



## 2018 Annual Report

Telecom Italia Capital Société Anonyme  
12, rue Eugène Ruppert L-2453 Luxembourg  
R.C.S. Luxembourg B 77.970

Audited Annual Accounts as at December 31, 2018, which have been authorized by the Board of Directors held on February 21, 2019



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## Management's report

Dear Shareholder,

Telecom Italia Capital (herein defined as well as the "Company" or "TI Capital") ends the year 2018 with a profit of EUR 11.460.835,54 (versus a profit of EUR 1.432.574,94 as of December 31, 2017).

During 2018 the Company had a net decrease in its Cash and Cash equivalent of EUR 3,9 million (versus a net increase of EUR 3,3 million during 2017).

The decrease in net cash flow is mainly attributable to the payment of fees amounting to EUR 7,1 million for the postponement of the early termination clauses on certain derivative agreements. The increase in net Profit is due to the difference between negative interest paid on new loans the Company entered into for financing the repayment of notes matured on June 4, 2018 (see Notes paragraph below).

The net financial position as of December 31, 2018 is positive for EUR 30,1 million (EUR 12,6 million as of December 31, 2017). It is calculated as follow:

Million EUR	December 31, 2018
Formation expenses	16,2
Loans to affiliated undertakings	2.564,5
Amounts owed by affiliated undertakings	
becoming due and payable within one year	2.149,9
becoming due and payable after more than one year	389,8
Cash at bank and in hand	5,1
Amounts owed to affiliated undertakings	
becoming due and payable within one year [*]	-659,2
becoming due and payable after more than one year	-22,2
Non convertible loans	
becoming due and payable within one year	-929,0
becoming due and payable after more than one year	-3.485,0
<b>Net Financial Position</b>	<b>30,1</b>

[\*] Note 12 of the Annual Accounts – Amounts owed to affiliated undertakings - a) – excluding Guarantee fee due to Parent Company.

### Notes

On June 4, 2018 matured and have been repaid the USD 1.000.000.000,00 Fixed Interest Rate 6,9990% notes. The repayment has been financed with intragroup borrowings.

As of December 31, 2018, the aggregate principal amount of the outstanding notes equals to USD 5.000.000.000,00 (USD 6.000.000.000,00 as of December 31, 2017). The proceeds of the notes have been utilized to provide funding to TIM Group companies. All the notes are unconditionally and irrevocably guaranteed by the mother company TIM S.p.A.

### Share Capital

As of December 31, 2018, the subscribed share capital amounts to EUR 2.336.000,00, consisting of 100.000 ordinary shares with a nominal value of EUR 23,36 per share.

### Risks

The Directors consider the following as the principal risks that the Company faces:

- the Company has raised, and may raise in the future, financing in currencies other than euro. According to its risk management policies, TI Capital hedges the foreign currency risk exposure on its liabilities through currency swaps contracts or natural hedge positions. Furthermore, in order to hedge its interest rate exposure, Telecom Italia Capital enters into interest rate swaps.

Moreover, the Company is exposed to generic market, credit and liquidity risks:

- credit risk: representing the risk of non-fulfilment of obligations assumed by a counterparty in relation to lending and liquidity management activities;
- liquidity risk: related to the need to meet short-term financial liabilities.

The financial risks are managed within guidelines defined at Group level and through:

- the identification of the most suitable financial instruments, including derivatives, to reach prefixed objectives;
- the monitoring of the results achieved.

### Corporate governance statement

The Company, in order to ensure its strategic guidance, the effective monitoring of management by the Board and the Board's accountability to the Company and the Shareholders, has implemented the following corporate framework:

- The Board, whose members are characterized by a high professional profile, is entrusted with:
  - reviewing and guiding corporate strategy;
  - overseeing major capital expenditures, acquisitions and divestitures;
  - ensuring the integrity of accounting and financial reporting systems, including the independent audit.
- Two third of Board seats are assigned to non-executive members;
- One third of Board members is independent;
- The Board establishes an Audit Committee ("AC") to support its function in respect to all audit matters. The AC is composed of three members, out of which two are independent, including the chairperson and has direct access and contact with the external auditors ("réviseur d'entreprises agréé");
- The Board delegates the day to day management of the Company to one of its members.

Telecom Italia Capital is committed to the following organizational model:

- definition of strategic guidelines: in charge of the Group "Financial Risk Committee" of which the Managing Director of the Company is member;
- execution activity: in charge of Telecom Italia Capital Front Office department, which implements such guidelines in coordination with the Group Treasurer;
- Group Financial Planning & Risk control: any deviation from the guidelines is reported by the Group Financial Risk Controller to the "Financial Risk Committee".

Additional details on internal control and financial risk management policies of TIM Group are available in the TIM S.p.A. consolidated accounts and related documents

### Alternative Performance Measures

In this Management's report, in addition to the conventional financial performance measures established by Luxembourg laws, certain alternative performance measures are presented for a better understanding of the trend of operations and financial condition.

The alternative performance measures used are described below:

- Net Increase / Decrease in Cash and Cash Equivalents: indicates the ability of the Company to face the liquidity risk as described above. Greater details on calculation are provided in the Cash Flow Statement, that the Board of Directors of the Company has decided to include within present Financials Statement;
- Net Financial Position: indicates the Company's ability to pay off its debts. It is calculated as shown below:

+ Formation expenses
+ Loans included in Financial assets
+/- Financial amounts owed by/to affiliated undertakings
+ Cash at bank and in hand
- Debenture loans
<b>Net Financial Position</b>

### Events subsequent to December 31, 2018

No event after the closing of the accounts has a material impact on the financials herein reported.

