

tiscali:

TISCALI S.p.A.

Registered offices: S.S. 195 km. 2.3, Sa Illetta, Cagliari, Italy

Paid-up share capital: EUR 336,053,433.35

Tax Code, VAT and Cagliari Companies' Register

number: 02375280928

***EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSALS
ON THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'
MEETING OF 20, 21 AND 22 DECEMBER 2009, PREPARED PURSUANT TO
ARTICLE 3 OF ITALIAN MINISTERIAL DECREE 437/1998***

Cagliari, 4 December 2009

Messrs. Shareholders,

this document has been drawn up by the Board of Directors of Tiscali S.p.A. ("Tiscali" or the "Company"), in compliance with current legislation, in relation to the Ordinary and Extraordinary Shareholders' Meeting of Tiscali, called on 20 December 2009, in first calling, at 11 am at the registered offices and, if necessary, in second calling on 21 December 2009 at 11 am at the registered offices and, if necessary, in third calling on 22 December 2009 at 11 am at the registered offices to discuss and resolve on the following agenda:

Extraordinary Session

1. Resolutions pursuant to article 2446 of the Italian civil code;
2. Proposal for partial revocation of the resolution to increase share capital by maximum EUR 190 million undertaken by the Extraordinary Shareholders' Meeting on 30 June 2009 regarding the part of share capital increase not carried out; related and consequent resolutions;
3. Amendments to the articles of association, in particular, amendments to articles 5 and 6 of the Articles of Association, related and consequent resolutions;

Ordinary Session

4. Appointment of members of the Board of Directors and determination of their number. Determination of duration of appointment and of remuneration. Related and consequent resolutions;
5. Integration of Board of Statutory Auditors. Related and consequent resolutions.

* * *

1. Resolutions pursuant to article 2446 of the Italian civil code

Messrs. Shareholders,

Comments on the first agenda item shall be widely presented in the Board of Directors' report, which shall be drafted pursuant to article 74 of Consob regulation no. 11971 of 14 May 1999 (as subsequently amended), drawn up in compliance with Annex 3A of the regulation itself, and made available to the public as prescribed by law.

Please refer to the above report.

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2. Proposal for partial revocation of the resolution to increase share capital by maximum EUR 190 million undertaken by the Extraordinary Shareholders' Meeting on 30 June 2009 regarding the part of share capital increase not carried out; related and consequent resolutions.

Messrs. Shareholders,

Comments on the second agenda item shall be widely presented in the Board of Directors' report, which shall be drafted pursuant to article 72 of Consob regulation no. 11971 of 14 May 1999 (as subsequently amended), drawn up in compliance with Annex 3A of the regulation itself, and made available to the public as prescribed by law.

Please refer to the above report.

* * *

3. Amendments to the articles of association, in particular, amendments to articles 5 and 6 of the Articles of Association, related and consequent resolutions.

Messrs. Shareholders,

Comments on the second agenda item shall be widely presented in the Board of Directors' report, which shall be drafted pursuant to article 72 of Consob regulation no. 11971 of 14 May 1999 (as subsequently amended), drawn up in compliance with Annex 3A of the regulation itself, and made available to the public as prescribed by law.

Please refer to the above report.

* * *

4. Appointment of members of the Board of Directors and determination of their number. Determination of duration of appointment and of remuneration. Related and consequent resolutions.

Messrs. Shareholders,

On 12 November 2009, the Chairman of the Board of Directors and Chief Executive Officer, Mario Rosso, having taken note of the successful conclusion of the restructuring process and of the share capital increase of approximately EUR 180 million resolved by this Meeting on 30 June 2009, also in order to allow the start of a new Group management phase, left his office and resigned together with Directors Francesco Bizzarri and Massimo Cristofori. Following resignation of the majority of the directors, the Board of Directors fell pursuant to article 11 (Board of Directors) of the Articles of Association, although remaining in office under *prorogatio* up to re-establishment of the majority of the Board of Directors following acceptance by the new directors.

Therefore, the Shareholders' Meeting is called to appoint the new members of the Board of Directors and to determine their number. In compliance with article 10 (Management of the Company) of the Articles of Association, the Board of Directors is made up of a variable number of members ranging from 3 (three) to 11 (eleven), as resolved by the Shareholders' Meeting at the time of appointment.

Furthermore, the duration of the appointment – which cannot exceed a period of 3 (three) financial years – and remuneration need to be determined.

Regarding the appointment of the new Directors, it is called to mind that current Directors may be re-elected and that article 11 of the Articles of Association provides that:

“If the management of the Company is entrusted to a Board of Directors, the Board takes steps to appoint a Chairman and possibly a Deputy Chairman, choosing from among its members, if the Shareholders' Meeting has not already taken steps to do so.

