to the risk owners at the moment a decision is made, as well as in the subsequent reporting and performance measurement

phase. Reporting is an integral part of TIM Group's governance and serves to improve the quality of dialogue with stakeholders, supporting management and Corporate Bodies in fulfilling their responsibilities. The reporting phase also includes the structuring of a two-way information flow with the Compliance and Audit Departments regarding the outputs of their respective processes; in order to optimize both the overall risk profile and any further analyses to be implemented.

### *Financial risks and financial reporting*

Regarding financial risks, the Group is exposed to:

- market risk: arising from variations in interest and exchange rates related to financial assets and financial liabilities incurred;
- credit risk: representing the risk of non-fulfillment of obligations assumed by a counterparty in relation to the utilization of liquidity;
- liquidity risk: related to the need to meet short-term financial liabilities.

These risks are addressed through:

- the establishment, at central level, of guidelines for directing operations;
- the operation of a special internal committee that monitors the level of risk exposure in line with the pre-set objectives;
- the identification of the most suitable financial instruments, including derivatives, to reach pre-established objectives;
- the monitoring of the results achieved;
- the exclusion of the use of financial instruments for speculative purposes.

In particular, management policies include:

- for market risk: fully hedging the exchange risk and minimizing exposure to interest rates through appropriate diversification of the portfolio, including through use of selected derivative financial instruments;
- for credit risk: liquidity management based on prudential criteria and articulated primarily in money market management activities (investment of temporary cash surplus) and bond portfolio management (investment of a permanent level of liquidity). In both situations, in order to reduce the risk of non-fulfilment of the obligations assumed by a counterparty, the counterparties and selected issuers have a credit rating within the limits established by the guidelines, and a careful policy is pursued to diversify the use of liquidity and allocate credit positions among the different banks;
- for liquidity risk: adequate level of financial flexibility, which is expressed by maintaining a current treasury margin to cover the refinancing requirements at least for the next 12 months with irrevocable bank lines and liquidity.

Financial information has a central role when maintaining positive relationships between the company and those it interacts with, contributing – in addition to the company performance – to create value for the shareholders.

The system for internal control over financial reporting is aimed at supplying reasonable assurance of the trustworthiness, accuracy, reliability and promptness of the financial reporting. For that purpose, TIM has prepared and constantly updates a regulatory/documentary system including accounting principles of the Group, administrative and accounting procedures, guidelines, operation instructions, accounting manuals and a chart of accounts, intended to guarantee an efficient coordination and exchange of information between the Parent company and the subsidiaries as well as the correct drafting of the financial statements. The Company manages a structured and documented model for the detection and monitoring of risks related to financial reporting, which refers to the CoSO 2013 Framework. This model, managed with a specific piece of software, covers the internal controls associated with the risks identified on the financial reporting and the consequent assessment activities, with precise attributions of responsibility.

TIM's system for internal control over financial reporting is a process that operates continuously, for which periodic assessment phases are prescribed, intended to document and assess its planning and operational effectiveness. The process starts with the identification and assessment of the risks regarding financial reporting. For that purpose, TIM defines identification criteria of the organization limits and of the “significant” processes in terms of potential impact on the financial reporting, as well as on the risks resulting from non-achievement of the control objectives, due to potential non-intentional errors or frauds, if capable of having a significant impact on the financial reporting.

In particular, the annual process starts with the identification of the items and disclosures in the financial statements that are deemed significant, whether in terms of their quality value or with reference to updated materiality parameters. The reporting units that contribute significantly to the composition of the selected items are then identified. In parallel, the processes associated with these items are identified, and, for each process, the inherent risks are assessed, contextualizing the risk of non-achievement of the general control objectives, phase by phase. The frequency of this assessment, at least once a year, allows the new risks inherent in the financial reporting, deriving from the evolution of exogenous or endogenous factors. The process continues with a more operational phase that consists in identifying the controls carried out in the Company which are able to mitigate the identified risks.



TIM uses different types of controls in its model, in order to assess all the components of the control system relating to the objective of trustworthy financial reporting. The Entity Level Controls are defined at Group/Company/Organizational Unit level, and have a pervasive impact on the effectiveness of the controls defined at process, transaction or application level; This set of controls therefore provides a representation of how sensitive the organization is on topics such as corporate governance, risk management, responsibilities for the internal control system, the attribution of powers and responsibilities. “IT General Controls” are controls that apply to all systems, processes and data of IT organizations that contribute to financial reporting and meet specific objectives. The “Process Controls” are the controls to protect the company processes and are carried out through human intervention and/or by IT applications.

The assessment phase of the controls against the risks identified is carried out through test activities, managed by a methodology guide and a strategy that are updated annually. Using top-down and risk-based logic, the test activities are differentiated by timing and depth, in relation to the type, classification and other characteristics of the controls. The test activities are designed to check both the efficacy of the design and the operational effectiveness of the control. If there is a negative outcome, due to a lack of efficacy in the design and/or operation of a control, the risk of error is then assessed in terms of probability and impact; the risk is then managed through the opening of a formal control shortcoming and with the definition, scheduling, and assignment of responsibilities for specific remedial plans.

The certification process is guided by an organizational procedure that identifies the roles and responsibilities for the different phases of its execution. The Chief Financial Officer retains the final responsibility for the whole process and has a direct responsibility in the periodic definition of the perimeter of application of the reference standards, in the final and overall assessment of the system for internal control over financial reporting and in the management of relations with the Independent Auditor, assisted by his own specialized departments. The management, with the support of resources who coordinate the activities planned in the certification calendar in each business department/company, is responsible for identifying, implementing and assessing the controls against the risks identified, and consequently for the assessment and management of the control shortcomings, as well as for the execution of the remedial plans needed to overcome them. The Group Compliance Officer is responsible for defining and updating the methodology adopted and for monitoring the end-to-end process; they oversee the design of the controls, is responsible for the assurance activities (independent testing, any follow-up to verify the assessment of control deficiencies) to reinforce management's attestation. In addition, it supports the management and the Chief Financial Officer at all stages of the process, periodically informing him of the progress of activities and the results of the certification process.

The Group Compliance Officer, in coordination with the Chief Financial Officer, provides information to the Control and Risk Committee and the Board of Statutory Auditors on the performance of the certification process, with particular emphasis on any new control deficiencies that have emerged and been assessed as significant/material in terms of potential impact on financial reporting, as well as the summary of remedial activities on previous control deficiencies.

TIM has implemented a system for the control and management of tax risks, in line with the OECD guidelines and the national tax framework (so-called Tax Control Framework). In this regard, in 2019 TIM was admitted by the Italian Revenues Agency to the so-called “collaborative compliance” regime with effect from the 2017 tax period. This scheme involves a way of interacting with the tax authorities, based on transparency and cooperation, so as to reduce the degree of uncertainty in the management of tax issues and prevent the risk of tax disputes.

### ***Risks of regulatory non-compliance***

A particularly important role in the TIM Group's ICRMS is played by the Compliance Department in terms of preventing the risk of regulatory non-compliance of the company's business.

The creation of a managerial figure in charge of compliance meets the Group's specific needs in terms of internal controls and as such is provided for by the Corporate Governance Principles.

The Group Compliance Officer (whose responsibility, as of December 20, 2024, is attributed to Rocco Ramondino, who reports hierarchically to the Board of Directors), has the mission of overseeing the main risk factors of non-compliance with current external (mandatory regulations) and internal (company procedures) regulations and of supporting Top Management and management in defining actions to mitigate these risk factors.

In addition to these responsibilities regarding compliance with financial reporting regulations, the Compliance Department supports the Supervisory Bodies (pursuant to Legislative Decree 231/01) of domestic subsidiaries in carrying out the tasks assigned to them.

Finally, the Compliance Department is assigned the role of compliance function for the prevention of corruption, responsible for implementing and monitoring the Anticorruption Management System within the company organization and, more generally, its compliance with the requirements of the UNI ISO 37001/2016 standard.

Specifically concerning the protection of personal data of natural persons, under EU Regulation 2016/679 (GDPR) the role of Data Protection Officer is also assigned to the Head of the Legal Regulatory & Tax Department, who at the date of approval of this Report was Agostino Nuzzolo.

## 9.1 Chief Executive Officer

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The establishment and maintenance of the internal control system are assigned to the Chief Executive Officer and to the Executive responsible for preparing the corporate accounting documents for his area of responsibility, to ensure the overall adequacy of the system and its practical functioning, in a risk-based perspective.

The Chief Executive Officer:

- identifies the main corporate risks, through the Enterprise Risk Management process, relating to the operational areas covered by his mandate and submits them to the Board of Directors for examination;
- implements the guidelines defined by the Board, overseeing the design, creation and management of the ICRMS and constantly checking the system's adequacy and efficacy, and overseeing its adaptation to the dynamics in operating conditions and the legislative and regulatory landscape, with the assistance of the ICRMS Steering Committee;
- he reports on issues and critical points that emerge during the execution of his activities to the Board of Directors and the Control and Risk Committee;
- he may ask the Audit Department to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of company operations. The Chairmen of the Board of Directors, the Control and Risk Committee, the Board of Statutory Auditors and, when applicable, 231 Supervisory Body are notified of the start of the audit<sup>3</sup>;
- receives the audit reports prepared by the Audit Department in order to implement actions to strengthen the ICRMS.

## 9.2 Control and Risk Committee

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### Composition and functioning of the control and risk committee (pursuant to Article 123-bis, paragraph 2, letter d), CLF)

The Control and Risk Committee ("CRC") was set up by the Board in the first meeting following its inauguration (April 24, 2024) and is composed of non-executive Directors, all of whom are currently independent, including one drawn from the minority slate submitted in accordance with the Bylaws: for details, see Table 3.

The members of the CRC must have adequate skills for the tasks they are called on to carry out; at least one member shall possess adequate skills in accounting and finance or risk management.

The CRC (whose meetings are attended by the Chairman of the Board of Statutory Auditors, or any other Auditor delegated by said Chairman, without prejudice to the possibility for all Statutory Auditors to attend and/or the organization of joint meetings with the Board of Statutory Auditors) can access the information and company departments necessary to carry out its tasks, inviting the managers responsible for the areas being discussed in each case to provide support. The CRC has been allocated a budget of 500,000 euros for 2024, with autonomous spending power within this limit.

It should also be noted that:

- The CRC's work is coordinated by the chairperson, its meetings are duly recorded and its minutes are approved by the committee;
- there have been no changes in the composition of the CRC since the end of the financial year.

