

# **WIND TELECOMUNICAZIONI GROUP**

**Consolidated interim financial statements as of and  
for the nine-month period ended September 30, 2016**





**REVIEW REPORT ON CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS**

**WIND TELECOMUNICAZIONI SPA**

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS  
OF 30 SEPTEMBER 2016**



## REVIEW REPORT ON CONSOLIDATED INTERIM FINANCIAL STATEMENTS

To the Board of Directors of  
Wind Telecomunicazioni SpA

### *Foreword*

We have reviewed the accompanying consolidated interim financial statements of Wind Telecomunicazioni SpA and its subsidiaries (Wind Telecomunicazioni Group) as of 30 September 2016, which comprise the consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income, statement of changes in consolidated equity, consolidated cash flow statement and related explanatory notes. The directors of Wind Telecomunicazioni SpA are responsible for the preparation of the consolidated interim financial statements in accordance with International Accounting Standard IAS 34, applicable to interim financial reporting as adopted by the European Union. Our responsibility is to express a conclusion on these consolidated interim financial statements based on our review.

### *Scope of review*

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the consolidated interim financial statements.

### *Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial statements of Wind Telecomunicazioni Group as of 30 September 2016 have not been prepared, in all material respects, in accordance with International

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### *PricewaterhouseCoopers SpA*

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Accounting Standard IAS 34, applicable to interim financial reporting, as adopted by the European Union.

Rome, 9 November 2016

PricewaterhouseCoopers SpA

***Signed by***

Scott Cunningham  
(Partner)

*This report has been translated into English from the Italian original solely for the convenience of international readers*

# **WIND TELECOMUNICAZIONI GROUP**

**Report on operations at September 30, 2016**



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## THE WIND TELECOMUNICAZIONI GROUP

The WIND Telecomunicazioni Group (hereinafter also WIND Group or the Group) is a leading Italian telecommunications operator and offers mobile, Internet, fixed-line voice and data products and services to consumer and corporate subscribers.

The Group markets its mobile services through “WIND” brand and it provides voice, network access, international roaming and value added services, or “VAS,” as well as mobile Internet services, to its mobile subscribers, through (i) the Global System for Mobile Communications (“GSM”) and General Packet Radio Services allowing continuous connection to the Internet (“GPRS”) (which are known as “second generation” or “2G” technologies), and (ii) universal mobile telecommunications systems, which are designed to provide a wide range of voice, high speed data and multimedia services (“UMTS”) and high-speed downlink packet access (“HSDPA”) technology (which are known as “third generation” or “3G and 4G” technologies). In line with the Italian telecommunications market, the majority of WIND mobile subscribers are pre-paid subscribers.

WIND is the main alternative fixed-line operator in Italy based on revenue. It markets its fixed-line voice, broadband and data services primarily through “Infostrada” brand.

The following are the main offices of the Parent WIND Telecomunicazioni SpA:

<b>Registered office</b>	Via Cesare Giulio Viola, 48 - 00148 Rome - Italy
<b>Secondary office</b>	Via Lorenteggio, 257 - 20152 Milan - Italy

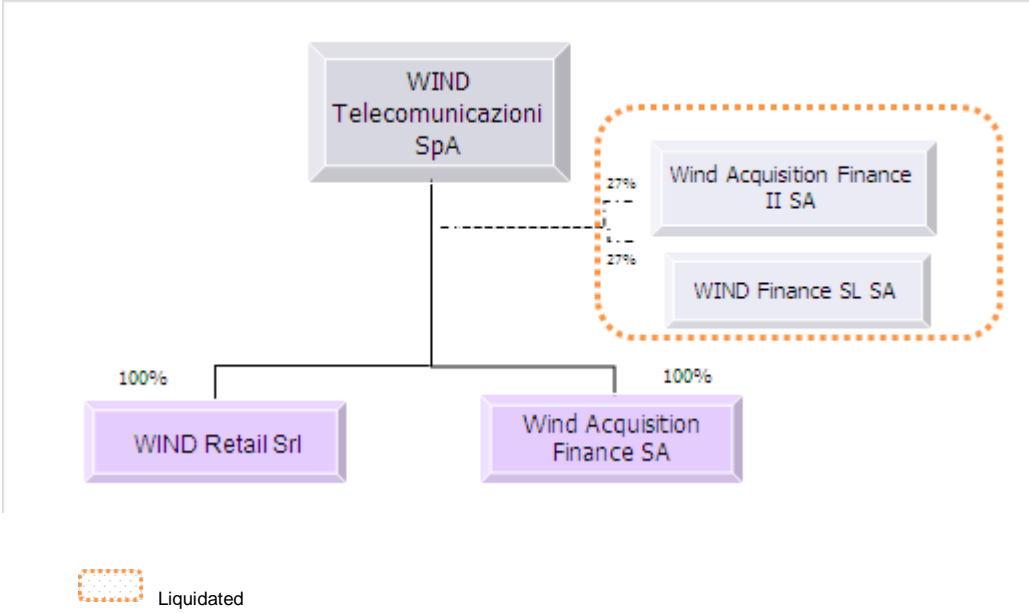
The Parent WIND Telecomunicazioni SpA (hereinafter also WIND or the Parent) is controlled by Wind Telecom SpA through WIND Acquisition Holdings Finance SpA, which wholly owns WIND Telecomunicazioni SpA.

At the present date Wind Telecom is held by VimpelCom Amsterdam BV for 92.24% which is controlled by VimpelCom Ltd, listed at Nasdaq.

Relating to the agreement signed in 2015 between VimpelCom Ltd and CK Hutchison Holdings Ltd to create a joint venture that will control their telecommunications business in Italy, WIND and 3 Italy, it should be noted that on September 1<sup>st</sup>, 2016, the European Commission, approved the proposed joint venture between WIND and H3G Italy; furthermore, on October 25, 2016, CK Hutchison and VimpelCom received final approval from the Ministry for Economic Development (MISE). The merge of the operative companies is expected to be completed by year end.

In the remaining part of 2016, the Group will continue to explore and develop the most promising opportunities arising from the combination of new technologies and new needs expressed by the market, with a particular focus on digital channels in terms of new services, customer interaction and process efficiencies. A focus there will be on the business segment of the market. The Group will continue to consolidate its position in the mobile, fixed-line voice and internet segments as well as developing its convergent business model, with a further strong push on efficiency and on the optimization of its cost structure.

The following diagram outlines the structure of the WIND Group at September 30, 2016.



On March 10, 2016, the Extraordinary Meeting of Shareholders of Wind Acquisition Finance SA II and Wind Finance SL SA approved the opening of liquidation process of the two companies; it should be noted that on September 1, 2016 such companies were liquidated.



# BOARD OF DIRECTORS AND CORPORATE BODIES OF WIND TELECOMUNICAZIONI SPA

## Board of Directors <sup>(1)</sup>

Chairman	Andrew Mark Davies
Directors	Maximo Ibarra, CEO
	Vincenzo Nesci
	Richard David James
	Alexander Dean Lemke

## Board of Statutory Auditors <sup>(2)</sup>

Chairman	Giancarlo Russo Corvace
Standing auditor	Roberto Colussi
Standing auditor	Maurizio Paternò di Montecupo
Substitute auditor	Lelio Fornabaio
Substitute auditor	Stefano Zambelli

<sup>(1)</sup> The shareholders' meeting of WIND convened on April 5, 2016 appointed the Board of Directors for a two- year term until the date of the shareholders' meeting that will meet for the approval of the Company's financial statements as at December 31, 2017. The Board of Directors of WIND held on same date confirmed Mr. Maximo Ibarra as Chief Executive Officer of the Company. The board of Directors meeting of WIND held on June 28, 2016 appointed, by way of co-optation, Mr. Richard David James as new member of the Board of Directors of the company in replacement of Mr. Albert Hollema who resigned from the office of Director of the company. Mr James was confirmed in his office as Director of the Company by the shareholder's meeting of WIND on September 2, 2016.

<sup>(2)</sup> The Shareholders' meeting held on April 5, 2016 appointed the Board of Statutory Auditors of the Company for a three-year term until the date of the shareholders' meeting convened for the approval of the Company's financial statements as at December 31,2018.

## WIND GROUP HIGHLIGHTS AT SEPTEMBER 30, 2016

The operating and financial data reported below are taken from the Group's consolidated financial statements as of September 30, 2016, prepared in accordance with the IFRS endorsed by the European Union.

Below are the main indicators of the WIND's Group on September 30, 2016, with a comparison with the corresponding figures for 2015.

Operational data	At September 30, 2016	At September 30, 2015
Mobile customers (millions of SIM Cards)	20,7	21,3
Mobile ARPU (euro/month)	11,5	11,2
Fixed-line customers (millions of lines)	2,7	2,8
Fixed-line ARPU (euro/month)	27,2	27,9
Mobile network coverage <sup>(1)</sup>	99,86%	99,88%
Employees (headcount)	6,748	6,851

<sup>(1)</sup> As a percentage of the Italian population.

Income statement figures (millions of euro)	2016 9 months	2015 9 months
Revenue	3,316	3,250
EBITDA <sup>(1)</sup>	1,253	1,230
Operating income	387	839
Net finance expense	(38)	(389)
Gain for the period attributable to the owners of the parent	212	365

<sup>(1)</sup> Operating income before depreciation and amortization, reversal of impairment losses/impairment losses on non-current assets and gains/losses on disposal of non-current assets

Statement of financial position figures (millions of euro)	At September 30, 2016	At December 31, 2015
Total assets	14,842	14.887
Equity attributable to		
owners of the parent	747	547
non-controlling interests	0.0	0.0
Total liabilities	14,095	14.340
Net financial indebtedness	8,358	8,777

Total **revenue** in the nine months ended September 30, 2016, reached €3,316 million slightly increasing over the corresponding period of the prior year. Revenue from *Telephone services* were affected by the difficult macroeconomic situation and the contraction of the market, with the decrease remaining at 1.8% in the first nine months of 2016 compared with 2015, thanks to the substantial maintenance in the mobile customer base and the development of offers dedicated to internet navigation on mobile phones.

The increase in *Revenue from sales* is due to the increase in the sale of mobile telephone handsets of high-range terminals also the *Interconnection traffic* revenue increase by 7.4% mainly due to the increase in the incoming volume of mobile termination traffic, only partially offset by the general reduction of volume and unit tariffs of SMS and MMS.

**EBITDA** amounted to €1,253 million in the first nine months of 2016, an increase of €23 million compared to the corresponding period of 2015 while **Operating income** for the first nine months of 2016 amounted to €387 million, a decrease of €452 million compared with the first nine months of 2015 when occurred the sale of Galata.

**Net finance expense** for the first nine months of 2016 amounted to €38 million, with a decrease of €351 million compared with the first nine months of 2015.

**Gain** for the first nine months of 2016 attributable to owners of the Parent closes at €212 million, compared to a gain of €365 million for the first nine months of 2015. The result of 2015 was mainly impacted by the gain arising from the sale of 90% of the investment in Galata SpA (equal to €491 million).

**Net financial indebtedness** totaled €8,358 million at September 30, 2016, a decrease of €419 million over December 31, 2015. The following table sets out the components of net financial indebtedness at September 30, 2016 and the changes which have occurred since December 31, 2015.

<i>(millions of euro)</i>	<b>At September 30, 2016</b>	<b>At December 31, 2015</b>	<b>Change Amount</b>	<b>%</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Non-current financial liabilities</b>				
Bonds	10,005	10,135	(130)	(1.3)%
Financing from banks	676	671	5	0.7%
Financing from other lenders	127	128	(1)	(0.8)%
Derivative financial instruments	28	36	(8)	(22.2)%
<b>Current financial liabilities</b>				
Bonds	195	158	37	23.4%
Financing from banks	-	8	(8)	(100.0)%
Financing from other lenders	2	19	(17)	(89.5)%
Derivative financial instruments	7	18	(11)	(61.1)%
<b>TOTAL GROSS FINANCIAL INDEBTEDNESS (A)</b>	<b>11,040</b>	<b>11,173</b>	<b>(133)</b>	<b>(1.2)%</b>
<b>FINANCIAL ASSETS</b>				
<b>Non-current financial assets</b>				
Derivative financial instruments	1,150	985	165	16.8%
Financial receivables	1,183	1,109	74	6.7%
<b>Current financial assets</b>				
Financial receivables	46	20	26	n.m.
<b>Cash and cash equivalents</b>	<b>303</b>	<b>282</b>	<b>21</b>	<b>7.4%</b>
<b>TOTAL FINANCIAL ASSETS (B)</b>	<b>2,682</b>	<b>2,396</b>	<b>286</b>	<b>11.9%</b>
<b>NET FINANCIAL INDEBTEDNESS (A-B)</b>	<b>8,358</b>	<b>8,777</b>	<b>(419)</b>	<b>(4.8)%</b>

# THE ITALIAN TELECOMMUNICATIONS SERVICES MARKET

## Industry overview

Italy is Europe's fourth largest telecommunications services market by revenue. The estimated value of the Italian mobile market for 2016 amounts to approximately €14 billion, more than for 2015 due to a growth in internet services and contents services. The Italian fixed-line market (Voice and VAS) for 2016 is estimated to be worth approximately €5 billion, a decrease over 2015 mainly as the result of a drop in voice traffic revenues. The value of the fixed internet access industry for 2016 is estimated to be approximately €4.7 billion, with the broadband segment accounting for the whole market.

In the first nine months of 2016, Italian operators continued developing the offer of data and internet services with promotions, discounts, enriched bundles and complementary services, with the aim of attracting new customers and consolidating existing ones. The data traffic thresholds of bundled offerings continued to increase, in particular for internet navigation, as well as new value-added digital services dedicated to the Consumer market (media content) and professional users (business software and cloud services).

Operators continued rationalizing tariffs, changing the charge period for bundle offers from monthly to every 28 days. In addition, they focused on modular profiles with additional options, data traffic, offers with hot-spot Wi-Fi and convergent plans with fixed and mobile network services and value added services, addressing specific types of users, in particular young people, and leveraging on the offer of latest generation devices presented on the market. Offers including roaming traffic had increasing importance in the second and third quarters.

Navigation in mobility on the 4G network continues to be the central part of the offerings of the major players; the quality, speed of navigation and coverage of the LTE networks continued to be at the center of communications.

In 2016 operators included the latest smartphone and tablet models in their product portfolio, continuing with offers to rejuvenate the set of devices held by customers. In addition, offers with hot-spots and large data volumes included occupied an important place during the second quarter. Further, in the same period new offers were launched for the business market, with increasingly rich bundles and services supporting SME digitalization, including M2M solutions. The consumer market offer saw many changes taking place with a reformulation of tariffs in terms of price and increases in traffic thresholds, new modular plans, options addressed to the under 30s, offers with value added services, at times differentiated on the basis of the activation channel (online or store), and broad bundles for data traffic including roaming.

Innovative value added services continue to play an important role in the strategy of operators, materializing with offers that include multi-media services, applications and testing in an M2M and Internet of Things sphere.

The most important partnerships regarded the enhancement and extension of the 4G network, the development of 5G networks and projects for the Internet of Things and mobile payment.

In the first nine months of 2016 the market for fixed network telecommunications services was characterized by an increasing focus on convergent offers with voice services, internet, mobile services and digital content. The fixed network services offer is increasingly developed on fiber. In the second quarter operators announced increasing speed in their bundles, including digital services such as streaming video for consumer users and support solutions for the digitization of companies for business users. Operators continued with the extension of the optic fiber network with direct investments and with various agreements and partnerships.

For the consumer market operators continued to launch promotions with voice and data plans, discounting the monthly fees and activation fees and including mobile navigation services, Wi-Fi hot-spots with internet traffic included and video content. The increasing speed of optical fiber profiles dominated operators' communications and certain charges were increased in the third quarter.

The offer for business customers saw the launch of new bundles for sole traders and SMEs with convergent fixed/mobile offers for document management services, printing, mobile payment services, video surveillance, customer Wi-Fi services, premium support services and smart working. Tenders for the public connectivity service (SPC) were awarded in the second and third quarters.

In September 2016, the coverage of ultra broadband networks (above 30 Mbps) in Italy exceeded 55% of the population, with more than 1,600 urban centers enabled for the new services. Furthermore, under the plans of private operators this coverage will reach 84% by 2018.

In July 2016 Enel's board of directors approved an operation to combine Enel OpEn Fiber and Metroweb Italia, an operation which will be completed by the end of November 2016. At the same time Enel OpEn Fiber updated its business plan, envisaging that by the end of the period 2016-2021 very high speed fiber coverage will reach around 9.5 million homes and that 250 towns and cities (compared to 224 in the previous plan) situated in the market success areas (A and B clusters) will be cabled.

In July TIM and Fastweb also signed a partnership agreement for the creation of broadband infrastructure using FTTH technology in 29 Italian cities already covered with FTTC. The new company's business plan envisages the connection of around 3 million homes with FTTH technology by 2020.

Italy's ultra broadband strategy has set a target of having download services of at least 30 Mbps covering 100% of the population by 2020 and at least 100 Mbps covering 85%.

## Mobile telecommunications

The Italian mobile telephone market is the fourth largest European market by revenue after the United Kingdom, France and Germany. There are four infrastructure operators in Italy which offer mobile telephone services to the approximately 84 million SIMs registered at September 30, 2016, equal to a penetration rate of approximately 140% of the Italian population. The penetration figure is distorted by the widespread use of more than one SIM card by many customers. It is estimated that about 76% of Italian mobile customers subscribe to prepaid mobile telephone services.

Excluding MVNOs, at September 30, 2016 WIND had an estimated market share of 24.5% while Telecom Italia, Vodafone and H3G had shares of 34.9%, 27.9% and 12.7% respectively.

## Fixed telephone services market

### *Voice*

The Italian fixed-line telephone services market is the fourth largest by value in Europe after the United Kingdom, Germany and France. Telecom Italia dominates this market even though it was liberalized in 1988. In addition to Telecom Italia and WIND, the main players are Fastweb, Vodafone/Teletu, Tiscali and BT Italia.

### *Internet*

At September 30, 2016 access to broadband internet had reached a penetration of 75% of the total of fixed lines in Italy. Broadband services in Italy have grown swiftly over the past few years to reach approximately 14.6 million

connections or approximately 24% of the country's population. Despite the recent considerable rise in broadband, Italy still lags behind other European countries.

## COMMERCIAL AND OPERATING PERFORMANCE

### Mobile Telephony

At September 30, 2016, WIND had 20.7 million mobile telephone customers, a decrease over September 30, 2015, but its market share (calculated by excluding MVNO operators) remained stable at 24.5%. The following table sets out the main indicators of mobile telephony services.

Mobile	2016 9 M	2015 9 M	Change
Customer base (millions of SIM Cards)	20.7	21.3	(3.10%)
Revenue (millions of euro) <sup>(1)</sup>	2,428	2,362	2.80%
Voice traffic (billions of minutes)	51.2	51.6	(0.66%)
ARPU (Euro/month)	11.5	11.2	2.2%
% ARPU Data/Total ARPU	44.3%	41.8%	

#### Consumer offer

WIND's offers embody the values of clarity, simplicity and transparency, ensuring the freedom to communicate to all of its customers.

In the third quarter of 2016, WIND continued the process of renewing its product portfolio with a view to simplification, in order to maintain its "Smart Value for money" position and respond to changing market conditions. Differing customer requirements are satisfied with options suitable for every need: the *All Inclusive* solution with minutes, SMS and gigabytes for customers preferring all-inclusive offers, the *Noi Tutti* option with a voice component alone and offers with data only to complete the range.

In addition WIND, which always puts great emphasis on the needs of youngsters, offers one free gigabyte to all under 30s selecting *All Inclusive*.

In the first nine months of 2016 WIND proposed to its customers the *Porta i tuoi amici* promotion, the consolidated "Member-get-Member" mechanism that allows customers to add gigabytes to their offers, valid for both the existing customer and the presented friend who passes over to WIND.

*Gigamax*, a new internet option, was introduced, in line with the growing need by users for data traffic; this includes the possibility of using 3 gigabytes for a convenient price for both new and existing customers, while *Ricarica Max* was relaunched. In addition, the *Open Internet 12 GIGA* option was introduced into the service range for all new and existing customers who want to be constantly online on their smartphones, tablets and laptops.

In late May, WIND, always close to the world of music, launched a dedicated offer to celebrate the 10th anniversary of the "WIND Music Awards".

In June, the portfolio of subscribing options was enriched with more minutes and gigabytes.

To celebrate the summer the *All Inclusive* option was enriched with a promotion that doubles the bundle for the whole of 2016, not only for new WIND customers but also for the existing customer base. For Infostrada customers the advantage is double: the *All inclusive* fee is halved.

Given that data traffic was on the continuous increase during the summer, as expected, WIND launched ad hoc offers for heavy users, *Giga Max Limited Edition*, *50 Giga* and *Smartphone Box*, to give customers the opportunity of enjoying internet on the move too. In September, *WIND Smart* added the WIND brand smartphone to its data component to provide customers with an extra benefit.

Customer loyalty is at the heart of WIND's objectives and to reward this *WIND Unlimited* was launched to celebrate the summer with one month of free calls to WIND numbers.

In line with the digital process, the range of services has been enhanced with the *WIND Due per Uno* offer which proposes discounts on hotels, restaurants, cinemas and attractions joining in the scheme. The promotion is free for six months.

The success of the *Call Your Country* portfolio continued with *Call Your Country Super* which provides 1 gigabyte a week, national and international SMSs at 10 cents, international calls from 1 cent per minute, and in Italy, unlimited calls to WIND and 50 minutes a week to everyone, at a total cost of €2.50 a week.

For customers wanting to call abroad and in Italy, *Call Your Country WIND* offers 100 megabytes a week for navigation, national and international SMSs at 10 cents, calls abroad from 1 cent a minute and unlimited calls towards WIND for a total cost of €2 a week.

With the aim of satisfying the various needs of its customers WIND has directed its attention to non-Italians who make considerable use of the internet by proposing a dedicated offer: *GIGA International* contains 4 gigabytes of internet for only €6 a week. The *Noi International* options, at three different customization levels, aim to satisfy people's need to only call their country of origin at extremely competitive prices. In addition, with the *Call Your Country WIND* and *Call Your Country Super* offers users can subscribe to the "telephone included" offer for purchasing a smartphone by paying small monthly instalments or buying dedicated models at extremely advantageous prices.

In the third quarter of 2016 the success of the subscription plans was confirmed, for both the Consumer and Professional markets, thanks to the offers launched in the first quarter.

The new range of *WIND Magnum* offers launched in March 2016 continues to support the growth in high spending customer acquisitions. The innovative *No Tax* offer for subscriptions with 2 SIM cards, unlimited minutes and SMSs and a choice between 4, 10 or 20 gigabytes to be shared between smartphones and tablets has taken over the market thanks to its ability to satisfy the most varied navigation needs. The launch of *WIND Magnum* was accompanied by a promotion taking advantage of the rising trend in "wearable devices": all customers activating *WIND Magnum* between March and May were able to apply the FitBit Charge at exclusive conditions. The same "device included" formula was again proposed in June 2016 with the UE Roll 2 sound speaker; this is impressive, audacious and water resistant, and with its the marvelous sound perfect for acting as summer background music for *WIND Magnum* customers.

Following the success of its "device included" proposal, WIND also took advantage of the increasing demand for smart devices: after Fitbit Charge (offered between March and May) and the UE Roll 2 sound speaker (offered between June and September), all customers activating *WIND Magnum* from September have been able to acquire Google Chromecast at really advantageous conditions.

Finally, for people choosing *WIND Magnum* there are exclusive and advantageous offers for the home: *Powered Infostrada Magnum* offers ADSL or Fiber and unlimited calls towards all national fixed and mobile numbers and towards fixed numbers in Western Europe, the USA and Canada at a cost of €19.95 for a year.



WIND has also strengthened the positioning of its offer addressed to professionals registered for VAT; with its portfolio of *All Inclusive* offers, further enriched and more convenient, it is now possible to add the top of the range P9 Plus smartphone by paying instalments of only €5 euros and an up-front fee of €99.90.

In addition, the offers continue for professionals who want to add a fixed line to their mobile offer: with the *Super All Inclusive Unlimited Affari* at a cost of €42.95 (excluding VAT) they can have unlimited minutes and messages and 5 gigabytes for mobile phones, while for the fixed ADSL line the customer has unlimited calls towards all national fixed and mobile numbers and towards fixed numbers in Western Europe, the USA and Canada at a cost of €19.95 for a year.

WIND is the first telecommunications operator in Italy to launch an offer completely dedicated to the *IoT* world: *Digital Home & Life*, a new way to experience technology with a range of products selected to enable people to live their desires in full. Four separate categories allow the different needs of product innovation enthusiasts to be satisfied: Smartwatch, Wellness, Entertainment and Smart Home. WIND has solutions available for its customers that enable them to purchase the whole *Digital Home & Life* range at exclusive prices, including on an installment basis.

