

TELECOM ITALIA S P A  
Form 20-F  
May 21, 2010  
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

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended: December 31, 2009

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)

**Andrea MANGONI**

**Chief Financial Officer**

**Telecom Italia S.p.A.**

**Piazza degli Affari 2, 20123 Milan, Italy**

**+39.02.85.95.1**

**andrea.mangoni@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:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
American Depositary Shares, each representing 10 Ordinary Shares of 0.55 euros par value each (the <b>Ordinary Share ADSs</b> )	The New York Stock Exchange
Ordinary Shares of 0.55 euros par value each (the <b>Ordinary Shares</b> )	The New York Stock Exchange*
American Depositary Shares, each representing 10 Savings Shares of 0.55 euros par value each (the <b>Savings Share ADSs</b> )	The New York Stock Exchange
Savings Shares of 0.55 euros par value each (the <b>Savings Shares</b> )	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 13,218,690,552

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  No

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

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

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  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  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  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

\* 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**

<u>INTRODUCTION</u>	1
<u>KEY DEFINITIONS</u>	3
<b><u>PART I</u></b>	5
<b><u>Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u></b>	5
<b><u>Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE</u></b>	5
<b><u>Item 3. KEY INFORMATION</u></b>	5
<u>3.1 RISK FACTORS</u>	5
<u>3.2 EXCHANGE RATES</u>	15
<u>3.3 SELECTED FINANCIAL AND STATISTICAL INFORMATION</u>	16
<u>3.4 DIVIDENDS</u>	20
<b><u>Item 4. INFORMATION ON THE TELECOM ITALIA GROUP</u></b>	22
<u>4.1 BUSINESS</u>	22
<u>4.2 BUSINESS UNITS</u>	28
<u>4.3 REGULATION</u>	42
<u>4.4 GLOSSARY OF SELECTED TELECOMMUNICATIONS TERMS</u>	57
<u>4.5 DESCRIPTION OF PROPERTY, PLANT AND EQUIPMENT</u>	66
<b><u>Item 4A. UNRESOLVED STAFF COMMENTS</u></b>	71
<b><u>Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u></b>	72
<u>5.1 RESTATEMENT DUE TO ERRORS</u>	72
<u>5.2 CRITICAL ACCOUNTING POLICIES AND ESTIMATES</u>	75
<u>5.3 RESULTS OF OPERATIONS FOR THE THREE YEARS ENDED DECEMBER 31, 2009</u>	81
<u>5.4 LIQUIDITY AND CAPITAL RESOURCES</u>	123
<u>5.5 RESEARCH, DEVELOPMENT AND INNOVATION</u>	138
<u>5.6 CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE UNITED STATES PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995</u>	140
<b><u>Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u></b>	141
<u>6.1 DIRECTORS</u>	141
<u>6.2 EXECUTIVE OFFICERS</u>	147
<u>6.3 BOARD OF AUDITORS</u>	150
<u>6.4 EXTERNAL AUDITORS</u>	151
<u>6.5 EMPLOYEES</u>	152
<u>6.6 COMPENSATION OF DIRECTORS, OFFICERS AND MEMBERS OF THE BOARD OF AUDITORS</u>	155
<u>6.7 OPTIONS TO PURCHASE SECURITIES FROM REGISTRANT</u>	160
<b><u>Item 7. MAJOR SHAREHOLDERS AND RELATED-PARTY TRANSACTIONS</u></b>	161
<u>7.1 MAJOR SHAREHOLDERS</u>	161
<u>7.2 RELATED-PARTY TRANSACTIONS</u>	167
<b><u>Item 8. FINANCIAL INFORMATION</u></b>	168
<u>8.1 HISTORICAL FINANCIAL STATEMENTS</u>	168

<u>8.2 LEGAL PROCEEDINGS</u>	169
<b><u>Item 9. LISTING</u></b>	171
<u>9.1 TRADING OF TELECOM ITALIA ORDINARY SHARES AND SAVINGS SHARES</u>	171
<u>9.2 SECURITIES TRADING IN ITALY</u>	173
<u>9.3 CLEARANCE AND SETTLEMENT OF TELECOM ITALIA SHARES</u>	174

**Table of Contents**

<b><u>Item 10. ADDITIONAL INFORMATION</u></b>	175
<u>10.1 CORPORATE GOVERNANCE</u>	175
<u>10.2 EXCHANGE CONTROLS AND OTHER LIMITATIONS AFFECTING SECURITY HOLDERS</u>	189
<u>10.3 DESCRIPTION OF BYLAWS</u>	190
<u>10.4 DESCRIPTION OF CAPITAL STOCK</u>	191
<u>10.5 DESCRIPTION OF AMERICAN DEPOSITARY RECEIPTS</u>	195
<u>10.6 TAXATION</u>	203
<u>10.7 DOCUMENTS ON DISPLAY</u>	209
<b><u>Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS</u></b>	210
<b><u>Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u></b>	211
<b><u>Item 12.A DEBT SECURITIES</u></b>	211
<b><u>Item 12B. WARRANTS AND RIGHTS</u></b>	211
<b><u>Item 12C. OTHER SECURITIES</u></b>	211
<b><u>Item 12D. AMERICAN DEPOSITARY SHARES</u></b>	211
<b><u>PART II</u></b>	214
<b><u>Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u></b>	214
<b><u>Item 14. MATERIAL MODIFICATION TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u></b>	215
<b><u>Item 15. CONTROLS AND PROCEDURES</u></b>	216
<u>OVERVIEW</u>	216
<u>15.1 DISCLOSURE CONTROLS AND PROCEDURES</u>	217
<u>15.2 MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING</u>	217
<u>15.3 INVESTIGATIONS AND REMEDIATION ACTIVITIES IN RESPONSE TO TELECOM ITALIA SPARKLE CASE</u>	221
<b><u>Item 16. [RESERVED]</u></b>	225
<b><u>Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT</u></b>	225
<b><u>Item 16B. CODE OF ETHICS AND CONDUCT</u></b>	225
<b><u>Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES</u></b>	226
<b><u>Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u></b>	228
<b><u>Item 16E. REPURCHASES OF EQUITY SECURITIES</u></b>	228
<b><u>Item 16.F CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u></b>	228
<b><u>Item 16G. CORPORATE GOVERNANCE</u></b>	229
<b><u>PART III</u></b>	231
<b><u>Item 17. FINANCIAL STATEMENTS</u></b>	231
<b><u>Item 18. FINANCIAL STATEMENTS</u></b>	232
<b><u>Item 19. FINANCIAL STATEMENTS AND EXHIBITS</u></b>	232

**Table of Contents**

**Introduction**

**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**). Telecom Italia adopted IFRS for the first time in its annual Consolidated Financial Statements for the year ended December 31, 2005. See Item 3. Key Information 3.3 Selected Financial and Statistical Information.

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, 2009 of the Telecom Italia Group (including the notes thereto) included elsewhere herein.

***Restatement of Financial Statements***

In this Annual Report, we are restating our consolidated financial statements for the years ended December 31, 2008 and 2007, as well as certain financial statement line items for the years ended December 31, 2005 and 2006 included in the selected financial and statistical information section contained elsewhere in this Annual Report.

The restatement of prior years financial statements relate to accounting adjustments made primarily to correct errors as defined in IAS 8 (Accounting Policies, Changes in Accounting Estimates and Errors) (**IAS 8**) which occurred in the financial years 2005, 2006 and 2007. The determination to restate our prior year financial statements was made when further information became available on February 23, 2010 to the Company in relation to the ongoing criminal investigation involving our subsidiary Telecom Italia Sparkle (**Telecom Italia Sparkle case**), along with data acquired as part of an investigation conducted by an independent legal advisor and accounting firm retained to conduct such investigation. Based on this information, we concluded that certain transactions that occurred only during financial years 2005, 2006 and 2007 were without substance resulting in errors as defined under IAS 8. These errors have been corrected, restating the comparative 2008 and 2007 financial statements presented in this Annual Report.

As a result of the restatement of the financial statements relating to the financial years 2005, 2006, 2007 and 2008 our independent registered accounting firm has withdrawn, in accordance with the audit principles applicable in the United States (PCAOB rules), their audit opinions included in Forms 20-F for the corresponding years. Our independent registered accounting firm has issued an unqualified audit opinion on the Telecom Italia consolidated financial statements for the three years ended December 31, 2009, included in this Annual Report, which includes the restated financial statements for 2008 and 2007.

Unless otherwise indicated, all financial data included in this Annual Report gives effect to these restatements. For further details, please see Item 5 *Operating and Financial Review and Prospects* 5.1 *Restatement due to errors* and Notes *Restatement as a result of errors and changes in accounting policies* and *Contingent liabilities, other information, commitments and guarantees* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**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, should, seeks or anticipates or similar expressions or the negative thereof or other 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



---

**Table of Contents**

**Introduction**

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 2010-2012 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;
- 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;
- the impact of regulatory decisions and changes in the regulatory environment in Italy and other countries in which we operate;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- 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.

---

**Table of Contents**

**Key Definitions**

**KEY DEFINITIONS**

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

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

---

**Table of Contents****Key Definitions**

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 attributable to 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 and in particular the risk factor relating to the investigation of Telecom Italia Sparkle 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 April 13, 2010, we set out our strategic priorities for the 2010-2012 period. Our strategy confirms the strategic priorities that the Telecom Italia Group set in December 2008 and in particular:

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- a focus on the strategic Italian and Brazilian markets, with the target of a rapid return to growth in domestic turnover and an acceleration of revenue growth on the Brazilian market;
- boost cash flow generation by focusing on high profit margin revenues, operating efficiency gains, and selective investment;
- an ongoing reduction in Group debt.

Our ability to implement and achieve these strategic objectives may be influenced by certain factors, including factors outside of our control, such as:

- regulatory decisions and change in the regulatory environment in Italy and other countries in which we operate;
- increasing numbers of new competitors in the Italian telecommunications market which could cause us to lose further market share;
- increasing and stronger market competition in our principal markets with a consequent decline in the prices of services;
- our ability to strengthen our competitive position in Italy through our focus on related markets and in international markets, particularly in Brazil for mobile telecommunications;
- our 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 our fixed and mobile networks;
- the success of disruptive new technologies which could cause significant reductions in revenues from fixed and mobile telephony;
- our ability to manage costs;
- the effect of the global credit crisis and recessionary conditions in the major markets in which we operate;
- our ability to refinance existing indebtedness when due in the capital and bank markets;
- our ability to attract and retain highly qualified employees; and
- the effect of exchange rate fluctuations on our operating revenues, margins and financial management.

**Table of Contents**

**Item 3. Key Information**

**Risk Factors**

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. Furthermore, if we are unable to attain our strategic priorities, our goodwill may be materially impaired.

*The global economic crisis adversely affected our business in 2009 and continuing global economic weakness could further adversely affect our businesses and therefore have a negative impact on our operating results and financial condition.*

The global economic crisis during 2009 included a general contraction in consumer spending, with the impact on consumer spending varying between geographical areas and different markets. Economic weakness, particularly in our domestic market, is expected to continue for at least the whole of 2010.

In Italy, the recession has had the greatest impact on the demand for investments and on the purchase of consumer durable goods and items of mass-consumption, with Gross Domestic Product ( **GDP** ) declining in 2009. In 2010, GDP is expected to remain stable.

Telecommunications has proven 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 have weighed, and may continue to 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, key elements of the Group's strategic plan. 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, throughout 2009 and 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 2010 is for modest economic growth compared with the rapid growth of the past several years.

The continuing weakness in the global economy, and in particular the expected slow growth in GDP in our domestic market, 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 44,397 million euros at December 31, 2009 compared with 42,794 million euros at December 31, 2008 (restated) and our net financial debt was 34,747 million euros at December 31, 2009 compared with 34,039 million euros as of December 31, 2008 (restated).



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Due to the competitive environment and the economic conditions in which we operate, there could be deterioration in the separate income statement and statement of financial position measures used by investors and rating agencies. Ratios derived from these same separate income statement and statement of financial position measures are used by the rating agencies, such as Moody's and Standard & Poor's, which base their ratings on our ability to repay our 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 expenses, or on its relative cost to us, downgrades could lead to a greater risk with respect to refinancing existing debt or higher refinancing costs.

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 continuing financial crisis, could have a significant effect on our ability to reduce our debt, or the ability of the Telecom Italia Group to refinance existing debt through further access to the financial markets.

**Table of Contents**

**Item 3. Key Information**

**Risk Factors**

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.

*We are continuously involved in disputes and litigation with regulators, competition authorities, competitors and other parties and are the subject of a number of investigations by judicial authorities. 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.*

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

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. We are also the subject of a number of investigations by judicial authorities. Legal, competition and regulatory proceedings and investigations are inherently unpredictable. Legal, competition and regulatory proceedings and investigations 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 and investigations may adversely affect our reputation.

The Italian Collective Action for Damages for the Protection of Consumers was passed in December 2007 and, after undergoing substantial modifications by the Italian Parliament, entered into force on January 1, 2010. The law allows 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 is a risk of claims against Telecom Italia by consumers' associations on behalf of broad classes of consumers.

Due to developments in the Telecom Italia Sparkle case the Company restated prior year financial statements for 2008, 2007, 2006 and 2005.

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

**Table of Contents****Item 3. Key Information****Risk Factors***Risks associated with Telecom Italia's ownership chain.*

Telco S.p.A. ( **Telco** ) a company in which interests are held by Generali group (30.58%), Intesa Sanpaolo S.p.A. (11.62%), Mediobanca S.p.A. (11.62%), and Telefónica S.A. (Telefónica) (46.18%) is Telecom Italia's largest shareholder, holding an interest of approximately 22.45% of the voting rights.

On October 28, 2009, the shareholders of Telco informed us that Sintonia S.A. ( **Sintonia** ) had exercised its right to apply for the demerger provided for in the April 28, 2007 Shareholders Agreement ( **Shareholders Agreement** ) and exit Telco.

On that same date, the parties to the Shareholders Agreement, other than Sintonia, entered into an amending agreement by which they agreed to renew the Shareholders Agreement for a further three year period, and thus effective from April 28, 2010 up to April 27, 2013. It was also agreed that procedures be evaluated with Sintonia to enable it to withdraw from the capital of Telco as an alternative to the demerger.

On December 22, 2009, Telco and Sintonia completed (i) the acquisition for cash by Sintonia of the Telecom Italia shares held by Telco attributable to it pro-rata (approximately equal to 2.06% of the ordinary share capital) and (ii) the acquisition by Telco of Sintonia's entire shareholding in the share capital of Telco (equal to 8.39% of the share capital) which shareholding has now been cancelled.

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. The presence of Telefónica in Telco has, however, resulted in legal and regulatory proceedings in Argentina, which are still pending. 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, 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.*

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

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.

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 Telecom Italia's bylaws.

---

**Table of Contents**

**Item 3. Key Information**

**Risk Factors**

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. Continuing global economic weakness 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 market, 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. The weak economic conditions of 2009 had an adverse impact on our business, particularly in Italy. 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. The review of the EU common regulatory framework was approved at the end of 2009 and is expected to be implemented in Italy by May 25, 2011.

Included within the regulatory 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

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

significant market power ( **SMP** ) based on a market analyses 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 market analyses, identified Telecom Italia as having SMP in the mobile termination market and in all the relevant fixed line markets and, as a result, imposed a number of regulatory constraints, including: a requirement to conduct business in a transparent and non-discriminatory way, a price control mechanism (Price Cap) placing certain limits on the ability to change 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 our fixed line network pricing and service offerings and future regulatory decisions may continue to have an adverse impact on our market shares and margins.

---

**Table of Contents**

**Item 3. Key Information**

**Risk Factors**

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

In December 2008, AGCom approved Telecom Italia's voluntary undertakings (the **Undertakings**) to improve the equality of treatment in the provision of access services to other operators to Telecom Italia's network, where Telecom Italia has SMP. The formal implementation of the Undertakings was to be in place by March 31, 2010 and implementation appears to be on track. The closing of a number of regulatory proceedings against Telecom Italia will depend on the assessment by AGCom of the actual fulfillment of the Undertakings.

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.

During 2008 AGCom concluded the second round of analyses of the mobile markets. In particular, as to the mobile call termination market, AGCom required a gradual reduction of the termination rates over a four year period (2009-2012) and provided the introduction of a new cost model which could lead, probably in the coming years, to further reductions of the termination rates, under EU pressure. International roaming is regulated at EU level by a specific regulation recently extended to SMS and data. The EU Regulation could exert regulatory pressure on SMS and data (as to prices and transparency measures) also at national level. The EU Commission will have to review the Regulation and to assess whether further proposals are necessary.

The second round market analyses proceedings with respect to the fixed line markets suspended until AGCom approved the Telecom Italia Undertakings established in December 2008 is almost concluded. To date, AGCom has reviewed the regulations focusing on wholesale obligations while relaxing retail regulations.

The regulatory approach to Next Generation Access has not been completely defined with respect to the implementation conditions for fiber access services. As Next Generation Access will require significant investments, the regulatory uncertainty regarding the obligations which could be imposed on Telecom Italia could have an adverse effect on the Group's cash flows and financial condition.

In general, 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. Regulations in the telecommunications industry are constantly changing to adapt to new competition and technologies. 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 authorizations, to Telecom Italia or to third parties, could adversely affect our future operations in Italy and in other countries where we operate.

There is also a general risk related to the possible imposition of fines by the competent authorities for violations of regulations to which we are subject.



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

For further information regarding the matters discussed above and other aspects of the regulatory environments in which our businesses operate, see Item 4. Information on the Telecom Italia Group 4.3. The Regulatory framework section.

***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.

**Table of Contents****Item 3. Key Information****Risk Factors**

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 the 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 face competition from international competitors who have entered local markets to compete with existing operators as well as new local operators, each of which has increased 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;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- 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.

**Table of Contents**

**Item 3. Key Information**

**Risk Factors**

*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, mobile communications markets have been approaching maturity levels in our domestic market in the voice services segment although the data and value-added services segments continue to grow.

Further 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 substitute 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.

**Table of Contents**

**Item 3. Key Information**

**Risk Factors**

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

The continuing 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. Our 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 imposes 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

**Table of Contents****Item 3. Key Information****Risk Factors**

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 related to non-Euro denominated liabilities, through cross-currency and interest rate swaps.

Furthermore, we enter into derivative transactions hedging our interest rate exposure and diversifying debt parameters in order to reach lower cost of debt and manage the volatility of our separate income statement, while remaining within predefined target levels. However, no assurance can be given that fluctuations in interest rates will not adversely affect our results of operations or cash flows.

*Telecom Italia might be adversely affected if the allegations into the investigation of Telecom Italia Sparkle are found to have merit.*

On February 23, 2010, the Italian Finance Police, at the request of the Prosecutor's Office of Rome (the **Prosecutor**), served our subsidiary Telecom Italia Sparkle with a court order (the **Order**) in connection with an ongoing investigation regarding Telecom Italia Sparkle and several individuals, including certain employees, former employees and former directors of Telecom Italia Sparkle, regarding, inter alia, alleged cross border criminal conspiracy, tax evasion, international money laundering, reinvestment of profits from criminal activities, and registering assets under a false name. The Order:

- a) set a fast track hearing procedure concerning the *request to apply the measure to prohibit Telecom Italia Sparkle from performing activities and to be replaced with a judicial arbitrator* pursuant to Legislative Decree No.231/2001 ( **Law 231** ); and
- b) also provided for the seizure of approximately 298 million euros as an interim measure, corresponding to the alleged unlawful deduction of VAT related to the transactions under investigation.

The charges of cross border criminal conspiracy, international money laundering and reinvestment of profits from criminal activities are possible offenses that may entail administrative liability for a corporation in accordance with Law 231.

The investigation refers to certain sales transactions effected in the financial years 2005, 2006 and 2007 related to Premium telecommunications services carried over the Telecom Italia Sparkle network and conducted with a number of small telecommunications carriers resident in the European Union (EU).

In anticipation of the Preliminary Investigating Magistrate's decision, the Board of Directors of Telecom Italia Sparkle appointed an independent party to carry out an analysis of the internal control system and of the Organisational Model 231. In accordance with Law 231, the employees involved in the investigation have either been suspended or, for those imprisoned, their employment was terminated.



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

In addition to the amounts seized, Telecom Italia Sparkle provided guarantees for 195 million euros, of which 72 million euros corresponds to the potential seizure of profits generated by the sales transactions noted above, and 123 million euros corresponds to the difference between the amount already seized and corresponding to the VAT deducted during tax years 2005, 2006 and 2007 (298 million euros), and the highest amount the company could potentially owe in settlement of its tax position regarding the use of VAT credits on the basis of one of the possible settlement procedures with the Italian Tax Authorities.

Drawing upon information available under the Order and following an independent documentary investigation by legal and accounting advisors for Telecom Italia Sparkle, we concluded that in accordance with IAS 8 we would restate prior year financial statements for 2005, 2006, 2007 and 2008. In connection with our 2009 financial statements, we have established an accrual of 507 million euros relating to certain VAT claims made mainly in connection with the sales transactions in 2005, 2006 and 2007.

For further details regarding the restatement, please see *Item 5 Operating and Financial Review and Prospects 5.1 Restatement due to errors and Notes Restatement as a result of errors and changes in accounting policies and Contingent liabilities, other information, commitments and guarantees* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

Telecom Italia may be further adversely affected if the allegations into the investigation of Telecom Italia Sparkle are found to have merit.

**Table of Contents****Item 3. Key Information****Exchange Rates****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.\$ 1.4332, 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, 2009.

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 2005 to 2009 and for the beginning of 2010 certain information regarding the Noon Buying Rate for Dollars expressed in U.S.\$ per 1.00.

<b>Calendar Period</b>	<b>High</b>	<b>Low</b>	<b>Average(1)</b>	<b>At Period end</b>
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	1.4725	1.3919
2009	1.5100	1.2547	1.3936	1.4332
2010 (through May 6, 2010)	1.4536	1.2689	1.3679	1.2689
<b>Monthly Rates</b>	<b>High</b>	<b>Low</b>	<b>Average(1)</b>	<b>At Period end</b>
October 2009	1.5029	1.4532	1.4821	1.4755
November 2009	1.5085	1.4658	1.4908	1.4994
December 2009	1.5100	1.4243	1.4579	1.4332
January 2010	1.4536	1.3870	1.4266	1.3870
February 2010	1.3955	1.3476	1.3680	1.3660
March 2010	1.3758	1.3344	1.3570	1.3526
April 2010	1.3666	1.3130	1.3417	1.3302
May 2010 (through May 6, 2010)	1.3183	1.2689	1.2950	1.2689

(1) Average of the rates for each month in the relevant period.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The Ordinary Shares, par value 0.55 euros (the **Ordinary Shares** ) and Savings Shares, par value 0.55 euros (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.

---

**Table of Contents**

**Item 3. Key Information**

**Selected Financial And Statistical Information**

**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, 2009, 2008, 2007, 2006 and 2005, 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.

As discussed in the Note *Restatement as a result of errors and changes in accounting policies* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report, following certain adjustments and corrections for errors as defined by IAS 8 made in connection with the Telecom Italia Sparkle case and due to the retrospective application, starting from January 1, 2009, of IFRIC 13 (*Customer Loyalty Programmes*) the comparative data of the corresponding periods of the years 2008, 2007, 2006 and 2005 have been appropriately adjusted and referred to as restated.

As a result of the restatement of the financial statements relating to the financial years 2005, 2006, 2007 and 2008 Reconta Ernst & Young S.p.A. withdrew, in accordance with audit principles as applicable in the United States (PCAOB rules), their audit opinions for the corresponding years on Form 20-F. Reconta Ernst & Young S.p.A. have issued an unqualified audit report on the Telecom Italia consolidated financial statements for the three years ended December 31, 2009 included in this Annual Report.

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.

In 2009, the Group applied the accounting policies on a basis consistent with previous years and did not elect the early adoption of any IFRS, except for IFRS 3R (*Business Combinations*) and IAS 27R (*Consolidated and Separate Financial Statements*). The effects of the early adoption of IFRS 3R and IAS 27R are described in the Note *Accounting Policies* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

In addition, certain non-GAAP financial measures are presented.

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			
	2009(1) (millions of U.S. dollars, except percentages, ratios, employees and per share amounts)(2)	2009(1)	Year ended December 31, 2008(1) (Restated)	2007(1) (Restated) (millions of euros, except percentages, ratios, employees and per share amounts)	2006(1) (Restated) (Unaudited)	2005(1) (Restated) (Unaudited)
<b>Separate Consolidated Income Statement Data:</b>						
Revenues	33,655	27,163	29,000	29,802	29,785	29,193
Operating profit	6,806	5,493	5,437	5,738	7,269	7,548
Profit before tax from continuing operations	4,137	3,339	2,894	4,120	5,366	5,596
Profit from continuing operations	2,748	2,218	2,217	2,459	2,855	3,200
Profit (loss) from Discontinued operations/Non-current assets held for sale	(771)	(622)	(39)	(99)	(159)	401
<b>Profit for the year</b>	<b>1,977</b>	<b>1,596</b>	<b>2,178</b>	<b>2,360</b>	<b>2,696</b>	<b>3,601</b>
· Profit attributable to owners of the Parent(3)	1,959	1,581	2,177	2,353	2,707	3,127
<b>Investments:</b>						
· Capital expenditures	5,629	4,543	5,040	5,031	4,698	4,916
· Financial	7	6	6	637	206	14,934
<b>Financial Ratios:</b>						
· Operating profit/Revenues (ROS)(%)	20.2%	20.2%	18.7%	19.3%	24.4%	25.9%
· Ratio of earnings to fixed charges(4)	2.51	2.51	2.21	2.67	3.13	3.17
<b>Employees, average number in the Group, including personnel with temporary work contracts:</b>						
Employees (excluding employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale) (average number)	69,964	69,964	73,508	75,735	77,374	78,258
Employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale (average number)	2,168	2,168	3,277	3,893	2,898	6,089
<b>Basic and Diluted earnings per Share (EPS)(5):</b>						

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

·	<b>Ordinary Share</b>	<b>0.10</b>	<b>0.08</b>	<b>0.11</b>	<b>0.12</b>	<b>0.14</b>	<b>0.17</b>
·	<b>Savings Share</b>	<b>0.11</b>	<b>0.09</b>	<b>0.12</b>	<b>0.13</b>	<b>0.15</b>	<b>0.18</b>
<i>Of which:</i>							
<i>From continuing operations:</i>							
·	<i>Ordinary Share</i>	<i>0.14</i>	<i>0.11</i>	<i>0.11</i>	<i>0.12</i>	<i>0.15</i>	<i>0.15</i>
·	<i>Savings Share</i>	<i>0.15</i>	<i>0.12</i>	<i>0.12</i>	<i>0.13</i>	<i>0.16</i>	<i>0.16</i>
<i>From Discontinued operations/Non-current assets held for sale:</i>							
·	<i>Ordinary Share</i>	<i>(0.04)</i>	<i>(0.03)</i>			<i>(0.01)</i>	<i>0.02</i>
·	<i>Savings Share</i>	<i>(0.04)</i>	<i>(0.03)</i>			<i>(0.01)</i>	<i>0.02</i>
<b>Dividends:</b>							
·	per Ordinary Share	0.0620	0.0500(6)	0.0500	0.0800	0.1400	0.1400
·	per Savings Share	0.0756	0.0610(6)	0.0610	0.0910	0.1510	0.1510

**Table of Contents****Item 3. Key Information****Selected Financial And Statistical Information**

			As of December 31,				
	2009(1) (millions of U.S. dollars, except employees)(2)	2009(1)	2008 (Restated)	2007 (Restated)	2006 (Restated) (Unaudited)	2005 (Restated) (Unaudited)	
<b>Consolidated Statement of Financial Position Data:</b>							
<b>Total Assets</b>	<b>106,778</b>	<b>86,181</b>	<b>85,650</b>	<b>87,428</b>	<b>89,457</b>	<b>96,010</b>	
<b>Equity:</b>							
· Equity attributable to owners of the Parent	32,154	25,952	25,598	25,431	25,622	25,573	
· Non-controlling interests	1,447	1,168	730	1,063	1,080	1,323	
<b>Total Equity</b>	<b>33,601</b>	<b>27,120</b>	<b>26,328</b>	<b>26,494</b>	<b>26,702</b>	<b>26,896</b>	
<b>Total liabilities</b>	<b>73,177</b>	<b>59,061</b>	<b>59,322</b>	<b>60,934</b>	<b>62,755</b>	<b>69,114</b>	
<b>Total equity and liabilities</b>	<b>106,778</b>	<b>86,181</b>	<b>85,650</b>	<b>87,428</b>	<b>89,457</b>	<b>96,010</b>	
<b>Share capital(7)</b>	<b>13,115</b>	<b>10,585</b>	<b>10,591</b>	<b>10,605</b>	<b>10,605</b>	<b>10,599</b>	
<b>Net Financial Debt(8)</b>	<b>43,052</b>	<b>34,747</b>	<b>34,039</b>	<b>35,701</b>	<b>37,301</b>	<b>39,858</b>	
<b>Employees, number in the Group at year-end, including personnel with temporary work contracts:</b>							
· Employees (excluding employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale) (number at year-end)	71,384	71,384	75,320	79,238	80,373	83,187	
· Employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale (number at year-end)	2,205	2,205	2,505	4,191	2,836	3,344	

	As of December 31,				
	2009(1)	2008(1)	2007(1)	2006(1)	2005(1)
<b>Statistical Data:</b>					
Fixed-line network connections in Italy at year-end (thousands)	18,525	20,031	22,124	23,698	25,049
Physical accesses (Consumer and Business) at year-end (thousands)	16,097	17,352	19,221	20,540	21,725
BroadBand accesses in Italy at year-end (thousands)	8,741	8,134	7,590	6,770	5,707
<i>Of which retail (thousands)</i>	<i>7,000</i>	<i>6,754</i>	<i>6,427</i>	<i>5,600</i>	<i>3,920</i>
Total numbers of lines at year-end (thousands)	71,958	71,199	67,585	57,860	48,747
<i>Of which numbers of lines at year-end in Italy (thousands)</i>	<i>30,856</i>	<i>34,797</i>	<i>36,331</i>	<i>32,450</i>	<i>28,576</i>
<i>Of which numbers of lines at year-end in Brazil (thousands)</i>	<i>41,102</i>	<i>36,402</i>	<i>31,254</i>	<i>25,410</i>	<i>20,171</i>

(1) For purposes of comparison, the data of the periods under comparison have been appropriately restated because starting from 2009 HanseNet Telekommunikation GmbH has been treated as a Discontinued operations/Non-current asset held for sale.



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- (2) For the convenience of the reader, Euro amounts for 2009 have been converted into U.S. dollars using the Euro/Dollar Exchange Rate in effect on May 14, 2010, of 1.00 = U.S.\$ 1.2390
- (3) For the purposes of IFRS, Parent, as used in this Annual Report, means Telecom Italia S.p.A.
- (4) For purposes of calculating the ratio of earnings to fixed charges :

Earnings is calculated by adding:

profit before tax from continuing operations;

**Table of Contents**

**Item 3. Key Information**

**Selected Financial And Statistical Information**

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.

- (5) 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 13,220,792,908 for the year ended December 31, 2009, 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, and 12,283,195,845 for the year ended December 31, 2005;

Savings Shares was 6,026,120,661 for the years ended December 31, 2009, 2008, 2007 and 2006, 5,930,204,164 for the year ended December 31, 2005.

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.

- (6) Telecom Italia's dividend coupons for the year ended December 31, 2009, will be clipped on May 24, 2010, and will be payable from May 27, 2010.

- (7) Share capital represents share capital issued net of the par value of treasury shares.
  
- (8) 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, 2009 5.3.3 Non-GAAP Financial Measures .

**Table of Contents****Item 3. Key Information****Dividends****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.

Year ended December 31,	Dividends on Ordinary Shares			Dividends on Savings Shares		
	Euros per Share	U.S. dollars per Share(1)	(millions of euros)	Euros per Share	U.S. dollars per Share(1)	(millions of euros)
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	0.0500	0.066115	667.16	0.0610	0.08066	367.59
2009(2)	0.0500	0.063445	667.16	0.0610	0.077403	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, 2009 is concerned, Euro amounts have been translated into U.S. dollars using the Noon Buying Rate in effect on May 6, 2010.

(2) Approved at the Annual Shareholders Meeting held on April 29, 2010. 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, 2009 will be clipped on May 24, 2010, and will be payable from May 27, 2010.

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.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

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 10.6 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**

**Item 3. Key Information**

**Dividend**

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 Depository, in its capacity as holder of record of the Ordinary Shares and Savings Shares, as the case may be, will satisfy these requirements.

The Depository, 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 .

**Table of Contents**

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

**Business**

**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 IT0802000000799.

Our Depository 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 obtained control of the Old Telecom Italia Group through a tender offer where 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. ( **Pirelli** ), acquired a 28.7% stake in Olivetti.

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, Old Telecom Italia merged with and into Olivetti (the **Merger** ). Olivetti, as the surviving company, changed 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, 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 that 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 a stake of approximately 21.4% of the outstanding Ordinary Shares.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

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

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%.

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. (**Telefónica**), 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 (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**

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

**Business**

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's ordinary share capital, of which 17.99% was held through Olimpia.

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

With effect from 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's 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.

On October 28, 2009, Sintonia requested, pursuant to Article 11(b) of the Shareholders Agreement, the non-proportional de-merger of Telco, with the assignment of its pro-rata share of the assets and liabilities of Telco (comprised of Telecom Italia Shares held by Telco representing approximately 2.06% of Telecom Italia's share capital).

On the same date, the Investors other than Sintonia, Intesa Sanpaolo, Mediobanca, Generali group and Telefónica (collectively, the **Non-Exiting Shareholders** ) acknowledged Sintonia's decision and, by entering into a Renewal Agreement dated October 28, 2009, and effective as of April 28, 2010, (the **Renewal Agreement** ), agreed (i) not to request the non-proportional de-merger of Telco, with the assignment of their corresponding share of Telecom Italia Shares at that time; and (ii) to renew the Shareholders' Agreement for an additional term of three years until April 27, 2013, substantially on the same terms and conditions, except to provide that (a) the right of the Non-Exiting Shareholders to request the non-proportional de-merger of Telco not later than six months prior to the new expiry date will only be exercisable in the period between October 1, 2012, and October 28, 2012, and (b) for an early withdrawal right period exercisable between April 1, 2011, and April 28, 2011, (such Shareholders' Agreement, as amended and renewed, the **New Shareholders Agreement** ).

The Non-Exiting Shareholders also agreed, in the Renewal Agreement, to consider and evaluate together with Sintonia mutually agreed alternatives to permit Sintonia to exit Telco, other than through non-proportional de-merger.

The terms of Sintonia's exit were approved on November 26, 2009, when an extraordinary general meeting of the Telco shareholders unanimously approved a proposal of the Telco board of directors to permit Sintonia to exit Telco in a single transaction consisting of two parts.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The transaction was concluded on December 22, 2009 when Telco and Sintonia executed a purchase and sale agreement pursuant to which: (i) Sintonia acquired the Sintonia Telecom Italia Shares from Telco for a consideration of 605,254,575.20 euros (equal to a price of 2.20 euros for each Sintonia Telecom Italia Share), and (ii) Telco voluntarily reduced its share capital by acquiring and cancelling Sintonia's Telco shares (equal to 162,752,995 class A shares, constituting 8.39% of Telco's share capital) for a consideration of 293,461,160.95 euros (equal to a price of approximately 1.80 euros for each Telco share) which was equal to the pro rata net asset value of Sintonia's interest in Telco as of December 15, 2009.

Currently Telco interests are held by Generali group (30.58%), Intesa Sanpaolo (11.62%), Mediobanca (11.62%) and Telefónica (46.18%). See Item 7. Major Shareholders and Related-Party Transactions for a description of the new shareholder arrangements.

**Table of Contents**

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

**Business**

**4.1.2 DEVELOPMENT**

The update to the 2010-2012 Strategic Plan announced to the financial market on April 13, 2010, confirms the strategic priorities that the Telecom Italia Group set in December 2008 and in particular:

- a focus on the strategic Italian and Brazilian markets, with the target of a return to growth in domestic turnover and an acceleration of revenue growth on the Brazilian market;
- boost cash flow generation by focusing on high profit margin revenues, operating efficiency gains, and selective investment;
- an ongoing reduction in Group debt.

In particular, in December, 2008, the Telecom Italia Group announced, among other things, the new customer-centric approach (consumer, business and Top Client).

Such approach was 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 allowed:

- 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).

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 Group operates mainly in Europe, the Mediterranean Basin and South America.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The Telecom Italia Group is engaged principally in the communications sector and, particularly, the fixed and mobile national and international telecommunications sector, the television sector and the office products sector.

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, 2009 the Telecom Italia Group was one of the world's largest fixed telecommunications operators with approximately 16.1 million physical accesses (consumer and business) in Italy, a decrease of 1.3 million compared to December 31, 2008. The Wholesale customer portfolio reached approximately 6.2 million accesses for telephone services at December 31, 2009, an increase of approximately 1.2 million compared to December 31, 2008. The overall access market was stable compared to December 2008.

The BroadBand portfolio in Italy reached 8.7 million accesses at December 31, 2009 (consisting of approximately 7.0 million retail accesses and 1.7 million wholesale accesses), an increase of 0.6 million accesses compared to December 31, 2008.

In addition, the Telecom Italia Group had approximately 30.8 million mobile telephone lines at December 31, 2009 (34.8 million at December 31, 2008); the reduction compared to December 31, 2008 can be attributed to a more selective sales policy focusing on higher-value customers. This strategy is confirmed by the number of postpaid lines which reached about 20% of total lines compared to about 17% at December 31, 2008, as well as the termination of silent lines.

At December 31, 2009, the Telecom Italia Group had 41.1 million mobile telephone lines in Brazil (36.4 million at December 31, 2008).

**Table of Contents**

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

**Business**

**4.1.4 DISPOSALS AND ACQUISITIONS OF SIGNIFICANT EQUITY INVESTMENTS IN 2009**

For a description of disposals and acquisitions of significant equity investments in 2009 please see Note Form, 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 2010**

The Group announced its results for the first quarter ended March 31, 2010 on May 6, 2010. The press release setting out the first quarter results was filed by the Group on a form 6-K with the SEC on May 6, 2010.

For a description of other recent developments, including the Telecom Italia Sparkle case, please see Item 8. Financial Information 8.2 Legal Proceedings and Note Events Subsequent to December 31, 2009 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**

Telecom Italia is the parent company of the Telecom Italia Group.

Due to the sale of the BroadBand business in Germany, which was completed on February 16, 2010, HanseNet was classified in Discontinued Operations while the other companies in the European BroadBand Business Unit have become part of Other Operations. Consequently, disclosure for that operating segment is no longer presented and for comparison purposes the income statement has been restated for the various periods under comparison.

The following is a chart of the Telecom Italia Group s Business Units as of December 31, 2009:

(\*) Main subsidiaries: Telecom Italia S.p.A.; Matrix S.p.A.; Telenergia S.p.A.; Telecontact Center S.p.A. and PAtH.Net S.p.A.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

For the domestic market, Telecom Italia Group has adopted a new *customer centric* organization; this change involved a new manner of representing the Domestic Business Unit. For more details, please see 4.2 Business Units - 4.2.1 Domestic .

## **Table of Contents**

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

### **Business**

For further details about companies which are a part of the various Business Units, reference should be made to 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 (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, 2009 5.3.5 Business unit financial data .

#### **4.1.7 UPDATED STRATEGY**

##### ***Strategic Guidelines and Targets for the 2010-2012 Three-year Period (the Plan )***

The updated 2010-2012 Strategic Plan was announced on April 13, 2010, and confirms the strategic priorities that the Telecom Italia Group set in December 2008. These strategic priorities include:

- a focus on the strategic Italian and Brazilian markets, with the target of a return to growth in domestic turnover and an acceleration of revenue growth on the Brazilian market;
- boost cash flow generation by focusing on high profit margin revenues, operating efficiency gains, and selective investment;
- an ongoing reduction in Group debt.

##### ***Domestic market***

On the domestic market, Telecom Italia will continue to pursue the following priorities which it commenced in 2009:

- reverse the trend in revenues by accelerating mobile sector turnaround and building on good fixed-line performance;
- rationalize costs and implementation of the new operating model;
- excellence in customer satisfaction;

- ongoing improvement in dialogue with the regulatory authorities.

The Plan confirms the seven areas of Lean Company model intervention for efficiency enhancement, leading to a further 0.7 billion euros cash cost reduction in addition to the previously announced 2 billion euros over the three-year period 2009-2011, for a total of 2.7 billion euros by 2012.

### ***Brazil***

Brazil remains an important emerging market on which Telecom Italia is keen to continue strengthening its position by leveraging Tim Brasil's ability to exploit opportunities arising from migration from fixed line to mobile.

The Brazil plan for growth is based on three pillars:

- penetration and expansion of market share;
- boost traffic by leveraging the concept of community, and by targeting mobile replacement of fixed lines; and
- selective development of mobile broadband, with the focus on micro-browsing.

The focus in the Brazilian market remains quality of service, leadership in innovation, and a customer-centric approach. Integration with Intelig Telecomunicações Ltda ( **Intelig** ), acquired at the end of 2009, will also enable the Group to pursue convergence, as well as giving a substantial boost to efficiency and cash cost projects. For further details about the integration with Intelig please see 4.2.2 Brazil .

*There can be no assurance that these objectives will actually be achieved.*



**Table of Contents**

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

**Business**

**4.1.8 THE ORGANIZATIONAL STRUCTURE**

The following diagram highlights the organizational structure of the Telecom Italia Group as of April 30, 2010:

---

**Table of Contents**

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

**Business Units**

**4.2 BUSINESS UNITS**

**4.2.1 DOMESTIC**

The Domestic Business Unit operates as the consolidated market leader in Italy in providing 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, 2009:

(\*) Principal companies: Telecom Italia S.p.A., Matrix S.p.A., Telenergia S.p.A., Telecontact Center S.p.A. and PAtH.Net S.p.A.

As regards the new customer centric organization which the Telecom Italian Group has adopted for the domestic market, the manner of representing the Business Unit has changed from the one presented in the 2008 annual report in which such information had been organized by fixed and mobile technology.

The principal operating and financial data of the Business Unit is now reported according to two Cash-generating units ( **CGU** ):

· **Core Domestic:** Core Domestic includes all telecommunications activities related to the Italian market. Revenues indicated in the tables that follow are divided according to the net contribution of each market segment to the CGU s results, excluding intrasegment transactions. The sales market segments defined on the basis of the new customer centric organizational model are as follows:

· **Consumer:** Consumer comprises the aggregate of voice and internet services and products managed and developed for consumers and families in the fixed and mobile telecommunications markets, public telephony and the web portal/services of the Matrix S.p.A.;

· **Business:** Business consists of the aggregate of voice, data, internet and ICT solutions services and products managed and developed for the SMEs (small and medium-sized enterprises) and SOHO (Small Office Home Office) in the fixed and mobile telecommunications markets;

· **Top:** Top comprises the aggregate of voice, data, internet and ICT solutions services and products managed and developed for the Top, Large Account and Enterprise clientele in the fixed and mobile telecommunications area;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- **National Wholesale:** National Wholesale consists of the management and development of the portfolio of regulated and unregulated wholesale services for fixed and mobile operators in the domestic market;
- **Other** (support structures): Other includes:
  - Technology & Operations: services related to the development, building and operation of network infrastructures, real estate properties plant and information technology, in addition to delivery and assurance processes regarding clientele services;

---

**Table of Contents**

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

**Business Units**

- Staff & Other: services carried out by staff functions and support activities conducted by minor companies of the Group (Telenergia S.p.A.) offered to the market and other Business Units.

- **International Wholesale:** International Wholesale includes the activities of the Telecom Italia Sparkle group which operates in the international voice, data and internet services market aimed at fixed and mobile telecommunications operators, ISP/ASP (Wholesale market) and multinational companies through its own networks in the European, Mediterranean and South American markets.

**V MARKETING AND DISTRIBUTION**

As a result of the newly adopted customer centric approach Telecom Italia revised its sales structure as follows:

***Consumer***

Through December 31, 2009 the sales structure of Telecom Italia was organized according to a vertical, multi-channel approach, in which different types of distribution channels specialized in different customer segments of the market. This approach rewards the focus and customization of the channel-offering-market mapping.

Consumer customers are now managed by several channels focused on volume and value acquisitions, including:

- the *Telesales* channel: an *Outbound* network of approximately 11 partners with 1,500 operators supported by less than 61 internal resources;
- the *Push* channel: a network of 40 partners with 650 sales agents assisted by 64 internal resources;
- the *Pull* channel: consisting of the retail network of shops, dealers, and organized and specialized large-scale distribution, amounting to a total of approximately 4,120 retail points of sale and 340 sub-dealers (at December 2009). The points of sale are geographically widespread and of many different types (direct; franchisee; monobrand; organized and specialized large-scale distribution).

In addition to these partners, there was the *Public Telephone* channel, a network of approximately 50 partners focused on National and International prepaid card services and associated traffic packages.

***Business***

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

During 2009, our Business Market Department changed the structure of the commercial channels, by integrating the fixed and mobile offering, according to a customer centric approach.

This new structure can be summarized as:

- *SA Senior Account* channel: a network organized geographically based on about 110 partners focused on high level SME customers;
- *BP Business Partner* channel: a network based on about 90 partners and 1,200 agents, focused both on high value customers (supervising a portfolio of customers) and Soho customers;
- *VAR Value Added Reseller* channel: a network organized geographically based on about 90 partners, focused on VAS development, on customized offering and on complex networks;
- outbound call centre: 3 partners focused on specific canvass and loyalty activities;
- community account: 60 agents focused on vertical segmentation;
- shops: some specific shops (600 of 4,000 shops) offering business products and assistance.

### ***TOP***

The Top Customers (almost 20,500) benefit from direct coverage by almost 670 sales personnel that have a dedicated portfolio to supervise and develop. The main activities include:

- offering the whole range of services (fixed, mobile, telephone, data, ICT services and products); and
- supporting the customer and providing assistance, when required.

**Table of Contents**

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

**Business Units**

*National Wholesale Services*

The National Wholesale Services ( **NWS** ) sales channel manages relationships with approximately 250 other TLC operators, which are both customers and competitors of Telecom Italia. In fact these operators purchase Telecom Italia intermediate network services that are integrated with their infrastructure for resale to their customers.

To ensure complete management of the relationship with its customers, NWS function is organized to cover all stages:

- definition of commercial offers, developed by its marketing staff under the conditions set by regulators;
- marketing through its vendors;
- providing assistance and services through 5 poles distributed in the country and with the help of the functions of Technology;
- developing, managing billing and administrative reports.

The organizational autonomy of NWS allows Telecom Italia, along with other conditions (separation of accounts, compliance with the resolutions of the Authority) to manage transparency and fairness in the relationship with other operators.

**v COMMERCIAL AGREEMENTS**

The main commercial agreements entered into during 2009 by the Domestic Business Unit were as follows:

- At the beginning of 2009, the *Impresa Semplice* plan was launched to offer a portfolio of integrated solutions dedicated to SMEs. The *Impresa Semplice* solutions include accesses to fixed and mobile networks, voice and data communications systems, messaging and collaboration tools, telecommunications products and computer work stations (personal computers, including assistance, original software and in the cloud services), hosting and virtualization of hardware and software resources. Due to high-speed full IP access networks, hardware resources and software applications available at Telecom Italia's Data Centers, companies may also gain access to more sophisticated ICT services at limited costs.
- On March 3, 2009, Telecom Italia executed an agreement with Mediaset through which it will be able to access content in the Mediaset Premium package through Alice Home TV. This package boosts the Telecom Italia IPTV platform with new content adding films, TV series, cartoons and the best of the soccer Serie A TIM Championships.
-

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

On June 5, 2009, Telecom Italia and Aria signed a series of agreements which allow them to focus on their respective strategies and build infrastructure synergies with the aim of closing the Digital Divide and extending high-speed internet access to those areas of Italy that have not yet been reached by ADSL service. The first agreement grants Aria the right to use Telecom Italia's Wi-Max frequencies in the regions of central and southern Italy such as Abruzzo, Umbria, Lazio, Molise, Puglia, Campania, Basilicata, Calabria and Sardegna. At the same time, Aria will see that the minimum coverage is reached, guaranteeing the commitments undertaken with the Ministry of Economic Development. Under the agreement, Telecom Italia may also supply broadband using Wi-Max technology to its own customers throughout Italy, attributable to Aria's white label wholesale package. Finally, due to another agreement, Aria will use Telecom Italia's transport network infrastructure to build its own network.

In June 2009, Telecom Italia was successful in its bid with Unipol Gruppo Finanziario to start up a server contact center dedicated to the group's four companies (Sertel, Linear, Banca Unipol and Unisalute). The contract covers the supply of the server's entire hardware infrastructure, the licenses and also the development of software services for the integration between the contact center and the CRM/ERP applications of the different companies and personalized reporting on the platform activities. Moreover, Telecom Italia won the bid to renew the Data Transmission Network of the Group for about 2,800 offices. The contract is for a period of three years.

On July 3, 2009, Telecom Italia and 3 Italia executed a co-siting agreement to share access sites to the mobile network relating to both the existing sites and those that will be built in the future. The subject of the agreement is the so-called "passive" infrastructures: poles, cables, power supply and air-conditioning systems and other civil infrastructures. Maintaining the ownership of their own infrastructures, each operator

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

will host the mobile stations of their partner with the aim of optimizing network coverage all over the country. The agreement is for three years, is renewable and when fully operational will cover 2,000 sites, ensuring an optimization of investments, a savings of 30% in costs and a reduction in the network development times of each operator.

- In August 2009, Telecom Italia was awarded the LAN 3 Consip Agreement for the supply of equipment to develop the local networks of the Public Administration and the relative services for maintenance, assistance, operations and training of the users. The agreement is for a period of 18 months with a possible extension of another six months with all the Central and Peripheral Administrations of the State, with contracts for periods of 24 or 48 months depending on the estimated maintenance period.
- On September 15, 2009, the Smart Inclusion project was inaugurated at Bambino Gesù Pediatric Hospital in Rome. The project was developed by the Telecom Italia Group with the support of the Ministry of Public Administration and Innovation and with the scientific supervision of CNR-ISOF of Bologna. This is the first initiative in Italy which integrates remote teaching and entertainment and the management of clinical data services on a single technological platform. The project will allow children with long hospital stays to join in social activities by connecting to the outside world in a simple immediate manner (link with the school) and the health staff will have advanced tools available to support the processes for taking care of young patients. On December 12, the Smart Inclusion project was also inaugurated in the Padua Hospital. The project will be extended to another four hospitals by mid-2010.
- On September 23, 2009, Telecom Italia signed an agreement with Movincom, a consortium set up by various businesses in different categories (for example, transportation, parking, insurance and hotels) for the purpose of helping to develop payment services using a mobile handset. The agreement will make it possible for Telecom Italia's customers to purchase a wide range of goods and services offered by businesses belonging to the consortium using a cell phone. Starting in 2010, Telecom Italia will integrate a specific application on the new SIM cards so that purchases of all goods and services offered by Movincom businesses can be made using mobile phones.
- In October 2009, Telecom Italia won two bids to manage ICT infrastructure for the company Terna: The evolution of the intranet network infrastructure for Central and Peripheral Sites and the Supply of specialist equipment and services for the functioning of the Security Operational Center. This important achievement strengthens the relationship between the two companies which are national leaders in their respective markets of TLC and Energy.
- During 2009, partnership agreements were renewed with Confcommercio Imprese per l'Italia (about 800,000 members) and Confartigianato Imprese (about 500,000 members). The purpose of the agreements is to gain a better understanding of the needs of member companies, support their activities and introduce technological innovations which simplify the way of doing business. Confcommercio Solutions and Confartigianato Solutions for the Simplified Business are the fruits of these agreements and consist of fixed-line, mobile and ICT services and products bundled according to the specific needs of the member businesses.



**Table of Contents****Item 4. Information On The Telecom Italia Group****Business Units**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,		
	2009	2008	2007
<b>DOMESTIC FIXED</b>			
Fixed-line network connections in Italy at period-end (thousands)	18,525	20,031	22,124
Physical accesses (Consumer + Business) at period-end (thousands)	16,097	17,352	19,221
Voice pricing plans (thousands)	5,417	5,834	6,375
BroadBand accesses in Italy at period-end (thousands)	8,741	8,134	7,590
<i>Of which retail BroadBand accesses (thousands)</i>	<i>7,000</i>	<i>6,754</i>	<i>6,427</i>
Virgilio page views daily average during the year (millions)	44.7	44.8	40.4
Virgilio daily average single visitors (millions)	3.2	2.5	2.1
<b>Fixed network infrastructure in Italy:</b>			
· access network in copper (millions of km pair)	110.5	109.3	106.8
· access and carrier network in optical fiber (millions of km of fiber)	4.1	3.9	3.8
<b>Fixed network infrastructure abroad:</b>			
· European backbone (km of fiber)	55,000	55,000	55,000
· Mediterranean (km of submarine cable)	7,000	7,000	7,000
· South America (km of fiber)	30,000	30,000	30,000
<b>Total traffic:</b>			
Minutes of traffic on fixed-line network (billions):	134.4	144.3	156.8
· <i>Domestic traffic</i>	<i>115.6</i>	<i>125.3</i>	<i>140.1</i>
· <i>International traffic</i>	<i>18.8</i>	<i>19.0</i>	<i>16.7</i>
<b>DOMESTIC MOBILE</b>			
Number of lines at year-end (thousands)	30,856	34,797	36,331
<i>Of which Prepaid lines (thousands)(1)</i>	<i>24,398</i>	<i>28,660</i>	<i>30,834</i>
Change in lines (%)	(11.3)	(4.2)	12.0
Churn rate(2)	30.1	23.6	16.4
Total outgoing traffic per month (millions of minutes)	2,982	3,054	2,766
Total outgoing and incoming traffic per month (millions of minutes)	4,260	4,316	4,052
Average monthly revenues per line(3)	20.0	20.0	22.2

(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.

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, 2009 the Telecom Italia Group was one of the world's largest fixed telecommunications operators with approximately 16.1 million physical accesses (consumer and business) in Italy, a decrease of 1.3 million compared to December 31, 2008. The Wholesale customer portfolio reached approximately 6.2 million accesses for telephone services at December 31, 2009, an increase of approximately 1.2 million compared to December 31, 2008. The overall access market was stable compared to December 2008.

Furthermore, the BroadBand portfolio in Italy reached 8.7 million accesses at December 31, 2009 (consisting of 7.0 million retail accesses and 1.7 million wholesale accesses), an increase of 0.6 million accesses compared to December 31, 2008.

In addition, the Telecom Italia Group had approximately 30.8 million mobile telephone lines at December 31, 2009 (34.8 million at December 31, 2008); the reduction compared to December 31, 2008 can be attributed to

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

greater selectivity in the sales policy focusing on higher-value customers. This strategy is confirmed by the number of postpaid lines which reached about 20% of total lines compared to about 17% at December 31, 2008, as well as the termination of silent lines.

**v MAIN CHANGES IN THE REGULATORY FRAMEWORK**

For the main regulatory events which occurred in 2009 that may have an economic impact on Domestic Business Unit, please see Item 4. Information On The Telecom Italia Group 4.3 Regulation .

**v COMPETITION*****The market***

The Italian telecommunications market, a little over ten years on from deregulation, is characterized today by strong competitive pressure both at the retail and the wholesale levels, which has led to a physiological impoverishment of the traditional components of service. In this context, the telecommunications operators (the Telcos) have responded with a strategy centered on the development of innovative services and applications (for example Mobile Broadband, IPTV/Web TV, ICT, Online advertising and Digital Home) to balance the effects of competition and the pressure on prices for traditional services.

The competitive situation for telecommunications, in Italy and at the global level, is further evolving under the effect of the development of convergence between the telecommunications, information technology, media and consumer electronics markets; this phenomenon is causing lateral competition, which extends competition into the converging markets and their reference operators, creating for the telecommunications operators opportunities for growth and at the same time competitive threats. Another important element in the evolution of the competitive scenario is that of the so-called Over The Top operators (for example, Google) characterized by their capacity to compete on many markets in a transversal and global manner.

In particular:

- in Media, the scenario continues to be dominated by the vertically integrated players but with the Web having a growing importance as a complementary distribution platform and therefore with a possible role for the Telcos;
- in Information Technology (where Italy has a level of investment relative to its GDP which is significantly lower than that of the United States or of other European countries), a strengthening of the Telco operators is expected also through partnerships and acquisitions;
- in the Consumer Electronics market, the cell phones with greater functionality (such as the iPhone) distance the relationship between the customer and telecommunications operators, and other terminals, such as the games console, compete with the Telcos for the role of net enabler on the living room screen;

- the Over The Top operators, represent the most significant threat to the Telco s because of their capacity to diversify, their capacity for rapid scale, their disruptive business model (free for the customer and based on advertising) and their intensive use of their knowledge of the customer.

So far as converging markets are concerned, the current positioning of telecommunications operators evidences, to differing degrees according to their respective structural characteristics, a focus on infrastructure services in the IT market, a role as distributor of premium content with IPTV, a significant presence in online advertising and the development of web 2.0 Smartphone applications in the Consumer electronics/devices market.

### ***Competition in Fixed Telecommunications***

The fixed-line telecommunications market is characterized by strong competition between operators centered on their capacity to innovate service offerings through the introduction of voice/broadband packages (double play) and voice/broadband/IPTV packages (triple play). This evolution is possible due to the competitors shift from an essentially reseller approach (carrier selection/carrier pre-selection for voice services and Wholesale for ADSL) to an approach based on control of infrastructure (Local Loop Unbundling (LLU) and wholesale line rental). There is also an increasingly evident trend of fixed/mobile convergence: many fixed operators are today also MVNOs (Mobile Virtual Network Operators) and offer integrated fixed-mobile services.

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

In 2009, there has been a continuation of the migration of customers from fixed telephony to mobile telephony services and to alternative communications solutions (messaging, e-mail, chat etc.). For some years, for both private consumers and small and medium businesses there has been a progressive substitution of the mature traditional voice services with content and value-added services based on the Internet Protocol (IP), the spread of which is favored both by the use of Internet and by changes in customer preferences and by the penetration of broadband and the PC, as well as by the quality of the service.

The competitive scenario in the Italian market for fixed telecommunications is dominated both by Telecom Italia and by a number of operators with differentiated business models and with a focus on differing segments of the market:

- Wind-Infostrada, an integrated fixed-mobile operator focused on the retail mass market segment;
- Fastweb, an operator focused on the positioning as technological leader offering broadband double and triple play packages with high value-added to retail and corporate customers, also offering mobile telephony services as an MVNO with H3G;
- Tiscali, an operator focused on broadband services with dual play packages *semplici e convenienti*, also has a mobile telephony offering as the MVNO *Tiscali Mobile* with Tim;
- TeleTu (formerly Tele2, purchased by Vodafone), positioned as price leader with entry-level plans for voice and broadband;
- Vodafone, focused on the 2Play package (Vodafone Station) and on fixed-mobile cross-selling activities;
- BT Italia, focused on business customers and ICT packages, also offering mobile telephony services as an MVNO with Vodafone.

At the end of 2009, fixed accesses in Italy numbered approximately 22.6 million, substantially in line with 2008. The growing competition in the access market has led to a gradual reduction in Telecom Italia's market share of retail voice traffic volumes.

With respect to the Broadband market, at December 31, 2009, broadband fixed-line customers reached a total of approximately 12.3 million with an approximately 54% penetration of fixed accesses. In 2009, growth in fixed-line Broadband suffered a slight decline compared to the changes of the preceding years due to a generalized preference of operators to increase the penetration of flat-rate plans (dual/triple play) with greater value-added rather than to pursue a massive diffusion of free offers. Broadband penetration is driven by the increasing demand for speed and for activation of new *over IP* services (voice over IP, Content, Social Networking Services, Online Gaming, LAN points, IP Centrex, etc.).

Data transmission services which are the main component of the Top customers market and which are characterized by the re-designing and upgrading of internet accesses with high or very high data transmission capacities and by medium and large sized private data networks, have felt the effects of competition experiencing a contraction in average prices while operators' market shares have remained substantial stable.

*Competition in Mobile Telecommunications*

For many years in Italy, the growth in mobile telecommunications substantially offset the decline in revenues from fixed telephony; however, the mobile market has become increasingly saturated and mature in its traditional component of voice services (at December 31, 2009, mobile lines in Italy numbered around 89.2 million, a decline of 3% from 2008 and with a penetration rate of approximately 148% of the population).

Alongside the progressive contraction of traditional voice and messaging services there is, however, significant growth in data and value-added services.

This is the situation of Mobile Broadband which has been in the last two years, and will increasingly be in the medium term future, the main strategic and commercial opportunity for the mobile telecommunications industry, able to offset the erosion in the traditional components of revenues such as voice and messaging. In 2009, in Italy, there was significant growth in mobile broadband customers which at the end of the year numbered approximately 11.3 million, with a penetration rate of 12.7% of mobile lines.

## **Table of Contents**

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

### **Business Units**

Alongside the established innovative services in their full growth phase, such as Mobile Broadband, there are various other market areas with significant medium term growth potential, for example: Mobile Advertising, Mobile Content (e.g. Social Networking), Mobile Payment and Location Based Services.

The development of the mobile telecommunications market depends therefore on a number of factors, in particular:

- competitive and regulatory pressure on retail and wholesale prices;
- the development and introduction of new and alternative technologies for mobile telephony products and services (for example, mobile broadband);
- the success/attractiveness of these new technologies.

The competitive situation in the Italian mobile telecommunications market is dominated by Telecom Italia and also by the following infrastructured operators which are focused on different segments of the market or have different strategies:

- Vodafone, strategy/perception as an innovative operator, attentive to the customer and strongly focused on the youth cluster;
- Wind, focus on cost conscious segment with a portfolio of simple plans with immediate benefits for the customer;
- H3G, operator focused on advanced value-added services (VAS) with competitive pricing (for example micro browsing, mobile broadband and mobile content).

Telecom Italia's market share of total mobile lines was 34.2%, down compared to December 31, 2008 (38%).

#### **4.2.2 BRAZIL**

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

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

On December 30, 2009, Tim Participações finalized the acquisition of Intelig from JVCO Participações (a subsidiary of the Docas group). Intelig is the domestic and international Brazilian telecommunications operator for long-distance and data transmission services. From an industrial standpoint, the acquisition is important because it will strengthen and complete the existing offering and optimize resources due to the synergies generated by the integration of the two networks. Intelig, in fact, possesses an important fiber optic network (about 15,000 kilometers) found in major Brazilian cities and has its own extensive carrier network (backbone).



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

On December 31, 2009, the merger by incorporation of Tim Nordeste S.A. in Tim Celular S.A. was concluded with a view towards the continuation of the process for the simplification of the corporate structure aimed at the rationalization of business activities.

**v KEY FACTORS**

The Tim Brasil group covers an area containing over 169 million of Brazilians 191.5 million inhabitants. Mobile operating subsidiaries have approximately 41.1 million customers located in each of the Brazilian states and in the Federal District. On December 31, 2009, its combined penetration reached approximately 90.2% of the Brazilian population and our combined market share totaled approximately 23.6%.

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.

The table below sets forth, for the periods indicated, the number of lines of the Brazil Business Unit:

	As of and for the years ended December 31,		
	2009	2008	2007
Number of lines at year-end (thousands)	41,102	36,402	31,254

**v COMMERCIAL DEVELOPMENTS**

In 2009, the Tim Brasil group relaunched its positioning and its sales strategy, which was directed to:

- brand strategy and positioning: the company has designed a communication format centered on three pivotal points: network coverage and quality, attractive rate packages and improved handset portfolios;
- prepaid segment: Tim Brasil improved the attractiveness of the Infinity plan, extending the pay per call concept to long-distance calls and the community concept which counts more than 41 million customers in all the Brazilian states. The Infinity plan offers continuity to the growth of MOU (minutes of use) on a client base that represents more than 50% of the global prepaid base (17 million). Also with the aim of encouraging the use of the service, a prepaid refill incentive has been launched called recarga imperdível Tim. In order to achieve greater penetration of TIM plans in the competitive environment of certain key markets, TIM launched some special packages under the Infinity plan such as in Rio de Janeiro where the price per minute has been reduced to 0.25 Brazilian reais until the end of 2016;
- business segment: the advertising campaign was created to publicize Tim Empresa Simples (Tim Simple Business), a converging plan in which mobile, fixed and broadband services are included in a single invoice. In September 2009, Liberty Empresas was launched following the use of the community concept, with a monthly charge that gives the right to unlimited traffic (on net local and long-distance

calls) and national roaming at no additional charge;

- Tim-Chip: beginning July 2009, the clientele was offered the possibility of buying a new cell phone at a higher price, receiving a discount on traffic. The strategy, which shifts the customer's attention from the usual handset subsidy to services, offers the client more options and flexibility. In the fourth quarter of 2009, about 50% of new postpaid customers were acquired in this manner;
- handset portfolio expansion with highly innovative features: products were launched such as Samsung Galaxy (the first cell phone with Android - Google's mobile software) and the iPhone 3G. Tim is the leader in iPhone sales in the Brazilian market;
- Data segment: Tim Brasil continues with incentives to promote data traffic use by its customers. In the fourth quarter of 2009, the most attractive package of the Brazilian market was launched in which 100 MB of data costs 9.90 Brazilian reais. In December 2009, the TIM Wi-Fi plan was launched for internet access in public hot spots based on various time frames: 24 hours, 7 days or unlimited access for a monthly subscriber fee of 23.90 Brazilian reais.

**Table of Contents****Item 4. Information On The Telecom Italia Group****Business Units**v **MARKETING AND DISTRIBUTION**

Our services are marketed through the largest distribution network in Brazil with over 8,957 points of sale, of which approximately 60 are own stores. In addition, we have over 365,543 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**

For the main regulatory developments which occurred in 2009 that may have an economic impact on the Brazil Business Unit, please see Item 4. Information On The Telecom Italia Group 4.3 Regulation .

v **COMPETITION**

On December 22, 2009, Anatel launched the public consultation ( CP-50 ) aimed at establishing criteria and procedures for the introduction of MVNOs (Mobile Virtual Network Operators) in the Brazilian market. The virtual mobile operator is authorized to offer mobile communications services without obtaining a license for the radio spectrum and using the platforms and/or infrastructures of an existing mobile operator.

The CP-50 proposes two models of virtual operator, in each case based on commercial agreements:

- **Credentialed MVNO** : a service provider which contributes to value creation and distribution of the services of the original mobile operator.
- **Authorized MVNO** : a telecommunications operator in the full sense (in terms of rights and obligations) which obtains authorization to provide services based on an agreement with an existing mobile operator for the shared use of infrastructure.

The public consultation process provided the submission to Anatel up until March 22, 2010 of any comments on the proposal, and the beginning of the project is expected by July 2010.

v **OTHER RELEVANT INFORMATION***Acquisition of Intelig Telecomunicações Ltda*

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

On April 16, 2009, agreements were sealed between the Tim Brasil group and the Docas group for the indirect acquisition of control of Intelig Telecomunicações Ltda, the domestic and international Brazilian telecommunications operator for long-distance and data transmission, through the merger by incorporation of the parent of Intelig (Holdco Participações Ltda) in Tim Participações S.A..

On August 11, 2009, Tim Brasil received approval for the acquisition project from Anatel, with a deadline of 18 months so that identical licenses could be eliminated in some of their geographic areas.

On December 30, 2009, with the special general shareholders meeting, Tim Participações and the Docas group (the parent of JVCO Participações) finalized the acquisition process for 100% of Intelig shares.

As a consequence, Tim Participações issued 127.3 million new shares (43.4 million ordinary shares and 83.9 million preferred shares) allocated to JVCO Participações and as of December 31, 2009 fully consolidated Intelig into its consolidated financial statements.

### **4.2.3 MEDIA**

In 2008, the Telecom Italia Media group changed its organizational structure to establish a focused and specific presence over La7 and MTV as a result of the increase in the number of channels and products available on

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

several distribution platforms (Free to Air, Web, satellite and Mobile), as well as the different editorial content and programming of La7 and MTV. It was therefore decided to more visibly distinguish the attributions of responsibility between the two companies; consequently, beginning January 1, 2009, the manner of presenting the separate income statement results and financial position was revised so that three specific business segments have been identified as follows:

- **Telecom Italia Media S.p.A.:** activities relating to La7 and the Telecom Italia Group's Digital Content which develops and creates content for the IPTV, DVB-H and Web platforms;
- **MTV Group:** activities relating to MTV broadcasting, the Playmaker production unit, the musical platforms via satellite, the Nickelodeon and Comedy Central satellite channels, MTV Mobile and multimedia (Web);
- **Network operator (TIMB Telecom Italia Media Broadcasting):** assets for the management of the Group's analog and digital networks and hosting service on digital multiplexes.

On December 1, 2008, Telecom Italia Media S.p.A. sold the Pay-per-View business segment and, in May 2009, as part of the actions designed to regain profitability as set out in the Group's Industrial Plan, sold a 60% stake in Telecom Media News which controls the APCom press agency, one of the major operators in primary national news, to the company Sviluppo Programmi Editoriali S.p.A. (E.P.S. group).

As of December 31, 2009, the Business Unit was organized as follows:

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

	As of and for the years ended		
	2009	December 31, 2008	2007
<b>Media</b>			
La 7 audience share Free to Air (analog mode) (average during the period, in %)	3.0	3.1	3.0
La 7 audience share Free to Air (analog mode) (average of the last month of the period, in %)	2.9	3.0	3.1

v **MAIN CHANGES IN THE REGULATORY FRAMEWORK**

For the main regulatory events which occurred in 2009 that may have an economic impact on Media Business Unit, please see Item 4. Information On The Telecom Italia Group 4.3 Regulation .

**4.2.4 OLIVETTI**

The Olivetti group mainly offers products and services relating to digital printing systems and ink-jet office products, specialized applications for the banking field and commerce and information systems managing forecast games, electronic voting and e-government. The group also develops and manufactures products using silicon technology (ink-jet print heads and Micro Electro-Mechanical Systems (MEMS) and industrial applications) and is

## **Table of Contents**

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

### **Business Units**

also present in the field of document services (digital management of company documents), caring services (specialist help-desk) and technical assistance. Starting from the second half of 2009, activities were undertaken to expand and diversify the offerings of the Information Technology sector by concentrating on the development of software solutions and applications services for businesses and public administrations and also qualifying devices.

The market of the Business Unit is focused mainly in Europe, Asia and South America.

As of December 31, 2009, the Olivetti Business Unit was organized as follows (the main companies are indicated):

(\*) Liquidated on January 28, 2010.

#### **4.2.5 INTERNATIONAL INVESTMENTS**

##### **v BBNed Group**

The BBNed group consists of the parent, BBNed N.V., and its two subsidiaries, BBeyond B.V. and InterNLnet B.V..

BBNed offers a complete portfolio of high-quality, reliable DSL broadband 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 31 December 2009, there were 45 thousand Alice customers.

During 2009, the Dutch DSL market featured a steady recourse to promotions, with the development, albeit limited, of the penetration of fiber accesses.

Cable operators responded with aggressive sales policies also making the most of the introduction of EURODocsis 3.0 technology which allows greater connection speed compared to previous offers.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

In this competitive scenario, BBNed maintained its positioning as an active operator in the different markets, retail and wholesale, and customer segments (the business segment with the BBeyond brand and the consumer segment with the Alice and InterNLnet brands), taking action on:

- technological evolution of network infrastructures and rationalization of IT systems;
- improving the margins of rate plans;
- customer loyalty and retention activities; and
- operating efficiency, rigid control over costs and the assessment of the return on investments.

### v **OTHER INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD**

- **TELECOM ARGENTINA GROUP**

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



**Table of Contents**

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

**Business Units**

The group operates in the sectors of fixed and mobile telecommunications, internet and data transmission in Argentina and also offers mobile telephone services in Paraguay.

At December 31, 2009, land lines in service (including installed public telephones) were about 4,364,000, a slight increase compared to December 31, 2008 (4,299,000).

With respect to BroadBand, accesses totaled approximately 1,214,000, growing about 18% compared to the end of 2008 (1,032,000).

In the mobile business, the customer base of the group reached approximately 16,257,000 customers at December 31, 2009 (of which, more than 11% in Paraguay), with an increase of more than 13% compared to year-end 2008 (14,375,000). The number of postpaid customers increased by 4% compared to the end of December 2008, and continues to account for about 28% of the total customer base. Migration of mobile customers from TDMA, which was still used by only a small number in Paraguay at December 31, 2008, to GSM technology was completed during the period and is now used by 100% of customers.

For details about the current status of legal and regulatory proceedings relating to Telecom Argentina please see Note Contingent liabilities, 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.

**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.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

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 received annual fees of 692,000 euros (for fixed line technical assistance) and 996,562 euros (for mobile technical assistance) under each agreement respectively and certain other fees for specific services provided equal to 1,385,000 euros. The level of the fees earned over the last two years is set forth in Note Related Party Transactions of the Notes to our 2009 Consolidated Financial Statements included elsewhere herein. The technical agreement with respect to fixed line services, expired at the end of 2009, has been renewed for the period 2010-2011 and the technical agreement with respect to wireless services will expire at the end of 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 2009 Consolidated Financial Statements included elsewhere herein.

At December 31, 2009, the number of land lines in service (also including installed public telephones) was approximately 1,119,700, a slight increase compared to December 31, 2008 (1,088,100). Of the lines in service, 51,900 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, 2009, the number of Internet and data customers has reached 27,400 accesses, almost 6% higher than at year-end 2008 (25,800 accesses).

**Table of Contents**

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

**Business Units**

In the mobile business, the customer base exceeds 621,100 users at December 31, 2009, an increase of more than 87% compared to December 31, 2008 (331,700 units). The number of customers with postpaid contracts constitutes almost 95% of customers base and is equal to 589,600 (303,600 at December 31, 2008). The performance for the year benefits from the considerable reduction in activation charges which occurred on December 11, 2008 and May 18, 2009.

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.

**4.2.6 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 and Item 4. Information on the Telecom Italia Group 4.2.2 Brazil .

**Table of Contents****Item 4. Information On The Telecom Italia Group****Regulation****4.3 REGULATION****The E.U. regulatory framework**

Business undertaken by Telecom Italia in the European Union is subject to the EU framework on telecommunications regulation which includes directives, regulations, recommendations and opinions. As such, as a member of the EU, Italy is required to implement directives issued by the EU, which directives may take effect automatically on a member state. Regulations adopted at the EU level also have general application and are binding and directly applicable on EU member states. Recommendations, on the other hand, are not legally binding although politically important.

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 and 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, complemented the set of legal instruments 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 seven. In particular: 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 significant market power (**SMP**) according to specific EU guidelines. A company is deemed to have SMP 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.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The EU legal framework has been recently updated. In November 2007, the Commission adopted review proposals of the five directives defining the regulatory principles for the sector (i.e. the Framework, Access, Authorisation, Universal Service and E-Privacy directives), with the aim to define the new European regulatory framework for the upcoming years.

New EU telecoms rules have officially become EU law following their publication in the Official Journal of the European Union of December 18, 2009. The Reform Package is composed of the Better Regulation Directive (Directive 2009/140/EC, amending the Framework, Access and Authorization directives) and the Citizens Rights Directive (Directive 2009/136/EC amending the Universal Service and E-Privacy directives and the Regulation 2006/2004 on Consumer Protection Cooperation) that will need to be transposed into national laws of the 27 EU Member States by May, 25 2011 and by the Regulation which is directly applicable establishing the new European Telecoms Authority called Body of European Regulators for Electronic Communications (**BEREC**) .

**Table of Contents**

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

**Regulation**

**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 );
- Data Protection Code (Legislative Decree No. 196/2003), modified by Law 166 of November 20, 2009;
- 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 206 of September 6, 2005 ( **Consumer Code** );
- 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;
- Law 69 of June 18, 2009, containing in Article 1 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 (Decree Law 85 May 16, 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 certain undertakings relating to its access network ( **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.

With the Decision n. 718/08/CONS AGCom approved Telecom Italia Undertakings which are divided into fourteen main groups.

## Table of Contents

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

### **Regulation**

Overall, the Undertakings pursue four main goals:

- to offer additional guarantees of equal treatment between Telecom Italia's commercial functions and other electronic communications operators that purchase wholesale access services from Telecom Italia ( **Operators** );
- to provide benefits to Operators and final users, through the qualitative development and improvement of the fixed access network and of related services;
- to make the evolution of Telecom Italia's fixed access network more transparent for the Operators;
- to ensure the maintaining of competitive conditions in the migration towards new generation networks.

