TELECOM ITALIA S P A
Form 20-F
April 10, 2009
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended: December 31, 2008

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from N/A to N/A

OR

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Date of event requiring this shell company report

Commission file number 1-13882

Telecom Italia S.p.A.

(Exact name of Registrant as specified in its charter)

Italy

(Jurisdiction of incorporation or organization)

Piazza degli Affari 2, 20123 Milan, Italy

(Address of principal executive offices)

Marco PATUANO

Chief Financial Officer

Telecom Italia S.p.A.

Piazza degli Affari 2, 20123 Milan, Italy

+39.02.85.95.1

marco.patuano@telecomitalia.it

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing 10 Ordinary Shares of 0.55 par value each (the Ordinary Share ADSs)	The New York Stock Exchange
Ordinary Shares of 0.55 par value each (the Ordinary Shares)	The New York Stock Exchange*
American Depositary Shares, each representing 10 Savings Shares of 0.55 par value each (the Savings Share ADSs)	The New York Stock Exchange
Savings Shares of 0.55 par value each (the Savings Shares)	The New York Stock Exchange*

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock

as of the close of the period covered by the annual report.

Ordinary Shares 13,299,979,086

Savings Shares 6,026,120,661

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act Yes x No ¨

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ¨ No x

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statement included in this filing:

U.S. GAAP ¨ International Financial Reporting Standards as issued by the International Accounting Standards Board x Other ¨

If Other has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow Item 17 ¨ Item 18 ¨

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

* Not for trading, but only in connection with the registration of American Depositary Shares representing such Ordinary Shares or Savings Shares, as the case may be, pursuant to the requirements of the Securities and Exchange Commission.

Table of Contents

TABLE OF CONTENTS

Table of Contents

Table of Contents

INTRODUCTION

Telecom Italia S.p.A. is incorporated as a joint stock company under the laws of Italy. As used in this Annual Report, unless the context otherwise requires, the term Company means Telecom Italia S.p.A. the operating company for fixed and mobile telecommunications services in Italy and the holding company for various businesses, principally telecommunications, and the terms we , us and our refers to the Company, and, as applicable, the Company and its consolidated subsidiaries.

Unless otherwise indicated, the financial information contained in this Annual Report has been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board (designated as **IFRS**). The designation **IFRS** also includes all effective International Accounting Standards (**IAS**) and all Interpretations issued by the International Financial Reporting Interpretations Committee (**IFRIC**), comprising those previously issued by the Standing Interpretations Committee (**SIC**).

Unless otherwise indicated, any reference in this Annual Report to Consolidated Financial Statements is to the Consolidated Financial Statements for the year ended December 31, 2008 of the Telecom Italia Group (including the notes thereto) included elsewhere herein.

Telecom Italia adopted IFRS for the first time in its annual Consolidated Financial Statements for the year ended December 31, 2005, which included comparative financial statements for the year ended December 31, 2004. See Item 3. Key Information 3.3 Selected Financial and Statistical Information .

Cautionary Statement for Purposes of the Safe Harbor Provisions of the United States Private Securities Litigation Reform Act of 1995. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. This Annual Report contains certain forward-looking statements. Forward-looking statements are statements that are not historical facts and can be identified by the use of forward-looking terminology such as believes, may, is expected to, will, will continue, sl seeks or anticipates or similar expressions or the negative thereof or other comparable terminology, or by the forward-looking nature of discussions of strategy, plans or intentions.

The forward-looking statements in this Annual Report include, but are not limited to, the discussion of the changing dynamics of the telecommunications marketplace, including the continuing developments in competition in all aspects of our businesses from new competitors and from new and enhanced technologies, our outlook for growth in the telecommunications industry both within and outside of Italy, including our outlook regarding developments in the telecommunications industry, and certain trends we have identified particularly in our core Italian market, including regulatory measures regarding pricing and access for other local operators. Such statements include, but are not limited to, statements under the following headings: (i) Item 3. Key Information 3.1 Risk Factors , (ii) Item 4. Information on the Telecom Italia Group 4.1 Business 4.1.7 Updated Strategy , (iii) Item 4. Information on the Telecom Italia Group 4.3 Regulation , (iv) Item 5. Operating and Financial Review and Prospects , (v) Item 8. Financial Information 8.2 Legal Proceedings and (vi) Item 11. Quantitative and Qualitative Disclosures About Market Risks , including statements regarding the likely effect of matters discussed therein.

Actual results may differ materially from those projected or implied in the forward-looking statements. Such forward-looking information is based on certain key assumptions which we believe to be reasonable but forward-looking information by its nature involves risks and uncertainties, which are outside our control, that could significantly affect expected results.

The following important factors could cause actual results to differ materially from those projected or implied in any forward-looking statements:

- our ability to successfully implement our strategy over the 2009-2011 period;
- our ability to successfully achieve our debt reduction targets;
- the continuing impact of increased competition in a liberalized market, including competition from established domestic competitors and global and regional alliances formed by other telecommunications operators in our core Italian domestic fixed-line and wireless markets;

1

- the impact of the global recession in the principal markets in which we operate;
- our ability to utilize our relationship with Telefónica to attain synergies primarily in areas such as network, IT, purchasing and international mobile roaming;
- our ability to introduce new services to stimulate increased usage of our fixed and wireless networks to offset declines in the traditional fixed-line voice business due to the continuing impact of regulatory required price reductions, market share loss, pricing pressures generally and shifts in usage patterns;
- our ability to successfully implement our internet and BroadBand strategy both in Italy and abroad;
- the impact of regulatory decisions and changes in the regulatory environment in Italy and other countries in which we operate;
- the impact of economic development generally on our international business and on our foreign investments and capital expenditures;
- our services are technology-intensive and the development of new technologies could render such services non-competitive;
- the impact of political developments in Italy and other countries in which we operate;
- the impact of fluctuations in currency exchange and interest rates;
- our ability to build up our business in adjacent markets and in international markets (particularly in Brazil), due to our specialist and technical resources;
- our ability to achieve the expected return on the investments and capital expenditures we have made and continue to make (such as those in Brazil);
- the amount and timing of any future impairment charges for our licenses, goodwill or other assets; and
- the outcome of litigation, disputes and investigations in which we are involved or may become involved.

The foregoing factors should not be construed as exhaustive. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. We undertake no obligation to release publicly the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof, including, without limitation, changes in our business or acquisition strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events.

2

Table of Contents

KEY DEFINITIONS

The following terms appearing in this Annual Report have the meanings set forth below.

EU	means the European Union.
IASB	means the International Accounting Standards Board.
IFRS	means International Financial Reporting Standards issued by the IASB. IFRS also include all effective International Accounting Standards (**IAS**) and all Interpretations issued by the International Financial Reporting Interpretations Committee (**IFRIC**), comprising those previously issued by the Standing Interpretations Committee (**SIC**).
Merger	means the merger of Old Telecom Italia into Olivetti, which became effective on August 4, 2003.
Old Telecom Italia and Old Telecom Italia Group	means Telecom Italia as well as Telecom Italia and its consolidated subsidiaries, respectively, as they existed immediately prior to the effective date of the Merger.
Olivetti	unless otherwise indicated, means Olivetti S.p.A., the holding company and controlling shareholder of Old Telecom Italia.
Olivetti Group	unless otherwise indicated, means Olivetti and its consolidated subsidiaries, including Old Telecom Italia.
Ordinary Shares	means the Ordinary Shares, 0.55 par value each, of Telecom Italia.
Parent	means Telecom Italia S.p.A..
Savings Shares	means the Savings Shares, 0.55 par value each, of Telecom Italia.
Telecom Italia	means the entity which resulted from the Merger.

Telecom Italia Group and Group	means the Company and its consolidated subsidiaries.
Telecom Italia Media	Telecom Italia Media is the Telecom Italia Group s subsidiary operating in the Media business.
TIM	means Telecom Italia Mobile S.p.A., the Company s subsidiary which operated in the mobile telecommunications business, and merged with and into Telecom Italia, with Telecom Italia as the surviving company, effective as from June 30, 2005.
Tim Italia	means the company deriving from the spin-off of TIM s domestic mobile operations, effective as from March 1, 2005. After the merger of TIM with and into Telecom Italia, Tim Italia became a wholly-owned subsidiary of Telecom Italia. Subsequently Tim Italia merged with and into Telecom Italia, with Telecom Italia as the surviving company, effective as from March 1, 2006.

In addition to the foregoing terms, certain technical telecommunication terms relating to our businesses are defined in the glossary of this Annual Report (see Item 4. Information on the Telecom Italia Group 4.4 Glossary of Selected Telecommunications Terms).

In addition, due to the changing nature of our business, we now refer to Accesses when considering certain statistical and other data. Access refers to a connection to any of the telecommunications offered by the

3

Group. We present our customer base using this model because the integration of telecommunications services in bundled service packages has changed the way residential and corporate customers contract for our services. Because a single customer may contract for multiple services, we believe it is more accurate to count the number of accesses, or services a customer has contracted for, as opposed to only counting the number of our customers. For example, a customer that has fixed line telephony service and BroadBand service represents two accesses rather than a single customer. In addition, we fully count the accesses of all companies over which we exercise control. The following are the main categories of accesses:

- Fixed Telephony accesses: includes PSTN lines (public switched telephone network), ISDN lines (integrated services digital network) and circuits. For purposes of calculating our number of fixed line accesses, we multiply our lines to service as follows: PSTN (×1); basic ISDN (×2); primary ISDN (× between 20 and 30 as an average);

- Internet and data accesses: includes BroadBand accesses (wholesale ADSL and retail ADSL lines), narrowband accesses (internet service through the PSTN) and other accesses (unbundled local loops, circuits and other business data accesses including WiFi and fiber optic cable);

- IP TV (Internet Protocol TV);

- Mobile accesses (includes mobile telephony);

- Unbundled local loop: includes accesses to both ends of the copper local loop leased to other operators to provide voice and DSL services (fully unbundled loop, fully UL) or only DSL service (shared unbundled loop, shared UL);

- Wholesale ADSL: means wholesale asymmetrical digital subscriber line; and

- Other: includes other circuits for other operators.

Table of Contents

Item 1. Identity of Directors, Senior Management and Advisers / Risk Factors

Item 2. Offer Statistics and Expected Timetable

Item 3. Key Information

PART I

Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not Applicable

Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable

Item 3. KEY INFORMATION

3.1 RISK FACTORS

In addition to the other information contained in this Annual Report, investors should carefully consider the risks described below before making any investment decision. The risks described below are not the only ones we face. Additional risks not known to us or that we currently deem immaterial may also impair our business and results of operations. Our business, financial condition, results of operations and cash flows could be materially adversely affected by any of these risks, and investors could lose all or part of their investment.

Risks Related to the Telecom Italia Group

Our business will be adversely affected if we are unable to successfully implement our strategic objectives. Factors beyond our control may prevent us from successfully implementing our strategy.

On December 3, 2008, we set out our strategic priorities for the 2009-2011 period. Our strategy is aimed at improving revenues and selective growth, while maintaining financial discipline. To achieve this goal, we will focus on:

- our leading competitive position in the domestic market, developing innovative services (BroadBand and closely related businesses), improving efficiency and reducing debt levels, including through disposals of non-core assets. More specifically, the 2009-2011 strategic plan pursues a return to growth in our domestic market through:

  changing our organization from a technology-based approach (fixed and mobile TLC) to a customer-centric approach (consumer, business and Top Client);

  reducing **Digital Divide** through decreasing the gap between BroadBand and fixed-line penetration levels;

  developing mobile BroadBand;

  developing innovative and closely related businesses to increase customer share;

  reorganizing our brand architecture to engender a more consistent perception of convergent offerings and customer-centric approach;

  seeking new cost-efficiencies in identified business and support areas, including IT, Network Operations, Building and Energy rationalization, Sales and Distribution reengineering, Customer Operations and Delivery and Assurance programs;

- internationally, on our Brazilian operations, strengthening our position in Brazil by leveraging mobile telephony to enable BroadBand growth and exploiting opportunities arising from fixed-line/mobile migration; and

- realizing value from the disposal of non-core assets.

Telecom Italia s ability to implement and achieve these strategic objectives may be influenced by certain factors, including factors outside of its control, such as:

- regulatory decisions and changes in the regulatory environment in Italy and other countries in which Telecom Italia operates;

- increasing numbers of new competitors in the Italian telecommunications market which could cause Telecom Italia to lose further market share;

- increasing and stronger market competition in its principal markets with a consequent decline in the prices of services;

- Telecom Italia s ability to strengthen its competitive position in Italy through its focus on related markets and in international markets, particularly in Brazil for mobile telecommunications;
- Telecom Italia s ability to develop and introduce new technologies which are attractive to the market, to manage innovation, to supply value added services and to increase the use of its fixed and mobile networks;
- the success of disruptive new technologies which could cause significant reductions in revenues from fixed and mobile telephony;
- Telecom Italia s ability to manage costs;
- the effect of the global credit crisis and recessionary conditions in the major markets in which the Telecom Italia Group operates;
- Telecom Italia s ability to refinance existing indebtedness when due under the current uncertain conditions in the capital and bank markets as credit markets worldwide have experienced a severe reduction in liquidity and term funding;
- Telecom Italia s ability to attract and retain highly qualified employees;
- the effect of exchange rate fluctuations on the operating revenues, margins and financial management of Telecom Italia.

As a result of these uncertainties there can be no assurance that the objectives identified by management can effectively be attained in the manner and within the time-frames described.

The crisis currently affecting the global economy could adversely affect our businesses and therefore could have a negative impact on our operating results and financial condition.

From a macroeconomic standpoint, the crisis currently affecting the global economy, which is expected to continue for at least the whole of 2009, includes a general contraction in consumer spending, with the impact on consumer spending varying between geographical areas and different markets.

In Italy, the recession is expected to have the greatest impact on the demand for investments and on the purchase of consumer durable goods and articles of mass-consumption, whereas it is expected to have less impact on services like telecommunications. In 2009, Gross Domestic Product (**GDP**) is expected to decline by approximately 2%.

Telecommunications is proving to be one of the industrial segments least affected by pro-cyclical trends since our society has an increasing need to communicate. However, recessionary conditions may weigh heavily on the development prospects of our domestic market, particularly with regard to the penetration of the next phase of value-added services and the volume of business. This applies particularly to the business clientele segment (professionals and small and medium-size businesses), where it is more likely that recessionary conditions could have a negative effect on revenues.

With respect to the South American market, and especially Brazil, it is important to highlight that, at least through the date hereof, the volatility that has been typical of emerging market economies during international economic crises is much less pronounced than in the past. In this context, the outlook for 2009 is for modest economic growth compared with the rapid growth of the past several years.

The global economic crisis creates significant uncertainty and will adversely impact consumer spending, including on telecommunication services. If we fail to successfully implement our plans to improve efficiency and optimize expenditures, our results of operations and financial condition could be adversely affected.

Our leverage is such that deterioration in cash flow generation can change the expectations on the Group s ability to repay its debt and the inability to reduce our debt could have a material adverse effect on our business. Existing and worsening conditions in the international credit markets may limit our ability to refinance our financial debt.

Our gross financial debt was 42,794 million at December 31, 2008 compared with 43,636 million at December 31, 2007 and our total net financial debt was 34,039 million at December 31, 2008 compared with 35,701 million as of December 31, 2007.

Due to the competitive environment and the economic conditions in which we operate, there could be deterioration in the statement of income and balance sheet measures (such as EBITDA, with EBITDA calculated for these purposes as Operating profit before depreciation and amortization, capital gains (losses) and impairment reversals (losses) on non-current assets and Net Financial Debt). Ratios derived from these same measures are used by the rating agencies, such as Moody s and Standard & Poor s, which base their ratings on the Group s ability to repay its debt.

Although ratings downgrades do not have an immediate impact on outstanding debt, except for outstanding debt instruments that specifically contemplate ratings in order to determine interest payments, or on its relative cost to Telecom Italia, downgrades could lead to a greater risk with respect to refinancing existing debt or higher refinancing costs.

The volatility characterizing the wholesale capital markets could make it more difficult for us to access the bond markets. In addition, our credit risk could lead to an increase in our refinancing costs. A prolonged duration of the credit downturn with the consequent higher refinancing costs could have a material adverse effect on the Group s results of operations and financial condition.

Factors which are beyond our control such as deterioration in the performance by the telecommunications sector, unfavorable fluctuations in interest rates and/or exchange rates, continuing disruptions in the capital markets, particularly debt capital markets, and, in a broader sense, deterioration in general economic conditions also as a result of the current financial crisis, could have a significant effect on our ability to reduce our debt, or the ability of the Group to refinance existing debt through further access to the financial markets.

The management and further development of our business will require us to make further investments. We may therefore incur additional debt in order to finance such investment. Our future results of operations may be influenced by our ability to enter into such transactions, which in turn will be determined by market conditions and factors that are outside our control. In addition, if such transactions increase our leverage it could adversely affect our credit ratings.

System failures could result in reduced user traffic and reduced revenue and could harm our reputation.

