

TELECOM ITALIA S.p.A.
Minutes of Ordinary Shareholders' Meeting
15 December 2015

The proceedings of the ordinary session of the **TELECOM ITALIA S.p.A.** shareholders' meeting started on 15 December 2015 at 3:43 pm in Rozzano, via Toscana no. 3, the extraordinary session already having been treated in separate minutes drafted in public form.

Mr Giuseppe Recchi, Chairman of the Board of Directors, recalled that consideration of the only item on the agenda of the ordinary session was requested by the shareholder Vivendi S.A., and recalled the wording of this only point on the **Agenda**, namely:

The appointment of 4 (four) Directors, with prior redefinition of the number of members of the Board of Directors from 13 (thirteen) to 17 (seventeen). Related and consequent resolutions.

The Chairman, with the unanimous consent of those present, invited Carlo Marchetti to continue taking the minutes, stating that the shares now represented numbered 7,515,150,420, entitled to the same number of votes and equivalent to 55.67% of the total ordinary shares, the ordinary session of the shareholders' meeting therefore being validly constituted.

The Chairman continued by referring, insofar as relevant, to the communications made at the start of the proceedings and set out below:

- the call notice for the Shareholders' Meeting was published on the Company's website on 5 November 2015, as well as in summary on 6 November 2015 in the daily *Il Corriere della Sera*;
- the supplementary call notice for the Shareholders' Meeting – following the request of the shareholder Vivendi S.A., in accordance with the law – was published on the Company's website on 25 November 2015, as well as in summary on 26 November 2015 in the daily *La Repubblica*;
- the share capital was 10,740,236,908.50 euros, divided into 19,527,703,470 shares, of which 13,499,911,771 were ordinary shares and 6,027,791,699 were savings shares, without par value;
- as of the date of the meeting, the Company held 37,672,014 of its ordinary treasury shares. In addition, 126,082,374 Telecom Italia ordinary shares were held by its subsidiary Telecom Italia Finance S.A.;
- no postal votes had been received;
- votes representing 722,452 shares had been received electronically, via the Company's website;

- the documentation relating to the items on the agenda was published in accordance with the applicable regulations;
- the answers to the questions received by the date stated in the call notice are available in the hall and attached to these minutes;
- a printed document containing the explanatory reports on the items on the agenda of the ordinary and extraordinary sessions, as well as the curricula vitae of the candidates designated by the shareholder Vivendi S.A. was distributed at the entrance;
- according to the figures in the possession of the Company, the following held shares with voting rights amounting to more than 2% of the ordinary share capital:
 - Vivendi S.A., with a direct and indirect holding, by way of ownership, corresponding to 20.53% of the capital with voting rights;
 - J.P. Morgan Chase & Co., with an indirect holding, by way of ownership, corresponding 2.65% of the capital with voting rights (as well as a further 1.87% without voting rights);
 - People's Bank of China, with a direct holding, by way of ownership, corresponding to 2.07% of the capital with voting rights;
- no shareholder was known to be subject to a suspension of the right to vote under the applicable regulations;
- those present were invited to report any situations that would deny them entitlement to vote pursuant to the applicable provisions, as well as participation in shareholders' agreements not known to the Company;
- at the beginning of the proceedings, the following were present, besides the Chairman and the Chief Executive Officer Marco Patuano:
 - the Directors Giordina Gallo, Davide Benello, Lucia Calvosa, Francesca Cornelli and Giorgio Valerio;
 - all the members of the Board of Statutory Auditors;
 - Dario Trevisan, attorney, common representative of the holders of savings shares;
 - Monica Iacovello, attorney, common representative of the holders of bonds relating to the following loans: "Telecom Italia S.p.A. Euro 1,250,000,000 5.375 per cent. Notes due 2019".
- finally, representatives of the firm of independent auditors were present, as well as staff engaged in the proceedings of the meeting;
- as per the Regulations for the Shareholders' Meeting, 5 minutes was established as the maximum length of the speeches during the course of the discussion, while the time available to those making replies/declarations of voting intentions was set at two minutes;

- he pointed out that the operations of recording attendances and counting the votes would be performed with the aid of a remote unit, the so-called “televoter”, which is associated with the personal identification details of the entitled individuals, its operation having been explained in detail during the extraordinary session of the shareholders' meeting; the televoter is a device for strictly personal use, which each person must keep with them for the entire duration of the proceedings as it also functions as an identifying pass for access to the premises where the meeting is being held;
- shareholders who intended to address the meeting could make a booking; when called to make their speech, they would be required to proceed to the podium and to avoid speaking from the floor;
- recording equipment was being used in order to facilitate minute-taking, and there was also a simultaneous translation service from Italian to English and vice versa (headphones were available at the entrance to the hall); The personal data collected would be handled for the purposes of the proper conduct of the meeting and for minute-taking. All data would be handled in accordance with the legislation on privacy;
- audio and video recording of the meeting by shareholders was not permitted;
- since the documentation had been made available on paper and via the internet, and also distributed at the entrance to the hall, and no one objected, the reading of the Agenda was omitted.

At the opening of the Shareholders' Meeting, finally, introductory speeches were given by the Chairman, the Chief Executive Officer, the CEO of Vivendi Arnaud Roy de Puyfontaine and the common representative of the holders of savings shares Dario Trevisan, speeches that were all recorded in the minutes of the extraordinary session.

Moving on to discuss the ordinary part of the agenda, as transcribed above, the Chairman opened the discussion, which developed as follows.

