

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 10)**

Telecom Italia S.p.A.

(Name of Issuer)

Ordinary shares with no nominal value

(Title of Class of Securities)

87927W10

(CUSIP Number)

**Consuelo Barbé Capdevila
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Ronda de la Comunicación s/n
28050 Madrid, Spain
Telephone: (+34) 91 4823733**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 24-25, 2015

(Dates of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

CUSIP No. 87927W10

1.	NAME OF REPORTING PERSON (See Instructions) TELEFÓNICA, S.A.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (See Instructions) WC, BK		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION THE KINGDOM OF SPAIN		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER [None]	
	8.	SHARED VOTING POWER [None]	
	9.	SOLE DISPOSITIVE POWER [None]	
	10.	SHARED DISPOSITIVE POWER [None]	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON [None]		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) [0.00]%		
14.	TYPE OF REPORTING PERSON (See Instructions) CO		

This Amendment No. 10 (this "Amendment") amends the statement on Schedule 13D, dated October 31, 2007, as subsequently amended (the "Schedule 13D"), and filed by Telefónica, S.A. a corporation organized under the laws of the Kingdom of Spain ("Telefónica") with respect to the ordinary shares, with no nominal value, of Telecom Italia, S.p.A. (the "Telecom Italia Shares"), a company incorporated under the laws of the Italian Republic ("Telecom Italia"). Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Schedule 13D.

Introduction

On June 16, 2014, Assicurazioni Generali S.p.A. (also on behalf of its subsidiaries), Intesa Sanpaolo, S.p.A. and Mediobanca S.p.A. (the Italian shareholders of Telco, S.p.A. - "Telco"-) requested the initiation of a "demerger" process (spin off) of Telco, as provided in the shareholders' agreement (entered into between the shareholders of Telco on February 29, 2012, as further amended, the "Shareholders' Agreement"). Implementation of the demerger, which was approved by the extraordinary shareholders' meeting held on July 9, 2014, was subject to obtaining the required anti-trust and telecommunications approvals (including those in Brazil and Argentina).

On February 27, 2015, in order to align the term of the Shareholders' Agreement to the date of the effectiveness of the demerger of Telco, the Shareholders' Agreement was renewed and amended to extend its term until the earliest of (i) June 30, 2015 and (ii) the date of effectiveness of the demerger of Telco. In addition, on the same date, Telco fully repaid the bank loan facility, and the subordinated bonds held by the shareholders utilizing the financial resources made available through shareholders' loans for an overall amount of approximately Euro 2,555 million, which were disbursed by the shareholders proportionally to their respective shareholding in Telco. Upon the repayment of the bank loan facility, the pledge over the ordinary shares of Telecom Italia granted by Telco in favor of the lending banks has been released and, thus, the option agreement concerning the right of the shareholders' of Telco to acquire the above mentioned ordinary shares of Telecom Italia in case of enforcement of the pledge has been terminated.

In addition, the call option agreement executed on November 6, 2007, and renewed first on October 28, 2009 and again on February 29, 2012, between Telefónica and Telco in respect of 3,003,586,907 Telecom Italia Shares owned by Telco, expired on February 28, 2015 as a result of the three-year duration having ended, and has been terminated accordingly.

Having obtained all the required anti-trust and telecommunications approvals (including those in Brazil and Argentina), Telco executed the demerger deed on June 17, 2015, which became effective on June 18, 2015. As a consequence of the demerger, the stake of Telco in Telecom Italia was transferred to four newly incorporated companies each wholly-owned by each shareholder of Telco (i.e. Assicurazioni Generali S.p.A. (and its subsidiaries), Intesa Sanpaolo S.p.A., Mediobanca S.p.A. and Telefónica) proportionally to the stake held in Telco by each respective shareholder, together with a proportional portion of the shareholders' loan of approximately Euro 2,555 million mentioned above.

In particular, the newly incorporated company fully owned by Telefónica (i.e. Telco TE S.p.A., "Telco TE") was assigned 1,982,367,359 Telecom Italia Shares (equal to 14.72% of the ordinary share capital of Telecom Italia).

As of the date of the effectiveness of the demerger, the above mentioned Shareholders' Agreement was terminated and the parties thereto were released from their obligations thereunder.

