GROUP REGULATIONS

A. Aims and purposes

1. These Group Regulations (hereinafter “Regulations”) define the rules for the exercise by Tim S.p.A. (hereinafter the “Parent Company” or “Tim”) of its direction and coordination activity over the companies it directly or indirectly controls (hereinafter the “Subsidiary Companies”, each of them a “Subsidiary Company” and, collectively together with the Parent Company, the “Group”). The provisions of the Regulations are binding on Tim and the Subsidiary Companies.

B. General framework

2. Within the Group, there is a common entrepreneurial and strategic plan, in pursuit of which Tim exercises direction and coordination activity over the Subsidiary Companies, in accordance with the applicable law and regulations.

3. The direction and coordination activity consists of the exercise of the power to orientate, in order to ensure coordination with the rest of the Group, the entrepreneurial activity of the Subsidiary Companies, through general planning of the strategy and management of the Group, the definition of policies (including in the area of remuneration), the sharing of extraordinary operational acts to be executed by the same, a uniform governance of the internal control and risk management system.

4. The provisions in these Regulations define the modalities (including –among others– the overall strategic, industrial and financial planning, directions, policies and guidelines, prior analysis of management acts, specific directives) and regulate the main procedural aspects of the direction and coordination activity of the Parent Company. Belonging to the Group and adhering to the Regulations do not compromise the autonomy of the companies directed and coordinated as entities which do business independently, in the framework of the homogeneous strategy of the Group, and as separate centers responsible for themselves as regards compliance to the rules to which they are subject, as well as regards the prevention of predicate offences which trigger the responsibility of legal entities and companies, consistently with the values of the Group referred to hereafter.

5. These Regulations, and any amendments or supplements made to them, are adopted by the Board of Directors of Tim and the Administrative Bodies of the Subsidiary Companies, in accordance with the applicable corporate law.

C. Group values

6. The Group operates in compliance with the laws and universally accepted ethical principles, inspired to transparency, correctness and honesty and considered as fundamental conditions for entrepreneurial success.
7. The Parent Company and the Subsidiary Companies –in the framework of their own organizational and management autonomy– equip themselves with a compliance system aimed at ensuring effective abidance by the indicated values, also through the adoption and constant implementation of an adequate system of internal control and risk management, in which definition of tasks and responsibilities, separation of roles, traceability of acts and operations, reliability of financial information, respect of laws, rules and internal procedures are of particular importance.

8. In the above framework, Tim and the Subsidiary Companies adhere and implement the Ethical Code of the Group, equip themselves with their own organization, management and control model pursuant to the rules on responsibility, also criminal, of legal entities and companies, in force in the Countries where their seat is located and where they operate, and set up appropriate safeguards in order to check their actual implementation.

D. Group strategic direction

9. The Board of Directors of Tim:
   - exercises, at the top, an activity of directing, coordinating, monitoring and auditing in relation to the strategy and governance of the Group as a whole, through the Executive Directors, in the context of the delegations and responsibilities entrusted to them;
   - receives an appropriate flow of information from the Executive Directors on the performance of Group business and operations and on the organizational, administrative and accounting structure of those Subsidiary Companies which have a strategic relevance, and
   - resolves directly upon those extraordinary transactions of the Subsidiary Companies that have a notable strategic, economic, patrimonial or financial impact on the Parent Company. Qualify as such the Transactions which are listed as an example in the Principles of corporate governance of the Parent Company, as well as any other transaction which is comparable in terms of relevance and effects (the “Transactions of Major Importance”).

10. In the context of the direction activities, needed to pursue the common strategic-entrepreneurial plan, the Board of Directors of the Parent Company:
    - defines the corporate governance system and structure of the Group;
    - examines and approves the strategic, industrial and financial plans of the Group, redacted by the Chief Executive Office, periodically monitoring their implementation;
    - evaluates the general performance of the management of the Group and/or of each Subsidiary Company of strategic importance, based on the information received from the CEO, comparing the results achieved with those planned; and
    - evaluates the adequacy of the organizational, administrative and accounting structure of the Subsidiary Companies of strategic importance, in particular with regard to the internal control and risk management system.

11. To ensure efficient coordination between the corporate bodies of the Group companies, an annual
calendar of the corporate events of both the Parent Company and the Subsidiary Companies is prepared; and adequate flows of information are ensured from the Subsidiary Companies to the Parent Company, for the purposes and with the limits set out in these Regulations.

