

Paris, le 14 décembre 2018

Vivendi: Précisions sur la lettre envoyée à Telecom Italia

Comme annoncé le 11 décembre dernier, Vivendi a écrit ce jour au Conseil d'administration de Telecom Italia pour lui demander de convoquer, dans les meilleurs délais, une assemblée générale des actionnaires afin de nommer de nouveaux commissaires aux comptes.

Vivendi a également demandé que la révocation de cinq membres du Conseil issus de la liste d'Elliott soit inscrite à l'ordre du jour de cette assemblée générale. Ceux-ci ont fait preuve d'un manque substantiel d'indépendance et de respect envers les règles de gouvernance les plus élémentaires et fondamentales, affectant négativement l'organisation et l'image de Telecom Italia. Les administrateurs dont la révocation est demandée sont : Fulvio Conti, Alfredo Altavilla, Massimo Ferrari, Dante Roscini et Paola Giannotti de Ponti.

Vivendi a demandé, en remplacement, que soit proposée à cette assemblée générale la nomination de cinq nouveaux membres au Conseil, tous indépendants, disposant d'une solide expérience professionnelle et avec quatre nouveaux membres de nationalité italienne. Les candidats proposés sont : Flavia Mazzarella, Franco Bernabè, Gabriele Galateri di Genola, Rob van der Valk et Francesco Vatalaro.

Les biographies des candidats proposés sont jointes.

A propos de Vivendi

Vivendi travaille depuis 2014 à la construction d'un groupe européen d'envergure mondiale dans les contenus, les médias et la communication. La stratégie claire et ambitieuse fixée il y a quatre ans a été mise en œuvre avec succès par le Directoire. Dans la création de contenus, tout d'abord : le Groupe détient des actifs puissants et complémentaires dans la musique (Universal Music Group), les jeux vidéo mobiles (Gameloft) et les séries et films (Groupe Canal+), qui sont aujourd'hui les trois contenus de divertissement les plus consommés dans le monde. Dans la distribution, ensuite : Vivendi a acquis et repositionné Dailymotion pour doter nos contenus d'une nouvelle vitrine numérique. Le Groupe s'est également rapproché de plusieurs opérateurs télécoms et plateformes afin d'élargir au maximum ses réseaux de distribution. L'exercice 2017 a permis d'ajouter une troisième brique à cet ensemble : la communication avec Havas. Havas dispose d'une expertise créative unique dans la valorisation des contenus gratuits et dans les formats courts, de plus en plus utilisés sur mobile. Par ailleurs, dans le spectacle vivant, la valorisation de franchises, la billetterie et le numérique, Vivendi explore de nouvelles activités complémentaires de ses métiers, fédérées sous Vivendi Village. Les différentes entités du Groupe de Vivendi travaillent désormais pleinement ensemble, créant ainsi plus de valeur, au sein d'un groupe industriel intégré. www.vivendi.com, www.cultureswithvivendi.com

Biographies des candidats

FLAVIA MAZZARELLA

Italian citizen.

EXPERTISE AND EXPERIENCE

Mrs. Flavia Mazzarella was born in Teramo on 24 December 1958. She has a degree in Business and Economics, *cum laude*, from the University of Rome "La Sapienza".

In 1983, she started her career at CENSIS - *Centro Studi Investimenti Sociali* as researcher. Between October 1985 and September 1990, she worked as analyst at the study department of Mediocredito Centrale S.p.A.; then she joined Sviluppo Italia S.p.A. until January 1994.

From 1994 to 2002, she joined the Privatization office at the Ministry of Finance and Economics where she worked as public manager from 2000.

From 2002 to 2005 she was head of one of the two "Supervisory Service" departments at the *Istituto per la vigilanza sulle assicurazioni private e di interesse collettivo* (ISVAP). She served in the same Authority as Deputy General Manager until 2012.

Between November 2009 and December 2010, she was member of the Management Board of the Committee of European Insurance and Occupational Pensions Supervisors (CEIOPS) in charge of consumer protection. Later she was appointed as member of the management board of the European Insurance and Occupational Pensions Authority (EIOPA).