### Functions assigned to the Control and Risk Committee

Without prejudice to the tasks assigned by the Corporate Governance Code and by the Corporate Governance Principles<sup>4</sup>, the CRC:

- monitors observance of the Company's corporate governance rules, the evolution of rules and best practice in the field of controls and corporate governance, also with a view to proposing updates to the internal practices and rules of the Company and the Group;
- establishes financial and non-financial fiscal year disclosure, in view of examination by the full Board;
- evaluate the correct use of accounting standards and, in the case of groups, their consistency for the purposes of preparing the consolidated financial statements, after consulting the manager responsible for preparing the Company's accounting documents, the statutory auditor and the Board of Statutory Auditors;

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<sup>3</sup> Exclusive with regard to the Company.

<sup>4</sup>Pursuant to the Corporate Governance Principles, the Control and Risk Committee is responsible for issuing an opinion to the Board of Directors in relation to the appointment / revocation of the heads of the control functions and the determination of the related remuneration. The Chairman of the Control and Risk Committee serves as the liaison between the heads of the control functions and the Board of Directors, should the Chairman of the Board of Directors be an executive officer.

- monitors the autonomy, adequacy, effectiveness and efficiency of the internal audit function;
- entrusting the internal audit function – where it deems it necessary – with the performance of audits on specific operational areas, simultaneously notifying the Chairman of the Board of Statutory Auditors;
- reports to the Board, at least on the occasion of the approval of the annual and semi-annual financial report, on the activities carried out as well as on the adequacy of the internal control and risk management system;
- performs other duties assigned to it by the Board of Directors.

Furthermore, TIM Group's ICRMS Guidelines provide that the CRC:

- assist the Board of Directors in monitoring the adequacy of the powers and resources available to the Financial Reporting Officer, as well as actual compliance with the administrative and accounting procedures;
- expresses opinions to support the Board in the cases indicated in paragraph 9 above and performs the additional tasks assigned to it by the Board, supporting it in the performance of the activities entrusted to it by TIM's Corporate Governance Principles in ICRMS issues;
- examine the periodic reports prepared by the functions with second-level control duties concerning the identification, assessment, management and monitoring of main business risks;
- obtains the results of the Audit Department's activities and analyses their periodic reports containing information on the activities carried out, including the ICRMS evaluation;
- supports the Board of Directors in preparing the ICRMS evaluation process.

The CRC operating procedures and the prerogatives granted to it are governed by special regulations approved by the Board of Directors.

During 2024, the CRC defined the planning of its activities, based on the performance of the tasks assigned, holding 19 meetings (1 of which was held jointly with the Board of Statutory Auditors and 1 jointly with the Sustainability Committee), with an average duration of approx. two hours and fifty-seven minutes and an average attendance rate of its members of 100%. In 2025 and up to the date of approval of the Report, seven meetings of the Committee were held, one of which was held jointly with the Sustainability Committee and three with the Board of Statutory Auditors, with an attendance rate of 100%.

The topics dealt with by the Committee during 2024 included, inter alia, the following: the preliminary investigation on the financial and non-financial information disclosed by the Company during the year; the monitoring of the activities of the control functions (Audit and Compliance), with analysis of the respective periodic reports and sharing of the assessment of the internal control and risk management system; participation in the definition of the materiality matrix for the purposes of non-financial reporting (Sustainability Report); the monitoring of the activities carried out by the Internal Control and Risk Management System Steering Committee and the actions identified by it and the preliminary investigation into the definition of the ICRMS Guidelines; the examination of specific corporate processes and the analysis of specific operations, in terms of their risk and impact on the results for the period and prospects.

In the performance of its functions, the CRC has access to the information and corporate functions necessary for the performance of its tasks, and is provided with financial resources and external consultants, under the terms established by the Board.

### 9.3 Head of the Internal Audit Department

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In line with the Corporate Governance Principles, in exercising its responsibilities for the Internal Control System, the Board of Directors, in addition to the Control and risk Committee, also utilizes the Head of the Audit Department.

The Board i) appointed the head of the Audit Department of TIM, Massimiliano Turconi in 2021, as the person responsible for verifying that the internal control and risk management system is operational, adequate, and consistent with the guidelines defined by the Board, (ii) has defined his remuneration in line with company policies and (iii) ensures that he is provided with adequate resources to carry out his duties.

The Head of the Audit Department:

- reports hierarchically to the Board of Directors and is not responsible for any operational area;
- has organizational independence to ensure that they can fully discharge their responsibilities, without any constraints in defining the scope of activities, carrying out actions and reporting results;
- is a member of the Company's 231 Supervisory Body;
- regularly participates in the meetings of the Company's Control and Risk Committee, the Board of Statutory Auditors and the ICRMS Steering Committee, and may be invited to participate in the meetings of other internal board committees where required or to sit in on other management committee meetings;
- is invited to attend meetings of the Board of Directors addressing issues within his/her competence (e.g. Audit Plan, ICRMS evaluation) or for ad hoc needs.

The Audit Department operates under an audit charter approved by the Board of Directors and subject to periodic review, which defines its role and responsibilities, consistent with the Company's corporate governance rules and the international professional standards for the conduct of internal audits.



The Audit Department fulfils the audit charter by performing assurance services (which, by analyzing of activities, functions, processes, organization and corporate systems and objectively evaluating supporting evidence, aims to identify areas where the ICRMS could be strengthened) on an advisory basis (to support corporate departments with a view to improving processes).

In compliance with the provisions of the Corporate Governance Code, the Self-Regulatory Principles of TIM and the Audit Charter, the Head of the Audit Department:

- verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the Internal Control System, through an Audit Plan based on a structured process of analysis and prioritization of the main risks; on an annual basis, this Plan is approved by the Board of Directors, after presentation to and discussion with the CRC, having consulted the Board of Statutory Auditors and the Chief Executive Officer. As from the 2021 financial year, this Plan also integrates control activities for the purposes of the Supervisory Plan pursuant to Legislative Decree no. 231/01 of TIM, approved by the 231 Supervisory Body of TIM (see par. 9.4). In addition, during the year, audits additional to those planned may be activated, according to specific requests or needs, at the request of the Chairman of the Board of Directors, the Chairman of the Control and Risk Committee, the Chief Executive Officer, the Board of Statutory Auditors and the 231 Supervisory Body. The state of progress of the audit Plan and any need for changes according to emerging risks are periodically reported to the 231 Supervisory Body, the Board of Statutory Auditors, the Control and Risk Committee and, for the assessments of competence, submitted for assessment to the Board of Directors;
- tests the reliability of the information systems, including the accounting system, as part of the audit Plan;
- has direct access to all information useful for the performance of his or her duties;
- promptly prepares reports on the findings of audits and sends them to the Board of Directors and the Chief Executive Officer, the Control and Risk Committee and the Board of Statutory Auditors and, in relation to matters within the TIM area, also to the Chairman of the 231 Supervisory Body;
- monitors, throughout the year, the implementation by management of the improvement plans regarding the deficiencies identified during audit activities;
- drafts periodic reports containing adequate information on their own activity, and on the methods used to manage risks, as well as on compliance with the plans defined to mitigate them;
- refers to the Control and Risk Committee, to the Board of Statutory Auditors and, as regards TIM issues only, also to the Chairman of the 231 Supervisory Body, on the periodic reports pursuant to the preceding point;
- provides the Control and Risk Committee and the Board of Statutory Auditors, on a half-yearly basis, with an assessment of the overall adequacy and operation of TIM's Internal Control and Risk Management System. To this end, i) it receives key information and evaluation within its competence from the other corporate assurance providers (e.g. second level control functions) to support of the adequacy evaluation of TIM's ICRMS; (ii) consolidates and integrally evaluates the contributions of the assurance providers and the findings of the auditing activities carried out during the year; (iii) prepares a report summarizing the key findings regarding the ICRMS, expresses its own evaluation of its adequacy and forwards it to the CRC, the Board of Statutory Auditors, the 231 Supervisory Board, the CEO, the Executive in charge of preparing the company's accounting documents and the Board of Directors;
- supports the Company's Supervisory Board 231 through a dedicated technical office.

The Audit Department also carries out its activities in subsidiaries without corresponding audit structures, acting in their interest and reporting to their respective bodies.

In addition, the Audit Department interfaces with the Audit Function of TIM Brasil, with a view to coordination, homogenization and methodological guidance, subject to compliance with applicable disciplines and the responsibilities of that structure. In the course of 2024, the aforementioned functions jointly updated the protocol defining their mutual relations, and on November 13, 2024 this document was approved by the TIM Board of Directors.

During 2024, the Audit Department conducted 23 audit and advisory actions, of which 18 regarding TIM and 5 regarding subsidiaries.

In addition, the Audit Department supports the Supervisory Bodies of TIM and its subsidiaries<sup>5</sup> in their receipt, analysis and management of whistleblowing reports sent or forwarded by any persons, including in anonymous form, with adequately substantiated information about TIM personnel and/or third parties and relating to violations of laws, regulations, the TIM Group's Code of Ethics and Conduct, the 231 Organizational Model or the rules and procedures in place within the TIM Group.

The process of forwarding, receiving, analyzing and managing reports is governed by the "Whistleblowing Procedure",

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<sup>5</sup> For reports concerning TIM S.p.A., the owner of the management process is the TIM Supervisory Body, which relies on the support of the Audit Department, without prejudice to the responsibilities and prerogatives of the Board of Statutory Auditors on reports addressed to it, including complaints pursuant to Article 2408 of the Italian Civil Code. For reports concerning other TIM Group Companies, the owners of the process are the respective Supervisory Bodies.

updated and approved by the Company's Board of Directors on June 22, 2023 in implementation of Italian Legislative Decree 24/2023 of March 10, 2023.

As part of these activities, the Audit Department also carries out any in-depth investigations requested by ANAC (National Anti-Corruption Authority) into external reports and public disclosures concerning TIM and/or its subsidiaries, and informs the relevant 231 Supervisory Board accordingly.

The outcomes of its investigations are forwarded to TIM's 231 Supervisory Board and to the Supervisory Board of any subsidiary which the report concerns. The Audit Department also periodically provides the Company's Control and Risk Committee and its Board of Statutory Auditors with a summary report of the whistleblowing reports received and the outcomes of its investigations and main steps taken. The Audit Department also informs the Company's relevant departments of any findings from its investigations into suspected fraud which have potential tax, anti-corruption and antitrust implications.