Our technical infrastructure (including our network infrastructure for fixed-line and mobile telecommunications services) is vulnerable to damage or interruption from information and telecommunication technology failures, power loss, floods, windstorms, fires, terrorism, intentional wrongdoing, human error and similar events. Unanticipated problems at our facilities, system failures, hardware or software failures, computer viruses or hacker attacks could affect the quality of our services and cause service interruptions. Any of these occurrences could result in reduced user traffic and reduced revenue and could harm our reputation.

Our business depends on the upgrading of our existing networks.

We must continue to upgrade our existing networks in a timely and satisfactory manner in order to retain and expand our customer base in each of our markets, to enhance our financial performance and to satisfy regulatory requirements. Among other things, we could be required to:

- upgrade the functionality of our networks to permit increased customization of services;
- increase coverage in some of our markets;
- expand and maintain customer service, network management and administrative systems; and
- upgrade older systems and networks to adapt them to new technologies.

Many of these tasks are not entirely under our control and may be affected by applicable regulation. If we fail to execute them successfully, our services and products may be less attractive to new customers and we may lose existing customers to our competitors, which would adversely affect our business, financial condition and results of operations.

Table of Contents

We are continuously involved in disputes and litigation with regulators, competition authorities, competitors and other parties. The ultimate outcome of such proceedings is generally uncertain. When finally concluded, they may have a material adverse effect on our results of operations and financial condition.

We are subject to numerous risks relating to legal, competition and regulatory proceedings in which we are currently a party or which could develop in the future. Legal, competition and regulatory proceedings are inherently unpredictable. Legal, competition and regulatory proceedings in which we are, or may become, involved (or settlements thereof) may have a material adverse effect on our results of operations and/or financial condition. Furthermore, our involvement in legal, competition and regulatory proceedings may adversely affect our reputation.

The Italian Collective Action for Damages for the Protection of Consumers passed in December 2007 is currently undergoing substantial modifications by the Italian Parliament and will enter into force on July 1, 2009. The law will allow collective action lawsuits and is similar in many respects to common law class actions. Contracts between public utilities and consumers and the business practices of companies that provide public services (such as Telecom Italia) are covered by the Collective Action law. Therefore there will be a risk of claims against Telecom Italia by consumers associations on behalf of broad classes of consumers.

For information concerning the most important legal, competition and regulatory proceedings in which we are involved, see Note Contingent liabilities and assets, other information, commitments and guarantees of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

Risks associated with Telecom Italia s ownership chain.

Telco a company in which interests are held by Generali group (28.1%), Intesa SanPaolo S.p.A. (10.6%), Mediobanca S.p.A. (10.6%), Sintonia S.A. (8.4%) and Telefónica S.A. (**Telefónica**) (42.3%) is Telecom Italia s largest shareholder, holding an interest of approximately 24.5% of the voting rights.

Although Telco does not own a controlling interest in Telecom Italia s voting shares, Telco may exert a significant influence on all matters to be decided by a vote of shareholders, including appointment of directors (in the Shareholders Meeting on April 14, 2008 12 out of 15 Board members were elected, as a result of Telco s proposal). In principle, the interests of Telco in deciding shareholder matters could be different from the interests of Telecom Italia s other Ordinary Shareholders, and it is possible that certain decisions could be taken that may be influenced by the needs of Telco. In addition, Telefónica is the largest shareholder of Telco. Presently Telefónica and Telecom Italia are direct competitors in certain countries outside of their respective domestic markets; nevertheless, the agreement among the above mentioned parties provides that the Telecom Italia and Telefónica groups will be managed autonomously and independently. Such agreements provide that the directors designated by Telefónica in Telco and Telecom Italia shall be directed by Telefónica to neither participate nor vote at board of directors meetings which discuss matters relating to members of the Group in countries where Telefónica and Telecom Italia compete. Specific additional matters have been agreed with respect to Telecom Italia s operations in Brazil. For further information, please see Item 7 Major Shareholders and Related-Party Transactions 7.1 Major Shareholders 7.1.1 The Shareholders Agreements and Item 10. Additional Information 10.1 Corporate Governance . See also Note Contingent liabilities and assets, other information, commitments and guarantees of the Notes to the Consolidated Financial Statements included elsewhere herein.

Telco is a holding company and the sole operating company in which it has an interest is Telecom Italia. Therefore, should Telco be unable to obtain funding from its shareholders, present or future, or from other sources, its cash flows would be entirely dependent upon the dividends paid on the Telecom Italia shares for its funding needs.

The Italian State, through the Treasury, is in a position to exert certain powers with respect to Telecom Italia.

Although no shareholder is in a position to prevent a takeover of Telecom Italia, the Italian State, through the Treasury, is in a position to exert certain powers with respect to Telecom Italia through the exercise of the special powers included in Telecom Italia s Bylaws pursuant to compulsory legal provisions. The exercise of such powers could make a merger with or takeover of Telecom Italia more difficult or discourage certain bidders from making an offer.

Table of Contents

Item 3. Key Information **Risk Factors**

On March 26, 2009, the European Court of Justice declared that Italy through the special powers, failed to comply with its obligations under the EC Treaty. According to the Court s ruling, the alleged infringement of the EC Treaty arises due to the applicable Italian legal provisions not making sufficiently clear the conditions for the exercise of the Treasury s special powers, so that investors are not in a position to know in what situations the powers will be used. Although such ruling may be relevant and binding for the Italian Government, the ruling does not have any immediate, direct impact on the aforementioned provisions and on the Company s bylaws.

For further information, please see Item 7 Major Shareholders and Related-Party Transactions 7.1 Major Shareholders 7.1.3 Continuing Relationship with the Italian Treasury .

Risks Related to the Telecommunications Industry and Financial Markets

The value of our operations and investments may be adversely affected by political and economic developments in Italy or other countries. The current global economic crisis could reduce purchases of our products and services and adversely affect our results of operations, cash flows and financial condition.

Our business is dependent to a large degree on general economic conditions in Italy and our other principal markets such as Brazil, including levels of interest rates, inflation, taxes and general business condition. A significant deterioration in economic conditions could adversely affect our business and results of operations. We may also be adversely affected by political developments in other countries where we have made significant investments. Certain of these countries have political and legal systems that are unpredictable. Political or economic upheaval or changes in laws or their application in these countries may harm the operations of the companies in which we have invested and impair the value of these investments.

Uncertainty about current global economic conditions poses a significant risk as consumers and businesses may postpone spending in response to tighter credit, negative financial news (including high levels of unemployment) or declines in income or asset values, which could have a material negative effect on the demand for our products and services. Economic difficulties in the credit markets and other economic conditions, such as a recession currently being experienced or the risk of a potential recession, may reduce the demand for or the timing of purchases of our products and services. A loss of customers or a reduction in purchases by our current customers could have a material adverse effect on our financial condition, results of operations and cash flow and may negatively affect our ability to meet our growth targets. Other factors that could influence customer demand include access to credit, consumer confidence and other macroeconomic factors.

Because we operate in heavily regulated business environments, regulatory decisions and changes in the regulatory environment could materially adversely affect our business.

Telecom Italia s fixed and mobile telecommunications operations, as well as its BroadBand services and television broadcasting businesses, are subject to extensive regulatory requirements in Italy and its international operations and investments are subject to regulation in their host countries.

As a member of the European Union (the **EU**), Italy has adapted its telecommunications regulatory framework to the legislative and regulatory framework established by the EU for the regulation of the European telecommunications market. Included within the EU framework is the obligation on the part of the Italian regulator responsible for the regulation of the telecommunications, radio and television broadcasting sector (the **Italian Communications Authority** or **AGCom**) to identify operators with significant market power (**SMP**) based on a market analysis in relevant separate retail and wholesale markets, identified in an EC Recommendation, in which it is considered necessary to intervene to protect free competition. The framework established criteria and procedures for identifying remedies applicable to operators with significant market power .

During 2006 and 2007, AGCom concluded the first round of the analysis of the markets and introduced regulatory measures as a result of this analysis. Since the end of 2007 AGCom conducted various proceedings to carry out a second round of market analyses to determine whether to maintain, amend or withdraw the obligations in force relating to competition. During 2008 AGCom concluded the second round of analyses of the mobile markets. In particular, as to the mobile call termination market, AGCom set a four year **glide path** (i.e. a gradual declining reduction in tariffs) of the maximum termination rates for each operator such that by 2012 all termination rates will be the same on each network. As to the mobile access and call origination market, AGCom has confirmed that the market is competitive and does not warrant ex ante regulation. The market analysis proceedings on the fixed markets were suspended until the AGCom approval of the Telecom Italia Undertakings in December 2008 (for further information please see Item 4 Information on the Telecom Italia Group Item 4.2 Business Units): they are now underway and should be closed by the year 2009.

In Italy, Telecom Italia is subject to universal service obligations, which require it to provide fixed-line public voice telecommunications services in non-profitable areas. Telecom Italia is the only operator in Italy which has this obligation.

In addition, in the first round of market analysis, the AGCom identified Telecom Italia as an operator having significant market power in all the relevant fixed markets and in the mobile termination market. As a result, we are subject to a number of regulatory constraints, including:

- a requirement to conduct our business in a transparent and non-discriminatory way;
- a requirement to have our retail prices for fixed voice telephony services subject to a price cap (i.e. the mechanism which adjusts the operator s prices according to the price cap index that reflects the overall rate of inflation in the economy and the ability of the operator to gain efficiencies; the basic formula is RPI-X, where RPI is the retail price index and X represents the expected efficiency of operator) or ex ante price tests in order to assess the replicability of the offer (i.e. the possibility for an efficient competitor to match Telecom Italia s retail prices using Telecom Italia s wholesale access services in the most efficient way). These price control mechanisms place certain limits on our ability to change our prices for certain services; and
- a requirement to provide interconnection services, leased lines and unbundled access to the local loop to other operators at cost-orientated prices, subject to specific network caps.

These constraints have had an adverse impact on Telecom Italia s fixed line network pricing and service offerings and future regulatory decisions may continue to have an adverse impact on its market shares and margins.

In December 2008, AGCom approved Telecom Italia s voluntary undertakings to improve the equality of treatment in the provision of access services where Telecom Italia has SMP. In addition, the majority of the retail markets and a few of the wholesale markets have been removed from the EC Recommendation which, together with the impact of Telecom Italia s undertakings on competition developments, could lead AGCom to reduce the regulatory burden, mainly in the retail markets.

The limited predictability inherent in regulatory interventions and the evaluation by the European Commission of the impact of Telecom Italia s undertakings on the competitive developments of the markets, expected by April 2009, could however result in some limitations in realizing any such benefits.

We are unable to predict the impact of any proposed or potential changes in the regulatory environment in which we operate both in Italy and internationally. Changes in laws, regulation or government policy could adversely affect our business and competitiveness. In particular, our ability to compete effectively in our existing or new markets could be adversely affected if regulators decide to expand the restrictions and obligations to which we are subject or extend them to new services and markets. Finally, decisions by regulators regarding the granting, amendment or renewal of licences, to Telecom Italia or to third parties, could adversely affect our future operations in Italy and in other countries where we operate.

We operate under licenses, authorizations and concessions granted by government authorities.

Many of our activities require licenses, authorizations or concessions from governmental authorities. These licenses, authorizations and concessions specify the types of services permitted to be offered by the operating company holding such license, authorization or concession. The continued existence and terms of our licenses, authorizations and concessions are subject to review by regulatory authorities and to interpretation, modification or termination by these authorities. Although license, authorization and concession renewal is not usually guaranteed, most licenses, authorizations and concessions do address the renewal process and terms. Moreover, licenses, authorizations and concessions as well as their renewal terms and conditions may be affected by political and regulatory factors. As licenses, authorizations and concessions approach the end of their terms, we intend to pursue their renewal to the extent provided by the relevant licenses, authorizations or concessions, although we cannot guarantee that we will always complete this process successfully.

Many of these licenses, authorizations and concessions are revocable for public interest reasons. The rules of some of the regulatory authorities with jurisdiction over our operating companies require us to meet specified network build-out requirements and schedules. In particular, our existing licenses, authorizations and concessions typically require us to satisfy certain obligations, including minimum specified quality, service and coverage conditions and capital investment. Failure to comply with these obligations could result in the imposition of fines or revocation or forfeiture of the license, authorization or concession for the relevant area. In addition, the need to meet scheduled deadlines may require us to expend more resources than otherwise budgeted for a particular network build-out.

Strong competition in Italy may further reduce Telecom Italia s core market share for telecommunication services and may cause further reductions in prices and margins thereby having an adverse effect on its results of operations.

Strong competition exists in all of the principal telecommunications business areas in Italy in which Telecom Italia operates, including, most significantly, the fixed-line and mobile voice telecommunications and BroadBand businesses. The use of the single European currency and the liberalization of the Italian telecommunication market (since January 1998) have intensified competition by facilitating international operators entry into the Italian market and direct competition with Telecom Italia s fixed-line and mobile telephony businesses, particularly in the local and long-distance markets, and BroadBand.

Competition has continued to intensify. As of the date of this Annual Report, there are a number of significant competitors offering fixed-line and BroadBand services and three other operators (in addition to Telecom Italia) offering mobile services in the Italian domestic market. Some virtual mobile operators have been operating in the Italian mobile market since 2007 as a result of commercial agreements reached with operators of mobile networks, some of which originated from fixed line operators.

Moreover convergence creates economic links among Telecommunications (**TLC**), Information Technology (**IT**), Media and Devices/Consumer Electronic (**Devices/CE**) markets, enabling lateral competition for different participants in these markets (from competition within the same technology to competition on the whole value chain). The ability to compete will determine value transfer among markets.

This competition may further increase due to the consolidation and globalization of the telecommunications industry in Europe, including Italy, and elsewhere.

We anticipate that in the short to medium-term there may be a stronger entry of peer-level international competitors into markets with existing operators, increasing the direct competition we face in our Italian domestic fixed-line and mobile telephony businesses, in the local and long-distance markets, and BroadBand.

Competition in Telecom Italia s principal lines of business could lead to:

- further price and margin erosion for its products and services;
- a loss of market share in core markets;
- loss of existing or prospective customers and greater difficulty in retaining existing customers;
- obsolescence of existing technologies and more rapid deployment of new technologies;
- an increase in costs related to investments in new technologies that are necessary to retain customers and market share; and
- difficulties in reducing debt and funding strategic and technological investments if it cannot generate sufficient profits and cash flow.

Although we have taken a number of steps to realize additional efficiencies and to rebalance revenue mix through the continuing introduction of innovative and value added services to enhance domestic growth, and although our plans take into account that we face significant competition from a number of operators in all the markets in which we operate, if any or all of the events described in the preceding paragraph should occur, the impact of such factors could materially adversely affect our results of operations and financial condition.

Our business may be adversely affected and we may be unable to increase our revenues if we are unable to continue the introduction of new services to stimulate increased usage of our fixed and wireless networks.

In order to sustain growth in revenues despite increased competition and lower prices, particularly in our core Italian domestic market, our strategy has been to introduce new services in our fixed-line, wireless and BroadBand business and in new addressable closely related markets (**IPTV**, **ICT**, **Online advertising**, **Digital Home and Service Exposure**). In recent years our strategy to increase revenues has been to focus on increasing the loyalty of our customer base, increasing penetration of the BroadBand retail market and IPTV and fostering the growth of mobile interactive services. These markets have been growing in recent years in line with increased use of the Internet and the enhanced services offered by mobile operators. However, if these markets do not continue to expand, our revenues may not grow, or may even decrease, as revenues from other parts of our business, particularly our traditional fixed-line business, may decline due to competition or other price pressures.

In addition, these strategic initiatives have required, and will continue to require, substantial expenditure. Although these initiatives are core to our strategy, we may be unable to introduce commercially these new products and services and, even if we introduce them, there can be no assurance they will be successful.

Continuing rapid changes in technologies could increase competition, reduce usage of traditional services or require us to make substantial additional investments.

Many of the services we offer are technology-intensive and the development or acceptance of new technologies may render such services non-competitive, replace such services or reduce prices for such services. In addition, as the convergence of services accelerates, we make and will have to make substantial additional investments in new technologies to remain competitive. The new technologies we choose may not prove to be commercially successful. In addition, Telecom Italia may not receive the necessary licenses to provide services based on new technologies in Italy or abroad, or may be negatively impacted by unfavorable regulation regarding the usage of these technologies (for example, uncertainty on Next Generation Access Networks regulatory requirements). Furthermore, our most significant competitors in the future may be new entrants to our markets who do not have to maintain an installed base of older equipment.

As a result, we could lose customers, fail to attract new customers or incur substantial costs in order to maintain our customer base or to maintain revenues from such customer base.

The mobile communications markets have matured in recent years and competition has increased.

In recent years, although mobile communications business has largely offset the decreased revenues in our Italian fixed-line business, mobile communications markets are approaching maturity levels in the voice services segment although the data and value-added services segments are growing.