Mr Rencurosi, after having expressed thanks for the replies received and after having stressed at the same time that he deemed the directors' remuneration to be excessively high, recalled the considerations formulated by the Board pursuant to art. 126-bis of the Consolidated Law on Financial Intermediation, expressing his confusion on this point. Considering the statement according to which it is a good governance principle to have on the Board representatives of a shareholder that has invested in 20% of the Company's capital, he asked how many representatives Assogestioni should then express, and how many the minority shareholders. The Board's statement according to which the integration of the Board may be an opportunity to enrich the professionalism

and skills of the management body, the shareholder went on, seems to imply that the Board does not consider itself up to the duties assigned to it in its current composition. Therefore, he stated, it would be a good idea for them to resign in order to allow the shareholders to appoint more capable people. The shareholder ended his speech by recalling how Telecom Italia shareholders have been suffering for some time now due to the absence of a dividend and the highly fluctuating share performance, which culminated in the sharp drop of the savings shares following the “obstructionist” behaviour of the shareholder Vivendi.

Bivona pointed out how the proposal formulated by the shareholder Vivendi gave shareholders two alternatives: on the one hand, a favourable vote would lead to the representation on the Board of a shareholder that certainly had legitimate aspirations of being adequately represented; on the other, however, the proposal would give rise to an overall suboptimal composition, as Vivendi is certainly aware of the fact that 17 is not an ideal number of directors for a company like Telecom Italia. He recalled, on this point, that a company with much more extensive operations such as British Telecom has a Board composed of only 11 members. For his part, if he had to choose between the two alternatives, he would vote in favour of Vivendi's proposal, as a public company certainly cannot go on seeing things from a self-referential perspective. The shareholder hoped that in the future every effort would be made, even if the proposal is not passed, to find unity of purpose: a public company, he stressed, must see collaboration between a highly important shareholder such as Vivendi and the set of institutional investors and minority shareholders. The only way forward, he observed, would be to convene the shareholders again so that they could appoint a new Board capable of representing all members of the share ownership.

As regards Vivendi's proposal, he also observed that the shareholder had asked to have a number of directors it would be entitled to as a minority shareholder in the event of a vote to renew the board. Once again, he appreciated the correctness Vivendi had demonstrated in making some choices, remembering at the same time how in a market such as the Italian one it is necessary to act with great sensitivity, especially with reference to a company that possesses a strategic asset for the country. To conclude, he appreciated the fact that the shareholder had not asked for the revocation of the entire Board, and hoped for a more “holistic” approach in order to achieve ambitious results and the proper appreciation of the share.

Lombardi, Chairman of ASATI, read and commented the speech he then delivered to the Chairman's desk and is reported below at his request.

“Today, certainly due to a low influx of capital with respect to such an important event, an expected value of 58-59% would have produced a completely different outcome, today four of you will be

integrated into the Board for only 1-2% of the capital, and tomorrow morning you will sit in Piazza Affari opposite those directors that you have discouraged.

The Chairman and CEO of Telecom Italia who today in public showed great affection and union in reality are describing a film that does not correspond to the truth. I am happy that you are entering because without doubt with you on board no more conflicts will occur....But the fault lies with Telco which two years ago, probably with a potentially very strong role, allowed a distortion of the powers between the Chairman and the Chief Executive Officer, practically [establishing] two Chief Executive Officers creating two years of disastrous management. Tomorrow there will be 4 of you on the Board: good luck and review the powers of those two. The Chairman with institutional and representation powers, and the Chief Executive Officer with overall management powers for the whole Group.

Excuse me Mr De Puyfontaine, Tarak is a non-independent director of Telecom Italia; did I misunderstand or did you say that he is an independent one? Besides the fact that he is a director of Mediobanca. What's more, I have never seen him at Telecom Italia shareholders' meetings, is he present at Vivendi shareholders' meetings?

I repeat the request to Mr De Puyfontaine: help us to amend the Telecom Italia bylaws so that representatives of employee and individual shareholders can be included in order to obtain a real public company.”

He concluded his speech by highlighting how Caisse des dépôts, a French public finance institute, unlike the Italian Cassa Depositi e Prestiti which preferred other investments, had recently increased its shareholding in Telecom Italia.

Frasca declared that he agreed with the statements of the shareholder Vivendi according to whom the integration of the Board would enrich it. He therefore asked the Chairman and the Chief Executive Officer if the resignation of some members of the current Board had been taken into consideration in order to leave space for the directors proposed by Vivendi, a solution that would have avoided a clash as bitter as the one that occurred. He also asked the representatives of Vivendi for information on the role of the shareholders' committee in Vivendi itself and if such a committee could be replicated in Telecom Italia.

Marconi read the text of the speech transcribed below:

“The proposal of the shareholder Vivendi to redetermine the number of members of the Board of Directors requires careful consideration, in the overall context of the share ownership of Telecom Italia.

A change in the share ownership, due to significant actions by European investors who come forward to make a long-term commitment in Telecom Italia – moreover in a context in which the

capital of Telecom Italia is highly international – should be viewed favourably. Let us give credit to the current Board of Directors, top management and the professional forces in the field for having made and for making our Company attractive to investors.

It is certainly appropriate for the Board of Directors to represent the new share ownership, but we are against increasing the members in the terms proposed, because 17 members seems excessive with respect to the positive direction adopted by the previous Shareholders' Meetings to reduce the number. We agree with the consideration expressed in the last few days by the current Board that a reasonable and adequate number of directors would be between 11 and 13.

