



SHAREHOLDERS MEETING OF ORDINARY SHARES OF JUNE 24²⁰²⁵

**2025-2027 PHANTOM SHARES PLAN
INFORMATION DOCUMENT**

(pursuant to art. 84 bis of Issuers Regulation no. 11971 of 14 May 1999)

INFORMATION DOCUMENT

Pursuant to art. 84 bis of the “Issuers Regulation” adopted by Resolution no. 11971 of 14 May 1999

*(The document was approved by the Board of Directors of May 23, 2025 and is available on the website of the Company
www.gruppotim.it/assemblea)*

English translation from the original Italian version

DEFINITIONS

The terms indicated below have the meanings attributed to them respectively:

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| Shares | The ordinary shares of TIM, with no par value, admitted to trading on the Euronext Milan market, a regulated market organised and managed by Borsa Italiana S.p.A. |
| Beneficiaries | The Group's employees, identified on the basis of their strategic role, that are not recipients of the 2022-2024 SOP Plan. |
| Bonus | The gross cash amount that will be paid to each Beneficiary in the event of the vesting of the Phantom Shares under the terms and conditions of this Plan. |
| Maximum Bonus | The maximum amount of the Bonus attributable to each Beneficiary, calculated as the difference between the Maximum Vesting Value and the Threshold Value, multiplied by the number of Phantom Shares accrued. |
| Claw-back | The Company's right to recover, in whole or in part, the shares assigned free of charge (minus those sold to meet the Beneficiary's tax obligations), or their Vesting Value , within 60 months from the date of the allocation of the shares, among other things, in the event of: (i) error in the reference data for the purposes of calculating the bonus; (ii) willful misconduct or gross negligence of the Beneficiary; (iii) budget restatement that has affected the disbursement, as better specified in the regulation. |
| Committee | The Nomination and Remuneration Committee established by TIM within the Board of Directors, with advisory and propositional functions on remuneration. |
| Board of Directors | the Board of Directors of the Company. |
| Subsidiaries | Each of the companies controlled by TIM from time to time, pursuant to art. 93 of the TUF with registered office in Italy. |
| Employees | Employees with a permanent effective employment contract with the Company or its Subsidiaries on the date of assignment. |

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| Information document | This information document, prepared in accordance with the requirements of Article 114-bis of the TUF. |
| Group | TIM and its subsidiaries. |
| Euronext Milan | The regulated market organised and managed by Borsa Italiana S.p.A. |
| Vesting Period | The period between the date of the Ordinary Shareholders' Meeting called to approve the Plan (24 June 2025) and 31 January 2027, during which the Phantom Shares mature under the terms and conditions of the Plan. |
| Calculation Period | The period from 1 February 2027 to 14 April 2027. |
| Phantom Shares | A unit representing one Share, which will be converted into a monetary Bonus under the terms and conditions set out in this Plan. |
| Plan | The "Phantom Shares Plan 2025-2027", governed by this Information Document. |
| Relationship | The employment relationship between each Beneficiary and TIM or its Subsidiaries. |
| Regulation | The implementing regulations of the Plan, which will be approved by the Board and which will govern the detailed terms and conditions of the Plan itself. |
| <i>Regolamento Emittenti</i> | The Regulation adopted by Consob with resolution no. 11971 of 14 May 1999. |
| Company or TIM | TIM S.p.A., with registered office in Milan, Via Gaetano Negri n. 1. |
| TUF | Legislative Decree no. 58 of 24 February 1998. |
| Vesting Value | The value attributed to each Phantom Shares once vesting has occurred, corresponding to the weighted average of the official listing price of the TIM Common Share on Euronext Milan in the Calculation Period (both inclusive), without prejudice to the limit of the Maximum Vesting Value. |
| Maximum Vesting Value | The maximum value in any case attributable to each Phantom Shares once vesting for the purposes of payment of the Bonus |

has occurred, equal to Euro 1.4225.

Threshold value

The initial value attributed to each Phantom Shares, equal to Euro 0.3465, which corresponds to the weighted average of the official listing price of the ordinary share and the savings share of TIM on Euronext Milan in the 30 days prior to the date of the convocation of the Council of 23 May 2025.

PREMISE

On 23 May 2025, the Board of Directors of TIM – on the basis of the preliminary investigation of the Nomination and Remuneration Committee – approved the proposal, for the Ordinary Shareholders' Meeting called on 24 June 2025, pursuant to Article 114-bis of the TUF, to approve the Incentive Plan called "Phantom Shares Plan 2025–2027", as governed by this Information Document.