Continued growth in the mobile telecommunications markets in which we operate will depend on a number of factors, many of which are outside our control. These factors include:

- the activities of our competitors;
- competitive pressures and regulations applicable to retail and wholesale prices;
- the development and introduction of new and alternative technologies for mobile telecommunications products and services and their attractiveness to our customers;
- the success of new disruptive or substitutive technologies; and
- the development of the mobile communications markets.

In addition, as our core domestic Italian market has become increasingly saturated, the focus of competition has shifted to customer retention from customer acquisition, and increasing the value of existing customers. Such focus could result in increased expenses to retain customer loyalty or if we are unable to satisfactorily offer better value to our customers our market share and revenues could decline.

If the mobile telecommunications markets in which we operate do not continue to expand, or we are unable to retain our existing customers or stimulate increases in customer usage, our financial condition and results of operations may be harmed.

We may be adversely affected if we fail to successfully implement our Internet and BroadBand strategy.

The development of Internet and BroadBand services is an important element of our growth strategy and means to increase the use of our networks in Italy and abroad. Our strategy is to replace the mature, traditional voice services with value added content and services to consumers and small and medium-sized companies. Telecom Italia s ability to successfully implement this strategy may be affected if:

- Internet usage in Italy grows more slowly than anticipated, for reasons such as changes in Internet users preferences or lower than expected PC penetration rate growth;
- BroadBand penetration does not grow as we expect;
- competition increases, for reasons such as the entry of new competitors, consolidation in the industry or technological developments introducing new platforms for Internet access and/or Internet distribution or other operators can provide BroadBand connections superior to those that we can offer; and
- we experience any network interruptions or related problems with network infrastructure.

Any of the above factors may adversely affect the successful implementation of our strategy, our business and results of operations.

We may be adversely affected if we fail to successfully implement our Information and Communications Technology (ICT) strategy.

We intend to focus on IT-TLC convergence by addressing the ICT market, in particular offering network and infrastructure management, as well as application management and professional services. We expect to experience increasing competition in this market as additional competitors (mainly Telco operators through acquisition and partnership with IT operators) also enter this market.

We will need to make additional investments in this market as Italy has significantly lower IT investment over GDP compared with the U.S. and other European countries.

There is no assurance that the services offered will be successful; as a result we could fail to attract sufficient customers which would allow this market to become profitable.

Actual or perceived health risks or other problems relating to mobile handsets or transmission masts could lead to litigation or decreased mobile communications usage.

The effects of, and any damage caused by, exposure to an electromagnetic field were and are the subject of careful evaluations by the international scientific community, but until now there is no scientific evidence of harmful effects on health. We cannot rule out that exposure to electromagnetic fields or other emissions originating from wireless handsets will not be identified as a health risk in the future.

Our mobile communications business may be harmed as a result of these alleged health risks. For example, the perception of these health risks could result in a lower number of customers, reduced usage per customer or potential consumer liability. In addition, although Italian law already requires strict limits in relation to transmission equipment, these concerns may cause regulators to impose greater restrictions on the construction of base station towers or other infrastructure, which may hinder the completion of network build-outs and the commercial availability of new services and may require additional investments.

Fluctuations in currency exchange and interest rates may adversely affect Telecom Italia s results.

In the past, we have made substantial international investments, primarily in U.S. dollars, and have significantly expanded our operations outside of the Euro zone, particularly in Latin America.

We generally hedge our foreign exchange exposure, but do not cover translation risk relating to our foreign subsidiaries. Movements in exchange rates of the Euro relative to other currencies (in particular Brazilian Real) may adversely affect our consolidated results. A rise in the value of the Euro relative to other currencies in certain countries in which we operate or have made investments will reduce the relative value of the revenues or assets of our operations in those countries and, therefore, may adversely affect our operating results or financial position.

In addition, we have raised, and may raise in an increasing proportion in the future, financing in currencies other than the Euro, principally the U.S. dollar and British pound. We systematically hedge the foreign currency risk exposure relating to non-Euro denominated liabilities, through cross-currency and interest rate swaps.

Furthermore, we enter into derivative transactions to hedge our interest exposure and to diversify debt parameters in order to reduce debt cost and volatility within predefined target boundaries. However, no assurance can be given that fluctuations in interest rates will not adversely affect our results of operations or cash flows.

3.2 EXCHANGE RATES

We publish our consolidated financial statements in euros. References to , euro and Euro are to the euro, the single unified currency that was introduced in Italy and 10 other member states of the EU on January 1, 1999. References to U.S. dollars , dollars , U.S.$ or $ are to U.S. dollars, the currency of the United States of America.

For convenience only (except where noted otherwise), certain euro figures have been translated into dollars at the rate (the Euro/Dollar Exchange Rate) of 1.00= U.S.$1.3919, using the noon buying rate in The City of New York for cable transfers in foreign currencies as announced by the Federal Reserve Bank of New York for customs purposes (the Noon Buying Rate) on December 31, 2008.

These translations should not be construed as a representation that the euro amounts actually represent such dollar amounts or have been or could be converted into dollars at the rate indicated.

For the purpose of this Annual Report, billion means a thousand million.

The following table sets forth for the years 2004 to 2008 and for the beginning of 2009 certain information regarding the Noon Buying Rate for Dollars expressed in U.S.$ per 1.00.

Calendar Period	High	Low	Average(1)	At Period end
2004	1.3625	1.1801	1.2438	1.3538
2005	1.3476	1.1667	1.2448	1.1842
2006	1.3327	1.1860	1.2563	1.3197
2007	1.4862	1.2904	1.3705	1.4603
2008	1.6010	1.2446	1.4726	1.3919
2009 (through April 1, 2009)	1.3730	1.2547	1.3023	1.3223
Monthly Rates	**High**	**Low**	**Average(1)**	**At Period end**
October 2008	1.4058	1.2446	1.3267	1.2682
November 2008	1.3039	1.2525	1.2744	1.2694
December 2008	1.4358	1.2634	1.3511	1.3919
January 2009	1.3718	1.2804	1.3208	1.2804
February 2009	1.3064	1.2547	1.2797	1.2662
March 2009	1.3730	1.2549	1.3050	1.3261
April 2009 (through April 1, 2009)	1.3223	1.3223	1.3223	1.3223

(1) Average of the rates for each month in the relevant period, except for April 2009 for which the dates used are through April 1, 2009.

The Ordinary Shares, par value 0.55 (the **Ordinary Shares**) and Savings Shares, par value 0.55 (the **Savings Shares**) of Telecom Italia trade on *Mercato Telematico Azionario* (**Telematico**), managed by Borsa Italiana S.p.A. (**Borsa Italiana**) in euro. Fluctuations in the exchange rate between the euro and the U.S. dollar will affect the U.S. dollar equivalent of the euro price of the Ordinary Shares and the Savings Shares and the price of the Ordinary Share American Depositary Shares (**Ordinary Share ADSs**) and the Savings Share American Depositary Shares (**Savings Share ADSs**), on the New York Stock Exchange (**NYSE**). Cash dividends are paid in euro. Exchange rate fluctuations will affect the U.S. dollar amounts received by owners of Ordinary Share ADSs and Savings Share ADSs upon conversion by the Depositary of cash dividends paid in euro on the underlying Ordinary Shares and Savings Shares. See Item 10. Additional Information 10.5 Description of American Depositary Receipts .

On completion of the Merger, Telecom Italia (formerly Olivetti) became a successor registrant to Old Telecom Italia under the Securities Exchange Act of 1934, as amended (the **1934 Act**) and, therefore, became subject to and continues to file periodic reports under the 1934 Act required for a foreign private issuer. Telecom Italia (formerly Olivetti) obtained a listing of the Ordinary Shares and Savings Shares issued at completion of the Merger, on the NYSE where such Ordinary Shares and Savings Shares trade in the form of ADSs.

3.3 SELECTED FINANCIAL AND STATISTICAL INFORMATION

The summary selected financial data set forth below are consolidated financial data of the Telecom Italia Group as of and for each of the years ended December 31, 2008, 2007, 2006, 2005 and 2004, which have been extracted or derived from the Consolidated Financial Statements of the Telecom Italia Group prepared in accordance with IFRS as issued by IASB and which have been audited by the independent auditor Reconta Ernst & Young S.p.A..

Until December 31, 2004, Telecom Italia prepared its consolidated financial statements and other interim financial information in accordance with Italian GAAP.

Furthermore, pursuant to SEC Release No. 33-8879, *Acceptance from Foreign Private Issuers of Financial Statements Prepared in Accordance with International Financial Reporting Standards Without Reconciliation to U.S. GAAP*, Telecom Italia includes Selected Financial Data prepared in compliance with IFRS, without reconciliation to U.S. GAAP.

The selected financial data below should be read in conjunction with the Consolidated Financial Statements and notes thereto included elsewhere in this Annual Report.

Table of Contents

Item 3. Key Information **Selected Financial And Statistical Information**

	Year ended December 31,					
	2008(1)	2008(1)	2007(1)	2006(1)	2005(1)	2004(1)
	(millions of U.S. dollars, except percentages and per share amounts)(2)	(millions of Euro, except percentages and per share amounts)				
Income Statement Data:						
Revenues	**41,977**	**30,158**	**31,013**	**31,037**	**29,794**	**28,292**
Operating profit	**7,604**	**5,463**	**5,955**	**7,635**	**7,631**	**7,603**
Profit before tax from continuing operations	**4,032**	**2,897**	**4,324**	**5,723**	**5,673**	**5,606**
Profit from continuing operations	**3,123**	**2,244**	**2,641**	**3,203**	**3,277**	**2,952**
Profit (loss) from Discontinued operations/Non-current assets held for sale	(40)	(29)	(186)	(200)	413	(118)
Profit for the year	**3,083**	**2,215**	**2,455**	**3,003**	**3,690**	**2,834**
• *Profit attributable to equity holders of the Parent(3)*	*3,082*	*2,214*	*2,448*	*3,014*	*3,216*	*1,815*
Capital Expenditures:						
• *Industrial*	*7,468*	*5,365*	*5,370*	*4,877*	*5,097*	*5,002*
• *Financial*	*8*	*6*	*637*	*206*	*14,934*	*868*
Financial Ratios:						
Revenues/Employees (average number in Group) (thousands of)(4)	552.1	396.7	396.2	394.6	376.7	355.4
Operating profit/Revenues (ROS)(%)	18.1%	18.1%	19.2%	24.6%	25.6%	26.9%
Ratio of earnings to fixed charges(5)	2.21	2.21	2.75	3.27	3.20	3.39
Employees, average number in the Group, including personnel with temp work contracts:						
Employees (excluding employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale) (average number)	76,028	76,028	78,278	78,652	79,085	79,602
Employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale (average number)	757	757	1,350	1,620	5,262	11,248
Basic and Diluted earnings per Share (EPS)(6):						
Ordinary Share	**0.15**	**0.11**	**0.12**	**0.15**	**0.17**	**0.11**
Savings Share	**0.17**	**0.12**	**0.13**	**0.16**	**0.18**	**0.12**
Of which:						
From continuing operations:						
• *Ordinary Share*	*0.15*	*0.11*	*0.13*	*0.16*	*0.15*	*0.12*

• *Savings Share*	*0.17*	*0.12*	*0.14*	*0.17*	*0.16*	*0.13*
From Discontinued operations/Non-current assets held for sale:						
• *Ordinary Share*			*(0.01)*	*(0.01)*	*0.02*	*(0.01)*
• *Savings Share*			*(0.01)*	*(0.01)*	*0.02*	*(0.01)*
Dividends:						
• per Ordinary Share	0.0696	0.0500(7)	0.0800	0.1400	0.1400	0.1093
• per Savings Share	0.0849	0.0610(7)	0.0910	0.1510	0.1510	0.1203

Table of Contents

Item 3. Key Information **Selected Financial And Statistical Information**

	2008	2008	2007	2006	2005	2004
	(millions of U.S. dollars, except percentages and employees)(2)	As of December 31, (millions of Euro, except percentages and employees)				
Balance Sheet Data:						
Total Assets	**119,195**	**85,635**	**87,425**	**89,457**	**96,010**	**81,834**
Equity:						
• Equity attributable to equity holders of the Parent	36,365	26,126	25,922	26,018	25,662	16,248
• Equity attributable to Minority Interest	1,016	730	1,063	1,080	1,323	4,550
Total Equity	**37,381**	**26,856**	**26,985**	**27,098**	**26,985**	**20,798**
Total liabilities	**81,814**	**58,779**	**60,440**	**62,359**	**69,025**	**61,036**
Total equity and liabilities	**119,195**	**85,635**	**87,425**	**89,457**	**96,010**	**81,834**
Share capital(8)	**14,742**	**10,591**	**10,605**	**10,605**	**10,599**	**8,809**
Net Financial Debt(9)	**47,379**	**34,039**	**35,701**	**37,301**	**39,858**	**32,862**
Net invested capital(10)	**84,760**	**60,895**	**62,686**	**64,399**	**66,843**	**53,660**
Financial Ratios:						
• Net financial debt(9)/Net invested capital(10) (debt ratio)(%)	55.9%	55.9%	57.0%	57.9%	59.6%	61.2%
Employees, number in the Group at year-end, including personnel with temp work contracts:						
• Employees (excluding employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale) (number at year-end)	77,825	77,825	82,069	81,927	84,174	82,620
• Employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale (number at year-end)			1,360	1,282	2,357	11,402

18

Table of Contents

Item 3. Key Information **Selected Financial And Statistical Information**

	As of December 31,				
	2008(1)	2007(1)	2006(1) (thousands)	2005(1)	2004(1)
Statistical Data:					
Domestic Fixed:					
Fixed network connections in Italy	20,031	22,124	23,698	25,049	25,957
Physical accesses (Consumer and Business)	17,352	19,221	20,540	21,725	22,429
BroadBand accesses in Italy	8,134	7,590	6,770	5,707	4,010
Of which retail BroadBand accesses	*6,754*	*6,427*	*5,600*	*3,920*	*2,629*
Domestic Mobile:					
Mobile telephone lines in Italy	34,797	36,331	32,450	28,576	26,259
Brazil:					
Mobile telephone lines in Brazil	36,402	31,254	25,410	20,171	13,588
European BroadBand:					
BroadBand accesses in Europe	2,510	2,537	1,138	801	412

(1) Starting from January 1, 2008, the Liberty Surf group has been treated as a Discontinued operations/Non-current asset held for sale; the sale was completed on August 26, 2008. All periods presented for comparison purposes have been restated.

(2) For the convenience of the reader, Euro amounts for 2008 have been converted into U.S. dollars using the Euro/Dollar Exchange Rate in effect on December 31, 2008, of 1.00 = U.S.$ 1.3919.

(3) For the purposes of IFRS, Parent , as used in this Annual Report, means Telecom Italia S.p.A..

(4) The average number of employees in the Group (excluding employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale and including personnel with temp work contracts) was 76,028, 78,278, 78,652, 79,085 and 79,602 in 2008, 2007, 2006, 2005 and 2004, respectively.

(5) For purposes of calculating the ratio of earnings to fixed charges :

- Earnings is calculated by adding:

  profit before tax from continuing operations;

  fixed charges (as defined below);

  amortization of capitalized interest and issue debt discounts or premiums;

  dividends from associates and joint ventures accounted for using the equity method; and

  share of losses of associates and joint ventures accounted for using the equity method and then subtracting:

capitalized interest for the applicable period; and

share of earnings of associates and joint ventures accounted for using the equity method.

- Fixed charges is calculated by adding:

interest expenses (both expensed and capitalized);

issue costs and any original issue debt discounts or premiums; and

an estimate of the interest within rental expense for operating leases.

(6) In accordance with IAS 33 (*Earnings per share*), basic earnings per Ordinary Share is calculated by dividing the Group s profit available to shareholders by the weighted average number of shares outstanding during the year, excluding treasury shares. Since Telecom Italia has both Ordinary and Savings Shares outstanding, the calculations also take into account the requirement that holders of Savings Shares are entitled to an additional dividend equal to 2% of the par value of shares above dividends paid on the Ordinary Shares.

For the purpose of these calculations, the weighted average number of:

- Ordinary Shares was 13,246,643,947 for the year ended December 31, 2008, 13,254,934,303 for the year ended December 31, 2007, 13,254,860,233 for the year ended December 31, 2006, 12,283,195,845 for the year ended December 31, 2005 and 10,208,327,613 for the year ended December 31, 2004;

- Savings Shares was 6,026,120,661 for the years ended December 31, 2008, 2007 and 2006, 5,930,204,164 for the year ended December 31, 2005 and 5,795,921,069 for the year ended December 31, 2004.

For diluted earnings per share the weighted average number of shares outstanding is adjusted assuming conversion of all dilutive potential shares. Potential shares are those securities that, if converted into shares, would increase the total number of shares outstanding and reduce the earnings attributable to each share. Potential shares include options, warrants and convertible securities. The Group s profit is also adjusted to reflect the impact of the conversion of potential shares net of the related tax effects.

(7) Telecom Italia s dividend coupons for the year ended December 31, 2008, will be clipped on April 20, 2009 and will be payable from April 23, 2009.