#### *Voice, internet and business services offer*

WIND provides a wide range of voice services to its corporate customers, to small and medium businesses (SMEs) and to professionals (the SOHO market), with specific offers to suit each market segment.

Larger companies are increasingly gearing themselves towards offers in prepaid mode so that they can increase control over their telecommunication expenses further. WIND has an offer based on a business's budget with "all inclusive" monthly charges: customers establish their telephone spending at a company level by identifying traffic packages shared by all of their SIMs, thus keeping control of their budget at both a global and single SIM level. Faced with the increasing interest in mobile applications (apps) designed to take certain business processes into mobility, WIND has additionally launched *Enterprise Mobility Services* through strategic partnerships and vertical system integrator agreements.

For the population of professionals, self-employed workers and small businesses through the pull sales channel (WIND Retail, Dealer, Franchising, large retail chains (GDOs)), and for small and medium businesses through the push sales channel, WIND Business is present on the market with a new positioning based on three pillars:

- *Smart Assistance*, the guarantee of always having a level of assistance suitable for the needs of business customers;
- *Smart Offer*, a clear, simple and complete offer at the right price;
- *Smart Innovation*, tools for digitalization and smart working.

On May 23, 2016, WIND Business launched a new rechargeable portfolio *Giga Smart Share*. This aims to meet the growing need for gigabytes through a flexible and adaptable offer that depends on the personal needs of business customers. Data bundles can be shared among several users or several terminals in the interests of efficiency, savings and flexibility. The new plan *Giga Smart Share* plan also envisages the *Extra Giga Smart Share* bundle: once the shared data basket is finished a new one with a different size is automatically activated to allow customers work continuity.

To satisfy the needs of customers travelling abroad, *Giga Smart Share* offers the possibility of completing the offer with the options *Premium and Top Mondo*. Customers travelling occasionally on the other hand can activate the daily options with dedicated bundles.

The new *Servizi Digitali Cre@sito*, *Pec Smart*, *Mobile POS*, *WIND Smart Control*, *Windlex* and *Servizi 4 Mobility* products complete the mobile offer for businesses.

The *Cre@sito* service provides customers with the possibility of creating a website on their own through a user-friendly interface and have a level II domain and a mailbox. *Pec Smart* is a certified electronic mail service, mandatory by law for professionals and businesses, which has legal value equivalent to a registered letter with return receipt. *WIND Smart Control* is an innovative Mobile Device Management solution of WIND Business created for all small and medium businesses needing to make the smartphones and tablets used by their employees safe and to configure and monitor these devices in a simple, rapid and effective way. This service has a cost of only €2 a month. Thanks to the partnership with 4Mobility, new services are available to provide an optimal management of working activities in mobility: organizing the day's work in the best possible manner and recording this by way of reports, photos and videos; managing contacts and planning visits and having digital catalogues, products and documents in mobility; digitalizing and managing expense notes in the simplest way, creating them and transferring them in real time.

In order to extend its portfolio of offers and services dedicated to SMEs, WIND has signed a partnership agreement of significant importance with Microsoft in order to be able to offer its customers Office 365, the productivity suite in Microsoft's Cloud. With Office 365 businesses have at their disposal all the tools they need to work in mobility effectively and everywhere on any device (smartphone, tablet, laptop, PC, Mac), so that they can handle, modify and share documents in real time while operating with the utmost safety.

WIND Business proposes the Microsoft Office 365 services in three packages: *Basic*, *Plus* and *Top* in order to respond to the various needs of businesses, starting from €4 a month per single account.

From September 5, 2016 all customers acquiring *Giga Smart Share* obtain for each SIM an Office 365 Business suite with a "Basic" profile included for 24 months, and together with a top of the range smartphone a further Office 365 Business suite with a *Top* profile free of charge for 24 months.

In addition, thanks to the above-mentioned partnership with Microsoft the CRM Dynamics Online solution for WIND Business Customer Relation Management has been available from May 23, 2016. This provides small and medium businesses with a powerful, intuitive and easy-to-use tool, also in mobility, to assist them in the operational management of their customers, in order to increase the satisfaction of these customers and improve business and sales opportunities. This is the first pre-packaged and "plug&play" solution of Microsoft CRM Dynamics Online on the market, entirely cloud-based, with no initial investment needed and with an assisted set-up.

Finally, to ensure maximum support with the best technology an advanced technical assistance service is available free of charge.

### *Innovative Services*

WIND has continued with its proposal offer of digital contents such as apps, games, music, films, e-books and digital magazines which customers can download from Google Play Store and Windows Phone Store using their telephone account as a means of payment without the need for a credit card. In addition to the two active stores, a Windows Store has been added which allows customers to buy TV series in addition to the content already available on Windows Phone Store, and above all it offers them the possibility to use contents downloaded from a PC.

There are now more than 50 cities where the mobile ticketing service is active. Naples has been added to the existing major Italian cities which include Florence, Genoa, Padua and Milan, where it is already possible for people to buy tickets using telephone credit. WIND has additionally promoted several initiatives to disseminate the service and make it known to the public, receiving highly positive feedback on the social channels and visibility in the main

local and national press. Last year alone the mobile ticketing service saved more than one tonne of paper, which becomes around four tonnes since the service started. As part of digital payments, thanks to the use of digital tools to make customers' lives easier WIND is now providing them with the option of paying their household bills by credit or debit card in just a few clicks by using the MyWind app.

#### *International Roaming*

WIND customers can use their mobile telephone services, including SMS, MMS and data services (GPRS, EDGE, 3G, HSDPA) where available, abroad by way of roaming facilities guaranteed by agreements with 500 international operators in 220 different countries, of which 208 covered by terrestrial roaming, 12 by satellite and 37 by LTE.

The daily offer following the recommendations of the new European regulation "Roaming Like @ Home" was implemented across the customer base in April.

The new offer valid in the European Union is accompanied by roaming offers available throughout the world, which respond to the needs both of customers who only go abroad occasionally and those who travel more often.

#### *Sales and distribution*

WIND continues to improve the quality of its distribution channels and strengthen its sales network, marketing its mobile products and services, including SIM cards, scratch cards and handsets, through a series of exclusive sales points, which at September 30, 2016 consisted of 152 owned stores and 493 franchised sales points working exclusively with the WIND brand. The non-exclusive sales network consists of 3,285 WIND dealers spread throughout the country and 815 sales points in electronic store chains.

From the [www.wind.it](http://www.wind.it) website, optimized for navigation from desktops and mobiles, customers can activate offers and services, buy telephones, smartphones and tablets and opt for the exclusive *All Digital* offers, which are only available online and are designed precisely for people having a strong preference for using digital channels. In addition, by making a simple click customers can make top-ups online from all mobile phones, paying by credit card or PayPal or by charging their Infostrada or WIND telephone account. Within the website it is possible to view WIND coverage maps online, supplemented by Google Maps, so that local 2G, 3G and 4G local coverage can be checked.

In addition customers can make a direct request for the activation of a new fixed telephone line with dedicated offers and promotions by accessing the [www.infostrada.it](http://www.infostrada.it) website.

Both websites have a key section dedicated to customer support which includes FAQs, virtual assistance, tutorials, dedicated customer support tools and a caring chat available for Infostrada customers.

In the customer area WIND and Infostrada users can check their usage, change their offers and completely manage their lines autonomously.

In addition, the website is becoming an increasingly important point of collection leads for acquiring contacts with business customers.

## Fixed Telephony and Internet

WIND provides its consumer and microbusiness customers with a vast range of direct and indirect fixed network services, broadband internet and data transmission services all marketed under the Infostrada name.

WIND provides broadband services to direct customers (unbundling) by renting the "last mile" of the access network from Telecom Italia, which is disconnected from Telecom Italia equipment and connected to WIND equipment at the telephone exchange.

In addition, WIND sells ultra-broadband services in FTTH mode (Fiber to the Home) in Milan and Bologna, where it markets offers in optic fiber which allow the end user to reach download speeds of up to 100 Mega and upload speeds of up to 10 Mega, and in FTTC mode (Fiber to the Cabinet) in the other main Italian municipalities with download speeds of up to 50 Mbps and upload speeds of up to 10 Mbps.

In April, WIND and Enel Open Fiber signed a strategic and commercial partnership aimed at accelerating the creation and dissemination of infrastructure in ultra-broadband using FTTH technology. On the sites where it is present in unbundling WIND offers an "ADSL Vera" service; this enables the customer's line to be stabilized at the maximum supported speed up to a downloading peak of 20 Mega, thus providing users with the best possible performance and ensuring a line that is always stable. The plan that started in January 2015 for expanding the Direct Access network continues; this will lead to the unbundled coverage of over 70% of the lines, further strengthening WIND's positioning as an alternative operator to Telecom Italia in the fixed sector.

### Voice services

WIND's fixed network voice customer base could count on 2.7 million subscribers at September 30, 2016, a decrease of 1.2% over September 30, 2015; the direct customers voice component increase by 3.9% over the corresponding period of previous year. The following table sets out the key fixed-line indicators.

Fixed-line	2016 9 M	2015 9 M	Change
Customer base (thousands of lines)	2,739	2,771	(1.2%)
of which LLU (thousands) <sup>(1)</sup>	2,469	2,377	3.89%
Revenue (millions of euro)	801	831	(4%)
Voice traffic (billions of minutes)	7.2	8.3	(14%)
ARPU (Euro/month)	27.2	27.9	(2.6%)

<sup>(1)</sup> Including Virtual LLU.

### Internet and data

WIND offers a vast range of internet and data transmission services to both its consumer and business customers. At September 30, 2016, the Group had 2.3 million broadband internet customers. The following table sets out the key internet access figures.

Internet and data services	2016 9 M	2015 9 M	Change
Internet Customer Base ('000)	2,319	2,254	2.9%
of which Narrowband ('000)	4	7	(42.9%)
of which Broadband ('000)	2,315	2,247	3.0%
of which LLU ('000)	2,111	2,012	4.9%
of which Shared Access ('000)	5	7	(22.8%)

### Package and converging services

WIND is one of the leading suppliers in Italy of internet, fixed-line voice and data and mobile telephone services, having an integrated infrastructure and a network coverage which extends throughout the country.

In order to make WIND's positioning in the sphere of integrated services more exclusive, the push has continued on the *Powered Infrastrada* offer which is addressed to all WIND's prepaid mobile customers subscribing to a WIND *All Inclusive*, *NOI* or *Call Your Country* offer, who are offered a choice of one of the fixed-line telephone products

*Absolute* or *All Inclusive Unlimited* at a special price. The exclusive promo launched in June 2016 continues. This not only ensures that WIND customers subscribing to an ADSL or Fiber offer are given an exceptionally unique and exclusive price but also includes the entertainment or cinema contents to be found in the offer for NOW TV, Sky's internet television, for six months. The success of the *Internet Everywhere* promotion continues; this is geared towards customers who want to navigate from home with ADSL or Fiber or in mobility with an internet key or a tablet, thanks to the *Super Tablet* offer under which customers can obtain a tablet at a cost starting from €0 a month with 1 gigabyte of traffic included. The opening plan for the new fiber offer (FTTC technology) continues in the main Italian municipalities. The same services are also available in the *Affari* version on the stores sales channel for Microbusiness/SOHO customers. The drive towards acquiring both fixed and mobile customers is supported by the new commercial proposition *Powered Magnum* which combines fixed-line telephony and ADSL and Fiber connectivity with the new mobile telephone *WIND Magnum* offer.

The sale continues in WIND stores of the *SMART HOME PACK*, the complete solution for the safety and protection of the home: Smart Plug, Motion Sensor, Videocamera and SIM data are included in the offer for only €3 a month.

The push on value added services and in particular the Wi-Fi Hotspot Service continues for WIND Business customers; this enables VAT registered users to provide their end customers with a free of charge Wi-Fi connection at their premises, ensuring not only customer loyalty but also more precise knowledge of their habits through the operating portal in which the accesses of registered users are stored.

#### *Voice, internet and business services offer*

WIND provides PSTN, ISDN and VoIP fixed-line network voice services, data services, VAS and connectivity services to the large business market, capitalizing on the experience gained with ENEL and using a dedicated call center. In this segment WIND is also able to tailor its offer to the specific needs expressed by the customer and to the requirements set in tenders. The offers for businesses also include flat solutions with tariffs based on the number of users, which enable customers to keep complete control over their spending.

Direct access to the network is assured for large-scale businesses by radio link, by direct optic fiber connections and by LLU direct access; in areas where direct access is not available, dedicated lines leased from Telecom Italia are used.

In addition, WIND is also extending its offer for the large business market by means of cloud services and its commercial proposal with ICT and managed services solutions, on both fixed and mobile networks. WIND has a partnership with the Enterprise division of Google which enables it to propose collaboration and communication solutions to businesses based on Google Apps Cloud. WIND has prepared an offer, *WIND Cloud per Aziende*, consisting of a rich catalog of IaaS services and, in particular for medium-sized businesses, pre-configured bundles of data center and connectivity services which are capable of satisfying the needs of these customers and are available in an extremely short period of time.

In addition WIND has launched *WIND Cloud Line*, an IP PBX cloud solution that combines the mobile and fixed worlds, and *Work & Life*, a solution created to provide an integrated response to the requests for smart working increasingly to be found in businesses.

The fixed network offer portfolio for sole traders requiring up to four lines (analogue or 2 ISDN) consists of the voice and ADSL bundle lists (*All Inclusive Business L* and *All Inclusive Business Unlimited*), which offer unlimited calls to all national fixed and mobile numbers and unlimited ADSL, *Absolute ADSL Business* lists, which offer unlimited ADSL connectivity and pay-per-use voice calls, and *Noi Unlimited Affari* lists, which offer unlimited calls to all national fixed

and mobile numbers, unlimited calls to all fixed and mobile numbers on the WIND-Infostrada telephone account and pay-per-use ADSL. The whole of the offering portfolio is available with WIND network coverage on lines already activated with other operators and also on new lines.

For all sole trader customers, existing and new, the possibility continues of subscribing to the new second line offer, which provides only one additional voice line that can also be used to send and receive faxes, and of using POS devices. Customers of other operators with additional numbers can now finally decide to pass over to Infostrada without losing their telephone numbers.

The *Absolute ADSL Business* and *All Inclusive Business Unlimited* plans have become even more advantageous as a result of the "Super" versions which add mobile telephony to the bundle.

To complete the offer "plug&play" packs are being proposed at extremely competitive prices on an installment sale basis to respond to customers' most common needs: the Internet Pack, consisting of a Wi-Fi router and a 3G internet key, offered in combination with a data SIM card having two months of completely free traffic included, enables customers to navigate on the mobile network while waiting for activation of the ADSL service and to have a back-up line on the mobile network once activation is completed; the Internet-&-Video Pack on the other hand contains an IP video-camera in addition to the Wi-Fi router and an internet key to enable customers to video-control their professional environment, record images and obtain access from laptops or mobile devices.

For SMEs, WIND offers a wide range of dual-play (voice + internet) products with tariff plans based on VoIP technology having unlimited traffic to national fixed and mobile numbers and to the international fixed network and unlimited ADSL up to maximum 20 MB with a minimum guaranteed band of 300 kbps and a static IP address. The offer is available in a 2 line version (*All Inclusive Aziende Smart*) and in a 3 to 8 line version (*All Inclusive Aziende*). The VoIP offer becomes even more beneficial thanks to *Super All Inclusive Aziende*, if combined with the *Unlimited Subscription* and *Rechargeable* mobile plans using up to a maximum of 10 SIM cards, and *Super Internet*, if combined with the data offers. In addition, from June 13 the fixed offer is also available with fiber access (FTTC), allowing customers to navigate at up to 50 Mbit/s with the same monthly charge as ADSL.

Another offer designed for small and medium businesses is *WIND Smart Office*, which includes a virtual switchboard based on VoIP technology. *WIND Smart Office* is available in two profiles: *Small*, which enables customers to activate up to 10 fixed and mobile extensions with 3 simultaneous calls, and *Large*, for businesses that need to have up to 100 extensions, of which up to 25 fixed, with 6 simultaneous calls. And with *Super Smart Office* customers can use discounts on connectivity if they also activate mobile offers. The *WIND Smart Office* offer was improved on June 13 with the addition of the *Extra Large* version with fiber access for companies that require a virtual PBX and more than 6 calls from fixed internal extensions, with unlimited calls to everyone and up to 15 simultaneous calls. Another type of *WIND Smart Office* is the *Executive* offer with SHDSL connectivity for medium or large companies that need more than 70 fixed internal extensions. In addition, *Netride Smart* is also available, a solution that provides considerable customization and flexibility possibilities, created to satisfy the needs of SME customers. In the offer portfolio the *WIND Impresa* offer can always be activated; this provides from a minimum of 6 up to a maximum of 60 simultaneous calls and gives customers the possibility of subscribing to a rental, management and maintenance service for telephone switchboards.

#### *Sale and distribution of fixed network services*

WIND's distribution strategy is based on the "omnichannel" concept (stores, web and telephone), satisfying the needs of customers who automatically select the sales channel which suits them best.

In terms of performance, the most important sales channel is the retail channel (monobrand and multibrand stores), which through integrated offers continues to increase in importance. Following this are the 159 call centers and the web, while the activities of the outbound call centers are by now residual and are mostly used for acquiring customers in very specific segments.

### **Interconnection services**

WIND offers its wholesale services to other operators, making its network capacity available through these services, and manages incoming and outgoing call termination traffic on its network for domestic and international operators. WIND is paid a fee by other operators for managing calls which terminate on its mobile or fixed network, while in the same way it is required to pay a termination charge to other operators for calls which terminate on their mobile or fixed telephone networks. Interconnection tariffs from mobile to mobile, from mobile to fixed, from fixed to mobile and from fixed to fixed are regulated by AGCOM.

### **Customer care service**

WIND's customer service activities are coordinated by its Customer Management Department, which is organized to support the needs of the various segments: rechargeable customers (mobile), subscription customers (fixed telephony, mobile telephony and internet) and business customers. In order to supply a tailored service for certain particularly important customer segments such as the ethnic communities WIND also provides its customer assistance service in other languages. Call centers dedicated to residential customers are located throughout the country.

The WIND customer care service continues to develop its operational organization, focusing on the activation phase and the increasing need for mobile-fixed-internet multi-service assistance. The integration between customer care and the sales network continues in order to provide a customer service spread widely through its own retail outlets in the area, making it more direct and transparent.

In a saturated and continually evolving market, one characterized by the constant renewal and extension of the portfolio offered, it is important to retain a vision which puts the customer as the center of his business. There is an important need to follow customer management policies carefully to ensure consistency and synergies between the various sectors, so as to create a discriminating success factor.

This vision has always been an asset for WIND and a *modus operandi* which involves and integrates all of the Group's business sectors, ranging from marketing to sales by way of customer care, the technical functions of the network and information technology.

A detailed set of activities has been set up for monitoring the various points of contact between the customer and the Group and for assessing satisfaction with WIND and the extent to which it may be recommended to others, using NPS measurement methods. This enables customer needs to be identified and specific targeted replies to be provided, and more generally allows the main areas of development to be identified, in line with the feedback provided by customers themselves.

WIND's Customer Relationship Management department therefore sets itself the objective of understanding, anticipating and responding to the needs of current and potential customers with the aim of increasing the value of the relationship in all the segments covered, ranging from consumer (mobile and fixed) to the corporate market, with an organizational structure focused by market.

A success factor for the initiatives carried out by CRM, which is increasingly gaining importance, is the ability to know how to capture customers' needs on a real-time basis during their lifecycle and in particular in the presence of certain

specific consumption behavior. This has been possible by making analysis and campaign management tools more sophisticated and evolved.

Consistent with the identification of customer needs, WIND's CRM provides suitable solutions in terms of product and offer through traditional and digital relation channels. Commercial actions involving customers are also carried out through the distribution network, which has developed from being a new contract acquisition channel to a channel that also looks after customer management.

WIND places a great deal of emphasis on managing digital contact points and on online customer assistance tools, ensuring high standards of quality and encouraging their use.

The MyWind app, which is close to 13 million downloads, is the preferred digital point of contact with WIND customers owning a smartphone or Android, IOS or Windows Phone tablet. The 4.0 version has undergone a detailed graphical and functional revision leading to a considerable improvement in the user experience and has achieved particular success among customers, who have given MyWind the highest rating among the selfcare apps.

The MyWind app is now available in English and has been further improved thanks to a functionality, available for the first time in a selfcare app, which allows credit cards saved in the App to be used for making top-ups or paying bills by postal transfer.

In addition to the Android Widget, the iOS Widget is also now available; this enables customers to obtain information on the status of their offer directly from the Notification Center of their iPhone. The "tile" function is also available to customers for viewing data on the main screen of their Windows Phone.

WIND Talk, the WIND integrated messenger service app, represents a new way of interacting with customers and proposing exclusive services. In addition to providing the services to be found in any other messenger service app on the market WIND Talk also offers users the possibility of contacting WIND customer care or certain WIND stores via chat. Using WIND Talk, customers can also buy public transport tickets or transfer telephone credit to contacts having a WIND prepaid line in a simple manner.

In addition a "gamification" campaign has been proposed through WIND Talk which offers users the possibility of winning special rates, valid for both existing customers and customers of other operators, by simply blowing on their smartphone.

The social networks also continue to be an important point of contact, listening and customer management for WIND. There has been a constant increase in the Group's fan base on Facebook, which now totals around 1.2 billion. WIND continues to maintain levels of excellence in the special social care rankings, the "Top Brands" of Facebook and Twitter, published on a monthly basis by Blogmeter (Blogmeter.com), for the speed with which it handles contacts. The results of the social campaign, both paid (sponsored contents or paid advertising) and organic (unsponsored contents), continue to be some of the best on the market, with conversion rates that are constantly among the highest of all the WIND digital touch points.

## **Marketing and Branding**

### **Offline Advertising**

WIND has consolidated its advertising strategy in 2016, confirming the "movie" format with Panariello, Fiorello and Conti as testimonials in the first nine months of the year.



The new summer campaign began at the end of May, with Giorgio Panariello at the head of a band of pirates heading for the southern seas. To celebrate the 10th anniversary of the WIND Music Awards, a new offer was launched, the *Wind Music Awards Celebration*. The pirates' voyage then continued from June 10 with three different offers: *Summer Festival*, the *All Inclusive Summer Edition*, including a 50 gigabyte version given free of charge to anyone purchasing a new smartphone, and *Gigamax Limited Edition*, with 10 gigabytes for navigating for three months on smartphones or tables.

The *NO TAX WIND Magnum* combined with the brand new Huawei P9 and P9 plus phones was the star of a national billboard and television advertising campaign in June, while "Back to school" with Infostrada fiber, available through a promotional offer to new WIND customers at a price of €19.95 for a year, and a national billboard and television advertising campaign, arrived in September.

As always close to customers' local territories and their interests, WIND supported and took part in a series of local events with its own commercial space and exclusive dedicated offers: the *Fiera Campionaria* in Padua, the *Fiera del Mediterraneo* in Palermo, the *Straverona* in Verona, the *Gola Gola! "Food and People"* Festival in Parma and the *UniversityBox* tour which involved seven of the country's leading universities.

In terms of the ethnic target, WIND has been carrying out a dedicated press campaign in 2016 with new creativity and a claim that expresses the concept of being "close" to the country of origin: "You always feel at home with WIND" and "To feel just a step away from home".

As for the business sector, to support the *GIGA BOOST* and *Unlimited* offers, linked to deals on the top smartphone of the moment, WIND has planned periodic billboard and local press campaigns in trade magazines. The WIND SMART choices (Assistance/Innovation/Giga Share), in the forefront in the support of the growth of small and medium Italian businesses, preside over the billboards of the country's leading airports, the pages of trade sector journals and the opening and closing titles of the television series "Don't tell my boss" sponsored by WIND.

### **Online Advertising**

The investments made in the digital media aimed at ensuring a continuous awareness of all the Group's brands and all the types of offers in its portfolio were significant and constant throughout the first nine months of 2016. Planning covered all the main desktop and mobile websites, with the use of standard, impact and video formats, the social media, search advertising, unconventional activities and partnerships with the major media players. As far as the WIND brand is concerned, in addition to display campaigns supporting the principal mobile offers, also worthy of mention are communication activities focusing on maturity offers, the MGM campaigns, the *All Inclusive Celebration* campaign on reaching 10 million *All Inclusive* customers, also online, and the display launched during the 2016 WIND Music Awards supporting the *WMA Celebration* offer. The objectives of the digital campaign during the period included caring activities during special events such as Valentine's Day and Father's Day and digital projects supporting the Digital Home&Life brand and targeted at the IOT world. Important online campaigns directed at the sale of Infostrada fiber in areas covered by the service should also be highlighted.

### **Corporate Advertising and Special Projects**

WIND's contribution to young businessmen continued in the corporate advertising sphere through the WIND Business Factor project, with the 2015 edition culminating in March with Friendz winning the WIND Startup Award.