On June 24, 2015, Telco TE transferred 1,110 million of the Telecom Italia Shares owned by it, representing 8.240% of the ordinary shares of Telecom Italia, in a wider private transaction where, *inter*

alia, Telefónica was assigned certain shares of Telefónica Brasil S.A., a subsidiary of Telefónica, held by the purchaser.

In addition, on June 24, 2015, Telco TE sold approximately 872 million of the Telecom Italia Shares owned by it, representing 6.5% of the ordinary shares of Telecom Italia, in a private transaction with a financial institution for approximately Euro 1,025 million. The settlement of this sale took place on June 26, 2015.

Further, Telefónica has arranged several hedging instruments which will allow Telefónica to repurchase the shares of Telecom Italia S.p.A. that are necessary to meet its exchange obligations under the mandatory exchangeable bonds for shares of Telecom Italia S.p.A., issued by Telefónica, S.A. on July 24, 2014.

Lastly, Telco TE sold into the market the remaining 274,336 Telecom Italia Shares owned by it, representing 0.002% of the ordinary shares of Telecom Italia, for approximately Euro 322 thousand.

As a result of the transactions described above, neither Telco TE nor Telefónica hold any Telecom Italia Shares.

Items 6 and 7 of the Schedule 13D are hereby amended and supplemented to add the following:

Item 6. Contracts, Agreements, Understandings or Relationships with Respect to Securities of the Issuer.

THE DEMERGER DEED

On June 17, 2015, Telco executed the demerger deed which became effective on June 18, 2015 and caused the incorporation of four newly incorporated companies each wholly-owned by each shareholders of Telco (i.e. Assicurazioni Generali S.p.A. (and its subsidiaries), Intesa Sanpaolo S.p.A., Mediobanca S.p.A. and Telefónica). As a consequence of the demerger, Telco TE was assigned 1,982,367,359 Telecom Italia Shares (equal to 14.72% of the ordinary share capital of Telecom Italia).

An English summary of such document is attached as Exhibit 38 hereto.

Item 7. Materials to be Filed as Exhibits.

Exhibit 38: English summary of the demerger deed dated June 17, 2015, executed by Telco S.p.A.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 17, 2015

TELEFÓNICA, S.A.

By: /s/ Ramiro Sánchez de Lerín García-Ovies
Name: Ramiro Sánchez de Lerín García-Ovies
Title: General Secretary to the Board of
Directors

Exhibit Index

Exhibit No.

- 99.1 Co-Investment Agreement, dated as of April 28, 2007, by and among Generali, Intesa Sanpaolo, Mediobanca, Sintonia S.A. and Telefónica.*
- 99.2 Amendment to the Co-Investment Agreement and the Shareholders' Agreement, dated October 25, 2007, by and among Generali, Intesa Sanpaolo, Mediobanca, Sintonia S.A. and Telefónica.*
- 99.3 Shareholders' Agreement, dated as of April 28, 2007, by and among Generali, Intesa Sanpaolo, Mediobanca, Sintonia S.A. and Telefónica.*
- 99.5 Share Purchase Agreement, dated May 4, 2007, by and among the Investors, Pirelli and Sintonia.*
- 99.6 The Announcement of the Board of Commissioners of the Brazilian National Telecom Italiacommunications Agency (Anatel) related to the Transaction, dated October 23, 2007 (unofficial English translation).*
- 99.10 By-laws of Telco S.p.A. prior to November 19, 2007 (See exhibit 99.13) (unofficial English translation).*
- 99.11 Call Option Agreement, dated November 6, 2007, between Telefónica and Telco.*
- 99.12 Amendment to Shareholders Agreement and to Bylaws, dated November 19, 2007, by and among Generali, Intesa Sanpaolo, Mediobanca, Sintonia S.A. and Telefónica.*
- 99.13 Amended and Restated By-laws of Telco (unofficial English translation).*
- 99.14 Letter of Adherence to the Call Option Agreement by Olimpia S.p.A., dated November 15, 2007.*
- 99.15 Renewal Agreement, dated October 28, 2009, by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., INA Assitalia S.p.A., Generali Lebensversicherung A.G.), Intesa Sanpaolo S.p.A. and Mediobanca S.p.A.*
- 99.16 Amendment Deed to the Call Option, dated October 28, 2009, by and between Telefónica S.A. and Telco S.p.A.*
- 99.17 Joint press release, dated October 28, 2009, issued by Telefónica S.A., Assicurazioni Generali S.p.A, Intesa Sanpaolo S.p.A. and Mediobanca S.p.A.*
- 99.18 Purchase and Sale Agreement, dated December 22, 2009 by and between Telco S.p.A. and Sintonia S.A. (unofficial English translation).*
- 99.19 Telco S.p.A. press release, dated December 22, 2009.*