Following the AGCom 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 is assessed.

At the beginning of 2008 Telecom Italia created the Open Access department, a separate business unit focusing its activities on the Undertakings implementation. In order to ensure internal-external equal treatment its adopted actions have focused on three main areas of intervention:

- technical-organizational: solutions for the improvement of internal processes for delivery and assurance of SMP services have been adopted;
- cultural-behavioral: a Code of Conduct has been defined and intensive training activities have been carried out in order to spread the principles of internal-external equal treatment;
- economic-regulatory: the drafting of service contracts and transfer charge for the implementation of the economical treatment equality is underway.

The Undertakings implementation, their complexity and their impact on the stakeholders system, has required the creation of a governance system where each body has a specific role.

In particular, the following bodies have been created: an independent body (the Supervisory Board) and the Undertakings Monitoring Group for the monitoring of the working progress (Office of Telecommunications Adjudicator Italia - **OTA Italia** ), whose mission is to prevent and resolve disputes between operators and the Next Generation Network Committee submitting proposed solutions on technical, organizational and economic issues for the transition to NGN networks.



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

As planned, Telecom Italia has fully implemented, as of March 31, 2010, technical Undertakings concerning the new delivery process for SMP services, additional procedures for the management of co-location services, new procedures for the management of wholesale users and a performance monitoring system for SMP services.

Positive judgment on the implementation by Telecom Italia of the Undertakings to date has been expressed by the Supervisory Broad in its first Annual Report.

### *Market analysis*

During 2006 and 2007, AGCom concluded the first round of analyses of the markets of the electronic communications sector, as identified by the EC 2003 Recommendation, and designated Telecom Italia as SMP in the mobile voice call termination market and in all fixed markets. 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/network 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 analyses to determine whether to maintain, amend or withdraw the obligations on Telecom Italia in force. Also, markets, not included in the revised Recommendation, with remedies in place, have been re-assessed in order to justify either the withdrawal or the keeping of regulation. Therefore AGCom reviewed more than 7 markets in its second round market analyses. During 2008, AGCom concluded the market analyses of the wholesale mobile

---

**Table of Contents**

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

**Regulation**

markets (call termination, and access and call origination, while, as to international roaming the EU Regulation is applied and AGCom has not reviewed this market). The market analyses proceedings, for the fixed markets, suspended until the AGCom approval of Telecom Italia's Undertakings, are almost completed and they should be concluded by 2010.

The major developments in 2009 regarding markets in the electronic communications sector are described below.

***Retail fixed markets***

As a result of the first round of fixed retail market analysis 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).

At the end of 2009, AGCom concluded the second round analyses of the international calls market and of the minimum set leased lines market and issued decisions to deregulate both such retail markets withdrawing all ex ante obligations for Telecom Italia from 2010.

During 2009, AGCom also concluded the second round analyses of the retail and wholesale access markets, where it found lack of competition and designated Telecom Italia as SMP. In December 2009, the AGCom issued decision 731/09/CONS setting out the remedies to be imposed on Telecom Italia, including the Telecom Italia Undertakings.

As to the retail access market, the AGCom reduced regulatory constraints removing, from 2010, the price cap mechanism used for controlling residential and business subscriber monthly fees, which are now subject only to a price test (currently under review) to ensure replicability by an efficient OLO. At the same time, AGCom maintained the obligation to notify prices and conditions 30 days in advance of the commercial launch (instead of the previous 60 days), but a clause of tacit consent at the end of the notice period has been introduced. As for bundling services, the previous prohibition has been withdrawn as a consequence of the diffusion of the Telecom Italia's WLR offer.

AGCom carried over Telecom Italia's obligation to provide WLR service, only in the areas where disaggregated access services are not offered, with a price calculated according to the Network Cap method, for the period 2010-2012, based on a BU-LRIC model, instead of the previous retail-minus regime.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

With reference to the retail national calls markets, with Decision 95/10/CONS, of March 25, 2010, published in the Official Journal of April 9, 2010, AGCom has launched a public consultation on the analysis of the local, national and fixed-mobile telephony services markets for residential and business subscribers. The draft decision under consultation notified also to the EU Commission provides for the withdrawal of the regulatory obligations imposed on Telecom Italia in the previous round of market analysis (such as price cap). The removal of some of the obligations currently in force will be effective after six months from the publication of the final decision (transitory period). AGCom proposes also to introduce ex-post replicability tests to assess the Telecom Italia's offers. The methodologies to implement the replicability tests are under review within a specific proceeding and a public consultation on that issue closed in mid February 2010 (Decision 667/09/CONS).

Beginning February 1, 2009, Telecom Italia raised the monthly subscriber charge for its residential clients from 12.14 euro to 13.40 euro. This increase was authorized by AGCom with Decision 719/08/CONS published in the Official Journal of January, 7, 2009.

**Table of Contents****Item 4. Information On The Telecom Italia Group****Regulation**

Following AGCom's approval of the increase in the residential subscriber charge, the price of the WLR subscriber charge of the POTS line was also increased on February 1, 2009 from 10.68 euro/month to 11.79 euro/month (excluding VAT).

***Wholesale fixed markets***

The first round of market analyses for fixed wholesale markets was concluded in 2006. In particular, the markets were as follows: Call origination (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 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 has been applied to calculate the prices of wholesale call origination, termination and transit services and of unbundled network-access services (i.e. Local Loop Unbundling LLU and Shared Access). This mechanism has also applied to circuits, with the aim of ensuring that cost orientation is used to calculate the prices of the termination and long-distance circuit segments.

With reference to the Unbundled access, in March 2009 AGCom approved the price for LLU services for the year 2009 on the basis of cost orientation, as the network cap expired at the end of 2007, starting from January 1, 2009. The 2009 LLU Reference Offer increases the monthly fee to 8.49 Euro/month with an increase of 0.85 Euro/month compared to 2008.

With reference to BroadBand access, in November 2009 AGCom approved the 2009 Reference Offer for bitstream services with a price decrease as of January 1, 2009 of the ADSL access fee (from 8.5 euro/month for the year 2008 to 8.0 euro/month for the year 2009), of the backhaul bandwidth fee (average of 9% for ATM and 44% for Ethernet) and of *una tantum* contributions. The prices of the symmetric accesses for the year 2009 remained unchanged in respect to the year 2008.

Following the conclusion of the second round of market analyses of the wholesale Access market, in December 2009, with the Decision 731/09/CONS, AGCom confirmed the current regulatory system relative to the wholesale access obligations to the copper infrastructure (unbundling and bitstream), whereas, with regard to the determination of prices, it reintroduced for the period 2010-2012 a network cap mechanism, based on a BU-LRIC model, currently under consultation with the Decision 121/10/CONS (see below). Furthermore, AGCom introduced some obligations for the access to NGN infrastructures and, in particular, introduced the access obligation to ducts and dark fiber at fair and reasonable prices under AGCom supervision and the bitstream access on FTTX (implementation conditions to be defined after the publication of the EC Recommendation on NGN and Guidelines by the NGN Italian Committee). Measures related to the next generation network should be adopted in 2010.

On April 27, 2010, with the Decision 121/10/CONS, AGCom launched a public consultation on the definition of a new cost model for the determination of the tariffs to be applied for the period May 1, 2010 – December, 31 2012 to the following wholesale services: unbundling,

bitstream and WLR and on the calculation of the Weighted Average Cost of Capital (WACC) value for the same period. The proposed values have been derived from the new BU-LRIC cost model and, in particular, for ULL service, the AGCom has proposed the following monthly fees: 8.70 euro/month as of May 1, 2010; 9.26 euro/month as of January 1, 2011; 9.67 euro/month as of January 1, 2012. Those values, under consultation, are however subject to the final verification by AGCom of the compliance of two conditions: the quality improvement of Telecom Italia's copper network and the upgrading of the access network in the prospect of new generation networks. As far as the WACC to be applied to the Telecom Italia wholesale fixed line services, the proposed value is 9.36 %.

With respect to migration between operators, AGCom has revised fixed-line customer migration rules, substantially reducing migration times (which should not take more than ten working days, as of November 2009, to be further reduced to five days as of March 2010, in particular with reference to the so called Phase 2 of the process where the donating operator verifies the recipient's migration request). Moreover, in cases of unrequested migration, the user will have the right to re-establish, free of charge, the previous configuration

**Table of Contents****Item 4. Information On The Telecom Italia Group****Regulation**

within five working days. Finally, in order to prevent activation of services not requested by retail customers, fixed-line operators must introduce by March 1, 2010 an individual security code. The code must be provided to the customer when the client signs the contract for the access service.

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 which should lead to symmetric termination rates with Telecom Italia by July 2010 (at the maximum level of 0.057, for SGT). 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.

With respect to Telecom Italia, wholesale tariffs for call origination, termination and transit, the network cap mechanism, imposed following the first round of market analyses on Telecom Italia, expired at the end of 2009. AGCom has concluded the second round market analyses for all those markets and in particular for origination and termination services in the fixed network with Decision 179/10/CONS of April 28, 2010, has introduced a BU-LRIC model, as required by the Commission Recommendation, for the definition of termination prices for the year 2012. In the same Decision, AGCom has also provided the new wholesale tariffs for the year 2010, and for the year 2011 the prices will be defined at an efficient cost level on the basis of 2007 cost accounting data. All the prices provided for call origination are equal to the ones for call termination. AGCom also confirmed its previous decision no. 251/08/CONS to impose symmetric call termination rates between Telecom Italia and infrastructured alternative operators, as of July 1, 2010, at Telecom Italia's SGT price level.

With respect to transit services, with Decision 180/10/CONS of April 28, 2010, AGCom has identified the two following markets: 1. Local conveyance and Transit market (it includes the single transit service involving only one switch and the transit service between two or more switches located in the same telephone district and the transit services provided jointly with the originating or terminating service) and 2. National conveyance and Transit market (it includes transit services between two or more switches located in different telephone districts, also when provided jointly with the originating or terminating service). While a withdrawal of the existing obligations has been provided for the national conveyance and transit service market, for the local conveyance and transit market AGCom has maintained the regulation.

With reference to the wholesale markets for trunk segments of leased lines and for terminating segments of leased lines, AGCom, with Decision 2/10/CONS of January 2010, found the market for trunk services competitive and decided to remove all the ex ante obligations. As to the terminating services market, AGCom defined the following two separate markets: A) Circuits provided between a Telecom Italia node and end user's premises; B) Circuits provided between a Telecom Italia node and a mobile operator's base station and decided to deregulate such market B, removing existing ex ante obligations from December 31, 2010. AGCom decided instead to maintain SMP regulation for Telecom Italia in the wholesale market for terminating segments of leased lines between a Telecom Italia node and the end user's premises (market A) keeping in place regulation under a network cap for the years 2010-2012. The starting values are the prices of Telecom Italia Reference Offers for the year 2009, approved by AGCom (published on February 11, 2010).

***Mobile markets***

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

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

With reference to the wholesale market for access and call origination on mobile networks, AGCom confirmed, in February 2009, that the analyzed market does not warrant ex ante regulation.

With reference to the wholesale market for voice call termination on mobile networks, AGCom adopted a Decision (n. 667/08/CONS) in November 2008, which provides a four year gradual decline of tariffs setting the Maximum Termination Rate (**MTR**) for each SMP Mobile Network Operator and will eliminate the current asymmetry with the third entrant in 2011 (5.3 cent/min) and with the last entrant in 2012 (4.5 cent/min). In the same Decision, AGCom also stated that it would develop, in 2009, and submit to public consultation a new cost model for MTRs, taking into account the EU Recommendation on the regulation of termination rates (approved in May 2009). After the new cost model is ready, AGCom could revise, with a new market analyses, the MTRs set by the above mentioned decision. It is currently provided that such changes would not be retroactive. Procedure for a BU-LRIC model development for MTR has been launched and should end in early 2011.

**Table of Contents****Item 4. Information On The Telecom Italia Group****Regulation**

As of July 1, 2009, Telecom Italia reduced its termination rates in compliance with the above mentioned Decision which set, for the first year of the glide path, a termination charge of 7,70 eurocents/min. for Telecom Italia and Vodafone, 8,70 eurocents/min. for the third player Wind and 11,0 eurocents/min. for the latest entrant H3G.

As a result of the change in the mobile termination prices, Telecom Italia gave customers, from July 1, 2009, a reduction in the cost of calls from a land line telephone to all mobile telephone operators, diversified according to the corresponding reductions in the mobile termination prices.

**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 (extended to European Economic Area countries), for a three year period, the following measures:

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

In June 2009, the EU Parliament and Council adopted a new Regulation (n. 544/2009) modifying the previous one. It provides for further progressive reduction of prices for voice call (retail and wholesale) and sets maximum prices also for SMS (at retail and wholesale level) and data (at wholesale level), to be applied within the 27 Member States as of July 2009. The new Regulation has also provided for stricter transparency obligations on data (retail) such as the introduction of a cut off limit, from March 2010, in order to prevent the bill shock . By March 1, 2010, customers need to make a deliberate choice in order to benefit from a cut-off limit (opt-in phase, implemented by Telecom Italia as of March 1, 2010). From July 2010, customers will have the cut-off limit by default.

The new rules will apply until the summer 2012. The EU Commission will review the regulation by June 2011.

***Mobile messaging and data services***

AGCom and the Competition Authority concluded, in May 2009, a joint investigation on SMS, MMS and mobile data without providing any regulatory intervention but inviting the operators to set retail and wholesale prices consistently with the maximum prices set by the EU roaming Regulation and pointing out the need for more transparency. Following the investigations by the Authorities and by the Government, mobile operators committed to voluntarily agree to a retail price cap for SMS at the level of the International roaming EU Regulation (13,0 cent/SMS, VAT included). In particular, Telecom Italia has offered to its customer base, since early 2010, a new tariff plan with SMS prices in line with international roaming and a voice per second billing without call set up.



In the Official Journal of March 2, 2010, Decision 696/09/CONS has been published launching a Public consultation on a draft decision concerning the harmonization measures with the principles of the EU Regulation on International Roaming and the consumers' protection. AGCom, taking note of the commitments offered by operators as to the SMS tariffs, proposes a draft decision aimed at extending the measures introduced by the EU Roaming Regulation also at national level, with particular reference to the cut-off safeguard thresholds.

***Mobile Number Portability and Pre-paid residual credit***

In November 2009, the measure introduced by AGCom with Decision 78/08/CIR published in December 2008, became effective which sets 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. In August 2009, the obligation of allowing the transfer of residual credit in case of mobile number portability became effective.

***Spectrum issues***

In October 2008, AGCom issued a Decision dealing with the procedure for the re-assignment and extension of the use of 900 MHz (the so-called 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

**Table of Contents****Item 4. Information On The Telecom Italia Group****Regulation**

technologies, equivalent and compatible according to the relevant applicable regulation) and the re-assignment of the 3 blocks of 2x5 MHz in the 2100 MHz band, returned to the Ministry by an UMTS operator who 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.
- 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 which ended on November 2009, related to the re-organization of the 900 MHz band. The second phase to run between September 2011 and December 2013 will concern the release of one 5 MHz block to be assigned to the 3G only mobile operators. This block should be used for 3G technologies with the introduction of roaming obligations.

After the approval, in July 2009, of the EC directive repealing the GSM Directive of 1987- published in the EU Official Journal on October 16, 2009, the authorization for refarming will be granted by the Ministry, following AGCom's advice, to the existing GSM operators, on request, if they are ready to activate an UMTS carrier in the GSM 900 MHz band on a part of the national territory including at least 20% of the population.

- **2100 MHz frequency band.** In June 2009, 3 blocks of 2x5 MHz were assigned, through a competitive selection procedure, for the offer of 3G services. Telecom Italia, Vodafone and Wind presented offers for 1 block each starting from the minimum value. Therefore there was no auction and the 3 blocks were assigned to the aforementioned operators. In particular, Telecom Italia paid 88,782,000.00 euros, Vodafone 90,210,000.00 euros and Wind 88,781,500.00 euros. The right of use has been granted to Telecom Italia by the Ministry for Economic Development on September 8, 2009.

***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.

With Decision 2/10/CIR, published on March 8, 2010, AGCom launched a public consultation (concluded on April 7, 2010) on its proposal to amend the National Numbering Plan. The most important issue concerns the possibility to assign rights of use of numbers to mobile virtual operators.

***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 a different alternative;
- 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;
- 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, etc.);
- a free service, available on request, which alerts customers if they exceed a pre-determined expenditure threshold.

## **Table of Contents**

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

### **Regulation**

#### ***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:

- the operators must declare the minimum speed of their BroadBand connection services and other information about the characteristics. The subscribers can rescind their contract if the speed of their BroadBand connection is less than the speed declared;
- since February 2010, operators must make statistical measures at regional level (for example speed data transmission; rate of failure in data transmission; rate of packet loss). They will start the measures in four regions (Toscana, Veneto, Puglia and Sicilia) and then progressively the measures will be extended to other regions.

The Decision also introduces a super-parties agency that will verify the operator's measures. Furthermore the agency will introduce a tool with which customers can measure the quality of their BroadBand connection.

#### ***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 AGCom's responsibility to verify the net cost. A fund set up by the Ministry of Communications is used to finance the net cost. Companies in the sector contribute to it, including Telecom Italia.

In March 2008, AGCom published a decision introducing a new method of calculation. Retroactive since 2004, it affects credits related to the Universal Service net cost of the years 2004, 2005 and 2006 which has been consequently re-calculated and submitted to AGCom under the new terms. Telecom Italia has communicated universal service net cost for the years 2007, 2008 and 2009.

#### ***Public Telephony***

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

In the Official Journal of April 2, 2010, Decision 31/10/CONS was published confirming that distribution criteria on the national territory of public telephones is no longer consistent with current social needs, AGCom removed any quantitative obligations for Telecom Italia. As a result, Telecom Italia after a communication to AGCom, local Administrations and interested citizens, will be authorized to remove up to 30,000 public telephones per year.

### *Accounting separation and fixed network cost accounting*

Operators having SMP are required to have an accounting system showing their costs in a transparent manner. Such operators must provide the AGCom annually with both descriptions and reporting of their cost accounting system to verify compliance with the provisions of the electronic telecommunications regulatory framework. Moreover, operators of fixed public networks and mobile networks and providers of fixed public voice telephony services, mobile telecommunications services and leased line services with SMP must keep a separate accounting system distinguishing between the activities related to the building and operation of public telecommunications network, the activities related to the provision of telecommunication services, the interconnection offering and the universal service provision.

The rules on Regulatory Accounting have been updated according to EC Recommendation of September 2005 on Cost Accounting and Accounting Separation, under the regulatory framework for electronic communications in order to comply with the new sector regulation, organized by relevant markets.

**Table of Contents**

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

**Regulation**

During 2009, the independent auditor appointed by AGCom to review Telecom Italia's accounting separation of the fixed network services for the years 2005, 2006 and 2007, completed its audit and delivered the requested audit reports to the NRA. Telecom Italia has also produced and delivered to AGCom the Regulatory accounts for the year 2008.

Reports of the Auditor were published by AGCom on January 2010; shortly after, according to the law, the audited regulatory accounting reports and the methodology for the years 2005-2007 were also published on the Telecom Italia website.

Regulatory accounting for the year ending December 2009, according to the law, will be prepared and delivered to the National Regulatory Authority after the Company's annual reports approved in the Shareholders' meeting.

***Accounting separation and mobile network cost accounting***

In the context of the procedure of second round analyses of the market for the termination of voice calls on individual mobile networks, AGCom required SMP operators to produce economic and quantitative data related to regulatory accounting methodologies for the setting of new Network Cap values.

During the year 2009, in compliance with Decision 3/06/CONS (for the years 2006 and 2007) and with Decision 667/08/CONS (for the year 2008) and in order to provide evidence of the costs underlying mobile termination services:

- accounts at historical costs for the year 2006 were delivered in January 2009;
- accounts at current costs for the year 2006 were delivered in March 2009;
- accounts at historical costs for the year 2007 were delivered in June 2009;
- accounts at current costs for the year 2007 were delivered in June 2009;
- accounts at historical costs for the year 2008 were delivered in July 2009;
- accounts at current costs for the year 2008 were delivered in July 2009.

In relation to auditing activities by the independent auditor appointed by AGCom:

- the Regulatory Accounts of the mobile network for the year 2006 at historical costs and current costs have been reviewed and concluded;
- the Regulatory Accounts of the mobile network for the year 2007 at historical costs and current costs have been reviewed and concluded.

In November AGCom (with the support of Europe Economics) ended the implementation of Long Run Incremental Costs in order to check the value of the glide path fixed by Decision 667/08/CONS. Consultation of LRIC Model has not yet begun.

#### ***AGCom fee for 2009***

In November 2008, AGCom issued the Decision on the payment of the fee for the year 2009, (1.45 of 2007 revenues of the communications sector, to be paid by April 30, 2009). Telecom Italia paid an amount of 20,617,391.15 euros.

AGCom Decision n. 722/09/CONS on the payment of the fee for the year 2010, setting the calculation methodology (1.5 of the 2008 revenues of the communications sector, to be paid by April 30, 2010) was published in the Official Journal of February 9, 2010.

#### ***Broadband and digital divide***

Law 69 of June 18, 2009, has introduced economic and legal measures to promote the expansion of broadband. In particular, the law provides for:

- a series of exceptions and corrections to the existing legislation to remove some legal obstacles and operationally facilitate the building of networks;
- a provision of up to 800 million euros (with 85% earmarked for the south of Italy) to complete a program for infrastructure work that the Government should deem necessary to technologically update the electronic communications network. Up to now the resolution by CIPE, that should have established the actual distribution of the fund and the relative amount has not been issued.

**Table of Contents**

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

**Regulation**

**4.3.2 PRIVACY AND DATA PROTECTION**

Telecom Italia must comply with Italy's data protection code (Legislative Decree No. 196/2003), which came into force on January 1, 2004.

The code is divided into three parts: 1) general data protection principles; 2) additional measures that apply to organizations in certain areas, including telecommunications; 3) sanctions and remedies.

The code applies to all processing within Italy and also affects organizations not based in Italy that use equipment located in Italy, such as computer-based systems.

According to the code, personal data shall be processed lawfully and fairly, kept accurate and up to date and must not be excessive or kept for longer than necessary. Therefore, information systems shall be configured by minimizing the use of personal data.

The data subject (any natural or legal person that is the subject of the personal data) shall receive a preliminary information on data processing purposes and modalities. Consent of the data subject is necessary to process personal data, except for specific cases (i.e. obligations imposed by law or by a contract with the data subject). Furthermore, the data subject has the right to access his/her personal data and to obtain information on the purposes and methods of the processing.

***Italy's Privacy Provisions Related to Specific Processing Operations of the Telecommunications Sector***

The above mentioned code has implemented the provisions contained in the E-Communications Privacy Directive of the European Union.

As for data retention, communications service providers (CSPs) are permitted to retain traffic data for a six-month period in order to deal with disputes over billing and subscriber services. CSPs are also required to retain telephone and telematic traffic data for the purpose of detecting and preventing crime. In the course of 2008, data retention terms were significantly reduced by Legislative Decree n. 109/2008. At present, data retention terms for crime prevention and prosecution are: 24 months for telephony traffic (fixed and mobile); 12 months for telematic traffic; 30 days for unsuccessful call attempts.

Traffic data must be kept and controlled in compliance with the general provision issued by the Italian Privacy Authority (*Garante*) on January 17, 2008 (as amended on July 24, 2008), which requires TLC operators to adopt strict security measures.



Customer profiling in the electronic communications sector is regulated by a provision adopted by the Italian Privacy Authority on June 25, 2009. CSPs must obtain the consent of the data subject for profiling based on identifiable data, while a prior checking of the Italian Privacy Authority is necessary to process aggregated data without data subject's consent.

#### 4.3.3 ANTITRUST IN ITALY

##### *Legislation on competition*

Telecom Italia is subject to Italian competition law.

Law 287 of October 10, 1990 ( Provisions for protecting competition and the market ) created Italy's *Autorità Garante della Concorrenza e del Mercato*, or Antitrust Authority.

The Antitrust Authority is responsible for:

- applying Law 287 of 1990 and supervising the following matters: a) restrictive agreements; b) abuses of a dominant position; and c) concentrations of enterprises;
- applying, whenever the necessary conditions exist, the corresponding European Law (Articles 81 and 82 of the EC Treaty);
- applying the standards of Legislative Decree 206 of 2005 with regard to unfair commercial practices;
- monitoring conflicts of interest in the case of people holding government posts.

## **Table of Contents**

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

### **Regulation**

In addition, article 14 of Decree Law 223/06, entitled "Supplementary powers for the Antitrust Authority", converted into law by Law 248/06, established that the Authority may impose the adoption of precautionary measures and declare obligatory the commitments made and presented by businesses, in order to eliminate any anti-competitive practices, simultaneously ending the proceedings with the finding of a non-violation.

#### **4.3.4 TELECOMMUNICATION REGULATORY FRAMEWORK IN BRAZIL**

The activities of the Telecom Italia Group in Brazil are subject to the General Law on Telecommunications (Ley General de Telecomunicações - LGT) of 1997 and the regulatory framework for the supply of telecommunications services promulgated by the Brazilian regulatory authority, Agência Nacional de Telecomunicações (ANATEL).

ANATEL is responsible for the regulation and implementation of national policy regarding the telecommunications sector with autonomy in relation to finances and decision-making and has a broad scope to guarantee competition and prevent concentration of services. ANATEL has the power to impose restrictions, limitations or conditions when granting concessions, permission or authorizations.

On January 1, 2002, the Brazilian telecoms market was liberalized and any operator can enter the market, although, it needs authorization from ANATEL to operate.

Four main players operate in the mobile market (Claro; Vivo; Oi; Tim Brasil) and compete nationwide. Third generation services deployment started in 2008.

#### ***Authorizations***

The authorizations for mobile telephony give the companies of the Telecom Italia Group (which operate under the brand name Tim Brasil) coverage of the entire Brazilian territory and include the possibility of offering long-distance calls.

In May 2007, Tim Celular, a company of the Telecom Italia Group, obtained the licenses to operate local fixed telephone networks throughout Brazil; this will also enable the Tim Brasil group to operate in the fixed telephone services market.

In August 2009, ANATEL gave its approval for the acquisition of the fixed line operator Intelig, which operates as a National and International Long Distance operator in Brazil and provide local fixed service in a number of regions in Brazil. According to the regulations, Tim Brasil and Intelig are obliged to solve the overlapping of the fixed service authorizations within 18 months from the acquisition, keeping only one authorization for class of service.

For details please also see Item 4. Information on the Telecom Italia Group 4.2.2 Brazil .

***Interconnection rules***

Telecommunication operators must publish a public offering of interconnection economic conditions and are subject to the General Interconnection Regulatory Framework promulgated by ANATEL in 2005.

Fixed line retail tariffs are subject to price regulation according to specific telecommunication and productivity factor indexing; fixed interconnection charges are regulated by a percentage of the retail price, while mobile interconnection charges are freely negotiated by operators with dispute resolution by the regulator in case of disagreement.

Interconnection agreements must be approved by ANATEL before they can be applied.

***Significant Market Power (SMP) and instruments for cost orientation***

In 2005, ANATEL issued a ruling for Accounting Separation and Cost Accounting , introducing the obligation of presenting the Account Separation and Allocation Document ( DSAC ) by the license holders and Groups holding significant market power in offering fixed and/or mobile network interconnection and wholesale leased lines ( EILD ). Starting from 2006, operators are delivering the requested information to ANATEL.

The application of Cost Oriented interconnection charges are expected in 2010.

**Table of Contents**

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

**Regulation**

*Main regulatory developments in 2009*

The Brazilian Government announced the intention to launch a National Broad Band Plan in 2010, to reach the total of 90 million BroadBand accesses in 2014 (30 million fixed accesses; 60 million wireless accesses).

ANATEL consulted stakeholders (October 2009) on the hypothesis to assign 140MHz in the 2.5GHz band to wireless and mobile BroadBand services. The 2.5MHz band is currently assigned to MMDS TV services.

ANATEL approved (November 2009) the decision on the methodology to calculate the weighted average cost of capital (WACC) of the Brazilian telephone sector that should be applied with the introduction of Cost Oriented interconnection charges.

ANATEL launched (December 2009) a public consultation on the introduction of mobile virtual operators in Brazil. The consultation ended March 2010.

ANATEL launched a public consultation (December 2009) on the draft text of the bid to assign a new portion of spectrum in the 2.1GHz band (3G services). The consultation ended in February 2010. The bid is expected for the second half of 2010.

*Main regulatory developments in the first quarter 2010*

ANATEL consulted stakeholders (February 2010) on an amendment to the rules regulating Mobile Operators Network Remuneration. According to the proposal, operators with a market share below 20% in each of the three regions in which Brazil is divided for mobile licensing purposes, should not be considered as Significant Market Power Operators in the wholesale market of mobile interconnection (according to the current rule, each mobile operator is considered as a Significant Market Power Operator in its own business area). If approved, this amendment may open the way to an asymmetric regulation of the mobile interconnection rates.

**4.3.5 BROADCASTING REGULATORY FRAMEWORK IN ITALY**

*Consolidated Act on Broadcasting (Legislative Decree 177, July 31, 2005) and Legislative Decree 44, March 15, 2010.*

Broadcasting activity in Italy is mainly regulated by the Consolidated Act on Broadcasting (Legislative Decree 177, July 31, 2005), recently amended by the Legislative Decree 44, March 15, 2010, implementing the Audio Visual Media Services (AVMS) Directive, which entered into force on March 30, 2010.

The new Decree 44 introduces changes to the audiovisual legislation in the areas of advertising and product placement, promotion of European works, short extracts rights, protection of minors, and extends regulation to non linear audiovisual services.

AGCom (the Regulatory Authority) will implement the new rules through regulation, including adjustment of authorisation titles already released to the new rules.

As regards advertising on linear services (tv channels) the rules on ads positioning have been liberalised, providing more freedom in the way advertising is inserted in tv schedules.

As regards the time limits for advertising, the Decree has substantially confirmed the hourly and daily limits for free to air tv channels, while it has reduced hourly limits for pay-tv channels which will have to gradually reduce advertising from 18% in a given hour applying in 2009 to 12% in 2012.

The Decree also allows for Product Placement, in line with the rules set by the Directive AVMS, which limit this opportunity to movies, fiction and sports programmes. The implementation rules will be set through self-regulation.

Protection of minors has been reinforced, in particular as regards pay-tv services and on demand services. All audiovisual media service providers will have to adopt a Classification System of contents directed at protecting minors.

## **Table of Contents**

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

### **Regulation**

The rules on promotion of European works have also been renewed and this will imply a new regulatory framework on transmission and investment quotas. Telecom Italia Media will be able, as in the previous regulatory framework, to apply for an exemption, in particular as regards quotas on programmes for minors and on Italian recent movies.

The Decree also amends the rule on secondary rights for independent producers, which will therefore be the object of new regulation and self-regulation. Telecom Italia Media positively evaluates this change as it will lessen the burden in terms of obligations towards independent producers.

Finally, in line with the Directive AVMS, the Decree extends regulation to non linear audiovisual services. An audiovisual media service provider is identified as the one having the editorial responsibility of the contents provided in the catalogue. A general authorisation is needed. AGCom will issue regulation on this matter by June 30, 2010.

As regards digital terrestrial television, Decree 44 entrusts AGCom to issue a plan for the implementation of a Logical Channel Numbering (LCN) for the digital terrestrial platform. So far, in the process of the transition from analogue to digital terrestrial tv and specifically in the areas where switch off has taken place, the absence of a LCN system has caused uncertainties for broadcasters due to conflicts on channel numbers. Therefore this is a critical issue for TIMedia channels, La7 and Mtv, which are positioned on number 7 and 8 respectively, as approval of a plan by the Authority will prevent problems in the next switch off areas (in the second half of 2010, 23 million people will be involved in the transition to digital tv).

#### ***Switch-off calendar***

The complete switch-off of analogue tv and conversion will take place by December 31, 2012. In 2009, complete Switch Off has taken place in the following Italian Regions: Sardegna, West Piemonte, Valle d Aosta, Trentino Alto Adige, Lazio and Campania. Switch off is planned in the second half of 2010 in Lombardia, East Piemonte, Emilia Romagna, Veneto, Friuli Venezia Giulia, Liguria, involving 23 million people and will result in 70% of the Italian population being digital.

#### **Digitalisation of broadcasting networks and frequencies**

In response to the EU infringement procedure 2005/5086 against Italy, the Government approved in June 2008, Law No. 101, which abolishes the special licensing regime for digital terrestrial network operators and introduces the authorization regime in line with the Code of Electronic Communications and the UE Directives.

As a consequence, the licenses granted have been converted to general authorizations lasting 20 years.

The European Commission has positively evaluated the changes introduced with law 101/08, but has asked that more spectrum resources should be assigned to new entrants (digital dividend). In response to these further requests, AGCom has established (Decision 181/09/CONS) the criteria for the complete digital conversion of the television terrestrial networks. At present the digital dividend consists of 5 DVB-T Networks to be assigned in two different tenders, one consisting of 3 Networks/Muxes and the other of 2 Networks/Muxes. AGCom has opened a consultation, yet to be concluded, on the criteria to be adopted in the two tenders for the assignment of the digital dividend. The consultation document presented a number of issues on which Telecom Italia Media has asked for changes. AGCom is also in the process of approving the National Plan of Assignment of the Frequencies ( **PNAF** ) necessary for the assignment of frequencies in the digital switch off areas as well as for the digital dividend tender. Telecom Italia Media Broadcasting ( **TIMB** ), the network operator of the Telecom Italia Media group, has been assigned 4 Muxes in Sardinia, the first switch off area. In the other switch off Regions, however, TIMB was assigned only 3 Muxes, in contrast with the rule setting a one-to-one conversion principle (1 analogue network = 1 digital Network). The Telecom Italia Media group has appealed against this decision in order to safeguard its interests.

*European Commission Market Test on Sky Italia commitments*

In 2003 the European Commission approved the acquisition of Telepiù by NewsCo, thus allowing for a single operator on satellite pay tv services, but imposed a number of undertakings in order to ensure that the pay tv market remained open.

**Table of Contents**

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

**Regulation**

One of these undertakings consisted in preventing Sky Italia from entering the digital terrestrial market both as network operator and as pay tv service provider.

Newscorp has recently asked the European Commission to remove the undertaking which prevents Sky Italia from becoming a digital terrestrial network operator so as to allow it to participate in the digital dividend beauty contest. The European Commission has issued a market test in order to receive evaluations from all stakeholders. The decision is yet to be released.

Such decision could change the market dynamics and the existing regulatory framework.

***Market 18 (co-location services)***

RAI and Mediaset, identified as holding a joint dominance in the analogue broadcasting market, have published a Reference Offer for co-location services of transmitters on analogue sites, as established by the AGCom Decision of April 2008, on market 18 . The Reference Offers could establish a benchmark for co-location prices for digital sites.

AGCom has launched, but yet not concluded, a new market analyses in March 2009, directed at deciding whether to eliminate, maintain or modify the above mentioned obligations.

***Sports rights and emerging platforms***

With Decision 665/09/CONS, the Authority has identified IPTV, DVBH, GSM, GPRS and UMTS as emerging platforms within the scope of the commercialisation of sports rights. Legislation in this area foresees special favour rules to access rights for emerging platforms.



**Table of Contents**

Item 4. Information On The Telecom Italia Group

Glossary Of Selected Telecommunications Terms

**4.4 GLOSSARY OF SELECTED TELECOMMUNICATIONS TERMS**

The following explanations are not intended as technical definitions, but to assist the general reader to understand certain terms as used in this Annual Report.

**2G (second-generation Mobile System).** Second-generation protocols using digital encoding and including GSM, D-AMPS (TDMA) and CDMA. 2G networks are in current use all over Europe and other parts of the world. These protocols support high bit rate voice and limited data communications. 2G networks technology offer auxiliary services such as data, fax and SMS. Most 2G protocols offer different levels of encryption.

**3G (third-generation Mobile System).** Third-generation wireless service, designed to provide high data speeds, always-on data access, and greater voice capacity. 3G networks allow the transfer of both voice data services (telephony, messaging) and non-voice data (such as downloading Internet information, exchanging email, and instant messaging). The high data speeds, measured in Mbps, are significantly higher than 2G and, 3G networks technology enable full motion video, high-speed internet access and video-conferencing. 3G technology standards include UMTS, based on WCDMA technology (quite often the two terms are used interchangeably) and CDMA2000.

**Access charge.** Amount charged per minute by national operators for the use of their network by operators of other networks. Also known as an interconnection charge .

**ADSL (Asymmetric Digital Subscriber Line).** A modem technology which converts existing twisted-pair telephone lines into access paths for multimedia and high-speed data communications. ADSL can receive Mbps and transmit over 832 Kbps in both directions. Such rates expand existing access capacity by a factor of 50 or more without new cabling.

**Analog.** A transmission which is not digital, e.g., the representation of voice, video or other not in digital form.

**ASTN (Automatically Switched Transport Network).** Emerging architectural standard for switched intelligent optical network for the management of the automatic signaling and routing of connection, auto-discovery and meshed optical network protection.

**ATM (Asynchronous Transfer Mode).** A BroadBand switching technology that permits the use of one network for different kinds of information (e.g., voice, data and video).

**Backbone.** Portion of telecommunication network with the highest traffic intensity and from which the connections for services in the local areas depart.

**Backhauling.** Infrastructure network connecting sites that host the equipment for user access (xDSL or other systems, also Wireless / Mobile). It can be realized in various ways depending on the band, topology and distance.

**Bitstream.** Wholesale BroadBand access service which consists of supplying an access to XDSL Telecom Italia network and transmission capacity to the network of another OLO.

**BroadBand services.** Services characterized by a transmission speed of 2 Mbit/s or more. According to international standards, these services are divided into two categories: (i) Interactive services, including videotelephone/videoconferencing (both point-to-point and multipoint); videomonitoring; interconnection of local networks; file transfer; CAD; highspeed fax; e-mail for moving images or mixed documents; BroadBand videotex; Video on demand; retrieval of sound programs or fixed and moving images; and (ii) Broadcast services, such as sound programs, television programs (including high-definition TV and pay TV) and selective document acquisition.

**Broadcast.** Simultaneous transmission of information to all nodes and terminal equipment of a network.

**BSC (Base Station Controller).** Interface with the MSC switching exchange. Has the task of supervising and controlling radio resources, both during the phase when a call is being set up and during the maintenance phase.

**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**BSS (Business Support System).** The system used by network operators to manage business operations such as billing, sales management, customer-service management and customer databases. A type of Operations Support System (OSS).

**BTS (Base Transceiver Station).** Radio base station which sends the GSM radio signal via the antenna to cover an area (cell) and coordinates one or more radio transceivers (TRX).

**Bundle.** Commercial offer including different telecommunication services (voice, BroadBand internet, IPTV, other) by an operator under the same brand. *Bundle Dual Play* offer includes fixed telecommunication services and BroadBand internet; *bundle Triple Play* offer is the bundle dual play integrated with IPTV; *bundle Quadruple Play* offer is the bundle triple play integrated with mobile telecommunication services.

**Carrier.** Company that makes available the physical telecommunication network.

**CATV (Cable television).** Cable or fiber-based distribution of TV programs.

**CDMA (Code Division Multiple Access).** A digital wireless technology used in radio communication for transmission between a mobile phone and a radio base station. CDMA was developed by Qualcomm, and commercially introduced in 1995. It enables the simultaneous transmission and reception of several messages, each of which has a coded identity to distinguish it from the other messages.

**Cell.** Geographical portion of the territory illuminated by a BTS: 900MHz / 1800MHz.

**Cellular.** A technique used in mobile radio technology to use the same spectrum of frequencies in one network multiple times. Low power radio transmitters are used to cover a cell (i.e., a limited area) so that the frequencies in use can be reused without interference for other parts of the network.

**Channel.** The portion of a communications system that connects a source to one or more destinations. Also called circuit, line, link or path.

**Client server.** Software program that is used to contact and obtain data from a Server software program on another computer. Each Client program is designed to work with one or more specific kinds of Server programs, and each Server requires a specific kind of Client. This configuration model is opposed to a Peer-to-Peer configuration, where the contact is performed on the same level.

**Closed User Group.** A group of telecommunications users that share a longstanding economic interest. This definition has arisen in a regulatory context; it permits the partial liberalization of some telecommunications services.

**CPS (Carrier Pre-selection).** Permits a customer to pre-select another operator as an alternative to Telecom Italia without dialing an identifying code.

**D-AMPS (Digital-Advanced Mobile Phone Service).** It is a digital version of AMPS (Advanced Mobile Phone Service), the original analog standard for cellular telephone service in the United States.

**DCS 1800 (Digital Communication System).** A derivative of the GSM cellular mobile telephone standard. 1800 refers to the frequency used of 1800 MHz. DCS 1800 is the European PCN standard.

**Digital.** A mode of representing a physical variable such as speech using digits 0 and 1 only. The digits are transmitted in binary form as a series of pulses. Digital networks are rapidly replacing the older analog ones. They allow for higher capacity and higher flexibility through the use of computer-related technology for the transmission and manipulation of telephone calls. Digital systems offer lower noise interference and can incorporate encryption as a protection from external interference.

**Digital divide.** The gap between people with effective access to digital and information technology and those with very limited or no access at all. The term encompasses among others: gaps in ownership of or regular access to a computer, internet access today primarily BroadBand, and related skills.

**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**Digital Home.** Fruition of a fully/partially automated house. Generally the term refers to the presence of a home network of Consumer Electronics equipment, personal computer and mobile devices that cooperate transparently, delivering simple, seamless interoperability that enhances and enriches user experiences in Internet access, multimedia, home tasks automation.

**Digital Terrestrial TV.** Digital Terrestrial Television Broadcasting is a new type of broadcasting technology that provides a more effective way of transmitting television services using a digital system instead of the existing analogue system.

**DSL Network (Digital Subscriber Line Network).** A network built on existing telephone lines with DSL technology devices which use sophisticated modulation schemes to pack data onto copper wires for connections from a telephone switching station to a home or office.

**DSLAM (Digital Subscriber Line Access Multiplexer).** The DSLAM denotes telecommunications equipment able to process digital signals of various clients and multiply them in a data link to the nodes of the Internet.

**DVB H (Digital Video Broadcasting Handheld).** DVB H technology combines digital video with the Internet Protocol (IP): contents are subdivided into packets using the same basic technology employed by the Internet. The use of IP technology allows the transmission of TV and radio programs, web pages, music and video games to smartphones/PDA s.

**DWDM (Dense Wavelength Division Multiplexing).** This is a technology for multiplying and transmitting different wavelengths along a single optical fiber contemporaneously.

**EDGE (Enhanced Data for GSM Evolution).** This is a powerful technology that increases the data transmission rate of the GPRS standard from rates of 30-40 kbit/s to more than 100 kbit/s and even up to 200 kbit/s with optimal radio conditions.

**Exchange.** See Switch.

**Flat rate.** The rate applied by providers to users surfing the web. It is usually a fixed monthly rate for a subscription to a specific Internet Service Provider, aside from the number of connection hours to the Net.

**Frame Relay.** A data transmission service using fast protocols based on direct use of transmission lines.

**FTT HOME, FTT CURB, FTT (Fiber to the ).** It is the term used to indicate any network architecture that uses fiber optic cables in partial or total substitution of traditional copper cables used in telecommunications networks. The various technological solutions differ in the point of the

distribution network where the fiber connection is made, with respect to the end-user's location. In the case of **FTT Curb** (Fibre to the Curb) the fiber connection reaches the equipment (distribution cabinet) located on the pavement, from where copper connections are run to the customer; in the case of **FTTHome** (Fibre to the Home), the fiber connection terminates inside the customer premises.

**Gateway.** A connection between the LANs and WANs of one or more suppliers. Can also mean the access nodes to international networks of various kinds.

**GGSN (Gateway GPRS Support Node).** Junction connecting an external packet network or GPRS system of a different mobile network.

**GRX (GPRS Roaming eXchange for Mobile Operators).** The GRX service allows Mobile Operators to interconnect GPRS networks around the world and offer global GPRS roaming coverage.

**GSM (Global System for Mobile Communication).** A standard for digital cellular telephony used in the world and working on 900MHz and 1800MHz band.

**GSM TIM Card.** A prepaid, rechargeable card which permits the TIM mobile customer to make outgoing calls up to the limit of the card and receive an unlimited number of calls.

**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**HDSL (High-bit-rate Digital Subscriber Line).** Technology for business customers which allows the provision of local loop circuits at higher speeds and lower cost than through conventional means.

**HSDPA (High-Speed Downlink Packet Access/UMTS Hi Speed Universal Mobile Telecommunications System).** UMTS evolution allows BroadBand connections up to 3.6 Mbps.

**HLR (Home Location Register).** Database where are recorded the customer data.

**Kvar (kilovolt amperes reactive).** Reactive energy: measurement system, expressed in kilovolt, of power losses in an AC electrical system.

**ICT (Information and communication(s) technology).** Broad area concerned with information technology, telecommunications networking and services and other aspects of managing and processing information, especially in large organizations.

**IEEE (Institute of Electrical and Electronics Engineers).** An organization of engineers, scientists and students involved in electrical, electronics and related fields. IEEE also functions as a publishing house and standards body.

**IMSS/MSEM (Italtel Multi Service Solution/Multi Service Element Manager).** It is a proprietary platform for the management of the whole network. Refer to a software switch that is compatible with many protocol type for IP communication and network interworking as SIP, H323, MGCP and H248. The supplier is ITALTEL.

**Interactive.** Allowing the user to change some aspect of the program.

**Internet.** The world's best-known data network. Initially used by the U.S. Department of Defense, the Internet now provides an interface for networks based on different technologies (LANs, WANs, data networks, etc.), but which use the TCP/IP protocol platform.

**Internet Protocol TV or IPTV.** The service provides the distribution of television channels over Internet connections using the IP protocol. More than just duplicating a distribution means, IPTV enables interactive services so that the viewer can interact with the show as it is broadcast.

**IP (Internet Protocol).** A set of communications protocols for exchanging data over the Internet.

**IP/MPLS (Internet Protocol/Multi Protocol Labeling Switching).** A packet switching protocol to optimize network behaviors of mapping Layer3 (IP) end-to-end data flow to Layer2 traffic between adjacent network nodes.

**IPTV (Internet Protocol Television).** A system that utilises the Internet Protocol infrastructure to transmit digital television content over a network and deliver it via a BroadBand Internet connection.

**ISDN (Integrated Services Digital Network).** A system in which several services (e.g., speech and data) may be simultaneously transmitted end to end in digital form.

**ISPs (Internet Service Provider).** A vendor who provides access to the Internet and World Wide Web.

**ITU (International Telecommunication Union).** The worldwide policy, spectrum regulation and standardization body in telecommunication operating under the auspices of the United Nations.

**LAN (Local Area Network).** A private network that covers a local geographic area and provides public telecommunications services as well as interconnection between personal computers.

**Local Loop.** Copper wire-couple, through which the telephone connection reaches users; it is the foundation of traditional telephone lines and it is often called "last mile" .

**MGCP (Media Gateway Control Protocol).** An Internet Engineering Task Force (IETF) signaling protocol proposal allowing a bridge between classic telephone networks and Internet (i.e., IP-based) infrastructures.



**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**MEMS (Micro-Electro-Mechanical Systems).** MEMS are miniaturized devices ranging in size from a few micrometers to a few millimeters, which execute one or more monitoring, processing or actuation functions by deploying a combination of electronic, mechanical, optical, chemical or biological components integrated on a usually silicon hybrid circuit.

**MGW (Media GateWay).** Junction for the connections which carry user traffic.

**MMS (Mobile Multimedia Services).** Represent an evolution of the SMS and the EMS service using various mono-medial elements (text, design, photos, video-clips and audio), which are synchronized and combined allowing them to be packed together and sent to GSM-GPRS platforms.

**Modem (Modulator/Demodulator).** A device that modulates digital data to allow their transmission on analog channels, generally consisting of telephone lines.

**MPLS (Multi Protocol Label Switching).** A packet switching protocol to optimize network behaviors of mapping Layer3 end-to-end data flow to Layer2 traffic between adjacent network nodes.

**MS SPRING.** A form of traffic protection mechanism for the equipment.

**MSC (Mobile Switching Center).** Executes functions such as controlling calls, switching traffic, taxation, controlling network interfaces and acts as an interface with other networks.

**MSP.** The name of a general purpose programmable switch made by Redcom Laboratories.

**Multimedia.** A service involving two or more communications media (e.g., voice, video, text, etc.) and hybrid products created through their interaction.

**Network.** An interconnected collection of elements. In a telephone network, these consist of switches connected to each other and to customer equipment. The transmission equipment may be based on fibre optic or metallic cable or point to point radio connections.

**NGAN (New Generation Access Network).** New generation network access that can be realized with different technological solutions, typically fiber optic and VDSL pairs.

**NGNs (Non-Geographic Numbers).** The non-geographic numbers are unique as they are by definition not associated with any particular geographic location (*e.g.* premium rate services, toll free, directory assistance services).

**NGN2 (Next Generation Network).** New generation network created by Telecom Italia to meet the demands of corporates, public administrations and citizens. The new network architecture guarantees an infrastructure designed to face multiple offers by increasing customisation levels and bandwidth availability, removing bandwidth limits and providing an impressive capacity along with a wide selection of access systems.

**NNI Agreements (Network Node Interface Agreements).** Contractual agreements for the interface between two public network pieces of equipment ( NNI ).

**Node.** Topological network junction, commonly a switching center or station.

**Node B (counterpart of BTS in GSM).** This is the Radio Base Station in UMTS technology which, via an antenna, sends the UMTS radio signal which creates the coverage of the cell (typically 3 for Node B). It also performs functions which are strictly associated with managing the radio connection.

**OLOs (Other Licensed Operators).** Companies other than the incumbent operator which operate telecommunications systems in a national market.

**Online advertising.** Form of promotion that uses the Internet and World Wide Web for the purpose of delivering marketing messages to customers. Examples of online advertising include contextual ads on search engine results pages, banner ads, rich media ads, social network advertising, online classified advertising, advertising networks and e-mail marketing.

**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**ONP (Open Network Provision).** Principles and conditions laid down by the EU for access to and usage of public telecommunications networks and services. A network architecture that permits telecommunications services to be offered on facilities of public operators and for equipment to be connected to such networks.

**Optical fiber.** Thin glass, silica or plastic wires, building the interstructure base for data transmission. An optical fiber cable contains several individual fibers, and each of them is capable of driving a signal (light impulse) at illimited bandwidth. Optical fibers are usually employed for long-distance communication: they can transfer heavy data loads, and the signal reaches the recipient, protected from possible disturbances along the way. The driving capacity of optical fibers is higher than the traditional cable ones.

**OSS (Operations Support System).** Methods and procedures (whether mechanized or not) which directly support the daily operation of the telecommunications infrastructure.

**Outsourcing.** Hiring outsiders to perform various telecommunications services, which may include planning, construction, or hosting of a network or specific equipment belonging to a company, and, ultimately, the management of entire telecommunications systems. Value-added applications may also be provided in various sectors.

**Packet-Switched Services.** Data services based on parceling or breaking the data stream into packets and switching the individual packets. Information transmitted (whether voice or data) is segmented into cells of a standardized length, which are then transmitted independently of one another, allowing maximization of available capacity and usage of single transmission path for multiple communications. The cells are then reassembled upon reaching their destination.

**Pay-Per-View or PPV.** A system by which the viewer pays to see a single program (such as a sporting event, film or concert) at the moment at which it is transmitted or broadcast.

**Pay TV.** Paid-for TV channels. To receive Pay TV or Pay-Per-View programs, a decoder must be connected to the television set, and a conditional access system.

**PCS.** Personal communications services.

**PDA (Personal Digital Assistant).** A handheld computer with a memory size up to several megabytes and a touch-sensitive screen, often using a stylus to input data. The PDA is mainly used for calendar, address book and memoranda functions, but can incorporate advanced office or multimedia functions such as voice calls, messaging, video, mp3 player, etc.

**Penetration.** The measurement of the take-up of services. As of any date, the penetration is calculated by dividing the number of subscribers by the population to which the service is available and multiplying the quotient by 100.

**Platform.** The total input, including hardware, software, operating equipment and procedures, for producing (production platform) or managing (management platform) a particular service (service platform).

**POP (Point Of Presence).** Internet provider locations for network connection, often through dial-up phone lines. When a Pop is within a specific local area, users can connect to the Internet by dialing a local phone number.

**POTS (Plain Old Telephone Service).** Refers to the basic telephony service (homes use) supplying standard, single-line telephones, fixed-line services and access to public voice telephony network. In contrast, telephone services based on digital communications lines, such as ISDN, are not POTS. The main distinctions between POTS and non-POTS services are speed and bandwidth. POTS is generally restricted to about 52 Kbps.

**PSTN (Public Switched Telephone Network).** The public telephone network delivering the basic telephone service and, in certain circumstances, more advanced services.

**RNC (Radio Network Controller counterpart of BSC in GSM).** Supervises and controls radio resources, both during the phase of setting up the call, and during the maintenance phase (for example, handover between different cells). Furthermore, it handles connectivity from and towards: Node B, MSC\*, and other RNC.

**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**Roaming.** A function that enables wireless subscribers to use the service on networks of operators other than the one with which they signed their initial contract. The roaming service is active when wireless is used in a foreign country (included in GSM network).

**RTG.** Is the network of the world's public circuit-switched telephone networks in much the same way that the Internet is the network of the world's public IP-based packet-switched networks.

**SDH Standard (Synchronous Digital Hierarchy).** The European standard for high-speed digital transmission.

**SDSL (Symmetrical Digital Subscriber Line).** Also known as HDSL.

**Service Exposure.** The opening of selected proprietary telecommunication networks and IT capabilities to third parties.

**Service Provider.** The party that provides end users and content providers with a range of services, including a proprietary, exclusive or third-party service center.

**SGT (Transit exchange interconnection level for telephone traffic).** Transit Exchange for telephone traffic carriage, routing and transmission.

**SGU (Local exchange interconnection level for telephone traffic).** Local Exchange for telephone traffic carriage, routing and transmission.

**Shared Access.** Methods of shared access, through the user's duplex cable, with another TLC service provider. This method permits the retention of voice telephony from Telecom Italia (or other operators) alongside ADSL on the proprietary network of the shared access operator, that is, not passing through the Telecom Italia networks but travelling directly along the operator's channels at the substation.

**SME.** The small- and medium-size enterprise market which consists of businesses having between 3 and 50 employees.

**SMS (Short Message Service).** Short text messages that can be received and sent through GSM-network connected cellular phones. The maximum text length is 160 alpha-numerical characters.

**SNCP.** A form of traffic protection mechanism for the equipment.

**SOHO.** The small office/home office market which consists of businesses that use telephone lines to connect to the Internet, as opposed to dedicated lines, and is made up of small businesses, generally with one or two employees, and businesses conducted out of the home.

**SPP (Service Provider Portability).** Allows an end user to retain the same directory number after changing from one service provider to another.

**Switch.** These are used to set up and route telephone calls either to the number called or to the next switch among the path. They may also record information for billing and control purposes.

**Synchronous.** Type of data transmission in which there is permanent synchronization between the transmitter and the receiver.

**TACS (Total Access Communication System).** An analog cellular network using the 900 MHz band based on a European standard also used in the UK, Ireland, Austria and Spain. Features include handover and available add-on services include answering, call notification, call transfer, differentiation of business and private calls, authorization code for outgoing international calls and itemized billing.

**TDMA (Time Division Multiple Access).** A technology for digital transmission of radio signals between, for example, a mobile phone and a radio base station. TDMA breaks signals into sequential pieces of defined length, places each piece into an information conduit at specific intervals and then reconstructs the pieces at the end of the conduit.

**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

**TRX.** Radio transceivers located in BTS.

**ULL (Unbundling Local Loop).** System through which OLO can rent the last mile of local loop, connecting to their equipments.

**UMTS (Universal Mobile Telecommunications System).** Third-generation mobile communication standard. It is constituted by a BroadBand system in which data travel at 2Mb-per-second, communication is faster, quality is better and multimedia contents can travel through the Net.

**UMTS Cell.** Geographical portion of the territory illuminated by a Node B.

**UMTS Channels.** These enable all the customers of the cell to access both the CS (Circuit Switched) services and the PS (Packet Switched) services of UMTS technology.

**Unbundling.** A process which allows telephone carriers (other than Telecom Italia) to lease the last part of the telephone loop, that is to say, the copper wire-cable, connecting Telecom Italia central station to the user's home, disconnecting the user from Telecom terminals and connecting him/her to the telephone carrier's terminals.

**Universal service.** The obligation to supply basic service to all users throughout the national territory at reasonable prices.

**VAS (Value Added Services).** Value Added Services provide a higher level of functionality than the basic transmission services offered by a telecommunications network for the transfer of information among its terminals, which include wired or wireless switched-circuit analog voice communications; direct unrestricted digital point-to-point service at 9,600 bit/s; packet switching (virtual call); direct BroadBand analog transmission of TV signals, and supplementary services, such as closed user groups; call waiting; collect calls; call forwarding, and identification of number called. Value Added Services performed by the network, the terminals or the specialized centers include message handling services (MHS) (which can be used, among other things, for commercial documents in predetermined formats); electronic directories listing users, network addressees and terminals; e-mail; fax; teletex; videotex and videotelephone. Value Added Services could include also value added voice telephony services such as Freephone or Premium Rate Services.

**VDSL (Very-high data rate Digital Subscriber Line).** Access technology that allows providers to give clients, by means of an apparatus installed in their homes, access to voice and TV services on the traditional telephone line with a speeds of up to 100 Mbps in downstream (VDSL2).

**VOD (Video On Demand).** TV-programme supply on user's request, with payment of a fee for each purchased programme (a movie, a soccer match, etc). Broadcast in a special method for cable and satellite TV.

**VoIP (Voice Over IP).** Transmission of voice communications over Internet Protocol (IP) data networks, such as IP-based LANs, intranets or the Internet.

**VPN (Virtual Private Network).** A network designed for a business or government agency, using the infrastructures of a carrier and providing customized services, and which operates in such a manner as to appear dedicated to the user thereof.

**WAN (Wide Area Network).** A private network that covers a wide geographic area using public telecommunications services.

**WAP (Wireless Application Protocol).** A technology which allows access to the Internet using mobile sets, even without the use of a computer.

**WI-FI.** A service for wireless Internet connection and high speed access.

**WLL (Wireless Local Loop).** The means of configuring a local loop without the use of wiring.

**Wi Max (Worldwide Interoperability for Microwave Access).** The Wi MAX is a technology that allows wireless access to BroadBand telecommunications networks. It is defined by the Wi MAX Forum, a global



**Table of Contents**

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

**Glossary Of Selected Telecommunications Terms**

consortium formed by major companies in the field of fixed and mobile telecommunications which has the purpose to develop, test and promote the interoperability of systems based on IEEE 802.16-2004 standards for fixed access and IEEE.802.16e-2005 for fixed and mobile access.

**WLR (WHOLESALE LINE RENTAL).** The WLR Service consists in the resale to wholesale of the basic telephony services and advanced ISDN associated with the fees paid by certified residential and non-residential customers of Telecom Italia's public telephone network.

**XDSL (Digital Subscriber Line).** It is a technology that makes use of standard telephone lines and it includes different categories including: ADSL Asymmetric DSL, HDSL High-data-rate DSL and VDSL, Very high bit rate DSL. This technology uses a digital signal with a very high frequency in order to increase the data transfer rate.

**Table of Contents****Item 4. Information On The Telecom Italia Group****Description Of Property, Plant And Equipment****4.5 DESCRIPTION OF PROPERTY, PLANT AND EQUIPMENT****General**

As of December 31, 2009 and 2008, property, plant and equipment owned and leased are detailed as follows:

	As of December 31, 2009				As of December 31, 2008			
	Owned	Leased	Total property, plant and equipment	% of total property, plant and equipment	Owned	Leased	Total property, plant and equipment	% of total property, plant and equipment
	(millions of euros, except percentage)							
Land	125		125	0.8	123		123	0.8
Civil and industrial buildings	511	1,246	1,757	11.8	493	1,302	1,795	11.5
Plant and equipment	11,462		11,462	76.9	12,037	37	12,074	77.1
Manufacturing and distribution equipment	31		31	0.2	38		38	0.2
Ships	26		26	0.2	33		33	0.2
Aircraft						3	3	
Other	618	7	625	4.2	857	16	873	5.6
Construction in progress and advance payments	833	43	876	5.9	671	52	723	4.6
<b>Total</b>	<b>13,606</b>	<b>1,296</b>	<b>14,902</b>	<b>100.0</b>	<b>14,252</b>	<b>1,410</b>	<b>15,662</b>	<b>100.0</b>

The principal categories of our equipment are exchanges and transmission equipment, cable networks, base stations for cellular networks and equipment for radio communications, most of which are located throughout Italy. There are no encumbrances that may affect our utilization of our property or equipment.

**Real Estate (Land, Civil and Industrial Buildings)**

As of December 31, 2009, the Company owned many buildings located throughout Italy. Specialized buildings for telecommunications services account for the majority of properties both in number and book value. Such buildings house mainly exchange equipment and transmission equipment, and are used as part of our continuing telecommunications operations. General purpose properties consist chiefly of offices, depots and computer centers.

On December 31, 2009, Tim Brasil group owned approximately 110,225 square meters and leased approximately 1,302,607 square meters of real property, all of which were available for installation of our equipment. Tim Brasil group also leases approximately 127,039 square meters and owns approximately 107,981 square meters of office space.

**Network Infrastructure (Plant and Equipment)**

The Telecom Italia Group network infrastructure includes the domestic and international fixed network, the domestic mobile network and the Brazilian mobile network. See 4.4 Glossary of Selected Telecommunications Terms , for definitions of the technical terms used in this section.

*Domestic Fixed Network*

**General.** Our domestic fixed network consists of 33 gateway areas (each gateway area has two interconnection points enabling information to be exchanged between the fixed and mobile networks) and 628 main local switches (only for fixed OLOs). Each local switch belongs to only one of the 33 gateway areas. The long-distance fixed network (Arianna SDH and Phoenix) routes 4,413 VC4. The fixed long distance network also includes 82 optical channels 2.5 Gbps point to point and 412 optical channels 10 Gbps point to point (also called lambdas from the greek letter  $\lambda$  used for wavelength in physics). The fixed copper network includes 110.5 million km of copper pairs.

**Table of Contents****Item 4. Information On The Telecom Italia Group****Description Of Property, Plant And Equipment**

At December 31, 2009, the domestic fixed network consisted of the following:

Exchange areas	approximately 10,400
Switching areas	628 Urban Group Stages (SGU)
Gateway areas	33
Copper network	110.5 million kilometers-pair
Fiber optic access/carrier network	4.1 million kilometers-line
Long Distance VC4	4,413
Long Distance Lambda	82 2.5 Gbps, 412 10 Gbps
BroadBand/ADSL network	8,671 local switching areas covered
IPTV (Internet Protocol TV)	1,437 local switching areas covered
POP main data networks	32

**SDH and ATM.** Our Synchronous Digital Hierarchy ( **SDH** ) transmission systems are operating on fiber optics from 155 Mbit/sec up to 10 Gbit/sec. Work on the development of the national network (Long distance) that, by use of the latest generation of SDH technologies and the optical DWDM technology (Dense Wavelength Division Multiplexing) constitutes the basis for the transport network with a high transmission capacity capable of covering the entire Italian territory, continued during 2009. In order to reduce the number of fibers used, DWDM systems have been used to multiply by a factor of 12 up to 40 the available optical fiber band and the current transmission capacity, thus increasing the transport capacity of the connections.

In November 2002, Telecom Italia introduced a new generation of Optical Digital Cross Connect ( **ODXC** ) on the domestic fixed transmission backbone in order to progress with the transition from a national network based on a SDH rings architecture, towards the new generation of meshed ASTN (Automatically Switched Transport Network) optical backbone. In 2009, Telecom Italia did not add any ODXC nodes but increased the capacity of existing links and nodes. The evolution of the transport network towards a completely optical network will increase the operating capacity for all types of traffic, from voice to Internet.

Asynchronous Transfer Mode ( **ATM** ) switching technology allows the transfer of information combining data, video, voice and other services on public and private networks both at a national and international level. Telecom Italia's ATM/Frame Relay networks work together as a multiservice network, using SDH transmission systems as a physical layer. The ATM Network allows for the provision of ATM native services with access rates ranking from 2Mbit/s up to 155 Mbit/s. It also acts as a backbone for both the Frame Relay Access network (with access rates ranking from 64 kbit/s up to 2 Mbit/s), and for the DSL (Digital Subscriber Line) Network, used for the provisioning of xDSL services (ADSL High-bit-rate Digital Subscriber Line or HDSL) and SDSL. The ATM/Frame Relay networks allow customers to access IP and MPLS services (Multi Protocol Label Switching) with access speeds between 64 kbit/s to 155 Mbit/s.

**OPB (Optical Packet Backbone).** In 2009 we continued to implement the introduction in the network of Terarouter equipment, deployed in some of the most important PoPs of the network. At the end of 2009 OPB Network had Terarouter nodes in the following seventeen PoPs: two Centro Stella PoPs in Rome, two Centro Stella in Milan (Inner Core PoPs) and the OPB PoPs located in Naples, Turin, Florence, Palermo, Bari, Bologna, Brescia, Padua, Catania, Nola, Venice, Pisa and Ancona (Outer Core PoPs).

The OPB network is used to transport:

- Internet traffic of residential, business and Wholesale customers;
- VPN traffic (Virtual Private Network) of business customers;
- Voice traffic;
- Video traffic related to IPTV services.

**OPM (Optical Packet Metro).** At the end of 2009 OPM consists of 30 metro-regional networks to collect traffic to and from residential customers through DSLAM IP to supply the IPTV and ADSL2+ services. The OPM network is also used for backhauling UMTS through the GBE (Gigabit Ethernet) transport, aggregation as well as direct connection (Node B over optical fiber).

**Table of Contents****Item 4. Information On The Telecom Italia Group****Description Of Property, Plant And Equipment**

**Gigabit Ethernet Access.** Work continued on construction of the network to support the marketing of services based on Gigabit Ethernet technology (the Ethernity, Hyperway and Genius services on GBE optical access). At the end of 2009, services with GBE optical access covered 36 towns in Italy.

**Network quality and productivity.** Following the completion of the porting of all the OSS systems on OPEN platforms in 2006, we completed in 2007 the integration of the supervision systems of the fixed and mobile networks and of the platforms for service creation. This allowed us a 15% saving on activities previously performed by the separate systems.

**BroadBand/ADSL network.** Telecom Italia's BroadBand network can offer hi-tech telecommunications services and multimedia applications. This objective is being reached through the gradual installation of fiber optic cables. In 2009, the commercial services offering access to ADSL for residential customers, business customers and Internet Service Providers were extended to 6,925 towns (compared to 6,676 at the end of 2008). Commercial services for the business sector include using ADSL in urban areas to access the IP and ATM services supplied by data networks. Services for ISP include the supply of ATM accesses with ADSL access to the public, leaving the ISP to handle relations with the customer. At the end of 2009, 8,671 local switching areas were covered by ADSL technology, (compared to 8,363 at the end of 2008).

**NGN FTTx.** In 2009 Telecom Italia continued to deploy a new generation access network, based on fiber optical cables and GPON (Gigabit capable Passive Optical Network) technology. First deployments have been done using FTTB (Fiber To The Building) architecture and new generation cabinets, equipped with VDSL2 cards. During 2009, further 3,500 buildings have been passed in the central area of Milan. Fiber optical deployment interested 10 central areas, where Telecom Italia laid new optical cables or acquired the right of use (IRU approach) for 15 years on fiber optics from Metroweb (a utility that already owns a widespread optical access network in Milan).

**Fiber optic cables.** At December 31, 2009, approximately 4.1 million kilometers of fiber optic cables have been installed for access and transport, of which approximately 1.2 million kilometers are installed in the long-distance network. Fiber optic cables significantly increase network capacity and make it possible to offer hi-tech services based on the simultaneous transmission of various types of signal, such as voice, data and video. To make these services more widely available, Telecom Italia is evaluating the introduction of fiber optics to the access network.

**VoIP (Voice over IP) Services.** The complete digitalization of the network both the backbone and the metropolitan network is proceeding towards the distribution network (with ADSL), thus favoring the introduction of VoIP and other associated services. These services are available to business customers and residential customers who sign up for ADSL. VoIP is regarded as an additional service, whose value, for the customer, is expressed in having access to a greater number of lines, numbers and terminals. Furthermore, by exploiting extra functions, such as the presence and communities typical of always-on connection systems, it is possible to have additional revenues. At the same time, the value added perceived by customers contributes to the expansion of BroadBand and, consequently, increases the benefits resulting from complete digitalization.

**IPTV (Internet Protocol TV).** Quadruple play is regarded as having significant value since customers find themselves immersed in an environment that can be exploited on several levels and able to supply a vast range of services. IPTV is an important part of this evolution. In 2006 the first commercial service was launched, involving 836 exchange areas and 258 towns. In 2009 the commercial service with access to IPTV technology has been expanded to 1,437 exchange areas (compared to 1,119 at the end of 2008). IPTV is considered a key component in providing customers with access to information in any form, anywhere, through fixed and mobile infrastructures as the situation demands.

*Domestic Mobile Network*

The domestic mobile network consists of the 2G (second generation) network, which includes GSM equipment, and the 3G (third generation) network, for UMTS equipment offering hi-tech services (including video).

As of December 31, 2009, the Telecom Italia GSM/EDGE network consists of 14,634 radio base stations (compared to 14,301 at December 31, 2008, an increase of 2.3%) and 750,520 radio channels (a decrease of 0.5% compared to 754,632 at the end of 2008). The network also includes 456 Base Station Controllers ( **BSC** ) (a decrease of 2 units compared to December 31, 2008).

**Table of Contents**

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

**Description Of Property, Plant And Equipment**

During 2009 planning and implementation of the UMTS network continued, so that coverage was extended to all the regional capitals, in accordance with the obligations laid down in the 3G license, as well as other areas throughout Italy. The Telecom Italia UMTS network consists of 12,255 radio base stations (compared to 11,256 at December 31, 2008, an increase of 9%) and 1,779,600 radio channels (an increase of 5.7% compared to 1,683,440 at the end of 2008).

We continued the implementation of the network plan to distribute the High Speed Downlink Packet Access ( **HSDPA** ) phase 1 (3.6 Mbps in downlink) and at the same time to introduce the HSDPA phase 2 (7.2 Mbps in downlink) and the High Speed Uplink Packet Access ( **HSUPA** ) phase 1 (1.46 Mbps in uplink); these systems aim to increase the overall speed of the data transmission package offered by UMTS.

At the end of 2009 all UMTS stations are able to perform HSDPA phase 1 and phase 2.

Also operating on the network are 98 Radio Network Controllers ( **RNC** ) (an increase of 7 units as compared to the end of 2008).

The process of modernizing the GSM exchanges with older technologies has begun, so that new technologies can be adopted. These systems will have an architecture which is the same as those used on the UMTS network. These exchanges have layered or split technology, (both terms are used), in which the Monolithic Mobile Switching Center ( **MSC** ) is replaced by an exchange with two junctions:

- the MSC server controlling and supervising the MGW (Media GateWay) equipment;
- the MGW for traffic switching and media adjustment.

This innovation will make it possible to implement an integrated GSM/UMTS network, which, with time and the necessary measures in terms of size and operations, will eventually create a configuration where the switching exchange is shared by the GSM and UMTS access systems; the aim of which is to improve management of the service leading to a seamless provision of services.

At December 31, 2009, the GSM network includes: 26 MSC exchanges, 10 transit exchanges and 9 gateways.

At December 31, 2009, the GSM/UMTS network includes: 61 MSC servers, 82 MGWs, 48 Home Location Registers ( **HLRs** ), 20 Gateway GPRS Support Nodes ( **GGSNs** ) and 48 Serving GPRS Support Nodes ( **SGSN** ).

***International Fixed Network***



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Telecom Italia Sparkle manages international wholesale services (Voice, Data and IP) and retail services for multinational customers by means of an international network including:

- a fully integrated proprietary cross border backbone operating mainly in Europe and in the United States;
- bilateral connections.

The coverage of the Mediterranean and of Central and South America is provided by the interconnection with MED Nautilus and LA Nautilus backbones.

The international network connects more than 400 operators all over the world with a span of approximately 434,500 Km on submarine systems reaching all the main regions worldwide.

The cross-border backbone integrates 3 regional networks:

- Europe (**PEB**);
- Latin America (**LAN**);
- Mediterranean basin (**MED**).

In detail:

- **PEB (Pan European Backbone).** Proprietary fiber optic network spanning the main European countries: Italy, France, United Kingdom, Netherlands, Belgium, Germany, Switzerland, Austria, Spain, Czech Republic and Slovakia. The overall length of the entire backbone is 55,000 km.

**Table of Contents**

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

**Description Of Property, Plant And Equipment**

The backbone is a multiservice integrated network (Voice, Data, IP) based on DWDM (Dense Wavelength Division Multiplexing) and SDH (Synchronous Digital Hierarchy) transport techniques and on the Softswitch and IP/MPLS (Internet Protocol/Multi Protocol Label Switching) switching techniques. With respect to switching technologies, the network is equipped with class 4 softswitches and IP routers. The DWDM and SDH transmission technologies are based on 10 Gbit/s lambdas with traffic protection mechanisms such as MS SPRING (Multiplex Section Shared Protection Ring), SNCP (Sub Network Connection Protection), MSP (Multi Section Protection) and meshed network.

- **LAN (Latin American Nautilus).** High-capacity backbone based on fiber optic ring networks, terrestrial and submarine, with an overall length of 30,000 km, including the Miami-New York section. The ring, which has automatic optical traffic protection and a capacity up to 320 Gbit/s, connects the main cities of South America to Central and North America.
- **MED (Mediterranean Nautilus).** Submarine ring network, with a highly reliable configuration, a total length of 7,000 km and a capacity up to 3.84 Tbit/s connecting the main markets of the Mediterranean area: Italy, Greece, Cyprus, Turkey and Israel. Currently, the main landing points are Catania, Athens, Chania-Crete, Haifa and Tel Aviv.

The services supplied include telephone, IP and managed bandwidth in Europe and in the U.S.A., and managed bandwidth and IP in the Mediterranean and in South America. The platform for services to Multinational Corporate Clients ( **MNC** ) is integrated with the crossborder network.

In 2009 the Pan European Backbone was upgraded in order to keep up with the IP/Data traffic growth. New metro rings have been deployed in London and Frankfurt while capacity has been increased on the Paris and Amsterdam city rings towards the main telehouses. As for the IP backbone, the trunks among main POPs have been upgraded and new Terabit Routers have been deployed in London and Milan. New IP POPs have also been added to the backbone in Catania, Bucharest and Istanbul while the Telecom Italia Sparkle North America subsidiary expanded the trunks connecting Dallas, Los Angeles, Chicago and Palo Alto POPs.

In order to increase connectivity towards Africa, the Mediterranean and the Middle and Far East countries, upgrades of the SAT-3, SEA-ME-WE3 and SEA-ME-WE4 submarine cables have been implemented. The connectivity among main cable stations and the POPs of the Pan-European cross-border backbone has been expanded as well.

In 2009 the VoIP (Voice over IP) capabilities have been expanded with a new softswitch and additional SBC (Session Border Controller) equipments to cope with traffic increase. Upgrades and new capabilities have also been deployed on the platform handling pre-paid traffic.

Actions to complete the services portfolio for mobile operators have included the introduction of Roaming Hub and Roaming Recharge.

As for the service portfolio for multinational customers, network upgrades have been implemented in the London, Brussels, Milan, Newark, Frankfurt and Paris POPs.

***Brazilian Network***

Telecom Italia Group's principal properties in Brazil consist of transmission equipment, switching equipment, which connect calls to and from customers, and radio base stations, which comprise certain signal transmission and reception equipment covering a defined area. At our radio base stations we have also installed antennas and certain equipment to connect these antennas with our switching equipment.

As of December 31, 2009, we had 95 mobile switches and 10,775 radio base stations. We generally lease or buy the sites where our mobile telecommunications network equipment is installed.

**Table of Contents**

**Item 4A. Unresolved Staff Comments**

**Item 4A. UNRESOLVED STAFF COMMENTS**

None.

