

## Press Release

# **SHAREHOLDERS' MEETING APPOINTS NEW BOARD OF DIRECTORS**

## **2024 FINANCIAL STATEMENTS APPROVED ALONG WITH A DIVIDEND OF € 0.5156 PER SHARE AND AN EXTRAORDINARY DIVIDEND OF € 0.2147 PER SHARE**

## **SHARE BUYBACK PLAN FOR A MAXIMUM OF € 400 MILLION**

Milan, 15 April 2025 – The ordinary Shareholders' Meeting of INWIT S.p.A. (Infrastrutture Wireless Italiane S.p.A.) met today in Milan, under the chairmanship of Oscar Cicchetti.

### **Financial statements and ordinary dividend distribution**

The INWIT Shareholders' Meeting approved the integrated financial statements for 2024 which closed with a net profit of 353.8 million euros.

The Shareholders' Meeting also resolved to distribute a dividend for the financial year 2024 of 0.5156 euros (gross of applicable legal withholdings) for each ordinary share outstanding as at the coupon date, except for the treasury shares in the portfolio.

The total dividend, which will be distributed on the basis of the ordinary shares outstanding on the coupon date, amounts to 480,482,489.16 euros.

The dividend will be paid from 21 May 2025, with a coupon date of 19 May 2025 (in accordance with the Borsa Italiana calendar) and a record date (i.e. the date of entitlement to payment of the dividend itself pursuant to art. 83-terdecies of the CLF) of 20 May 2025.

The 2024 Integrated Financial Statements are available on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/shareholders-meeting-april-15-2025/documentation/> section.

### **Extraordinary dividend**

The Shareholders' Meeting approved the proposal to pay an extraordinary dividend of 0.2147 euros per share in November 2025, totalling up to 200,076,785.15 euros, to be drawn from the Company's distributable reserves, on the understanding that, in the event of a change in the number of treasury shares held in the Company's portfolio on the coupon date, the dividend per share will remain the same, although the total amount distributed will be adjusted accordingly. The purpose of this extraordinary dividend is to offer shareholders an additional monetary benefit.

The dividend will be paid on 26 November 2025 (coupon date 24 November 2025 and record date 25 November 2025). The extraordinary dividend should be regarded entirely as such from a stock exchange perspective, as it is an exceptional and one-time distribution.

### **Report on the Remuneration Policy and Fees Paid**

Pursuant to art. 123-ter of the CLF, the Shareholders' Meeting of INWIT approved the first section of the Report on 2025 remuneration policy and 2024 fees paid, on the compensation of directors and key managers with strategic responsibilities, with reference to financial year 2025, and expressed its favourable opinion on the second section of the same Report, on compensation for 2024.

The Report on 2025 remuneration policy and 2024 fees paid is available on the Company's website at <https://www.inwit.it/en/governance/shareholders-meeting/shareholders-meeting-april-15-2025/documentation/>

### **Authorisation to purchase and dispose of treasury shares**

The Shareholders' Meeting authorised the purchase of treasury shares for up to 400 million euros, effective for a period of 18 months starting from today. This will be done in compliance with current European and national legislation, as well as market practices recognised by Consob. The INWIT Shareholders' Meeting also authorised their disposal without any time restrictions. The repurchased shares may be used for cancellation (without reducing share capital), allocation to long-term incentive plans (LTI), or any other uses allowed by law.

For further details, please refer to the press release issued on March 4, 2025.

### **Supplementation of the independent auditor's fees**

The Shareholders' Meeting, acting on the reasoned proposal of the Board of Statutory Auditors in accordance with Article 13(1) of Legislative Decree No. 39/2010, approved an adjustment to the fee for KPMG S.p.A. for its external audit engagement for the 2024 financial year. This integration reflects the additional work carried out for the limited audit of the interim financial statements as of 30 June 2024, due to the Company's expanded scope of operations, as well as for the activities required from 2024 to 2032, to ensure the consolidated financial statements comply with the European Single Electronic Format (ESEF) Regulation.

