

FLASHFIBER

Società a capitale misto, controllata all'80%
dal Gruppo TIM e restante 20% Fastweb

Joint Venture, 80% owned by the TIM Group and 20% by Fastweb

INDEPENDENT DIRECTOR

The commitments assumed by TIM and Fastweb (“Parties”) and approved by the Antitrust Authority as part of preliminary procedure I799, made mandatory with decision of the Authority no. 27102, of 28 March 2018 (“Decision”), include, among other things, the appointment of an Independent Director tasked with verifying and controlling the fulfillment of the Commitments assumed by the Parties (Commitment 6.4).

On 22 May 2018 the Shareholders’ Meeting of Flash Fiber amended article 18.2 of Flash Fiber’s Articles of Association, increasing the number of board directors from 7 to 8, and appointing Mr Giovanni Battista Amendola as Independent Director ([View CV](#)).

The supervisory activity of the Independent Director concerns Flash Fiber’s commitments and focuses on:

- a) checking the creation by Flash Fiber of a FTTH network infrastructure in the 29 cities involved in the common investment project, according to specific deadlines and predefined annual objectives, also based on the annual report prepared by the independent third party tasked with certifying the progress made, as indicated by commitment no. 1:
 - 30% by 2017;
 - 70% by 2018;
 - 85% by 2019;
 - 95% by 2020;*
- b) controlling the removal of the right of pre-emption in favour of the parties with regard to Flash Fiber network resources that exceed their industrial requirement, as indicated under commitment no. 2;*
- c) controlling the provision to third-party subjects of a guaranteed number of fibre optics for each optical distribution box in the buildings, as indicated under commitment no. 2;*
- d) checking Flash Fiber’s offer to access the vertical segments according to the provisions of the regulation in force, as indicated under commitment no. 2;*
- e) controlling the fulfilment of the obligation to finalise agreements for the access to the vertical segment with third-party subjects, as indicated under commitment no. 2;*
- f) checking the measures aiming to prevent the exchange of commercially sensitive information between the Shareholders of Flash Fiber, as indicated under commitment no. 6.*

The Independent Director is also available for third-parties that believe, in the context of the negotiations started with Flash Fiber, that the Commitments undertaken have not been fully complied with, in any case notwithstanding the right of said third-parties to take action before the

appointed Authorities. In particular, as a consequence the Independent Director may carry out brokerage functions between any third parties and Flash Fiber, in compliance with the tasks described above, as attributed by the Decision. Any reports on Flash Fiber's presumed non-compliance with the commitments undertaken may be sent to the following e-mail amministratoreindipendente@flashfiber.it.