71

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Restatement Due To Errors****Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*The following discussion should be read in conjunction with the Consolidated Financial Statements included elsewhere in this Annual Report. Such financial statements have been prepared in accordance with IFRS as issued by the IASB.*

**5.1 RESTATEMENT DUE TO ERRORS**

On February 24, 2010, we announced that we were postponing the approval of our financial statements due to the issuance of the Rome court Order relating to Telecom Italia Sparkle, which consisted of over 1,600 pages collected as evidence over four years using powers and authority only available to the Prosecutor (the **Order**). The ongoing criminal investigation involving Telecom Italia Sparkle and the Order which was served on Telecom Italia Sparkle on February 23, 2010 alleges that a number of former directors, former employees and current employees of Telecom Italia Sparkle committed crimes of cross-border criminal conspiracy, tax evasion, international money-laundering, reinvestment of profits from criminal activities, and registering assets under false names.

As part of the proceedings, the Rome Judge issued a seizure order for 298 million euros, corresponding to the alleged unlawful deduction of VAT related to the transactions under investigation. In addition to the amounts seized, Telecom Italia Sparkle, as detailed in Note *Contingent liabilities, other information, commitments and guarantees* in the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report, provided guarantees for 195 million euros, of which 72 million euros corresponds to the potential seizure of profits generated by the sales transactions noted above, and 123 million euros corresponds to the difference between the amount already seized and corresponding to the VAT deducted during tax years 2005, 2006 and 2007 (298 million euros), and the highest amount Telecom Italia Sparkle could potentially owe in settlement of its tax position regarding the use of VAT credits on the basis of one of the possible settlement procedures with the Italian Tax Authorities.

The sales transactions effected in the financial years 2005, 2006 and 2007, related to Premium telecommunications services carried over the Telecom Italia Sparkle network and were conducted with a number of small telecommunications carriers resident in the European Union (EU).

**Internal investigation 2007**

In November 2006, the Rome Judge that issued the Order interviewed a number of Telecom Italia Sparkle officials, directors and employees in connection with the Prosecutor's investigation of a VAT fraud alleged to have been committed by a number of Italian telecommunications operators, including the clients and suppliers identified in the Order. Soon after Telecom Italia became aware of the judicial investigation, in January 2007 Telecom Italia Sparkle, at the request of Telecom Italia, launched an internal investigation into contracts and commercial relations with these particular clients and suppliers. On completion of the internal investigation, in June 2007, commercial relations with the above-mentioned parties were terminated. As part of the investigation, and with the assistance of independent tax consultants, Telecom Italia assessed its VAT position and particularly the tax paid with regard to the above-mentioned commercial transactions. The full extent of the alleged VAT fraud was not detected at the time, and, as a result, the conclusion of the investigation was that deduction of VAT on these purchases was appropriate.

**Events subsequent to receipt of Order**

Analyses and information acquired since the Order have provided additional facts for assessment of the events under investigation and the analysis undertaken in the past, adding information which has become available through investigations undertaken by the Rome Prosecutors. Subsequent to the issue of the Order, independent legal and accounting advisors were appointed to conduct a documentary investigation for the period 2005 and 2009 in order to discover whether events of the kind alleged by the Order took place. Voice traffic data and relative costs and revenues were analyzed for the years 2005-2009 with particular focus on Telecom Italia Sparkle. Documentary analysis, covering this same period, was also conducted on traffic contracts (numbering around 500), for voice traffic in particular, with mainly established industry participants, other than major telecommunications companies and the Telecom Italia Group companies. The contracts were subject to comparative analysis (against contractual practice with other operators) and the biggest contracts were individually analyzed.

---

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Restatement Due To Errors**

The contracts at the centre of the ongoing criminal proceedings were excluded from the documentary investigation in order to avoid interfering with the Rome Prosecutor's inquiries.

The analysis did not cover correspondence, e-mails or other written communications nor were company employees interviewed, though the advisors did consult with management for the exclusive purpose of clarifying aspects of their investigation and findings. This was due in part to restrictions imposed by the ongoing criminal investigation, as well as due to restrictions imposed by labour and privacy laws, although such restriction did not impact the sufficiency of the investigation.

As regards voice traffic and related costs and revenues, the analysis focused mainly on situations that presented similar features to those alleged by the Prosecutor, including:

- (i) high unit value traffic flows;
- (ii) traffic received from foreign counterparts and delivered to counterparts in Italy;
- (iii) high concentration traffic;
- (iv) traffic destined for countries with favorable tax regimes (destination and counterparts); and
- (v) payments made in countries other than the country of domicile of the contractual counterparts, as well as to counterparts resident in countries with a risk of money laundering.

The main findings which arose from the documentary investigation were the following:

- with respect to the larger contracts in terms of costs and revenues, the investigation did not find any evidence that they were entered into other than in the ordinary course of business; and
- with respect to certain traffic data and related costs and revenues for the years 2005, 2006 and 2007, the advisors found that in a number of cases, mainly in 2005, certain anomalies occurred in relation to the destination and routing of traffic flows which had an impact on the revenues and costs of Telecom Italia Sparkle totaling approximately 52 million euros, of which 47 million euros related to the reciprocal delivery and receipt to/from other European carriers of specific volumes of similar and non-differentiated traffic destined for non-EU counterparts with equal costs and revenues.

The findings of the internal investigation were presented to the Board of Statutory Auditors and the Company's Board of Directors, and taken into account in connection with the Board of Directors' approval, on April 12, 2010, of the Group's consolidated financial statements.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Drawing upon information available under the Order (Italian law does not allow disclosure of any information acquired by a public prosecutor using rights, powers and means available solely to magistrates until completion of the investigation) along with data acquired as part of the independent documentary investigation described above, Telecom Italia concluded that a number of transactions in the financial years 2005, 2006 and 2007 were affected by certain anomalies such that certain transactions and traffic were without substance, and, in addition, there were certain anomalies relating to the destination and routing of some traffic, to such an extent that Telecom Italia now believes that these transactions resulted in errors as defined under IAS 8 (*Accounting Policies, Changes in Accounting Estimates and Errors*).

Therefore, in compliance with IAS 8, but without prejudice to any rights and remedies available to Telecom Italia Sparkle under Law 231, Telecom Italia is restating the revenues and costs recorded in 2005, 2006 and 2007 for these transactions as follows:

- **2005-2007:** adjustments of revenues and costs for the transactions identified; the surplus of revenues over costs has been adjusted and accrued as a provision for risks and charges under Trade and miscellaneous payables and other current liabilities in regard to legal risks and charges connected with this matter;
- **2005-2007:** provisions for risks and charges included under Trade and miscellaneous payables and other current liabilities for further tax risks and charges (including those related to the documentary investigation amounting to 12 million euros, of which 11 million euros for improperly deducted VAT and 1 million euros for penalties);
- **2005-2009:** provisions for risks and charges concerning legally-applicable interest associated with the above provisions for the year to which they apply (including those related to the documentary investigation amounting to 2 million euros).



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Restatement Due To Errors**

As described in our consolidated financial statements included elsewhere in this Annual Report, after making the foregoing adjustments and provisions, the data for the 2008 and 2007 financial statements used in comparisons have been restated. The total amount set aside in provision for risks and charges, recognized against Equity attributable to Owners of the Parent, amounts to 487 million euros as at January 1, 2008, 497 million euros as at December 31, 2008, and 507 million euros as at December 31, 2009.

The adjustments and provisions made are summarized as follows:

	2009	2008	Year ended December 31,			Total
			2007(*)	2006(*)	2005(*)	
			(millions of euros)			
· Adjustment to Revenues and Other income			(168)	(754)	(323)	(1,245)
· Adjustment to Acquisition of goods and services			155	707	311	1,173
· Other operating expenses (Provision charges for indirect taxes (VAT) and fines)			(70)	(256)	(77)	(403)
<b>IMPACT ON OPERATING PROFIT</b>			<b>(83)</b>	<b>(303)</b>	<b>(89)</b>	<b>(475)</b>
· Finance expenses (Provision charges for interest on VAT)	(10)	(10)	(8)	(4)		(32)
<b>IMPACT ON PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>(10)</b>	<b>(10)</b>	<b>(91)</b>	<b>(307)</b>	<b>(89)</b>	<b>(507)</b>

	2009	As of December 31,			
		2008	2007	2006	2005
		(millions of euros)			
<b>IMPACT ON EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>(507)</b>	<b>(497)</b>	<b>(487)</b>	<b>(396)</b>	<b>(89)</b>
Trade and miscellaneous payables and other current liabilities (Provisions for risk and charges)(1)	507	497	487	396	89
<b>IMPACT ON TOTAL CURRENT LIABILITIES</b>	<b>507</b>	<b>497</b>	<b>487</b>	<b>396</b>	<b>89</b>

(\*) Error corrections pertaining to 2007, 2006 and 2005 have been reflected in the January 1, 2008 consolidated statement of financial position in accordance with the provisions of IAS 8. The 2006 and 2005 periods are not presented in the consolidated financial statements included elsewhere in this Annual Report.

(1) The adjustments made do not impact the other statement of financial position line items.

Restated adjusted data are as follows:

	2009	Year ended December 31,			2005(*)
		2008	2007(*)	2006(*)	
		(millions of euros)			
Revenues	27,163	29,000	29,802	29,785	29,193

<b>Total operating revenues and other income</b>	<b>27,445</b>	<b>29,336</b>	<b>30,185</b>	<b>30,358</b>	<b>29,861</b>
Acquisition of goods and services	(11,480)	(13,120)	(13,442)	(12,876)	(12,253)
Other operating expenses	(1,616)	(1,631)	(2,268)	(1,769)	(1,524)
<b>Operating profit</b>	<b>5,493</b>	<b>5,437</b>	<b>5,738</b>	<b>7,269</b>	<b>7,548</b>
Finance income (expenses)	(2,170)	(2,611)	(2,183)	(2,191)	(2,058)
<b>Profit for the year</b>	<b>1,596</b>	<b>2,178</b>	<b>2,360</b>	<b>2,696</b>	<b>3,601</b>
<i>Attributable to owners of the Parent shareholders</i>	<i>1,581</i>	<i>2,177</i>	<i>2,353</i>	<i>2,707</i>	<i>3,127</i>

	2009	As of December 31,		2005
		2008	2007	2006
		(millions of euros)		
<b>Equity attributable to owners of the Parent</b>	<b>25,952</b>	<b>25,598</b>	<b>25,431</b>	<b>25,622</b>
		<b>25,573</b>		

(\*) Error corrections pertaining to 2007, 2006 and 2005 have been reflected in the January 1, 2008 consolidated statement of financial position in accordance with the provisions of IAS 8. The 2006 and 2005 periods are not presented in the consolidated financial statements included elsewhere in this Annual Report.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Critical Accounting Policies And Estimates**

For further details please see paragraphs one through three of the *Restatement* section of the Note *Restatement as a result of errors and changes in accounting policies* and Note *Contingent liabilities, other information, commitments and guarantees* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**5.2 CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our discussion and analyses of our financial condition and results of operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with IFRS as issued by the IASB (designated as **IFRS**). Our reported financial condition and results of operations as reported under IFRS are based on the application of accounting methods which involve the use of assumptions and estimates that underlay the preparation of our financial statements. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available. Actual results may differ from these estimates under different assumptions or conditions. Estimates are reviewed periodically.

In the absence of a Standard or an Interpretation that specifically applies to a particular transaction, Management carefully considers subjective valuation techniques and uses its judgment as to the accounting methods to adopt with a view to providing financial statements which faithfully represent the financial position, the results of operations and the cash flows of the Group, which reflect the economic substance of the transactions, are neutral, prepared on a prudent basis and complete in all material respects.

Since our selection and application of accounting policies involve judgments and other assumptions affecting the application of those policies, reported results are sensitive to changes in conditions or assumptions of Management and these are factors to be considered when reading our Consolidated Financial Statements. We believe the critical accounting policies described below involve the most significant assumptions and estimates used in the preparation of our Consolidated Financial Statements under IFRS.

**Revenue recognition**

Revenues are recognized to the extent that it is probable that economic benefits will flow to the Group and their amount can be measured reliably. Revenues are stated net of discounts, allowances, and returns.

· *Revenues from services rendered*

Revenues from services rendered are recognized in the separate income statement according to the stage of completion of the service and only when the outcome of the service rendered can be estimated reliably.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Traffic revenues from interconnection and roaming are reported gross of the amounts due to other TLC operators. Amounts billed to customers for providing information or other content are recognized as revenues when the service is provided either at the gross amount billed to the customer or based on the commission received from the content provider, depending on the nature of the service rendered.

Revenues from the activation of telephone services (as well as the related costs not in excess of the amount of revenues) are deferred over the expected duration of the relationship with the customer (generally 8 years for retail customers and 3 years for wholesale customers). To determine the expected duration of the relationship of the customers we perform an analysis of our historical customer relationship trends.

Revenues from prepaid traffic are recorded on the basis of the minutes used at the contract price per minute. Deferred revenues for unused minutes are recorded in Trade and miscellaneous payables and other current liabilities in the statement of financial position.

### · *Revenues from sales and bundled offerings*

Revenues from sales (telephone and other equipment) are recognized when the significant risks and rewards of ownership are transferred to the buyer.

When an arrangement contains multiple elements (equipment and/or services), revenues are allocated to each element based on its relative fair value. For offerings that cannot be separated in identifiable components, revenues are recognized in full over the life of the contract, when other revenue recognition criteria are met.

## **Table of Contents**

### **Item 5. Operating And Financial Review And Prospects**

### **Critical Accounting Policies And Estimates**

For offerings which include the sale of mobile handsets and service contracts, we recognize revenues related to the sale of the handset when it is delivered to the customer whereas traffic revenues are recorded on the basis of the minutes used; the related subscriber acquisition costs, including handset subsidies and sales commissions, are expensed as incurred. The revenues allocated to the handset sale are limited to the contract amount that is not contingent upon the rendering of telecommunication services, i.e. the residual of the amount paid by the customer exceeding the services value. The determination of fair values in the telecommunications business is complex, because some of the components are price-sensitive and, thus, volatile in a competitive marketplace.

A small portion of our bundled offerings in the mobile business are contracts with a minimum contractual period of 12 or 24 months and which include an enforced termination penalty. For these contracts, the subscriber acquisition costs are capitalized under Intangible assets with a finite useful life if the conditions for capitalization as described in the related accounting policy are met.

#### *· Revenues on construction contracts*

Revenues on construction contracts are recognized based on the stage of completion (percentage of completion method).

Revenue recognition is subject to estimation in respect of the expected duration of customer relationships, the estimate of relative fair values and estimates of discounts, returns and allowances. Revisions to such estimates may significantly affect our future operating results.

#### **Allowance for doubtful accounts**

Management maintains an allowance for doubtful accounts to account for estimated losses resulting from the inability of our customers to make required payments. Management bases its estimates on the ageing of our accounts receivable balances and our historical write-off experience with similar receivables, customer credit-worthiness and changes in our customer payment history when evaluating the adequacy of our allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, our actual write-offs might be higher than we estimate.

#### **Accounting for tangible and intangible non-current assets**

Accounting for tangible and intangible non-current assets involves the use of estimates for determining fair value at the acquisition date in the case of assets acquired in a business combination and the expected useful lives of assets with a finite useful life. The determination of the fair values of assets, as well as the useful lives of the assets is based on Management's judgment. Changes in the economic conditions of the markets in which we operate, technology and competitive forces could significantly affect the estimated useful lives of these assets and may lead to a difference in the timing and amount of depreciation and amortization expense.

#### **Acquisition accounting, goodwill and purchase price allocation**

We have entered into certain acquisitions and in the future may make further acquisitions. The calculation of the purchase price, and the subsequent allocation of that purchase price to the fair value of the assets acquired and liabilities assumed, is critical due to the long-term impact on the separate income statement.

Under IFRS, we are required to perform a purchase price allocation and, consequently, as part of that allocation, all consideration, including the fair value of exchanged shares, shall be valued. When equity instruments are issued as part of the consideration, under IFRS we measure them at their fair value as of the date of exchange.

The purchase price is then allocated to the fair value of the assets acquired and liabilities assumed.

The purchase price allocation requires that all assets and liabilities be valued and that significant estimates be made. A change in any of these estimates or judgments could change the amount to be allocated to a particular intangible or tangible asset. The resulting change in the purchase price allocation to non-goodwill assets or liabilities has a direct impact on the final amount of the purchase price that cannot be allocated to a particular asset (i.e., goodwill).

## **Table of Contents**

### **Item 5. Operating And Financial Review And Prospects**

### **Critical Accounting Policies And Estimates**

If actual results differ from these estimates, or we adjust the estimated useful economic lives in future periods, operating results could be significantly affected by these estimates and judgments which involve:

- the definition of the purchase price;
- the identification of the assets acquired and liabilities assumed in the acquisition;
- the valuation of these assets and liabilities in the purchase price allocation; and
- the assessment of whether selected assets have a finite or indefinite useful life.

These could have a significant impact on both the level of total goodwill and ultimately on the separate income statement.

### **Accounting for transactions on interests in group companies**

We have entered into certain transactions on interests in Group companies, and in the future we may make further similar transactions.

Following the early adoption of IAS 27R, which was applied prospectively, starting from 2009 changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). In such circumstances the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received shall be recognized directly in equity and attributed to the owners of the parent.

Before 2009, in relation to transactions regarding interest in companies already controlled, in the absence of a Standard or a specific Interpretation, in accordance with IAS 8 (*Accounting Policies, Changes in Accounting Estimates and Errors*), we have applied the following accounting treatments (consistent with the Parent entity extension method):

- *acquisition of interests in companies after control is obtained:* on acquisition, the Group pays a consideration to the non-controlling interests and adjusts the non-controlling and controlling interests and records a Goodwill equal to the excess of the consideration paid over the carrying amount of the corresponding portion of assets and liabilities acquired;
- *sale of interests in companies while control is retained:* the difference between the consideration received and the corresponding carrying amount in the consolidated financial statements is recognized in the separate income statement.

As far as intragroup transfers of interests in controlled companies which result in a change in the percentage of ownership, in the absence of a Standard or a specific Interpretation, in accordance with IAS 8 (*Accounting Policies, Changes in Accounting Estimates and Errors*), we have applied the following accounting treatment: the interests transferred remain recorded at historical cost and the gain or loss on the transfer is eliminated in full. Equity attributable to the non-controlling interests which does not directly take part in the transaction is adjusted to reflect the change with a corresponding opposite effect on the equity attributable to the owners of the Parent without recognition of any goodwill and however without generating any impact on profit or equity.

### **Impairment of assets**

The determination of impairments of intangible and tangible assets involves the use of estimates that include, but are not limited to, the cause, timing and amount of the impairment.

- **Goodwill.** Goodwill is tested for impairment at least annually or more frequently whenever events or changes in circumstances indicate that goodwill may be impaired, as set forth in IAS 36 (*Impairment of Assets*); however, when the conditions that gave rise to an impairment loss no longer exist, the original amount of goodwill is not reinstated.

The impairment test is generally conducted at the end of every year so the date of testing is the year-end closing date of the financial statements. Goodwill acquired and allocated during the year is tested for impairment at the end of the year in which the acquisition and allocation took place.



---

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Critical Accounting Policies And Estimates**

To test for impairment, goodwill is allocated, at the date of acquisition, to each of the cash-generating units or groups of cash-generating units that is expected to benefit from the acquisition. Allocation is made to the lowest level at which goodwill is monitored for management purposes and that lowest level is not larger than the operating segment determined in accordance with IFRS 8 (*Operating Segments*).

If the carrying amount of the cash-generating unit (or group of cash-generating units) exceeds the recoverable amount, an impairment loss is recognized in the separate income statement. The impairment loss is first recognized as a deduction of the carrying amount of goodwill allocated to the cash-generating unit (or group of cash-generating units) and then only applied to the other assets of the cash-generating unit in proportion to their carrying amount, up to the recoverable amount of the assets with a finite useful life. The recoverable amount of a cash-generating unit (or group of cash-generating units), to which goodwill is allocated is the higher of fair value less costs to sell and its value in use.

In calculating the value in use, the estimated future cash flows are discounted to present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The future cash flows generally cover a period of 3 years, except where longer-term projections are required such as in the case of start-up activities. The long-term growth rate used to estimate the terminal value of the cash-generating unit (or group of cash-generating units) is assumed not to be higher than the average long-term growth rate of the segment, country or market in which the cash-generating unit (or group of cash-generating units) operates. For the purpose of calculating impairment, the carrying amount of the cash-generating unit is established based on the same criteria used to determine the recoverable amount of the cash-generating unit, excluding surplus assets (that is, financial assets, deferred tax assets and net non-current assets held for sale) and includes the goodwill attributable to non-controlling interests.

After conducting the goodwill impairment test for the cash-generating unit (or groups of cash-generating units), a second level of impairment testing is carried out which includes the corporate assets which do not generate positive cash flows and which cannot be allocated by a reasonable and consistent criterion to the single units. At this second level, the total recoverable amount of all cash-generating units (or groups of cash-generating units) is compared to the carrying amount of all cash-generating units (or groups of cash-generating units), including also those cash-generating units to which no goodwill was allocated, and the corporate assets.

**Intangible and tangible assets with a finite useful life.** At every annual or interim closing date, the Group assesses whether there are any indications of impairment of intangible and tangible assets with a finite useful life. Both internal and external sources of information are used for this purpose. Internal sources include obsolescence or physical damage, and significant changes in the use of the asset and the economic performance of the asset compared to estimated performance. External sources include the market value of the asset, changes in technology, markets or laws, increases in market interest rates and the cost of capital used to evaluate investments, and an excess of the carrying amount of the net assets of the Group over market capitalization. When indicators of an impairment exist, the carrying amount of the assets is reduced to the recoverable amount. The recoverable amount of an asset is the higher of fair value less costs to sell and its value in use. In calculating the value in use, the estimated future cash flows are discounted to present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where it is not possible to estimate the recoverable amount of an individual asset, we estimate the recoverable amount of the cash-generating unit to which the asset belongs. Impairment losses are recognized in the separate income statement. When the conditions that gave rise to an impairment loss no longer exist, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, up to the carrying amount that would have been recorded had no impairment loss been recognized. The reversal of an impairment loss is recognized as income in the separate income statement.

The identification of impairment indicators, the estimation of future cash flows and the determination of fair values of assets, groups of assets (or cash-generating units) require management to make significant judgments concerning the identification and validation of impairment indicators, expected cash flows, applicable discount rates, useful lives and residual values. These estimates can have a material impact on fair value and the amount of any write-downs.



---

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Critical Accounting Policies And Estimates****Financial assets**

Financial assets include, in particular, investments some of which are publicly traded and have highly volatile share prices. Generally, an impairment charge is recorded when an investment's carrying amount exceeds the present value of its estimated future cash flows. The calculation of the present value of estimated future cash flows and the determination of whether an impairment is other than temporary involve judgments and relies heavily on assessments by management regarding the future development and prospects of the investee company. In determining value, quoted market prices are used, if available, or other valuation methodologies. To determine whether an impairment is other than temporary, we consider the ability and intent to hold the investment for a reasonable period of time to ascertain whether a forecasted recovery of fair value exceeds the carrying amount, including an assessment of factors such as the length of time and magnitude of the excess of carrying value over market value, the forecasted results of the investee company, the regional economic environment and state of the industry. Future adverse changes in market conditions, particularly a downturn in the telecommunications industry, or poor operating results could result in losses or an inability to recover the carrying amount of the investment, which could result in impairment charges.

**Derivative financial instruments**

Telecom Italia enters into several different types of derivative contracts in order to manage its exposure to exchange rate and interest rate risks and to diversify the parameters of debt so that costs and volatility can be reduced to within pre-established operational limits. The changes in the fair value of derivatives which do not qualify for hedge accounting, fair value hedge derivatives and the ineffective portion of cash flow hedge derivatives are recognized in the separate income statement in the period of change. The gain or loss on the effective portion of qualifying cash flow hedges is recognized directly in a specific equity reserve. The cumulative gain or loss is removed from equity and recognized in the separate income statement at the same time as the hedged transaction affects the separate income statement. The assessment of the fair value of a derivative contract requires the use of quoted market prices, banker price quotations, price quotations for similar instruments traded in different markets and, where applicable, pricing models. Pricing models and their underlying assumptions impact the amount and timing of unrealized gains and losses recognized. We rely on these pricing models when external fair values are unavailable. The estimates regarding future prices require estimating several factors, including interest rates, currency values and cash flows. Prices realized in the future could differ from these estimates, therefore producing different financial results.

**Employee severance indemnities**

Employee severance indemnities are a form of post employment benefit, mandatory for Italian companies. They have the nature of deferred compensation and are based, among other things, on the employee's years of service and the remuneration earned by the employee during the service period.

Under IAS 19, the employee severance indemnity is classified as a defined benefit plan, except when employees, starting from the year 2007, choose to devote their accruing indemnity portions to supplementary pension funds or to the Treasury Fund managed by the State Social Security Institute (INPS); in such case employee severance indemnity is classified as a defined contribution plan.

The obligation for the employee severance indemnity classified as a defined benefit plan is determined in accordance with actuarial methods. In the event that changes in assumptions are required, the future amounts of the post employment benefit costs may be materially affected.

**Provisions and contingent liabilities**

We exercise considerable judgment in determining our exposure to and recognizing provisions for contingent liabilities related to pending litigations or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation as well as other contingent liabilities.

Judgment is necessary in assessing the likelihood that a pending claim will succeed or a liability will arise and to quantify the possible range of the final settlement. Provisions are recorded for liabilities when losses are considered probable and can be reasonably estimated. Because of the inherent uncertainties in making such

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Critical Accounting Policies And Estimates**

judgments, actual losses may be different from the originally estimated provision. Significant estimates are involved in the determination of provisions related to taxes, environmental liabilities, our workforce reduction initiative and litigation risks. These estimates are subject to change as new information becomes available, primarily with the support of internal specialists or outside consultants, such as actuaries or legal counsel. Adjustments to loss provisions may significantly affect future operating results.

**Income tax expense**

The Group calculates income tax expense in each of the tax jurisdictions in which it operates. This process involves a jurisdiction-by-jurisdiction calculation of the current tax charge and an assessment of temporary differences resulting from the different treatment of certain items for consolidated financial and tax reporting purposes. Temporary differences result in the recognition of deferred tax assets or liabilities in the consolidated financial statements. Deferred tax assets are recognized to the extent that their realization is probable. The realization of deferred tax assets depends, among other things, on the company's ability to generate sufficient taxable income in future years and the reversal of temporary liabilities, taking into account any restrictions on the carryforward of tax losses. Various factors are used to assess the probability of the future realization of deferred tax assets, including future reversals of existing taxable temporary differences, past operating results, operational plans, loss-carryforward periods, and tax planning strategies. If actual results differ from these estimates or, if these estimates must be adjusted in future periods, the financial position, results of operations and cash flows may be affected. In the event of a change in the assessment of future utilization of deferred tax assets, the recognized deferred tax assets must be increased or decreased, as the case may be, and the consequent effects recognized in the separate income statement.

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Results Of Operations For The Three Years Ended December 31, 2009**

**5.3 RESULTS OF OPERATIONS FOR THE THREE YEARS ENDED DECEMBER 31, 2009**

**5.3.1 SIGNIFICANT TRENDS IMPACTING OUR CORE BUSINESSES**

Increased competition continues to have a significant impact on the development of our business.

Key trends that have had an impact on our business areas and are expected to continue to have an impact are:

*Domestic Business Unit*

- defense of Domestic Market share and focus on quality as a value driver through the implementation of the customer driven organization;
- continuing defense of core traffic and access businesses with possible stabilization of market share on both Fixed and Mobile Telecommunications;
- convergence of services such as fixed and mobile voice offers, fixed and mobile BroadBand accesses, integrated accesses to messaging and content;
- growth of the Italian BroadBand market on both Fixed and Mobile Telecommunications;
- development of innovative services such as integrated voice-BroadBand (double play) and integrated voice-BroadBand-IPTV (triple play);
- growth of the ICT Market through the introduction of new services and products;
- the full implementation of the open Access network increasing transparency and access to the fixed network by OLOs.

*Brazil*

- Tim Participações S.A. will consolidate the Company's competitive positioning, especially in the corporate segment and data transmission offerings, reducing media lease costs and promoting the 3G network development also thanks to the merger, on December 30, 2009, with Holdco Participações Ltda, a company that had the 100% of the capital stock of Intelig Telecomunicações

Ltda. Intelig is a company with a strong metropolitan network of optical fibers in the largest Brazilian cities, plus an extensive long-distance network infrastructure (Backbone).

### 5.3.2 REORGANIZATION OF BUSINESS

The data of the Telecom Italia Group is presented in this 2009 Annual Report according to the following operating segments:

- **Domestic Business Unit:** includes domestic operations for voice and data services on fixed and mobile networks for final customers (retail) and other operators (wholesale) as well as the relative support activities;
- **Brazil Business Unit:** includes telecommunications operations in Brazil;
- **Media Business Unit:** includes television network operations and management;
- **Olivetti Business Unit:** includes activities for the manufacture of digital printing systems and office products; and
- **Other operations:** includes finance companies and other minor companies not strictly related to the core business of the Telecom Italia Group.

Furthermore, as a result of including HanseNet in Discontinued operations in 2009, the European BroadBand Business Unit is no longer presented as a separate segment. The other companies of that business unit have become part of Other operations. For purposes of comparison, the separate consolidated income statement, the consolidated statement of comprehensive income and the consolidated statements of cash flows data have been appropriately restated for the various comparative periods.

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Results Of Operations For The Three Years Ended December 31, 2009**

For a complete description of these businesses, see Item 4. Information on the Telecom Italia Group 4.2 Business Units . For purposes of the following discussion selected financial data of each Business Unit has been provided for 2009, 2008, and 2007 consistent with the structure of each Business Unit at December 31, 2009.

**5.3.3 NON-GAAP FINANCIAL MEASURES**

In this Annual Report on Form 20-F, in addition to figures presented in accordance with IFRS as issued by IASB, we disclose figures derived from IFRS that are non-GAAP financial measures ( **Non-GAAP Measures** ).

Such financial data is considered Non-GAAP financial measures as defined in Item 10 of Regulation S-K under the 1934 Act.

In this Annual Report the Non-GAAP Measures used relate to Net Financial Debt.



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

**Net Financial Debt** is a Non-GAAP financial measure as defined in Item 10 of Regulation S-K under the 1934 Act, but is widely used in Italy by financial institutions to assess liquidity and the adequacy of a company's financial structure. We believe that Net Financial Debt provides an accurate indicator of our ability to meet our financial obligations (represented by gross debt) by our available liquidity, represented by the other items shown in the reconciliation table. Net Financial Debt allows us to show investors the trend in our net financial condition over the periods presented. The limitation on the use of Net Financial Debt is that it effectively assumes that gross debt can be reduced by our cash and other liquid assets. In fact, it is unlikely that we would use all of our liquid assets to reduce our gross debt all at once, as such assets must also be available to pay employees, suppliers, and taxes, and to meet other operating needs and capital expenditure requirements. Net Financial Debt and its ratio to equity (including Non-controlling Interest), or leverage, are used to evaluate our financial structure in terms of sufficiency and cost of capital, level of debt, debt rating and funding cost, and whether our financial structure is adequate to achieve our business plan and our financial targets. Our management believes that our financial structure is sufficient to achieve our business plan and financial targets. Our management monitors the Net Financial Debt and leverage or similar measures as reported by other telecommunications operators in Italy and outside Italy, and by other major listed companies in Italy, in order to assess our liquidity and financial structure relative to such companies. We also monitor the trends in our Net Financial Debt and leverage in order to optimize the use of internally generated funds versus funds from third parties. Net Financial Debt is reported in our Italian Annual Report to shareholders and is used in presentations to investors and analysts. Net Financial Debt is calculated as follows:

	<b>As of December 31, 2008</b>	
	<b>2009</b>	<b>(Restated)</b>
	<b>(millions of euros)</b>	
<b>GROSS FINANCIAL DEBT</b>		
<b>Non-current financial liabilities (Long-term debt)</b>		
Bonds	26,369	25,680
Amounts due to banks, other financial payables and liabilities	8,818	9,134
Finance lease liabilities	1,565	1,713
	<b>36,752</b>	<b>36,527</b>
<b>Current financial liabilities (Short-term debt), excluding financial liabilities relating to Discontinued operations/Non-current assets held for sale</b>		
Bonds	3,667	4,497
Amounts due to banks, other financial payables and liabilities	3,069	1,496
Finance lease liabilities	250	274
	<b>6,986</b>	<b>6,267</b>
<b>Financial liabilities relating to Discontinued operations/Non-current assets held for sale</b>	<b>659</b>	
<b>GROSS FINANCIAL DEBT (A)</b>	<b>44,397</b>	<b>42,794</b>
<b>FINANCIAL ASSETS</b>		
<b>Non-current financial assets</b>		
Securities other than investments	15	15
Financial receivables and other financial assets	1,092	2,648
	<b>1,107</b>	<b>2,663</b>
<b>Current financial assets, excluding financial assets relating to Discontinued operations/Non-current assets held for sale</b>		
Securities other than investments	1,843	185
Financial receivables and other current financial assets	1,115	491
Cash and cash equivalents	5,504	5,416

	<b>8,462</b>	<b>6,092</b>
<b>Financial assets relating to Discontinued operations/Non-current assets held for sale</b>	<b>81</b>	
<b>FINANCIAL ASSETS (B)</b>	<b>9,650</b>	<b>8,755</b>
<b>NET FINANCIAL DEBT (A-B)</b>	<b>34,747</b>	<b>34,039</b>

**Table of Contents**

Item 5. Operating And Financial Review And Prospects

Results Of Operations For The Three Years Ended December 31, 2009

**5.3.4 OVERVIEW OF 2009 RESULTS OF OPERATIONS**

In 2009, we achieved the following in our domestic market:

- in the **Domestic Fixed Telecommunications Services Business** BroadBand and ICT were the two areas of growth. In particular in the BroadBand business the strategy premised on attracting the most valuable customers progressed: the BroadBand portfolio at the end of December 2009 had around 7 million accesses. In addition, we launched new integrated solutions such as VoIP services (offers that included the first naked triple-play offer): Alice Casa reached approximately 620,000 accesses at December 31, 2009 and a penetration of approximately 9% of the overall BroadBand customer base.

In the ICT segment we posted approximately 10% growth year over year (of which 14% growth in services, accounting for 61% of revenues mix) due to specific turn-key offers for the Corporate and SME segment.

In the traditional Telephone business, we have been affected by a significant decrease in our customer base and traffic volumes due to increased competition. It is worth noting, however, that in the fixed line access business, where we retain a 71% market share, we strongly reduced line losses compared to 2008 (1,254 thousand line losses in 2009 compared to 1,861 thousand line losses in 2008).

In the traditional telephone business the main strategy is to increase penetration of flat-rate voice packages and the proposition of the quoted integrated voice-BroadBand offers.

- In the **Domestic Mobile Telecommunications Services** our strategy to increase customer portfolio value by focusing on services rather than on handset revenues; the number of mobile handsets sold fell significantly from 7.9 million in 2008 to approximately 4.8 million in 2009 (posting a 44% decline in the related revenues year on year). The decline was attributable to a reduction in the level of subsidies offered to customers which improved the profit margins for new customers. This change in sales strategy was partially responsible for the decline in customers in 2009. At the same time we protected our mobile broadband active portfolio, resulting in approximately 5 million web (+ blackberry) and wap users (+34% year on year).

In 2009, we achieved the following with respect to our international markets:

- **Brazil.** Tim Brasil's customer base grew in 2009 (+4.7 million clients compared to 2008), with its market share stabilizing after 18 months of continuing erosion at 23.6%. In terms of Value Market Share (share in service revenues) Tim Brasil was the second Brazilian mobile operator (26%). Tim Brasil also reversed the trend of post-paid clients that in 2009 accounted for 15.7% (18.1% in 2008) of the total subscriber base, with 6,452 thousand post-paid customers.

Tim Brasil continued to focus on growth together with cost discipline through initiatives to maintain ARPU (average revenue per user) levels, increase revenue from value-added services, increase traffic volumes/usage and network service quality. On the cost side, Tim Brasil adopted a disciplined approach to client acquisition, credit analyses and operating expenses.



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The following table sets forth the separate consolidated income statement for the years ended December 31, 2009, 2008 and 2007.

	Year ended December 31,		
	2009	2008 (Restated) (millions of euros)	2007 (Restated)
Revenues	27,163	29,000	29,802
Other income	282	336	383
<b>Total operating revenues and other income</b>	<b>27,445</b>	<b>29,336</b>	<b>30,185</b>
Acquisition of goods and services	(11,480)	(13,120)	(13,442)
Employee benefits expenses	(3,734)	(4,114)	(3,715)
Other operating expenses	(1,616)	(1,631)	(2,268)
Changes in inventories	(15)	113	11
Internally generated assets	515	506	524
Depreciation and amortization	(5,551)	(5,676)	(5,518)
Gains (losses) on disposals of non-current assets	(59)	35	5
Impairment reversals (losses) on non-current assets	(12)	(12)	(44)
<b>Operating profit</b>	<b>5,493</b>	<b>5,437</b>	<b>5,738</b>
Share of profits (losses) of associates and joint ventures accounted for using the equity method	67	64	86
Other income (expenses) from investments	(51)	4	479
Finance income	2,561	3,748	2,912
Finance expenses	(4,731)	(6,359)	(5,095)
<b>Profit before tax from continuing operations</b>	<b>3,339</b>	<b>2,894</b>	<b>4,120</b>
Income tax expense	(1,121)	(677)	(1,661)
<b>Profit from continuing operations</b>	<b>2,218</b>	<b>2,217</b>	<b>2,459</b>
Profit (loss) from Discontinued operations/Non-current assets held for sale	(622)	(39)	(99)
<b>Profit for the year</b>	<b>1,596</b>	<b>2,178</b>	<b>2,360</b>
<i>Attributable to:</i>			
· Owners of the Parent	1,581	2,177	2,353
· Non-controlling interests	15	1	7

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009****5.3.5 BUSINESS UNIT FINANCIAL DATA**

The table below sets forth revenues, operating profit (loss), capital expenditures and number of employees by Business Units, for the periods indicated.

Owing to the sale of the BroadBand business in Germany, which was completed on February 16, 2010, HanseNet was classified in Discontinued Operations while the other companies in the European BroadBand Business Unit have become part of Other Operations. Consequently, the data relating to 2008 and 2007 have been reclassified and presented consistently with the 2009 presentation.

		Domestic	Brazil	Media	Olivetti	Other Operations	Adjustments and eliminations	Consolidated Total
		(millions of euros, except number of employees)						
Revenues(1)	2009	21,662	5,022	230	350	158	(259)	27,163
	2008(2)	23,227	5,208	287	352	218	(292)	29,000
	2007(2)	24,034	4,990	263	408	328	(221)	29,802
Operating profit (loss)	2009	5,394	209	(80)	(19)	(34)	23	5,493
	2008(2)	5,405	189	(113)	(37)	(15)	8	5,437
	2007(2)	5,660	150	(117)	(66)	59	52	5,738
Capital expenditures	2009	3,523	964	53	4	8	(9)	4,543
	2008(2)	3,658	1,348	50	3	26	(45)	5,040
	2007(2)	4,064	865	69	8	30	(5)	5,031
Number of employees at year-end(3)	2009	58,736	9,783	757	1,098	1,010		71,384
	2008(2)	61,816	10,285	967	1,194	1,058		75,320
	2007(2)	64,362	10,030	1,016	1,279	2,551		79,238

(1) Revenues are total revenues of the various business units of the Telecom Italia Group before elimination of intercompany sales (but after elimination of sales between companies within the same major business area).

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- (2) The data for the years ended December 31, 2008 and 2007 have been restated as a result of the correction of errors due to the Telecom Italia Sparkle case and the changes in accounting principles (IFRIC 13) as well as for comparison purposes.
  
- (3) The number of employees at year-end excludes employees relating to the consolidated companies considered as Discontinued operations/Non-current assets held for sale, and includes personnel with temporary work contracts.

**Table of Contents**

Item 5. Operating And Financial Review And Prospects

Results Of Operations For The Three Years Ended December 31, 2009

**5.3.6 YEAR ENDED DECEMBER 31, 2009 COMPARED WITH YEAR ENDED DECEMBER 31, 2008**

The following chart summarizes the main items which impacted profit attributable to owners of the Parent in 2009:

v **REVENUES**

**Revenues** amounted to 27,163 million euros in 2009, a decrease of 1,837 million euros, or 6.3%, compared to 29,000 million euros in 2008.

The table below sets forth for the periods indicated gross revenues and consolidated revenues by Business Unit.

	2009		Year ended December 31, 2008 (Restated)		Changes	
	Gross revenues(1) (a)	% of Consolidated revenues	Gross revenues(1) (b)	% of Consolidated revenues	(a-b)	%
	(millions of euros, except percentages)					
Domestic	21,662	79.7	23,227	80.1	(1,565)	(6.7)
Brazil	5,022	18.5	5,208	18.0	(186)	(3.6)
Media, Olivetti and Other Operations(2)	738	2.7	857	3.0	(119)	(13.9)
<i>Adjustments and eliminations</i>	<i>(259)</i>	<i>(0.9)</i>	<i>(292)</i>	<i>(1.1)</i>	<i>33</i>	<i>11.3</i>
<b>Total Revenues</b>	<b>27,163</b>	<b>100%</b>	<b>29,000</b>	<b>100%</b>	<b>(1,837)</b>	<b>(6.3)</b>

(1) Gross revenues are total revenues of the various business units of the Telecom Italia Group before elimination of intercompany sales (but after elimination of sales between companies within the same major business area).

(2) The Other Operations of the Telecom Italia Group consist of the financial companies and other minor companies not associated with the core business of the Telecom Italia Group.

For the domestic market, Telecom Italia Group has adopted a new *customer centric* organization; this change involved a new manner of representing the Domestic Business Unit. For more details, please see 4.2 Business Units 4.2.1 Domestic .





**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The **Domestic Business Unit** (divided into Core Domestic and International Wholesale) was adversely impacted by the weak domestic economy in 2009, although the reduction in fixed telephone market revenues was less affected than the mobile telephone business where revenues have fallen compared to the previous year.

In particular, the change in Core Domestic Revenues during 2009 reflects the following:

- a contraction in Consumer segment revenues (-1,196 million euros, -9.8%), attributable in part to business areas with low margins (in particular: mobile segment product revenues -407 million euros and mobile segment content revenues -61 million euros) while growth was reported for Broadband in both fixed (+114 million euros, +13%) and mobile (+42 million euros, +12%) areas;
- a fall in Business segment revenues (-394 million euros, -9.6%), which, to a greater extent than the other markets, was hurt by the decline in consumption owing to the weak economic conditions during 2009 and the contrasting impact of competition in the fixed telephony area, particularly regarding Telecom Italia's customer win-back procedure. Nevertheless, positive trends were seen in the stability of fixed internet revenues and growth in mobile browsing revenues;
- a limited reduction in the Top segment (-3.4%) driven by strong growth in ICT solutions (+15.3%), stable mobile revenues, offset by a decrease in revenues in the fixed line business; and
- a significant increase in the National Wholesale segment (+258 million euros, +14.8%) generated by the growth of the customer base of alternative operators.

With respect to the Brazil Business Unit, revenues totaled 5,022 million euros in 2009, 186 million euros lower than in 2008. The positive trend in VAS revenues, attributable to growth in the customer base (+4.7 million lines compared to the end of 2008) was offset by the fall in sales of handsets and products.

For an in-depth analysis of revenue performance by individual Business Unit, reference should be made to The Business Units of the Telecom Italia Group .

v **OTHER INCOME**

Details are as follows:

	Year ended December 31,			
	2009	2008	Changes	
	(a)	(b)	(a-b)	%
	(millions of euros, except percentages)			
Late payment fees charged for telephone services	71	86	(15)	(17.4)

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Recovery of costs for employees, purchases and services rendered	46	51	(5)	(9.8)
Capital and operating grants	49	42	7	16.7
Damage compensations, penalties and sundry recoveries	30	64	(34)	(53.1)
Sundry income	86	93	(7)	(7.5)
<b>Total other income</b>	<b>282</b>	<b>336</b>	<b>(54)</b>	<b>(16.1)</b>

v **OPERATING EXPENSES**

Our operating expenses amounted to 21,952 million euros in 2009, a reduction of -8.1% compared to 23,899 million euros in 2008 (-1,947 million euros). The decrease is attributable to the following:

- **Acquisition of goods and services** amounted to 11,480 million euros in 2009, a decrease of 1,640 million euros, or -12.5% compared to 2008 (13,120 million euros) partly due to favorable exchange rates (the Brazilian real and the Euro) related to the Brazil Business Unit (-99 million euros). There was a reduction of costs across all areas of expenses (commercial and advertising costs increased slightly), particularly with respect to the portion of revenues to be paid to other operators and purchases of goods by the Domestic Business Unit and the Brazil Business Unit.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

In detail:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
	(millions of euros, except percentages)			
Acquisition of raw materials and merchandise	1,852	2,707	(855)	(31.6)
Portion of revenues to be paid to other operators and interconnection costs	4,282	4,927	(645)	(13.1)
Commercial and advertising costs	2,012	1,971	41	2.1
Power, maintenance and outsourced services	1,254	1,280	(26)	(2.0)
Rent and leases	572	572		
Other service expenses	1,508	1,663	(155)	(9.3)
<b>Total acquisition of goods and services</b>	<b>11,480</b>	<b>13,120</b>	<b>(1,640)</b>	<b>(12.5)</b>
<i>% on Revenues</i>	42.3	45.2		

**Employee benefits expenses**

Details are as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
	(millions of euros, except percentages)			
<b>Employee benefits expenses Italian companies:</b>				
Expenses and costs of Ordinary employees	3,467	3,518	(51)	(1.5)
Expenses for collective dismissal procedure (mobility) under Law 223/91		292	(292)	(100)
<b>Total employee benefits expenses Italian companies</b>	<b>3,467</b>	<b>3,810</b>	<b>(343)</b>	<b>(9.0)</b>
<b>Total employee benefits expenses Foreign companies</b>	<b>267</b>	<b>304</b>	<b>(37)</b>	<b>(12.2)</b>
<b>Total employee benefits expenses</b>	<b>3,734</b>	<b>4,114</b>	<b>(380)</b>	<b>(9.2)</b>
<i>% on Revenues</i>	13.7	14.2		

The decrease of 51 million euros in the Italian component of ordinary employee benefit expenses was mainly due to lower costs arising from the reduction in the average number of the salaried workforce (-2,821 units compared to 2008, within the same scope of consolidation). The reduction was offset by the continuing effect of the increase in the minimum labor contract terms from June 2008 and the effect of the renewal of the TLC collective national labor contract in October 2009.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

In particular, employee benefits expenses in 2008 included the expenses for mobility agreements under Law 223/91 applying to collective dismissals (292 million euros) related to the Parent Telecom Italia S.p.A., Telecom Italia Sparkle S.p.A., Olivetti S.p.A. and Olivetti I-Jet S.p.A.

With respect to the Group's foreign companies, ordinary employee benefits expenses decreased by 37 million euros due to a decrease in the number of average workforce (-352 units compared to 2008, within the same scope of consolidation) and positive exchange rate effects of the Brazil Business Unit (-8 million euros) as well as the exclusion from the scope of consolidation of Entel Bolivia Group (-4 million euros).

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The Group's average number of salaried workforce for the periods indicated was as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
	(equivalent number, except percentages)			
Average salaried workforce Italy	60,324	63,145	(2,821)	(4.5)
Average salaried workforce Foreign(1)	9,640	10,363	(723)	(7.0)
<b>Total average salaried workforce(2)</b>	<b>69,964</b>	<b>73,508</b>	<b>(3,544)</b>	<b>(4.8)</b>
Non-current assets held for sale Foreign(3)	2,168	3,277	(1,109)	(33.8)
<b>Total average salaried workforce including Non-current assets held for sale</b>	<b>72,132</b>	<b>76,785</b>	<b>(4,653)</b>	<b>(6.1)</b>

- (1) The change compared to 2008 takes into account the exclusion of Entel Bolivia group's average headcount of 371 employees.
- (2) The total includes people with temporary work contracts 316 average employees in 2009 (of which 279 average employees in Italy and 37 average foreign employees); 1,073 average units in 2008 (of which 1,013 average employees in Italy and 60 average foreign employees).
- (3) The 2009 data include the average salaried headcount of HanseNet (2,168 units); in 2008 included the average salaried headcount of HanseNet (2,520 units) and the Liberty Surf Group, sold at the end of August 2008 (757 units).

Group's employees at December 31, 2009 and 2008 were as follows:

	As of December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
	(units, except percentages)			
Employees Italy	60,872	64,242	(3,370)	(5.3)
Employees Foreign	10,512	11,078	(566)	(5.1)
<b>Total Employees(1)</b>	<b>71,384</b>	<b>75,320</b>	<b>(3,936)</b>	<b>(5.2)</b>
Non-current assets held for sale Foreign	2,205	2,505	(300)	(12.0)
<b>Total Employees including Non-current assets held for sale</b>	<b>73,589</b>	<b>77,825</b>	<b>(4,236)</b>	<b>(5.4)</b>

- (1) Includes employees with temporary work contracts: 56 units at December 31, 2009 (of which 43 units in Italy and 13 Foreign units); and 782 units at December 31, 2008 (of which 721 units in Italy and 61 Foreign units).

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The foreign employees at December 31, 2009 included 580 units as a result of the entry of Intelig Telecomunicações Ltda in the scope of consolidation of the Brazil Business Unit.

**Other operating expenses**

Details are as follows:

	Year ended December 31,			
	2009	2008	Changes	
	(a)	(b)	(a-b)	%
	(millions of euros, except percentages)			
Impairments and expenses in connection with credit management	565	687	(122)	(17.8)
Accruals to provisions	168	74	94	127.0
Indirect duties and taxes	128	139	(11)	(7.9)
TLC operating fees	318	315	3	1.0
Taxes on revenues of Brazilian companies	271	282	(11)	(3.9)
Penalties, compensation and administrative sanctions	73	63	10	15.9
Association dues and fees, donations, scholarships and traineeships	26	26		
Sundry expenses	67	45	22	48.9
<b>Total other operating expenses</b>	<b>1,616</b>	<b>1,631</b>	<b>(15)</b>	<b>(0.9)</b>
<i>% on Revenues</i>	5.9	5.6		

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The reduction in other operating expenses in 2009 compared to 2008, was partially connected with the exchange rates of the Brazil Business Units (-29 millions euros).

In particular, impairments and expenses in connection with credit management consisted of 404 million euros attributable to the Domestic Business Unit (402 million euros in 2008) and 153 million euros to the Brazil Business Unit (280 million euros in 2008).

Accruals to provisions, recorded mainly for pending disputes, included 136 million euros relating to the Domestic Business Unit (31 million euros in 2008) and 25 million euros relating to the Brazilian Business Unit (36 million euros in 2008).

**Depreciation and Amortization**

Details are as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b) %	
	(millions of euros, except percentages)			
Amortization of intangible assets with a finite useful life	2,251	2,324	(73)	(3.1)
Depreciation of tangible assets owned and leased	3,300	3,352	(52)	(1.6)
<b>Total depreciation and amortization</b>	<b>5,551</b>	<b>5,676</b>	<b>(125)</b>	<b>(2.2)</b>
<i>% on Revenues</i>	<i>20.4</i>	<i>19.6</i>		

The reduction in depreciation and amortization charges was mainly related to the Domestic Business Unit (-116 million euros) and, for the remaining balance, the net effect between the change in the Brazilian real/euro exchange rate (-34 million euros) and higher depreciation and amortization charges of the Brazil Business Unit.

**Net losses on disposals of non-current assets**

Net losses on disposals of non-current assets were 59 million euros in 2009 (35 million euros of net gains on disposal of non-current assets in 2008) and include:

- a 39 million euros loss connected with the final divestiture of the credit management software developed for the fixed consumer clientele of the Domestic Business Unit;



· a loss of 11 million euros on the sale of a 60% stake in Telecom Media News S.p.A. by Telecom Italia Media S.p.A.

In 2008, net gains on disposals of non-current assets included net gains of 9 million euros mainly attributable to the disposal of the Pay-per-View business segment by Telecom Italia Media in addition to other net gains mainly on the sale of real properties.

· **Impairment losses on non-current assets** amounted to 12 million euros in 2009 (12 million euros in 2008). 2009 included 6 million euros for the impairment loss attributable to goodwill, within Other Operations, of the consolidated company BBNet following impairment testing and the remaining impairment losses were mainly taken by the Domestic Business Unit.

The impairment test for the other cash-generating units of the Telecom Italia Group indicated that the recoverable amounts exceeded the carrying amounts, therefore no additional impairment losses were recognized on goodwill.

#### v **OPERATING PROFIT**

**Operating profit** was 5,493 million euros in 2009, an increase of 56 million euros compared to 2008 (1.0%). As a percentage of revenues, operating profit was 20.2% in 2009 (18.7% in 2008).

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009****V SHARE OF PROFITS (LOSSES) OF ASSOCIATES AND JOINT VENTURES ACCOUNTED FOR USING THE EQUITY METHOD**

Details are as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
ETECSA.	54	53	1	1.9
Other	13	11	2	18.2
<b>Total</b>	<b>67</b>	<b>64</b>	<b>3</b>	<b>4.7</b>

For further details about the above mentioned investments accounted for using the equity method please see Item 4. Information on the Telecom Italia Group 4.2 Business Units 4.2.5 International Investments , and Note Other Non-current assets of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**V OTHER INCOME (EXPENSES) FROM INVESTMENTS**

Details are as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
Dividends from other investments	2	3	(1)	(33.3)
Net gains on disposal of other investments	4	2	2	100
Writedowns of Italtel group	(39)		(39)	
Writedowns of other investments and other income expenses	(18)	(1)	(17)	
<b>Total</b>	<b>(51)</b>	<b>4</b>	<b>(55)</b>	

Other income (expenses) from investments amounted to a negative 51 million euros in 2009 and included the writedown of 39 million euros on the 19.37% investment in the Italtel group. The amount of the investment, recorded at cost, was written off on the basis of a valuation backed by a specific report on its estimated value, conducted by an independent appraiser. Other income (expenses) from investments also included gains, net of the relative transaction expenses of 3 million euros, on the disposals, in early 2009, of the investments held in Luna Rossa Challenge 2007 and Luna Rossa Trademark, which were classified as Non-current assets held for sale at December 31, 2008.

## v FINANCE INCOME (EXPENSES)

Details are as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b) %	
	(millions of euros, except percentages)			
Fair value measurement of call options for 50% of Sofora Telecomunicaciones share capital.	60	(190)	250	131.6
Income on bond buybacks		62	(62)	(100)
Early termination of cash flow derivatives	22	19	3	15.8
Writedown of receivables from Lehman Brothers		(58)	58	100
Accrual to provisions for interest (Telecom Italia Sparkle case)	(10)	(10)		
Net finance expenses, fair value adjustments of derivatives and underlyings and other items	(2,242)	(2,434)	192	7.9
<b>Total</b>	<b>(2,170)</b>	<b>(2,611)</b>	<b>441</b>	<b>16.9</b>

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Results Of Operations For The Three Years Ended December 31, 2009**

The change in finance income (expenses) was impacted by the following:

- the overall reduction in interest rates and the decrease in debt exposure and an improvement, compared to the previous year, of the impact in the fair value adjustments of the positions qualifying for hedge accounting;
- the improvement in the fair value measurement of the call options on Sofora;
- 2008 included the writedown of receivables from Lehman Brothers International Europe Ltd and Lehman Brothers Special Financing Inc., arising on transactions in derivative instruments hedging financial risks on existing financial liabilities; and
- lower income on bond buybacks. Such bond repurchase transactions, although having no impact in terms of finance income (expenses) in 2009 (income of 62 million euros in 2008), will give rise to lower finance expenses prospectively and constitutes an efficient alternative investment of liquidity.

Furthermore, in 2009, net finance expenses included an accrual of 10 million euros (10 million euros in 2008) to the provision for risks and charges due to the Telecom Italia Sparkle case . See Section 5.1 Restatement Due to Errors .

For further details about finance income and finance expenses, please see Note Finance income and Note Finance expenses , respectively, of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**v INCOME TAX EXPENSE**

Income tax expense amounted to 1,121 million euros, an increase of 444 million euros compared to 677 million euros in 2008. 2008 benefited from the positive effect of 515 million euros due to the tax realignment of off-book deductions carried out by some Group companies pursuant to Law 244 of December 24, 2007 and the recognition of 60 million euros of deferred tax assets which became recoverable by some Group companies.

Net of this effect, income taxes posted would have declined by 131 million euros in 2009 compared to the prior year due to the following:

- lower taxes for Telecom Italia in 2009 of 143 million euros due mainly to the filing of an application for the reimbursement of prior years IRES taxes corresponding to 10% of deductible IRAP taxes, pursuant to Legislative Decree 185 of November 29, 2008, art. 6, as well as lower taxes of the prior year;
- higher 2009 income taxes (12 million euros) due mainly to a higher tax base for Telecom Italia.

v **LOSS FROM DISCONTINUED OPERATIONS/NON-CURRENT ASSETS HELD FOR SALE**

In 2009, this line item was a loss of 622 million euros and included:

- the writedown of the goodwill allocated to Broadband activities in Germany, accruals to provisions and other expenses relating to the disposal, on February 16, 2010, of the entire investment held in HanseNet Telekommunikation GmbH (-597 million euros);
- the negative contribution on consolidation of HanseNet of 23 million euros including the negative impacts of the amortization of the customer relationship and the audience agreement which resulted from the acquisition of the AOL internet business in Germany;
- additional expenses connected with sales transactions in previous years (-2 million euros).

In 2008, loss from discontinued operations/non-current assets held for sale was a loss of 39 million euros and included:

- the net impact of the sale of Liberty Surf group S.A.S., being the balance between the gain on the disposal and the company's negative contribution to the consolidated result (-28 million euros);
- HanseNet's negative contribution on consolidation, including an impairment loss on goodwill of 21 million euros and the net contribution of the company to the consolidated result (for a total of -10 million euros);
- additional expenses connected with sales transactions in previous years (-1 million euros).

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

In detail, the reconciliation of Profit (loss) from Discontinued operations/Non current assets held for sale and the main economic and financial data of HanseNet, was as follows:

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
	(millions of euros, except percentages)			
<b>HanseNet economic impacts:</b>				
Revenues	1,161	1,190	(29)	(2.4)
Operating profit	(6)	8	(14)	
· % of Revenues	(0.5)	0.7		
Finance Income (expenses)	(24)	(33)	9	
Profit before tax from Discontinued operations/Non-current assets held for sale	(30)	(25)	(5)	
Income tax expense	7	36	(29)	
<b>Profit from Discontinued operations/Non-current assets held for sale (A)</b>	<b>(23)</b>	<b>11</b>	<b>(34)</b>	
<b>Other economic impacts:</b>				
Impairment loss on goodwill attributed to HanseNet and expenses incidental to the sale	(597)	(21)	(576)	
Net impact related to Liberty Surf		(28)	28	
Expenses connected with sales in prior years	(2)	(1)	(1)	
<b>(B)</b>	<b>(599)</b>	<b>(50)</b>	<b>(549)</b>	
<b>Profit (Loss) from Discontinued operations/Non-current assets held for sale (A+B)</b>	<b>(622)</b>	<b>(39)</b>	<b>(583)</b>	

**5.3.7 RESULTS OF OPERATIONS OF BUSINESS UNITS FOR THE YEAR ENDED DECEMBER 31, 2009 COMPARED WITH THE YEAR ENDED DECEMBER 31, 2008****v DOMESTIC**

With respect to the new customer centric organization which the Telecom Italian Group has adopted for the domestic market, the manner of representing the Domestic Business Unit has changed from the one presented in the 2008 Annual Report in which such information had been organized by fixed and mobile technology businesses. For further details regarding the new customer centric organization please see Item 4. Information on the Telecom Italia Group 4.2 Business Units 4.2.1 Domestic .

The following table sets forth, for the periods indicated, certain financial and other data for the Domestic Business Unit.

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

	(millions of euros, except percentages and employees)			
Revenues	21,662	23,227	(1,565)	(6.7)
Operating profit	5,394	5,405	(11)	(0.2)
· % of Revenues	24.9	23.3		
Capital expenditures	3,523	3,658	(135)	(3.7)
Employees at year-end (units)	58,736	61,816	(3,080)	(5.0)

**Revenues** decreased by 1,565 million euros, or 6.7%, from 23,227 million euros in 2008 to 21,662 million euros in 2009.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

In detail, an analysis of the Domestic Business Unit's revenues by market segment is as follows:

· **Core Domestic**

	Year ended December 31, 2008			
	2009 (a)	(Restated) (b)	Changes (a-b)	%
	(millions of euros, except percentages and employees)			
Revenues(1)	20,579	22,104	(1,525)	(6.9)
· Consumer	10,999	12,195	(1,196)	(9.8)
· Business	3,730	4,124	(394)	(9.6)
· Top	3,688	3,819	(131)	(3.4)
· National Wholesale	1,996	1,738	258	14.8
· Other	166	228	(62)	(27.2)
Operating profit	5,190	5,163	27	0.5
· % of Revenues	25.2	23.4		
Capital expenditures	3,434	3,501	(67)	(1.9)
Employees at year-end (units)	57,467	60,539	(3,072)	(5.1)

(1) Data are net of intersegment relationship.

In particular, as regards the market segments, for the year 2009, the following changes compared to 2008 are noted:

· **Consumer:** during 2009, the commercial policy of the mobile business underwent a fundamental transformation. In particular, the difficult macroeconomic climate resulted in a drop in usage by some parts of the customer base together with an increasingly competitive market required a rapid repositioning of TIM's offerings. From the traditional focus on the mobile handset as the important driver of choice by the final customer and promotion of the commercial network, there was a shift to a policy aimed at effective advertising communication, on service packages that further retain customers and a remuneration of the distribution channel linked to the quality of the customer acquired.

Specifically, the reduction in Consumer segment revenues was 1,196 million euros (-9.8%), of which 742 million euros (-6.6%) related to service revenues and 454 million euros (-49.1%) to product sales (mobile handsets in particular). The reduction in service revenues (-742 million euros) was mainly due to a decrease in revenues from fixed voice (-333 million euros, -8%) and outgoing Mobile voice (-213 million euros or -6%). This was principally due to the contraction of the customer base, the impact of the change in regulated interconnection rates, especially mobile termination revenues (down 168 million euros, of which 122 million euros was due to rate reductions) and the decrease in traditional value-added service revenues (for messaging, a reduction of 76 million euros or -9%) and content revenues (-61 million euros or -24%). Such changes in the traditional business areas were in part offset by growth of the broadband customer base and broadband service revenues in the fixed area (+114 million euros or +13%) and mobile area (+42 million euros or +12%);

· **Business:** the decrease in revenues (-394 million euros compared to 2008 or -9.6%) was mainly due to continuing economic difficulties encountered in 2009 by small and medium businesses resulting in a reduction of usage. In addition, there was a contraction in the



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Customer Base: less significant than the prior year in the Fixed area but a significant increase in the Mobile area. There was a reduction in revenues in both areas: Fixed -11% and Mobile -9%, although the fourth quarter of 2009 had a lower decrease compared to the 2009 third quarter. Positive trends, however, were seen in the comparison of the two years as Fixed Broadband revenues were stable, Fixed Data Services grew (+3%) and mobile browsing revenues also increased (+16%);

**Top:** revenue performance (-131 million euros or -3.4% year-on-year and -1.9% in the fourth quarter) was principally due to the ongoing decline in the voice and data area (-8.7% year-on-year with a decrease of 7.7% in the fourth quarter). This was also linked to the economic weakness and the consequent reduction in usage by companies. Such change was partly offset by the continual, strong growth of ICT solutions and offerings (+15.3% year-on-year and +15.3% in the fourth quarter) with an increase in market share from approximately 9.2% in December 2008 to 11.4% in December 2009. The mobile area was stable (-0.1% year-on-year and -0.1% in the fourth quarter);

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

· **National Wholesale:** the increase in revenues (+258 million euros or +14.8%) was generated by the growth of the OLO (Other Licensed Operators) customer base on Local Loop Unbundling, Wholesale Line Rental and Bitstream services.

· **International Wholesale**

	Year ended December 31,			
	2009	2008	Change	
	(a)	(Restated) (b)	(a-b)	%
(millions of euros, except percentages and employees)				
Revenues	1,710	1,830	(120)	(6.6)
· Of which third parties	1,208	1,267	(59)	(4.7)
Operating profit	209	236	(27)	(11.4)
· % of Revenues	12.2	12.9		
Capital expenditures	122	163	(41)	(25.2)
Employees at year-end (units)	1,269	1,277	(8)	(0.6)

In 2009, International Wholesale (Telecom Italia Sparkle group) reported revenues of 1,710 million euros, down 120 million euros compared to 2008 (-6.6%) owing to the reduction in revenues from voice services both in the captive market and with third parties. The positive performance of IP/Data, Multinational Corporations and Consulting businesses was in part offset by the above reduction in voice services.

\* \* \*

In addition to the summary by market segment reported above, sales information by technology (fixed and mobile) is also presented below.

Revenues of the Domestic Business Unit by technology and market segment are reported below:

Market segment	Year ended December 31,								
	2009			2008 (Restated)			Change %		
	Total	Fixed(1)	Mobile(1)	Total	Fixed(1)	Mobile(1)	Total	Fixed(1)	Mobile(1)
(millions of euros, except percentages)									
Consumer	10,999	5,037	6,251	12,195	5,285	7,270	(9.8)	(4.7)	(14.0)
Business	3,730	2,472	1,315	4,124	2,765	1,440	(9.6)	(10.6)	(8.7)
Top	3,688	2,956	823	3,819	3,053	824	(3.4)	(3.2)	(0.1)
National Wholesale	1,996	2,758	194	1,738	2,320	107	14.8	18.9	81.3
Other (support structures)	166	174	14	228	162	46	(27.2)	7.4	(69.6)
<b>Total Core Domestic</b>	<b>20,579</b>	<b>13,397</b>	<b>8,597</b>	<b>22,104</b>	<b>13,585</b>	<b>9,687</b>	<b>(6.9)</b>	<b>(1.4)</b>	<b>(11.3)</b>
International Wholesale	1,710	1,710		1,830	1,830		(6.6)	(6.6)	
Eliminations	(627)	(368)		(707)	(415)				
<b>Total Domestic</b>	<b>21,662</b>	<b>14,739</b>	<b>8,597</b>	<b>23,227</b>	<b>15,000</b>	<b>9,687</b>	<b>(6.7)</b>	<b>(1.7)</b>	<b>(11.3)</b>

(1) The breakdown by fixed and mobile technology is presented gross of intersegment eliminations.

The performance of the major business areas was as follows:

· **Revenues from Fixed Telecommunications**

In 2009, revenues of the fixed telecommunications area amounted to 14,739 million euros, decreasing 261 million euros (-1.7%) compared to the prior year.

At December 31, 2009, the number of retail voice accesses was approximately 16.1 million (-1,255,000 accesses compared to December 31, 2008). The wholesale customer portfolio increased and at December 31, 2009 reached approximately 6.2 million accesses (+1,221,000 accesses compared to December 31, 2008). The overall access market was stable compared to December 2008.

The total broadband portfolio at December 31, 2009 is equal to 8.7 million accesses (+607,000 accesses compared to December 31, 2008), of which retail is 7.0 million and wholesale is 1.7 million.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The trend for the main types of revenues from Fixed telecommunications was as follows.

Retail voice

	2009		Year ended December 31, 2008 (Restated)		Change	
	€	%	€	%	€	%
	(millions of euros, except percentages)					
Traffic	2,726	40.1	3,118	41.4	(392)	(12.6)
Accesses	3,491	51.3	3,668	48.8	(177)	(4.8)
VAS services	207	3.0	252	3.3	(45)	(17.9)
Telephone products	380	5.6	486	6.5	(106)	(21.8)
<b>Total Retail Voice</b>	<b>6,804</b>	<b>100.0</b>	<b>7,524</b>	<b>100.0</b>	<b>(720)</b>	<b>(9.6)</b>

Retail voice revenues, in all business areas, reflect the continuing reduction in the customer base and traffic volumes due to the competitive environment in which the company operates. Combined with a smaller customer base, revenues were adversely affected by a reduction of regulated fixed-mobile termination rates and the discontinuance of certain mandatory or voluntary Premium services (offered by the company on a mandatory or voluntary basis). As a result, VAS service revenues decreased by 45 million euros compared to 2008. The economic impact in terms of lower revenues from the decline in accesses (-177 million euros), was only partially offset by the increase in subscriber charges which came into effect on February 1, 2009, for the domestic business. The expansion of national wholesale services (+170 million euros for regulated intermediate services such as Local Loop Unbundling and Wholesale Line Rentals) offset in part some of these declines.

Internet

	2009		Year ended December 31, 2008		Change	
	€	%	€	%	€	%
	(millions of euros, except percentages)					
<b>Total Internet</b>	<b>1,707</b>	<b>100</b>	<b>1,630</b>	<b>100</b>	<b>77</b>	<b>4.7</b>
<i>of which content/portal</i>	<i>144</i>	<i>8.4</i>	<i>120</i>	<i>7.4</i>	<i>24</i>	<i>20.0</i>

Revenues from internet were 1,707 million euros, increasing 77 million euros compared to 2008. The Narrowband component continues to decline and now represents only about 2% of total revenues. The total domestic retail broadband access portfolio in the domestic market reached around 7.0 million accesses, growing 246,000 accesses compared to the end of 2008. Flat-rate packages now account for 83.0% of the total retail broadband customer portfolio (77% at year-end 2008). IPTV services continue to gain ground in the Consumer market (the portfolio has 401,000 customers, +72,000 compared to the end of 2008) and the Virgilio portal Web packages and activities grew. The Alice Casa offering has a portfolio of 621,000 customers (+503,000 compared to December 31, 2008) and accounts for 8.9% of the broadband portfolio compared to 1.7% at December 2008.

Business Data

	2009	Year ended December 31,		Change		
		%	2008 (Restated)	%	%	
(millions of euros, except percentages)						
Leased lines	190	11.0	198	11.5	(8)	(4.0)
Data transmission	505	29.2	552	32.1	(47)	(8.5)
Data products	204	11.8	211	12.3	(7)	(3.3)
ICT services	831	48.0	759	44.1	72	9.5
· <i>Of which ICT Services</i>	510		448		62	13.8
· <i>Of which ICT Products</i>	321		311		10	3.2
<b>Total Data Business</b>	<b>1,730</b>	<b>100.0</b>	<b>1,720</b>	<b>100.0</b>	<b>10</b>	<b>0.6</b>

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

Revenues of the Business Data area rose by 10 million euros (+0.6%) compared to 2008. Growth in the packages offered for ICT services and products resulted in an increase in revenues of 72 million euros (+9.5%), mainly in the services area which grew by 13.8%. This increase offset declines in other areas of Business Data.

Wholesale

	2009	Year ended December 31,		Change		
		%	2008 (Restated)	%	%	
(millions of euros, except percentages)						
National Wholesale	2,888	70.1	2,459	65.1	429	17.4
International Wholesale(1)	1,229	29.9	1,318	34.9	(89)	(6.8)
<b>Total Wholesale</b>	<b>4,117</b>	<b>100.0</b>	<b>3,777</b>	<b>100.0</b>	<b>340</b>	<b>9.0</b>

(1) Includes sales to the third-party market and Domestic Mobile Telecommunications.

The customer portfolio of Telecom Italia's Wholesale division reached about 6.2 million accesses for voice services and 1.7 million for broadband services at the end of 2009.

Revenues from national wholesale services increased by 429 million euros (+17.4%) compared to 2008. The change in wholesale revenues was related to the expansion of the customer base of alternative operators served through the various types of accesses.

**Revenues from Mobile Telecommunications**

The program to fundamentally change the mobile business commercial policy in the Consumer segment, as described earlier, led to a significant reduction in mobile units sold which fell from 7.9 million units in 2008 to about 4.8 million units in 2009, with noticeable benefits in terms of the contribution margin of the Domestic Business Unit.

Mobile telecommunications revenues totaled 8,597 million euros in 2009, decreasing by 1,090 million euros (-11.3%) compared to 2008. The new strategic direction which led to the strong contraction in mobile handsets sold as described in the preceding paragraph, resulted in a revenue decline (-44%). Mobile revenues also fell due to the effects of the anticipated decrease in regulated interconnection rates and the reduction in the customer base which primarily occurred in the first part of the year. Excellent results from mobile broadband plans made it possible to offset in part the declining trend of valued-added traditional services (SMS).

At December 31, 2009, the number of Telecom Italia mobile lines was approximately 30.8 million, a decline of 4.0 million compared to December 31, 2008. The reduction compared to December 31, 2008 can be attributed to greater selectivity in the sales policy focusing on

higher-value customers. This strategy was confirmed by the number of postpaid lines which reached about 20% of total lines compared to about 17% at December 31, 2008, as well as the termination of silent lines.

In detail the trend of the main types of revenues from Mobile telecommunications was as follows.

***Outgoing voice***

Outgoing voice revenues totaled 4,583 million euros in 2009, down by 386 million euros (-7.8%) compared to 2008, mainly as a result of the reduction in the customer base.

***Incoming voice***

Incoming voice revenues of 1,511 million euros in 2009 recorded a decrease of 173 million euros (-10.3%), compared to 2008, due mainly to the reduction of termination prices on the mobile network and to a lesser extent, the contraction in the customer base.

***Value-added Services (VAS)***

Value-added services (VAS) revenues amounted to 2,022 million euros in 2009, a decrease of 6.9% compared to 2008. Such decrease was primarily attributable to VAS content (ring tones, logos and games) following a drop in the usage of such services caused by the general economic weakness. The ratio of VAS revenues to revenues from services is about 25%, in line with the 2008 average.

---

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009*****Handset sales***

Handset sales revenues were 482 million euros in 2009, a decline of 378 million euros compared to 2008. The reduction is due to a decrease in the total handsets sold owing principally to a more selective sales policy that rationalized the product portfolio and focused on quality (higher percentage of advanced handsets and devices using mobile internet) and the higher margins on these same handsets and devices.

**Operating profit**

Operating profit was 5,394 million euros in 2009, a decrease of 11 million euros (-0.2%) compared to the corresponding period of 2008. The Operating profit margin was 24.9% in 2009 (23.3% in 2008).

The Operating profit performance was impacted by the change in the following line items:

- *acquisition of goods and services* totaled 8,332 million euros in 2009, a reduction of 1,317 million euros (-13.6%) compared to the same period of 2008. The change was mainly due to a decrease in the amount to be paid to other operators, partly following the reduction in the termination rates of voice calls on the network of other operators from the fixed and mobile network, and lower purchases of products for resale, in addition to keeping commercial expenses in check, particularly those related to customer acquisition. Such decrease was connected with the Group's strategy of focusing on higher-value customers; and
- *employee benefits expenses* of 3,327 million euros in 2009, represented a decrease of 311 million euros compared to 2008. In 2008, 287 million euros was provided in connection with the collective dismissal procedure (mobility) under Law 223/91. Excluding such effect, employee benefits expenses recorded a decrease of 24 million euros in 2009; the contraction in the average headcount (-2,576 units compared to 2008) was mainly offset by the effect of the June 2008 increase in minimum salaries established by the TLC collective national labor contract and in October 23, 2009, the renewal of TLC collective national labor contract.

Apart from the factors above mentioned, the Operating profit performance can be attributed to:

- lower *depreciation and amortization charges* of 116 million euros in 2009 (largely due to the reduction in amortizable assets); and
- net losses on disposals of non-current assets for 69 million euros.

In addition, during 2009, the credit management software for fixed consumer clientele was disposed of since it was no longer considered usable in light of the new organizational structure of the Domestic Business Unit and the continuance of the fixed-mobile convergence process.



## Capital expenditures

Capital expenditures totaled 3,523 million euros in 2009, down by 135 million euros compared to 2008. The percentage of capital expenditures to revenues was 16.3% in 2009 (15.7% in 2008). The reduction in total expenditure is largely due to the optimization and the rationalization of capital expenditures for the Broadband Access network, Core Platform and Control, Service and Application Platform, as well as the lower commitments associated with handset packages (either rented or in connection with multi-year contracts) and the acquisition of WI-MAX licenses.

The reduction in the Domestic Business Unit, although including 89 million euros for the purchase of part of the frequencies assigned to IPSE, is also attributable to the cost and capital expenditure reduction plans begun during 2008.

## Employees

Employees were 58,736 as of December 31, 2009, a reduction of 3,080 units compared to December 31, 2008.