The Head of the Audit Department promotes, develops, and supports a quality assurance and continuous improvement programme, covering all aspects of internal audit activities and including a periodic assessment of compliance with the International Professional Practices Framework (IPPF), as well as a periodic assessment of the effectiveness and efficiency of operations, also with reference to industry best practices. The Head of the Audit Department periodically reports to the Board of Directors, through the Control and Risk Committee, on the results of these assessments.

## 9.4 Organizational model pursuant to Legislative Decree 231/2001

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The Sustainability Reporting 2024 specifies the disclosure requirements that enable the users of the company's sustainability statements to understand the company's strategy and approach, processes and procedures, as well as its conduct performance.

Sustainability Reporting focuses on the following issues: business ethics and corporate culture, including the fight against active and passive corruption, protection of whistleblowers; the management of relations with suppliers, including payment practices, in particular with regard to late payments to small and medium-sized enterprises.

The company's activities and commitments related to animal welfare and the exercise of political influence, including its lobbying activities, are not reported in the Sustainability Report because they are not considered 'material' on the basis of the double materiality analysis.

The Internal Control System includes the so-called 231 Organizational Model, i.e. an organization, management and control model, aimed at preventing the commission of crimes of potential relevance for the Group, which may involve liability of the Company pursuant to Legislative Decree 231/2001.

The Organizational Model has been adopted not only by TIM but also by the Group's national subsidiaries – which have adopted their own versions – and is broken down as follows:

- General Part, which describes the Company and the governance system, refers the Code of Ethics and Conduct of the TIM Group and reports on the contents and impacts of Decree 231, the general characteristics of Model 231, its adoption, updating and application methods, the tasks of the 231 Supervisory Body, the Disciplinary System, as well as training and information activities;
- Special Part, which describes in detail, with reference to the specific Sensitive Processes and the types of offense associated with them, the map of sensitive activities and the system of controls put in place to monitor and protect these activities, as well as the main reference procedures and abstractly conceivable examples of illegal conduct;
- Annexes, including the TIM Group's Code of Ethics and Conduct, the Whistleblowing Procedure and the Processes – Procedures – Responsibilities Matrix and the Regulatory technical annex containing details of all offenses under Decree 231.

With particular reference to the sensitive processes, the Company has provided for:

- *general control standards*, which are applicable regardless of the process and/or activity at risk (segregation of tasks, roles and responsibilities, traceability of activities and controls, definition of adequate roles and process responsibilities, governance of activities through company rules);
- *specific control standards*, i.e. specifically defined for the management of individual sensitive processes/activities;
- *transversal control standards*, i.e., defined for the governance of other relevant compliance issues, but having an impact in terms of strengthening the control of sensitive processes/activities (e.g., Internal Control System on Financial Reporting, Anti-Corruption Management System, Tax Control Framework);
- *area of transversal do's and don'ts and process behavioral indications* in which the prescriptions and/or prohibitions for all processes are set out without distinction, i.e. for each sensitive process and activity.

The Organizational Model is a dynamic instrument which affects the company's operations and which, in turn, must be verified and updated in the light of feedback as well as the evolution of the relevant regulatory framework and any

changes made to the company organization.

As provided for by the Corporate Governance Principles, the Board has assigned the supervisory functions pursuant to Legislative Decree no. 231/2001 to a collegial body specifically set up with professionals from inside and outside the Company, with autonomous powers of initiative and control (the “231 SB”). The current 231 SB, as renewed by the Board of Directors on March 15, 2023, is composed of four members, including the Chairman and a member identified in external professionals (Giuseppe Pignatone and Carlo Piergallini), in addition to the Head of the Audit Department and the Statutory Auditor Anna Doro, to ensure coordination between the various parties involved in the internal control and risk management system. The 231 Supervisory Body is responsible for updating the 231 Model, submitting to the Board of Directors any amendments and/or additions that may be necessary in the light of changes to the regulatory or organizational framework or as a result of the actual implementation of the 231 Model. To such purpose, the 231 Supervisory Body avails of a managerial committee, called the 231 Steering Committee, coordinated by the Compliance Department and supported, in the performance of its duties, by all the company departments concerned.

The Organizational Model also constitutes an integral component of the reference compliance program for the application of anti-corruption legislation. Its external versions are also defined for adoption by non-domestic subsidiaries, also taking into account the possible application of similar regulations at local level. In particular, a specific Organizational Model is adopted for TIM S.A., in application of Brazilian anti-corruption law. The types of offenses envisaged in the Organizational Model 231 of the company mainly refer to offenses against the Public Administration, corporate crimes, tax crimes, child pornography, manslaughter and injury due to accidents at work, crimes of market abuse, handling stolen goods, money laundering and self-laundering, computer crimes, infringement of trademarks / patents and copyrights, environmental crimes, crimes against cultural heritage, non-cash payment offenses, the employment of illegally staying third-country nationals, organized crime offenses, racism and xenophobia.

The 231 Supervisory Body monitors the effectiveness of and compliance with the Organizational Model and reports to the Board of Directors on the monitoring and verification activities and their results.

The 231 Supervisory Body coordinates with the Audit Department and the Compliance Department for the aspects within their remit. Specifically, the Audit Department supports the 231 Supervisory Body in the performance of its tasks through a dedicated technical office while the Compliance Department supports the updating of the 231 Model, management of regular and event-driven information flows, monitoring of legislative and case law developments concerning the liability of entities and training on 231 issues.

As of the financial year 2021, the control activities relating to the Supervisory Plan (conducted by the Compliance Department until the financial year 2020) were conducted by the Audit Department.

On March 15, 2023, the Board of Directors approved the update of the Company's Code of Ethics and Conduct, and on July 31, 2024 approved the update of the 231 Organizational Model. On TIM's website there is a section dedicated to the Organizational Model 231 ([www.gruppotim.it](http://www.gruppotim.it) About Us section, Governance/Governance Tools/The 231 Model).

### Anti-corruption

In 2019, TIM adopted the Anti-Bribery Management System (also “ABMS”) for which certification was achieved according to the UNI ISO 37001 “Anti-bribery Management Systems” Standard by a specific accredited body. This system – which is an integral part of the broader Internal Control System – was defined to support the Company in preventing, detecting and responding to phenomena related to bribery, in compliance with the relevant anti-bribery laws and the commitments voluntarily undertaken and applicable to its business.

The Anti-Bribery Management System is mainly addressed to employees and collaborators of TIM and to members of corporate bodies. It consists of the following elements:

- the Code of Ethics and Conduct of the Telecom Italia Group;
- the Group Anti-Bribery Policy, which aims to provide a systematic framework for managing the prevention of bribery;
- the “TIM S.p.A. Anti-Bribery Management System” document;
- company protocols, such as in particular Organizational and Operational Procedures.

On an organizational level, the Compliance Department is assigned the role of compliance function for the prevention of corruption, responsible for implementing and monitoring the EMS within the company organization and, more generally, its compliance with the requirements of the UNI ISO 37001/2016 standard. The 231 Steering Committee has overall responsibility for implementation and compliance with the Anti-Bribery Management System. TIM's Anti-Corruption Management System is subject to periodic review in order to assess its compliance with the UNI ISO 37001/2016 standard.

The TIM website has a special section devoted to the Group's Anti-Bribery Policy ([www.gruppotim.it](http://www.gruppotim.it), About Us section, Governance/Governance Tools/Anti-Bribery Management System).

## 9.5 Auditor

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The Shareholders' Meeting held on March 29, 2019 appointed EY S.p.A., for the 2019-2027 nine-year period, to audit the separate financial statements of TIM and the consolidated and condensed interim financial statements of the TIM Group, the system of internal controls overseeing the process of preparing the consolidated financial statements, as well as to certify the compliance of the Company's Sustainability Report. In accordance with applicable legislation, the determination was made based on the justified recommendation of the Board of Statutory Auditors.

TIM has adopted special guidelines for appointing auditing firms, which may be consulted on the website [www.gruppotim.it](http://www.gruppotim.it), in the About Us section, Governance channel/Governance tools/Other Codes and Procedures. In compliance with these guidelines, the selection of the independent auditor to be appointed was made following a comparative analysis carried out under the supervision of the Board of Statutory Auditors, which made recourse to the support of company functions. In evaluating candidatures, particular consideration was given to the skills and specific audit experience in the telecommunications sector, the adequacy of the organization and operating structure and the technical skills of the proposed audit team in relation to the requirements connected with the size and complexity of the Company and the Group it heads, the independence and autonomy of judgement with respect to the Company and the Group, the consistency of the fees requested in relation to the activities planned and the levels of professionalism guaranteed. The analysis was coordinated by the Company's Executive responsible for preparing the corporate accounting documents, under the supervision of the Board of Statutory Auditors of the Parent Company and, as far as they were concerned, the Audit Committees of the main subsidiaries. The auditor appointed by the Parent Company's Shareholders' Meeting is in fact the main auditor of the entire TIM Group.

Appointment of audit services and audit-related services to companies different from the appointed external auditor and/or entities belonging to its network must be previously verified with the Executive responsible for preparing the Parent company accounting documents, who will set in motion the necessary approval and reporting processes, complying with the applicable regulations. On the other hand, in order to protect the independence of the appointed auditor, the Guidelines establish the principle that the conferral of further assignments is limited to services and activities strictly related to the audit of the financial statements and is subject to the limits and prohibitions resulting from the relevant (Italian, EU, non-EU) legislation, the principles set out in the Guidelines and the criteria established by the Board of Statutory Auditors of the Parent Company.

During the course of the financial year, the directors received information on the additional report of the Independent Auditors addressed to the supervisory board (the Independent Auditors did not issue a letter of suggestions).

## 9.6 Financial Reporting Officer and other corporate roles and functions

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As per the Bylaws, the Board of Directors appoints the Executive responsible for preparing the accounting documents of the Company, after hearing the opinion of the Board of Statutory Auditors. Attributions and powers are governed by specific Regulations, which can be consulted on the website [www.gruppotim.it](http://www.gruppotim.it) About Us Section, Governance channel / Governance tools / Regulations.

