

Ordinary Shareholders' Meeting

Single session on April 20th, 2017 at 11:00 a.m.

Directors' Report on the agenda

Directors' Report on item 6 of the agenda: *“Authorization to the Board of Directors for the purchase and sale of treasury shares; pertinent resolutions.”*

Dear Shareholders,

We remind you that the authorization given by the Board of Directors of your company (hereinafter the “**Company**”) to purchase treasury shares will expire upon the approval of the financial statements as of December 31, 2016.

The Board of Directors considers to submit for your close examination a proposal to renew the authorization for the purchase and sale of treasury shares, with the related terms, justification and means set out hereunder, in compliance with the provisions of Article 132 of Legislative Decree no. 58 of February 24, 1998, and Articles 73, 144-bis and Exhibit 3A, Schedule no. 4 of the CONSOB Resolution no. 11971 of May 14, 1999 as subsequently amended (hereinafter “**Issuer Regulations**”), and of the Regulation (EU) no. 596/2014, as subsequently amended (the “**MAR**”) and of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016.

As of today, the Company's share capital subscribed and paid is equal to Euro 2,826,237.70, subdivided into 28,262,377 ordinary shares, with a face value of Euro 0.10 each.

As of March 22nd, 2017, the Company holds 715,724 treasury shares, equal to 2.53% of the share capital, inclusive of 6,000 treasury shares lent to Mediobanca Banca di Credito Finanziario S.p.A. for exercising the activity of specialist pursuant to Article 2.2.3, Paragraph 4 of the Regulations applicable to the markets organized and operated by Borsa Italiana and the instructions in relation to the Regulations. The subsidiary companies do not hold shares of the Company. Specific instructions will be given to the subsidiary companies so that they promptly report any purchase of shares done in accordance with Article 2359-*bis* of the Italian Civil Code.

The proposal submitted to the Shareholder's Meeting concerning the approval of a new authorization to purchase treasury shares, with the same procedures and for the same purposes provides for the applicable laws and market practices prevailing pro tempore. In particular, the Board intends to pursue the objectives set out below, including by operating, should the opportunities arise, in accordance with the accepted market practices, and in any case, in compliance with the applicable laws:

- i) To carry out stabilization of the share performance, in the cases provided by applicable laws, and support to liquidity;

- ii) To set up a so-called "share store" so that the Company may hold and make available the shares for possible use as payment for extraordinary transactions, including the exchanging of equity investments, with other bodies in the context of operations in the interest of the Company;
- iii) Comply with the obligations arising (where approved) from share option plans or other shares' assignments to employees or members of the administrative and control bodies of EI Towers S.p.A. or of the Company's subsidiaries.

The Board of Directors accordingly proposes that the shareholders' meeting authorize the purchase of ordinary shares, in one or more *tranches*, up to the maximum number allowed by law, taking account of the treasury shares held directly and any that might be held by subsidiaries.

The aforementioned purchases may be effected, under Article 2357, Paragraph 1 of the Italian Civil Code, within the limits of the earnings available for distribution and the available reserves as shown by the most recent regularly approved financial statements, with the consequent constitution, in accordance with Article 2357-ter, Paragraph 3 of the Italian Civil Code, of a restricted reserve equal to the amount of the treasury shares as acquired from time to time, which shall be maintained until the shares are transferred.

Upon the purchase of shares or their sale, swap, grant or writedown, the appropriate accounting entries shall be made in accordance with the provisions of the law and applicable accounting principles. In the event of sale, swap, grant or writedown, the amount in relation thereto may be re-used for other purchases, until the expiration of the term of the shareholder authorization, without prejudice to the quantitative and spending limits and the conditions established by the shareholders' meeting.

The authorization for the purchase is to be requested for a period less than the maximum period allowed by prevailing laws and regulations (which is currently 18 months starting from the date of the resolution of the shareholders' meeting), and precisely until the meeting of the shareholders that will approve the financial statements as of December 31, 2017.

The Board proposes that the price of purchase of the shares be identified from time to time, with reference to the means pre-established for effecting the transaction and in respect of legal and regulatory prescriptions or admitted market practices, within a minimum-maximum range determined in accordance with the following criteria:

- the minimum purchase price shall be no more than 20% below the reference price of the shares as registered during the market trading session on the day preceding any individual transaction or the date on which the price is fixed;
- the maximum purchase price shall be no more than 20% above the reference price of the shares as registered during the market trading session on the day preceding any individual transaction or the date on which the price is fixed.

Notwithstanding the above, in the event in which the transactions for the purchase of treasury shares are realized within the regulated market, the price for the bids to purchase shall be no greater than the higher of the price of the last independent transaction and the price of the highest current independent bid to

purchase on the market in which the purchase bids are input, in compliance with art. 3, paragraph 2 of the Commission Delegated Regulation (EU) 2016/1052.

The Board proposes that the authorization allow for effecting the aforementioned transactions, in one or more *tranches*, by acquiring shares, in accordance with Article 144-*bis* Paragraph 1, letters a) and b) of the Issuer Regulations:

- by means of a tender offer or exchange offer;
- on markets regulated according to the operational means established in the regulations covering the organization and operation of the markets, which do not allow for the direct matching of purchase bids with pre-determined offers for sale.

The purchases may occur with means other than those indicated above in accordance with Article 132, Paragraph 3 of Legislative Decree no. 58/1998 or other provisions applicable as of the date of the transaction.

