GOVERNANCE

Insight

TIM Group

June 2025

INDEX

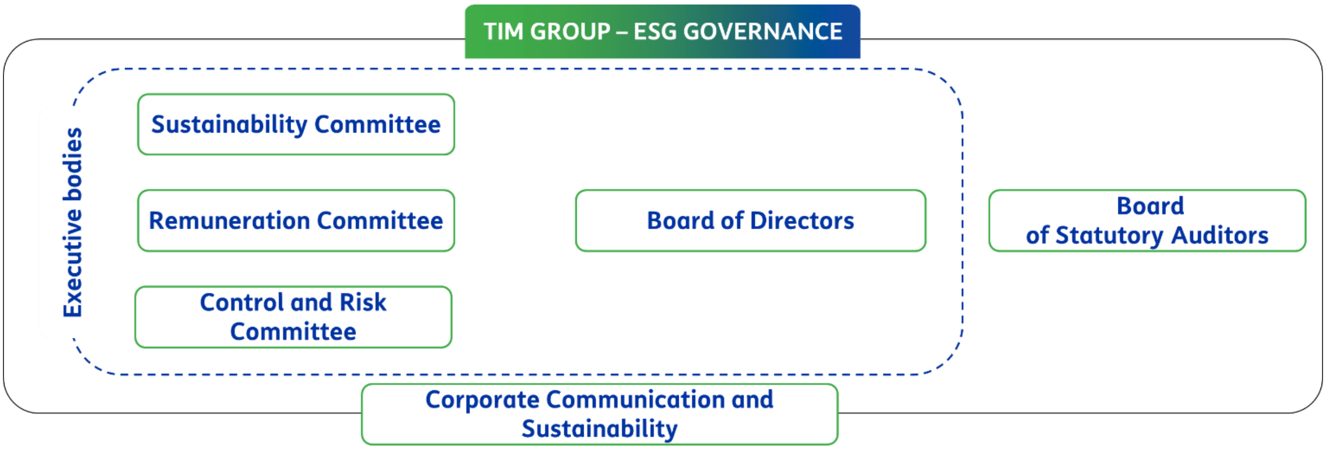
1. Effective Governance: Focus on Board Accountability

For FY 2024, the TIM Group has implemented procedures and practices aimed at strengthening the accountability of the Board of Directors and ensuring full alignment with shareholders' interests. TIM provides the following information:

- The average attendance rate at Board of Directors meetings was around 97% (the minimum attendance required by the Group for Board meetings is 75%);
- The Shareholders' Meeting approves amendments to the By-Laws and extraordinary transactions, such as capital increases, mergers, or demergers;
- The Company has 6 Board members with 4 or fewer additional positions. For further information, please refer to the "Board of Directors" section on the Group's website;
- The Board of Directors has adopted a succession planning procedure for top positions (Chairman and Chief Executive Officer), assigning the definition, updating, and monitoring of the succession plan to the Nomination and Remuneration Committee, which is supported by the company's Human Resources function, with the option to use external consultants. This is a recurring activity, subject to regular reporting by the Committee to the full Board;
- For FY 2024, as in every year since 2005, the Board of Directors and its Committees carried out a self-assessment ("Board Review") with reference to size, composition, and functioning;
- No limitations to directors' liability are provided for.

2. Governance in the ESG context

Below is a summary of the bodies that make up the sustainability governance system adopted by the TIM Group; further details on roles and responsibilities are provided below.



3. Management owernship

Key manager (executive commitee)[1]	FY 2024 individual index[2] (shares value / fixed compensation)
1	0,048
2	0,186
3	0,146
4	0,074
5	0,137
6	0,068
Total index average[3]	**0,110**

(1)Key managers (executive committee) holding TIM shares deposited in the company (7 people). For privacy issues, names are not given for individual key managers.

*(2) For each key manager, the index was calculated as follows: (share price as of December 31, 2024 * number of shares held by the key manager) / key manager's base salary.*

*(3)Average of the indices of individual key managers, calculated as follows: (share price on December 31, 2024 * number of shares held by key manager 1 /base salary of key manager 1) + (share price on December 31, 2024 * number of shares held by key manager 2 / base salary of key manager 2) + (share price on December 31, 2024 * number of shares held by key manager 3 / base salary of key manager 3) + (share price on December 31, 2024 * number of shares held by key manager 4 / base salary of key manager 4) + (share price on December 31, 2024 * number of shares held by key manager 5 / base salary of key manager 5) + (share price on December 31, 2024 * number of shares held by key manager 6 / base salary of key manager 6) / 6.*