## v BRAZIL

On December 30, 2009, Tim Participações finalized the acquisition of Intelig from JVCO Participações (a subsidiary of the Docas Group). Intelig is the domestic and international Brazilian telecommunications operator

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

for long-distance and data transmission services. From an industrial standpoint, the acquisition is important to the Company's Brazilian operations as it will strengthen and complete the product offering and optimize resources due to the synergies generated by the integration of the two networks. Intelig possesses an important fiber optic network (about 15,000 kilometers) found in major Brazilian cities and has its own extensive carrier network (backbone).

On December 31, 2009, the merger by incorporation of Tim Nordeste S.A. in Tim Celular S.A. was concluded with a view towards continuing the process of simplifying the corporate structure aimed at the rationalization of business activities.

The following table sets forth, for the periods indicated, certain financial and other data for the Brazil Business Unit.

	2009	2008 (Restated)	Year ended December 31,		Changes	
			2009	2008	(a-b)	%
			(a)	(b)	(a-b)	%
	(millions of euros, except percentages and employees)		(millions of BRL, except percentages and employees)			
Revenues	5,022	5,208	13,907	13,951	(44)	(0.3)
Operating profit	209	189	580	507	73	14.4
· % of Revenues	4.2	3.6	4.2	3.6		
Capital expenditures	964	1,348	2,671	3,612	(941)	(26.1)
Employees at year-end (units)	9,783	10,285	9,783	10,285	(502)	(4.9)

**Revenues**

Revenues totaled 13,907 million Brazilian reais in 2009, -44 million Brazilian reais lower than in 2008 (-0.3%). Product revenues decreased from 1,087 million Brazilian reais in 2008 to 1,059 million Brazilian reais in 2009 (-2.6%). Service revenues declined from 12,864 million Brazilian reais in 2008 to 12,848 million Brazilian reais in 2009 (-0.1%). In this context, VAS revenues increased by 16.1% over the previous year, owing to the growth in data packages with broadband and services and content. The ARPU, average revenues per units was 28.2 Brazilian reais in December 2009, compared to 31.6 Brazilian reais in December 2008.

Total lines at December 31, 2009 are 41.1 million, up 12.9% compared to December 31, 2008 corresponding to a 23.6% market share on lines.

**Operating profit**

Operating profit amounted to 580 million Brazilian reais in 2009, an increase of 73 million Brazilian reais compared to 2008. This result was achieved by exercising a tight control over costs combined with an efficiency plan to generate resources to support the commercial relaunching of Tim Brasil. The cost components which grew in 2009 compared to 2008 were attributable to investments for the development of the business.

With respect to changes in costs, the following is noted:

- *acquisition of goods and services* totaling 7,777 million Brazilian reais in 2009 (8,107 million Brazilian reais in 2008). The decrease compared to the previous year (-330 million Brazilian reais), is principally due to a reduction of 514 million Brazilian reais in acquisition of raw and ancillary materials, consumable stores and goods and a reduction of 489 million Brazilian reais in the portion in revenues paid to other TLC operators (2,623 million Brazilian reais in 2009 and 3,112 million Brazilian reais in 2008) partially offset by an increase of 536 million Brazilian reais for commissions, sales commission, other sales costs and advertising and promotion costs (a total amount of 2,145 million Brazilian reais in 2009 compared to 1,609 million Brazilian reais in 2008);
- *employee benefits expenses*, amounting to 574 million Brazilian reais in 2009, decreased by 52 million Brazilian reais compared to 2008 (-8.3 %) due to a variation in the composition and in the unit cost of the workforce. Average headcount went from 9,240 in 2008 to 8,900 units in 2009. The percentage of employee benefits expenses to revenues was 4.1% in 2009, -0.4 percent compared to the previous year 2008; and

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

*other operating expenses*, amounting to 2,043 million Brazilian reais in 2009, decreased by 14.2% (2,381 million Brazilian reais in 2008) mainly as a result of the better performance in the collection of receivables related to postpaid customers. Such expenses consist of the following:

	Year ended December 31,			
	2009	2008	Changes	
	(a)	(Restated) (b)	(a-b)	%
	(millions of Brazilian reais)			
Impairments and expenses in connection with credit management	422	749	(327)	(43.7)
Accruals to provisions	70	96	(26)	(27.1)
TLC operating fees	735	700	35	5.0
Taxes on revenues	750	755	(5)	(0.7)
Indirect duties and taxes	33	41	(8)	(19.5)
Sundry expenses	33	40	(7)	(17.5)
<b>Total</b>	<b>2,043</b>	<b>2,381</b>	<b>(338)</b>	<b>(14.2)</b>

During 2009, negotiations were concluded with Embratel regarding the dispute that began in 2005 over long-distance traffic and interconnection. The settlement had a negative impact on operating profit of 64 million Brazilian reais along with the recognition of amounts payable by Embratel that had been disputed and that had already been recorded in Tim Participações' financial statements in the amount of 90 million Brazilian reais. In April 2009, following a burglary, an impairment loss was recorded on the San Paolo warehouse of 21 million Brazilian reais.

Furthermore, other costs incurred for the management and conclusion of the consolidation process of Intelig amounted to 10 million Brazilian reais.

Moreover, amortization and depreciation charges increased by 129 million Brazilian reais mainly in connection with the 3G license purchased in the second quarter of 2008, capital expenditures in respect of the new UMTS network and preserving the capacity and quality of the 2G network.

**Capital expenditures**

Capital expenditures were to 2,671 million Brazilian reais in 2009, a decrease of 941 million Brazilian reais compared to 2008, primarily due to the expense incurred in 2008 to acquire the 3G license for 1,239 million Brazilian reais.

**Employees**

Employees were 9,783 at December 31, 2009, a reduction of 502 people compared to December 31, 2008 (10,285 units). Employees at December 31, 2009 comprised 580 units referred to the new entrance of Intelig Telecomunicações Ltda in the scope of consolidation.

v **MEDIA**

The following table sets forth, for the periods indicated, certain financial and other data for the Media Business Unit.

	2009	Year ended December 31,		Changes	
	(a)	2008 (Restated) (b)	(a-b)	%	
	(millions of euros, except percentages and employees)				
Revenues	230	287	(57)	(19.9)	
Operating profit (loss)	(80)	(113)	33	29.2	
<i>% of Revenues</i>	<i>(34.8)</i>	<i>(39.4)</i>			
Capital expenditures	53	50	3	6.0	
Employees at year-end (units)	757	967	(210)	(21.7)	

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The principal operating data of the Pay-per-View business sold, through November 2008, and the principal operating data of the company, Telecom Media News, through April 30, 2009, and for the year ended 2008, are as follows:

	Year ended December 31				
	1.1	4.30.2009	2008 (Restated)	Changes	
	(a)	(b)	(a-b)	%	
	(millions of euros, except percentages)				
Revenues		3	81	(78)	(96.3)
Operating profit (loss)		(2)	(25)	23	92.0

The tables below for the years ended December 31, 2009 and 2008 has been recast to exclude the results relating to the Pay-per-View business and Telecom Media News:

	Year ended December 31,			
	2009	2008 (Restated)	Changes	
	(a)	(b)	(a-b)	%
	(millions of Euro, except percentages and employees)			
Revenues	227	215	12	5.6
Operating profit (loss)	(68)	(97)	29	29.9
<i>% of Revenues</i>	(29.9)	(45.1)		
Capital expenditures	53	48	5	10.4
Employees at year-end (units)	757	856	(99)	(11.6)

**Revenues**

Revenues amounted to 227 million euros in 2009, an increase of 12 million euros (5.6%) compared to 215 million euros in 2008. Such increase was due to:

- **revenues of Telecom Italia Media S.p.A.** in 2009, before intragroup eliminations, amounted to 114 million euros, an increase of 16 million euros (+16.7%) compared to 2008. Net advertising revenues showed an improvement of 11 million euros compared to 2008 (13.2%), sales of Digital Content for Telecom Italia grew (+6 million euros), and the other activities decreased by 1 million euros;
- **revenues of the MTV group**, amounting to 97 million euros in 2009, before intragroup eliminations, were down 14.3% (-17 million euros) compared to 2008 (114 million euros). This result was attributable to lower advertising revenues (-16 million euros); and
- **revenues relating to Network Operator activities**, before intragroup eliminations, amounted to 50 million euros in 2009, compared to 44 million euros in 2008 (11.9%). This result was principally due to higher revenues from the rental of bandwidths to third parties, offset in part by lower invoicing of digital bandwidth for the Pay-per-View activities that were sold to Dahlia TV at year-end 2008. The contract

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

with Dahlia TV, which went through an initial experimental period in the first four months of 2009 in connection with the start-up phase, began to produce its full effects from the second quarter of 2009.

### **Operating profit (loss)**

Operating profit (loss) was a loss of 68 million euros in 2009 (-97 million euros in 2008), an improvement of 29 million euros.

In particular, operating loss of Telecom Italia Media S.p.A. decreased by 26 million euros compared to 2008 (-91 million euros). This improvement, besides the above higher revenues, can also be ascribed to lower La7 programming costs of 14 million euros, mainly concentrated in the entertainment sector (8 million euros), and recoveries of productivity.

Operating profit of the MTV Group decreased by 4 million euros compared to 2008. To deal with the fall in advertising, as early as the end of the first quarter, MTV initiated a program to reorganize the company. This program led to cost savings of 14 million euros which were predominantly concentrated in production activities and made it possible to minimize the impact of the reduction of revenues on operating profit.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

Operating profit relating to Network Operator activities improved by 5 million euros compared to 2008 and was attributable to the above-noted increase in revenues, net of higher operating costs.

**Capital expenditures**

Capital expenditures amounted to 53 million euros in 2009 (48 million euros in 2008). Such expenditures refer to Telecom Italia Media S.p.A., the MTV group and Telecom Italia Media Broadcasting for 27 million euros, 4 million euros and 22 million euros respectively, mostly for the acquisition of television rights extending beyond one year (25 million euros) and relate to the acquisition of infrastructures for the expansion and maintenance of the digital network (21 million euros).

**Employees**

Employees were 757 at December 31, 2009, a reduction of 99 compared to December 31, 2008 and includes 38 people with temporary work contracts (75 units at December 31, 2008). The reduction in employees was consequent to actions designed to recover overall efficiency based on measures for the reorganization and optimization of technical and production structures.

**v OLIVETTI**

The following table sets forth, for the periods indicated, certain financial and other data for the Olivetti Business Unit.

	2009 (a)	Year ended December 31, 2008 (Restated)		Changes	
		(b)	(a-b)	%	
(millions of euros, except percentages and employees)					
Revenues	350	352	(2)	(0.6)	
Operating profit (loss)	(19)	(37)	18	48.6	
<i>% of Revenues</i>	<i>(5.4)</i>	<i>(10.5)</i>			
Capital expenditures	4	3	1		
Employees at year-end (units)	1,098	1,194	(96)	(8.0)	

**Revenues**

Revenues were 350 million euros in 2009, down 2 million euros compared to 2008.



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Revenues were stable compared to 2008 despite the difficult economic conditions. With respect to quarterly results, the fourth quarter of 2009 recorded revenues of 131 million euros (100 million euros in the fourth quarter of 2008, or +31%). This was a significant turnaround compared to the contractions recorded in the three previous quarters (-8.3% in the third quarter of 2009 over the third quarter of 2008, -15.5% in the second quarter of 2009 over the second quarter of 2008 and -14.5% in the first quarter of 2009 over the first quarter of 2008).

Product revenues in 2009 were in line with the prior year, but with a different mix: lower volumes for conventional products compensated by sales of new product lines (Data Cards, Net Books and Note Books) on Olivetti and Telecom Italia channels. The lower sales volumes of conventional products are linked to the weak economy with the highest declines in European markets, particularly in Spain and in Great Britain where the Pound sterling decreased significantly in value.

Ink-jet products, recorded a 32% reduction in revenues due to lower sales of fax machines, multifunction printers and accessories.

Printers for banking counter applications, the segment in which Olivetti is the market leader, posted a decrease in volumes of 13% due to the contraction of Middle East markets, the Emirates and Turkey where the crisis froze the investments of banks for the opening of new branches. The supply of counter printers to the Italian post office company, Poste Italiane S.p.A., continued in 2009 with volumes equivalent to those of the prior year.

The sales of fiscal cash registers in the Italian market declined considerably in volumes compared to 2008. 2008 had benefitted from the order to replace installed machines owing to the so-called seven-year period, that is, the average period over which the fiscal memory inserted in the products becomes depleted.

## **Table of Contents**

### **Item 5. Operating And Financial Review And Prospects**

### **Results Of Operations For The Three Years Ended December 31, 2009**

On foreign markets, the sales of fiscal cash registers benefitted from the law that came into effect for tax collection in Sweden, where revenues totaled about 6 million euros.

In 2009 as compared to 2008, professional office products, copiers and related accessories posted a sharp reduction in terms of sales volumes in the black and white copier segment (-23%) and in the color copier segment (-10%), with an average price reduction of 9% on black and white machines and 5% on color machines.

In 2009, installations began on an important project in cooperation with Telecom Italia S.p.A., for the supply of specialized terminals for payments/services for authorized tobacconists in Italy. To date more than 4,500 have been installed.

Since the end of June 2009, Olivetti's product catalog has been enhanced with the start of the Supply Chain activity. This activity centers on the supply of Data Cards, Net Books and Note Books to Telecom Italia S.p.A. in Italy and for distribution in international markets. In 2009, revenues from Telecom Italia were 24 million euros.

#### **Operating profit (loss)**

Operating profit (loss) was a negative 19 million euros in 2009, an improvement of 18 million euros over the same period of the prior year.

The lower margin related to the fall in revenues was absorbed by a significant reduction of fixed overheads, the result of the effects of the reorganization. Considering also the impact of exchange rate fluctuations on sales in foreign currency to customers outside the EU and on purchases of merchandise and products in foreign currencies, the change in the U.S. dollar rate against the euro adversely affected Operating profit for a net amount of 3 million euros.

#### **Capital expenditures**

Capital expenditures amounted to 4 million euros in 2009, an increase of 1 million euros compared to the same period of 2008.

#### **Employees**

Employees were 1,098 (1,005 in Italy and 93 abroad) at December 31, 2009, a decrease of 96 units compared to December 31, 2008 (1,194 of whom 1,088 in Italy and 106 abroad).

## V INTERNATIONAL INVESTMENTS

## BBNED GROUP

The BBNed group consists of the parent, BBNed N.V., and its two subsidiaries, BBeyond B.V. and InterNLnet B.V.

The following table sets forth, for the periods indicated, certain financial and other data for the BBNed Group.

	2009	Year ended December 31,		Changes	
	(a)	2008 (Restated) (b)	(a-b)	%	
	(millions of euros, except percentages and employees)				
Revenues	87	84	3	3.6	
Operating profit (loss)	(5)	(17)	12	70.6	
· % of Revenues	(5.7)	(20.2)			
Capital expenditures	6	25	(19)	(76.0)	
Employees at year end (units)	347	407	(60)	(14.7)	

The key results for the year 2009 can be summarized as follows:

- **revenues** amounted to 87 million euros, 3 million euros higher than 2008 (+3.6%), due primarily to a greater contribution of revenues from retail ADSL services. The customer portfolio, standing at about 161,000 units at December 31, 2009, is approximately 5,000 lower compared to December 31, 2008;

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Results Of Operations For The Three Years Ended December 31, 2009**

- **operating profit** was a negative 5 million euros in 2009, compared to a negative 17 million euros in 2008;
- **capital expenditures** totaled 6 million euros, decreasing 19 million euros compared to the prior year. The reduction can be attributed to capital expenditures in infrastructure (in 2008, significant network and information systems investments were made to expand the Alice package and fiber networks) and operating efficiency recoveries due to a rigid control over the return on investments;
- **employees** were 347 at December 31, 2009, a reduction of 60 units compared to December 31, 2008 and included 13 people with temporary work contracts (61 units at December 31, 2008).

**5.3.8 YEAR ENDED DECEMBER 31, 2008 COMPARED WITH YEAR ENDED DECEMBER 31, 2007**

The following chart summarizes the main items which impacted profit attributable to owners the Parent in 2008:

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**v **REVENUES**

**Revenues** amounted to 29,000 million euros in 2008, a decrease of 802 million euros, or 2.7%, compared to 29,802 million euros in 2007.

The table below sets forth, for the periods indicated, gross revenues and consolidated revenues by Business Unit.

	2008 (Restated)		Year ended December 31, 2007 (Restated)		Changes (a-b) %	
	Gross Revenues(1) (a)	% of Consolidated revenues	Gross Revenues(1) (b)	% of Consolidated revenues		
	(millions of euros, except percentages)					
Domestic	23,227	80.1	24,034	80.6	(807)	(3.4)
Brazil	5,208	18.0	4,990	16.7	218	4.4
Media, Olivetti and Other Operations (2)	857	3.0	999	3.4	(142)	(14.2)
<i>Adjustments and eliminations</i>	<i>(292)</i>	<i>(1.1)</i>	<i>(221)</i>	<i>(0.7)</i>	<i>(71)</i>	<i>(32.1)</i>
<b>Total revenues</b>	<b>29,000</b>	<b>100.0</b>	<b>29,802</b>	<b>100.0</b>	<b>(802)</b>	<b>(2.7)</b>

(1) Gross revenues are total revenues of the various business units of the Telecom Italia Group before elimination of intercompany sales (but after elimination of sales between companies within the same major business area).

(2) The Other Operations of the Telecom Italia Group consist of the financial companies and other minor companies not associated with the core business of the Telecom Italia Group.

In 2008, in particular, revenues for the **Domestic Business Unit** were impacted by:

- the positive change in Revenues from innovative businesses such as Fixed-line BroadBand Revenues (an increase of 186 million euros in 2008 compared to 2007), Interactive VAS Revenues from the Mobile business (an increase of 263 million euros in 2008 compared to 2007) and Revenues from ICT services (an increase of 115 million euros in 2008 compared to 2007);
- the positive change in National Wholesale Revenues, despite a significant reduction in regulated prices, owing to the portion of access services by alternative operators to the Telecom Italia network (Unbundling of the Local Loop, Wholesale Line Rental, Bitstream, etc.) which grew compared to the prior year by 113 million euros. This change also made it possible to partly offset the negative trend of revenues from retail voice services;
- the gradual reduction in certain negative effects caused by regulatory and contractual changes, such as the application of the Bersani Decree. These were related to top-up costs for mobile phones, the reduction in termination rates, the reduction in international roaming traffic rates within the EU and the above-mentioned change in prices relating to regulated bitstream wholesale services, unbundling and

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

shared access, which during the year reduced revenues by approximately 830 million euros. This change, observed during the course of the year on a quarterly basis, reflected an impact of 418 million euros in the first quarter which decreased to 81 million euros in the fourth quarter.

The growth in revenues in the **Brazil Business Unit** from 4,990 million euros in 2007 to 5,208 million euros in 2008 was attributable to value-added services, growing by more than 30% (an increase of 105 million euros) compared to the prior year. This was evident in the increase of the TIM Web client base (BroadBand connectivity plans using mobile technology) which reached 425,000 at the end of the period, up 174% compared to year-end 2007.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**v **OTHER INCOME**

Other income were detailed as follows:

	Year ended December 31,			
	2008	2007	Changes	
	(Restated)	(Restated)	(a-b)	%
	(a)	(b)		
(millions of euros, except percentages)				
Late payment fees charged for telephone services	86	90	(4)	(4.4)
Recovery of costs for employees, purchases and services rendered	51	50	1	2.0
Capital and operating grants	42	33	9	27.3
Damage compensation, penalties and sundry recoveries	64	40	24	60.0
Sundry income	93	170	(77)	(45.3)
<b>Total other income</b>	<b>336</b>	<b>383</b>	<b>(47)</b>	<b>(12.3)</b>

v **OPERATING EXPENSES**

Our operating expenses amounted to 23,899 million euros in 2008, a reduction of -2.2% compared to 24,447 million euros in 2007 (-548 million euros); such decrease is detailed as follows:

- **Acquisition of goods and services** amounted to 13,120 million euros, a decrease of 322 million euros, or 2.4%, compared to 2007 (13,442 million euros). The reduction in costs for the portion of revenues to be paid to other operators and for commercial expenses of the Domestic Business Unit were partly offset by an increase in the interconnection costs of the Brazil Business Unit.

In detail:

	Year ended December 31,			
	2008	2007	Changes	
	(Restated)	(Restated)	(a-b)	%
	(a)	(b)		
(millions of euros, except percentages)				
Acquisition of raw materials and merchandise	2,707	2,620	87	3.3
Portion of revenues due to other TLC operators and interconnection costs	4,927	5,279	(352)	(6.7)
Commercial and advertising costs	1,971	2,117	(146)	(6.9)
Power, maintenance and outsourced services	1,280	1,167	113	9.7
Rent and leases	572	562	10	1.8
Other service expenses	1,663	1,697	(34)	(2.0)
<b>Total acquisition of goods and services</b>	<b>13,120</b>	<b>13,442</b>	<b>(322)</b>	<b>(2.4)</b>

*% on Revenues*

45.2

45.1



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009****Employee benefits expenses**

Details are as follows:

	2008	Year ended December 31,		Changes	
	(Restated)	2007	(Restated)	(a-b)	%
	(a)	(b)			
(millions of euros, except percentages)					
<b>Employee benefits expenses at payroll:</b>					
Wages and salaries	2,597	2,579	18	0.7	
Social security expenses	944	919	25	2.7	
Employee severance indemnities	69	68	1	1.5	
Other employee expenses	92	75	17	22.7	
<b>(A)</b>	<b>3,702</b>	<b>3,641</b>	<b>61</b>	<b>1.7</b>	
<b>Temporary work costs (B)</b>	<b>38</b>	<b>40</b>	<b>(2)</b>	<b>(5.0)</b>	
<b>Miscellaneous expenses for personnel and for other labor related services rendered:</b>					
Remuneration of personnel other than employees	9	15	(6)	(40.0)	
Charges for termination benefit plans	366	157	209	133.1	
Other	(1)	(138)	137	99.3	
<b>(C)</b>	<b>374</b>	<b>34</b>	<b>340</b>		
<b>Total employee benefit expenses (A+B+C)</b>	<b>4,114</b>	<b>3,715</b>	<b>399</b>	<b>10.7</b>	
<i>% on Revenues</i>	<i>14.2</i>	<i>12.5</i>			

Employee benefit expenses were 4,114 million euros in 2008, an increase of 399 million euros, or 10.7%, compared to 2007 (3,715 million euros).

In 2008, wages and salaries, social security expenses and employee severance indemnities of the Parent and other Italian companies of the Group were higher following the continuing increase in costs due to the effect of the October 2007 and June 2008 increases in the minimum salary contract terms established by the July 31, 2007 TLC collective national labor contract, for the two economic years 2007 and 2008; such increase was partially countered by the contraction in the average number of the salaried workforce (-2,843 units compared to 2007).

In 2008, charges for termination benefit plans (366 million euros) included 287 million euros relating to the Domestic Business Unit for the mobility agreements for collective dismissals under Law No. 223/91 signed with the labor unions by Telecom Italia (September 19, 2008) and Telecom Italia Sparkle (October 28, 2008), as well as 5 million euros for temporary layoff agreements, under Law No. 223/91, signed by Olivetti and Olivetti I-Jet (December 11, 2008).

Miscellaneous expenses for personnel and for other labor-related services rendered other in 2007 (-138 million euros) included the positive impact of the profit bonus accrued in 2006 that was no longer due following agreements with the labor unions in June 2007 (-79 million euros) and the actuarial recalculation of the provision for employee severance indemnities as a result of applying the new law on supplementary benefits (-59 million euros).

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The Group's average number of salaried workforce for the periods indicated was as follows:

	Year ended December 31,			
	2008 (Restated) (a)	2007 (Restated) (b)	Changes (a-b) %	
	(equivalent number, except percentages)			
Average salaried workforce Italy(1)	63,145	64,431	(1,286)	(2)
Average salaried workforce Foreign(2)	10,363	11,304	(941)	(8.3)
<b>Total average salaried workforce</b>	<b>73,508</b>	<b>75,735</b>	<b>(2,227)</b>	<b>(2.9)</b>
Non-current assets held for sale Foreign(3)	3,277	3,893	(616)	(15.8)
<b>Total average salaried workforce including Non-current assets held for sale</b>	<b>76,785</b>	<b>79,628</b>	<b>(2,843)</b>	<b>(3.6)</b>

(1) The change from 2007 includes the addition of Shared Service Center's average headcount of 460 employees.

(2) The change from 2007 includes the deduction of Entel Bolivia group's average headcount of 1,381 employees.

(3) In 2008 included the average salaried headcount of HanseNet (2,520 units) and the Liberty Surf Group, sold at the end of August 2008 (757 units). In 2007 included the average salaried headcount of HanseNet (2,543 units) and the Liberty Surf Group (1,350 units).

Group's employees at December 31, 2008 and 2007 were as follows:

	As of December 31,			
	2008 (Restated) (a)	2007 (Restated) (b)	Changes (a-b) %	
	(units, except percentages)			
Employees Italy	64,242	66,951	(2,709)	(4.1)
Employees Foreign	11,078	12,287	(1,209)	(9.8)
<b>Total Employees</b>	<b>75,320</b>	<b>79,238</b>	<b>(3,918)</b>	<b>(4.9)</b>
Non-current assets held for sale Foreign	2,505	4,191	(1,686)	(40.2)
<b>Total Employees including Non-current assets held for sale</b>	<b>77,825</b>	<b>83,429</b>	<b>(5,604)</b>	<b>(6.7)</b>

The Group employee levels fell by 3,918 from year-end 2007 mainly due to a 2,674 employee decrease at Telecom Italia S.p.A., corresponding to more than 50% of the target in the efficiency plan presented by the Executive Committee on June 4, 2008.

**Other operating expenses**

Details are as follows:

	Year ended December 31,			
	2008 (Restated) (a)	2007 (Restated) (b)	Changes (a-b) %	
	(millions of euros, except percentages)			
Impairments and expenses in connection with credit management	687	927	(240)	(25.9)
Accruals to provisions	74	384	(310)	(80.7)
Indirect duties and taxes	315	283	32	11.3
TLC operating fees	282	266	16	6.0
Taxes on revenues of Brazilian companies	139	156	(17)	(10.9)
Penalties, compensation and administrative sanctions	63	60	3	5
Association dues and fees, donations, scholarships and traineeships	26	25	1	4
Sundry expenses	45	167	(122)	(73.1)
<b>Total other operating expenses</b>	<b>1,631</b>	<b>2,268</b>	<b>(637)</b>	<b>(28.1)</b>
<i>% on Revenues</i>	5.6	7.6		

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

In 2008, impairments and expenses in connection with credit management included 402 million euros attributable to the Domestic Business Unit (652 million euros in 2007) and 280 million euros to the Brazil Business Unit (268 million euros in 2007). Charges for accruals made in 2008 in connection with receivables management took into account both the assessment of credit risks on consumer and business customers arising from the recent change in the macroeconomic scenario and the steps taken to recover receivables. Impairments and expenses in connection with credit management were higher in 2007 despite the worsening economic climate in 2008 due to certain one-off charges and regulatory developments.

In 2008, accruals to provisions, recognized mainly for pending disputes, included 31 million euros referring to the Domestic Business Unit (287 million euros in 2007, recorded in respect of negative developments in disputes of a regulatory nature with other fixed-line and mobile telephone operators) and 36 million euros to the Brazil Business Unit (18 million euros in 2007).

Sundry expenses referred to prior period income and expenses.

- **Depreciation and amortization**, amounted to 5,676 million euros (5,518 million euros in 2007), an increase of 158 million euros, of which 96 million euros related to the amortization of intangible assets and 62 million euros to the depreciation of tangible assets.

The increase in amortization reflects the development of European BroadBand and the amortization charge related to capitalized Subscriber Acquisition Costs ( **SAC** ) for sales plans. The increase in depreciation is mainly due, in the Domestic Business Unit, to the shift in the capital expenditure mix to assets with a shorter life and also the full effect in 2008 of the depreciation charge on tangible assets capitalized in 2007.

- **Gains on disposals of non-current assets**, amounted to 35 million euros (5 million euros in 2007) and included 9 million euros on the disposal of the Pay-per-View business segment by Telecom Italia Media in addition to other net gains mainly on the sale of properties.
- **Impairment losses on non-current assets**, amounted to 12 million euros in 2008 (44 million euros in 2007). The writedown was effected after tax benefits were recorded in 2008 that had not been accounted for at the date of acquisition, since the assumptions for their recognition were believed not to exist at that time.

The impairment test for the cash-generating units of the Telecom Italia Group indicated that the recoverable amounts exceeded the carrying amounts, therefore no impairment losses were recognized on goodwill.

v **OPERATING PROFIT**

**Operating profit** was 5,437 million euros in 2008, a reduction of 301 million euros, or 5.2%, compared to 2007 (5,738 million euros). As a percentage of revenues, operating profit was 18.7% in 2008 (19.3% in 2007).

v **SHARE OF PROFITS (LOSSES) OF ASSOCIATES AND JOINT VENTURES ACCOUNTED FOR USING THE EQUITY METHOD**

Details are as follows:

	Year ended December 31,			
	2008 (Restated) (a)	2007 (Restated) (b)	Changes (a-b) %	
	(millions of euros, except percentages)			
ETECSA.	53	49	4	8.2
Sofora Telecomunicaciones S.A.	24	25	(1)	(4.0)
Tiglio I and Tiglio II	(7)	11	(18)	
Other investments	(6)	1	(7)	
<b>Total</b>	<b>64</b>	<b>86</b>	<b>(22)</b>	<b>(25.6)</b>

For further details about the above mentioned investments accounted for using the equity method please see Item 4. Information on the Telecom Italia Group 4.2 Business Units 4.2.5 International Investments , and Note Other Non-current assets of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009****v OTHER INCOME (EXPENSES) FROM INVESTMENTS**

Details are as follows:

	Year ended December 31,			
	2008	2007	Changes	
	(Restated)	(Restated)	(a-b)	%
	(a)	(b)	(millions of euros, except percentages)	
Dividends from other investments	3	7	(4)	(57.1)
Net gains on disposal of other investments	2	462	(460)	(99.6)
Writedowns of other investments and other income expenses	(1)	10	(11)	(110.0)
<b>Total</b>	<b>4</b>	<b>479</b>	<b>(475)</b>	<b>(99.2)</b>

In 2007, the net gains on disposals of Other investments included, in particular, the gain on the disposal of the entire stakes held in Oger Telecom (86 million euros), Capitalia (38 million euros), Mediobanca (109 million euros), Solpart Participações (201 million euros) and Brasil Telecom Participações (27 million euros).

**v FINANCE INCOME (EXPENSES)**

Details are as follows:

	Year ended December 31,			
	2008	2007	Changes	
	(Restated)	(Restated)	(a-b)	%
	(a)	(b)	(millions of euros, except percentages)	
Fair value measurement of call options for 50% of Sofora Telecomunicaciones share capital.	(190)	70	(260)	(371.4)
Income on bond buybacks	62		62	
Early termination of cash flow derivatives	19	55	(36)	(65.5)
Writedown of receivables from Lehman Brothers	(58)		(58)	
Accrual to provisions for interest (Telecom Italia Sparkle case)	(10)	(8)	(2)	(25.0)
Net finance expenses, fair value adjustments of derivatives and underlyings and other items	(2,434)	(2,300)	(134)	(5.8)
<b>Total</b>	<b>(2,611)</b>	<b>(2,183)</b>	<b>(428)</b>	<b>(19.6)</b>

The writedown of receivables from Lehman Brothers International Europe Ltd and Lehman Brothers Special Financing Inc., related to derivative transactions hedging financial risks on existing financial payables with Lehman Brothers International Europe Ltd and Lehman Brothers Special

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Financing Inc. that were guaranteed by Lehman Brothers Holding Inc., when Lehman Brothers Holding Inc. announced that it had begun bankruptcy proceedings.

After the announcement, the Telecom Italia Group initiated legal action aimed at the early termination of those transactions and to recover the receivable. As a consequence of that action, since the Telecom Italia Group had a receivable with Lehman Brothers International Europe Ltd and Lehman Brothers Special Financing Inc., it wrote down that receivable to estimated realizable value by a total amount of 58 million euros.

In addition, in 2008, net finance expenses included an accrual of 10 million euros (8 million euros in 2007) to the provision for risks and charges due to the Telecom Italia Sparkle case.

The increase of 134 million euros in net finance expenses, fair value adjustments of derivatives and underlyings and other items includes 70 million euros due to the effect of higher interest rates and the change in debt exposure, 36 million euros for fair value adjustments of derivatives qualifying and not qualifying for hedge accounting, expenses generated by discounting to present value the debt on the purchase of the 3G mobile telephone licenses by the Brazil Business Unit (32 million euros) and other minor items.

For further details about finance income and finance expenses, please see Note Finance income and Note Finance expenses, respectively, of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.



**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Results Of Operations For The Three Years Ended December 31, 2009**

v **INCOME TAX EXPENSE**

Income tax expense amounted to 677 million euros and decreased by 984 million euros compared to 2007 (1,661 million euros). The reduction was mainly due to the following:

- lower tax rates applied in calculating the current income tax in Italy: the IRES tax rate was reduced from 33% to 27.5% and the IRAP tax rate from 4.25% to 3.90% compared to 2007, with a total benefit to the Parent, Telecom Italia, of 137 million euros;
- deferred tax assets recorded by some Group companies which became recoverable starting in 2008 (approximately 90 million euros). The year 2007 had benefited from the net recovery of withholding taxes on interest earned prior to January 1, 2004 in favor of subsidiaries residing in the European Union, for 96 million euros;
- a net benefit of 515 million euros resulting from the difference between 1,048 million euros, arising mainly from the release to the separate income statement of deferred tax liabilities, and 533 million euros of substitute tax. For further details please see Note-Income tax expense , of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report;
- lower taxable income.

v **PROFIT (LOSS) FROM DISCONTINUED OPERATIONS/NON-CURRENT ASSETS HELD FOR SALE**

The loss from Discontinued operations/Non-current assets held for sale was 39 million euros (a loss of 99 million euros in 2007) and mainly included the following:

- the net impact of Liberty Surf Group S.A.S., being the balance between the gain on the disposal and the company's negative contribution to the consolidated result (-28 million euros);
- HanseNet's negative contribution on consolidation, including an impairment loss of 21 million euros and the net contribution of the company to the consolidated result (for a total of -10 million euros);
- additional expenses connected with sales transactions in previous years (-1 million euros).

In 2007, the loss from Discontinued operations/Non-current assets held for sale mainly included the following:

- the loss of 222 million euros related to the Liberty Surf group;
-

the release of a provision net of additional accruals to the provision and expenses connected with sales transactions which took place in prior years for 36 million euros;

- HanseNet s positive contribution on consolidation for 87 million euros.

**5.3.9 RESULTS OF OPERATIONS OF BUSINESS UNITS FOR THE YEAR ENDED DECEMBER 31, 2008 COMPARED WITH THE YEAR ENDED DECEMBER 31, 2007.**

v **DOMESTIC**

With respect to the new customer centric organization which the Telecom Italian Group has adopted for the domestic market, the manner of representing the Business Unit has changed from the one presented in the 2008 Annual Report in which such information had been organized by fixed and mobile technology businesses. For further details regarding the new customer centric organization please see Item 4. Information on the Telecom Italia Group 4.2 Business Units 4.2.1 Domestic .

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The following table sets forth, for the periods indicated, certain financial and other data for the Domestic Business Unit.

	2008	Year ended December 31, 2007	Changes (a-b)	%
	(Restated) (a)	(Restated) (b)		
	(millions of euros, except percentages and employees)			
Revenues	23,227	24,034	(807)	(3.4)
Operating profit	5,405	5,660	(255)	(4.5)
· % of Revenues	23.3	23.5		
Capital expenditures	3,658	4,064	(406)	(10.0)
Employees at year-end (units)	61,816	64,362	(2,546)	(4.0)

**Revenues** decreased by 807 million euros, or 3.4%, from 24,034 million euros in 2007 to 23,227 million euros in 2008.

In detail, an analysis of the Domestic Business Unit's revenues is as follows:

**Core Domestic**

	2008	Year ended December 31, 2007	Changes (a-b)	%
	(Restated) (a)	(Restated)(1) (b)		
	(millions of euros, except percentages and employees)			
Revenues(2)	22,104	22,984	(880)	(3.8)
Operating profit	5,163	5,491	(328)	(6.0)
· % of Revenues	23.4	23.9		
Capital expenditures	3,501	3,962	(461)	(11.6)
Employees at year-end (units)	60,539	63,118	(2,579)	(4.1)

(1) For 2007 an analysis of Core Domestic revenues by market segment is not available as this kind of encoding was not foreseen at that time in our information systems.

(2) The values indicated are net of intersegment relationship.

In the Core Domestic Market, revenues decreased by 880 million euros compared to 2007 (-3.8%) mainly due to declines in Retail fixed and mobile voice revenues as well as due to the competitive environment in which the company was operating. In the fixed-line business the revenue reduction was mainly due to the contraction in the customer base (-1.9 million lines compared to December 31, 2007, equal to -10%) and traffic volumes, also attributable to the migration from fixed-mobile to mobile-mobile solutions. This trend was partially offset by the growth of national wholesale services, Broadband and ICT. In the Mobile business lower revenues were mainly due to the smaller customer base and to the reduction in mobile termination rates.

· **International Wholesale**

	2008	Year ended December 31,	Change	
	(Restated)	2007	(a-b)	%
	(a)	(b)		
(millions of euros, except percentages and employees)				
Revenues	1,830	1,849	(19)	(1.0)
Operating profit	236	170	66	38.8
· % of Revenues	12.9	9.2		
Capital expenditures	163	108	55	50.9
Employees at year-end (units)	1,277	1,244	33	2.7

In international Wholesale, where the Telecom Italia Group operates through Telecom Italia Sparkle and its subsidiaries, revenues fell by 19 million euros (-1.0%) compared to 2007.

\* \* \*

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

In addition to the summary reported above, sales information by technology (fixed and mobile) is also presented below.

Revenues of the Domestic Business Unit by technology are reported below:

DOMESTIC	Year ended December 31,								
	Total	2008 (Restated)		Total	2007 (Restated)		Total	Change %	
		Fixed (1)	Mobile (1)		Fixed (1)	Mobile (1)		Fixed (1)	Mobile (1)
(millions of euros, except percentages)									
<b>Total Core Domestic</b>	<b>22,104</b>	<b>13,585</b>	<b>9,687</b>	<b>22,984</b>	<b>14,227</b>	<b>9,905</b>	<b>(3.8)</b>	<b>(4.5)</b>	<b>(2.2)</b>
International Wholesale	1,830	1,830		1,849	1,849		(1.0)	(1.0)	
<i>Eliminations</i>	<i>(707)</i>	<i>(415)</i>		<i>(799)</i>	<i>(518)</i>				
<b>Total Domestic</b>	<b>23,227</b>	<b>15,000</b>	<b>9,687</b>	<b>24,034</b>	<b>15,558</b>	<b>9,905</b>	<b>(3.4)</b>	<b>(3.6)</b>	<b>(2.2)</b>

(1) The breakdown by fixed and mobile technology is presented gross of intersegment eliminations.

An analysis of the main components of the Business Unit's revenues is as follows:

**Revenues from fixed telecommunications**

Revenues from fixed telecommunications amounted to 15,000 million euros in 2008 and decreased by 558 million euros compared to 2007 (-3.6%). The following chart shows the trend of revenues in the major business areas.

*Retail voice*

	Year ended December 31,					
	2008 (Restated)		2007 (Restated)		Changes	
	(a)	%	(b)	%	(a-b)	%
(millions of euros, except percentages)						
Traffic	3,118	41.4	3,524	42.2	(406)	(11.5)
Access	3,668	48.8	3,938	47.1	(270)	(6.9)
VAS	252	3.3	351	4.3	(99)	(28.2)
Telephony Products	486	6.5	539	6.4	(53)	(9.8)
<b>Total Retail voice</b>	<b>7,524</b>	<b>100.0</b>	<b>8,352</b>	<b>100.0</b>	<b>(828)</b>	<b>(9.9)</b>

Retail voice revenues showed an ongoing contraction in the customer base and traffic volumes due to the competitive environment in which the company was operating. In 2008, the number of Telecom Italia physical access lines fell by approximately 1.9 million compared to year-end 2007 (-10%). This was partly prompted by the availability, starting from 2008, of new access solutions to the Telecom Italia network (Wholesale Line Rental) typically targeting customers who had previously migrated their telephone traffic to alternative operators using non-infrastructure solutions such as carrier selection and pre-selection. The impact in terms of lower access revenues (-270 million euros), for the domestic business, was partly compensated by the growth of national wholesale services.

The national market, following the international trend, continued its migration from fixed-mobile to mobile-mobile solutions. This, in fact, accounted for more than 50% of the total contraction in traffic revenues (-406 million euros).

In addition to the market changes above, retail voice revenues were also affected during the year by the following:

the effect of the reduction in regulated fixed-mobile termination rates (approximately 100 million euros entirely offset by lower interconnection costs with mobile operators);

the discontinuance of some obligatory and voluntary Premium services which had a sharp impact on revenues.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009***Internet*

	Year ended December 31,					
	2008		2007		Changes	
	(Restated)	(Restated)	(Restated)	(Restated)	(a-b)	%
	(a)	%	(b)	%	(a-b)	%
	(millions of euros, except percentages)					
Total Internet	1,630	100	1,468	100	162	11.0
<i>of which content/portal</i>	120	7.4	78	5.3	42	53.8

The total domestic retail BroadBand access portfolio grew by 327,000 from year-end 2007 to 6.8 million at year-end 2008. Within the scope of this expansion of the customer base and consistent with the value strategy followed by the Company for the entire year, Flat-rate packages now accounted for 77% of the total retail BroadBand customer portfolio, up 677,000 from year-end 2007. The VoIP customer portfolio reached approximately 2 million accesses and stands at 30% of total retail BroadBand accesses. IPTV expansion continued on the Consumer market (the portfolio was 329,000 customers at December 31, 2008, +249,000 compared to year-end 2007), while offers and web activities are being developed through the Virgilio/Alice portal.

The above sales actions led to a growth in BroadBand revenues of 13.4% (an increase of 186 million euros).

*Data Business*

	Year ended December 31,					
	2008		2007		Changes	
	(Restated)	(Restated)	(Restated)	(Restated)	(a-b)	%
	(a)	%	(b)	%	(a-b)	%
	(millions of euros, except percentages)					
Leased lines	198	11.5	239	14.3	(41)	(17.2)
Data Transmission	552	32.1	581	34.7	(29)	(5.0)
Data Product	211	12.3	208	12.4	3	1.4
ICT	759	44.1	645	38.6	114	17.7
<i>of which ICT Service</i>	448		372		76	20.4
<i>of which ICT Products</i>	311		272		39	14.3
<b>Total Data Business</b>	<b>1,720</b>	<b>100.0</b>	<b>1,673</b>	<b>100.0</b>	<b>47</b>	<b>2.8</b>

Revenues for the Data Business rose by 47 million euros (+2.8%) from 2007. This highlighted the company's ability to counter the contraction in data transmission and connectivity services supplied to companies with the development of revenues from ICT services which increased by 115 million euros (17.9%, of which 20.4% growth in services, accounting for 59% of revenues mix) due to specific turn-key offers for the Corporate and SME segment.

*Wholesale*

	Year ended December 31,					
	2008		2007		Changes	
	(a)	(b)	(a)	(b)	(a-b)	(b-a)
	(millions of euros, except percentages)					
National Wholesale	2,459	65.1	2,383	63.0	76	3.2
International Wholesale	1,318	34.9	1,409	37.0	(91)	(6.5)
<b>Total Wholesale</b>	<b>3,777</b>	<b>100.0</b>	<b>3,792</b>	<b>100.0</b>	<b>(15)</b>	<b>(0.4)</b>

Despite the effect of lower incoming traffic, revenues from national Wholesale, on the whole, rose by 76 million euros (+3.2%) over the prior year.



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The customer portfolio of Telecom Italia's Wholesale division reached approximately 5 million accesses for telephone services and 1.3 million for BroadBand services at year-end 2008. Such dynamics generated a positive impact on the national wholesale business which recorded, compared to the correlated revenues from access services to the Telecom Italia network, an increase of 113 million euros, taking into account the impact of the aforementioned reduction in regulated prices.

In international Wholesale services, revenues fell by 91 million euros (-6.5%) compared to 2007. The reduction is entirely due to lower transit revenues.

· **Revenues from Mobile Telecommunications**

Revenues from mobile telecommunications for 2008 amounted to 9,687 million euros, a decrease of 218 million euros compared to 2007.

In particular:

· **Outgoing voice revenues** were 4,969 million euros in 2008, a reduction of 291 million euros (-5.5%) from 2007, mainly due to the continuing impact of certain regulations, including in particular the Bersani Decree. In the fourth quarter, a consumer customer rate repricing policy brought the quarter's performance in line with the same quarter of the prior year (1,248 million euros, + 1 million euros compared to 2007).

· **Incoming voice revenues** were 1,684 million euros in 2008, an increase of 170 million euros (+11.2%).

· **Value-added Services revenues** amounted to 2,174 million euros in 2008 and grew by 12.7% compared to 2007. Such growth was boosted by the steady increase in BroadBand customers ( *web BroadBand active users* ) which rose by 1.4 million to 2.6 million users at year-end 2008.

This led to an increase in interactive VAS service revenues of more than 30% (+263 million euros) which entirely accounts for the above revenue growth over the prior year. Traditional VAS revenues (*messaging*) are basically in line with the prior year.

The growing contribution of these services was evidenced by the percentage of VAS revenues to all service revenues which for 2008 were approximately 25% (21% in 2007).

· **Handset sale revenues** were 860 million euros in 2008, an increase of 86 million euros compared to 2007. Although the overall quantity of handsets sold decreased, the growth in revenues was achieved by improving the product mix with handsets in the high-end range (3G, Netbooks and Internet Keys which accounted for more than 60% of handset volume sales in 2008) leading to higher average prices (+24%). This policy was a key factor in contributing to raising innovative VAS penetration.

**Operating profit** decreased by 255 million euros in 2008, or 4.5%, from 5,660 million euros in 2007 to 5,405 million euros in 2008, with the percentage of operating profit to revenues at 23.3% (23.5% in 2007). Operating profit performance was affected by higher depreciation and amortization charges (+172 million euros). That negative effect was partly offset by the increase in the net balance of gains (losses) on disposals of non-current assets (+15 million euros).

With regard to changes in costs, the following is noted:

- *acquisition of goods and services* totaled 9,649 million euros, a reduction of 411 million euros (-4.1%) compared to 2007. The change was mainly due to a decrease in the amount to be paid to other operators following the reduction in the termination rates of voice calls on the networks of other operators from fixed-line and mobile networks and a decrease in International Wholesale transits. Interconnection costs in 2007 were also affected by the resolution of disputes of a regulatory nature with other operators;

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

· *employee benefits expenses* are detailed as follows:

	Year ended December 31,		Changes
	2008 (Restated)	2007 (Restated) (millions of euros)	
<b>Employee benefits expenses at payroll:</b>			
· Ordinary employee benefits	3,351	3,412	(61)
· Telecom Italia S.p.A. starting costs for early retirements agreements under Law 223/1991	287		287
· Profit bonus accrued in the second half of 2006 and no longer due following agreements reached with the unions in June 2007		(79)	79
· Actuarial calculation for employee benefits regarding the provision for employee severance indemnities owing to the application of the new law dealing with supplementary pension benefits		(51)	51
<b>Total employee benefits expenses</b>	<b>3,638</b>	<b>3,282</b>	<b>356</b>

Excluding, in 2008, the expenses connected with early retirements agreements under Law 223/1991 and, in the prior year, the benefits associated with the profit bonus and the actuarial recalculation of employee severance indemnity, employee benefits expenses decreased by 61 million euros. The reduction was due to the reduction in the average headcount which was partly offset by higher costs connected with contractual minimum salary increases;

· *other operating expenses* amounted to 718 million euros (1,399 million euros in 2007). The change was mainly due to lower impairments and expenses connected with receivables management and lower charges for accruals to provisions (-550 million euros).

The accruals for receivables management set aside in 2008 take into account the assessment of credit risks with consumers and business customers arising from recent changes in the macroeconomic environment and also measures to recover receivables put into place in the fixed-line area.

In 2007, accruals were higher despite the worsening economic conditions in 2008 due to provisions stemming from unfavorable developments relating to disputes of a regulatory nature with other fixed-line and mobile telephony operators and also accruals in connection with the management of overdue receivables from mobile customers with postpaid contracts and non-performing receivables from fixed-line customers with whom contractual relations had been terminated; higher expenses were also recorded for the management of receivables following settlement agreements with other operators.

**Capital expenditures** were 3,658 million euros in 2008 compared to 4,064 million euros in 2007, a decrease of 406 million euros, or 10.0%. The percentage of capital expenditures to revenues is equal to 15.7% (16.9% in 2007). In particular:

· **Capital expenditures for fixed-line telecommunications** were 2,500 million euros (a decrease of 220 million euros compared to 2007) and were principally earmarked for BroadBand development and new services (overall approximately 41% of total fixed-line investments) and the upgrading of the network and information systems (approximately 40%). The remaining capital expenditures were directed to the

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

consolidation of traditional services and meeting regulatory provisions and the law.

As for BroadBand development and new services, the most important commitment continued to be ADSL Alice, with access speeds up to 20 Mbps, linked also to the IPTV service offering.

Capital expenditures also included work to develop the new access platform in fiber optics (Next Generation Network 2 or NGN2) to provide very high speed services.

Other capital expenditures were allocated to telephone and data networks and operating and support systems for commercial activities. These include the Next Data Center Generation project geared to optimizing the Data Center server structure and support Information Technology packages aimed at companies.

· **Capital expenditures for mobile telecommunications** amounted to 989 million euros (a decrease of 150 million euros compared to 2007). Approximately 32% was for handset packages, using contracts that are usually for two years, aimed at increasing customer loyalty.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

The development of the UMTS and HSDPA third-generation network (approximately 20% of mobile capital expenditures including the core network) was aimed at increasing coverage for high-speed Internet (up to 7 Mbps) and transmission of multimedia content.

Actions taken to extend the range of services offered to customers are also important (MTV mobile plans addressed to the youth market, Family solutions, Home Zone and Milleuna TIM etc.) and entailed capital expenditures equal to approximately 14% of total mobile investments.

The remaining amount of capital expenditures was being allocated to the network platform (approximately 11%) primarily to upgrade software in exchange centers, the development of information systems (approximately 17%) to support the acquisition, caring and after-sales phases and the traditional GSM services platform (approximately 6%).

**Employees** were 61,816, with a reduction of 2,546 compared to December 31, 2007, and included 638 people with temporary work contracts (1,278 at December 31, 2007).

**v BRAZIL**

The following table sets forth, for the periods indicated, certain financial and other data for the Brazil Business Unit.

	2008		2007		Year ended December 31,		Changes (a-b)	%
	(Restated)	(Restated)	(Restated)	(Restated)	(a)	(b)		
	(millions of euros, except percentages and employees)		(millions of euros, except percentages and employees)		(millions of Brazilian reais, except percentages and employees)			
Revenues	5,208	4,990	13,951	13,293	658	4.9		
Operating profit	189	150	507	399	108	27.1		
· % of Revenues	3.6	3.0	3.6	3.0				
Capital expenditures	1,348	865	3,612	2,305	1,307	56.7		
Employees at year-end (units)	10,285	10,030	10,285	10,030	255	2.5		

**Revenues** increased by 658 million Brazilian reais, or 4.9%, from 13,293 million Brazilian reais in 2007 to 13,951 million Brazilian reais in 2008, recording an increase in revenues from services of 6.1%, within which VAS revenues rose by 31% compared to 2007. The growth of the customer base, together with steady competitive pressure that featured promotions, especially Internet traffic packages, gradually diluted average monthly revenues per user, which was the highest in the Brazilian market during this period.

**Operating profit** increased by 108 million Brazilian reais in 2008, or 27.1%, from 399 million Brazilian reais in 2007 to 507 million Brazilian reais in 2008, with the percentage of operating profit to revenues at 3.6% (3.0% in 2007). This result was due to higher revenues and lower depreciation charges since the TDMA network was completely depreciated.

This result was achieved through a strict cost control policy as competition in the Brazilian market eroded prices and per unit service margins.

With regard to changes in costs, the following is noted:

- *acquisition of goods and services*, totaling 8,107 million Brazilian reais, increased by 8.3% compared to 2007 (7,487 million Brazilian reais), mainly as a result of higher interconnection costs, due to the rise in traffic generated, and other selling costs;
- *employee benefit expenses*, amounting to 626 million Brazilian reais, rose by 31 million Brazilian reais (+5.2%) from 2007 owing to an increase in headcount where the average went from 8,847 in 2007 to 9,240 in 2008. The percentage of employee benefit expenses to revenues was 4.5% in 2008, the same as 2007;
- *other operating expenses* were 2,381 million Brazilian reais (2,185 million Brazilian reais in 2007) and included taxes on revenues, indirect taxes and telecommunications operating fees (1,496 million

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

Brazilian reais in 2008 compared to 1,387 million Brazilian reais in 2007), impairments and losses on receivables (749 million Brazilian reais in 2008 compared to 715 million Brazilian reais in the prior year), mainly regarding the Televendita sales channel, and other charges for accruals and sundry items (136 million Brazilian reais in 2008 compared to 83 million Brazilian reais in 2007).

**Capital expenditures** were 3,612 million Brazilian reais in 2008 compared to 2,305 million Brazilian reais in 2007, an increase of 1,307 million Brazilian reais, or 56.7%. This increase was due to the purchase of the 3G licenses (1,239 million Brazilian reais), the growth of the customer base and investments in network infrastructures and third-generation IT.

On April 29, 2008, the contracts relating to the licenses for 3G services were signed. At that time, Tim Brasil paid 10% of the total value of the licenses acquired and paid the remaining 90% in December 2008.

The allotted licenses cost was 1,325 million Brazilian reais; their present value was 1,239 million Brazilian reais and the difference of 86 million Brazilian reais was recorded in finance expenses.

**Employees** at December 31, 2008 were 10,285 units, up 2.5% compared to December 31, 2007 (10,030 units).

v **MEDIA**

The following table sets forth, for the periods indicated, certain financial and other data for the Media Business Unit.

	Year ended December 31,		Changes	%
	2008 (Restated) (a)	2007 (Restated) (b)		
	(millions of euros, except percentages and employees)			
Revenues	287	263	24	9.1
Operating profit (loss)	(113)	(117)	4	3.4
· % of Revenues	(39.4)	(44.5)		
Capital expenditures	50	69	(19)	(27.5)
Employees at year-end (units)	967	1,016	(49)	(4.8)

On December 1, 2008, Telecom Italia Media S.p.A. sold the Pay-per-View business segment realizing a consolidated gain, net of transaction costs, of 9 million euros, and received proceeds of 16 million euros.

The table below sets out the main operating data of the segment sold for the periods indicated.

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

	Year ended December 31,		Changes	
	1.1 11.30.2008 (Restated) (a)	2007 (Restated) (b)	(a-b)	%
	(millions of euros, except percentages)			
Revenues	71	57	14	24.6
Operating profit (loss)	(18)	(13)	(5)	(38.5)
<i>% of Revenues</i>	(25.4)	(22.8)		

Restated data for 2008 and 2007 are reported below and excludes the results of the segment sold.

	Year ended December 31,		Changes	
	2008 (Restated) (a)	2007 (Restated) (b)	(a-b)	%
	(millions of euros, except percentages and employees)			
Revenues	224	215	9	4.2
Operating profit (loss)	(104)	(104)		
<i>% of Revenues</i>	(46.4)	(48.4)		
Capital expenditures	49	67	(18)	(26.9)
Employees at year-end (units)	967	992	(25)	(2.5)



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**

**Revenues** were 224 million euros, an increase of 4.2% compared to 215 million euros in 2007. The increase in revenues was attributable to:

- **revenues from the Free to Air analog business area** of 154 million euros, down 6 million euros (-3.9%) compared to 2007. Lower revenues from advertising sales (-13 million euros, of which -5 million euros related to La7 and -8 million euros to MTV), were partly compensated by the increase in the production of content and events sold to third parties (+7 million euros);
- **revenues from Multimedia operations** were 44 million euros and grew by 40.3% (+13 million euros) compared to 2007 (31 million euros). This change was due to an increase in the contribution by the Content Competence Center operations for Telecom Italia (+5 million euros), the launch of MTV Mobile in 2008 (+7 million euros) and higher revenues from the broadcasting of five Satellite Channels on Sky (compared to three Satellite Channels in 2007);
- **revenues from Digital Terrestrial operations** were 17 million euros, compared to 14 million euros in 2007 (+16.9%). Higher sales from the lease of digital band by the Network Operator contributed to this performance;
- **revenues from the News business area** were 10 million euros, up 1.0% over 2007.

**Operating profit (loss)** was a loss of 104 million euros as in 2007. This result was also due to higher amortization charges of La7 and MTV Italia television rights (+4 million euros) offset by lower depreciation charges as a result of extending the useful life of Digital Terrestrial infrastructures (-3 million euros) following amendments to the law in the second half of 2008: in fact, on August 4, 2008, an amendment to the law extended the useful life of digital frequencies from June 30, 2018 to December 31, 2028.

In particular:

- operating profit (loss) of **Free to Air analog business area** was a loss of 74 million euros, up by 12 million euros compared to 2007 (-62 million euros). The contraction in advertising revenues was more than offset by decisive action taken to cut operating costs. However, expenses for organizational restructuring costs had an impact on operating profit of 6 million euros, including the costs to reach a settlement on the dispute with La7 journalists which will have considerable positive repercussions in the next two years. The change in the contribution to operating profit by MTV compared to 2007 is almost entirely due to the decline in advertising sales, which was only partly compensated by a reduction in costs and includes organizational restructuring expenses;
- besides the aforementioned increase in sales, **Digital Terrestrial operations** reported an improvement in operating loss of 5 million euros compared to 2007 (-32 million euros), due to a reduction in costs attributable to a more efficient management of operations (1 million euros);
- the **Multimedia operations** improved its operating profit by 7 million euros over the prior year, from 9 million euros in 2007 to 16 million euros in 2008;
- the **News business area** posted a negative operating profit of 7 million euros in 2008 compared to a negative 6 million euros in 2007. The change is entirely due to organizational restructuring expenses.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

**Capital expenditures** were 49 million euros (67 million euros in 2007). They were mainly investments in the Television area and included the acquisition of infrastructure for the development of the Digital Terrestrial network (10 million euros) and the acquisition of television rights extending beyond one year (27 million euros). In 2007, capital expenditures included 17 million euros for the acquisition of frequencies in the Sicily region.

**Employees** at December 31, 2008 were 967 units, a reduction of 25 units compared to December 31, 2007 and included 78 people with temporary work contracts (70 at December 31, 2007).

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Results Of Operations For The Three Years Ended December 31, 2009**v **OLIVETTI**

The following table sets forth, for the periods indicated, certain financial and other data for the Olivetti Business Unit.

	2008	Year ended December 31,		Changes %
	(Restated) (a)	2007 (Restated) (b)	(a-b)	
	(millions of euros, except percentages and employees)			
Revenues	352	408	(56)	(13.7)
Operating profit (loss)	(37)	(66)	29	43.9
· % of Revenues	(10.5)	(16.2)		
Capital expenditures	3	8	(5)	(62.5)
Employees at year-end (units)	1,194	1,279	(85)	(6.6)

**Revenues** were 352 million euros in 2008, a decrease of 56 million euros compared to 2007.

In 2008 there was a significant reduction in the sales of faxes using ink-jet technology and related accessories, as a direct consequence of the installation of fewer faxes. Following the decision to suspend the development and manufacture of multifunctional ink-jet products, sales decreased considerably, despite the supply contract with an important foreign customer which sustained sales in the first six months of 2008. Printers for banking teller applications, although adversely affected by a reduction in prices due to the weakness of the U.S. dollar against the euro, basically held firm in terms of volumes.

The improvement in the results reached in the Italian market was due to the supply of 11,000 counter printers to Poste Italiane S.p.A. and the growing importance of the volumes of fiscal cash registers.

Professional products for the office, copiers and related accessories decreased significantly compared to 2007 in the black and white copy segment, in quantity (-22%) and in average prices (-10% on the medium/high range models), which were only partly offset by higher volumes in the color laser copier segment (+10% in quantity).

During the last part of the year, an important project was begun in collaboration with Telecom Italia for the supply of terminals specialized for payments and services at tobacconist s shops in Italy.

**Operating loss** was 37 million euros, an improvement of 29 million euros compared to 2007 (a loss of 66 million euros). Operating loss was also affected by employee benefits expenses in connection with expenses linked to the collective dismissal procedure (mobility) under Law 223/91 signed with the labor unions on December 11, 2008, charges for accruals and expenses for termination benefit incentives owing to a reorganization of foreign commercial subsidiaries and charges for accruals for manager termination benefit incentives.

**Capital expenditures** amounted to 3 million euros, with a decrease of 5 million euros compared to 2007.

**Employees** were 1,194 units (1,088 in Italy and 106 abroad) at December 31, 2008 compared to 1,279 units (1,143 in Italy and 136 abroad) at December 31, 2007.

V **INTERNATIONAL INVESTMENTS**

**BBNED GROUP**

The following table sets forth, for the periods indicated, certain financial and other data for the BBNed Group.

	<b>Year ended December 31,</b>		<b>Changes</b>	
	<b>2008</b>	<b>2007</b>		
	<b>(Restated)</b>	<b>(Restated)</b>	<b>(a-b)</b>	<b>%</b>
	<b>(a)</b>	<b>(b)</b>		
	<b>(millions of euros, except percentages)</b>			
Revenues	84	77	7	9.1
Operating profit (loss)	(17)	(4)	(13)	
<i>· % of Revenues</i>	<i>(20.2)</i>	<i>(5.2)</i>		
Capital expenditures	25	14	11	78.6

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Results Of Operations For The Three Years Ended December 31, 2009**

The key results for the year 2008 can be summarized as follows:

- **revenues** amounted to 84 million euros, 7 million euros higher than in 2007 (+9.1%). The customer portfolio of approximately 166,000 units was approximately 22,000 lower than on December 31, 2007 owing to the loss of lines in ADSL Wholesale (-38,000), Fiber and Voice Wholesale (-24,000), which was partly offset by the growth of ADSL connections in the Retail area (+40,000);
- **operating profit (loss)** was a loss of 17 million euros in 2008; in 2007 it was a loss of 4 million euros;
- **capital expenditures** totaled 25 million euros, increasing 11 million euros compared to the prior year (14 million euros).

**Table of Contents**

Item 5. Operating And Financial Review And Prospects

Liquidity And Capital Resources

**5.4 LIQUIDITY AND CAPITAL RESOURCES**

The Telecom Italia Group has a centralized financial risk management policy for market, credit and liquidity risks.

The Group defines the guidelines for directing operations, identifying the most appropriate financial instruments to meet prefixed objectives, monitoring the results achieved and excluding the use of financial instruments for speculative purposes.

The Group's goal is to achieve an adequate level of financial flexibility which is expressed by maintaining a treasury margin in terms of liquid resources and syndicated committed credit lines which enables it to cover refinancing needs for the next 18-24 months.

**5.4.1 LIQUIDITY**

The Telecom Italia Group's primary source of liquidity is cash generated from operations and its principal uses of funds are the payment of operating expenses, capital expenditures and investments, the servicing of debt, the payment of dividends to shareholders, and strategic investments, such as international acquisitions and investments. In 2009, conditions in the European and U.S. financial markets allowed the Group to issue new bonds and enter into new funding arrangements under favorable conditions.

For additional details, reference should be made to the Note "Financial risk management" of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

The table below summarizes, for the periods indicated, the Telecom Italia Group's cash flows.

	Year ended December 31,		
	2009	2008 (Restated)	2007 (Restated)
	(millions of euros)		
Cash flows from (used in) operating activities	5,475	8,261	8,395
Cash flows from (used in) investing activities	(4,569)	(6,672)	(4,045)
Cash flows from (used in) financing activities	(881)	(2,409)	(5,225)
Cash flows from (used in) Discontinued operations/Non-current assets held for sale(*)	61	(41)	95
<b>Aggregate cash flows (A)</b>	<b>86</b>	<b>(861)</b>	<b>(780)</b>
<b>Net cash and cash equivalents (**) at beginning of the year (B)</b>	<b>5,226</b>	<b>6,204</b>	<b>6,960</b>
<b>Net foreign exchange differences on net cash and cash equivalents (C)</b>	<b>172</b>	<b>(117)</b>	<b>24</b>
<b>Net cash and cash equivalents (**) at end of the year (D=A+B+C)</b>	<b>5,484</b>	<b>5,226</b>	<b>6,204</b>

(\*) For further details please see the Note Discontinued operations/non-current assets held for sale of the Consolidated Financial Statements included elsewhere in this Annual Report.

(\*\*) For further details please see the Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007 of the Consolidated Financial Statements included elsewhere in this Annual Report.

**Cash flows from operating activities.** Cash flows from operating activities were 5,475 million euros in 2009, 8,261 million euros in 2008 and 8,395 million euros in 2007.

### **2009 compared to 2008**

The decrease in 2009 compared to 2008 of 2,786 million euros was primarily attributable to:

- a decrease in depreciation and amortization of 125 million euros (5,551 million euros in 2009 compared to 5,676 million euros in 2008);
- the negative effect of impairment losses (reversals) on non-current assets (including investments) of 185 million euros (a net source of 27 million euros in 2009 compared to a net source of 212 million euros in 2008);
- the negative effect of change in employee benefits liabilities of 406 million euros (a net use of 173 million euros in 2009 compared to a net source of 233 million euros in 2008);

---

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Liquidity And Capital Resources**

- the negative effect of change in trade receivables and net amounts due from customers on construction contracts of 401 million euros (a net source of 336 million euros in 2009 compared to a net source of 737 million euros in 2008);
- the negative effect of change in trade payables of 407 million euros (a net use of 995 million euros in 2009 compared to a net use of 588 million euros in 2008);
- the negative effect of net change in current income tax receivables/payables of 2,248 million euros (a net use of 1,170 million euros in 2009 compared to a net source of 1,078 million euros in 2008).

Such reductions in cash flows were partially offset by:

- the positive effect of net change in deferred tax assets and liabilities equal to 983 million euros (from a net use of 1,031 million euros in 2008 to a net use of 48 million euros in 2009);
- the increase in net gains realized on disposals of non-current assets (including investments) of 92 million euros (from a net use of 37 million euros in 2008 to a net source of 55 million euros in 2009);
- the positive effect of change in inventories of 44 million euros (from a net use of 74 million euros in 2008 to a net use of 30 million euros in 2009).

**2008 compared to 2007**

The decrease in 2008 compared to 2007 of 134 million euros was primarily attributable to:

- a reduction of 242 million euros in profit from continuing operations (a profit of 2,217 million euros in 2008 compared to a profit of 2,459 million euros in 2007);
- the negative effect of net change in deferred tax assets and liabilities equal to 1,966 million euros (from a net source of 935 million euros in 2007 to a net use of 1,031 million euros in 2008);
- the negative effect of change in trade payables of 1,170 million euros (from a net source of 582 million euros in 2007 to a net use of 588 million euros in 2008).

Such reductions in cash flows were partially offset by:



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

an increase in depreciation and amortization of 158 million euros (5,676 million euros in 2008 compared to 5,518 million euros in 2007);

- the positive effect of impairment losses (reversals) on non-current assets (including investments) of 246 million euros (a net source of 212 million euros in 2008 compared to a net use of 34 million euros in 2007);
- the decrease in net gains realized on disposals of non-current assets (including investments) of 430 million euros (from a net gain of 467 million euros in 2007 to a net gain of 37 million euros in 2008);
- the positive effect of change in employee benefits liabilities of 447 million euros (a net source of 233 million euros in 2008 compared to a net use of 214 million euros in 2007);
- the positive effect of change in trade receivables and net amounts due from customers on construction contracts of 624 million euros (a net source of 737 million euros in 2008 compared to a net source of 113 million euros in 2007);
- the positive effect of net change in current income tax receivables/payables of 861 million euros (a net source of 1,078 million euros in 2008 compared to a net source of 217 million euros in 2007);
- the positive effect of net change in miscellaneous receivables/payables and other assets/liabilities of 514 million euros (a net use of 98 million euros in 2008 compared to a net use of 612 million euros in 2007).

**Cash flows used in investing activities.** Cash flows used in investing activities were 4,569 million euros in 2009, 6,672 million euros in 2008 and 4,045 million euros in 2007.

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Liquidity And Capital Resources**

**2009 compared to 2008**

The decrease in cash used in investing activities in 2009 compared to 2008 of 2,103 million euros was mainly due to:

- a decrease in capital expenditures (tangible and intangible assets on a cash basis) of 1,535 million euros (3,924 million euros in 2009 compared to 5,459 million euros in 2008);
- a positive effect of change in financial receivables and other financial assets of 1,064 million euros (a net use of 692 million euros in 2009 compared to a net use of 1,756 million euros in 2008).

Such effects were partially offset by:

- a decrease of 465 million euros in proceeds from sale that result in a loss of control of subsidiaries or other businesses, net of cash disposed of (a net use of 13 million euros in 2009 compared to a net source of 452 million euros in 2008);
- a decrease in proceeds from sale/repayments of intangible, tangible and other non-current assets of 31 million euros (a net source of 66 million euros in 2009 compared to a net source of 97 million euros in 2008).

**2008 compared to 2007**

The increase in cash used in investing activities in 2008 compared to 2007 of 2,627 million euros was mainly due to:

- an increase in capital expenditures (tangible and intangible assets on a cash basis) of 757 million euros (5,459 million euros in 2008 compared to 4,702 million euros in 2007);
- a negative effect of change in financial receivables and other financial assets of 1,882 million euros (a net use of 1,756 million euros in 2008 compared to a net source of 126 million euros in 2007);
- a decrease in proceeds from sale/repayments of intangible, tangible and other non-current assets of 1,068 million euros (a net source of 97 million euros in 2008 compared to a net source of 1,165 million euros in 2007).

Such effects were partially offset by:

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- an increase of 449 million euros in proceeds from sale that result in a loss of control of subsidiaries or other businesses, net of cash disposed of (452 million euros in 2008 compared to 3 million euros in 2007);
- in 2008, the acquisition of control of subsidiaries or other businesses, net of cash acquired, was nil (in 2007 amounted to 636 million euros and was principally related to the purchase of the controlling interest of the Internet activities of AOL Germany, the entire stake of InterNLnet B.V. and Shared Service Center).

**Cash flows used in financing activities.** Cash flows used in financing activities were 881 million euros in 2009, 2,409 million euros in 2008 and 5,225 million euros in 2007.

*Cash flows used in financing activities* in 2009 of 881 million euros reflected mainly the following:

- an increase in financial liabilities and other of 180 million euros, as a result of the issuance of new debt (5,563 million euros) partially offset by repayments of non-current financial liabilities (4,260 million euros) and the change in current financial liabilities and other (1,123 million euros);
- the payment of dividends of 1,050 million euros.

*Cash flows used in financing activities* in 2008 of 2,409 million euros reflected mainly the following:

- a decrease in financial liabilities and other of 718 million euros, as a result of repayments of non-current financial liabilities (4,302 million euros) partially offset by the issuance of new debt (2,317 million euros) and the change in current financial liabilities and other (1,267 million euros);
- the payment of dividends of 1,665 million euros.

---

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Liquidity And Capital Resources**

*Cash flows used in financing activities* in 2007 of 5,225 million euros reflected the following:

- a decrease in financial liabilities and other of 2,394 million euros, as a result of repayments of non-current financial liabilities (5,218 million euros) partially offset by the issuance of new debt (2,622 million euros) and the change in current financial liabilities and other (202 million euros);
- the payment of dividends of 2,831 million euros.

**5.4.2 CAPITAL RESOURCES**

***Net Financial Debt***

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 5.3.3 Non-GAAP Financial Measures .

On a consolidated basis, at December 31, 2009 Net Financial Debt was 34,747 million euros compared to 34,039 million euros at December 31, 2008 (an increase of 708 million euros).

The net financial position of Telecom Italia is independent of that of Telco and Telecom Italia has no obligation to repay the debt held by Telco since they are two distinct legal entities.

In our 2010-2012 Strategic Plan we confirmed among our strategic priorities and targets the ongoing reduction in the Group s net financial debt.

Please see Introduction Cautionary Statement for Purposes of the Safe Harbor Provisions of the United States Private Securities Litigation Reform Act of 1995 , included elsewhere in this Annual Report, for a discussion of factors which could cause our actual results to differ materially from the target discussed above. See, also, Item 3. Key Information 3.1 Risk Factors .

There can be no assurance that we will be able to achieve the financial target we have established.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources**

Net Financial Debt is detailed in the following table:

	As of December 31,		
	2009	2008 (Restated)	2007 (Restated)
	(millions of euros)		
<b>GROSS FINANCIAL DEBT</b>			
<b>Non-current financial liabilities (Long-term debt)</b>			
Bonds	26,369	25,680	27,559
Amounts due to banks, other financial payables and liabilities	8,818	9,134	7,683
Finance lease liabilities	1,565	1,713	1,809
	<b>36,752</b>	<b>36,527</b>	<b>37,051</b>
<b>Current financial liabilities (Short-term debt), excluding financial liabilities relating to Discontinued operations/Non-current assets held for sale</b>			
Bonds	3,667	4,497	4,521
Amounts due to banks, other financial payables and liabilities	3,069	1,496	1,802
Finance lease liabilities	250	274	262
	<b>6,986</b>	<b>6,267</b>	<b>6,585</b>
<b>Financial liabilities relating to Discontinued operations/Non-current assets held for sale</b>	<b>659</b>		
<b>GROSS FINANCIAL DEBT (A)</b>	<b>44,397</b>	<b>42,794</b>	<b>43,636</b>
<b>FINANCIAL ASSETS</b>			
<b>Non-current financial assets</b>			
Securities other than investments	15	15	9
Financial receivables and other non-current financial assets	1,092	2,648	686
	<b>1,107</b>	<b>2,663</b>	<b>695</b>
<b>Current financial assets, excluding financial assets relating to Discontinued operations/Non-current assets held for sale</b>			
Securities other than investments	1,843	185	390
Financial receivables and other current financial assets	1,115	491	377
Cash and cash equivalents	5,504	5,416	6,473
	<b>8,462</b>	<b>6,092</b>	<b>7,240</b>
<b>Financial assets relating to Discontinued operations/Non-current assets held for sale</b>	<b>81</b>		
<b>FINANCIAL ASSETS (B)</b>	<b>9,650</b>	<b>8,755</b>	<b>7,935</b>
<b>NET FINANCIAL DEBT (A - B)</b>	<b>34,747</b>	<b>34,039</b>	<b>35,701</b>

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The non-current portion of gross financial debt was 36,752 million euros at December 31, 2009 (36,527 million euros at December 31, 2008 and 37,051 million euros at December 31, 2007) and corresponds to 82.8% of total gross financial debt.

The financial risk management policies of the Telecom Italia Group are directed towards diversifying market risks, fully hedging exchange rate risk and optimizing interest rate exposure by an appropriate diversification of the portfolio, which is also achieved by using carefully selected derivative financial instruments. Such instruments, it should be stressed, are not used for speculative purposes and all have an underlying.

Furthermore, in order to determine its interest rate exposure, the Group defines an optimum composition for the fixed-rate and floating-rate debt structure and uses derivative financial instruments to achieve that prefixed composition. Taking into account the Group's operating activities, the optimum blend of medium/long-term non-current financial liabilities has been established, on the basis of the nominal amount, at around 60%-70% fixed-rate and 40%-30% floating-rate.

In managing market risk, the Group adopts a guideline policy for debt management using derivative instruments and mainly uses IRS and CCIRS derivative financial instruments.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources**

The volatility of interest rates and exchange rates featured prominently in the financial markets beginning in the fourth quarter of 2008, significantly impacted the fair value measurement of the derivative positions and the related financial assets and liabilities at the end of 2008.

**V CHANGE IN NET FINANCIAL DEBT DURING 2009**

The following chart summarizes the main transactions which had an impact on the change in net financial debt during 2009:

In particular:

· **Capital expenditures on an accrual basis** were 4,543 million euros in 2009, a decrease of 497 million euros compared to 2008. The breakdown is as follows:

	2009		Year ended December 31, 2008 (Restated)		Changes (a-b)
	(a)	%	(b)	%	
	(millions of euros, except percentages)				
Domestic	3,523	77.5	3,658	72.6	(135)
Brazil Purchase of 3G licenses			477	9.4	(477)
Brazil Other investments	964	21.2	871	17.3	93
Media, Olivetti and other activities	64	1.4	79	1.6	(15)
Adjustments	(8)	(0.1)	(45)	(0.9)	37
<b>Total</b>	<b>4,543</b>	<b>100.0</b>	<b>5,040</b>	<b>100.0</b>	<b>(497)</b>
<i>% on revenues</i>	<i>16.7</i>		<i>17.4</i>		

Capital expenditures in 2008 included 477 million euros relating to the purchase of the mobile telephone licenses for the Brazil Business Unit's 3G service. The reduction in the Domestic Business Unit, although including 89 million euros for the purchase of frequencies assigned to the operator IPSE, is also due to the impact of programs to cut costs and capital expenditures begun in 2008.