During the year 2019, it is foreseen to continue the activity of financial assistance to TIM Group companies and continue to manage the market risks related to the funding and investment activity.

On June 18, 2019, will mature and shall be repaid the USD 1.000.000.000,00 Fixed Interest Rate 7,1750% notes.

The Company does not perform research and development activities. The Company did not acquire and does not hold its own shares.

Financials as of December 31, 2018 herein reported comprise the balance sheet, the profit and loss account, the cash flow statement and the explanatory notes.

The Board invites to approve the financial statements herein reported and proposes to allocate the profit of the year 2018 amounting to EUR 11.460.835,54 to "Profit or loss brought forward".

For the Board of Directors  
The Managing Director  
Biagio Murciano

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## Annual Accounts

## Balance Sheet – Assets

TELECOM ITALIA CAPITAL SOCIETE ANONYME BALANCE SHEET AS AT DECEMBER 31, 2018		
ASSETS - [EUR]	31.DECEMBER.2018	31.DECEMBER.2017
<b>A. Subscribed capital unpaid</b>	<b>0,00</b>	<b>0,00</b>
I. Subscribed capital not called	0,00	0,00
II. Subscribed capital called but unpaid	0,00	0,00
<b>B. Formation expenses</b> [3]	<b>16.184.670,39</b>	<b>17.011.562,51</b>
<b>C. Fixed assets</b>	<b>2.564.481.815,41</b>	<b>4.171.739.098,17</b>
I. Intangible assets		
1. Costs of development	0,00	0,00
2. Concessions, patents, licenses, trade marks and similar rights and assets , if they were		
a) acquired for valuable consideration and need not be shown under C.I.3.	0,00	0,00
b) created by the undertaking itself	0,00	0,00
3. Goodwill, to the extent that it was acquired for valuable consideration	0,00	0,00
4. Payments on account and intangible assets under development	0,00	0,00
II. Tangible assets		
1. Land and buildings	0,00	0,00
2. Plant and machinery	0,00	0,00
3. Other fixtures and fittings, tools and equipment	0,00	0,00
4. Payments on account and tangible assets in the course of construction	0,00	0,00
III. Financial assets		
1. Shares in affiliated undertakings	0,00	0,00
2. Loans to affiliated undertakings	2.564.481.815,41	4.171.739.098,17
3. Participating interests	0,00	0,00
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	0,00	0,00
5. Investments held as fixed assets	0,00	0,00
6. Other loans	0,00	0,00
<b>D. Current assets</b>	<b>2.544.901.237,51</b>	<b>913.409.111,50</b>
1. Stocks		
1. Raw materials and consumables	0,00	0,00
2. Work in progress	0,00	0,00
3. Finished goods and goods for resale	0,00	0,00
4. Payments on account	0,00	0,00
II. Debtors		
1. Trade debtors		
a) becoming due and payable within one year	0,00	0,00
b) becoming due and payable after more than one year	0,00	0,00
2. Amounts owed by affiliated undertakings	2.149.900.384,42	521.733.525,67
a) becoming due and payable within one year	389.853.255,48	382.644.874,82
b) becoming due and payable after more than one year		
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests		
a) becoming due and payable within one year	0,00	0,00
b) becoming due and payable after more than one year	0,00	0,00
4. Other debtors		
a) becoming due and payable within one year	3.070,72	0,00
b) becoming due and payable after more than one year	0,00	0,00
III. Investments		
1. Shares in affiliated undertakings	0,00	0,00
2. Own shares	0,00	0,00
3. Other investments	0,00	0,00
IV. Cash at bank and in hand	5.144.526,89	9.030.711,01
<b>E. Prepayments</b>	<b>999.699,38</b>	<b>1.107.688,54</b>
<b>TOTAL ASSETS</b>	<b>5.126.567.422,69</b>	<b>5.103.267.460,72</b>

The accompanying notes are an integral part of these annual accounts.

