



TIM S.p.A.

(incorporated with limited liability under the laws of the Republic of Italy)

TELECOM ITALIA FINANCE S.A.

(incorporated with limited liability under the laws of the Grand-Duchy of Luxembourg)

€20,000,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed in respect of Notes issued by

Telecom Italia Finance S.A. by

TIM S.p.A.

(incorporated with limited liability under the laws of the Republic of Italy)

This Third Supplement (the **Supplement**) to the EMTN Programme Prospectus dated 8 June 2018 (the **EMTN Programme Prospectus**), as supplemented by the supplements dated 5 October 2018 and 10 December 2018, constitutes a supplement to the EMTN Programme Prospectus for the purposes of Article 13.1 of the Law on Prospectuses for Securities dated 10 July 2005 (the **Luxembourg Law**), as amended, and is prepared in connection with the Euro Medium Term Note Programme (the **Programme**) established by TIM S.p.A. (**TIM**) and Telecom Italia Finance S.A. (**TI Finance**). Terms defined in the EMTN Programme Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the EMTN Programme Prospectus and any other supplements to the EMTN Programme Prospectus.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been produced to: (i) incorporate by reference in the section of the EMTN Programme Prospectus entitled “Documents Incorporated by Reference” the press release dated 14 December 2018 and the press release dated 21 December 2018 (each a **Press Release**, and together the **Press Releases**); and (ii) update each of the sections entitled “Risk Factors” and “Taxation” of the EMTN Programme Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the EMTN Programme Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the EMTN Programme Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the EMTN Programme Prospectus has arisen or been noted, as the case may be, since the publication of the EMTN Programme Prospectus.

Copies of this Supplement and all documents incorporated by reference in the EMTN Programme Prospectus can be viewed on the website of the Luxembourg Stock Exchange at www.bourse.lu.

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the sections of the EMTN Programme Prospectus entitled “Documents Incorporated by Reference” on pages 34 to 38.

Press Releases

A copy of each Press Release has been filed with the CSSF and by virtue of this Supplement, the Press Releases are incorporated by reference into the EMTN Programme Prospectus in their entirety.

The page reference referred to below is to the PDF document as incorporated by reference by virtue of this Supplement:

Information incorporated by reference	Location
Press Release dated 14 December 2018 entitled “TIM: request to call a shareholders meeting from shareholder Vivendi”	All
Press Release dated 21 December 2018 entitled “TIM: analysis started on Vivendi’s request to call a shareholders meeting”	All

Any other information incorporated by reference that is not included in the cross-reference lists above is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) No 809/2004.

RISK FACTORS

The paragraph “Investing in the Notes may negatively impact on the “Aiuto alla Crescita Economica” (ACE) benefit available to certain Italian resident noteholders (or Italian permanent establishments of non-resident notholders)” of the EMTN Programme on page 30 shall be deleted.

TAXATION

In the section “TAXATION – Italian taxation – tax treatment of Notes issued by TIM – Italian resident noteholders” of the EMTN Programme on page 159, at the end of the paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, interest, premium and other income relating to the Notes may be exempt from any income taxation (including from the 26 per cent *imposta sostitutiva*) if the Noteholders are Italian resident individuals not engaged in entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 1996 and the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets all the requirements set forth in Article 1(100-114) of Law No. 232 of 11 December 2016 (Finance Act 2017).”

the following sentence shall be added:

“and in Article 1(211-215) of Law No. 145 of 30 December 2018 (**Finance Act 2019**).”

In the section “TAXATION – Italian taxation – tax treatment of Notes issued by TIM – Italian resident noteholders” of the EMTN Programme on page 160, at the end of the paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, interest, premium and other income relating to the Notes may be excluded from the taxable base of the 20% substitute tax if the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets the requirements set forth in Article 1(100-114) of Finance Act 2017.”

the following sentence shall be added:

“and in Article 1(211-215) of Finance Act 2019.”

In the section “TAXATION – Italian taxation – tax treatment of Notes issued by TI Finance – Italian resident noteholders” of the EMTN Programme on page 161, at the end of the paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, interest, premium and other income relating to the Notes may be exempt from any income taxation (including from the 26 per cent *imposta sostitutiva*) if the Noteholders are Italian resident individuals not engaged in entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 1996 and the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets all the requirements set forth in Article 1(100-114) of Finance Act 2017.”

the following sentence shall be added:

“and in Article 1(211-215) of Finance Act 2019.”

In the section “TAXATION – Italian taxation – atypical securities” of the EMTN Programme on page 162, the following paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, interest, premium and other income relating to the Notes may be exempt from any income taxation (including from the 26 per cent *imposta sostitutiva*) if the Noteholders are Italian resident individuals not engaged in entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 1996 and the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets all the requirements set forth in Article 1(100-114) of Finance Act 2017.”

shall be deleted and replaced with the following paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, interest, premium and other income relating to the Notes may be exempt from any income taxation (including from the 26 per cent withholding tax) if the Noteholders are Italian resident individuals not engaged in entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative

Decree No. 103 of 10 February 1996 and the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets all the requirements set forth in Article 1(100-114) of Finance Act 2017 and in Article 1(211-215) of Finance Act 2019.”

In the section “TAXATION – Italian taxation – capital gain tax – Italian resident noteholders” of the EMTN Programme on page 163, at the end of the paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, capital gains realised upon sale or redemption of the Notes may be exempt from any income taxation (including from the 26 per cent *imposta sostitutiva*) if the Noteholders are Italian resident individuals not engaged in entrepreneurial activity or social security entities pursuant to Legislative Decree No. 509 of 30 June 1994 and Legislative Decree No. 103 of 10 February 2006 and the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets the requirements set forth in Article 1(100-114) of Finance Act 2017.”

the following sentence shall be added:

“and in Article 1(211-215) of Finance Act 2019.”

In the section “TAXATION – Italian taxation – capital gain tax – Italian resident noteholders” of the EMTN Programme on page 164, at the end of the paragraph:

“Subject to certain conditions (including a minimum holding period requirement) and limitations, capital gains on the Notes may be excluded from the taxable base of the 20 per cent substitute tax if the Notes are included in a long-term savings account (*piano di risparmio a lungo termine*) that meets the requirements set forth in Article 1(100-114) of Finance Act 2017.”

the following sentence shall be added:

“and in Article 1(211-215) of Finance Act 2019.”