

The background features a dense array of fiber optic lights in shades of blue, teal, and white, creating a bokeh effect. Overlaid on this are several large, semi-transparent geometric shapes, including triangles and diamonds, in various shades of blue, creating a layered, architectural feel.

# Transforming TIM – May 4<sup>th</sup> General Meeting

ELLIOTT

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## Executive Summary

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### Minority Shareholders Can Reassert Their Rights

- How Slate Voting Works
- Who Are the Candidates You Are Choosing?
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### Board Change Will Empower, Not Hinder, Management and Its Strategy

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## Appendix

Elliott Nominees CVs

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# Executive Summary

**TIM shareholders have an opportunity to chart a brighter future for the company.** On 4th May, shareholders can choose a Board of Directors with substantial relevant experience and true independence from any special interests, or they can rubber stamp Vivendi's continued poor stewardship.

- Vivendi has an economic stake of 18%<sup>1</sup>, yet has essentially 'controlled' TIM to its own benefit, at the expense of other key stakeholders.
- Elliott believes that the other shareholders who represent the vast majority of the capital should have their voices heard, and that 10 directors should come from the list put forward by shareholders other than Vivendi: the Independent Nominees.
- Elliott believes in the importance of a Board of Directors that can deliver value to all shareholders. Major proxy advisors, other minority shareholders, and key stakeholders have agreed by endorsing Elliott's Independent Nominees.
- Elliott and its proposed Independent Nominees acknowledge the value of TIM's current 2018-20 Business Plan:
  - There is no alternative business plan;
  - TIM's CEO will have a team of highly qualified independent directors in full support of his value creation plan;
  - If elected, the Independent Nominees would evaluate the merits of Elliott's value-creation proposals in conjunction with management, to determine whether and when to implement them in the best interest of long-term value creation for all shareholders;
  - Since our involvement was first announced, the Company declared that it hopes to return to investment grade in 2018, which would create the appropriate conditions for a dividend in 2019. This would be entirely consistent with our proposals. Should the company fail to return to investment grade in 2018, the independent board would need to re-evaluate the viability of a dividend in 2019, relying substantially on management's advice.

In contrast to Vivendi's poor stewardship and frayed relationships, Elliott's Independent Nominees will prioritise improving relationships with regulators and authorities

<sup>1</sup> Calculated as Vivendi economic interest on total market capitalisation given that Vivendi has no disclosed interest in saving shares.

# How Slate Voting Works

Shareholders can choose between two slates: the **Vivendi slate** or a **slate with Independent directors that represent the market**.

## Key principles

15 members likely to be elected

10 Board Members chosen from the slate that obtains the majority of the votes (the “Majority Slate”), of which at least 5 independent

5 elected from the other slate (the “Minority Slate”), of which at least 3 independent

At least 5 Board Members must belong to the less represented gender

## Voting outcome

Directors likely to be elected on May 4<sup>th</sup>

### Elliott Slate

- 1 Fulvio Conti
- 2 Alfredo Altavilla
- 3 Massimo Ferrari
- 4 Paola Giannotti de Ponti
- 5 Luigi Gubitosi

Directors appointed if **Elliott’s** slate gets majority of votes

- 6 Paola Bonomo
- 7 Maria Elena Cappello
- 8 Lucia Morselli
- 9 Dante Roscini
- 10 Rocco Sabelli

### Vivendi Slate<sup>1</sup>

- 1 Amos Genish
- 2 Arnaud Roy de Puyfontaine
- 3 Marella Moretti
- 4 Michele Valensise
- 5 Giuseppina Capaldo

Directors appointed if **Vivendi’s** slate gets majority of votes

- 6 Franco Bernabè
- 7 Frédéric Crepin
- 8 Anna Jones
- 9 Camilla Antonini
- 10 Stephane Roussel

<sup>1</sup> Slate names do not reflect candidacy order in the slate, but ranked to reflect requirement of independence as provided for by TIM by-laws and in accordance with the candidates' declarations: 50% rounded up of directors elected from each slate needs to be independent.

# Who Are the Candidates You Are Choosing?

Because there are two slates, the **top 5 candidates of both slates will be appointed** on the board, including **CEO Amos Genish**. The winning slate will also appoint the other five proposed candidates.