In 2024, TIM started a process of adaptation to the provisions of Legislative Decree 125/2024, designing development lines for the progressive implementation of an "Internal Control System on Sustainability Reporting" (also called "SCIRS"). This model allows the Manager responsible for drawing up the Sustainability Report of TIM to issue the certificates required by Article 154-bis of the TUF which, starting from the 2024 financial year, include the compliance of TIM's Sustainability Report with the reference standards and the European Taxonomy Regulation. The SCIRS Model helps to ensure the reliability and credibility of the Sustainability Reporting, based on the correct application of the Principles of relevance, comparability, verifiability, adaptability and faithful representation of information. TIM has prepared guidelines with the methodological references and responsibilities of the SCIRS and has defined a first set of controls associated with risks on sustainability disclosures.

At the meeting of April 24, 2024, the Board of Directors confirmed the appointment of Adrian Calaza Noia (Head of the Group Chief Financial Office) as the manager responsible for preparing the financial reports of TIM.

At the meeting of December 11, 2024, the Board of Directors appointed Maria Enrica Danese (Head of the Group's Corporate Communication & Sustainability function) as Sustainability Reporting Manager of TIM S.p.A.

The Sustainability Reporting Manager is one of the main persons involved in the functioning of the Internal Control and Risk Management System. The specific regulation recognizes their functional responsibility (organizational and by subject) with regard to internal controls, clarifying that, in relation to their respective areas of competence, they are supported by the Executive Director, as well as by the Company's management. The Executive reports to the Board of Directors, the Control and Risk Committee and – for those matters within its competence – the Board of Statutory Auditors.

## 9.7 Coordination of subjects involved in the internal control and risk management system

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The players in the Internal Control System operate by prioritizing the effectiveness of supervision, while pursuing the objectives of simplification and operational efficiency, in terms of organizational design and operational deployment. The Board of Statutory Auditors benefits from secretarial support provided by the Company, as well as from free access to consultants of its choice, without budget constraints.

TIM's internal regulatory framework regulates the information flows between the various actors in the ICRMS, namely:

- from line management to second level control functions;
- between second-level control functions;
- from second level functions and management to the Board of Directors and Board of Statutory Auditors;
- between/from the Board of Directors and Board of Statutory Auditors.

In this context, in particular, two main moments of coordination and interaction between the control functions are envisaged, also through the adoption of the management committees described above:

- coordination in the planning of annual activities: the corporate control functions hold preliminary coordination meetings during the planning of activities, to ensure adequate monitoring of the main business risks, enabling, where possible, synergic operations and the identification and effective management of overlapping areas, avoiding redundancies and diseconomies;
- regular updates on risk assessments/measurements and the adequacy of controls: the corporate control functions provide for specific coordination moments for the exchange of information on the results of their activities and assessments of the functioning of the ICRMS, as well as related improvement actions planned/adopted. To this end, specific periodic information flows have been defined for the issuance of the suitability opinion by the Board of Directors, as described in the previous section of this document.

The CRC and the Board of Statutory Auditors exchange information relevant to performing their functions in a timely manner. In addition, the Chairman of the Board of Statutory Auditors – or another Statutory Auditor that the Chairman may designate from time to time – participates in the business of the CRC (and other board committees), without prejudice to the other Statutory Auditors' right to attend meetings.

The 231 Supervisory Board periodically interacts with the Board of Statutory Auditors, with each board respecting the autonomy of the other, to exchange information and documents relating to the performance of their duties and the issues arising from their supervisory activities. In performing its functions, the 231 Supervisory Body coordinates with the Audit Department and the Compliance Department for the aspects within their remit.

The main subjects involved in the operation of the Internal Control System are:

1. the Board of Directors, which provides direction and periodic (annual) assessment of the system;
2. the Chief Executive Officer, as Director charged with the establishment and maintenance of the system, in accordance with the guidelines defined by the full Board of Directors (see preceding paragraph 9.1);
3. the Control and Risk Committee, with the role of providing investigative support to the Board in relation to its internal control and risk management duties (see preceding Chapter 9);
4. the Audit Department (the sole responsible for third level controls), which reports directly to the Board of Directors and whose mission, briefly, is to test the functioning and adequacy of the system (see preceding paragraph 9.3);
5. the Compliance Department (managed by Rocco Ramondino - Group Compliance Officer), which hierarchically reports to the Board of Directors and to which the Group's institutional/regulatory, commercial and technological compliance oversight is attributed. In this context, the Compliance Department is assigned the role of anti-corruption compliance function according to the principles of the UNI ISO 37001/2016 standard;
6. the executive responsible for preparing the accounting documents of the Company, appointed by the Board, with the competences provided for by law and rights defined in the specific internal regulations (see preceding paragraph 9.6);
7. the Sustainability Reporting Manager, appointed by the Board, with the competences provided for by law and rights defined in the specific internal regulations (see preceding paragraph 9.6);
8. the Board of Statutory Auditors.

The Data Protection Officer is added to these actors, in accordance with the “EU Regulation 2016/679, on the protection of personal data of natural persons” (GDPR), a role assigned to the Head of the Legal, Regulatory & Tax Department, who at the date of approval of this Report was Agostino Nuzzolo.

The creation of a managerial figure in charge of compliance meets the Group's specific needs in terms of internal controls and as such is provided for by the Corporate Governance Principles.

The Chairman of the Board of Directors (when non-executive) plays a liaison role between the Board of Directors and the control structures that are hierarchically subordinated to the Board: this is a guarantee function, which is independent from the operational aspects of controls, but aims to facilitate the board's supervision over the control

functions that are hierarchically subordinated to the Board of Directors. The Chairman of the Board of Directors is also in charge of the ordinary management of the relative executives' employment with the Company. As far as the Group's risk profile is concerned, the ERM process implemented in TIM guarantees, coordination between all those involved in the internal control process thanks to a two-way flow of information.



## 10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

In accordance with the Company's Corporate Governance Principles, the members of the corporate bodies make their decisions with free judgement, in the interest of the issuer and of the generality of the shareholders, promptly disclosing any extra-social interest they may have with respect to the transactions submitted to their examination for resolution, proposal, investigation, consultation or control purposes.

If they have an interest, they shall declare:

- whether it is an interest on their own account, or on that of third parties (specifying the identity of the person, as well as the characteristics and origin of the relationship);
- the origin and nature (economic, regarding image or some other kind) of their interest;
- the terms of the interest, with particular regard to the terms of the relationship (and in particular, of the potential conflict) with the interest of the Company;
- the qualitative and quantitative extent of the interest,

providing for this purpose all appropriate descriptive elements to enable their colleagues, individually and collectively, to always be able to operate in an aware and informed way.

Pursuant to the Regulations of the Board of Directors, any Director who declares that he or she has, on his or her own behalf or on behalf of third parties, an interest in conflict with that of the Company in relation to certain acts, operations and/or facts, shall abstain from taking part in the discussion and voting on resolutions relating to said acts, operations and/or facts. The Board of Directors may decide, with the abstention of the person concerned, that he/she may participate in the discussion in the interests of the Company, notwithstanding his/her obligation to abstain from voting. In addition, the Regulation of the Board of Directors identify further safeguards applicable in specific situations of potential conflict of interest.

In compliance with the Consob Related Parties Regulation, the Company has adopted a procedure for carrying out transactions with related parties)<sup>6</sup>, available at [www.gruppotim.it/it/gruppo/governance/strumenti-governance/altri-codici-procedure.html](http://www.gruppotim.it/it/gruppo/governance/strumenti-governance/altri-codici-procedure.html).

The procedure envisages in particular:

- the establishment of a specialized Board Committee (as set out below), responsible for transactions with related parties carried out by both TIM and its subsidiaries (except in the case of excluded transactions);
- the classification of excluded unqualified Related Party Transactions (as per the specific definition) into Major and Minor Transactions;
- the adoption of an annual economic limit of a small amount, differentiated according to the natural or legal nature of the related party (100,000 euros for natural persons and 1,000,000 euros for legal persons, excluding related parties falling within the MEF Perimeter<sup>7</sup> for which the threshold is 2,500,000 euros);
- the definition of "Related Parties", by reference to the accounting standards applied by the Company in preparing its financial statements;
- the allocation to the Compliance department of the activity of managing and updating the Related Party List, and more generally, of analyzing and supporting the Related Party Committee. The Group Compliance Officer also oversees the reporting to the Board of Directors (through the specific committee) and the Board of Statutory Auditors.

The non-binding opinions of the Committee concern the Company's interests in the execution of the transaction as well as the substantial correctness and suitability of the applicable conditions. In view of the issue of the opinion, a specific investigation is carried out, coordinated by the Group Compliance Officer (who in particular assesses the classification of the terms and conditions of the transaction as market or standard, on a case-by-case basis, in concrete terms and taking into account all the relevant circumstances) and to whom the management is required to provide its cooperation. If the Committee issues a negative opinion on major transactions, the Board of Directors is entitled to submit the initiative to the Shareholders' Meeting for authorization.

Disclosure of related party transactions during the reporting period is included in the Annual Financial Report, in a separate chapter.

An IT application is used to support the correct application of the procedure; it allows verification of the correlation and the tracing and documentation of the authorization process necessary for its completion.

<sup>6</sup> The term "related party" to TIM refers to parties identified as such on the basis of the international accounting standards referred to in Article 3 para. 1 letter a) of the Consob Regulation adopted by resolution no. 17221/2010 and subsequent amendments. More details are available in 'Transactions with related parties' in the Report on Operations.

<sup>7</sup> MEF Perimeter means the Ministry of Economy and Finance and the companies it controls.



### **Related Party Committee**

The Board of April 24, 2024 formed the Related Parties Committee (also 'RPC'), consisting of three independent directors, one of whom was taken from the minority slate: for details, see Table 3.

The Related Parties Committee (whose meetings are attended by the Chairman of the Board of Statutory Auditors or any other Auditor delegated by said Chairman, without prejudice to the possibility for all Statutory Auditors to attend) can access the company information necessary to carry out its tasks, making use of the Company units; in accordance with the current Related Party Procedure, it is supported by the Group Compliance Officer who governs its responsibilities and activities. The RPC was assigned a budget of 200,000 euros for the year 2024, in addition to an additional budget of 400,000 euros authorized separately by the Board of Directors in September 2024 in relation to financial advisory services for the Sparkle transaction, with autonomous spending power within said limit, without prejudice to the possibility of activating independent experts of its own choice to carry out its activities, as per Consob Related Parties Regulation.

The Related Parties Committee's operating procedures and its acknowledged prerogatives are governed not only by the Procedure for Related Party Transactions, but also by specific regulations approved by the Board of Directors.