## Balance Sheet – Capital, Reserves and Liabilities

TELECOM ITALIA CAPITAL SOCIETE ANONYME BALANCE SHEET AS AT DECEMBER 31, 2018		
CAPITAL, RESERVES AND LIABILITIES - [EUR]	31.DECEMBER.2018	31.DECEMBER.2017
<b>A. Capital and reserves</b>	<b>22.381.131,19</b>	<b>10.920.295,65</b>
I. Subscribed capital [7]	2.336.000,00	2.336.000,00
II. Share premium account [8]	871.234,66	871.234,66
III. Revaluation reserve	0,00	0,00
IV. Reserves [9]		
1. Legal reserve	234.000,00	234.000,00
2. Reserve for own shares	0,00	0,00
3. Reserves provided for by the articles of association	0,00	0,00
4. Other reserves, including the fair value reserve		
a) other available reserves	0,00	0,00
b) other non available reserves	76.740,00	782.640,00
V. Profit or loss brought forward	7.402.320,99	5.263.846,05
VI. Profit or loss for the financial year	11.460.835,54	1.432.574,94
VII. Interim dividends	0,00	0,00
VIII. Capital investment subsidies	0,00	0,00
<b>B. Provisions</b>	<b>7.145.330,91</b>	<b>1.061.643,64</b>
1. Provisions for pensions and similar obligations	0,00	0,00
2. Provisions for taxation [10]	7.145.330,91	1.061.643,64
3. Other provisions	0,00	0,00
<b>C. Creditors</b>	<b>5.097.040.960,59</b>	<b>5.091.285.521,43</b>
1. Debenture loans		
a) Convertible loans		
i) becoming due and payable within one year	0,00	0,00
ii) becoming due and payable after more than one year	0,00	0,00
b) Non convertible loans [11]		
i) becoming due and payable within one year	928.955.402,99	891.272.564,39
ii) becoming due and payable after more than one year	3.485.022.088,75	4.160.518.640,78
2. Amounts owed to credit institutions		
a) becoming due and payable within one year	0,00	0,00
b) becoming due and payable after more than one year	0,00	0,00
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks		
a) becoming due and payable within one year	0,00	0,00
b) becoming due and payable after more than one year	0,00	0,00
4. Trade creditors		
a) becoming due and payable within one year	309.273,99	367.285,68
b) becoming due and payable after more than one year	0,00	0,00
5. Bills of exchange payable		
a) becoming due and payable within one year	0,00	0,00
b) becoming due and payable after more than one year	0,00	0,00
6. Amounts owed to affiliated undertakings [12]		
a) becoming due and payable within one year	660.531.889,26	16.937.233,94
b) becoming due and payable after more than one year	22.222.305,60	22.188.979,72
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests		
a) becoming due and payable within one year	0,00	0,00
b) becoming due and payable after more than one year	0,00	0,00
8. Other creditors		
a) Tax authorities	0,00	0,00
b) Social security authorities	0,00	816,92
c) Other creditors		
i) becoming due and payable within one year	0,00	0,00
ii) becoming due and payable after more than one year	0,00	0,00
<b>D. Deferred income</b>	<b>0,00</b>	<b>0,00</b>
<b>TOTAL CAPITAL, RESERVES AND LIABILITIES</b>	<b>5.126.567.422,69</b>	<b>5.103.267.460,72</b>

The accompanying notes are an integral part of these annual accounts.

## Profit &amp; Loss account

TELECOM ITALIA CAPITAL SOCIETE ANONYME PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED DECEMBER 31, 2018		
[EUR]	31.DECEMBER.2018	31.DECEMBER.2017
<b>1. Net turnover</b>	<b>0,00</b>	<b>0,00</b>
<b>2. Variation in stocks of finished goods and in work in progress</b>	<b>0,00</b>	<b>0,00</b>
<b>3. Work performed by the undertaking for its own purposes and capitalised</b>	<b>0,00</b>	<b>0,00</b>
<b>4. Other operating income</b>	<b>0,01</b>	<b>0,19</b>
<b>5. Raw materials and consumables and other external expenses</b>	<b>-110.988,54</b>	<b>-260.898,00</b>
a) Raw materials and consumables	-161,00	-74,59
b) Other external expenses	-110.827,54	-260.823,41
<b>6. Staff costs</b>	<b>-119.027,56</b>	<b>-165.932,76</b>
a) Wages and salaries	-102.718,21	-144.801,22
b) Social security costs	-16.309,35	-21.131,54
i) relating to pensions	-2.741,64	-2.429,77
ii) other social security costs	-13.567,71	-18.701,77
c) Other staff costs	0,00	0,00
<b>7. Value adjustments</b>	<b>-1.395.323,51</b>	<b>-1.173.201,05</b>
a) in respect of formation expenses and of tangible and intangible fixed assets	-1.395.323,51	-1.173.201,05
b) in respect of current assets	0,00	0,00
<b>8. Other operating expenses</b>	<b>-151.911,44</b>	<b>-140.432,86</b>
<b>9. Income from participating interests</b>	<b>0,00</b>	<b>0,00</b>
a) derived from affiliated undertakings	0,00	0,00
b) other income from participating interests	0,00	0,00
<b>10. Income from other investments and loans forming part of the fixed assets</b> [13]	<b>188.456.464,43</b>	<b>182.504.429,19</b>
a) derived from affiliated undertakings	188.456.464,43	182.504.429,19
b) other income not included under a)	0,00	0,00
<b>11. Other interest receivable and similar income</b> [14]	<b>347.946.092,46</b>	<b>382.920.966,35</b>
a) derived from affiliated undertakings	346.662.932,92	379.505.895,40
b) other interest and similar income	1.283.159,54	3.415.070,95
<b>12. Share of profit or loss of undertakings accounted for under the equity method</b>	<b>0,00</b>	<b>0,00</b>
<b>13. Value adjustments in respect of financial assets and of investments held as current assets</b>	<b>0,00</b>	<b>0,00</b>
<b>14. Interest payable and similar expenses</b> [15]	<b>-516.614.660,37</b>	<b>-561.715.265,72</b>
a) concerning affiliated undertakings	-191.968.925,47	-201.547.930,45
b) other interest and similar expenses	-324.645.734,90	-360.167.335,27
<b>15. Tax on profit or loss</b>	<b>-6.544.994,94</b>	<b>-532.275,40</b>
<b>16. Profit or loss after taxation</b>	<b>11.465.650,54</b>	<b>1.437.389,94</b>
<b>17. Other taxes not shown under items 1 to 16</b>	<b>-4.815,00</b>	<b>-4.815,00</b>
<b>18. Profit or loss for the financial year</b>	<b>11.460.835,54</b>	<b>1.432.574,94</b>

The accompanying notes are an integral part of these annual accounts.