What is more, we do not think it would be appropriate to integrate the Board with representatives of the shareholder Vivendi alone. We are also aware that the new shareholder is highly sensitive about broad-based share ownership. Integrating into the board a representative of the individual shareholders would represent a noteworthy and important step forward for a company, such as Telecom Italia, which is a public company only due to the fact that around 50% of the subscribed capital derives directly or indirectly from individual investors (through funds that collect individual savings see also pension funds).

We feel the need, moreover, to ensure continuity in the company management, with a cohesive Board of Directors and a top management that knows the company well, in order to continue the investments aimed at developing the infrastructures for ultra-fast broadband and implement the objectives of the European Digital Agenda, to create the new model of equivalence between the OLO operators and the retail market, in compliance with the dictates of the Authorities, in form and substance, and finally to reconvert the skills of an extensive workforce and redesign the operating processes, with the desired action of sharing with the union representatives.

Caisse des dépôts, French public finance institute, attended the shareholders' meeting of 20 May with 0,60%; the same company owns, directly or indirectly, a significant share of Orange.

I would like to ask the chairman of the Shareholders' Meeting: is the Caisse des dépôts also represented today? If so, welcome. But where is our Cassa Depositi e Prestiti? I would like to take this opportunity to renew an appeal to the Prime Minister and the parliamentary bodies. Consider reserving a capital increase for the Cassa Depositi e Prestiti – which we know is currently involved in defining the 2015-2020 business plan – so that a significant share of the company (at least 10%) is assigned to the public capital.

Telecom Italia and its workers are doing a great job for the diffusion of ultra-fast broadband. At present the largest Italian shareholder of Telecom Italia is represented by the ASATI association, which brings together 0.95% of the capital, and it would certainly be opportune to strengthen the Italian capital, even with a public hand.

This operation is part of the proposals already formulated by ASATI, which can no longer be postponed, capable of giving a new boost to the development of the national ultrabroadband network, so desired by the Government, but also, and above all, able to monitor, assigning the national institute the role of guarantor over potential financial speculation.

Taking such a complex context into account, we refer to the following speeches made by our colleagues at ASATI on the integrative proposals for the composition of the Board of Directors, but, if there are no other considerations, it would be opportune not to adhere and to vote against the proposal to redetermine the number of directors, as presented in the current agenda”.

Then the Chief Executive Officer of the shareholder Vivendi, **Mr A. de Puyfontaine**, took the floor (speaking in English, with simultaneous translation in Italian via headphones), who, with reference to some comments made by Mr Lombardi, provided the following clarification. Firstly, he specified that Vivendi is not a shareholder of Mediobanca. Secondly, he noted the difference between Cassa Depositi e Prestiti and the French Caisse des Dépôts et Consignations: there had also been, as is known, a constructive discussion with the management team. As for Tarak Ben Ammar, he pointed out that he is an independent director, not linked to Vivendi by any employment relationship. He is a person with great entrepreneurial experiences in media, and this is why he joined the Board of Vivendi at the last shareholders' meeting. Finally, with regard to the governance profiles, Mr de Puyfontaine pointed out how his business is always inspired by the perspective of CEO but also that of shareholder, and how in companies it is very important to have a precise definition of the command unit. These would be the principles to inspire the representatives of Vivendi should they be voted onto the Board of Telecom Italia.

Savina asked if the possibility of some of the members of the Board of Directors resigning in view of their possible substitution with members of the French Group had been examined. He also asked if the possibility of reaching a convergent alternative proposal had been assessed, which would have also achieved the objective of alignment on the proposed conversion of savings shares and at the same time adequate representation of the changed share ownership.

Cornelli read the speech she then delivered to the Chairman's desk which is reported below.

“The positions of the minority share ownership, the so-called broad-based or retail shareholders, are too often considered as "picturesque", fanciful or, in any case, uninfluential given the very low weight they can achieve in shareholders' meetings, despite the significant number of shares they hold overall (for TI around 15-18%).

For years ASATI has been working hard on the problem of representation and the effective exercising of rights for these "minorities", as already explained in Mr Savina's speech.

If we look at the timing of the news and positions that stemmed from the issues on today's agenda, as already outlined in Mr Marconi's speech, it is clear that ASATI has widely anticipated the doubts about the methods that led to the shareholders' meeting as well as, above all, the reasons for rejecting Vivendi's requests, then also externalized by the major proxy advisors and funds.

On 5 November the BoD resolved to call an extraordinary shareholders' meeting (for 15 December, with 40 days advance notice instead of the required 30).

Vivendi's request to add four points to the Agenda arrived at the end of the 10-day period. TI announced it.

At the expiry of the new deadline, TI published the amendment to the Agenda and the relative resolutions proposed by Vivendi, as well as a report by the BoD, which essentially stated that the supplement was not actually necessary but it could be considered positive.

In its report, Vivendi explained that while it did not aspire - for the moment - to "govern" the Company, being more than satisfied with the work of the current BoD, nevertheless, in consideration of the investment made - obviously entirely voluntarily - it believes it could support the BoD of TI with its experience and that, in any case, it considers it "right" that it should be represented by four Directors in the governing body.

Everything seems clear, obvious... even proper..!

But one fact continues to be forgotten: Vivendi owns 20% (not 51%), it is the reference shareholder and not a controlling shareholder; and TI is a public company, a company that turns to the market for funding and that, with the approval of the shareholders' meeting, decided to reinforce its vocation as a public company; a key aspect of this route is the independence of the corporate bodies, an independence that requests such as that of Vivendi, also due to the way it has taken place, can only weaken.

Remembering - as provided for by law - that the directors, once elected, act (or should act) in the interest of the entire company - as the Chairman himself, Mr Recchi, recently recalled - and no longer in the interest of the shareholder that introduced them, is, in the current situation, at least correct.