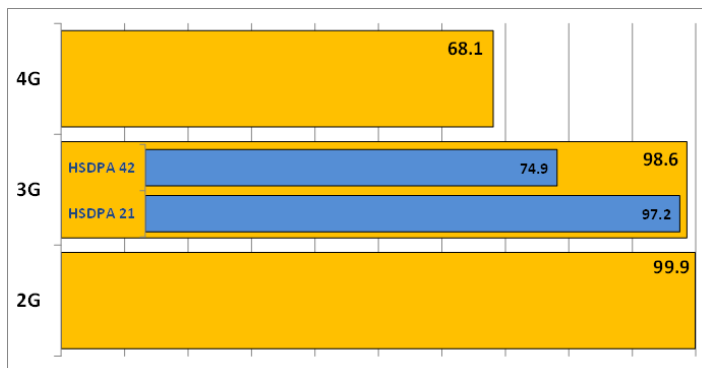
This event, held at the Luiss Enlabs incubator at Termini Station in Rome as part of the Growth Festival, saw the 5 startup finalists acting as the protagonists as well as the introduction of a new means of presentation, the phone pitch, launched by WIND to allow to the audience to vote for the smartest startups and to celebrate the Group's most important values with the occasion and with a hint of irony.

On March 21, 2016, WIND celebrated Forest Day by launching an online video that focuses on its mobile ticketing service and celebrates the closeness of WIND and its customers to the environment: three tons of paper have been saved in three years as the result of sales of public transport tickets online. In June WIND celebrated the 10th anniversary of the WIND Music Awards at the Verona Arena and returned to RAI 1 with two evenings of great music, achieving a high audience share and considerable cross-media visibility. For the third consecutive year WIND launched a new online corporate video in August, once again bringing the relationship between man and technology to the viewer's attention. This short invites people to reflect on the fact that technology provides an infinite number of possibilities for capturing and preserving each individual moment, but that there will always be some moments that are nicer than others and should be saved in your heart. The film did the rounds of the web in just a few days, obtaining millions of views and thousands of likes and shares.

## NETWORK

WIND has developed an integrated network infrastructure providing high capacity transmission capabilities and extensive coverage throughout Italy both for fixed and mobile services. As of September 30, 2016, WIND fixed access network covered with ADSL broadband+ direct services the 67.7% of the Italian population while the mobile network population coverage reached the 99.9%; in particular, WIND UMTS/HSPA and LTE are available respectively to the 98.6% and the 68.1% of the Italian population.

The chart shows Wind Mobile coverage at September 30, 2016:



WIND's mobile and fixed - line access networks are supported by 22,684 kilometers of fiber optic cables backbone in Italy and 5,106 kilometers of fiber optic cables MANs. WIND's network uses a common transport, core and system platform, which is referred to as the "intelligent network," for both WIND's mobile and fixed-line access networks. WIND's transport and routing network has been upgraded to provide a uniform and scalable IP network platform, which provides additional capacity.

The geographic scope of its network and the integrated nature of its operations allow WIND to offer its subscribers mobile, fixed-line and Internet product bundles and VAS. As of September 30, 2016, WIND also had 504 roaming agreements with international telecommunications operators around the world.

### Fixed-Line Network

WIND's fixed-line network consists of an extensive fiber optic transport network with over 22,684 kilometers of transmission backbone and 5,106 kilometers of fiber optic cable MANs linking all capitals of Italian provinces and other major cities in Italy and a radio transmission network with approximately 16,540 radio links in operation.

The national voice switching network consists of a NGN/IMS network composed by 4 call control nodes, 4 Media Gateway Controller and 42 Trunking Gateway. The national network is supported by NGN (Next Generation Network) dedicated to interconnection with international operators composed by 2 Media Gateway Controller and 10 Trunking Gateway. WIND is able to handle all the traffic on proprietary backbone infrastructure, with little need to rent additional capacity from third parties.



As of September 30, 2016, WIND fixed access network has 1,842 LLU sites for direct subscriber connections with a capacity of approximately 3,454 million lines, and had interconnections with 613 SGUs, which allows it to provide carrier selection access for indirect subscribers throughout Italy, as well as WLR services.

Starting from 2015 WIND have done investments on fiber activating the ultra-broadband services for almost the 33% of the population, using mainly Fiber to the Cabinet and Fiber to the Home technologies. In Milan FTTH service is active and it will be extended to other cities leveraging on the signed agreement with Enel Open Fiber (EOF).

Furthermore, during the year the migration of voice traffic interconnection with other national operators in IP technology has been essentially completed.

WIND Internet network access is implemented by an all IP network, with over 50 POPs (Point of Presence), for direct (xDSL) and indirect Internet access services, as well as virtual private network (xDSL, Fiber Optics). The IP nodes access network consist of 53 BRAS for consumer services and 75 Edge Routers for Business application, located in PoP to ensure optimal coverage of the national territory.

### Mobile Network

WIND offers mobile services through its three network layers 2G, 3G and 4G. First layer developed in 1998 with GSM technology provide voice and data service with EDGE enhancement. The second layer, 3G, provide voice service and data service with HSPA+ technology.

In 2015 WIND has already completed a massive roll-out of the UMTS refarming at 900MHz, changing the use of part of its spectrum previously used for the GSM service (one block of 5MHz), in order to foster and enhance the indoor coverage of the 3G services, due to the better propagation of the low spectrum frequencies.

WIND is also going further the intensive plan to deploy the latest mobile generation network based on LTE (long term evolution) named also "4G" technology to provide wideband mobile connections.



The following table provides an analysis of WIND's SM/GPRS, UMTS/HSDPA and LTE networks as of September 30, 2016.

**GSM/GPRS**

Radiating sites	14,794
BSC (Base Station Controllers)	237
MSC (Mobile Switching Centers)	1
HLR/HSS (Home Location Register)*	12
SGSN (Service GPRS Support Node)	6
GGSN (Gateway GPRS Support Node)*	8

**UMTS**

Node B	14,342
RNC (Radio Network Controller)	133
MSC-Server	25
MGW (mediagateway)	27
SGSN (Service GPRS Support Node)*	12 (6 dual access; 6 triple access)

**LTE**

Enodeb	3,564
MME	6
HSS	2
PDN-GW	6
S-GW	6

\*Shared with UMTS/LTE

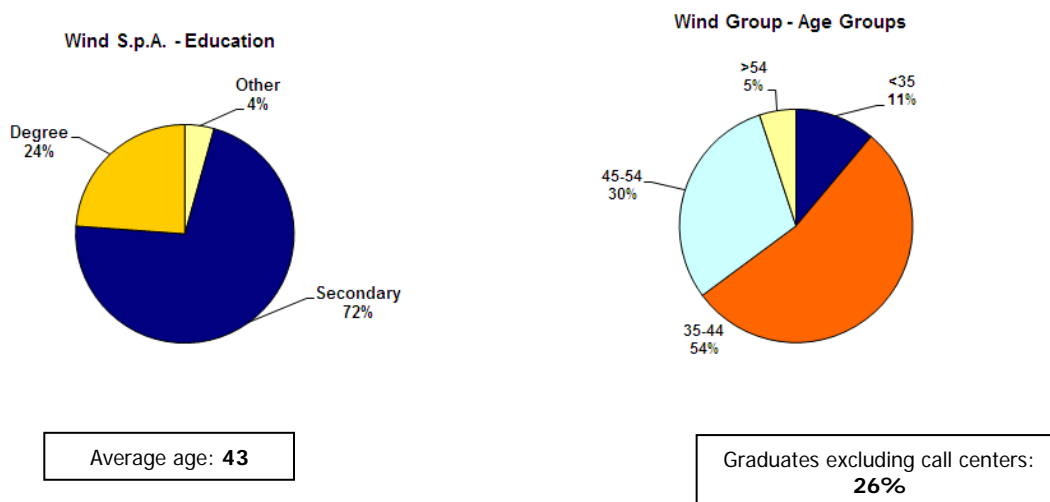
## HUMAN RESOURCES

At September 30, 2016, the Group had a workforce of 6,748 employees structured as follows.

	No. of employees at		Average No. of employees in	
	09/30/2016	09/30/2015	2016	2015
Senior Managers	113	123	115	122
Middle Managers	622	630	625	625
Office Staff	6,013	6,098	6,045	6,128
<b>Total WIND Group</b>	<b>6,748</b>	<b>6,851</b>	<b>6,785</b>	<b>6,875</b>

During 2016, the Parent hired 91 employees while 155 left.

The following charts provide personnel details for WIND and its Italian subsidiaries.



Women account for **47%** of employees.

In terms of the geographical allocation of personnel, over 73% of personnel work in the offices in Milan, Rome, Naples and Ivrea.

Sites	30/09/2016	30/09/2015
Milano	13%	13%
Ivrea	9%	9%
Roma	33%	33%
Napoli	18%	18%
Altro	27%	27%
<b>Total</b>	<b>100%</b>	<b>100%</b>

(\*)The Rho site is included in Milan and the Pozzuoli site is included in Naples.

The following table shows the personnel distribution by department

Departments	30/09/2016	30/09/2015
Network	35%	35%
Information Technology	11%	9%
Customer Care	16%	19%
Marketing & Vendite	26%	25%
Staff	12%	12%
<b>Total</b>	<b>100%</b>	<b>100%</b>

## Organization

Organizational resources dedicated to marketing development and managing sales structures geared towards business segment offers were set up as part of the Sales Department in the first nine months of 2016 with the aim of strengthening and developing the Group's commercial presence in its business segments.

## Development

The annual appraisal process started at the beginning of February 2016, confirming itself as a means of individual development and performance management. The evaluation process has been completed and 99.42% of the population has received an appraisal.

## Training

A total of 8,380 man-days of training were given during the first nine months of 2016, primarily relating to technical and mandatory training for WIND.

The first training learning experiences, relating to the Digital Learning Evolution project, were launched for all of the Group's staff. A new way of carrying out training is being offered with the aim of promoting digital culture in terms of both educational contents and the method of participation, which takes place through WIND's e-learning platform and a web training meeting system.

Current training proposals consist of multimedia training pills, which can be used completely independently, and online seminars, through which is possible to participate in a genuine "virtual" classroom.

The proposed contents enable employees to acquire new information and increase their knowledge and expertise in various subject areas relating to personal and digital skills, through a plurality of different motivations. The proposed method provides simple, fast and totally individual learning opportunities, with multimedia pills, or in a more detailed way, through participation in web seminars, designed as a real path and consisting of multimedia materials and social interaction activities that are proposed before and after the online classroom experience.

A total of 773 employees took part in these initial training proposals in September.

As regards mandatory activities Model 231 training continued, with specific emphasis being given to newly hired staff, while 98% of employees have now completed the online course on the Code of Conduct. These projects will all continue through to the end of the year.

## Industrial relations

An agreement was signed with the trade unions in February for the completion of the plan to increase efficiency through the further internationalization of activities and the resulting reskilling measures. It was agreed to support this process by continuing solidarity contracts for a further 18 months with the aim of completely absorbing excess staff, in accordance with the Group's business development lines.

To improve the work-life balance an agreement was signed which provides the use of innovative tools such as telework and other flexible forms of working; in this respect training has begun for employees who will be involved in telework.

In addition, it was agreed to apply the procedure prescribed by the Fornero Law to arrive at the mutual termination of the employment relationship for up to 50 workers who by the end of 2016 will have four years or less to go to meet their pension requirements, and a process began of collecting declarations of interest by employees holding the necessary requirements.

Meetings in the bilateral commissions for monitoring the agreements relating to the network operations operating model continued.

Under recent tax legislation WIND signed an innovative local company agreement with the trade unions under which the employees could make a choice to convert their performance bonus, in whole or in part, into welfare services, thus benefiting from more favorable economic conditions in the choice of goods or services.

In addition, in order to increase productivity and improve business efficiency through the redevelopment of office space WIND also signed an experimental smart-working agreement at local level with the unions; in addition to introducing greater flexibility aiming to improve the employees' work-life balance this experiment introduces a new working model based on a strong sense of accountability and greater attention to the individual result.

As part of the upcoming contractual renewal for 2015-2017 the unions presented a unified platform containing the proposals which will be the subject of their next meeting with the trade association representing companies in the sector.

Following the approval of the merger of WIND into H3G by the relevant bodies of the European Commission the two companies initiated the procedure set out in article 47 of Law no. 428/90.

The procedure was completed before the legal deadlines and an agreement was signed under which the companies undertake to maintain unchanged all local company agreements and current practice vis-à-vis the workforce until a harmonization agreement is established or until the agreements expire.

A further meeting regarding the renewal of the sector employment agreement was held, taking negotiations forward.



## REGULATORY FRAMEWORK AT SEPTEMBER 30, 2016

### Fixed-line market

#### **Antitrust activity**

##### Proceeding 1761

On the basis of a report made by WIND in 2012, allocated the number 1761, on April 4, 2013 the AGCM initiated an inquiry into a possible agreement on wholesale accessory technical services provided to the fixed-line telephone network, whose initial purpose was to ascertain the existence of violations of article 101 of the TFUE (an agreement between the technical companies which provide wholesale accessory technical services to Telecom Italia's fixed-line telephone network). On July 10, 2013 the proceeding was also extended by the Italian Antitrust Authority to Telecom Italia (TI) for the influence the latter exercised on the work of the technical companies. The proceeding was subsequently extended by the Antitrust Authority to December 31, 2015 to enable a series of further examinations to be carried out. The final hearing was held before the Authority on October 6, 2015.

Telecom Italia filed an appeal with the Lazio regional administrative court (TAR) against the provision of July 10, 2013 by which the AGCM extended proceeding 1761 to that company. At the hearing of June 11, 2014, Telecom Italia made a request for cancellation and the adjournment of the hearing. The TAR upheld Telecom Italia's request and accordingly ordered the cancellation of the case from the roll.

On December 23, 2015 the Authority closed the proceeding, publishing the final order in its bulletin and sanctioning Telecom Italia and 6 System (Alpitel, Ceit Impianti, Sielte, Sirte, Site, Valtellina), after ascertaining the violation of article 101 of the TFUE. The total penalty amounted to approximately €28 million.

The provision of December 23, 2015 was challenged before the Lazio TAR by Telecom Italy and the System companies participating in the agreement. Following the hearing of July 20, 2016 the Lazio TAR rejected the appeals filed by Telecom Italia and the System companies, accordingly confirming the validity of the AGCM's provision.

##### Proceeding A428C

On July 15, 2015, the AGCM initiated a proceeding against Telecom Italia alleging violation as per article 15, paragraph 2 of Law no. 287/90 for non-fulfilment of points a) and c) of the Authority's Provision no. 24339 of May 9, 2013 (a provision issued at the end of proceeding A428). The Authority considered that the new elements acquired from reports made by certain operators imply the continuation of anti-competitive conduct towards alternative operators in the act of supplying wholesale access services and that such behavior breaches the order to refrain from carrying out conduct similar to that subject to the infringement identified for the abuse of a dominant position in the above-mentioned provision no. 24339/2013. On January 4, 2016 the AGCM published its decision to extend the deadline for completing the proceeding to July 31, 2016, a date further extended to October 31, 2016 (source: the bulletin of August 1, 2016).

## Telecom Italia Reference Offers

In January 2016 AGCOM launched a public consultation on the guidelines for the evaluation of activation and deactivation fees for unbundled access services (ULL) for the purpose of approving Telecom Italia's reference offers for 2015 and 2016. This consultation is still in progress.

The following were initiated in April 2016: i) by way of Resolution 44/16/CIR a public consultation for the purpose of approving Telecom Italia's reference offers for 2015 and 2016 for dedicated capacity transmission services (terminating circuits, interconnection flows, delivery kits and internal exchange connections), ii) by way of Resolution 42/16/CIR a public consultation on the approval of Telecom Italia's reference offers for copper network Bitstream services and for NGA Bitstream services, VULA services and the related ancillary services for 2015 and 2016. The proceedings are still in progress.

In July 2016, by way of Resolution 157/16/CIR a public consultation was initiated on the WLR 2015 and 2016 WLR reference offer. The proceeding is still in progress.

In March 2014, Telecom Italia notified appeals for the cancellation of Resolutions 746/13/CONS and 747/13/CONS, for the most part disputing the approach taken by the Authority for calculating the WACC, the parameter indicating the remuneration of the capital employed, on which, among other things, the LLU price is based. WIND filed an appearance in defense of AGCOM in both cases. Fastweb too, for other reasons, also appealed against these resolutions for 2013. BT on the other hand only appealed against Resolution 746/13/CONS, concerning the determination of the price for the 2013 WBA.

The BT appeal was not notified but WIND decided that it would intervene in this proceeding.

The substantive hearing relating to the appeals filed by Telecom Italia for the annulment of Resolutions 747/13/CONS and 746/13/CONS and the appeals filed by Fastweb to have these resolutions annulled and by BT to have Resolution 746/13/CONS partially annulled was scheduled for November 19, 2014.

By way of a sentence issued on February 18, 2015, the Lazio TAR dismissed the appeals made by Telecom Italia, Fastweb and BT to have Resolution 746/13/CONS annulled (approval of the Telecom Italia Offer for 2013 relating to Bitstream services). By way of a sentence issued on March 9, 2015, the Lazio TAR dismissed the appeals made by Telecom Italia and Fastweb to have Resolution 747/13/CONS annulled (approval of the Telecom Italia Offer for 2013 for LLU access services).

On May 18, 2015, Telecom Italia and Fastweb notified WIND that they had filed an appeal with the Council of State for the overturning or annulment of the TAR's sentence dismissing the appeal filed to have Resolution 746/13/CONS (2013 WBA) annulled. WIND filed an appearance on June 5, 2015 and following the hearing held on September 24, 2015 the court reserved its decision. We are therefore waiting for the ruling of the Council of State.

On June 9, 2015 and June 11, 2015 respectively Telecom Italia and Fastweb also notified WIND that they had filed an appeal with the Council of State for the overturning or annulment of the TAR's sentence dismissing the appeal filed to have Resolution 747/13/CONS (LLU 2013) annulled. WIND filed an appearance on June 24, 2015 and following the hearing held on September 24, 2015 the court reserved its decision.

BT filed an appeal with the Council of State for the overturning or annulment of the TAR's sentence dismissing the appeal filed to have Resolution 746/13/CONS (WBA 2013) annulled. On June 6, 2015 WIND notified BT that it had filed an appearance. The hearing was held on September 24, 2015 and the court reserved its decision. We are therefore waiting for the ruling of the Council of State. In addition, in November 2014 Telecom Italia appealed

against Resolutions 67-68-69-70/14/CIR relating to the price for WLR for 2013, NGAN access for 2013, NGA Bitstream and VULA for 2013 and dedicated capacity transmission services for 2013. WIND filed an appearance in all the cases in support of AGCOM's position. Fastweb also appealed against Resolution 67/14/CIR and WIND filed an appearance. The dates for the hearings have not yet been set.

In July 2016 the Council of State ruled on five appeals proposed by FW, TI and BT with respect to the sentences of the Lazio TAR nos. 2769, 2772, 2775, and 3916 of 2015 regarding the AGCOM resolutions approving the reference offers establishing the technical and economic decisions for 2013 LLU/WBA/Location access services (reference is to Resolutions 747/13/CONS, 746/13/CONS and 155/14/CONS) , partially upholding the complaints expressed by Telecom Italia, Fastweb and BT. AGCOM will now be called to comply with the Council of State's ruling.

### **Unsuccessful intervention**

The first technical workgroup set up under Resolution 168/15/CIR and regarding the new assurance process for unsuccessful intervention on WLR and Asymmetric Bitstream lines met on March 31, 2016.

The first topics discussed were: i) the main problems of the new assurance process for unsuccessful intervention on WLR and Asymmetric Bitstream lines proposed by Telecom Italia; ii) the possible ways of certifying unsuccessful maintenance intervention other than by using the IVR system proposed by Telecom Italia.

Further meetings of the technical workgroup are planned as well as a public consultation before the final decision is taken on the new procedures to be used for unsuccessful intervention.

### **FTTCab and Subloop unbundling technical workgroup**

AGCOM recently set up a subloop unbundling technical workgroup having the aim of discussing technical and procedural issues relating to this service, which provides the basis for the provision of FTTCab NGA services by alternative operators.

At the first four meetings of the group (February 21, 2014 and March 7, 21 and 28, 2014) operators put forward their proposals for the technical specifications of the cabinets in which the OLOs' equipment will be held (alongside the existing Telecom Italia cabinets) and the upper cabinets (above the cabinets of both the OLOs and Telecom Italia). In addition, proposals were issued for the tender rules for installing one or more of the OLOs' optic network units (ONUs) in these cabinets or upper cabinets. On the basis of the matters which emerged from the workgroup the Authority published Resolution 155/14/CONS (on which the Council of State recently ruled as part of the proceedings for the appeals filed by Telecom Italia and Fastweb to overturn the Lazio TAR's sentences of 2015 that rejected the appeals – cf. page 28), in which a modularity principle is recognized de facto for the OLOs which will only enter the infrastructurization process at a later date: the multioperator cabinet must be produced by providing for a base module for 1 OLO and additional upper cabinet modules for 1 OLO. All the modules, base and upper cabinet, will have an autonomous access door. Each operator must be able to access its part autonomously. The OLOs which through Telecom Italia have produced an adjacent cabinet will in future have to provide access to the other OLOs interested in installing their own upper cabinet without placing any obstacles in the way, albeit within the limits of technical feasibility and network integrity. A transitional procedure was planned for 2014 alone which was applicable to the cabins for which Telecom Italia had already start up preparation work. The full operational procedure began in 2015. The matters being looked into by the workgroup are continuing with the establishment of a requisite for Multi-Operator Vectoring (MOV). A first paper containing MOV specifications has been sent to the Authority for manufacturing companies.

In July 2015, in a press release on the draft resolution on an analysis of the markets for wholesale access to Telecom Italia's fixed network, the Authority announced that it had established rules for the use of vectoring in MOV mode (Multi-Operator Vectoring) in the case of access to the cabinet. The European Commission has welcomed the Authority's intention to establish a process aiming to spread MOV in Italy, based on technical requirements approved by the Authority, and has noted that any symmetrical obligations that result from this must conform to article 5 of the access decree. The Commission has asked the Authority to comply with that provision in drawing up the future agreements for the realization of MOV in Italy, whose scope of application, according to the Commission, must be notified in accordance with article 7 of the framework directive. In Resolution 623/15/CONS, the Authority established that effective the date of publication of its technical specifications for MOV, Telecom Italia and the operators that intend to adopt vectoring transmission systems must comply with the technical and procedural requirements contained in these.

The proceedings of the technical working committee are continuing with the preliminary analysis of the definition of a national technical specification on the solution entitled "sub-band MOV", which defines the methods of spectral allocation of operators and equal and non-discriminatory distribution of the transmission capacity among them. This analysis is at the present time independent of any regulatory assessment of the possible methods of use of this standard in the access network.

Further detailed work is scheduled on the issue of G.FAST, with reference to the vectoring in a multi-operator environment and in the presence of VDSL2 and VDSLplus by cabinet.

#### **Replicability testing of Telecom Italia's offers**

By way of Resolution 537/13/CONS on "*Non-discrimination requirements: revision of the methodology used for replicability testing*" - published on October 15, 2013 - AGCOM initiated an enquiry having the aim of adjusting the methods and tools underlying the price testing carried out for checking the economic replicability of Telecom Italia's retail offers. The aim of this testing is to check whether the retail prices charged by the operator are sustainable by an efficient alternative operator using regulated wholesale services, in order to ensure that the principle of equality of inside-outside treatment can be guaranteed and to avoid margin compression which would harm competition.

As part of this proceeding initiated by way of Resolution 537/13/CONS, in November 2013 AGCOM initiated a review aimed at assessing the procedures and timing of the price testing proceeding and the tools to be used for checking the economic replicability of the retail offers of the significant market power (SMP) operator, namely Telecom Italia. WIND sent AGCOM its positioning on January 20, 2014 and was subsequently heard by the Authority. Furthermore, on May 21, 2014, AGCOM asked fixed-line operators to provide the costs of certain network components as part of the process for updating the replicability models pursuant to Resolution 499/10/CONS.

On July 31, 2014, AGCOM proposed an updating of the production mix for the assessment of the replicability of the optic fiber ultra-broadband retail offers.

It should be noted that in October 2014 WIND sent a contribution to BEREC regarding a public consultation on the operating aspects of the replicability test for retail offers.

In April 2015 AGCOM published Resolution 119/15/CONS which suspends the terms of the review pursuant to Resolution 537/13/CONS until a date to be established (after the analysis of the markets for access services to the fixed market initiated with Resolution 390/12/CONS), which will be announced by way of a specific resolution published on the Authority's website. On December 24, 2015, AGCOM published Resolution 660/15/CONS for

restarting the review whose subject is the updating of the methodology for the replicability testing as per Resolution 537/13/CONS and initiating the relative public consultation.

