

PRESS RELEASE

TELECOM ITALIA SHAREHOLDERS' MEETING HELD

- ▶ 2011 FINANCIAL STATEMENTS APPROVED
- ▶ DIRECTORS LUCIA CALVOSA AND MASSIMO EGIDI CONFIRMED
- ▶ BOARD OF STATUTORY AUDITORS APPOINTED FOR THE THREE YEARS 2012-2014
- ▶ REPORT ON 2012 REMUNERATION POLICY APPROVED
- ▶ 2012 LONG TERM INCENTIVE PLAN AND SERVICING CAPITAL INCREASE APPROVED
- ▶ AMENDMENTS APPROVED TO THE COMPANY BYLAWS ON GENDER DIVERSITY

Rozzano (MI), 15 May 2012

The shareholders of Telecom Italia met today in ordinary and extraordinary session, chaired by Franco Bernabè.

The Ordinary Shareholders' Meeting:

- ▶ approved the Telecom Italia S.p.A. 2011 financial statements, voting to fully cover the loss resulting from the goodwill write-down, and approved the distribution of a dividend of 4.3 euro cents per ordinary share and 5.4 euro cents per savings share, via the utilisation of 2010 retained earnings. The dividend shall be paid out from 24 May, 2012, ex-coupon on 21 May, 2012;
- ▶ approved section one of the remuneration report which sets out the company's policy, for FY 2012, on the remuneration of board members and management with strategic responsibilities;
- ▶ confirmed in their position as Directors Lucia Calvosa and Massimo Egidi, already co-opted by the Board on 4 August and 1 December 2011 respectively. The directors appointed by the Shareholders will, like the other board members, hold the position until the approval of the financial statements at 31 December 2013. The curricula vitae of the Directors are available on the Telecom Italia web site at www.telecomitalia.com/assemblea;

- ▶ re-elected the Statutory Board of Auditors who will hold the position until the approval of the financial statements at 31 December 2014. The following auditors were appointed on the basis of lists presented by the shareholders:
 - from Telco S.p.A. list Gianluca Ponzellini, Salvatore Spiniello and Ferdinando Superti Furga;
 - from the list presented by a group of asset management companies and international institutional investors Enrico Maria Bignami and Sabrina Bruno Ugo Rock and Vittorio Mariani (from the Telco S.p.A. list); Roberto Capone and Franco Patti (from the list presented by a group of asset management companies and international institutional investors) were appointed as alternate auditors.
- The Meeting also determined the compensation for the Statutory Auditors and appointed as Chairman of the controlling body Enrico Maria Bignami. The curricula of the newly appointed auditors are available on the Telecom Italia web site at www.telecomitalia.com/assemblea.
- ▶ approved the 2012 Long Term Incentive Plan for top management and selected managers. The plan foresees premiums based on the fixed component of annual salary and subject to reaching predetermined performance targets over the period 2012-2014.

The Extraordinary Shareholders' Meeting:

- ▶ approved amendments to articles 9 and 17 of the Company Bylaws (“female quotas”) governing appointments to the Board of Directors and Statutory Board of Auditors to ensure greater balance between the sexes, as required by law;
- ▶ granted the Board of Directors powers to increase the share capital – to finance the *Long Term Incentives Plan 2012* – for a maximum total amount of €15,000,000, part in cash and part without charge via the allocation of profits.

**Telecom Italia
Press Office**

+39 06 3688 2610

<http://www.telecomitalia.com/media>

**Telecom Italia
Investor Relations**

+39 02 8595 4131

<http://www.telecomitalia.com/investorrelations>

