

**Poste Italiane S.p.A.**

**Registered office: Viale Europa, 190 - Rome**

**Share capital: €1,306,110,000.00, fully paid up**

**Registered in Rome**

**REA 842633 – VAT no. 01114601006 – Tax Code 97103880585**

**Minutes of the Annual General Meeting**

The previously adjourned Annual General Meeting of shareholders (hereinafter “AGM”) resumed at 4.15pm on 15 June 2010 at the offices of Poste Italiane SpA, located on the sixth floor of Via dei Crociferi, 23, to deliberate and vote on the following \_\_\_\_\_

**AGENDA:**

1. The financial statements for the year ended 31 December 2009, the reports of the Directors, the Board of Statutory Auditors and the Independent Auditors: related and resulting resolutions; \_\_\_\_\_
2. The election of Statutory Auditors; \_\_\_\_\_
3. The election of the Chairman of the Board of Statutory Auditors; \_\_\_\_\_
4. Determination of the fees to be paid to the Chairman of the Board of Statutory Auditors and Statutory Auditors; \_\_\_\_\_
5. Appointment of Independent Auditors. \_\_\_\_\_

The Chairman of the Board of Directors, Giovanni Ialongo, took the chair pursuant to art. 9 of the Articles of Association. He announced that notice of the AGM had been published on page 27 of the Second Part no. 38 of the Announcements section of the Official Gazette on 30 March 2010. \_\_\_\_\_

The Chairman acknowledged that: \_\_\_\_\_

- the AGM, meeting in second call on 26 April 2010, had voted “*to adjourn the meeting until 3.00pm on 4 May of this year, at the same place, to enable further examination of the matters on the Agenda to be discussed and deliberated on*”, as recorded in the minutes of that meeting; \_\_\_\_\_

- the AGM, meeting on 4 May 2010, had voted on items 2, 3, 4 and 5 on the **Agenda**; \_\_\_\_\_

- the AGM, in the same meeting of 4 May 2010, with regard to the first item on the Agenda, voted “*to approve the Board of Directors’ proposal to approve Poste Italiane SpA’s financial statements for the year ended 31 December 2009 and to adjourn the AGM until 10.30am on 19 May of this year, at the same place, in order to deliberate on the appropriation of profit for the year, given the need for further examination*”; \_\_\_\_\_

- the AGM, meeting on 19 May 2010, voted “*to adjourn the meeting until 3.30pm on 31 May of this year, at the same place, in order to deliberate on the appropriation of profit for the year, given the need for further examination*”. \_\_\_\_\_

- the AGM, meeting on 31 May 2010, voted “*to adjourn the meeting until 4.00pm on 15 June of this year, at the same place, in order to deliberate on the appropriation of profit for the year, given the need for further examination*”. \_\_\_\_\_

The Chairman acknowledged that, in addition to himself, the following members of the Board of Directors were present: \_\_\_\_\_

Massimo Sarmi, Chief Executive Officer; \_\_\_\_\_

Roberto Colombo, Director; \_\_\_\_\_

Mauro Michielon, Director. \_\_\_\_\_

that the following members of the Board of Statutory Auditors were present: \_\_\_\_\_

Silvana Amadori, Chairwoman, by teleconference at number 064818055; \_\_\_\_\_

Ernesto Calaprince by teleconferenze at number 3357874176. \_\_\_\_\_

The standing Statutory Auditor, Francesco Ruscigno, was absent with leave. \_\_\_\_\_

Having verified the identity and right to attend of those present, examined the certificates produced and verified the validity of the proxies appointed in accordance with the legislation in force, the Chairman announced that the following shareholders were represented at the AGM: \_\_\_\_\_

\* the "Ministry of the Economy and Finance" (hereinafter "MEF"), registered office at via XX Settembre 97 - Rome, Tax Code 80226750588, the holder of 848,971,500 (eight hundred and forty-eight million, nine hundred and seventy-one thousand, five hundred) ordinary shares, in the person of Olga Cuccurullo \_\_\_\_\_

\* "Cassa Depositi e Prestiti Società per Azioni", registered office at via Goito 4 - Rome, Tax Code 80199230584, the holder of 457,138,500 (four hundred and fifty-seven million, one hundred and thirty-eight thousand, five hundred) ordinary shares, in the person of Anna Molinotti. \_\_\_\_\_

The Chairman acknowledged that the entire share capital was represented and that the AGM held in second call was quorate and therefore able to deliberate on the part relating to the appropriation of profit for the year. \_\_\_\_\_

The AGM elected Michele Scarpelli, the Head of the Company's Corporate Affairs, who was present and accepted, to act as Secretary and take the minutes. \_\_\_\_\_

The Chairman reminded the AGM that, with regard to the appropriation of profit for the year, the Board of Directors had put forward the following proposal in the financial statements: \_\_\_\_\_

“to allocate profit for the year of 736,660,139 euros as follows: \_\_\_\_\_

- a) 38,640,018 euros to the legal reserve; \_\_\_\_\_
- b) the remaining amount in accordance with the resolutions to be passed by the General Meeting, giving due consideration to the level of working capital represented by amounts due from the Government and the Company's capital requirements, and taking account of growth in the Group's financial and insurance services." \_\_\_\_\_

The representative of the MEF, Olga Cuccurullo, asked to speak in order to propose approval of the Board of Directors' proposal and to appropriate profit for the year as follows: \_\_\_\_\_

- a) 38,640,018 euros to the legal reserve; \_\_\_\_\_
- b) 198,020,121 euros to retained earnings; \_\_\_\_\_
- c) 500,000,000 euros in the form of dividends to be paid in accordance with the procedures and timing to be announced by the MEF. \_\_\_\_\_

The representative of the Cassa Depositi e Prestiti SpA, Anna Molinotti, asked to speak in order to propose approval of the Board of Directors' proposal and to appropriate profit for the year in accordance with the above terms and procedures. \_\_\_\_

The Chairman brought the discussion to a close and put the Board of Directors' proposal regarding the part of item one on the Agenda relating to the appropriation of profit for the year to the vote, as proposed by the shareholders. \_\_\_\_\_

By a unanimous show of hands, the AGM voted to approve the Board of Directors' proposal and the appropriation of profit for the year. \_\_\_\_\_

There being no other business and none of those present having asked to speak, the Chairman declared the meeting closed at 4.35pm. \_\_\_\_\_

The Chairman

The Secretary  
(Michele Scarpelli)

(Giovanni Ialongo)