

Notice as required by Article 122 of Italian legislative decree 58/98 (the “Italian Consolidated Finance Act”) and Articles 129ff of the Regulations contained in Consob resolution no. 11971/99 (the “Regulations for Issuers”) as amended.

SHAREHOLDERS’ AGREEMENT IN RESPECT OF TELCO S.P.A. AND TELECOM ITALIA S.P.A.

With reference to the shareholders’ agreement executed on 29 February 2012 as amended on 24 September 2013 (the “**Shareholders’ Agreement**”) between Telefonica S.A. (“**TE**”), Assicurazioni Generali S.p.A. (“**AG**”), Intesa Sanpaolo S.p.A. (“**IS**”) and Mediobanca S.p.A. (“**MB**”) and in force between TE, IS, MB and AG (including in the name and on behalf of certain companies owned by the latter) - (jointly, the “**Parties**”), in respect of Telco S.p.A. (“**Telco**”), and, indirectly, in respect of the shareholding owned by Telco in Telecom Italia S.p.A. (“**TI**”), a company listed on the *Mercato Telematico Azionario* organized and operated by Borsa Italiana S.p.A., notice is hereby given, pursuant to Article 122 of the Italian Consolidated Finance Act and Articles 129ff of the Regulations for Issuers, that via a letter dated 7 November 2013, TE asked the other Parties, which in separate letters have agreed, to proceed, in derogation of the provisions of Article 7 of the Shareholders’ Agreement regarding the “Standstill agreement”, to subscribe for a share of up to 10.34% of the bond to be converted mandatorily into ordinary TI shares placed by TI on 8 November 2013, solely for the purpose of limiting the dilution of the stake owned by TE in TI’s ordinary share capital on a look-through basis. The Shareholders’ Agreement, as published on 28 September 2013 in an excerpted form, has not been amended and remains in force between the Parties. For further details, including the further information disclosed in accordance with Article 130 of the Regulations for Issuers, please refer to the following website address: www.mediobanca.it/it/stampa-comunicazione/news.

1. *Information on company whose financial instruments are covered by the Shareholders’ Agreement* – The company whose financial instruments are covered by the Shareholders’ Agreement is Telco, headquartered in Via Filodrammatici 3, Milan, Italy, registered in the Milan companies’ register under reg. no. 05277610969, having share capital of €879,206,489.00 fully paid up, consisting of 4,230,165,844 shares without nominal value, split into 1,438,256,387 class A shares, 1,234,128,374 class B shares, and 1,557,781,083 class C shares (the “**Shares**”). Also covered by the Shareholders’ Agreement indirectly is Telecom Italia S.p.A., headquartered in Piazza degli Affari 2, Milan, Italy, registered in the Milan companies’ register under reg. no. 00488410010, and having share capital of €10,693,740,302.30.

2. *Parties to the Shareholders’ Agreement* – The Parties to the Shareholders’ Agreement are TE, IS, MB, AG, Generali Italia S.p.A., Generali Lebensversicherung A.G., Alleanza Toro S.p.A. and Generali Vie S.A.

3. *Shares or financial instruments covered by the Shareholders’ Agreement* – The Shares covered by the Shareholders’ Agreement are the entirety of the Shares currently held by TE, AG, IS and MB and all the other Shares that may be acquired while the Shareholders’ Agreement remains effective by TE, AG, IS and MB. In particular, as at the date hereof: (i) AG owns 817,214,961 class A shares, equal to 19.32% of the total share capital of Telco and of 30.58% of the share capital with voting rights; (ii) IS and MB each own 310,520,713 class A shares, equal to 7.34% of the total share capital of Telco and of 11.62% of the share capital with voting rights; and (iii) TE owns 1,234,128,374 class B shares representing 29.17% of the total share capital and 46.18% of the share capital with voting rights, plus 1,557,781,083 class C shares representing 36.83% of the total share capital and which do not constitute any part of the share capital with voting rights.

12 November 2013