INSIDE INFORMATION
AND INSIDER DEALING PROCEDURE

UPDATED BY THE BOARD OF DIRECTORS BY 24 SEPTEMBER 2018
A. General principles

1. Information - meaning news about an event, a circumstance, a figure or an initiative, that is important for the TIM Group - is a company asset, fundamental for the success of the business. It underpins company processes, and its correct management is a condition for the effective pursuit of the Group's business objectives.

2. Without prejudice to the specific legal regulations regarding the protection and disclosure of qualified categories of information, the use of information about the Group complies with the general principles of efficiency in the use and safeguarding of business resources, expressed by the need to know rule. Everyone who works for the TIM Group is subject to an obligation of confidentiality regarding the information they acquire or process as part of or on the occasion of the carrying out of their activities, and they may not use it for purposes other than the pursuit of corporate business. Company procedures include specific safeguards for this purpose.

3. All those who work for the Group (as employees or otherwise) are in fact obliged
   - to protect the information they acquire or process during the execution of their duties, adopting all precautions needed to ensure that the circulation thereof, within and outside the company, can occur in accordance with the specific applicable regulations, and without prejudice to their confidential nature;
   - to not communicate information about the Group, its collaborators, commercial partners, suppliers or customers that becomes available to them in the execution of their assigned tasks other than for official reasons.

4. Without prejudice to the disclosure obligations prescribed in the applicable regulations, TIM applies (and expects its collaborators to apply) specific safeguards to inside and relevant information – as referred to in Section B below – to protect and maintain confidentiality as set out in its own internal procedures.

5. The current Procedure
   - establishes the rules and principles to which TIM adheres in monitoring the phases prior to publication and, in turn, in the internal management of the Company's inside information and in its disclosure externally;
   - regulates Company activities with reference to the obligations and compliances connected to internal dealing.

6. This Procedure is equivalent to an instruction provided by TIM to all the companies it controls pursuant to Article 114(2) of the Consolidated Law on Finance. This is an essential component of the TIM Group's internal control system, without prejudice to the application of the control schemes referred to in Model 231, with the respective flows of information.

Identification of inside and relevant information

7. Inside information is defined in law. Inside information on TIM therefore means information that is:
   1. precise, meaning (i) information that refers to a set of existing circumstances, or which might reasonably envisage that this might come into existence, or to an event that has happened, or might be reasonably expected to happen and (ii) is sufficiently specific to enable conclusions to be drawn on the possible effect of the set of circumstances or the event on the prices of financial instruments issued by TIM and on the prices of related derivative instruments;
2. that directly or indirectly concerns TIM (and/or its subsidiaries), or one or more financial instruments issued by TIM;

3. that has not been made public and, if made public, could have a significant effect on the prices of the financial instruments issued by TIM or on the prices of related derivative instruments (“price sensitive information”).

Information that, if made public, may have an appreciable influence on the price of the financial instruments is information that reasonable investors would presumably use as one of the elements on which they would base their investment decisions.

8. TIM’s approach to inside information is characterised by new content, compared to the information that has already been formally disseminated by the Company (and/or by its subsidiaries) and/or the market expectations regarding TIM (and/or its subsidiaries), whether or not said expectations have been generated by the conduct and statements of the Company, or derive from analysis of the sector. The novelty/difference component must be significant, such as could reasonably lead to the presumption that the non-disclosure to the public of the information in question could affect the correct formation of prices, or that its exclusive availability could confer an unfair competitive advantage to those in possession of it, over market operators as a whole.

9. Where it meets the requirements set out above, even a single intermediate stage of a prolonged process that leads to a price sensitive circumstance or event may be considered inside information (including for the purposes of disclosure or activation of the specific register of persons with access to inside information).

10. Potentially, all company processes may produce or intercept inside information, and therefore continual monitoring of the information processed is required, applying the assessment criteria indicated. Specific responsibility for identifying information that presents (or might assume) the characteristics of inside information for TIM lies with the Board of Directors of the Company, its Chairman, its Chief Executive Officer and the first organisational tiers of the Senior Management of the Company (i.e. Chairman and Chief Executive Officer), each with regard to the information that comes to their knowledge (through verification) or that they produce/develop (generating it) as part of their activities.