- 99.20 Amendment Agreement, dated January 11, 2010, by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., INA Assitalia S.p.A. and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. and Mediobanca S.p.A.*
- 99.21 Option Agreement, dated January 11, 2010, by and among Intesa Sanpaolo S.p.A., Mediobanca — Banca di Credito Finanziario S.p.A., Unicredit Corporate Banking S.p.A., Société Générale, as lenders, and Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., INA Assitalia S.p.A. and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. and Mediobanca — Banca di Credito Finanziario S.p.A. as shareholders.*
- 99.22 Telco S.p.A. press release, dated January 11, 2010. *
- 99.23 Amendment Deed, dated December 10, 2010, by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., INA Assitalia S.p.A. and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. and Mediobanca S.p.A. *
- 99.24 Second Renewal Agreement, dated February 29, 2012, by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., INA Assitalia S.p.A. and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. and Mediobanca S.p.A. *
- 99.25 Amendment Deed to Call Option Agreement, dated February 29, 2012, between Telefónica and Telco*
- 99.26 Telco S.p.A. press release, dated February 12, 2012*
- 99.27 Amendments to By-Laws of Telco (unofficial English translation) *
- 99.28 Option Agreement, dated May 31, 2012, by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., Generali Italia S.p.A. (now incorporating INA Assitalia S.p.A.) and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. (in its capacity as shareholder), Mediobanca – Banca di Credito Finanziario S.p.A. (in its capacity as shareholder) and UniCredit S.p.A., Société Générale, Milan Branch, HSBC Bank plc), Intesa Sanpaolo S.p.A. (in its capacity as lender) and Mediobanca – Banca di Credito Finanziario S.p.A. (in its capacity as lender). *
- 99.29 Telco S.p.A. press release, dated May 3, 2012*
- 99.30 Telco S.p.A. press release, dated May 31, 2012.*

- 99.31 The Agreement, dated September 24, 2013 between Telefónica, S.A. Alleanza Toro, S.p.A., Generali Italia, S.p.A., Generali Lebensversicherung A.G., Generali Vie, S.A., Assicurazioni Generali, S.p.A.(on its own behalf and in the name and on behalf of its subsidiaries Alleanza Toro, S.p.A., Generali Italia, S.p.A., Generali Lebensversicherung A.G., and Generali Vie, S.A.), Intesa Sanpaolo, S.p.A. and Mediobanca S.p.A. *
- 99.32 Telefónica, S.A. press release, dated September 24, 2013. *
- 99.33 By-laws of Telco, S.p.A., as amended by the Agreement. *
- 99.34 Deed of termination of the 2012 Pledged Shares Option Agreement dated November 27, 2013 by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Toro S.p.A., INA Assitalia S.p.A. and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. (in its capacity as shareholder) and Mediobanca – Banca di Credito Finanziario S.p.A. (in its capacity as shareholder) and UniCredit S.p.A., Société Générale, Milan Branch, HSBC Bank plc.), Intesa Sanpaolo S.p.A. (in its capacity as lender) and Mediobanca – Banca di Credito Finanziario S.p.A. (in its capacity as lender).*
- 99.35 2013 Pledged Shares Option Agreement dated November 27, 2013 between Telefónica, S.A., Assicurazioni Generali S.p.A., (on its own account and in the name of and on behalf of the following Generali's subsidiaries Generali Vie, S.A., Alleanza Toro, S.p.A. Generali Italia, S.p.A. Generali Lebensversicherung AG), Intesa Sanpaolo, S.p.A. (in its capacity as shareholder), Mediobanca – Banca di Credito Finanziario, S.p.A. (in its capacity as shareholder) and Intesa Sanpaolo, S.p.A. (in its capacity as lender), Mediobanca - Banca di Credito Finanziario S.p.A. (in its capacity as lender), Banca IMI S.p.A. (in its capacity as facility agent).*
- 99.36 Deed of termination of the option agreement of November 27, 2013 dated February 27, 2015 by and among Telefónica S.A., Assicurazioni Generali S.p.A. (on its own behalf and on behalf of its subsidiaries Generali Vie S.A., Alleanza Assicurazioni S.p.A., Generali Italia S.p.A. and Generali Lebensversicherung AG), Intesa Sanpaolo S.p.A. (in its capacity as shareholder) and Mediobanca – Banca di Credito Finanziario S.p.A. (in its capacity as shareholder) and Intesa Sanpaolo S.p.A. (in its capacity as lender), Mediobanca – Banca di Credito Finanziario S.p.A. (in its capacity as lender) and Société Générale (together with Intesa and Mediobanca referred to as the “2013 Lenders”) and Banca IMI S.p.A. (as facility agent).*
- 99.37 Agreement dated February 27, 2015 between Telefónica, S.A., Assicurazioni Generali S.p.A., (on its own account and in the name of and on behalf of the following Generali's subsidiaries Generali Vie, S.A., Alleanza Assicurazioni S.p.A., Generali Italia, S.p.A. Generali Lebensversicherung AG), Intesa Sanpaolo, S.p.A., Mediobanca – Banca di Credito Finanziario, S.p.A. and Intesa Sanpaolo, S.p.A.*
- 99.38 English summary of the demerger deed dated June 17, 2015, executed by Telco S.p.A.

