

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

Authorization for the acquisition and the disposal of own shares. Related resolutions.

Dear Shareholders,

You have been convened to discuss and resolve upon granting the Board of Directors with an authorization for the acquisition and the disposal of own shares of the Company, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, for the purposes and in accordance with the terms and modalities described below.

1. Reasons for the authorization request

The request for authorization is aimed at granting the Board of Directors with the right to purchase and dispose of own shares of the Company, in compliance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time, for the following purposes:

- a) to offer to Shareholders an additional tool for monetizing their investment;
- b) to fulfil the obligations arising from any equity plans for Directors or employees of Poste Italiane S.p.A. (“Poste Italiane”) or of its subsidiaries or affiliates;
- c) to set up a share portfolio to serve extraordinary financial transactions or for other purposes deemed to be in the financial, business and/or strategic interest of Poste Italiane;
- d) to support the market liquidity of Poste Italiane’s stock, in order to facilitate the regular execution of trading and to avoid irregular price fluctuations, as well as to regularize the trend of negotiations and quotations against temporary distortions due to volatility excess or low trading liquidity;
- e) to optimize the Group capital structure.

2. Maximum number of shares to which the authorization refers

It is hereby proposed that the Shareholders' Meeting authorizes the acquisition of own shares, in more instalments, up to a maximum amount of 500 million euros and to a maximum number of 65.3 million Poste Italiane ordinary shares, representing approximately the 5% of the Company's share capital, which is currently divided into no. 1,306,110,000 ordinary shares without par value.

Pursuant to Article 2357, paragraph 1, of the Italian Civil Code, the acquisitions shall be made within the limits of distributable net income and of the available reserves, as per the most recent duly approved financial statements. In this regard, please note that the available reserves resulting from Poste Italiane's financial statements as of December 31, 2017, which is submitted to the approval of this Shareholders' Meeting, are equal to an overall amount of approximately 1,028 million euros, once the distribution of dividends and the recapitalization of the BancoPosta's Ring-Fenced Capital will have been resolved.

The authorization includes the right to dispose, in one or more instalments, of all or part of the own shares in portfolio, also before having reached the maximum amount of shares that can be purchased as well as, as the case may be, to buy-back the shares, provided that the own shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization.

3. Further useful information for assessing compliance with Article 2357, paragraph 3, of the Italian Civil Code

At the date of this report, the share capital of Poste Italiane S.p.A. amounts to 1,306,110,000.00 euros, divided into 1,306,110,000 ordinary shares without par value.

Currently the Company does not hold own shares in portfolio, neither through its subsidiaries.

4. Term for which the authorization is requested

The authorization to purchase own shares is requested for the maximum term provided for by Article 2357, paragraph 2, of the Italian Civil Code, equal to eighteen months starting from the date on which the Shareholders' Meeting grants the authorization. During such

period, the Board of Directors may carry out the acquisitions freely determining the relating amount and times, in compliance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time.

Given the absence of any legislative restriction and taking into account the need to grant the Company with as much operational flexibility as possible, the requested authorization does not provide for any term in relation to the disposal of the own shares purchased.

5. Minimum and maximum consideration

Under the requested authorization, purchases shall be made at a price which shall be determined from time to time, taking into account the specific modality selected to carry out the transaction and in compliance with the regulatory provisions (also of European Union), if any, or the accepted market practices in force from time to time, provided that in any case such price shall not be 10% lower or higher than the official price recorded by the Poste Italiane's stock on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction.

Under the same requested authorization, the sale or any other disposal of own shares in portfolio shall take place in accordance with the terms and conditions determined from time to time by the Board of Directors, in compliance with the purposes and criteria illustrated above, and in any case according to the limits (if any) provided for by the relevant applicable (also of European Union) laws and the accepted market practices in force from time to time.

6. Modalities for the acquisition and disposal of own shares

Given the several purposes indicated in paragraph 1 above, under the requested authorization, acquisitions shall be carried out in compliance with most of the modalities provided for by the relevant applicable (also European Union) laws and the accepted market practices in force from time to time.