The Directors remain in office for three years or for the shorter duration established by the Shareholders' Meeting at the time of their appointment; they can be reappointed.

The Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the shareholders, in which the candidates must be listed by means of consecutive number.

Each shareholder may not present or contribute towards presenting more than one list, even if this takes place via third parties or trust companies. Each candidate may be presented on just one list under penalty of ineligibility.

Only shareholders who alone or together with other shareholders represent the percentage of shares with the right to vote during ordinary meetings envisaged by applicable legislation, will be entitled to present lists; this percentage will be indicated in the notice of calling for the Shareholders' Meeting.

The lists presented by the shareholders must be filed, as will also be indicated in the notice of calling, at the Company's registered offices at least fifteen days before the date fixed for the Shareholders' Meeting in first calling.

Each list will have to be accompanied by the information required by applicable legislation and indicate the identity of the shareholders who have presented it and the shareholding percentage held in total. Thorough disclosure must be provided at the bottom of the lists presented by the shareholders, or attached to the same, regarding the personal and professional characteristics of the candidates. Declarations – by means of which the individual candidates accept their candidature and declare, under their own responsibility, the inexistence of causes of ineligibility or incompatibility as well as the existence of the requisites of respectability and professionalism prescribed for the office by applicable legislation and by the Articles of Association and the possible possession of the independence requisites established by relevant legislation - must be deposited together with each list.

Each list will have to indicate at least one candidate who presents the requisites of independence established by applicable legislation if the Board of Directors is made up of a number of members equal to or less than seven; in the other cases, the list must indicate at least two candidates who present the afore-mentioned requisites of independence.

Lists presented without observing the above instructions will be considered as not having been presented.

Each shareholder may not vote for more than one list, even if this takes place via third parties or trust companies.

The appointment of the Directors takes place as follows:

a) five-sevenths of the Directors to be elected will be taken from the list that has obtained the majority of the votes expressed by the shareholders, in the consecutive order in which they are listed on said list, with rounding off, in the event of a fractional number lower than the unit, to the upper unit;

b) the remaining Directors will be taken from the other lists; for such purposes, the votes obtained by said lists will be divided subsequently by one, two, three, four, five, etc. according to the number of Directors to be appointed. The ratios thus obtained will be assigned progressively to the candidates of each of these lists, according to the order respectively envisaged by the same. The ratios thus assigned to the candidates of the various lists will be placed in a single decreasing classification.

Those who have obtained the highest ratios will be elected.

In the event that several candidates have obtained the same ratio, the candidate of the list which has not yet elected any Director or which has elected the lowest number of Directors, will be appointed.

In the event that none of the lists has elected a Director or all have elected the same number of Directors, the candidate of the list which has obtained the greatest number of votes from among these lists will be elected.

In the event of equal votes being case for a list and ratios also being equal, steps will be taken to hold a new vote cast by the entire Shareholders' Meeting, and the candidate who obtains the simple majority of the votes will be elected.

If, in the event of presentation of several lists, none of the candidates indicated on the list which has obtained the greatest number of votes after the first and which is not associated in any way, even indirectly, to the shareholders which have presented or voted for this latter list, are elected in accordance with the above provisions, the first candidate in order of presentation from the minority list will in any event be elected in

replacement of the last candidate in order of presentation elected on the list which has obtained the number of votes immediately greater than that achieved by said minority list.

If the Board of Directors is made up of a number of members of up to seven and, in accordance with the afore-mentioned appointment procedure, no member in possession of the independence requisites established by applicable legislation is elected, the last of those elected taken from the list which has obtained the greatest number of votes will have to be replaced by the first candidate subsequently listed on the list who has said requisites.

If, by contrast, the Board of Directors is made up of more than seven members and, in accordance with the afore-mentioned appointment procedure, at least two members in possession of the independence requisites established by applicable legislation have not been elected, the last of those elected not in possession of those requisites from the list which has obtained the greatest number of votes after the first and which is not associated in any way, even directly, to the shareholders which have presented or voted for this latter list, will have to be replaced by the first candidate subsequently listed on said list who has said requisites and, if following this replacement a member in possession of the independence requisites established by applicable legislation still has to be elected, the last of those elected not in possession of those requisites taken from the list which has obtained the greatest number of votes will have to be replaced by the first candidate subsequently listed on this list who has said requisites;

c) the appointment mechanism by means of list voting envisaged above is applied in the sole case of complete renewal of the Directors; in relation to the appointment of Directors not appointed for any reason in accordance with the afore-mentioned procedures, the Shareholders' Meeting will resolve by means of the legal majority.

