



Ordinary Shareholders' Meeting  
29 March 2019 h. 11.00 a.m. in a single call

TIM S.p.A.  
Registered Office in Milan at Via Gaetano Negri no. 1  
General Administration and Secondary Office in Rome at Corso d'Italia no. 41  
PEC - Certified Electronic Mail: telecomitalia@pec.telecomitalia.it  
Share capital 11,677,002,855.10 euros fully paid up  
Tax Code/VAT Registration Number/Milan Monza-Brianza Lodi Business Register Number  
00488410010

**BALLOT CARD BY MAIL**

PLEASE COMPLETE CLEARLY AND LEGIBLY

**Details of the person entitled to vote**

INDIVIDUALS

Surname and first name

\_\_\_\_\_

Place and date of birth

\_\_\_\_\_

Tax code

\_\_\_\_\_

COMPANIES, ORGANISATIONS

Name or company name

\_\_\_\_\_

Registered office address

\_\_\_\_\_

Tax code

\_\_\_\_\_

Surname and first name of the legal representative

\_\_\_\_\_

Place and date of birth of the legal representative

\_\_\_\_\_

**Number of shares owned by the person entitled to vote**

\_\_\_\_\_

deposited with

\_\_\_\_\_ *depository intermediary*,

ABI

\_\_\_\_\_ CAB \_\_\_\_\_

I hereby declare, under my own responsibility, that:

- I am not in any of the situations that would deny me the entitlement to vote under current legal provisions and the Bylaws of TIM S.p.A.
- I have the necessary powers to represent the legal subject referred to above.

Date

\_\_\_\_\_

Signature

\_\_\_\_\_

Votes by mail cannot be cast by proxy. The ballot card must be signed by the person entitled to vote. Where a right to vote is held jointly the signature must be placed by the common representative if appointed, otherwise all the joint holders are required to sign. Unsigned ballot cards will not be taken into account. Ballot cards that do not indicate how the person intends to vote will be calculated for the purpose of determining the quorum at the Shareholders' Meeting, but will not be taken into account for the purpose of calculating the majority and the share of capital required to approve resolutions.

When sending the ballot card, place the pages on which the voting intentions have been stated (2 to 4), duly signed, in a sealed envelope (envelope A). Place envelope A (containing the voting intentions) in a second envelope B, together with this page, duly signed. Envelope B must be received at the following address not later than 28 March 2019

TIM  
Corporate Affairs – Ref. Vote  
Via Gaetano Negri 1  
20123 Milan - Italy

It should be noted that a vote cast by mail may be revoked with a written declaration sent to the Company at the same address within the same deadline; a vote may also be cancelled by express declaration made by the person concerned during the Shareholders' meeting.

**INSTRUCTIONS:**

Table A is for casting a vote on specific proposed resolutions.

Table B is for casting a vote in the event of the proposed resolutions on the agenda being (i) amended or supplemented and/or (ii) alternative resolutions being made. In this respect, Table B provides for the vote cast in Table A to be (i) confirmed, (ii) revoked or (iii) amended. If the option is chosen to revoke the votes cast in Table A, the corresponding shares will not be taken into account for the purpose of calculating the majority and the share of capital required to approve the resolution. Voters by mail may only tick one box in each table. In the event of an unclear vote, the vote cast will not be considered valid and the corresponding shares will not therefore be taken into account for the purpose of calculating the majority and the share of capital required to approve the resolutions.

RESOLUTION 1 – FINANCIAL STATEMENTS AS AT 31 DECEMBER 2018 - APPROVAL OF THE FINANCIAL STATEMENTS DOCUMENTATION	
TABLE A	TABLE B
Proposed Board resolution	In case of voting on (i) amendments or supplements to the proposed resolution referred to in Table A or (ii) alternative proposals with respect to it
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Directors <input type="checkbox"/> vote for the amendment/supplement and/or alternative proposal made by another shareholder <input type="checkbox"/> vote against all proposals for amendments/supplements and/or alternative proposals <input type="checkbox"/> I abstain on all the proposals for amendments/supplements and/or alternative proposals

RESOLUTION 2 – DISTRIBUTION OF A PRIVILEGED DIVIDEND TO SAVINGS SHARES THROUGH UTILIZATION OF RESERVES	
TABLE A	TABLE B
Proposed Board resolution	In case of voting on (i) amendments or supplements to the proposed resolution referred to in Table A or (ii) alternative proposals with respect to it
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Directors <input type="checkbox"/> vote for the amendment/supplement and/or alternative proposal made by another shareholder <input type="checkbox"/> vote against all proposals for amendments/supplements and/or alternative proposals <input type="checkbox"/> I abstain on all the proposals for amendments/supplements and/or alternative proposals

RESOLUTION 3 - REPORT ON REMUNERATION - RESOLUTION ON THE FIRST SECTION	
TABLE A	TABLE B
Proposed Board resolution	In case of voting on amendments or supplements to the proposed resolution referred to in Table A <i>The resolution is made according to law based on the Board of Directors' report and therefore the proposal cannot be amended/supplemented or is it subject to alternative proposals by the shareholders.</i>
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Directors <input type="checkbox"/> vote against the proposal for amendment/supplement proposed by the Board of Directors <input type="checkbox"/> I abstain on the proposal for amendment/supplement proposed by the Board of Directors