## Elliott Slate

Name	Ind.	Short CV
6 Paola Bonomo	✓	<ul style="list-style-type: none"> <li>Worked in several leadership roles including Senior Director at eBay, Head of Online Services at Vodafone Italia, Regional Director at Facebook</li> <li>Angel investor and advisor in the digital technology space (Business Angel of the Year award in 2017)</li> <li>In 2015 and 2016 recognized as one of the fifty most inspiring women in European Technology</li> </ul>
7 Maria Elena Cappello	✓	<ul style="list-style-type: none"> <li>From 2010 to 2013 served as CEO, General Manager and Deputy Chairman of the Board of Directors of Nokia Siemens Networks</li> <li>In 2005 became Senior VP of Sales at Pirelli Broadband Solutions.</li> <li>In 2002, she founded the EU branch of MetiLinx, an innovative U.S. software company</li> </ul>
8 Lucia Morselli	✓	<ul style="list-style-type: none"> <li>From 1995 to 1998 CEO of the first Italian pay-tv Telepiù, then until 2003 CEO of News Corp in Europe and Stream (later became Sky Italia)</li> <li>She then became CEO of Tecnosistemi, Mikado, Bioera and from 2014 to 2016 of Acciai Speciali Terni</li> <li>Director of Essilor-Luxottica, Sisal Group and Snam</li> </ul>
9 Dante Roscini	✓	<ul style="list-style-type: none"> <li>Member of faculty of Harvard Business School for the past decade, member of the Business, Government and International Economy Unit.</li> <li>Before Harvard Business School, spent twenty years in senior positions at Goldman Sachs, Merrill Lynch and Morgan Stanley</li> </ul>
10 Rocco Sabelli	✓	<ul style="list-style-type: none"> <li>CEO of Alitalia from 2009 to 2012 where he restructured the company</li> <li>Since 2013 he has been an Operating Partner at Italian Private Equity funds including Clessidra</li> <li>Served as CEO of Piaggio from 2003 to 2006 listing the company in 2006</li> <li>In 1993 he joined Telecom Italia Group where he worked until 2001 in various positions including TIM Managing Director</li> </ul>

## Vivendi Slate

Name	Ind.	Short CV
6 Franco Bernabè	✗	<ul style="list-style-type: none"> <li>Deputy chairman of Telecom Italia</li> <li>He served as CEO of Telecom Italia From November 1998 until May 1999 and from 2008 until 2010</li> <li>He previously worked for FIAT Group and for ENI Group</li> </ul>
7 Frédéric Crepin	✗	<ul style="list-style-type: none"> <li>Group General Counsel of Vivendi. He also holds other relevant positions within the Vivendi Group</li> <li>In May 2017 he was appointed Director and Member of the Strategy Committee and of the Nominations and Remuneration Committee at Telecom Italia</li> </ul>
8 Anna Jones	?	<ul style="list-style-type: none"> <li>Director of Telecom Italia from May 2017 until April 2018</li> <li>Previously co-founded AllBright Group, an innovative platform for the support of the professional career of talented women in UK</li> <li>From 2014 to 2017 served as CEO of Hearst Magazines (<b>where Mr. de Puyfontaine was her predecessor</b>) and as Chairwoman at Comag in the UK (<b>where Mr. de Puyfontaine was a director</b>)</li> </ul>
9 Camilla Antonini	?	<ul style="list-style-type: none"> <li>Director of Telecom Italia from May 2017 until April 2018</li> <li>Writer and economic journalist at L'ÉCO (Play Bac Presse), a French economic periodical</li> <li>As member of the Risk and Control Committee, she voted in favour of TIM/Canal Plus JV in Oct-2017 on which both independent directors nominated by Assogestioni voted against</li> </ul>
10 Stephane Roussel	✗	<ul style="list-style-type: none"> <li>Director of Telecom Italia from Dec-2015 to May 2017</li> <li>COO of Vivendi and CEO of Gameloft</li> <li>CEO of SFR from June 2012 until May 2013</li> </ul>

