

GUIDELINES FOR THE ASSIGNMENTS TO THE INDEPENDENT AUDITOR

Part I Selection of the Group Sole Auditor

Part II Assignments to the Group Sole Auditor

Selection of the Group Sole Auditor

INTRODUCTION

1. The present document has been adopted by the Board of Directors of TIM S.p.A. (TIM or the Parent Company, or the Company), based on the conforming opinion of the Company's Board of Statutory Auditors, having consulted the Audit Committees of INWIT S.p.A., TI Finance S.A., and TI Capital S.A., as these are Public Interest Entities (PIEs), and of Tim Participações S.A., as a Foreign Private Issuer (FPI) as defined by US Securities Laws.
2. At Group level (i.e. jointly TIM and its subsidiaries), TIM intends to establish a Group Sole Auditor or Appointed Auditor, meaning jointly the external auditor for the Parent Company's financial statements and the entities belonging to its network.
3. The new applicable legal framework, especially in terms of the following classifications as:
 - PIEs, pursuant to the EU legal framework, for TIM and its subsidiaries INWIT S.p.A., TI Finance S.A., and TI Capital S.A., as well as
 - FPIs, pursuant to US Securities Laws, listed on the New York Stock Exchange, for TIM and its Brazilian subsidiary Tim Participações,provides for PIEs a selection procedure organised by the audited entity for which the audit committee is responsible.
4. The selection procedure of the Group Sole Auditor or Appointed Auditor is approved by the Boards of Statutory Auditors of TIM and INWIT S.p.A.. To this end, the Audit Committees of TI Finance S.A. and TI Capital S.A., that are PIEs, and the Audit Committee of Tim Participações S.A., that is an FPI as defined by US Securities Laws, have been consulted.
5. The Group Sole Auditor is the lead auditor for the entire Group (i.e. jointly TIM and its subsidiaries) and is the reference for:
 - the assignment by TIM of the following:
 - external auditing of the consolidated and separate financial statements of the Company;
 - limited auditing of the Group's condensed half-yearly consolidated financial statements;
 - auditing of the Group consolidated financial statements included in Form 20-F prepared in accordance with the provisions of US Securities Laws;
 - auditing of the internal controls that oversee the preparation of the Group consolidated financial statements in accordance with Section 404 of the Sarbanes-Oxley Act;
 - the (legal/voluntary) auditing of the annual and (as required) interim financial statements for TIM's subsidiaries both within and outside the EU;
 - the auditing of the annual and interim reporting packages for TIM's subsidiaries both within and outside the EU;
 - the commissioning by TIM of the assignment to "verify that the *Consolidated Statement on Non-Financial Information* has been prepared" in accordance with Legislative Decree 254/2016, which implemented EU Directive 2014/95/EU, which amended EU Directive 2013/34/EU regarding the disclosure of non-financial information;
 - the commissioning by TIM of the assignment to certify that the *Consolidated Statement on Non-Financial Information* is in conformity with Legislative Decree 254/2016;
 - the commissioning by TIM and its UE and non-UE subsidiaries of further non-prohibited assignments (the "Further Assignments").

SELECTION OF THE GROUP SOLE AUDITOR

6. The preliminary investigation aimed at identifying the Group Sole Auditor shall be directed by the Parent Company's CFO, in cooperation with his or her counterparts at INWIT, TI Finance, TI Capital, and Tim Participações, under the supervision of the Audit Committees of TIM, INWIT, TI Finance, TI Capital,

and Tim Participações, that are in charge of the issue within the limits of their respective authority, according to the specific rules applicable to each of them.

