

# NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 29.5.2018

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Poste Italiane S.p.A.

Registered office in Rome - Viale Europa, n. 190

Share capital € 1,306,110,000.00 fully paid in

Taxpayer's Identification and Rome Company Register n. 97103880585

R.E.A. of Rom n. 842633

V.A.T. Registration n. 01114601006

## ***Notice of ordinary and extraordinary Shareholders' Meeting***

An ordinary and extraordinary Shareholders' Meeting will be held on single call on 29 May 2018 at 2 p.m. in Rome, at the "Sala Auditorium Capitalis" of the Palazzo dei Congressi, Viale della Pittura n. 50, to discuss and resolve on the following

### **Agenda**

#### **Ordinary session:**

1. Poste Italiane S.p.A. Financial Statements for the year ended 31 December 2017. Reports of the Board of Directors, the Board of Statutory Auditors, and the Audit Firm. Related resolutions. Presentation of the consolidated financial statements for the year ended 31 December 2017.
2. Allocation of net income for the year.
3. Remuneration report.
4. Equity-based incentive plan, addressed to the material Risk Takers of BancoPosta's Ring-Fenced Capital.
5. Authorization for the acquisition and the disposal of own shares. Related resolutions.
6. Additional fees regarding the external audit assignment related to the Poste Italiane S.p.A. Financial Statements and the consolidated financial statements for each fiscal year of the three-years period 2017-2019 pursuant to articles 13, 14, and 16 of Legislative Decree n. 39/2010.

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## **Extraordinary session:**

1. Change to the Ring-Fenced Capital named "BancoPosta" (BancoPosta's Ring-Fenced Capital) following the removal of the limitation of purpose with respect to (i) the activities, assets and legally binding agreements constituting the monetics and payment services business branch, as well as (ii) all of the legal relations inherent to back office and anti-money laundering activities. Consequent change to the BancoPosta's Ring-Fenced Capital Regulations. Further changes to the BancoPosta's Ring-Fenced Capital Regulations relevant to the rules for the management and control of the BancoPosta's Ring-Fenced Capital. Consequent and inherent resolutions.
2. Contribution of new capital instruments by Poste Italiane S.p.A. to BancoPosta's Ring-Fenced Capital in order to rebalance the leverage ratio. Inherent and consequent resolutions.

## INFORMATION ON THE SHARE CAPITAL

As of the date of the present notice, the share capital of Poste Italiane S.p.A. amounts to € 1,306,110,000.00, fully paid in, divided into 1,306,110,000 ordinary shares without par value.

## ENTITLEMENT TO ATTEND AND TO VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to article 83-*sexies* of Legislative Decree n. 58 of February 24, 1998 (hereinafter, for the sake of brevity, "Consolidated Law on Finance") and article 10.1 of the corporate bylaws, shareholders are entitled to attend and to vote at the Shareholders' Meeting if the Company has received a special notice from an authorized intermediary based on the accounting records at the end of the seventh trading day preceding the date of the Shareholders' Meeting (i.e., **18 May 2018**, so called record date). Credit and debit entries recorded on the accounts subsequently to such date do not count for the purpose of entitlement to vote at the Shareholders' Meeting.

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The intermediary's notice must be received by Poste Italiane S.p.A. by the end of the third trading day preceding the date set for the Shareholders' Meeting (i.e., by **24 May 2018**), without prejudice to the right to attend and to vote in the event the Company receives the notice after the aforesaid deadline, provided it is received before the Shareholders' Meeting begins.

## REPRESENTATION AT THE SHAREHOLDERS' MEETING

### **Ordinary proxy**

Those entitled to vote may be represented at the Shareholders' Meeting pursuant to the law through a proxy granted in writing or via an electronic document pursuant to article 21, paragraph 2 of Legislative Decree n. 82 of 7 March 2005. For this purpose, the proxy form found in the section of the Company's website ([www.posteitaliane.it](http://www.posteitaliane.it)) dedicated to the present Shareholders' Meeting may be used. The proxy may be sent to the Company by ordinary mail (addressed to: Poste Italiane S.p.A. – *Corporate Affairs/Affari Societari* – Viale Europa n. 175 – 00144 Rome, Italy – Ref. "Voting proxy"), or by email to the certified address [affari.societari@pec.posteitaliane.it](mailto:affari.societari@pec.posteitaliane.it), or via fax to +39 06 59585733. Pursuant to article 11.1 of the corporate bylaws, the proxy may also be notified to the Company electronically up to the beginning of the Shareholders' Meeting by using the aforesaid section of the Poste Italiane website dedicated to the present Shareholders' Meeting. Instead of the original, the representative may deliver or transmit to the Company a copy of the proxy, even electronically, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the delegator.

### **Proxy to the representative appointed by the Company**

The proxy may also be granted, without charge for the delegator (except for any shipping costs), to Società per Amministrazioni Fiduciarie Spafid S.p.A. ("SPAFID S.p.A."), whose registered office is in Milan, the representative appointed by the Company for this purpose

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pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the corporate bylaws.

In this regard, shareholders may use the specific form available, together with the related instructions for filling it out and sending it, in the section of the Company's website [www.posteitaliane.it](http://www.posteitaliane.it) dedicated to the present Shareholders' Meeting, as well as at its registered office.