(8) Share capital represents share capital issued net of the par value of treasury shares.

(9) Net Financial Debt is a Non-GAAP Financial Measure as defined in Item 10 of Regulation S-K under the 1934 Act. For further details please see Item 5. Operating and Financial Review and Prospects 5.3 Results of Operations for the Three Years Ended December 31, 2008 5.3.2 Non-GAAP Financial Measures .

(10) Net invested capital is equal to Total Equity plus Net financial debt.

3.4 DIVIDENDS

The determination of our future dividend policy, and the amounts thereof, will depend upon a number of factors, including but not limited to our earnings, financial condition and cash requirements, prospects and such other factors as may be deemed relevant at the time.

The following table sets forth the dividends per Ordinary Share and per Savings Share declared by Telecom Italia with respect to each of the last five fiscal years and the aggregate dividends paid in such years. Actual dividends paid are rounded to the nearest whole cent.

	Dividends on Ordinary Shares			Dividends on Savings Shares		
Year ended December 31,	Euro per Share	U.S. dollars per Share(1)	(millions of Euro)	Euro per Share	U.S. dollars per Share(1)	(millions of Euro)
2004	0.1093	0.1431	1,225.99	0.1203	0.1575	697.25
2005	0.1400	0.1753	1,873.12	0.1510	0.1891	909.94
2006	0.1400	0.1903	1,873.13	0.1510	0.2052	909.94
2007	0.0800	0.1253	1,070.36	0.0910	0.1426	548.38
2008(2)	0.0500	0.066115	669.04	0.0610	0.08066	367.59

(1) Euro amounts have been translated into U.S. dollars using the Noon Buying Rate in effect on the respective payment dates. As far as year ended December 31, 2008 is concerned, Euro amounts have been translated into U.S. dollars using the Noon Buying Rate in effect on April 1, 2009.

(2) Approved at the Annual Shareholders Meeting held on April 8, 2009. Pursuant to Italian Stock Exchange rules, dividends on the Ordinary Shares and the Savings Shares are payable from the fourth trading day after the third Friday of each month, and in any case, at least four business days after the Shareholders Annual Meeting approving the dividends. Telecom Italia s dividend coupons for the year ended December 31, 2008 will be clipped on April 20, 2009, and will be payable from April 23, 2009.

Payment of annual dividends is subject to approval by the holders of Ordinary Shares at the annual general shareholders meeting, which must be held within 120 days after the end of the financial year to which it relates. In addition, Article 21 of the Company s Bylaws gives the Board of Directors the power to approve the distribution of interim dividends . Pursuant to Italian law, the distribution may be approved after the final approval of the preceding year s financial statements, and the interim dividends may not exceed the lower of (i) the difference between profits from the preceding fiscal year and amounts required to be attributed to legal and statutory reserves and (ii) available reserves. Once paid in compliance with applicable laws, shareholders cannot be required to repay interim dividends to the Company if the shareholders collected such dividends in good faith. Dividends not collected within five years from the date they become payable will be forfeited in favor of the Company. If profits are not fully distributed, additional reserves are created.

According to the Italian Civil Code, before dividends may be paid with respect to any year, an amount equal to 5% of the profit of the Company for such year must be set aside to the legal reserve until the legal reserve, including amounts set aside during prior years, is at least equal to one-fifth of the par value of the Company s issued share capital. This legal reserve is not available for payment of dividends. Such restriction on the payment of dividends applies, on a non-consolidated basis, to each Italian subsidiary of the Telecom Italia Group. The Company may also pay dividends out of available retained earnings from prior years or other reserves.

Dividends in respect of Ordinary Shares and Savings Shares held with Monte Titoli S.p.A. (**Monte Titoli**) are automatically credited to the accounts of the beneficial owners with the relevant participant of Monte Titoli, without the need for presentation by such beneficial owners of any documentation. See Item 10. Additional Information 10.4 Description of Capital Stock .

Arrangements between Euroclear or Clearstream and Monte Titoli permit the shareholders to collect the dividends through Euroclear or Clearstream. Holders of American Depositary Receipts (**ADRs**) are entitled to receive payments in respect of dividends on the underlying Ordinary Shares and Savings Shares, as the case may be, in accordance with the relevant Deposit Agreement.

Dividends payable on the Company s Ordinary Shares and Savings Shares may be subject to deduction of Italian withholding tax. See Item 10. Additional Information 10.5 Taxation . Italian regulations do not contain any specific restrictions on the payment of dividends to non-residents of Italy. See Item 10. Additional Information 10.2 Exchange Controls and Other Limitations Affecting Security Holders .

Table of Contents

Pursuant to Italian law, in connection with the payment of dividends, participants of Monte Titoli are required to supply to the Italian tax authorities certain information concerning the identity of non-resident shareholders holding Ordinary Shares or Savings Shares. Shareholders are required to provide their Italian tax identification number, if any, or alternatively, in the case of legal entities, their name, country of establishment and address, or in the case of individuals, their name, address and place and date of birth, or in the case of partnerships, the information required for legal entities and the information required for individuals with respect to one of their representatives. In the case of Ordinary Share ADSs and Savings Share ADSs owned by non-residents of Italy, Telecom Italia understands that the provision of information concerning the Depositary, in its capacity as holder of record of the Ordinary Shares and Savings Shares, as the case may be, will satisfy these requirements.

The Depositary, in accordance with Telecom Italia, will provide information to beneficial owners of Ordinary Share ADSs and Savings Share ADSs, that are considered U.S. residents for purposes of applicable law. To the extent such owners wish to benefit from reduced withholding tax rates on dividends under an income tax convention, claims for such benefits must be accompanied by the required information. See Item 10. Additional Information 10.6 Taxation .

Item 4. INFORMATION ON THE TELECOM ITALIA GROUP

4.1 BUSINESS

4.1.1 BACKGROUND

The legal and commercial name of the company is Telecom Italia S.p.A.. Telecom Italia is a joint-stock company established under Italian law on October 20, 1908 with registered offices in Milan at Piazza degli Affari 2. Telephone number is +39.02.85.95.1. The company is recorded in the Milan Companies Register at number 00488410010, R.E.A. number 1580695, R.A.E.E. number IT08020000000799.

Depositary in New York (JP Morgan Chase) is presently located at 4 New York Plaza, New York, New York 10004.

The duration of the company, as stated in the company s Bylaws, extends until December 31, 2100.

On July 18, 1997, Old Telecom Italia s predecessor company was merged with and into Società Finanziaria Telefonica per Azioni (**STET**), its parent holding company, with STET as the surviving corporation. As of the effective date of the merger, STET changed its name to Telecom Italia S.p.A. . In November 1997, the Ministry of the Treasury of the Republic of Italy completed the privatization of Telecom Italia, selling substantially all of its stake in the Old Telecom Italia Group through a global offering and a private sale to a stable group of shareholders.

On May 21, 1999, Olivetti, through a tender offer, obtained control of the Old Telecom Italia Group when approximately 52.12% of Old Telecom Italia Ordinary Shares were tendered to Olivetti. Through a series of transactions which started in July 2001, Olimpia, whose largest shareholder was Pirelli & C. S.p.A., acquired a 28.7% stake in Olivetti which resulted in the replacement of the then boards of directors of Olivetti and Old Telecom Italia.

On December 9, 2002, the Ministry of the Treasury sold its remaining stake in Old Telecom Italia Ordinary and Savings share capital.

On August 4, 2003, the Merger was completed with Olivetti as the surviving company changing its name to Telecom Italia S.p.A. . Following the Merger, the proportionate ownership of Telecom Italia s share capital by shareholders unaffiliated with Olimpia or Pirelli & C. S.p.A. (**Pirelli**), Olimpia s largest shareholder, increased substantially to approximately 88.43% of the outstanding Ordinary Shares. Following the Merger, Olimpia acquired additional shares through market purchases and, prior to the acquisition by Telecom Italia of the share capital in TIM it did not already own (the **TIM Acquisition**), Olimpia held approximately 17% of

Telecom Italia s Ordinary Shares, making it the largest shareholder of Telecom Italia. As a result of a series of transactions in December 2004 and March 2005, Olimpia acquired additional Ordinary Shares reaching approximately 21.4% of the outstanding Ordinary Shares.

Following the issuance of shares of Telecom Italia in exchange for outstanding shares of TIM held by third parties, as a result of the merger of TIM into Telecom Italia through which the TIM Acquisition was effected, Olimpia s stake was diluted to approximately 18%.

On June 30, 2005, TIM merged with and into Telecom Italia.

Effective as from March 1, 2006, Tim Italia merged with and into Telecom Italia, with Telecom Italia as the surviving company.

On April 28, 2007, a group of investors (the **Investors** or the **Parties**), made up of 1) Assicurazioni Generali S.p.A., Sintonia S.A., Intesa Sanpaolo S.p.A., Mediobanca S.p.A. (the **Class A Shareholders**) and 2) Telefónica S.A., entered into a Co-Investment Agreement establishing terms and conditions for their participation in Telco, the vehicle through which the Investors purchased the entire share capital of Olimpia, from Pirelli and Sintonia S.p.A. and Sintonia S.A. (together **Sintonia Sellers**).

On May 4, 2007, the Investors entered into a Share Purchase Agreement with Pirelli and the Sintonia Sellers to purchase the entire share capital of Olimpia. The acquisition was completed on October 25, 2007 by Telco, to

Table of Contents

which Ordinary Shares equal to 5.6% of the ordinary share capital were contributed on the same date by Mediobanca S.p.A. and companies of the Generali Group. The total investment held by Telco S.p.A. was therefore equal to 23.595% of Telecom Italia ordinary share capital, of which 17.99% were held through Olimpia.

Telco is held by Generali Group (28.1%), Intesa Sanpaolo S.p.A. (10.6%), Mediobanca S.p.A. (10.6%), Sintonia S.A. (8.4%) and Telefónica S.A. (42.3%).

Effective December 18, 2007, Olimpia merged with and into Telco, with Telco as the surviving company and directly holding a stake of 23.595% in Telecom Italia ordinary share capital.

On March 20, 2008 Telco acquired a further 121.5 million Ordinary Shares and increased its ownership in Telecom Italia s ordinary share capital to 24.5%.

Upon completion of the acquisition of the entire share capital of Olimpia, all the previous shareholders agreements concerning Olimpia and Telecom Italia ceased to have any effect, and the only existing agreements amongst its direct and indirect shareholders that Telecom Italia is aware of are the agreements among the Investors and Telco. See Item 7. Major Shareholders and Related-Party Transactions for a description of the new shareholder arrangements.

4.1.2 Development

On December 3, 2008, the Telecom Italia Group announced its strategic guidelines and targets for the 2009-2011 period. Our business plan focuses, among other things, on a new **customer-centric approach** (consumer, business and Top Client), which is why we launched a new macro-organization starting in January 2009.

Such approach is intended to foster a natural convergence of technology and service offerings on the one side and a more effective use of operational and competitive levers, on the other. In particular, it will allow:

- a better and more thorough segmentation of customer needs;
- the offering of service packages, based on the actual priorities of customers; and
- the re-engineering of Telecom Italia s distinctive capabilities (customer care, sales channels and IT systems).

As a consequence of this new customer centric approach we will also redesign our actual Brand Platform, making it more consistent with our offering.

We will continue to boost innovative businesses, as we work to promote wide-ranging development of the digital economy.

For more details about the organizational structure, please see 4.1.7 Updated Strategy and 4.1.8 The Organizational Structure .

4.1.3 BUSINESS

The Telecom Italia Group operates mainly in Europe, the Mediterranean Basin and South America. The Group is engaged principally in the communications sector, including:

- telephone and data services on fixed lines, for final retail customers and wholesale providers,
- the development of fiber optic networks for wholesale customers,
- BroadBand services,
- Internet services,
- domestic and international mobile telecommunications (especially in Brazil), and
- the television sector using both analog and digital terrestrial technology.

The Group also operates businesses in the office products sector.

Table of Contents

Item 4. Information On The Telecom Italia Group **Business**

Telecom Italia is one of three mobile operators licensed to provide services using GSM 900 technology in Italy and one of three operators licensed to provide services using GSM 1800 (formerly DCS 1800) technology in Italy. It is also one of four operators holding a UMTS license and providing third-generation telephony services in Italy.

At December 31, 2008 the Telecom Italia Group was one of the world s largest fixed telecommunications operators with approximately 17.4 million physical accesses (consumer and business) in Italy, a decrease of 1.9 million compared to December 31, 2007. Offsetting this decline, the Wholesale customer portfolio reached approximately 5 million accesses for telephone services at December 31, 2008, an increase of approximately 1.5 million compared to December 31, 2007. In addition, in Italy, the BroadBand portfolio reached 8.1 million accesses at December 31, 2008 (consisting of 6.8 million retail accesses and 1.3 million wholesale accesses), an increase of 0.5 million accesses compared to December 31, 2007.

In addition, the Telecom Italia Group was the leading mobile operator in Italy, with approximately 34.8 million mobile telephone lines at December 31, 2008 compared to 36.3 million at December 31, 2007. The decline was attributed to a sales policy with a more selective approach, focused on high-value customers (at December 31, 2008 the mobile post-paid lines were approximately 6 million, a 12.5% increase compared to the end of 2007).

At December 31, 2008, the Telecom Italia Group had 36.4 million mobile telephone lines in Brazil (31.3 million at December 31, 2007).

4.1.4 Disposals and Acquisitions of Significant Equity Investments in 2008

For a description of disposals and acquisitions of significant equity investments in 2008 please see Note Form and Content and Other General Information , Note Business Combinations and Transactions among Companies Under Common Control , Note Other Non-Current Assets and Note Discontinued operations/Non-current assets held for sale of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

4.1.5 Recent Developments During 2009

New issue of 1.5 billion Telecom Italia bonds

On March 12, 2009, Telecom Italia placed two tranches of bonds with an aggregate principal amount of 1.5 billion. This issue was part of an ongoing process to refinance debt maturing during 2009. The bonds mature on March 21, 2013 and March 19, 2016, respectively. The two tranches (650 million and 850 million, respectively) bear interest at 6.75% and 8.25%, respectively. The bonds were issued under the Euro 15 billion EMTN Programme and were listed on the Luxembourg Stock Exchange.

For a description of other recent developments please see Note Events Subsequent to December 31, 2008 of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

4.1.6 OVERVIEW OF THE TELECOM ITALIA GROUP S MAJOR BUSINESS AREAS

The following is a chart of the Telecom Italia Group s Business Units as of December 31, 2008:

For further details about companies which are a part of the various Business Units, reference should be made to the Note List of companies of the Telecom Italia Group , of the Notes to the Consolidated Financial Statements included elsewhere herein.

For the revenues, operating profit before depreciation and amortization, capital gains (losses) and impairment reversals (losses) on non-current assets (EBITDA), operating profit (loss), capital expenditures, number of employees and selected statistical data of the Telecom Italia Group s Business Units please see Item 5. Operating and financial review and prospects 5.3 Results of operations for the three years ended December 31, 2008 5.3.4 Business unit financial data .

4.1.7 UPDATED STRATEGY

Strategic Guidelines and Targets for the 2009-2011 Three-year Period (the Plan)

Telecom Italia s previously announced strategic guidelines for the 2009-2011 three-year period are highlighted below.

- Group Industrial Strategy: focus on the Italian domestic market and Brazil.
- Major commitment to cost and investment control in particular in the domestic business through seven company transforming programs.
- Further reductions in domestic employee numbers.
- Ongoing disposal of non-core assets.

Table of Contents

A) Domestic Market

The primary objective of the Plan with respect to Telecom Italia s domestic market is to reverse the revenue trend decline in 2010 through growth in revenues from innovative services, BroadBand (fixed, mobile and VAS) and closely related businesses (**IPTV**/**ICT**/**Digital Home**/**Online Advertising**/**Service Exposure**).

Our efforts to return to domestic market growth are based on five points:

1. **Defense of market share through the new customer-centric approach** (consumer, business and Top Client), which, starting from January 2009, is fully operational as a result of the introduction of the new organizational structure described under 4.1.8 The Organizational Structure .

2. **Closing the fixed-line BroadBand penetration gap** compared with the European average, by increasing customer satisfaction through enhanced quality of service, offering innovation that addresses new needs, and promoting VAS and connectivity service suites for residential and business customers.

3. **Development of mobile BroadBand** through defense of TIM s interactive VAS services positioning and growth of convergent BroadBand customers.

4. Significant **development of closely related** businesses (IPTV, ICT, Online Advertising, Digital Home, Service Exposure) to increase customer share of wallet and loyalty.

5. Overhaul of the Group s brand architecture to engender a more consistent perception of new convergent offerings and of our customer-centric approach.

B) Brazil

Brazil is a growing emerging market where Telecom Italia is keen to strengthen its position by leveraging the potential of mobile telephony as a BroadBand growth enabler, and by exploiting opportunities arising from fixed-line/mobile migration. Telecom Italia intends to drive its Brazilian market operations through a focus on quality of service, innovation leadership, and a customer-centric approach, against a backdrop of cost efficiency.

