



REGULATIONS OF TIM S.p.A. BOARD OF DIRECTORS

UPDATED AS OF DECEMBER 14, 2023

Article 1 – General

1.1 - The internal operative procedures of the Board of Directors are governed by the Bylaws and Corporate Governance Principles of the Company, and by these Regulations.

Article 2 – Meetings

2.1 - The Chairman shall call the Board of Directors to meet at the Company's registered office or secondary office, on the dates indicated in the annual calendar of meetings or at his/her own initiative, and whenever he/she receives a written request to do so from at least two Directors or from the Statutory Auditors. The meeting shall be deemed conventionally constituted in the place indicated in the call notice (which may also indicate that the meeting be fully carried out through audio/video-conferencing), regardless of the place and means of participation of the Chairman, Secretary and Directors.

2.2 – To call meetings, and for their organisation, execution and documentation, the Chair and the Board of Directors shall avail themselves of the assistance of the Secretary of the Board, appointed according to the Corporate Governance Principles of the Company, as well as of the company departments coordinated by the latter.

2.3 - To ensure that the body operates properly and to coordinate respective activities, the Chairman shall liaise in the appropriate ways with the Chief Executive Officer, the Lead Independent Director (if appointed), the Chairs of the Committees and of the Chairman of the Board of Statutory Auditors. In this context, it is the Chairman's responsibility to keep an appropriate communication channel open and active with: (i) the chairmen of the Committees, in relation to the activities of the respective bodies: (ii) the individual non-executive directors, to maximise their involvement in company life.

2.4 - Without prejudice to the provisions below regarding flows of information, the Chairman shall make provision prior to each meeting for adequate information to be supplied on the topics to be considered. The supporting information shall be made available, as a rule, on the same day the meeting is called, and in any case with the advance notice allowed by circumstances. The information released is supplemented (and replaced, where deemed appropriate) with the illustration provided during the board meeting or in specific preparatory and explanatory meetings.

2.5 - The Chairman, on his or her own initiative or at the request of individual Directors, may invite Group managers to attend meetings, as well as – on an exceptional basis for specific reasons – other persons outside the Company.

2.6 - Participation in board meetings is an obligation that Directors assume upon their acceptance of office. Assessment of any impediments to their participation is a matter for individual Directors.

2.7 - Board meetings are normally held on company premises. In the case of audio/video connections with third party premises, the correct operation of the equipment, and the management of the confidentiality aspects of the communications are the responsibility of the remote participants.

2.8 - The order in which the items on the agenda are dealt with is determined by the Chair. The Board of Directors give priority to consideration of the issues deemed most important and shall, in any case, dedicate to the individual topics the time needed for a thorough discussion, to ensure that conscious and informed decisions are taken.

2.9 - The language in which meetings are conducted may be Italian or English, indifferently, with simultaneous translation service. The Company undertakes to make English translations of materials written in Italian available to those Directors who do not speak Italian, within the limits of practicality and with the maximum speed possible.

2.10 - Each Director shall participate in board decision-making with full knowledge of the facts, independent judgement, and the diligence required by the nature of their office and respective specific skills. It is the Directors' duty and responsibility to request information, where the information received is deemed insufficient or unsuitable, indicating the need therefor prior to the meeting through a flow of information in advance.

2.11 - Without prejudice to the provisions of Articles 2.12, 2.13, 2.14, 2.15 and 2.16, even notwithstanding the provisions of Article 2.2 of the Company's Corporate Governance Principles, a Director declaring to have an interest, on their own behalf or on behalf of third parties, conflicting with the interest of the Company in relation to certain acts, transactions and/or facts, shall abstain from participating to the discussion and vote on the resolutions regarding such acts, transactions or facts.

The Board of Directors, with the abstention of the Director concerned, may resolve that, in the interest of the Company, such Director may participate in the discussion, without prejudice to the obligation to abstain from voting.

In the case of transactions with related parties, the provisions of the relevant regulations also apply.

2.12 If the communication to a Director (the “**Person Concerned**”) of information in any form relating to actions, transactions and/or facts concerning the Company or other Group companies (the “**Important Matters**”) or the participation of a Person Concerned in meetings of the Board of Directors and/or any of the Board Committees on the Important Matters could represent a source of the Company's involvement and/or responsibility in relation to violations of mandatory legislation (such as, by way of example, antitrust and/or public contract legislation) (the “**Mandatory Legislation**”) the Person Concerned must, in the Company's interest, be excluded from access to documents and sensitive information, as specified below, relating to the Important Matter, as well as from participation in meetings of the body he/she belongs to limited to the items on the agenda relating to the discussion of the Important Matter.