The logical consequence is that the corporate bodies should be assessed for the policies they pursue and the objectives they achieve, at the natural expiry of the mandate, unless serious breaches or behaviours arise that go against company interest, and in these cases the required action would be their revocation and certainly not the addition of members.

But Vivendi is not complaining about any of this, in fact - in its report dated 15 November - it fully agrees with the policies of the BoD, including the conversion as in subsequent announcements.

The management body is the heart of a company and not a tool available to the turnover of reference shareholders.

If Vivendi itself, instead of asking for a vote of no-confidence to be passed against a BoD that does not represent the current share ownership, had declared its full trust and only requested an expansion, it is unclear why - just a few weeks later and without the BoD having adopted different policies from those of 5 November - it later changed its mind to the point of declaring it “illegitimate”.

What happened in the meantime? One thing alone: all the other shareholders, institutional and non-institutional, said “no” to its request.

We consider Vivendi's request to expand the BoD unfounded and not legitimate insofar as it is not necessitated by any company interest.

The report provided does not seem to reveal any corporate interest in the expansion nor any adequate motivation for it: Vivendi itself has declared full trust in the BoD and the request appears to contradict the basis of the corporate regulations and practice.

Integration is, generally and logically, motivated by shortfalls in the current make-up of the body deriving, for example, from the activation of a “dormant” line of business, significant changes to the company structure, the opening of new and different reference markets, etc.

Certainly not by the simple desire of a shareholder to give advice, an aspect that can be well overcome with other instruments. In the margins, the “massive” number should also be pointed out, far from the canonical one or two seats.

In contrast, even in light of Vivendi's recent turnarounds in thinking, rather individual interests seem to emerge. Vivendi has clearly stated it wants to control TI: is this also in the interests of Telecom Italia?

What would happen if the request were approved and if Vivendi, in a few months time, changed its mind and, taking advantage of a rise in the share price, even following the non-conversion, resold?

Vivendi would have a clear financial gain, direct and indirect (given the offices acquired), and TI would find itself with a BoD comprised of 14 members out of 17 appointed on the proposal of former shareholders...!

Perhaps Vivendi inherited something more than a few shares from Telco? Are we facing a Telco?

It is obvious that a practice that involves a flexible BoD subject to changes in the so-called reference shareholders outside of the natural expiry of the mandate is anti-systemic, rather than a BoD that is free and strong in pursuing the mandate received.

All this impels us to be highly critical of Vivendi, and to harbour the doubt that we are dealing with the umpteenth shareholder that aims to exploit TI for its own ends, with complete nonchalance towards the other shareholders who - let us remember - represent over 70% of the capital.

Another symptomatic issue is Vivendi's closure - reported in the press - to discussion with the funds, urged precisely to avoid clashes in the shareholders' meeting and "stalemates" today.

Vivendi now admits it wants to gain control of TI. The most problematic point, though, is another: why does it want control?

As already shown, ASATI has expressed serious doubts over the correctness, and even legality, of the entire matter:

- is non-recourse to the voting by slate mechanism really that obvious? Our regulations do not contain any rules on the specific case of integrating the BoD; so why not make use of what is deemed to be the cardinal rule, namely voting by slate? (In this regard the slide attached to these minutes was projected)

- is it really so obvious that Vivendi's vote could be counted, if the block with its four candidates were put to the vote? Excluding the protection of the minorities (the slate system set up for this purpose not being applied), and also excluding the existence of a corporate interest, might Vivendi not, perhaps, find itself in conflict with the Company, considering its recent "turnaround" at the BoD's policy on the conversion of the savings shares, without a vote of no-confidence against the BoD having been passed?

What company interest would be pursued in Vivendi's proposal? Or rather would just a personal interest of the shareholder be pursued? Is it really TI's job to protect the 3 billion that Vivendi, entirely voluntarily, decided to invest?

Questions:

1) We ask the Chairman of the Shareholders' Meeting, the Chairman of the Board of Statutory Auditors and the Notary, for their respective competences, to assess the regulations to be applied for the possible appointment of additional Directors and to opt for the "by slate" procedure, the only solution that would be in line with the rationale of the regulations and that would most satisfy the positions expressed by the great majority of the shareholders;

2) We ask the shareholder Vivendi to declare whether or not it is in a position of conflict of interest with regard to all or some of the items on the agenda, for the possible application of articles 2373 and 2368, subsection 3 of the Italian Civil Code;

3) We renew the request for the BoD to set up a Committee to reform the Bylaws aimed at adapting the composition of the corporate bodies to the actual and complete make-up of the share ownership, reserving one or more places for the minorities by category, as previously outlined at the

shareholders' meeting of May 2015, as well as aimed at ensuring the broadest possible exercising of company rights, and to participate, insofar as an association of individual shareholders, in its work”.

Marino, after having asked for the audio-video recordings, provided his email (tommasomarino@hotmail.com) for any communication that those present may wish to send, also in relation to the items on the agenda or concerning future shareholders' meetings, pointing out that he would take charge of formulating the necessary questions, even anonymously. The shareholder then asked Vivendi why it had not asked for the appointment of its representatives at the previous shareholders' meeting, a question answered by pointing out to the shareholder that Vivendi did not yet own shares at the time of the shareholders' meeting to approve the financial statements.