Even during the course of its mandate, the Shareholders' Meeting cannot change the number of members of the Board of Directors, unless this takes place within the limits pursuant to these Articles of Association, seeing to the related appointments. The Directors thus elected fall from office with those already appointed.

If, due to resignation or other reasons, half the Board should fall from office, in the case of an even number, or more than half should fall, in the case of an uneven

number, the entire Board will be understood to have fallen and the Shareholders' Meeting must be called immediately for the re-appointment of all the Directors".

Pursuant to article 147-ter of Italian Legislative Decree 58/1998, as amended, by article 144-quarter of the Regulation adopted by Consob (Securities and Investments Board) with resolution 11971/1999, as amended, and by article 11 (Board of Directors) of the Articles of Association, given the Consob (Securities and Investments Board) resolution 16779 of 27 January 2009, Shareholders are entitled to submit lists if, alone or together with other Shareholders, they represent at least 4.5% (four point five percent) of shares with the right to vote during the Ordinary Shareholders' Meeting.

It is called to mind that, pursuant to article 2390 of the Italian Civil Code, *"directors cannot be appointed as unlimited liability shareholders in competing companies, cannot exercise a competing activity on their own behalf or on behalf of third parties, and cannot take on the role of director or general manager in competing companies, unless otherwise authorised by the Shareholders' Meeting"*. The Board of Directors, therefore, shall request the Shareholders' Meeting to examine and authorise any relevant cases that could arise in relation to the candidates.

Regarding remuneration of Directors, the Board of Directors invites the Shareholders to make proposals, reminding them that gross yearly remuneration per Director is currently equal to EUR 25,000.00 (twenty five thousand).

Given the above, we invite you to submit your candidatures to the office of Director, in compliance with the above provisions laid down in the articles of association and, on the basis of the proposed candidatures, to vote for determination of the number of components of the Board of Directors, for election of the Directors, and for determination of remuneration and duration of office.

We propose, therefore, to adopt a resolution in line with the following proposal:

"The Ordinary Shareholders' Meeting of Tiscali S.p.A., having acknowledged the Report of the Directors and having heard the Chairman,

r e s o l v e s

1. *that the Board of Directors shall be made up of [°°] members. It also resolves to appoint [°°] as Company Directors and that they shall remain in office for [°°] fiscal years, therefore, up to the date of the Shareholders' Meeting called for approval of the financial statements at [°°];*
2. *that the yearly gross remuneration of each Director shall be equal to EUR [°°];*
3. *to invest Renato Soru with full powers, so that, even by way of attorneys and in observance of the terms and procedures prescribed by law, he may implement this resolution, as also carry out, where appropriate or necessary, any additions, amendments and formal deletions requested by competent authorities or in application of legal and regulatory provisions in force and, in general, perform any fulfilment and notification provided for by legal and regulatory provisions in force.*

** * **

5. Integration of Board of Statutory Auditors. Related and consequent resolutions.

Messrs. Shareholders,

as notified by the Company, on 12 November 2009, the Statutory Auditor and Chairman of the Board of Statutory Auditors, Aldo Pavan, resigned from his office for professional reasons. Pursuant to article 18 (Board of Statutory Auditors) of the Articles of Association, the office of Chairman of the Board of Statutory Auditors was temporarily undertaken, up to the date of this Meeting, by Giuseppe Biondo, former Deputy Auditor, elected among the candidates belonging to the same list as the Chairman no longer in office. Given the above, we invite you to integrate the Board of Statutory Auditors and to appoint, up to expiry of the mandate of the Board of Statutory Auditors currently in office – therefore, up to the date of the Shareholders' Meeting called to approve the statutory financial statements at 31 December 2011 -, a statutory auditor, appointing him/her also as chairman of the Board of Statutory Auditors. If Giuseppe Biondo were to become statutory auditor, another deputy auditor must be appointed who shall replace Giuseppe Biondo.

The appointment mechanism by means of list voting, provided in article 18 (Board of Statutory Auditors) of the Articles of Association in the sole case of complete renewal of auditors, shall not be applied. In accordance with the same provision of the articles of association and in order to observe the principle of representation of minorities within the control body, appointment shall be by majority vote and the candidates shall be chosen from the same list of the Auditor to be replaced. A copy of the list is attached to this report. We also point out that the above mentioned candidates – Paolo Tamponi, Simonetta Fadda and Giuseppe Biondo – have confirmed their candidature.