---

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Liquidity And Capital Resources**

· **Disposal of investments and other divestitures**

Disposal of investments and other divestitures amounted to 53 million euros in 2009 (599 million euros in 2008) and refers principally to the sale of the investments held in Luna Rossa Challenge 2007 and Luna Rossa Trademark (for total cash receipts of 13 million euros), the sale of the investment in Telecom Media News, and also the disposal of other tangible and intangible assets. In particular, the disposals of tangible assets included the cancellation of a contract for the purchase of an aircraft which involved the manufacturer returning of the advances that had been paid by Telecom Italia (about 21 million euros).

The disposal of investments and other divestitures in 2008 were mainly related to the sale, in August 2008, of the Liberty Surf group (euro 744 million, including the deconsolidation of the net financial debt of the subsidiary sold) and the sale, in December 2008, of the Pay-per-View Business segment.

· **Financial investments and treasury shares buyback**

Financial investments and treasury shares buybacks amounted to 65 million euros in 2009, and refers not only to the entry of Intelig in the scope of consolidation but also to the buyback of a total of 11.4 million Telecom Italia ordinary shares purchased to service the top management incentive plan denominated 2008 TOP Plan. The average unit price was 0.92959 euros per share (including brokerage commissions) with a total investment of 11 million euros.

Moreover, in July 2009, the Parent, Telecom Italia, purchased on the market 39,500 Telecom Italia Media savings shares to add to the 221,000 Telecom Italia Media savings shares already held. Such purchases required a total disbursement of 4,470 euros, corresponding to the average cost of 0.11317 euros per share (including commissions).

The purchases of Telecom Italia and Telecom Italia Media shares were made through Mediobanca pursuant to a mandate to purchase shares on behalf of the Company in complete autonomy and independently of Telecom Italia and in accordance with the Regulation of the markets organized and operated by Borsa Italiana S.p.A. and the relative instructions.

\*\*\*

The following should also be taken into account with respect to net financial debt:

· **Sale of receivables to factoring companies**

The sale of receivables to factoring companies finalized in 2009 led to a positive effect on net financial debt at December 31, 2009 of 1,034 million euros (794 million euros at December 31, 2008).





**Table of Contents**

Item 5. Operating And Financial Review And Prospects

Liquidity And Capital Resources

## v CHANGE IN NET FINANCIAL DEBT DURING 2008

The following chart summarizes the main transactions which had an impact on the change in net financial debt during 2008:

(\*) Net of cash flow from assets disposed of.

In particular:

· **Capital expenditures on an accrual basis** were 5,040 million euros in 2008 (5,031 million euros in 2007). The breakdown is as follows:

	Year ended December 31,				Changes (a-b)
	2008		2007		
	(a)	%	(b)	%	
	(millions of euros, except percentages)				
Domestic	3,658	72.6	4,064	80.8	(406)
Brazil	1,348	26.7	865	17.2	483
Media, Olivetti and other activities	79	1.6	107	2.1	(28)
Adjustments	(45)	(0.9)	(5)	(0.1)	(40)
<b>Total</b>	<b>5,040</b>	<b>100.0</b>	<b>5,031</b>	<b>100.0</b>	<b>9</b>

The percentage of capital expenditures to revenues went from 16.9% in 2007 to 17.4% in 2008.

The increase of 483 million euros in the Brazil Business Unit is due to the purchase of the mobile telephone licenses for operating 3G services.

· **Financial investments and treasury shares buyback**

In 2008, **financial investments** made were only 6 million euros, of which 5 million euros were used for the Media Business Unit's purchase of a 9% stake in Air P TV Development Italy S.r.l. (now named DAHLIA TV S.r.l.) as part of the agreement for the disposal of the Pay-per-View business. In 2007, financial investments amounted to 635 million euros and were mainly related to the acquisition of the AOL internet business in Germany.

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The **treasury shares buyback** refers to the purchase of 25 million Telecom Italia ordinary shares in September 2008 to service the management incentive plan *Performance Share Granting 2008* .

---

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Liquidity And Capital Resources**

The buyback was carried out through Mediobanca which operated with a mandate for the purchase of the shares on behalf of the Company in complete autonomy and independently of Telecom Italia and in accordance with applicable market rules and regulations and the relative instructions.

The buyback required a total outlay of 27 million euros, corresponding to an average price per share of 1.08451 euros (including agent fees).

· **Disposal of investments and other divestitures**

The disposal of investments and other divestitures amounted to 599 million euros in 2008 (1,074 million euros in 2007). The amount mainly relates to the disposal of Liberty Surf group in August 2008 (744 million euros, including the deconsolidation of the net financial debt of the subsidiary sold), the sale of the Pay-per-View business segment in December 2008 by Telecom Italia Media (16 million euros), net of cash flows used during the period by the companies sold, as well as the reimbursement of capital and distribution of dividends by associates.

\*\*\*

The following should also be mentioned with respect to net financial debt:

· **Sale of receivables to factoring companies**

The sale of receivables to factoring companies finalized in 2008 led to a positive effect on net financial debt at December 31, 2008 of 794 million euros (755 million euros at December 31, 2007).

***Gross Financial Debt***

On a consolidated basis, at December 31, 2009, our gross financial debt amounted to 44,397 million euros (42,794 million euros at December 31, 2008) and included non-current financial liabilities (long-term debt) of 36,752 million euros (36,527 million euros at December 31, 2008) and current financial liabilities (short-term debt) of 6,986 million euros (6,267 million euros at December 31, 2008).

As of December 31, 2009 approximately 63.3% of our gross financial debt (including Discontinued operations/Non current assets held for sale) was denominated in Euro, while the remainder was primarily denominated in U.S. Dollars, Pound Sterling, Brazilian Reais and Japanese Yen.

The following table sets out the currency composition of our gross financial debt:

	As of December 31, 2009		As of December 31, 2008 (Restated)	
	(millions of foreign currency)	(millions of euros)	(millions of foreign currency)	(millions of euros)
USD	16,296	11,312	13,898	9,986
GBP	2,527	2,845	1,780	1,869
BRL	3,177	1,267	2,408	740
JPY	30,548	229	54,918	435
EURO		28,085		29,764
		<b>43,738</b>		<b>42,794</b>
Discontinued operations/Non current assets held for sale		659		
<b>Total gross financial debt</b>		<b>44,397</b>		<b>42,794</b>

For information regarding the split of our debt between fixed rate and floating rate please see Note Financial risk management of the Notes to Consolidated Financial Statements included elsewhere in this Annual Report.

Long-term debt includes notes we have issued in order to reduce our dependence on short-term debt, extend the average life of our financial debt and expand our investor base. For this purpose, we have issued long-term debt in the capital markets under, among others:

- the Telecom Italia Euro Medium Term Note ( **EMTN** ) Programme. The maximum amount permitted to be issued under the Programme, including in multiple tranches and multiple currencies, is 15 billion euros;

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources**

- the **Form F-3 Registration Statement**, filed with the Securities and Exchange Commission on December 29, 2008 which allows for the issuance, by Telecom Italia S.p.A.'s wholly-owned subsidiary Telecom Italia Capital S.A. and under a guarantee by Telecom Italia S.p.A., of an indeterminate amount of debt securities at various terms, rates and maturities;
- the **Olivetti Euro Medium Term Note Programme**, as updated and amended on June 8, 2001 and May 14, 2002, which allowed for the issuance of a total amount of 15 billion euros in debt (or the equivalent in other currencies), at various terms, rates and maturities;
- the Old Telecom Italia Global Medium Term Note Program ( **Global Note Program** ), which allowed for the issuance of a total amount of U.S.\$12 billion in debt (or the equivalent in other currencies), at various terms, rates and maturities.

Telecom Italia issues new long-term debt only from the first two programs of the above list. The following table highlights the utilization of the above mentioned programs at the end of 2009.

	As of December 31, 2009	
	EMTN Programme (millions of euros)	Form F-3 Registration Statement (millions of U.S.\$)
Total amount of the program (max outstanding notes)	15,000.00	Indeterminate
Notes and bonds issued	15,195.07	16,600.00
Notes and bonds repaid	3,170.14	1,000.00
Net utilization of the program	12,024.93	15,600.00
Remaining available amount of the program	2,975.07	

**Notes and bonds (including convertible bonds)**

At December 31, 2009 we had notes and bonds outstanding of 30,036 million euros (30,177 million euros at December 31, 2008). Their nominal repayment amount was 29,106 million euros, an increase of 286 million euros compared to December 31, 2008 (28,820 million euros).

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources**

Changes in bonds during 2009 were as follows:

	Currency	Amount (millions)	Issue date
<b>NEW ISSUES</b>			
Telecom Italia S.p.A. 500 million euros, 7.875% maturity date 1/22/2014	Euro	500	1/22/2009
Telecom Italia S.p.A. 650 million euros, 6.75% maturity date 3/21/2013	Euro	650	3/19/2009
Telecom Italia S.p.A. 850 million euros, 8.25% maturity date 3/21/2016	Euro	850	3/19/2009
Telecom Italia S.p.A. 750 million pounds sterling, 7.375% maturity date 12/15/2017	GBP	750	5/26/2009
Telecom Italia Capital S.A., issue, guaranteed by Telecom Italia S.p.A., 1,000 million U.S.\$, 6.175% maturity date 6/18/2014	USD	1,000	6/18/2009
Telecom Italia Capital S.A., issue, guaranteed by Telecom Italia S.p.A., 1,000 million U.S.\$, 7.175% maturity date 6/18/2019	USD	1,000	6/18/2009
<b>REPAYMENTS</b>			
			<b>Repayment date</b>
Telecom Italia Finance S.A. 5.15%, issue, guaranteed by Telecom Italia S.p.A.	Euro	1,450(*)	2/9/2009
Telecom Italia S.p.A. Floating Rate Notes Euribor 3 months +0.60%	Euro	110	3/30/2009
Telecom Italia Finance S.A. 6.575%, issue, guaranteed by Telecom Italia S.p.A.	Euro	1,849(**)	7/30/2009
<b>BUYBACKS</b>			
			<b>Buyback period</b>
Telecom Italia Finance S.A. 1,849(**) million euros, 6.575% maturing July 2009	Euro	253.77	January June
Telecom Italia Finance S.A. 119 million euros, Floating Rate Notes maturing June 2010	Euro	20.00	March May
Telecom Italia S.p.A. 796 million euros, Floating Rate Notes maturing June 2010	Euro	53.75	April May
Telecom Italia Finance S.A. 1,997 million euros, 7.50% maturing April 2011	Euro	2.68	October

## NOTES

(\*) Net of 50 million euros of bonds repurchased by the company in 2008.

(\*\*) Net of 107 million euros and 254 million euros of bonds repurchased by the company respectively in 2008 and in 2009.

**Telecom Italia S.p.A. 2002-2022 bonds, reserved for subscription by employees of the Group:** 348 million euros (nominal amount) as at December 31, 2009, the same as at December 31, 2008.

**Bond buybacks:** in 2009, as in 2008, the Telecom Italia Group bought back bonds in order to:

- give investors a further possibility of monetizing their positions;
- partially repay some debt securities before maturity, increasing the overall return on the Group's liquidity without taking any additional risks.

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

For further details about the outstanding notes and bonds please see also Note Financial liabilities (current and non-current) of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.



**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources*****Revolving Credit Facility and Term Loan***

The composition and drawdown of the syndicated committed credit lines available at December 31, 2009, represented by the Term Loan ( **TL** ) for 1.5 billion euros expired in January 2010 (repaid using available cash) and the Revolving Credit Facility ( **RCF** ) for a total of 8 billion euros expiring August 2014, are presented in the following table:

	December 31, 2009		December 31, 2008	
	Committed	Drawdown	Committed	Drawdown
	(billions of euros)			
Term Loan maturity 2010	1.5	1.5	1.5	1.5
Revolving Credit Facility maturity 2014	8.0	1.5	8.0	1.5
<b>Total</b>	<b>9.5</b>	<b>3.0</b>	<b>9.5</b>	<b>3.0</b>

Lehman Brothers Bankhaus AG London Branch bank is a Lender under the Revolving Credit Facility and Term Loan for the following amounts:

- under the Revolving Credit Facility, the bank has a commitment for 127 million euros of which 23.8 million euros has been disbursed;
- under the Term Loan, the bank has a commitment for 19.9 million euros, for an amount completely disbursed, duly repaid at the line s expiration date (January 28, 2010).

With regard to the commitment by Lehman Brothers Bankhaus AG, the Telecom Italia Group has not received any communication from Lehman Brothers Bankhaus AG, or from its representatives or directors or Agent of the committed facilities which, at this time, entail changes compared to the situation prior to the bankruptcy of Lehman Brothers Holding Inc..

***Maturities of financial liabilities and average cost of debt***

The average maturity of non-current financial liabilities (including the current portion of medium/long-term financial liabilities) is 7.46 years.

The Group s average cost, considered as the cost for the period calculated on an annual basis and derived from the ratio of debt-related expenses to average exposure, is equal to about 5.4%.

The maturities of financial liabilities in terms of the expected nominal repayment amount, as contractually agreed, are as follows:

	<b>Nominal repayment amount (millions of euros)</b>
<b>Maturing by December 31, of the year:</b>	
2010(*)	6,483
2011	4,935
2012	3,699
2013	4,444
2014	5,627
After 2014	16,807
<b>Total</b>	<b>41,995</b>

(\*) Including the nominal repayment amount of current liabilities of 477 million euros.

### *Current financial assets and Liquidity margin*

The Telecom Italia Group's available liquidity margin, calculated as the sum of Cash and cash equivalents and Securities other than investments, amounts to 7,347 million euros at December 31, 2009 (5,581 million euros at December 31, 2008) which, together with its unused committed credit lines of 6.5 billion euros, allows the Group to amply meet its repayment obligations over the next 18-24 months. During 2009, improvements in the

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources**

European and United States financial markets made it possible to issue new bonds and obtain new loans with favorable terms and conditions. The higher level of liquidity at year-end 2009 compared to 2008 allows for the coverage of requirements in connection with the repayment of loans in the early months of 2010. During the first two months of 2010, repayments amounting to about 3.0 billion euros (about 1.5 billion euros in the first few months of 2009) have been made.

In February 2010, Telecom Italia S.p.A. issued bonds maturing in 2022 in the principal amount of 1,250 million euros and a new syndicated revolving facility was signed, but not used, for 1,250 million euros for a period of 3 years.

Furthermore, 638 million euros classified in Financial receivables and other current financial assets refers to financial assets of the Group due from HanseNet Telekommunikation GmbH which was fully repaid upon the sale of the company on February 16, 2010.

In particular:

- **Cash and cash equivalents** amounted to 5,504 million euros at December 31, 2009 (5,396 million euros at December 31, 2008). The different forms of investing available cash at December 31, 2009, including euro commercial paper for 20 million euros, can be analyzed as follows:
  - Maturities: investments have a maximum maturity date of three months;
  - Counterpart risk: investments are made with leading banks and financial institutions with high-credit- quality and a rating of at least A;
  - Country risk: investments are mainly made in major European financial markets.
- **Securities other than investments** amount to 1,843 million euros (185 million euros at December 31, 2008). Such forms of investment represent alternatives to cash and cash equivalents with the aim of raising the yield. These mainly consist of 900 million euros (nominal amount) in Italian treasury bonds purchased by Telecom Italia S.p.A. (with A ratings by S&P); 200 million euros in a monetary fund, 200 million euros in a government fund, both with AAA ratings by S&P and managed by a leading international credit institution; 112 million euros in bonds issued by counterparts with ratings of at least BBB with different maturities, but all with an active market, that is, readily convertible into cash; 350 million euros of securities invested in a Belgian-registered SICAV with at least an A rating.

\* \* \*

Pursuant to the ongoing investigation of Telecom Italia Sparkle and the related court order served on the company on February 23, 2010, the courts issued a seizure order for 298 million euros on Telecom Italia Sparkle corresponding to the alleged unlawful deduction of VAT related to the transactions under investigation.

As a result, the available liquidity margin as of December 31, 2009, described above, includes amounts seized and guaranteed that may not be available.

Moreover, on April 2, 2010, in addition to the amounts seized, Telecom Italia Sparkle provided two guarantees for a total amount of about 195 million euros on behalf of the courts (for about 72 million euros) and the Financial Administration (for about 123 million euros).

\* \* \*

### *Credit ratings*

As of May 6, 2010 the Telecom Italia S.p.A. credit ratings are as follows:

- Moody s: Baa2 , stable outlook (rating confirmed on June 17, 2009);
- Standard and Poor s: BBB , stable outlook (rating confirmed on July 29, 2009);
- Fitch Ratings: BBB , stable outlook (rating confirmed on June 12, 2009).

For a discussion on financial instrument contractual clauses related to credit rating changes, please see the Note Financial liabilities (current and non-current) of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Liquidity And Capital Resources**

***Treasury policies***

The Group employs a variety of instruments to finance its operations and obtain liquidity. The instruments used are bond issues, alongside committed and uncommitted bank lines.

Telecom Italia has a centralized treasury function which operates in the interests of the entire Group:

- allocating liquidity where necessary;
- obtaining excess cash resources from the Group companies;
- guaranteeing an adequate level of liquidity compatible with individual needs;
- acting on behalf of its subsidiaries to negotiate bank lines;
- providing financial consulting services to its subsidiaries.

These activities reduce the Group companies' need to seek bank lines and enable those companies to obtain better conditions from the banking system by keeping a constant watch over cash flows and ensuring a more efficient use of liquidity in excess of requirements.

For a further discussion on funding and treasury policies, please see Note Financial Risks Management and Note Cash and Cash equivalents of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

***Off-Balance Sheet Arrangements***

As of December 31, 2009, the Telecom Italia Group had the following items that are considered to be off-balance sheet arrangements.

*Guarantees* were provided for a total of 197 million euros, net of back-to-back guarantees received for 158 million euros by Telecom Italia on behalf of associated companies (16 million euros) and other third parties for medium/long-term financial transactions.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Furthermore, the equity interest in Tiglio I (47.80%) was pledged with the lenders of this associated company.

*Purchase and sale commitments* outstanding at December 31, 2009, for 150 million euros and 2 million euros, respectively, refer to obligations to be fulfilled in connection with transactions that are not typically part of the Group's operating cycle. Purchase commitments include obligations for 147 million euros related to the DVB-H contracts entered into by Telecom Italia with the main domestic television operators (particularly the Mediaset group and Sky Italia) to provide the TIM TV service.

The Parent Company, Telecom Italia, issued weak comfort letters, for a total of 34 million euros, on behalf of ETECSA for vendor financing.

For further details please see Note Contingent liabilities, other information, commitments and guarantees of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

### ***Contractual Obligations and Commitments***

The following table aggregates our contractual obligations and commitments with definitive payment terms which will require significant cash outlays in the future based on nominal amounts and carrying values in accordance with IFRS.

**Table of Contents****Item 5. Operating And Financial Review And Prospects****Liquidity And Capital Resources**

As of December 31, 2009, the **nominal repayment amounts of payables** and the relating expiration dates were as follows:

	Amounts due as of December 31,						Total
	2010	2011	2012	2013	2014	After 2014	
	(millions of euros)						
Bonds	2,842	4,136	3,250	3,388	2,735	12,755	29,106
Amounts due to banks, other financial payables and liabilities	2,303	618	284	918	2,770	3,092	9,985
Finance lease liabilities	233	181	165	138	122	960	1,799
<b>Total</b>	<b>5,378</b>	<b>4,935</b>	<b>3,699</b>	<b>4,444</b>	<b>5,627</b>	<b>16,807</b>	<b>40,890</b>
<b>Current financial liabilities</b>	<b>477</b>						<b>477</b>
<b>Total excluding Discontinued operations / Non-current assets held for sale</b>	<b>5,855</b>	<b>4,935</b>	<b>3,699</b>	<b>4,444</b>	<b>5,627</b>	<b>16,807</b>	<b>41,367</b>
<b>Discontinued operations/Non-current assets held for sale(1)</b>	<b>628</b>						<b>628</b>
<b>Total</b>	<b>6,483</b>	<b>4,935</b>	<b>3,699</b>	<b>4,444</b>	<b>5,627</b>	<b>16,807</b>	<b>41,995</b>

(1) Representing the Hansenet TeleKommunikation GmbH financial liabilities towards Telecom Italia Group (607 million euros) and towards others (21 million euros).

For further details please see also Note Derivatives and Note Other information, Operating leases of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**5.4.3 CAPITAL EXPENDITURES**

The table below sets forth, for the periods indicated, our total capital expenditures (on an accrual basis) allocated to the Business Units at December 31, 2009.

	Year ended December 31,		
	2009	2008 (Restated)	2007 (Restated)
	(millions of euros)		
Purchase of tangible assets:			
Domestic	1,949	2,169	2,467
Brazil	543	482	388
Media, Olivetti	29	22	28
Other Operations and eliminations	5	7	28
<b>Total purchase of tangible assets(1)</b>	<b>2,526</b>	<b>2,680</b>	<b>2,911</b>
<b>Purchase of intangible assets(2)</b>	<b>2,017</b>	<b>2,360</b>	<b>2,120</b>

<b>Total capital expenditures(3)</b>	<b>4,543</b>	<b>5,040</b>	<b>5,031</b>
--------------------------------------	--------------	--------------	--------------

- (1) Purchase of tangible assets is mainly related to local and long distance networks, exchange equipment, investments in subscribers equipment, radio and transmission equipment.
- (2) Purchase of intangible assets includes expenditures for software for telecommunications systems and licenses.
- (3) Intercompany capital expenditures are adjusted to eliminate intercompany profit.

In the three years ended December 31, 2009, 2008 and 2007, cash flows from operating activities exceeded capital expenditures on an accrual basis. For further details please see 5.4.2 Capital Resources , 5.3.6 Results Of Operations Of Business Units For The Year Ended December 31, 2009 Compared With The Year Ended December 31, 2008 , 5.3.8 Results Of Operations Of Business Units For The Year Ended December 31, 2008 Compared With The Year Ended December 31, 2007 .

The capital expenditures planned for 2010, at Telecom Italia Group level, will be approximately 4.3 billion euros while in 2010-2012 period the capital expenditures will be approximately 12 billion euros.



---

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Research, Development And Innovation**

The breakdown by core markets is as follows:

- Domestic Business Unit: approximately 3.1 billion euros in 2010 (approximately 9 billion euros in 2010-2012 period); and
- Brazil Business Unit (Tim Brasil): approximately 3 billion reais in 2010 (approximately 8 billion reais in 2010-2012 period).

The Telecom Italia Group expects to fulfill its future commitments for capital expenditures primarily through the use of cash generated from operations.

\*\*\*

For details about market risk disclosures please see Item 11. Quantitative And Qualitative Disclosures About Market Risks .

**5.5 RESEARCH, DEVELOPMENT AND INNOVATION**

Telecom Italia Group's research and development activities are carried out by Telecom Italia Lab ( **TI Lab** ), by the operational and business Units (Networks, Marketing, Information Technology, Security) and by the Group's companies.

TILab is the Technology and Operations Department's structure for overseeing the Group's technological innovation, searching for new technologies and carrying out engineering operations on services and network platforms, through a network of strategic partnerships with the main producers of telecommunications equipment and systems, and with research centres of excellence at the most highly qualified national and international academic institutions. In 2009, three new collaborative projects were begun with three universities (in addition to the thirty already underway since the beginning of 2009) covering research into new technologies, encryption algorithms, services concepts and new paradigms of communication.

Activities to enhance and generate competitive advantage for Telecom Italia Group have been pursued through a strategic management of the relationship between research, Intellectual Property Rights (IPR) and business, aimed at the development of the company's assets in patents rights; in this context, during 2009, 20 new applications for patents were registered.

The main activities carried out by TILab are:

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

the creation of services in the iPhone environment, in particular, access to information and multimedia content in the area of value added services (VAS). As part of this, version 2.0 of the Virgilio portal was successfully launched, enriched with maps and local content;

- the conducting of experiments with innovative fibre cabling solutions inside buildings (Fibre to the Home FTTH);
- the start of engineering and deployment operations on 200 exchanges of the Kaleidos system for energy efficiency. Installations have been created to test the results of energy efficiency of business customers;
- an innovative solution for air conditioning in the exchange environments called Extraction and Full Free Cooling (EFFC) has been devised and tested in TILab's test plant;
- the start, in partnership with the Miroglio Group, of the first initiative at national level for a fidelity card based on SIM, with Near Field Communication (NFC) proximity technology, which enables the use of the phone owner's SIM as a Fidelity Card;
- the development, in collaboration with Nokia Siemens Networks, of the first intelligent antennas, capable of improving the performance of High Speed Packet Access (HSPA) technology. This equipment makes it possible to optimize the mobile radio base stations, improving the quality of the service offered to customers and, at the same time, guaranteeing less energy consumption and a reduction of electromagnetic fields;
- experiments in the field of LTE (Long Term Evolution) technology, natural evolution in accordance with the 3GPP standard of the HSPA technology currently in use;

**Table of Contents**

**Item 5. Operating And Financial Review And Prospects**

**Research, Development And Innovation**

- the release for operation of the converging contact centre platform for business customers;
- the completion of the adjustments of the mobile network to enable the retracing of attempted calls (Frattini decree); and
- the release for operation of the advertising platform on the WAP and MMS services.

In addition, in 2009, TILab made a decisive contribution to the success of two Group initiatives of great social importance:

- the activation at four pediatric hospitals in Italy of Smart Inclusion, a remote teaching solution aimed at child patients; and
- the activation in Rio de Janeiro of the first pilot project of Telemedicine, bringing remote health care to the city's most disadvantaged people.

The research and development activities carried out by the Operational and Business Units of Telecom Italia, carried out internally or sub-contracted to outside suppliers have been directed towards the creation of:

- software products dedicated to the management of new commercial offers and new services for customers (Business Support Systems), to the proper functioning of network support systems (Operational Support Systems), and to Security;
- testing and specific checks for tenders and new network architecture;
- new hardware infrastructure in support of the applications.

The main activities have been:

- the development of a new platform, CRM Business, for the commercial management of the SOHO, SME, Enterprise and Top customers;
- the development of a new platform, single, convergent billing for the administration of invoicing of fixed/mobile services for the consumer customers;
- the evolution of digital platforms in support of the business departments in the implementation of new services for the Consumer, Business & Top customers;
-

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

the evolution of the hardware infrastructure in accordance with the principles of virtualization (Next Generation Data Centre) and the provision of the technologies in order to develop the commercial offers in the ICT market (for example, Ospit@Virtuale).

For additional details, reference should be made to the Note Other information , of the Notes to the Consolidated Financial Statements included elsewhere herein.

**Table of Contents**

Operating And Financial Review And Prospects

Cautionary Statement For Purposes Of The Safe Harbor Provisions Of The United States Private Securities Litigation Re

**5.6 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. The foregoing discussion in Item 5. Operating and Financial Review and Prospects and the following discussion under Item 11. Quantitative and Qualitative Disclosures About Market Risks contain 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, should, seeks or anticipates, expressions or the negative thereof or other comparable terminology, or by the forward-looking nature of discussions of strategy, plans or intentions. 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 forwardlooking 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 2010-2012 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;
- 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;
- 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;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- 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.

**Table of Contents****Item 6. Directors, Senior Management and Employees****Directors****Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****6.1 DIRECTORS**

On April 14, 2008 the Shareholders Meeting of the Company elected a new Board of Directors of Telecom Italia. The Shareholders Meeting established the number of Directors at 15 and their term of office would be for three years, that is up to the Shareholders Meeting which will be convened to approve the financial statements of the Company for the year ended December 31, 2010.

On April 15, 2008, the Board of Directors elected Gabriele Galateri di Genola and Franco Bernabè, respectively, as Chairman of the Board of Directors and Chief Executive Officer.

On February 27, 2009 Gianni Mion resigned from office and the Board appointed Stefano Cao in his place, effective up to the Shareholders Meeting. The Shareholders Meeting on April 8, 2009 confirmed his appointment, with the same term of office as the term of the other directors and therefore up to the Shareholders Meeting which will be convened to approve the financial statements of the Company for the year ended December 31, 2010.

On December 22, 2009, following finalization of the agreement between Telco and Sintonia and the subsequent exit of Sintonia from the Telco shareholding structure, Stefano Cao resigned from the Board of Directors of Telecom Italia with immediate effect.

On April 29, 2010 the Shareholders Meeting approved the proposal by the Board to appoint Mauro Sentinelli as a director of the Company, with the same term of office as the term of the other directors and therefore up to the Shareholders Meeting which will be convened to approve the financial statements of the Company for the year ended December 31, 2010.

Consequently, at May 6, 2010 the Board of Directors of Telecom Italia was composed as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Appointed</b>
Gabriele Galateri di Genola	63	Chairman	2008
Franco Bernabè	61	Chief Executive Officer/Director	2008
César Alierta Izuel	65	Director	2008
Paolo Baratta(1)	70	Director	2008
Tarak Ben Ammar	60	Director	2008
Roland Berger(1)	72	Director	2008
Elio Cosimo Catania(1)	63	Director	2008
Jean Paul Fitoussi(1)	67	Director	2008
Berardino Libonati	76	Director	2008
Julio Linares López	64	Director	2008
Gaetano Micciché	59	Director	2008

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Aldo Minucci	63	Director	2008
Renato Pagliaro	53	Director	2008
Mauro Sentinelli	63	Director	2010
Luigi Zingales(1)	47	Director	2008

(1) Independent Directors. For details on the criteria applied to determine independence, see Item 10 Additional Information 10.1 Corporate Governance .

As of May 6, 2010 the Secretary of the Board of Directors was the General Counsel of Telecom Italia, Antonino Cusimano.

In 2009:

- the Board of Directors met seven times, with meetings generally scheduled pursuant to a calendar set forth in advance;
- the Executive Committee (as of December 31, 2009 composed of Gabriele Galateri Chairman, Franco Bernabè, Roland Berger, Elio Cosimo Catania, Julio Linares López , Aldo Minucci, Renato Pagliaro) met four times;



**Table of Contents****Item 6. Directors, Senior Management and Employees****Directors**

- the Internal Control and Corporate Governance Committee (as of December 31, 2009 composed of Paolo Baratta Chairman, Roland Berger, Jean Paul Fitoussi and Aldo Minucci) held twelve meetings. Where deemed desirable in light of the issues on the agenda, the Committee and the Board of Auditors held joint meetings;
- the Nomination and Remuneration Committee (as of December 31, 2009 composed of Elio Cosimo Catania Chairman, Berardino Libonati, Luigi Zingales) met eleven times.

For a detailed description of Telecom Italia's corporate governance, including activities, responsibilities and organization of the Board of Directors and the Committees, see Item 10 Additional Information 10.1. Corporate Governance .

**6.1.1 BIOGRAPHICAL DATA**

The following are the selected biographical data of the Directors.

**Gabriele Galateri di Genola:** Gabriele Galateri di Genola was born in Rome in 1947. He was appointed Chairman of Telecom Italia on December 3, 2007 and confirmed in the office on April 15, 2008. After earning his MBA at the Columbia University Business School, Mr. Galateri di Genola began his career in 1971 at the Headquarters of the Banco di Roma, where he started as Head of the Financial Analyses Office before being appointed to manage the International Loans Office. From 1974 to 1976 he worked as Financial Director of the Saint Gobain Group in Italy. In 1977, he joined FIAT S.p.A., where he moved from Head of North, Central and South American Operations at the International Finance Office, to Head of International Finance and, ultimately, to Director of Finance. Mr. Galateri di Genola became CEO of Ifil S.p.A. in 1986. In 1993, he took on the positions of CEO and General Manager of IFI, which he retained until 2002. In June 2002, he was appointed CEO of FIAT S.p.A. Between April 2003 and June 2007, Mr. Galateri di Genola was Chairman of Mediobanca S.p.A. and up to April 2010 he was Vice Chairman of Assicurazioni Generali S.p.A. He is a non-executive Board member of TIM Participações S.A., Banca Esperia S.p.A., Banca Cassa di Risparmio di Savigliano S.p.A., Banca Carige, Italmobiliare S.p.A. and Accor S.A. Mr. Galateri di Genola is a Vice Chairman of RCS MediaGroup S.p.A. He is a member of the Giunta and of the Consiglio Direttivo of Confindustria; Mr. Galateri has been awarded the Cavaliere del Lavoro honor. He is also Confindustria's Chairman Representative for telecommunications and broadband development. He is member of the General Council and of the Executive Board of Assolombarda.

**Franco Bernabè:** Franco Bernabè was born in Vipiteno/Sterzing (Bozen) in 1948. He was appointed Chief Executive Officer of Telecom Italia on December 3, 2007 and confirmed in the office on April 15, 2008. After earning his degree with honors in Economics and Political Science at the University of Turin in 1973, Mr. Bernabè worked for two years as a post-graduate fellow at the Einaudi Foundation. He began his professional career in 1976 as a Senior Economist at the OECD Department of Economics and Statistics in Paris. In 1978 he joined the Planning Department of FIAT as Chief Economist. In 1983 he joined Eni as an Assistant to the Chairman and became subsequently the Head of Corporate Planning, Financial Control and Corporate Development. From 1992 to 1998 Mr. Bernabè was CEO of Eni. During this two terms, he achieved the turnaround of the company and its successful privatization bringing Eni to be one of the largest oil companies by market capitalization worldwide. In November 1998 he became CEO of Telecom Italia, a position he retained until 1999, when he left following the takeover of Telecom Italia by Olivetti. At the end of 1999 he founded FB Group, an investment company active in the areas of financial advisory, ICT and renewable energy. In 2004, following the merger of the financial advisory activities of FB Group with the Rothschild Group, he was appointed as Vice Chairman of Rothschild Europe. Mr. Bernabè has also served *pro bono* on different public assignments: in 1999 he was appointed by the Italian Prime Minister as a special representative of the Italian Government for the reconstruction of Kosovo; between 2001 and 2003 he was the Chairman of La Biennale di Venezia, and since 2004 he is the Chairman of Mart, the foremost Italian museum of modern art. Mr. Bernabè has served on the Advisory Board of the Council on Foreign Relations, and currently serves on the Board of the Perez Center for Peace. He is a Board member of PetroChina and member of the European Roundtable.

**César Alierta Izuel:** César Alierta Izuel was born in 1945. Mr. Alierta took a degree in law from the University of Zaragoza and earned an MBA at Columbia University (New York). Mr. Alierta has been a Director of Telecom Italia since November 8, 2007. He has been Chairman and Executive Chairman of the Board of Directors of Telefónica, S.A. Mr. Alierta began his career in 1970 as general manager of the capital markets division at Banco

**Table of Contents****Item 6. Directors, Senior Management and Employees****Directors**

Urquijo, S.A. in Madrid, where he worked until 1985. Subsequently, he founded and served as chairman of Beta Capital Sociedad de Valores, S.A. which he combined as from 1991 with his post as chairman of the Spanish Financial Analysts Association (Asociación Española de Analistas Financieros). Between 1996 and November 1999, he was director and chairman of Tabacalera S.A. At that time Tabacalera S.A. changed its name into Altadis S.A. (following its merger with the French Group, Seita-Société Nationale D Exploitation Industrielle des Tabacs et Allumettes) and he became director and chairman of Altadis, S.A. He has also been a member of the board of directors of the Madrid Stock Exchange (Bolsa de Madrid), Plus Ultra Compañía de Seguros y Reaseguros S.A. and of Iberia S.A.

**Paolo Baratta:** Paolo Baratta was born in Milan in 1939. Mr. Baratta has been a Director of Telecom Italia since May 6, 2004. In 1967 he began doing economic research at the Associazione per lo sviluppo dell'industria nel Mezzogiorno (Svimez) in Rome. In 1979 he became a Director of the Istituto per il Credito alle Imprese di Pubblica Utilità (ICIPU) and then Deputy Chairman. From 1980 to 1992 he was Chairman of ICIPU, Consorzio di Credito per le Opere Pubbliche (CREDIOP), Deputy Chairman of the Nuovo Banco Ambrosiano (later Banco Ambrosiano Veneto) and the Italian Bankers Association (ABI). In addition to being a Director of various companies, he was Chairman of the Centro Beneduce per gli studi in Campo Bancario e Assicurativo. In 1993 he became Minister for Privatizations with responsibility for the reorganization of the system of state holdings. In 1993-94 he was Minister for Foreign Trade and Minister for Industry ad interim. In 1995-96 he was Minister for Public Works and minister for the Environment. From 1997 to 2000 he was chairman of Bankers Trust S.p.A. and from 1998 to 2000 Chairman of the Biennale di Venezia. He is a member of the Società Italiana degli Economisti and currently is Chairman of the Fondazione La Biennale di Venezia, Comitato Venezia Internazionale, Accademia Filarmonica Romana, and the Fondazione Lorenzo Valla. Mr. Baratta is a Deputy Chairman of the Fondo per l'Ambiente Italiano (FAI). He is also a Director of Ferrovie dello Stato S.p.A., Svimez and Fondazione Cini-Venezia.

**Tarak Ben Ammar:** Tarak Ben Ammar was born in Tunis in 1949. Mr. Ben Ammar has been a Director of Telecom Italia since April 14, 2008. He started his career in 1977, as a film producer. In 1990, he formed Quinta Communications, a company used as a vehicle for a number of investments and as a production and distribution company, that was also engaged in trading of audiovisual rights (acquired from U.S. producers and sold to European Broadcasters); in addition Quinta diversified its activities by building up a portfolio of strategic investments in the media services industry. In addition, Mr. Ben Ammar established close working relationships with a selected number of prominent International investors in the media industry. Mr. Ben Ammar was awarded the Legion d'Honneur in 1984 for his cultural contributions. Mr. Ben Ammar is Chairman of the Board of Directors of Europa TV S.p.A. and of others companies (such as Prima TV, Promotions et Participations International S.A., Holland Coordinator & Service Company Italia S.p.A., ex Machine S.a.S., Eagle Pictures S.p.A.). He is Chief Executive Officer of Quinta Communications S.A. and of others companies (such as Andromeda Tunisie S.A., Carthago Films S.A.R.L., Teleclair S.A.R.L.); Director of Quinta Communications USA Inc., and Quinta Communications Italia S.r.L., Mediobanca S.p.A., the Weinstein Company, APrime Group S.a.S., LuxVide S.p.A., Holland Coordinator & Service Company B.V., Delta Films Limited and other companies of the Delta Group.

**Roland Berger:** Roland Berger was born in Berlin in 1937. Mr. Berger has been a Director of Telecom Italia since April 14, 2008. He graduated in business at Munich Ludwig Maximilians University. In 1967 Mr. Berger founded Roland Berger & Partners and up until June, 2003 he developed Roland Berger Strategy Consultants. Since July 1, 2003 Mr. Berger has been Chairman of Roland Berger Strategy Consultants. Mr. Berger has been, since 1996, Lecturer and Visiting Professor for General Business Administration and Management Consulting at the Brandenburg Technical University in Cottbus and, since 2000, Honorary Professor for General Business Administration and Management Consulting at the Brandenburg Technical University in Cottbus. He is the author of more than 100 publications on issues of international management and organization, strategic planning and marketing and corporate planning. Mr. Berger has received many public appointments and has been conferred numerous honors. Mr. Berger is Member of the Board of Trustees of the Association for the Promotion of German Science, Essen, the Bavarian Elite Academy Foundation, the Institute for Economic Research at the University of Munich, the Zeppelin University, Friedrichshafen; Board Member of the International Academy of Management, Barcelona, the International Management Institute, Kiev, the Business School Insead, Fontainebleau, the World Association for International German Schools, Berlin. Mr. Berger is Chairman of the Board of Trustees of his private Roland Berger Foundation. The Roland Berger Foundation is committed to protecting human dignity and human rights worldwide, and to facilitating access to high-quality education for talented young people from weaker social classes in Europe. He holds offices in many cultural associations and in international advisory/supervisory boards: in particular, he is Member of various boards of national and international businesses,



**Table of Contents****Item 6. Directors, Senior Management and Employees****Directors**

foundations and organizations (Fiat Group, Fresenius SE, Schuler AG, Senator Entertainment AG, Wilhelm von Finck AG Deputy Chairman, Live Holding AG Chairman, Prime Office AG Chairman, WMP EuroCom AG Chairman, Special Purpose Acquisition Company Chairman), Member of the international advisory board of Sony Corporation of Tokio and Blackstone Group of New York.

**Elio Cosimo Catania:** Elio Cosimo Catania was born in Catania in 1946. Mr. Catania has been a Director of Telecom Italia since April 14, 2008. He graduated in Electrical Engineering at Rome University and earned a Master in Management Science at Sloan Management School, MIT, Boston. Elio Cosimo Catania performed a large proportion of his managerial work at IBM, which he joined in 1970. He operated in four continents and held the following posts, among others: President of IBM Latin America, based in New York; Vice President of Marketing for IBM Europe, based in Paris; President and Chief Executive of IBM Italia; President of IBM South Europe. From 2004 to 2006 he has been Chairman and Chief Executive Officer of Ferrovie dello Stato. Mr. Catania is Chairman and Managing Director of ATM Group (Milan Transport Company), Member of the Board of Management of Banca Intesa SanPaolo, Vice Chairman of Assonime (Association of Italian Joint Stock Companies), Vice President of the Council for Relations between Italy and the United States (CRISU), Member of the Committee of Confindustria and was awarded the Cavaliere del Lavoro honor in 2001.

**Jean Paul Fitoussi:** Jean-Paul Fitoussi was born in La Goulette (Tunisia) in 1942. Mr. Fitoussi has been a Director of Telecom Italia since May 6, 2004. Mr. Fitoussi is Professor of Economics at the Institut d Études Politiques in Paris, where he has taught since 1982 and whose Scientific Committee he now chairs. He is currently President of the Observatoire Français des Conjonctures Economiques (OFCE), an economic research and forecasting institute. Mr. Fitoussi graduated cum laude in Law and Economics from the University of Strasbourg with a thesis on inflation, equilibrium and unemployment. He began his academic career as a contract professor at the University of Strasbourg. Between 1979 and 1983 he taught at the European University Institute, Florence, and in 1984 was visiting professor at the University of California, Los Angeles. Since 1998 he has been a member of the board of the École Normale Supérieure. In 1997 he became a member of the Prime Minister's Council for Economic Analyses. In 1996 he was named to the Commission Économique de la Nation. He was secretary of the International Economic Association beginning in 1984 and has been an expert for the Economic and Monetary Committee of the European Parliament. Between 1990 and 1993 he was Chairman of the Economic Council of the European Bank for Reconstruction and Development. In the field of publishing, Mr. Fitoussi is managing editor of the *Revue et Lettre de L OFCE*, member of the Editorial Board of *Labour and The International Journal of Development Planning Literature* and the scientific committee of *International Labour Review and Critique Internationale*. His writing appears regularly in newspapers in France and abroad and he is commentator for *La Repubblica* and *Le Monde*. Since 2002 he has been Director of the *Fondation Nationale des Sciences Politiques*. In the field of research, Mr. Fitoussi has concentrated on inflation theory, unemployment, foreign trade and the role of macroeconomic policy. As President of the OFCE and founder of its International Economic Policy Group (of which he is a member), he has made numerous contributions to the current economic policy debate, particularly on the issues of economic integration and transition. Mr. Fitoussi has received the *Association Française de Sciences Économiques* (French Association for Economic Sciences) Award, and the *Rossi Award* from the *Académie des Sciences Morales et Politiques* (Academy of Moral and Political Sciences). He has been awarded various honours including the *Honorary Deanship* of the Faculty of Economics in Strasbourg, *Honoris Causa* degree at the Buenos Aires University, and in his own country the decorations of *Chevalier de l'Ordre National du Mérite* (Knight of the National Order of Merit) and *Chevalier de la Legion d'Honneur* (Knight of the Legion of Honour). He is a Member of various boards of national and international businesses, foundations and organizations (member Board of Directors of FNSP and of Banca Sella Holding, member of Executive Committee of the *Association Internationale de Sciences Economiques*, Chairman of the *Commission des Nations-Unies sur la reforme du systeme monetaire financier international*).

**Berardino Libonati:** Berardino Libonati was born in Rome in 1934. He has been a Director of Telecom Italia since April 14, 2008. He has been a lawyer since 1961, and Professor of Commercial Law at La Sapienza, the First University of Rome, from 1981 to 2008. He held various positions in legal reviews such as *Rivista del diritto commerciale e del diritto generale delle obbligazioni*, *Concorrenza e Mercato* and *Rivista delle società*. Berardino Libonati was Auditor to ENI S.p.A. from August 1992 to June 1995; chairman of the board of Banco di Sicilia S.p.A. from July 1994 to May 1997; chairman of the board of Finnat Euramerica SIM S.p.A. from May 1995 to May 1997; chairman of the board of Telecom Italia S.p.A. from October 1998 to June 1999; chairman of the board of TIM Telecom Italia Mobile S.p.A. from August 1998 to June 1999; chairman of the board of Nomisma S.p.A. from May 2003 till May 7, 2007; a director of Mediobanca S.p.A. from July 30, 2001 to July 2, 2007; chairman of



**Table of Contents****Item 6. Directors, Senior Management and Employees****Directors**

the board of Swiss Re Italia S.p.A. from January 1996 to June 2006; chairman of the board of Alitalia S.p.A. from February 22, 2007 till July 31, 2007; chairman of the board of Banca di Roma S.p.A. from June 28, 2002 till October 4, 2007. He has been chairman of Unidroit Institut pour l'Unification du Droit Privé since January 2000. He has been on the board of ESI Edizioni Scientifiche Italiane S.p.A. since January 23, 2003 and has served on the board of directors of Pirelli & C. S.p.A. since April 28, 2005. He has been part of the board of directors of RCS Media Group S.p.A. since April 27, 2006. From August 3, 2007 to April 29, 2009 he was deputy chairman of Unicredit. Bernardino Libonati was appointed Chairman of Telecom Italia Media on April 10, 2008.

**Julio Linares López:** Julio Linares López was born in Medina de Pomar (Spain) in 1945. He has been a Director of Telecom Italia since November 8, 2007. Mr. Linares has been a member of the Board of Directors and Chief Operating Officer for Telefónica since December 19, 2007. In May 1970, he joined Telefónica's Research and Development Center, where he held several positions until he was appointed head of the Technology Department. In April 1990, he was appointed General Manager of Telefónica Investigación y Desarrollo, S.A. In December 1994, he became deputy general manager of Marketing and Services Development department in the commercial area and subsequently, deputy general manager for Corporate Marketing. In July 1997, he was appointed chief executive officer of Telefónica Multimedia S.A. and chairman of Telefónica Cable and Producciones Multitemáticas, S.A. In January 2000, he was appointed executive chairman of Telefónica de España, S.A., a position which he held until December 2005, when he was appointed managing director for Coordination, Business Development and Synergies of Telefónica. He is also a member of the board of directors of Telefónica de España, S.A.U., Telefónica Móviles España, S.A.U. and Telefónica Europe, plc. Mr. Linares holds a degree in telecommunications engineering from the Polytechnic University of Madrid (Universidad Politécnica de Madrid).

**Gaetano Miccichè:** Gaetano Miccichè was born in Palermo in 1950. Mr. Miccichè has been a Director of Telecom Italia since July 24, 2007. He graduated in Law and then obtained a Master in Business Administration with merit at the SDA Bocconi. He began his professional experience in 1971 as Manager for Corporate Clients at Cassa Centrale Risparmio Province Siciliane. In 1989 he was appointed Central Financial Director at Rodriguez S.p.A., world leading company in the high-speed navigation sector. From 1992 to 1995 he was Managing Director and later Liquidating Administrator at Gerolimich Unione Manifatture, Holding Company with stakes in various industrial sectors. In 1996 he became General Manager of Santavaleria S.p.A., industrial Holding Company in chemical and glass sectors. From 1997 to 2002 he was Chief Executive Officer and General Manager of Olcese S.p.A. Since 2002 he has been in Intesa Sanpaolo S.p.A. as Head of Corporate & Investment Banking Division. Since 2007 Mr. Miccichè has been Chief Executive Officer of Banca IMI. He is also Member of the Board of Directors of Alitalia Compagnia Aerea Italiana S.p.A., of Nuovo Trasporto Viaggiatori N.T.V. S.p.A. and of Intesa Sanpaolo Group Services S.C.p.A.

**Aldo Minucci:** Aldo Minucci was born in Reggio Calabria in 1946. Mr. Minucci has been a Director of Telecom Italia since April 16, 2007. After graduating in Law, in 1972 he was employed by Assicurazioni Generali S.p.A., working in the Tax Consulting Service, for which he became Manager in 1983. In 1993 he was appointed Central Executive Officer with responsibility for the Administration and Tax Coordination Service, and supervision of the Tax Consultancy Service. In 1995 he took on the role of Deputy General Manager for Technical-Commercial Coordination for the Insurance Companies in Italy, and he is Supervisor of the Group's Internal Audit Service. Mr. Minucci is Director of Banca Generali S.p.A., AC.E.G.A.S. S.p.A., Intesa Previdenza SIM S.p.A., Intesa Vita S.p.A., Gemina S.p.A., Toro S.p.A., INA Assitalia S.p.A., FATA Vita S.p.A., FATA Assicurazioni Danni S.p.A. and ADR- Aeroporti di Roma S.p.A. He is also Chairman of GENERTEL S.p.A. and Telco S.p.A.

**Renato Pagliaro:** Renato Pagliaro was born in Milan in 1957. Mr. Pagliaro has been a Director of Telecom Italia since May 6, 2004. A registered auditor, with a Degree in Corporate Economics from Bocconi University, he joined Mediobanca Banca di Credito Finanziario S.p.A. in 1981, where he has held positions of increasing responsibility. In April 2003 he was appointed Co-General Manager and Secretary to the Board of Directors of Mediobanca S.p.A.; in July 2007, he was appointed Chairman of the Management Board of Mediobanca. Mr. Pagliaro is a Managing Director and member of Board of Directors of Mediobanca S.p.A. He is a Deputy Chairman of RCS Mediagroup S.p.A., Director of Pirelli & C. S.p.A. and Burgo Group S.p.A. He is also a Director of SelmaBipiemme Leasing S.p.A. and Cofactor S.p.A. Since 1993 he has been a member of the Board of Auditors of Istituto Europeo di Oncologia S.r.l.

**Mauro Sentinelli:** Mauro Sentinelli was born in Rome in 1947. Mr. Sentinelli was appointed a Director of Telecom Italia on April 29, 2010. An electronic engineer with a masters degree in telecommunications,



---

**Table of Contents****Item 6. Directors, Senior Management and Employees****Directors**

Mr. Sentinelli joined SIP (presently Telecom Italia) in 1974, where he specialized in the mobile business. In 1991 he became Director of Marketing and Planning in the Mobile Division of the company and in 1994 he was appointed Deputy Managing Director of Telecom Italia's Mobile Division (to become a separate company in 1995 as a result of the Tim de-merger). In May 1997 he left TIM for an experience in the U.S. and in July 1999 he returned to TIM as Group Managing Director. In April 2002 he became a director of TIM, finally leaving the company in January 2005. He was Deputy Chairman of the GSM Association from 2003 to 2008, board member of Onda Communication (Italy) and Airtel (India) up to 2010. Presently Mr. Sentinelli is a Member of the Board of GSMA Ltd, the industrial branch of the GSM Association.

**Luigi Zingales:** Luigi Zingales was born in Padua in 1963. Mr. Zingales has been a Director of Telecom Italia since April 16, 2007. Luigi Zingales is lecturer of Robert C. McCormack Professor of Entrepreneurship and Finance at the Graduate School of Business of the University of Chicago, where he has been a member of the faculty since 1992. In the academic year 2005-2006 he held the Taussig Research Professorship at Harvard University. He is a faculty research fellow of the NBER, a research fellow of the Centre for Economic Policy Research (CEPR), a member of the Committee on Capital Market Regulation, and of the United Nation Advisory Board on Microfinance. In 2003 he won the Bernacer Prize for the best young European financial economist. From 2005 to 2009 he was a director of the American Finance Association. His research interests span from corporate governance to financial development, from political economy to the economic effects of culture. He has published extensively in the major economics and financial journals. He is an editorialist for *Il Sole 24 ore* (the leading Italian economic newspaper) and for *L'Espresso*.

**Table of Contents****Item 6. Directors, Senior Management and Employees****Executive Officers****6.2 EXECUTIVE OFFICERS**

As of May 6, 2010, the executive officers of Telecom Italia and their respective positions were as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Appointed</b>
<b>Directors:</b>			
Gabriele Galateri di Genola	63	Chairman(1)	2008
Franco Bernabè	61	Chief Executive Officer(1)	2008
<b>Managers:</b>			
Oscar Cicchetti	54	Head of Technology & Operations	2009
Stefano Ciurli	48	Head of Purchasing	2009
Antonino Cusimano	45	Head of Corporate Legal Affairs and a.i. Head of Legal Affairs	2008
Luca Luciani	42	Diretor Chairman of Tim Brasil	2009
Andrea Mangoni	46	Chief Financial Officer; a.i. Head of International Business and Chairman of Telecom Italia Sparkle S.p.A.	2009
Antonio Migliardi	51	Head of Human Resources and Organization	2008
Marco Patuano	45	Head of Domestic Market Operations	2009

(1) Appointed by the Board of Directors on April 15, 2008.

The following are the selected biographical data of the executive officers, other than Directors (for the biographical data of Mr. Gabriele Galateri di Genola and Mr. Franco Bernabè, please see above under 6.1 Directors ):

**Oscar Cicchetti:** Mr. Cicchetti was born in Pizzoli (L. Aquila), in 1951. From January 14 to June 4, 2008 he was Head of Telecom Italia Business Strategies & International Development; from March 10 to June 4, 2008 he was Head of Domestic Fixed Services and from June 12, 2008 to November 6 2009 he was Head of Domestic Market Operations; he is currently Head of Technology & Operations. Mr. Cicchetti began his career in 1978 as an analyst at the Datamat software house. He joined SIP in 1979 to manage Network and Installations in the Ascoli Piceno area until 1984, and then he worked as a Market Manager in Ancona and Perugia. Between 1987 and 1993, he was in charge of Process Organization at the HR Management office. In 1993, Mr. Cicchetti transferred to the Azienda di Stato dei Servizi Telefonici company (later Iritel). He stayed here until 1994, as Head of Organization and Training. From 1994 to 1997, he was Head of Staff for the General Manager of Business Systems, before taking on this same role for the CEO of STET/Telecom Italia. Between 1997 and 2000, he covered a number of managerial roles at the Telecom Italia Group, including Central Deputy Manager and Head of the International Business Unit. This period culminated with appointments as Head of Strategic Planning and Head of the Network Division. After working as a freelance consultant in 2001 and 2002 for Wind and Morgan Stanley Private Equity, in 2003 he became CEO of business data services specialist Netscalibur S.p.A, a job he retained until 2006. He was appointed CEO of Infracom Network Application S.p.A. in 2007, prior to making his return to the Telecom Italia Group. Mr. Cicchetti is also Chairman of Matrix S.p.A. and member of the Board of Directors of Olivetti S.p.A. and Fondazione Telecom Italia.

**Stefano Ciurli:** Mr. Ciurli was born in Rome, in 1962. He graduated in Economics at LUISS University in 1987. He was appointed Head of the Purchasing department of Telecom Italia on March 16, 2009. He began his professional career in 1987 in SIP, over 20 years in Telecom Italia with increasing responsibilities mainly within the Finance Administration and Control department. From July 2003 to December 2005 he

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

served as Chief Financial Officer of TIM. In 2006 he was in charge of the International Support area with the responsibility on the activities of business development and plug&play opportunities at international level. From August 2008 to March 2009, he served as head of the Planning & Control department of Telecom Italia.

**Antonino Cusimano:** Mr. Cusimano was born in Palermo, in 1964. He was appointed General Counsel and Head of Telecom Italia Corporate and Legal Affairs on September 15, 2008, Secretary to the Board of Directors on September 25 2008 and Telecom Italia's Head of Domestic Legal Affairs a.i. on December 23, 2008.

**Table of Contents****Item 6. Directors, Senior Management and Employees****Executive Officers**

Mr. Cusimano was an associate at Hill Taylor Dickinson, London, prior to joining the Pittsburgh based company, PPG Industries Inc. in 1994. He was appointed General Counsel of PPG Industries Europe in 2000, with responsibility for a wide range of legal and business issues. From 2003 to 2005 he served as General Manager, Environmental, Health and Security Protection of PPG Industries Europe and between May and December 2005, he held the position of Corporate Counsel.

Mr. Cusimano joined General Electric, Oil & Gas based in Florence serving as Senior Counsel Global Services and Transactions. During his time at GE, he was a Director and Vice President at Nuovo Pignone Holding S.p.A. and Nuovo Pignone S.p.A.

**Luca Luciani:** Mr. Luciani was born in Padua, in 1967. He was appointed CEO of TIM Brasil on January 19, 2009. Mr. Luciani began his career at Procter & Gamble in 1990 in Italy and Brussels. In 1994, he moved to Bain Cuneo e Associati, where he was a consultant to domestic and international clients. He joined ENEL in 1997 as Group Controller. He first joined the Telecom Italia Group in 1999 in this same role. Since 2001, he has held a number of posts, notably CFO at TIM, Assistant to the Chairman, TIM Marketing, and Network and IT (TIM). He was appointed TIM Commercial Manager in 2005. After the recent Telecom Italia Group restructuring including the amalgamation of fixed-line and mobile operations, in 2006 Mr. Luciani was appointed Group Sales & Customer Care Manager. From January 2007 to February 2009 he was General Manager of Domestic Mobile Services.

**Andrea Mangoni:** Mr. Mangoni was born in Terni, in 1963. He graduated at the University of Rome in 1988 with a thesis on valuation and private financing of investments in public infrastructures. He was appointed head of Administration, Finance and Control at the Company of the Group since November 2009. Mr. Mangoni joined the Telecom Italia Group on July 1, 2009, as Chairman of Telecom Italia Sparkle and as Director of International Business at Telecom Italia S.p.A. From 1996 to March 2009 worked in Acea, where he was appointed Chief Executive Officer in November 2003; from March 2003 to November 2003 he was General Manger of Acea; from June 2001 to February 2003 was Chief Financial Officer, responsible of strategies, finance, budget, economic planning and control, investor relations of Acea; in 2002 he was appointed common representative of the Joint Venture among Acea, Electrabel and Energia Italiana which brought to the acquisition of Interpower, the third generation company sold by Enel; from January 2000 to May 2001 he was Strategic Planning Director of Acea; from January 1998 to December 1999 he worked as manager of the Finance Department of Acea and he was responsible of strategic planning; from 1996 to 1997 he was President Assistant, responsible for the transformation process of Acea from municipal company into share capital company. Mr. Mangoni worked for InterAmerican Development Bank (IDB).

**Antonio Migliardi:** Mr. Migliardi was born in Reggio Calabria in 1958. On May 1, 2008, he became Head of Human Resources, Organization and Industrial Relations of Telecom Italia. After graduating in Law, Mr. Migliardi began his career at SIP (later Telecom Italia) with responsibility for Human Resources. At first, he was Responsible for Human Resources and Industrial Relations Regional Dept., then he assumed a central responsibility in the Industrial Relations Sector. From 1998 to 2004 he was in charge of the Development and Organization Dept. in FS Group. Reporting to the Chief Executive Officer and the Managing Director of the Group, he was appointed to head the project and implement the reorganization of the Italian railways. He was appointed an internal member of Trenitalia s (the most important subsidiary of F.S. Group, constituted in 2000) board. In charge of Trenitalia s System Dept. (logistics & maintenance, Information and Communication Technology and Total Quality Management), he reported to the Chief Executive Officer, mission and corporate goals: obtaining the alignment of these systems to the new competitive scenario in which Trenitalia had to act in the coming years. As head of Total Quality Management, he was also member of the board of Qualital (an Italian consortium for the Engineering of Total Quality). From 2004 to 2006 he was with Alitalia, reporting to the Chief Executive Officer, as Chief Production Officer (Flight Ops, Ground Ops, Maintenance etc.) and Accountable Manager according to the international regulations (JAR Ops) until the recapitalization of the Company. From 2006 to 2008 he was in charge of Human Resources and Organization Dept. of Vitrociset. Mr. Migliardi is also member of the Board of Directors of Telecontact S.p.A.

**Marco Patuano:** Mr. Patuano was born in Alessandria in 1964. Mr. Patuano was appointed Telecom Italia s Chief Financial Officer on August 8, 2008. He began his career at SIP Central Management in May 1990. From 1990 to 2002, he worked in various departments at

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Administration, Finance and Control. He was promoted through the ranks at Financial Management between 1998 and 2002. In April 2003, he became CFO at Tim Brasil and Telecom Italia America Latina S.A., a Group subsidiary based in Brazil. Between 2004 and 2006, he served as

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**Executive Officers**

General Manager at Telecom Italia Latam. In 2006, he moved to Telecom Argentina as Head of Fixed-Line Telephony. He served as General Manager, Operations for Telecom Argentina between May 2007 and July 2008. He was appointed a director at Telecom Italia Media and the Italtel group in September 2008. Mr. Patuano is also member of the Board and Executive Committee at Italtel S.p.A.

**Table of Contents****Item 6. Directors, Senior Management and Employees****Board Of Auditors****6.3 BOARD OF AUDITORS**

The following table lists the members of the Telecom Italia Board of Statutory Auditors, including the Alternate Auditors, with their respective positions and years of appointment. The current Telecom Italia Board of Statutory Auditors was appointed in the shareholders' meeting held on April 8, 2009, and will remain in office until approval of the 2011 annual financial statements.

<b>Name</b>	<b>Position</b>	<b>Appointed</b>
Enrico Maria Bignami(1)	Chairman	2009
Gianluca Ponzellini	Acting Auditor	2009
Lorenzo Pozza(1)	Acting Auditor	2009
Salvatore Spiniello	Acting Auditor	2009
Ferdinando Superti Furga	Acting Auditor	2009
Silvano Corbella(1)	Alternate Auditor	2009
Maurizio Lauri(1)	Alternate Auditor	2009
Vittorio Giacomo Mariani	Alternate Auditor	2009
Ugo Rock	Alternate Auditor	2009

(1) Elected by minority shareholders.

The positions held by the members of the Board of Statutory Auditors in other listed companies are shown below:

Enrico Maria Bignami	Chairman of the Board of Auditors of Biancamano S.p.A.
Gianluca Ponzellini	Chairman of the Board of Auditors of Banca IMI S.p.A. and De Longhi S.p.A.; member of the Supervisory Board of Intesa Sanpaolo S.p.A.
Lorenzo Pozza	Chairman of the Board of Auditors of Gas Plus S.p.A.; member of the Board of Auditors of Terna S.p.A.
Salvatore Spiniello	Chairman of the Board of Auditors of Telecom Italia Media S.p.A.; Director of Fondiaria SAI S.p.A.
Ferdinando Superti Furga	Chairman of the Board of Auditors of Arnoldo Mondadori S.p.A. and Saras S.p.A.; independent Director of Parmalat S.p.A.

For a detailed description of Telecom Italia's corporate governance, including activities and responsibilities of the Board of Auditors (acting as Audit Committee of the Company), see Item 10 Additional Information 10.1 Corporate Governance .

---

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**External Auditors**

**6.4 EXTERNAL AUDITORS**

The audit of issuers and their groups is governed by the Legislative Decree No. 58/1998 (the Consolidated Law on Finance), as subsequently amended by the Legislative Decree No. 39 of January 27, 2010 (implementation of Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts). In particular, such Legislative Decree fixed the duration of audit engagements at nine years and prohibited the renewal or the re-engagement unless at least three years have elapsed from the date of termination of previous assignment.

According to the Italian law and regulations, the three-year period 2007-2009 (after a first appointment for the years 2001, 2002 and 2003 and a second appointment for the years 2004, 2005 and 2006) audit engagement conferred to Reconta Ernst & Young S.p.A. by the Telecom Italia Shareholders Meeting on April 16, 2007 came to an end with the issuance by Reconta Ernst & Young S.p.A. of its audit report on the financial statements of Telecom Italia for the year ended December 31, 2009. As described above, such engagement was no longer renewable to Reconta Ernst & Young S.p.A. and as a result of this the Shareholders Meeting held on April 29, 2010, resolved to appoint PricewaterhouseCoopers S.p.A. as Telecom Italia's primary independent auditors for the nine-year period 2010-2018. For US purposes the audit engagement conferred to Reconta Ernst & Young is coming to an end concurrently with the filing with the SEC of this Annual Report.

Italian audit principles require that, in cases of corporate groups, the audit firm of Telecom Italia should carry out the audit of the group's most important entities in terms of the nature of operations, in such a way that it can act as the main group audit firm and express a professional evaluation on the financial statements in their entirety. In addition, the specific new guidelines for the Appointment of Auditors set forth by Telecom Italia (the Group Procedure for the Appointment of External Auditors was revised last year in view of the engagement of the audit firm for the 2010-2018) provides that the auditor of Telecom Italia is the principal auditor of the entire group headed by Telecom Italia and consequently is the auditor to be preferred in the conferral of appointments by subsidiaries for mandatory auditing.

As a result, the PricewaterhouseCoopers audit network after the filing with the SEC of this Annual Report will be the principal audit firm for the Telecom Italia Group, also for US purposes.



**Table of Contents****Item 6. Directors, Senior Management and Employees****Employees****6.5 EMPLOYEES****6.5.1 EMPLOYEES AND CHANGES IN THE TELECOM ITALIA GROUP**

The number of Group employees at December 31, 2009 and 2008 was the following:

	Year ended December 31,		
	2009	2008 (Restated) (units)	Changes
Employees Italy	60,829	63,521	(2,692)
Employees Foreign	10,499	11,017	(518)
<b>Total Employees at payroll</b>	<b>71,328</b>	<b>74,538</b>	<b>(3,210)</b>
Employees with temporary work contracts	56	782	(726)
Employees allocated to non-current assets held for sale	2,205	2,505	(300)
<b>Total Employees</b>	<b>73,589</b>	<b>77,825</b>	<b>(4,236)</b>

Excluding employees included in Non-current assets held for sale (Hansenet) and personnel with temporary work contracts, the Group's workforce has been reduced by 3,210 units compared to December 31, 2008, due to:

- the exclusion of Telecom Italia Media News from the scope of consolidation (105 units);
- the inclusion of Intelig Telecomunicações Ltda in the scope of consolidation (580 units);
- workforce turnover down by 3,685 units, as specified for individual Business Units:

	Hirings	Terminations (units)	Changes
Domestic	630	3,082	(2,452)
Brazil	2,024	3,109	(1,085)
Media, Olivetti, Other Operations	255	403	(148)
<b>Turn over</b>	<b>2,909</b>	<b>6,594</b>	<b>(3,685)</b>

*Telecom Italia S.p.A.*

	Year ended December 31,		
	2009	2008 (Restated) (units)	Changes
Personnel on payroll	54,236	56,650	(2,414)
Employees with temporary work contracts		635	(635)
<b>Total</b>	<b>54,236</b>	<b>57,285</b>	<b>(3,049)</b>

At December 31, 2009, Telecom Italia personnel on payroll was 54,236 units.

Compared to December 31, 2008, an overall reduction of 2,414 units was recorded, due to:

- the entrance of 61 units from other Group Companies;
- workforce turnover down by 2,475 units, as specified:

	Hirings	Terminations (units)	Changes
<b>Telecom Italia S.p.A. Turn over</b>	<b>384</b>	<b>2,859</b>	<b>(2,475)</b>

*Tim Brasil group*

	Year ended December 31,		
	2009	2008 (Restated) (units)	Changes
<b>Tim Brasil group Total</b>	<b>9,783</b>	<b>10,285</b>	<b>(502)</b>

**Table of Contents****Item 6. Directors, Senior Management and Employees****Employees**

The employees of Tim Brasil Group as of December 31, 2009, was equal to 9,783 units.

Compared to December 31, 2008, an overall reduction of 502 units was recorded, due to:

- the entrance of 3 units from other Group Companies;
- the inclusion of Intelig Telecomunicações Ltda in the scope of consolidation (580 units);
- workforce turnover down by 1,085 units, as specified:

	Hirings	Terminations (units)	Changes
<b>Tim Brasil group Turn over</b>	<b>2,024</b>	<b>3,109</b>	<b>(1,085)</b>

**6.5.2 INDUSTRIAL RELATIONS**

On December 31, 2008, the Collective National Work Contract (CCNL) for employees in the telecommunications sector expired. Negotiations for its renewal begun in January, 2009, under coordination of the trade association Asstel, led to the signing, on October 23, 2009 of the new CCNL for the years 2009-2011. Specifically, the Contract provides for:

- the adjustment of minimum salaries on the basis of the Harmonised Consumer Price Index;
- the updating of all the regulatory schemes regarding the labor market, incorporating the latest legislative amendments;
- the institution of a form of supplementary health assistance for all workers of the sector;
- the increase in leave days for student-workers;
- the establishment of a bilateral agency for sector training which will organise courses on environment and safety at work, (as required by law 231/2001), regulations on privacy, basic computing and basic language training, work relations, CCNL and social security.

In addition, the Contract has introduced a multifaceted system of relations between companies and unions, according to European Community guidelines. The Observatory on Remote Control and the National Forum, a joint employer unions body, have been established as the leading centres of analysis, verification and discussion between the parties on the issues of financially dynamic, technological development in the sector, the evolution of legislative activities, relations with consumer associations, social corporate responsibility, the labour market, equal opportunities and safety at work. The new system of industrial relations will further encourage the dialogue between Telecom Italia trade union organizations and the stakeholders.

In January and February 2009, with successive in-depth meetings, the Company explained to the trade unions the organizational considerations in the Strategic Plan for 2009-2011. In the context of the subsequent changes to the workforce, a collective dismissal procedure, so called mobility was launched on May 25 under Law 223/91 for 470 workers operating in the Directory Assistance sector (Service 1254, Data Lists Assurance, Exchanges, International Work Services Centre, Territorial Support).

On July 21, 2009 the Company renounced the recourse to mobility and stipulated a contract of the defensive type, with the trade unions, at the Ministry of Labor, regarding the workers concerned. This Contract provides for the reduction of the working hours to avoid, wholly or in part, the reduction or the mandatory redundancy of personnel.

On February 5, 2009, specific agreements were signed with SLC-CGIL, FISTER-CISL and UILCOM-UIL (the main industry unions) on the election procedures for the Unitary Union Representative Body (RSU) and Health and Safety representatives (RSL), in compliance with union standards and on the Joint Health and Safety Committees. In order to maintain participation as the preferred instrument for verification, analysis and discussion, the Joint Health and Safety Committees are composed of an equal number of company and union members. Their task is to adopt initiatives aimed at the protection of the health of the workers, to examine the increasing number of accidents and, where necessary, propose improvements to training and information for workers and the RLS.

---

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**Employees**

On October 12, 2009 the Company and the unions agreed on 2009-2010 collective holidays attributed to the relevant company divisions.

According to the Master Agreement between the Company and the trade unions on May 14, 2008, on Performance-Related Bonuses, a specific agreement was signed on May 5, 2009 with SLC-CGIL, FISTEL-CISL, UILCOM-UIL, the National RSU and UGL Telecommunications Coordination, which defined the organizational macro-fields and the parameters of quality/productivity required for Performance-Related Bonuses 2009-2011. The agreement allows for a more direct correlation with the results of the business of specific groups of workers, encouraging the involvement of the workers and a greater sense of belonging to the business.

As envisaged by the CCNL and the Protocols of Industrial Relations of the Company and the trade unions, during 2009 numerous meetings were held at the national level on many issues, among them: the contracts signed by the Company with suppliers and partners, the new reference model for company training, the reorganization of important company structures such as the Technology & Operations Department and the Security Department and the process of professional mobility of the staff areas towards operational structures.

The industrial relations activities conducted by TI Media included:

- on February 2, 2009, an understanding was reached with the journalists trade unions with regard to the collective dismissal of 25 journalists, which occurred in September 2008. The agreement, reached through the regulatory schemes of the solidarity contract, revokes the procedure of collective dismissal, lasts from March 1, 2009, to February 28, 2011, and provides for the reduction of working hours and pay by 16%. The reduction in pay will be compensated, for 50%, by a specific indemnity distributed by the National Institute for the Welfare of Italian Journalists (INPGI) which also provides for the accreditation of the tax credits due;
- on October 15, 2009, an agreement was signed with the national and territorial RSUs of TI Media, UILCOM UIL and FISTEL to raise maximum term of the fixed-term contract from 36 to 63 months. The agreement has, moreover, regulated certain aspects on matters of hiring on fixed-term contracts.

Finally, as regards Telecom Italia Sparkle S.p.A., on October 29, 2009 the new company organizational model was presented to the trade unions and the agreement on collective holidays for 2010 was signed.

---

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**Compensation Of Directors, Officers and Members of the Board of Auditors**

**6.6 COMPENSATION OF DIRECTORS, OFFICERS AND MEMBERS OF THE BOARD OF AUDITORS**

**6.6.1 COMPENSATION OF DIRECTORS**

The General Shareholders Meeting held on April 14, 2008, set the maximum total annual remuneration of the newly appointed Board of Directors (to remain in office for a three-year term, until the approval of the 2011 financial statements), according to article 2389, first paragraph, of the Italian Civil Code up to 2.2 million euros, such amount to be divided amongst the directors in accordance with the resolution adopted by the Board itself in connection therewith.

According to the resolution adopted by the Board on April 15, 2008, the above mentioned overall amount for 2009 was distributed as follows:

- 110,000 euros to be paid to each director in office;
- an additional 35,000 euros to be paid to each member of the Executive Committee;
- an additional 45,000 euros to be paid to each member of the Internal Control and Corporate Governance Committee;
- an additional 20,000 euros to be paid to each member of the Nomination and Remuneration Committee;
- an additional 20,000 euros to be paid to the director appointed to the Supervision Panel set up under Legislative Decree 231/2001 (see Item 10 Additional Information 10.1 Corporate Governance ).

The total compensation paid by Telecom Italia and by the Telecom Italia Group subsidiaries in 2009 to the members of the Board of Directors of Telecom Italia was 7,170 million euros.

In addition, according to a further resolution adopted by the Board, the Chairman and the Chief Executive Officer have been awarded a fixed component of compensation for the position on top of that paid under Article 2389, first paragraph, of the Civil Code of respectively 1.3 million euros and 1.4 million euros. In addition, the compensation package provides (i) for the Chairman, the use of a Company flat; (ii) for the Chief Executive Director, payments into a welfare plan of an amount equal to 10% of his fixed salary; (iii) for both of them, personal health coverage and insurance against accidents at work and non-professional accidents, life insurance and permanent disability insurance due to illness; (iv) for both of them, a sum equal to the amount required in order to pay taxes on this type of taxable benefits.

The Chief Executive Officer is also entitled to a short-term variable component of compensation (in the amount of between 50% and 200% of his fixed salary) based on criteria set forth annually by the Board, on the basis of a proposal by the Nomination and Compensation Committee and with the approval of the Board of Statutory Auditors. The indicators for 2009 were as follows:

- Value Creation, expressed by the Net Income (weight: 20%);
- Cash Improvement, assessed in terms of the ratio between Net Debt and EBITDA (weight: 15%);
- Quality, in terms of the Customer Satisfaction Index (weight: 15%);
- Focus on the operational component, either as the ratio between cash costs and revenues (weight: 15%), or in terms of the revenue from specifically identified innovative services (weight: 15%).

The targets for the above parameters were set in accordance with the 2009 budget and allow for a negative deviation down to a minimum threshold value and a maximum payout for the achievement of predetermined positive deviations. Deviations were differentiated according to the relevant indicators and intermediate performance results were to be measured according to a linear function. In addition to the quantitative parameters (the total weight of which was 80%) there was a qualitative valuation criteria (weight: 20%) consisting of the discretionary judgement of the Board of Directors. The final pay-out of the short term compensation of the Chief Executive Officer for the year 2009 was 70% of his fixed compensation, that is 980,000 euros.