## Cash Flow Statement

<b>TELECOM ITALIA CAPITAL SOCIETE ANONYME</b>		
<b>CASH FLOW STATEMENT AS AT DECEMBER , 2018</b>		
<b>[EUR]</b>	<b>31.DECEMBER.2018</b>	<b>31.DECEMBER.2017</b>
<b>Operating Activities</b>		
Net result of the year	11.460.835,54	1.432.574,94
Taxes	-6.544.994,94	-532.275,40
Profit/Loss before tax	18.005.830,48	1.964.850,34
Adjustments for		
Amortization of formation expenses and on tangible and intangible assets	1.395.323,51	1.173.201,05
Finance Income [13][14]	-536.402.556,89	-565.425.395,54
Finance Expenses	515.319.590,77	560.381.154,14
Changes in trade and other receivables	112.564,43	124.813,37
Changes in trade and other payables	-96.197,30	-163.542,28
Income Taxes Paid	-465.826,24	0,00
<b>Net cash flows from operating activities</b>	<b>-2.131.271,24</b>	<b>-1.944.918,92</b>
<b>Cash flows from Investing activities</b>		
Investments and re-payments in Financial Receivables	-24.300.000,00	700.000,00
Interest, commissions and other financial income received	537.519.895,03	570.076.539,39
<b>Net cash flows from investing activities</b>	<b>513.219.895,03</b>	<b>570.776.539,39</b>
<b>Cash flows from Financing activities</b>		
Increase of borrowings	646.800.000,00	0,00
Repayments of borrowings	-643.237.852,62	-932.931,54
Interest, commissions and other financial expenses paid	-518.564.784,15	-564.626.304,91
<b>Net cash flows from financing activities</b>	<b>-515.002.636,77</b>	<b>-565.559.236,45</b>
Net Increase / Decrease in Cash and Cash Equivalents ("C&CE")	-3.914.012,98	3.272.384,02
Net foreign exchange differences in C&CE	25.140,46	-82.783,63
Cash and cash equivalents at 01 January	9.028.042,79	5.838.442,40
<b>Cash and cash equivalents at the end of the year</b> [6]	<b>5.139.170,27</b>	<b>9.028.042,79</b>

The accompanying notes are an integral part of these annual accounts.

## Notes to the Annual Accounts

as at December 31, 2018, which have been authorized by the Board of Directors held on February 21, 2019

### Note 1 – General information

Telecom Italia Capital (the “Company”) was incorporated in Luxembourg on September 27, 2000 for an unlimited duration. The registered office is currently established at 12, Rue Eugène Ruppert L-2453 Luxembourg. The registered number is B 77.970.

The corporate object is to provide financial assistance to the companies within TIM Group. In this respect, the Company can acquire assets by issuing securities, bonds or any other financial instrument and by taking loans in whatever form from banks and institutional investors or in any other form, the above-mentioned list being purely enumerative and not limitative.

The Company may also have participating interests in any Luxembourg or foreign company and administrate, manage and develop its portfolio.

The Company may carry out any commercial, industrial or financial operation and perform real estate transactions pertaining directly or indirectly to its object.

Generally, the Company may carry out all transactions considered as useful to the achievement and development of its object.

The financial year begins on January 1st and ends on December 31st of each year.

### Note 2 – Summary of significant accounting policies

#### Basis of preparation

The annual accounts have been prepared in accordance with accounting principles and regulations generally accepted in the Grand Duchy of Luxembourg (“Luxembourg GAAP”) under the historical cost convention.

As allowed by the amended law of December 19, 2002, the Board of Directors of the Company has decided to include the cash flow statement based on the indirect method.

Euro (“EUR”) is the book accounting currency.

#### Use of estimates

The preparation of financial statements in accordance with Luxembourg GAAP, requires Board of Directors to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the annual accounts, and reported amounts of revenues and expenses during that reporting period. Actual results could differ from those estimates.

#### Foreign currency translation

The Company follows the multi-currency accounting policy that consists in recording the assets and the liabilities in their original currencies, the same being converted into EUR at the balance sheet date.

The exchange differences arising from the transactions expressed in currencies other than EUR are hedged either by balanced deposits and loans or through derivative instruments, such as Cross Currency Interest Rate Swaps (“CCIRS”) or foreign exchange agreements, all hereby referred to as “currency swaps”.

Currency swaps combine two positions that are represented by the amounts that will be exchanged with the counterparty at the maturity of the contract. They are recorded as assets or liabilities to the net between the payable and the receivable amount. Generally, one is in EUR and the other in currencies other than EUR. This latter is converted into EUR at the balance sheet date.

The unrealized exchange differences that arise from all these conversions are reflected in the profit and loss account in the items “Interest payable and similar expenses/Other interest receivable and similar income”.

The realized income and charges in currencies other than EUR are recorded in their respective currencies and converted at the exchange rate prevailing on the respective transaction dates.

The exchange rate used to convert as of December 31, 2018 the operations in USD into EUR is the following:

1 EUR = 1,1450 USD.

#### Formation expenses

Formation expenses may include incorporation expenses and bond issuance expenses. Incorporation expenses are valued at purchase price including the expenses incidental thereto less cumulated depreciation amounts written off over maximum 5 years. Bond issuance expenses are written off on a straight-line basis over the period of the note.

