



## Clarification on the decisions taken by the Board of Directors on 9 April 2018

At the request of Mr Borsani, Professor Calvosa, Professor Cornelli, Mr Frigerio and Mr Vivarelli, the reasons they voted against the resolution disclosed in the press release issued on 9 April 2018, after the board meeting had ended, are reported below:

“a) the law states that the Board of Statutory Auditors may challenge the resolutions of the board, but not the reverse, which would be most inappropriate, not only at procedural level but also in substance, with reference to the ordinary interactions between corporate bodies;

b) it is significant and proper to supplement the agenda of the shareholders' meeting of 24 April, in spite of the resignations of the majority of the directors, and we therefore agree with the Board of Statutory Auditors' decision to grant the supplementation request;

c) the resolution of 22 March was adopted in breach of subsections 1 and 2 of art. 2391 of the Italian Civil Code, and, moreover, with the determining votes of directors in conflict of interest (because they were voting against a supplementation which would add to the agenda an item calling for their own removal).

We add that also the resolution taken today was adopted in breach of subsections 1 and 2 of art. 2391 of the Italian Civil Code, and, moreover, with the determining votes of directors in conflict of interest”.

### **TIM S.p.A.**

A company directed and coordinated by Vivendi SA

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Tax Code / and registration with the Milan Business Register: 00488410010 - Share Capital €11,677,002,855.10 fully paid-up

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