On February 23, 2016, WIND sent its contribution to the subject public consultation and was heard on March 8, 2016. Further, WIND also provided the additional detailed information required by AGCOM in its communications of April 19, 2016 and May 20, 2016. At the end of June 2016, AGCOM extended the deadline for the conclusion of the proceedings by 90 days. The next steps that will be taken by AGCOM on the basis of the results of the public consultation are currently awaited.

### **Market analysis – Fixed Access**

On April 4, 2013, Public Consultation 238/13/CONS on an analysis of markets 1-4-5 was published. WIND has provided its positioning in this respect.

On August 1, 2013, by way of Resolution 453/13/CONS, AGCOM extended the proceeding relating to the analysis of markets 1, 4 and 5 in order to take into consideration the access network separation project proposed by Telecom Italia.

On February 24, 2014, by way of Resolution 65/14/CONS, AGCOM extended the term for completing the preliminary proceeding as per Resolution 390/12/CONS by a further 90 days. Operators were granted the possibility of sending additions to the documentation already submitted in relation to highly innovative facts and elements that had occurred starting from the second half of 2013. In addition, on March 20, 2014, AGCOM requested operators to provide a series of further details about retail and wholesale access lines relating to 2012 and 2013. During March 2015, following up Consultation 238/13/CONS and items that had emerged in the meantime, by way of Resolution 42/15/CONS AGCOM initiated another consultation regarding the market analysis of fixed access services for the period 2014-2017.

In July 2015, in a press release, AGCOM announced that it had approved, for the subsequent comments of the European Commission, the draft resolution regarding an analysis of the markets for wholesale access to the Telecom Italia fixed network, valid for the period 2014-2017. By way of this decision, AGCOM intends to establish rules and prices for access to the Telecom Italia copper and fiber network by competitor operators which are uniform throughout Italy.

After receiving the European Commission's opinion, on December 22, 2015 AGCOM published its final decision 623/15/CONS regarding Telecom Italia's wholesale fixed access services for the period 2014-2017.

With respect to access services for 2010-2012, by way of Resolution 563/13/CONS on November 11, 2013 AGCOM initiated an enforcement proceeding on the sentences of the Council of State relating to Resolutions 731/09/CONS and 578/10/CONS on wholesale service prices for access to Telecom Italia's fixed network. On June 20, 2014, by way of Resolution 258/14/CONS, AGCOM started up a public consultation containing orientations with respect to compliance with the sentences of the Council of State. On December 15, 2014, AGCOM stated that at the meeting held on that date: *"The decision taken by the Council establishes that: i) the unbundling charge for 2012 shall be reduced to €9.05/month due to the recalculation of the corrective maintenance costs; ii) the contributions for the unbundling service are to be found in a basket different from that of the charges and subject to a different price cap. The reduction in the unbundling service charge is also reflected in the amounts relating to 2010 and 2011, which fall to €8.65/month and €8.90/month respectively. It will on the other hand be necessary to wait for the implementation of another sentence of the Council of State, that dealing with the naked Bitstream service charge for 2009, to see the*

*situation regarding the Bitstream and WLR service charges. A review of this charge has been put on the agenda of one of the Council's next meetings.*" Subsequently, as stated above, following discussions with the European Commission and the additional sentence of the Council of State on Bitstream Naked 2009, by way of a press release issued on February 25, 2015 AGCOM announced that *"The Authority's Board [...] has approved [...] the proposal [...] which implements the Sentences of the Council of State nos. 1837/13, 1645/13 and 1856/13 relating to the prices of wholesale services for access to the fixed network for 2010-2012."* In particular, AGCOM noted that it had revised the tariffs for the LLU fees and LLU contributions.

In March 2015, by way of Resolution 68/15/CONS, AGCOM then initiated a public consultation on the enforcement of sentence no. 5733/2014 of the Council of State regarding Resolution 71/09/CIR on the approval of the Telecom Italia reference offer for 2009 relating to Bitstream services. Following this consultation AGCOM then notified the European Commission of its draft final decision on the WLR and Bitstream services for 2010-2012 and the Bitstream Naked charge for 2009. The decision was reviewed by the European Commission. The final decisions on these matters were published by AGCOM on November 11, 2015 by way of Resolution 578/15/CONS (Bitstream Naked 2009) and Resolution 579/15/CONS (WLR and Bitstream 2010-2012). On January 13, 2016, Fastweb notified WIND that it had lodged an appeal with the Council of State for the annulment of Resolution 579/15/CONS; WIND appeared before the court on February 9, 2016. A court sitting in camera was scheduled for May 19, 2016.

Fastweb has also challenged AGCOM Resolution 578/15/CONS through appeal to the Council of State. The appeal has not been notified to WIND which nevertheless lodged a document with the court on February 10, 2016. The date of a court sitting in camera was scheduled for April 14, 2016. By way of sentence no. 2263 of May 30, 2016 the Council of State declared the inadmissibility of Fastweb's appeal. Fastweb recently notified WIND of its application for the resumption of its appeal in order to continue the proceedings before the competent court (TAR), claiming the same as a separate appeal with a request for relief for excusable error (holding that the decision of the Council of State is wrong). WIND filed an appearance on July 14, 2016.

On April 9, 2015, AGCOM published Resolution 86/15/CONS on the final approval of the LLU fee tariffs and the LLU contributions for the period 2010-2012 following the above sentences of the Council of State nos. 1837/13, 1645/13 and 1856/13.

The operators Fastweb and Telecom Italia recently appealed against Resolution 86/15/CONS. More specifically, Fastweb notified WIND on June 5, 2015 that it had filed an appeal with the Council of State maintaining that by way of Resolution 86/15/CONS, AGCOM had in substance failed to fulfil the requirements of the previous sentences. As part of the same proceeding, Telecom Italia notified WIND on August 5, 2015 of a cross appeal objecting to the Authority's failure to fulfil. WIND filed an appearance on June 24, 2015 and the date of the hearing, originally set for October 8, 2015, was postponed to October 22, 2015. By way of sentence no. 5708/2015 of December 17, 2015, the Council of State dismissed the appeals submitted by Fastweb and Telecom Italia (as a cross-appeal), confirming the validity of Resolution 86/15/CONS. Fastweb recently filed an appeal to the Supreme Court against sentence no. 5708/15 of the Council of State. In that action Fastweb appealed against the sentence of the Council of State for excessive judicial power. In essence Fastweb believes that the Council of State made an error in defining the limits of its judicial review. WIND was due to appear in court on July 29, 2016.

Fastweb has notified an appeal with the TAR requesting the annulment of Resolution 86/15/CONS for the same defects specified in the appeal filed with the Council of State. WIND received notification of the appeal on June 8, 2015 and filed an appearance on June 26, 2015, and is currently waiting for the date of the hearing to be set.

Telecom Italia has also notified an appeal with the TAR requesting the annulment of Resolution 86/15/CONS. WIND received notification of the appeal on June 8, 2015 and filed an appearance on June 26, 2015, and is currently waiting for the date of the hearing to be set.

By way of Resolution 122/16/CONS a public consultation was initiated in May 2016 to assess the proposal made by Telecom Italia on the way in which the provisioning and assurance of LLU and SLU services should be unbundled and outsourced, measures to strengthen the guarantees for equal treatment in the provision of regulated wholesale access services at a fixed location and the integration and editing of Open Access Commitments, in relation to the part of the proposed measures that represent a modification of such. The proceeding is in progress.

#### **Process to review SLAs and penalties included in Resolution 623/15/CONS**

Following the issue of Resolution 623/15/CONS on fixed access service markets AGCOM initiated a process to review Telecom Italia's current system of SLAs and penalties as a means of strengthening the "Equivalence of Output" which Telecom Italia, the dominant operator, must abide by in providing wholesale access services. The main body of current SLAs and penalties consists of the values presented in the reference offers of the various services concerned and approved by AGCOM, supplemented by the values set out in attachments G and H to Resolution 623/15/CONS. The proceeding is in progress and AGCOM has requested operators to provide their initial observations.

#### **Process to review non-discrimination key performance indicators as per Resolution 623/15/CONS**

Following the issue of Resolution 623/15 /CONS on fixed access service markets AGCOM initiated a process to review non-discrimination key performance indicators to ensure that equal treatment exists between Telecom Italia and alternative operators. In this respect AGCOM has requested operators to provide their initial observations. The proceeding is in progress.

#### **Guidelines for the conditions of wholesale access to ultra-broadband networks receiving public grants**

By way of Resolution 575/15/CONS, in October 2015 AGCOM initiated a public consultation on the guidelines for the conditions of wholesale access to ultra-broadband networks receiving public grants.

Various parties, both public and private, are involved in the implementation of the optic fiber network and accordingly the Authority believed it essential to establish a framework of rules at a wholesale level that can ensure that everybody (operators creating the infrastructure and parties that operate in the downstream market) receives fair remuneration for their investment, thereby fostering a rapid dissemination of the services. By way of Resolution 635/15/CONS the deadline for the submission of replies to the public consultation was set as January 7, 2016. The process ended in April 2016 with Resolution 120/16/CONS, in which AGCOM published guidelines for the conditions for wholesale access to ultra-broadband networks that are recipients of government grants; the guidelines set out separate rules for the "by way of incentive" intervention model, which is based on the co-financing of privately owned networks (by means of a public grant amounting to up to a maximum of 70% of the total capital), and the new "direct" intervention model based entirely on the public funding of publicly owned networks: the latter will typically be applicable in the more outlying or rural areas of the country, where the population concentration is low and the potential demand for digital services is unable to stimulate private investment in the construction of ultra-broadband infrastructure, not even in the medium to long term.

WIND has filed an appearance in Telecom's appeal against AGCOM's guidelines on wholesale access to broadband networks and against the criteria that the network concessionary must observe when providing retail services. By way of a further two appeals, Telecom has also directed its opposition to the rules governing the Infratel tender for the selection of the concessionary. In particular, Telecom has filed an application for the suspension of the tender. At the hearing of October 19, Telecom made the request to have its application for suspension to be heard together with the merit, asking for the appeal to be discussed on December 14 together with that of Fastweb. The TAR rejected the possibility of a joint discussion of the two appeals and set January 25, 2017 as the date for hearing the request for suspension and the merit. Fastweb, Enel Open Fiber, BT and VO are among the other operators involved in the case.

### **Fact-finding enquiry into digital platforms and electronic communication services**

By way of Resolution 357/15/CONS, AGCOM set up a fact-finding enquiry into digital platforms addressed to all the parties operating along the value chain of the new digital services provided through the internet. The enquiry's aim is i) to understand the business models used by those parties; ii) to establish the means of protecting users and the market as a whole; iii) to assess the opportunity of establishing rules designed to create a "level playing field" between the new parties and the traditional parties; iv) to understand the way in which the platforms for the distribution of the apps and technology underlying the apps work; v) to understand the role played by the social communication apps (e.g. WhatsApp, Viber, WeChat, Facebook Messenger, Skype) in the new digital ecosystem.

On June 28, 2016, by way of Resolution 165/16/CONS, AGCOM published the main findings of the fact-finding enquiry relating to the consumer section.

### **Market analysis – Fixed Access: Leased lines: Terminating Segments Market 6**

On November 4, 2013, by way of Resolution 603/13/CONS, AGCOM initiated a proceeding to identify and analyze the wholesale supply market for the terminating segments of leased lines, independent of the technology used to provide the leased or reserved capacity (Market 6 of European Commission Recommendation 2007/879/EC). Following an information collection process Public Consultation 559/14/CONS was set up in November 2014 and WIND has sent its observations in this respect. By way of Resolution 412/15/CONS, AGCOM published its final decision on the wholesale supply market for the terminating segments of leased lines.

### **Fixed termination**

Resolution 229/11/CONS established that from January 1, 2012 termination tariffs would be symmetric between Telecom Italia and other operators; in particular TDM termination tariffs would be symmetric at an SGU level while IP termination tariffs would be symmetric and established as the result of two proceedings for defining the BULRIC model, one technical on IP interconnection and the other economic. Subsequently, as the result of a ruling of the Council of State issued on February 15, 2013, the symmetry between Telecom Italia and the OLOs for fixed termination was annulled. Following this the termination values of the OLOs for 2012 were approved by AGCOM in March 2013 by way of Resolution 187/13/CONS. The value of fixed termination on the Telecom Italia network at the various interconnection levels was determined by way of Resolution 92/12/CIR.



Telecom Italia filed an appeal against Resolution 187/13/CONS with the Lazio regional administrative court (TAR) in the attempt to obtain an OLO termination price lower than that established by AGCOM. On the other hand Fastweb appealed against this resolution to try to obtain a higher price. At the substantive hearing on April 23, 2014 the TAR dismissed the appeals of both Telecom Italia and Fastweb. Fastweb filed an appeal against the TAR's sentence, notifying WIND of this on October 14, 2014. Telecom Italia also appealed against this sentence. WIND filed an appearance in support of AGCOM. The hearing was held before the Council of State on January 22, 2015. Both appeals were dismissed by Council of State in a ruling dated September 30, 2015.

In December 2013, by way of Resolution 668/13/CONS, AGCOM set the final prices for the wholesale fixed interconnection services for 2013-2015, applicable to the networks of the Telecom Italia operators and alternative operators regardless of the type of underlying network (TDM or IP).

By way of Resolution 182/15/CONS, in May 2015 AGCOM restarted its new cycle of market analyses of interconnection services in the fixed public telephone network. In September 2016, by way of Resolution 425/16/CONS, AGCOM adopted the final decision on the market analysis of interconnection services in the fixed public telephone network. The decision was notified to WIND at the start of October 2016.

### **Migration and pure number portability procedure**

Following technical discussions between operators at AGCOM to update migration procedures, taking account of LLU subloop services, the possibility of managing virtual operators in the fixed line segment and the need to manage the migrations onto the Telecom Italia NGA offers in the fixed line segment, and following a public consultation (31/13/CIR) on November 20, 2013, by way of Resolution 611/13/CONS, AGCOM issued supplements to the activation, migration and termination procedures in access services for Telecom Italia's NGAN services (VULA, FTTCab-FTTH, Bitstream FTTCab naked and shared, Bitstream FTTH, End to End, access to the termination segment in optic fiber) and subloop services (providing the new overwriting matrices) and for the resale of access services at a wholesale level (the OLO retail/OLO wholesale procedures).

Concerning the activation/migration procedure, AGCOM issued Resolution 309/14/CONS on July 17, 2014 in which it ordered Telecom Italia to comply with the rules governing the procedures for user transfer. AGCOM is currently monitoring the implementation by Telecom Italia of the requirements of Resolution 309/14/CONS.

During March 2015, AGCOM provided operators with preliminary information on the investigations carried out by the AGCOM workgroup relating to monitoring the phenomenon of fixed customer network migration. AGCOM has asked market operators to provide their observations on this information and the findings. AGCOM's assessment process is still in progress. In addition, in October 2015, by way of Resolution 119/15/CIR, AGCOM submitted for consultation a revision of the timing underlying the pure number portability procedure for fixed lines. The consultation ended in April with Resolution 40/16/CIR providing for a technical workgroup to be launched for reviewing and supplementing the existing fixed number portability procedures. In October it was announced that AGCOM has set up a technical workgroup for reviewing and supplementing the fixed migration procedures.

### **Decisions and public consultations of the European Commission and of BEREC**

At the end of 2015 and in early 2016, WIND participated by sending its contribution to and positioning on the public consultations set up by the European Commission and BEREC. The main items are as follows:

- response to the consultation on the reports on OTT services and IoT-M2M (BEREC – November 2015);

- response to the consultations on the review of the telecoms regulatory framework, on internet speed and quality needs after 2020 and on the legislative framework for platforms, online intermediaries, data and cloud computing and the collaborative economy as part of the digital single market strategy adopted by the European Commission (European Commission – December 2015);
- response to the consultation on the review of the recommendation on wholesale termination rates for fixed and mobile telephony markets (European Commission - June 2016);
- response to the consultation on the revision of the ePrivacy Directive (Commission – July 2016).

In addition, following a legislative process lasting more than 18 months, the “Connected Continent” Telecoms Single Market Regulation containing provisions on roaming (see the previous point) and net neutrality became effective on April 30, 2016. The main provisions on net neutrality relate to the principle for guaranteeing internet end-users’ rights, which requires equal treatment for all traffic and a network open to the protection of people’s rights to non-discrimination and accessibility to the network. It is likely that the current provisions on net neutrality will have effects on the Italian market: a) because the implementing guidelines issued by BEREC on August 30, 2016 translate the regulation in a hyper-prescriptive and binding manner; b) given the current level of compliance with the principles of net neutrality in the Italian regulatory context.

## **Mobile market**

### **Market Analysis - Mobile Termination**

Resolution 621/11/CONS of January 4, 2012 i) identified 4 distinct markets (one for each of the networks of the 4 mobile operators), ii) noted that there were no MVNOs with infrastructural ranges of their own numbering at the time of the monitoring, iii) confirmed the notification of Significant Market Powers (SMPs) for the 4 MVNOs, each on its own reference market, iv) confirmed the following requirements for the 4 SMPs: Access and use of specific network resources (public OR), Transparency (public OR), Non-discrimination (public OR), Regulatory accounting and Price control (defined on the basis of the BU LRIC cost model adopted by way of Resolution 60/11/CONS) and v) calculated the termination prices by using the BULRIC model adopted by way of Resolution 60/11/CONS, which includes a reasonable remuneration rate of 10.4% for the capital employed (WACC) (this was 12.4% in 667/08/CONS). On September 30, 2015, by way of Resolution 497/15/CONS, after a review of the proposed decision by the European Commission the Authority published its final decision on the analysis of mobile termination market for the period 2014-2017, initiated by way of Resolution 16/15/CONS, setting the mobile termination amount applicable to traffic originated by customers of EU/EEA operators until 2017.

As stated in the press release of February 5, 2015, AGCOM has also initiated a monitoring procedure to be carried out by the Authority that is directed towards an analysis of the conditions for the provision of wholesale access services by mobile network operators to virtual mobile operators. This procedure is still in progress.

Various operators appealed against Resolution 621/11/CONS. The main reason for the appeals filed separately by WIND, Vodafone and Telecom Italia was the asymmetry granted by AGCOM to H3G, also going beyond the end of 2012 and into the first half of 2013. In this respect partially upholding these appeals the Lazio TAR ordered AGCOM to provide suitable reasoning and partially annulled Resolution 621/11/CONS with reference to the provision on H3G’s tariff asymmetry. In order to comply with the TAR’s sentences, AGCOM issued Resolution 11/13/CONS confirming the contents of Resolution 621/11/CONS. WIND, Telecom Italia, Poste Mobile and Vodafone thus filed an appeal for the

same reasons with the Lazio TAR to have Resolution 11/13/CONS annulled. WIND, Vodafone, Fastweb and H3G also filed an appeal with the Council of State for the reversal of the Lazio TAR's sentences on Resolution 621/11/CONS. As a result of that sentence, AGCOM adopted Resolution 259/14/CONS. WIND, Vodafone and Telecom appealed to the Council of State for implementation of sentence no. 725/2014. In addition, WIND, Vodafone and Telecom filed an appeal with the Lazio TAR for the annulment for legitimacy of Resolution 259/14/CONS. H3G, for opposite reasons, also filed similar appeals for implementation with the Council of State and legitimacy with the TAR. The hearing for the appeals of WIND, Telecom, Vodafone and H3G before the Council of State for the implementation of sentence no. 725/14 took place on December 17, 2014.

On January 23, 2015, the Council of State dismissed all the appeals for implementation. The hearing before the TAR for the discussion about the appeal of H3G and those of Telecom and WIND, took place on May 18, 2016. Vodafone withdrew the action.

In addition, on adjudication of sentences no. 21 of January 7, 2013 and no. 3636 of July 9, 2013 issued by the Council of State, the proceeding for the redetermination of mobile termination on the H3G network in the period between November 1, 2008 and June 30, 2009 was reinstated. The starting of the proceeding was followed by a public consultation initiated by AGCOM in November 2013, in which AGCOM put out for consultation a range of possible values for termination on the H3G mobile network. WIND took part in the public consultation. By way of Resolution 365/14/CONS published in October 2014, AGCOM gave execution to the Council of State's sentences no. 21 of January 7, 2013 and no. 3636 of July 9, 2013. An appeal against this resolution was filed by both WIND and the other operators with the Lazio TAR for annulment for legitimacy and with the Council of State for implementation. The hearing before the Council of State was held on April 23, 2015. With its ruling of July 21, 2015 the Council of State dismissed H3G's appeal for implementation and declared the appeals filed by WIND, Vodafone and Telecom inadmissible.

Following the hearing before the Lazio TAR on May 18, 2016 for discussion of H3G's appeal and the appeals of Telecom and WIND, on September 29, 2016 the TAR dismissed the appeals of H3G and WIND. Vodafone has withdrawn its action.

### **Market Analysis: Messenger services – SMS termination**

In March 2013, following the positive opinion issued by the European Commission on AGCOM's proposed decision not to regulate that market, AGCOM published its final decision (Resolution 185/13/CONS) which confirms the non-regulation of the wholesale SMS termination services market. BIP Mobile filed an appeal against Resolution 185/13/CONS with the Lazio TAR. The substantive hearing was held on March 26, 2014 and the court dismissed the appeal. AGCOM's commitment to monitor the performance of the market remains. In the recent Decision 497/15/CONS on mobile termination relating to the period 2014-2017, AGCOM reaffirmed the conclusions it had already reached in Resolution 185/13/CONS.

### **Roaming Regulation**

On May 30, 2012, the European Council approved the text of the III Roaming Regulation providing for the inclusion of structural solutions designed to increase the level of competition in the provision of international roaming services as well as the requirement to supply a wholesale access offer for roaming services. The gradual reduction of both the

wholesale and retail caps from July 1, 2012 was additionally confirmed, with the inclusion of retail caps also for the provision of data services.

The new Roaming Regulation 531/12 was published on June 30, 2012; this introduces measures for the structural separation of roaming services from the supply of domestic services (decoupling, plus Local Breakout - LBO - for data services alone). These measures became operational on July 1, 2014 with the Commission having established the principles underlying the way this was to be carried out in an Implementing Regulation published on December 14, 2012.

In July 2013, at the end of the relative public consultation, BEREC published the guidelines for the implementation of Decoupling and LBO structural solutions. The new caps for voice, SMS and data prescribed by Roaming Regulation 531/12 became effective on July 1, 2014.

In the meantime, in reply to the proposal on roaming contained in the draft regulation "Connected Continent" issued by the European Commission on September 11, 2013 and the first reading adopted by the European Parliament on April 4, 2014, BEREC continued with its market analysis to identify fair use criteria for the possible future introduction of Roam Like at Home (RLAH) at both a retail and wholesale level. In this respect in November 2014 WIND provided its contribution to the "Preliminary Analysis of a 'Roam Like at Home' scenario based on the proposal of the European Parliament adopted on April 3, 2014". On December 17, 2014, BEREC published its paper "Analysis of the impacts of 'Roam Like at Home' (RLAH)" in which it emphasized the difficulty of introducing 'RLAH' in a fair manner in light of the significant changes in several market parameters in the various European countries and stressed that current regulations already require the rules to be reviewed in the middle of 2016.

On March 4, 2015 the Council of Europe issued a proposal for the gradual introduction of "Roam Like at Home" for discussion with the European Parliament and the Commission, which provides for a transitional period in which a surcharge is permitted, albeit limited, for roaming services regulated by RIII in the EU. After various meetings between the European Commission, the European Council and the European Parliament, on June 30, 2015, by way of a press release the European Commission announced that an overall agreement had been reached for the introduction of Roaming Like at Home from June 15, 2017, limited to "fair use" traffic volumes. Beyond those volumes (yet to be established) a surcharge may be applied. A transitional regime began on April 30, 2016 in which the maximum price which may be charged for regulated roaming services is equal to the domestic charge plus a surcharge of the present wholesale cap prescribed by the Roaming III regulations.

To make the application of Roaming Like at Home possible the European Commission was to propose changes to wholesale caps by the end of June 2016, to be effective from June 15, 2017. In addition further requirements to provide information to end customers on the new pricing structure are planned.

On September 23, 2015, the European Council published a version of the proposed amendment to the Roaming III Regulation (no. 531/12), approved by the European Parliament without amendment on October 27, 2015.

On November 26, 2015, Regulation no. 2015/2120 was published in the European Official Journal, which amends Roaming Regulation no. 531/12, thereby making the changes mentioned above official.

In addition, on December 17, 2015 the European Commission published Implementation Regulation no. 2015/2352 of December 16, 2015 which sets out the weighted average of maximum mobile termination rates across the European Union that are to be used as a maximum per minute surcharge for calls received in roaming in the EEA.