We will continue to invest in innovation in an effort to ensure that the TIM brand becomes the standard for convergent products, such as those in mobile BroadBand.

TIM in Brazil continues to evaluate the opportunities linked to fixed-mobile convergence in the Brazilian market.

C) Reduction of Costs and Investments in the domestic business

The Plan identifies seven areas for increasing efficiency, in pursuit of a **Lean Company** approach, in order to further reduce domestic costs and investments. A substantial portion of these efficiencies is expected to be achieved during the course of 2009 through (i) three **IT**, **Network Operations**, **Building & Energy** simplification and rationalization programs; (ii) three **Sales & Distribution**, **Customer Operations** and **Delivery & Assurance** programs that will reengineer processes along customer-centric lines; and (iii) one **organization streamlining** and **process and support rationalization program**.

D) Further reductions in domestic employee numbers

We intend to further reduce domestic employees through organization rightsizing and alignment of staff functions to Best Practices in our mature industries: overall rightsizing, staff functions restructuring through shared services activities centralization and rationalization and streamlining of *guidance and control* activities.

E) Realizing the Value of Non-Core Assets

Telecom Italia has identified certain non-core assets that fall outside the Group s strategic objectives and the financial discipline that underpins its three year business plan. The Group plans to realize the value of this portfolio through asset dispositions.

In conjunction these strategic guidelines we will continue to pursue:

- strict financial discipline to strengthen the generation of operating free cash flow; and
- significant debt reduction.

26

4.1.8 THE ORGANIZATIONAL STRUCTURE

At the end of 2008, Telecom Italia reorganized its business structure as part of the drive for greater efficiency announced at the presentation of the Plan.

In particular, this reorganization covered, among other things, the domestic business and disposals.

Domestic Market Operations has been subdivided, on the basis of the new customer-centric approach, into three macro-areas:

- The Consumer Market unit, which is focused on increasing the penetration of traditional and innovative landline and mobile network services for families and mass market customers.
- The Business Market unit, which is focused on promoting traditional, innovative, landline and mobile ICT technology use by SMEs and SoHo customers.
- The Top Clients & Networked IT Services unit, which is responsible for growing the value of Top, Large Account and Enterprise clients.

Furthermore, a new Disposals department was introduced to realize, in accordance with the Plan, the disposal of non-core assets.

The following diagram highlights the organizational structure of the Telecom Italia Group as of April 1, 2009:

4.2 BUSINESS UNITS

4.2.1 DOMESTIC

The Domestic Business Unit operates as the consolidated market leader in Italy in the sphere of telephone and data services on fixed-line and mobile networks for final retail voice customers and other wholesale operators. In the international field, the Business Unit develops fiber optic networks for wholesale customers (in Europe, in the Mediterranean and in South America).

The Domestic Business Unit is organized as follows as of December 31, 2008:

The major business areas of the Domestic Fixed Telecommunications Services business are as follows:

- ***Retail voice*** services consist mainly of the supply of services using traditional technologies (PSTN and ISDN) and innovative technologies (VoIP). Retail voice services include: network access, traffic (in terms of minutes and rate plans), hire of telephone equipment and value added telephone services.

- ***Internet*** services consist mainly of ADSL services (connections, traffic, services, equipment and portals) and traditional Internet traffic (dial-up access).

- ***Data Business*** services include data transmission and network services for business customers, leased lines, equipment for data services and value added services.

- ***Wholesale*** offering includes national and international services for other operators, both for fixed and mobile operators and Internet service providers. Services offered to other domestic operators consist mainly of interconnection to the Telecom Italia network, in terms of access and traffic (collection, termination and transit), BroadBand access (ADSL and XDSL) and leased lines. Services offered to international OLOs consist mainly of traffic (carried traffic and transits) and data accesses.

v **KEY FACTORS**

Fixed-line Telecommunications

The development strategy continues for Retail BroadBand, the gradual penetration of VoIP due to the successful introduction of the new Alice Casa rate plans (a new Telecom Italia bundle offer which allows customers to connect to the BroadBand 24 hours a day, as well as unlimited calls without connection fees), as well as the expansion of the IPTV service on the Consumer market and the development of Internet content and services.

In the traditional voice services business, the strategy to encourage the loyalty of the customer base continues through the promotion of pricing packages (45% of which are at a flat rate) accounting for more than one third of our customers.

With regard to the Business Data segment, rationalization of price plans and services packages continues towards integrated solutions with ICT services, innovative TD and BroadBand.

Table of Contents

Mobile Telecommunications

During 2008, this segment continued its strategy of maintaining market share in the higher-value customer segments and its policies to develop usage (both in voice and data transmission services). This proved possible due to goal-oriented acquisition policies in the valued customer segments, the increasing number of rate plans with Flat-rate or Bundled solutions (voice services, VAS and Mobile Internet) and the gradual penetration of 3G handsets and Internet users. The rate plan portfolio was enhanced and innovated with solutions geared to rate transparency and greater flexibility with regard to the various needs of the customer (for example, different rate plans for different levels and types of consumption).

In 2008, the Domestic Mobile Services department implemented a policy that offers different services packages according to the needs of customer segments. In particular, the aims are as follows:

- to increase penetration of the youth market by consolidating the Tribù concept (service dedicated to the young segment of the clientele; the rate plan aims to attain a competitive positioning by targeting young people, to educate and encourage them to favor the use of VAS services, and expand the TIM community) and the release in July 2008 of the new Mobile MTV service, a second brand resulting from the synergy between TIM and MTV which exploits the attractive potential of the two brands with regard to young people;

- to maintain market share and regain profitability among the mass-market consumer, objectives which were achieved by rationalizing the portfolio (ending the marketing of old rate profiles followed by repricing: changes in April 2008 to recharging conditions on each call received and an increase in August 2008 of the nominal rates by 3 cents on some of the old rate plans) and at the same time creating a portfolio of simpler phone rate plans;

- innovation through the launch in Italy of the iPhone which is being marketed through all-inclusive rate-plan solutions (July 2008).

The portfolio of TIM rate plans also saw the launch of new rate plans for family and friends, which are in addition to the rate profile of the customer, offering special rates towards one or more TIM numbers, such as the launch in May 2008 of the TIM in 2 rate plan (for unlimited calls and texts to one particular number) and, in October 2008, of family recharging (free calls and texts within the family network).

v **MARKETING AND DISTRIBUTION**

As a result of the newly adopted customer centric approach Telecom Italia is currently revising its sales structure.

Fixed Telecommunications

Through December 31, 2008 the sales structure of the Company was organized according to a vertical, multi-channel approach, in which different types of distribution channels specialized in different customer segments of the market.

The top 20,000 customers benefited from direct coverage by almost 670 sales personnel, each one of which had a dedicated portfolio to supervise and develop over the whole range of offerings (including data, ICT services and products).

All other customers (both Business and Consumer) were managed by several channels, including:

- the Telesales channel: an Outbound network of about 10 partners with more than 2,000 operators assisted by less than 100 internal resources, focused on volume and value acquisitions (e.g., pricing offers, ADSL, TV over IP, SKY, customer retention);
- the One Team channel: a territorial network of about 73 partners and 720 agents (commercial staff), focused on volumes, and directed towards the Consumer market;
- the ET Expert Team channel: a territorial network of 13 partners with approximately 450 agents and 1,400 Outbound operators focused on the development of the SOHO segment through offers with regard to pricing, ADSL and products, geared mainly to commercial businesses, small professional firms and SOHO;

- the BP Business Partner channel: a network of about 81 partners and 1,200 agents, focused on supervising SME (Small and Medium-size companies), the development of BroadBand, and the sale of products;
- the VAR Value Added Reseller channel: a territorial network with about 65 partners and 250 commercial staff focused on the development of VAS, the customized offering and complex networks;
- the SA Senior Account channel: a territorial network with about 100 partners focused on the development of VAS, the customized offering and complex networks; and
- the Public Telephone channel: a network of about 59 partners focused on National and International prepaid card services and associated traffic packages.

In addition to these partners, there was the pull channel, consisting of the retail network of shops, dealers, and organized and specialized large-scale distribution, amounting to a total of about 4,000 retail points of sale.

Mobile Telecommunications

At December 31, 2008, Telecom Italia s physical distribution network consisted of 4,430 points of sale belonging to 2,283 distribution partners and 30 shops owned by Telecom Italia.

The points of sale are geographically widespread and of many different types which we believe provide us with a significant competitive advantage in marketing our products throughout Italy and in all the market segments.

Our sales network consists of various types of points of sale, which reflect different approaches to the market. The shops called Il Telefonino , which consist of both direct and franchised outlets (5%), represent the corporate image and specialize in the sale of high value services. The Centri TIM-Alice , which are specialized monobrand shops, offer products to the mass customer segment, targeting volumes and quality of distribution. Telecom Italia is also present in large multibrand shops.

v **COMMERCIAL AGREEMENTS**

The main commercial agreements entered into during 2008 by the Domestic Business Unit were as follows:

- on April 8, 2008, it was announced that Telecom Italia and the operator 3 Italia had signed a national roaming agreement which will allow the 3 clientele to also use Telecom Italia s nationwide mobile network, which now covers the entire domestic territory, for phone and data services. Furthermore, the two companies signed a new text interconnection contract;

- on May 6, 2008, Telecom Italia and Apple signed an agreement to market, from July 11, 2008, the new-generation iPhone that uses the 3G network and is twice as fast as the first-generation model and, from July 15, 2008 the I M (the suite of presence based services that can be used by the mobile phone);

- on June 9, 2008, Telecom Italia Sparkle (the Group s provider of international voice, IP and Data services for global operators of fixed-line and mobile telephone services) signed two collaboration contracts: one with Taiwan Mobile (the second-largest mobile phone service operator in Taiwan) for a fixed-mobile convergence project and one with Telkom Indonesia (the national fixed-line telephone service operator) to develop the Next Generation Network;

- on June 23, 2008, Telecom Italia and Fastweb signed an industrial agreement with the aim of sharing the infrastructure required to create the New Generation network, based on a model of collaboration open to all operators which are interested.

Table of Contents

v **Customer and Lines**

The table below sets forth, for the periods indicated, certain statistical data of the Domestic Business Unit:

	As of and for the years ended December 31,		
	2008	**2007**	**2006**
Domestic Fixed			
Fixed-line network connections in Italy (thousands)	20,031	22,124	23,698
Physical accesses (Consumer and Business) (thousands)	17,352	19,221	20,540
Voice pricing plans (thousands)	5,834	6,375	6,468
BroadBand accesses in Italy (thousands)	8,134	7,590	6,770
Of *which retail* (thousands)	*6,754*	*6,427*	*5,600*
Virgilio page views during the year (millions)	16,405	14,737	13,283
Virgilio average daily single visitors per days (millions)	2.5	2.1	1.8
Fixed network infrastructure in Italy:			
• access network in copper (millions of km pair)	109.3	106.8	105.7
• access and carrier network in optical fiber (millions of km of fiber)	3.9	3.8	3.7
Fixed network infrastructure abroad:			
• European backbone (km of fiber)	55,000	55,000	51,000
• Mediterranean (km of submarine cable)	7,000	7,000	7,000
• South America (km of fiber)	30,000	30,000	30,000
Total traffic:			
Minutes of traffic on the fixed network (billions):	144.3	156.8	173.8
• *National traffic*	*125.3*	*140.1*	*160.1*
• *International traffic*	*19.0*	*16.7*	*13.7*
Domestic Mobile			
Number of lines at year-end (thousands)	34,797	36,331	32,450
Of *which Prepaid lines* (thousands)(1)	*28,660*	*30,834*	*28,080*
Clientele growth (%)	(4.2)	12.0	13.6
Churn rate(2)	23.6	16.4	18.9
Total outgoing traffic per month (millions of minutes)	3,054	2,766	2,443
Total outgoing and income traffic per month (millions of minutes)	4,316	4,052	3,730
Average monthly revenues per line(3)	20.8	22.2	25.6

(1) Excludes not-human Subscriber Identity Modules (SIM).

(2) The data refers to total lines. The churn rate for the whole year represents the number of mobile customers who discontinued service during the period expressed as a percentage of the average number of customers.

(3) The values are calculated on the basis of revenues from services (including revenues from prepaid cards and revenues from non-domestic traffic) divided by the average number of lines.

At December 31, 2008, the number of retail voice accesses was approximately 17.4 million, a decrease of about 1.9 million compared to December 31, 2007. The Wholesale customer portfolio, however, reached approximately 5 million accesses at year-end 2008, up about 1.5 million from December 31, 2007. The overall BroadBand portfolio increased and reached 8.1 million accesses at December 31, 2008 (an increase of 544,000 accesses compared to December 31, 2007) of which 6.8 million are retail and 1.3 million are wholesale.

At December 31, 2008, the number of GSM and UMTS mobile lines of Telecom Italia is approximately 34.8 million (of which 7.3 million are UMTS lines), a decrease from 2007 (-4.2%). At December 31, 2008, Telecom Italia s market share was 38%, down from December 31, 2007 (40.3%). This reduction can be attributed to greater selectivity in the sales policy focusing on higher-value customers. This strategy is confirmed by the number of postpaid lines (about 6 million at year-end 2008) which increased by 12.5%, accounting for 17.3% of total lines.

v **MAIN CHANGES IN THE REGULATORY FRAMEWORK AND PRICE TRENDS**

The main regulatory events which occurred in 2008 that may have an economic impact on Telecom Italia are as follows.

Market analysis

During 2008 AGCom opened various proceedings to carry out the second round of relevant markets analysis (except for proceeding on the broadcasting transmission services market opened in February 2009) to determine whether to maintain, amend or withdraw the obligations in force as a result of Telecom Italia s treatment as an SMP operator following the first round of market analysis (i.e. transparency and non-discrimination including the publication of a Reference Offer, accounting separation and cost accounting, cost orientation and price control, access to the network). These proceedings should be closed within the year 2009.

Telecom Italia s Undertakings

On December 11, 2008, with Decision 718/08/CONS, AGCom finally approved Telecom Italia s undertakings proposal relating to its access network. The undertakings **(Undertakings)** are aimed to strengthen the equality of treatment s conditions intended for alternative operators and to promote greater competition in the fixed network markets.

The key element in these undertakings is the role played by Open Access, most notably its new provisioning and assurance processes designed to independently, separately and transparently manage and develop the Telecom Italia access network. In addition the undertakings call for: 1. a Compliance Board to assess implementation and observance of these commitments; 2. establishment of a new process for activating services and managing wholesale customers; 3. guarantees regarding a Code of Conduct for Open Access and National Wholesale Services personnel based on a system of targets and incentives relating to network and services quality; 4. transparent information on access network quality and development; 5. guarantees on co-location equipment services, including detailed information on available resources, and enhancement of delivery processes through technical committees on which other operators sit; 6. sharing of Next Generation Access Network (NGAN) passive infrastructure (cable ducts and conduits) on fair, reasonable and non-discriminatory technical and economic terms and conditions.

Following the undertakings approval, seven sanctions proceedings imposed on Telecom Italia were suspended and should be closed when the actual fulfillment of the undertakings is assessed.

Retail fixed markets

The fixed line subscription fee did not vary during 2008, since the *price cap* mechanisms expired in 2007. In December 2008 AGCom authorized Telecom Italia to increase the residential monthly rental fee starting from February 1, 2009 (from 12.14 to

13.40).

With respect to local, national and fixed-to-mobile call tariffs (only for retention) and leased lines, for the years 2008 and 2009 the price cap mechanism remains in force (**RPI** (**Retail Price Index**) RPI for fixed-to-fixed retention, RPI-6% for fixed-to-mobile retention and RPI-7% for leased lines).

Wholesale fixed markets

Wholesale tariffs for call origination, termination and transit services on the fixed telephone network, for the years 2008 and 2009, remained subject to the network cap mechanism (RPI-9.9%).

With Decision 251/08/CONS the Authority set a glide path for termination tariffs maximum values on fixed network alternative operators for the years 2007-2010 (see table below) which, in 2010, will result in termination tariffs the same on the Telecom Italia network equal to 0.57 Eurocent/min.

Starting from:	**Fastweb**	**Wind**	**BT Italia**	**Tiscali**	**Tele2**	**Eutelia**	**Other operators***
7/1/2007	2.01	1.90	1.78	1.76	1.45	1.25	1.25
7/1/2008	1.53	1.44	1.38	1.36	1.15	1.02	1.02
7/1/2009	1.05	1.01	0.97	0.97	0.86	0.80	0.80
7/1/2010	0.57	0.57	0.57	0.57	0.57	0.57	0.57

(*) Other notified operators under Decision 417/06/CONS.

Table of Contents

In October 2008 AGCom approved the 2008 Local Loop Unbundling (**LLU**) Reference Offer where the services tariffs were determined according to the cost orientation principle. The offer lowered the price of the LLU rental fee from 7.81 Euro/month in 2007 to 7.64 Euro/month from January 1, 2008.

