

NOTICE OF SHAREHOLDERS' MEETING

Those entitled to vote in the Meeting of the ordinary shareholders of Telecom Italia S.p.A. are hereby called to meet at 10 am on 15 May 2012 in Rozzano (Milan) at Viale Toscana no. 3 for the ordinary and extraordinary Shareholders' Meeting (in a single call), to discuss and vote on the following

AGENDA

Ordinary session

- Financial statements as at 31 December 2011 - approval of the documentation on the financial statements - related and consequent resolutions and distribution of 2010 profits carried forward
- Report on remuneration - related resolutions
- Appointment of two Directors
- Appointment of Board of Auditors - related and consequent resolutions
- Long Term Incentive Plan 2012 - related and consequent resolutions

Extraordinary session

- Authorization to increase share capital for payment and free of charge for a total sum of 15,000,000 euros at the service of the Long Term Incentive Plan 2012 - related and consequent resolutions
- Amendment of Articles 9 and 17 of the Bylaws - related and consequent resolutions.

ITEMS OF BUSINESS ON THE AGENDA

Financial statements as at 31 December 2011 - approval of the documentation on the financial statements - related and consequent resolutions and distribution of 2010 profits carried forward

It is proposed that the shareholders should approve the financial statements for the year 2011 (which show a loss of 3,571,256,823.96 euros), the cover for the loss by the use of reserves and profits carried forward, the payment of a total dividend by the distribution of part of the 2010 profits carried forward, calculated on the basis of the following amounts:

- 0.043 euros for each ordinary share;
- 0.054 euros for each savings share.

Subject to the approval of the shareholders' meeting, the Company will pay said dividend from 24 May 2012, with coupon detachment date 21 May 2012.

In relation to the merger which has occurred of Telecom Italia Audit & Compliance Services S.c.a r.l. into Telecom Italia (1 January 2012), it is proposed that the financial statements of the merged company should be approved together with the approval of the financial statements of the merging company.

Report on remuneration - related resolutions

The shareholders' meeting is invited to approve the first section of the Report on Remuneration, explaining the Company's policy on remuneration of the Directors and the executives with strategic responsibilities, and the procedures used for its adoption and implementation, with reference to financial year 2012.

Appointment of two Directors

Following the termination of Ferdinando Beccalli Falco and of Francesco Profumo, it is proposed to appoint Lucia Calvosa and Massimo Egidi Directors of the Company, with terms running until the same date as the serving Directors (i.e. until the approval of the financial statements for 31 December 2013).

Appointment of Board of Auditors - related and consequent resolutions

The term of office of the serving Board of Auditors expires with the approval of the 2011 financial statements. The shareholders are therefore invited:

- to renew the Board of Auditors, by the appointment of five standing Auditors and four alternate Auditors, on the basis of slates presented by the shareholders as described further on in this notice;
- to appoint the Chairman of the Board of Auditors from among the standing Auditors elected by the minority;
- to determine the remuneration of the members of the Board of Auditors.

Long Term Incentive Plan 2012 - related and consequent resolutions

It is proposed that the shareholders' meeting approve a long term incentive plan called the Long Term Incentive Plan 2012 reserved for a selected section of Telecom Italia's executives and Top Management. The plan (for which an informative document will be prepared) provides bonuses according to parameters based on the fixed component of the annual remuneration, and commensurate with their achievement of predetermined performance objectives in the period 2012-2014.

Authorization to increase share capital for payment and free of charge for a total sum of 15,000,000 euros at the service of the Long Term Incentive Plan 2012 - related and consequent resolutions

The shareholders' meeting is proposed to authorise the Board of Directors to increase the Company's share capital at the service of the Long Term Incentive Plan 2012:

- in relation to the so-called selected executives, (i) for cash, by the issue of ordinary shares for a maximum amount of 5,500,000 euros, to be offered for subscription to employee beneficiaries of the plan, and subsequently (ii) for a maximum amount of 5,500,000 euros by allocation to those employees subscribing the aforementioned capital increase of a corresponding maximum amount of profits or retained profits in accordance with article 2349 of the Italian Civil Code, by the issue of ordinary shares;
- in relation to the Top Management, for a maximum of 4,000,000 euros by allocation to the employee beneficiaries of the plan of a corresponding maximum amount of profits or retained profits in accordance with article 2349 of the Italian Civil Code, by the issue of ordinary shares.

Amendment of Articles 9 and 17 of the Bylaws - related and consequent resolutions.

It is proposed to amend the rules for appointing the Board of Directors and Board of Auditors to ensure gender balance in their respective members, as required by law. In particular, it is proposed to reserve for the less represented gender a fifth, on the occasion of the first renewal of each board, and subsequently a third of the seats. By law, the new rules do not apply to the appointments made by the shareholders' meeting referred to in this notice.