In 2024, the Committee scheduled its activities in accordance with the tasks assigned to it and met 14 times, with an average meeting duration of approximately one hour and five minutes and an attendance rate of 98%. In 2025 and up to the date of approval of this Report, 7 meetings were held, with an attendance rate of 100%. During 2024, the Committee analysed and issued opinions on specific transactions; it acquired the reports prepared by the Compliance department, as per procedure, verifying their exact compliance; it monitored the perimeter of the company's related parties. Specific attention was devoted to the issue of the qualification of the Ministry of Economy and Finance as a related party of the Company in the context of the process of the sale of the shareholding held by the Company in TI Sparkle, which was in turn the subject of a preliminary investigation by the Related Parties Committee.

Currently at TIM, subject to compliance with the provisions on transactions with related parties, the matter of potential conflicts of interest is governed by the Corporate Governance Principles (cf. paragraph 2.2 therein) and the Regulation of the Board of Directors (cf. Articles 2.11 et seq. therein).

# 11. BOARD OF STATUTORY AUDITORS

## 11.1 Appointment and replacement

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In accordance with Art. 17 of the Bylaws, the Board of Statutory Auditors is composed of five standing auditors, of whom three of one gender and two of the other. The Shareholders' Meeting also appoints four alternate auditors, two of each gender.

Appointments are made based on slates presented by shareholders who together hold shares representing at least 0.5% of the ordinary capital. The slates are divided in two sections: one for candidates for the office of standing auditor and the other for candidates for the office of alternate auditor. Sections that contain a number of candidates greater than or equal to three must ensure that both genders are present, in such a way that candidates of the less represented gender are at least one third of the total, rounding any fractions up to the whole number. The first candidate in each section shall be selected from among the independent auditors entered in the appropriate register who have worked on external audits for a period of not less than three years. Three standing and two alternate auditors are chosen from the slate that obtains the majority of the votes (so-called Majority Slate), while the remaining standing and alternate auditors are chosen from other slates (so-called Minority Slates) proportionally (the quotients method). If more than one candidate obtains the same quotient, the candidate from the slate that has not yet elected a statutory auditor is elected or, subordinately, there is a tiebreaker vote by the Shareholders' Meeting.

If the composition of the resulting board or category of alternate auditors does not reflect the gender balance, taking into account the ranking order in the respective sections, the necessary number of the last candidates of the more represented gender elected from the Majority Slate shall forfeit their position to ensure compliance with this requirement, and shall be replaced by the first unelected candidates of the less represented gender on the same slate and the same section. In the absence of candidates of the less represented gender in the relevant section of the Majority Slate in sufficient number to proceed with the replacement, the Shareholders' Meeting shall appoint the standing or alternate auditors that are missing with the majorities required by law, ensuring that the requirement is met.

In the event that a statutory auditor chosen from the Majority Slate or one of the Minority Slates should cease to serve, the alternate auditors from the Majority Slate or the Minority Slates shall take his/her place, in order of age, respecting the requirements for the composition of the body. Appointments to fill vacancies on the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code shall be approved by the Shareholders' Meeting with the affirmative vote of the absolute majority of those voting and in compliance with the principle of the necessary representation of the minority shareholders, and of the requirements regarding gender balance. In the event that a Standing Auditor chosen from the Minority Slates should cease to serve, the principle of necessary representation of the minorities shall be deemed to have been respected if one of the alternate auditors chosen from the Minority Slates takes his/her place.

## 11.2 Composition and operation (pursuant to art. 123-bis, paragraph 2, letters d) and d-bis), Consolidated Law on Finance)

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The Shareholders' Meeting of April 23, 2024 appointed the current Board of Statutory Auditors, which will expire on the date of approval of the financial statements for the financial year 2026.

At that time two slates were presented within the terms and according to the procedure required by the applicable regulation

- by the relative majority shareholder Vivendi S.A.;
- by a group of fund managers and SICAVs: Amundi Asset Management SGR S.p.A. fund manager: Amundi Sviluppo Italia and Amundi Impegno Italia - B; Anima Sgr S.P.A. fund manager: Anima Italia, Anima Iniziativa Italia, Anima Alto Potenziale Italia; APG Asset Management N.V., fund manager of ABP DMEQ Adaptive Risk Management; Arca Fondi Sgr S.P.A. fund manager of Fondo Arca Azioni Italia; BancoPosta Fondi S.p.A. SGR fund manager of: Bancoposta Rinascimento, Bancoposta Equity All Country, Bancoposta Equity Developed Countries; Etica Sgr S.p.A. fund manager of: F.do Etica Rendita Bilanciata, F.do Etica Obbligazionario Misto, F.do Etica Bilanciato, F.do Etica Azionario, F.do Etica Impatto Clima, F.do Etica Obiettivo Sociale; Fideuram Asset Management Ireland fund manager of Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. fund manager of: Fideuram Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30, Piano Azioni Italia; Interfund Sicav - Interfund Equity Italy; Kairos Partners Sgr S.p.A. as Management Company of Kairos International Sicav - sub-funds: Made in Italy and European Long Short; Mediolanum Gestione Fondi SGR S.p.A. fund manager of: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity,,

Three Standing Auditors and two Alternate Auditors were drawn from the Vivendi slate, which obtained the highest number of votes (75.39% of the voting capital): Mara Vanzetta (Standing Auditor), Francesco Schiavone Panni (Standing

Auditor), Massimo Gambini (Standing Auditor), Massimiliano Di Maria (Alternate Auditor) and Carlotta Veneziani (Alternate Auditor). The remaining members were drawn from a slate submitted by a group of fund and SICAV managers (which received 17.63% of the votes): Francesco Fallacara (Chairman) Anna Doro (Standing Auditor), Paolo Prandi (Alternate Auditor) and Laura Fiordelisi (Alternate Auditor). The candidate indicated first among the standing auditors from the minority slate, Francesco Fallacara, was appointed Chairman of the control body in accordance with the law and the Bylaws.

Table 4 presents detailed information on the composition of the Board of Statutory Auditors. The curricula vitae of the Statutory Auditors are available on the website [www.gruppotim.it](http://www.gruppotim.it), About Us Section - Governance/Board of Statutory Auditors/Composition channel.

As far as the Board of Statutory Auditors is concerned, the composition in 2024 is 40% female and 60% male. The five standing auditors are three of one gender and two of the other, while the four alternate auditors are two of each gender. The Board of Statutory Auditors performs the activities assigned to it by Italian rules. In addition, in accordance with the provisions of the Corporate Governance Code, it monitors the effectiveness of the ICRMS and receives the information necessary for the performance of its duties. For detailed information on the activities performed, please refer to the report to the Shareholders' Meeting prepared pursuant to article 153 of the CLF.

The Statutory Auditors take part in meetings with the management, aimed at providing the members of the Board of Directors with knowledge of the business sector in which the company operates, of the company's safeguards and dynamics and of their evolution. Furthermore, It is company practice to facilitate participation in external training initiatives by the members of its collective bodies.

The Board of Statutory Auditors (whose members report any interests in relation to the matters under discussion) has access to the company information and functions and all its members can take part in the meetings of the Board Committees. The Company provides the control body with secretarial support for the organization of meetings and for keeping the books of meeting, the ability to request the control functions directly reporting to the Board of Directors to perform specific audits and access to external consultants chosen at the discretion of the body.

During 2024, there were 29 meetings of the Board of Statutory Auditors, 8 of which were held jointly with the Control and Risk Committee. Of these: 8 were held by the control body in office until the Shareholders' Meeting of April 23, 2024 and 21 by the new Board of Statutory Auditors.

The average duration of the meetings was two hours and seven minutes. The average attendance percentage was around 97%. In 2025 and up to the date of approval of the Report, 10 meetings were held, one of which was held jointly with the Control and Risk Committee and the Sustainability Committee, with an attendance rate of 90%.

TIM's Board of Statutory Auditors, assisted by the independent advisor Mercer Italia S.r.l., carried out its self-assessment for the 2024 financial year, the first year of its mandate, in accordance with the recommendations of the Corporate Governance Code and as set forth in the "Rules of Conduct for the Board of Statutory Auditors of Listed Companies".

The self-assessment process was conducted through the completion by the Statutory Auditors of an ad hoc questionnaire prepared by the advisor and, subsequently, through individual interviews, in order to delve into the various issues under analysis and to provide comments and assessments by each Statutory Auditor. The appointed advisor also interviewed the Head of Corporate Affairs, who acted as the Board's secretary, and the Director of Internal Audit, in order to gather useful indications for the Self-Assessment, as well as reviewing the minutes of the meetings of the Supervisory Board for the financial year 2024, from its inception to the end of the year.

The process was documented in a report that the advisor prepared and presented to the Board of Statutory Auditors at its meeting on February 25, 2025; the report contains the Board's positive self-assessment, with no specific 'deficiencies', either at individual level or in the functioning of the Board, on which to operate, as required by the aforementioned Rules of Conduct.

The Statutory Auditors positive assessment is both overall and in relation to each of the following areas of analysis: i) size and composition of the Board of Statutory Auditors; ii) functioning of the Board of Statutory Auditors; iii) work organization; iv) the role, responsibilities and remuneration of statutory auditors; v) compliance with the law and the bylaws / company procedures and codes / transactions with related parties / monitoring the independence of the Independent Auditors; vi) adequacy of the organizational structure and functioning of the internal control and risk management system; vii) supervision of the adequacy of the administrative and accounting system / compliance with the principles of proper administration / implementation of corporate governance rules; viii) supervision of Sustainability Reporting.

This self-assessment by the Board of Statutory Auditors was also reported at the Board of Directors' meeting of March 5, 2025.

With reference to the adequacy of the composition and professional skills, the Board of Statutory Auditors expressed a positive opinion, considering the composition of the control body balanced and diversified also in terms of professional skills and gender diversity, educational background and age.

With regard to the effectiveness of operation, the Board of Statutory Auditors gave a positive verdict.

The Company believes that, in addition to the legal requirements, the provisions of the Bylaws relating to the number of members of the Board of Statutory Auditors, as well as the method of appointment (five members, with room for the representation of a plurality of slates, which compete for the shareholders' preference), is a useful additional

safeguard for the independence and professional strength of the Board of Statutory Auditors.

### ***Diversity criteria and policies***

For the Company's diversity policies, please refer to the considerations made in paragraph 4.3.

No specific diversity policies have been adopted in relation to the composition of the control bodies, as this matter is entirely the responsibility of the shareholders, in the exercise of the rights of candidacy assigned to them by law and the Bylaws.