Continuing, the shareholder pointed out how everyone was certain that Vivendi was a competitor of Telecom Italia, and that he had even asked a question on this point. He remembered in particular having asked whether or not, taking into account that Vivendi is seeking distribution channels for music and films and that for Telecom Italia this sector represents a business, the Board of Directors had discussed the Vivendi/Telecom Italia conflict of interest, considering that the former would like to take control in the latter with 20% of the shares and also considering all the potential abuse that may arise from this with regard to the remaining 80% of the share ownership. The question, continued the shareholder, was answered by saying that if necessary the possibility of releasing the candidates from the competition prohibition under article 2390 of the Italian Civil Code would be examined. Vivendi, he stated again, had invested in Telecom Italia not because it believed in the increase in the value of the share price but because it wanted to dominate. The increase from 13 to 17 directors would result in the redimensioning of the independent directors. The shareholder could not agree with the proposal formulated (the reason why he would vote against): if it were to be accepted one would have to worry about also increasing the number of independent directors, as one should remember that that number was determined on the basis of the current overall number of Board members. From this point of view, insisted the shareholder, Vivendi's proposal would unbalance the management body, in addition to the fact that an increase up to 17 would make said body ungovernable. The Board of Directors itself, on the other hand, confirmed in its report that the current number of members is appropriate, only to then contradict itself by saying that new professional expertise may be welcomed. For his part, the shareholder considered that there was no need for new professionals that would act as competitors, and among them the Chief Executive

Officer of Vivendi. Three of the four directors proposed, he went on, are employees of a competitor company: he therefore did not view the proposal favourably, especially for the personnel, imagining a future downsizing (“dismantling”) thereof. Moreover, the shareholder pointed to a situation today of superfluous staff and of managers who only represent themselves: he believed that these excesses will be reduced with Vivendi, which however will also reduce some important services now performed by the Group, for the very purpose of favouring Vivendi itself.

The shareholder thus confirmed his vote against the proposal, and pointed out that the Board could have examined the critical issues he pointed out as a preventive measure, and not instead after the entrance of Vivendi, as the shareholders have a right to know all the consequences of the new entry in advance. In his opinion the Company's choice was therefore the worst one it could have made.

Caldirola observed how little had been said of the customers in today's shareholders' meeting. He therefore submitted his own personal matter to the attention of those present, which concerned his late wife's position with Telecom Italia, decrying how the Company had behaved. After reporting that he now works with hospitals – a sector in which, in his opinion, there may be large spaces of interest – he went back to complaining about a series of errors made by the Company in the contract documentation signed with his late wife. He also complained about the fact that following her death the telephone line registered in his wife's name was cut off after a series of conversations with the staff. He concluded by stressing the need to pay proper attention to the customers thereby protecting the company's reputation, and pointing out that even people of 40, 50 or 60 years of age may provide valuable support in professional terms.

Corato observed that the documentation prepared lacked the candidates' declarations attesting that there are no grounds for ineligibility or incompatibility. He then ran through the origins of Vivendi's acquisition of a shareholding in Telecom Italia, recalling how it derived from the sale to Telefonica of Vivendi's shareholding in GVT. He declared he was certainly not surprised at the request for exemption pursuant to art. 2390 of the Italian Civil Code, as without that exemption, stated the shareholder, Vivendi would not be in a position to pursue its real objectives. Moreover, the profiles will remain connected to the provisions of art. 2391 of the Italian Civil Code and of transactions with related parties, as moreover also pointed out in the Board of Directors' report commenting the Vivendi proposal. Scrolling through the profiles of the candidates, the shareholder went on, the only candidate with experience in the telecommunications sector is Ms Herzog. He also pointed out that Telecom Italia's historical moment is that of focusing on the internal network, possibly in collaboration with Cassa Depositi e Prestiti and Metroweb. The business profiles connected to the contents, on the other hand, are not so critical. He therefore asked what would happen with the new entrances, and in particular if the new arrivals have a different opinion to the one expressed on these

aspects, and how much the Company could lose. The exemption from art. 2390 of the Italian civil code, he stressed, will be used so that Vivendi gives the contents to Telecom Italia under the conditions they have established. He therefore deemed the proposal to appoint four directors as imprudent, believing that two would have been sufficient. He concluded by recalling the existence of a law on the golden share and the declarations of the Prime Minister aimed at ensuring that no one would take possession of Telecom Italia.

Braghero, after having specified that he too was involved in a dispute with Telecom Italia that however concerned personal matters and as such was certainly of no interest to the shareholders' meeting, recalled that the issues discussed by today's shareholders' meeting depart from one fact, and namely an offer for GVT presented over the time limit. The operation was not successfully completed, and Telecom Italia, even with a high level Chairman and Chief Executive Officer, is now governed by a delegitimised Board of Directors, and as such probably lacking the power to intervene before. Then there is a second problem, represented by Vivendi's sale of its telecommunications businesses not only in Brazil but also elsewhere, including France. It would therefore be interesting to understand the reasons for the sale of domestic businesses to then buy them abroad: the first 8% was received by Telefonica at a price that could not be refused, but then Vivendi made further significant investments. Considering that for some profiles there is competition between Vivendi and Telecom Italia one must ask if the investment made was aimed at trampling on the agreements reached with Sky, Mediaset and Netflix, all competitors of Vivendi: hence the request pursuant to Art. 2390 of the Italian civil code. Finally, one should ask, concluded the shareholder, why did Vivendi ask to join the Board only now, and why have the 7 members appointed "improperly" during the last shareholders' meeting not felt the moral duty to step down to leave seats for the exponents of Vivendi. These are the reasons, primarily of a moral nature, why he will vote against.

Gandola read the speech he then delivered to the Chairman's desk and which is reported below.

"My frankness prohibits rhetorical preambles, being aware that all those present have a good understanding of the topic of risk capital. A highly current topic nowadays when the blows from equity risk are more frequent than the increasingly rare caresses.

