

REPORT OF THE BOARD OF DIRECTORS ON THE FIFTH ITEM ON THE AGENDA

Election of the members of the Board of Directors.

Dear Shareholders,

You are requested to elect the members of the Board of Directors.

The members of the Board of Directors are elected by a Shareholders' Meeting – pursuant to article 14.4 of the corporate bylaws – on the basis of slates filed by the Shareholders, on which the candidates must be numbered progressively.

With regard to the procedures and deadlines for the preparation, filing, and publication of the slates by the Shareholders, you are reminded that pursuant to the applicable law and article 14.4 of the corporate bylaws:

- a) Shareholders must submit the slates, together with the required documentation, to the Company no later than twenty-five days before the date set for the Shareholder's Meeting convened for the election of the members of the Board of Directors; however, considering that such term would end on a non-working day (*i.e.* April 2, 2017), it will be postponed to the day after, with deadline on April 3, 2017. The slates shall be filed as follows: (i) through delivery by hand of the documentation to Poste Italiane S.p.A.'s Legal and Corporate Affairs/Corporate Affairs Function (at Via dei Crociferi n. 23 - 00187 Rome, from Monday to Friday from 10 a.m. to 5 p.m.), or (ii) by email to certified address affari.societari@pec.posteitaliane.it, or (iii) via fax to +39 06 59585733. Information on the identity of the persons filing the slates shall be submitted together with such slates. The slates must be made available to the public by the Company at the Company's registered office and on the Company's website at least twenty-one days before the date set for the Shareholders' Meeting (*i.e.* by April 6, 2017);
- b) each Shareholder may submit, or participate in submitting, only one slate and each candidate may be enlisted in only one slate under penalty of ineligibility;
- c) only those Shareholders who, alone or together with other Shareholders, own the minimum percentage of the share capital of the Company set by Consob with

regulation (which is currently equal to at least the 1% of the share capital) are entitled to submit slates;

- d) the ownership of the minimum percentage of the share capital of the Company required to submit the slates is determined according to the shares that are registered in the name of the shareholder on the date on which the slates are filed with the Company. The relevant certificate, issued by an authorized intermediary, may also be provided after the filing of the slates but, in any case, no later than twenty-one days before the date of the Meeting (*i.e.* by April 6, 2017);
- e) the declarations of the individual candidates under which they accept their candidacy and certify, under their own responsibility, the absence of any cause of ineligibility e incompatibility, as well as their satisfaction of the requirements for their respective offices specified by the law and regulations in force, by the Bank of Italy's Supervisory Regulations applicable to Poste Italiane and by the corporate bylaws, must be filed with the Company together with each slate and the documentation required pursuant Article 144-*octies*, paragraph 1, letter b), of Consob regulation No. 11971 of May 14, 1999, by the same deadline specified above for filing the slates (and therefore by April 3, 2017). In this respect, please note that:
- pursuant to Article 147-*quinquies* of Legislative Decree No. 58 of February 24, 1998 (the "Consolidated Law on Finance") directors of listed companies shall possess the integrity requisites established for the statutory auditors of listed companies, which are currently defined by article 2 of Decree No. 162 of March 30, 2000 of the Ministry of Justice;
 - in addition to the above, the candidates to the office of director must possess the requirements of integrity, including the absence of causes of ineligibility or forfeiture, pursuant to Article 14.3 of the corporate bylaws, as well as the additional requisites specified in the law and regulations in force, in the Bank of Italy's Supervisory Regulations applicable to Poste Italiane and in the corporate bylaws;
 - pursuant to the provisions of article 14.4, seventh paragraph, of the corporate bylaws, each slate must include at least two candidates possessing the requirements of independence established by the law (that is to say, the

requirements of independence that apply to the statutory auditors of listed companies, which are defined by article 148, paragraph 3, of the Consolidated Law on Finance), distinctly mentioning such candidates and listing one of them first on the slate;

- the comment on article 5 of the Corporate Governance Code for listed companies recommends that the slates for the election to the Board of Directors be accompanied by a declaration of the candidates on their eligibility, if any, to be qualified as independent pursuant to article 3 of the same Code, without prejudice to the responsibility of the Board of Directors to evaluate the independence of its members;
- pursuant to the provisions of article 14.4, eight paragraph, of the corporate bylaws, the slates which contain a number of candidates equal to or above three shall also include at least one candidate belonging to the less represented gender, to be placed in one of the first two positions of the slate (as stated under the notice of this Meeting), in order to ensure that the composition of the Board of Directors be compliant with the applicable laws on gender balance. As this is the law's second time implementation, at least one third of the candidates of the less-represented gender shall be represented in the Board of Directors (rounded, in the case of a fractional number, to the higher unit);
- with Communication No. DEM/9017893 of February 26, 2009, Consob recommended to those shareholders who present a minority slate for the election of the Board of Directors to file, together with the slate, a statement *"in which it is certified the absence of relationships of affiliation, also indirectly, as provided in Articles 147-ter, paragraph 3, of the Consolidated Law on Finance and in Article 144-quinquies of Consob Resolution No. 11971 of May 14, 1999, with those shareholders who own, also on a jointly basis, a controlling or a relative majority stake, where they can be identified on the basis of the filings of the relevant shareholdings required by Article 120 of the Consolidated Law on Finance or on the basis of the publication of the shareholders' agreements under Article 122 of the same Law"*, specifying the significant relationships, if any, with those shareholders who control