A corresponding structure of performance indicators is in place for the 2010 short-term variable component of compensation of the Chief Executive Officer. The parameters are:

- Net Income (weight: 20%),
- Net Financial Position (weight: 15%),

**Table of Contents****Item 6. Directors, Senior Management and Employees****Compensation Of Directors, Officers and Members of the Board of Auditors**

- organic EBITDA (weight: 15%),
- Customer Satisfaction Index (weight: 15%);
- Total Domestic Revenues (weight: 15%); and
- Qualitative ex post valuation by the Board (weight: 20%).

According to the resolutions of the Board, if the appointment of either the Chairman or the CEO is terminated before the end of the mandate established by the shareholders meeting (a three year term of office, up to the approval of the 2010 accounts) (i) for objective reasons (such as the merger of the Company or the termination of the entire Board of Directors pursuant to Article 9.12 of the bylaws), (ii) at the initiative of the Company (except for good cause) or (iii) at the initiative of the interested party for good cause (e.g. change in the position, especially with reference to the delegated powers, significant changes in the composition of the reference shareholders):

- the Chairman is entitled to the fixed compensation that would be due to him from the termination of the relationship to the end of his term of office as a director, supplemented by an indemnity equal to a year's compensation;
- the Chief Executive Officer is entitled to the compensation that would be due to him from the termination of the relationship to the end of his term of office as a director (including the variable component calculated as the average of the compensation already received), supplemented by a indemnity corresponding to a year's compensation calculated as above.

The following table lists the Directors who served during 2009 and their respective compensation as of December 31, 2009. The compensation relates only to the period of 2009 in which they served as set forth below:

Individuals  Name	Description of the position  Position held	Period during which position was held	Compensation base	Compensation		
				Non cash benefits (thousands of euros)	Bonuses and other incentives	Other Compensations
<b>BOARD OF DIRECTORS</b>						
Gabriele GALATERI						
DI GENOLA	Chairman	1/1-12/31/2009	1,599(1)	189(2)		(3)
Franco BERNABÈ	Chief Executive Officer	1/1- 12/31/2009	1,784(4)	296(2)	1,348(5)	
César ALIERTA						
IZUEL	Director	1/1- 12/31/2009	110(6)			
Paolo BARATTA	Director	1/1- 12/31/2009	175(7)			
Tarak BEN AMMAR	Director	1/1- 12/31/2009	110			
Roland BERGER	Director	1/1- 12/31/2009	190(8)			
Stefano CAO	Director	2/27- 12/22/2009	115(9)			
Elio Cosimo						
CATANIA	Director	1/1- 12/31/2009	165(10)			
Jean Paul FITOUSSI	Director	1/1- 12/31/2009	155(11)			



Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Berardino LIBONATI	Director	1/1- 12/31/2009	130(12)	60(13)
Julio LINARES LÓPEZ	Director	1/1- 12/31/2009	145(14)	
Gaetano MICCICHÉ	Director	1/1- 12/31/2009	110(15)	
Aldo MINUCCI	Director	1/1- 12/31/2009	190(8)	
Gianni MION	Director	1/1- 2/27/2009	24(16)	
Renato PAGLIARO	Director	1/1-12/31/2009	145(17)	
Luigi ZINGALES	Director	1/1-12/31/2009	130(12)	

- (1) The amount includes: (i) remuneration ex article 2389 first and third paragraph of the Italian Civil Code, including remuneration paid to compensate for the taxes applied to taxed benefits; (ii) remuneration due as member of the Executive Committee.
- (2) The conventional value of cars, housing, insurance policies and supplementary pension, where applicable.
- (3) Mr. Galateri does not receive an emolument for the office of chairman of the indirectly held subsidiary Tim Participações.
- (4) The amount includes: (i) remuneration ex article 2389 first and third paragraph of the Italian Civil Code, (fixed component), including remuneration paid to compensate for the taxes applied to taxed benefits i; (ii) remuneration due as member of the Executive Committee.

---

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**Compensation Of Directors, Officers and Members of the Board of Auditors**

- (5) A short-term variable component of remuneration (MBO) paid in 2009 linked to financial results and to specific management objectives reached in the prior year. The incentive had a value of between 50% and 200% of fixed remuneration which varies according to the achievement of predetermined objectives.
- (6) The remuneration is not received by the individual but paid over to Telefónica S.A.
- (7) The amount includes remuneration paid as chairman of the Committee for Internal Control and Corporate Governance, and member of the Supervisory Panel under Legislative Decree 231/2001.
- (8) The amount includes remuneration paid as a member of the Executive Committee and as member of the Committee for Internal Control and Corporate Governance.
- (9) The amount, not received but paid over to Sintonia S.A., includes remuneration as a member of the Executive Committee.
- (10) The amount includes remuneration paid as a member of the Executive Committee and as member of the Remuneration Committee.
- (11) The amount includes remuneration paid as a member of the Committee for Internal Control and Corporate Governance.
- (12) The amount includes remuneration paid as a member of the Remuneration Committee.
- (13) Remuneration due for the office of chairman of the board of directors of the listed subsidiary Telecom Italia Media S.p.A.
- (14) The amount, not received but paid over to Telefónica S.A., includes remuneration paid as a member of the Executive Committee.
- (15) The amount is not received by the individual but paid over to Banca Intesa Sanpaolo.
- (16) The amount, not received but paid over to Edizione Holding S.p.A., includes remuneration as a member of the Executive Committee.
- (17) The amount, not received but paid over to Mediobanca S.p.A., includes remuneration as a member of the Executive Committee.

\*\*\*

Applicable Italian law requires disclosure of individual compensation in the form of stock options for members of the Board of Directors.

The following table have been prepared according to the format required by the Regulation for the implementation of Legislative Decree dated February 24, 1998, adopted by Consob under Resolution 11971 dated May, 14, 1999 and subsequent amendments and additions.

Name	Post held	Options held at the beginning of 2009			Options granted during 2009			Options exercised during 2009			Options expired or forfeited in 2009	Options held at the end of 2009		
		Number of Equivalent options(*)	Average exercise price(**)	Average expiration date	Number of Equivalent options(*)	Average exercise price(**)	Average expiration date	Number of Equivalent options(*)	Average exercise price(**)	Average market price during year	Number of Equivalent options	Number of Equivalent options (*) (11)=	Average exercise price (**)	Average expiration date
(A)	(B)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(1)+(4)-(7)-(10)	(12)	(13)
Gabriele Galateri di Genola	Chairman	3,000,000(1)	1.95	2014								3,000,000	1.95	2014
Franco Bernabè	Chief Executive Officer	8,400,000(1)	1.95	2014								8,400,000	1.95	2014

(\*) In order to render the representation of the options homogeneous with that of the underlying subscribable or purchasable shares and also facilitate their measurement based on the relevant exercise prices, Telecom Italia S.p.A. has used the concept of "equivalent options". This refers to a quantity of options equal to the number of ordinary shares actually subscribable/purchasable. In this manner, the weighted average market prices and the exercise prices indicated are consistent and directly comparable among each other.

(\*\*) The average exercise price means the average subscription or purchase price of the shares that comes from exercising the options.

(1) Stock Option Plan TOP 2008: each option corresponds to the purchase of 1 Telecom Italia ordinary share (1 equivalent option).

For further details, please see Note "Stock option and performance share granting plans of the Telecom Italia Group" of the Notes to the Consolidated Financial Statements, included elsewhere herein.

## 6.6.2 COMPENSATION OF EXECUTIVE OFFICERS

The total compensation paid by the Company or by any of the Company's subsidiaries in 2009 to the Company's executive officers (including the Chairman of the Board and the CEO) was 11,750 thousand euros.

**Table of Contents****Item 6. Directors, Senior Management and Employees****Compensation Of Directors, Officers and Members of the Board of Auditors**

The contracts with any executive officers contain the following alternative clauses:

- if the Company terminates the work relationship (with the exception of a termination for good cause) and the executive officer waives certain rights to which he is entitled pursuant to applicable Italian law, the Company will pay to the executive officer a separation allowance in the amount of two to four years of salary plus, in certain cases, a lump sum corresponding to the average bonus compensation received in the three years (or shorter period) preceding his termination; and
- on the initiative of the company, excluding cases of a termination for just cause and reaching retirement age, the company will pay the executive officer, in addition to severance indemnity and compensation in lieu of serving the notice period, an amount equal to the maximum penalty pursuant to art. 19 of the Collective National Labor Contract for Executives of Companies providing Goods and Services, if the executive officer waives the right to request indemnity pursuant to articles 19 and 22 and Collective National Labor Contract for Executives of Companies producing Goods and Services.

The specific provisions applicable to the current Chairman of the Board of Directors and Chief Executive Officer, who have no work relationship with the Company other than their relationships as Executive Directors of Telecom Italia, are described under 6.6.1 Compensation of Directors .

Applicable Italian law requires disclosure of individual compensation in the form of stock options for General Managers and, in the aggregate and divided by plan, the stock options granted by Telecom Italia S.p.A. to Executive Officers.

The following tables have been prepared according to the format required by the Regulation for the implementation of Legislative Decree dated February 24, 1998, adopted by Consob under Resolution 11971 dated May 14, 1999 and subsequent amendments and additions.

No options were granted or exercised during 2009.

Name	Post held	Options held at the beginning of 2009			Options granted during 2009			Options exercised during 2009			Options expired in 2009	Options held at the end of 2009		
		Number of Equivalent options(*)	Average exercise price(**)	Average expiration date	Number of Equivalent options(*)	Average exercise price(**)	Average expiration date	Number of Equivalent options(*)	Average exercise price(**)	Average market price during year	Number of Equivalent options(*)	Number of Equivalent options (*) (11)=	Average exercise price (**)	Average expiration date
(A)	(B)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(1)+(4)-(7)-(10)	(12)	(13)
Luca Luciani	General Manager	178,247(1)	2.928015	2009							178,247			
		237,663(1)	2.928015	2010								237,663	2.928015	2010
		356,494(1)	2.928015	2009							356,494			

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Stefano Pileri	General Manager	475,325(1)	2.928015	2010	475,325	2.928015	2010
2002 TOP Plan	Executive Officers	2,310,609(1)	2.788052	2009	2,310,609		

(\*) In order to render the representation of the options homogeneous with that of the underlying subscribable or purchasable shares and also facilitate their measurement based on the relevant exercise prices, Telecom Italia S.p.A. has used the concept of "equivalent options". This refers to a quantity of options equal to the number of ordinary shares actually subscribable/purchasable. In this manner, the weighted average market prices and the exercise prices indicated are consistent and directly comparable among each other.

(\*\*) The average exercise price means the average subscription or purchase price of the shares that comes from exercising the options.

(1) Stock Option Plans 2002 and TOP 2002: each option corresponds to the subscription of 3.300871 Telecom Italia ordinary shares (3.300871 equivalent options).

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**Compensation Of Directors, Officers and Members of the Board of Auditors**

Name	Post held	Options held at the beginning of 2009			Options granted during 2009			Options exercised during 2009			Options expired in 2009	Options held at the end of 2009		
		Number of options(*)	Average exercise Price(**)	Average expiration date	Number of options(*)	Average exercise Price(**)	Average expiration date	Number of options(*)	Average exercise Price(**)	Average market price during year	Number of options(*)	Number of options (*) (11)=	Average exercise Price(**)	Average expiration date
(A)	(B)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(1)+(4)-(7)-(10)	(12)	(13)
Stefano Pileri	General manager	856,800		2011							856,800			
Executive Officers		4,777,200		2011	247,200		2011				670,800	4,018,800(**)		2011

(\*) This refers to the maximum number of Telecom Italia Ordinary Shares that can be granted under the Performance Share Granting plan on reaching the Performance Targets (refer to the Prospectus published and distributed on August 9, 2008 and the list of recipients to whom the plan is addressed aligned to the Company's organization chart published and distributed on January 1, 2010).

(\*\*) The number of Telecom Italia Ordinary Shares held at the end of 2009 already considers the change in the scope of Executive Officers intervened with the resolution of Board of Directors hold on February 27, 2009.

**6.6.3 COMPENSATION OF MEMBERS OF THE BOARD OF AUDITORS**

The General Shareholders Meeting of April 8, 2009 (which appointed the current Board of Auditors) authorized annual compensation of 80,000.00 euros for each Auditor and 120,000.00 euros for the Chairman of the Board of Auditors. It also decided to award an additional 15,000.00 euros to the member of the Board of Auditors appointed to the Supervisory Panel set up under Legislative Decree 231/2001 (Ferdinando Superti Furga).

The total compensation paid by the Company or by any of the Telecom Italia Group subsidiaries in 2009 to the members of the Board of Auditors as of May 6, 2010 was 555,000.00 euros.

The following table sets forth the members of the Board of Auditors in office during 2009 and the compensation received by the Board of Auditors for services rendered during the year ended December 31, 2009:

Individuals	Description of the position		Compensation base	Compensation		
	Name	Position held		Period during which position was held	Non cash benefits (thousand of euros)	Bonuses and other incentives
Paolo GOLIA	Chairman	1/1- 4/8/2009	46			

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

	Acting Auditor and	1/1-4/8/2009	35(1)	
Enrico Maria BIGNAMI	Chairman	4/8-12/31/2009	87	
Lorenzo POZZA	Acting Auditor	4/8-12/31/2009	58	
Gianluca PONZELLINI	Acting Auditor	4/8-12/31/2009	58	
Salvatore SPINIELLO	Acting Auditor	1/1-12/31/2009	93	32(1)
Ferdinando SUPERTI				
FURGA	Acting Auditor	1/1-12/31/2009	109(2)	
Gianfranco ZANDA	Acting Auditor	1/1-4/8/2009	35	2(3)

- (1) Remuneration due for the position of acting statutory auditor of the listed subsidiary Telecom Italia Media S.p.A.
- (2) The amount includes remuneration paid as a member of the Supervisory Panel under Legislative Decree 231/2001.
- (3) Remuneration in respect of the position of chairman of the board of statutory auditors of the subsidiary IT Telecom S.r.l. The amount includes remuneration in the form of gross compensation as an employee and travel allowance.

**Table of Contents**

**Item 6. Directors, Senior Management and Employees**

**Options To Purchase Securities From Registrant**

**6.7 OPTIONS TO PURCHASE SECURITIES FROM REGISTRANT**

At the end of 2009, the existing stock options plans related to options which give the right to the subscription of new Telecom Italia Ordinary Shares (including the options at one time granted to TIM S.p.A.).

On April 15, 2008, the Board of Directors approved the implementation of a stock option plan for the Chairman, Gabriele Galateri di Genola, and Chief Executive Officer, Franco Bernabè. The three-year plan allocated 8,400,000 options for the CEO and 3,000,000 options for the Chairman, each giving the right to purchase one Ordinary Share of the Company for each option granted at a price of 1.95 euros per share.

In the period between March 17, 2009 and March 31, 2009, in accordance with this authorization and with the Rules of the Markets Organized and Managed by Borsa Italiana S.p.A., Telecom Italia purchased the 11,400,000 Ordinary Shares in service of the above-mentioned stock option plan.

For further details, please see Note Stock option and performance share granting plans of the Telecom Italia Group of the Notes to the Consolidated Financial Statements.

The Shareholders Meeting held on April 29, 2010 resolved to launch:

- the 2010-2014 public shareholding plan for employees that calls for a subscription offering reserved for employees of a maximum of 31,000,000 Ordinary Shares at a discount of 10% off the market price, up to a maximum limit of euro 3,000 per employee, with an instalment option. Subscribers who retain their Shares for one year, subject to remaining in the Company's employ, shall receive one bonus Ordinary Share for every three Shares subscribed for cash.
- the 2010-2015 long-term incentive plan reserved for a selected portion of Telecom Italia's executives, that calls for beneficiaries to be granted a cash bonus based on three-year performances (2010-2012) according to predetermined parameters, with the option to invest 50% of the bonus accrued in newly issued Ordinary Shares at market prices, up to a maximum amount of Euro 5 million. Subscribers who retain their Shares for two years, subject to remaining in the Company's employ, shall be granted one bonus Ordinary Share for each Share subscribed for cash.



**Table of Contents****Item 7. Major Shareholders and Related-Party Transactions****Major Shareholders****Item 7. MAJOR SHAREHOLDERS AND RELATED-PARTY TRANSACTIONS****7.1 MAJOR SHAREHOLDERS**

At December 31, 2009 according to the shareholders register and other information in the Company's possession, the parties which held shares with voting rights, directly or indirectly, in excess of 2% of the ordinary share capital of Telecom Italia were the following:

Major Shareholders	Type of ownership	As of December 31, 2009	
		No. Ordinary Shares	% of ordinary share capital
Telco S.p.A.	(direct)	3,003,586,907	22.45
Findim Group S.A.	(direct)	668,931,444	4.99
Sintonia S.A.	(direct)	275,115,716	2.06

As of May 6, 2010, the above mentioned position is the following:

	Type of ownership	As of May 6, 2010	
		No. Ordinary Shares	% of ordinary share capital
Telco S.p.A.	(direct)	3,003,586,907	22.45
Findim Group S.A.	(direct)	668,931,444	4.99
BNP Paribas S.A.	(direct and indirect)	380,012,396(*)	2.84

(\*) number of shares with voting rights held: 277,178,396 2.07

At December 31, 2009, Telecom Italia held 37,672,014 of its own Ordinary Shares, while the subsidiary Telecom Italia Finance S.A. held another 124,544,373 Ordinary Shares, for a total of 1.21% of capital with voting rights.

The companies listed below, in their capacity as asset management companies, disclosed the following information to Consob:

- Brandes Investment Partners LP, of a total number of 538,393,272 Ordinary Shares equal to 4.02% of Telecom Italia's ordinary share capital, on July 23, 2008;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- AllianceBernstein LP, of a total number of 276,847,450 Ordinary Shares equal to 2.07% of Telecom Italia's ordinary share capital, on November 14, 2008;
- Blackrock Inc., of a total number of 377,794,894 Ordinary Shares equal to 2.82% of Telecom Italia's ordinary share capital, on December 1, 2009.

For more details about the significant changes in the percentage of ownership held by major shareholders organizational structure, please see Item 4. Information on the Telecom Italia Group 4.1 Business 4.1.1 Background .

### 7.1.1 SHAREHOLDERS AGREEMENTS

The information contained herein regarding shareholders' agreements has been derived from publicly available information filed by the parties involved with regulatory authorities. So far as Telecom Italia is aware, no facts have been omitted herein which would render the information misleading. No further or other responsibility in respect of such information is accepted by Telecom Italia.

On April 28, 2007, a group of Investors, made up of the Class A Shareholders and Telefónica, entered into a Co-Investment Agreement establishing terms and conditions for their participation in Telco, the vehicle through which they purchased the entire share capital of Olimpia, from Pirelli and the Sintonia Sellers.

On May 4, 2007, the Investors entered into a Share Purchase Agreement with Pirelli and Sintonia Sellers to purchase the entire share capital of Olimpia. The acquisition was executed on October 25, 2007 by Telco, to which Ordinary Shares equal to 5.6% of the Telecom Italia Ordinary Share capital were conferred 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 was 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%).

**Table of Contents**

**Item 7. Major Shareholders and Related-Party Transactions**

**Major Shareholders**

Effective as from 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's 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 Telecom Italia is aware of are the agreements among the Investors and Telco.

In accordance with the shareholders' agreement entered into on April 28, 2007 by the Investors (the Shareholders Agreement), after the closing of the Share Purchase Agreement, the Board of Directors of Telco approved the list to be submitted to the shareholders' meeting of Telecom Italia held on April 14, 2008, for the appointment of the directors of Telecom Italia, pursuant to the following criteria: (i) Telefónica to the extent it holds at least 30% of Telco's share capital has the right vis-à-vis the other parties to designate two directors of Telecom Italia to be included as designees for appointment in the Board of Directors of Telecom Italia in the list and, to the extent feasible, pursuant to article 2386, first paragraph, of the Italian Civil Code (i.e. through co-optation) and (ii) the Class A Shareholders to the extent they hold at least 50% plus one share of Telco's share capital may designate the other members of the list as follows: (a) three members unanimously and (b) the remaining members on the basis of a proportionality criterion.

On October 28, 2009 the Investors other than Sintonia, namely Intesa Sanpaolo, Mediobanca, Generali and Telefónica (Non-Exiting Shareholders) acknowledged Sintonia's decision to exit from Telco and, by entering into the Renewal Agreement (effective as of April 28, 2010) agreed:

- (i) not to request the non-proportional de-merger of Telco, with the assignment of their corresponding share of Telecom Italia Shares at that time; and
- (ii) to renew the Shareholders' Agreement for an additional term of three years until April 27, 2013, substantially on the same terms and conditions, except that:
  - (a) the right of the Non-Exiting Shareholders to request the non-proportional de-merger of Telco not later than six months prior to the new expiry date will only be exercisable in the period between October 1, 2012 and October 28, 2012; and
  - (b) an early withdrawal right period may be exercised between April 1, 2011 and April 28, 2011 (such Shareholders' Agreement, as amended and renewed, the New Shareholders' Agreement).

In accordance with the Shareholders' Agreement, the Investors have agreed that the Telecom Italia Group and Telefónica group will be managed autonomously and independently. In particular, the directors designated by Telefónica in Telco and Telecom Italia shall be directed by Telefónica to neither participate nor vote at the Board of Directors' meetings at which resolutions will be discussed and proposed relating to the policies, management and operations of companies directly or indirectly controlled by Telecom Italia providing services in countries where

regulatory and legal restrictions or limitations for the exercise of voting rights by Telefónica are in force.

Accordingly Cesar Alierta and Julio Linares committed not to take part in any discussion or to vote in matters concerning activities of Telecom Italia or Telecom Italia's subsidiaries in the Brazilian or Argentinian telecommunications markets.

On October 25, 2007, an Amendment to the Co-investment and Shareholders' Agreement was signed in which, inter alia, the contents of the ruling by ANATEL (the Brazilian telecommunications regulator) announced on October 23, 2007 and published on November 5, 2007 (the **ANATEL Ruling**), which approved the indirect acquisition by Telco of the Brazilian Telecom Italia subsidiaries, were acknowledged and each party undertook to implement the content thereof through appropriate legal measures and actions. In furtherance of that undertaking, respectively on November 19, 2007 and on November 20, 2007, the Shareholders' Agreement and the By-laws of Telco were amended to implement the clauses contemplated in the ANATEL Ruling.

**Table of Contents**

**Item 7. Major Shareholders and Related-Party Transactions**

**Major Shareholders**

Specifically with respect to Telecom Italia's Brazilian telecommunication operations, the Parties have agreed as follows.

While applicable regulatory restrictions and limitations exist:

- Telefónica and the directors/officers nominated by Telefónica may not participate, vote or veto resolutions in meetings of shareholders, the board or committees or organs with equivalent functions of Telco, Telecom Italia or any other company controlled by Telecom Italia when the subject matter concerns engaging in telecommunications activity in the Brazilian market. In addition, Telefónica may not nominate or designate directors or officers (i) of companies with their registered office in Brazil that are controlled by Telecom Italia and supply telecommunications services in the Brazilian market or (ii) of companies with their registered office in Brazil controlling such suppliers of telecommunications services;
- Telefónica must take steps to ensure that its subsidiaries supplying telecommunications services in the Brazilian market do not enter into certain types of relationship with the companies controlled by Telecom Italia that supply telecommunications services in the Brazilian market, on terms and conditions different from those envisaged by the provisions of Brazilian law applicable to telecommunications;
- Telefónica, including where it exercises the right to acquire shares of Telco, may not exercise direct or indirect control over any company controlled by Telecom Italia in Brazil;
- the parties to the agreement must give instructions to the members of the Board of Directors of Telco they have respectively nominated and to the members of the Board of Directors of Telecom Italia nominated by Telco for: (i) separate agendas to be prepared for the meetings of the Boards of Directors of Telco, Telecom Italia and Telecom Italia International N.V. and every other company with its registered office outside Brazil that is controlled by Telecom Italia and has investments in the Brazilian telecommunications sector in which the directors nominated by Telefónica are allowed to attend and for the meetings in which the participation of the directors nominated by Telefónica is not allowed; and (ii) a copy of the agendas and minutes of the meetings referred to in point (i) is to be delivered to Anatel within a time limit of 30 days.

The restrictions and limitations imposed on Telefónica shall survive also in the event of a demerger of Telco as provided in the Shareholders Agreement, as long as applicable regulatory restrictions and limitations exist at the time of such demerger.

In compliance with the ANATEL Ruling, the Brazilian Telecom Italia subsidiaries submitted to ANATEL, on November 22, 2007, the relevant corporate instruments (including a Telecom Italia Group internal procedure adopted by the Board of Directors of Telecom Italia and directed to Telecom Italia Group companies) to implement the measures and procedures required by the ANATEL Ruling to assure the segregation of Telecom Italia's activities in Brazil from any potential influence of Telefónica. As a result, Telecom Italia's Brazilian subsidiaries continue to operate independently and autonomously in the Brazilian market.

The ANATEL Ruling also provided for a period of 6 months ending on May 5, 2008 for the parties to submit additional possible measures for ANATEL's approval in order to guarantee the maintenance of a complete segregation ( **total desvinculação** ) between Vivo, Telefonica's Brazilian mobile operator, and TIM, Telecom Italia's Brazilian mobile operator. The Brazilian Telecom Italia subsidiaries proposed a list of such additional measures on May 2, 2008.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

On July 31, 2008 Anatel approved the corporate instruments filed on November 22, 2007 after finding full compliance with the restrictions imposed by the ANATEL Ruling in this respect. Approval of the additional measures filed on May 2, 2008, was obtained on July 7, 2009.

On April 28, 2010, the board of the Brazilian Antitrust Commission (CADE) unanimously approved the acquisition by Telco of an indirect minority shareholding in Telecom Italia occurred in 2007, subject to the simultaneous signing of an agreement (*Termo de Compromisso and Desempenho Tcd*), by and between all the Telco shareholders Mediobanca, Generali, Intesa Sanpaolo and Telefónica and CADE. Tim Brasil executed such agreement exclusively as an intervening party, on behalf of the Telecom Italia Group, since the latter was not formally a party to the antitrust proceedings.

**Table of Contents****Item 7. Major Shareholders and Related-Party Transactions****Major Shareholders**

Such agreement, aimed at assuring the effective segregation between the Telefónica and Telecom Italia Groups in relation to their respective operations in Brazil, provides for certain undertakings for all involved parties, including the restrictions already imposed by the Brazilian telecommunication Agency Anatel in its decisions of November 2007 and July 2009 on the Telco transaction, plus some additional commitments.

Moreover, on December 2, 2008 the Board of Directors of Telecom Italia adopted an internal procedure that formalizes the already existing separation between the activities of the Telecom Italia Group and the Telefónica Group in the Argentine telecommunications market.

Lastly, in January 2009 the Argentine antitrust Authority ( **CNDC** ) by means of its Resolution 04/09 ( **Resolution 04/09** ) , determined that the acquisition by Telco of Olimpia (the **Telco Transaction** ) would represent an economic concentration in the Argentine telecommunication market. Accordingly, the CNDC imposed on the parties of the Telco Transaction an obligation to notify the transaction to the same Authority and ordered that the shareholders of Telco shall not exercise their *derechos politicos* as direct or indirect shareholders of Telecom Italia, Telco, Telecom Italia International, Sofora, Nortel, Telecom Argentina and their controlled entities, until a final decision on the effects of the Telco Transaction on the local market competition would be taken. This restriction, according to qualified opinions, is limited to the Argentine market.

Even if the abovementioned Resolution 04/09 is not directed towards Telecom Italia, the board of directors of Telecom Italia, taking into consideration the contents of such Resolution, approved a modification of the governance of Telecom Italia Group with respect to the Argentine market.

For a discussion of further developments since January, 2009, see 8.2 Legal Proceedings and Note Contingent liabilities, other information, commitments and guarantees of the Notes to the Consolidated Financial Statements included elsewhere herein.

**7.1.2 SHAREHOLDERS OWNERSHIP****v BOARD OF DIRECTORS**

In accordance with applicable Italian law, the following table shows the investments held in Telecom Italia S.p.A. and in the related subsidiaries by all the individuals who, during 2009 or a part of that year, have held the post of director in Telecom Italia S.p.A.

Name	Company	Class of shares	Number of shares held at the end of 2008 (or at the date of appointment)	Number of shares purchased in 2009	Number of shares sold in 2009	Number of shares held at the end of 2009 (or as of the date on which individual left post,
------	---------	-----------------	--	------------------------------------	-------------------------------	--

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

					if before)
Gabriele GALATERI DI GENOLA	Telecom Italia S.p.A.	Ordinary	176,000		176,000
		Savings	88,000		88,000
Franco BERNABÈ	Telecom Italia S.p.A.	Ordinary	168,000(1)		168,000(1)
		Savings	180,000(2)		180,000(2)
César ALIERTA IZUEL					
Paolo BARATTA	Telecom Italia S.p.A.	Ordinary	345,000(3)	172,500(3)	172,500(3)
Tarak BEN AMMAR					
Roland BERGER	Telecom Italia S.p.A.	Ordinary	562,500		562,500
		Savings	700,000		700,000
Stefano CAO					
Elio Cosimo CATANIA					
Jean Paul FITOUSSI					
Berardino LIBONATI	Telecom Italia S.p.A.	Ordinary	373,100		373,100
Julio LINARES LÓPEZ					
Gaetano MICCICHÉ					
Aldo MINUCCI	Telecom Italia S.p.A.	Ordinary	2,595		2,595
Gianni MION	Telecom Italia S.p.A.	Ordinary	27,000(3)		27,000(3)
		Savings	35,000(3)		35,000(3)
Renato PAGLIARO	Telecom Italia S.p.A.	Savings	60,000		60,000
Luigi ZINGALES	Telecom Italia S.p.A.	Ordinary	58,000		58,000



**Table of Contents****Item 7. Major Shareholders and Related-Party Transactions****Major Shareholders**

- (1) Of which 18,000 shares held indirectly.
- (2) Of which 30,000 shares held indirectly.
- (3) Shares held indirectly.

**v BOARD OF AUDITORS**

In accordance with applicable Italian law, the following table shows the investments held in Telecom Italia S.p.A. and in the related subsidiaries by all the individuals who, during 2009 or a part of that year, have held the post of auditor in Telecom Italia S.p.A.

Name	Company	Class of shares	Number of shares held at the end of 2008 (or at the date of appointment)	Number of shares purchased in 2009	Number of shares sold in 2009	Number of shares held at the end of 2009 (or as of the date on which individual left post, if before)
Paolo GOLIA	Telecom Italia S.p.A.	Ordinary	1,437			1,437

**v EXECUTIVE OFFICERS**

In accordance with applicable Italian law, the following table shows the investments held in Telecom Italia S.p.A. and in the related subsidiaries by all the individuals who, during 2009 or a part of that year, have held the post of general manager in Telecom Italia S.p.A.

Name	Company	Class of shares	Number of shares held at the end of 2008 (or at the date of appointment)	Number of shares purchased in 2009	Number of shares sold in 2009	Number of shares held at the end of 2009 (or as of the date on which individual left post, if before)
Luca LUCIANI	Telecom Italia S.p.A.	Savings	55,484			55,484
Stefano PILERI	Telecom Italia S.p.A.	Ordinary	10,892			10,892

In accordance with applicable Italian law, the following table shows the investments held in Telecom Italia S.p.A. and in the related subsidiaries by all the individuals who, during 2009 or a part of that year, have held the post of executive officers (other than the general managers) in Telecom Italia S.p.A.

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

<b>Company</b>	<b>Class of shares</b>	<b>Number of shares held at the end of 2008 (or at the date of appointment)</b>	<b>Number of shares purchased in 2009</b>	<b>Number of shares sold in 2009</b>	<b>Number of shares held at the end of 2009 (or as of the date on which individual left post, if before)(1)</b>
Telecom Italia S.p.A.	Ordinary	37,132			37,132
Telecom Italia S.p.A.	Savings	55,484			55,484
Telecom Italia Media S.p.A.	Ordinary	48			48

(1) During 2009, Mr. Luca Luciani and Mr. Stefano Pileri have held the post of general managers (until 2/27/2009) and executive officers (from 2/27/2009); the shares held by them are included in the aggregate amount relating to executive officers.

\* \* \*

---

**Table of Contents****Item 7. Major Shareholders and Related-Party Transactions****Major Shareholders**

As of May 6, 2010 no member of the Board of Directors, Board of Auditors or Executive Officers beneficially owned more than 1% of the Ordinary Shares or Savings Shares.

**7.1.3 CONTINUING RELATIONSHIP WITH THE ITALIAN TREASURY**

The Treasury continues to be 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. Such powers, the so-called "golden share," were established in 1997 according to Law No. 474/1994, when Telecom Italia formerly controlled by the Italian Treasury was privatized.

On May 22, 2003, taking into account the proposed Merger, a Decree by the Minister of Economy and Finance, in agreement with the Minister for Productive Activities, maintained the power of approving the acquisition of major shareholding in the company's voting capital (3% of Telecom Italia's voting share capital or more) and the power of veto over resolutions to dissolve the company, approve mergers, demergers or dispositions of the business, transfer the registered office abroad, change the corporate purposes or amend and modify the special powers. On the other hand, the Treasury's power to approve major shareholders' agreements and the power to appoint one Director and one Statutory Auditor were relinquished.

Law No. 350/2003, adopted in December 2003, significantly modified the rules governing the special powers, of the Italian Government with respect to privatized companies stating, in particular, that the Government no longer has the power to approve or disapprove the acquisition of material interests in the share capital of such companies, but instead may object, within a ten-day period, in case of prejudice to vital State Interests and each time there is the need to protect subsequent undeniable reasons of public interest, in accordance with specific criteria set forth in an ad-hoc decree of the Government dated June 10, 2004.

As a result, on April 1, 2005 a new Decree by the Minister for Economy and Finance, in agreement with the Minister for Productive Activities redefined accordingly the content of the "special powers" clause in the Telecom Italia bylaws, and stated its exact wording. Subsequently the relevant provision of the bylaws was amended accordingly.

On March 26, 2009, the European Court of Justice declared that, by adopting the provisions contained in decree of the Government dated June 10, 2004 defining the criteria for the exercise of the special powers, the Italian Republic failed to fulfil its obligations under the EC Treaty. Specifically, infringement of Articles 43 (freedom of establishment) and 56 (freedom of movement of capital) of the EC Treaty arises from the fact that the Decree of 2004 does not make sufficiently clear the conditions for the exercise of the special powers, which do not enable investors to know in what situations the powers will be used. That want of precision in the determining of the specific objective circumstances which justify the State's recourse to the special powers gives those powers a discretionary nature, the result being to discourage investors generally, more specifically those contemplating settling in Italy with a view to exerting some influence on the management of the undertakings to which the legislation at issue applies.

The ruling applies to the Italian Republic only, as a member State of the EC, but does not have any direct effect on the aforementioned provisions which for the time being remain in force and on the Company, which is under legal obligation to abide by existing legal provisions, including those on the basis of which the EC Court ruled against the Italian Republic.



**Table of Contents**

**Item 7. Major Shareholders and Related-Party Transactions**

**Related-Party Transactions**

**7.2 RELATED-PARTY TRANSACTIONS**

There are no significant transactions with related parties, including intragroup transactions, which are nonrecurring or of an unusual/atypical in nature.

For further information on related party transactions please see Note Related party transactions of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

**Table of Contents**

**Item 8. Financial Information**

**Historical Financial Statements**

**Item 8. FINANCIAL INFORMATION**

**8.1 HISTORICAL FINANCIAL STATEMENTS**

See Items 18 and 19 for a list of financial statements and other financial information filed with this report.

---

**Table of Contents**

**Item 8. Financial Information**

**Legal Proceedings**

**8.2 LEGAL PROCEEDINGS**

We are continuously involved in disputes and litigation with regulators, competitors and other parties.

For further details, please see Note Contingent liabilities, other information, commitments and guarantees of the Notes to the Consolidated Financial Statements included elsewhere herein.

In addition, please see the update of this Note.

**ARGENTINA**

With respect to the two precautionary measures issued on August 26 and 28, 2009 by the Administrative Trial Court of Buenos Aires, on March 23, 2010 the Administrative Court of Appeal admitted the extraordinary appeal (*Recurso extraordinario*) filed by Telecom Italia and Telecom Italia International with the Argentine Supreme Court. The proceeding is pending before such Supreme Court.

On March 9, 2010, the Administrative Trial Court of Buenos Aires served Telecom Italia, Telecom Italia International and the companies of the Telecom Argentina group with a preliminary injunction which, among other things, confirms the enforcement of the measures issued on August 26 and 28, 2009 by the same Trial Court. On such basis (i) the board members of the companies belonging to the Telecom Argentina group designated on indication of Telecom Italia and/or Telecom Italia International have been excluded from the exercise of their functions within the boards of directors of such companies; and (ii) the corporate books of Nortel, Telecom Argentina, Telecom Personal and Sofora were placed in the custody of the vice chairmen (designated by Los W) of each company. Telecom Italia and Telecom Italia International have appealed such preliminary injunction.

\* \* \*

With reference to the Shareholders Meetings of the companies of Telecom Argentina group, in April 2010 certain preliminary rulings were granted by the Commercial Court, suspending the discussion of items in the agenda related to the renewal of the members of the corporate bodies in the Argentine companies.

**ARGENTINA CNDC**

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

With reference to Resolution 3/10 issued on January 6, 2010 by the Secretaría de Comercio Interior (SCI), on March 29, 2010 the Criminal Economic Court of Appeal, which was hearing the appeal brought by Telecom Italia and Telecom Italia International against Resolution SCI 3/10, terminated the proceeding, as a consequence of the abrogation of such Resolution ordered by Resolution 82/10 of the Argentine Ministry of Economy (Ministerio de Economía y Finanzas Públicas) and Resolution 14/10 of the Secretaría de Política Económica (SPE).

\* \* \*

As requested by Resolution 30/10 issued by Argentine Antitrust Authority CNDC, which, among other things, granted Telecom Italia and Telecom Italia International a term to access the file of the antitrust proceeding and provide with their comments, both companies submitted such comments.

With Resolution 38/10 issued on March 18, the CNDC among others sent the appeal against Resolution 82/10 and 14/10, respectively, to the Ministry of Economy and to the SPE for the prosecution of the proceedings, while the appeal against Resolution 30/10 was sent to the Criminal Economic Court of Appeal. All such appeals are currently under review by the Criminal Economic Court of Appeal.

\* \* \*

The Argentine Supreme Court on April 16, 2010 issued a decision by which it affirmed the competence of the Criminal Economic Court of Appeal to rule on the appeals brought by Telecom Italia Group against the Resolutions issued by CNDC. Such decision was rendered as a result of the analysis of the conflict of jurisdiction between the Civil and Commercial Court of Appeal and the Criminal Economic Court of Appeal, which arose after the CNDC sent to the latter Court the files related to the appeal against Resolution 64/09.



---

**Table of Contents**

**Item 8. Financial Information**

**Legal Proceedings**

**GREECE DELAN**

With reference to the Delan case, in 2009 Carothers Ltd (acting as successor of Delan) initiated a proceeding, against Wind Hellas, seeking a preliminary injunction as well as on the merits before Greek Courts, on grounds apparently similar to those sustained in the Arbitral case.

Wind Hellas in turn served Telecom Italia International with an impleader to join in such proceedings, by virtue of the indemnification obligations under the Stock Purchase Agreement entered in 2005 according to which TIM International (now Telecom Italia International) disposed its interest in TIM Hellas (now Wind Hellas). Such impleader has been extended to the preliminary injunction phase as well, where Carothers is seeking an attachment on Wind Hellas assets.

**TELECOM ITALIA SPARKLE CASE**

In addition to the information included in Note *Restatement as a result of errors and changes in accounting policies* and Note *Contingent liabilities, other information, commitments and guarantees* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report, on May 6, 2010 the Italian Finance Police after completing the tax audit it commenced on March 29, 2010 focused on VAT and direct taxes for the fiscal years 2005, 2006 and 2007 served Telecom Italia Sparkle with a report setting out the amount invoiced allegedly related to transactions without substance regarding traffic received by two of the telecommunication carriers subject of the investigation in 2005, 2006 and 2007.

As a result of the foregoing, the Italian Finance Police stated that:

- 298 million euros of VAT, arising from the transactions considered to be without substance, had been wrongly deducted; and
- costs associated with the alleged non-substantive transactions are non-deductible, for IRES and IRAP purposes, with a charge estimated at 429 million euros, plus penalties and interest.

In that regard discussions have been initiated with the Italian Revenue Agency to settle the disputes with respect to the alleged wrongly deducted VAT. The estimate of the likely settlement amount, including taxes, interest and penalties, is approximately 421 million euros. This amount was set aside as a provision in the consolidated financial statements as of December 31, 2009. As for the dispute regarding direct taxes, the Group believes, based in part on advice by tax professionals, that the risk is only possible; as a result no provision has been set aside for such a risk.

**Table of Contents****Item 9. Listing****Trading Of Telecom Italia Ordinary Shares And Savings Shares****Item 9. LISTING****9.1 TRADING OF TELECOM ITALIA ORDINARY SHARES AND SAVINGS SHARES**

The principal trading market for the Ordinary Shares and the Savings Shares is on Telematico, an automated screen trading system managed by Borsa Italiana. (See 9.2 Securities Trading in Italy ).

Ordinary and Savings Share ADSs, each representing respectively ten Ordinary Shares and ten Savings Shares have been quoted on the NYSE since August 4, 2003. JPMorgan Chase Bank is the Company's Depository issuing ADRs evidencing the Ordinary Share ADSs and the Savings Share ADSs.

The table below sets forth, for the periods indicated, reported high and low official prices of the Ordinary Shares on Telematico and high and low closing prices of Ordinary Share ADSs on the NYSE from the First Quarter of 2005.

	Telematico		NYSE	
	High	Low	High	Low
	( )		(U.S.\$)	
<b>2005:</b>				
First Quarter	3.168	2.790	41.16	36.93
Second Quarter	2.978	2.486	38.59	30.14
Third Quarter	2.734	2.479	33.86	29.95
Fourth Quarter	2.719	2.305	32.13	26.95
<b>2006:</b>				
First Quarter	2.614	2.257	31.87	26.89
Second Quarter	2.427	2.119	30.21	26.68
Third Quarter	2.269	2.065	29.18	25.88
Fourth Quarter	2.405	2.205	31.06	27.99
<b>2007:</b>				
First Quarter	2.426	2.108	31.71	27.88
Second Quarter	2.430	2.031	32.53	27.01
Third Quarter	2.164	1.9	30.59	25.43
Fourth Quarter	2.237	2.062	32.83	29.06
<b>2008:</b>				
First Quarter	2.136	1.214	31.18	18.82
Second Quarter	1.502	1.245	23.54	19.38
Third Quarter	1.359	1.037	21.27	14.8
Fourth Quarter	1.169	0.759	16.25	9.53
<b>2009:</b>				
First Quarter	1.193	0.780	16.54	9.64
Second Quarter	1.048	0.920	14.36	11.96
Third Quarter	1.253	0.946	18.50	13.13
October	1.218	1.099	17.99	15.86
November	1.147	1.058	17.04	15.87
December	1.096	1.050	16.42	15.15

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

<b>2010:</b>				
January	1.100	1.019	15.71	14.26
February	1.138	1.045	15.91	14.15
March	1.089	1.053	14.86	13.97
April	1.134	1.035	15.46	13.43
May (through May 6, 2010)	1.052	0.970	13.92	11.68

Source: Bloomberg data

At the close of business on May 6, 2010 there were 30,928,726 Ordinary Share ADSs outstanding held by 133 registered holders. One of the registered holders is the Depository Trust Company ( **DTC** ) which holds 30,917,641 Ordinary Share ADSs on behalf of beneficial holders.

**Table of Contents****Item 9. Listing****Trading Of Telecom Italia Ordinary Shares And Savings Shares**

The table below sets forth, for the periods indicated, reported high and low official prices of the Savings Shares on Telematico and high and low closing prices of the Savings Share ADSs on the NYSE from the First Quarter of 2005.

	Telematico		NYSE	
	High	Low	High	Low
	( )		(U.S.\$)	
<b>2005:</b>				
First Quarter	2.519	2.303	32.90	30.71
Second Quarter	2.540	2.052	32.51	24.64
Third Quarter	2.306	2.063	27.97	24.75
Fourth Quarter	2.301	1.938	26.94	22.32
<b>2006:</b>				
First Quarter	2.240	1.905	27.12	22.70
Second Quarter	2.209	1.912	27.13	24.26
Third Quarter	2.038	1.841	26.31	23.43
Fourth Quarter	2.043	1.885	26.60	23.68
<b>2007:</b>				
First Quarter	2.024	1.810	26.35	23.53
Second Quarter	1.985	1.625	26.32	21.42
Third Quarter	1.753	1.509	24.35	19.76
Fourth Quarter	1.798	1.597	26.41	22.86
<b>2008:</b>				
First Quarter	1.606	0.9436	23.53	14.75
Second Quarter	1.181	1.011	18.52	15.63
Third Quarter	1.075	0.7962	16.72	11.27
Fourth Quarter	0.811	0.552	11.34	6.71
<b>2009:</b>				
First Quarter	0.859	0.610	12.04	7.51
Second Quarter	0.814	0.633	10.91	8.59
Third Quarter	0.875	0.665	12.91	9.25
October	0.861	0.763	12.77	11.01
November	0.794	0.749	11.91	11.11
December	0.777	0.752	11.62	10.78
<b>2010:</b>				
January	0.835	0.762	11.55	10.94
February	0.880	0.782	12.02	10.62
March	0.843	0.787	11.52	10.63
April	0.900	0.829	12.19	10.91
May (through May 6, 2010)	0.858	0.816	11.33	10.02

Source: Bloomberg data

At the close of business on May 6, 2010, there were 27,749,273 Savings Share ADSs outstanding held by 18 registered holders.

One of the registered holders is the Depository Trust Company ( **DTC** ) which holds 27,743,307 Savings Share ADSs on behalf of beneficial holders.

Fluctuations between the Euro and the U.S. dollar will affect the dollar equivalent of the price of the Ordinary Share and the Savings Shares on Telematico and the price of the Ordinary Share ADSs and the Savings Share ADSs on the New York Stock Exchange.

On May 6, 2010 the Noon Buying Rate for the Euro was U.S.\$ 1.2689 = 1.00.

**Table of Contents****Item 9. Listing****Securities Trading in Italy****9.2 SECURITIES TRADING IN ITALY**

Italian equity securities are traded on the regulated electronic stock market Mercato Telematico Azionario or MTA ( **Telematico** ), which operates under the control of the Commissione Nazionale per le Società e la Borsa (the National Commission for Companies and the Stock Exchange or Consob ), the public authority in charge of regulating the securities markets and all public offerings of securities in Italy in order to ensure the transparency and regularity of trading and protect investors.

Telematico is managed by Borsa Italiana, a joint stock company part of the London Stock Exchange Group, responsible for the organization and management of the Italian stock exchange.

Securities transactions on Telematico are settled on a cash basis. Cash transactions are settled on the third trading day following the trading date. Borsa Italiana issues a daily official list with certain information on transactions in each listed security, including the volume traded and the high and low prices of the day. No last price is reported, but an official price calculated as a weighted average price of all trades performed during the trading day and a reference price as for the closing auction price. The Bank of Italy, in accordance with Consob, regulates the governing of the clearing system that is currently performed in Italy on an exclusive basis by Monte Titoli (a centralized securities clearing system owned by certain major Italian banks and financial institutions).

If in the course of a trading day the maximum price variation between two consecutive contracts is  $\pm 5\%$ , or maximum price variation of the contracts with respect to the reference price is  $\pm 10\%$  an automatic five-minute suspension is declared. Furthermore Borsa Italiana has the authority to suspend trading in any security in response to extreme price fluctuations or for other reasons.

Starting May 15, 2000, the most liquid shares traded on Telematico, including Telecom Italia ordinary shares, have been traded on Mercato After Hours , an automated screen trading system managed by Borsa Italiana. Mercato After Hours operates, from 6.00 p.m. to 10.00 p.m. on every trading day, substantially under the same rules as Telematico except that the price of any security may not fluctuate by more than 3.5% from the reference price of said securities on Telematico on the same day.

The FTSE MIB Index is the primary benchmark index for the Italian equity market. Capturing approximately 80% of the domestic market capitalisation, the FTSE MIB Index measures the performance of the 40 most liquid and capitalised Italian shares and seeks to replicate the broad sector weights of the Italian stock market. The index is derived from the universe of stocks trading on Borsa Italiana's Telematico market.

The index is calculated in accordance with the Industry Classification Benchmark ( **ICB** ) where main sectors are: Oil & Gas, Constructions & Material, Industrials Goods and Services, Automobiles & Parts, Media, Telecommunications, Utilities, Banks, Technology, Insurance and Personal & Household Goods. Each constituent is weighted by its free float capital, considering the effective number of shares tradable in the market. Index Constituents are reviewed twice a year (March and September), whereas the rebalancing weights are re-calculated quarterly in March, June, September and December. The weighting structure can also be changed following extraordinary events (if the capital of a stock increases or other events).



**Table of Contents**

Item 9. Listing

Clearance And Settlement Of Telecom Italia Shares

**9.3 CLEARANCE AND SETTLEMENT OF TELECOM ITALIA SHARES**

Legislative Decree No. 213 of June 24, 1998 ( **Dematerialization Decree** ) provided for the dematerialization of financial instruments publicly traded on regulated markets including treasury bonds. From July 9, 1998, all companies that issue financial instruments that are publicly traded on regulated markets must inform Monte Titoli, which will open an account in the name of each company in its register.

Beneficial owners of Ordinary Shares and Savings Shares must hold their interests through specific deposit accounts with any participant having an account with Monte Titoli. The beneficial owners of Ordinary Shares and Savings Shares held with Monte Titoli may transfer their shares, collect dividends, create liens and exercise other rights with respect to those Ordinary Shares and Savings Shares through such accounts and may no longer obtain physical delivery of share certificates in respect of their Ordinary Shares and Savings Shares. All new issues of Ordinary Shares and Savings Shares and all other transactions involving Ordinary Shares and Savings Shares must settle electronically in book-entry form.

Ordinary Shares and Savings Shares are accepted for clearance through Euroclear and Clearstream. Holders of shares may elect to hold such Ordinary Shares and Savings Shares through Euroclear or Clearstream (outside the United States).



---

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

**Item 10. ADDITIONAL INFORMATION**

**10.1 CORPORATE GOVERNANCE**

**GENERAL**

The Company's corporate governance system is made up of a series of principles, rules and procedures drawn by applicable laws and regulations and from international best practices. The system, designed and constructed bearing in mind the principles formulated by the Committee for Corporate Governance of Borsa Italiana, has been implemented with the adoption of codes, regulations and policies covering the activity of all the organizational and operational components of the Company. Most of these documents are available in an English language version on the Internet at [www.telecomitalia.it](http://www.telecomitalia.it) under "Governance".

According to applicable Italian law, listed issuers shall annually disclose information on their adoption of and, in case, compliance with codes of conduct promoted by management companies of regulated markets (such as the aforementioned Corporate Governance Code by Borsa Italiana) or by trade associations of market participants.

**v CHANGES IN THE REGULATORY FRAMEWORK**

Legislative Decree No. 27/2010 finally enacted in Italy certain provisions of the EU Shareholders' Rights Directive ( Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies ), which significantly modifies existing rules governing the meetings of shareholders of listed companies.

Apart from minor provisions, the Decree will come into force as from the shareholders' meetings that will be convened after October 31, 2010. A list of the most significant new rules is the following:

- the minimum periods for the convocation of the shareholders' meetings will vary depending on the issues to be discussed (40-day notice for the appointment of directors and/or statutory auditors in case of vote by slates; 21-day notice for share capital reduction because of losses and appointment/revocation of a receiver; 15-day notice in case of meetings convened to counter a hostile tender offer; general term of notice confirmed in 30 days);
- no more compulsory publication of the notice in the Italian Official Gazette;
- publication of explanatory reports on the items in the agenda required simultaneously with the publication of the notice of the meeting;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- new terms for the filing and publication of lists of nominees for the appointment of directors and statutory auditors (at least 25 and 21 days respectively before the meeting takes place);
- holding of shares on the record date (set at seven trading days before the meeting) as the sole requirement for attending the meeting and voting;
- right to ask questions even before the meeting. In case, the company will answer the questions in the meeting at the latest;
- no limits to the number of proxies for any single proxy-holder;
- obligation (short of specific contrary provision in the company's by-laws) for the company to appoint a representative who will receive proxies and voting instructions from any interested company's shareholder;
- no minimum stake ownership for solicitation of proxies;
- new electronic instruments for the exercise of shareholders' rights (conferment and notification of power of attorney);
- obligation for the issuer to file its draft annual statements (approved by the board only and not any more by the shareholders' meeting as well) within 120 days from the previous fiscal year end;
- possible convocation of shareholders' meetings at one call only (with minimum applicable quorum), subject to a specific provision in the by-laws;
- possible exercise of voting rights by mail or electronically, subject to a specific provision in the by-laws;

---

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

- possible right (both for the company and holders of a minimum stake in its share capital) to ask intermediaries for a shareholders identification at any time, subject to a specific provision in the by-laws;
- premium dividend (up to 10%) for shareholders who maintain their stake (up to 0.5% of the entire share capital) for a minimum period of one year, subject to a specific provision in the by-laws.

The description that follows does not consider the new rules which largely call for subsequent regulations by Consob, to be issued within a general term of six months starting from March 20, 2010 and not available yet as of May 6, 2010. As of May 6, 2010 no decision has been taken by the Company as for the various options to be made (or available for introduction) in the by-laws.

With regulation No. 17221 dated as of March 12, 2010, Consob adopted a new discipline governing transactions with related parties.

Consob regulation calls for issuers adopting ad hoc internal procedures for the approval of this kind of transactions, with a significant role to be granted to independent directors in the relevant decision process and significant disclosure requirements in case of material transactions.

Companies are required to approve their internal procedures by October 1, 2010, to come into force and become compulsory starting from January 1, 2011.

As of May 6, 2010 discussions to this end in Telecom Italia are at a preliminary level. The internal rules and/or legal provisions hereinbelow described are the existing and applicable ones as of May 6, 2010.

**v CODE OF ETHICS AND CONDUCT**

The Code of Ethics and Conduct (the **Code of Ethics**) of the Telecom Italia Group is central to Telecom Italia Group's system of corporate governance as it spells out the Company's fundamental values and the principles considered necessary to ensure an ethically oriented conduct of business. The Code can be considered as the basis of the whole corporate governance system, since every instrument of corporate governance is based on the principles of transparency, fairness and loyalty specified in the Code. The Code specifies the principles to be respected in relations with all the main stakeholders of the Company: shareholders, financial markets, customers, local communities and employees.

The Code of Ethics was drawn up on the basis of generally accepted ethical principles and in accordance with the highest international standards, taking into account the principles of Section 406 of the Sarbanes Oxley Act.

As with all of the Company's corporate governance codes and principles, the Code of Ethics is updated in order to conform it to the developments in the applicable law and market regulations, taking into account national and international best practices.

For further details, please see Item 16B. Code of Ethics and Conduct .

**v BOARD OF DIRECTORS**

The Company's system of corporate governance is centered around the Board of Directors. The Telecom Italia Self-Regulatory Code supplements the applicable rules concerning the tasks and functioning of the Board of Directors. All the directors are required to comply with the Self-Regulatory Code. The Self-Regulatory Code has been adopted by the Board of Directors as a self-regulatory measure only and can therefore be amended at any time with a resolution adopted by the Board and promptly disclosed to the market.

Since 2005, Telecom Italia's directors have carried out an annual Board performance evaluation.

***Role and tasks***

The Board of Directors plays an active role both in the strategic guidance of the Company and in the control of operations, with the power to formulate strategy and responsibility for intervening directly in decisions having the

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

greatest impact on the activity of the Company and the Group. In particular, as specified in the Self-Regulatory Code, the tasks entrusted to the Board of Directors include:

- examining and approving strategic, business and financial plans and the budget of the Company and the Group;
- examining and approving strategic transactions and establishing general criteria for their identification;
- verifying the adequacy of the organizational, administrative and accounting structure of the Company and the Group, with special reference to the internal control system;
- preparing and adopting the Company's corporate governance rules and drawing up the Group's governance guidelines;
- specifying the limits to delegated powers, the manner of exercising them and the frequency with which bodies with such powers must report to the Board of Directors on the activity performed in exercising them;
- nominating the persons who are to hold the offices of Chairman and CEO in strategic subsidiaries;
- assessing the overall performance of operations and periodically comparing the results achieved with those planned.

The strategic transactions to be submitted to the Board for its prior approval include:

- agreements with competitors of the Group that have an impact on the Group's strategic business choices;
- transactions that entail the entry into (or exit from) geographical and/or product markets;
- business investments and disinvestments exceeding 250 million euros; transactions that can result in commitments and/or purchase and/or sale transactions of this nature and scale;
- purchase and sale transactions referring to companies or business units that are of strategic significance in the overall framework of the business or exceed 250 million euros; transactions that can result in commitments and/or purchase and/or sale contracts of this nature and scale;
- purchase and sale transactions of controlling or affiliated shareholdings exceeding 250 million euros or (even if less) in companies carrying out activities included in the core business of the Group, and the conclusion of contracts for the exercise of rights attaching to such shareholdings; transactions that can result in commitments and/or purchase and/or sale contracts of this nature and scale;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- the taking out of loans exceeding 500 million euros and the granting of loans and guarantees in favor of nonsubsidiary companies for amounts exceeding 250 million euros; transactions that can result in commitments and/or transactions of this nature and scale;
- transactions referred to above to be carried out by unlisted subsidiaries of the Group, except for subsidiaries of listed subsidiaries;
- the listing on (delisting from) European and non-European regulated markets of financial instruments issued by the Company or companies belonging to the Group; and
- the instructions to be given to listed subsidiaries (and their subsidiaries) in the performance of the Parent Company's direction and coordination function in relation to the carrying out of transactions which meet the aforementioned criteria.

Since 2002, the Company has adopted guidelines for carrying out transactions with related parties in order to ensure both procedural and substantial fairness and transparency: to this end Telecom Italia has adopted the notion of "related party" spelled out in IAS 24, as suggested by Consob, the Italian authority competent to supervise financial markets.

On March 6, 2008 the Board of Directors introduced the set of procedures presently in force. These are based on a diversification of the decision-making roles and responsibilities according to the type of activity in question (whether or not in the ordinary course of business) and the manner of determining terms and conditions of transactions with related parties (distinguishing between standard term conditions defined by third parties, competitive procedures, and benchmarking procedures for ascertaining their "market" comparability).

---

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

For additional information, see Item 7. Major Shareholders and Related-Party Transactions 7.2 Related-Party Transactions .

In its function of monitoring and guiding the performance of operations, the Board of Directors assesses the adequacy of the organizational, administrative and accounting structure of the Company on the basis of information made available by the management and, with specific reference to the adequacy of the internal control system, in light of the results of the investigations made by the Internal Control and Corporate Governance Committee.

As the body primarily responsible for the internal control system, the Board of Directors avails itself of the above-mentioned Committee and:

- the head of the internal audit function, which is entrusted to the consortium company Telecom Italia Audit & Compliance Services; and
- with reference to internal controls over financial reporting, the manager responsible for preparing the Company's financial reports up to August 8, 2008 was Enrico Parazzini, and subsequently was Marco Patuano, who replaced Enrico Parazzini as Head of the Finance Administration and Control Function. Afterwards, due to the reorganization of some of the company's managerial positions, on December 2, 2009 the Board of Directors appointed Andrea Mangoni, who had replaced Marco Patuano as Head of the Administration Finance and Control Function, as manager responsible for preparing the Company's financial reports. The powers and responsibilities of this position are specified in a special set of rules which are posted in the Governance section of the Company's website [www.telecomitalia.it](http://www.telecomitalia.it).

As specified in the Self-Regulatory Code, in implementing the guidelines laid down by the Board of Directors, the Director in charge of internal controls (the Chairman, Gabriele Galateri di Genola) defines the methods and procedures for the configuration of the internal control system and ensures its adaptation to changes in the operational environment and the applicable laws and regulations. The executive directors, each with reference to the matters falling within the scope of his/her duties and in cooperation with the manager responsible for the preparation of the Company's financial reports for matters for which he/she is competent, must use the methods and procedures referred to above to ensure the overall adequacy of the system and its practical effectiveness in a risk-based perspective that is also an essential component in the definition of the agenda of the Board of Directors. In this process the Group Compliance Officer performs a role of liaison and coordination among the various plans for the improvement of the Group's internal control system and is responsible for ensuring support to the management.

The assessment of the performance of operations is based on a continuous flow of information coordinated by the Chairman of the Board of Directors and directed towards the non-executive directors and the members of the Board of Statutory Auditors. Assessments are made, notably, with a comparison of the results achieved with those budgeted during the examination of the financial reports.

***Meetings***

The Self-Regulatory Code requires the Board to meet periodically (and at least quarterly).

Through May 6, 2010, in 2010 the Board of Directors has had 4 meetings.

When board meetings are to be held, documentation permitting effective participation in the proceedings is normally provided well in advance. The Company has adopted an ad-hoc procedure governing the flow of information to the members of the Board of Directors and the Board of Auditors. The procedure is intended to provide the non-executive directors and the statutory auditors with the pertinent and relevant information on a continuous basis.

*Appointment of Directors*

As noted above, Telecom Italia's bylaws (Article 9) provide for the Board of Directors to be elected by the Shareholders Meeting through a slate system, which is presently mandatory under Italian law.

The slate system is designed to ensure the presence on the Board of Directors of persons drawn from slates presented by minority shareholders. Shareholders who together hold at least 0.5% of the ordinary share capital, can put forward slates of candidates. The slates and the accompanying documentation (such as the curricula vitae



**Table of Contents****Item 10. Additional Information****Corporate Governance**

of the candidates) must be filed at the Company's registered office and made available to the public at least fifteen days before the date scheduled for the shareholders' meeting on first call. Consob Regulation 11971/1999 requires the Company to make the slates and the accompanying documentation available to the public without delay at its registered office, at Borsa Italiana and on its website [www.telecomitalia.it](http://www.telecomitalia.it). According to Telecom Italia's bylaws, slates of candidates can be put forward also by the outgoing Board of Directors.

The Board of Directors is elected as follows:

- four fifths of the directors to be elected are chosen from the slate that obtains the majority of the votes cast by the shareholders, in the order in which they are listed on the slate; in the event of a fractional number, it is rounded down to the nearest whole number;
- the remaining directors are chosen from the remaining slates. To that end, the votes obtained by the various slates are divided successively by whole numbers from one up to the number of directors to be chosen and the results (quotients) obtained are assigned to the candidates on each slate in the order specified thereon. On the basis of the quotients assigned, the candidates on the various slates are arranged in a single decreasing ranking. Those who have obtained the highest quotients are elected.

The shareholders' meeting held on April 14, 2008, established the number of Telecom Italia directors at 15 and appointed the Board for a three-year period. The slate of candidates proposed by Telco S.p.A. obtained the highest number of votes and therefore 12 out of 15 of Telecom Italia's Directors were elected from that slate (Cesar Alierta, Tarak Ben Ammar, Franco Bernabè, Elio Catania, Jean Paul Fitoussi, Gabriele Galateri, Bernardino Libonati, Julio Linares Lopez, Gaetano Micicchè, Aldo Minucci, Gianni Mion, Renato Pagliaro); two directors (Paolo Baratta, Roland Berger) were elected from the slate proposed by the Findim Group S.A.; one director (Luigi Zingales) was elected from the slate proposed by a group of institutional shareholders. See: Risks associated with Telecom Italia's ownership chain under Item 3. Key Information 3.1 Risk Factors .

As for the evolution of the composition of the Board in 2009 and up to May 6, 2010, see above Item 6- Directors, Senior Management and Employees .

**Composition**

According to the bylaws, it is up to the shareholders' meeting to decide the exact number of Board members within a minimum and a maximum number (from 7 to 19). Directors may serve for a maximum term of three years, they may be re-elected and there is no statutory age limit for their eligibility. There are no provisions in Italian law that set age or shareholding requirements for directors' qualification. There are no provisions in the Telecom Italia bylaws relating to the retirement of a director under an age limit requirement or a shareholding requirement for director's qualification.

If during the term of the Board of Directors one or more directors cease to hold such position for any reason, the Board of Directors is allowed to appoint replacements by a resolution approved by the Board of Auditors. The directors so appointed will remain in office until the next Shareholders' Meeting. As a rule, the replacements finally appointed by the Shareholders' Meeting will remain in office for the same term as the other members already in office at the time of their appointments; the Shareholders' Meeting may establish a different term of office for them. In the event of replacement of an independent board member, the Appointment and Remuneration Committee is responsible for proposing a

candidate.

Article 5 of the Company's Self-Regulatory Code establishes a cap on the maximum number of positions that Telecom Italia directors may hold in management and control bodies of other companies. The general rule is that the position of Telecom Italia director is not compatible with directorships or auditorships in more than five companies, other than Telecom Italia subsidiaries or affiliates, when such companies:

- are listed and included in the S&P/MIB index; and/or
- operate prevalently in the financial sector on a public basis; and/or
- engage in banking or insurance.

**Table of Contents****Item 10. Additional Information****Corporate Governance**

The directorship in Telecom Italia is also considered not compatible with holding more than three executive positions in companies of the types specified above. The Board of Directors may nonetheless permit exceptions to these rules, such exceptions to be made public.

***Impact of Shareholders' Agreements on the Nomination of Telecom Italia Group's Companies Boards***

Telco is Telecom Italia's main shareholder with an interest of 22.45% in the ordinary share capital. In turn Telco is owned by Intesa San Paolo S.p.A. (11.62%), Mediobanca S.p.A. (11.62%), companies belonging to the Generali Group (30.58%) and Telefónica S.A. (46.18%).

On the basis of information in the public domain, the shareholders of Telco signed an agreement on April 28, 2007 (subsequently renewed and presently effective up to April 27, 2013) that, among other things, lays down the criteria pursuant to which the board of directors of Telco will approve the list of candidates to be submitted to the shareholders' meeting of Telecom Italia for the appointment of the directors of Telecom Italia. The criteria are set out below:

- Telefónica, to the extent holding at least 30% of Telco's share capital, will have the right vis-à-vis the other shareholders to designate two directors of Telecom Italia: (a) to be included as designees for appointment in the board of Telecom Italia in the list presented by Telco, and (b) to the extent feasible, with respect to the substitution of such directors;
- the other shareholders of Telco, to the extent holding at least 50% plus one share of Telco's share capital, will designate the other members of the list as follows: (a) three members unanimously and (b) the remaining members on a proportional basis as set out in the shareholders' agreement.

The shareholders' agreement provides for the Telecom Italia Group and the Telefónica Group to be run autonomously and independently and specific provisions to this end are foreseen. See Item 7. Major Shareholders and Related-Party Transactions Item 7.1.1. The Shareholders Agreements .

***Independent Directors***

At least two members of the Board of Directors shall satisfy the independence requirements set forth by the Consolidated Law on Finance for the members of the Board of Auditors Article. Moreover, Article 5 of the Telecom Italia Self Regulatory Code incorporates by reference the independence criteria set out in the Borsa Italiana's Corporate Governance Code.

To qualify as independent under Borsa Italiana's Corporate Governance Code and the Company's Self-Regulatory Code, Telecom Italia directors should not maintain, nor have recently maintained, directly or indirectly any business relationships with the issuer or persons linked to the issuer (Group companies, executive directors or members of their families), of such a significance as to influence their autonomous judgment, and should not be in a position to influence the Company as a consequence of the shares they hold or their participation in shareholders' agreements. Specific presumptions are listed in Borsa Italiana's Corporate Governance Code.

The Board of Directors verifies the independence requirements at the first meeting after the appointment of the Board and subsequently once a year. On the basis of the declarations made by the interested parties and verified by the Board of Directors, at present 5, out of the 15 directors, are considered independent, according to the criteria set forth by the Consolidated Law on Finance as well as the criteria set forth by Telecom Italia's Self-Regulatory Code: Paolo Baratta, Roland Berger, Elio Cosimo Catania, Jean Paul Fitoussi and Luigi Zingales. The Board of Auditors verified the correct application of the principles adopted by the Board to evaluate the independence of directors.

See Item 16G. Corporate Governance 16.1. Differences in Telecom Italia's Corporate Governance and New York Stock Exchange Corporate Governance Practices .

***Executive Directors and Activities of the Board***

The authority to grant delegated powers to directors and revoke such mandates is reserved to the Board of Directors, which also establishes their objects, limits, manner of exercise and the intervals of not more than

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

three months at which persons with delegated powers must report on their activity, the general results of operations, and the transactions of greatest economic, financial or balance sheet significance concluded by the Company or its subsidiaries.

The Board of Directors entrusted the current Chairman (Gabriele Galateri di Genola) and Chief Executive Officer (Franco Bernabè) with the following powers and responsibilities:

- to the Chairman, in addition to legal representation of the Company, as provided for in the bylaws, the following powers:
  - supervision of the preparation of the strategic, business and financial plans and their development and implementation;
  - supervision of the design of organizational structures;
  - supervision of the economic and financial performance;
  - responsibility for overseeing the examination of the strategic guidelines for the internal control system;
- to the CEO, in addition to legal representation of the Company, responsibility for the overall governance of the Company and the Group. In particular:
  - responsibility for drawing up, submitting to the Board of Directors and subsequently developing and implementing the strategic, business and financial plans;
  - the definition of the organizational arrangements;
  - all the organizational responsibilities for ensuring the management and development of the business, through the coordination of the organizational aspects not entrusted to the Chairman.

There are no other Telecom Italia executive directors. As of May 6, 2010, Telecom Italia's non-executive directors are: Cesar Alierta Izuel, Paolo Baratta, Tarak Ben Ammar, Roland Berger, Elio Catania, Jean Paul Fitoussi, Julio Linares Lopez, Berardino Libonati, Gaetano Micciché, Aldo Minucci, Renato Pagliaro, Mauro Sentinelli and Luigi Zingales.

As a result of the shareholders' agreement providing for the Telecom Italia Group and the Telefónica Group to be run autonomously and independently, Cesar Alierta Izuel and Julio Linares Lopez committed not to take part in any discussion or to vote in matters concerning activities of Telecom Italia or Telecom Italia's subsidiaries in the Brazilian or Argentinian telecommunications markets.

In addition,

- in compliance with the ANATEL Ruling, issued on October 23, 2007 and subsequently on July 7, 2009, since 2007 the Board of Directors of Telecom Italia adopted an ad hoc internal procedure aimed at assuring the segregation of Telecom Italia's activities in Brazil from any potential influence of Telefónica. This procedure was subsequently amended and updated in September 2009;
- On April 28, 2010, the board of the Brazilian Antitrust Commission (CADE) unanimously approved the acquisition by Telco of an indirect minority shareholding in Telecom Italia occurred in 2007, subject to the simultaneous signing of an agreement (Termo de Compromisso and Desempenho - TCD), by and between all the Telco shareholders - Mediobanca, Generali, Intesa Sanpaolo and Telefónica - and CADE. Tim Brasil executed such agreement exclusively as an Intervening party, on behalf of the Telecom Italia Group since the latter was not formally a party to the antitrust proceeding.

Such agreement, aimed at assuring the effective segregation between the Telefónica and Telecom Italia Groups in relation to their respective operations in Brazil, provides for certain undertakings for all involved parties, including the restrictions already imposed by the Brazilian telecommunication Agency Anatel in its decisions of November 2007 and July 2009 on the Telco Transaction, plus some additional commitments;

- in December 2008 the Board of Directors of Telecom Italia adopted a corresponding internal procedure that formalizes the already existing separation between the activities of the Telecom Italia Group and the Telefónica Group in the Argentine telecommunications market;

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

- taking into consideration the contents of the Resolution 04/09 by the Argentine antitrust Authority in February 2009 the Board of Directors of Telecom Italia approved a modification of the governance of Telecom Italia Group with respect to the Argentine market.

See Item 7. Major Shareholders and Related-Party Transactions Item 7.1.1. The Shareholders Agreements .

***Internal Committees***

According to article 13 of the Bylaws, the Board may set up committees from among its members charged with giving advice and making proposals and shall establish their powers and duties. The Self Regulatory Code foresees three Committees: the Executive Committee, the Nomination and Remuneration Committee, the Internal Control and Corporate Governance Committee.

With regard to the composition, while the Executive Committee consists of the Executive Directors (Chairman and CEO) and of non-executive directors, with the Chairman of the Committee being the Chairman of the Board of Directors, both the Internal Control and Corporate Governance Committee and the Nomination and Remuneration Committee are composed of non-executive directors the majority of which are required to be independent directors, including at least one drawn from a minority list.

***Executive Committee***

The Executive Committee was established on April, 15, 2008 and is composed of Executive Directors (who coordinate the Committee's activity with the management) and non-executive directors. The Committee's Chair is entrusted to the Chairman of the Board of Directors.

The Committee is charged with monitoring the performance of operations at Company and Group level, approving the executive directors proposals for macro organizational arrangements, submitting opinions to the Board on the budget and the strategic, business and financial plans of the Company and the Group and performing any other tasks delegated by the Board of Directors.

***Internal Control and Corporate Governance Committee***

In accordance with Borsa Italiana's Code of Corporate Governance, on which the Company's own Code is modeled, the Committee assists the Board of Directors in the performance of its tasks in matters concerning internal control and assesses, together with the manager responsible for preparing the Company's financial reports and the external auditor, the correctness of the application of accounting standards and their uniformity for the purpose of preparing consolidated financial statements.

In Telecom Italia the Committee also:

- monitors compliance with the rules of corporate governance and their updating;
- express its opinion on the proposals for appointing, removing and assigning duties to the person responsible for internal control and the manager responsible for preparing the Company's financial reports;
- defines the procedures and time limit for conducting the board performance evaluation; and
- performs the additional tasks that may be assigned to it by the board of directors.

*Nomination and Remuneration Committee*

The Committee is charged with putting forward proposals for the remuneration of the directors who hold particular offices and criteria for the remuneration of the Company's senior management and with the nomination of candidates for the Board of Directors in the event of replacement of an independent board member.

For more information concerning the remuneration of directors and top management see Item 6. Directors, Senior Management and Employees 6.6 Compensation of Directors, Officers and Members of the Board of Auditors.



**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

***Internal Control System***

The internal control system is a process made up of rules, procedures and organizational structures and designed to pursue substantial and procedural correctness, transparency and accountability, values that are considered fundamental for Telecom Italia's business dealings, as laid down in the Group Code of Ethics.

The aim of the process is to ensure that the management of the business is efficient and can be verified, that accounting and operational data are reliable, that applicable laws and regulations are complied with, and that the assets of the business are safeguarded, not least with a view to preventing fraud against the Company and financial markets.

The main rules of the Company's internal control system concern:

- the separation of roles in the performance of the principal activities involved in each operating process;
- the tracking of decisions; and
- the management of decision-making processes on the basis of objective criteria.

As the body responsible for the internal control system, the Board of Directors lays down the guidelines for the system and verifies its adequacy, efficacy and proper functioning, while making sure that the main operational, compliance, economic and financial risks are appropriately identified and managed.

In addition to the Internal Control and Corporate Governance Committee, the Board uses an entity endowed with an appropriate degree of independence and adequate means to be responsible for the internal control function, that is the consortium company Telecom Italia Audit & Compliance Services. The functions assigned to this entity are to assist in verifying the adequacy and effectiveness of the internal control system and, where weaknesses are found, to propose appropriate remedies. This solution maximizes the independence of the person responsible for internal control from the Company's structures, which reports to the competent director (the Chairman, Gabriele Galateri di Genola), the Internal Control and Corporate Governance Committee and the Board of Statutory Auditors.

As from 2005 the Group Compliance Officer performs a role of liaison and coordination among the plans for the improvement of the Group's internal control system and is responsible for monitoring and facilitating the relationship between management and the internal control system.

As regards internal controls over financial reporting, the Company has drawn on the substantial work done in order to comply with US reporting requirements to fulfill the transparency requirements introduced by Article 154-*bis* of the Consolidated Law on Finance.

The Company's internal control system is completed by the so-called 231 Organizational Model, which provides a paradigm for the conduct of all those who act in the Company's name and on its behalf and is designed to ensure the effective performance of business activity by forestalling situations and behavior that are potentially harmful to the Company. Such Model comprises principles for dealings with governmental bodies (elaborated as a set of rules for relations with representatives of such bodies) and internal control checklists listing:

- the main stages of every process;
- the offences that may be committed in relation to individual processes; and
- the control activities to prevent the related risks from arising.