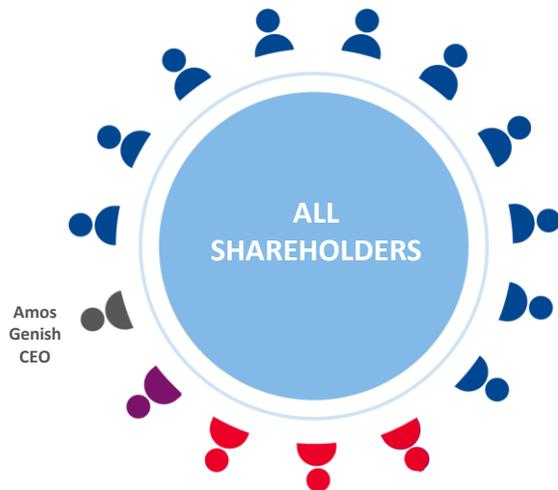
Notwithstanding that Vivendi nominees Anna Jones and Camilla Antonini declared their independence in the candidacy papers, it is our opinion that such independence is doubtful, since they both resigned from their former position in the board — together with other directors — to accomplish what Elliott believes to be a pro-Vivendi oriented outcome.

# Board of Directors to Deliver Value to All Shareholders

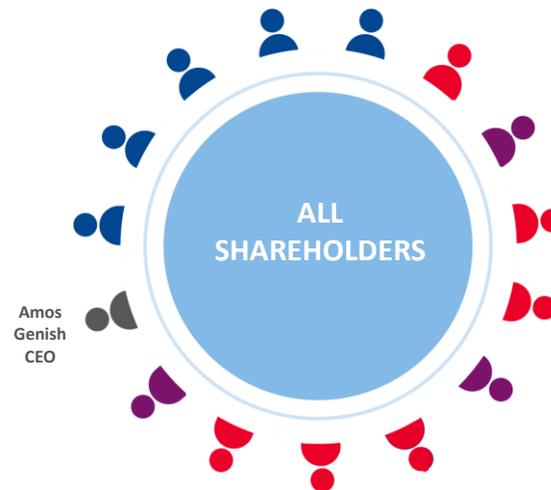
Management capabilities will be coupled with the skills of competent and independent directors. Elliott nominated directors acknowledge the value of management's plan and are focused on value creation for **all shareholders**.

Investors cannot trust Vivendi's alignment of interest with other TIM minority shareholders.

Independent Board



Not Independent Board



 TIM Executives  Vivendi-nominated directors  Vivendi Executives  Independent Directors from the market

# We Support the CEO and Management Team

## Elliott statements

 Elliott believes management should be led by the current CEO and the board of directors rather than by a single shareholder.

*19-Apr, Elliott Press Release*

 We are very confident in the current management team led by the CEO Amos Genish.

*24-Apr, TIM AGM*

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### Facts

Amos Genish was not part of the 6 directors initially proposed to be removed by Elliott.

Elliott voted at April AGM to confirm Amos Genish on TIM board and voted in favour of his long term incentive plan.

## Amos Genish statements

 Like for any CEO, the trust and alignment with the board are key ... I hope I will get it with the next board... I look forward to working with everyone in the coming years.

*24-Apr, TIM AGM*

 TIM is a project very dear to me and I consider it a privilege to continue leading it...I found [Fulvio Conti] to be a very reasonable, open-minded person.

*19-Apr, Il Sole 24 Ore*

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### Facts

As the first director listed on a slate, CEO Amos Genish's election (which Elliott supports) is certain regardless of which slate draws more votes.

The slate election structure ensures shareholders do not have to choose between electing the CEO and electing a board independent of Vivendi.

Mr. Genish has never publicly indicated he would leave if Vivendi ceases to control the board.

If elected, the Independent Nominees would evaluate the merits of Elliott's value-creation proposals in conjunction with management, to determine **whether** and **when** to implement them in the best interest of long-term value creation for **all** shareholders

# We Are Committed to Management's Business Plan

## The Business Plan presented by CEO on 07-Mar remains the only Plan:

- Our incremental value creation proposals are aligned with, and extend the effectiveness of, Management's Plan and seek to maximize value across TIM's businesses;
- If elected, the Independent Nominees would evaluate these incremental value-creation proposals in conjunction with management, with the sole aim of creating value for all shareholders over the long term.