From 2013 to July 2014 she served at *Autorità dell'Istituto per la Vigilanza sulle Assicurazioni* (IVASS) as public manager with consultancy and support functions to the benefit of the Authority Board.

During the three-years period 2015 - 2018 she was director and member of the Control and Risk Committee of SAIPEM S.p.A.

Between February 2016 and March 2017, she held the office of director of Banca Finnat Euramerica S.p.A., where she served as Chairman of the Risk Committee, member of the Nomination Committee and Lead Independent Director. From March 2017 she is Chairman of the same company.

Between May 2018 and November 2018, she served as director of FIGC Servizi S.r.l. From November 2018 she is director of Garofalo Health Care S.p.A. where she also serves as Chairman of the Control and Risk Committee and member of the Nomination and Remuneration Committee.

During her career she was also a director of Sviluppo Italia S.p.A. and Chairman of regional subsidiaries of the same (Sviluppo Italia Campania S.p.A. and Sviluppo Italia Molise S.p.A.). She was also member of the Audit Board of "Marco Fanno", the association of the fellows of Mediocredito Centrale S.p.A.

She participated to committees and working groups established by the Presidency of the Council of Ministers (*Presidenza del Consiglio dei Ministri*), including: (i) working group for the assignment of the UMTS licenses (2000), (ii) inter-ministerial working group for the analysis of the costs arising from the nuclear decommissioning (2006), (iii) experts commission for the implementation of the project "*Initiatives in favour of employment, self-employment and women entrepreneurship*" (1998). She also served as Secretary of the *Comitato di Consulenza Globale e di garanzia per le Privatizzazioni* at the Ministry of Economy and Finance (1999 - 2002) and was a member of the *OECD Privatization Network* (2000 - 2002). During her career she also taught at the post degree master "Investment Service" at the University of Rome "La Sapienza" (2005- 2012).

OTHER POSITIONS AND FUNCTIONS

- Garofalo Health Care S.p.A. (*), Chairman of the Control and Risk Committee and member of the Nomination and Remuneration Committee
- Finnat Euramerica S.p.A. (*), Chairman of the Board of Directors

(*) *Listed companies.*

FRANCO BERNABÈ

Italian citizen.

Business address

FB Group - Via San Nicola da Tolentino 5 - 00187 Rome (Italy).

EXPERTISE AND EXPERIENCE

Franco Bernabè was born in Vipiteno (Bozen) on September 18, 1948.

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, and then as Senior Economist at the OECD Department of Economics and Statistics in Paris.

From 1978 to 1983, Mr. Bernabè worked at the Planning Department of FIAT as Chief Economist.

In 1983, he joined ENI as deputy to the Chairman and subsequently became the head of Corporate Planning, Financial Control and Corporate Development; from 1992 to 1998, Mr. Bernabè was CEO of ENI. During his two terms, he achieved the turnaround of the company and its successful privatization, making ENI one of the largest oil companies by market capitalization worldwide.

In November 1998, Mr. Bernabè became CEO of Telecom Italia, a position he retained until May 1999.

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 contribution of the financial advisory activities of FB Group to Rothschild S.p.A., he was appointed Vice Chairman of Rothschild Europe.

In 2008, he moved back to Telecom Italia, where he served as Chief Executive Officer until 2010 and Executive Chairman during the following three years.

In 2015, he was appointed Chairman of CartaSi and Vice Chairman of the Istituto Centrale delle Banche Popolari Italiane (ICBPI), where he then became Chairman in 2016. ICBPI has since changed its name to Nexi S.p.A. The same year, he became Chairman of the Italian Commission of UNESCO, which aims at enhancing the promotion and implementation of the UNESCO programs in Italy.

On May 4, 2017, Mr. Bernabè was appointed as independent Director of Telecom Italia. From March 22, 2018 to May 4, 2018, he served as Deputy Chairman of Telecom Italia and as a member of the Strategic Committee.