The proxy to the appointed representative must contain voting instructions regarding all or some of the items on the agenda, and may be delivered by hand, during office hours (from 9 am to 5 pm), or sent by registered mail with notification of receipt, or sent by courier, to the aforesaid representative by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. **25 May 2018**) at the following address: SPAFID S.p.A. (Ref. "Proxy Poste Italiane S.p.A. Shareholders' Meeting 2018"), Foro Buonaparte n. 10, 20121 Milan, Italy. Without prejudice to sending the original proxy, complete with voting instructions, the same may also be sent to SPAFID S.p.A., even electronically, at its certified mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). Sending the proxy signed with an electronic signature, pursuant to the regulations in force, to the aforesaid certified email address satisfies the in-writing requirement.

The proxy and the instructions may be revoked by the aforesaid deadline in the ways specified above. The proxy has effect only for the proposals regarding which voting instructions have been given. The shares for which the proxy, even if partial, was conferred are counted for the purposes of the quorum required for the Shareholders' Meeting. With regard to the proposals for which voting instructions have not been given, the shares are not counted for the purposes of calculating the majority and the percentage of capital required for the approval of the resolutions.

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### ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS

Pursuant to article 126-*bis* of the Consolidate Law on Finance, shareholders representing, even jointly, at least 2.5% of the share capital may request – in writing and within ten days from the publication of the present notice, i.e. by **7 May 2018** – additions to the list of items on the agenda, specifying in their request the additional matters they propose, or present proposals for resolutions on matters already on the agenda of the Shareholders' Meeting (it being understood in the latter regard that whoever is entitled to vote may, in any case, individually present proposals for resolutions at the Shareholders' Meeting). Additions to the agenda are not admitted with regard to matters on which Shareholders' Meetings resolve, according to the law, on proposals of the Board of Directors or on the basis of a project or a report prepared by them other than those specified in article 125-*ter*, paragraph 1, of the Consolidated Law on Finance. Pursuant to the regulations in force, shareholders are entitled to request additions to the agenda or to present proposals for resolutions if the Company has received a special notice from an authorized intermediary certifying their possession of the equity interest required. For further information on the right to request additions to the agenda and to present proposals for resolutions, as well as on the related procedures for exercising such right, see the section of the Company's website dedicated to the present Shareholders' Meeting.

### THE RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to article 127-*ter* of the Consolidated Law on Finance, questions regarding the items on the agenda may also be asked before the Shareholders' Meeting by shareholders who are entitled to vote and on behalf of whom the Company has received a special notice from an authorized intermediary pursuant to the regulations in force. The questions of those who intend to avail themselves of such right must be received by the Company no later than three days before the date of the Shareholders' Meeting (i.e., by **26 May 2018**). The questions received before the Shareholders' Meeting will be answered at latest during

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the Meeting itself, according to the procedures established at that time. For further information on the right to ask questions before the Shareholders' Meeting and on the procedures for exercising such right, see the section of the Company's website dedicated to the present Shareholders' Meeting.

### DOCUMENTATION

The documentation concerning the items on the agenda provided for by the law and regulations – including, among other things, the reports on the matters on the agenda and the related resolutions proposed, as well as the annual financial report – will be made available to the public, within the time limits provided for by the law, at the Company's registered office, in the section of its website ([www.posteitaliane.it](http://www.posteitaliane.it)) dedicated to the present Shareholders' Meeting, and at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)). The Shareholders and, if not the same, the persons entitled to attend the Shareholders' Meeting have a right to request a copy of it.

For detailed information on how and when the documentation regarding the Shareholders' Meeting will be published, you can consult the section of the Company's website dedicated to the present Shareholders' Meeting.

### OTHER INFORMATION

The resolutions on the agenda do not entitle to the right of withdrawal.

To facilitate the verification of their entitlement to attend the Shareholders' Meeting, those with the right to vote may send the documentation confirming such entitlement to the Company by ordinary mail (to Poste Italiane S.p.A. – *Corporate Affairs/Affari Societari* – Viale Europa n. 175 – 00144 Rome, Italy – Ref. "Entitlement to attend Shareholders' Meeting") or via fax to +39 06 59585733 at least three trading days before the date set for the Shareholders' Meeting (i.e. **24 May 2018**).

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Experts, financial analysts, journalists and other individuals who intend to attend the Shareholders' Meeting must submit their request to the Company by ordinary mail (to Poste Italiane S.p.A. – *Corporate Affairs/Affari Societari* – Viale Europa n. 175 – 00144 Rome, Italy – Ref. “Request to attend Shareholders' Meeting”) or via fax to +39 06 59585733 at least three trading days before the date set for the Shareholders' Meeting (i.e. **24 May 2018**).

It will not be possible to participate in the Shareholders' Meeting by electronic means. Those entitled to attend the Shareholders' Meeting are requested to come earlier than the time of call to facilitate the registration process, which will begin at 12 noon.

An assistance service is available for further information regarding the Shareholders' Meeting at the following numbers: telephone +39 02 80687219 (on week days, in office hours) – fax +39 02 875317.

The Chairman of the Board of Directors  
Maria Bianca Farina