The Shareholders will also be required, pursuant to Article 2357-ter of the Civil Code, to authorise the Board of Directors, on one or more occasions, to utilise shares purchased pursuant to this resolution or already held by the company, even before having reached the maximum number permitted and to buy back shares up to the limit established by the authorisation, without prejudice to the relevant resolutions regarding any compensation plans against or without payment, in favour of employees or members of the administrative or control bodies of EI Towers S.p.A. or subsidiary companies, as well as regarding plans for the bonus assignment of shares to shareholders and subsequent provisions provided by the plans.

With the exception of the plans covering the distribution, against or without payment, of options on shares or shares, which will occur at prices determined by the plans, the price for any other sale of treasury shares, which is to be set by the Board of Directors with the authority to delegate the power therefore to one or more directors, may be no more than 10% below the reference price of the shares as registered during the market trading session on the day preceding any individual transaction, in any case without prejudice to the respect of the limits which may be provided by law, also by European legislation, and accepted market practices for the time being in force. Should the treasury shares be the subject of an exchange, swap, grant or any other act of assignment without cash payment, the economic terms of the transaction shall be determined on the basis of the nature and characteristics of the transaction, including by taking into account the market performance of the EI Towers S.p.A. shares.

The exchange, swap, grant or any other act of assignment without cash payment of the shares may occur in the manner deemed most appropriate in the interest of the Company, and in any event, in respect of applicable laws and regulations and admitted market practices. The options on shares or the shares to be assigned as part of distribution plans will be assigned with the means and in the terms indicated by the plan regulations.

The purchase of treasury shares that is the subject of this authorization request is not instrumental to the reduction of the share capital.

Now, therefore, we submit the following resolution for your approval:

“The Shareholders’ Meeting, accepting the proposals made by the Board of Directors in the terms set out in the report, in compliance with the accepted market practices for the time being in force

resolves

- *to authorize the purchase of ordinary shares of the Company, in one or more tranches, up to the maximum number allowed by law, to be held as treasury shares directly and as treasury shares owned by subsidiary companies and until the approval of the Financial Statements as of December 31, 2017. The purchases may be effected within the limits of the earnings available for distribution and the available reserves as shown by the most recent regularly approved financial statements.*

The purchase transactions shall be effected, in one or more tranches, by acquiring shares, in accordance with Article 144-bis Paragraph 1, letters a) and b) of the Issuer Regulations:

- *by means of a tender offer or exchange offer;*
- *on markets regulated according to the operational means established in the regulations covering the organization and operation of the markets, which do not allow for the direct matching of purchase bids with pre-determined offers for sale.*

The price of purchase of the shares shall be identified from time to time, with reference to the means pre-established for effecting the transaction and in respect of legal and regulatory prescriptions or admitted market practices, within a minimum-maximum range determined in accordance with the following criteria:

- *the minimum purchase price shall be no more than 20% below the reference price of the shares as registered during the market trading session on the day preceding any individual transaction or the date on which the price is fixed;*
- *the maximum purchase price shall be no more than 20% above the reference price of the shares as registered during the market trading session on the day preceding any individual transaction or the date on which the price is fixed.*

Notwithstanding the above, in the event in which the transactions for the purchase of treasury shares are realized within the regulated market, the price for the bids to purchase shall be no greater than the higher of the price of the last independent transaction and the price of the highest current independent bid to purchase on the market in which the purchase bids are input, in compliance with art. 3, paragraph 2 of the Commission Delegated Regulation (EU) 2016/1052;

- *to authorize the sale, in one or more tranches, of the shares purchased pursuant to this resolution or the shares already in the Company's portfolio, including prior to having purchased the maximum quantity of shares that can be purchased, and to repurchase the shares to the extent that the treasury shares held by the Company do not exceed the limit established by the authorization, without prejudice to the relevant resolutions regarding any compensation plans against or without payment, in favour of*

employees or members of the administrative or control bodies of EI Towers S.p.A. or subsidiary companies, as well as regarding plans for the bonus assignment of shares to shareholders and subsequent provisions provided by the plans.

With the exception of the plans covering the distribution, against or without payment, of options on shares or shares, which will occur at prices determined by the plans, the price for any other sale of treasury shares, which is to be set by the Board of Directors with the authority to delegate the power therefore to one or more directors, may be no more than 10% below the reference price of the shares as registered during the market trading session on the day preceding any individual transaction, in any case without prejudice to the respect of the limits which may be provided by law, also by European legislation, and accepted market practices for the time being in force.

Should the treasury shares be the subject of an exchange, swap, grant or any other act of assignment without cash payment, the economic terms of the transaction shall be determined on the basis of the nature and characteristics of the transaction, including by taking into account the market performance of the EI Towers S.p.A. shares.

The exchange, swap, grant or any other act of assignment without cash payment of the shares may occur in the manner deemed most appropriate in the interest of the Company, and in any event, in respect of applicable laws and regulations and admitted market practices. The options on shares or the shares to be assigned as part of distribution plans will be assigned with the means and in the terms indicated by the plan regulations;

- *to vest the Board of Directors and the Chief Executive Officers, separately, with all the widest powers necessary to implement integrally and concretely the above-mentioned resolutions in respect of applicable laws.”*

Lissone, March 23rd, 2017

FOR THE BOARD OF DIRECTORS

The Chairman

Alberto Giussani

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