The exclusion shall be implemented to the extent and for the time strictly necessary to avoid the risks referred to in the preceding paragraph, in accordance with a criterion of proportionality and balancing of the various interests, taking into account in particular the relevance and sensitivity of the information in question with respect to the Mandatory Legislation and, at the same time, the management duties and the duty to act in an informed manner referred to in Articles 2380-bis, first paragraph, and 2381, sixth paragraph, of the Italian Civil Code.

In this perspective, the exclusion is limited to specific types of information, the accuracy, certainty and confidentiality of which is such as to entail the risks referred to in the first paragraph (such as, for example, detailed and disaggregated information relating to operational and/or financial development plans, or relating to economic, technical, operational and contractual conditions, or detailed information relating to intellectual and industrial property rights, know-how and patents).

2.13 – The exclusion referred to in article 2.12 above is implemented:

- (i) at the request of the Person Concerned made by the same to the Secretary of the Board of Directors who, having assessed the circumstances reported by the Person Concerned, communicates them, as applicable, to the Chairman of the Board of Directors or the relevant Committee, or – should the Person Concerned be the Chairman – to the most senior Director, if the Important Matter is subject to discussion at a meeting, respectively, of the Board of Directors or of a Committee (the body that

receives such communication is herein also referred to as the “**Procedure Manager**”),
or

- (ii) on the basis of the decision of the Procedure Manager, having obtained the opinion of the Secretary of the Board of Directors and, if deemed necessary, of an external legal consultant.

The exclusion shall be promptly communicated to the Secretary of the Board of Directors so that the latter oversees its execution and promptly informs the Directors and the Statutory Auditors as well as, where this is not incompatible with the requirements underlying the exclusion, Person Concerned. Where there are reasons for immediately notifying the Person Concerned of the exclusion, it is the Procedure Manager's responsibility to ensure that this figure is informed in accordance with the procedures and timing compatible with the requirements underlying the exclusion.

In the case of meetings that have been called urgently, the exclusion will be ordered by the Procedure Manager, after consultation with the Secretary of the Board of Directors.

Without prejudice to, and on the basis of, the limit of proportionality, the Procedure Manager may adopt the following measures against the Person Concerned:

- a) exclusion from the pre-board meeting information referring to items on the agenda relating to the Important Matters;
- b) transmission of a copy of the call notice duly omitting the part concerning items on the agenda relating to the Important Matters;
- c) exclusion from participation in board meetings concerning the discussion and voting on the items on the agenda relating to the Important Matters;
- d) transmission of the minutes duly omitting the part concerning the discussion of items on the agenda relating to the Important Matters.

If an Important Matter is discussed at a meeting of the Board of Directors, even for the sole purpose of providing information or discussing it without it being included on the agenda for the meeting, the Person Concerned, at the suggestion of the Chairman, shall be invited to leave the meeting until the discussion is over.

2.14 – In order to identify the situations, set out in article 2.12 above, the assessment is carried out in advance:

- (i) making reference to (a) the statements previously made by (and the known circumstances relating to) Directors and/or (b) where applicable, the List of Related Parties as referred to in article 3 of the “Procedure for the execution of related party transactions”; or
- (ii) on the basis of a specific statement made by the Person Concerned within and no later than 48 hours – or at least 6 hours before the meeting if it has been called urgently – from receipt of the call notice of the meeting pertaining to an Important Matter.

2.15 - The provisions of Articles 2.12, 2.13 and 2.14 shall apply, *mutatis mutandis*, when a Director is a counterparty in a transaction involving the Company, or other Group companies, falling within the definition of a transaction having a significant impact on the business of the Company and the Group, as per Article 4.2 of the TIM Corporate Governance Principles, or the effectiveness of which is in any case subject to approval by the Board of Directors (the “**Transaction**”): (a) personally; or (b) if the counterparty to the Transaction is a legal person, as a subject having legal representation, or the power and responsibility, directly or indirectly, to plan, direct and control the activities or the legal representation, including the directors, even the non-executive ones, (i) of such legal person or (ii) of a significant shareholder of the latter (understood as the subject who directly or indirectly - through subsidiaries, trustee companies or nominees - controls it or is able to exercise a significant influence over it or are party, directly or indirectly, to a shareholders’ agreement through which one or more subjects can exercise control or a significant influence

over it) (the "**Director Concerned**" and, in relation to the legal person, the "**Company Concerned**"). The above provisions will be applied with reference only to confidential information likely to affect the negotiation (such as information relating to valuation of the assets involved in the Transaction or relating to alternative offers) and at least until final approval of the Transaction with a binding deed, meaning a final deed of negotiation between the Company and the Director Concerned or the Company Concerned, the effectiveness of which is subject to approval by the Board of Directors. In addition to the provisions set out above, the situation described herein shall also be regulated, where applicable, by the provisions of the "Procedure for the execution of related party transactions".