#### Financial assets

Loans to affiliated undertakings are valued at nominal value including the expense incidental thereto. The contingent write-downs are recorded in case of a permanent impairment loss of the investments estimated by the Board of Directors while comparing the net book value with the market value or with the net equity of the company. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

#### Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

#### Cash at bank and in hand

Cash at bank and in hand is defined as cash in hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value. Cash at bank and in hand and short-term deposits which are held to maturity are carried at cost.

#### Accrued interest

Accrued interests are shown with their principal amount.

#### Prepayments/Deferred income

“Prepayments” and “Deferred income” accounts include prepaid charges and deferred income. Issue discounts are listed with the related notes, while other similar charges are classified in “Formation expenses”. All are amortized through the profit and loss account on a straight-line basis over the lifetime of the notes.

#### Derivative instruments

The commitments related to currency and interest rates swaps are recorded as off-balance sheet items at the nominal value of the contracts.

No valuations of unrealized gains or losses are recorded during the life of the contracts since there is a perfect matching of the realized gains or losses of derivatives and the realized losses or gains on the hedged items at maturity. For the exchange rate variance refer to the accounting policy “Foreign currency translation” above.

The Company enters into derivatives only for the purpose of hedging.

#### Creditors

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown in the same line of the debt and is written off over the period of the debt based on a linear method.

#### Provisions

Provisions are recognized when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

#### Provisions for taxation

Provisions for taxation, corresponding to the difference between the tax liability estimated by the Company and the advance payments for the financial years, are recorded under the caption “Provisions for taxation”.

### Note 3 – Formation expenses

Formation expenses are composed by bond issuance expenses. Movements for the period on this item are as follows:

EUR	Total formation expenses
Balance as at 31.12.2017	17.011.562,51
Depreciation during the period	-1.395.323,51
Exchange rate impact	568.431,39
<b>Balance as at 31.12.2018</b>	<b>16.184.670,39</b>

### Note 4 – Financial assets - Loans to affiliated undertakings

This item is composed by EUR 2.564.481.815,41 (EUR 4.171.739.098,17 as per December 31, 2017) being the total amount of medium-long term loans granted to TIM S.p.A. (the “Parent Company”) utilizing the proceeds received by issuing notes.

EUR	December 31, 2018	December 31, 2017
Nominal value: EUR 539.800.000,00 Expiring September 30, 2019 Floater rate: Euribor 6m + 0,87870%	<i>Classified in short term portion</i>	539.800.000,00
Nominal value: EUR 642.000.000,00 Expiring December 04, 2019 Fixed rate: 7,10320%	<i>Classified in short term portion</i>	642.000.000,00
Nominal value: EUR 700.000.000,00 Expiring December 18, 2019 Fixed rate: 6,78656%	<i>Classified in short term portion</i>	700.000.000,00
Nominal value: EUR 20.000.000,00 Expiring December 18, 2019 Fixed rate: 6,78656%	<i>Classified in short term portion</i>	20.000.000,00
Nominal value: EUR 100.000.000,00 Expiring September 30, 2022 Floater rate: Euribor 6m + 0,88030%	100.000.000,00	0,00
Nominal value: EUR 155.000.000,00 Expiring March 31, 2023 Floater rate: Euribor 6m + 1,06280%	155.000.000,00	0,00
Nominal value: USD 1.000.000.000,00 [*] Expiring November 15, 2034 Floater rate: USDLibor 3m + 1,10000%	873.362.445,41	833.819.728,17
Nominal value: EUR 791.119.370,00 Expiring January 18, 2037 Floater rate: Euribor 6m + 1,45969%	791.119.370,00	791.119.370,00
Nominal value: EUR 645.000.000,00 Expiring December 05, 2039 Fixed rate: 7,53220%	645.000.000,00	645.000.000,00
	<b>2.564.481.815,41</b>	<b>4.171.739.098,17</b>

[\*] Differences between December 31, 2018 and December 31, 2017 are due to exchange rate impact.

## Note 5 – Debtors - Amounts owed by affiliated undertakings

a) becoming due and payable within one year

EUR	December 31, 2018	December 31, 2017
Nominal value: EUR 250.000.000,00 Expired March 15, 2018 Floater rate: Euribor 6m + 1,89110%	0,00	250.000.000,00
Nominal value: EUR 539.800.000,00 Expiring September 30, 2019 Floater rate: Euribor 6m + 0.87870%	539.800.000,00	<i>Classified in long term portion</i>
Nominal value: EUR 642.000.000,00 Expiring December 04, 2019 Fixed rate: 7,10320%	642.000.000,00	<i>Classified in long term portion</i>
Nominal value: EUR 700.000.000,00 Expiring December 18, 2019 Fixed rate: 6,78656%	700.000.000,00	<i>Classified in long term portion</i>
Nominal value: EUR 20.000.000,00 Expiring December 18, 2019 Fixed rate: 6,78656%	20.000.000,00	<i>Classified in long term portion</i>
Short term loan with Ti Sparkle Uk Ltd	5.800.000,00	6.505.366,84
Short term loan with Telecom Italia Finance S.A.	20.000.000,02	4.899,59
Accruals on long term loans with Parent Company	19.191.400,55	18.223.860,44
Accruals on short term loans with Group Companies	923,30	894,27
Accruals on derivatives with Parent Company	44.387.149,69	46.119.150,43
Accruals on derivatives with Group Companies	7.758.423,45	9.354.229,06
Currency swaps with Parent Company	150.962.487,41	75.857.986,27
Currency swaps with Group Companies	0,00	115.667.138,77
	<b>2.149.900.384,42</b>	<b>521.733.525,67</b>

b) becoming due and payable after more than one year

EUR	December 31, 2018	December 31, 2017
Currency swaps with Parent Company	313.562.222,43	321.894.129,65
Currency swaps with Group Companies	76.291.033,05	60.750.745,17
	<b>389.853.255,48</b>	<b>382.644.874,82</b>

## Note 6 – Cash at bank and in hand

The item refers to bank current accounts and deposit accounts for the total amount of EUR 5.144.526,89 (EUR 9.030.711,01 as per December 2017).