11. The General Counsel provides technical support (also in relation to the guidance issued by the regulatory and corporate governance bodies of the sector), and must be consulted, together with the Head of the Investor Relations Department, for the assessment of the sensitivity of the information. In the case of prolonged processes that lead to a price sensitive event or circumstance, the management overseeing the processes is required to proceed to make the aforementioned assessment with the General Counsel with the maximum possible celerity, as soon as they become aware of the essential elements, and therefore as the process proceeds, and in any event at intervals appropriate to the characteristics of the project.

12. If there should be divergence of opinions, or uncertainty about whether or not an item of information is inside information, or on who owns it, the decision will be escalated to the Executive Directors.

13. In order to promptly fulfil the obligations for publishing inside information, TIM also monitors relevant information, meaning information relating to events or circumstances that directly or indirectly concern TIM (and/or its subsidiaries) and that, based on a reasonable appreciation and a preliminary and presumptive judgment, may later become inside information. The responsibility for identifying relevant information lies with the same individuals who are responsible for identifying inside information.

14. Given that relevant or inside information concerning TIM may also relate to its subsidiaries, this Procedure applies as an instruction to subsidiaries in order to ensure TIM has flows of information that enable the parent company to properly monitor the circumstances and events relating to its subsidiaries.
C. Obligations and prohibitions

15. By law, and in relation to the obligations they owe to the Company, deriving from their relationship with it, it is for those who have access to TIM inside or relevant information to ensure that its processing and confidentiality can be traced, within their own sphere of activity and responsibility, from the moment it comes into their possession, by any means.

16. Without prejudice to the application of the safeguards to protect company information set out in the internal procedures, and without prejudice to the Company’s compliance with the disclosure obligations contemplated in the applicable laws, people in possession of inside information are subject by law to specific obligations and prohibitions. Knowledge and application of the EU and domestic regulations applicable to them is the responsibility of the respective addressees.

17. TIM promotes training initiatives for its collaborators (including members of the company bodies) for the correct application of the rules on relevant or inside information, and ensures that an up to date collection of the relevant legislation is available.

18. TIM
  - maps out and monitors relevant information concerning it. To this end, as a reference, Annex A contains a synoptic matrix showing the following:
    - an exemplary and non-exhaustive case study of events/activities where the respective information may be classified as relevant and/or inside information;
    - the corporate departments normally involved in managing the above-mentioned events/activities, including their disclosure to the public where appropriate;
  - complies with the inside information disclosure obligations under the terms set out in section D below;
  - ensures that the lists of persons who have access to inside information and relevant information are drawn up, under the terms set out in section E below.

D. Disclosure of sensitive information to the public

Arrangements for compliance

19. TIM discloses to the public inside information about itself as soon as possible, and in any event as soon as the necessary checks to ensure correct disclosure have been diligently completed.

20. The drafting of the press release for the disclosure of inside information to the public is the responsibility of the Head of Institutional Communication, who prepares the draft on the basis of the elements/indications received:
  - from the top tiers of the organisation that report directly to the Executive Directors (or the persons delegated by them) in whose field of operations the information was generated or ascertained;
  - from the Secretary of the Board of Directors (or his deputy) regarding decisions made by the board of directors that qualify as sensitive information.

21. The Institutional Communication Department checks the information used to draw up the draft press release with the responsible management, and then checks with Investor Relations and the Corporate Affairs Department that the text meets the applicable legal requirements and in any event contains the appropriate elements to enable a complete and correct assessment of the events and circumstances
Inside information and insider dealing Procedure

22. Public dissemination of the press release takes place after the requirements of the applicable regulations have been met. Once this compliance has been completed, the press release is disseminated through the specific channels and published on the Company website before market opening the day after its release.

