

## PROXY FORM

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

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

- by e-mail to: [assemblea.tim@investor.morrowsodali.com](mailto:assemblea.tim@investor.morrowsodali.com);
- by certified electronic mail (PEC) to: [morrowsodali@legalmail.it](mailto:morrowsodali@legalmail.it);
- by post or by hand to the following address:

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

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

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

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

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### Delegating natural person

I, the undersigned

.....,  
*(name and surname of the person entitled to vote)*

born in ..... ON .....

resident in .....  
*(city and address)*

Tax Code....., Telephone number..... E-mail.....

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

*[alternatively]*

### Delegating legal entity or other entity

.....,  
*(company name of the legal entity or entity entitled to vote)*

with registered office in

.....  
*(city and address)*

Tax Code/VAT No....., telephone number..... E-mail.....

in the person of its pro-tempore legal representative or attorney entitled to do so

(Please attach the following documentation: photostatic copy of the delegating party's valid ID document and photostatic copy of the certificate issued by the Companies Register or of the special power of attorney or other deed, which show the powers of representation of the person signing the proxy in the name and on behalf of the legal person/other entity.)

holder of voting rights as at April 12, 2024 (record date) in the capacity as: .....  
(shareholder, pledgee, bearer, usufructuary, custodian, manager, legal representative or attorney with power to sub-delegate)

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Information to be completed at the discretion of the delegating party:

- Notice No. ....  
(notice reference number provided by the intermediary)
- identifying code, if any .....

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

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

HAVING ACKNOWLEDGED that - since - in accordance with the provisions of Article 106, paragraph 4, of Decree-Law No. 18/2020, converted into Law No. 27/2020 (the effectiveness of which was most recently extended by Decree-Law No. 215 of December 30, 2023, converted, with amendments, into Law No. 18 of February 23, 2024), the participation of those entitled to vote in the Shareholders' Meeting shall be allowed solely through the Studio Legale Trevisan & Associati, with offices in Milan, Viale Majno No. 45, 20122, as TIM's designated representative pursuant to Article 135-undecies of Legislative Decree 58 of 24 February 1998 (the "**Consolidated Finance Act**") (the "**Designated Representative**") - the Promoter, and on its behalf the Delegated Entity, will grant sub-proxies and provide voting instructions in accordance with this proxy form pursuant to Article 24-novies of the TUF to the Designated Representative.

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

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

## DELEGATES

**the Promoter, and on its behalf Morrow Sodali S.p.A. in its capacity as Delegated Entity** for the Solicitation and Collection of Proxies and delegated for the Expression of the Vote, with registered office in Rome, via XXIV Maggio No. 43, or, each of the following substitutes indicated by the Delegated Entity, in relation to whom, to the best of TIM's knowledge, none of the situations pursuant to Article 135-decies of the Consolidated Finance Act:

- Andrea Di Segni - born in Rome on 17/04/1966 - Tax code DSGNDR66D17H501N
- Fabio Bianconi - born in Urbino on 14/05/1980 - Tax code BNCFBA80E14L500I

- Renato Di Vizia - born in Capaccio (SA) on 26/08/1970 - Tax code DVZRNT70M26B644G
- Iolanda Casella - born in Salerno on 18/11/1982 - Tax code CSLND82S58H703T

to participate and vote in the Ordinary and Extraordinary Shareholders' Meeting of TIM ordinary shareholders indicated above as per the instructions indicated below with reference to no. .... Telecom Italia ordinary shares recorded in the securities account(s)..... with..... ABI..... CAB  
intermediary custodian

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

### RESOLUTIONS SUBJECT TO SOLICITATION (\*)

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

In particular, with reference to the third item on the agenda, concerning the Appointment of the Board of Directors, and the related third sub-item Appointment of Directors, the Promoter proposes to vote in favour of Slate No. 1 presented by the Issuer's Board of Directors. This is without prejudice to the delegating party's right to give voting instructions on the following additional slates of candidates filed in addition to Slate No. 1 presented by the Board of Directors, namely:

- Slate No. 2 submitted by Merlyn Partners SCSp;
- Slate No. 4 presented by Bluebell Capital Partners Limited.