EUR	December 31, 2018	December 31, 2017
Bank current accounts	3.130.436,65	7.527.167,28
Bank term deposit accounts	2.008.733,62	1.500.875,51
<b>Cash and cash equivalent as shown in Cash Flow Statement</b>	<b>5.139.170,27</b>	<b>9.028.042,79</b>
Accruals on bank term deposits	5.356,62	2.668,22
	<b>5.144.526,89</b>	<b>9.030.711,01</b>

## Note 7 – Subscribed capital

As of December 31, 2018 the authorized, issued and fully paid in share capital of EUR 2.336.000,00 is represented by 100.000 shares with a nominal value of EUR 23,36 per share.

As of December 31, 2018 and December 31, 2017, the Company is 100% held by TIM S.p.A.



## Note 8 – Share premium account

The extraordinary shareholders meeting held on May 15, 2009 decided to recapitalize the Company by injecting EUR 50.000.000,00 in cash, of which EUR 47.664.000,00 as issuance premium and EUR 2.336.000,00 as share capital. Such premium, paid on the same date, has been utilized in order to cover residual losses after capital reduction (EUR 35.853.303,61) emerging from the interim accounts as of February 28, 2009. Later, in order to cover the loss of the year 2014, the shareholder meeting held on April 1, 2015 decided to allocate EUR 10.939.461,73 to “Profit and loss brought forward” reducing the “Share premium and similar premiums” to EUR 871.234,66.

## Note 9 – Reserves

Reserves are split as follows:

- Legal Reserve: the Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed. The legal reserve as at December 31, 2018 amounts to EUR 234.000,00 and equals 10% of the share capital. The reserve has been set up by the shareholders meeting as of March 2, 2005 by converting a portion of other unavailable reserves.

- Other reserves consist of Tax reserve for an amount of EUR 76.740,00. It has been created by the annual shareholders' meetings held in the year 2014 and is equal to five times the amount of the Net Wealth Tax to be paid for fiscal year 2013. It will be unavailable for distribution for a five-year period since the year following its creation and is detailed as below:

Period	Values - EUR
Fiscal year 2013	76.740,00
	<b>76.740,00</b>

Movements for the year on the reserves, share premium and similar premiums and profit and loss items are as follows:

	Share premium (EUR)	Legal Reserve (EUR)	Other reserves (EUR)	Profit or loss brought forward (EUR)	Profit or loss for the financial year (EUR)
Balance as at 31.12.2017	871.234,66	234.000,00	782.640,00	5.263.846,05	1.432.574,94
Movements for the year					
Allocation of prior year's Profit or loss [*]	0,00	0,00	0,00	1.432.574,94	-1.432.574,94
Reallocation of Reserve [*]	0,00	0,00	-705.900,00	705.900,00	0,00
Profit or loss for the year	0,00	0,00	0,00	0,00	11.460.835,54
<b>Balance as at 31.12.2018</b>	<b>871.234,66</b>	<b>234.000,00</b>	<b>76.740,00</b>	<b>7.402.320,99</b>	<b>11.460.835,54</b>

[\*] Shareholders Meeting held on April 19, 2018 decided to allocate the profit of the year 2017 amounting to EUR 1.432.574,94 to “Profit or loss brought forward” and reallocate, considering that the five years unavailability period for tax purposes has expired, EUR 705.900,00 from “Other reserves” to “Profit or loss brought forward” which has been increased accordingly.

## Note 10 – Provisions for taxation

EUR	December 31, 2018	December 31, 2017
Chamber of Commerce fees	51.099,09	47.902,49
Income tax	7.077.750,35	998.581,65
Net wealth tax	12.840,00	8.025,00
Other taxes	650,77	727,27
Value added tax	2.990,70	6.407,23
	<b>7.145.330,91</b>	<b>1.061.643,64</b>

### Note 11 – Non convertible loans

The Company has issued non-convertible notes for a total outstanding amount of USD 5.000.000.000,00 as at December 31, 2018 (December 31, 2017 – USD 6.000.000.000,00).

i) becoming due and payable within one year

EUR	December 31, 2018	December 31, 2017
Nominal value: USD 1.000.000.000,00 Expired June 04, 2018 Fixed Interest Rate 6,9990%	0,00	833.819.728,17
Nominal value: USD 1.000.000.000,00 [*] Expiring June 18, 2019 Fixed Interest Rate 7,1750%	873.362.445,41	<i>Classified in long term portion</i>
Issue discounts on notes Current portion	-559.201,56	-533.882,88
Accrued interest on notes	56.152.159,14	57.986.719,10
	<b>928.955.402,99</b>	<b>891.272.564,39</b>

ii) becoming due and payable after more than one year

EUR	December 31, 2018	December 31, 2017
Nominal value: USD 1.000.000.000,00 [*] Expiring June 18, 2019 Fixed Interest Rate 7,1750%	<i>Classified in short term portion</i>	833.819.728,17
Nominal value: USD 1.000.000.000,00 [*] Expiring November 15, 2033 Fixed Interest Rate 6,3750%	873.362.445,41	833.819.728,17
Nominal value: USD 1.000.000.000,00 [*] Expiring September 30, 2034 Fixed Interest Rate 6,0000%	873.362.445,41	833.819.728,17
Nominal value: USD 1.000.000.000,00 [*] Expiring July 18, 2036 Fixed Interest Rate 7,2000%	873.362.445,41	833.819.728,17
Nominal value: USD 1.000.000.000,00 [*] Expiring June 04, 2038 Fixed Interest Rate 7,7210%	873.362.445,41	833.819.728,17
Issue discounts on notes Long term portion	-8.427.692,89	-8.580.000,07
	<b>3.485.022.088,75</b>	<b>4.160.518.640,78</b>