* Previously filed.

ENGLISH SUMMARY OF THE DEMERGER DEED
EXECUTED BY TELCO S.P.A. ON JUNE 17, 2015

In this summary capitalized terms not defined herein shall have the meaning attached to them in Schedule 13D (amendment 10) to which this summary is attached.

1. Following completion of all conditions precedent and of the fulfilments required under Italian law, on June 17, 2015 Telco S.p.A., tax identification and registration number with the Companies' Register of Milan 05277610969 ("Telco"), represented by its Chairman Mr Clemente Rebecchini, executes the deed of partial and non-proportional demerger with incorporation of four new companies before the Notary Carlo Marchetti (the "Demerger Deed"). The Demerger Deed is entered into in execution of the resolution by the extraordinary shareholders' meeting of Telco dated July 9, 2014, on the basis of the demerger plan approved by the board of directors of Telco on June 26, 2014 and filed with the Companies' Register of Milan on July 2, 2014.
2. By virtue of the Demerger Deed, four beneficiary companies are to be incorporated (the "Beneficiary Companies") under the name of Telco TE S.p.A., Telco AG S.r.l., Telco IS S.r.l. and Telco MB S.r.l., each wholly-owned by each of the shareholders of Telco.
3. Telco TE S.p.A. ("Telco TE"), wholly owned by Telefónica, is incorporated as joint stock company, with registered office in Milan, at Via dell'Annunciata 21, a share capital equal to Euro 120,000, having a duration up to December 31, 2050. Telco TE closes its financial year on December 31 each year.

The corporate purpose of Telco TE is (a) the acquisition of ownership interests in other enterprises or companies operating in Italy and abroad; (b) the financing and technical and financial coordination of enterprises or companies in which it holds a stake; (c) the sale and purchase, holding, management and/or placement of public and private securities; and (d) any other transaction or activity – in a non-prevailing manner - that is instrumental to the core business, in any case expressly excluding any financial activities involving the general public or any reserved professional activities, the solicitation of public investments and any regulated consumer credit activities, including those involving its own shareholders; All reserved activities under the Italian laws 12/1979, 1966/1939, 1815/1939 and the Italian legislative decrees 385/1993 (article 106) and 58/1998 are also strictly excluded.

The by-laws of Telco TE are attached to the Demerger Deed.

Since its incorporation, Telco TE is managed by a board of directors composed of 3 members in the persons of Ms Natalia Sainz Stuyck (Chairman and legal representative), Ms Cristina Maria Fernandez Gomez and Ms Clemencia Teresa Epalza Ibarondo, in office for 3 financial years and therefore until approval of the financial statements for the year ending December 31, 2017.

Since its incorporation, Telco TE is audited by a board of statutory auditors composed of 3 members in the persons of Mr Eugenio Attilio Randon (Chairman), Mr Alessandro Vittorio Isacco and Ms Roberta Castagna, in office for 3 financial years and therefore until approval of the financial statements for the year ending December 31, 2017.

4. Telco AG S.r.l. ("Telco AG"), wholly owned by Assicurazioni Generali S.p.A. and its subsidiaries, is incorporated as limited liability company, with registered office in Trieste, at Via Macchiavelli 4, a quota capital equal to Euro 10,000, having a duration up to December 31, 2131. Telco AG closes its financial year on December 31 each year.

