

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

Report on remuneration.

Dear Shareholders,

The Report on Remuneration was prepared in accordance with the provisions of article 123-ter of Legislative Decree n. 58 of February 24, 1998 and article 84-*quater* of Consob Resolution n. 11971 of May 14, 1999.

According to the provisions of the sixth paragraph of article 123-ter of Legislative Decree n. 58 of February 24, 1998, a Shareholders' Meeting must resolve in favor of or against the first section of the Report on Remuneration, which explains the Company's policy regarding the remuneration and incentive plans for members of the board of directors and other executives who have strategic responsibilities, as well as the procedures used for the adoption and implementation of such policy. The resolution is not binding.

On the other hand, for the remuneration and incentive plans for personnel under BancoPosta's Ring-Fenced Capital – described in a document attached to Poste Italiane's Report on Remuneration prepared pursuant to the Bank of Italy's Circular n. 285, First Part, Title IV, Chapter 2 of December 17, 2013, as well as the EBA guidelines and EBA Regulatory Technical Standard (RTS) in force – the resolution of the Shareholders' Meeting will be binding. It should also be noted that, following the inspection carried out on compliance of the practices with respect to the remuneration and incentives policy for personnel of BancoPosta's Ring-Fenced Capital in force in 2016, a general satisfactory level was found also taking into account the developments brought up by the new guiding lines.

Together with the attachment regarding the guidelines on the remuneration policies and incentive programs of BancoPosta's Ring-Fenced Capital, the Report on Remuneration is contained in a document – to which we refer you – made available at the same time as the present report.

In light of the foregoing, we submit for your approval the following

Proposal

The present Shareholders' Meeting of Poste Italiane S.p.A. resolves in favor of the first section of the Report on Remuneration, which explains the Company's policy regarding the remuneration and incentive plans for members of the board of directors and other executives with strategic responsibilities, as well as the procedures used for the adoption and implementation of such policy.

The present Shareholders' Meeting also approves the guidelines on the policies of remuneration and incentive plans of BancoPosta's Ring-Fenced Capital, which are attached to the Report on Remuneration.