### ***Independence***

The verification by the Board of Statutory Auditors of the existence of the requisites of honourableness, professionalism and independence of its members, following their appointment at the Shareholders' Meeting of April 23, 2024, was carried out in the meeting of April 24, 2024 applying – among others – the criteria indicated in the Corporate Governance Code for assessing the independence of directors. As a result of the audits, the legal requirements of the newly appointed Statutory Auditors were confirmed, as well as compliance with the independence criteria for all current Statutory Auditors.

### ***Remuneration***

The Shareholders' Meeting, at the proposal of the shareholder Vivendi, set the emoluments of the Board of Statutory Auditors at 135,000 euros gross per annum for the Chairman, 95,000 euros gross per annum for each Statutory Auditor, and an additional 15,000 euros gross per annum for the Statutory Auditor appointed to the 231 Supervisory Body.

### ***Interest Management***

In accordance with the Corporate Governance Principles, the Statutory Auditors (like the other members of the corporate bodies) make their decisions with free judgement, in the interest of the issuer and of the generality of shareholders, promptly disclosing any extra-corporate interest they may have with respect to transactions submitted to their examination for resolution, proposal, investigation, consultation or control purposes.

If they have an interest, they shall declare:

- whether it is an interest on their own account, or on that of third parties (specifying the identity of the person, as well as the characteristics and origin of the relationship);
- the origin and nature (economic, regarding image or some other kind) of their interest;
- the terms of the interest, with particular regard to the terms of the relationship (and in particular, of the potential conflict) with the interest of the Company;
- the qualitative and quantitative extent of the interest,

providing for this purpose all appropriate descriptive elements to enable their colleagues, individually and collectively, to always be able to operate in an aware and informed way.

Currently, subject to compliance with the provisions on transactions with related parties, the matter of extra-corporate interests is regulated by the Corporate Governance Principles (cf. Section 2.2 therein).

With reference to the composition of TIM's Board of Statutory Auditors, it is composed of five Standing Auditors (one of whom is the Chairman), at least two of whom are of the less represented gender, and four Alternate Auditors, two of each gender. In particular, the Chairman of the Board of Statutory Auditors, Francesco Fallacara, and Standing Auditor Anna Doro, were appointed to represent the minority slate, while the other Standing Auditors – Massimo Gambini, Francesco Schiavone Panni and Mara Vanzetta – came from the majority slate. The Alternate Auditors are Massimiliano Di Maria, Laura Fiordelisi, Paolo Prandi and Carlotta Veneziani.

Gender diversity is ensured, in accordance with TIM's Bylaws and in line with current legislation, through the presence of members of the less represented gender (at least two) in relation to standing auditors as well as two members of each gender in relation to alternate auditors. All members of the Board of Statutory Auditors have diversified experience in the legal, accounting and financial fields, with particular reference to the banking, industrial and academic sectors, among others.

As far as sustainability expertise is concerned, please refer to the Sustainability Report, in which detailed information is provided on the steps taken to ensure that the control bodies have the necessary capabilities to monitor and manage the risks and opportunities related to ESG factors ('Governance' section of the Sustainability Report). In addition, the curricula vitae of the members of the Board of Statutory Auditors are available on the Company's website(<https://www.gruppotim.it/it/gruppo/governance/collegio-sindacale/composizione.html>), allowing an in-depth analysis of their professional experience and qualifications.

## 11.3 Role

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During the financial year 2024, the Board of Statutory Auditors played a key role in corporate governance, overseeing: a) compliance with the law and the Articles of Association; b) compliance with the principles of sound administration; c) the adequacy of the company's organizational structure for areas under its responsibility, the internal control system and the administrative-accounting system, as well as the reliability of the latter in correctly representing operations; c-bis) the procedures for the concrete implementation of the corporate governance rules laid down in the Code; d) the adequacy of the instructions imparted by the Company to its subsidiaries pursuant to Article 114, paragraph 2 of the Consolidated Law on Finance.

The main activities carried out by the Board of Statutory Auditors focused on several areas, including:

- supervision of financial and accounting reports for the period by verifying their compliance with the criteria governing their preparation;
- overseeing the Sustainability Report so that it contains information about the impact of the company's activities on the environment, people and governance, and how the risks and opportunities arising from sustainability issues affect the company's economic and financial performance;
- monitoring TIM's Internal Control and Risk Management System, paying particular attention to the monitoring and management of the various risks, compliance with internal and external regulations, and the adoption of appropriate governance and compliance policies. To this end, the Board of Statutory Auditors has, among other things, constantly interacted with the Board of Directors and the competent board committees, ensuring that corporate decisions were in line with corporate governance best practices and did not conflict with the interests of stakeholders and other interested parties;
- monitoring, to the extent of its competence, transactions with related parties, in order to ensure that such transactions are conducted in a transparent manner and in compliance with legal regulations, as well as to manage conflicts of interest and ultimately ensure that such transactions are conducted in compliance with applicable regulations;
- monitoring of compliance with regulatory provisions on transparency of information and market disclosure.

The Board of Statutory Auditors is required to draw up its report pursuant to Article 153 of the Consolidated Law on Finance, in which the control activities carried out during the financial year are detailed. In this report, the Board of Statutory Auditors highlighted the main aspects relating to management and provided an assessment of the correct application of the rules of corporate governance and risk management. This document will be submitted to the Shareholders' Meeting of TIM S.p.A., as required by law, and represents a fundamental information tool to ensure the transparency and accountability of the company towards all stakeholders. For further information on the role, the main activities carried out and the results of the audit, please refer in full to the report of the Board of Statutory Auditors available at [www.gruppotim.it/shareholders' meeting](http://www.gruppotim.it/shareholders' meeting).

*submit the above paragraphs to the attention of the Board of Statutory Auditors also with a view to auditing them in accordance with the report pursuant to Article 153 Consolidated Law on Finance*

## 12. RELATIONS WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS

### Access to information

In the Investor section of the institutional website(<https://www.gruppotim.it/it/investitori.html>), financial information for investors (also on bonds) and the contact details of the Investor Relations team are available.

The contact details of the Investor Relations office are:

TIM S.p.A. - ref. Investor Relations

Via Gaetano Negri, 1

20123 Milan

E-mail: [investor\\_relations@telecomitalia.it](mailto:investor_relations@telecomitalia.it)

TIM's Investor Relations Department is headed by Paolo Lesbo, who reports directly to Adrian Calaza, the Chief Financial Officer. The Department aims to communicate the Group's results, targets and strategies to the financial community, maintaining an open and constructive dialogue with equity and credit analysts, institutional investors(e.g. investment funds, including those with an ESG focus), retail investors, bondholders, and associations of small shareholders.

The financial communication programme in 2024 took place through the participation of the Top Management in virtual and physical events with investors and stakeholders of different nationalities (including Italy, France, Germany, Spain, Switzerland, UK, USA). Quarterly conference calls on financial results, roadshows with equity investors, ESG and credit investment funds, and multiple meetings with the financial community were organized. 2024 also saw in person, and sometimes virtual, participation in sectoral conferences, organized by Italian and international banks and brokers. Overall, there were around a thousand communication meetings aimed at maintaining and expanding the Italian and international investor base.

The Investor Relations function monitors and publishes in the appropriate section of the institutional website the recommendations and relative target prices for TIM ordinary and savings shares published by equity analysts (18 equity analysts active at the end of 2024), and on a quarterly basis, prior to the release of the results for the period, the relative consensus estimates on the Group's main operating and financial performance indicators.

2024	Event
January - February	Preliminary Financial Results Q4 2023 and related analyst conference call Industry and credit investor conferences in London Pre-shareholders' meeting engagement with investors
March - April	Financial Results Q4 2023 and Plan Update 2024-2026 Capital Market Day with financial community in Rome Roadshow with investors in Milan, London, Paris and virtually with US investors on Plan results and updates Virtual roadshows with investors Pre-shareholders' meeting engagement with investors Shareholders' Meeting
May - June	Financial results Q1 2024 Industry conferences in Milan, London and virtually Conference with credit investors in London Reverse roadshow with investors in Milan
July - August	Preliminary financial results Q2 2024 and related conference call with analysts, virtual meetings with investors
September - October	Conference in Milan and industry conference in London Virtual conference with ESG investors  Conferences with credit investors in Milan and London Virtual Reverse Roadshow with investors
November - December	Q3 2024 financial results and related conference call with analysts, virtual and London roadshow with investors Industry conference in Barcelona

The topics of greatest interest to the Financial Community included:



- the evolution of the domestic, mobile, fixed and wholesale competitive environment;
- the progress of the delaying plan presented by the Company on July 7, 2022, the approval by the Board of Directors of the binding offer received from KKR and the progress of the process until the closing on July 1, 2024;
- the strategy and progress on the objectives of the 2024-26 business plan presented at the Capital Market Day on March 7, 2024
- an update on the performance of the four different entities identified: NetCo, TIM Enterprise, TIM Consumer and TIM Brasil, with their development plans, market contexts and positioning;
- the TIM Group's economic and financial situation and the influence of multiple macroeconomic factors (in particular, the impact of rising energy costs, inflation, interest rates and exchange rates);
- refinancing and debt transfer operations to Optics Bidco;
- cash generation and working capital performance;
- cost reduction management and Group's investment performance;
- the growth in FTTx technology customers, convergent services and penetration of ICT services in the business segment;
- the development of TIM Brasil and its results;
- the process of divestment of the remaining minority shareholding in INWIT and of all the shares in Sparkle
- corporate governance issues;
- ESG issues, on which please refer to the Sustainability Reporting.

### *Dialogue with shareholders and other relevant stakeholders*

As anticipated, the Board of Directors, in its meeting of December 16, 2020, approved the Engagement Policy (available at <https://www.gruppotim.it/content/dam/gt/gruppo/governance/doc-governance/italiano/Engagement-Policy-TIM-ITA.pdf>), a document formalizing the subject of dialogue with shareholders in general, recommended in the Corporate Governance Code. The document contains an overall framework, which can be adapted to the specific case.

While, in principle, it is open to all its stakeholders on any subject (in line with the current governance choices), the Company reserves the right to make a discretionary assessment of the actual engagement, again in compliance with the various (external and internal) regulations applicable. This area is also subject to the guiding role and monitoring of the Board of Directors.

During 2024, following the publication of the results for the third quarter of 2024, the Investor Relations department organized a one-way engagement session at the request of representatives of the Assogestioni Managers' Committee, which was attended by members of the Board of Directors and the Board of Statutory Auditors.