RESOLUTION 4 – UPDATE OF ONE OF THE PERFORMANCE CONDITIONS OF THE INCENTIVE PLAN BASED ON FINANCIAL INSTRUMENTS APPROVED BY THE SHAREHOLDERS' MEETING OF 24 APRIL 2018	
TABLE A	TABLE B
Proposed Board resolution	In case of voting on (i) amendments or supplements to the proposed resolution referred to in Table A or (ii) alternative proposals with respect to it
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Directors <input type="checkbox"/> vote for the amendment/supplement and/or alternative proposal made by another shareholder <input type="checkbox"/> vote against all proposals for amendments/supplements and/or alternative proposals <input type="checkbox"/> I abstain on all the proposals for amendments/supplements and/or alternative proposals

Voter by mail	Signature
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RESOLUTION 5A – APPOINTMENT OF THE EXTERNAL AUDITORS FOR THE PERIOD 2019-2027 - ERNST & YOUNG S.P.A.	
TABLE A	TABLE B
Proposed resolution of the Board of Statutory auditors for the appointment of the external auditors Ernst & Young S.p.A.	In case of voting on amendments or supplements to the proposed resolution referred to in Table A by the Board of Statutory Auditors <i>The resolution is made according to law based on the opinion issued by the Board of Statutory Auditors and therefore the proposal cannot be amended/supplemented nor is it subject to alternative proposals by the shareholders.</i>
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Statutory Auditors <input type="checkbox"/> vote against all proposals for amendments/supplements proposed by the Board of Statutory Auditors <input type="checkbox"/> I abstain on all the proposals for amendments/supplements proposed by the Board of Statutory Auditors

RESOLUTION 5B – APPOINTMENT OF THE EXTERNAL AUDITORS FOR THE PERIOD 2019-2027 - DELOITTE & TOUCHE S.P.A.	
TABLE A	TABLE B
Proposed resolution of the Board of Statutory auditors for the appointment of the external auditors Deloitte & Touche S.p.A.	In case of voting on amendments or supplements to the proposed resolution referred to in Table A by the Board of Statutory Auditors <i>The resolution is made according to law based on the opinion issued by the Board of Statutory Auditors and therefore the proposal cannot be amended/supplemented nor is it subject to alternative proposals by the shareholders.</i>
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Statutory Auditors <input type="checkbox"/> vote against all proposals for amendments/supplements proposed by the Board of Statutory Auditors <input type="checkbox"/> I abstain on all the proposals for amendments/supplements proposed by the Board of Statutory Auditors

RESOLUTION 5c – APPOINTMENT OF THE EXTERNAL AUDITORS FOR THE PERIOD 2019-2027 - KPMG S.P.A.	
TABLE A	TABLE B
Proposed resolution of the Board of Statutory auditors for the appointment of the external auditors KPMG S.p.A.	In case of voting on amendments or supplements to the proposed resolution referred to in Table A by the Board of Statutory Auditors <i>The resolution is made according to law based on the opinion issued by the Board of Statutory Auditors and therefore the proposal cannot be amended/supplemented nor is it subject to alternative proposals by the shareholders.</i>
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement proposed by the Board of Statutory Auditors <input type="checkbox"/> vote against all proposals for amendments/supplements proposed by the Board of Statutory Auditors <input type="checkbox"/> I abstain on all the proposals for amendments/supplements proposed by the Board of Statutory Auditors

RESOLUTION 6 – REVOCATION OF NO. 5 (FIVE) DIRECTORS IN THE PERSONS OF MESSRS. FULVIO CONTI, ALFREDO ALTAVILLA, MASSIMO FERRARI, DANTE ROSCINI AND MS. PAOLA GIANNOTTI DE PONTI;	
TABLE A	TABLE B
Proposed resolution presented by the shareholder Vivendi S.A.	In case of voting on (i) amendments or supplements to the proposed resolution referred to in Table A or (ii) alternative proposals with respect to it
<input type="checkbox"/> For the proposal by the shareholder Vivendi S.A. <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement and/or alternative proposal made by another shareholder <input type="checkbox"/> vote against all proposals for amendments/supplements and/or alternative proposals <input type="checkbox"/> I abstain on all the proposals for amendments/supplements and/or alternative proposals

Voter by mail	Signature
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RESOLUTION 7 – APPOINTMENT OF NO. 5 (FIVE) DIRECTORS IN THE PERSONS OF MR. FRANCO BERNABÈ, MR. ROB VAN DER VALK, MS. FLAVIA MAZZARELLA, MR. GABRIELE GALATERI DI GENOLA AND MR. FRANCESCO VATALARO, IN REPLACEMENT OF THE REVOKED DIRECTORS PURSUANT TO THE PREVIOUS ITEM ON THE AGENDA.	
TABLE A	TABLE B
Proposed resolution presented by the shareholder Vivendi S.A.	In case of voting on (i) amendments or supplements to the proposed resolution referred to in Table A or (ii) alternative proposals with respect to it
<input type="checkbox"/> For the proposal by the shareholder Vivendi S.A. <input type="checkbox"/> Against <input type="checkbox"/> Abstain	<input type="checkbox"/> I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A I modify the instructions in Table A and <input type="checkbox"/> vote for the amendment/supplement and/or alternative proposal made by another shareholder <input type="checkbox"/> vote against all proposals for amendments/supplements and/or alternative proposals <input type="checkbox"/> I abstain on all the proposals for amendments/supplements and/or alternative proposals

Voter by mail	Signature
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