The slate presented by ASATI – Associazione Azionisti Telecom Italia (previously Slate n. 3) has been withdrawn by pec communication to the Company on April 13, 2024.

The documentation relating to the Shareholders' Meeting, including the slates submitted for the appointment of the Board of Directors and the related document sets (including the candidates' CVs), is available to the public at the TIM headquarters in Milan, Via G. Negri 1, on the centralized storage mechanism for regulated information SDIR-NIS, managed by Computershare S.p.A., at the internet address [www.1info.it](http://www.1info.it) and on the Company's website at [www.gruppotim.it/assemblea](http://www.gruppotim.it/assemblea)

<b>Item 1. Financial Statements as at December 31, 2023 - Approval of the financial statement documents - Coverage of the loss for the year</b>  <b>Promoter's Proposal:</b> <ul style="list-style-type: none"> <li>• to approve the 2023 financial statements of TIM S.p.A.</li> <li>• to cover the loss for the year of TIM S.p.A. (amounting to € 995,364,447.83) <ul style="list-style-type: none"> <li>a) € 575,673,347.42 through full utilisation of the additional paid-in capital.</li> <li>b) € 419,691,100.41 through the utilisation of the legal reserve</li> </ul> </li> </ul>	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

<p>Item 2. Report on the remuneration policy and compensation paid</p> <p>2.1 Approval of the first section (2024 remuneration policy)</p> <p>Promoter's Proposal:</p> <p>to approve the first section of the report on the remuneration policy and remuneration paid by the Company.</p>	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

<p>Item 2. Report on the remuneration policy and compensation paid</p> <p>2.2. Non-binding vote on the second section (compensation paid in 2023)</p> <p>Promoter's Proposal:</p> <p>to resolve in favour of the second section of the report on the remuneration policy and compensation paid by the Company</p>	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

<p>Item 3. Appointment of the Board of Directors</p> <p>3.1. Determination of the number of members of the Board of Directors</p> <p>Promoter's Proposal</p> <p>Determine the number of members of the Company's Board of Directors at 9.</p>	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

<p>Item 3. Appointment of the Board of Directors</p> <p>3.2. Determination of the term of office of the Board of Directors</p> <p>Promoter's Proposal</p> <p>To set the term of office of the Company's Board of Directors at three financial years, until the Shareholders' Meeting called to approve the financial statements as at December 31, 2026.</p>	<input type="checkbox"/>	GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

