

NOTICE TO U.S. INVESTORS

The merger described herein relates to the securities of two foreign companies. The merger in which Telecom Italia Media S.p.A. ordinary shares and savings shares will be converted into Telecom Italia S.p.A. ordinary shares and saving shares, respectively, is subject to disclosure and procedural requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since Telecom Italia S.p.A. and Telecom Italia Media S.p.A. are located in Italy, and some or all of their officers and directors may be residents of Italy or other foreign countries. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

You should be aware that Telecom Italia S.p.A. may purchase securities of Telecom Italia Media S.p.A. otherwise than under the merger offer, such as in open market or privately negotiated purchases.



Telecom Italia Group – Telecom Italia S.p.A. Direction and coordination

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Share capital 15,902,323.62 euros fully paid up

Tax Code and Rome Business Register Number 12213600153 - VAT Registration Number 13289460159

OFFER IN OPTION AND PRE-EMPTION OF TELECOM ITALIA MEDIA SHARES SUBJECT TO WITHDRAWAL

Preambles

The Ordinary Shareholders' Meeting of Telecom Italia Media S.p.A. ("TI Media" or the "Company"), held on 30 April 2015, approved the plan for the merger by incorporation of TI Media into Telecom Italia S.p.A. ("Telecom Italia") (the "Merger").

Any shareholders who did not vote in favour of the resolution approving the Merger were entitled to exercise their right of withdrawal in accordance with the terms and conditions disclosed in a specific notice published on the Company's website on 27 May 2015 and in the newspapers Il Sole 24 Ore and the Wall Street Journal on 28 May 2015 (the "Right of Withdrawal"). The Right of Withdrawal has been validly exercised for a total of 7,553,485 TI Media ordinary shares and 1,902,484 savings shares (respectively the "Ordinary Shares Withdrawn" and "Savings Shares Withdrawn" and, jointly, the "Shares Withdrawn"), which, pursuant to Art. 2437-*quater* of the Italian Civil Code, are offered in option and pre-emption at the liquidation value to shareholders who did not exercise their Right of Withdrawal.

The offer in option and pre-emption of the Shares Withdrawn (the "Offer") is deposited on 3 July 2015 with Rome Business Register. This notice is published on the Company's website as well as in the newspapers Il Corriere della Sera and the Financial Times.

Methods, terms and conditions of the Offer

The Shares Withdrawn are offered in option to TI Media shareholders proportionally to the number of shares held at the end of the accounting day of **7 July 2015 (record date)** and for which the Right of Withdrawal has not been exercised, as follows:

- **0.078 Ordinary Shares Withdrawn and 0.016 Savings Shares Withdrawn for each option due to each of the TI Media ordinary shares for which the right of withdrawal has not been exercised**
- **0.095 Savings Shares Withdrawn for each option due to each of the TI Media savings shares for which the right of withdrawal has not been exercised.**

The options due to ordinary shares, represented by coupon no. 1 and the options due to savings shares, represented by coupon no. 2, cannot be traded and the number of Shares Withdrawn available for purchase in exchange for the options exercised is calculated by rounding-down to the nearest whole number.

The offer price ("Offer Price") is equal to the liquidation value of the Shares Withdrawn, as established pursuant to article 2437-*ter*, subsection 3, of the Italian Civil Code:

- **1.055 euros** for each Ordinary Share Withdrawn
- **0.6032 euros** for each Savings Share Withdrawn.

The Offer subscription period, within which the shareholders duly entitled to do so may exercise their right, or this right will be lost, to purchase the Shares (the "Subscription Period"), runs from **4 July** to **3 August 2015**, inclusive.

Subscription to the Offer must take place, through the depositary intermediaries, by means of the completion of the specific form prepared as per the facsimile sent out by the Company through Monte Titoli S.p.A. (the "Subscription Form") and following ascertainment, by said intermediaries, of the subscribers entitlement to purchase the Shares Withdrawn.

The Offer is subject to the Merger taking effect. Purchases shall therefore only take place if the Merger is completed.

Pre-emption, assignment, allocation and placement rights of the Shares Withdrawn

Entitled shareholders purchasing Shares Withdrawn offered in option shall also have pre-emption rights (the "Pre-emption Right") over the purchase, at the Offer Price, of the Shares Withdrawn that should be un-opted upon conclusion of the Subscription Period (the "Residual Shares Withdrawn") as long as a request to this end is made when submitting the Subscription Form. To this end, the specific section of the Subscription Form must specify the maximum number of Residual Shares Withdrawn (ordinary and/or savings) for which the Pre-emption Right is exercised.

The Residual Shares Withdrawn will be assigned to those who have exercised their Pre-emption Right up to the maximum amount requested by each under pre-emption; if the Residual Shares Withdrawn should not suffice to satisfy all requests, they will be divided up amongst all those who exercised the Pre-emption Right proportionally to the respective request. Assignment, and any potential allocation necessary, will take place separately for the ordinary Residual Shares Withdrawn and the savings Residual Shares Withdrawn.

It is specified that Telecom Italia has declared that it will directly or indirectly exercise its option right and related Pre-emption Right over all the Shares Withdrawn.

Offer Regulation

The Company will disclose the results of the Offer in compliance with applicable laws, without prejudice to the fact that the regulation of the Shares Withdrawn purchased (concerned by an irrevocable order of payment conferred by the subscriber to the Offer upon its depositary intermediary when filling in the Subscription Form) and consequently the withdrawals, will only take place subject to the Merger taking effect.

The number of Shares Withdrawn assigned in total to each subscriber to the Offer will be disclosed to the parties concerned through the respective intermediaries and in accordance with the procedure they apply.

Exclusions

Countries in which the Offer is only permitted by specific authorisation in compliance with legislation applicable there, or as an exception to such, shall be excluded from it.