7. The selection process is aimed at delineating a Framework Proposal that shall apply to all companies within the Group for assignments for the (legal and/or voluntary) auditing of the separate and/or consolidated annual financial statements, interim (half-yearly and quarterly, as applicable) financial statements where required, annual and interim reporting packages, as well as for more frequent Further Assignments.
8. For the purposes of identifying the Group Sole Auditor, a call for tenders will be launched under the supervision of the TIM, INWIT, TI Finance, TI Capital, and Tim Participações Audit Committees, using a dedicated IT platform managed by the Parent Company's Purchasing Department.
9. The invitation to tender shall be made with a letter sent by the Parent Company's CFO to those independent auditors having the prerequisites set, based on objective parameters, using non-discriminatory and transparent selection criteria. In particular these selection criteria include the following:
 - previous experience auditing similar-sized companies (in terms of revenue);
 - membership in a network that covers the Group's geographic operating area, and meeting the requirements for conducting such business in each individual country thereof;
 - previous experience auditing companies in the Group's industry sectors;
 - Public Company Accounting Oversight Board (PCAOB) accreditation and thus previous experience auditing financial statements in accordance with US Securities and Exchange Commission rules.
10. The companies that will accept the invitation will be called for an individual presentation. To assist their preparation, tender-process documents including, among others, the selection criteria and the “perimeter” (updated as of the invitation date and suitably detailed) of the auditing assignments for all Group companies' financial statements/reporting packages (with a notation on the actual hours spent by the previous auditor on each assignment) shall be made available.
11. Subject to tender requirements applicable in accordance with current regulations, the Framework Proposal - valid for the nine-year appointment period for the external auditor of the Parent Company's financial statements - shall sets forth the contractual terms and conditions (including index-linking to inflation over the course of the appointment), for setting and paying the fees and direct expenses relating at least to the following assignments:
 - for TIM as Parent Company and its related subsidiaries both inside and outside the EU, the assignments listed at point 5 of the present Guidelines;
 - for TIM as Parent Company and, as applicable, for the related subsidiaries, up to a maximum amount at least for:
 - comfort letter for bond issues both inside and outside (US market) the EU;
 - attestation services for participating in calls for tenders.
12. Subject to the possibility of a relaunch phase during the invitation to tender, in order to align the technical and financial conditions of the proposals, and/or to secure optimal contractual and financial conditions, the Parent Company's CFO, in cooperation with his or her counterparts at INWIT, TI Finance, TI Capital, and Tim Participações, shall assess the proposals submitted by the auditors, based on selection criteria defined in the tender documents, and prepare a report on the conclusions of the selection procedure. Said report shall be submitted by the Parent Company's CFO through his or her counterparts to the Audit Committees of INWIT, TI Finance, TI Capital, and Tim Participações, within the scope of their respective authority, and overall to the TIM Board of Statutory Auditors.
13. Waiting for the Shareholders' meeting resolutions, the two auditors rated first in the tender process shall comply with the “cooling-in period” rule regarding the prohibition to provide prohibited services.

14. Once any observations by the Audit Committees of INWIT, TI Finance, TI Capital, and Tim Participações have been received, TIM's Board of Statutory Auditors will present a substantiated recommendation to the Shareholders' Meeting, for assigning:
- external auditing of TIM's consolidated and separate financial statements,
 - limited auditing of the TIM Group's condensed half-yearly consolidated financial statements,
 - auditing of the TIM Group consolidated financial statements included in Form 20-F prepared in compliance with the provisions of US Securities Laws,
 - auditing of the internal controls that oversee the preparation of the Group consolidated financial statements in accordance with Section 404 of the Sarbanes-Oxley Act,
 - verifying that the *Consolidated Statement on Non-Financial Information* in accordance with Legislative Decree 254/2016 has been prepared,
 - services for certifying the conformity of TIM Group's *Consolidated Statement on Non-Financial Information* in accordance with Legislative Decree 254/2016.
- The recommendation shall set forth at least two options for the appointment, with an indication supported by evidence of a duly justified preference of one over the other, which must also account for the summary of the fees for the auditing of the (annual and interim) financial-statements and reporting packages for TIM's subsidiaries, attached to the Framework Proposal.
15. As a result of the identification of the Group Sole Auditor, the Parent Company TIM and INWIT, TI Finance, TI Capital, and Tim Participações, that are PIE/FPI subsidiaries, shall submit the appointment to the competent body for approval, in accordance with the law.
16. The processes for assigning auditing of the other subsidiaries' financial statements/reporting packages, will also be activated, subject to the applicable specific disciplines.