The European Commission also launched a public consultation on the "Review of national wholesale roaming markets, fair use policy and the sustainability mechanism referred to in the Roaming Regulation 531/2012 as

amended by Regulation 2015/2120" in which WIND took part by sending a contribution on February 17, 2016 by the means provided by the Commission (on line).

On February 29, 2016, the BEREC also issued the Guidelines on Regulation (EU) No. 531/2012 as amended by Regulation (EU) No. 2120/2015 (Excluding Articles 3,4 and 5 on wholesale access and separate sale of services).

On April 18, 2016, WIND implemented the new regulations concerning the Roaming Like at Home (RLAH), as required by Regulation 2015/2120.

Supervisory activities conducted by AGCOM's Department of Consumer Protection-DIT led to the issue by the latter of "*guidance on the correct application of the Regulation [I]*" for all Italian operators and a cautionary notice to WIND and TIM.

As required, by June 30 the company reported to AGCOM the solutions it intends to take to comply with the notice and the guidance.

On June 15, 2016 the European Commission published the draft legislation required by Regulation 2015/2120 containing the new wholesale cap values to ensure that RLAH is economically sustainable; if approved by the EU Parliament this will be effective from June 15, 2017. The European Commission has additionally published a draft implementation act that would establish the criteria for defining a fair use policy and assessing whether RLAH is sustainable for an operator, an assessment that is preliminary to the granting of permission by the national authorities for an operator to apply a surcharge. The final version of the implementation act is expected to be issued in December 2016.

The European Parliament is discussing the draft revision of wholesale caps through the ITRE commission, and the debate appears to be leaning towards a further reduction in the amounts proposed by the European Commission. This change in the wholesale market will be carried out through a regulation that must be approved by June 15, 2017.

### **AGCOM fact-finding survey on Machine to Machine (M2M)**

In April 2015, AGCOM published the results of a fact-finding survey on machine to machine (M2M) communication services by way of Resolution 120/15/CONS. Although not envisaging any provisions of a regulatory nature in that resolution AGCOM announced that a permanent M2M committee would be set up and that supervisory activities and the monitoring of M2M services and the M2M market would begin.

On July 28, 2015, by way of Resolution 459/15/CONS, the Authority set up the "Permanent committee for the development of machine to machine communication services", a multilateral working group with advisory functions which is open to the participation of all the main (public and private) parties concerned and has the aim of examining and identifying any regulatory options to foster the development of M2M services, consistent with the initiatives promoted at a European and international level.

On November 6, 2015 WIND sent its contribution to the public consultation issued by BEREC on its draft report on Enabling the Internet of Things, shortly to be published in final version.

In addition, the first thematic session of the Permanent committee for the development of machine to machine communication services was held at AGCOM on December 15, 2015.

WIND was called by AGCOM for a hearing on March 24, 2016 to provide its point of view on aspects of a competitive and regulatory nature concerning the transmission of data generated by smart metering devices.

## **Audio-visual media sector**

By way of Resolution 286/15/CONS of May 12, 2015, AGCOM initiated a proceeding designed to identify the relevant market, as well as ascertain dominant positions in the audio-visual media service sector. The proceeding is in progress.

### **Frequencies**

With the issue of Resolution 259/15/CONS, AGCOM brought to an end the process initiated in February 2015 by way of Resolution 18/15/CONS, a public consultation on the procedures for assigning the rights of use of radio-electric frequencies for utilization in mobile electronic communication services for Supplemental Down Link (SDL) applications through the use of the 1452-1492 MHz band. By way of Determination DGSCERP of July 1, 2015, the Ministry of Economic Development initiated a procedure for the issue of rights of use of the frequencies for electronic terrestrial communication systems in accordance with AGCOM Resolution 259/15/CONS, with a deadline of September 8, 2015 for the submission of applications. A review of the offers showed that only two applications had arrived, with the following awards being adjudicated: Telecom for lot A (frequencies 1452 - 1472 MHz) for €230 million (auction starting price); Vodafone for lot B (frequencies 1472 -1492 MHz) for €232 million.

As a result of the Italian government's broadband plan and the European "Radio Spectrum Policy Programme", on July 1, 2015, by way of Resolution 321/15/CONS, AGCOM initiated a public consultation on the procedures for allocating the rights of use of frequencies in the 3,600-3,800 MHz band (also known as the 3.7 GHz band). The consultation came to an end with the publication of Resolution 659/15/CONS "Procedures and rules for the allocation and use of the frequencies available in the 3,600-3,800 MHz band for electronic terrestrial communications systems".

By way of that resolution, in December 2015 AGCOM published its final decision on the allocation of frequencies in the 3,600-3,800 MHz band. The allocation procedures have yet to be initiated by the Ministry of Economic Development.

On March 23, 2015, the International Telecommunication Union (ITU), the organization responsible for defining telecommunications standards, began a Conference Preparatory Meeting (CPM) for the upcoming World Radiocommunications Conference 2015 (WRC-15). The meeting consolidated a report that was presented to the WRC-15.

On June 19, 2015 the ITU drew up an overall timetable to determine the main requirements for the fifth mobile generation (5G). The aim is to arrive at a complete settlement of the situation by 2020, with the first field testing to be carried out in 2016. The World Radiocommunication Conference 2015 held in Geneva between November 2 and 27, 2015 revised the "Radio Regulation", the international treaty governing the use of the radio-frequency spectrum.

The Ministry of Economic Development's Decree of May 27, 2015 on the "Approval of the New National Allocation Plan for frequencies of from 0 to 3000 GHz" was published in Official Journal no. 143 of June 23, 2015.

Law no. 115 "Provisions for satisfying the obligations arising from Italy's membership of the European Union – European Law 2014", which makes changes to the Electronic Communications Code (Legislative Decree no. 70/2012) was published in Official Journal no. 178 of August 3, 2015, and in particular article 5 "Provisions on the administration costs borne by providers of electronic communications services. Infringement procedure no. 2013/4020" amends the determination of administrative fees.

The Ministry of Economic Development, General Department for Electronic Communication for Broadcasting and Postal Services, has established a "Procedure for the issue of the rights of use of radio frequencies for broadband

point-to-multipoint networks bandwidth (WLL)" (published in the Official Journal - V Special Series no. 41 of April 11, 2016), as per AGCOM Resolution 195/04/CONS of June 23, 2004 as amended by Resolution 355/13/CONS published on the Authority's website on June 11, 2013. For each geographical area, corresponding to a single Italian region and the autonomous provinces of Trento and Bolzano, rights of use may be issued for spectrum resources in the 24.5 - 26.5 GHz band, consisting of individual blocks of 56 MHz for each part of the coupled spectrum, which are usable in portions not exceeding 28 MHz.

During May 2016, AGCOM launched a public consultation on shared access to the spectrum in "licensed shared access" (LSA) mode for terrestrial electronic communications systems following the invitation to national authorities made by the Radio Spectrum Policy Group and the European Commission for exploring this means of sharing. The Ministry of Economic Development and the Joint Research Centre of the European Commission have initiated a pilot project on the 2.3 - 2.4 GHz bands.

Under this solution the individual rights of use of a portion of spectrum already allocated to an incumbent user may be issued to one or more new entities (LSA licensees) for the utilization of the same spectrum resources in compliance with shared protection conditions, possibly also dynamic in their use. Resolution 237/16/CONS extended the deadline by 30 days. The proceeding is still in progress.

## **Other Issues**

### **National Numbering Plan and SMS/MMS Aliases**

On February 20, 2015, following Public Consultation 62/14/CIR, AGCOM published Resolution 8/15/CIR on the adoption of the new numbering plan in the telecommunications sector and implementing discipline, which amends and supplements the previous numbering plan contained in Resolution 52/12/CIR. Following the publication of the resolution the proceedings of the "Workgroup on numbering plan issues" picked up again.

Resolution 56/15/CIR was published on June 26, 2015. This supplements article 22 of Resolution 8/15/CIR concerning the use of 499 codes which are associated with fundraising for campaigns promoting participation in political life.

In December 2015, by way of Resolution 166/15/CIR, AGCOM extended to March 31, 2017 the deadline for the testing, already in progress, of alphanumeric indicators (aliases) for identifying the caller in SMSs/MMSs used for business messaging services.

In May 2016, by way of Resolution 43/16/CIR, AGCOM launched a preliminary investigation process for changes and additions to the "National Numbering Plan" (NNP) as per Resolution 8/15/CIR, with respect to "machine to machine" services. The process is in progress.

In May 2016, following the technical committee meeting of April 28, 2016, operators concluded the process of agreeing the text of the Self-Regulation Code for the management of the numbering used for telephone fundraising in favor of political parties. The code has now been agreed by the operators and sent to AGCOM.

On May 31, 2016, by way of Resolution 112/16/CIR, AGCOM launched a public consultation on amendments and additions to the telecommunications sector numbering plan and enforcement provisions with regard to mobile ticketing services, as per Resolution 8/15/CIR as amended. The request was made in particular for respondents to provide their opinion on the need to modify the NNP to increase the limit included in Annex 1 of Resolution 8/15/CIR from 5 euro to 12.5 euro or higher, restricted to the services in question.

In July 2016, by way of Resolution 158/16/CIR, AGCOM initiated a public consultation on changes and additions to the “numbering plan in the telecommunications sector and implementation provisions” as per Resolution 8/15/CIR as amended, regarding the use of alpha-numeric identification codes. The proceeding is still in progress.

### **Data banks for all the internet access networks**

With the aim of drawing up innovative solutions designed to bridge the digital gap between broadband and ultra-broadband and arrive at a mapping of the internet access network, in October 2015 AGCOM initiated a public consultation on the technical specifications for the creation of a data bank of all the publicly and privately owned internet access networks existing in Italy (pursuant to article 6, paragraph 5-bis of Decree Law no. 145 of December 23, 2013, known as the “Destination Italy” decree, converted with amendments by Law no. 9 of 2014). It is planned to draw up documentation of the details of the relative technologies and the extent to which these are used.

In January 2016, by way of Resolution 7/16/CONS, the Authority launched a pilot project involving the construction of a reduced-scale system with the participation of the operators which will set and test exchange formats, metrics, modes of acquisition, conferment and updating of information. The pilot project will have a maximum term of six months. All public and private entities owning network infrastructure will be required to provide information at the end of the project. WIND has attended the meetings of the pilot project which is still in progress.

### **Universal Service**

By way of Resolution 46/13/CIR and Resolution 100/14/CIR, AGCOM established the net cost for the Universal Service for 2006 and 2007 as nil, with the share of the contribution of operators for 2006 and 2007 relating solely to auditing costs. Telecom Italia appealed against this resolution. WIND filed an appearance in support of AGCOM. The dates for the hearings have not yet been set. The results of the preliminary proceeding initiated by AGCOM in September 2014 for the identification of the criteria for the designation of one or more operators responsible for providing the Universal Service in electronic communications are not yet available.

In May 2014, the Lazio TAR upheld Vodafone's appeals concerning the revised contribution of the Universal Service for 1999/2000/2002/2003 which had been confirmed by AGCOM, with the support of an opinion provided by the AGCM; the court annulled the relative resolutions in the parts relating to Vodafone's share of the contributions for the years in question. AGCOM and Telecom Italia have filed appeals with the Council of State against the sentence issued by the TAR. In its sentence of July 7, 2015, the Council of State dismissed the appeals of Telecom Italia and AGCOM and on September 25, 2015 Telecom filed an appeal with the Supreme Court against the ruling of the Council of State. In October 2015, Vodafone and WIND filed its counter-appeals with the Supreme Court. In addition, with a sentence of January 22, 2015 the Lazio TAR upheld the appeal made by Telecom Italia in April 2008 for the annulment of Resolution 1/08/CIR in which AGCOM had determined the new methodology for calculating the net cost of the Universal Service.

In March 2015, WIND, AGCOM and Vodafone filed an appeal with the Council of State requesting the annulment of the sentence issued by the Lazio TAR. With a sentence of October 2, 2015 the Council of State partially upheld the appeals filed by WIND, Vodafone and AGCOM. The Council of State confirmed the annulment of the new calculation criteria set by the resolution restricted to the period 2004-2007 while recognized the validity of the resolution from 2008.

By way of Resolution 113/16/CONS of March 24, 2016 and the relative consultation, AGCOM initiated an investigation process lasting 120 days (unless extended) for the review of the scope of universal service obligations in relation to internet access and the relative quality objectives.



## **Copyright**

As an access operator, and as an operator that provides hosting services and hosts contents uploaded by third parties onto its platforms, WIND is required to comply with the procedure that establishes copyright protection and the roles of the individual parties involved, published by AGCOM in December 2013. The Regulation became effective on March 31, 2014.

## **Main new consumer protection regulations**

By way of Resolution 602/13/CONS, AGCOM established the way in which the National Broadband Information System (SINB) is created and managed. This system was adopted in order to guarantee a minimum standard of transparency towards end users for the geographical coverage of broadband and ultra-broadband internet access services regardless of the platform used (copper, optic fiber, radiomobile, WiMax, WiFi/Hyperlan). For this purpose an interactive tool which may be deployed by users has been created which, through organic access to the information relating to fixed and mobile coverage across the country, can contribute to the increase in the level of awareness of broadband service offers available in Italy.

Unlike fixed and mobile networks, clear information on the coverage of the broadband network is not available for users for other types of network (such as Wifi, WiMax, etc.). In order to make all the information on network coverage available to users in a single portal, AGCOM believes it necessary to integrate and carry out interoperability activities on the different databases of the various operators in order to create a geographical mapping of the availability of broadband and ultra-broadband service offers. To this end the resolution requires operators to provide the data necessary for feeding the information base of the SINB and allow interoperability of such through the details of broadband coverage throughout the country contained in their information systems. In January 2015 technical discussions between the operators, AGCOM and FUB picked up again with the aim of identifying a satisfactory solution for everyone that takes into account the implementation costs of that system and the changes introduced by legislation in the meantime (RING "Registro delle Infrastrutture di Nuova Generazione" - New Generation Infrastructure Register).

By way of Resolution 276/13/CONS, the Authority approved the guidelines for the allocation of powers to the regional communications committees (Corecoms) on the question of the settlement of disputes between users and operators. In order to ensure overall consistency in applying the settlement regulation throughout the country, AGCOM reaffirmed the subjective and objective spheres of its application.

Following a public consultation Resolution 656/14/CONS on "Amendments and additions to Resolution 244/08/CSP on quality and fixed workstation internet access service charters" was published in December 2014.

By way of Resolution 410/14/CONS, AGCOM approved the new Regulation on administrative penalties and commitments governing pre-enquiry and enquiry activities designed to ascertain breaches and deal with the application of administrative penalties under the Authority's jurisdiction, as well as the establishment of commitments. In addition, by way of this resolution the Authority initiated a public consultation on the document on guidelines for the application of the criteria established by Law no. 689 of November 24, 1981 on administrative penalties for the correct quantification of the monetary penalties applied by AGCOM. WIND submitted its contribution by participating at the hearing and also through AssTel. By way of Resolution 265/15/CONS a final ruling was issued having the aim of facilitating a practical quantification of the penalty to be imposed on the outcome of the disciplinary proceedings.

By way of Resolution 23/15/CONS, the Authority initiated a public consultation on the *amendment of Resolution 418/07/CONS on "provisions regarding the transparency of telephone bills, selective call barring and user protection" for the purpose of adopting further contractual transparency measures for the use of the new digital services*. The Authority believed it necessary to introduce updates and amendments on issues relating to the transparency of telephone bills, mobile selective barring and the activation of services with a surcharge. WIND provided its reply to the consultation in March 2015. A positioning common to the main operators was also submitted via AssTel.

By way of Resolution 227/15/CONS, AGCOM initiated a public consultation for modifications to the system of the compensation payable in the case of malfunctioning in the electronic communication sector. AGCOM is proposing a series of amendments and additions to the Regulation on the question of the compensation applicable in settling disputes between users and operators, approved by way of Resolution 73/11/CONS of February 16, 2011. Increased compensation is prescribed for malfunctioning involving ultra-broadband network customers. In addition, it is also proposed to make the automatic compensation mechanism more operative. Finally, mechanisms designed to facilitate the identification of operator responsibilities have been put out for consultation. WIND has drafted its reply. In addition, a positioning common to the main operators was also submitted via AssTel.

By way of Resolution 181/15/CONS, AGCOM initiated a public consultation for the revision of legislative provisions on the transparency and comparison of the economic conditions of the electronic communication services offer currently governed by Resolutions 96/07/CONS and 126/07/CONS. AGCOM intends to intervene with its own calculation engine for comparing charges by proposing a new flow and a new format for providing the information to be used in the provision of the tariff comparison service.

In terms of contracts for the provision of electronic communications services, AGCOM issued Resolution 519/15/CONS on the "Regulation on protecting users in respect of contracts for the provision of electronic communications services" and Resolution 520/15/CONS in which certain guidelines for the market were approved regarding entering contracts for the provision of electronic communications services by telephone. Acting in this way it was AGCOM's aim to strengthen the protections afforded to users of electronic communications by Legislative Decree no. 259/2003 and, in general, by the amended Consumers' Code by intervening on the information required to be given by operators, particularly in the case of contracts agreed remotely or off business premises, on the way in which tariff changes are notified. Following operator requests the Authority has extended the date on which the duration of the contract term (article 5) become effective to July 1, 2016.

Legislative Decree no. 130 of August 6, 2015 on the implementation of Directive 2013/11/EU on alternative dispute resolution for customer disputes, amending Regulation (EC) No. 2006/2004 and Directive 2009/22/EC, requires mention. Directive 2013/11/EU has the scope of harmonizing the ADR procedures existing in the individual member states. Among these procedures is that on Fair Settlement between companies and consumers' associations. In order to transpose the directive into Italian legislation the implementing decree provides for additions and changes to the Consumers' Code.

As the result of work carried out by mobile operators, AGCOM and the Ugo Bordoni Foundation as part of the technical discussions, the new Resolution 580/15/CONS amending Resolution 154/12/CONS has been published on provisions on quality and mobile and personal communications services charters.

As far as Resolution 661/15/CONS is concerned AGCOM has ordered that ADR bodies already notified in the Ministry of Economic Development's list should be entered in the Authority's register. The joint body WIND Telecomunicazioni was registered by way of Provision no. 2863 of January 12, 2016. This body has been appointed to be involved in the

Fair Settlement procedure in the telecommunications sector and is one of the currently 130 organizations arriving from the 16 Member States, notified as of today, that is permitted access through the ODR platform to the contractual transactions of the Community matrix.

## **Privacy**

Legislative Decree no. 69/12, through which Italy transposed European Directive 136/2009 on Telecommunications (the e-Privacy Directive) into national law, introduced significant changes in the privacy field.

By way of article 32-bis of Legislative Decree no. 196/2003 (the Privacy Code) this decree introduced the definition of "Data Breach" and an obligation to notify the Authority and subscribers in the event of a violation of the user's personal data and in any case in the event of the impairment of such data. On April 4, 2013 the Privacy Guarantor issued the provision on the implementation of the Data Breach discipline and accordingly WIND adopted the relative procedures and carried out and completed training courses for its data supervisors.

The above decree additionally amended article 122 of the Privacy Code by introducing an opt-in regime for e-cookies, separating these into "technical cookies" (e.g. session monitoring, computer authentication, etc.) which are needed to supply the service and are not subject to the regime and "non-technical cookies" (e.g. monitoring websites visited, collection of the user's data, etc.) which are used for marketing purposes and which, being especially critical as far as privacy is concerned, require the prior and informed consent of the customer/user. By way of Provision no. 229/2014, the Privacy Guarantor identified simplified means for making privacy disclosures and obtaining consent for the use of cookies, following which internal and inter-operator workgroups were set up designed to satisfy the requirements of the Authority's prescriptions within the term for adaptation of one year.

The inter-operator workgroup created for setting up a data base of defaulters in the telecommunications sphere picked up activities again in 2013; this is being used to complement Creditworthiness Information Systems (SICs) as a means of combating default in the electronic communications sphere. A public consultation on a draft provision of the Privacy Guarantor was initiated in April 2014 designed to acquire contributions and suggestions on the matter, and these were provided to AssTel in May 2014. The workshop with the Guarantor started up again, also attended by the consumers' associations for personal data protection. On October 8, 2015 a provision was adopted, published in the Official Journal on November 4, 2015, for setting up a data bank for intentional default by customers in the telephone sector (S.I.Mo.I.Tel.), which WIND is currently implementing.

By way of a provision published in the Official Gazette on January 3, 2014, a public consultation was initiated which is addressed to all operators working in the mobile remote payment field with the aim of collecting comments and observations on the subject. In this respect a document has been sent to the Privacy Guarantor that includes the observations agreed at the inter-operator workgroup, following which the Authority published a provision regarding the mobile remote payment service and value added services (VAS).

New internal and inter-operator workgroups were set up designed to analyze the effects and potential critical matters relating to the implementation of the Authority's requirements, following which it was agreed to send a request for interpretation and re-examination with particular reference to the security measures (cryptology/adult PIN) to be adopted and the means by which the customer's consent for promotional purposes should be acquired.

Following receipt of the Authority's reply, a request was made to extend the terms within which the provision's requirements must be satisfied. This was accepted and an extension of the deadline to March 31, 2015 was granted.

By way of Provision 53/2014 of the Privacy Guarantor an update on the question of profiling requirements is planned. An internal workgroup has been set up in this respect. By way of a provision published in the Official Journal a public consultation was initiated on May 23, 2014, addressed to all the owners of biometric treatments, on a draft provision on biometric recognition and graphometric signatures in order to obtain contributions and observations on the subject. In this respect a document was sent to the Privacy Guarantor including the observations agreed in the inter-operator workgroup, following which the Privacy Guarantor issued a provision.

By way of a provision published in the Official Journal of May 4, 2015, the Privacy Guarantor initiated a public consultation for the purpose of collecting information and proposals on the new technologies which may be classified as the "Internet of Things". In this respect internal and an inter-operator workgroups have been set up to send a document containing the observations agreed in the inter-operator workgroup by the deadline established by the Authority.

By way of a provision published in the Official Gazette on September 30, 2015, the Privacy Guarantor initiated a public consultation for the purpose of collecting information and proposals from all parties working in the mobile ticketing field on the adequacy of the suggested measures as well as any other operational proposals. In this respect internal and inter-operator workgroups have been set up for sending a contribution document through AssTel by the deadline established by the Authority. In December, WIND received notification of the Privacy Guarantor's authorization provision in response to the prior checking procedure on new models for analyzing customer profiling data; this is the most innovative and important work carried out on privacy for the past few years, creating a new regulatory frontier in Italy.

#### **Disputes with operators before AGCOM**

By way of Resolution 64/14/CIR, AGCOM found in WIND's favor in the dispute initiated by WIND against Telecom Italia relating to the migration of the IP interconnection and relative services, and ordered administrative migration from December 2013 to July 2014 through a predetermined shifting and technical migration of TDM traffic to the IP interconnection by June 2015. As a result of the administrative migration, from August 2014 WIND no longer incurs costs for the fees relating to the flows and to the interconnection ports to Telecom Italia's TDM network.

In July 2014, Telecom Italia initiated two disputes before AGCOM against WIND concerning alleged inadequate supply and maintenance work and the economic conditions for the collection service for calls to Telecom Italia's non-geographic numbers originating on WIND's fixed line network. As far as the allegedly inadequate supply and maintenance work is concerned, at the end of July 2015, by way of Determination 6/DRS/15, AGCOM dismissed the dispute due to its lack of jurisdiction on the matter. The dispute on the economic conditions for the collection service for calls to Telecom Italia's non-geographic numbers was the subject of a settlement agreement between the parties; the proceeding will accordingly shortly be dismissed by AGCOM due to the waiving by Telecom Italia of all the arguments and claims stated in its application to initiate the dispute.

In August 2015, Resolution 226/15/CONS on the new regulation on the settlement of disputes between operators was published on AGCOM's website, repealing the previous Resolution 352/08/CONS.

## OUTLOOK

The solid commercial performance and ongoing cost structure optimization process has enabled the WIND Group to maintain its competitive position during the first nine months of the year 2016.