[\*] Differences between December 31, 2018 and December 31, 2017 are due to exchange rate impact.

### Note 12 – Amounts owed to affiliated undertakings

This item refers to the following payables due to Parent Company and Group Companies:

a) becoming due and payable within one year

EUR	December 31, 2018	December 31, 2017
Guarantee fee due to Parent Company	1.295.069,60	1.334.111,58
Other payables to Group Companies	0,50	0,00
Current portion of long term loans with Parent Company [*]	894.313,38	811.878,43
Current portion of long term loans with Group Companies [*]	121.167,51	110.087,28
Loan with Telecom Italia Finance Nominal value: EUR 646.800.000,00 Expiring December 04, 2019 Floater rate: Euribor 6m + 0.65160%	646.800.000,00	0,00
Accruals on long term loans with Parent Company	75.213,27	77.560,51
Accruals on long term loans with Group Companies	222.053,63	20.403,24
Accruals on derivatives with Parent Company	9.632.289,46	11.429.987,14
Accruals on derivatives with Group Companies	1.491.781,91	3.153.205,76
	<b>660.531.889,26</b>	<b>16.937.233,94</b>

b) becoming due and payable after more than one year

EUR	December 31, 2018	December 31, 2017
Long term loans with Parent Company [*]	19.575.587,62	19.546.521,02
Long term loans with Group Companies [*]	2.646.717,98	2.642.458,70
	<b>22.222.305,60</b>	<b>22.188.979,72</b>

[\*] Those items refer to the bank loans used to fund issuance costs for notes released from 2003 to 2006. Loans have a quarterly amortizing period. Due to shifting of bank counterparties to Parent and Group Companies the loans have been classified in "Amounts owed by affiliated undertakings". The residual nominal amount of loans is split as follows:

EUR	December 31, 2018	December 31, 2017
Related to notes issued as of October 29, 2003 for an initial amount of USD 31.300.000,00 Final payment date: November 15, 2033 Nominal residual amount	7.824.514,72	7.796.479,37
Related to notes issued as of October 6, 2004 for an initial amount of USD 35.652.500,00 Final payment date: September 29, 2034 Nominal residual amount	10.827.481,64	10.775.107,79
Related to notes issued as of July 18, 2006 for an initial amount of USD 14.036.250,00 Final payment date: July 18, 2036 Nominal residual amount	4.585.790,13	4.539.358,26
	<b>23.237.786,49</b>	<b>23.110.945,42</b>

**Note 13 – Income from other investments and loans forming part of the fixed assets**

a) derived from affiliated undertakings

EUR	December 31, 2018	December 31, 2017
Interest on long term loans to Parent Company	188.456.464,43	182.504.429,19
	<b>188.456.464,43</b>	<b>182.504.429,19</b>

**Note 14 – Other interest receivable and similar income**

a) derived from affiliated undertakings

EUR	December 31, 2018	December 31, 2017
Interest and commissions on receivables from Group Companies	14.976,76	65.215,21
Income on derivatives with Parent Company	295.169.494,28	317.214.929,71
Income on derivatives with Group Companies	51.478.461,88	62.225.750,48
	<b>346.662.932,92</b>	<b>379.505.895,40</b>

b) other interest and similar income

EUR	December 31, 2018	December 31, 2017
Interest on bank deposits	37.581,53	17.974,35
Gain on exchange rates	1.245.578,01	3.397.096,60
	<b>1.283.159,54</b>	<b>3.415.070,95</b>

### Note 15 – Interest payable and similar expenses

a) concerning affiliated undertakings

EUR	December 31, 2018	December 31, 2017
Interest on loans with Parent Company	-997.080,91	-1.056.133,55
Interest on loans with Group Companies	-1.599.375,19	-145.860,74
Guarantee fee due to Parent Company	-1.295.069,60	-1.334.111,58
Other fees due to Group Companies	-125.000,00	-125.000,00
Charges on derivatives with Parent Company	-149.903.580,05	-156.866.838,67
Charges on derivatives with Group Companies	-30.946.792,04	-42.019.985,91
Charges on currency swaps with Group Companies	-2.027,68	0,00
Novation fees on derivatives with Parent Company	-7.100.000,00	0,00
	<b>-191.968.925,47</b>	<b>-201.547.930,45</b>

b) other interest and similar expenses

EUR	December 31, 2018	December 31, 2017
Other interest and financial commissions	-939,08	-997,64
Interest and similar expenses on debentures	-323.341.083,91	-356.869.106,29
Losses on exchange rates	-1.303.711,91	-3.297.231,34
	<b>-324.645.734,90</b>	<b>-360.167.335,27</b>

### Note 16 – Hedging contracts and other derivative agreements

In order to hedge the exchange and interest rate risks linked to the notes issued, the Company entered into several currency and interest rate swap contracts for the same duration of the hedged notes. The table here below reports the sum of the notional amount for derivative type and counterparties.