The Plan is part of the Company's remuneration policy and aims to strengthen the alignment of *management* interests with those of shareholders, promoting the creation of sustainable value in the medium to long term.

It should be noted that the Plan is not to be considered of "*particular importance*" pursuant to Article 114-bis, paragraph 3 of the TUF and Article 84-bis, paragraph 2, of the *Regolamento Emittenti*, as it is aimed only at employees who are not managers with strategic responsibilities.

This Information Document is prepared pursuant to Article 84-bis of the *Regolamento Emittenti* and in accordance with Schedule no. 7 of Annex 3A of the same *Regolamento Emittenti*; it has been made available to the public at the Company's registered office and on TIM's website at www.gruppotim.it/assemblea , as well as on the authorised storage mechanism 1Info at the internet website www.1info.it, within the terms and in the manner provided for by applicable law.

Information not yet available at the time of approval of the proposal for the Ordinary Shareholders' Meeting will be disseminated in due time in the manner provided for by the applicable regulations.

1. RECIPIENTS

The Plan is reserved for members of the Group's management, as discretionally identified by the Board of Directors, following the approval of the Plan by the Ordinary Shareholders' Meeting of 24 June 2025, from among the Employees deemed worthy of incentives, *recognition* and *retention* based on management considerations.

The inclusion among the Beneficiaries will take into account the role held, the level of organisational responsibility and the expected contribution to the Group's strategic objectives, with a view to incentivising and retaining key resources, in compliance with the remuneration policy submitted for approval by the Ordinary Shareholders' Meeting of 24 June 2025.

1.1 Indication of the names of the recipients who are members of the board of directors or of the management board of the issuer of financial instruments, of the parent companies of the issuer and of the companies directly or indirectly controlled by the issuer

The Beneficiaries will be identified by the Board of Directors, also on the basis of the indication of the CEO, from among the Employees following the approval of the Plan by the Ordinary Shareholders' Meeting of 24 June 2025; the members of the Board of Directors of the Company and its Subsidiaries are not among the Beneficiaries of the Plan.

1.2 Categories of employees or collaborators of the issuer of financial instruments and of the parent companies or subsidiaries of that issuer

At the date of the Information Documents, the Plan is ideally aimed at approximately no. 85 employees of the Group, according to the decisions that will be taken by the Board of Directors, without prejudice to the fact that further additional Beneficiaries may be identified by the Board of Directors after the Ordinary Shareholders' Meeting of 24 June 2025. Reference is also made to what is indicated in paragraph 1 above.

1.3 Indication of the names of the persons benefiting from the Plan belonging to the following groups indicated in point 1.3, letters a), b) and c) of Annex 3A, Schedule 7 of the Issuers' Regulation

(a) Managing Directors of the issuer of financial instruments

Not applicable.

b) Other executives with strategic responsibilities of the Company that are not "smaller", pursuant to Article 3, paragraph 1, letter f) of the Related Parties Regulation, in the event that they received during the year total remuneration (obtained by adding monetary compensation and compensation based on financial instruments) higher than the highest total compensation among those attributed to the members of the Board of Directors, or the Management Board, and the Company's General Managers

Not applicable, as the Beneficiaries of the Plan do not include managers with strategic responsibilities.

c) Natural persons controlling the Company, who are employees or who collaborate in the Company

Not applicable.

1.4 Description and numerical indication of the beneficiaries, separate for the categories indicated in point 1.4, letters a), b), c) and d) of Annex 3A, Schedule 7 of the Issuers' Regulation

a) Managers with strategic responsibilities other than those indicated in letter b) of paragraph 1.3;

Not applicable, as the Beneficiaries of the Plan do not include managers with strategic responsibilities.

b) In the case of "smaller" companies pursuant to Article 3, paragraph 1, letter f) of the Related Parties Regulation, the indication by aggregate of all the managers with strategic responsibilities of the Company;

Not applicable.

c) Any other categories of employees or collaborators for whom differentiated characteristics of the Plan have been provided (e.g., managers, middle managers, white-collar workers, etc.);

Not applicable.

2. REASONS FOR THE ADOPTION OF THE PLAN

2.1 Objectives to be achieved through the attribution of the Plan

The Plan aims to reward and encourage the loyalty and retention in the Group of a selected pool of key resources, aligning the interests of management with the interests of TIM's shareholders, in terms of achieving the objective of increasing the value of the Share in the medium term.