In December 2008 AGCom launched a public consultation for the approval of the 2009 LLU offer where it proposed to increase the LLU monthly rental fee from 7.64 Euro/month to 8.55 Euro/month. On March 24, 2009 AGCom approved the increase of the LLU monthly rental fee to 8.49 Euro/month from January 1, 2009.

On February 1, 2008 Telecom Italia published the 2008 Reference Offer for bitstream services and on March 11, 2008 AGCom opened the assessment procedure of the Reference Offer for the year 2008. On March 24, 2009 AGCom approved a reduction of the ADSL access monthly rental fee from 9 Euro/month to 8.5 Euro/month for the period January 1, 2008 December 31, 2008. The decision approving the Reference Offer for year 2008 requires further reductions in the bitstream services prices for year 2009.

For the dedicated capacity transmission services for the year 2008, the network cap mechanism remained in force. It provides for a price variation equal to RPI-9.6% for termination circuits up to 155 Mbit/s and RPI-0% for superior circuits, RPI-0% for trunk circuits and RPI-9.6% for interconnection links. The 2008 Reference Offer was published by Telecom Italia on October 30, 2007 and was partially approved by the Authority. On October 31, 2008 Telecom Italia published the Reference Offer for the year 2009 where tariffs have been calculated according to the cost orientation principle. The Offer is currently being considered by AGCom s scrutiny .

Mobile market

At the end of 2007, with Decision 628/07/CONS, AGCom approved the reduction of H3G s terminating rate from 18.76 Eurocent/min. to 16.26 Eurocent/min. starting from March 1, 2008. Following Telecom Italia s appeal, partially accepted by the Lazio Administrative Court (TAR) at the end of January 2009, the price reduction has been anticipated from January 1, 2008.

Starting from July 1, 2008 there has been a reduction in Telecom Italia, Vodafone and Wind s termination rates according to the 2006-2008 glide path set with Decision 3/06/CONS of January 2006.

In August 2008, with Decision 446/08/CONS, AGCom further reduced the H3G termination rate from 16.26 Eurocent/min. to 13 Eurocent/min. starting from November 1, 2008.

At the end of November 2008, with Decision 667/08/CONS, AGCom set a glide path for call termination rates starting from July 1, 2009 for all mobile network operators. In 2012 full symmetry for all mobile operators will be reached, with a termination rate equal to 4.5 Eurocent/min.

TABLE OF THE 2008-2012 MOBILE TERMINATION RATE VARIATIONS

Eurocent/min	From 1/1/2008	From 7/1/2008	From 11/1/2008	From 7/1/2009	From 7/1/2010	From 7/1/2011	From 7/1/2012
H3G	16.26	16.26	13.00	11.0	9.0	6.3	4.5
Telecom Italia	9.97	8.85	8.85	7.7	6.6	5.3	4.5
Vodafone	9.97	8.85	8.85	7.7	6.6	5.3	4.5
Wind	11.09	9.51	9.51	8.7	7.2	5.3	4.5

During 2008, international roaming tariffs were reduced in compliance with the EC Regulation No. 717/2007 which set maximum values, at wholesale and retail level (called Euro-tariff) for calls originating and terminating within the European Economic Area, according to the following glide path:

	From August 2007		From August 2008		From August 2009	
	Originated	Terminated	Originated	Terminated	Originated	Terminated
Retail	0.49 Euro/min.	0.24 Euro/min.	0.46 Euro/min.	0.22 Euro/min.	0.43 Euro/min.	0.19 Euro/min.
Wholesale	0.30 Euro/min.		0.28 Euro/min.		0.26 Euro/min.	

Table of Contents

In September 2008 the Commission adopted a proposal, to be approved by Spring 2009, aimed to extend the Regulation s period of application and to intervene also on SMS and data.

Wi-Max Licenses

Following the auction to grant Wi-Max licenses (technology that allows BroadBand delivery over radio frequencies) closed in February 2008, Telecom Italia won a block of frequencies in the Umbria, Lazio, Abruzzi, Molise, Campania, Puglia, Basilicata, Calabria and Sardinia regions. The auction, launched on February 13, 2008 at a starting price of 45 million, after nine bid rounds closed at 140 million, more than similar auctions in Germany (60 million) and France (100 million). The auction total value for Telecom Italia is equal to approximately 14 million.

For further details please see Item 4. Information on the Telecom Italia Group-4.3 Regulation .

v COMPETITION

Fixed-line Telecommunications

At December 31, 2008, the number of fixed lines in Italy was approximately 22.6 million. The competition between the various operators in the fixed-line telecommunications market focuses on innovation of offerings through the introduction of voice/BroadBand packages (double play) and voice/BroadBand/IPTV packages (triple play). The evolution of the offering has been made possible by a shift, on the part of the competitors, from a mainly reselling approach (Carrier Selection/Carrier Pre Selection for voice and Wholesale for ADSL) to an approach based on control of infrastructure (LLU and Wholesale Line Rentals).

Apart from Telecom Italia, the competition in the Italian market is dominated by various operators with different business models which focus on different market segments:

- Wind-Infostrada (an integrated fixed-line/mobile/Internet operator which specializes in retail voice customers with medium/low-cost 2Play rate plans);
- Fastweb (a national operator that focuses on high-value BroadBand and triple play service plans for the retail and corporate clientele), acquired from Swisscom;
- BT Italia (which focuses on the business clientele and ICT rate plans: voice, data and IT solutions);

- Tiscali (an operator of Narrowband and BroadBand Internet services, with medium/low-cost 2Play/VoIP rate plans);

- Tele2 (an operator of voice, dial-up Internet and BroadBand services, specializing in retail voice customers with low-cost 2Play/VoIP services), acquired from Vodafone.

Furthermore, in 2008, the migration of customers towards mobile telephone services and alternative forms of communication (messaging, e-mail and chat) continued. The increasing amount of competition in the access market has resulted in the gradual erosion of Telecom Italia s market share in volumes of retail voice traffic (71% in 2005, 70% in 2006, 69% in 2007 and 68% in 2008).

In 2008, the growth of the BroadBand market contracted slightly compared to previous years, due to a general orientation based on a value-based strategy to increase the penetration of flat-rate plans (dual/triple play) with higher added value. The penetration of BroadBand is driven by a growing demand for speed and connection to new over IP services (VoIP, Content, Social Networking Services, On Line Gaming, LAN Point and IP Centrex among others).

In the market of Top customers and data transmission, competition also remained fierce, with the effect of reducing average prices.

Mobile Telecommunications

At December 31, 2008, the number of mobile lines was 91.6 million, representing a penetration level of the population of approximately 163.5%. At December 31, 2008 the number of mobile GSM and UMTS lines operated by Telecom Italia was approximately 34.8 million (of which 7.3 million were UMTS lines), a decline of 4.2% compared to 2007.

Table of Contents

Telecom Italia s market share is about 38.0%, a reduction compared to December 31, 2007 (40.3%) and September 30, 2008 (38.6%), although it retained its position of leadership (the second player Vodafone s market share was 32.8%, remaining almost stable compared to December 2007).

4.2.2 Brazil

The Telecom Italia Group operates in the telecommunications sector in Brazil through Tim Brasil group which offers primarily mobile telecommunications services using UMTS, GSM and TDMA technology. The Tim Brasil group is composed of the following companies:

v Key Factors

The Tim Brasil group covers an area containing over 165 million of Brazil s 193 million inhabitants. Mobile operating subsidiaries have approximately 36.4 million customers located in each of the Brazilian states and in the Federal District. On December 31, 2008, its combined penetration reached approximately 78% of the Brazilian population and its combined market share totaled approximately 24.2%.

Since the Tim Brasil group began operating in the Brazilian market, its intention has been to provide its customers with state-of-the-art technology and services. This goal has been achieved through the offer of edge technology, that has allowed convergence between voice services either mobile or fixed , internet access and data transfer. This convergence has been made feasible with recent developments under 3G.

During the year 2008, the Tim Brasil group focused on the following:

- the launch in September of the fixed-line telephone service called TIM Fixo , available in more than 300 towns in Brazil;
- the innovation, with the launch of the first Brazilian notebook connected to high-speed Internet, called the Netbook . Tim Brasil offers different models of netbooks, with different features and prices to best fit each customer s need;
- convergence, through the development of third-generation services (Tim Web BroadBand) and integrated plans for fixed-line, mobile and Internet services;
-

the signing of important commercial agreements with content suppliers, which enable Tim Brasil to provide its customers with updated products and advantages;

- the launch of new promotional offers to encourage use of its services such as temporary discounts for the use of mobile internet access, sending of SMS and discounted calls for other Tim subscribers;

- an improvement in the level of service and strengthening of loyalty and retention policies in the high-consumption segments;

- the launch in December of the 8-Mb and 16-Mb 3G iPhone, with plans based on different rates, integrating voice, messaging and Internet traffic services; and

- the participation of Tim Brasil in the new portfolio of Bovespa s Corporate Sustainability Index (ISE), comprised only of companies with a commitment to sustainability and social responsibility.

The table below sets forth, for the periods indicated, certain statistical data of the Brazil Business Unit:

	As of and for the years ended December 31,		
	2008	**2007**	**2006**
Number of lines at year-end (thousands)	36,402	31,254	25,410

v **Marketing and Distribution**

Our services are marketed through the largest distribution network in Brazil with over 13,600 points of sale, of which approximately 100 are own stores. In addition, we have over 325,652 recharging points for prepaid service. We market our services through a network of stores, including general retail stores that sell our mobile telecommunications services and related goods on a non-exclusive basis, and dedicated outlets that sell our services and goods exclusively. We, however, intend to focus on sales through our exclusive stores and franchises as opposed to general retail stores where subsidies often generate losses. Sales of our products and services are offered by our sales personnel, as well as by authorized dealers. Customers with debit cards that use Banco 24Horas (ATMs), as well as customers using Visa, MasterCard or Diners credit cards are able to recharge their prepaid phones straight from their mobile handsets.

v **Main Changes in the Regulatory Framework and Price Trends**

On September 1, 2008, number portability for mobile and fixed-line services was activated in Brazil. It will become available according to a chronological schedule established by ANATEL, so that, by March 2009, the service will have been introduced to 14 regions.

Number portability will allow Brazilian customers to change their telephone service operator only within their local area (and, in the case of mobile phone services, within the 67 city area codes).

v **Competition**

The Brazilian mobile telecommunications industry is highly competitive.

TIM Brasil has two major competitors in Brazil:

- Vivo, which is jointly controlled by Portugal Telecom and Spain s Telefónica Móviles, operates in eight wireless areas of Brazil recognized by ANATEL, using, until 2007, TDMA and CDMA technology beginning in 2007, the use of GSM technology in 800 MHz and 1900 MHz in 2007 and in 2008 started the UMTS services in 2100 MHz; and

- Claro, which is controlled by America Móvil, operates in nine wireless areas of Brazil recognized by ANATEL, using GSM and TDMA technology.

A third player in the Brazilian market, Oi (the new Telemar brand), operates in all areas.

Tim Brasil also competes with fixed-line telephone service providers. The fixed-line incumbent providers in Brazil (Oi, Brasil Telecom and Telefónica), are offering packages of services including voice (both fixed line and mobile), BroadBand and other services.

Between the end of December 2007 and the end of December 2008, the Brazilian market of mobile phone lines reported an increase of 29.7 million new lines (+24.5%), reaching 150.6 million lines at December 31, 2008 (with 78.0% penetration of the population), compared to 121 million lines at December 31, 2007 (with 63.5% of penetration of the population).

At December 31, 2008, the Tim Brasil group held a market share of mobile lines of 24.2% (25.8% in December 2007). Overall, at December 31, 2008 mobile lines numbered 36,402 thousand, an increase of 16.5% compared to December 31, 2007.

4.2.3 European BroadBand

The European BroadBand Business Unit offers BroadBand access and services in Germany and in The Netherlands metropolitan areas in through the subsidiaries HanseNet Telekommunikation GmbH and BBNed N.V.

Hansenet Telekommunikation GmbH operates in the German residential BroadBand market under the brand Alice. It offers a full array of integrated telecommunications services (ADSL2+ BroadBand Internet Access, Voice and IPTV). At the end of 2008, the Unbundled Local Loop network coverage of Alice offer reached 69% of German households (28% through its own proprietary DSL network and 41% by means of its network partners QSC and Telefónica Germany). Hansenet also resells wholesale DSL products from the incumbent operator Deutsche Telekom A.G. (ADSL resale offer and, since the last quarter of 2008, the ADSL bitstream offer gradually replacing the resale one), thus reaching 100% coverage of German households. Following the acquisition of the Internet activities of AOL Germany finalized on February 28, 2007, Hansenet is now the fourth largest provider of DSL in the German BroadBand Market in terms of number of customers. In 2007, Hansenet was the first alternative German operator to offer a complete Quadruple Play proposition by launching its Mobile offering through a MVNO (Mobile Virtual Network Operator) agreement with O2 Germany. As of December 31, 2008, the mobile acquired customers reached 0.74 million (an increase of 126% compared to December 31, 2007).

BBNed N.V. offers a complete portfolio of high-quality, reliable DSL BroadBband services to Internet Service Providers, Applications Service Providers, retail business customers and other telecommunications companies in The Netherlands. BBNEd provides wholesale BroadBand access to third parties via its proprietary unbundled DSL network. In 2007, in order to expand its business portfolio, BBNed entered the retail residential BroadBand access market (ADSL and fiber) through the acquisition of the InterNlnet operator completed in July 2007. Furthermore, in August 2007, BBNed launched nationwide its retail *Alice* ADSL dual play offering, bringing Dutch customers connections with speeds up to 20 Mbit/s. As of December 31, 2008, there were 48,200 Alice customers (12,000 at 2007 year-end).

v **Key Factors**

Germany

During the year, the German subsidiary focused particularly on the following strategic goals:

- **innovation of the rate plans:**

  consolidation of customer loyalty through the introduction, across the entire range of rate plans, of the option of binding 24-month contracts, associated with specific commercial promotions;

launch of the Alice Comfort rate plans, based on a Premium level of customer service, and the enhancement of the Alice Mobile service through the introduction of new Flat-rate options;

development of the IPTV service, by adding the basic access component to the Fun Flat and Complete (triple and quadruple play) rate plans, and enhancement of the premium (Pay-TV and VOD) components;

Table of Contents

launch in the last quarter of 2008 of the Bitstream offering in areas not covered by Unbundling, to replace the previous Resale offering;

continuation of activities for the up-selling of Alice rate plans to the existing AOL customer base;

- **improvement in the quality of service,** by reducing activation times, strengthening the VoIP service and re-defining Customer Care processes with a positive impact on customer retention;
- **consolidation of the Alice brand and raising Brand Awareness,** with the launch of various communication activities (in particular, in 2008, a new advertising campaign was launched with a testimonial from Brad Pitt);
- **extension of network coverage,** especially through our partners Telefónica and QSC (1,815 unbundling sites at the end of December 2008, whereas the number of unbundling sites of the proprietary network remains stable at 897);
- **development of Group synergies** for the wholesale offering and the Multinational Corporate customers.

The Netherlands

During 2008, despite continuing to develop all its BroadBand business lines (both wholesale and retail), the Dutch subsidiary focused on following:

- **growth in the Consumer BroadBand segment with the Alice brand,** supported by an enhancement of the available rate plans (Alice Easy single play which joins the Alice Comfort dual play bundle) and the launch of the fiber offering in Amsterdam, with the addition of a TV option;
- **operational efficiency,** through the consolidation of Provisioning and Customer Care processes and optimization of sales channels;
- **promotion of the Alice brand and raising Brand Awareness,** through advertising campaigns in various media channels.

The table below sets forth, for the periods indicated statistical data of the BroadBand Business Unit:

	As of and for the years ended December 31,		
	2008	2007(1)	2006(1)
Hansenet BroadBand accesses in Germany (thousands)	2,344	2,349	0,951
BBNed BroadBand accesses in The Netherlands (thousands)	0,166	0,188	0,186

BroadBand accesses in Europe at year-end (thousands)	**2,510**	**2,537**	**1,138**

(1) For purposes of comparison, we have excluded the BroadBand accesses data of Liberty Surf group (902,000 at December 31, 2007 and 775,000 at December 31, 2006), following the sale of the Company to Iliad S.A. on August 26, 2008.

v **MARKETING AND DISTRIBUTION**

In Germany and in The Netherlands, the commercial activities of the BroadBand companies are marketed, under the brand name *Alice*, and distributed through a multi-channel strategy. The mix of distribution channels allows the companies to reach different customer segments both in those areas covered by their own networks and in other geographical areas not covered by unbundling.

The main distribution channels used are:

- Call Centers;
- Web Internet;
- Retailers;
- Commercial partners.

v MAIN CHANGES IN THE REGULATORY FRAMEWORK AND PRICE TRENDS

Germany

The main change in the regulatory framework during 2008 related to the introduction of the Bitstream offer (standard and naked) by Deutsche Telekom. The offer gives alternative operators (such as HanseNet) the opportunity to have access at a regulated and more economic price to areas covered exclusively by Deutsche Telekom (about 30% of households without Unbundled Local Loop access) and consequently it also provides an opportunity to migrate existing Wholesale and Resale customers.