EUR	December 31, 2018	December 31, 2017
Cross Currency Interest Swap (CCIRS) contracts with Parent Company	2.685.693.628,96	3.022.360.718,53
Cross Currency Interest Swap (CCIRS) contracts with Group Companies	266.940.408,44	572.567.921,11
Interest Rate Swap (IRS) contracts with Parent Company	2.205.240.174,67	2.605.686.650,55
Interest Rate Swap (IRS) contracts with Group Companies	414.847.161,57	396.064.370,88
	<b>5.572.721.373,64</b>	<b>6.596.679.661,07</b>

The table here below reports the net sum of the mark to market value of the above reported derivative agreements.

EUR	December 31, 2018	December 31, 2017
Cross Currency Interest Swap (CCIRS) contracts with Parent Company	343.999.692,58	219.759.990,06
Cross Currency Interest Swap (CCIRS) contracts with Group Companies	44.111.232,55	111.354.091,34
Interest Rate Swap (IRS) contracts with Parent Company	666.242.426,84	804.363.437,79
Interest Rate Swap (IRS) contracts with Group Companies	141.184.056,21	162.843.546,99
	<b>1.195.537.408,18</b>	<b>1.298.321.066,18</b>

**Note 17 – Tax situation**

The Company is subject to the fiscal law in force in Luxembourg applicable to all commercial Companies.

**Note 18 – Consolidation**

The accounts of the Company are included in the consolidated accounts of TIM S.p.A. which are available at the registered office located in Milano, via Negri 1, Italy and on the website <http://www.telecomitalia.com>

TIM S.p.A. accounts are not consolidated in the accounts of any other company.

**Note 19 – Directors remuneration**

Only the independent Directors are remunerated in their capacity as Directors. The remuneration of independent members' amounts to EUR 30.000,00 per annum (VAT excluded). No Director has an interest in the share capital of the Company.

**Note 20 – Staff**

As of December 31, 2018 the Company has 3 employees on its payroll (December 31, 2017 – 3). The average of employees during the fiscal period has been of 2,42 resources (December 31, 2017 – 2,57).

**Note 21 – Litigation**

The Company has not been and is not involved in any litigation.

**Note 22 – Auditor's fees**

During the year 2018 a total of EUR 23.753,56 (VAT excluded) has been paid to PricewaterhouseCoopers Société Cooperative for the audit activity (December 31, 2017 – EUR 23.535,68). No other amount has been paid to the Auditor.

## Declaration of the manager responsible for financial reporting

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Pursuant to paragraph 3 of Luxembourg's Transparency Law, the undersigned Biagio Murciano, Managing Director of the Company, to the best of his knowledge, hereby declares that the above financial statements prepared in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual account give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer and that the management report includes a fair review of the development and performance of the business and the position of the issuer as at and for the period ended December 31, 2018, together with a description of the principal risks and uncertainties that the issuer faces.

Biagio Murciano  
Managing Director



## **Audit report**

To the Shareholder of  
**TELECOM ITALIA CAPITAL**

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### **Report on the audit of the annual accounts**

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#### *Our opinion*

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of TELECOM ITALIA CAPITAL (the “Company”) as at 31 December 2018, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Our opinion is consistent with our additional report to the Audit Committee or equivalent.

#### ***What we have audited***

The Company’s annual accounts comprise:

- the balance sheet as at 31 December 2018;
  - the profit and loss account for the year then ended;
  - the cash flow statement for the year then ended; and
  - the notes to the annual accounts, which include a summary of significant accounting policies.
- 

#### *Basis for opinion*

We conducted our audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (CSSF). Our responsibilities under the EU Regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the “Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the annual accounts” section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts. We have fulfilled our other ethical responsibilities under those ethical requirements.

To the best of our knowledge and belief, we declare that we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014.

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T : +352 494848 1, F : +352 494848 2900, [www.pwc.lu](http://www.pwc.lu)*

*Cabinet de révision agréé. Expert-comptable (autorisation gouvernementale n°10028256)  
R.C.S. Luxembourg B 65 477 - TVA LU25482518*



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### *Key audit matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period, and include the most significant assessed risks of material misstatement (whether or not due to fraud).

These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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### *Other information*

The Board of Directors is responsible for the other information. The other information comprises the information stated in the management report and the Corporate Governance Statement but does not include the annual accounts and our audit report thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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### *Responsibilities of the Board of Directors and those charged with governance for the annual accounts*

The Board of Directors is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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### *Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts*

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

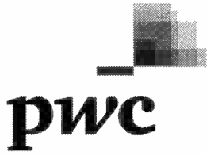




aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.

### **Report on other legal and regulatory requirements**

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the management report. The information required by Article 68ter Paragraph (1) Letters c) and d) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We have been appointed as “Réviseur d’Entreprises Agréé” of the Company by the General Meeting of the Shareholders on 24 March 2010 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 9 years.

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#### *Other matter*

The Corporate Governance Statement includes, when applicable, the information required by Article 68ter Paragraph (1) Letters a), b), e), f) and g) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended.

PricewaterhouseCoopers, Société coopérative  
Represented by

Luxembourg, 21 February 2019

A handwritten signature in black ink, appearing to read 'Patrick Schon', is written over a horizontal line.

Patrick Schon