2.16. The provisions of Article 2.15, including the relevant definitions, also apply to the case where the Transaction:

- a) has a competitor as a counterparty:
 - 1) of the Interested Director or the Interested Company;
 - 2) of a company of which the Interested Company is a significant shareholder;
- b) it relates to assets relating to activities in which the Company is in competition with one of the persons referred to in (a)(1) and (2).

2.17 - The proposal for board resolutions is normally put forward by the Chairman. The decisions are taken collectively. Any disagreement expressed during the discussion or vote shall be duly recorded in the minutes, indicating any reasons given; any individual or collective right of the Directors opposing the disclosure of their position is precluded unless provided for by the applicable regulations.

Article 3- Minute-taking

3.1 - The discussion and resolutions of the Board of Directors are documented in minutes drawn up in Italian signed by the Chair and the person acting as Secretary for the meeting in question (by a Notary in those cases prescribed by the applicable legislation).

3.2 - As a general rule, a preliminary draft of the minutes is released as soon as it becomes available, with an invitation to report any observations in time for a final draft to be drawn up, which is submitted to the Board for approval at the next meeting.

3.3 - Audio recording of the meetings is permitted for the purpose of minute-taking, and the recording (and relative transcription) shall be destroyed after the document has been approved.

Article 4 - Information

4.1 - Without prejudice to the provisions of Articles 2.11, 2.12, 2.13, 2.14, 2.15 and 2.16 above, non-executive Directors receive an adequate flow of information coordinated by the Chairman and based on the proper performance of the administrative body's responsibilities.

4.2 - Said flow of information regards – in addition to the specific topics examined by the Board of Directors and the follow-up on the determinations made collectively – the general performance of the company and its projected development; the activity undertaken, directly or through subsidiary companies, especially with regard to transactions with a major impact on revenues, finances and assets or which are particularly sensitive; on a preliminary basis, the appointment of managers reporting directly to the Chief Executive Officer and the appointment of the Chief Executive Officers of the most important subsidiaries; any further activity, transaction or event that the Chairman or the Chief Executive Officer deem advisable to bring to the attention of the Directors.

4.3 - The flow of information is ensured, as a rule, on the occasion of meetings of the full Board of Directors and/or of its committees, which report on it at the next meeting of the board. The Chair shall consider the advisability of proceeding, in the meantime, with the transmission of further documentation, or with the organisation of meetings, which may be informal and prior to board meetings, with individual Directors, executives and consultants to complete the information overview and the preparation of the meetings of the collegial body.

4.4 - Non-executive Directors shall receive the information published by TIM under the regulations on corporate communications (such as press releases and disclosure documents) and public solicitations (prospectuses, however described), internal organisation regulations up to the second reporting tier, periodical reports and internal publications on topics of interest, as well as the main correspondence between the Company and CONSOB and/or other public authorities.

4.5 - The Directors carry out their role in meetings of the Board of Directors as a whole, or in the ambit of the committees that the Board of Directors organises. Any requests for data, documents and information formulated outside of board meetings shall be addressed to the Chairman of the Board of Directors, who shall ensure that they are dealt with in the most suitable way and that the preparatory and informative processes function properly.

4.6 - The transmission of documentary material shall be coordinated by the Secretary of the Board of Directors after consultation with the executive responsible for the preparation of the Company's accounting documents on those matters within his or her remit. Documentation not already publicly available shall, as a rule, be classified as "confidential" and its disclosure to third parties shall be prohibited.

Article 5 – Confidentiality

5.1 - The Directors are subject to a confidentiality obligation regarding the documents and information they acquire in the execution of their functions, and they are forbidden to make use thereof for purposes other than the pursuit of company activities. The Directors and Statutory Auditors are individually responsible for ensuring the above are processed correctly and that their confidentiality is maintained, adopting every appropriate measure to ensure compliance with the applicable regulations; this responsibility also extends to the organisation they use.

5.2 - Access to internal information – particularly when it qualifies as inside information – shall be subject to specific obligations and prohibitions, established by law. Knowledge and application of relevant regulations is the responsibility of the respective addressees.

5.3 - The Company's external relations and reports are reserved for the Chief Executive Officer under the delegations received and for the Chairman. The remaining Directors are explicitly prohibited from commenting externally – including to the press – on the activities and decisions of the corporate bodies.

5.4 - It is the responsibility of the Secretary of the Board of Directors to identify the working arrangements most suitable to reconcile the needs for accessibility, confidentiality and integrity when information is being disseminated to the company bodies. This usually takes place through computerised means, except for in the event of specific requests or needs referred to the prudent assessment of the Secretary of the Board of Directors.

Article 6 - Final provisions

6.1 – The Board of Directors shall periodically check the adequacy of these Regulations, the updating of which is subject to the opinion of the Control and Risk Committee.