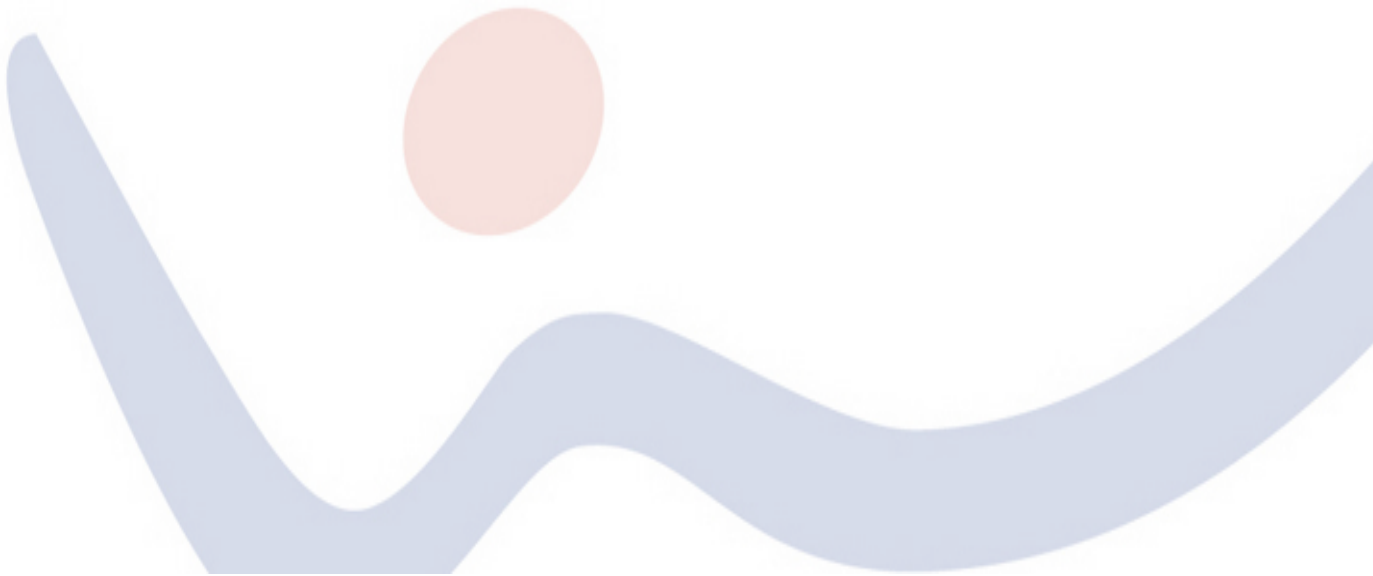
Relating to the agreement signed in 2015 between VimpelCom Ltd and CK Hutchison Holdings Ltd to create a joint venture that will control their telecommunications business in Italy, WIND and 3 Italy, it should be noted that on September 1<sup>st</sup>, 2016, the European Commission, approved the proposed joint venture between WIND and H3G Italy; furthermore, on October 25, 2016, CK Hutchison and VimpelCom received final approval from the Ministry for Economic Development (MISE). The merge of the operative companies is expected to be completed by year end.

In the remaining part of 2016, the Group will continue to explore and develop the most promising opportunities arising from the combination of new technologies and new needs expressed by the market, with a particular focus on digital channels in terms of new services, customer interaction and process efficiencies. A focus there will be on the business segment of the market. The Group will continue to consolidate its position in the mobile, fixed-line voice and internet segments as well as developing its convergent business model, with a further strong push on efficiency and on the optimization of its cost structure.

# **WIND GROUP**

**Consolidated interim financial statements as of and  
for the nine-month period ended September 30,  
2016**

*FINANCIAL STATEMENTS AND NOTES THERETO*



## BOARD OF DIRECTORS AND CORPORATE BODIES OF WIND TELECOMUNICAZIONI SPA

### Board of Directors <sup>(1)</sup>

Chairman	Andrew Mark Davies
Directors	Maximo Ibarra, CEO
	Vincenzo Nesci
	Richard David James
	Alexander Dean Lemke

### Board of Statutory Auditors <sup>(2)</sup>

Chairman	Giancarlo Russo Corvace
Standing auditor	Roberto Colussi
Standing auditor	Maurizio Paternò di Montecupo
Substitute auditor	Lelio Fornabaio
Substitute auditor	Stefano Zambelli

<sup>(1)</sup> The shareholders' meeting of WIND convened on April 5, 2016 appointed the Board of Directors for a two-year term until the date of the shareholders' meeting that will meet for the approval of the Company's financial statements as at December 31, 2017. The Board of Directors of WIND held on same date confirmed Mr. Maximo Ibarra as Chief Executive Officer of the Company. The board of Directors meeting of WIND held on June 28, 2016 appointed, by way of co-optation, Mr. Richard David James as new member of the Board of Directors of the company in replacement of Mr. Albert Hollema who resigned from the office of Director of the company. Mr James was confirmed in his office as Director of the Company by the shareholder's meeting of WIND on September 2, 2016.

<sup>(2)</sup> The Shareholders' meeting held on April 5 2016 appointed the Board of Statutory Auditors of the Company for a three-year term until the date of the shareholders' meeting convened for the approval of the Company's financial statements as at December 31,2018.

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## CONSOLIDATED INCOME STATEMENT

<i>(millions of euro)</i>	Note	2016 9 months	2015 9 months	2016 III quarter	2015 III quarter
Revenue	5	3,229	3,193	1,119	1,090
Other revenue	6	87	57	41	-
<b>Total revenue</b>		<b>3,316</b>	<b>3,250</b>	<b>1,160</b>	<b>1,090</b>
Purchases and services	7	(1,726)	(1,685)	(582)	(565)
Other operating costs	8	(120)	(113)	(39)	(29)
Personnel expenses	9	(217)	(222)	(66)	(70)
<b>Operating income before depreciation and amortization, reversal of impairment losses/impairment losses on non-current assets and gains/losses on disposal of non-current assets</b>		<b>1,253</b>	<b>1,230</b>	<b>473</b>	<b>426</b>
Depreciation and amortization	10	(864)	(875)	(290)	(287)
Reversal of impairment losses/(impairment losses) on non-current assets		(1)	-	(1)	-
Gains/(losses) on disposal of non-current assets	11	(1)	484	(1)	-
<b>Operating income</b>		<b>387</b>	<b>839</b>	<b>181</b>	<b>139</b>
Finance income	12	400	131	253	18
Finance expense	12	(438)	(520)	(140)	(153)
Foreign exchange gains/(losses), net		1	(16)	(1)	6
<b>Profit before tax</b>		<b>350</b>	<b>434</b>	<b>293</b>	<b>10</b>
Income tax	13	(138)	(69)	(88)	(12)
<b>Profit/(Loss) from continuing operations</b>		<b>212</b>	<b>365</b>	<b>205</b>	<b>(2)</b>
<b>Profit/(Loss) for the period</b>		<b>212</b>	<b>365</b>	<b>205</b>	<b>(2)</b>
Non-controlling interests		-	-	-	-
<b>Profit/(Loss) for the period attributable to the owners of the parent</b>		<b>212</b>	<b>365</b>	<b>205</b>	<b>(2)</b>
<b>Earnings per share (in euro) – basic and diluted:</b>					
Earning per share from Continuing operations	19	1.45	2.50	1.41	(0.02)

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

<i>(millions of euro)</i>	Note	2016 9 months	2015 9 months	2016 III quarter	2015 III quarter
<b>Profit/(Loss) for the period</b>		<b>212</b>	<b>365</b>	<b>205</b>	<b>(2)</b>
<b>Other comprehensive income that will be reclassified subsequently to profit or loss</b>					
Gains/(losses) on cash flow hedging instruments		(22)	45	(43)	21
Income tax relating to components of Other comprehensive income that will be reclassified subsequently to profit or loss		10	(6)	14	(7)
<b>Total Other comprehensive income that will be reclassified subsequently to profit or loss</b>		<b>(12)</b>	<b>39</b>	<b>(29)</b>	<b>14</b>
<b>Total Other comprehensive income for the period, net of tax</b>	<b>18</b>	<b>(12)</b>	<b>39</b>	<b>(29)</b>	<b>14</b>
<b>Total comprehensive income for the period</b>		<b>200</b>	<b>404</b>	<b>176</b>	<b>12</b>
Total comprehensive income attributable to:					
<i>Owners of the parent</i>		200	404	176	12
<i>Non-controlling interests</i>		-	-	-	-

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

<i>(millions of euro)</i>	Note	At September 30, 2016	At December 31, 2015
<b>Assets</b>			
Property, plant and equipment	14	2,657	2,855
Intangible assets	15	7,883	8,038
Financial assets	16	2,337	2,097
Investments accounted for using the equity method	17	77	77
Deferred tax assets	18	236	251
<b>Total non-current assets</b>		<b>13,190</b>	<b>13,318</b>
Inventories		39	30
Trade receivables		993	996
Financial assets	16	49	23
Current tax assets		42	18
Other receivables		226	220
Cash and cash equivalents		303	282
<b>Total current assets</b>		<b>1,652</b>	<b>1,569</b>
<b>TOTAL ASSETS</b>		<b>14,842</b>	<b>14,887</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Issued capital		147	147
Share premium reserve		752	752
Other reserves		4	16
Retained earnings		(156)	(368)
<b>Equity attributable to owners of the parent</b>	19	<b>747</b>	<b>547</b>
<b>Non-controlling interests</b>		<b>-</b>	<b>-</b>
<b>Total equity</b>	19	<b>747</b>	<b>547</b>
<b>Liabilities</b>			
Financial liabilities	22	10,836	10,970
Employee benefits		64	66
Provisions	21	98	118
Other non-current liabilities		116	138
Deferred tax liabilities	18	516	544
<b>Total non-current liabilities</b>		<b>11,630</b>	<b>11,836</b>
Financial liabilities	22	204	203
Trade payables		1,486	1,609
Other payables		714	649
Tax payables		61	43
<b>Total current liabilities</b>		<b>2,465</b>	<b>2,504</b>
<b>Total liabilities</b>		<b>14,095</b>	<b>14,340</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>14,842</b>	<b>14,887</b>

## CONSOLIDATED CASH FLOW STATEMENT

<i>(millions of euro)</i>	Notes	2016 9 months	2015 9 months
<b>Cash flows from operating activities</b>			
Profit for the period		212	365
<b>Adjustments to reconcile the loss for the period with the cash flows from/ (used in) operating activities</b>			
Depreciation, amortization and (reversal of impairment losses)/impairment losses on non-current assets		866	875
Net changes in provisions and employee benefits		(22)	(24)
Losses on disposal of non-current assets		1	7
Gain from sale of subsidiaries		-	(491)
Impairment on investments		-	13
Changes in current assets		(36)	(67)
Changes in current liabilities		(444)	(201)
<b>Net cash flows from operating activities</b>	25	<b>577</b>	<b>477</b>
<b>Cash flows from investing activities</b>			
Acquisition of property, plant and equipment		(327)	(373)
Acquisition of intangible assets		(188)	(155)
Proceeds from sale of subsidiaries		-	669
Inflows/(outflows) from loan granted		(23)	(23)
<b>Net cash flows from / (used in) investing activities</b>	25	<b>(538)</b>	<b>118</b>
<b>Cash flows from financing activities</b>			
Changes in loans		(18)	(651)
<b>Net cash flows used in financing activities</b>	25	<b>(18)</b>	<b>(651)</b>
<b>Net cash flows for the period</b>		<b>21</b>	<b>(56)</b>
Cash and cash equivalents at the beginning of the period		282	203
<b>Cash and cash equivalents at the end of the period</b>	25	<b>303</b>	<b>147</b>

## ADDITIONAL INFORMATION ON THE CASH FLOW STATEMENT

<i>(millions of euro)</i>	2016 9 months	2015 9 months
Income taxes paid	(8)	(57)
Interest paid on loans/bonds	(444)	(468)
Interest (paid) / received on hedging derivative instruments	27	30

## STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

<i>(millions of euro)</i>	Equity attributable to the owners of the parent				Equity attributable to the owners of the parent	Non-controlling interests	Equity
	Issued capital	Share premium reserve	Other reserves	Retained earnings/(losses carried forward)			
<b>Balances at January 1, 2015</b>	<b>147</b>	<b>752</b>	<b>8</b>	<b>(796)</b>	<b>111</b>	<b>-</b>	<b>111</b>
<b>Total comprehensive income for period</b>	<b>-</b>	<b>-</b>	<b>39</b>	<b>365</b>	<b>404</b>	<b>-</b>	<b>404</b>
- Profit for the period	-	-	-	365	365	-	365
- Cash flow hedges	-	-	39	-	39	-	39
<b>Transactions with equity holders</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balances at September 30, 2015</b>	<b>147</b>	<b>752</b>	<b>47</b>	<b>(431)</b>	<b>515</b>	<b>-</b>	<b>515</b>
<b>Balances at January 1, 2016</b>	<b>147</b>	<b>752</b>	<b>16</b>	<b>(368)</b>	<b>547</b>	<b>-</b>	<b>547</b>
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>(12)</b>	<b>212</b>	<b>200</b>	<b>-</b>	<b>200</b>
- Profit for the period	-	-	-	212	212	-	212
- Cash flow hedges	-	-	(12)	-	(12)	-	(12)
<b>Transactions with equity holders</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balances at September 30, 2016</b>	<b>147</b>	<b>752</b>	<b>4</b>	<b>(156)</b>	<b>747</b>	<b>-</b>	<b>747</b>

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS OF THE WIND TELECOMUNICAZIONI GROUP AS OF AND FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2016**

**1 INTRODUCTION**

WIND Telecomunicazioni SpA and its subsidiaries (the “Group” or the “WIND Group”) operate primarily in Italy in the fixed and mobile telecommunications sector under the brands “Infostrada” and “Wind”.

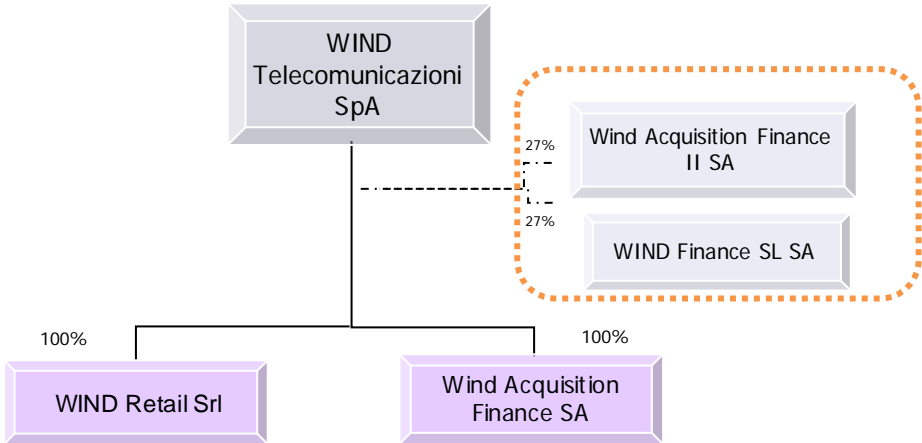
The following are the main offices of the Parent, WIND Telecomunicazioni SpA (“WIND” or the “Parent”).

<b>Registered office</b>	Via Cesare Giulio Viola, 48 - 00148 Rome - Italy
<b>Secondary office</b>	Via Lorenteggio, 257 - 20152 Milan - Italy

The Parent WIND Telecomunicazioni SpA is controlled by Wind Telecom SpA through WIND Acquisition Holdings Finance SpA, which wholly owns WIND Telecomunicazioni SpA. At the date of the present consolidated financial statements as of and for the period ended September 30, 2016 Vimpelcom BV Amsterdam holds 92.24% of Wind Telecom SpA. Vimpelcom BV Amsterdam is controlled by Vimpelcom Ltd which is listed on the NASDAQ market.

The consolidated interim financial statements as of and for the nine-month period ended September 30, 2016 include the financial statements of the Parent WIND Telecomunicazioni SpA and those of its subsidiaries.

The following diagram outlines the structure of the WIND Group at September 30, 2016.



 Liquidated

During the nine-month period ended September 30, 2016 the Group produced a profit before tax of €350 million (€434 million for the nine-month period ended September 30, 2015) and a profit for the period from continuing operations of €212 million (€365 million for the corresponding period). This result reflects the decrease in operating income mainly due to the gain recorded in the first half of 2015 on the sale of Galata SpA only partially offset by the increase in finance income arising from the fair value measurement of the embedded derivatives on the bonds.

Relating to the agreement signed in 2015 between VimpelCom Ltd and CK Hutchison Holdings Ltd to create a joint venture that will control their telecommunications business in Italy, WIND and 3 Italy, it should be noted that on September 1<sup>st</sup>, 2016, the European Commission, approved the proposed joint venture between WIND and H3G Italy; furthermore, on October 25, 2016, CK Hutchison and VimpelCom received final approval from the Ministry for Economic Development (MISE). The merge of the operative companies is expected to be completed by year end.

## **2 GENERAL ACCOUNTING POLICIES**

### **2.1 Basis of preparation**

The consolidated interim financial statements of WIND Telecomunicazioni SpA as of and for the nine-month period ended September 30, 2016 have been prepared on a going concern basis and in accordance with the IFRS endorsed by the European Union.

The term IFRS includes all International Financial Reporting Standards (IFRSs), all International Accounting Standards (IASs), all interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and all interpretations of the Standing Interpretations Committee (SIC) endorsed by the European Union and contained in published EU Regulations.

The structure and content of these consolidated interim financial statements comply with the disclosure requirements of IAS 34 *Interim Financial Reporting*. The consolidated interim financial statements have been prepared in accordance with IAS 1, while the notes thereto have been drawn up in a condensed format, as permitted by IAS 34. Accordingly, these consolidated interim financial statements do not include all the disclosures required for annual financial statements and should be read in conjunction with the consolidated financial statements as of and for the year ended December 31, 2015 .

The consolidated financial statements as of and for the year ended December 31, 2015 are available on request at the registered office of the Parent and on the website [www.windgroup.it](http://www.windgroup.it).

The income statement and statement of comprehensive income figures provided relate to the nine months ended September 30, 2016.

The accounting standards adopted by the Group are the same as those used for the preparation of the consolidated financial statements as of and for the year ended December 31, 2015.

The preparation of these notes required management to apply accounting policies and methodologies that are occasionally based on complex, subjective judgments, estimates based on past experience and assumptions determined to be reasonable and realistic based on the related circumstances and on the available information. The application of these estimates and assumptions affects the reported amounts in the income statement, the statement of comprehensive income, the statement of financial position, the cash flow statement and the accompanying notes.



The closing amounts of items in the consolidated annual financial statements that were initially determined for the purposes of the consolidated interim financial statements by using the above estimates and assumptions may differ from those based on such estimates and assumptions, given the uncertainty surrounding the assumptions and conditions upon which these estimates are based. Management's significant judgments on the application of Group accounting policies and the main causes of uncertainty of these estimates are the same as those applied in the preparation of the consolidated financial statements as of and for the year ended December 31, 2015.

Income tax is recognized on the basis of the taxable income for the period and applicable laws and regulations, using tax rates in force at the end of the reporting period.

These consolidated financial statements are expressed in euros, the currency of the economy in which the Group operates. Unless otherwise stated, all amounts shown in the tables and in these notes are expressed in millions of euro.

These consolidated financial statements were approved by the Parent's Board of Directors on October 27, 2016.

## 2.2 Accounting standards and interpretations

The Group has adopted all the newly issued and amended standards of the IASB and interpretations of the IFRIC, endorsed by the European Union, applicable to its transactions and effective for financial statements for years beginning January 1, 2016 and thereafter.

### **Accounting standards, amendments and interpretations adopted from 1 January 2016**

The following is a brief description of the new standards and interpretations adopted by the Group in the preparation of the consolidated financial statements at September 30, 2016.

#### ➤ *Annual Improvements to IFRSs 2010 – 2012 Cycle*

The main amendments included in the Annual Improvements to IFRSs - 2010-2012 Cycle adopted by the European Union on December 17, 2014 and effective from January 1, 2016 are as follows: i) Amendments to IFRS 2 – Share-based payment (that clarify the characteristics of some of the vesting conditions); ii) Amendments to IFRS 3 – Business combinations (that clarify the accounting for “contingent consideration” in a business combination; iii) Amendments to IFRS 8 - Operating segments (that introduce an additional disclosure to be presented in the financial statements regarding the methods of aggregating operating segments); iv) Amendments to IAS 16 – Property, plant and equipment (that clarify the Revaluation method and proportionate restatement of accumulated depreciation and amortization); v) Amendments to IAS 24 - Related Party disclosures” (Key management personnel); vi) Amendments to IAS 38 – Intangible assets (that clarify Revaluation method - proportionate restatement of accumulated amortization). The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

#### ➤ *Amendments to IAS 19 – Defined benefit Plans: Employee Contributions*

These amendments clarify the accounting for employee contributions under a defined benefit plan.. The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

➤ *Amendments to IFRS 11 – Accounting for Acquisitions of Interests in Joint Operations*

These amendments clarify the accounting for the acquisition of an interest in a Joint Operation that constitutes a business. The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

➤ *Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortization*

The amendment clarifies that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate. For intangible assets, this indication is considered as a relative assumption, that may only be overcome in one of the following circumstances: (i) the right to use an intangible asset is related to the achievement of a set revenue threshold; or (ii) when it can be demonstrated that the generation of the revenues and the use of the economic benefits of the asset are highly correlated. The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

➤ *Amendments to IAS 1: Disclosure Initiative*

The amendments to IAS 1 – Disclosure initiative are aimed to improve the effectiveness of the information and require professional judgment to determine the information to be reported in the disclosures in the application of IAS 1. The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

➤ *Annual Improvements to IFRSs 2012 – 2014 Cycle*

The main amendments included in the Annual Improvements to IFRSs - 2012-2014 Cycle adopted by the European Union on December 16, 2015 and effective from January 1, 2016 are as follows: i) Amendments to IFRS 5 - Non-current assets held for sale and discontinued operations (that clarify the accounting, classification and valuation of non-current assets held for sale or distribution when there are changes in the methods of disposal); ii) Amendments to IFRS 7 - Financial Instruments: supplementary disclosure (that relate to the disclosure on servicing contracts, in terms of "continuing involvement", and the applicability of the disclosure provided concerning the offsetting of financial assets and financial liabilities in the interim financial statements; iii) Amendments to IAS 19 – Employee benefits (that clarify the determination of the discount rate); iv) Amendments to IAS 34 – Interim Financial Reporting (that clarify how the information included in the interim financial statements may be supplemented by other available information contained in other sections of the Interim Report (e.g. the Report on Operations) through the incorporation by cross-reference). The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

➤ *Amendments to IAS 27: Equity Method in Separate Financial Statements*

Amendments to IAS 27 - Equity method in the separate financial statements, allow the application of the equity method, described in IAS 28 - Investments in associates and joint ventures for accounting investments in subsidiaries, joint ventures and associates in their separate financial statements. The adoption of these amendments had no effect on the consolidated interim financial statements for the period ended September 30, 2016.

➤ *Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities - Applying the Consolidation Exception*

These amendments provide guidance on applying the investment entities exception available under IFRS 10. The amendments to IFRS 10 clarify that the exemption from preparing consolidated financial statements applies to a parent entity that is the subsidiary of an investment entity when the investment entity measures all of its subsidiaries at fair value. In addition, the amendments to IFRS 10 clarify that only a subsidiary that is not an investment entity itself and provides support services to the investment entity is consolidated. All other subsidiaries of an investment entity are measured at fair value. The amendments to IAS 28 allow the investor, when applying the equity method, to retain the fair value measurement applied by an investment entity associate or joint venture to its interests in subsidiaries. The adoption of these amendments had no effect on the interim consolidated financial statements at September 30, 2016.

**Accounting standards, amendments and interpretations adopted by the European Union and not early applied by the Group**

All the standards and interpretations adopted by the European Union at the date of these notes are effective for the preparation of these consolidated financial statements at September 30, 2016.

**Accounting standards, amendments and interpretations not yet adopted by the European Union**

At the date of these notes relevant EU bodies have not completed the process necessary for the endorsement of the following standards and interpretations.

STANDARD/INTERPRETATION	IASB EFFECTIVE DATE
IFRS 14 – <i>Regulatory Deferral Accounts</i>	The European Commission has decided not to launch the endorsement process of this interim standard and to wait for the final standard.
IFRS 9 – <i>Financial Instruments</i>	January 1, 2018
IFRS 15 – <i>Revenue from Contracts with Customers</i>	January 1, 2018
Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses	January 1, 2017
Amendments to IAS 7: Disclosure Initiative	January 1, 2017
IFRS 16 Leases	January 1, 2019
Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred indefinitely
Clarifications to IFRS 15 Revenue from Contracts with Customers (issued on 12 April 2016)	January 1, 2018
Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions (issued on 20 June 2016)	January 1, 2018
Amendments to IFRS 4: Applying IFRS9 <i>Financial instruments</i> with IFRS 4 <i>Insurance Contracts</i> (issued on 12 September 2016)	January 1, 2018

The Group is currently assessing any impact the new standards and interpretations may have on the financial statements for the years in which they become effective.

### 3 BASIS OF CONSOLIDATION

The consolidated interim financial statements as of and for the nine-month period ended September 30, 2016 include the financial statements of WIND Telecomunicazioni SpA and those entities over which the company exercises control, both directly or indirectly, from the date of acquisition to the date when such control ceases. Control may be exercised through direct or indirect ownership of shares with majority voting rights, or by exercising a dominant influence expressed as the direct or indirect power, based on contractual agreements or statutory provisions, to determine the financial and operational policies of the entity and obtain the related benefits, regardless of any equity relationships. The existence of potential voting rights that are exercisable or convertible at the reporting date is also considered when determining whether there is control or not.