23. It is the responsibility of the first tier manager who reports directly to the Executive Directors with competence for the issue, to promptly inform the Investor Relations and Institutional Communications Departments of any change considered meaningful to the content of the inside information previously disclosed to the public, so that the need for a supplementary and/or rectifying disclosure and/or update to the disclosure previously made can be evaluated with the General Counsel (without prejudice to the possibility of escalating the decision to the Company’s Executive Directors, in the case of differences of opinion or uncertainty about the need to communicate).

Obligation and delaying the press release

24. When the inside nature of an item of information has been recognised, if its prompt dissemination could damage the legitimate interests of the Company, the Company's Executive Directors, having consulted the management responsible for the material (or the Board of Directors, if the inside information is a Board determination), the Institutional Communications and Investor Relations Departments, and the General Counsel, may decide, pursuant to law, to delay its release, within the limits and according to the arrangements specified in the applicable law. Once the decision to delay the publication of inside information has been adopted, the individuals in possession of the non-disclosed inside information are registered in the dedicated lists.

25. In any event, delay is only permitted where it would not have the effect of misleading the public and that in any case the Company is able to ensure that the inside information remains confidential, something that is specifically monitored by the Institutional Communications and Investor Relations Departments for those matters within their respective remits. If any of the conditions that might justify a delay (legitimate interest in delaying disclosure, absence of misleading effects for the public, maintenance of confidentiality of the inside information) should not apply for any reason, the Company will without delay re-establish information equality by immediately releasing a press release. For this purpose, the moment the delay is confirmed a draft press release is prepared and subsequently kept up-to-date.

26. When an item of information has been qualified as inside information, TIM, as a rule, considers the fact that a final decision (in terms of approval or verification) by the body that is competent by law, the Bylaws or organisational or corporate governance rules of the company, is still pending to be a sufficient reason to legitimise delaying its disclosure (excepting the adoption of the safeguards disciplined in this Procedure, and without prejudice to the limits specified in the applicable laws). As an example, in the case of signature of a contract containing price-sensitive information which is beyond the powers of the executive body, and the effectiveness of which is therefore subject to board approval, the dissemination of information would as a rule be delayed until the time of said approval.

27. In the event of leaks of information that has not been disclosed to the public that is not yet precise the first tier manager responsible for the topic (or the delegated representative) will consider, with the General Counsel, which for this purpose will coordinate with the Head of Investor Relations and the Head of Institutional Communications, whether the release of suitably clarifying press releases is appropriate. If there are differences of opinions, or uncertainty about the need for disclosure, the decision will be escalated to the Executive Directors.

28. TIM excludes any responsibility for what is referred to as consensus estimate. Furthermore, with particular reference to the targets and guidance that are disclosed, it monitors them by assessing the financial analyses published and makes it available to the public in a transparent, objective and traceable way. If there are significant differences between the market expectations and the Company's expected results, the Chief Financial Officer will consider, with the General Counsel and the Heads of
Institutional Communications and Investor Relations, whether the release of suitable clarifying press releases and/or the re-establishment of information equality is appropriate and/or mandatory. If there are differences of opinions, or uncertainty about the need for disclosure, the decision will be escalated to the Executive Directors.

Roles

29. The General Counsel of TIM acts as Information reporting officer and is the spokesperson of the Company with the stock exchanges that list the financial instruments issued by the Company as well as with the Italian or foreign authorities that oversee the corresponding markets. The General Counsel is also responsible for the management of the process and the compliances consequent on the decision by the Company’s Executive Directors to use the procedure to delay disclosure of the inside information to the public.

30. Relations with the press are the responsibility of the Institutional Communications Department. They are authorised to give interviews and make statements about the Company, the Chairman, the Chief Executive Officer and the subjects authorised by them, on the proposal of the Institutional Communications Department. This department agrees on the content of the interview or statement with the person in question, and when it encounters elements of attention it coordinates with the General Counsel for the assessments within its sphere of competence. Where the involuntary disclosure of inside information occurs during an interview or statements, information equality is promptly re-established by the release of a press release. Any declarations concerning relevant information (e.g. information regarding the status of ongoing negotiations which do not yet constitute inside information) are based on prudence criteria to avoid creating misleading expectations or effects.