Let us go on. As someone who has long been passionate about the stock exchange and markets, as well as a saver tenaciously anchored to the fundamentals, I value my investment in numbers and their possible and fruitful combination in order to identify the lines of strength or weakness of company policies. The contrary of the dominant and destructive atheist modernity of algorithms, which is a sad substitute for the capacity and desire to carry out analyses.

I now come straight to the Board of Directors' resolution of 25 November last concerning the request to supplement the agenda of the shareholders' meeting by the shareholder Vivendi S.A.

It seems to me that the request to proceed with a momentary/temporal expansion of the Board of Directors is more than legitimate given that it has exceeded 20% of the ordinary share capital and, consequently, it must be given due consideration ”.

Napoleoni read the speech he then delivered to the Chairman's desk and which is reported below.

“My speech is broken down into two parts, the first on some considerations made following the conference in Rome, via Veneto (quite successful with 200 people and 1500 viewing via streaming), while the second was developed following the Makeitfare event at "La Sapienza" University of Rome:

1. Marco Patuano described to us both the evolution of the TLC market and the results achieved owing to this management:

The value of Telecommunications is no longer communication but connectivity, and it is moving towards hyperconnectivity (billions of sensors connected to each other). To add to the examples given by Marco Patuano of the sensor left loose in paint for supermarket management, the sensor to analyse blood and the connected house, another two examples were proposed at the Makeitfare event, one by the University of Catania, involving sensors for plants that check the state of light, water and in general the health of the plant (we have recently witnessed the mortality of olive trees due to an infection in Puglia) and wearable devices (sensors on clothing). Fibre optic, 4G and 5G are how we will make a profit in the future complete with enabling platforms.

The results obtained:

- a. Capitalization on the stock market from 16 to 23 Bln/eur;*
- b. Revenues from mobile telephony had collapsed, they are now growing;*
- c. For fixed lines there are agreements with Sky, Netflix, Mediaset, Rai;*
- d. ICT market share at 24%;*
- e. Leader in 4G;*
- f. Leader in fibre optic;*
- g. Leader in data centres (62,000 sq m);*
- h. Opera equivalent last time in 2008;*
- i. Increase of capital through mandatory convertible bond 1.3 Bln in November 2015;*
- j. Conversion of savings shares (600 bln);*
- k. Evaluation of the towers (asset valued at 18 times the EBITDA);*
- l. Strategic portfolio in South America redefined;*
- m. Sale of Argentina;*

- n. *Strong investments in Brazil;*
- o. *Employment defence, we have not dismissed one person;*
- p. *Higher performance of the share in Europe in the last 2 years;*

We propose creating a video showing the evolution of the TLCs and the results achieved to be sent by text message to all employees, the same new mode used by Franco Lombardi of Asati to communicate with his Association's members.

2. Our Chairman Giuseppe Recchi spoke to us about a Public Company that belongs to all the shareholders, and we have come to a sentence by Professor Mario Campobasso of commercial law who says “protecting the minorities in listed companies means protecting the financial market”.

The Delegation with Abi system has not worked, it costs too much to computerize, so we ask you to follow Alessandro Fogliati's suggestion to create a virtual smartcard that interfaces with the updated database of shareholders which would facilitate participation. Can we find another delegation procedure? Can we try?

3. Senator Mucchetti told us that the problem is the demand and not the network, we Italians do not use the Internet, we are not inclined to do so, confirmed by the video proposed by ASATI, so what are we doing to improve the demand? He then told us to work to reduce debt which had reached over 3% (ratio between EBITDA and the net financial position), it must be brought back to 2.5% for job sustainability, so what are we doing or what shall we do?

3. Ms Olivieri from Sole 24 Ore told us that Telecom Italia will have to get by alone by selling pieces of the assets to generate cash, Fiorina Capozzi from Fatto Quotidiano told us that Vincent Bollorè had declared he wants to retire in 2022, we must already think about the Telecom Italia of the future, and Mr Romano from M5S told us to take up Franco Bernabè's proposal. Let the state enter the capital with Cassa Depositi e Prestiti. Is anything being done? Did anyone go to the Leopolda to ask?

4. Mario Di Loreto told us that in a company we must change approach from conservative to challenge to attack, and given that this is actually the case, I accepted the Tim Sky offer with a profile advantageous for employees with Fibre optic and a Sky entertainment package, and the service works well. We were told that bringing fibre leads to revenues, and this is actually happening in Rome. I myself recently was present at two installations both at home and at my brother's company. I wanted to suggest a new training project to Mario Di Loreto and Top Management, proposing a new workshop if there is not already “a hard disk with many e-learning training courses” for each employee. There are excellent platforms that also cover the new profiles the company is seeking such as Cloud, Digital, Crowdfunding, IP, Virtualization, BigData, English courses. I participated in a meeting called by People Value Positive Teller and it emerged that

training, when it is done, is done badly. We could direct the investments in education towards Certifications, often necessary to respond to tenders.

5. We ask Top Management to produce a new Employee Share Ownership Plan, studying a new formula. Like ASATI we would like to bring two directors onto the BoD according to the German model, 1 on the Board of Statutory Auditors and 1 on the Board of Directors, and Vivendi is open to this solution. The bylaws must be amended. I understand that 2.5 % of the share ownership is required to do this and of the shareholders only Vivendi, Niel, Jp Morgan and Norges Bank can authorize it. Is that right?

6. AGCOM has asked that the cabinet be open to competitors; Franco Lombardi expressed doubts; technology is penalized; a single cabinet is not acceptable; Gfast and the multivector are not managed. What is the situation?