There has been a change in the scope of consolidation used to prepared the interim consolidated financial statements compared to that at September 30, 2015. The companies WIND Finance SL SA and Wind Acquisition Finance II SA, in which the Parent held 27% and which as special purpose entities were previously considered subsidiaries and accordingly consolidated on a line-by-line basis, were wound up on September 1, 2016.

### 4 ACQUISITIONS AND DISPOSALS

On March 10, 2016, the shareholders' meetings of the associates companies Wind Acquisition Finance II SA and WIND Finance SL, in extraordinary session, resolved their dissolution and putting them into liquidation with immediate effect. These liquidations were completed on September 1, 2016 and had no significant impact on the interim consolidated financial statements at September 30, 2016.

### 5 REVENUE

The following table provides an analysis of *Revenue* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016		2015		Change		2016		2015		Change	
	9 months	9 months	Amount	%	III quarter	III quarter	Amount	%				
<b>Revenue from sales</b>	<b>250</b>	<b>188</b>	<b>62</b>	<b>33.0%</b>	<b>85</b>	<b>66</b>	<b>19</b>	<b>28.8%</b>				
- Telephone services	2,555	2,603	(48)	(1.8)%	879	881	(2)	(0.2)%				
- Interconnection traffic	303	282	21	7.4%	105	95	10	10.5%				
- International roaming	29	31	(2)	(6.5)%	14	16	(2)	(12.5)%				
- Judicial authority services	4	5	(1)	(20.0)%	1	2	(1)	(50.0)%				
- Other revenue from services	88	84	4	4.8%	35	30	5	16.7%				
<b>Revenue from services</b>	<b>2,979</b>	<b>3,005</b>	<b>(26)</b>	<b>(0.9)%</b>	<b>1,034</b>	<b>1,024</b>	<b>10</b>	<b>1.0%</b>				
<b>Total</b>	<b>3,229</b>	<b>3,193</b>	<b>36</b>	<b>1.1%</b>	<b>1,119</b>	<b>1,090</b>	<b>29</b>	<b>2.7%</b>				

The item shows an increase for the nine months of 2016 compared with 2015 of 1.1%. This effect is mainly due to an increase in revenue from *sales* and revenue from *interconnection traffic*, only partially offset by a decrease in revenue from *telephone services*.

The increase in *revenue from sales* is mainly due to a rise in the unit revenues of mobile telephone handsets arising from the sale of items in a higher price range than the previous period .

Revenue for interconnection traffic rose by 7.4% mainly due to increased incoming traffic volumes on mobile that were only partially offset by a decrease in volumes for incoming SMSs and MMSs and by the reduction in both volumes and tariffs for calls to non-geographic numbers.

The *Telephone services* show a decrease remaining at 1.8% in the first nine months of 2016 compared with 2015, thanks to the substantial maintenance in the mobile customer base and the development of offers dedicated to internet navigation on mobile phones.

## 6 OTHER REVENUE

*Other revenue* amounts in total to €87 million in the nine months of 2016, a decrease of €30 million over the corresponding period of 2015 and refers principally to release to income statement of capital contribution and penalties.

## 7 PURCHASES AND SERVICES

The following table provides an analysis of *Purchases and services* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016	2015	Change		2016	2015	Change	
	9	9	Amount	%	III	III	Amount	%
	months	months			quarter	quarter		
Interconnection traffic	387	424	(37)	(8.7)%	129	143	(14)	(9.8)%
Customer acquisition costs	123	125	(2)	(1.6)%	40	41	(1)	(2.4)%
Lease of civil/technical sites and use of third party assets	125	147	(22)	(15.0)%	41	42	(1)	(2.4)%
Purchases of raw materials, consumables, supplies and goods	248	192	56	29.2%	71	53	18	34.0%
Rental of local network and circuits	286	299	(13)	(4.3)%	95	99	(4)	(4.0)%
Advertising and promotional services	59	65	(6)	(9.2)%	13	17	(4)	(23.5)%
Outsourcing costs for other services	231	179	52	29.1%	79	72	7	9.7%
Maintenance and repair	41	43	(2)	(4.7)%	16	12	4	33.3%
Utilities	73	83	(10)	(12.0)%	25	27	(2)	(7.4)%
National and international roaming	22	22	-	0.0%	10	10	-	0.0%
Consultancies and professional services	44	23	21	91.3%	19	8	11	137.5%
Change in inventories	(9)	(14)	5	(35.7)%	8	9	(1)	(11.1)%
Other services	96	97	(1)	(1.0)%	36	32	4	12.5%
<b>Total purchases and services</b>	<b>1,726</b>	<b>1,685</b>	<b>41</b>	<b>2.4%</b>	<b>582</b>	<b>565</b>	<b>17</b>	<b>3.0%</b>

The change in this item is essentially due to the combined effect of the following increases and decreases compared to the nine-month period ended September 30, 2015:

- net increase of €61 million in *Purchases of raw materials, consumables, supplies and goods* and *Change in inventories* mainly due to an increase in the unit cost of mobile telephone handsets sold;
- an increase of €52 million in Outsourcing costs for other services mainly arising from the service contract entered on February 27, 2015 with Galata SpA, a company formed on February 18, 2015 to which the “Tower Development” business unit consisting of 7,337 towers was contributed and with the relative Lease contracts. This contract essentially relates to the provision of hospitality services on the contributed sites and sites subsequently built by Galata;
- a decrease of €37 million in *Interconnection traffic* costs mainly due to a decrease in the volume and tariffs of international termination traffic and to a reduction of volumes only partially offset by increase in tariffs in SMS traffic;
- a decrease of €22 million in *Lease of civil/technical sites and use of third party assets* and of €10 million in *Utilities* mainly due to the sale finalized on March 26, 2015 of 90% of Galata SpA;
- a decrease of €13 million in *Rental of local network and circuits* mainly due to a decrease in WLR and Bitstream volumes.

## 8 OTHER OPERATING COSTS

The following table provides an analysis of *Other operating costs* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016 9 months	2015 9 months	Change		2016 III quarter	2015 III quarter	Change	
			Amount	%			Amount	%
Impairment losses on trade receivables and current assets	75	77	(2)	(2.6)%	25	25	-	0.0%
Accruals to provision for risks and charges	5	(6)	11	n.m.	2	(10)	12	n.m.
Annual license and frequency fees	31	29	2	6.9%	10	10	-	0.0%
Other operating costs	9	13	(4)	(30.8)%	2	4	(2)	(50.0)%
<b>Total other operating costs</b>	<b>120</b>	<b>113</b>	<b>7</b>	<b>6.2%</b>	<b>39</b>	<b>29</b>	<b>10</b>	<b>34.5%</b>

## 9 PERSONNEL EXPENSES

The following table provides an analysis of *Personnel expenses* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016		2015		Change		2016		2015		Change	
	9 months	9 months	Amount	%	2016 III quarter	2015 III quarter	Amount	%				
Wages and salaries	199	196	3	1.5%	61	62	(1)	(1.6)%				
Social security charges	53	54	(1)	(1.9)%	16	17	(1)	(5.9)%				
Other personnel expenses	9	9	-	0.0%	3	3	-	0.0%				
Post-employment benefits	14	13	1	7.7%	4	4	-	0.0%				
(Costs capitalized for internal works)	(58)	(50)	(8)	16.0%	(18)	(16)	(2)	12.5%				
<b>Total personnel expenses</b>	<b>217</b>	<b>222</b>	<b>(5)</b>	<b>(2.3)%</b>	<b>66</b>	<b>70</b>	<b>(4)</b>	<b>(5.7)%</b>				

Personnel expenses for the first nine months of 2016 are almost in line compared with the corresponding period of 2015.

On February 9, 2016 an agreement was signed with the trade unions for rendering the Group's business model more efficient by completing the plan for internationalizing activities, which is already under way (with previously trade union agreement of July 29, 2014, which introduced solidarity contracts for a period of 18 months starting from September 2014) and carrying out the resulting reskilling measures. It was agreed to support this process by continuing solidarity contracts for a further 18 months, on a restricted basis compared to the previous, with the aim of completely absorbing excess staff, also through the use of innovative tools such as telework and other flexible forms of working.

The average number of employees fell by 90 in the first nine months of 2016 compared with the corresponding period of 2015, mainly due to the sale finalized on March 26, 2015 of 90% of Galata SpA and as a consequence of implementing the personnel's restructuring plan drawn up at December 31, 2015 with the objective of optimizing the cost structure.

## 10 DEPRECIATION AND AMORTIZATION

The following table provides an analysis of *Depreciation and amortization* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016		2015		Change		2016		2015		Change	
	9 months	9 months	Amount	%	2016 III quarter	2015 III quarter	Amount	%	2016 III quarter	2015 III quarter	Amount	%
Depreciation of property, plant and equipment												
- Plant and machinery	503	504	(1)	(0.2)%	167	166	1	0.6%				
- Industrial and commercial equipment	7	8	(1)	(12.5)%	2	2	-	0.0%				
- Other assets	14	15	(1)	(6.7)%	5	5	-	0.0%				
Amortization of intangible assets with finite lives												
- Industrial patents and similar rights	83	84	(1)	(1.2)%	29	28	1	3.6%				
- Concessions, licenses, trademarks and similar rights	143	143	-	0.0%	48	47	1	2.1%				
- Other intangible assets	114	121	(7)	(5.8)%	39	39	-	0.0%				
<b>Total depreciation and amortization</b>	<b>864</b>	<b>875</b>	<b>(11)</b>	<b>(1.3)%</b>	<b>290</b>	<b>287</b>	<b>3</b>	<b>1.0%</b>				

Depreciation and amortization decrease by €11 million over the first nine months of 2015 mainly due to lower amortization of intangible assets, mainly due to the decreasing trend of the capitalization of customer acquisition cost and the amortization of the Customer list Infostrada which ended in 2015.

## 11 GAINS (LOSSES) ON DISPOSAL OF NON-CURRENT ASSETS

*Gains (Losses) on disposal of non-current assets* show a net loss of €1 million in the nine months of 2016 while amounted to a net gains of €484 million in the nine months of 2015 mainly arising from the sale, finalized on March 26, 2015 of 90% of Galata SpA.

## 12 FINANCE INCOME AND EXPENSE

Financial management generated a negative net finance expense of €38 million in the first nine months of 2016 (€389 million in the first nine months of 2015).

The following table provides an analysis of *Finance Income* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016		2015		Change		2016		2015		Change	
	9 months	9 months	Amount	%	2016 III quarter	2015 III quarter	Amount	%	2016 III quarter	2015 III quarter	Amount	%
Other income from derivative financial instruments	321	61	260	426.2%	225	(7)	232	n.m.				
Other	79	70	9	12.9%	28	25	3	12.0%				
<b>Total finance income</b>	<b>400</b>	<b>131</b>	<b>269</b>	<b>205.3%</b>	<b>253</b>	<b>18</b>	<b>235</b>	<b>n.m.</b>				



The increase in this item is mainly due to the effects arising from the fair value measurement of the embedded derivatives on the bonds that led to the recognition of income of €321 million at September 30, 2016, compared to income of €17 million at September 30, 2015. This effect was only partially offset by the decrease in the positive effect of ineffectiveness recorded on hedging derivatives that led to recognition of income of €44 million in the first nine months of 2015 while led to recognition of expense of €13 million in the first nine months of 2016.

Other financial income at September 30, 2016 consists mainly of the interest of €78 million arising on the receivable from the parent Wind Acquisitions Holdings Finance SpA under the intercompany agreements entered in April 23, 2014 and in August 4, 2014, for which details may be found in note 16, (€70 million at September 30, 2015).

The following table provides an analysis of *Finance expense* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016		2015		Change		2016		2015		Change	
	9 months	9 months	Amount	%	III quarter	III quarter	Amount	%	III quarter	III quarter	Amount	%
Interest expense on:												
Bond issues	(436)	(427)	(9)	2.1%	(145)	(146)	1	(0.7)%				
Bank loans	(39)	(93)	54	(58.1)%	(13)	(14)	1	(7.1)%				
Discounted provisions	(1)	(1)	-	0.0%	(1)	-	(1)	n.m.				
Hedge accounting effect	72	62	10	16.1%	25	24	1	4.2%				
Impairment losses on financial assets	5	(18)	23	n.m.	-	-	-	n.m.				
Other expenses from derivative financial instruments	(13)	(10)	(3)	30.0%	2	(10)	12	n.m.				
Other	(26)	(33)	7	(21.2)%	(8)	(7)	(1)	14.3%				
<b>Total finance expense</b>	<b>(438)</b>	<b>(520)</b>	<b>82</b>	<b>(15.8)%</b>	<b>(140)</b>	<b>(153)</b>	<b>13</b>	<b>(8.5)%</b>				

Finance expense consists mostly of accrued interest on financial liabilities outstanding at September 30, 2016, for which further details may be found in note 22 and the positive effect of hedge accounting of €72 million (€62 million in the first nine months of 2015) and the negative ineffectiveness recorded on hedging derivatives by €13 million (€10 million in the first nine months of 2015).

*Interest expense on Bond issues* increase during the period over the nine months of 2015, due to the placement completed on March 30, 2015, of a Senior Notes due 2020 totaling €775 million.

The decrease in *bank loan interest* is due to the refinancing operation of the Senior Facility Agreement completed in March 30, 2015 which led to the repayment of balance of the tranches at March 30, 2015 by an amount of €1,782 million and the release in the first three months of 2015 of suspended fees of €34 million relating the tranches reimbursed. More details may be found in note 22.

In addition finance expense for the quarter ended September 30, 2016 also includes the positive effect of €5 million arising from the release of a provision made in 2015, for which further details may be found in note 21.

## 13 INCOME TAX

The following table provides an analysis of *Income tax* for the nine months and for the third quarter of 2016 compared with the corresponding periods of 2015.

<i>(millions of euro)</i>	2016		2015		Change		2016		2015		Change	
	9 months	9 months	Amount	%	III quarter	III quarter	Amount	%				
Current tax	(143)	(76)	(67)	88.16%	(92)	(20)	(72)	360.0%				
Previous years income taxes	2	6	(4)	(66.67)%	3	9	(6)	(66.7)%				
Deferred tax	3	1	2	200.0%	1	(1)	2	(200.0)%				
<b>Total income taxes</b>	<b>(138)</b>	<b>(69)</b>	<b>(69)</b>	<b>100.0%</b>	<b>(88)</b>	<b>(12)</b>	<b>(76)</b>	<b>633.3%</b>				

The net charge for the period is made up of the following:

- current income taxes expense of €143 million (of which €119 million for IRES tax and €24 million for IRAP tax) charged on the consolidated taxable income for the period;
- net deferred tax income of €3 million, arising from the release of deferred tax liabilities of €28 million and release of deferred tax liabilities of €15 million, net of positive fiscal effect by €10 million recognized in Consolidated Statement of Comprehensive Income for the period with direct impact in Equity.

## 14 PROPERTY, PLANT AND EQUIPMENT

The following table sets out the changes in *Property, Plant and Equipment* during the first nine months of 2016.

<i>(millions of euro)</i>	Carrying amount at December 31, 2015	Additions	Depreciation	(Impairment) / Reversal	Disposals	Others	Carrying amount at September 30, 2016
Land and buildings	1	-	-	-	-	1	2
Plant and machinery	2,678	246	(503)	(5)	(2)	87	2,501
Equipment	19	5	(7)	-	-	-	17
Other	48	10	(14)	(1)	-	9	52
Assets under construction	109	66	-	4	-	(94)	85
<b>Total</b>	<b>2,855</b>	<b>327</b>	<b>(524)</b>	<b>(2)</b>	<b>(2)</b>	<b>3</b>	<b>2,657</b>

The cost, accumulated impairment losses and accumulated depreciation at September 30, 2016 can be summarized as follows.

<i>(millions of euro)</i>	At September 30, 2016			
	Cost	Accumulated impairment losses	Accumulated depreciation	Carrying amount
Land and buildings	2	-	-	2
Plant and machinery	10,911	80	8,330	2,501
Equipment	166	-	149	17
Other	498	1	445	52
Assets under construction	105	20	-	85
<b>Total</b>	<b>11,682</b>	<b>101</b>	<b>8,924</b>	<b>2,657</b>

The decrease in *Property, Plant and Equipment* of €198 million is essentially due to the depreciation made in the period of plant and machinery only partially offset by the investments made in the period related mainly to radio links

and high frequency equipment for the expansion of the mobile access network and plant and machinery under construction (IT infrastructures and 3G and LTE technologies).

## 15 INTANGIBLE ASSETS

The following table sets out the changes in *Intangible assets* during the first nine months of 2016.

<i>(millions of euro)</i>	Carrying amount at December 31, 2015	Additions	Amortization	(Impairment) / Reversal	Others	Carrying amount at September 30, 2016
Industrial patents and intellectual property rights	274	94	(83)	-	11	296
Concessions, licenses, trademarks and similar rights	3,779	-	(143)	-	-	3,636
Other intangible assets	347	64	(114)	-	19	316
Goodwill	3,604	-	-	(1)	-	3,603
Assets under development	34	29	-	1	(32)	32
<b>Total</b>	<b>8,038</b>	<b>187</b>	<b>(340)</b>	<b>-</b>	<b>(2)</b>	<b>7,883</b>

The cost, accumulated impairment losses and accumulated amortization at September 30, 2016 can be summarized as follows.

<i>(millions of euro)</i>	At September 30, 2016			Carrying amount
	Cost	Accumulated impairment losses	Accumulated amortization	
Industrial patents and intellectual property rights	1,953	13	1,644	296
Concessions, licenses, trademarks and similar rights	5,779	1	2,142	3,636
Other intangible assets	1,978	-	1,662	316
Goodwill	3,609	6	-	3,603
Assets under development	33	1	-	32
<b>Total</b>	<b>13,352</b>	<b>21</b>	<b>5,448</b>	<b>7,883</b>

The decrease in *Intangible assets* of €155 million is essentially due to the amortization made in the period only partially offset by the investments made in the period relate mainly to software, capitalization of customer acquisition costs and other intangible assets under development.

No impairment tests were carried out on these assets at September 30, 2016 given the absence of impairment indicators.

## 16 FINANCIAL ASSETS

The following table sets out *Financial assets* at September 30, 2016 and at December 31, 2015 .

<i>(millions of euro)</i>	At September 30, 2016			At December 31, 2015		
	Non-current	Current	Total	Non-current	Current	Total
Financial assets measured at cost	2	-	2	2	-	2
Derivative financial instruments	1,150	-	1,150	985	-	985
Financial receivables	1,185	49	1,234	1,110	23	1,133
<b>Total</b>	<b>2,337</b>	<b>49</b>	<b>2,386</b>	<b>2,097</b>	<b>23</b>	<b>2,120</b>

Financial assets measured at cost, amounting to €2 million, consist of investments where the Group does not exert control.

The item *Derivative financial instruments* includes the positive fair value of derivative financial instruments of €1,150 million for which details may be found in note 23.

The *Financial receivables*, amounting €1,234 million at September 30, 2016 mainly include:

- for €1,224 million the loans granted by WIND to the parent WIND Acquisition Holdings Finance SpA resulting from the two intercompany agreements signed on April 23, 2014 and August 4, 2014 respectively (of which €45 million relating accrued interest). In particular, the first one, with a nominal value of €1,106 million including capitalized interests at September 30, 2016, has an annual fixed interest rate of 9% and repayment date in April 2024. The second loan with a nominal value up to €75 million (with reimbursement in August 2024 and annual fixed interest rate of 8.5%) was disbursed for €73 million at September 30, 2016, including capitalized interests;
- the residual value of the transaction costs for the unused portion of bank loans (revolving tranches for which further details may be found in note 22) equal to €5 million (€6 million at December 31, 2015), which are charged to income statement on a straight-line basis over the term of the agreement.

## 17 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The balance on *investments accounted for using the equity method* of €77 million at September 30, 2016 regards the investment in Galata SpA, company formed by the Parent on February 18, 2015 through the contribution of the business unit "Tower Development" consisting of 7,377 towers together with the relevant functions, employees and related contracts and which the Parent holds 10% interest at September 30, 2016.

## 18 DEFERRED TAX ASSETS AND LIABILITIES

The following tables provide the variation of *Deferred tax assets* and *Deferred tax liabilities* by origin at September 30, 2016 and at December 31, 2015 .

<i>(millions of euro)</i>	At December 31, 2015	Decrease	Increase	At September 30, 2016
Allowance for doubtful accounts (taxed)	46	15	14	45
Provisions for risks and charges (taxed)	27	7	4	24
Measurement of financial assets/liabilities	130	7	-	123
Amortization and depreciation of non-current assets	47	9	5	43
Revenues	1	-	-	1
<b>Deferred tax assets</b>	<b>251</b>	<b>38</b>	<b>23</b>	<b>236</b>
Employee benefits	2	-	-	2
Accelerated depreciation and amortization	10	1	-	9
Losses on bad debts	-	11	11	-
Fair value of Property, plant, and equipment	26	6	-	20
Depreciation of Purchase Price Allocation	505	23	2	484
Revenues	1	-	-	1
<b>Deferred tax liabilities</b>	<b>544</b>	<b>41</b>	<b>13</b>	<b>516</b>

The decrease in the period in *deferred tax assets* is explained mainly by a decrease in provision for doubtful accounts and in amortization and depreciation of non-current assets. The decrease in *deferred tax liabilities* is mainly due to a decrease in depreciation of PPA.

Changes in the item at September 30, 2016 includes, among others, the items recognized directly in Consolidated Statement of Comprehensive Income for the period relate mainly to the transactions on derivatives hedging cash flows, as described in further detail in note 23 and the reclassification, of €4 million, of deferred tax liabilities related to losses on bad debts to the compensation of deferred tax assets recorded on provision for doubtful accounts.

The following table provides an analysis of *Deferred tax assets* and *Deferred tax liabilities* at September 30, 2016 and December 31, 2015, between those falling due within 12 months and those falling due after 12 months.

<i>(millions of euro)</i>	At September 30, 2016	At December 31, 2015
-within 12 months	60	49
-after 12 months	176	202
<b>Total</b>	<b>236</b>	<b>251</b>

<i>(millions of euro)</i>	At September 30, 2016	At December 31, 2015
-within 12 months	37	37
-after 12 months	479	507
<b>Total</b>	<b>516</b>	<b>544</b>

## 19 EQUITY

The following table sets out the composition of Shareholders' *Equity* at September 30, 2016 and December 31, 2015.

<i>(millions of euro)</i>	At September 30, 2016	At December 31, 2015
<b>Issued Capital</b>	<b>147</b>	<b>147</b>
<b>Share premium reserve</b>	<b>752</b>	<b>752</b>
<b>Other reserves and retained earnings (accumulated losses), including profit for the year</b>	<b>(152)</b>	<b>(352)</b>
- Reserve for remeasurements of employee defined benefit plans (IAS19)	(6)	(6)
- Cash flow reserve	(52)	(40)
- Legal reserve	29	29
- Sundry reserves and retained earnings (accumulated losses), including profit for the year	(123)	(335)
<b>Equity attributable to the owners of the parent</b>	<b>747</b>	<b>547</b>
<b>Total Equity</b>	<b>747</b>	<b>547</b>

On April 5, 2015, the parent's shareholders resolved the approval of the annual financial statements as of and for the year ended December 31, 2015 allocating the profit for the year of €297 million to losses carried forward.

Changes in the Group's equity during the period mainly arose from the decrease in the cash flow hedge reserve, as well as the profit for the period, as the effect of the income and the expense recognized among other components of the Consolidated Statement of Comprehensive Income for the period that relate entirely to the transactions on hedging derivatives on cash flows, as described in further detail in note 23. The following table shows the changes in the cash flow hedge reserve.

<i>(millions of euro)</i>	Interest rate risk			Foreign currency risk			Cash Flow Hedge Reserve
	Gross reserve	Tax effect	Total	Gross reserve	Tax effect	Total	
<b>At December 31, 2015</b>	<b>(37)</b>	<b>-</b>	<b>(37)</b>	<b>(3)</b>	<b>1</b>	<b>(2)</b>	<b>(40)</b>
Changes in fair value	18	-	18	(12)	4	(8)	10
Reverse to income statement	(7)	-	(7)	(21)	6	(15)	(22)
<b>At September 30, 2016</b>	<b>(26)</b>	<b>-</b>	<b>(26)</b>	<b>(36)</b>	<b>11</b>	<b>(25)</b>	<b>(52)</b>

The share capital of the parent WIND Telecomunicazioni SpA at September 30, 2016 consist of 146,100,000 ordinary shares with no nominal value, fully subscribed and paid up by the sole shareholder WIND Acquisition Holdings Finance SpA. During the period there were no changes in the number of Parent shares

Despite the encumbrances on the pledged shares underlying the share capital of the Parent held by WIND Acquisition Holdings Finance SpA, the voting rights at shareholders' meetings of the Parent are retained by WIND Acquisition Holdings Finance SpA by express contractual agreement as an exception to the provisions of paragraph 1, article 2352 of the Italian Civil Code.