The instrument used is represented by units called Phantom Shares, which give the Beneficiaries, once the Vesting Period and the subsequent Calculation Period have elapsed, the right to receive a monetary bonus equal to the difference between the Vesting Value and the Threshold Value, multiplied by the number of Phantom Shares accrued, without prejudice to the limit of the Maximum Vesting Value and that no Bonus will be paid if the Vesting Value is equal to or lower than the Threshold Value.

2.2 Variable keys, also in the form of performance indicators, considered for the awarding the Plan

Without prejudice to the provisions of paragraph 1 above with reference to the criteria for identifying the Beneficiaries, the accrual of the Phantom Shares and the consequent payment of the monetary Bonus are subject exclusively: (i) to the permanence of the Relationship on the date of conclusion of the Vesting Period (without prejudice to the provisions of Article 4.8 below in the case of the so-called *good leaver*), and (ii) the circumstance that the Vesting Value is higher than the Threshold Value.

Reference should also be made to par. 4.5 of this Information Document for further details.

2.3 Elements at the base of the determination of the amount of compensation based on financial

instruments, or the criteria for its determination

The number of Phantom Shares allocated to each of the Beneficiaries is determined by the Board of Directors, on the proposal of the Committee. The Beneficiaries are divided into specific incentive bands, based on criteria such as:

- the organizational position held;
- the expected contribution to the achievement of the Group's strategic objectives;
- the level of managerial responsibility and development potential.

As of the date of this Information Document, a total maximum of 29,978,750 Phantom Shares is expected to be allocated.

In particular, the *pay opportunity* is defined and differentiated according to the role and will correspond:

- Level I: n. 6.778.750 Phantom Shares;
- Level II: n. 400.000 Phantom Shares;
- Level III: n. 200.000 Phantom Shares.

The actual quantity of Phantom Shares allocated will be determined in any case by the Board of Directors, within the limits indicated above, also taking into account any terminations, entries or reallocations.

2.4 Reasons for any decision to award compensation plans based on financial instruments not issued by the Issuer

Not applicable.

2.5 Assessments of significant tax and accounting implications that have affected the definition of the Plan

In defining the characteristics of the Plan, no significant tax or accounting implications emerged that could substantially affect the structure of the Plan itself.

2.6 Possible support for the Plan by the Special Fund for the Incentive of Worker Participation in Enterprises, referred to in Article 4, paragraph 112, of Law No. 350 of 24 December 2003

Not applicable.

3. APPROVAL PROCESS AND TIMING OF THE ALLOCATION OF SHARES

3.1 Scope of powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the purpose of implementing the Plan

The Plan, as illustrated in this Information Document, will be submitted for approval to the Ordinary Shareholders' Meeting called on 24 June 2025, to which it will also be proposed to resolve to grant the

Board of Directors the power to implement it.

In particular, it will be proposed that the Board of Directors be granted all the powers necessary or appropriate for the implementation of the Plan, including, but not limited to:

- the approval and any subsequent amendment of the Regulations;
- the identification of the Beneficiaries and the determination of the *pay opportunity* within the limits of the provisions of the Information Document;
- the definition of the additional operational aspects and implementation methods of the Plan;
- the adoption of any other act, measure or fulfilment deemed necessary or appropriate to fully and correctly implement the Plan.

3.2 Indication of the persons in charge of the administration of the Plan and their function and competence

The Board of Directors is responsible for the implementation of the Plan. The Board of Directors avails itself of the preparatory, propositional and advisory support of the Committee and has the right to delegate the operational management of the Plan to the competent corporate functions.

The Board may also delegate powers to the Chief Executive Officer for certain aspects concerning the actual implementation of the Plan.

3.3 Any existing procedures for the revision of the Plan, also in relation to any changes to the basic objectives

In the event of extraordinary events concerning the Company or changes to the regulatory framework with effects on the Plan, the Board of Directors will have the right to make any amendments to the Plan Regulations, with the assent of the Committee and without the need for further involvement of the Ordinary Shareholders' Meeting, any amendments and additions aimed at keeping the substantial and economic contents of the Plan unchanged, within the limits permitted by the resolutions taken by the Ordinary Shareholders' Meeting and by the regulations applicable from time to time.

