

REPORT OF THE BOARD OF DIRECTORS ON THE THIRD ITEM ON THE AGENDA OF THE ORDINARY MEETING

Remuneration Report.

Dear Shareholders,

The Remuneration Report 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 Section I of the Remuneration Report, 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 Remuneration Report 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 2017, a general level of adequacy was found. Together with the attachment regarding the guidelines on the remuneration policies and incentive programs of BancoPosta's Ring-Fenced Capital, the Remuneration Report 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 Section I of the Remuneration Report, 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 Remuneration Report.