The 231 Organizational Model is subject to ongoing upgrading. Some revisions are made necessary by changes in the law, while others are proposed when deemed appropriate in the light of the results of the model's application. Monitoring of the functioning and compliance with the model is performed by a Supervisory Panel made up of a member of the Board of Statutory Auditors (Ferdinando Superti Furga, Chairman), an independent director on the Internal Control and Corporate Governance Committee (Paolo Baratta), the head of the internal control system in the person of the Chairman of Telecom Italia Audit & Compliance Services and, from November 2009, an external member (presently, Professor Vincenzo Salafia). The Panel reports to the Board of Directors, the Internal Control and Corporate Governance Committee and the Board of Statutory Auditors.

---

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

In addition, a special unit (the Compliance Support Group) has been created within Telecom Italia Audit & Compliance Services to provide operational support to the Supervisory Panels of Group companies by handling reports of violations of the organizational model and conducting compliance audits on the basis of the data received by way of the information flows that have been put in place.

**v Board of Auditors**

*Tasks and role*

The Board of Auditors verifies compliance with the law and the Bylaws and verifies adherence to the best administration principles, the adequacy and reliability of corporate structures, internal audit procedures and accounting system, and the adequacy of instructions given by the Company to its subsidiaries. The Board of Auditors must receive timely disclosures, at least on a quarterly basis, from the Board of Directors about the company's business and significant transactions performed by the company and its subsidiaries, including related parties transactions. Statutory Auditors must inform the Consob of any irregularity they detect in the course of their duties and are required to attend Shareholders Meetings, Board of Directors meetings and Executive Committee meetings.

In order to make available the broad range of information needed by the Board of Auditors to perform its control function effectively, the Company adopted the Procedure for Information to Directors and Auditors.

In 2009 the Board of Auditors met 28 times; 6 times jointly with the Internal Control and Corporate Governance Committee. In addition, its members participated in the meetings of the Board of Directors and the Executive Committee and periodically received the reports from the executive directors, as provided in the above mentioned procedure.

*Appointment*

Telecom Italia's Board of Auditors is composed of five regular auditors, and four alternate auditors. The Board of Auditors is appointed by the Shareholders' Meeting through the slate system under the same procedure used for the election of the Board of Directors. Three regular auditors and two alternate auditor are drawn from the so called majority slate (that is a slate that obtained the majority of the votes cast by the shareholders), two regular auditors and two alternate auditors are taken from the other slates, so called minority slates.

Pursuant to applicable Italian law, the Chairman of the Board of Auditors is appointed by the shareholders' meeting from among the auditors elected from a minority slate.

Auditors serve for a three-year term, may be reappointed and may be removed from their office for just cause and upon a resolution approved by the competent court.

The present Board of Auditors was elected, for a three year term, by the shareholders meeting of April 8, 2009, on the basis of three slates presented respectively by Telco (presently Telecom Italia's largest shareholder), Findim (presently Telecom Italia's second largest shareholder) and by a group of minority shareholders. Salvatore Spiniello, Ferdinando Superti Furga and Gianluca Ponzellini were elected from the majority slate, while Enrico Maria Bignami and Lorenzo Pozza were elected from the minority slates. Enrico Maria Bignami was also appointed as Chairman of the Board.

*Audit Committee*

As described above, the Board of Auditors plays a key role in the Company's system of corporate governance.

More specifically, according to Rule 10A-3 under the 1934 Act and NYSE listing standards, the Board of Auditors has been identified to act as Telecom Italia's Audit Committee. The Board of Auditors meets the requirements of the general exemption contained in Rule 10A-3(c)(3):

- the Board of Auditors is established pursuant to applicable Italian law and Telecom Italia's Bylaws;
- under Italian legal requirements, the Board of Auditors is separate from the Board of Directors;
- the Board of Auditors is not elected by the management of the Company and no executive officer is a member of the Board of Auditors;

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

- all of the members of the Board of Auditors meet specific independence requirements from the Company and its Group, the management and the auditing firm, as set forth by Italian legal provisions;
- the Board of Auditors, in accordance with and to the extent permitted by Italian law, is responsible for the appointment, retention (via proposal to the shareholders meeting) and oversight of the work of the Company's external auditors engaged for the purpose of issuing the audit report on the annual financial statements;
- the Board of Auditors is authorized to engage independent counsel and other advisers, as it deems appropriate; and
- the Board of Auditors has adopted a complaints procedure in accordance with Rule 10A-3 of the 1934 Act.

In view of its responsibilities under Italian law and the obligations deriving from US law, the Board of Auditors adopted a complaints procedure for receiving, retaining and treating the reports it receives. Such reports can be of the following kinds:

- statements of violations submitted by shareholders concerning matters deemed to be improper;
- complaints by any person, thus including non-shareholders, concerning alleged irregularities, improper facts or, more generally, any problem or issue deemed to merit investigation by the control body;
- complaints specifically regarding accounting, internal accounting controls, or auditing matters; and
- confidential, possibly anonymous submissions of concerns by employees of the Company or the Group regarding questionable accounting or auditing matters.

A short description of how such reports are to be submitted to the Board of Auditors/Audit Committee is available on the Company's website under [Governance](#).

**v Shareholders Meetings**

***Meetings of Ordinary Shareholders***

The following description of rules applicable to shareholders meetings ( **Shareholders Meetings** ) considers the rules in force as of May 6, 2010.

Holders of Ordinary Shares are entitled to attend and vote at ordinary and extraordinary shareholders meetings. At any Shareholders Meeting, each holder is entitled to cast one vote for each Ordinary Share held. Votes may be cast personally or by proxy. Holders of Ordinary Shares can

also vote by mail.

Shareholders Meetings are called by the Company's Board of Directors when required by law or the shareholders or deemed necessary.

Shareholders Meetings must be convened at least once a year. At these ordinary meetings, holders of Ordinary Shares (i) approve the annual accounts, (ii) appoint/revoke directors and auditors and determine their remuneration, when necessary, (iii) vote on other issues defined in the Bylaws, if any, (iv) authorize the completion of the transactions by the directors, if and when the Bylaws call for such previous authorization, it being understood that directors remain directly responsible for the transactions accomplished, (v) adopt rules of procedure for the shareholders meetings (Meeting Regulations). Telecom Italia's Bylaws do not entrust to the ordinary shareholders meeting any additional responsibility according to points (iii) and (iv) above.

It is compulsory for issuers to approve their annual financial statements and publish their annual report within 120 days of the close of their fiscal year.

Extraordinary Shareholders Meetings may be called to pass upon proposed amendments to the Bylaws, capital increases, mergers, dissolutions, issuance of convertible debentures (which can also be delegated to the Board of Directors), appointment of receivers and similar extraordinary actions.

As a rule shareholders are informed of all Shareholders Meetings to be held by publication of a notice in *Gazzetta Ufficiale della Repubblica Italiana* at least 30 days before the date fixed for the meeting. The notice must also be

**Table of Contents****Item 10. Additional Information****Corporate Governance**

published in at least one national daily newspaper. The notice of a Shareholders Meeting may specify up to two meeting dates for an ordinary Shareholders Meeting and up to three meeting dates for an extraordinary Shareholders Meeting ( calls ).

An ordinary Shareholders Meeting is duly constituted on first call with the attendance of at least 50% of the outstanding Ordinary Shares, while on second call there is no quorum requirement. In either case, resolutions are approved by holders of the majority of the Ordinary Shares represented at the meeting.

Extraordinary Shareholders Meetings are duly constituted with the attendance of shareholders representing at least one-half or more than one-third or at least one-fifth of the company s ordinary share capital, on the first call, second call and third call, respectively. The favorable vote of at least two-thirds of the Ordinary Shares represented at the meeting is necessary for the resolution approval. Resolutions concerning capital increases with the exclusion or limitation of subscription rights must always be approved by holders of more than 50% of the shares outstanding, irrespective of the call in which the resolution is taken.

To attend any Shareholders Meeting, an ad hoc communication by the authorized intermediary must have been received by the Company at least two days before the meeting takes place. The communication procedure does not involve any blocking of the so called deposited shares: no transfer is required and the shares may be withdrawn at any time. In case of the shares withdrawal, their prior deposit becomes ineffective for purposes of attending the meeting.

Special arrangements with the Depositary may be required for the beneficial owner of ADRs representing ADSs to attend Shareholders Meetings and exercise voting rights with respect to underlying Ordinary Shares. See 10.5 Description of American Depositary Receipts Voting of Deposited Securities .

As a rule, votes cast in the Shareholders Meeting are open, as the minutes of the meeting are required to evidence how attending shareholders voted.

Shareholders may attend the meeting by proxy using a power of attorney. Any one proxy cannot represent more than 200 shareholders. A proxy may be appointed only for one single meeting (including, however, the first, second and in case of extraordinary meetings third call) and may be substituted only by the person expressly indicated in the form. The proxy can neither be a director, statutory auditor, employee of the company or of one of its controlled subsidiaries, nor a controlled company or the independent auditors of Telecom Italia or shareholders, directors, statutory auditors or employees of such independent auditors.

Votes by proxy may be solicited and collected for the shareholders meetings of listed companies. Proxy solicitation provisions allow individuals (so-called consignors), to promote, through special brokers, the soliciting of votes by proxy at shareholders meetings. The ownership including joint ownership of at least 0.5% of the company s voting share capital (registered in the shareholders register for at least six months) is a requisite for becoming a consignor.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Shareholders associations composed of at least 50 people, each with no more than 0.1% voting share capital, may collect proxies among their group. In order to facilitate such operation among employee shareholders, the Bylaws provides that special spaces will be made available to such shareholders associations where information about solicitation can be made available and proxy collection operations can be carried out.

Ordinary Shareholders may also vote by mail. The vote by mail cannot be cast by proxy. The system is essentially based on the following principles: (a) the notice calling the shareholders meetings must specify that shareholders can vote by mail and must describe the procedures they have to follow; (b) shareholders wishing to vote by mail (to be duly entitled to vote through timely communication to the issuer, as described above) must send the company a special form (so called ballot) made available for such purpose by the issuer, which has to comply with specific Consob requirements; (c) votes cast by mail must be delivered to the company at least 48 hours prior to the Shareholders Meeting; and, finally, (d) votes cast by mail remain valid for the second and third calls of the meeting and can be revoked by a written declaration until the day before the meeting.

The shareholders meetings shall be called when requested by shareholders representing at least 10% of a company s share capital. In the case the directors or in their place the statutory auditors don t call the



**Table of Contents****Item 10. Additional Information****Corporate Governance**

Shareholders Meeting, the Court orders with a decree the call of the Shareholders Meeting, after having heard the directors and statutory auditors, if the refusal is unjustified. Shareholders are not allowed to present requests on topics upon which the Shareholders Meeting resolves, pursuant to Italian law, on directors' proposal or on a project basis or on their reports only.

Shareholders representing at least 2.5% of the share capital may request, within five days of the publication of the notice convening the meeting, additions to the agenda, specifying in the request the additional items they propose. Additions to the agenda may not be made for matters on which the shareholders' meeting is required by law to resolve on proposals put forward by the directors or on the basis of a plan or report by the Board of Directors. Notice of items added to the agenda following requests by shareholders, as above, shall be given in the same forms prescribed for the publication of the notice convening the meeting.

The Shareholders' Meeting on May 6, 2004 adopted a set of Rules of Proceeding, which apply to both Ordinary and Extraordinary meetings, which was amended by the shareholders' Meeting of April 16, 2007. The current version of the Rules is posted on the Company's website under Governance .

***Meetings of Savings Shareholders***

Although holders of Savings Shares are not entitled to vote in meetings of holders of Ordinary Shares, they are entitled to attend special meetings of holders of Savings Shares ( **Special Meetings** ) and to appoint a joint representative (the **Joint Representative** ) to represent them, with respect to the Company.

The Joint Representative, who is appointed by the Special Meeting or, in default, by the Court, is entitled (i) to inspect certain corporate books of the Company, (ii) to attend the Shareholders' Meetings and (iii) to challenge in court the resolutions adopted by such meetings. The Joint Representative is appointed for a maximum three-year term and, according to the Bylaws, is kept informed by the Company regarding corporate events that can affect the price trend of Savings Shares. The Savings Shareholders Meeting held on May 16, 2007 reappointed Mr. Carlo Pasteris as joint Representative for a three year period which expired with the Ordinary Shareholders' Meeting on April 29, 2010 (approval of the Company's financial statements for the year 2009). A Special Meeting of Savings Shareholders is to take place on May, 26, 27 or 28, 2010, respectively on first, second and third call, for the appointment of the new joint Representative.

Special Meetings of Savings Shareholders may be called when deemed necessary or upon request by Savings Shareholders representing at least 1% of the outstanding Savings Shares either by the Joint Representative or by the Company's Board of Directors in order to (a) appoint and revoke the Joint Representative, (b) approve the resolutions of the Shareholders' Meetings that may affect the rights of Savings Shares, (c) set up an expense fund for the coverage of costs incurred in protecting rights of the Savings Shareholders, (d) negotiate possible disputes with the Company; and (e) resolve other issues relating to their position as holders of Savings Shares. To adopt resolutions related to (a), (c) and (e) above, a favorable vote of at least 20% of the Savings Shares is required at Special Meetings held on the first call, a favorable vote of at least 10% is required at Special Meetings held on the second call, and a favorable vote of at least a majority of the Savings Shares present is required at Special Meetings held on the third call. To adopt resolutions related to (b) and (d) above, a favorable vote of at least 20% of the Savings Shares is required at all calls of the Special Meetings.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

To attend any Special Meeting, an ad hoc communication by an authorized intermediary must have been received by the Company at least two days before the meeting takes place. Special arrangements with the Depositary may be required for the beneficial owner of ADRs representing Savings Share ADSs to attend Special Meetings and exercise voting rights with respect to underlying Savings Shares. See 10.5 Description of American Depositary Receipts Voting of Deposited Securities .

### v DISCLOSURE

Transparent relations with the financial markets, and the provision of accurate information are paramount for Telecom Italia Group.

A specific procedure (posted on the Company s website under Governance ) covers the handling including the public disclosure of inside information concerning Telecom Italia, its unlisted subsidiaries and listed financial

**Table of Contents**

**Item 10. Additional Information**

**Corporate Governance**

instruments, and is addressed to all the members of the governing bodies, employees and outside consultants of Group companies who have potential access to inside information. It also applies as an instruction to all subsidiaries for the purpose of promptly obtaining the necessary information for timely and correct compliance with public disclosure requirements.

With reference to the preparation of the financial statements for 2009, the procedures for the Preparation of the Telecom Italia 2009 annual report for Italian purposes and Telecom Italia 2009 Form 20-F provide for specific mechanisms of upward attestation by the people in charge of the various corporate structures involved in the process of gathering and handling data and drafting the document. This is aimed at giving adequate assurance and support to the senior officers, the Board of Auditors, the Internal control and Corporate Governance Committee and the Board of Directors as a whole in fulfilling their responsibility for oversight of the accuracy and timeliness of required disclosures.

---

**Table of Contents****Item 10. Additional Information****Exchange Controls And Other Limitations Affecting Security Holders****10.2 EXCHANGE CONTROLS AND OTHER LIMITATIONS AFFECTING SECURITY HOLDERS****Foreign Investment and Exchange Control Regulations in Italy**

There are no exchange controls in Italy. Residents of Italy may hold foreign currency and foreign securities of any kind, within and outside Italy. Non-residents may invest in Italian securities and may export cash, instruments of credit and securities, in both foreign currency and euro, representing interest, dividends, other asset distributions and the proceeds of dispositions without restriction other than those outlined below. There are no limitations on the right of non-resident or foreign beneficial owners to vote their Shares except as provided for all Telecom Italia shareholders by law. See 10.4 Description of Capital Stock Limitations on Voting and Shareholdings .

Reporting and record-keeping requirements are contained in Italian legislation which implements an EU Directive regarding the free movement of capital. Such legislation requires that transfers of cash or bearer bank or postal passbooks or bearer instruments in euro or in foreign currency, effected for whatsoever reason between different parties, shall be carried out by means of authorized intermediaries when the total amount of the value to be transferred is more than 10,000 euros. The threshold referred to above also applies when there is reason to believe that several transactions, effected at different times within a certain period of time, constitute part of a single transaction, even if individually below the threshold amount specified. Whenever the execution of such transactions leads to belief that there are irregularities in their performance, such transactions shall be reported in writing to the Ufficio Italiano Cambi (the Italian Exchange Office) which shall carry out necessary checks. Credit institutions and other intermediaries effecting such transactions on behalf of residents or non-residents of Italy are required to maintain records of such transactions for ten years, which may be inspected at any time by Italian tax and judicial authorities. Non-compliance with the above may result in administrative fines or, criminal penalties, if the transactions fall within a case ruled by the criminal code. The Ufficio Italiano Cambi will maintain records relating to either persons notified of infringements or persons in whose regard a definitive sanction has been issued in its information system for a period which varies depending on the case.

Certain additional procedural requirements are imposed for tax reasons. Non-corporate residents of Italy effecting transfers to and from Italy in excess of 10,000 euros in one year must disclose them in their annual income tax returns. Non-corporate residents must also give details in their income tax returns of financial assets held outside Italy at the end of the fiscal year and of transfers in excess of 10,000 euros to, from, within and between foreign countries in connection with such assets during the fiscal year. No tax return is required in respect of foreign investments and foreign income-earning assets that are exempt from income tax or subject to withholding tax in Italy. Such disclosure requirements do not apply (i) if the total value of the investments and assets at the end of the taxable period or the total amount of the transfers effected during the year is not greater than 10,000 euros or (ii) in respect of foreign investments, foreign assets or transfers within the EU (except for transfer from or to Italy). For corporate residents there is no requirement for such a declaration because their financial statements (on the basis of which their tax returns are prepared) already contain the information.

There can be no assurance that the present regulatory environment in or outside Italy will endure or that particular policies presently in effect will be maintained, although Italy is required to maintain certain regulations and policies by virtue of its membership in the EU and other international organizations and its adherence to various bilateral and multilateral international agreements.

---

**Table of Contents**

**Item 10. Additional Information**

**Description Of Bylaws**

**10.3 DESCRIPTION OF BYLAWS**

***Object***

Telecom Italia's corporate purpose is described in Article 3 of the Bylaws and consists of:

- to install and operate fixed or mobile equipment and installations for the purpose of providing and operating telecommunications services and to carry out the activities directly or indirectly related thereto;
- to hold interests in other businesses falling within the scope of the above stated corporate object or otherwise related thereto; and
- to control and provide the strategic, technical, administrative and financial coordination, overseeing and managing the financial activities of controlled companies and businesses, and carrying out all transactions related thereto.

***Directors***

There are no provisions in the Bylaws relating to: (1) the power of a director to vote on a proposal in which such director is materially interested, (2) the power of a director to (in the absence of an independent quorum) vote compensation to himself or any member of its body, (3) the power of a director to borrow money from the Company, (4) the retirement of a director under an age limit requirement and (5) the number of shares required for director's qualification.

The Board of Directors grants specific positions to any of its members in compliance with the Bylaws of the company; such positions include, among others, those of Chairman and Managing Director. According to Italian law the remuneration corresponding to such positions is then defined by the Board of Directors in its discretion, after acknowledging the opinion of the Board of Auditors.

There are no provisions in Italian law that govern the issue of directors borrowing money from the company and that set age or shareholding requirements for director's qualification.

***Recent amendments***

The shareholders' meeting held on April 29, 2010 amended article 5 of the bylaws as described in 10.4 Description of capital stock .



**Table of Contents****Item 10. Additional Information****Description of Capital Stock****10.4 DESCRIPTION OF CAPITAL STOCK**

As of May 6, 2010, the subscribed and fully paid-up capital stock was equal to 10,673,865,180.00 euros divided into 13,380,906,939 Ordinary Shares and 6,026,120,661 Savings Shares, each with a par value of 0.55 euros.

The Shareholders Meeting of April 7, 2005 resolved to increase the share capital by up to a maximum of 38,655,832.60 euros (at May 6, 2010, 666,906.35 euros), by means of the issue of up to a maximum of 70,283,332 (at May 6, 2010, 1,212,557) Ordinary Shares with a par value of 0.55 euros each, divided into several divisible tranches with a tranche still outstanding of up to a maximum of 3,192,173.05 euros (at May 6, 2010, 666,906.35 euros) for the exercise of the 2003-2005 Stock-Option Plans stock options, increase to be implemented by December 31, 2008 for the first lot, by December 31, 2009 for the second lot and by December 31, 2010 for the third lot by means of the issue of up to a maximum of 5,803,951 (at May 6, 2010, 1,212,557) shares with a par value of 0.55 euros each, to be subscribed for at a total price of euros 5.07 per option held (i.e. at a price of 2.930636 euros for each newly-issued share).

Telecom Italia's Extraordinary Shareholders Meeting of April 8, 2009, revoked the existing mandate to increase the share capital and issue convertible bonds granted to the Board of Directors by the Extraordinary Shareholders Meeting of May 6, 2004, and resolved that for five years starting from April 8, 2009 the Board of Directors may:

- increase the share capital in one or more tranches by up to a maximum total amount of 880,000,000 euros by means of cash issues of up to a maximum of 1,600,000,000 Ordinary Shares, to be offered in whole or in part with the right of pre-emption to persons having entitlement or, including just a part thereof, to employees of the Company and its subsidiaries with the exclusion of the right of pre-emption pursuant to the combined effects of the last paragraph of Article 2441 of the Civil Code and Article 134, paragraph 2 of Legislative Decree 58/1998. Resolutions to increase the share capital adopted by the Board of Directors in exercising the powers attributed above shall set the subscription price (including any premium) and a time limit for the subscription of the shares; they may also provide, in the event that the increase approved is not fully subscribed within the time limit established for each issue, for the capital to be increased by an amount equal to the subscriptions received up to such time;
- issue, in one or more tranches and for up to a maximum of five years from April 8, 2009, convertible bonds up to a maximum amount of 1,000,000,000 euros.

As of May 6, 2010, the aforementioned powers have not been exercised.

The Extraordinary Shareholders Meeting of April 29, 2010, in connection with the 2010-2014 public shareholding plan for employees and the 2010-2015 long-term incentive plan and, more generally, in order to provide the Shareholders Meeting with an additional operational tool, resolved to amend Article 5 of the Bylaws to allow the allocation of profits to the employees of the Company or its subsidiaries through bonus share grants pursuant to Article 2349 of the Italian Civil Code.

The same Extraordinary Shareholders Meeting of April 29, 2010 authorized the Board of Directors by amending Article 5 of the Bylaws to increase share capital:

- in the service of the 2010-2014 public shareholding plan for employees, (i) for cash by issuing a maximum of 31,000,000 Ordinary Shares, pre-emption rights excluded, to be offered for subscription to plan beneficiaries and, subsequently, (ii) in the maximum amount of euro 5,683,333.15 through the allocation of the corresponding maximum amount of profit pursuant to Article 2349 of the Italian Civil Code, by issuing the number of Ordinary Shares required to grant one bonus share per every three shares subscribed for cash;
- in the service of the 2010-2015 long-term incentive plan, (i) for cash by issuing ordinary shares in the maximum amount of euro 5,000,000, pre-emption rights excluded, to be offered for subscription to plan beneficiaries and, subsequently, (ii) in the maximum amount of euro 5,000,000 through the allocation of the corresponding maximum amount of profit pursuant to Article 2349 of the Italian Civil Code, by issuing the number of ordinary shares required to grant one bonus share per each share subscribed for cash.



---

**Table of Contents**

**Item 10. Additional Information**

**Description of Capital Stock**

*Classes of shares*

According to Italian law, Savings Shares may not be issued for an amount which, including other preferred shares, if any, exceeds one-half of the Company's share capital.

Pursuant to Telecom Italia's Bylaws any reduction in share capital made for the purpose of absorbing losses is applied to the par value of the Ordinary Shares until they have been reduced to zero and only then is the par value of the Savings Shares reduced. If, as a consequence of capital reduction, the Savings Shares exceed half of the Company's share capital, such excess must be eliminated within the following two years.

*Form and Transfer*

The Dematerialization Decree provides for the dematerialization of financial instruments publicly traded on regulated markets, including treasury bonds.

As a result, Ordinary Shares and Savings Shares must be held with Monte Titoli. Most Italian banks, brokers and securities dealers have securities accounts as participants with Monte Titoli, and beneficial owners of Ordinary Shares and Savings Shares may hold their interests through special deposit accounts with any such participant. The beneficial owners of Ordinary Shares and Savings Shares held with Monte Titoli may transfer their Ordinary Shares, collect dividends and exercise other rights with respect to those shares through such accounts. Such shares held by Monte Titoli are transferred between beneficial owners by appropriate instructions being given to the relevant participants associated with Monte Titoli to debit the account with the bank of the vendor and to credit the account with the bank of the purchaser.

Voting rights relating to Ordinary Shares and Savings Shares that have not been deposited with Monte Titoli may be exercised only by depositing them with an authorized intermediary. The Company may act as an intermediary for its own shares.

Each person owning a beneficial interest in Ordinary Shares and Savings Shares held through Euroclear or Clearstream must rely on the procedures of Euroclear or Clearstream, respectively, and of institutions that have accounts with Euroclear or Clearstream to exercise any rights of a holder of shares. Holders may request Euroclear or Clearstream to transfer their Ordinary Shares and Savings Shares to an account of such holder with a participant of Monte Titoli, in which case such holders may transfer their shares, collect dividends and exercise other shareholder rights through that participant. Any such transfer through that participant is not subject to Italian transfer tax if non-Italian parties are involved. See 10.6 Taxation .

*Dividend Rights*

Holders of Savings Shares are entitled each year to a distribution with respect to such year's net income in the amount up to 5% of the par value of their shares. If with respect to any year a lesser amount is paid, the entitlement to payment of the shortfall is carried over for two successive years. In the event that dividends are paid to holders of Ordinary Shares, holders of Savings Shares have a preferential right to receive a dividend per share that is higher by 2% of its par value than the dividend per Ordinary Share.

In case the net income is insufficient, the Annual Ordinary Shareholders' meeting is allowed to satisfy the aforementioned preferential rights by distributing reserves, when available.

### ***Subscription Rights***

New Ordinary Shares and/or Savings Shares may be issued pursuant to a resolution of holders of Ordinary Shares at any extraordinary Shareholders' Meeting.

Pursuant to Italian law, shareholders (including holders of Savings Shares) are entitled to subscribe for new issues of Ordinary Shares and/or Savings Shares, debentures convertible into Ordinary Shares and/or Savings Shares and rights to subscribe for Ordinary Shares and/or Savings Shares in proportion to their respective shareholdings.

As a rule, subject to certain conditions principally designed to prevent dilution of the rights of shareholders, subscription rights may be waived or limited by resolutions taken by an extraordinary Shareholders' Meeting with

**Table of Contents****Item 10. Additional Information****Description of Capital Stock**

the affirmative vote of holders of more than 50% of the Ordinary Shares outstanding. This majority is required at the first, second and third call. On the other hand, according to the Bylaws the subscription rights can be excluded by the extraordinary Shareholders Meeting in the amount of 10% of the pre-existent share capital with no special quorum requirement, on condition that the subscription price is equal to the shares market price and this is confirmed in the proper independent auditors report.

Shareholders can adopt a resolution, at an extraordinary Shareholders Meeting, to convert available reserves into additional share capital. In such case, either the par value of all outstanding shares is identically raised or the shares resulting from the increase in share capital are allocated to the shareholders in proportion to their ownership before the increase without further contribution or payment from the shareholder.

**Liquidation Rights**

Subject to the satisfaction of all other creditors, holders of Ordinary Shares are entitled to a distribution in liquidation.

Holders of Savings Shares and preferred shares, if any, are entitled to a preferred right to distribution from liquidation up to their par value. No liquidation dividend is payable to the holders of other classes of shares until such preferential right has been satisfied in full. Thereafter, in case of surplus assets, holders of all classes of shares rank equally in the distribution of such surplus assets. Shares rank *pari passu* among themselves in a liquidation.

**Purchase of Ordinary Shares or Savings Shares by the Company**

The Company may purchase its own Ordinary Shares or Savings Shares subject to certain conditions and limitations. Such purchases must be authorized by a Shareholders Meeting and made only out of retained earnings or distributable reserves as shown on the most recent financial statements approved by the Shareholders Meeting. The par value of the Ordinary Shares or Savings Shares purchased by the Company, including the Ordinary Shares or Savings Shares, if any, held by the Company's subsidiaries, may not exceed 10% of the Company's share capital. The Company may purchase its own Ordinary Shares or Savings Shares:

- by means of a tender offer;
- on regulated markets in accordance with trading methods laid down in the market rules, that do not permit the direct matching of buy orders with predetermined sell orders;
- by means of the purchase and sale of derivative instruments traded on regulated markets that provide for the delivery of the underlying shares, provided the market rules lay down methods for the purchase and sale of such instruments that (i) do not permit the direct matching of buy orders with predetermined sell orders and (ii) ensure the easy participation of investors in the trading of such derivative instruments used for buybacks;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

· by granting shareholders, in relation to the shares they hold, a put option to be exercised within a period established by the shareholders meeting authorizing the share purchase programme.

Before entering into transactions aimed at the purchase of its own shares other than by means of a tender offer (which in Italy is governed by specific disclosure requirements), the Company must disclose to the public all the details of the share purchase programme.

Ordinary Shares or Savings Shares purchased and held by the Company or one of its subsidiaries may be disposed of only pursuant to a resolution of the Company's or, if applicable, its subsidiary's shareholders meeting.

As a rule, neither the Company nor any company under its control may vote or subscribe for new Ordinary Shares or Savings Shares of the Company, but the shareholders meeting may authorize the exercise of subscription rights. If no such authorization is granted, the subscription rights accrue to the other holders so long as such Ordinary Shares or Savings Shares are held by the Company or a company under its control. The Ordinary Shares or the Savings Shares, as long as they are owned by the Company, are not entitled to receive dividends.

As of May 6, 2010, Telecom Italia owns 37,672,014 of its own Ordinary Shares, while the subsidiary Telecom Italia Finance S.A. held another 124,544,373 Ordinary Shares, for a total of 1.21% of capital with voting rights.

**Table of Contents****Item 10. Additional Information****Description of Capital Stock*****Reporting Requirements and Restrictions on Acquisitions of Shares***

Pursuant to Italian securities regulations any acquisition or sale of an interest in excess of 2%, 5%, 7.5%, 10% and all higher multiples of five, in the voting shares of a listed company, must be notified to the listed company and to Consob within five trading days (defined as days on which Borsa Italiana is open) following the acquisition or sale. Consob must make such information public within three trading days from the notification.

For purposes of the disclosure requirements referred above: (i) a person's holding must include both the shares owned by such person, even if the voting rights belong or are assigned to third parties, and the shares whose voting rights belong or are assigned to such person; (ii) a person's holding shall also include both the shares owned by nominees, trustees or subsidiary companies and the shares of which the voting rights belong or are assigned to such persons; (iii) shares registered in the names of or endorsed to trustees and those whose voting rights are assigned to an intermediary in connection with collective or individual portfolio management services are not to be attributed to the persons controlling the trustee or the intermediary.

For the purposes of the disclosure requirements for 5%, 10%, 25%, 50% and 75% thresholds, the calculation of holdings shall also include issued and subscribed shares that a person may buy or sell on his own initiative, either directly or through nominees, trustees or subsidiary companies. Shares that may be acquired by exercising conversion rights or warrants shall be included in the calculation only if the acquisition can be made within sixty days.

Shareholder agreements concerning the voting shares of a listed company must be notified to Consob, published in abridged form in the daily press and filed with the Company Register of the place where the company has its registered office if they provide for duties of consultation before voting, set limits on the transfer or provide for the purchase of the relevant shares, have as their object or effect the exercise of a dominant influence on the company, aim to encourage or frustrate a takeover bid or equity swap, including commitments relating to non-participation in a takeover bid. The same rule applies when the shareholder agreements concern the shares issued by a non-listed company that controls a listed company. The notification must include the share ownership of all parties filing it.

When listed companies change their share capital, they must notify Consob and Borsa Italiana of the amount of the share capital and the number and classes of shares into which it is divided. Consob and Borsa Italiana must make the information available to the public no later than the day following the notification. The notification shall be made no later than the day following the event causing such modification or the day following the filing of the amended Bylaws.

In accordance with Italian antitrust laws and regulations, the Antitrust Authority is required to prohibit acquisitions of sole or joint control over a company that would create or strengthen a dominant position in the domestic market or a significant part thereof. However, if the acquiring party and the company to be acquired operate in more than one Member State of the EU and exceed certain revenue thresholds, the antitrust approval of the acquisition falls within the exclusive jurisdiction of the European Commission. See Item 4. Information on the Telecom Italia Group 4.3 Regulation .

***Limitations on Voting and Shareholdings***

There are no limitations imposed by Italian law or by the Bylaws of Telecom Italia on the rights of non-residents of Italy or foreign persons to hold or vote the Shares other than those limitations resulting from the special powers of the State, which apply equally to all owners of Shares, Italian and foreign alike.

---

**Table of Contents****Item 10. Additional Information****Description Of American Depositary Receipts****10.5 DESCRIPTION OF AMERICAN DEPOSITARY RECEIPTS**

Following the Merger, Olivetti as the surviving company changed its name to Telecom Italia S.p.A., succeeded to the Exchange Act registration of Old Telecom Italia and became subject to the foreign private issuer reporting requirements of the Exchange Act. Telecom Italia completed the listing of its Ordinary Share American Depositary Shares and Savings Share American Depositary Shares on the New York Stock Exchange. Telecom Italia has entered into two Deposit Agreements among the Company, JPMorgan Chase Bank, as depositary, and the registered Holders from time to time of ADRs issued thereunder. The first such Deposit Agreement, dated as of July 17, 2003, provides for the deposit of Ordinary Shares in registered form, par value 0.55 euros each and the issuance of the Ordinary Share ADSs; the second such Deposit Agreement, also dated as of July 17, 2003 provides for the deposit of Savings Shares in registered form, par value 0.55 euros each and the issuance of the Savings Share ADSs. Because these agreements are otherwise substantially identical, such agreements (including all exhibits and amendments thereto) are referred to herein as the Deposit Agreement, deposited Shares as well as deposited Savings Shares are referred to as Shares, and the Ordinary Share ADSs or Savings Share ADSs, as the case may be, are referred to as the ADSs. The following is a summary of the material provisions of the Deposit Agreement. This summary does not purport to be complete and is qualified in its entirety by reference to the Deposit Agreement. Copies of the Deposit Agreement are available for inspection at the principal office of the Depositary in New York (the Principal New York Office), which is presently located at 4 New York Plaza, New York, New York 10004. Terms used herein and not otherwise defined shall have the respective meanings set forth in the Deposit Agreement.

ADRs evidencing ADSs are issuable by the Depositary pursuant to the terms of the Deposit Agreement. Each ADS represents, as of the date hereof, the right to receive 10 Ordinary Shares (in the case of each Ordinary Share ADS) or 10 Savings Shares (in the case of each Savings Share ADS) in each case deposited under the Deposit Agreement (together with any additional Ordinary Shares deposited thereunder and all other securities, property and cash received and held thereunder at any time in respect of or in lieu of such deposited Ordinary Shares, the Deposited Securities) with the Custodian, currently the Milan office of BNP Paribas (together with any successor or successors thereto, the Custodian). An ADR may evidence any number of ADSs. Only persons in whose names ADRs are registered on the books of the Depositary will be treated by the Depositary and the Company as Holders.

**Deposit, Issuance, Transfer and Withdrawal**

In connection with the deposit of Ordinary Shares under the Deposit Agreement, the Depositary or the Custodian may require the following in form satisfactory to it: (a) a written order directing the Depositary to issue or execute and deliver to, or upon the written order of, the person or persons designated in such order an ADR or ADRs evidencing the number of ADSs representing such Deposited Securities (a Delivery Order); (b) proper endorsements or duly executed instruments of transfer in respect of such Deposited Securities; and (c) instruments assigning to the Custodian or its nominee any distribution on or in respect of such Deposited Securities until the Ordinary Shares are registered in the name required by the Depositary or indemnity therefore. As soon as practicable after the Custodian receives Deposited Securities pursuant to any such deposit or pursuant to any distribution upon Deposited Securities or change affecting Deposited Securities, the Custodian shall present such Deposited Securities for registration of transfer into the name of the Custodian or its nominee, to the extent such registration is practicable, at the cost and expense of the person making such deposit (or for whose benefit such deposit is made) and shall obtain evidence satisfactory to it of such registration. Deposited Securities shall be held by the Custodian for the account and to the order of the Depositary at such place or places and in such manner as the Depositary shall determine. The Depositary agrees to instruct the Custodian to place all Ordinary Shares accepted for deposit into a segregated account separate from any Ordinary Shares of the Company that may be held by such Custodian under any other depositary receipt facility relating to the Ordinary Shares. Deposited Securities may be delivered by the Custodian to any person only under the circumstances expressly contemplated in the Deposit Agreement. To the extent that the provisions of or governing the Shares make delivery of certificates therefore impracticable, Ordinary Shares may be deposited by such delivery thereof as the Depositary or the Custodian may reasonably accept, including, without limitation, by causing them to be credited to an account maintained by the Custodian for such purpose with the Company or an accredited intermediary, such as a bank, acting as a registrar for the Ordinary Shares, together with delivery of the documents, payments and Delivery Order referred to herein to the Custodian or the Depositary. Neither the Depositary nor the Custodian shall lend Deposited Securities.





**Table of Contents****Item 10. Additional Information****Description Of American Depositary Receipts**

After any such deposit of Ordinary Shares, the Custodian shall notify the Depository of such deposit and of the information contained in any related Delivery Order by letter, first class airmail postage prepaid, or, at the request, risk and expense of the person making the deposit, by cable, telex or facsimile transmission. After receiving such notice from the Custodian (or such other evidence as the Company may accept), the Depository, subject to the Deposit Agreement, shall properly issue or execute and deliver, as the case may be at the transfer office of the Depository (the Transfer Office), to or upon the order of any person named in such notice, an ADR or ADRs registered as requested and evidencing the aggregate ADSs to which such person is entitled. ADSs may be issued in certificated form or through the direct registration system utilized by the Depository pursuant to which the Depository may record the ownership of ADRs without the issuance of a certificate, which ownership shall be evidenced by periodic statements issued by the Depository to the Holders entitled thereto.

Subject to the terms of the Deposit Agreement, the Depository may so issue ADRs for delivery at the Transfer Office only against deposit with the Custodian of: (a) Ordinary Shares in form satisfactory to the Custodian; (b) rights to receive Ordinary Shares from the Company or any registrar, transfer agent, clearing agent or other entity recording Share ownership or transactions; or (c) other rights to receive Shares (until such Shares are actually deposited pursuant to (a) or (b) above, Pre-released ADRs) only if (i) Pre-released ADRs are fully collateralized (marked to market daily) with cash or U.S. government securities held by the Depository for the benefit of Holders (but such collateral shall not constitute Deposited Securities), (ii) each recipient of Pre-released ADRs agrees in writing with the Depository that such recipient (a) owns such Shares, (b) assigns all beneficial right, title and interest therein to the Depository, (c) holds such Shares for the account of the Depository and (d) will deliver such Shares to the Custodian as soon as practicable and promptly upon demand therefore and (iii) all Pre-released ADRs evidence not more than 20% of all ADSs (excluding those evidenced by Pre-released ADRs) provided; however, that the Depository reserves the right to change or disregard such limit from time to time as it deems appropriate. The Depository may retain for its own account any earnings on collateral for Pre-released ADRs and its charges for issuance thereof. At the request, risk and expense of the person depositing Shares, the Depository may accept deposits for forwarding to the Custodian and may deliver ADRs at a place other than its office. Shares or evidence of rights to receive Shares may be deposited through (x) electronic transfer of such Shares to the account maintained by the Custodian for such purpose at Monte Titoli S.p.A., (y) evidence satisfactory to the Custodian of irrevocable instructions to cause such Shares to be transferred to such account or (z) delivery of the certificates representing such Shares. If use of the Monte Titoli book-entry system in connection with the Shares is discontinued at any time for any reason, the Company shall make other book-entry arrangements (if any) that it determines, after consultation with the Depository, are reasonable. Every person depositing Shares under the Deposit Agreement represents and warrants that such Shares are validly issued and outstanding, fully paid, non assessable and free of pre-emptive rights, that the person making such deposit is duly authorized so to do and that such Shares (A) are not restricted securities as such term is defined in Rule 144 under the Securities Act of 1933 unless at the time of deposit they may be freely transferred in accordance with Rule 144(k) and may otherwise be offered and sold freely in the United States or (B) have been registered under the Securities Act of 1933. Such representations and warranties shall survive the deposit of Shares and issuance of ADRs.

Subject to the terms and conditions of the Deposit Agreement, upon surrender of (i) a certificated ADR in form satisfactory to the Depository at the Transfer Office or (ii) proper instructions and documentation in the case of a Direct Registration ADR, the Holder is entitled to delivery at the Custodian's office of the Deposited Securities at the time represented by the ADSs evidenced thereby. At the request, risk and expense of the Holder of an ADR, the Depository may deliver such Deposited Securities at such other place as may have been requested by the Holder.

**Distributions on Deposited Securities**

Subject to the terms and conditions of the Deposit Agreement, to the extent practicable, the Depository will distribute to each Holder entitled thereto on the record date set by the Depository therefore at such Holder's address shown on the ADR Register, in proportion to the number of Deposited Securities (on which the following distributions on Deposited Securities are received by the Custodian) represented by ADSs evidenced by such Holder's ADRs:

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

· *Cash.* Any U.S. dollars available to the Depositary resulting from a cash dividend or other cash distribution or authorized portion thereof ( Cash ), on an averaged, if possible, or other practicable

**Table of Contents****Item 10. Additional Information****Description Of American Depositary Receipts**

basis, subject to appropriate adjustments for (i) taxes withheld, (ii) such distribution being impermissible or impracticable with respect to certain Holders, and (iii) deduction of the Depositary's expenses in (1) converting any foreign currency to U.S. dollars by sale or in such other manner as the Depositary may determine to the extent that it determines that such conversion may be made on a reasonable basis, (2) transferring foreign currency or U.S. dollars to the United States by such means as the Depositary may determine to the extent that it determines that such transfer may be made on a reasonable basis, (3) obtaining any approval or license of any governmental authority required for such conversion or transfer, which is obtainable at a reasonable cost and within a reasonable time and (4) making any sale by public or private means in any commercially reasonable manner.

*Shares.* (i) Additional ADRs evidencing whole ADSs representing any Shares available to the Depositary resulting from a dividend or free distribution on Deposited Securities consisting of Shares (a *Share Distribution*) and (ii) U.S. dollars available to it resulting from the net proceeds of sales of Shares received in a *Share Distribution*, which Shares would give rise to fractional ADSs if additional ADRs were issued therefore, as in the case of Cash.

*Rights.* (i) *Warrants* or other instruments in the discretion of the Depositary after consultation with the Company, to the extent practicable, representing rights to acquire additional ADRs in respect of any rights to subscribe for additional Shares or rights of any nature available to the Depositary as a result of a distribution on Deposited Securities (*Rights*), to the extent that the Company timely furnishes to the Depositary evidence satisfactory to the Depositary that the Depositary may lawfully distribute the same (the Company has no obligation to so furnish such evidence), or (ii) to the extent the Company does not so furnish such evidence and sales of *Rights* are practicable, any U.S. dollars available to the Depositary from the net proceeds of sales of *Rights* as in the case of Cash, or (iii) to the extent the Company does not so furnish such evidence and such sales cannot practicably be accomplished by reason of the non-transferability of the *Rights*, limited markets therefore, their short duration or otherwise, nothing (and any *Rights* may lapse).

*Other Distributions.* (i) Securities or property available to the Depositary resulting from any distribution on Deposited Securities other than Cash, *Share Distributions* and *Rights* (*Other Distributions*), by any means that the Depositary may deem equitable and practicable, or (ii) to the extent the Depositary deems distribution of such securities or property not to be equitable and practicable, any U.S. dollars available to the Depositary from the net proceeds of sales of *Other Distributions* as in the case of Cash. Such U.S. dollars available will be distributed by checks drawn on a bank in the United States for whole dollars and cents (any fractional cents being withheld without liability for interest and added to future Cash distributions).

To the extent that the Depositary determines in its discretion that any distribution is not practicable with respect to any Holder, the Depositary, after consultation with the Company, may make such distribution as it so deems practicable, including the distribution of foreign currency, securities or property (or appropriate documents evidencing the right to receive foreign currency, securities or property) or the retention thereof as Deposited Securities with respect to such Holder's ADRs (without liability for interest thereon or the investment thereof).

There can be no assurance that the Depositary will be able to effect any currency conversion or to sell or otherwise dispose of any distributed or offered property, subscription or other rights, Shares or other securities in a timely manner or at a specified rate or price, as the case may be.

**Disclosure of Interests**

To the extent that the provisions of or governing any Deposited Securities may require disclosure of or impose limits on beneficial or other ownership of Deposited Securities, other Shares and other securities and may provide for blocking transfer, voting or other rights to enforce such disclosure or limits, Holders and all persons holding ADRs agree to comply with all such disclosure requirements and ownership limitations and to cooperate with the Depositary in the Depositary's compliance with any Company instructions in respect thereof, and the Depositary will use

reasonable efforts to comply with such Company instructions.

**Record Dates**

The Depositary shall, to the extent necessary, after consultation with the Company, if practicable, fix a record date (which shall be as near as practicable to any corresponding record date set by the Company) for the

**Table of Contents****Item 10. Additional Information****Description Of American Depositary Receipts**

determination of the Holders who shall be entitled to receive any distribution on or in respect of Deposited Securities, to give instructions for the exercise of any voting rights, to receive any notice or to act in respect of other matters and only such Holders at the close of business on such record date shall be so entitled.

**Voting of Deposited Securities**

Upon receipt of notice of any meeting or solicitation of consents or proxies of holders of Shares the Depositary will, unless otherwise instructed by the Company, promptly thereafter, distribute to all Holders a notice containing (i) the information (or a summary thereof) included in any such notice received by the Depositary, including the agenda for the meeting, (ii) a statement that the Holders as of the close of business on a specified record date will be entitled, subject to applicable provisions of Italian law and of the Company's Certificate of Incorporation and Bylaws (any such provisions, if material, will be summarized in such notice), to instruct the Depositary as to the exercise of voting rights, if any (subject to compliance by such Holder with the requirements described below) pertaining to the number of Shares represented by their respective ADSs, (iii) if applicable, a statement as to the manner in which such Holders may request a proper communication to the issuer attesting that beneficial ownership of the related Shares is in the name of the Holders and therefore enabling them to exercise voting rights with respect to the Shares represented by their ADSs without the use of ADS proxy cards, (iv) if applicable, an ADS proxy card pursuant to which such Holder may appoint the Depositary (with power of substitution) as his or her proxy to vote at such meeting in accordance with the directions set out in such ADS proxy card, and (v) such other information, including any such modification to the foregoing procedures as agreed between the Depositary and the Company.

Upon receipt by the Depositary of a properly completed ADS proxy card, on or before the date set by the Depositary for such purpose, the Depositary will attempt, insofar as practicable and permitted under any applicable provisions of Italian law and the Company's Certificate of Incorporation and Bylaws, to vote or cause to be voted the Shares underlying such ADRs in accordance with any nondiscretionary instructions set forth in such ADS proxy card. The Depositary will not vote or attempt to exercise the right to vote that attaches to Shares underlying such ADRs other than in accordance with such instructions.

A Holder desiring to exercise voting rights with respect to the Shares represented by its ADSs without the use of an ADS proxy card may do so by (A) depositing its ADRs in a blocked account with the Depositary until the completion of such meeting and (B) instructing the Depositary to (x) furnish the Custodian with the name and address of such Holder, the number of ADSs represented by ADRs held by such Holder and any other information required in accordance with Italian law or the Company's Certificate of Incorporation and Bylaws, (y) notify the Custodian of such deposit, and (z) instruct the Custodian to issue a communication for such meeting, which gives notice to the Company of such Holder's intention to vote the Shares underlying its ADRs. By giving the instructions set forth under point (B) above, Holders will be deemed to have authorized the Custodian to prohibit any transfers of the related Shares for the blocked period.

A precondition for the issue of the communication for a specific meeting by the Custodian may be that beneficial ownership of the related Shares has been in the name of the Holder for a specific number of days prior to the date of the meeting according to applicable provisions (if any) of Italian laws and regulations and/or applicable provisions (if any) of the Company's Certificate of Incorporation and Bylaws.

Under Italian law, shareholders at shareholders' meetings may modify the resolutions presented for their approval by the Board of Directors. In such case Holders who have given prior instructions to vote on such resolutions, and whose instructions do not provide for the case of amendments or additions to such resolutions, will be deemed to have elected to have abstained from voting on any such revised resolution.

When the Company makes its annual accounts available at its offices in connection with a general meeting of shareholders at which a vote will be taken on such accounts, the Company will deliver to the Depository and the Custodian copies of such accounts. Until such meeting, the Depository will make available copies of such accounts for inspection at the office of the Depository in New York (the Transfer Office ), the office of the Custodian in Milan, Italy and any other designated transfer offices.

In the Deposit Agreement, the Depository and the Company agree to use reasonable efforts to make and maintain arrangements (in addition to or in substitution of the arrangements described in this paragraph) to enable Holders to vote the Shares underlying their ADRs.

**Table of Contents**

**Item 10. Additional Information**

**Description Of American Depositary Receipts**

**Inspection of Transfer Books**

The Deposit Agreement provides that the Depositary or its agent will keep books at its Transfer Office for the registration, registration of transfer, combination and split-up of ADRs, and, in the case of Direct Registration ADRs, shall include the Direct Registration System which at all reasonable times will be open for inspection by the Holders and the Company for the purpose of communicating with Holders in the interest of the business of the Company or a matter relating to the Deposit Agreement.

**Reports and Other Communications**

The Deposit Agreement, the provisions of or governing Deposited Securities and any written communications from the Company, which are both received by the Custodian or its nominee as a holder of Deposited Securities and made generally available to the holders of Deposited Securities, are available for inspection by Holders at the offices of the Depositary and the Custodian and at the Transfer Office. The Depositary will mail copies of such communications (or English translations or summaries thereof) to Holders when furnished by the Company.

On or before the first date on which the Company makes any communication generally available to holders of Deposited Securities or any securities regulatory authority or stock exchange, by publication or otherwise, the Company shall transmit to the Depositary a copy thereof in English or with an English translation or summary. The Company has delivered to the Depositary and the Custodian, a copy of all provisions of or governing the Shares (other than copies of Italian law) and any other Deposited Securities issued by the Company or any affiliate of the Company, if any, and, promptly upon any change thereto, the Company shall deliver to the Depositary and Custodian, a copy (in English or with an English translation) of such provisions (other than copies of Italian law) as so changed.

**Changes Affecting Deposited Securities**

Subject to the terms of the Deposit Agreement and the ADRs, the Depositary may, in its discretion, amend the ADRs or distribute additional or amended ADRs (with or without calling ADRs for exchange) or cash, securities or property on the record date set by the Depositary therefore to reflect any change in par value, split-up, consolidation, cancellation or other reclassification of Deposited Securities, any Share Distribution or Other Distribution not distributed to Holders or any cash, securities or property available to the Depositary in respect of Deposited Securities from (and the Depositary is hereby authorized to surrender any Deposited Securities to any person and to sell by public or private sale any property received in connection with) any recapitalization, reorganization, merger, consolidation, liquidation, receivership, bankruptcy or sale of all or substantially all the assets of the Company, and to the extent the Depositary does not so amend the ADRs or make a distribution to Holders to reflect any of the foregoing, or the net proceeds thereof, whatever cash, securities or property results from any of the foregoing shall constitute Deposited Securities and each ADS evidenced by ADRs shall automatically represent its pro rata interest in the Deposited Securities as then constituted.

**Amendment and Termination of Deposit Agreement**

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The ADRs and the Deposit Agreement may be amended by the Company and the Depositary, provided that any amendment that imposes or increases any fees or charges (other than stock transfer or other taxes and other governmental charges, transfer or registration fees, cable, telex or facsimile transmission costs, delivery costs or other such expenses), or that shall otherwise prejudice any substantial existing right of Holders, shall become effective 30 days after notice of such amendment shall have been given to the Holders. Every Holder of an ADR at the time any amendment to the Deposit Agreement so becomes effective shall be deemed, by continuing to hold such ADR, to consent and agree to such amendment and to be bound by the Deposit Agreement and the ADRs as amended thereby. In no event shall any amendment impair the right of the Holder of any ADR to surrender such ADR and receive the Deposited Securities represented thereby, except in order to comply with mandatory provisions of applicable law. Any amendments or supplements which (i) are reasonably necessary (as agreed by the Company and the Depositary) in order for (a) the ADSs to be registered on Form F-6 under the Securities Act of 1933 or (b) the ADSs or Shares to be traded solely in electronic book-entry form and (ii) do not in either such case impose or increase any fees or charges to be borne by Holders, shall be deemed not to prejudice any substantial rights of Holders. Notwithstanding the foregoing, if any governmental body should adopt new laws, rules or regulations which would require amendment or supplement of the Deposit Agreement or the form of ADR



**Table of Contents****Item 10. Additional Information****Description Of American Depositary Receipts**

to ensure compliance therewith, the Company and the Depositary may amend or supplement the Deposit Agreement and the ADR at any time in accordance with such changed rules. Such amendment or supplement to the Deposit Agreement in such circumstances may become effective before a notice of such amendment or supplement is given to Holders or within any other period of time as required for compliance.

Upon any resignation of the Depositary which does not become effective during the earlier of (i) 90 days from the date of the Depositary shall have resigned as such and (ii) the date on which the Company shall have appointed a successor depositary or on any removal of the Depositary pursuant to the Deposit Agreement, the Depositary may, and shall at the written direction of the Company, terminate the Deposit Agreement and this ADR by mailing notice of such termination to the Holders at least 30 days prior to the date fixed in such notice for such termination. After the date so fixed for termination, the Depositary and its agents will perform no further acts under the Deposit Agreement and this ADR, except to receive and hold (or sell) distributions on Deposited Securities and deliver Deposited Securities being withdrawn. As soon as practicable after the expiration of six months from the date so fixed for termination, the Depositary shall sell the Deposited Securities and shall thereafter (as long as it may lawfully do so) hold in a segregated account the net proceeds of such sales, together with any other cash then held by it under the Deposit Agreement, without liability for interest, in trust for the pro rata benefit of the Holders of ADRs not theretofore surrendered. After making such sale, the Depositary shall be discharged from all obligations in respect of the Deposit Agreement and this ADR, except to account for such net proceeds and other cash. After the date so fixed for termination, the Company shall be discharged from all obligations under the Deposit Agreement except for its obligations to the Depositary and its agents.

**Charges of Depositary**

The Depositary may charge each person to whom ADSs are issued against deposits of Shares, including deposits in respect of Share Distributions, Rights and Other Distributions, and each person surrendering ADSs for withdrawal of Deposited Securities, U.S.\$5.00 for each 100 ADSs (or portion thereof) delivered or surrendered. The Depositary may sell (by public or private sale) sufficient securities and property received in respect of Share Distributions, Rights and Other Distributions prior to such deposit to pay such charge. In addition, the Depositary may charge Holders, a fee for the distribution of securities, such fee being in an amount equal to the fee for the execution and delivery of ADSs referred to above which would have been charged as a result of the deposit of such securities (for purposes hereof treating all such securities as if they were Shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the Depositary to Holders entitled thereto. The Company will pay all other charges and expenses of the Depositary and any agent of the Depositary (except the Custodian) pursuant to agreements from time to time between the Company and the Depositary, except (i) stock transfer or other taxes and other governmental charges (which are payable by Holders or persons depositing Shares), (ii) cable, telex and facsimile transmission and delivery charges incurred at the request of persons depositing, or Holders delivering Shares, ADRs or Deposited Securities (which are payable by such persons or Holders), (iii) transfer or registration fees for the registration of transfer of Deposited Securities on any applicable register in connection with the deposit or withdrawal of Deposited Securities (which are payable by persons depositing Shares or Holders withdrawing Deposited Securities; there are no such fees in respect of the Shares as of the date of the Deposit Agreement), (iv) expenses of the Depositary in connection with the conversion of foreign currency into U.S. dollars (which are paid out of such foreign currency) and (v) such fees and expenses as are incurred by the Depositary (including without limitation expenses incurred on behalf of Holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of Deposited Securities or otherwise in connection with the Depositary's or its Custodian's compliance with applicable law, rule or regulation (see Item 12D. American Depositary Shares).

**Liability of Holders for Taxes**

If any tax or other governmental charge shall become payable by or on behalf of the Custodian or the Depositary with respect to an ADR, any Deposited Securities represented by the ADSs evidenced thereby or any distribution thereon, such tax or other governmental charge shall be paid by the Holder thereof to the Depositary. The Depositary may refuse to effect any registration, registration of transfer, split-up or combination or, only for those reasons set forth in General Instruction I.A.(1) of Form F-6 under the Securities Act, any withdrawal of Deposited Securities until

such payment is made. The Depositary may also deduct from any distributions on or in respect of Deposited Securities, or may sell by public or private sale for the account of the respective Holder any part or all of such Deposited Securities (after attempting by reasonable means to notify the Holder thereof prior to such

**Table of Contents****Item 10. Additional Information****Description Of American Depositary Receipts**

sale), and may apply such deduction or the proceeds of any such sale in payment of such tax or other governmental charge, the respective Holder remaining liable for any deficiency, and shall reduce the number of ADSs evidenced thereby to reflect any such sales of Shares.

In connection with any distribution to Holders, the Company or its agents will remit to the appropriate governmental authority or agency all amounts (if any) required to be withheld and owing to such authority or agency by the Company or its agents; and the Depositary and the Custodian will remit to the appropriate governmental authority or agency all amounts (if any) required to be withheld by the Depositary or the Custodian. The Depositary shall forward to the Company or its agent such information from its records as the Company may request to enable the Company or its agent to file necessary reports with governmental authorities or agencies. If the Depositary determines that any distribution in property other than cash (including Shares or rights) on Deposited Securities is subject to any tax that the Depositary or the Custodian is obligated to withhold, the Depositary may dispose of all or a portion of such property in such amounts and in such manner as the Depositary deems necessary and practicable to pay such taxes, by public or private sale, and the Depositary shall distribute the net proceeds of any such sale or the balance of any such property after deduction of such taxes to the Holders entitled thereto.

The Depositary and the Company agree to use reasonable efforts to make and maintain arrangements (in addition to or in substitution of the arrangements described herein) to enable persons that are considered United States residents for purposes of applicable law to receive any rebates, tax credits or other benefits (pursuant to treaty or otherwise) relating to distributions on the ADSs to which such persons are entitled. Notwithstanding the above, the Company may, by written notice to the Depositary, modify or withdraw the procedures described in this paragraph (including by ceasing to pay to the Depositary any amounts in respect of refunds of Italian withholding taxes), to the extent the Company determines that its participation in the refund process is no longer lawful or practical.

See 10.6 Taxation for additional information on tax issues relating to ADRs.

**General Limitations**

The Depositary, the Company, their agents and each of them shall: (a) incur no liability (i) if any present or future law, regulation, the provisions of or governing any Deposited Securities, act of God, war or other circumstance beyond its control shall prevent, delay or subject to any civil or criminal penalty any act which the Deposit Agreement or this ADR provides shall be done or performed by it, or (ii) by reason of any exercise or failure to exercise any discretion given it in the Deposit Agreement or this ADR; (b) assume no liability except to perform its obligations to the extent they are specifically set forth in this ADR and the Deposit Agreement without gross negligence or bad faith; (c) in the case of the Depositary and its agents, be under no obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Securities or this ADR; (d) in the case of the Company and its agents hereunder be under no obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Securities or this ADR, which in its opinion may involve it in expense or liability, unless indemnity satisfactory to it against all expense (including fees and disbursements of counsel) and liability be furnished as often as may be required; or (e) not be liable for any action or inaction by it in reliance upon the advice of or information from legal counsel, accountants, any person presenting Shares for deposit, any Holder, or any other person believed by it in good faith to be competent to give such advice or information. The Depositary, its agents and the Company may rely and shall be protected in acting upon any written notice, request, direction or other document believed by them in good faith to be genuine and to have been signed or presented by the proper party or parties. The Depositary and its agents will not be responsible for any failure to carry out any instructions to vote any of the Deposited Securities (provided that such act or omission to act is in good faith), for the manner in which any such vote is cast or for the effect of any such vote. The Depositary and its agents may own and deal in any class of securities of the Company and its affiliates and in ADRs. Neither the Company, the Depositary nor any of their respective agents shall be liable to Holders or beneficial owners of interests in ADSs for any indirect, special, punitive or consequential damages.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Prior to the issue, registration, registration of transfer, split-up or combination of any ADR, the delivery of any distribution in respect thereof, or, subject to the last sentence of this paragraph, the withdrawal of any Deposited Securities, and from time to time, in the case of clause (b)(ii) of this paragraph, the Company, the Depositary or the Custodian may require: (a) payment with respect thereto of (i) any stock transfer or other tax or other

**Table of Contents**

**Item 10. Additional Information**

**Description Of American Depositary Receipts**

governmental charge, (ii) any stock transfer or registration fees in effect for the registration of transfers of Shares or other Deposited Securities upon any applicable register and (iii) any applicable charges; (b) the production of proof satisfactory to it of (i) the identity and genuineness of any signature and (ii) such other information, including without limitation, information as to citizenship, residence, exchange control approval, beneficial ownership of any securities, compliance with applicable law, regulations, provisions of or governing Deposited Securities and terms of the Deposit Agreement and the ADRs, as it may deem necessary or proper; and (c) compliance with such regulations as the Depositary may establish consistent with the Deposit Agreement. The Depositary shall provide to the Company, promptly upon its written request, copies of any such proofs of citizenship or residence or other information referred to in (b) above so requested. The issuance of ADRs, the acceptance of deposits of Shares, the registration, registration of transfer, split-up or combination of ADRs or, subject to the last sentence of this paragraph, the withdrawal of Deposited Securities may be suspended, generally or in particular instances, when the ADR register or any register for Deposited Securities is closed or when any such action is deemed necessary or advisable by the Depositary or the Company. Notwithstanding any other provision of the Deposit Agreement or the ADRs, the withdrawal of Deposited Securities may be restricted only for the reasons set forth in General Instruction I.A.(1) of Form F-6 (as such instructions may be amended from time to time) under the Securities Act.

**Governing Law**

The Deposit Agreement is governed by and shall be construed in accordance with the laws of the State of New York.

**Table of Contents****Item 10. Additional Information****Taxation****10.6 TAXATION**

Unless otherwise indicated, for purposes of the following discussion regarding taxation, the Ordinary Shares and the Savings Shares are collectively referred to as the Telecom Italia Shares .

**10.6.1 ITALIAN TAXATION**

The following is a summary of material Italian tax consequences of the ownership and disposition of Ordinary Shares, Savings Shares or ADRs as at the date hereof. It does not purport to be a complete analysis of all potential tax matters relevant to a decision to hold Shares, Savings Shares or ADRs. For purposes of Italian law and the Italian-U.S. Income Tax Convention (the **Treaty** ), holders of ADSs which are evidenced by ADRs will be treated as holders of the underlying Shares or Savings Shares, as the case may be. The 1999 Treaty between Italy and U.S. entered into force and took effect for taxable periods beginning on or after January 1, 2010. In respect of tax withheld at the source (such as withholding tax on dividends) the 1999 Treaty is effective for amounts paid or credited in or after February 1, 2010. A grandfathering clause allows a person entitled to greater relief under the 1984 Treaty to elect to apply the 1984 Treaty in its entirety for a 12-month period from the date on which the provisions of the 1999 Treaty have had effect.

***Income Tax***

Dividends paid to holders of Savings Shares and applicable ADRs who are not Italian residents and do not have a permanent establishment in Italy to which dividends are connected are subject to a 12.5% withholding tax.

Dividends paid to holders of Ordinary Shares and applicable ADRs who are not Italian residents and do not have a permanent establishment in Italy to which dividends are connected are subject to a 27% withholding tax.

All shares of Italian listed companies have to be registered in a centralized deposit system. With respect to dividends paid in connection with shares held in the centralized deposit system managed by Monte Titoli, such as Telecom Italia Shares, instead of the 27% or 12.5% withholding taxes mentioned above, a substitute income tax will apply at the same tax rates as the above-mentioned withholding taxes. This substitute income tax is levied by, and under the responsibility of, the Italian authorized intermediaries participating in the Monte Titoli system and with whom the securities are deposited and also by non-Italian authorized intermediaries participating, directly or through a non-Italian centralized deposit system, in the Monte Titoli system. With respect to any dividends paid within the above mentioned centralized deposit, Telecom Italia assumes no responsibility for the withholding of tax at the source (and application of tax treaties, as stated below) as such responsibility lies entirely on the Italian authorized intermediaries with whom the securities are deposited.

Non-resident holders of Ordinary Shares and applicable ADRs have the right to recover within 48 months from the date of payment of the Italian substitute income tax, up to four-ninths of such 27% substitute tax on their dividend income, upon providing adequate evidence, certified by the tax authorities in their home country, that they paid a corresponding amount of income tax in their home country on the same dividend income.

These refunds are normally subject to extensive delays. In addition, these refunds are an alternative to seeking any relief from double taxation under an income tax treaty, including the Treaty.

U.S. resident beneficial owners of Ordinary Shares and ADRs may be entitled to a reduced tax rate on their dividends under the Treaty. Where a U.S. resident owner: (i) qualifies for the benefits of the Treaty and meets all the requirements of the Treaty provision dealing with limitation on benefits, (ii) is the actual beneficial owner of the dividends, and (iii) the dividends paid are not connected with a permanent establishment in Italy through which the U.S. resident owner carries on a business or with a fixed base in Italy through which the U.S. resident owner performs independent personal services, the Treaty generally provides that Italian taxes cannot exceed 15% of the gross amount of the dividend (this 15% rate may be reduced to 5% when the beneficial owner of the dividends is a U.S. company which has owned at least 25 percent of the voting stock of the company paying the dividends for a 12-month period ending on the date the dividend is declared).

**Table of Contents****Item 10. Additional Information****Taxation**

To obtain the reduced tax rate afforded by the Treaty, a beneficial owner of Shares or ADRs must provide, before the dividend is paid (usually, according to the intermediary instructions), the intermediary with which the shares are deposited and which participates in the Monte Titoli system with the following:

- (i) a declaration by the beneficial owner containing all the data identifying such person as the beneficial owner and establishing the existence of all the conditions necessary for the application of the Treaty; and
- (ii) in the case of a U.S. holder, a certification (Form 6166) issued by the U.S. Internal Revenue Service that states that the beneficial owner is a U.S. resident for tax purposes. The certification is valid until March 31 of the year following the submission.

The processing of requests for certification by the U.S. Internal Revenue Service may take a substantial period of time. Accordingly, in order to be eligible for the procedure described below, eligible ADR holders should begin the process of obtaining Form 6166 as soon as possible after receiving instructions from the Depositary on how to claim the reduced rate provided by the Treaty.

The Depositary's instructions, which will be sent to all ADR holders before the dividend payment date, will specify certain deadlines for delivering to the Depositary any documentation required to obtain the reduced rate provided by the Treaty, including the certification that the eligible ADR holders must obtain from the U.S. Internal Revenue Service. In the case of ADRs held through a broker or other financial intermediary, the required documentation should be delivered to such financial intermediary for transmission to the Depositary. In all other cases, the eligible ADR holders should deliver the required documentation directly to the Depositary.

If the holder of Ordinary Shares or ADRs fails to obtain the reduced rate provided by the Treaty at the time the dividend is paid, a refund equal to the difference between the Treaty rate and the Italian 12.5% or 27% substitute tax, applied at the payment of dividends, may be claimed directly from the Italian tax authorities. Extensive delays have been encountered by U.S. residents seeking payments directly from the Italian authorities.

In the case of dividends derived by a U.S. partnership, the reduction of the tax rate under the Treaty is only available to the extent such dividends are subject to U.S. tax in the hands of the partners.

The Italian Budget Law for 2008 (Law No. 244 of December 24, 2007) introduced, among other provisions, some changes regarding dividends paid to non-residents. According to these new rules, the Italian withholding tax rates of 12.5% or 27%, currently levied on dividends paid to non-residents, are reduced to 1.375%, provided that the beneficial owner of the dividends:

- is subject to corporate income tax in its home State country; *and*
- is resident in another Member State of the European Union or of the European Economic Area listed in the New White List to be issued by the Ministry of Finance pursuant to the (new) Article 168-*bis* of the Italian Tax Code (see below).



It follows that such rate reduction is not available for non-resident individuals or entities not subject to corporate taxation, regardless of where they are located.

Non-resident holders who paid the Italian substitute tax at the rate of 1.375% have no right to recover the four-ninths of such tax, as would otherwise be available to non-resident holders of Ordinary Shares.

The new rate applies to a distribution of profits that have been realized in tax periods starting on or after January 1, 2008. On November 19, 2009, the European Court of Justice finally ruled (C-540/07) that making dividends distributed to companies established in other European Union Member States subject to a withholding tax rate more disadvantageous than the tax regime applied to dividends distributed to resident (i.e., Italian) companies is in breach of European Union principles (free movement of capital). According to the above-mentioned decision, since Italian domestic legislation only removed this different treatment on dividends paid out of profits that have been realized in tax periods beginning on or after January 1, 2008, the reduced tax rate of 1.375% could also be applicable (within the terms of the statute of limitations as in force in Italy and to the extent retroactive refund claims are available) to dividends paid to companies established in other European Union Member States, out of profits realized in tax periods beginning before January 1, 2008.

**Table of Contents****Item 10. Additional Information****Taxation**

A new ministerial decree will be issued and will provide a new list of States and territories allowing an adequate exchange of information with the Italian tax authorities (i.e. the **New White List** ). It should differ from the existing white list, as the new provision refers to the existence of an effective exchange of information.

The above provision will become effective as from the tax period following the one when such ministerial decree will be enacted. Transitional provisions are provided. Until the effectiveness of the new provisions, reference has to be made to the States and territories currently listed in the Decree of the Ministry of Finance dated as of September 4, 1996, as modified by subsequent Ministerial Decrees (the latest one being the Decree of the Ministry of Finance dated as of December 14, 2000).

***Transfer Tax***

No transfer tax is due upon the transfer of shares and securities under Italian laws since Italian transfer tax formerly provided for by the Royal Decree No. 3278 of 30th December, 1923, as amended and supplemented by the Legislative Decree No. 435 of November 21, 1997 has been abolished starting from December 31, 2007.

Following the repeal of the Italian Transfer tax, contracts relating to the transfer of securities are subject to the registration tax as follows: (i) public deeds and notarized deeds are subject to fixed registration tax at a rate of 168 euros; (ii) private deeds are only subject to registration tax in case of use or voluntary registration.

***Capital Gains Tax***

Under Italian law, capital gains tax ( **CGT** ) is levied on capital gains realized by non-residents from the disposal of shares in companies resident in Italy for tax purposes even if those shares are held outside of Italy. For the purposes of CGT, the exchange of shares under a merger or de-merger of Italian companies does not constitute a disposal of shares. In such transactions, the tax value and the holding period of the exchanged shares is carried over to the shares received in the exchange. Capital gains realized by non-resident holders on the sale of non-qualified shareholdings (as defined below) in companies whose shares or ADSs are listed on a stock exchange and resident in Italy for tax purposes (as is the case for Telecom Italia) are not subject to CGT.

A **qualified shareholding** consists of securities (except for Saving Shares and applicable ADRs) that (i) entitle the holder to exercise more than 2% of the voting rights of a company with shares listed on a stock exchange (Telecom Italia is such a company) in the ordinary meeting of the shareholders or (ii) represent more than 5% of the share capital of a company with shares listed on a stock exchange (Telecom Italia is such a company). A **non-qualified shareholding** is any shareholding that does not meet the above mentioned requirements to be qualified as a **qualified shareholding** .

The relevant percentage is calculated taking into account the shareholdings sold during the prior 12-month period.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Pursuant to the Treaty, a U.S. resident will not be subject to Italian CGT on a sale of qualified shareholdings unless the Telecom Italia Shares or ADRs form part of the business property of a permanent establishment of the holder in Italy or pertain to a fixed base available to a holder in Italy for the purpose of performing independent personal services. U.S. residents who sell Telecom Italia Shares or ADRs may be required to produce appropriate documentation establishing that the above mentioned conditions of non-taxability pursuant to the Treaty provisions have been satisfied if CGT would otherwise be applicable.

### *Inheritance and Gift Tax*

The transfers of any valuable asset (including Shares, Savings Shares and ADRs) as a result of death or donation (or other transfers for no consideration) and the creation of liens on such assets for a specific purpose are taxed as follows:

- (i) transfers in favour of the spouse and of direct descendants or ascendants are subject to an inheritance and gift tax applied at a rate of 4% on the value of the inheritance or the gift exceeding 1,000,000 (per beneficiary);

**Table of Contents**

<b>Item 10. Additional Information</b>	<b>Taxation</b>
(ii) transfers in favour of brothers and sisters are subject to an inheritance and gift tax applied at a rate of 6% on the value of the inheritance or the gift exceeding 100,000 (per beneficiary). The same tax rate applies in favour of handicapped individuals on the value of inheritance or gift exceeding 1,500,000 (per beneficiary);	
(iii) transfers in favour of all other relatives up to the fourth degree or relatives-in-law up to the third degree, are subject to an inheritance and gift tax applied at a rate of 6% on the entire value of the inheritance or the gift;	
(iv) any other transfer is subject to an inheritance and gift tax applied at a rate of 8% on the entire value of the inheritance or the gift.	

With respect to listed Shares, the value for inheritance and gift tax purposes is the average stock exchange price of the last quarter preceding the date of the succession or of the gift (increased by the interest accrued during the interim). With respect to unlisted Shares, the value for inheritance and gift tax purposes is determined by reference to the value of listed debt securities having similar features or based on other certain elements.

There is currently no gift tax convention between Italy and the United States.

**10.6.2 UNITED STATES FEDERAL INCOME TAXATION**

The following is a description of the material U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of Telecom Italia Shares or ADSs representing Telecom Italia Shares, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person's decision to hold the securities. This discussion applies only to a U.S. Holder that holds Telecom Italia Shares or ADSs as capital assets for U.S. federal income tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of the U.S. Holder's particular circumstances, including alternative minimum tax consequences and tax consequences applicable to U.S. Holders subject to special treatment, such as:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of tax accounting;
- persons holding Telecom Italia Shares or ADSs as part of a hedging transaction, straddle, wash sale, conversion transaction or integrated transaction or persons entering into a constructive sale with respect to the Telecom Italia Shares or ADSs;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities, including an individual retirement account or Roth IRA ;

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- persons that own or are deemed to own ten percent or more of voting stock of Telecom Italia;
- persons who acquired Telecom Italia Shares or ADSs pursuant to the exercise of an employee stock option or otherwise as compensation; or
- persons holding Telecom Italia Shares in connection with a trade or business conducted outside of the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds Telecom Italia Shares or ADSs, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Partnerships holding Telecom Italia Shares or ADSs and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of holding and disposing of the Telecom Italia Shares or ADSs.

This discussion is based on the Internal Revenue Code of 1986, as amended (the Code ), administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations, and the Treaty, all as of the date hereof, any of which is subject to change, possibly with retroactive effect. It is also based in part on representations by the Depositary and assumes that each obligation under the Deposit Agreement and any related agreement will be performed in accordance with its terms.

**Table of Contents****Item 10. Additional Information****Taxation**

A U.S. Holder is a holder who, for U.S. federal income tax purposes, is a beneficial owner of Telecom Italia Shares or ADSs who is eligible for the benefits of the Treaty and is:

- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

In general, a U.S. Holder who owns ADSs will be treated as the owner of the underlying Ordinary Shares or Saving Shares, as the case may be, represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if a U.S. Holder exchanges ADSs for the underlying Ordinary Shares or Saving Shares, as the case may be, represented by those ADSs.

The U.S. Treasury has expressed concern that parties to whom American depositary shares are released before shares are delivered to the depositary ( pre-release ), or intermediaries in the chain of ownership between holders and the issuer of the security underlying the American depositary shares, may be taking actions that are inconsistent with the claiming of foreign tax credits by holders of American depositary shares. These actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the creditability of Italian taxes, and the availability of the reduced tax rate for dividends received by certain non-corporate U.S. Holders, each described below, could be affected by actions taken by such parties or intermediaries.

U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local and foreign tax consequences of owning and disposing of Telecom Italia Shares or ADSs in their particular circumstances.

This discussion assumes that the Company is not, and will not become, a passive foreign investment company, as described below.