3.4 Description of the methods used to determine the availability and allocation of the financial instruments on which the Plan is based

Since this is a "Phantom" Shares Plan (i.e. one that provides for the payment of a monetary Bonus), there is no provision for the payment to the Beneficiaries of Shares, nor for the issuance or purchase of the same by the Company.

3.5 Role played by each director in determining the characteristics of the Plan; possible recurrence of situations of conflicts of interest

The Board of Directors, on the proposal of the Committee and with the support of the *company's*

management and the advisory Willis Tower Watson, approved the structure of the Plan, defining its main characteristics, and finally this Information Document. There are no conflicts of interest of TIM's directors, as they are not Beneficiaries of the Plan.

3.6 Date of the decision of the body competent to propose the approval of the Plan by the Shareholders' Meeting and of the Committee's proposal

The proposal for the adoption of the Plan by the Ordinary Shareholders' Meeting was: (i) approved, as far as it is concerned, by the Committee on 19 May 2025; (ii) approved by the Board of Directors on 23 May 2025. The adoption of the Plan will be submitted, pursuant to art. 114-bis of the TUF, to the approval of the Ordinary Shareholders' Meeting called on 24 June 2025.

3.7 Date of the decision taken by the competent body on the allocation of the instruments and of any proposal made to the aforementioned body by the Committee

The Plan is submitted for approval to the Ordinary Shareholders' Meeting called for 24 June 2025. Subsequently, in the event of approval of the Plan, the Board of Directors will meet to take the relevant decisions for the purposes of implementing the Plan itself, after preliminary investigation by the Committee in the light of the relevant Regulations and also on the proposal of the Chief Executive Officer regarding the identification of the Beneficiaries.

3.8 Market price of the Shares, recorded on the aforementioned dates

As of 19 May 2025, on which the Committee examined the Plan to be submitted to the Board of Directors for approval, the official stock market price of TIM Shares was equal to Euro 0,385.

As of 23 May 2025, on which the Board of Directors approved the Plan and resolved to submit it to the Shareholders' Meeting for approval, the official stock market price of TIM Shares was equal to Euro 0,384.

3.9 Terms and methods by which the Issuer takes into account, in identifying the timing of the allocation of the instruments in implementation of the Plan, the possible coincidence in time between: (i) such assignment or any decisions taken in this regard by the Nomination and Remuneration Committee; and (ii) the dissemination of any relevant information pursuant to art. of art. 17 of Regulation (EU) No 596/2014

Any coincidence in time between the disclosure of inside information (or the pendency of the "delay" in the dissemination of the same) and the initial assignment of the Phantom Shares would be irrelevant for the Beneficiaries, as they will accrue the right to payment of the monetary Bonus exclusively at the end of the Vesting Period, without prejudice to the payment of the Bonus at the end of the Calculation Period and on the basis of the Vesting Valuetag.

Moreover, the Calculation Period has already been defined and is the same for all Beneficiaries, so the

Company does not plan to prepare any particular safeguards in relation to the situations mentioned above.

4. CHARACTERISTICS OF THE INSTRUMENTS AWARDED

4.1 Description of the forms in which compensation plans based on financial instruments are structured

The Plan provides for the assignment to the Beneficiaries of Phantom Shares, the accrual of which determines, under the terms and conditions better described in paragraph 4.5 below, the Beneficiaries' entitlement of the payment of the monetary Bonus, within the limits of the Maximum Bonus.

4.2 Indication of the period of effective implementation of the Plan with reference also to any different cycles foreseen

The Plan provides for a single cycle of Phantom Shares, without prejudice to the possibility for the Board of Directors to assign Phantom Shares in one or more times during the Vesting Period.

4.3 Termination of the Plan

The Plan will end on 14 April 2027, the last date of the Calculation Period, and any attribution of the Bonus will take place after the period as determined by the Board of Directors.

4.4 Maximum number of financial instruments that can be allocated

The Plan provides for the assignment of a maximum of n. 29,978,750 Phantom Shares, upon vesting of which there is no payment to the Beneficiaries of Shares but only of a monetary Bonus.