In the past, Mr. Bernabè also held various offices, among which: Chairman of GSMA, the International organization of mobile operators, member of the Board of directors of PetroChina (where he also served as Chairman of the Audit Committee), member of the European Roundtable of Industrialists, member of the International Council of JP Morgan, member of the Managing Board of Assonime and Assolombarda, member of the Managing Board and Executive Committee of Confindustria, member of the Board of directors of Fiat, Tiscali, Pininfarina, Poste Olandesi (TPG), Institut Français du Pétrole (IFP) and Chairman of the Observatoire Méditerranéen de l'Energie (OME). He was also a member of the International Advisory Board of Credit Suisse, of the Advisory Board of the Council on Foreign Relations and of the Perez Center for Peace, founded by Shimon Perez.

He also occupied various public positions: in 1999, he was appointed by the Prime Minister as special representative of the Italian government for the reconstruction of Kosovo; from 2001 to 2003, he was Chairman of La Biennale di Venezia and between 2004 and 2014, he was the Chairman of Mart of Trento and Rovereto.

In 2011, Mr. Bernabè was knighted by the President of the Italian Republic.

POSITIONS AND FUNCTIONS

- Nexi S.p.A., Chairman of the Board of directors
 - Nexi Payments S.p.A., Member of the Board of directors
 - FB Group, Chairman
 - UNESCO, Chairman of the Italian Commission
 - Fondazione La Quadriennale di Roma, Chairman
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GABRIELE GALATERI DI GENOLA

Italian citizen.

Business address

Milan - Piazza Tre Torri, 1

EXPERTISE AND EXPERIENCE

Mr. Gabriele Galateri di Genola was born on January 11, 1947 in Rome, Italy. He graduated In Law and obtained an MBA from Columbia University.

His professional career began in 1971 at the headquarters of Banco di Roma, with the role of Head of Financial Analysis Office and, later, Head of International Financing.

In 1974, he joined Saint Gobain Group in Italy as Financial Director and later in Paris until 1976.

In 1977, he joined FIAT S.p.A., where he had increasingly high-ranking positions: from Head of the North, Central and South American Operations of the International Finance Department to Head of the International Finance Department and Finance Director.

In 1986, he was appointed Managing Director of IFIL S.p.A. and, in 1993, he also held the position of Managing Director and General Manager of IFI until 2002.

In June 2002, he was appointed Managing Director of FIAT S.p.A.

From April 2003 to June 2007, he was Chairman of the Board of Directors of Mediobanca S.p.A. and, from December 3, 2007 until April 12, 2011, he was Chairman of Telecom Italia S.p.A., of which he was a director until April 2014.

From April 26, 2003 until April 24, 2010, he was Director and Vice-Chairman of Assicurazioni Generali S.p.A.

Since April 8, 2011, he has been Chairman - Non-executive Director of Assicurazioni Generali S.p.A., where he is also Chairman of the Corporate Governance, Social & Environmental Sustainability Committee and member of the Investment and Strategic Transaction Committee.

POSITIONS AND FUNCTIONS

- Assicurazioni Generali S.p.A. (*), Chairman - Non-executive Director, Chairman of the Corporate Governance, Social & Environmental Sustainability Committee, member of the Investment and Strategic Transaction Committee
- Moncler S.p.A. (*), Non-executive member of the Board of Directors
- Edenred S.A. (*), Non-executive member of the Board of Directors
- Lavazza S.p.A., Non-executive member of the Board of Directors
- Giorgio Cini Foundation, Non-executive member of the Board of Directors
- Chair of the Italian Technology Institute
- Member of the Board of Overseers of the Columbia Business School
- Member of the European Advisory Board of Temasek
- Member of the Global Advisory Council of Bank of America Merrill Lynch

(*) *Listed companies.*

ROB VAN DER VALK

Dutch citizen.

Business address

Kemp House
160 City Road
London EC1V 2NX
United Kingdom

EXPERTISE AND EXPERIENCE

Mr. Van der Valk has over twenty years of capital markets and telecom sector experience on both the buy- and sell-side and has been a close follower of Telecom Italia throughout his career. Mr. Van der Valk is director of Falcon Eye Consulting Ltd, a London-based consultancy firm he founded.

From 2007 to July 2018 he was Senior Portfolio Manager and Head of Telecom and Telecom Equipment within the Sector Strategies Division of Norges Bank Investment Management (NBIM) in London, the world's largest Sovereign Wealth Fund. In this role Mr. Van der Valk engaged in detailed financial, strategic and governance related discussions with senior executives and board members of a large number of telecom, cable, satellite, tower and datacenter companies around the globe. His approach has always been based on rigorous analysis, financial modelling and a constructive dialogue with companies. He was regularly recognized as a top ranked fund manager by companies in his sector in the annual Extel awards.