SUPPLEMENTARY AGENDA

Shareholders who, separately or in conjunction, represent at least

2.5% of the ordinary share capital may ask not later than 12 April 2012 for items to be added to the agenda, indicating the proposed topics in a suitable written request, accompanied by a report on the matters which they are asking to be discussed. Entitlement to exercise this right is subject to the Company receiving notification from the intermediary certifying the ownership of this shareholding at the date of the delivery of the request. The agenda may not be supplemented to include subject matter that the law requires to be put to the Shareholders' Meeting by proposal of the Directors or according to a plan or report drafted by the directors. Shareholders intending to propose a supplement to the agenda for the shareholders' meeting are invited to contact the Company's Corporate Affairs office in advance to settle all the necessary details, including methods of effecting delivery of the proposal using remote means of communication.

PROPOSALS ON THE APPOINTMENT OF THE BOARD OF AUDITORS

Shareholders who, separately or in conjunction, represent at least 1% of the ordinary capital may, not later than 20 April 2012, present slates of candidates for appointment to the Board of Auditors. Communications from intermediaries certifying the ownership of the shareholding at the date on which the slate is presented must reach the Company by 24 April 2012. As required by the applicable rules, each slate must be accompanied by the following:

- information relating to the shareholders who have presented it;
- a declaration by the shareholders other than the relative majority shareholder (on the basis of the evidence available to Telecom Italia: Telco S.p.A., a company with registered office at Via Filodrammatici no. 3, Milan), certifying the absence of connecting relationships with the latter;
- full information on the personal and professional characteristics of the candidates, and a declaration by them that they possess the requirements specified by law and that they accept their candidature.

Shareholders intending to present a slate are invited to contact the Company's Corporate Affairs office in advance to settle all the necessary details, including methods of effecting delivery of the presentation using remote means of communication (certified email).

DOCUMENTATION

The following information will be made available to the public at the registered office of the Company and at Borsa Italiana S.p.A., as well as on the company website www.telecomitalia.com/assemblea

- from today onwards, explanatory reports on all the points on the agenda and the informative document on the Long Term Incentive Plan 2012;
- by 24 April 2012, the documentation on the 2011 financial statements, the Report on remuneration and the Report on corporate governance and share ownership.

The documentation on the financial statements of subsidiary and affiliated companies will be available at the Registered Office of the Company by 30 April 2012.

The documentation on the shareholders' meeting may be requested using the contact details at the end of this notice; the company will not take into account any requests formulated on previous occasions.

QUESTIONS ON THE TOPICS ON THE AGENDA

Shareholders may ask questions about the matters on the agenda prior to the shareholders' Meeting, submitting them to the company by 10 May 2012. Questions may be sent together with a copy of an ID document by post to the following address:

TELECOM ITALIA S.p.A.
 Corporate Affairs - Ref. Questions
 Piazza degli Affari, no. 2
 20123 Milan - Italy

by fax to +39 06 91864277, by e-mail to the following address assemblea_domande@telecomitalia.it, or through the company website www.telecomitalia.com/assemblea.

Entitlement to exercise this right is subject to the Company receiving appropriate notification from the intermediary certifying ownership at 4 May 2012 or, alternatively, the same communication as is required for taking part in the proceedings of the meeting.

The Company reserves the right to provide answers to the questions which it receives in a specific "Question & Answer" section that may be consulted on the company website www.telecomitalia.com/assemblea or to otherwise provide single answers to questions on the same subject. Further details and the legal regulations on submitting questions before a shareholders' meeting may be found on the company website www.telecomitalia.com/assemblea.

ENTITLEMENT TO ATTEND

Persons for whom the intermediary of reference sends the Company the appropriate notification attesting that they have entitlement as of 4 May 2012 (the record date) are entitled to participate and vote at the shareholders' meeting.

Shareholders with shares held by the Company must use the usual channels of communication by telephone or using the intranet and internet addresses available to them.

Holders of ADRs listed on the New York Stock Exchange and representing ordinary Telecom Italia shares must contact JP Morgan Chase Bank, the issuer of said ADRs (customer service postal address PO Box 64504, St. Paul, MN 55164-0504, telephone +1 651 453 2128 for calls from outside the United States; 1 800 990 1135 for calls from inside the United States; email address: jpmorgan.adr@wellsfargo.com).

ELECTRONIC VOTING

Holders of voting rights may also vote electronically via the website www.telecomitalia.com/assemblea starting from 26 April 2012 (following the publication of the slates validly filed for appointing the Board of Auditors) and up to and including 14 May 2012, by going to the reserved area of the site with the procedures and in the limits described there.

Further details and the legal regulations for the electronic vote may be found on the company website www.telecomitalia.com/assemblea.