31. Relations with the financial community are the responsibility of the Investor Relations Department. When the results and targets of the company are disclosed, and, in general, at meetings with investors and analysts, the initiatives and communication tools are coordinated by the Investor Relations Department, which activates the internal departments responsible for carrying out the compliances required by the applicable law (including the drafting and release of the necessary press releases, according to the process described above), and contributes directly to guarantee information equality through the publication on the company website of all elements made available to the financial community at meetings, conferences and road-shows. The Investor Relations Department is also responsible for collecting and periodically publishing the consensus on the company website.

32. The decision of whether to go ahead with any market surveys (market sounding and wallcrossing) or to give the Company’s consent to receive any market surveys conducted by third parties is up to the Chief Financial Officer, who consults the General Counsel for this purpose.

E. List of persons with access to inside or relevant information

33. TIM fulfils its obligation to trace the management of its inside information itself, and keeps registers of persons who have access to it, whether inside or outside the company organisation. For this purpose it has specific software that meets the requirements set out in the applicable law, for which the General Counsel has responsibility.

34. The software has features that enable to company to comply with its obligations to communicate to the people who have access to inside information (and who as a consequence are listed in the corresponding registers), about the related obligations and prohibitions, and the sanctions that are applicable in case of breach of said obligations and prohibitions. It is organised in sections corresponding to specific inside information, listing the people who have access to each. So the same person may be listed in more than one section, each corresponding to an item of inside information.
35. As a minimum the Chair, the Chief Executive Officer, their Staff, the Chief Financial Officer, the Head of Investor Relations, the Head of Institutional Communications and the General Counsel are listed in a special supplementary section, since they have permanent access to all the Company information that qualifies as inside information. With the exception of the supplementary section on those who have permanent access, each section of the register is created in response to the existence of a specific item of inside information, pending its disclosure.

36. Responsibility for populating and updating the Register lies with the first tier manager (or his or her delegated representative) responsible for the activity carried out regarding the event/circumstance to which the inside information relates: this person is responsible for obtaining, updating and promptly communicating to the General Counsel all data that is to be entered in the Register as required by the applicable law.

37. People who have access to information that, while confidential and important in business and strategic terms, is not destined to be disclosed to the market, pursuant to the law on inside information, are not subject to listing in the Register, nor are people who have access to items of information that would constitute inside and/or relevant information only if combined with other information.

38. With a view to better monitor corporate information and to fulfil the requirements for disclosure of inside information to the market, TIM also establishes a register of the persons who have access to relevant information, which is managed through a separate application and monitored by the General Counsel.

39. The responsibility for activating the register in relation to specific relevant information, as well as for registering the internal or external individuals who are in possession thereof, lies with the first-tier manager (or his/her delegate) who oversees the activity carried out on the event/matter to which the relevant information refers, after consulting the General Counsel and the Head of the Investor Relations Department as appropriate.

40. The first-tier manager, directly or through his/her delegate, is responsible for:
   - identifying relevant information;
   - identifying the persons who are in possession of relevant information in relation to each open position;
   - notifying the persons in possession of relevant information of their registration in the register as well as the updates concerning them.

   With regard to the requirements relating to the management of the register and, specifically, to annotations (registrations, cancellations) and updates, reference should be made to the relevant procedural system set out at company level.

41. Corporate Affairs Department:
   - oversees registrations in the lists dedicated to managing inside information, based on the data received, and keeping track of the requests/communications received. Registration in the list occurs as soon as there are sufficient details to identify the person with access to inside and/or relevant information, subject to subsequent completion with the data initially missing;
   - oversees the data extracted from the lists of persons with access to inside and relevant information, keeping track of the requests received;
   - monitors the completeness of the data entered in the Register, taking prompt action against the owners responsible for populating them in case of evident irregularities;
   - contacts and raises awareness among the owners responsible for populating the lists about the need to update the data recorded in the software on a regular basis not exceeding one month;
− drafts and submits to the General Counsel, at three-monthly intervals, a report on the maintenance of the Register;
− supplies information for inclusion in the quarterly reports to the Board of Statutory Auditors (as Supervisory Body pursuant to Leg. Dec. no. 231/2001).