In addition, during the first quarter of 2025, the Company held pre-engagement sessions with proxy advisors and major shareholders regarding guidance on any proposed resolutions to be submitted for approval at the 2025 Shareholders' Meeting. The sessions were led by the Chairman of the Board of Directors and the Chairman of the Nomination and Remuneration Committee, with the support of the Group's investor relations function.

For a description of the engagement activities carried out in the field of remuneration by the Nomination and Remuneration Committee, please refer to the report on the remuneration policy for the financial year 2025 and the remuneration paid in the financial year 2024 (available at [www.gruppotim.it/Shareholders' Meeting](http://www.gruppotim.it/Shareholders%20Meeting)).

The TIM Group adopts a structured approach to dialogue with shareholders and other stakeholders, based on systematic processes and targeted engagement tools. The information below is supplemented with details from the official TIM website:

1. Main stakeholders of the company:
  - The TIM Group identifies 8 main stakeholder categories:
    - TIM people (including trade unions).
    - Customers.
    - Suppliers.
    - Business Community (peers, industry associations, over the top).
    - Bodies and Institutions (public administrations, national/international institutions).
    - Financial community (shareholders and banks).
    - Civil society (consumer associations).
    - Media (opinion makers).
2. Stakeholder engagement:
  - engagement is designed for each stakeholder category and includes:
    - One-to-one meetings.
    - Collective sessions (one-to-many).
    - Surveys and focus groups.
    - Joint projects.



- Information sessions.
  - Dialogue is aimed at incorporating stakeholders' opinions and taking them into account when defining corporate strategies.
3. Organization and purpose of the dialogue:
- The engagement process is managed by the Corporate Communication & Sustainability department, supervised by the Sustainability Committee, a body of the Board of Directors.
  - The main aim is to maintain strong relationships with stakeholders, which are considered essential to ensure long-term value.
  - Through engagement, TIM gathers feedback and input that influences the strategic orientation and business model.
4. Method of integrating results:
- Stakeholder opinions gathered during the engagement process can influence various aspects of the strategy and business model.
  - These results are used to strengthen business decisions and ensure that they are aligned with stakeholder expectations, with a focus on sustainable value creation along the entire value chain.

This approach demonstrates TIM's commitment to transparent and inclusive management of stakeholder relations, strengthening sustainability and corporate responsibility.

The TIM Group manages its relationship with shareholders through a structured and transparent engagement policy, as outlined in its Engagement Policy, approved by the Board of Directors on December 16, 2020.

Fundamental Principles:

- Communication and Transparency: TIM recognizes the importance of clear and transparent communication with all stakeholders, particularly shareholders, in order to promote relations based on mutual trust.
- Continuous Dialogue: The policy encourages constant dialogue with shareholders, both institutional and retail, in order to understand their expectations and provide timely information on corporate strategies.

Engagement Tools:

- Periodic Meetings: Organization of shareholder meetings, roadshows and dedicated meetings to discuss company performance and future prospects.
- Official Communications: Dissemination of financial reports, press releases and updates through the official website and other institutional channels.
- Digital Channels: Use of online platforms to interact with shareholders and provide direct access to corporate information.

Objectives of the Dialogue:

- Strategic Alignment: Ensure that corporate strategies are in line with the expectations of shareholders and other stakeholders.
- Sustainable Value: Promote decisions that contribute to the creation of long-term value for shareholders, taking into account the interests of all stakeholders.
- Active Feedback: Gather input from shareholders to improve governance practices and corporate performance.

Through this policy, TIM is committed to maintaining solid and transparent relations with shareholders, recognizing their crucial role in supporting the company's growth and sustainable development.

It should also be noted that the Chairman of the Board shall be promptly, and in any case by the first useful meeting, informed of the developments and significant contents of any initiative undertaken by the Company that relates to the dialogue held with all stakeholders.

For any further information on this paragraph, please refer to the 'Strategy' section of the Sustainability Reporting.

## 13. SHAREHOLDERS' MEETINGS

Pursuant to law, the shareholders entitled to attend the Meeting and to vote are those for whom the reference intermediary sent the Company specific communication certifying such right at the record date (seventh working day prior to the meeting first call).

The Ordinary Shareholders' Meeting resolves on those matters established by law and authorizes the Company's transactions with related parties that qualify as major transactions and on which the responsible Committee has expressed an unfavorable opinion, where the Board of Directors intends to overrule such opinion. The Bylaws provide

that decisions on mergers into TIM or demergers in favor of Telecom Italia of companies of which TIM owns at least 90% of the share capital, the reduction of the share capital in the event of withdrawal of the shareholders, the revision of the Bylaws to conform with statutory provisions, the relocation of the Company's registered office within Italy, and the opening and closing of secondary offices are matters that are remitted to the competence of the Board of Directors. The Shareholders' Meeting of April 23, 2024 was held in the manner permitted by the rules contained in Decree Law No. 18 of March 17, 2020, as amended. Attendance at the Shareholders' Meeting was exclusively through the designated representative pursuant to Article 135-undecies of Legislative Decree no. 58 (CLF) of February 24, 1998, in the person of Studio Legale Trevisan & Associati of Milan and the Board of Directors, enabling shareholders to vote electronically (in addition to voting by post). Twelve Directors, out of a total of 15 in office, attended the Shareholders' Meeting in person and via video conference connection. Furthermore, it should be noted that all useful documentation was made available, in the time and manner required by law, in order to ensure that shareholders were adequately informed of the elements necessary for them to make informed decisions within the competence of the Shareholders' Meeting. The next Shareholders' Meeting is scheduled to take place on June 24, 2025. The manner in which the aforementioned Shareholders' Meeting is to be held will be announced in accordance with the law.

In TIM, the ordinary shareholders may also exercise their voting rights by post, and the Board has the power to permit electronic voting, specifying the arrangements for this in the call notice. In this regard, it is practice to activate a special platform that can be accessed through the Company website.

In order to ensure that the proceedings are conducted properly, since 2000 the Company has adopted a set of Rules for Shareholders' Meetings, which can be consulted at <https://www.gruppotim.it/it/gruppo/governance/strumenti-governance/regolamenti.html>.

During the financial year, the single largest shareholder remained Vivendi S.A., whose percentage of the voting capital is set out in Table 1 "Information on Share Ownership."

It is also noted that the Bylaws of TIM: (i) do not provide that attendance at the Shareholders' Meeting and the exercise of voting rights may be made exclusively through the representative designated pursuant to Article 135-undecies of the Consolidated Law on Finance, as provided for in Article 135-undecies.1 of the Consolidated Law on Finance in accordance with the amendments introduced by Law No. 21 of March 5, 2024; (ii) do not expressly exclude the appointment of the designated representative (pursuant to Article 135-undecies of the Consolidated Law on Finance), thus allowing shareholders to exercise their voting rights also through this method, in accordance with the applicable regulations.

## 14. FURTHER CORPORATE GOVERNANCE PRACTICES

There are no issues to report.

## 15. CHANGES SINCE THE END OF THE REFERENCE YEAR

On February 19, 2025, Cassa Depositi e Prestiti S.p.A. and Poste Italiane S.p.A. transmitted, pursuant to Article 120 of the Consolidated Finance Act and related implementing provisions, the communication concerning, respectively, (i) the sale and (ii) the acquisition of the equity interest in TIM of 1,503,750,000 ordinary shares, equal to 9.81% of TIM's share capital, in execution of the relevant sale and purchase agreement signed by both of them on February 15, 2025.

## 16. CONSIDERATIONS ON THE LETTER FROM THE CHAIRMAN FOR CORPORATE GOVERNANCE COMMITTEE

The letter from the Chairman of the Corporate Governance Committee was brought to the attention of all Directors and Statutory Auditors. The recommendations for 2025 relate to issues that are already the subject of attention, where appropriate, by the Board of Directors and the Board Committees.

## TABLE 1 - INFORMATION ON SHARE OWNERSHIP

### Share capital structure up to December 31, 2024

	No. shares	% of share capital	Listed (indicate markets) / unlisted	Rights and obligations
Ordinary shares	15,329,466,496	71.78%	Listed on Borsa Italiana S.p.A.	Voting rights at the Company Ordinary and Extraordinary Meetings
Savings shares	6,027,791,699	28.22%	Listed on Borsa Italiana S.p.A.	Right to vote in special shareholders' meetings; preferential capital rights envisaged in Article 6 of the Bylaws: Preference dividend 5%, in the amount of 0.55 euro per share, biennial carrying over of the right to a preference dividend, dividend 2% (0.55 euro per share) higher than the dividend on ordinary shares

### Other financial instruments (attributing the right to subscribe newly issued shares)

Listed (indicate markets)/non listed	Number of instruments in circulation	Category of shares available for conversion/subscription	Number of shares available for conversion/subscription
N.A.	N.A.	N.A.	N.A.

### Major holdings in share capital as at December 31, 2024

Declarant	Direct shareholder	Percentage of ownership	% of voting capital
Vivendi S.A.	Vivendi S.A.	23.75%	23.75%
Cassa Depositi e Prestiti S.p.A.	Cassa Depositi e Prestiti S.p.A.	9.81%	9.81% <sup>8</sup>

<sup>8</sup> On February 19, 2025, notice was received of the acquisition of this major shareholding by Poste Italiane S.p.A., which acquired it from Cassa Depositi e Prestiti S.p.A. (see Section 15 of this Report).