VOTING BY MAIL

Those entitled to vote may exercise their voting rights by mail. The appropriate form will be available from 26 April 2012 (following publication of the slates validly filed for the appointment of the Board of Auditors)

- from the Registered Office of the Company;

- from the company website at www.telecomitalia.com/assemblea, where a printable version is available.

A copy of the form to cast votes by mail may also be requested from the contact details given at the end of the notice.

The envelope containing the ballot card, duly completed and signed (to be placed in a further sealed envelope, to ensure the vote is confidential until scrutinised), with a copy of the ID document of the person signing the form, and any suitable documentation to attest entitlement to sign, must be delivered to the following address not later than 14 May 2012:

TELECOM ITALIA S.p.A.
 Corporate Affairs - Ref. Vote
 Piazza degli Affari, no. 2
 20123 Milan - Italy

Further details and the legal regulations on voting by mail may be found on the company website www.telecomitalia.com/assemblea.

VOTING BY PROXY

Those entitled to vote may issue a written proxy to represent them in the shareholders' meeting, within the limits laid down by law. A model proxy is available from the Registered Office of the Company as well as from the company website www.telecomitalia.com/assemblea, where a printable version is available.

Proxy votes may be sent to the Company together with a copy of an ID document of the delegating shareholder by post to the following address:

TELECOM ITALIA S.p.A.
 Corporate Affairs - Ref. Proxy
 Piazza degli Affari, no. 2
 20123 Milan - Italy

by fax to +39 06 91864337, by e-mail to the following address assemblea_azionisti@telecomitalia.it, or through the company website www.telecomitalia.com/assemblea.

Further details and the legal regulations on voting by proxy may be found on the company website www.telecomitalia.com/assemblea.

For the Shareholders' meeting to which this notice refers, Telecom Italia has appointed Mr. Dario Trevisan, attorney, (hereinafter "Designated Representative") as the subject on whom those entitled to vote, legitimised in the legal forms, may confer proxies. The proxy is conferred on the Designated Representative by completing and signing the appropriate form, which will be available from 26 April 2012 onwards (following publication of the slates validly filed for the appointment of the Board of Auditors)

- from the Registered Office of the Company;
- from the company website at www.telecomitalia.com/assemblea, where a printable version is available.

A copy of the form may also be requested from the contact details given at the end of the notice.

The duly completed and signed proxy form must be delivered not later than 11 May 2012 to the following address:

Avv. Dario Trevisan
 Viale Majno, no. 45
 20122 Milan - Italy

Further details and the legal regulations on the role of the representative designated by the issuer may be found on the company website www.telecomitalia.com/assemblea.

From 26 April 2012 the Designated Representative will make available the phone number 800134679 and email addresses: info@rappresentante-designato.it or rappresentante-designato@pec.it.

It should be noted that notices relating to proxy solicitations by third parties will be published on the company website www.telecomitalia.com/assemblea. The Company will assess any requests from promoters for publication on the website indicated above, including prospectuses and proxy forms drawn up in accordance with the current regulations, henceforth declining any liability for the content of the aforementioned documentation.

Shareholders intending to promote a solicitation of proxies are invited to contact the Company Corporate Affairs office in advance to define all the necessary details.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The subscribed and paid-up capital of Telecom Italia S.p.A. is 10,693,628,019.25 euros, divided into 13,416,839,374 ordinary shares (with the right to vote in ordinary and extraordinary meetings of the shareholders of the Company) and 6,026,120,661 savings shares (with the right to vote in special savings shareholders' meetings), all of par value of 0.55 euros each.

ORGANISATION

To participate in the meeting, those with voting rights and their representatives are invited to present themselves before the time scheduled for the start of the meeting, with an identity document; accreditation activities will start at 8.30 am on 15 May 2012. To facilitate the ascertainment of their entitlement to participate, on the day of the meeting the persons entitled are invited to exhibit their copy of the communication to the Company that the intermediary is required to make available to them in accordance with current regulations.

A free shuttle service will be offered to those participating in the meeting, leaving the registered office of Telecom Italia (Piazza Affari 2, Milan) for the place in which the shareholders' meeting will be held at 8.00, 8.30 and 9.00 am on 15 May 2012 and in the opposite direction at the end of the meeting.

To use the shuttle service, it must be booked by 11 May 2012, using the toll-free number 800899389 or by email (navette.assemblea@telecomitalia.it).

FURTHER INFORMATION

The Registered Offices of the Company is open to the public on working days between 10 am and 1 pm. For any requests or information, contact:

- toll-free number 800020220 (for calls in Italy)
- telephone +39 011 2293603 (for calls from abroad)
- e-mail address assemblea.azionisti@telecomitalia.it