Assignements to the Group Sole Auditor

INTRODUCTION

- 1) The present guidelines (the “Guidelines”) have been adopted by the Board of Directors of TIM S.p.A. (TIM or the Parent Company, or the Company), based on the conforming opinion of the Company's Board of Statutory Auditors, having consulted the Audit Committees of INWIT S.p.A., TI Finance S.A., and TI Capital S.A., as these are Public Interest Entities (PIEs), and of Tim Participações S.A., as a Foreign Private Issuer (FPI) as defined by US Securities Laws.
- 2) At Group level (i.e. jointly TIM and its subsidiaries), TIM intends to establish a Group Sole Auditor or Appointed Auditor, meaning jointly the external auditor for the Parent Company's financial statements and the entities belonging to its network.
- 3) To the extent permitted by applicable law, especially in terms of the following classifications of:
 - TIM and its subsidiaries INWIT S.p.A., TI Finance S.A., and TI Capital S.A. as PIEs pursuant to the EU legal framework, as well as
 - TIM and its Brazilian subsidiary Tim Participações as FPIs pursuant to US Securities Laws, listed on the New York Stock Exchange,these guidelines shall govern the commissioning of assignments to the Group Sole Auditor by TIM and its subsidiaries.
- 4) The Guidelines therefore apply to:
 - the assignment by TIM of the following:
 - external auditing of the consolidated and separate financial statements of the Company;
 - limited auditing of the Group's condensed half-yearly consolidated financial statements;
 - auditing the Group consolidated financial statements included in Form 20-F prepared in accordance with the provisions of US Securities Laws;
 - auditing of the internal controls that oversee the preparation of the Group consolidated financial statements in accordance with Section 404 of the Sarbanes-Oxley Act;
 - the (legal/voluntary) auditing of the annual and (as required) interim financial statements for TIM's subsidiaries both within and outside the EU;
 - the auditing of the annual and interim reporting packages for TIM's subsidiaries both within and outside the EU;
 - the commissioning by TIM of the assignment to “verify that the *Consolidated Statement on Non-Financial Information* has been prepared” in accordance with Legislative Decree 254/2016, which implemented EU Directive 2014/95/EU, which amended EU Directive 2013/34/EU regarding the disclosure of non-financial information;
 - the commissioning by TIM of the assignment to certify that the *Consolidated Statement on Non-Financial Information* is in conformity with Legislative Decree 254/2016;
 - the commissioning by TIM and its UE and non-UE subsidiaries of further non-prohibited assignments (the “Further Assignments”).

FINANCIAL STATEMENTS AND REPORTING PACKAGES AUDITING ASSIGNMENTS

- 5) The Group Sole Auditor is the lead auditor for the entire Group. The assignment of auditing work to entities other than the Group Sole Auditor must be previously verified with the Executive responsible for the preparation of the Parent Company accounting documents (the Parent Company's CFO), who will set in motion the necessary approval and reporting processes, monitoring compliance with applicable regulations.

- 6) The Framework Proposal defined with the Group Sole Auditor applies to all companies within the Group for assignments for the (legal and/or voluntary) auditing of the separate and/or consolidated annual financial statements, interim (half-yearly and quarterly) financial statements where required, annual and interim reporting packages, as well as for more frequent Further Assignments.
- 7) Subject to tender requirements applicable in accordance with current regulations, the Framework Proposal - valid for the nine-year appointment period for the external auditor of the Parent Company's financial statements - sets forth the contractual terms and conditions (including index-linking to inflation over the course of the appointment), for setting and paying the fees and direct expenses relating at least to the following assignments:
 - for TIM as Parent Company and its related subsidiaries both inside and outside the EU, the assignments listed at point 4 of the present Guidelines;
 - for TIM as Parent Company and, as applicable, for the related subsidiaries, up to a maximum amount at least for:
 - o comfort letter for bond issues both inside and outside (US market) the EU;
 - o attestation services for participating in calls for tenders.
- 8) The contractual terms and conditions set forth in the Framework Proposal shall likewise be applied:
 - a. in instances of renewals of assignments for auditing Group Companies' (annual and interim) financial-statements/reporting packages over the period the Framework Proposal is in effect,
 - b. for auditing assignments for newly established/acquired Group companies,
 - c. in case of audit scope expansion/adjustment.
- 9) The cases at point 8 above are subject to the following authorisation procedure:
 - a) For (i) the subsidiaries that are classified as SEC-registered or PIEs, and (ii) the related subsidiaries the protocol for further assignments listed in point 16 shall be applied.
 - b) For all the other subsidiaries other than those at the preceding letter a) (other than SEC-registered companies or PIEs and related subsidiaries) the subsidiary's CFO shall prepare the report – including the reasons, the subject of the engagement, the related terms and fees as well as an attestation of compliance with the Guidelines and all applicable internal procedures - before promptly submit it to the checks of the Parent Company's CFO for the purposes of the subsequent operating proposal to be delivered to TIM's Board of Statutory Auditors for approval.

Following the approval by the TIM's Board of Statutory Auditors, the CFO of the subsidiary making the request shall forward – without delay – a copy of the proposal countersigned for acceptance to the Parent Company's CFO.