***Taxation of distributions***

Distributions made with respect to the Telecom Italia Shares or ADSs (other than certain pro rata distributions of Telecom Italia Shares or ADSs), including any Italian tax withheld, will generally constitute foreign source dividend income for U.S. federal income tax purposes to the extent such distributions are made from the Company's current or accumulated earnings and profits, as determined in accordance with U.S. federal income tax principles. Because the Company does not maintain calculations of earnings and profits under U.S. federal income tax principles, it is expected that distributions will generally be reported to U.S. Holders as dividends. If you are a non-corporate U.S. Holder, subject to applicable limitations that may vary depending on your particular circumstances and the discussion above regarding concerns expressed by the U.S. Treasury, dividends paid to you in taxable years beginning before January 1, 2011 may be taxable at a maximum tax rate of 15%. Non corporate U.S. Holders should consult their own tax advisers to determine whether they are subject to any special rules that may limit their ability to be taxed at this favorable rate. If you are a corporate U.S. Holder you will not be entitled to claim a dividends-received deduction for dividends paid on the Telecom Italia Shares or ADSs. The amount of any cash distribution paid in euros, including the amount of

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

any Italian tax withheld, will be included in your income in an amount equal to the U.S. dollar value of such euros on the date of receipt by the Depository, in the case of U.S. Holders of ADSs, or by the U.S. Holder, in the case of U.S. Holders of Telecom Italia Shares, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, you generally should not be required to recognize foreign currency gain or loss in respect of the dividend income. You may have foreign currency gain or loss if the amount of such dividend is not converted into U.S. dollars on the date of its receipt. Gain or loss, if any, recognized on the sale or other disposition of such euros will be U.S. source ordinary income or loss. The amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution.

Subject to certain limitations and restrictions and the discussion above regarding concerns expressed by the U.S. Treasury, Italian taxes withheld from distributions on Telecom Italia Shares or ADSs at a rate not in excess of that provided in the Treaty will be eligible for credit against a U.S. Holder's U.S. federal income tax liability. Italian taxes withheld in excess of the rate provided in the Treaty will generally not be eligible for credit against a U.S. Holder's U.S. federal income tax liability (See Section 10.6.1 Italian Taxation Income Tax for a discussion of

**Table of Contents****Item 10. Additional Information****Taxation**

how to obtain the Treaty withholding rate). Instead of claiming a credit, you may, at your election, deduct such Italian taxes in computing your taxable income, subject to generally applicable limitations under U.S. law. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all taxes paid or accrued in the taxable year to foreign countries and possessions of the United States. You should consult your tax adviser concerning the foreign tax credit implications of the payment of any Italian withholding taxes.

***Taxation of capital gains***

A U.S. Holder will generally recognize U.S. source capital gain or loss on the sale or other disposition of Telecom Italia Shares or ADSs, which will be long-term capital gain or loss if the U.S. Holder held the Telecom Italia Shares or ADSs for more than one year. The amount of gain or loss will be equal to the difference between the amount realized and the U.S. Holder's adjusted tax basis in the Telecom Italia Shares or ADSs in each case as determined in U.S. dollars. U.S. Holders should consult their own tax advisers about the treatment of capital gains, which may be taxed at lower rates than ordinary income for non-corporate taxpayers, and capital losses, the deductibility of which may be limited.

***Passive Foreign Investment Company Rules***

The Company believes that it was not a passive foreign investment company ( **PFIC** ) for U.S. federal income tax purposes for 2009. However, since PFIC status depends upon the composition of the Company's income and assets and the market value of the Company's assets (including, among others, less than 25% owned equity investments) from time to time, there can be no assurance that the Company will not be considered a PFIC for any taxable year. If the Company were treated as a PFIC for any taxable year during which a U.S. Holder held Telecom Italia Shares or ADSs, certain adverse tax consequences could apply to the U.S. Holder.

***Information Reporting and Backup Withholding***

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting, and may be subject to backup withholding, unless (i) the U.S. Holder is a corporation or other exempt recipient or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding.

The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.



**Table of Contents**

**Item 10. Additional Information**

**Documents on Display**

**10.7 DOCUMENTS ON DISPLAY**

We file Annual Reports on Form 20-F and furnish periodic reports on Form 6-K to the SEC. You may read and copy any of these reports at the SEC's public reference room in Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings are also available to the public from commercial document retrieval services. Some of our SEC filings are also available at the website maintained by the SEC at the website [www.sec.gov](http://www.sec.gov).

Our ADSs are listed on the New York Stock Exchange under the symbol **TI**. You may inspect any periodic reports and other information filed with or furnished to the SEC by us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

As a foreign private issuer, we are exempt from the rules under the Exchange Act which prescribe the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

We are subject to the informational requirements of the Italian securities commission and the Italian stock exchanges, and we file reports and other information relating to our business, financial condition and other matters with the Italian securities commission and the Italian stock exchanges. You may read such reports, statements and other information, including the annual and biannual financial statements, at the public reference facilities maintained in Milan or at the website [www.borsaitaliana.it](http://www.borsaitaliana.it). Some of our Italian securities commission filings are also available at the website maintained by the Italian securities commission at the website [www.consob.it](http://www.consob.it).

As described elsewhere in this Annual Report, certain reports, statements and presentations related to Telecom Italia can be found on our website at [www.telecomitalia.it](http://www.telecomitalia.it).

We have appointed JPMorgan Chase Bank, N.A. to act as depository for our ADSs. JPMorgan Chase Bank will, as provided in the deposit agreement, arrange for the mailing of summaries in English of such reports and communications to all record holders of our ADSs. Any record holder of our ADSs may read such reports and communications or summaries thereof at JPMorgan Chase Bank's office located at 4 New York Plaza, New York, New York 10004.

**Table of Contents**

**Item 11. Quantitative And Qualitative Disclosures About Market Risks**

**Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS**

With regard to the quantitative and qualitative disclosures about market risks, please see the Note Financial Risk Management of the Notes to the Consolidated Financial Statements included elsewhere herein, which provides:

- the objectives and the policies for the management of the financial risks of Telecom Italia Group, and
- the sensitivity analyses of the market risks we are exposed to.

The above mentioned Note should be read in conjunction with the Note Accounting Policies , Note Derivatives and Note Supplemental Disclosures on Financial Instruments of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report, which provide other information relating to financial instruments.

**Table of Contents**

**Item 12. Description Of Securities Other Than Equity Securities**

**Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**Item 12A. DEBT SECURITIES**

Not applicable.

**Item 12B. WARRANTS AND RIGHTS**

Not applicable.

**Item 12C. OTHER SECURITIES**

Not applicable.

**Item 12D. AMERICAN DEPOSITARY SHARES**

***Description of fees and charges paid by ADR Holders***

As provided for in the American Depositary Receipt included as Exhibit A to the Deposit Agreement between JP Morgan Chase Bank, as depositary (the **Depositary**), Telecom Italia S.p.A. and Holders of American Depositary Receipts dated as of July 17, 2003, holders of American Depositary Shares may be charged, directly or indirectly, the following amounts in relation to the ownership of depositary receipts held in the Company's ADR Program, which amounts are payable to the Depositary.

**Table of Contents****Item 12. Description Of Securities Other Than Equity Securities**

<b>Category of Service</b>	<b>Depository Actions</b>	<b>Associated Fee</b>
a) Deposit of underlying shares or surrender of ADRs	Each person to whom ADSs are issued against deposits of shares, including deposits in respect of share distributions, rights and other distributions.(1)	US\$5.00 for each 100 ADSs (or portion thereof) delivered or surrendered.
b) Cash dividends or distributions	Each person surrendering ADRs for the withdrawal of deposited securities. Distribution of cash resulting from a cash dividend or other cash distribution.	Subject to deduction of Depository's expenses in (i) converting foreign currency to US dollars by sale or such other manner considered reasonable by the Depository (ii) transferring the foreign or US dollars to the United States and (iii) obtaining any license or approval of any governmental authority required for such conversion or transfer.
c) Distribution of securities	Distribution of securities (the fee being an amount equal to the fees for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities).	US\$5.00 for each 100 ADSs (or portion thereof) delivered or surrendered.
d) Expenses of the Depository	Expenses incurred on behalf of Holders in connection with: <ul style="list-style-type: none"> <li>i) Stock transfer or other taxes and other governmental charges.</li> <li>ii) Cable, telex and facsimile transmission and delivery.</li> <li>iii) Expenses of the Depository in connection with the conversion of foreign currency into US dollars (which are paid out of such foreign currency)</li> <li>iv) Such fees and expenses as are incurred by the Depository (including without limitation expenses incurred on behalf of Holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in delivery of deposited securities or otherwise in connection with the Depository's or its Custodian's compliance with applicable law, rule or regulation.</li> </ul>	As necessary. US\$20.00 per transaction.

(1) The Depository may sell (by public or private sale) sufficient securities and property received in respect of such share distributions, rights and other distributions prior to such deposit to cover such charge.

**Table of Contents**

**Item 12. Description Of Securities Other Than Equity Securities**

***Direct and indirect payments made by J.P. Morgan to Telecom Italia in relation to the Company's ADR program***

J.P. Morgan, as Depositary, has agreed to reimburse the Company for reasonable expenses incurred related to the Company's ADR Program including legal fees, investor relations servicing, investor relations presentations, broker reimbursements, ADR related advertising and public relations, accountant's fees and other bona fide third party expenses. In 2009 the Depositary reimbursed the Company in the amount of US\$1,300,000, all of which was used to cover accounting fees incurred in connection with the preparation of the 2008 Form 20-F.

***Indirect payments***

As part of its service to the Company, J.P. Morgan has agreed to waive fees in the aggregate of US\$215,000 for the standard costs associated with the administration of the ADR Program. Such costs include fees and expenses related to (1) general services (administration of the ADR Program, administration of ADR holders' accounts, maintenance of the ADR registry and other general services), services related to distribution of dividends and other cash distributions and tax and regulatory compliance services (waiver of US\$150,000); (2) services related to the annual meeting (waiver of US\$15,000); and (3) services to investor relations such as market updates, quarterly newsletters and market research (waiver of US\$50,000). The expenses J.P. Morgan agreed to waive in 2009 amounted to US\$215,000.

**Table of Contents**

**Item 13. Defaults, Dividend Arrearages And Delinquencies**

**PART II**

**Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable.

214

**Table of Contents**

**Item 14. Material Modification to the Rights Of Security Holders And  
Use Of Proceeds**

**Item 14. MATERIAL MODIFICATION TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not applicable.

215

**Table of Contents****Item 15. Controls And Procedures****Overview****Item 15. CONTROLS AND PROCEDURES****Overview**

On February 23, 2010 the Order was served on Telecom Italia Sparkle which alleges that a number of former directors, former employees and current employees of Telecom Italia Sparkle committed crimes of cross-border criminal conspiracy, tax evasion, international money-laundering, reinvestment of profits from criminal activities, and registering assets under false names. Due to the ongoing criminal investigation and the issuance of the Order, on February 24, 2010 we announced that we were postponing the approval of our financial statements, due to be approved by our Board of Directors on February 25, 2010.

The Telecom Italia Sparkle case relates to events that the Company previously disclosed in its Annual Report on Form 20-F for 2007, including that in 2007 there was an investigation by the Rome Prosecutors into certain alleged VAT fraud claims against a number of Italian telecommunications operators. As described elsewhere in this Annual Report, based on an internal investigation conducted at the time and advice from external tax consultants, the Company believed that it had properly accounted for VAT and related deductions of VAT. It also disclosed at the time that it had terminated commercial relationships with certain of the suppliers and counterparties that were identified in connection with the initial investigation by the Rome Prosecutor. Until the Company received the Order on February 23, 2010, there had been no formal communications between the Rome Prosecutors and the Company after 2007. Italian law does not allow disclosure to any one of any information acquired by a public prosecutor using rights, powers and means available solely to magistrates until completion of the investigation. In addition to taking steps to terminate such relationships, the Company also implemented a number of steps to strengthen its internal controls. Such remediation steps are described in detail below. Notwithstanding the foregoing, following receipt of the Order and Telecom Italia Sparkle conducting its own independent investigation in 2010 (the Independent Investigation), the Company concluded that certain transactions that occurred only during the period 2005-2007 were without substance resulting in errors as defined in IAS 8. As a result, the Company has determined the financial statement effect resulting from these matters and restated prior period financial statements to correct errors as defined in IAS 8 arising out of the transactions explained above recorded in 2005-2007, as described in Item 5 *Operating and Financial Review and Prospects* 5.1 *Restatement due to Errors* and Note 3 *Restatement as a result of errors and changes in accounting policies* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report. The Company, taking into account the results of the above-mentioned independent investigation and restatement of the Consolidated Financial Statements included elsewhere in this Annual Report, believes that despite the identified material weakness described below, the consolidated financial statements included in this Form 20-F comply with IFRS.

Under Section 404 of the Sarbanes-Oxley Act, management is required to include an internal control report as part of each annual report on Form 20-F. The report must affirm the responsibility of management for establishing and maintaining an adequate internal control structure and procedures for financial reporting and contain an assessment, as of the end of the most recent fiscal year of the issuer, of the effectiveness of the internal control structure and procedures of the issuer for financial reporting. In connection with implementation of the requirements of Section 404, the SEC issued initial rules and regulations and, in September 2007, issued further interpretive guidance (the SEC Guidance) regarding the required assessment of the effectiveness of internal control over financial reporting. In addition to the SEC guidance, the Public Company Accounting Oversight Board (U.S.) (PCAOB) issued its own revised auditing standard No. 5, Audit of Internal Control over Financial Reporting that is Integrated with an Audit of Financial Statements (PCAOB AS-5). PCAOB AS-5 established audit standards for a company's accountants to audit a company's assessment of its effectiveness of internal controls over financial reporting. Both the SEC Guidance and PCAOB AS-5 set out specific criteria and definitions of material weakness and significant deficiency and how a company should evaluate its internal controls over financial reporting. Such comprehensive set of rules and regulations provides a different approach to assessing internal controls than the comparable rules and regulations under Italian law.



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

As a result of the annual evaluation of internal control over financial reporting, in accordance with the comprehensive rules and regulations and SEC Guidance, management has identified the following material weakness in internal control over financial reporting as of December 31, 2009: in connection with the alleged VAT fraud claim, a material weakness originating in prior years has been identified in the design and operation of controls over the identification and accumulation of reliable information necessary to appropriately and objectively evaluate potential material loss contingencies arising out of suspected fraudulent tax schemes, as well

## **Table of Contents**

as to account for the related liabilities including relevant financial statement disclosure. This material weakness resulted in a material loss reserve being established in connection with the Group's VAT and related liabilities at December 31, 2009 and restatement of our consolidated financial statements for prior periods to correct errors as defined in IAS 8 arising out of transactions recorded in 2005-2007.

This conclusion has also affected management's analysis of the Company's disclosure controls and procedures. The Company applied compensating procedures and processes to support the reliability of financial reporting and related disclosure in fiscal year 2009 as described below.

### **15.1. DISCLOSURE CONTROLS AND PROCEDURES**

The Company, under the supervision of the Company's Chief Executive Officer and Chief Financial Officer including the Financial Disclosure Support Group (made up of managers from the Administration Finance and Control, the Human Resources and Organization, and the legal departments, together with the following representatives of Telecom Italia Audit and Compliance Services: the Compliance Division and the IT Risk & Security Governance), according to the Company's 404 Process guidelines (revised also to meet the reporting requirements set forth by article 154-bis of the Italian Legislative Decree 58/1998; the aforementioned Italian rule provides for a special report by the Chief Executive Officer and the Chief Financial Officer of the issuer) performed an evaluation of the effectiveness of the Company's disclosure controls and procedures as of December 31, 2009. The Company's management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature can provide only reasonable assurance regarding management's control objectives.

As further described below, following receipt of the Order and in accordance with the SEC Guidance, management identified a material weakness in internal control over financial reporting, which is an important part of disclosure controls and procedures. Based on the foregoing, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2009 to achieve their intended objectives.

In view of the foregoing, the Company applied compensating procedures and processes that go beyond the Company's routine procedures to support the reliability of financial reporting and related disclosure. Such additional procedures and processes included the Independent Investigation that included the use of external legal and accounting advisors that conducted a documentary investigation for the period 2005-2009. Accordingly, management believes that the consolidated financial statements and related disclosure included in this report fairly present in all material respects the Company's financial condition, results of operations and cash flows as of, and for, the periods presented in this report.

### **15.2. MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's Chief Executive Officer and Chief Financial Officer and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transaction and dispositions of the assets of the company;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures for the company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

217

### **Item 15. Controls And Procedures**

### **Disclosure Controls And Procedures**

### **Management's Annual Report On Internal**

### **Control Over Financial Reporting**

## **Table of Contents**

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in Internal Control-Integrated Framework.

As defined by the SEC, a material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

According to the SEC Guidance, the following are factors which constitute indicators of a material weakness in internal control over financial reporting: the restatement of previously issued financial statements to reflect the correction of a material misstatement and the identification of a material misstatement of financial statements in the current period in circumstances that indicate that the misstatement would not have been detected by the company's internal control over financial reporting.

Following the definition and guidance of the SEC, the Company's management have identified the following material weakness in internal control over financial reporting: in connection with the alleged VAT fraud claim, a material weakness originating in prior years has been identified in the design and operation of controls over the identification and accumulation of reliable information necessary to appropriately and objectively evaluate potential material loss contingencies arising out of suspected fraudulent tax schemes, as well as to account for the related liabilities including relevant financial statement disclosure. This material weakness resulted in a material loss reserve being established in connection with the Group's VAT and related liabilities at December 31, 2009 and restatement of our consolidated financial statements for prior periods to correct errors as defined in IAS 8 arising out of transactions recorded in 2005-2007. We have therefore concluded that our internal control over financial reporting was not effective as of December 31, 2009.

Reconta Ernst & Young S.p.A., the independent registered public accounting firm that audited the consolidated financial statements included in this annual report, has audited the effectiveness of internal control over financial reporting as of December 31, 2009. Their attestation report on internal control over financial reporting appears below.

**Table of Contents**

**Item 15. Controls And Procedures**

**Report of Independent Registered Public Accounting Firm**

To the Shareholders of Telecom Italia S.p.A.

We have audited Telecom Italia S.p.A.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Telecom Italia's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Reconta Ernst & Young S.p.A.  
Sede Legale: 00198 Roma - Via Po, 32  
Capitale Sociale 1.402.500,00 i.v.  
Iscritta alla S.O. del Registro delle Imprese presso la CC.I.A.A. di Roma  
Codice fiscale e numero di iscrizione 00434000584  
P.I. 00891231003

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

Iscritta all Albo Revisori Contabili al n. 70945 Pubblicato sulla G.U.  
Suppl. 13 - IV Serie Speciale del 17/2/1998  
Iscritta all Albo Speciale delle società di revisione  
Consob al progressivo n. 2 delibera n. 10381 del 16/7/1997

A member firm of Ernst & Young Global Limited

219

**Table of Contents**

**Item 15. Controls And Procedures**

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's annual report on internal control over financial reporting. A material weakness originating in prior years has been identified in the design and operation of controls over the identification and accumulation of reliable information necessary to appropriately and objectively evaluate potential material loss contingencies arising out of suspected fraudulent tax schemes, as well as to account for the related liabilities including relevant financial statement disclosure. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of Telecom Italia S.p.A. and subsidiaries as of December 31, 2009 and 2008 and January 1, 2008, and the related consolidated statements of income, changes in equity and cash flows for each of the three years in the period ended December 31, 2009. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2009 financial statements and this report does not affect our report dated May 20, 2010, which expressed an unqualified opinion on those financial statements.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Telecom Italia S.p.A. has not maintained effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

/s/ Reconta Ernst & Young S.p.A.

Milan, Italy

May 20, 2010

**Table of Contents**

**Item 15. Controls And Procedures**

**Investigations And Remediation Activities**

**In Response To Telecom Italia Sparkle Case**

**15.3. INVESTIGATIONS AND REMEDIATION ACTIVITIES IN RESPONSE TO TELECOM ITALIA SPARKLE CASE**

***Internal Investigation 2007 and Remediation Activities***

In November 2006, the Rome Judge that issued the Order interviewed a number of Telecom Italia Sparkle officials, directors and employees in connection with the Prosecutor's investigation of a VAT fraud alleged to have been committed by a number of telecommunications operators in Italy, including the clients and suppliers identified in the Order. Soon after Telecom Italia became aware of the judicial investigation, in January 2007 Telecom Italia Sparkle, at the request of Telecom Italia, launched an internal investigation into contracts and commercial relations with these particular clients and suppliers. On completion of the internal investigation, in June 2007, commercial relations with the above-mentioned parties were terminated. As part of the investigation, and with the assistance of independent tax consultants, Telecom Italia assessed its VAT position and particularly the tax paid with regard to the above-mentioned commercial transactions. The full extent of the alleged VAT fraud was not detected at the time, due in part to the material weakness described above, and as a result, the conclusion of the investigation was that deduction of VAT on these purchases remained appropriate.

Following the internal investigation that was conducted in 2007 and as part of its ongoing development of its internal controls, the Company took a number of steps to strengthen its internal controls over financial reporting. Such remediation activity principally related to:

- (i) the acceptance and activation of new customers;
- (ii) the continuance of existing customers, including critical analysis of revenues generated by such customers through analysis of traffic trends; and
- (iii) the performance of controls to prevent or detect local management override in the operation of its internal controls and processes and monitoring-related entity-level controls over subsidiaries.

The Company's internal control system is supplemented by the 231 Organizational Model established in accordance with legislative decree 231/01 ( Law 231 ). Law 231 was originally adopted in Italy to implement the OECD Convention to fight corruption of foreign public officials in cross border transactions and subsequently amended to implement in Italy EU directives, including the directive relating to money laundering. Pursuant to Law 231, companies are required to establish internal processes and procedures intended to prescribe the conduct of those who act in a company's name and on its behalf. Such processes and procedures are intended to prevent crimes like those contemplated by Law 231, including, corruption (including dealings with government officials), money laundering and criminal conspiracy.

*Remediation activities with respect to (i) the acceptance and activation of new customers and (ii) the continuance of existing customers, including critical analysis of revenues generated by such customers through analysis of the traffic trends:*



## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

in 2007, Telecom Italia Sparkle adopted the Operating Procedure Control for High Value Unit Service, whose purpose was to ensure a targeted monitoring report on high unit cost traffic, that could be more easily affected by anomalous phenomena. Telecom Italia Sparkle also introduced a specific process for the monitoring of bank clearance procedures for the payment/settlement of invoices that, since the adoption of this operating procedure control, is permitted only in the country of residence/registered office of the supplier. This process also requires monitoring on a quarterly basis of the international payment transactions through the compilation of specific check lists. Such check lists are also required as part of the 231 Organizational Model and in compliance with Law 231. According to this procedure, and in compliance with Law 231, the chief financial officer of Telecom Italia Sparkle is required to report on a quarterly basis all exceptions related to settlements made in countries other than the supplier's residence, and those exceptions have to be formally authorized by the chief executive officer of Telecom Italia Sparkle;

in 2008, the risk assessment of the Telecom Italia Group to prevent the risk of handling and laundering stolen money was updated and the Operating Procedure Price Voice was amended by the introduction of policies for the pricing of voice services and their management in the Group's systems; accordingly, the internal control system was integrated with respect to these risks which, since late 2007, were considered a chargeable offense and for which the Company has administrative responsibility in accordance with Law 231;

in 2009, Telecom Italia Sparkle adopted new processes for the identification and management of abnormal traffic and fraud detection activities based on both internal detection procedures and on reports of third

---

## **Table of Contents**

parties and development of daily reports on possible anomalies in traffic (volumes, times, numbers called); further, the internal control scheme Prevention of fraud by telephone traffic , was introduced. In the same year the Group adhered to the Cooperation agreement among inter-operators issued by the Italian telecommunication operators to combat fraud; this procedure, part of a specific memorandum of understanding among the telecommunication operators, establishes certain criteria to regulate the economic treatment of calls to non geographic numbers.

*Remediation activities with respect to (iii) the performance of controls to prevent or detect local management override in the operation of its internal controls and processes and monitoring-related entity-level controls over subsidiaries:*

- beginning in 2007, the Telecom Italia Group s internal audit department performed a number of periodic investigations to examine various aspects of internal control processes of Telecom Italia Sparkle and its major subsidiaries, and the segregation of duties among employees and officers at such subsidiaries, including among others sales and purchases, quality of services, related party transactions, management of credit and bad debts;
- in November 2008 the Group enhanced, in compliance with the Group s Code of Ethics, the whistleblower procedure, its documentation and communication processes; and
- in December 2008 the commercial compliance, compliance management, regulatory compliance and IT Risk & Security Governance departments were transferred from the operating units to the Group s internal audit department.

### ***Review and Investigations Following Receipt of Order***

Following receipt of the Order and review of the new information included therein, the Board of Directors of Telecom Italia Sparkle appointed an independent third party to carry out an analysis of the internal control system under Italian rules and regulations at Telecom Italia Sparkle and its Organizational Model 231.

The preliminary report of the appointed independent third party ( Report ) confirmed that the internal control system under Italian laws and regulations and the Organizational Model 231 were effective. In addition, the main purpose of the Report s analysis was to identify enhancements to the internal control system and to the Organizational Model 231 deemed necessary, in accordance with best corporate practices, to render the same more efficient, to the maximum possible extent, so as to prevent activities similar to those under investigation by the Rome Prosecutors. The Report suggested some possible enhancements in the following areas: (i) corporate governance; (ii) internal organization and control; (iii) operational procedures; and (iv) Organizational Model 231. Telecom Italia Sparkle s Board of Directors approved such enhancements at its Board of Directors meeting held on May 10, 2010 with the intent to complete implementation within two months thereafter.

The Report was prepared for, and presented to, the Rome Court in connection with a proposal of the Rome magistrates to appoint an administrator to manage the affairs of Telecom Italia Sparkle. Following delivery of this Report and other documentation made available by Telecom Italia Sparkle, the Court concluded it was not necessary to proceed with such appointment.

In addition to the appointment of the independent third party to prepare the Report, the Independent Investigation was conducted by engaging independent external legal and accounting advisors to conduct a documentary investigation for the period 2005-2009. Voice traffic data and the relative costs and revenues were analyzed for the years 2005-2009, with particular focus on Telecom Italia Sparkle. The inquiries were carried out over a period of about five weeks and concluded in time to allow the release of Telecom Italia Group s consolidated financial statements

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

(including information on Telecom Italia Sparkle and its subsidiaries) as provided by Italian law on April 12, 2010.

The findings of the Independent Investigation were presented to the Group's Board of Statutory Auditors and Board of Directors and taken into account in connection with the Board of Directors' approval, on April 12, 2010, of the Group's consolidated financial statements.

For further details of the specific findings of the 2010 Internal Investigation, please see *Item 5 Operating and Financial Review and Prospects 5.1 Restatement due to errors*.

222

**Item 15. Controls And Procedures**

**Investigations And Remediation Activities**

**In Response To Telecom Italia Sparkle Case**

## **Table of Contents**

Drawing upon information available under the Order (as described above, Italian law does not allow disclosure to any one of any information acquired by a public prosecutor using rights, powers and means available solely to magistrates until completion of the investigation) along with data acquired as part of the Internal Investigation, the Company concluded that a number of transactions in the financial years 2005, 2006 and 2007 were affected by certain anomalies such that certain transactions and traffic were without substance, and, in addition, there were certain anomalies relating to the destination and routing of traffic, to such an extent that the company now believes that these transactions resulted in errors as defined under IAS 8. Therefore, in compliance with IAS 8, we have restated prior period consolidated financial statements as described in *Item 5 Operating and Financial Review and Prospects 5.1 Restatement due to errors* and *Note 3 Restatement as a result of errors and changes in accounting policies* of the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report. Reconta Ernst & Young S.p.A. has issued an unqualified opinion on the Consolidated Financial Statements included herein.

Telecom Italia's management also concluded that deficiencies had existed in its internal controls, particularly in the design of its internal controls over customer acceptance and continuance, controls in monitoring of telecom traffic and related revenue recognized, controls designed to prevent or detect local management override in the operation of its internal controls and processes as well as in the operation of Telecom Italia's monitoring-related entity-level controls over its subsidiary, Telecom Italia Sparkle. These control deficiencies represented material weaknesses in the Company's internal control over financial reporting which, as described under *Internal Investigation 2007 and Remediation Activities* above, management believes were remediated prior to December 31, 2009.

In addition to the investigations and remediation described above, the following factors are also relevant when considering the Telecom Italia Sparkle case and the related restatement of financial statements:

- Since the end of 2007 the Company has continued to improve and enhance its code of ethics, with a number of changes in August 2008 including, among others, requirements that parties to contracts with Telecom Italia comply with Telecom Italia's code of ethics and further changes in February 2009. The Company's new management team (following the change in shareholder structure) has continued to emphasize the Company's commitment to ethical standards, transparency, responsibility, financial reporting integrity and no tolerance for illegal behaviour. This commitment has been, and will continue to be communicated to and reinforced with each Group employee.
- As of December 31, 2009 none of the senior management identified in the Order were still in senior management positions at Telecom Italia Sparkle and those managers that were still at Telecom Italia Sparkle (and have since been either suspended or, for those imprisoned, their employment relationship terminated) did not have a significant role in financial reporting.
- As described above, the Company has implemented remediation steps to address certain control deficiencies identified in 2007 which it has now concluded represented material weaknesses in internal control over financial reporting. Although the Company has concluded, as described above, that based on the new information it received after the end of the reporting period as a result of the Order that errors were made and therefore prior year consolidated financial statements required restatement, the errors identified all originated in the 2005-2007 period and the steps taken since 2007 have remediated such material weaknesses in internal control over financial reporting except as reported above.

## **Remediation Plan**

Since receipt of the Order management has been actively engaged in the design and implementation of remediation efforts to address the material weakness originating in prior years relating to the design and operation of controls over the identification and accumulation of reliable information necessary to appropriately and objectively evaluate potential material loss contingencies arising out of suspected fraudulent tax schemes, as well as to account for the related liabilities, including relevant financial statement disclosure.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

In pursuit thereof, a specific procedure for evaluating potential material loss contingencies arising out of suspected fraudulent tax schemes will be implemented. This procedure will involve the establishment of a special committee (the **Special Committee** ) chaired by the Chief Financial Officer of Telecom Italia Group and composed of senior managers of Administration, Finance and Control (including the Tax Department), the General

223

**Item 15. Controls And Procedures**

**Investigations And Remediation Activities**

**In Response To Telecom Italia Sparkle Case**

## **Table of Contents**

Counsel and representatives of TI Audit and Compliance Services, Human Resources & Organization, Domestic Market Operations and Technology and Operations. The Special Committee will meet quarterly in connection with the preparation of quarterly and annual financial statements in order to identify issues, if any, on a real-time basis, or as often as required.

The Special Committee's mandate will include, among others:

- procedures and processes to ensure that all available information relating to suspected fraudulent tax schemes is provided to the Special Committee;
- the right to request and accumulate additional information in order for the Special Committee to evaluate potential material loss contingencies arising out of suspected fraudulent tax schemes;
- authorization to instruct the various departments of the Group to obtain appropriate reliable information relating to such matters; and
- ensuring that the information collected is objectively considered and analyzed so that the Special Committee can reasonably conclude that any such material loss contingencies are appropriately accounted for in the Company's consolidated financial statements.

The Group will set up a specific Entity Level Control to test, evaluate and monitor the effectiveness of the Special Committee.

The Company's management expects that the actions described above and resulting improvements in its controls will strengthen its internal control over financial reporting and will address the material weakness identified as of December 31, 2009.

## **Changes in Internal Control Over Financial Reporting**

Except as described above, there has been no change in the Company's internal control over financial reporting that occurred during fiscal year 2009, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents**

**Item 16A. Audit Committee Financial Expert**

**Item 16B. Code Of Ethics And Conduct**

**Item 16. [RESERVED]**

**Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

The Board of Auditors in office as of May 6, 2010 determined that each of its members is an audit committee financial expert as defined in Item 16A of Form 20-F. For the names of the members of the Board of Auditors, see Item 6 Directors, Senior Management and Employees 6.3 Board of Auditors .

**Item 16B. CODE OF ETHICS AND CONDUCT**

On March 23, 2004, Telecom Italia adopted its Code of Ethics and Conduct which applies among the others to the Chairman, the Chief Executive Officer, the Chief Financial Officer, as well as to all the Group's employees in and outside Italy; the suppliers of the Company are required to accept and apply it, too. The Code of Ethics and Conduct has subsequently been amended from time to time by the Board of Directors, which acted on the basis of opinions by the Internal Controls and Corporate Governance Committee and the Board of Statutory Auditors, in order to conform it to the developments in the applicable law and market regulations, taking into account national and international best practices. The Code of Ethics and Conduct in force is available on Telecom Italia's website at [www.telecomitalia.it](http://www.telecomitalia.it). See also under Item 16G. Corporate Governance 16.1.1 Differences in Telecom Italia's Corporate Governance and New York Stock Exchange Corporate Governance Practices and Item 10 Additional Information 10.1 Corporate Governance .

**Table of Contents****Item 16C. Principal Accountant Fees And Services****Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Ernst & Young served as Telecom Italia's primary independent auditors from the year ended December 31, 2001 to the year ended December 31, 2009.

Ernst & Young means Reconta Ernst & Young S.p.A., the auditor of the Company, as well as all the Italian and foreign entities belonging to the Ernst & Young Global Network.

The following table sets forth the aggregate fees for professional services and other services rendered by Ernst & Young in 2009 and 2008.

Type of Fees	For the fiscal year ended December 31,	
	2009	2008
Audit Fees(1)	12,918	12,642
Audit-related Fees(2)	1,659	2,370
<b>Total</b>	<b>14,577</b>	<b>15,012</b>

(1) Audit fees consisted of fees billed for professional services in connection with Telecom Italia's annual financial statements, reviews of interim financial statements as well as comfort letters issued in relation to capital market transactions, agreed upon procedures for certain financial statement areas, agreed upon procedures required under regulations in Italy and abroad for certain transactions (such as merger and acquisitions) and technical Accounting Consultations.

(2) Audit-related fees consisted of fees billed for professional services rendered in connection with assurance and related services not included under Audit Fees.

**Audit Committee's Pre-Approval Policies and Procedures**

The Board of Auditors (also in its role as Telecom Italia's Audit Committee), in accordance with and to the extent permitted by applicable Italian law, is responsible for the appointment, retention and oversight of the work of the Company's external auditors engaged for the purpose of issuing the audit report on the annual financial statements. To this effect, the Board of Auditors makes a reasoned proposal to the Shareholders Meeting which appoints the external auditors and determines their compensation. The three-year period 2007-2009 audit engagement conferred to Reconta Ernst & Young S.p.A. by the Telecom Italia Shareholders Meeting on April 16, 2007 came to an end with the issuance by Reconta Ernst & Young S.p.A. of its audit report on the financial statements of Telecom Italia for the year ended December 31, 2009. Under the applicable Italian rules and regulations governing the appointment of independent auditors for listed companies, such engagement was no longer renewable to Reconta Ernst & Young S.p.A. and, as a result, the Shareholders Meeting held on April 29, 2010, resolved to appoint PricewaterhouseCoopers S.p.A. as Telecom Italia's primary independent auditors for the nine-year period 2010-2018 beginning with the financial year ended December 31, 2010. For US purposes the audit engagement conferred to Reconta Ernst & Young is coming to an end concurrently with the filing with the SEC of this Annual Report. As a result, the PricewaterhouseCoopers audit network after the filing with the SEC of this Annual Report will be the principal audit firm for the Telecom Italia Group, also for US purposes.



In October 2003, Telecom Italia, together with the Board of Auditors, adopted the Group Procedure for the Appointment of Auditors (the Group Procedure ). Such procedure was revised in 2009 in view of the engagement of the audit firm for the 2010-2018 period and new guidelines for the Appointment of Auditors are presently effective, starting with the appointment of PricewaterhouseCoopers S.p.A.

The above mentioned Group Procedure required that external auditors be appointed throughout the Group subject to prior approval by the Director with delegated authority and the Board of Auditors. The Group Procedure pre-approved certain audit and permissible non-audit services to be provided by the external auditors (and associated persons) and prohibited certain services. According to the Group Procedure, the Board of Auditors pre-approved (subject to annual review) the following audit and permitted non-audit services.

**Audit Services:**

1. Audit of annual and interim financial statements on the basis of applicable laws and regulations (including the audit of SEC registered companies annual report).

## **Table of Contents**

### **Item 16C. Principal Accountant Fees And Services**

2. Audit of annual and interim financial consolidated reporting packages.
3. Audit conformity of the Telecom Italia Group's sustainability reports or social reports.
4. Reports or opinions required by law for specific transactions from the auditor appointed to audit the annual financial statements, to the extent permitted.
5. Audits governed by the principles of national and international auditing such as:
  - procedures performed in relation to the issuance of a comfort letter (including for pro forma accounts and/or balance sheets) in relation to the carrying out of extraordinary financial operations;
  - audits agreed with management covering specific areas or accounts or accounting situations, to support the audit of periodic statements;
  - auditing of subsidiaries and associated companies (including review of the working papers of other auditors) made necessary for the purpose of auditing the periodic statements of the company being audited.
6. Audit of annual accounts and/or balance sheets to be published in prospectuses, information documents, offering memoranda and similar documents.
7. Services required by regulatory authorities and control agencies (such as, for example, those connected with so-called regulatory accounting).
8. Audit of statements required by national or supranational administrations (such as, for example the EU) for the concession of grants or loans for specific actions or projects.
9. Audits aimed at issuance of an attestation of the system of internal control under Section 404 of the Sarbanes-Oxley Act.

### **Permitted Non-audit Services:**

1. Audits in the following areas:
  - procedures for auditing associated companies provided for by agreements between shareholders (in relation to so-called audit rights);
  - financial due diligence procedures on companies to be bought or sold;

- procedures performed in the area of regulatory accounting;
  
  - procedures performed on areas related to internal control in support of the internal auditor.
2. Opinions on accounting and reporting including those regarding (i) application of new accounting principles and new regulations on accounting and regulatory reporting, (ii) implementation of accounting principles current in other countries, (iii) implementation of rules and regulations issued by the SEC, Consob and similar bodies.
  
  3. Assistance to the internal audit department within the limits imposed by SEC regulations.

The pre-approved services listed above were in all cases subject to scrutiny by the Director with delegated powers for internal controls who was in a position (by his own initiative or on request by the Committee for Internal Control and Corporate Governance or by the Board of Auditors) to request supplementary documentation to verify the independent status of the auditor and take appropriate action if necessary.

Services that were not included in one of the categories listed above used to require specific pre-approval of the Director with delegated powers for internal controls and the Board of Auditors. An approval was not granted if the service fell within a category of services not permitted by current law or if it was inconsistent with maintaining auditor independence.

**Table of Contents**

**Item 16D. Exemptions From The Listing Standards For Audit Committees**

**Item 16E. Repurchases Of Equity Securities**

**Item 16F. Change In Registrant s Certifying Accountant**

**Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Please see Item 10. Additional Information 10.1. Corporate Governance .

**Item 16E. REPURCHASES OF EQUITY SECURITIES**

From January 1, 2009, to December 31, 2009, Telecom Italia S.p.A. bought back through mandated intermediaries 11,400,000 Telecom Italia Ordinary Shares.

**Item 16F. CHANGE IN REGISTRANT S CERTIFYING ACCOUNTANT**

Not applicable. See, however, Item 16C. Principal Accountant Fees and Services Audit Committee s Pre-Approval Policies and Procedures.

---

**Table of Contents**

**Item 16G. Corporate Governance**

**Differences In Telecom Italia s Corporate Governance And  
New York Stock Exchange Corporate Governance Practices**

**Item 16G. CORPORATE GOVERNANCE**

**16.1 DIFFERENCES IN TELECOM ITALIA S CORPORATE GOVERNANCE AND NEW YORK STOCK EXCHANGE  
CORPORATE GOVERNANCE PRACTICES**

We believe the following to be the significant differences between our corporate governance practices and NYSE corporate governance rules applicable to US companies.

*Independent Directors.* Under NYSE listing rules applicable to US companies, independent directors must comprise a majority of the board of directors.

Article 147-ter of the Italian Consolidated Law on Finance requires boards, with more than seven members, to have at least two directors who meet the criteria set forth by Article 148 for the independence of the members of the Board of Statutory Auditors; in addition the Borsa Italiana Corporate Governance Code requires Boards of Directors to have an adequate number of independent members, and defines the criteria to be applied in determining independence. Telecom Italia s Self-Regulatory Code incorporates by reference the same independence criteria set forth by the Borsa Italiana Code. As of May 6, 2010, 5 out of 15 members of the Telecom Italia Board qualify as independent, as they meet both the requirements set forth by Article 148, and the criteria set forth by the Borsa Italiana Corporate Governance Code.

For further details see also 10.1 Corporate Governance General Board of Directors Independent Directors .

*Non-management Directors Meeting.* Pursuant to NYSE listing standards, non-management directors must meet on a regular basis without management present and independent directors must meet separately at least once per year. Borsa Italiana s Corporate Governance Code requires independent directors to meet at least once a year without management present.

Telecom Italia s Self-Regulatory Code sets forth the position of Lead Independent Director. The position is intended to provide a point of reference and coordination for the needs and inputs of the independent directors and is entrusted with the power to call special meetings of independent members (Independent Directors Executive Sessions) to discuss, separately from the management, issues related to the working of the Board and the management of the business. In 2009 a total of four such sessions were held. The Lead Independent Director may use the Company s support functions in performing his tasks. As of May 6, 2010 the position is held by Paolo Baratta. For further details see also 10.1 Corporate Governance General Board of Directors Executive Directors and Activities of the Board .

*Board of Directors Internal Committees.* According to NYSE listing standards, US companies listed on the NYSE are required to have a Nominating/Corporate Governance Committee, a Compensation Committee and an Audit Committee. According to Borsa Italiana s Corporate Governance Code, the Board of Directors shall evaluate whether to establish among its members a Nomination committee, while an Internal Control Committee and a Remuneration Committee (both made up of non-executive directors, the majority of which are independent) are required.

*Nominating/Corporate Governance Committee.* Under NYSE standards, the nominating/corporate governance committee is composed entirely of independent directors. In addition to identifying individuals qualified to become board members, this committee must develop and recommend to the board a set of corporate governance principles. Pursuant to NYSE standards, this committee should also adopt a written charter.

Article 9 of Telecom Italia's bylaws provides for the members of the Board of Directors to be elected using the slate system, which permits shareholders, who, alone or together, hold shares representing at least 0.5% of the share capital, to put forward slates of nominees for the appointment as directors: the system is intended to ensure the presence on the Board of persons designated by minority shareholders. Thus, the Company's view is that using the slate system meets the needs otherwise served by the creation of a Nominating Committee.

On the other hand, Telecom Italia has an Internal Control and Corporate Governance Committee (made up of non-executive directors only, a majority of whom must be independent, one of them chosen from a minority slate) which, among other activities, actively participates and assists in developing and implementing the corporate governance procedures adopted by Telecom Italia. In addition, the Company's Self-Regulatory Code entrusts the Nomination and Remuneration Committee with a nomination responsibility, when it is necessary to substitute an independent director.

**Table of Contents**

**Item 16G. Corporate Governance**

**Differences In Telecom Italia's Corporate Governance And  
New York Stock Exchange Corporate Governance Practices**

For further details see also 10.1 Corporate Governance General Board of Directors Internal Committees .

*Remuneration Committee.* Under NYSE standards, the Remuneration Committee is composed entirely of independent directors. In addition to the review and approval of corporate goals relevant to CEO compensation and evaluation of the CEO performance in light of those given, this committee must determine and approve the CEO's compensation and make recommendations to the Board of Directors with respect to non-CEO compensation, incentive-compensation plans and equity-based plans.

Telecom Italia has a Nomination and Remuneration Committee, made up of a majority of independent directors (one of them chosen from a minority slate). In accordance with Telecom Italia's by-laws and the Self-Regulatory Code, the remuneration of the Chairman and the Managing Director is determined by the Board, on the basis of proposals defined by the Committee. Moreover, the Remuneration Committee provides advice regarding remuneration criteria for the Company's senior management and is entrusted with the power of proposing candidates for the Board of Directors, in the event of replacement of an independent board member.

For further details see also 10.1 Corporate Governance General Board of Directors Internal Committees .

*Audit Committee.* US companies listed on the NYSE are required to establish an Audit Committee that satisfies the requirements of Rule 10A-3 under the 1934 Act.

The Board of Auditors, as permitted by Rule 10A-3, is performing the corresponding functions for Telecom Italia, which therefore is exempted from the requirement to have a separate audit committee.

A Rule 303A written affirmation to this end was submitted to the NYSE on April 15, 2009. For further details see also 10.1 Corporate Governance General Board of Directors and 10.1 Corporate Governance General Board of Auditors .

*Adoption and Disclosure of Corporate Governance Guidelines.* US companies listed on the NYSE are required to adopt and disclose corporate governance guidelines.

Such disclosures are included in this Form 20-F and English translations of the Telecom Italia Group's corporate governance policies can be found on Telecom Italia's website: [www.telecomitalia.it](http://www.telecomitalia.it) under Governance .

*Code of business conduct and ethics.* NYSE listing standards require US companies to adopt a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. The code should provide for the reporting of violations of its provisions or of laws and regulations.

Telecom Italia has adopted such a Code. For further details see also 10.1 Corporate Governance General Code of Ethics and Conduct .

*Annual Certification by The Chief Executive Officer.* A chief executive officer of a US company listed on the NYSE must annually certify that he or she is not aware of any violation by the company of NYSE corporate governance standards.

In accordance with NYSE listing rules applicable to foreign private issuers, Telecom Italia submitted its foreign private issuer annual written affirmation on April 15, 2009.



**Table of Contents**

**Item 17. Financial Statements**

**PART III**

**Item 17. FINANCIAL STATEMENTS**

Not applicable.

231

**Table of Contents**

**Item 18. Financial Statements**

**Item 19. Financial Statements and Exhibits**

**Item 18. FINANCIAL STATEMENTS**

Reference is made to Item 19 for a list of all financial statements filed as part of this Annual Report.

**Item 19. FINANCIAL STATEMENTS AND EXHIBITS**

*(a) Financial Statements*

<u>Report of Independent Registered Public Accounting Firm</u>	<b>Page</b>
<u>Consolidated Statements of Financial Position as of December 31, 2009, December 31, 2008 (Restated) and January 1, 2008 (Restated) Assets</u>	F-2
<u>Consolidated Statements of Financial Position as of December 31, 2009, December 31, 2008 (Restated) and January 1, 2008 (Restated) Equity and Liabilities</u>	F-3
<u>Separate Consolidated Income Statements for the years ended December 31, 2009, 2008 (Restated) and 2007 (Restated)</u>	F-4
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2009, 2008 (Restated) and 2007 (Restated)</u>	F-5
<u>Consolidated Statements of Changes in Equity for the years ended December 31, 2009, 2008 (Restated) and 2007 (Restated)</u>	F-6
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 (Restated) and 2007 (Restated)</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-10
	F-12

*(b) Exhibits*

1.1 Bylaws of the Company.

2.1 Deposit Agreements.

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

(a) Deposit Agreement dated as of July 17, 2003, as amended, among the Company, JPMorgan Chase Bank, as Depositary and the holders from time to time of American Depositary Receipts representing Ordinary Shares of the Company.(1)

(b) Deposit Agreement dated as of July 17, 2003, as amended, among the Company, JPMorgan Chase Bank, as Depositary and holders from time to time of American depository Receipts representing Savings shares of the Company.(2)

2.2 Trust deed dated January 23, 2004, between Telecom Italia (as Issuer and Guarantor), Telecom Italia Finance (as Issuer) and J.P. Morgan Corporate Trustee Services Limited relating to a 10 billion euros Medium Term Note Program. We hereby agree to furnish to the Commission, upon its request, a copy of any instrument defining the rights of holders of our long-term debt or that of our subsidiaries for which consolidated or unconsolidated financial statements are required to be filed.(3)

4.1 Public Telecommunications License.(4)

(a) Decision No. 820/00/CONS of 22.11.2000. Individual license for installation and supply of public telecommunications network and for the provision to the public of a voice telephony service (*modifications to the concessions and annexed conventions, ex SIP, Iritel and Italcable*).

4.2 Stock Option Plans.

(a) 2002 Top Plan regulations and form of Letter of Assignment addressed to participants of the plan.(5)

(b) 2002 Plan regulations and form of Letter of Assignment addressed to participants of the plan.(5)

(c) 2002-2004 Stock Option Plan (Olivetti).(6)

(d) February 2002-December 2004 Stock Option Plan (Olivetti).(6)

**Table of Contents**

**Item 19. Financial Statements and Exhibits**

(e) Top 2008 Plan Stock Option Plan reserved to the Chairman and the Chief Executive Officer of Telecom Italia S.p.A.(7)

(f) Performance Share Granting 2008.(8)

7.1 Statement explaining computation of ratio of Earnings to fixed charges under IFRS.

8.1 List of Subsidiaries.(9)

12(a) Certification by the Chief Executive Officer of Telecom Italia S.p.A.

12(b) Certification by the Head of Administration, Finance and Control of Telecom Italia S.p.A.

13.1 Section 906 Certification submitted for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code.

15(a) Consent of Independent Registered Public Accounting Firm.

(1) Incorporated by reference to exhibit (a) filed with Olivetti's Registration Statement on Form F-6 filed with the SEC on July 18, 2003 (File No. 333-107144).

(2) Incorporated by reference to exhibit (a) filed with Olivetti's Registration Statement on Form F-6 filed with the SEC on July 18, 2003 (File No. 333-107142).

(3) Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 20-F on June 10, 2004 (File No. 001-13882).

(4) Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 20-F/A on June 29, 2001 (File No. 001-13882).

(5) Incorporated by reference to the Exhibits filed with the Company's Annual Report for the fiscal year ended December 31, 2002 on Form 20-F filed with the SEC on June 26, 2003 (File No. 001-13882).

(6) Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 20-F on June 10, 2004 (File No. 001-13882).

## Edgar Filing: TELECOM ITALIA S P A - Form 20-F

- (7) Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 20-F on May 8, 2008 (File No. 001-13882).
- (8) Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 20-F on April 10, 2009 (File No. 001-13882).
- (9) Please see Note List of Companies of the Telecom Italia Group of the Notes to the Consolidated Financial Statements included elsewhere herein.

**Table of Contents**

**Item 19. Financial Statements and Exhibits**

**SIGNATURE**

**Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all the requirements for filing on Form 20-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.**

**TELECOM ITALIA S.p.A.**

**By: /s/ FRANCO BERNABÈ  
Name: Franco Bernabè  
Title: Chief Executive Officer**

Dated May 21, 2010

**Table of Contents****TELECOM ITALIA S.P.A.****CONSOLIDATED FINANCIAL STATEMENTS**

<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	2
<u>CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2009, DECEMBER 31, 2008 (Restated) AND JANUARY 1, 2008 (Restated) ASSETS</u>	3
<u>CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2009, DECEMBER 31, 2008 (Restated) AND JANUARY 1, 2008 (Restated) EQUITY AND LIABILITIES</u>	4
<u>SEPARATE CONSOLIDATED INCOME STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)</u>	5
<u>CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)</u>	6
<u>CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)</u>	7
<u>CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)</u>	10
<u>NOTE 1 FORM, CONTENT AND OTHER GENERAL INFORMATION</u>	12
<u>NOTE 2 ACCOUNTING POLICIES</u>	14
<u>NOTE 3 RESTATEMENT AS A RESULT OF ERRORS AND CHANGES IN ACCOUNTING POLICIES</u>	33
<u>NOTE 4 BUSINESS COMBINATIONS</u>	37
<u>NOTE 5 GOODWILL</u>	39
<u>NOTE 6 INTANGIBLE ASSETS WITH A FINITE USEFUL LIFE</u>	43
<u>NOTE 7 TANGIBLE ASSETS (OWNED AND UNDER FINANCE LEASES)</u>	45
<u>NOTE 8 OTHER NON CURRENT ASSETS</u>	48
<u>NOTE 9 DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES</u>	51
<u>NOTE 10 INVENTORIES</u>	53
<u>NOTE 11 TRADE AND MISCELLANEOUS RECEIVABLES AND OTHER CURRENT ASSETS</u>	54
<u>NOTE 12 CURRENT INCOME TAX RECEIVABLES</u>	55
<u>NOTE 13 INVESTMENTS (CURRENT ASSETS)</u>	55
<u>NOTE 14 SECURITIES OTHER THAN INVESTMENTS (CURRENT ASSETS)</u>	56
<u>NOTE 15 FINANCIAL RECEIVABLES AND OTHER CURRENT FINANCIAL ASSETS</u>	56
<u>NOTE 16 CASH AND CASH EQUIVALENTS</u>	57
<u>NOTE 17 DISCONTINUED OPERATIONS/NON CURRENT ASSETS HELD FOR SALE</u>	57
<u>NOTE 18 EQUITY</u>	62
<u>NOTE 19 FINANCIAL LIABILITIES (CURRENT AND NON CURRENT)</u>	69
<u>NOTE 20 FINANCIAL RISK MANAGEMENT</u>	77
<u>NOTE 21 DERIVATIVES</u>	83
<u>NOTE 22 SUPPLEMENTARY DISCLOSURES ON FINANCIAL INSTRUMENTS</u>	89
<u>NOTE 23 EMPLOYEE BENEFITS</u>	96
<u>NOTE 24 PROVISIONS</u>	99
<u>NOTE 25 MISCELLANEOUS PAYABLES AND OTHER NON CURRENT LIABILITIES</u>	100
<u>NOTE 26 TRADE AND MISCELLANEOUS PAYABLES AND OTHER CURRENT LIABILITIES</u>	101
<u>NOTE 27 INCOME TAX PAYABLES (CURRENT AND NON CURRENT)</u>	102
<u>NOTE 28 CONTINGENT LIABILITIES, OTHER INFORMATION, COMMITMENTS AND GUARANTEES</u>	102
<u>NOTE 29 REVENUES</u>	116
<u>NOTE 30 OTHER INCOME</u>	116
<u>NOTE 31 ACQUISITION OF GOODS AND SERVICES</u>	116
<u>NOTE 32 EMPLOYEE BENEFITS EXPENSES</u>	117
<u>NOTE 33 OTHER OPERATING EXPENSES</u>	118
<u>NOTE 34 INTERNALLY GENERATED ASSETS</u>	119
<u>NOTE 35 DEPRECIATION AND AMORTIZATION</u>	119
<u>NOTE 36 GAINS (LOSSES) ON DISPOSALS OF NON CURRENT ASSETS</u>	120
<u>NOTE 37 IMPAIRMENT REVERSALS (LOSSES) ON NON CURRENT ASSETS</u>	120

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

<u>NOTE 38 OTHER INCOME (EXPENSES) FROM INVESTMENTS</u>	121
<u>NOTE 39 FINANCE INCOME</u>	121
<u>NOTE 40 FINANCE EXPENSES</u>	124
<u>NOTE 41 INCOME TAX EXPENSE</u>	126
<u>NOTE 42 PROFIT FOR THE YEAR</u>	128
<u>NOTE 43 EARNINGS PER SHARE</u>	129
<u>NOTE 44 SEGMENT REPORTING</u>	130
<u>NOTE 45 RELATED PARTY TRANSACTIONS</u>	135
<u>NOTE 46 STOCK OPTION AND PERFORMANCE SHARE GRANTING PLANS OF THE TELECOM ITALIA GROUP</u>	151
<u>NOTE 47 OTHER INFORMATION</u>	158
<u>NOTE 48 EVENTS SUBSEQUENT TO DECEMBER 31, 2009</u>	159
<u>NOTE 49 LIST OF COMPANIES OF THE TELECOM ITALIA GROUP</u>	161

F-1



**Table of Contents**

**Consolidated Financial Statements**

**Report Of Independent Registered Public Accounting Firm**

**Report of Independent Registered Public Accounting Firm**

To the Shareholders of Telecom Italia S.p.A.

We have audited the accompanying consolidated statements of financial position of Telecom Italia S.p.A. and subsidiaries as of December 31, 2009 and 2008 and January 1, 2008, and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Telecom Italia S.p.A. and subsidiaries at December 31, 2009 and 2008, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB).

As discussed in Note 3 to the consolidated financial statements, the 2007 and 2008 consolidated financial statements have been restated.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Telecom Italia S.p.A.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 20, 2010 expressed an adverse opinion thereon.

/s/ Reconta Ernst & Young S.p.A.

Milan, Italy

May 20, 2010

Reconta Ernst & Young S.p.A.  
Sede Legale: 00198 Roma - Via Po, 32  
Capitale Sociale 1.402.500,00 i.v.  
Iscritta alla S.O. del Registro delle Imprese presso la CC.I.A.A. di Roma  
Codice fiscale e numero di iscrizione 00434000584  
P.I. 00891231003  
Iscritta all Albo Revisori Contabili al n. 70945 Pubblicato sulla G.U.  
Suppl. 13 - IV Serie Speciale del 17/2/1998  
Iscritta all Albo Speciale delle società di revisione  
Consob al progressivo n. 2 delibera n. 10381 del 16/7/1997  
  
A member firm of Ernst & Young Global Limited

F-2

**Table of Contents****Consolidated Financial Statements****Consolidated Statements Of Financial Position****CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2009, DECEMBER 31, 2008 (Restated) AND JANUARY 1, 2008 (Restated) ASSETS**

	Note	As of December 31, 2009	As of December 31, 2008 (Restated) (millions of euros)	As of January 1, 2008 (Restated)
<b>NON-CURRENT ASSETS</b>				
<b>Intangible assets</b>				
Goodwill	5	43,627	43,891	44,420
Intangible assets with a finite useful life	6	6,282	6,492	6,985
		<b>49,909</b>	<b>50,383</b>	<b>51,405</b>
<b>Tangible assets</b>				
Property, plant and equipment owned	7	13,606	14,252	15,484
Assets held under finance leases		1,296	1,410	1,450
		<b>14,902</b>	<b>15,662</b>	<b>16,934</b>
<b>Other non-current assets</b>				
Investments in associates and joint ventures accounted for using the equity method	8	435	496	484
Other investments	8	53	57	57
Securities, financial receivables and other non-current financial assets	8	1,107	2,663	695
Miscellaneous receivables and other non-current assets	8	893	694	866
Deferred tax assets	9	1,199	1,002	250
		<b>3,687</b>	<b>4,912</b>	<b>2,352</b>
<b>TOTAL NON-CURRENT ASSETS (A)</b>		<b>68,498</b>	<b>70,957</b>	<b>70,691</b>
<b>CURRENT ASSETS</b>				
Inventories	10	408	379	308
Trade and miscellaneous receivables and other current assets	11	7,462	8,101	9,088
Current income tax receivables	12	79	73	101
Investments	13	39	39	
Securities other than investments	14	1,843	185	390
Financial receivables and other current financial assets	15	1,115	491	377
Cash and cash equivalents	16	5,504	5,416	6,473
<b>Current assets sub-total</b>		<b>16,450</b>	<b>14,684</b>	<b>16,737</b>
<b>Discontinued operations/Non-current assets held for sale</b>				
of a financial nature	17	81		
of a non-financial nature		1,152	9	
		<b>1,233</b>	<b>9</b>	
<b>TOTAL CURRENT ASSETS (B)</b>		<b>17,683</b>	<b>14,693</b>	<b>16,737</b>

<b>TOTAL ASSETS (A+B)</b>	<b>86,181</b>	<b>85,650</b>	<b>87,428</b>
---------------------------	---------------	---------------	---------------

The accompanying notes are an integral part of these consolidated financial statements

F-3

**Table of Contents**

## Consolidated Financial Statements

## Consolidated Statements Of Financial Position

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2009, DECEMBER 31, 2008 (Restated) AND JANUARY 1, 2008 (Restated) EQUITY AND LIABILITIES**

	Note	As of December 31, 2009	As of December 31, 2008 (Restated) (millions of euros)	As of January 1, 2008 (Restated)
<b>EQUITY</b>				
Share capital issued	18	10,674	10,674	10,674
Less: treasury shares		(89)	(83)	(69)
Share capital		10,585	10,591	10,605
Paid-in capital		1,689	1,689	1,689
Other reserves and retained earnings (accumulated losses), including profit for the year		13,678	13,318	13,137
<b>Equity attributable to owners of the Parent</b>		<b>25,952</b>	<b>25,598</b>	<b>25,431</b>
<b>Non-controlling interests</b>		<b>1,168</b>	<b>730</b>	<b>1,063</b>
<b>TOTAL EQUITY (A)</b>		<b>27,120</b>	<b>26,328</b>	<b>26,494</b>
<b>NON-CURRENT LIABILITIES</b>				
Non-current financial liabilities	19	36,752	36,527	37,051
Employee benefits	23	1,075	1,212	1,151
Deferred tax liabilities	9	160	386	586
Provisions	24	735	692	903
Miscellaneous payables and other non-current liabilities	25	1,084	1,539	1,587
<b>TOTAL NON-CURRENT LIABILITIES (B)</b>		<b>39,806</b>	<b>40,356</b>	<b>41,278</b>
<b>CURRENT LIABILITIES</b>				
Current financial liabilities	19	6,986	6,267	6,585
Trade and miscellaneous payables and other current liabilities	26	11,019	11,439	12,874
Current income tax payables	27	283	1,260	197
<b>Current liabilities sub-total</b>		<b>18,288</b>	<b>18,966</b>	<b>19,656</b>
<b>Liabilities directly associated with Discontinued operations/Non-current assets held for sale</b>	17			
of a financial nature		659		
of a non-financial nature		308		
		<b>967</b>		
<b>TOTAL CURRENT LIABILITIES (C)</b>		<b>19,255</b>	<b>18,966</b>	<b>19,656</b>
<b>TOTAL LIABILITIES (D=B+C)</b>		<b>59,061</b>	<b>59,322</b>	<b>60,934</b>

<b>TOTAL EQUITY AND LIABILITIES (A+D)</b>	<b>86,181</b>	<b>85,650</b>	<b>87,428</b>
---	---------------	---------------	---------------

The accompanying notes are an integral part of these consolidated financial statements

F-4



Edgar Filing: TELECOM ITALIA S P A - Form 20-F

<i>Ordinary Share</i>	<i>0.11</i>	<i>0.11</i>	<i>0.12</i>
<i>Savings Share</i>	<i>0.12</i>	<i>0.12</i>	<i>0.13</i>
<i>From Discontinued operations/Non-current assets held for sale</i>			
<i>Ordinary Share</i>	<i>(0.03)</i>		
<i>Savings Share</i>	<i>(0.03)</i>		

(\*) Basic EPS is equal to Diluted EPS.

The accompanying notes are an integral part of these consolidated financial statements

F-5



**Table of Contents**

Consolidated Financial Statements

Consolidated Statements Of Comprehensive Income

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED****DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)**

		Year ended December 31,		
		2009	2008 (Restated) (millions of euros)	2007 (Restated)
<b>Profit for the year</b>	<b>(A)</b>	<b>1,596</b>	<b>2,178</b>	<b>2,360</b>
<b>Other components of the Statement of Comprehensive Income:</b>				
<b>· Available-for-sale financial assets:</b>				
Profit (loss) from fair value adjustments		14	(2)	(57)
Loss (profit) transferred to the Separate Consolidated Income Statement				(138)
Income tax expense		4	(8)	11
	<b>(B)</b>	<b>18</b>	<b>(10)</b>	<b>(184)</b>
<b>· Hedging instruments:</b>				
Profit (loss) from fair value adjustments		(1,504)	124	(114)
Loss (profit) transferred to the Separate Consolidated Income Statement		206	211	468
Income tax expense		363	(98)	(96)
	<b>(C)</b>	<b>(935)</b>	<b>237</b>	<b>258</b>
<b>· Exchange differences on translating foreign operations:</b>				
Profit (loss) on translating foreign operations		964	(793)	291
	<b>(D)</b>	<b>964</b>	<b>(793)</b>	<b>291</b>
<b>· Share of other profits (losses) of associates and joint ventures accounted for using the equity method:</b>				
Profit (loss)		(71)	13	(34)
Loss (profit) transferred to the Separate Consolidated Income Statement				(55)
Income tax expense				
	<b>(E)</b>	<b>(71)</b>	<b>13</b>	<b>(89)</b>
<b>Total</b>	<b>(F=B+C+D+E)</b>	<b>(24)</b>	<b>(553)</b>	<b>276</b>
<b>Total profit (loss) for the year</b>	<b>(A+F)</b>	<b>1,572</b>	<b>1,625</b>	<b>2,636</b>
<b>Attributable to:</b>				
· Owners of the Parent		1,321	1,786	2,575
· Non-controlling interests		251	(161)	61

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The accompanying notes are an integral part of these consolidated financial statements

F-6

**Table of Contents**

## Consolidated Financial Statements

## Consolidated Statements Of Changes In Equity

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 (Restated)  
AND 2007 (Restated)****CHANGES IN EQUITY IN 2007 (Restated)**

	Share capital (a)	Paid-in capital (b)	Fair value adjustments on available-for-sale financial assets (c)	Fair value adjustments on hedging instruments (d)	Exchange differences on translating foreign operations (e)	Other gains (losses) of associates and joint ventures accounted for using the equity method (f) (millions of euros)	Other reserves and retained earnings (accumulated losses), including profit (loss) for the year (g)	Equity attributable to owners of the Parent (h=a+b+c+d+e+f+g)	Equity attributable to Non-controlling interests (i)	Total equity (h+i)
Balance at December 31, 2006	10,605	1,689	172	(54)	649	37	12,920	26,018	1,080	27,098
Restatement for errors							(396)	(396)		(396)
Balance at December 31, 2006 (Restated)	10,605	1,689	172	(54)	649	37	12,524	25,622	1,080	26,702
Changes in equity in the year ended December 31, 2007:										
Dividends approved							(2,766)	(2,766)	(74)	(2,840)
Total Comprehensive income (loss) for the year			(184)	258	237	(89)	2,353	2,575	61	2,636
Conversion of bonds							2	2		2
Changes in the scope of consolidation									(2)	(2)
Other changes							(2)	(2)	(2)	(4)
Balance at December 31, 2007 (Restated)	10,605	1,689	(12)	204	886	(52)	12,111	25,431	1,063	26,494

Edgar Filing: TELECOM ITALIA S P A - Form 20-F

The accompanying notes are an integral part of these consolidated financial statements

F-7

**Table of Contents****Consolidated Financial Statements****Consolidated Statements Of Changes In Equity****CHANGES IN EQUITY IN 2008 (Restated)**

	Share capital	Paid-in capital	Fair value adjustments on available-for-sale financial assets	Fair value adjustments on hedging instruments	Exchange differences on translating foreign operations	Other gains (losses) of associates and joint ventures accounted for using the equity method	Other reserves and retained earnings (accumulated losses), including profit (loss) for the year	Equity attributable to owners of the Parent (h=a+b+c+d+e+f+g)	Equity attributable to Non-controlling interests	Total equity
	(a)	(b)	(c)	(d)	(e)	(f)	(g)		(i)	(h+i)
	(millions of euros)									
<b>Balance at December 31, 2007</b>	<b>10,605</b>	<b>1,689</b>	<b>(12)</b>	<b>204</b>	<b>886</b>	<b>(52)</b>	<b>12,602</b>	<b>25,922</b>	<b>1,063</b>	<b>26,985</b>
Restatement for errors							(487)	(487)		(487)
Changes in accounting policies (IFRIC 13)							(4)	(4)		(4)
<b>Balance at December 31, 2007 (Restated)</b>	<b>10,605</b>	<b>1,689</b>	<b>(12)</b>	<b>204</b>	<b>886</b>	<b>(52)</b>	<b>12,111</b>	<b>25,431</b>	<b>1,063</b>	<b>26,494</b>
<b>Changes in equity in the year ended December 31, 2008:</b>										
· Dividends approved							(1,609)	(1,609)	(59)	(1,668)
· Total comprehensive income (loss) for the year			(10)	237	(631)	13	2,177	1,786	(161)	1,625
· Grant of equity instruments							1	1		1
· Treasury shares	(14)						(13)	(27)		(27)
· Changes in the scope of consolidation									(117)	(117)
· Other changes							16	16	4	20
<b>Balance at December 31, 2008 (Restated)</b>	<b>10,591</b>	<b>1,689</b>	<b>(22)</b>	<b>441</b>	<b>255</b>	<b>(39)</b>	<b>12,683</b>	<b>25,598</b>	<b>730</b>	<b>26,328</b>

The accompanying notes are an integral part of these consolidated financial statements

F-8

**Table of Contents****Consolidated Financial Statements****Consolidated Statements Of Changes In Equity****CHANGES IN EQUITY IN 2009**

	Share capital	Paid-in capital	Fair value adjustments on available-for-sale financial assets	Fair value adjustments on hedging instruments	Exchange differences on translating foreign operations	Other gains (losses) of associates and joint ventures accounted for using the equity method	Other reserves and retained earnings (accumulated losses), including profit (loss) for the year	Equity attributable to owners of the Parent (h=a+b+c+d+e)	Equity attributable to Non-controlling interests	Total equity
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	+f+g	(i)	(h+i)
	(millions of euros)									
<b>Balance at December 31, 2008</b>	<b>10,591</b>	<b>1,689</b>	<b>(22)</b>	<b>441</b>	<b>255</b>	<b>(39)</b>	<b>13,211</b>	<b>26,126</b>	<b>730</b>	<b>26,856</b>
Restatement for errors							(497)	(497)		(497)
Changes in accounting policies (IFRIC 13)							(31)	(31)		(31)
<b>Balance at December 31, 2008 (Restated)</b>	<b>10,591</b>	<b>1,689</b>	<b>(22)</b>	<b>441</b>	<b>255</b>	<b>(39)</b>	<b>12,683</b>	<b>25,598</b>	<b>730</b>	<b>26,328</b>
<b>Changes in equity in the year ended December 31, 2009:</b>										
Dividends approved							(1,029)	(1,029)	(24)	(1,053)
Changes in ownership interests in subsidiaries that do not result in a loss of control							(110)	(110)	110	
Total comprehensive income (loss) for the year			18	(935)	728	(71)	1,581	1,321	251	1,572
Grant of equity instruments							2	2		2
Treasury shares	(6)						(5)	(11)		(17)
Changes in the scope of consolidation							196	196	99	295
Other changes							(15)	(15)	2	(13)
<b>Balance at December 31, 2009</b>	<b>10,585</b>	<b>1,689</b>	<b>(4)</b>	<b>(494)</b>	<b>983</b>	<b>(110)</b>	<b>13,303</b>	<b>25,952</b>	<b>1,168</b>	<b>27,120</b>

The accompanying notes are an integral part of these consolidated financial statements

**Table of Contents**

Consolidated Financial Statements

Consolidated Statements Of Cash Flows

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED****DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)**

	Note	Year ended December 31,		
		2009	2008 (Restated)	2007 (Restated)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Profit from continuing operations		2,218	2,217	2,459
<i>Adjustments for:</i>				
Depreciation and amortization		5,551	5,676	5,518
Impairment losses (reversals) on non-current assets (including investments)		27	212	(34)
Net change in deferred tax assets and liabilities		(48)	(1,031)	935
Losses (gains) realized on disposals of non-current assets (including investments)		55	(37)	(467)
Share of losses (profits) of associates and joint ventures accounted for using the equity method		(67)	(64)	(86)
Change in employee benefits		(173)	233	(214)
Change in inventories		(30)	(74)	(16)
Change in trade receivables and net amounts due from customers on construction contracts		336	737	113
Change in trade payables		(995)	(588)	582
Net change in current income tax receivables/payables		(1,170)	1,078	217
Net change in miscellaneous receivables/payables and other assets/liabilities		(229)	(98)	(612)
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES (A)</b>		<b>5,475</b>	<b>8,261</b>	<b>8,395</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
<i>Purchase of intangible assets on an accrual basis</i>	6	(2,017)	(2,360)	(2,120)
<i>Purchase of tangible assets on an accrual basis</i>	7	(2,526)	(2,680)	(2,911)
Total purchase of intangible and tangible assets on an accrual basis		(4,543)	(5,040)	(5,031)
<i>Change in amounts due to fixed asset suppliers</i>		619	(419)	329
Total purchase of intangible and tangible assets on a cash basis		(3,924)	(5,459)	(4,702)
Acquisition of control of subsidiaries or other businesses, net of cash acquired				(636)
Acquisitions of other investments	8	(6)	(6)	(1)
Change in financial receivables and other financial assets		(692)	(1,756)	126
Proceeds from sale that result in a loss of control of subsidiaries or other businesses, net of cash disposed of		(13)	452	3
Proceeds from sale/repayments of intangible, tangible and other non-current assets		66	97	1,165
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES (B)</b>		<b>(4,569)</b>	<b>(6,672)</b>	<b>(4,045)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Change in current financial liabilities and other		(1,123)	1,267	202
Proceeds from non-current financial liabilities (including current portion)		5,563	2,317	2,622
Repayments of non-current financial liabilities (including current portion)		(4,260)	(4,302)	(5,218)
Proceeds from equity instruments			1	
Consideration paid for equity instruments		(11)	(27)	
Dividends paid		(1,050)	(1,665)	(2,831)
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES (C)</b>		<b>(881)</b>	<b>(2,409)</b>	<b>(5,225)</b>



<b>CASH FLOWS FROM (USED IN) DISCONTINUED OPERATIONS/NON-CURRENT ASSETS HELD FOR SALE (D)</b>	17	61	(41)	95
<b>AGGREGATE CASH FLOWS (E=A+B+C+D)</b>		86	(861)	(780)
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR (F)</b>		5,226	6,204	6,960
<b>Net foreign exchange differences on net cash and cash equivalents (G)</b>		172	(117)	24
<b>NET CASH AND CASH EQUIVALENTS AT END OF THE YEAR (H=E+F+G)</b>		5,484	5,226	6,204

The accompanying notes are an integral part of these consolidated financial statements

F-10

**Table of Contents**

Consolidated Financial Statements

Consolidated Statements Of Cash Flows

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 (Restated) AND 2007 (Restated)**

	Year ended December 31,		
	2009	2008 (Restated)	2007 (Restated)
<b>ADDITIONAL CASH FLOW INFORMATION:</b>			
Income taxes (paid) received	(2,301)	(633)	(501)
Interest expense paid	(3,250)	(3,429)	(3,752)
Interest income received	1,025	1,256	1,513
Dividends received	4	49	59
<b>ANALYSIS OF NET CASH AND CASH EQUIVALENTS:</b>			
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR:</b>			
· Cash and cash equivalents from continuing operations	5,396	6,398	7,235
· Bank overdrafts repayable on demand from continuing operations	(190)	(276)	(259)
· Cash and cash equivalents from Discontinued operations/Non-current assets held for sale	20	82	30
· Bank overdrafts repayable on demand from Discontinued operations/Non-current assets held for sale			(46)
	<b>5,226</b>	<b>6,204</b>	<b>6,960</b>
<b>NET CASH AND CASH EQUIVALENTS AT END OF THE YEAR:</b>			
· Cash and cash equivalents from continuing operations	5,504	5,396	6,398
· Bank overdrafts repayable on demand from continuing operations	(101)	(190)	(276)
· Cash and cash equivalents from Discontinued operations/Non-current assets held for sale	81	20	82
· Bank overdrafts repayable on demand from Discontinued operations/Non-current assets held for sale			
	<b>5,484</b>	<b>5,226</b>	<b>6,204</b>

The accompanying notes are an integral part of these consolidated financial statements

**Table of Contents**

**Consolidated Financial Statements**

**Notes To Consolidated Financial Statements**

**NOTE 1 FORM, CONTENT AND OTHER GENERAL INFORMATION**

**FORM AND CONTENT**

Telecom Italia S.p.A. is a corporation organized under the laws of the Republic of Italy. Telecom Italia S.p.A. ( **Telecom Italia** ) and its subsidiaries (the **Telecom Italia Group** or the **Group** ) operate mainly in Europe, the Mediterranean Basin and South America.

The Group is engaged principally in the communications sector and, particularly, the fixed and mobile national and international telecommunications sector, the television sector and the office products sector.

The head office of the Parent, Telecom Italia, is located in Milan, Italy.

The consolidated financial statements of the Telecom Italia Group are expressed, unless otherwise indicated, in millions of euros, which is also the currency of the primary economies in which the Group operates.

Foreign subsidiaries are included in the consolidated financial statements in accordance with the accounting policies described in the Note *Accounting Policies* .

The consolidated financial statements for the year ended December 31, 2009 have been prepared on a going concern basis (for further details please refer to Note *Accounting Policies* ) and in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board (designated as **IFRS** ).

The designation **IFRS** also includes all effective revised 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** ).

The consolidated financial statements have been prepared under the historical cost convention, except for available-for-sale financial asset