Such modalities are currently set forth by Article 132 of Legislative Decree no. 58 of February 24, 1998 (the "Consolidated Financial Act"), by Article 144-*bis* of Consob Resolution no. 11971 of May 14, 1999 (the "Issuers' Regulation"), by Article 5 of the

Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014 and its relating implementing measures, as well as by the market practices accepted by Consob with Resolution no. 16839 of March 19, 2009.

In particular, in compliance with Article 132, paragraph 1, of the Consolidated Financial Act, the acquisitions of own shares shall be carried out ensuring the equal treatment among Shareholders, according to the modalities established by Consob within the ambit of Article 144-*bis*, paragraph 1, of the Issuers' Regulation.

Under the same requested authorization, acts of disposal and/or use of own shares shall be made with the modalities deemed the most appropriate and compliant with the interest of the Company and, in any case, in accordance with the relevant applicable (also of European Union) laws and the accepted market practices in force from time to time.

7. Information on the relation, if any, between the purchase of own shares and the purpose of reducing the share capital

This request for authorization to purchase own shares is not instrumental to the reduction of the share capital.

We therefore submit to your approval the following

Agenda

The Shareholders' Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors,

resolves

1. to authorize the Board of Directors – pursuant to Article 2357 of the Italian Civil Code – to acquire shares of the Company, in more instalments, for a period of eighteen months starting from the date of this resolution, for the purposes provided for by the explanatory report of the Board of Directors relating to this item on the agenda of today's Shareholders' Meeting, according to the terms and conditions specified below:
 - the maximum number of shares to be purchased is equal to no. 65,300,000 ordinary shares of the Company, representing approximately the 5% of the share capital of

Poste Italiane S.p.A., which is currently divided into no. 1,306,110,000 ordinary shares without par value, up to a maximum amount of 500 million euros; the acquisitions shall be made within the limits of distributable net income and of the available reserves, as per the most recent duly approved financial statements;

- the acquisitions shall be made at a price which shall be determined from time to time, taking into account the specific modality selected to carry out the transaction and in compliance with the regulatory provisions (also of European Union), if any, or the accepted market practices in force from time to time, provided that in any case such price shall not be 10% lower or higher than the official price recorded by the Poste Italiane S.p.A.'s stock on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction;
- the acquisitions shall be carried out ensuring the equal treatment among Shareholders and according to the modalities provided for by the relevant applicable (also of European Union) laws and the accepted market practices in force from time to time, and in any case pursuant to Article 144-bis, paragraph 1, of the Issuers' Regulation;

2. to authorize the Board of Directors – pursuant to Article 2357-ter of the Italian Civil Code – to dispose, in one or more instalments, for an unlimited period of time, of all or part of the own shares held in portfolio, also before having reached the maximum amount of shares that can be purchased, as well as, as the case may be, to buy-back the shares, provided that the own shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization referred to in point 1 above. The acts of disposal and/or use of the own shares in *portfolio* shall be carried out for the purposes provided for by the explanatory report of the Board of Directors relating to this item on the agenda of today's Shareholders' Meeting, according to the terms and conditions specified below:

- the sale or any other disposal of own shares in *portfolio* shall be carried out with the modalities deemed the most appropriate and compliant with the interest of the Company and, in any case, in accordance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time;

- the sale or any other disposal of own shares in portfolio shall take place in accordance with the terms and conditions determined from time to time by the Board of Directors, in compliance with the purposes and criteria as per this authorization, and in any case according to the limits (if any) provided for by the relevant applicable (also European Union) laws and the accepted market practices in force from time to time;
 - the own shares related to equity incentive plans, if any, shall be assigned in accordance with the modalities and terms provided for by the regulations of the same plans;
3. to grant the Board of Directors – and, on its behalf, the Chief Executive Officer, with the right to sub-delegate – with any power needed in order to implement the resolutions as per points 1 and 2 above, carrying out all the activities that may be necessary, advisable, instrumental and/or related to the successful outcome of the same resolutions, as well as to provide the market with the due disclosure in compliance with the relevant applicable (also European Union) laws and the accepted market practices in force from time to time.