FURTHER ASSIGNMENTS

- 10) To protect its independence, the Group limits, in principle, the commissioning of Further Assignments to the Group Sole Auditor to those services and operations strictly tied to the auditing of financial statements/reporting packages.
- 11) The commissioning of Further Assignments within the Group is subject to:
 - the limits and restrictions imposed by the law applicable to the sector (whether Italian, EU, U.S., or non-EU law), any other relevant sector or industry regulations, each of which as construed by the industry authorities with jurisdiction over the subject matter, unless such authorities have provided a specific waiver of the same,
 - the Guidelines,
 - the criteria established by the Parent Company's Board of Statutory Auditors.
- 12) If there is any uncertainty, the assignment shall not be conferred.

- 13) In general (and except in instances of differing assessments supported by argument and evidence, agreed on a case-by-case basis with the Parent Company's Board of Statutory Auditors, where such assessment is allowed under the applicable regulations, and possibly where measures aimed at mitigating the risk of compromising the Group Sole Auditor's independence have been implemented), none of the companies within the Group, in the period between the beginning of the period audited and the issuing of the audit report, may assign to the Group Sole Auditor any of the following types of services. Furthermore, the appointment of the Group Sole Auditor in relation to the services listed in letter e) below is prohibited also in the financial year immediately preceding such period:

a)	tax services relating to: i. preparation of tax forms; ii. payroll taxes; iii. customs duties; iv. identification of public subsidies and tax incentives unless support from the statutory auditor or the audit firm in respect of such services is required by law; v. support regarding tax inspections by tax authorities unless support from the statutory auditor or the audit firm in respect of such inspections is required by law; vi. calculation of direct and indirect tax and deferred taxes; vii. provision of tax advice;
b)	services that involve playing any part in the management or decision-making process of the audited entity (including: management of working capital; provision of financial information; business process optimisation; cash management; transfer pricing; creating supply chains efficiency);
c)	accounting and preparation of accounting records and financial statements, bookkeeping and other services related to accounting records or financial reports;
d)	payroll services;
e)	design and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems;
f)	valuation and estimate services and issuance of independent opinions including valuations performed in connection with actuarial services or litigation support services;
g)	legal services, with respect to: i. the provision of general counsel; ii. negotiating on behalf of the audited entity; and iii. acting in an advocacy in the resolution of litigation;
h)	services related to the audited entity's internal audit functions;
i)	services linked to the financing, capital structure and allocation, and investment strategy of the audited entity, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the audited entity;
j)	promoting, dealing in, or underwriting shares in the audited entity;
k)	securities intermediation, investment advice or investment banking services;
l)	human resources services, with respect to: i. management in a position to exert significant influence over the preparation of the accounting records, or financial statements which are the subject of the statutory audit, where such services involve: a. searching for or seeking out candidates for such position; or b. undertaking reference checks of candidates for such positions; ii. structuring the organisation design; and iii. cost control; as well as consultancy and company organisation services aimed at personnel selection, training, and management;
m)	advisory services that entail the granting of powers to represent the customer, and services of legal assistance in connection with disputes.

- 14) All companies within the Group are likewise not permitted to assign the Auditor with services that are prohibited by their country's laws. Group subsidiaries shall notify the Parent Company of any other prohibited services as established by their respective national laws, as well as any services allowed under specific conditions.
- 15) The Parent Company's CFO requires to the Group Sole Auditor to assess in the ongoing and to document, once per quarter, the compliance with the prohibition to be engaged for prohibited services.
- 16) The commissioning of non-prohibited Further Assignments to the Group Sole Auditor is subject to the following authorisation procedure:

a) For (i) the subsidiaries that are classified as SEC-registered, or PIEs, and (ii) the related subsidiaries, all non-prohibited Further Assignments shall be authorised by the relevant Audit Committees in compliance with the Guidelines, and any other applicable rules and regulations, including further and stricter self-discipline rules as set forth by the same relevant Audit Committees. The CFO of the SEC-registered or PIE subsidiary shall promptly send the Parent Company's CFO the necessary details relating to decisions taken by the Audit Committee or equivalent corporate body within the subsidiary (a copy of the proposal countersigned for acceptance included). To simplify the authorisation procedure, and bearing in mind the approval process already conducted by the SEC-registered or PIE subsidiary, TIM's Board of Statutory Auditors, in its first possible meeting, shall take note of all decisions previously taken by the Audit Committee or equivalent corporate body within the subsidiary, issuing requests for clarification if and when needed.

b) For (i) the relevant departments at TIM and (ii) the Group companies other than those at the preceding letter a) (other than SEC-registered companies or PIEs and related subsidiaries) the commissioning of non-prohibited Further Assignments is subject to prior approval by the Parent Company's Board of Statutory Auditors after having obtained the opinion, if required, of their counterpart Boards at the companies that submit such assignment. That approval follows an assessment of whether the Group Sole Auditor's independence might be compromised, and the safeguarding controls applied in compliance with regulations in force. In urgent cases, the prior opinion on the commissioning of Further Assignments may be issued by the Chairman of the Board of Statutory Auditors of TIM (or other Statutory Auditor designated by the latter), who reports to the full control body for ratification at its next meeting thereafter.

