

Orientations from the Board of Directors of Poste Italiane S.p.A. to the Shareholders on the size and composition of the new Board of Directors

Considering that, with the approval of the financial statements for FY 2016, the Board of Directors of Poste Italiane terminates its mandate, the Board itself, in compliance with the recommendations made in Art. 1.C.1, letter h) of the Governance Code for listed companies and with the Supervisory Provisions of the Bank of Italy applicable to Poste Italiane, having heard the opinion of the Appointments Committee and considered the outcome of the Board Review, has some observations to make to the Shareholders on the size of the new Board of Directors and on the professional profiles that it is advisable to have represented in the Board, in view of the presentation of the lists at the Shareholders' General Meeting scheduled for 27 April 2017.

Size

According to the provisions laid down in Art. 14.1 of the current By-Laws, the Company is managed by a Board of Directors consisting of a number of members not less than five and not more than nine, leaving it to the freedom of the General Meeting to determine the number within that range. The Board of Directors, following up on the evaluations issued from the 2016 Board Review, considers the current number of nine directors to be adequate and consequently hopes to maintain the current size and composition of the Board.

The Board Members

With no prejudice for the integrity and professional requirements provided for by law, by the applicable regulatory provisions and by the Supervisory Provisions applicable to Poste Italiane, the 2016 Board Review – among other things – singled out a mix of professional and managerial competences that the whole Board of Directors should possess in order to be consistent with the Company's management needs. The Board Members' current mix of competences which, at present, is highly diversified, is considered to be in line with the needs of the Group.

In its current configuration, the Board is the result of several adjustments made during the term of office. Considering that such an articulate and complex group needs an adequate timeframe of knowledge and experience, it is hoped that the Board mainly maintain its composition as it is, with the aim of giving continuity to the ongoing transformation process.

In consideration of the foregoing, of the Company's identity and of the heterogeneity of the sectors in which it operates, and also considering that the average term in office of the Board Members is less than three years and that the business plan is targeted to 2020, should the shareholders, in renewing the Board Members, deem it advisable to attribute greater importance to specific fields of competence, it would be opportune to give priority to the area of operations with a special expertise in IT.

Independence and gender

With reference to the independence prerequisites, the composition of the Board of Directors must comply with the provisions of the Corporate Governance Code (which prescribes for issuers belonging to the FTSE MIB that at least a third of the Board Members be independent) and with the conditions set forth in the Supervisory Provisions of the Bank of Italy, which provide that at least one quarter of the Board Members satisfy the independence prerequisite.

In respect of the gender prerequisite, it is necessary to comply with legal provisions according to which at least one third of the Board Members must belong to the gender that is less represented, as is the case in the present configuration of the Board.

In consideration of the foregoing, the Board of Directors, also following up on the evaluations issued from the Board Review, deems the current composition of the Board and the balancing out of the different components (Executives, Independent non-Executives) to be appropriate.

Engagement

It would be advisable for the Shareholders to evaluate the time availability that the candidates can dedicate to the office of Board Member in order to assure an appropriate participation and preparation for Board and Committee meetings.

Lastly, with respect to the maximum number of management and control assignments considered to be compatible with the efficient performance of the mandate of Company Director, reference is made to the orientation adopted by the Board of Directors in the meeting of 10 September 2015. This orientation lays down that, pursuant to specific provisions, the Company's Directors must accept the mandate and maintain it for as long as they think that they can dedicate it the necessary time to assure an effective performance of their tasks, in consideration both of the number and nature of the offices held in the administration and control bodies of other companies of relevant dimensions and of their engagement in other professional activities and in other offices held in non-profit organisations.