I conclude by asking Marco Patuano to continue in the managerial group (as he told us) acting like a goldfish which by choice moves against the current of the blue fish, Telecom Italia must manage those who have worked in this company for over 25 years, who certainly know it and therefore know how to steer it.”

Nardi specified for the benefit of the French newcomers that the reason for the mistrust encountered in the shareholders' meeting can be traced back to the Lactalis/Parmalat affair. The shareholder, on this point, recalled that at the time of acquisition there was a snub against the Italian Authorities who had not been warned. Subsequently, the shareholder promised to turn Parma into a European centre for milk and that agreements with the farmers would have been reached: promises, stated the shareholder, that were not maintained. Thereafter a transaction was completed which is the subject of an ongoing civil and criminal investigation, in other words Parmalat's acquisition for 1 billion euros of the shareholding of Lactalis named Lactalis American Group. The Telecom Italia shareholders would naturally like to avoid the repetition of episodes like this, also considering recent phases such as that of Telefonica.

The shareholder concluded his speech by welcoming the new shareholders, and recommending that they act in the exclusive interest of the Company.

Barzagli observed how the increase in the number of directors goes against what happens in public companies, and how it would therefore have been more logical for someone to have resigned in order to leave a seat for the Vivendi representatives.

The shareholder then questioned the logic of the announced initiative of Enel Open Fiber, observing how Telecom Italia had performed better than Enel recently. He expressed his satisfaction with

Vivendi's announcement that it wished to construct something lasting in Telecom Italia: he hoped that the work carried out by Mr Patuano will be further enhanced given that the results are necessarily the product of experience, dedication, collaboration between staff and managers, and harmony, an aspect the current Chief Executive Officer placed great focus on. Finally, he declared his agreement with the proposed integration, recommending that the presence of the minority shareholders be considered and safeguarded.

After the conclusion of the shareholders' remarks, the **Chairman** made the following considerations.

The representative of Vivendi, observed Mr Recchi first of all, gave a clear explanation of the reasons for the abstention in the resolutions of the extraordinary session: therefore it was never about haggling over the conversion of the savings shares in exchange for some seats on the Board. The list of shareholders, he continued, is available to those present: it was also confirmed that Caisse des Dépôts et Consignations was participating by proxy with 107,094,503 shares. As for the hypothesis of the entrance of public capital into the Company, the Chairman pointed out and recalled that Telecom Italia was privatized in the Nineties, and over the years it has proved it can, with its strengths, find the resources necessary for its development: he was therefore optimistic on how to tackle the future. Telecom is a listed company and all shareholders will always be welcome. After having recalled the considerations made in the extraordinary session on the reasons why the directors did not hand in their resignations, and after having observed how the requests for the possible establishment of a committee of shareholders were addressed to the shareholder Vivendi and not to the Chair, Mr Recchi pointed out, with regard to the comments made on the voting method, that the current regulations have been applied correctly; he also acknowledged the proposals put forward during the speeches on the topic of a hoped-for reform of the bylaws. The Chairman, again, pointed out how the request made by the shareholder Vivendi had been accompanied by the necessary information in light of the applicable regulations: if the candidates were to be appointed, the Board of Directors would assess whether they possess the requirements. Mr Recchi then stressed, in relation to comments on the representation in the Board of minority shareholders or Assogestioni, that the appointment mechanisms are established by the law and the bylaws, and that they were strictly adhered to. He also specified that the management of the Company was diligently working to re-establish an ordinary dividend that would be sustainable over time, the priority in any case now being the objective to stabilize the domestic EBITDA in 2016.

On this point the **Chief Executive Officer** confirmed that the forecast is to stabilize the EBITDA for 2016. The company is working on the new strategic plan which confirms this objective, naturally net of the effects of extraordinary items such as those that penalized the EBITDA this year.

Resuming the floor, the **Chairman** concluded his responses again recalling some comments made during the extraordinary session on the professionalism of the current Board and the figures whose appointment is proposed.

In response, **Corato** hoped that the eight months that the directors must pass together until the next shareholders' meeting will not result in the paralysis of the Company.

Lombardi – Chairman of Asati, after having ascertained (also with clarification from the Chairman) that the director Tarak Ben Ammar is independent in Vivendi but not in Telecom Italia, pointed out that with respect to Vivendi the conflict of interest lies in the facts. And so it was with Telefonica, with respect to which Vivendi however appears more serious. He then specified that he considered the candidates entirely worthy of joining the Board: however, the directors appointed by Telco should have taken a step back, in the absence of which there will probably be a request for revocation.

He then observed that no answer was given to his question concerning the individual shareholders, and asked if the intention was to move towards a corporate governance similar to that of Vivendi, and if there was willingness for employees and shareholders to enter the Board, amending the Bylaws. He then invited the company to dedicate itself to relations with the Government, stating that the Enel project in his opinion had no credibility as it involves a duplication of Telecom Italia's distribution network. It is necessary to start negotiations and call Cassa Depositi e Prestiti to the negotiating table again: the current Board, recalled Mr Lombardi, has twice rejected the agreement with Metroweb, but it would be a pity if Telecom Italia, with the expertise it possesses, were to remain excluded from the projects being developed.