With reference to the new ultra-BroadBand VDSL network of Deutsche Telekom, the German independent Regulatory Authority (**BnetzA**) did not require the incumbent to provide the service to the alternative operators, but merely to share the main network infrastructures (ducts and street cabinets). During 2009 a commercial wholesale offer by Deutsche Telekom is expected, extending VDSL service to alternative operators.

Currently a regulatory process is in progress in order to gradually reduce mobile termination tariffs for all operators, and Deutsche Telekom has been authorized to increase all the interconnection tariffs for the fixed network.

The Netherlands

During the last months of 2008 the Dutch Regulatory Authority (**OPTA**) published its indications on the development of the fiber access market and proposed that the incumbent s ultra-BroadBand network be opened to the alternative operators.

For Consumer and Business retail market the new rules will regulate tariffs for the local unbundling access, while the wholesale approach will be regulated only for the business segment. OPTA introduced a regulation for the dismantling of existing KPN s DSL local exchanges that is not deemed to be implemented before 2011.

The ultra-BroadBand network regulation, aimed at supporting the network infrastructure competition at local level, is expected to deeply influence the telecommunication sector in the near future.

v COMPETITION

Germany

Germany, which had reached more than 23 million BroadBand connections by the end of 2008, is Europe s largest market for BroadBand services. It has a penetration level (59% of households) that is still below the European average (62% at year-end 2008) and continues to hold interesting growth prospects. The BroadBand market is concentrated among 4-5 main players and further consolidation is expected, both in the DSL market and in the market of cable-TV operators.

During the year, competition resulted in strong price pressure due to the launch of promotional rate plans and the strengthening of Deutsche Telekom s win-back strategy. Cable TV operators increased their market shares as they technologically upgraded their networks and performed a very competitive pricing policy on triple play rate plans.

The entry of mobile operators Vodafone and O2 Germany to the BroadBand market has further intensified competition with converging packages of fixed-line/mobile services.

After the price reductions occurred during the 2008 first quarter, the nominal prices for the alternative operators Dual play offers attested themselves during the rest of the year to a reference value of about 30 Euro/month, while the competition was carried out mainly through a wide use of promotional offers.

The Netherlands

The Dutch market, which had reached 5.8 million BroadBand lines at year-end 2008, has one of the highest levels of BroadBand penetration in the world (80% of households) and one of the highest levels of penetration of the cable offering (about 40% of households) in Europe.

From a competitive standpoint, there was a significant amount of consolidation on the DSL market, as a result of an aggressive *M&A* strategy on the part of the incumbent KPN and, on the cable market, through the merger of two of the leading players, an operation that was completed in the first half of 2008.

KPN s new technological plan, supported by the joint venture with Reggefiber (the only alternative provider of fiber access), involves the development of fiber networks using FTTHome and FTTCurb technology and it should have a significant impact on competition in the broadband market, although the closure of KPN s DSL unbundled local exchanges, announced previously by KPN as part of its fiber network roll-out plan, will not start before 2011.

As regards pricing dynamics, during the second half of 2008 prices remained stable in nominal terms following a substantial reduction which occurred in the first months of 2008. In general, the main competitors developed their pricing strategies by means of promotional offers.

4.2.4 MEDIA

The Media Business Unit is organized into the **Television** and **News** Business Areas:

- the **Television** Business Area produces and broadcasts editorial content through the use of analog and digital broadcasting networks. In particular the Group based its Business Model on the following activities:

    Free to Air, through the activities of the two analog broadcasting network operators La7 and MTV;

    Multimedia, having the role of Competence Center of the Telecom Italia Group in the creation of the content offering;

    Digital Terrestrial TV, through the offering of new content and the rent to third party of digital bandwidth;

- the **News** Business Area operates through Telecom Media News, a leading national news agency.

As of December 31, 2008, the Business Unit was organized as follows:

v **KEY FACTORS**

Commercial Agreements

On December 1, 2008 Telecom Italia Media disposed of its Pay-per-View business segment on the Digital Terrestrial Platform to the Italian subsidiary Air P TV Development Italy S.r.l.. The transaction took place in the following manner:

- sale to Air P TV Development Italy S.r.l. of TV of APTV S.r.l., a company in which Telecom Italia Media conferred the business segment of the company that comprises the operations and staff associated with Pay-per-View television, against payment of a gross amount of 16.7 million, subject to subsequent adjustment;

- subscription by Telecom Italia Media of 9% of the share capital of the Italian subsidiary of Air P TV Development Italy S.r.l., against payment of 5 million.

Table of Contents

Item 4. Information On The Telecom Italia Group **Business Units**

By concluding this partnership agreement, Telecom Italia Media has achieved one of the most important aims of the Industrial Plan approved in September 2008, resolving the structural problems and the growing difficulties associated with Pay-per-View while at the same time giving a strong boost to the development of the activities of the Network Operator.

The table below sets forth, for the periods indicated statistical data of Media Business Unit:

	As of and for the years ended December 31,		
	2008	2007	2006
La7 audience share Free to Air (analog mode) (average during year, in %)(*)	3.1	3.0	3.0
La7 audience share Free to Air (analog mode) (last month of year, in %)	3.0	3.1	3.1

(*) % of audience share based on Auditel data.

v **MAIN CHANGES IN THE REGULATORY FRAME WORK AND PRICE TRENDS**

Italian Law on Broadcasting

Law No. 101 of June 6, 2008 was enacted in response to the objections raised by the EU Commission on the Gasparri Law and the Consolidation Law on Broadcasting. The new law eliminates the special regime entailing individual licences for Digital Terrestrial broadcasters, and introduces the simpler general authorization mechanism contemplated in the Electronic Communications Code.

As of mid 2008 therefore, in order to become a national Digital Terrestrial broadcaster, it was no longer necessary to be an analog television broadcaster, or bring a dowry of a digital network covering 50% of the population, or commit to making an investment of 35 million per digital network, or even meet minimum share capital requirements.

Trading is being extended to all authorized parties based upon the rules of the electronic Communications Code. The licenses that had previously been issued have been converted to general authorizations which now last for 20 years instead of the previous 12 years.

As a consequence, the Ministry converted in general authorization the Telecom Italia Media Broadcasting s license to operate as a digital network operator.

These legislative changes have been viewed favourably by the EU Commission but it has asked for clarifications regarding the model for conversion to digital in Sardinia.

The EU Commission has questioned the mechanism for assigning the user rights of the frequencies used in Sardinia and especially the fact that the dominant analogue operators obtain more frequencies (hence digital networks) than those necessary for re-broadcasting on digital what is being broadcast on analogue thus constituting a special right in contrast to the European directive on competition.

The Italian Government and AGCom are trying to convince the EU Commission of the rationale behind the mechanisms adopted, which would also be directed to safeguarding the digital investments made by existing operators.

Disposal of 40% of digital MUX broadcasting capacity

In August, the Italian broadcasting regulator, AGCom, published a list of the parties, in order of priority, entitled to access 40% of the transmission capacity of the three digital network operators, RAI, Mediaset and Telecom Italia Media.

Some of the parties (including major foreign publishing houses), in favor of which portions of the aforesaid transmission were awarded, subsequently withdrew and, as a result, will not broadcast their channels over the Italian digital terrestrial network. The others are expected to commence broadcasting in 2009.

Telecom Italia Media Broadcasting s networks will host Air Plus, Jetixs and QVC.

Table of Contents

v **EVENTS SUBSEQUENT TO DECEMBER 31, 2008**

The following events took place:

- on February 26, 2009, after interest was expressed by other parties, the Telecom Italia Media board of directors confirmed its intention of holding an auction to sell the digital assets of its Network Operator and named the investment bank Merrill Lynch as the financial advisor of this process;
- on February 26, 2009, as part of the steps aimed at regaining profitability announced with the Industrial Plan, the Telecom Italia Media board of directors began evaluating the possibility of allowing a partner to acquire a majority stake in TM News, owner of the APCom news agency.

4.2.5 OLIVETTI

The Olivetti Business Unit operates in the office products business in the sector of digital printing systems, ink-jet products for the office, the development and manufacturing of products associated with silicon technology (ink-jet print heads and MEMS Micro Electro-Mechanical Systems), and also specialized applications for the banking field and commerce, systems for managing forecast games and lotteries, e-vote and e-government. The reference market of the Business Unit is focused mainly in Europe and Asia.

As of December 31, 2008, the Olivetti Business Unit was organized as follows (the main companies are indicated):

4.2.6 OTHER TELECOM ITALIA GROUP OPERATIONS

The Other Operations of the Telecom Italia Group include its financial companies and the foreign operations which are not included in other Business Units (Sofora and ETECSA) and other minor companies not associated with the core business of the Telecom Italia Group.

v **TELECOM ARGENTINA GROUP**

Telecom Italia and Telecom Italia International through Sofora/Nortel Inversora hold a 13.97% stake in the Telecom Argentina group.

Telecom Argentina group operates in the sectors of fixed-line and mobile telecommunications, Internet and data transmission in Argentina and also offers mobile services in Paraguay.

At December 31, 2008, land lines in service (also including installed public telephones) were approximately 4,299,000, an increase of 2% compared to December 31, 2007 (4,208,000).

In BroadBand, accesses totaled approximately 1,032,000 at December 31, 2008, an increase of more than 34% compared to the end of 2007 (768,000).

In the mobile business, the customer base of the group reached approximately 14,375,000 customers at December 31, 2008 (13% of which is in Paraguay), with an increase of about 17% compared to year-end 2007 (12,285,000). The number of postpaid customers also increased 17% compared to the end of December 2007 and continues to account for 31% of the total customer base. Mobile telephone customers who use TDMA services are only of a marginal relevance and concentrated solely in Paraguay. Overall, the customers using GSM services now stand at more than 99% of the total customer base.

For details about the current status of legal and regulatory proceedings relating to Telecom Argentina please see Note Contingent liabilities and assets, other information, commitments and guarantees of the Notes to the Consolidated Financial Statements included elsewhere herein and Item 8. Financial Information. 8.2 Legal Proceedings which updated certain proceedings disclosed in the Consolidated Financial Statements.

v **ETECSA**

Through Telecom Italia International we hold a 27% interest in ETECSA, the monopoly provider of fixed-line and mobile telecommunications services, Internet and data transmission in Cuba.

Old Telecom Italia obtained an initial stake of 12.25% in ETECSA in 1995, when, prior to its privatization by the Italian government, Old Telecom Italia acquired, for approximately U.S.$291 million, a 25% stake in a Mexican telecommunications company which owned 49% of ETECSA. In February 1997, Old Telecom Italia converted its indirect stake in ETECSA into a direct investment and increased its interest to 29.29%. The acquisition price for such further 17.04% stake in ETECSA was U.S.$291.6 million. In connection with the merger of the local mobile operators into ETECSA to form an integrated provider of telecommunications services we participated in a series of capital increases proportionate to our share ownership.

These capital increases occurred during 2003 and through 2004; during this period we invested an additional U.S.$41.3 million in ETECSA through capitalization of dividends paid by ETECSA and, following these capital increases and the mergers, we now own 27%. The other shareholders in the company include the Cuban government which controls 51% of the company and four other Cuban shareholders.

In addition to our shareholding in ETECSA Telecom Italia International is a party to a shareholders agreement pursuant to which it has the right to designate certain senior executive officers and a majority of the board of directors of ETECSA on alternate years.

In addition to these governance arrangements, we entered into agreements to provide certain technical assistance to ETECSA with respect to its fixed line and wireless services.

In return for these services we receive annual fees of 692,000 (for fixed line technical assistance) and 950,000 (for mobile technical assistance) under each agreement respectively and certain other fees for specific services provided equal to 1,385,000. The level of the fees earned over the last two years is set forth in Note Related Party Transactions of the Notes to our 2008 Consolidated Financial Statements included elsewhere herein. The technical agreement with respect to fixed line services, renewed at the beginning of 2007, will expire at the end of 2009 and the technical agreement with respect to wireless services expired at the end of 2008 and renewed for the period 2009-2011.

As we own only 27% of ETECSA we account for its results under the equity method. For further details see Note Other Non-Current Assets of the Notes to our 2008 Consolidated Financial Statements included elsewhere herein.

At December 31, 2008, the number of land lines in service (also including installed public telephones) was approximately 1,088,100, a 3% increase compared to December 31, 2007 (1,052,800). Of the lines in service, 51,500 are invoiced in U.S. dollars and the others, associated with the social development of Cuban telecommunications, in non-convertible Cuban pesos. With a market that is still of modest proportions, at December 31, 2008, the number of Internet and data customers has reached 25,800, almost 10% higher than at year-end 2007 (23,500).

In the mobile business, the customer base exceeds 331,700 users at December 31, 2008, an increase of more than 67% compared to December 31, 2007 (198,200). The number of customers with postpaid contracts constitutes almost 92% of customers and is equal to 303,600 (177,700 at December 31, 2007). The performance for the year benefits from the opening of the mobile market to Cuban citizens which took place on April 14, 2008 and the considerable reduction in activation charges which occurred on December 11, 2008.

We do not believe that our arrangements with, and investments in, Cuba are material to the results of operations or financial condition of the Telecom Italia Group, taken as a whole.

4.2.7 Competition

We face domestic competition in all of our businesses. Competition continues to have an adverse effect on our revenues as it resulted in lower tariffs for many of our products and services as well as the introduction of flat-rate pricing plans which have been used to enhance retention efforts but at the same time reducing revenues from such customers.

For details please see Item 4. Information on the Telecom Italia Group 4.1 Business 4.1.7 Updated Strategy , Item 4. Information on the Telecom Italia Group 4.2.1 Domestic , Item 4. Information on the Telecom Italia Group 4.2.2 Brazil , Item 4. Information on the Telecom Italia Group 4.2.3 European BroadBand , Item 4. Information on the Telecom Italia Group 4.2.4 Media and Item 4. Information on the Telecom Italia Group 4.2.5 Olivetti .

4.3 REGULATION

The E.U. regulatory framework

Business undertaken by Telecom Italia in the European Union are subject to the EU framework on telecommunications regulation (i.e. directives, to be implemented by Italy as member of the EU, Regulations and Recommendations).

The European Commission began opening the telecommunications market to competition with the adoption of directives in the late 1980s and early 1990s. These liberalization measures culminated in Italy, as well as in all the main member States of the EU, with the opening of competition in 1998 of public voice telephony and public network infrastructure.

The 1998 framework was reviewed when growing convergence between telecoms, broadcasting and information technology meant the rules had to be adapted. A new EU Regulatory Framework was adopted in 2002, covering all forms of fixed and wireless telecoms, data transmission and broadcasting. The framework is made up of a package of legal instruments, the most relevant of which are five Directives concerning the following topics: the common regulatory framework; access and interconnection; the authorization regime; the universal service and users rights; privacy and data protection.

A Recommendation adopted in February 2003, on relevant product and service markets susceptible to ex ante regulation, complements the set of legal instruments that are relevant for the scope of the electronic communications market regulation. In December 2007, the European Commission amended this first Recommendation on relevant markets, reducing the previous 18 markets susceptible of ex-ante regulation to the following 7. At Retail level: access at a fixed location (market 1) At wholesale level: call origination at a fixed location (market 2); call termination at a fixed location (market 3); wholesale (physical) network infrastructure access (including shared or fully unbundled access) at a fixed location (market 4); wholesale BroadBand access (market 5); wholesale terminating segments of leased lines (market 6); voice call termination on mobile networks (market 7).

The EU regulatory framework requires that market analyses be carried out by the National Regulatory Authorities (NRAs, in Italy **AGCom**) before regulation is imposed and that appropriate obligations are imposed on individual operators determined as having SMP according to specific EU guidelines. A company shall be deemed to have significant market power if, either individually or jointly with others, it enjoys a position equivalent to dominance, that is to say a position of economic strength affording it the power to behave to an appreciable extent independently of competitors, customers and ultimately consumers. One of the criteria adopted to identify SMP, according to the EU Guidelines, is the operator s market share exceeding 50%.

The market analyses carried out by NRAs are subject to the scrutiny of the EU Commission which, to a certain extent, can challenge the NRAs findings, having a veto power about market definition and identification of SMP operators but not about the choice of remedies.

The EU legal framework is currently being updated. The Commission adopted in November 2007 review proposals and it expects that the new framework will be in place from 2010 onwards.