Regarding remuneration of the Chairman of the Board of Statutory Auditors, which is currently calculated on the basis of professional tariffs in force for chartered accountants, increased by 50% (fifty percent), the Board of Directors invites the Shareholders to consider remuneration for the newly appointed Auditor, who shall also hold the office as Chairman of the Board of Statutory Auditors, equal to that currently due to the Chairman.

Given the above, we invite you to vote for the appointment and for determination of remuneration of a member of the Board of Statutory Auditors with the office of Chairman. In the event of appointment of Giuseppe Biondo, we invite you to vote for the appointment of a deputy auditor who shall replace Giuseppe Biondo. Should Giuseppe Biondo not be appointed, we request you to confirm him as deputy auditor.

Copies of the *curricula vitae* of Paolo Tamponi, Simonetta Fadda and Giuseppe Biondo are attached to this report, as well as the declarations in which they accept candidature and declare, under their own responsibility, the inexistence of causes of ineligibility or incompatibility, as well as the existence of the requisites of respectability and professionalism prescribed for the office by applicable legislation and by the Articles of Association.

We propose, therefore, to adopt a resolution in line with the following proposal:

“The Ordinary Shareholders’ Meeting of Tiscali S.p.A., having acknowledged the Report of the Directors and having heard the President,

r e s o l v e s

1. *to appoint [Mr./Mrs./Ms.] [•] born in [•] on [•], Tax Code [•] as statutory member of the Board of Statutory Auditors and Chairman of the Board of Statutory Auditors, up to natural expiry, therefore, up to the date of the Shareholders’ Meeting called for approval of the financial statements at 31 December 2011;*
2. *that the yearly remuneration of [Mr./Mrs./Ms.] [•] shall be equal to EUR [°°°] on the basis of the professional tariffs of chartered accountants, increased by 50%;*
3. *to [confirm Giuseppe Biondo, born in Cagliari on 27.9.1965, Tax Code BNDGPP65P27B354E as deputy auditor of the Board of Statutory Auditors / to appoint [Mr./Mrs./Ms.] [•] born in [•] on [•], Tax Code [•] as statutory auditor of the Board of Statutory Auditors and Chairman of the Board of Statutory Auditors], up to natural expiry, therefore, up to the date of the Shareholders’ Meeting called for approval of the financial statements at 31 December 2011;*
4. *to invest Renato Soru with full powers, so that, even by way of attorneys and in observance of the terms and procedures prescribed by law, he may implement this*

resolution, as also carry out, where appropriate or necessary, any additions, amendments and formal deletions requested by competent authorities or in application of legal and regulatory provisions in force and, in general, perform any fulfilment and notification provided for by legal and regulatory provisions in force.”

* * *

Messrs. Shareholders,

We invite you to express favourable opinion on the aforementioned proposals.

Cagliari, 4 December 2009

Tiscali S.p.A.

For the Board of Directors

The Chairman, Renato Soru

List for appointment to the Board of Statutory Auditors of Tiscali S.p.A.

**Presented pursuant to article 18 (Board of Statutory Auditors)
of the Articles of Association**

Geneva, 14 April 2009

Haselbech Holdings NV and **Mallowdale Corporation NV**, shareholders of Tiscali S.p.A. owning together more than 4.5% of share capital, jointly present the following list of candidates for appointment to the Board of Statutory Auditors for years 2009-2011, until approval of the 2011 statutory financial statements, in accordance with the fourth item on the agenda of the Ordinary Shareholders' Meeting to be held on 29 April 2009 and, in second calling, on 30 April 2009.

Candidates:

- **Aldo Pavan, statutory auditor**
- **Paolo Tamponi, statutory auditor**
- **Simonetta Fadda, statutory auditor**
- **Giuseppe Biondo, deputy auditor**
- **Marco Racugno, deputy auditor**

With reference to each candidate, the following documents are enclosed:

- Curriculum vitae;
- Declaration of acceptance of candidature;
- Declaration of inexistence of causes of ineligibility or incompatibility and of existence of the requisites prescribed for the office.

Pursuant to article 144-*sexies* subsection 4 b) and 144-*quinques* of Consob Regulation 11971/1999, the absence of connections is certified.