Marino recalled his question on whether the independent directors (currently 9, as recalled by the Chairman) are redimensioned or not. He reiterated that he wanted to ask whether it was appropriate to consider this fact important, as the power of the independent directors would certainly be reduced with the entrance of 4 directors from Vivendi. The integration of the independent directors should have also been considered: if the entrance of a representative of ASATI was then also considered the Board would have 18 members, with everything that this would give rise to in terms of governability. He therefore asked for comment on the issues of the independent directors, nothing having been said on this point, he forewarned of his vote against and observed how the Chief

Executive Officer thus still had some time to breathe, despite fearing that in perspective he does not have much chance, appearing to be placed between a rock and a hard place: to date, as it would appear, the Chief Executive Officer cannot count on a majority in the Board, and the situation would get worse with the entrance of the representatives of Vivendi.

Gandola announced his favourable vote, hoping that the new Board would propose an increase in capital for payment.

As no-one else asked to speak, the Chairman advised that the following would be voted on separately:

- the redetermination of the number of members of the Board of Directors;
- the appointment of new directors to complete the numeric composition as determined above;
- the redetermination of the extent of compensation of the board as a whole;
- the derogation of the competition prohibition set out in article 2390 of the Italian Civil Code.

All the mentioned resolutions, the Chairman advised again, would be made with the favourable vote of the absolute majority (over half) of the shares with which those entitled to vote participate in the Shareholders' Meeting (including the shares for which the right to vote by remote voting and by proxy is exercised); in this regard it is pointed out that the effects of abstention are equivalent to a vote against.

Any alternative proposals to those formulated by Vivendi S.A. (as per the explanatory report prepared by the shareholder) shall be subject to the vote of the shareholders' meeting – in sequence, subject to the Chairman's assessment of their compatibility with the agenda of the meeting and with the applicable provisions – only in the case of failure to approve the Vivendi Proposals, which shall be voted on first.

In order to not be included in the shares counted for the purpose of calculating the quorums for resolutions, shareholders would have to leave the meeting or otherwise the shares would have to be expressly registered as not participating in the voting.

1. Redetermination of the number of members of the Board of Directors.

Next, the Chairman:

- reminded the meeting that the shareholder Vivendi had proposed **altering the number of members of the Board of Directors from 13 to 17**;
- invited those shareholders who intended to leave the room before the vote to inform the auxiliary staff in the room so that their shares would not be considered as participating in the voting;

- opened the voting by televoter on the proposal indicated above, there being, at 5:25 pm, 7,513,388,312 shares present, entitled to the same number of votes and equivalent to 55.66% of the ordinary shares.

The resolution was approved by a majority of the shareholders.

For: 3,977,357,590 shares.

Against: 3,432,495,398 shares.

Abstained 103,535,324 shares.

All as detailed in the annexes.

The Chairman announced the result.

2. Appointment of directors to complete the Board.

The Chairman:

- recalled that the shareholder Vivendi had proposed the **appointment of Arnaud Roy de Puyfontaine, Stéphane Roussel, Hervé Philippe and Félicité Herzog as new directors of the Company, who would remain in office until the expiry of the mandate of the current Board of Directors, and therefore until the shareholders' meeting called to approve the financial statements at 31 December 2016;**

- invited those shareholders who intended to leave the room before the vote to inform the auxiliary staff in the room so that their shares would not be considered as participating in the voting;

- opened the voting by televoter on the single proposal indicated above, there being, at 5:29 pm, 7,513,250,347 shares present, entitled to the same number of votes and equivalent to 55.65% of the ordinary shares.

The resolution was approved by a majority of the shareholders.

For: 3,977,395,522 shares.

Against: 3,406,377,401 shares.

Abstained: 129,462,101 shares.

All as detailed in the annexes.

The Chairman announced the result.

3. Redetermination of the compensation pursuant to Art. 2389, subsection 1, of the Italian Civil Code.

The Chairman:

- recalled that the shareholder Vivendi had proposed to **increase, for the remaining period until the expiry of the mandate, the overall annual compensation of the Board of Directors resolved on by the Shareholders' Meeting of 16 April 2014 pursuant to art. 2389 subsection 1, of the Italian Civil Code, in proportion to the number of directors appointed, and therefore from 1,900,000 euros to 2,484,615 euros;**

- invited those shareholders who intended to leave the room before the vote to inform the auxiliary staff in the room so that their shares would not be considered as participating in the voting;

- opened the voting by televoter on the proposal indicated above, there being, at 5:33 pm, 7,513,099,434 shares present, entitled to the same number of votes and equivalent to 55.65% of the ordinary shares.

The resolution was approved by a majority of the shareholders.

For: 3,831,954,804 shares.

Against: 3,551,632,888 shares.

Abstained: 129,507,326 shares.

All as detailed in the annexes.

The Chairman announced the result.

4. Authorization pursuant to Art. 2390.

The Chairman:

- recalled that the shareholder Vivendi had proposed to **authorize the newly appointed directors to continue with the activities indicated in their respective curricula vitae, releasing them from the competition prohibition with respect to these activities, pursuant to art. 2390 of the Italian Civil Code, where applicable;**

- invited those shareholders who intended to leave the room before the vote to inform the auxiliary staff in the room so that their shares would not be considered as participating in the voting;

- opened the voting by televoter on the proposal indicated above, there being, at 5:36 pm, 7,513,094,974 shares present, entitled to the same number of votes and equivalent to 55.65% of the ordinary shares.

The Shareholders' meeting did not approve.

For: 3,736,065,812 shares.

Against: 3,707,789,961 shares.

Abstained: 69,150,454 shares.

All as detailed in the annexes.

The Chairman announced the result.

Lombardi – Chairman of Asati, from the hall, asked if the newly appointed directors would accept the office.

As the items on the ordinary part of the agenda too had been dealt with, the Chairman thanked those present and declared the shareholders' meeting closed at 5:40 pm.

The Chairman

The Secretary