<p>Item 3. Appointment of the Board of Directors</p> <p>3.3. Appointment of Directors</p> <p>Promoter's Proposal</p> <p><b>Vote for Slate No. 1 submitted by the Board of Directors (BoD),</b> which includes the following candidates:</p> <ol style="list-style-type: none"> <li>1. Alberta Figari*</li> <li>2. Pietro Labriola</li> <li>3. Giovanni Gorno Tempini</li> <li>4. Paola Camagni*</li> <li>5. Federico Ferro Luzzi*</li> <li>6. Domitilla Benigni*</li> <li>7. Jeffrey Hedberg*</li> <li>8. Paola Tagliavini*</li> <li>9. Maurizio Carli*</li> <li>10. Romina Guglielmetti*</li> <li>11. Leone Pattofatto*</li> <li>12. Antonella Lillo*</li> <li>13. Andrea Mascetti*</li> <li>14. Enrico Pazzali*</li> <li>15. Luca Rossi*</li> </ol> <p><i>*independent</i></p>	<input type="checkbox"/>	ISSUES THE PROXY TO VOTE FOR SLATE NO. 1 PRESENTED BY THE BOARD OF DIRECTORS
	<input type="checkbox"/>	ISSUES THE PROXY TO VOTE FOR SLATE NO. 2 PRESENTED BY MERLYN PARTNERS SCSp, which includes the following candidates: <ol style="list-style-type: none"> <li>1) Umberto Paolucci*</li> <li>2) Stefano Siragusa</li> <li>3) Ersilia Vaudo*</li> <li>4) Niccolò Ragnini Kothny*</li> <li>5) Ida Claudia Panetta*</li> <li>6) Ottavia Orlandoni*</li> <li>7) Boris Di Nemšić*</li> <li>8) Robert Hackl*</li> <li>9) Boulos H. B. Doany*</li> <li>10) Barbara Oldani*</li> </ol> <p><i>*independent</i></p>
	<input type="checkbox"/>	ISSUES THE PROXY TO VOTE FOR SLATE NO. 3 PRESENTED BY ASATI – ASSOCIAZIONE AZIONISTI TELECOM ITALIA, which includes the following candidates: <ol style="list-style-type: none"> <li>1) Franco Lombardi*</li> <li>2) Alberto Brandolese*</li> <li>3) Maurizio Matteo Decina*</li> <li>4) Francesca Dalla Vecchia*</li> </ol> <p><i>*independent</i></p>
	<input type="checkbox"/>	ISSUES THE PROXY TO VOTE FOR SLATE NO. 4 PRESENTED BY BLUEBELL CAPITAL PARTNERS LIMITED, which includes the following candidates: <ol style="list-style-type: none"> <li>1) Paola Giannotti De Ponti*</li> <li>2) Paolo Amato*</li> <li>3) Laurence Lafont*</li> <li>4) Monica Biagiotti*</li> <li>5) Paolo Venturoni*</li> <li>6) Eugenio D'Amico*</li> </ol> <p><i>*independent</i></p>
	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN FOR ALL SLATES
	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST ALL SLATES
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

Item 3. Appointment of the Board of Directors		GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
3.4 Determination of the remuneration of the Board of Directors	<input type="checkbox"/>	
Promoter's Proposal:	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
To set the total gross annual remuneration of the Board of Directors at € 1,300,000.	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

Item 5. Adoption of amendments to the 2022-2024 Stock Options Plan - Related and consequent resolutions		GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
Promoter's Proposal:	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
approve the amendments to the 2022-2024 Stock Option Plan, in the terms described in the Board of Directors' report and resulting from the information document prepared pursuant to the applicable regulations.	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

Item 6 (Extraordinary Part). Use of part of the legal reserve to cover the loss for the year - Waiver of the obligation to reinstate it pursuant to the rules on tax suspension restriction		GRANTS THE PROXY TO VOTE ON THE PROMOTER'S PROPOSAL
Promoter's Proposal:	<input type="checkbox"/>	GRANTS THE PROXY: ABSTAIN
to approve the reduction of the corresponding equity items on a final basis, excluding their subsequent replenishment, without prejudice to the provisions of Article 2430 of the Civil Code.	<input type="checkbox"/>	GRANTS THE PROXY: AGAINST
	<input type="checkbox"/>	DOES NOT GRANT THE PROXY

OTHER RESOLUTIONS (not subject to solicitation) (\*) for which the proposer does not make any solicitation, recommendation or indication.