Gabriel Prêtre

Cagliari, 3 December 2009

Messrs.
Tiscali SpA
Località Sa Illetta
S.S. 195, Km. 2,3
09122 CAGLIARI

**DECLARATION OF ELIGIBILITY
AND OF ACCEPTANCE OF THE OFFICE AS AUDITOR**

The undersigned Paolo Tamponi, born in Lissone (Milan) on 24 July 1962, enrolled in the Cagliari Register of Chartered Accountants since 13/09/1993 and in the Register of Auditors, former Italian Legislative Decree 88/92 (Italian Ministerial Decree of 7 June 1999, Official Gazette no. 50 of 25 June 1999), Italian citizenship, tax code: TMPPLA62L24E617N, indicated as candidate for the office of Statutory Auditor of Tiscali SpA (the "Company"), with offices in Cagliari, Località Sa Illetta, S.S. 195, Km. 2.3, tax code 02375280928, under his own responsibility, in accordance with and pursuant to law and in compliance with article 18 of the Articles of Association

WHEREAS

- i) on 12 November 2009 the chairman of the board of statutory auditors of Tiscali S.p.A., Aldo Pavan, resigned
- ii) pursuant to article 18 of the articles of association of Tiscali S.p.A., the Shareholders' Meeting integrates the Board by means of majority vote choosing from among the candidates indicated on the list to which the Auditor to be replaced belonged. Candidates must have confirmed their candidature at least ten days before the date fixed for the Shareholders' Meeting;

HEREBY DECLARES AND INFORMS THE COMPANY AND THE SHAREHOLDERS

- that he confirms his candidature to cover the office of Auditor of the Company and to replace the resigning auditor, Aldo Pavan, as per above point i);
- that he confirms the inexistence of causes of ineligibility or incompatibility as per articles 2399 of the Italian Civil Code and articles 148, subsection 3, and 148 *bis* of Italian Legislative Decree no. 58 of 24 February 1998, as amended by Italian Law no. 262 of 28 December 2005 or by other regulatory provisions applicable to companies issuing shares listed in regulated markets;
- that he meets the requisites of respectability and professionalism prescribed by Italian Ministerial Decree no. 162 of 30 March 2000;
- that he does not hold office as Statutory Auditor in more than five listed companies, in accordance with the limit of offices laid down in article 18 of the Articles of Association;
- that up to the date of this declaration he holds the following management and control offices for other companies, pursuant to article 2400, last subsection, Italian Civil Code, as amended by Italian Law no. 262 of 28 December 2005:

Paolo Tamponi

Company	office	Tax code/Vat no.
Consorzio Marittimo Ogliastro a s.c. a.r.l	C	01186750913
Consorzio Trasporti Marittimi Ogliastro	C	00869030916
Iata	D	00716330915
Auditors srl	A	02331940920
Coop Sardegna in liquidazione	C.B	00135950921
Portovesme Srl	S.A	05398001007
Tiscali Italia srl	S.A	02508100928
Cantina sociale di Dolianova soc. coop. agr.	C.B	00141000927
Cooperativa Sociale CTR Onlus	C.B	01361690926
Cooperativa 27 febbraio soc. coop. agr.	C.B	01277590921
Cooperativa Ortosestu soc. coop. agr.	C.B	01587190925
Hosteras SpA	S.A	02188690923
Cooperative Ctr Esperienze	S.A	02833680925
Sarmed Srl	S.A	02484950924

key:

- C = chairman of the board of directors;
 - D = director
 - A = advisor
 - C.B = chairman of the board of statutory auditors;
 - S.A = statutory auditor
-
- that he undertakes to promptly inform the Company and the Shareholders on any variation regarding the contents of this declaration.

In witness thereof

Paolo Tamponi

Paolo Tamponi
Chartered Accountant and Accounting Auditor
Via Sonnino 177
09127 Cagliari
e-mail paolo.tamponi@tiscali.it
tel 070.658000
mobile 335.5296353

PERSONAL DATA

Born in Lissone (Milan) on 24 July 1962
Civil status: married

WORKING EXPERIENCES

- Since 1994: Founding member of the Professional Accountant's Office *Raccis e Tamponi* in Cagliari.
- Since 1997: Founding member of the auditing company Auditors Associati with offices in Cagliari, authorised with decree of the Ministry of Industry pursuant to Italian law no. 1966 of 23/11/39 and registered in the Register of Auditors pursuant to Italian Legislative Decree 88/92.
- From 1994 to 2000: Professional collaboration with the auditing company Deloitte & Touche.
- From 1990 to 1994: Employed as expert auditor for the auditing company Price Waterhouse.

ACTIVITIES

Tax and corporate consultancy, company assessments, extraordinary transactions, bankruptcy proceedings.

Within the scope of his profession as chartered accountant he works as Liquidator Commissioner of cooperative companies placed under compulsory administrative liquidation and being dissolved as per the provisions of former article 2545/XVII; he holds office as statutory auditor of commercial companies, joint-stock companies and cooperative companies.

Within the scope of auditing activities, in addition to audits, he has been involved in company reorganisation and restructuring activities, control and assistance activities for the implementation of corporate procedures in financial companies, and accounting due diligence transactions.