F. Insider dealing

42. With reference to the obligations to disclose transactions undertaken
− by people who carry out administrative, control or directing functions in TIM (the Primary Insiders: Members of the Board of Directors, Standing Auditors and key managers of TIM, as identified from the organisational arrangements of the company),
− people closely linked to them (the Secondary Insiders, as identified by the law in force),

at the request of its Primary Insiders, TIM is willing to undertake the communications to Consob on behalf of the Primary Insiders and their Secondary Insiders. For this purpose, the elements that are to be disclosed must be made available to the Corporate Affairs Department by the end of the working day following the execution of the transaction. Possible exceptions that the Company reserves the right to communicate to the Primary Insiders, without delay, remain excluded.

43. If promptly requested, TIM is also willing to collaborate with the parent company, if any, and with those shareholders who hold more than 10% of the ordinary share capital, to make the disclosures specified in the applicable regulations.

44. TIM draws up and maintains up to date the list of Primary Insiders and - based on the information received from the latter - of Secondary Insiders. To collect the necessary information, the Company asks the Primary Insiders, making available to them templates for them to communicate to their Secondary Insiders that they qualify as such, and the related obligations.

45. Without prejudice to the regulations on abuse and the unlawful communication of inside information, and on market manipulation, the Primary Insiders may not carry out transactions on their own behalf or on behalf of third parties, directly or indirectly, on financial instruments issued by TIM, derivative instruments or other financial instruments linked to them, for a period of 30 calendar days before the announcement of financial reports that TIM is required to publish pursuant to Italian law (the so-called closed period, applicable only to the annual and interim financial reports).

46. The Company reserves the right to allow those Primary Insiders who make a reasoned request to do so, in accordance with the conditions set out in regulations, to trade during a closed period. Requests are transmitted to the General Counsel and authorised after a binding opinion has been provided by the Nomination and Remuneration Committee, which will be convened for this purpose without delay.

47. TIM transmits suitable reminders of the start and end of the closed period to the Primary Insiders, based on the company calendar for the approval and disclosure of financial information.

48. It is the Company’s prudential interpretation that the closed period starts 30 days before the day of the board meeting called to review (approve) the results for the period (preliminary or definitive), irrespective of any delay in the subsequent disclosure to the market.

G. Observance, reports and sanctions

49. The Procedure is published on the Company website and intranet. The Group Compliance Officer, in agreement with the General Counsel and the Human Resources and Organizational Development
Department, is responsible for the execution of suitable initiatives to raise awareness/provide training with respect to the Procedure.

50. Breaching the legal regulations on the subject of sensitive information incurs individual liabilities (criminal and administrative) for the author of the breach, as well as liabilities for the Company.

51. Observance of the obligations and prohibitions resulting from this Procedure is considered an integral part of the obligations towards TIM assumed by its collaborators. Therefore non-observance may constitute non-compliance, with all the legal and contractual consequences, including termination of the contract or assignment and the payment of compensation for the damages.

52. Without prejudice to any further legal action for damages and compensation, breach of the Procedure may therefore determine:

- for employees, the imposition of the disciplinary sanctions set out in the legal regulations and the collective agreement, using the applicable methods and in the applicable ways;
- for external collaborators, termination of the collaboration or consultancy relationship, and in all cases preclusion of the assignment of new tasks by Group companies;
- for members of the administration and control bodies of the Company, notification to these bodies for the adoption of the most adequate measures, including revocation of mandate, within the limits permitted by the applicable law.

53. The state of observance of the Procedure is the object of a report by the Group Compliance Officer in his periodic report to the Control and Risk Committee and the Board of Statutory Auditors (as Supervisory Body pursuant to Leg. Dec.no. 231/2001).

H. Update

54. The person responsible for updating the Procedure is the General Counsel, in coordination with the Group Compliance Officer.

55. The Board of Directors of the Company is responsible for making amendments to the Procedure, with the sole exception of the updates required by new regulatory provisions or internal organisational changes. In this case, the amendment to the document is carried out by the Chair of the Board of Directors, who informs the full board of it at the first useful meeting.