The Head of the relevant department at TIM or the CFO for the subsidiary requesting permission to confer Further Assignments shall prepare the report – including the reasons, the subject of the engagement, the related terms and fees as well as an attestation of compliance with the Guidelines and all applicable internal procedures – before promptly submit it to the checks of the Parent Company's CFO for the purposes of the subsequent operating proposal to be delivered to TIM's Board of Statutory Auditors for approval.

Following the approval by the TIM's Board of Statutory Auditors, the Head of the internal department at TIM or the CFO of the subsidiary making the request shall forward – without delay – a copy of the proposal countersigned for acceptance to the Parent Company's CFO.

- 17) Subject to the reporting requirements specified for each individual subsidiary or subholding, the Parent Company's CFO shall submit, once per quarter, to TIM's Board of Statutory Auditors and Control and Risk Committee, all information relating to the Further Assignments conferred by Group Companies.
- 18) By way of example but not exhaustive, please consider the following list of recurring types of audit and non audit services in the Group to which reference should be made for the classification and disclosure of assignments:

Type of service	
Audit services:	
a.	auditing of the financial statements and reporting packages for consolidation of TIM's subsidiaries
b.	review of the working papers of another auditor when necessary for the audit of the financial reports of TIM or companies it controls
c.	audit services for the issue of consent letter
d.	auditing of financial statements and/or balance sheets to be published in prospectuses and disclosure documents, offering memoranda, and the like
e.	assistance with requests from the <i>Commissione Nazionale per le Società e la Borsa</i> (The Italian Companies and Stock Exchange Commission - CONSOB) and the US Securities and Exchange Commission (SEC) or any similar authority
f.	auditing/control services in connection with the awarding of grants/loans or obtaining specific tax or social security contribution treatment
g.	verification of the conformity of so-called sustainability and social reports ⁽¹⁾
Audit services with the issue of attestations:	
h.	issuance of comfort letters in relation to the implementation of extraordinary financial transactions
i.	reports and opinions requested by law to the Appointed Auditor
j.	various attestation services (including those for participating in tenders called by national and/or multi-national government entities)
Other services:	
k.	agreed procedures on regulatory accounting areas
l.	financial due diligence procedures on companies subject to sale and acquisition

⁽¹⁾ Similarly, this includes - if applicable - the Attestation Service on non-financial information (D.Lgs. 254/2016).

- 19) The Group Sole Auditor ensures constantly the compliance with the law's limits provided for the fees related to non-audit services other than those prohibited giving it a quarterly communication to the Parent Company's CFO.
- 20) The Parent Company's CFO shall further submit to the TIM Board of Statutory Auditors, on an annual basis, the list and expenses for Further Assignments conferred by TIM over the course of the fiscal year, with regard to the external auditor of TIM's financial statements, and to other entities belonging to its network.
- 21) When preparing the consolidating reporting packages for the drafting of the Parent Company's annual financial statements, the companies/reporting units shall notify the Parent Company's CFO, for each type of service, of the final costs based on the progress on the project in question, as well as the related contractual value adjusted for any modifications made in the interim to the same.

DEPLOYMENT

- 22) The Guidelines represent the framework of reference for:
 - specific procedures involving operational aspects for the selection of the Group Sole Auditor and the commissioning of the assignments and all related reporting;
 - the instructions for drafting the consolidating reporting packages in the part related to the notice to be provided in the Parent Company's annual financial statements and Form 20-F relating to conferment of assignments to the Group Sole Auditor.
- 23) In defining the procedural aspects for commissioning such assignments, the following principles shall be followed:
 - the Group's ordinary procedures for contracting professional and consulting services shall not apply to assignments to audit the Parent Company's financial statements and the subsidiaries' financial statements/reporting packages;
 - Further Assignments are subject to a specific simplified approval process to be set in accordance with the Group's ordinary procedures for contracting professional and consulting services.