He has professional experience in various economic sectors such as: mechanical industry, agro-food industry, commerce, hotel industry, scientific research and finance. He also has specific knowledge of the cooperation sector.

EDUCATION

1990 Degree in Economy and Commerce from Cagliari University, final mark 110/110. Title of thesis: Consortia, consortium companies and temporary joint ventures- legal, accounting and tax aspects.

Paolo Tamponi
Curriculum vitae

1982 Secondary school diploma in accounting and business achieved at "Pietro Martini" Commercial Technical Institute of Cagliari.

WORKSHOPS AND TEACHING

2003-2008 Teaching of Corporate Auditing from 2003 to 2008 at the Faculty of Economy of Cagliari University.

November 2007 Speaker at the workshop of the Order of Chartered Accountants of Oristano: "Auditing: techniques and instruments"

March 2000 Speaker at the Cagliari Lega Coop Regional Congress: "The controlling system on cooperative companies"

1993-1994 Speaker at auditing workshops organised by AIESEC at the Faculty of Economy of Cagliari University.

Cagliari, 3 December 2009

In witness thereof

Paolo Tamponi

Messrs.
Tiscali S.p.A.

The undersigned Simonetta Fadda, born in Sassari on 5 June 1964, residing in Via Principessa Iolanda 87, Sassari, postal code 07100, tax code FDD SNT 64H45 I452E, auditor, aware of the criminal liability, pursuant to article 21 of Italian Law no. 241/90, and of articles 2 and 4 of Italian Law 15/68, in case of false declarations

WHEREAS

- o on 12 November 2009 the chairman of the board of statutory auditors of Tiscali S.p.A., Aldo Pavan, resigned;
- o pursuant to article 18 of the articles of association of Tiscali S.p.A., the Shareholders' Meeting integrates the Board by means of majority vote choosing from among the candidates indicated on the list to which the Auditor to be replaced belonged and who have confirmed their candidature at least ten days before the date fixed for the Shareholders' Meeting;

hereby

CONFIRMS

she is willing to be appointed as auditor for your company and for this purpose

DECLARES

- that she has been enrolled in the Order of Chartered Accountants and Accounting Consultants of Sassari since 2 July 1992;
- that she is enrolled in the Register of Auditors in accordance with Italian Ministerial Decree of 26 March 1996 (Official Gazette supplement 28 *bis* of 5 April 1996);
- the inexistence of any conditions of ineligibility and disqualification provided for in article 148, subsection 3, of Italian Legislative Decree no. 58 of 24 February 1998: "Consolidation act on financial intermediation measures, pursuant to article 8 and 21 of Italian law no. 52 of 6 February 1996" as amended by Italian Law no. 262 of 28 December 2005;
- the existence, pursuant to article 148, subsection 4, of the aforementioned Legislative Decree, of the requisites of respectability and professionalism established by the regulation adopted pursuant to article 17, subsection 3, of Italian Law no. 400 of 23 August 1988, by the Minister of Justice, in agreement with the Minister of Economy and Finance, after hearing Consob, Banca d'Italia and Isvap (Italian regulatory institute on private and collective insurance).

The undersigned requests that any notice be sent to the following address:
Via Paolo Galleri 3, Sassari 07100 c/o Studio Tributario Caria & Associati.
Tel. 079 – 281252 Fax 079 – 278106 E-mail sfadda@studiocaria.com –
simonettafadda@pec.commercialisti.it

Attached: curriculum vitae.

Sassari, 3 December 2009

Simonetta Fadda

SIMONETTA FADDA
STUDIO TRIBUTARIO CARIA & ASSOCIATI

PERSONAL DATA

Born in Sassari on 5 June 1964
Residence: Via Principessa Iolanda 87, Sassari, Italy
Office: Via Paolo Galleri 3, Sassari, Italy
Telephone 079/281252
Fax 079/278106
E-mail sfadda@studiocaria.com – simonettafadda@pec.commercialisti.it
Skype address *simonettafadda*

QUALIFICATIONS

- secondary school diploma in accounting and business;
- degree in economy and commerce from Cagliari University. Thesis on financial statements analysis (supervisor Prof. Giovanni Melis);
- chartered accountant since 1992, qualification achieved at Cagliari University;
- registered in the Sassari register of chartered accountants and accounting consultants since 1992;
- honorary fellowship in General and Applied Accounting at the faculty of Economy and Commerce of Sassari University from academic year 1990/1991 to academic year 1994/1995 (Prof. Giovanni Melis; Prof. Aldo Pavan; Prof. Roberto Congiu);
- auditor (Official Gazette of 5 April 1996);

WORKING ACTIVITIES

Chartered accountant from 1992 to today.