Telecommunication Regulatory Framework in Italy

The legal basis for the electronic communications sector is as follows:

- Law 36 of February 22, 2001 regarding protection from exposure to electric, magnetic and electromagnetic fields and Prime Ministerial Decree of July 8, 2003, which established Exposure limits, attention values and quality goals to protect the population against electric, magnetic and electromagnetic fields generated at frequencies between 100 kHz and 300 GHz ;
- the Electronic Communications Code (**ECC**), Legislative Decree 259 of August 1, 2003, which incorporated into national law the EU directives of the 99 Review with regard to electronic communications networks and services (the EU directives on Access , Authorization , Framework and Universal Service);

Table of Contents

- the Consolidation Act on Radio-Television (Legislative Decree 177 of July 31, 2005) which contains the principles for convergence between radio-television and other sectors of interpersonal communications;

- Legislative Decree 262 of October 3, 2006, which contains Urgent measures with regard to tax and financial matters and which, with reference to the ECC, partially altered the law on sanctions by introducing further examples of administrative offenses, a generalized increase in the fines for each sanction and the elimination of the institution of the partial cash settlements of fines;

- Decree Law 7 of January 31, 2007, (converted into law, with modifications, by Article 1 of Law 40, dated April 2, 2007) containing Urgent measures for the protection of consumers, promotion of competition, development of economic activities which, for the electronic communications sector, abolished top-up charges and prohibited the expiry of phone traffic on prepaid phone cards;

- Legislative Decree 109 of May 30, 2008 for the incorporation into national law of the EU Directive 2006/24/EC on the retention of data generated or processed in connection with the provision of publicly available electronic communications services or of public communications networks and amending Directive 2002/58/EC.;

- Decree Law 112 of June 25, 2008 (converted into law, with modifications, by Article 1 of Law 133, dated August 6, 2008) containing in Article 2 BroadBand measures for the administrative simplification of the procedures for the installation and development of optical fiber networks.

Furthermore, the ECC confirmed the responsibilities attributed under previous legislation to the Ministry of Communications and AGCom:

- the Ministry is responsible for State functions and services in respect of postal services, telecommunications, multimedia networks, informatics, telematics, radio and television broadcasts and innovative technologies applied to the communications sector; The functions of the Ministry of Communications and its resources have been transferred to the Ministry of Economic Development since May 2008;

- AGCom, established by Law 249 of July 31, 1997, is an independent regulatory authority and guarantor. It must report on its operations to Parliament, which established its powers, defined its by laws and elected its members. AGCom has the dual responsibility of ensuring that there is fair competition among the operators on the market and protecting consumers.

4.3.1 TELECOMMUNICATION REGULATION IN ITALY

Telecom Italia Undertakings

In July 2008 Telecom Italia proposed to AGCom Undertakings that would integrate and strengthen the existing obligations of non-discrimination between Telecom Italia Retail and other operators in the provision of wholesale access network services imposed on Telecom Italia by AGCom since 2002.

Telecom Italia proposed that a separate business unit, Open Access would be in charge of the management of the access network. Open Access would deliver wholesale services to both Telecom Italia s retail unit and Telecom Italia s Wholesale unit (one-stop-shop for alternative operators) according to a set of rules that would guarantee non-discrimination, through a number of specific commitments. The Open Access department was created by Telecom Italia at the beginning of 2008 and Telecom Italia undertook to submit any significant organizational change of this department to the prior approval of AGCom.

A Supervisory Board (with the majority of votes attributed to AGCom) will monitor the implementation of the undertakings through a set of indicators measuring the quality of the provisioning of wholesale services.

In December 2008, AGCom approved and made binding for Telecom Italia the Undertakings stating that they are adequate to strengthen equality of treatment conditions intended for alternative operators and to promote greater competition in the fixed network markets. Following the approval of the Undertakings, a number of sanction proceedings imposed on Telecom Italia were suspended and should be closed when the actual fulfillment of the undertakings are assessed.

In March 2009, Telecom Italia s Board of Directors appointed the 5 members of the Supervisory Board three of which were nominated by AGCom, including the Chairman in charge of controlling the proper implementation of the Undertakings.

In February 2009, AGCom appointed the chairmans of the other two governance bodies which Telecom Italia has undertaken to join, i.e. the NGN Committee, aimed at discussing and submitting to AGCom issues related to the migration to the new generation networks, and the Dispute Settlement Body (mirroring the experience of the British Office of Telecommunications Adjudicator).

Market analysis

During 2006 and 2007, AGCom concluded the first round of analysis of the markets of the electronic communications sector, as identified by the EC 2003 Recommendation, and designated Telecom Italia as SMP in all fixed markets as well as in the mobile voice call termination market. As result of these findings AGCom introduced regulatory measures depending on the specific market failure identified: access to network; carrier selection and pre-selection; transparency and non discrimination, including publication of Reference Offer, information for end users, advance notification to AGCom of new tariffs or change of existing ones; price control including cost orientation, price cap and price tests; cost accounting and accounting separation.

Since December 2007, AGCom has opened various proceedings to carry out the second round of relevant markets analysis to determine whether to maintain, amend or withdraw the obligations in force. Also, markets, not included in the revised Recommendation, where remedies are in place must be re-assessed in order to justify either the withdrawal or the keeping of the regulation. Therefore AGCom will have to review more than 7 markets in its second round market analysis. During 2008 AGCom concluded the market analysis of the wholesale mobile markets (call termination and access and call origination; as to international roaming the EU Regulation is applied and AGCom will not review this market). The market analysis proceedings, for the fixed markets, were suspended until the AGCom approval of Telecom Italia s Undertakings, have been resumed and they should be closed within the year 2009.

The major developments in 2008 regarding markets in the electronic communications sector are described below.

- ***Retail fixed markets***

As a result of the first round of fixed retail market analyses concluded in 2006, AGCom imposed on Telecom Italia as SMP operator, regulatory obligations, including a Price Cap mechanism and price control.

In particular, the retail fixed regulated markets were as follows: access to the public telephone network provided at a fixed location for residential and business customers (markets 1 and 2); local, national and fixed-mobile services markets retention component only for residential and non-residential customers (markets 3 and 5, removed from the revised 2007 Recommendation); international telephone services, for residential and non-residential customers, provided at a fixed location (markets 4 and 6, removed from the revised 2007 Recommendation); leased lines market (market 7, removed from the revised 2007 Recommendation).

During 2008 the regulatory measures imposed on the basis of the first round market analyses were still in force, with the exception of the retail price caps in the fixed access market (market 1 and 2), which expired on December 31, 2007.

With respect to the access markets AGCom made it obligatory for Telecom Italia to provide the Wholesale Line Rental (**WLR**) service only in areas where unbundled access services are not requested by OLOs, with a price which is calculated starting from the retail subscription charges less 12%. Since the end of 2007, when marketing of the WLR service began, Telecom Italia has been authorized to offer bundled traffic-access rate plans. In August 2008 AGCom approved Telecom Italia s 2008 Reference Offer for WLR.

For further information, please see 4.2 Business Units .

- ***Wholesale fixed markets***

The first analysis of fixed wholesale markets was concluded in 2006. In particular, the markets were as follows: Call origination on the public telephone network provided at a fixed location (market 8); Call termination (market 9); Transit services (market 10, removed from the revised 2007 Recommendation); Unbundled access (including shared access) to metallic loops and sub-loops for the purpose of providing BroadBand and voice services (market 11); BroadBand access (market 12); Terminating segments of leased lines (market 13); Trunk segments of leased lines (market 14 removed from the revised Recommendation).

As a result, AGCom has imposed on Telecom Italia, as SMP operator, regulatory measures including price control in the form of a network cap (except for the wholesale BroadBand access market).

The network cap mechanism is applied to calculate the prices of wholesale call origination, termination and transit services and of unbundled network-access services (i.e. Local Loop Unbundling and Shared Access). This mechanism also applies to circuits, with the aim of ensuring that cost orientation is used to calculate the prices of the termination and long-distance circuit segments.

During the year 2008, the regulatory measures imposed on the basis of the first round market analyses were still in force, with the exception of the network cap in the unbundled (LLU) access market, which expired on December 31, 2007.

With reference to the Unbundled access, in October 2008 AGCom approved the price for LLU services for the year 2008 on the basis of cost orientation. The 2008 LLU Reference Offer (RO) increases the price for set-up fees, reintroduces an additional cost for line testing (suspended on a temporarily basis a few years ago) and reduced other cost elements like the price for collocation, and the monthly rental.

In December 2008, AGCom opened a public consultation on a draft measure concerning the LLU Reference Offer for the year 2009, providing for a LLU monthly rental fee at 8.55 (versus 7.64 provided for in the 2008 LLU RO), an increase of around 12%. On March 24, 2009 AGCom approved the increase of the LLU monthly wire rental fee to 8.49 Euro/month from January 1, 2009.

With reference to the BroadBand access, on February 1, 2008 Telecom Italia published the 2008 Reference Offer for bitstream services and on March 11, 2008 AGCom opened the assessment procedure of the Reference Offer for the year 2008. On March 24, 2009 AGCom approved a reduction of the ADSL access monthly rental fee from 9 Euro/month to 8.5 Euro/month for the period January 1, 2008-December 31, 2008.

Regarding access services (unbundled access services, bitstream and WLR), a Technical Panel has worked to define the technical procedures necessary for the activation of new accounts and the migration of customers. The migration procedures between operators related to access services and the related implemental actions have been agreed upon in a AGCom Statement of April 2008 and in a Framework Agreement of June 2008 signed by 22 Operators, including Telecom Italia.

With reference to call termination, in May 2008, AGCom adopted a Decision setting a new cost accounting model and a gradual drop from 2007 to 2010 of the termination rates for alternative network operators. For further information, please see 4.2 Business Units .

In July 2008, AGCom designated additional network operators as having SMP in the wholesale market for fixed call termination, imposing on the bigger infrastructure based alternative operators access and non discrimination and price control obligations.

- ***Mobile markets***

AGCom has concluded the second round of analysis of the mobile markets.

With reference to the market for access and call origination on mobile networks (former market 15, no longer included in the 2007 Recommendation), AGCom confirmed, in February 2009, that the analyzed market is competitive and therefore it does not warrant ex ante regulation

With reference to the market for voice call termination on mobile network (market 7, former market 16 of the 2003 Recommendation) in December 2008 AGCom adopted a Decision which provides a four year glide path setting the Maximum Termination Rate (**MTR**) for each SMP Mobile Network Operator and will eliminate the current asymmetry with the third entrant in 2011 and with the last entrant in 2012. For further information, please see 4.2 Business Units .

In the same Decision, AGCom also stated that it would develop, in 2009, and submit to public consultation a new cost model for MTR, taking into account the forthcoming EU Recommendation on the regulation of termination rates. After the new cost model is ready, AGCom could revise the MTRs with a new market analysis.

International roaming

The EC Regulation on international roaming, approved by the European Parliament and the Council in June 2007, introduced, for roaming calls within the EU (currently extended to European Economic Area countries):

- an average wholesale price cap for outgoing calls;
- a price cap for maximum retail prices for outgoing and incoming calls (**Euro-tariff**).

Telecom Italia lowered wholesale and retail roaming tariffs in compliance with the Regulation in the summer of 2007 and 2008. Further reductions are mandated for the summer 2009. For further information, please see 4.2 Business Units .

Expiration date of current regulation is June 30, 2010.

In September 2008 the European Commission adopted a proposal to amend the Roaming Regulation and submitted it to the European Parliament and to the Council. The adoption is expected by April 2009. The Commission proposed to extend the Regulation for a further 3 years and to introduce, as of July 2009, additional price caps for wholesale and retail SMS tariffs (**Euro-SMS tariff**) and wholesale data. In addition, the Commission proposed to introduce further transparency obligations for retail data by introducing an expenditure cut-off limit in order to reduce bill shock events. The Commission proposed to review the Regulation by December 31, 2011.

SMS/MMS

In July 2008, AGCom and the Antitrust Authority launched a joint investigation on Short Message Services (**SMS**), Multimedia Messaging Services (**MMS**) and mobile data services, with the aim to verify the competitiveness of the retail market and the transparency of information provided to customers, also in order to evaluate possible interventions for consumer protection.

Mobile Number Portability and Pre-paid residual credit

With a Decision published in December 2008 AGCom set the new rules for Mobile Number Portability (**MNP**). AGCom cancelled the inter-operator charge, simplified the procedures and reduced the inter-operator time for porting the number from five to three working days.

AGCom s decision also forbids customers from cancelling MNP orders. Telecom Italia filed an objection to this Resolution with the Lazio Regional Administrative Court.

In June 2008, AGCom adopted a Decision stating that by the end of May 2009 mobile operators have to be compliant with residual credit transfer obligation in case of mobile number portability.

Spectrum issues

In October 2008, AGCom issued a Decision dealing with the procedure for the re-assignment and refarming (i.e. the possibility that the 900 and 1800 MHz frequency band can be re-organized and re-used for the development of 3G mobile systems 3G/IMT 2000-UMTS or of other possible technologies, equivalent and compatible according to the relevant applicable regulation) of the 900 MHz and the re-assignment of the 3 blocks of 2x5 MHz in the 2100 MHz band, returned to the Ministry by an UMTS operator which never entered the market (IPSE 2000). In particular:

- ***900 MHz frequency band***. The existing GSM operators can obtain the assignment of a whole number of adjacent nationwide blocks of 5 MHz up to a maximum of 25 MHz for the 900 MHz and 1800 MHz band, with no more than 10 in the 900 MHz band.

Table of Contents

Item 4. Information On The Telecom Italia Group **Regulation**

In February 2009, the Ministry approved the plan submitted by Telecom Italia, Vodafone and Wind for the re-assignment of the 900 MHz band. The plan foresees two phases. The first phase (February-November 2009) concerns the re-allocation of the 900 MHz band. The second one (September 2011- December 2013) concerns the release of one 5 MHz block which should be assigned on the basis of a competitive selection to the 3G only mobile operator and to possible new entrants and used for 3G technologies with the introduction of roaming obligations.

The authorization to refarming will be granted to the existing GSM operators when they are ready to activate an UMTS carrier in the 900 MHz band on a part of the national territory including at least 20% of the population and after the entry into force of the EC Directive repealing the GSM Directive.

- ***2100 MHz frequency band***. On March 23, 2009, the Bando and the Disciplinare di gara was published. The 3 blocks of 2x5 MHz will be assigned on a national basis through a competitive selection procedure. Two of the 3 blocks may be acquired by existing mobile operators while a new entrant could compete for all 3 blocks. The minimum value for the procedure will be about 495.8 million for each block. If there will be no offers for this value the procedure foresees a new value which corresponds to about 88.9 million for each block.

  Coverage obligations are foreseen, similar to those considered for the UMTS auction. The new entrant will benefit by roaming for a maximum period of five years from the existing operators.

Wi-Max

In May 2008 the Ministry of Economic Development assigned through an auction the rights of use for frequencies at 3.4-3.6 GHz to offer BroadBand Wireless Access (BWA) services.

A total of 35 licenses at regional or local level, have been assigned, each of 2×21 MHz and lasting 15 years starting from May 21, 2008. Telecom Italia was granted three licenses in the macro-regions of central and southern of Italy and the island of Sardinia, for which it paid approximately 14 million. For further information, please see 4.2 Business Units .

Fixed-mobile integration services

In 2007, AGCom introduced a regulatory framework with specific reference to the fixed-mobile integrated services offered at that time by Vodafone (**Vodafone Casa**) and Telecom Italia (**Unico**). AGCom stated that it was still impossible to identify a separate market for integrated services, although there was a need to monitor competitive dynamics.

New numbering plan

In July 2008, AGCom issued a Decision concerning the review of the national numbering plan for telecommunication sector. Main modifications concern new rules of network internal services numbering, introducing specific blocks for premium services mainly related to SMS/MMS data services, the introduction of new premium services numbering and of clearer numbering-premium services categories association, the revision of price thresholds of premium services and the updating of nomadic voice communication services, fixed-mobile convergent services and mobile virtual network operators numbering. In addition, the pan-European new social services numbering (i.e 116XYZ codes) has been introduced.

Measures on the transparency of telephone bills, selective call blocking and user safeguards

Between 2007 and 2008, with different Decisions, AGCom introduced new rules for the protection of users. In particular:

- two new free services for blocking outgoing calls to several groups of risky numbers (a permanent disconnection service and a self-administered disconnection service using a PIN). In addition from October 1, 2008, operators have been obliged to make, automatically, the permanent disconnection of all client lines who had not expressly opted for one of the available line barring services;
- a second ad hoc bill, provided on request, for charges relating to calls made to numbers offering premium rate services or, in alternative, an exposure in invoice of a specific box;

Table of Contents

- information on the economic conditions linked to services customers sign up for and on specific administrative aspects governed by contractual conditions (procedures for the suspension of a line in the event of delayed payment, the management of claims, settlement etc.);

- a free service, available on request, which alerts customers if they exceed a pre-determined expenditure threshold.

Quality of services of Internet access at fixed location

In November 2008, AGcom issued a Decision stating that operators have to provide information about the service level of Internet access services at fixed location.

Universal Service

The Universal Service is a minimum set of services of a certain quality, which must be made available to all customers, regardless of their geographical location and, taking account of specific national conditions, offered at a reasonable price. To date Telecom Italia is the only operator charged with the obligation of providing the Universal Service throughout Italy.

The net cost of providing the Universal Service is calculated as the difference between the Company s net cost when it is subject to the obligations of providing the Universal Service and the net cost of the same operation if the obligation did not exist. It is the AGCom s responsibility to verify the net cost. A fund set up by the Ministry of Communications is used to finance the net cost.