

Paris, March 15<sup>th</sup> 2019

## **Vivendi: re-establishment of the truth after the TIM Board of Directors meeting**

Vivendi denounces the behavior of the Elliott-nominated Telecom Italia (TIM) Board members who yesterday rejected by a majority vote the report issued by the company's Board of Statutory Auditors, a totally independent body, citing serious irregularities related to the company's governance and its Board.

The supplemental report adopted by the Board yesterday for purposes of the AGM to be held on March 29<sup>th</sup> in fact fails to mention several acts of serious misconducts by the Chairman and the lead independent director, who did not inform all independent directors in the same manner and were clearly selective in their interactions.

Even the proxy advisory firms acknowledged the misconduct of the Elliott-nominated Board members and its Chairman based on the findings of the Statutory Auditors report.

Vivendi urges the Statutory Auditors and Consob to exercise their respective powers to further investigate the findings contained in the initial Statutory Auditors report. A series of governance questions remain unanswered today:

- Why did the Chairman organize the preparatory meeting concerning the dismissal of Amos Genish with the sole participation of the ten Board members designated by Elliott?
- As widely reported by the Italian press, why did at least one preparatory meeting take place in the presence of only the ten Board members nominated by Elliott prior to the November 18, 2018 Board meeting?
- Did the Chairman have any contact with any of Elliott's representatives before or after the Board meetings of the 13<sup>th</sup> and 18<sup>th</sup> of November?
- What was discussed at the meeting between the Chairman and the representatives of at least one minority shareholder that occurred on the 12<sup>th</sup> of November 2018?
- What were the criteria used in the selection of the legal advisor for a decision as important as the dismissal of the CEO when it was well known that the same law firm has represented Elliott in the past and even sued TIM in recent months?
- Does the Chairman believe he still has the confidence of the minority Board members, the Board of Statutory Auditors and the market?

- Has the Chairman considered stepping down from the Board, in light of the findings of serious breaches in his duties that have emerged from the Report of the Board of Statutory Auditors?

The Board of Directors' decision yesterday to "self-police" reinforces Vivendi's belief that TIM shareholders must install a truly independent board. A neutral Board of Directors would restore the appropriate governance conditions to allow for proper stewardship of the company for the benefit of all shareholders, employees and other stakeholders. Only two of the Board members designated by Vivendi would not be independent and neither would run for the Chairman position.

All documents related to Vivendi's proposal to restore value for TIM are available on its website at: <https://www.vivendi.com/en/restoring-value-for-telecom-italia/>.

### **About Vivendi**

*Since 2014, Vivendi has been focused on building a world-class content, media and communications group with European roots. In content creation, Vivendi owns powerful, complementary assets in music (Universal Music Group), movies and series (Canal+ Group), publishing (Editis) and mobile games (Gameloft) which are the most popular forms of entertainment content in the world today. In the distribution market, Vivendi has acquired the Dailymotion platform and repositioned it to create a new digital showcase for its content. The Group has also joined forces with several telecom operators and platforms to maximize the reach of its distribution networks. In communications, through Havas, the Group possesses unique creative expertise in promoting free content and producing short formats, which are increasingly viewed on mobile devices. In addition, through Vivendi Village, the Group explores new forms of business in live entertainment, franchises and ticketing that are complementary to its core activities. Vivendi's various businesses cohesively work together as an integrated industrial group to create greater value. [www.vivendi.com](http://www.vivendi.com)*