- chairman of the board of statutory auditors and/or statutory auditor and auditor since 1995 in companies operating in the following fields: mass distribution; management of equity investments; automobiles; telecommunications; clothing; iron and steel; manufacturing of paper products; manufacturing of electrical products and of building material;
- auditor for public bodies (Municipality of Sennori) during the three year period 1997-1999;
- controlling activities on behalf of the Municipality of Sassari regarding the revision of tender contract prices (1998/1999);
- expert for the Court of Sassari;
- technical consultant in civil and criminal proceedings.

PROFESSIONAL ORGANISATION

- Since 1999 she has been an associate in a firm and is currently working in Sassari, Cagliari and Olbia.

The undersigned authorises the recipient of this document to process the herein contained data, pursuant to Italian Law no. 675/96 and also assumes full liability in relation to the above reported data.

Sassari, 3 December 2009

Simonetta Fadda

associated firm simone bagliani – giuseppe biondo
CHARTERED ACCOUNTANTS - AUDITORS

To
Luca Naccarato
Località Sa Illetta
S.S. 195, Km. 2.3
09122 – CAGLIARI

**CONFIRMATION OF CANDIDATURE FOR APPOINTMENT AS MEMBER OF
BOARD OF STATUTORY AUDITORS IN THE SHAREHOLDERS' MEETING
OF 20-21-22 DECEMBER 2009**

The undersigned Giuseppe Biondo, born in Cagliari on 27/09/1965, registered in the Cagliari Register of Chartered Accountants since 19/07/1995 and in the Register of Auditors former Italian Legislative Decree 88/92, Italian Ministerial Decree 07/06/1999, Official Gazette no. 50 *bis* of 25/06/1999, Italian citizen, tax code BND GPP 65P27 B354E,

whereas,

- o during the meeting of the Board of Directors of 12 November 2009 the chairman of the board of statutory auditors of Tiscali S.p.A., Aldo Pavan, resigned;
- o pursuant to article 144 *sexies* of the Consolidated Law on Finance and to article 18 of the articles of association of Tiscali Spa, the undersigned, in his capacity as deputy auditor of the minority list, has been called to replace the above resigning Chairman of the Board of Statutory Auditors and has accepted appointment up to the shareholders' meeting which shall integrate the board of statutory auditors by appointing the member of the board of statutory auditors no longer in office;
- o article 18 of the articles of association of Tiscali S.p.A., provides that the Shareholders' Meeting shall appoint the member of the board of statutory auditors no longer in office by means of majority vote choosing from among the candidates indicated on the list to which the Auditor to be replaced belonged and who have confirmed their candidature at least ten days before the date fixed for the Shareholders' Meeting;

given the above,

hereby confirms his candidature for the appointment of member of the Board of Statutory Auditors of Tiscali Spa, as per item 5 of the agenda of the notice of calling of the Shareholders' Meeting convened for 20 - 21 and 22 December, in first, second and third calling, respectively.

For this purpose, he attaches the declaration of inexistence of causes of ineligibility or incompatibility, as well as the existence of the requisites of respectability and professionalism prescribed for the office by the articles of association and by current legislation.

Cagliari, 30 November 2009.

In witness thereof
Giuseppe Biondo

**DECLARATION OF ELIGIBILITY
AND OF ACCEPTANCE OF THE OFFICE AS AUDITOR**

The undersigned Giuseppe Biondo, born in Cagliari on 27/09/1965, registered in the Cagliari Register of Chartered Accountants since 19/07/1995 and in the Register of Auditors former Italian Legislative Decree 88/92, Italian Ministerial Decree 07/06/1999, Official Gazette no. 50 *bis* of 25/06/1999, Italian citizen, tax code BNDGPP65P27B354E, indicated as a candidate for the office of statutory/deputy auditor of Tiscali SpA, with offices in Cagliari, Località Sa Illetta, S.S. 195, Km. 2.3, tax code 02375280928, under his own responsibility in accordance with and pursuant to law and in compliance with article 18 of the Articles of Association

HEREBY DECLARES AND INFORMS THE COMPANY AND THE SHAREHOLDERS

- that he confirms his candidature to cover the office of Auditor of the Company;
- that he confirms inexistence of causes of ineligibility or incompatibility as per articles 2399 of the Italian Civil Code and articles 148, subsection 3, and 148 *bis* of Italian Legislative Decree no. 58 of 24 February 1998, as amended by Italian Law no. 262 of 28 December 2005 or by other regulatory provisions applicable to the companies issuing shares listed in regulated markets;
- that he meets the requisites of respectability and professionalism prescribed by Italian Ministerial Decree no. 162 of 30 March 2000;
- that he does not hold office as Statutory Auditor in more than five listed companies, in accordance with the limit of offices laid down in article 18 of the Articles of Association;
- that up to the date of this declaration he holds the following management and control offices for other companies, pursuant to article 2400, last subsection, Italian Civil Code, as amended by Italian Law no. 262 of 28 December 2005:

Company	office	Tax code/Vat no.
Tiscali Italia Spa	S.A.	02508100928
Cres Fidi S.c.ar.l.	S.A.	01561310929
Shardna Spa	S.A.	02613400924
Consorzio St.u.d. a r.l.	S.A.	02614060925
Cons. Turistico Cagliari e la Prov. Intorno a r.l.	S.A.	02833930924
Consorzio Caseario del Gerrei a r.l.	L.C.	00145350922
Fase Uno Srl	C.B.A.	03085840928
Grim Group Srl	C.B.A.	02364690921
Vigilanza Sant'Elena Soc. Coop. a r.l.	A.	02324780929
Hydrocontrol Srl under liquidation	L.	01831720923

Key:

C.B.A.	=	Chairman of the Board of Statutory Auditors
S.A.	=	Statutory Auditor
L.C.	=	Liquidator Commissioner
A.	=	Sole Auditor
L.	=	Liquidator

- that he undertakes to promptly inform the Company and the Shareholders on any variation regarding the contents of this declaration.

The undersigned Giuseppe Biondo, born in Cagliari on 27/09/1965, residing in Cagliari, in Via G. Pontano 37, Cagliari, with offices in Via San Tommaso D'Aquino 18, Cagliari,

DECLARES

under his own responsibility, pursuant to current legislation on self-certification, that the information reported above is true and authorises processing of his personal data pursuant to Italian Law no. 675/1996, aimed at the fulfilment and implementation of this procedure.

Cagliari, 30 November 2009.

In witness thereof
Giuseppe Biondo

CURRICULUM VITAE

GIUSEPPE BIONDO

Name and Surname: Giuseppe Biondo
Place and date of birth: born in Cagliari on 27 September 1965
Citizenship: Italian
Residence: Via G. Pontano 37, Cagliari
Tax Code: BND GPP 65P27 B354E
Office: Piazza Deffenu 12, Cagliari
Telephone 070/662311 – Fax 070/651931
E-mail studioassociatobob@tiscali.it

EDUCATION

- Degree in Economy and Commerce from Cagliari University on 27 June 1990.

QUALIFICATIONS AND REGISTRATIONS

- 1995 – Registered in the Register of Chartered Accountants of the Courts of Cagliari, Lanusei and Oristano since 19 July 1995.
- 1995 - Registered in the Register of Technical Consultants of the Court of Cagliari.
- 1998 – Registered in the Chamber of Arbitration at the Chamber of Commerce of Cagliari.
- 1999 – Registered in the Register of Auditors pursuant to Italian Legislative Decree no. 88 of 27 January 1992 and Italian Presidential Decree no. 474 of 20 November 1992 (with Italian Ministerial Decree of 7 June 1999, in the Official Gazette no. 50 of 25 June 1999).

PROFESSIONAL EXPERIENCE

He has worked as freelance chartered accountant since 1995, dealing mainly with:

- consultancy regarding fiscal, tax and corporate matters, fiscal litigation, data elaboration, and financial statement auditing and analysis;
- assistance in the preparation of funding documentation for community, national and regional legislation;
- accounting for Public Bodies;
- company surveys and evaluations;
- compulsory administrative liquidation of cooperative companies;

- preparation of marketing plans for the agro-food sector.
- From 1996 – 2001: collaboration as fiscal and tax consultant with the services company Promo.sar S.r.l., a subsidiary of Confesercenti Regionale della Sardegna.
- From 1997 he has worked as auditor.
He is currently a member, as statutory auditor, of the following boards of statutory auditors:
 - Tiscali S.r.l. (internet and telephone services);
 - C.R.E.S.-Fidi S.c.a r.l. (Credit Line Consortium);
 - Shardna S.p.a. (genetics);
 - Consorzio S.T.U.D. a r.l. (long-distance university)
 - Consorzio Cagliari e la Provincia Intorno.

“The undersigned Giuseppe Biondo, born in Cagliari on 27/09/1965, residing in Via G. Pontano 37, Cagliari, with offices in Piazza Deffenu 12, Cagliari

DECLARES

under his own responsibility, pursuant to current legislation on self-certification, that the information reported above is true and authorises processing of his personal data pursuant to Italian Law no. 675/1996, aimed at the fulfilment and implementation of this procedure”.

Giuseppe Biondo