The corporate purpose of Telco AG is (i) the purchase of ownership interests – in Italy and abroad – in other companies or entities, whether incorporated or under incorporation, the

financing and technical and financial coordination of companies or entities in which it owns a stake, the sale and purchase, possession and management of public and private securities; all of the above may not involve the general public; (ii) the possession of shares or quotas, values, securities and ownership interests in general; (iii) the purchase, construction, sale and lease of movable and immovable goods and enterprises; (iv) the supply and sale of data-processing services. Telco AG may also carry out any activities and/or financial, industrial and commercial transactions connected or instrumental to the corporate purpose, excluding activities indicated in the Italian legislative decree no. 106 dated September 1, 1993 (consolidated act on banking and credit) and excluding all reserved activities provided by the Italian legislative decree no. 58 dated February 24, 1998 (consolidated act on financial intermediation).

The by-laws of Telco AG are attached to the Demerger Deed.

Since its incorporation, Telco AG is managed by a board of directors composed of 3 members in the persons of Mr Roberto Odierna (Chairman and legal representative), Mr Maurizio Verbich and Mr Fabrizio Vitiello, in office for 3 financial years and therefore until approval of the financial statements for the year ending December 31, 2017.

5. Telco IS S.r.l. ("Telco IS"), wholly owned by Intesa Sanpaolo S.p.A., is incorporated as limited liability company, with registered office in Milan, at Viale Bianca Maria 25, a quota capital equal to Euro 10,000, having a duration up to December 31, 2050. Telco IS closes its financial year on December 31 each year.

The corporate purpose of Telco IS is (i) the purchase of ownership interests – in Italy and abroad – in other companies or entities, whether incorporated or under incorporation, the financing and technical and financial coordination of companies or entities in which it owns a stake, the sale and purchase, possession and management of public and private securities; all of the above may not involve the general public; (ii) the possession of shares or quotas, values, securities and ownership interests in general; (iii) the purchase, construction, sale and lease of movable and immovable goods and enterprises; (iv) the supply and sale of data-processing services. Telco IS may also carry out any activities and/or financial, industrial and commercial transactions connected or instrumental to the corporate purpose, excluding activities indicated in Italian legislative decree no. 106 dated September 1, 1993 (consolidated act on banking and credit) and excluding all reserved activities provided by the Italian legislative decree no. 58 dated February 24, 1998 (consolidated act on financial intermediation);

The by-laws of Telco IS are attached to the Demerger Deed.

Since its incorporation, Telco IS is managed by a sole director in the person of Mr Maurizio Salom, in office for 3 financial years and therefore until approval of the financial statements for the year ending December 31, 2017.

6. Telco MB S.r.l. ("Telco MB"), wholly owned by Mediobanca S.p.A., is incorporated as limited liability company, with registered office in Milan, at Via Filodrammatici 3, a quota capital equal to Euro 10,000, having a duration up to June 30, 2050. Telco MB closes its financial year on June 30 each year.

The corporate purpose of Telco MB is (i) the purchase of ownership interests – in Italy and abroad – in other companies or entities, whether incorporated or under incorporation, the financing and technical and financial coordination of companies or entities in which it owns a stake, the sale and purchase, possession and management of public and private securities; all of the above may not involve the general public; (ii) the possession of shares or quotas, values, securities and ownership interests in general; (iii) the purchase, construction, sale and lease of movable and immovable goods and enterprises; (iv) the supply and sale of data-processing services. Telco MB may also carry out any activities and/or financial, industrial and commercial transactions connected or instrumental to the corporate purpose, excluding activities indicated in the Italian legislative decree no. 106 dated September 1, 1993

(consolidated act on banking and credit) and excluding all reserved activities provided by the Italian legislative decree no. 58 dated February 24, 1998 (consolidated act on financial intermediation);

The by-laws of Telco MB are attached to the Demerger Deed.

Since its incorporation, Telco MB is managed by a sole director in the person of Mr Bruno Guida, in office for 3 financial years and therefore until approval of the financial statements at June 30, 2018.