What Elliott Said	What TIM Said	Comment
<b>A</b> Company should convert savings shares as improves governance and transparency plus is EPS accretive	<ul style="list-style-type: none"> <li>▪ When ordinary dividend per share is considered, the EPS accretion is only c. 3- 4% vs c. 12-14% as reported in the Elliott's presentation</li> <li>▪ The ultimate decision on saving shares conversion sits with the Board and with TIM shareholder</li> </ul>	<ul style="list-style-type: none"> <li>▪ Currently TIM doesn't pay dividend on ordinaries and brokers don't expect dividend payment: dividend reintroduction would imply a change in discount as well</li> <li>▪ We agree it is ultimately a shareholders' decision</li> </ul>
<b>B</b> Selling a minority stake in NetCo would allow TIM to unlock value for shareholders	<ul style="list-style-type: none"> <li>▪ Management Plan for NetCo (legal separation with 100% ownership) is the most sensible action in the current context and regulatory framework</li> <li>▪ Management is open to evaluate any further action, such as selling a minority stake and/or consolidating the Italian fibre infrastructure market, subject to (i) a careful assessment of all necessary regulatory, commercial, technological and competitive matters and, (ii) an overall objective of retaining control and full consolidation</li> </ul>	<ul style="list-style-type: none"> <li>▪ We are pleased management is open to evaluate further actions on NetCo and agree that legal separation is the first step</li> <li>▪ We believe approaching separation with an open-mind and the right board members sharing the same objective of long term value creation for all shareholders, would create the best possible conditions for optimal regulation and asset valuation</li> <li>▪ We believe ServiceCo should continue to control NetCo even after structural separation</li> <li>▪ We agree that a clear and stable regulatory framework is paramount before any action is taken regarding NetCo structural separation</li> </ul>
Selling a stake in Sparkle would allow TIM to unlock value for shareholders	<ul style="list-style-type: none"> <li>▪ Management already evaluating steps in this direction</li> </ul>	<ul style="list-style-type: none"> <li>▪ We are pleased that management is already evaluating this</li> </ul>
<b>C</b> Deconsolidation of NetCo and Sparkle would allow ServiceCo to distribute dividend	<ul style="list-style-type: none"> <li>▪ Optimal capital allocation between NetCo and ServiceCo will ultimately depend on regulatory framework and competitive landscape, which are not yet stable</li> <li>▪ Management will consider proposing to the Board reinstatement of a progressive ordinary dividend policy, once the Company achieves Investment Grade rating metrics (which could be reached in 2018)</li> </ul>	<ul style="list-style-type: none"> <li>▪ We are pleased that TIM is on the path to return to investment grade in 2018, which would allow dividends from 2019</li> <li>▪ The Board will consider ServiceCo's competitive positioning when determining the viability of structural separation at the appropriate time, and will rely substantially on management</li> </ul>

Source: Elliott investor presentation - April 2018; TIM Presentation Investor Meetings - April 2018

# Elliott Proposed Directors



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## Fulvio Conti

- Fulvio served as Enel CEO from 2005 to 2014 where he led the company's international expansion through several deals including the acquisition of Endesa, the largest electric utility in Spain with a substantial footprint in Latin America. Previously, he joined Enel in 1999 as CFO where he worked on several major transactions including the company's IPO and listing of Terna, the Italian high-voltage transmission grid.
- In 1998 he joined Telecom Italia and held several roles including Managing Director, CFO, and Board Member of TIM and various major subsidiaries.
- He has been a director of several significant international companies including Aon (where he is currently director), the Italian Institute of Technology, RCS MediaGroup, Barclays, and served as vice-chairman of Confindustria.
- Cavaliere del Lavoro della Repubblica Italiana and Officier de la Légion d'Honneur de la Republique Française.

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## Alfredo Altavilla

- Alfredo has been FCA's Chief Operating Officer EMEA since 2012. Within the FCA Group he has been also a member of Executive Council and Head of Business Development since 2011
  - Alfredo started his career at the FIAT Group in 1990, where he has held various managerial roles with increasing responsibilities including President and Chief Executive Officer of Iveco, from 2010 to 2012, and Executive Vice President of Business Development for Fiat Group in 2009
  - He also currently sits in the Board of Directors at Actuant Corp. and FCA Bank
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## Massimo Ferrari

- Currently serves as General Manager Corporate & Finance, Group CFO of Salini Impregilo, a post held since 2013
- He has served as Chief Executive Officer, General Manager and Investment Manager of Capitalia Asset Management SGR, General Manager and member of various internal committees of Fineco Group, and Senior Vice President and Secretary to the Internal Control and Risk Committee of UniCredit Group.
- He has also served as Head of Issuer Division of the CONSOB, and member of the Board of Directors of Borsa Italiana S.p.A.