E. The Group decision-making process

12. In addition to the definition of Transactions of Major Importance and to the competence to resolve on the same, the following extraordinary transactions of the Subsidiary Companies, are considered “Transactions of Importance” because of their strategic, economic, patrimonial or financial importance for the Group:

- transactions on the share capital, issue of convertible bonds;
- transformations, mergers, de-mergers;
- setting up of new companies, purchase or disposal of shareholdings, purchase or sale of branches of business;
- investment and disinvestment transactions not included in the budget, worth more than 10 million Euros;
- financial transactions worth more than 10 million Euros (in a single transaction or in several transactions that are homogeneous or in execution of a single design);
- requests for admission to insolvency proceedings;
- resolutions to dissolve and/or wind up a company; and
- definition of industrial agreements of special importance (agreements with competitors, partnerships, joint ventures, etc.).

13. The Transactions of Importance are the object of specific directives to be issued by the CEO of the Parent Company, following to prior resolution of its Board of Directors in case of Transactions of Major Importance, or can be submitted to the Parent Company by the Subsidiary Companies.

14. In the event that a proposed Transaction of Importance is submitted by a Subsidiary Company, it is approved by the CEO of the Parent Company and, in case it is a Transaction of Major Importance, by the latter’s Board of Directors, following to the preliminary analysis of the CEO. The decision of the Parent Company is communicated to the Subsidiary Company which proposed the transaction.

15. In any case, the Subsidiary Companies are required to collaborate with the Parent Company, providing to its management structures and bodies, where requested, all the information necessary and useful to develop directives/provisions and to check if they have been observed.

16. However, the taking of the decision upon, and the carrying out of Transactions of Importance and
Transactions of Major Importance remain a matter within the competence and responsibility of the Subsidiary Companies, which give effect to the indications issued by the Parent Company, subject to the assessment of their being compliant with the applicable regulations and consistent with the interest of the Subsidiary Companies themselves. In so doing, they must substantiate their decisions, detailing the reasons and interests whose assessment has influenced the decision. The Subsidiary Companies are required to ensure that there are adequate elements of traceability of the decisions taken and/or evaluations made and/or other initiatives of corporate interest undertaken. If the decisions adopted and/or evaluations expressed and/or other initiatives of corporate interest which have been undertaken by the Subsidiary Companies are not consistent with the directions of the Parent Company, such event must be promptly communicated to Tim.

17. Tim retains the right to issue Group Policies to regulate specific areas of intervention characteristic of the direction and coordination activity. Group Policies are informed to the administrative bodies of the Subsidiary Companies, for the prompt adjustment of their internal procedures.

F. Relations between Departments

18. The interactions between Tim and the Subsidiary Companies are - as a rule - regulated according to two organizational models:

- the centralized management of activities by management departments of the Parent Company (hereafter “the Centralized Departments”), in those cases in which economies of scale can be achieved and specific skills strengthened, or a qualitatively higher level of service can be offered and

- the functional coordination between management departments of the Parent Company and of the Subsidiary Companies.

19. The link between the Centralised Departments and the Subsidiary Companies is assured by intra-group service agreements, approved by the competent Administrative Bodies of the Subsidiary Companies, that determine the terms, conditions, timing and quality levels of the activity supplied and the services provided, as well as the appropriate confidentiality obligations pursuant to applicable legal standards and market practices. These agreements may provide for the issue of a specific proxy that attributes to Tim the power to act in the name and on behalf of the Subsidiary Company while providing the relevant services.

20. In cases other than the centralized management of activities, the coordination between the management departments of the Parent Company and the Subsidiary Companies is realized through a mechanism of functional connection, which grants to the management departments of the Parent Company the responsibility of direction and coordination towards one or more management departments of the Subsidiary Companies with a similar competence role.

21. The management Departments of the Parent Company carry out the coordination of the functionally homogeneous units within the Subsidiary Companies, through:

- the establishment of directions, policies, guidelines, and operational and financial targets;

- the monitoring of the correct acknowledgment and the actual application of such directions, policies, guidelines and operational targets, also from an effectiveness and efficiency point of
view, also with reference to the appointment of top managers;

– the sharing of organizational and management choices related to the coordinated units; and

– the establishment and periodical exchange of information flows, in order to ensure effectiveness and efficiency of the activities.

F. Prevalence

22. In case of conflict between the provisions of these Regulations and:

– the applicable national legal provisions (and the obligatory internal rules for their implementation), the latter shall prevail;

– the rules and regulations of any governmental agency, regulatory body or listing stock exchange applicable to the Parent Company, any Subsidiary Company or the Group as a whole, such rules and regulations shall prevail;

– the Bylaws of the Parent Company or of a Subsidiary Company, the Bylaws shall prevail;

– the provisions of other regulations, codes, documents or internal organizational instructions (other than the Code of Ethics and Conduct of the Tim Group, the Organizational Model ex d.lgs. n. 231/2011, and the “Procedure for the realization of related parties transactions” of Tim, from time to time in force, the provisions of which prevail in all cases), the provisions set out in these Regulations shall prevail.