7. Through the partial and non-proportional demerger (the "Demerger"), the Beneficiary Companies are assigned the respective pro rata quota of the stake held by Telco in Telecom Italia, equal to approximately 22.3% of the ordinary capital of Telecom Italia, as well as certain additional liabilities indicated in detail in the Demerger plan, including shareholders' loans for a total aggregate of Euro 2,555,400,000 approximately granted to Telco by its shareholders.
8. As a result of the Demerger,
 - Telco TE is assigned 1,982,367,359 ordinary Telecom Italia shares (equal to 14.72% of the ordinary capital of Telecom Italia) and a part of the debt of Telco in the amount of Euro 1,686,600,000 approximately, arising out of the shareholders' loan granted in favour of Telco by the shareholder Telefónica. Following the transfer of the mentioned shares, Telco TE acquires a net equity of Euro 412,752,394, booked as share capital in the amount of Euro 120,000 and as other reserves in the amount of Euro 412,632,394.
 - Telco AG is assigned 580,255,302 ordinary Telecom Italia shares (equal to 4.31% of the ordinary capital of Telecom Italia) and a part of the debt in the amount of Euro 493,700,000,000 approximately arising out of the shareholders' loan granted in favour of Telco by the shareholders of the Generali group. Following the transfer of the mentioned shares, Telco AG acquires a net equity of Euro 120,816,035, booked as share capital in the amount of Euro 10,000 and as other reserves in the amount of Euro 120,806,035.
 - Telco IS is assigned 220,482,123 ordinary Telecom Italia shares (equal to 1.64% of the ordinary capital of Telecom Italia) and a part of the debt in the amount of Euro 187,600,000,000 approximately arising out of the shareholders' loan granted in favour of Telco by the shareholder Intesa Sanpaolo S.p.A. Following the transfer of the mentioned shares, Telco IS acquires a net equity of Euro 45,906,993, booked as share capital in the amount of Euro 10,000 and as other reserves in the amount of Euro 45,896,993.
 - Telco MB is assigned 220,482,123 ordinary Telecom Italia shares (equal to 1.64% of the ordinary capital of Telecom Italia) and a part of the debt in the amount of Euro 187,700,000,000 approximately arising out of the shareholders' loan granted in favour of Telco by the shareholder Mediobanca S.p.A. Following the transfer of the mentioned shares, Telco MB acquires a net equity of Euro 45,906,993, booked as share capital in the amount of Euro 10,000 and as other reserves in the amount of Euro 45,896,993.
9. As a consequence of the Demerger, the Beneficiary Companies succeed Telco and continue with full rights of ownership of the equity items (including contractual relations, mandates or powers of attorneys in place) respectively assigned to them under the Demerger. The Demerger is enforceable against third parties commencing from the last of the required registrations of the Demerger Deed with the offices of the competent Companies' Registers, pursuant to the Italian Civil Code. Commencing from that date, transactions relating to equity items subject to assignment as a result of the Demerger are recorded in the financial

statements for each of the Beneficiary Companies. From that same date all taxation effects are effective.

10. The representatives and officials of the Beneficiary Companies are authorised to fulfil all necessary transfers, annotations, registrations and changes in registration to the benefit of the Beneficiary Companies and any other deed before any Public Register, book or office, whether public or private, connected or referred to the Demerger Deed, with respect to any asset, right, license, permit, concession, authorisation, registration, contract, application and to any other matters already registered in the name of, or referable to, Telco in relation to the assets assigned as a result of the Demerger to the Beneficiary Companies.
11. Following the Demerger, the net equity of Telco is reduced by an amount corresponding to the net assets assigned to the Beneficiaries Companies, therefore the reduction in the share capital of Telco is equal to Euro 295,170,957, without cancellation of the shares since they have no-par value. The pro forma financial statements of Telco for the year closed at April 30, 2015, as approved by the board of directors of Telco on June 17, 2015, are attached to the Demerger Deed.
12. The following assets and liabilities included in the equity of Telco do not form part of the assets and liabilities to be assigned to the Beneficiary Companies and remain with Telco: (i) assets, tax receivables in the amount of approximately Euro 19,000 and cash and equivalents in the amount of Euro 1,300,000 approximately; and (ii) liabilities, payables to suppliers and other payables in the amount of Euro 663,000 approximately, with a share capital of Euro 687,375.
13. All the tax obligations of Telco relating to fiscal years prior to the effective date of the Demerger will be fulfilled by Telco, as provided by article 173, paragraphs 12 and 13 of the Italian Decree by the President of the Republic 22 December 1986, no. 917.
14. The new by-laws of Telco in force following the effectiveness of the Demerger are attached to the Demerger Deed.