

**REPORT OF THE BOARD OF DIRECTORS ON THE NINTH ITEM ON THE AGENDA****Short-term incentive plan 2017, based upon financial instruments, addressed to the material Risk Takers of BancoPosta's Ring-Fenced Capital.**

Dear Shareholders,

You have been convened to discuss and resolve – in accordance with article 114-*bis*, paragraph 1, of Legislative Decree n. 58 of February 24, 1998 – with regard to the approval of the short-term incentive plan 2017, based upon financial instruments, addressed to the key personnel (or “material risk takers”) of BancoPosta's Ring-Fenced Capital (the “2017 Plan”), which was finalized by the Board of Directors upon proposal by the Remuneration Committee.

We note that, although the 2017 Plan does not provide for the award of Poste Italiane S.p.A. shares to the participants, it includes a short-term variable incentive mechanism for key employees of BancoPosta's Ring-Fenced Capital, with the award of 50% of such incentive in the form of phantom stocks (i.e., units tied to the value of Poste Italiane S.p.A. shares).

Specifically, in the event the goals for 2017 – of the Group, of BancoPosta's Ring-Fenced Capital, and individual – on which payment of the variable incentive to the Participants depends are achieved, the total amount of the short-term variable component to which each Participant is entitled will be determined, with the consequent establishment of the quantity of phantom stocks – amounting, as stated above, to 50% of the variable component – that is due each Participant.

The mechanism for converting the phantom stocks into a monetary bonus will be based on the average market value recorded by Poste Italiane S.p.A. shares during the thirty days with the stock exchange open preceding the award of the phantom stocks themselves.

For the aforesaid reasons, the 2017 Plan may therefore be called a “compensation plan based on financial instruments” pursuant to article 114-*bis*, paragraph 1, of Legislative Decree n. 58 of February 24, 1998.

In accordance with the provisions of article 84-*bis*, paragraph 1, of Consob Resolution n. 11971 of May 14, 1999, the features of the 2017 Plan are described in detail in a special informative document – to which we refer you – made available to the public at the same time as the present report.

All the above being understood, we submit for your approval the following

### **Proposal**

Having examined the explanatory report of the Board of Directors and the informative document on the 2017 Plan prepared pursuant to article 84-*bis*, paragraph 1, of Consob Resolution n. 11971 of May 14, 1999, the Annual General Meeting of Poste Italiane S.p.A.

### **resolves:**

1. to approve the short-term incentive plan for 2017 based upon financial instruments and reserved for key employees (or “material risk takers”) of BancoPosta’s Ring-Fenced Capital, whose features are described in the informative document – prepared pursuant to article 84-*bis*, paragraph 1, of Consob Resolution n. 11971 of May 14, 1999 and made available to the public at the Company’s registered office, on the authorized storage mechanism “eMarket STORAGE” ([www.emarketstorage.com](http://www.emarketstorage.com)), and on the Company’s website
2. to vest the Board of Directors, which may sub-delegate, with all the powers necessary to concretely implement the 2017 short-term incentive plan, to be exercised in accordance with the indications in the related informative document. To this end, the Board of Directors may – by way of example and not exhaustively – see to the execution of the 2017 Plan, as well as the approval of the regulations for carrying out the Plan.