### **Appointment of the new Board of Directors**

In accordance with the Bylaws, 13 Directors were elected, and of them:

- 5 Directors were drawn from the qualified slate submitted by the shareholder Central Tower Holding Company B.V. – owner of 350,409,870 ordinary shares amounting to 37.60% of the share capital – which received 37.63% of the votes of the Company's capital with voting rights, equal to 41.15% of the capital represented at the Shareholders' Meeting:
1. Christian Hillabrant, born in Los Angeles (United States of America) on 9 October 1965
  2. Nicolas Mahler, born in Darmstadt (Germany) on 6 January 1978
  3. Paola Bonomo, born in Marostica (Italy) on 15 May 1969

4. Vania Petrella, born in Campobasso, (Italy), on 16 April 1971

5. Giulia Staderini, born in Rome (Italy) on 20 August 1964

- 5 Directors were drawn from the qualified slate submitted by the shareholder Daphne 3 S.p.A. – owner of 288,625,010 ordinary shares amounting to 30.97% of the share capital – which received 31.20% of the votes of the Company's capital with voting rights, equal to 34.12% of the capital represented at the Shareholders' Meeting:

1. Oscar Cicchetti, born in Pizzoli on 17 June 1951

2. Rosario Mazza, born in Lamezia Terme on 27 October 1983

3. Stefania Bariatti, born in Milan on 28 October 1956

4. Quentin Le Cloarec, born in Lorient (France) on 16 March 1991

5. Barbara Tadolini, born in Milan on 20 March 1960.

- 3 Directors appointed from the slate submitted by a group of asset management companies and institutional investors, together with Amber Capital UK LLP, acting as manager of the Privilege Amber Event Europe and Amber Capital Investment Management ICAV – Amber Event Driven Fund – which hold a total of 10,814,994 INWIT ordinary shares, representing 1.16054% of the share capital – which received 22.43% of the votes of the Company's capital with voting rights, equal to 24.53% of the capital represented at the Shareholders' Meeting:

1. Francesco Valsecchi, born in Rome on 9 July 1964

2. Carlo Bozzoli, born in Mirandola (MO) on 25 February 1962

3. Antonella Odero Ambriola, born in Otranto on 28 August 1961.

To comply with gender balance regulations Ferruccio Borsani last elected of the most represented gender in the most voted list submitted by the member CTHC B.V was replaced, by Giulia Staderini, first non-elected candidate of the least represented gender in the same list.

The Directors Paola Bonomo, Vania Petrella, Giulia Staderini, Stefania Bariatti, Francesco Valsecchi, Carlo Bozzoli, Antonella Odero Ambriola, have declared that they meet the independence requirements laid down in Article 148 of the Consolidated Law on Finance and the Corporate Governance Code. The Director Quentin Le Cloarec has declared that he meets only the independence requirements laid down in the Consolidated Law on Finance.

The Board of Directors will verify, during the first meeting called for 17 April 2025, whether the members of the Board of Directors meet the requirements of the regulations in force on the basis of the information provided by the interested parties and will inform the public of the results of this assessment. The CVs and declarations of the Directors (including those relating to the fulfilment of independence requirements) are available on INWIT's website at <https://www.inwit.it/en/governance/shareholders-meeting/shareholders-meeting-april-15-2025/documentation/>

The Directors have been authorised – also as a waiver to the limitations referred to in article 2390 of the Italian Civil Code, insofar as applicable – to maintain the offices that they stated they hold in the declarations issued when the slates were compiled.

The Shareholders' Meeting also resolved the following:

- to establish the duration of the term of office of the Board of Directors as 3 financial years, and therefore until approval of the financial statements as at 31 December 2027;
- to establish a maximum of 1,100,000 euros as the gross annual total remuneration of the Board of Directors pursuant to art. 2389, subsection 1 of the Italian Civil Code (which includes compensation for participation in internal committees), to be distributed among its members in accordance with the resolutions to be made by the Board itself.

### **Climate Transition Plan**

Finally, the Shareholders' Meeting expressed a favourable advisory vote on INWIT's Climate Transition Plan, which reinforces and enhances the Company's overall climate strategy.

The document provides an overview of the climate objectives set by the company and the initiatives launched to reach these in the target years. It also sets out a robust and credible decarbonisation plan, indicating practical action to fight climate change, with the goal of limiting global warming to 1.5°C, in line with the objectives of the Paris Agreement.

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Pursuant to and for the purposes of art. 154-bis, subsection 2, of the CLF, the Executive Responsible for preparing the corporate accounting documents, Rafael Giorgio Perrino, declares that the accounting information contained in this press release corresponds to the documentary records and accounting registers and entries.

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A summarised report on the voting and the minutes of the aforementioned Shareholders' Meeting will be made available within the terms required by the applicable laws and regulations.

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