## 20 EARNINGS PER SHARE

The calculation of earnings per share is based on the profit attributable to the owners of the Parent; profit refers to continuing operations and discontinued operations. Both basic and diluted earnings per share have been calculated by using as a denominator the weighted average for the period of the number of outstanding shares, since there were no diluting effects at September 30, 2016 or September 30, 2015.

## 21 PROVISIONS

The following table sets out changes in *Provisions* during the first nine months of 2016.

<i>(millions of euro)</i>	At December 31, 2015	Increases	Utilization	Release	At September 30, 2016
Litigation	29	4	(3)	-	30
Personnel restructuring	10	-	(10)	-	-
Universal service contribution (Presidential Decree no. 318/1997)	5	-	-	-	5
Product assistance	1	1	(1)	-	1
Dismantling and removal	23	-	-	-	23
Other provisions	50	7	(12)	(6)	39
<b>Total</b>	<b>118</b>	<b>12</b>	<b>(26)</b>	<b>(6)</b>	<b>98</b>

This item shows a net decrease of €20 million at September 30, 2016, as the net of accruals made principally for probable liabilities arising from the obligations undertaken by the Group and the amounts utilized/released during the period. In this respect, the release of €5 million refers to the provision made by the Parent in 2015 for the possible reinstatement of the portion of negative equity of Group's investment, for which details may be found in note 12, and the utilization of the restructuring provision in the amount of €10 million is mainly due to the implementation of the business's restructuring and underlying reorganization plan drawn up. The item *Other provisions* at September 30, 2016 includes €16 million for liabilities for termination benefits arising from agency contracts in existence at the reporting date and €15 million relating to compensation plan for the long-term retention and incentive of management (€16 million and €15 million respectively at December 31, 2015).

## 22 FINANCIAL LIABILITIES

The following table sets out an analysis of *Financial liabilities* at September 30, 2016 and at December 31, 2015.

<i>(millions of euro)</i>	At September 30, 2016			At December 31, 2015		
	Non-current	Current	Total	Non-current	Current	Total
Bonds issues	10,005	195	10,200	10,135	158	10,293
Bank loans	676	-	676	671	8	679
Loans from others	127	2	129	128	19	147
Derivative financial instruments	28	7	35	36	18	54
<b>Total financial liabilities</b>	<b>10,836</b>	<b>204</b>	<b>11,040</b>	<b>10,970</b>	<b>203</b>	<b>11,173</b>

The following table provides the breakdown of effective interest rates and lending currency, net of derivative financial instruments, of loans at September 30, 2016.

<i>(millions of euro)</i>						
	At September 30, 2016					
	<5%	5%<x<7.5%	7.5%<x<10%	10%<x<12.5%	12.5%<x<15%	Total
Euro	3,459	2,634	32	128	-	6,253
US dollars	1,701	498	2,553	-	-	4,752
<b>Total</b>	<b>5,160</b>	<b>3,132</b>	<b>2,585</b>	<b>128</b>	<b>-</b>	<b>11,005</b>

The following tables provide the most important information regarding bank loans and bond issues outstanding at September 30, 2016.

<i>(millions of euro)</i>							
	Carrying amount at September 30, 2016	Carrying amount at December 31, 2015	Nominal amount at September 30, 2016	Residual Commitment	Currency	Due date	Interest rate
Senior Facility Agreement							
- Term Loan B1	676	679	700	700	EUR	11/26/2019	Euribor+4.25
- RCF R1	-	-	-	400	EUR	11/26/2019	Euribor+4.25
<b>Total</b>	<b>676</b>	<b>679</b>	<b>700</b>	<b>1,100</b>			

<i>(millions of euro)</i>									
	Carrying amount at September 30, 2016	Carrying amount at December 31, 2015	Nominal amount at September 30, 2016	Issue price	Currency	Due date	Interest rate	Price	
Senior Secured Floating Rate Notes 2020 €	400	399	400	100%	EUR	07/15/2020	Euribor 3M+4.125%	100.5%	
Senior Secured Notes tap 2020 €	379	383	375	100%	USD	07/15/2020	4.00%	101.4%	
Senior Secured Floating Rate Notes 2019 €	150	149	150	100%	EUR	04/30/2019	Euribor 3M+5.25%	101.0%	
Senior Secured Fixed Rate Notes 2020 \$	498	506	490	100%	USD	04/30/2020	6.50%	104.6%	
Senior Notes 2021 €	1,788	1,755	1,750	100%	EUR	04/23/2021	7.00%	104.5%	
Senior Notes 2021 \$	2,584	2,611	2,492	100%	USD	04/23/2021	7.38%	104.5%	
Senior Secured Notes 2020 €	2,106	2,124	2,100	100%	EUR	07/15/2020	4.00%	101.4%	
Senior Secured Notes 2020 \$	1,721	1,792	1,691	100%	USD	07/15/2020	4.75%	101.0%	
Senior Secured Floating Rate Notes 2020 €	574	574	575	100%	EUR	07/15/2020	Euribor 3M+4%	100.0%	
<b>Totale</b>	<b>10,200</b>	<b>10,293</b>	<b>10,023</b>						

Changes in balances of bonds at September 30, 2016 is due mainly to the change in the period of the euro/USD exchange rate on financial liabilities in foreign currency.

The renegotiated Senior Facility Agreement contains new financial covenants which the Group must test if the amount drawn down from the Revolving Credit Facility ("RCF") exceeds 35% of the total. No amounts had been drawn down from the RCF at September 30, 2016.

The change in the balances in other financial liabilities results essentially from the repayment during the period of €18 million relating to the principal of loan from other banks against the deferred repayment plan of the fair value of



the derivative instruments that were repaid with the refinancing of the Group's debt of November 26, 2010. Consequently, this loan is fully repaid at September 30, 2016.

An analysis of the *derivative financial instruments* balance and of the respective changes is found in note 23.

## 23 DERIVATIVE FINANCIAL INSTRUMENTS

The following table provides details of the outstanding *Derivative financial instruments* at September 30, 2016 and changes over December 31, 2015, analyzed by the type of risk hedged.

	At September 30 2016		At December 31, 2015	
	Fair Value (+)	Fair Value (-)	Fair Value (+)	Fair Value (-)
- Exchange rate risk	555	-	682	-
- Interest rate risk	-	35	-	54
<b>Total cash flow hedges</b>	<b>555</b>	<b>35</b>	<b>682</b>	<b>54</b>
- Exchange rate risk	260	-	288	-
<b>Total fair value hedges</b>	<b>260</b>	<b>-</b>	<b>288</b>	<b>-</b>
- Embedded derivatives on Bonds	336	-	15	-
<b>Total Derivatives Non Hedge Accounting</b>	<b>336</b>	<b>-</b>	<b>15</b>	<b>-</b>
<b>Total</b>	<b>1,151</b>	<b>35</b>	<b>985</b>	<b>54</b>

Changes in the fair value of derivatives arise mainly from variations in the interest rate curve and movements in the euro/USD exchange rate over the period.

The following table shows the detail of current and non-current derivative instruments.

	At September 30, 2016		At December 31, 2015	
	Fair Value (+)	Fair Value (-)	Fair Value (+)	Fair Value (-)
Current	-	7	-	18
Non current	1,151	28	985	36
<b>Total derivatives</b>	<b>1,151</b>	<b>35</b>	<b>985</b>	<b>54</b>

The detail of variation in the cash flow hedge reserve for the period may be found in note 19.

The financial instruments recognised in the statement of financial position at fair value are classified on the basis of a hierarchy required by IFRS 7 in the second level except for embedded derivatives which are classified in third level. During the period there were no transfers either from Level 1 to Level 2 or vice versa or from Level 3 to other levels or vice versa.

## 24 NET FINANCIAL DEBT

The following statement shows the Group's net financial debt broken down into its principal components, as already described in notes 16, 22 and 23 to the financial components of the statement of financial position.

<i>(millions of euro)</i>	At September 30, 2016	At December 31, 2015
Bonds issues	10,005	10,135
Bank loans	676	671
Loans from other	127	128
Derivative financial instruments	28	36
<b>Non-current financial liabilities</b>	<b>10,836</b>	<b>10,970</b>
Bonds issues	195	158
Bank loans	0	8
Loans from others	2	19
Derivative financial instruments	7	18
<b>Current financial liabilities</b>	<b>204</b>	<b>203</b>
<b>TOTAL GROSS FINANCIAL DEBT</b>	<b>11,040</b>	<b>11,173</b>
<b>Cash and cash equivalents</b>	<b>(303)</b>	<b>(282)</b>
Financial receivables	(46)	(20)
<b>Current financial assets</b>	<b>(46)</b>	<b>(20)</b>
Derivative financial instruments	(1,150)	(985)
Financial receivables	(1,183)	(1,109)
<b>Non-current financial assets</b>	<b>(2,333)</b>	<b>(2,094)</b>
<b>NET FINANCIAL DEBT</b>	<b>8,358</b>	<b>8,777</b>

The net financial debt at September 30, 2016 does not include the guarantee deposits for an amount of €5 million (classified both in current and non-current financial receivables). These guarantee deposits amount of €5 million at December 31, 2015.

## 25 CASH FLOW STATEMENT

Cash flows from operating activities, amounting to €577 million in the first nine months of 2016, increased €100 million over the previous period of 2015, mostly as an effect of the changes in working capital relating to the settlement of current assets and liabilities.

Investing activities used cash flow of €538 million during the first nine months of 2016, mainly due the investments in fixed assets (mainly IT infrastructures and 3G and LTE mobile technology) that have an overall trend in increase compared to the first nine months of 2015 mainly due to higher IT investments for digital infrastructures. During the first nine months of 2015 cash flow from investing activities amounted to 118 mainly due to the effect of the sale of 90% of Galata SpA.

Financing activities used cash of €18 million during the first nine months of 2016, mainly as the effect of the repayment of part of the financial liability against the deferred repayment plan of the fair value of the derivative instruments hedging loans that were repaid with the refinancing of the Group's debt of November 26, 2010.

During the first nine months of 2015 financing activities used cash of €651 million mainly as the effect of the repayment of: i) €1,782 million of the tranche of the Senior Facility Agreement at March 30, 2015; ii) €100 million of the revolving tranche of the Senior Facility Agreement; iii) €162 million of the payable due to the Ministry of Economic Development iv) €18 million, of part of the financial liability against the deferred repayment plan of the fair value of the derivative instruments hedging loans that were repaid with the refinancing of the Group's debt of November 26, 2010; v) €42 million of overdraft; vi) €19 million of fees, mainly related to refinancing operation finalized on March 30 2015; only partially offset by the issue on March 30 2015 of a new bond Senior Secured Notes for a total amount of €775 million and maturing in 2020 and by the renegotiation on March 12, 2015 of new senior facilities maturing in 2018 (€700 million).

## **26** RELATED PARTY TRANSACTIONS

### ***Transactions with related parties***

Related party transactions are part of normal operations which are conducted on an arm's length basis from an economic standpoint and formalized in agreements, and mainly relate to transactions with telephone operators.

In reference to transactions with the indirect parent Wind Telecom SpA, WIND Telecomunicazioni SpA receives services mainly relating to IT, marketing, personnel and purchasing, while in reference to transactions with the related company Vimpecom International Services, WIND receives trading and signature services of agreements relating to the economic conditions of international roaming.

In reference to transactions with the parent Wind Acquisition Holdings Finance SpA, on April 23, 2014 and on August 4, 2014 two intercompany loans of up to €925 million (fully disbursed at September 30, 2016) and up to €75 million (which €67 million disbursed September 30, 2016) were signed, for which details may be found in note 16.

In addition, on April 23, 2014 the receivable of €171 million for the intercompany loan based on the agreement of November 29, 2010 between the Parent Company and the indirect parent Wind Telecom SpA was used to partially offset the liability arising from the transfer by the Parent Company of IRES corporate income tax liabilities as the result of adhesion to the national tax consolidation procedure with Wind Telecom SpA, while the remaining balance of €142 million due by WIND to the indirect parent Wind Telecom SpA was transferred by the latter on the same date to the direct parent Wind Acquisition Holdings Finance SpA.

Transactions with the associate Galata SpA arise from the agreement signed with the Parent Company for the provision of a wide range of services on the contributed sites and sites subsequently built by Galata hosting WIND equipment.

During the period ended September 30, 2016, Group companies did not hold treasury shares of the Parent WIND Telecomunicazioni SpA, either directly or through trustees, or hold shares of the parent WIND Acquisition Holdings Finance SpA, or hold investments in the indirect parent Wind Telecom SpA.

The table below provides a summary of the main effects on the income statement and statement of financial position of related party transactions during the year.

	Period ended September 30, 2016							
	Revenue	Finance income / Foreign exchange gains	Expenses	Trade receiv.	Other receiv.	Financial receiv.	Trade payables	Other payables
Armenija Telefon Kompani	15	-	3	2	-	-	20	-
DiGi (Malaysia)	-	-	-	6	-	-	1	-
DTAC/UCOM (Thailand)	2	-	-	12	-	-	2	-
GrameenPhone (Bangladesh)	2	-	-	-	-	-	48	-
KaR-Tel	63	-	21	14	-	-	5	-
Kievstar	1,074	-	15,546	-	78	-	5,912	-
Telenor Maritime	-	-	214	-	-	-	92	-
Mobitel LLC Georgia	1	-	5	-	-	-	6	-
Orascom Telecom Algeria SpA	145	-	173	708	-	-	9	-
Banglalink Digital Communications Ltd.	52	-	-	588	-	-	-	-
Orascom Telecom Holding SAE	-	-	-	336	-	-	1,977	-
Pakistan Mobile Communications Ltd.	56	-	10	514	-	-	-	-
SKY MOBILE LLC	-	-	1	-	-	-	1	-
Telenor Magyarorszag KFT	75	-	36	18	-	-	61	-
Telenor Mobile Communications AS	226	-	20	-	-	-	313	-
Telenor Pakistan (Pakistan)	-	-	-	-	-	-	2	-
Telenor Serbia (Serbia)	17	-	20	8	-	-	3	-
Unitel	3	-	3	3	-	-	-	-
Vimpelcom Ltd	8,193	-	-	-	13,406	-	-	-
VimpelCom LaoCo,Ltd	-	-	-	1	-	-	-	-
Vypel-Kommunikacii	1,275	-	6,000	22	-	-	1,309	-
Weather Capital Sarl	1	-	-	370	-	-	-	-
WIND Acquisition Holdings FinanceSpA	33	78,176	-	-	2,145	1,223,695	-	141,985
Wind Telecom SpA*	209	306	25,632	-	23,730	-	44,979	117,430
Galata SpA	736	-	141,462	-	1,838	-	21,060	90
Vimpelcom International services	-	-	6,517	-	1,096	-	40,595	-
Telenor Sverige AB	8	-	1	-	-	-	16	-
Weather Capital Special Purposes ISA	47	-	-	388	-	-	-	-
Klarolux Investments Sarl	13	-	-	103	-	-	-	-
Global Luxembourg SARL	13	-	-	96	-	-	-	-
Global Telecom SARL	13	-	-	96	-	-	-	-
Global Telecom Finance SCA	13	-	-	96	-	-	-	-
Global Luxembourg Finance SCA	13	-	-	96	-	-	-	-
Global Telecom Acquisition	11	-	-	80	-	-	-	-
Global Telecom One Sarl	11	-	-	80	-	-	-	-
Global Telecom Oscar	19	-	-	138	-	-	-	-
VimpelCom Amsterdam B.V.	-	-	-	-	4,443	-	-	513
Telenor Bulgaria EAD	48	-	41	-	-	-	24	-
DTAC TriNet Co., Ltd.	58	-	6	16	-	-	2	-
Telenor A/S	23	-	10	17	-	-	6	-
<b>Total</b>	<b>12,468</b>	<b>78,482</b>	<b>195,721</b>	<b>3,808</b>	<b>46,736</b>	<b>1,223,695</b>	<b>116,443</b>	<b>260,018</b>

\* payables to Wind Telecom SpA relate in the amount of €114,152 thousand and of €1,608 thousand respectively to the transfer by the Parent and by the subsidiary WIND Retail Srl of its corporate income tax (IRES) payables to Wind Telecom SpA following the choice to take part in the national tax consolidation procedure with Wind Telecom SpA.

## **27** OTHER INFORMATION

### **Main pending legal proceedings**

WIND is subject to various legal proceedings arising in the ordinary course of business. Below is a description of all material pending legal proceedings as at September 30, 2016, excluding those situations in which the cost arising from a negative outcome of the proceedings cannot be estimated or for which a negative outcome is not considered probable.

#### *Proceedings with agents*

Certain proceedings are pending from time to time related to the termination of agency agreements. The agents in these proceedings typically are seeking payment from WIND of damages and indemnities, including a termination indemnity pursuant to article 1751 of the Italian Civil Code.

#### *Proceedings concerning Misleading Advertising and Unfair Commercial Practices*

Under Legislative Decree No.146/2007, the Italian Antitrust Authority (AGCM) has the power to initiate proceedings concerning unfair commercial practices and misleading advertising and issue fines of up to €5 million for each proceeding (amount redefined by Law no. 135/12 August 2012). During 2015, four proceedings opened by AGCM against WIND for unfair commercial practices were closed with the payment of fines totalling €1.55 million and orders to cease the alleged unfair practices (one of these proceedings is related to a WIND not compliance with the AGCM's order to stop the alleged underlying unfair practice). WIND appealed before TAR Lazio, the Administrative Court of Lazio, these fines and the related administrative litigations are pending.

On 2016, AGCM opened three new proceedings (respectively on February, April and July), against WIND for alleged unfair commercial practices: the first one has been closed without ascertain any unfair practice; the second one has been closed with the payment of a fine of €455 thousand (which WIND is going to appeal before TAR Lazio) and about the third proceedings, WIND is still waiting for the final AGCM decision.

#### *Audit by the Italian Tax Authority*

Agenzia delle Entrate ("ADE") (Italian Tax Authority) conducted a tax audit on senior lenders under the senior facility agreement dated 24 November 2010 ("SFA") and challenged the non-application of substitute tax on the SFA. Each senior lender is liable for the substitute tax challenged on its own portion of the SFA, but may claim indemnification from WIND Telecomunicazioni SpA. The indemnification right has already been exercised. It should be noted that the assessments have been appealed by the senior lenders in coordination with WIND Telecomunicazioni SpA.

ADE revoked two tax assessments issued to few Senior Lenders arguing that no substitute tax is due. As a consequence ADE required to the relevant tax court to cease the controversy regarding such two tax assessment.

#### *Audit by the Italian Tax Police*

On June 28, 2016 the Guardia di Finanza ("GDF") (Italian Tax Police) closed the audit on WIND Telecomunicazioni SpA for Corporate Income Taxes ("CIT") with respect to Fiscal Years from 2011 to 2015, challenging an higher taxable base than the amount settled in the Tax Return of above mentioned Fiscal Years.

The tax assessment has not yet been notified by Agenzia delle Entrate, as a consequence the CIT hasn't yet been claimed by ADE. The Company may contest the audit outcomes to the competent authorities.

## Contingent assets and liabilities

The WIND Group had the following contingent liabilities as at September 30, 2016.

### *Proceedings Concerning Electromagnetic Radiation*

Certain proceedings against WIND are pending from time to time regarding the installation of base radio stations. The proceedings typically concern the emission of electromagnetic radiation.

### *Audit on dealers' fees*

In 2001 WIND received a dispute notice from the tax authorities regarding the tax treatment adopted in 1999, 2000 and 2001 for certain fees paid to dealers. With respect to tax disputes on year 1999, 2000 and 2001 WIND obtained a positive outcome in the supreme court proceedings. For the year 2000 the Supreme Court has remitted the dispute to the Commission of Second Instance.

### *WIND/Crest One SpA*

Crest One SpA ("Crest One") initiated proceedings against WIND for: (i) the refund of an amount of approximately €16 million, previously paid to WIND by Crest One as value added tax under a distribution agreement entered into between Crest One and WIND, and (ii) the compensation of damages alleged to have been suffered by Crest One pursuant to the payment of such value added tax by Crest One to WIND. The Court of Rome has rejected Crest One's claims, which has challenged before the Court of Appeal. The next hearing is set for January 30, 2018.

### *Fastweb/WIND*

On January 2, 2014, Fastweb served a claim on WIND based on the antitrust proceedings no. A/357 – which in August 2007 condemned WIND and Telecom Italia for abuse of their dominant positions in the wholesale termination market in favour of their respective internal commercial divisions and to the detriment of the competitors in the fixed market (i.e. internal-external discriminatory application of economic and technical conditions for fixed-to-mobile on net and intercom calls to the business clients). Amongst other issues, WIND has argued that the claim is time barred because it was filed outside of the statute of limitations. On December 10, 2015, the presiding judge decided to defer to the panel of the tribunal to deliberate on WIND's time-bar argument scheduling the next hearing for March 30, 2016 (then postponed to April 6, 2016). During this hearing the parties have filed their conclusions and, at the end of June 2016, they have filed their final memorandum.

## Guarantees

No Group company has granted any security or guarantee, either directly or indirectly, in favor of parent companies or companies controlled by the latter.

The collateral pledged by Group companies at September 30, 2016 as a security for liabilities may be summarized as follows:

- a special lien pursuant to article 46 of the Consolidated Banking Law on certain assets, present and future, belonging to the Parent as specified in the relevant deed, in favor of the lenders under the Senior Facility Agreement, as from time to time amended and restated, and other creditors specified in the relevant deed;

- a pledge on the Parent's trademarks and intellectual property rights, as specified in the relevant deed, pledged in favor of the lenders under the Senior Facility Agreement, as from time to time amended and restated, and other creditors specified in the relevant deed;
- pledge of 12,006.200 shares representing 100% of the corporate capital of the subsidiary Wind Acquisition Finance SA owned by WIND Telecomunicazioni SpA and in favor of a pool of banks pursuant to the related share pledge agreement;
- pledge under English law over a bank account of WIND Telecomunicazioni SpA in favor of the lenders under the Senior Facility Agreement and the other creditors specified in the related deed of pledge;
- assignment under English law of receivables arising from hedging contracts of WIND Telecomunicazioni SpA in favor of the lenders under the Senior Facility Agreement, as from time to time amended and restated, and the other creditors specified in the related deed of assignment.

Finally, in order to provide a security for its obligations, the Parent has assigned by way of security its trade receivables, receivables arising from intercompany loans and receivables relating to insurance policies, present and future, as described in the specific instrument, to the lenders under the Senior Facility Agreement, as amended and supplemented from time to time, the counterparties of the hedging agreements entered into by WIND Telecomunicazioni SpA e Wind Acquisition Finance SA and the other secured creditors specified in the confirmation deed related to the assignment of receivables, including in favor of the holders of the Senior Secured Fixed Rate Notes due in 2020 and of Senior Secured Floating Rate Notes due in 2019, issued by Wind Acquisition Finance SA on April 29, 2013 as well as the holders of Senior Secured Fixed Rate Notes due in 2020 and Senior Secured Floating Rate Notes due in 2020 issued by Wind Acquisition Finance SA on July 10, 2014 and finally the holders of the Senior Secured Fixed Rate Notes due in 2020 and the Senior Secured Floating Rate Notes due in 2020, issued by Wind Acquisition Finance S.A on March 30, 2015. Moreover, the Parent has assigned by way of security its receivables arising from the Put and Call option dated May 26, 2005 as described in the relevant deed, to the lenders under the Senior Facility Agreement, as amended and supplemented from time to time, the hedge counterparties of the hedging agreements entered into by WIND Telecomunicazioni SpA e Wind Acquisition Finance SA and the holders of the aforementioned Notes expiring in 2019, 2020.

A description is provided below of personal guarantees (sureties) issued mainly by banks and insurance companies on behalf of the Group and in favor of third parties in respect of commitments of various kinds. The total of these, amounting to €103 million at September 30, 2016 includes:

- sureties totaling €21 million issued by insurance companies, mainly relating to participation in tenders;
- sureties totaling €82 thousand issued by banks, relating to participation in tenders, of which €34 million in favor of the Minister for Economic Development for the participation in the tender procedure it had been awarded the frequency use rights in the 800, 1800, 2000 and 2600 MHz bands, to sponsorships, property leases, operations regarding prize competitions, events and excavation licenses.

The Parent has been under the management and coordination of VimpelCom Ltd since November 2013.

## **28** SUBSEQUENT EVENTS

On October 25, 2016 CK Hutchison and VimpelCom received final approval from the Ministry for Economic Development (MISE) for the setting up of a joint venture to combine their businesses in Italy, 3 Italia and Wind Telecomunicazioni. The merge of the operative companies is expected to be completed by year end.