<p>Item 4. Appointment of the Board of Statutory Auditors</p> <p>4.1. Appointment of Standing and Alternate Auditors</p>	<input type="checkbox"/>	<p>ISSUES THE PROXY TO VOTE FOR SLATE NO. 1 PRESENTED BY VIVENDI S.E., which includes the following candidates:</p> <p><i>Standing Auditors Section</i></p> <ol style="list-style-type: none"> <li>1) Mara Vanzetta</li> <li>2) Massimo Gambini</li> <li>3) Francesco Schiavone Panni</li> <li>4) Giulia De Martino</li> <li>5) Pietro Mastrapasqua</li> </ol> <p><i>Alternate Auditors Section</i></p> <ol style="list-style-type: none"> <li>1) Massimiliano Di Maria</li> <li>2) Carlotta Veneziani</li> <li>3) Barbara De Leo</li> <li>4) Nicola Gualandi</li> </ol>
	<input type="checkbox"/>	<p>ISSUES THE PROXY TO VOTE FOR SLATE NO. 2 PRESENTED BY A GROUP OF FUND AND SICAV MANAGERS, which includes the following candidates:</p> <p><i>Standing Auditors Section</i></p> <ol style="list-style-type: none"> <li>1) Mr. Francesco Fallacara</li> <li>2) Anna Doro</li> <li>3) Corrado Gatti</li> <li>4) Raffaella Annamaria Pagani</li> <li>5) Felice Persico</li> </ol> <p><i>Alternate Auditors Section</i></p> <ol style="list-style-type: none"> <li>1) Paolo Prandi</li> <li>2) Laura Fiordelisi</li> <li>3) Simone Montanari</li> <li>4) Donatella Vitanza</li> </ol>
	<input type="checkbox"/>	<p>GRANTS THE PROXY: <b>ABSTAIN FOR ALL SLATES</b></p>
	<input type="checkbox"/>	<p>GRANTS THE PROXY: <b>AGAINST ALL SLATES</b></p>
	<input type="checkbox"/>	<p><b>DOES NOT GRANT THE PROXY</b></p>

<p>Item 4. Appointment of the Board of Statutory Auditors</p> <p>4.2. Appointment of the Chairperson of the Board of Statutory Auditors</p>	<input type="checkbox"/>	<p>ISSUES THE PROXY TO VOTE FOR <b>VIVENDI S.E.'S PROPOSAL</b> to appoint the candidate indicated first in the section relating to the Effective Auditors of Slate no. 1 as Chairman of the Board of Statutory Auditors, provided the conditions are met</p>
	<input type="checkbox"/>	<p>ISSUES THE PROXY TO VOTE FOR <b>A GROUP OF FUND AND SICAV MANAGERS' PROPOSAL</b> to appoint the candidate indicated first in the section relating to the Effective Auditors of Slate no. 2 as Chairman of the Board of Statutory Auditors, provided the conditions are met</p>
	<input type="checkbox"/>	<p>GRANTS THE PROXY: <b>ABSTAIN</b></p>
	<input type="checkbox"/>	<p>GRANTS THE PROXY: <b>AGAINST</b></p>
	<input type="checkbox"/>	<p><b>DOES NOT GRANT THE PROXY</b></p>

<p>Item 4. Appointment of the Board of Statutory Auditors</p> <p>4.3. Determination of remuneration</p>	<input type="checkbox"/>	<p>ISSUES THE PROXY TO VOTE <b>ON VIVENDI SE'S PROPOSAL</b> to determine the remuneration of the President of the Board of Auditors as 135,000 euros gross per year, that of the standing auditors as 95,000 euros gross per year and the additional remuneration due to the standing auditor who will be called to be part of the Supervisory Body pursuant to Legislative Decree 231/2001 as 15,000 euros per year gross.</p>
	<input type="checkbox"/>	<p>GRANTS THE PROXY: <b>ABSTAIN</b></p>
	<input type="checkbox"/>	<p>GRANTS THE PROXY: <b>AGAINST</b></p>
	<input type="checkbox"/>	<p><b>DOES NOT GRANT THE PROXY</b></p>





The slates submitted for the appointment of the Board of Statutory Auditors and the related document sets (including the candidates' CVs) are available to the public at the TIM headquarters in Milan, Via G. Negri 1, on the centralized storage mechanism for regulated information SDIR-NIS, managed by Computershare S.p.A., at the internet address [www.1info.it](http://www.1info.it) and on the Company's website at [www.gruppotim.it/assemblea](http://www.gruppotim.it/assemblea)

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

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DATE.....

SIGNATURE.....

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