4.5 Methods and clauses for the implementation of the Plan, specifying whether the actual allocation of the instruments is subject to the occurrence of conditions or to the achievement of certain results, including *performance*; descriptions of these conditions and results

Without prejudice to the discretionary identification of the Beneficiaries of the Phantom Shares as described in the previous paragraphs of the Information Document, the attribution of the Bonus to the Beneficiaries is not subject to the achievement of individual or corporate performance objectives, but to the joint occurrence of the following conditions:

- the permanence of the Relationship between the Company (or a Subsidiary) and the Beneficiary on the expiry date of the Vesting Period, except in the case of the so-called Vesting Period. *good leaver*;
- the circumstance that the Vesting Value is higher than the Threshold Value.

In the presence of these conditions, the Beneficiary will be entitled to receive a monetary Bonus determined according to the following formula:

$$\text{Bonus} = (\text{Vesting Value} - \text{Threshold Value}) \times \text{Number of Phantom Shares accrued}$$

It is understood that, for the purposes of calculating the Bonus to be paid to the Beneficiary, the Vesting Value may not in any case exceed Euro 1.4225 (i.e. the Maximum Accrual Value).

4.6 Indication of any availability constraints on the instruments allocated, with particular reference to the terms within the subsequent transfer to the same company or to third parties is allowed or prohibited

The Phantom Shares will be attributed to the Beneficiaries personally, and may not be transferred or subject to constraints or be the object of inter vivos disposition acts. As a result of the vesting of Phantom Shares, there is no payment to the Beneficiaries of Shares but only a monetary Bonus.

4.7 Description of any termination conditions in relation to the assignment of plans in the event that the beneficiaries carry out *hedging transactions* that make possible to neutralize any prohibitions on the sale of the financial instruments assigned

Not applicable.

4.8 Description of the effects of termination of employment or directorship

In the event of termination of the Relationship before Vesting (and therefore during the Vesting period), due to (i) retirement; (ii) consensual termination (with the exclusion in any case of voluntary resignation); (iii) placement outside the Group perimeter, for any reason, of the company with which the Beneficiary maintains his Relationship; (iv) total and permanent disability or death (with assignment in the latter case to the heirs), the Phantom Shares, in a reduced number in proportion to the entire four-month periods already elapsed from the date of assignment of the Phantom Shares until the interrupting event, will remain susceptible of Vesting (without acceleration of the Vesting period), as long as the interrupting event occurs after January 1 of the year following the assignment of the Phantom Shares.

It is understood that, in any other case of termination of the Relationship with TIM or the Subsidiaries, the Phantom Shares will lapse. In the event of a letter of disciplinary contestation being sent, and until the moment of receipt of the communication with which the relevant sanction is imposed (with possible application of the Claw-back) or until it is reported that no sanction will be imposed, the right to receive the Bonus will remain suspended..

In the event of transfer of the Relationship from the Company to another company of the Group, or vice versa, or in the event of termination of the Relationship and simultaneous establishment of a new Relationship within the Group, the Beneficiary will retain, *mutatis mutandis*, all rights conferred to him by reason of the Plan.

4.9 Indication of other possible causes for cancellation of the Plan

The Board of Directors is granted all the powers required to implement the Plan, making any amendments and/or additions necessary for the pursuit of the objectives that the Plan is intended to achieve, including in the event of changes in the applicable legislation or extraordinary situations not

provided for in the Regulations.

4.10 Reasons relating to the possible provision for a "redemption", by the Company, of the financial instruments covered by the Plan, provided for pursuant to Articles 2357 et seq. of the Italian Civil Code

Not applicable.

4.11 Any loans or other facilities that are intended to be granted for the purchase of shares pursuant to Article 2358 of the Civil Code

Not applicable.

4.12 Valuations of the expected expense for the Company at the date of its assignment, as determinable on the basis of terms and conditions already defined, for the total amount and in relation to each instrument of the Plan

As of the date of this Information Document, the actual expense for the Company cannot be determined, as it depends on variables that cannot yet be verified, including the quantity of Phantom Shares actually accrued and the occurrence of the conditions for the Beneficiaries to be entitled to the monetary bonus, including in particular – in addition to the permanence of the Relationship – the circumstance that the Vesting Value is higher than the Threshold Value (as well as the extent of the difference between the Accrual Value and the Threshold Value with reference to each Beneficiary).

4.13 An indication of any dilutive effects on the capital determined by the Plan

Not applicable.

4.14 Any limits provided for the exercise of voting rights and for the attribution of property rights

Not applicable.

4.15 In the event that the shares are not traded on regulated markets, any information useful for a complete assessment of the value attributable to them

Not applicable.

4.16 – 4.23 Not applicable as it is not a *stock* option

Not applicable.