From 2000 to 2007 he worked at Citigroup Global Markets as both European telecom equity research analyst and global telecom specialist salesperson.

He started his career in London in 1996 as an equity research analyst at Barclays de Zoete Wedd (BZW), soon after acquired by Credit Suisse First Boston (CSFB).

Mr. Van der Valk was born on 28 January 1971 in Castricum, the Netherlands. He holds a Master of Science degree in Business Economics from the Vrije Universiteit of Amsterdam.

FRANCESCO VATALARO

Italian citizen.

EXPERTISE AND EXPERIENCE

Professor Francesco Vatalaro was born in Vibo Valentia on October 8, 1953. In 1977 he graduated in Electronics Engineering from the University of Bologna.

Since 1978 to 1980 he worked at "Fondazione Ugo Bordoni", Villa Griffone, as a researcher. Subsequently, he worked as a researcher at the Research Centre FACE Standard since 1980 to 1985.

Since 1985 to 1987 he was "*group leader*" in charge of system engineering for ground stations at Selenia Spazio.

Since 2000 he is Full Professor of Telecommunications at the University of Rome "Tor Vergata", where he had previously served as Associate Professor of Telecommunications since 1987.

Since 1987 to 1989 for Alenia Spazio he was in charge of the ground segment of the project Data Relay System of the European Space Agency (ESA).

He was a member of the Board of Directors of *Consorzio di Ricerca* CoRiTeL for five years (1995 - 2000).

Since 2001 to 2008 he held office of Chairman of *Consorzio di Ricerca* RadioLabs, that he also founded. Since 2003 to 2007 he was a member of the Directive Board of CNIT.

He was Principal Investigator of one of the main national projects in the TLC sector, the national research project FIRB "Virtual Immersive Communications" (VICOM) of the Ministry of Education, University and Research (2002 - 2006). In 2006 he joined the Scientific Committee of Thales (former Alcatel) Alenia Space, of which he was a member until 2010.

Since 2008 he is member of the board of directors, appointed by the University of Rome "Tor Vergata", of the *Consorzio di Ricerca* RadioLabs.

He was Chairman of the "Comitato NGN Italia" of the Communications Regulatory Authority (AGCOM) since 2009 to 2012. Since 2010 to 2012 he was also the chairman of the Italy Section of the IEEE - Institute of Electrical and Electronics Engineers.

He was the Chairman of the Advisory Board of F2i/Metroweb (2011) and Member of the Strategic Committee of the IEEE Communications Society (2012).

As to the academic activity, he held the following additional positions: Professor of Electrical Communications at the University of L'Aquila (1991 - 1993), Professor of Telecommunications at the High School of Telecommunications (*Scuola Superiore di Telecomunicazione*), Ministry of Communication (1995 - 1998 and 2001 - 2005), Visiting Professor at University of Southern California, Electrical Engineering/Systems Dept., Los Angeles, USA, with teaching appointment ("Spread Spectrum Systems" course) (1998), Visiting Professor at University of California Los Angeles, Computer Science Dept., Los Angeles, California, USA, with teaching appointment ("Satellite Networks" course) (2000).

Has worked with many institutions such as ISCOM - Ministry of Communications, Arma dei Carabinieri, ISVAP, CNIPA and the Municipality of Rome.

He is author and co-author of more than 150 scientific publications on international journals or presented at international conferences.

OTHER POSITIONS AND FUNCTIONS

- Consorzio di Ricerca RadioLabs, director
- Consorzio di Ricerca CoRiTeL, director
- Consorzio di ricerca CNIT, director
- Fondazione INNTEA, representative of University of Rome Tor Vergata
- AGCOM, Chairman of the "Comitato NGN Italia"
- F2i/Metroweb, Chairman of the Advisory Board
- IEEE - Institute of Electrical and Electronics Engineers, chairman of Italy Section
- IEEE Communications Society, Member of the Strategic Committee