or own a relative majority stake in the Company as well as on which grounds such relationships have not been considered significant for the existence of the mentioned relationships of affiliation.

In this respect, please note that, on the basis of the communications made pursuant to Article 120 of the Consolidated Law on Finance and of the shareholders' ledger, the Company results to be subject to the *de jure* control of the Ministry of Economy and Finance (the "Ministry"), which owns (i) directly, a shareholding equal to the 29.26% of the share capital, and (ii) indirectly, through Cassa depositi e prestiti S.p.A. (controlled in turn by the same Ministry), a shareholding equal to the 35% of the share capital. However, the Ministry is not in any way involved in managing and coordinating Poste Italiane, because the Company makes its management decisions completely autonomously, with due regard for the authority of its corporate bodies. This is confirmed by article 19, paragraph 6 of Decree Law n. 78/2009 (subsequently converted into Law n. 102/2009), which clarified that the rules contained in the Italian Civil Code regarding the management and coordination of companies do not apply to the Italian government;

- in compliance with the recommendations under Article 1.C.3 of the Corporate Governance Code for listed companies, the Board of Directors adopted a specific policy regarding the maximum number of offices that its members may hold in the boards of directors or of statutory auditors of other companies of significant size in order to ensure that the persons concerned have sufficient time to effectively perform the role they have in the Board of Directors of Poste Italiane S.p.A.; the document containing this policy can be consulted on the Company's website (www.posteitaliane.it).

With regard to the preparation of the slates, please note that, in the event Directors leave their office before the end of their term, Article 14.5 of the corporate bylaws provides for a mechanism of mandatory cooptation, according to which, whenever possible, such Directors are to be replaced by candidates from the same slate who of the Directors who have left their office. In any case, in replacing Directors who leave their offices vacant, the Board of Directors shall ensure the presence of the necessary number of Directors

possessing the requirements of independence established by the law, and the compliance with the applicable laws on gender balance.

With regard to the mechanism for appointing the Directors elected by a slate vote, Article 14.4 of the corporate bylaws provides:

- that each person entitled to vote may vote for only one slate at the Shareholders' Meeting;
- that three-quarters of the Directors to be elected (rounding down any fraction to the unit) shall be drawn from the slate that has obtained the most votes cast, in the order in which they are listed on the slate;
- that the remaining Directors shall be drawn from the other slates, applying to this end the specific rules stated under letter b) of the aforesaid Article 14.4 of the corporate bylaws;
- that for the purposes of identifying the Directors to be elected, candidates listed on the slates that have received a number of votes amounting to less than half of the percentage required for presenting the aforesaid slates are not taken into account;
- in the event that the minimum number of independent Directors and/or Directors belonging to the less represented gender are not elected, the Directors of the most voted for slate with the highest progressive number and without the prerequisites in question will be replaced by the next candidates meeting the prerequisite or the prerequisites required drawn from the same slate. When even when applying this criterion it is not possible to identify the Directors meeting the prerequisites, the criterion of replacement indicated will apply to the minority slates most voted for from which were drawn the elected candidates; where even when applying the criteria of replacement provided for herein suitable replacements are not identified, the meeting will resolve with a simple majority. In this case the replacements will be carried out starting with the slates most voted for and by the candidates with the highest progressive number.

You are reminded that Article 147-ter, paragraph 3, of the Consolidated Law on Finance requires that at least one of the members of the Board of Directors is drawn from the minority slate that receives the most votes and is not in any way connected, even

indirectly, with the Shareholders who presented or voted for the slate that was first in terms of the number of votes received.

With regard to the foregoing, the Shareholders are encouraged to vote at the Shareholders' Meeting for one of the slates of candidates for the office of Director prepared, filed, and published in accordance with the provisions discussed above.

If no slate of candidates for the office of Director are presented, pursuant to Article 14.4, letter f) of the corporate bylaws, the Shareholders' Meeting shall resolve according to the majorities provided for by the law, so as to ensure in any case the presence of the necessary number of Directors possessing the requirements of independence and ensure the compliance with gender balance applicable laws.