**TABLE 2 – STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR**

Board of Directors													
Position	Members	Year of Birth	Date of first appointment (*)	Serving since	Serving up to	Slate (presenters) (**)	Slate (M/m) (***)	Exec.	Non exec.	Indep. Code	Indep. CLF	No. other offices (****)	Participation (*****)
Chairman	Alberta Figari	1964	04/23/2024	04/23/2024	12/31/2026	BOD	M	=	X	X	X	=	11/11
Chief Executive Officer and General Manager •	Pietro Labriola	1967	01/21/2022	04/24/2024	12/31/2026	BOD	M	X	=	=	=	=	17/17
Director	Domitilla Benigni	1969	04/23/2024	03/23/2024	12/31/2026	BOD	M	=	X	X	X	2	11/11
Director	Paola Camagni	1970	03/31/2021	04/23/2024	12/31/2026	BOD	M	=	X	X	X	2	17/17
Director	Federico Ferro Luzzi	1968	03/31/2021	04/23/2024	12/31/2026	BOD	M	=	X	X	X	1	16/17
Director	Paola Giannotti De Ponti	1962	05/04/2018	04/23/2024	12/31/2026	SHAREHOLDERS	m	=	X	X	X	1	11/11
Director	Giovanni Gorno Tempini	1962	03/31/2021	04/23/2024	12/31/2026	BOD	M	=	X	=	=	5	16/17
Director	Umberto Paolucci	1944	04/23/2024	04/23/2024	12/31/2026	SHAREHOLDERS	m	=	X	X	X	=	11/11
Director	Stefano Siragusa	1977	04/23/2024	04/23/2024	12/31/2026	SHAREHOLDERS	m	=	X	=	X	=	11/11

-----DIRECTORS WHO RESIGNED DURING FINANCIAL YEAR 2024-----

Chairman	Salvatore Rossi	1949	10/21/2019	03/31/2021	12/31/2023	BOD	M	=	X	=	=	See Report of 2023	6/6
Director	Paolo Boccadelli	1971	03/31/2021	03/31/2021	12/31/2023	SHAREHOLDERS	m	=	X	X	X		6/6
Director	Paola Bonomo	1969	05/04/2018	03/31/2021	12/31/2023	BOD	M	=	X	X	X		6/6
Director	Maurizio Carli	1958	03/31/2021	03/31/2021	12/31/2023	SHAREHOLDERS	m	=	X	X	X		6/6
Director	Cristiana Falcone	1973	03/31/2021	03/31/2021	12/31/2023	BOD	M	=	X	X	X		5/6
Director	Giulio Gallazzi	1964	11/30/2022	11/30/2022	04/20/2023	N.A.	N.A.	=	X	X	X		6/6
Director	Marella Moretti	1965	05/04/2017	03/31/2021	12/31/2023	BOD	M	=	X	X	X		6/6
Director	Alessandro Pansa	1951	06/14/2023	06/14/2023	12/31/2023	N.A.	N.A.	=	X	=	=		6/6
Director	Ilaria Romagnoli	1967	03/31/2021	03/31/2021	12/31/2023	BOD	M	=	X	X	X		6/6
Director	Paola Sapienza	1965	03/31/2021	03/31/2021	12/31/2023	SHAREHOLDERS	m	=	X	X	X		6/6

Director	Massimo Sarmi	1948	12/15/2022	12/15/2022	04/20/2023	N.A.	N.A.	=	X	=	=		6/6
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Indicate the number of meetings held during the financial year: 17  
Specify the quorum required to submit slates by the minorities for the election of one or more members (for the purposes of art. 147-ter of the CLF): 0.5%

NOTES

The symbols given below must be included in the “Office” column:

- This symbol means the director in charge of the internal control and risk management system.

(\*) Date of first appointment of each director means the date on which the director was appointed for the first time (overall) to the BoD of the Issuer.

(\*\*) This column indicates whether the slate from which each director was drawn was submitted by shareholders (indicating “Shareholders”) or by the Board of Directors (indicating “Board of Directors”).

(\*\*\*) This column indicates whether the slate from which each director has been drawn is “majority” (indicating “M”) or “minority” (indicating “m”).

(\*\*\*\*) This column shows the number of directorships or statutory auditor appointments held by the person concerned in other slates or large companies. The appointments are set out in full in the Corporate Governance Report.

(\*\*\*\*\*) This column shows the attendance of the directors respectively at the Board of Directors meetings (the number of meetings attended is indicated with respect to the total number of meetings he/she could have attended; such as 6/8; 8/8, etc.).

## TABLE 3 - STRUCTURE OF BOARD COMMITTEES AT THE END OF THE FINANCIAL YEAR

BoD		Control and Risk Committee		Nomination and Remuneration Committee		Related Party Committee		Sustainability Committee	
Office/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the BoD	Alberta Figari							4/4	C
Chief Executive Officer and General Manager	Pietro Labriola							3/4	M
Non-executive director independent as per CLF and Code	Domitilla Benigni			10/10	M			3/4	M
Non-executive director independent as per CLF and Code	Paola Camagni	13/13	M	9/9	M (up to 04.23.24)	11/11	C	2/2	M (up to 04.23.24)
Non-executive director independent as per CLF and Code	Federico Ferro Luzzi	18/19	C			11/11	M	2/2	M (up to 04.23.24)
Non-executive director independent as per CLF and Code	Paola Giannotti De Ponti	13/13	M	10/10	C				
Non-Independent Director	Giovanni Gorno Tempini							4/4	M
Non-executive director independent as per CLF and Code	Umberto Paolucci			10/10	M	11/11	M		
Non-executive director independent as per CLF	Stefano Siragusa							4/4	M
No. meetings held during the reference financial year		19		19		14		6	

### NOTES

- (\*) This column shows the attendance of the directors at the Committee meetings (the number of meetings attended is indicated with respect to the total number of meetings he/she could have attended; such as 6/8; 8/8, etc.)  
(\*\*) This column shows the status of the Director within the Committee: “C”: chairman; “M”: member.



**DIRECTORS WHO RESIGNED DURING THE YEAR**

BoD		Control and Risk Committee		Nomination and Remuneration Committee		Related Party Committee		Sustainability Committee	
Office/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the BoD	Salvatore Rossi							2/2	C
Non-executive director independent as per CLF and Code	Paolo Boccardelli	6/6	M			3/3	C		
Non-executive director independent as per CLF and Code	Paola Bonomo	6/6	M	9/9	C				
Non-executive director independent as per CLF and Code	Maurizio Carli			9/9	M	3/3	M		
Non-executive director independent as per CLF and Code	Cristiana Falcone					2/3	M	1/2	M
Non-executive director independent as per CLF and Code	Marella Moretti	6/6	M			3/3	M		
Non-Independent Director	Ilaria Romagnoli	6/6	M			3/3	M		
Non-executive director independent as per CLF and Code	Paola Sapienza			9/9	M			2/2	M
<b>No. meetings held during the reference financial year up to 04.23.2024</b>		<b>6</b>		<b>9</b>		<b>3</b>		<b>2</b>	

## Offices held by the Directors

The offices held by the Directors are detailed below.

Domitilla Benigni	Director and General Manager of Elettronica S.p.A; Chairman and CEO of CY4GATE S.p.A., President of Women4Cyber Italy ETS.
Paola Camagni	Chairman of the Board of Statutory Auditors of AGI - Agenzia Giornalistica Italia S.p.A.; Independent Director (non-executive) and member of the UniCredit S.p.A. Management Control Committee; Independent director at FSI Sgr S.p.A..
Federico Ferro Luzzi	Independent Director of Garofalo HC S.p.A.; Independent Director Reply S.p.A., Standing Auditor of Power4Future S.p.A and of HMS IT S.p.A.
Paola Giannotti De Ponti	Director (non-executive) Piraeus Financial Holding (Greece).
Giovanni Gorno Tempini	Chairman of the Board of Directors of Cassa Depositi e Prestiti S.p.A., CDP Reti S.p.A., CDP Equity S.p.A. and F.I.L.A. Fabbrica Italiana Lapis e Affini S.p.A.; Director of Avio S.p.A.
Umberto Paolucci	Director at UPinvest S.r.l
Stefano Siragusa	Legal Representative of Rari Nantes S.r.l. Legal Representative of AIXCEEDS S.r.l. Legal Representative of LegAl.X S.r.l.

**TABLE 4 - STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE FINANCIAL YEAR**

Position	Members	Year of Birth	Date of first appointment *	Serving since	Serving until	Slate **	Independence as per Code	Attendance at Board meetings ***	Number of other offices ****
Chairman	Mr. Francesco Fallacara	1964	03/31/2021	03/31/2021	12/31/2026	m	X	29/29	8
Standing Auditor	Anna Doro	1965	04/24/2018	04/24/2018	12/31/2026	m	X	27/29	4
Standing Auditor	Massimo Gambini	1957	03/31/2021	03/31/2021	12/31/2026	M	X	28/29	1
Standing Auditor	Mara Vanzetta	1967	04/23/2024	04/23/2024	12/31/2026	M	X	20/21	4
Standing Auditor	Francesco Schiavone Panni	1954	04/24/2018	04/23/2024	12/31/2026	M	X	20/21	1
Alternate Auditor	Massimiliano Di Maria	1971	04/23/2024	04/23/2024	12/31/2026	M	X	=	=
Alternate Auditor	Carlotta Veneziani	1981	04/23/2024	04/23/2024	12/31/2026	M	X	=	=
Alternate Auditor	Paolo Prandi	1961	03/31/2021	04/23/2024	12/31/2026	m	X	=	=
Alternate Auditor	Laura Fiordelisi	1974	04/24/2018	04/23/2024	12/31/2026	m	X	=	=
<b>AUDITORS WHO RESIGNED DURING THE YEAR 2024</b>									
Standing Auditor	Angelo Rocco Bonisconi	1959	03/31/2021	03/31/2021	12/31/2023	M	X	8/8	2
Standing Auditor	Francesca Di Donato	1973	03/31/2021	03/31/2021	12/31/2023	M	X	7/8	14
Alternate Auditor	Franco Maurizio Lagro	1958	03/31/2021	03/31/2021	12/31/2023	M	X	=	=
Alternate Auditor	Ilaria Antonella Belluco	1983	03/31/2021	03/31/2021	12/31/2023	M	X	=	=

Indicate the number of meetings held during the financial year 2024: 29 (8 of which jointly with the Control and Risk Committee)

Specify the quorum required to submit slates by the minorities for the election of one or more members (for the purposes of art. 148-ter of the CLF): 0.5%

**NOTES**

(\*) Date of first appointment of each statutory auditor means the date on which the statutory auditor was appointed for the first time (overall) to the Board of Statutory Auditors of the Issuer.

(\*\*) This column indicates the slate from which each statutory auditor was chosen ("M": majority slate; "m": minority slate).

(\*\*\*) This column shows the attendance of the auditors at the Board of Statutory Auditors meetings (the number of meetings attended is indicated with respect to the total number of meetings he/she could have attended; such as 6/8; 8/8, etc.).

(\*\*\*\*) This column indicates the number of offices as director or statutory auditor held by the person concerned, considered significant pursuant to Article 148 bis of the CLF and the relative implementing provisions contained in the Consob Issuers' Regulation. The complete list of offices held is published by Consob on its website, pursuant to article 144-

quinquiesdecies of the Consob Issuer Regulations.

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