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## Paola Giannotti De Ponti

- Since 2016, Paola has been a Director on the Supervisory Committee, Chairwoman of the Risks Committee and a member of the Related Parties Committee of UBI Banca S.p.A.
  - Since April 2017 she has been a Board Member and member of the Audit and Risk, Corporate Governance and Sustainability Committee of Terna S.p.A.
  - Previously she sat on the boards of Ansaldo STS S.p.A. and Dresdner Kleinwort Wasserstein SGR. From 2000 to 2012 she was a member of the Council for the United States and Italy. She has held various managerial roles throughout her thirty years of financial sector experience both in Italy and abroad, including Morgan Stanley, Citigroup, Dresdner Bank and BNP Paribas.
  - Her specific areas of focus have been corporate and investment banking, capital markets, extraordinary operations and project finance. Previous company experience includes Montedison, Sviluppo Finanziaria Milano and The Mac Group.
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## Luigi Gubitosi

- Luigi has been Extraordinary Commissioner of Alitalia since May 2017 and Operating Partner of Advent International since October 2015.
- He was General Manager of the Italian state broadcaster RAI from July 2012 to August 2015. From November 2011 to July 2012 he served as Country Manager and Head of Corporate and Investment Banking for Bank of America Merrill Lynch in Italy.
- From 2007 to 2011 he was CEO of Wind Telecomunicazioni where he joined in 2005 as CFO. He is a professor of Corporate Finance at Università LUISS Guido Carli in Rome.
- He is also a board member and Chairman of the control committee of Il Sole 24 Ore.

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## Paola Bonomo

- Paola served as Vodafone Italy Head of Online Commercial Operations from 2010 to 2013 where she led the company's cross-channel integration and digital transformation
  - In 2015 and again in 2016, she was recognized as one of the "Inspiring Fifty", the fifty most inspiring women in European Technology
  - Paola has focused her career in the digital technologies sector achieving leading positions in several international enterprises such as Senior Director at eBay, Head of Online Services at Vodafone Italia and Regional Director at Facebook. Since 2009 she has been investing in technology startups with Italian Angels for Growth, where she focuses on investments in the digital space
  - Paola currently serves on the Boards of Directors of primary Italian companies such as Sisal Group and AXA Assicurazioni
  - She started her career at McKinsey & Company
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## Maria Elena Cappello

- Maria Elena served as CEO of Nokia Siemens Networks Italia from 2010 to 2013, being in charge of the Company's second largest European market and, formerly, as Global Head of Strategic Marketing
- From 2005 to 2006, she also held the role of Sales Senior Vice President at Pirelli Broadband Solutions, being responsible of global Broadband Access and Photonic businesses
- Earlier in her career, she was a manager in Hewlett Packard, Italtel and EMC Italia and the founder of the software company Metilinx
- Maria Elena currently holds the role of Independent Board Member of Banca Monte dei Paschi di Siena, Prysmian and Saipem

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## Lucia Morselli

- Lucia held several leading roles in primary media companies: she served as CEO of the pay-tv company Stream (Sky) and previously she was Managing Director and CFO at Telepiu Group and at News Corporation Europe
  - In the following years she held important roles in primary Italian companies, serving as CEO of Acciaitalia, Acciai Speciali Terni, Berco, Bioera, Mikado and Tecnosistemi and as CFO of the Aircraft Division of Finmeccanica
  - Lucia currently sits in the Board of Directors of Essilor-Luxottica, Sisal Group and Snam and she also is a member of the Chapter for Climate Change within the World Economic Forum
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## Dante Roscini

- He has been on the faculty of Harvard Business School for the past decade where he is a member of the Business, Government, and the International Economy Unit.
- Before Harvard Business School, Prof. Roscini spent twenty years in senior positions at three leading US investment banks in New York and London.
- He is a Senior Fellow of the Foreign Policy Association in New York and of the Atlantic Council in Washington.

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## Rocco Sabelli

- Served as CEO of Alitalia from 2009 to 2012 where he successfully restructured the company. Since 2013 he has been an Operating Partner at various Italian Private Equity funds including Clessidra.
  - He served as CEO of Piaggio from 2003 to 2006 where he acquired Moto Guzzi and Aprilia, as well as listing the company in 2006.
  - In 1993 he joined Telecom Italia Group where he worked until 2001 in various positions including TIM Managing Director, director of both fixed and mobile business in Italy and responsible of the Wireline Services business unit in addition to the international wholesale business.
-