

POSTE ITALIANE: THE SHAREHOLDERS' MEETING APPROVES THE 2017 FINANCIAL STATEMENTS

- *Approved the Financial Statements as of 31 December 2017 with a resolution to pay a dividend of 0.42 euros per share;*
- *Approved the Remuneration Report, as well as the incentive plan for the material risk takers of the BancoPosta's Ring-Fenced Capital;*
- *Authorization for the acquisition and disposal of company's own shares granted;*
- *Resolved the granting of additional fees to the external auditor assignment for the years 2017-2019;*
- *Approved, in the Extraordinary session, the changes to the BancoPosta's Ring-Fenced Capital and the connected regulations, as well as the contribution of new capital instruments to the same BancoPosta's Ring-Fenced Capital*

Rome, 29 May 2018 – Poste Italiane (“Poste Italiane”) S.p.A.’s Ordinary and Extraordinary Shareholders’ Meeting, chaired by Maria Bianca Farina, was held today in Rome.

In the Ordinary session, the shareholders first approved Poste Italiane’s financial statements as of 31 December 2017, while the consolidated financial statements were also presented. Acting on the Board of Directors’ proposal, the shareholders then approved a dividend of 0.42 euros per share. The dividend will be paid – before withholding tax, if any – from 20 June 2018, with the ex-dividend date of coupon no. 3 falling on 18 June 2018 and the record date (the date which determines the shareholders who are entitled to the dividend) falling on 19 June 2018.

The Ordinary Shareholders’ Meeting also:

- voted in favour of the section of the Remuneration Report that illustrates the remuneration policy for the Directors, the General Manager and the Executives with strategic responsibilities, adopted by the company for financial year 2018, also approving the specific part of the Remuneration Report related to BancoPosta’s Ring-fenced Capital;
- approved the equity-based Incentive Plan for the material risk takers of the BancoPosta’s Ring-Fenced Capital.

Furthermore, the Ordinary Shareholders’ Meeting also granted the Board of Directors authorisation for the acquisition and subsequent disposal of up to a maximum of 65.3 million of Poste Italiane’s shares, representing about 5% of the share capital, for a total outlay of up to 500 million euros. The acquisition of the company’s own shares has been authorised for 18 months from today’s shareholders’ meeting resolution. On the other hand, no time limit has been set for the disposal of the shares purchased. The Shareholders’ Meeting also defined, in accordance with the Board of Directors’ proposal, purposes, terms and conditions of the acquisition and disposal of the company’s own shares, also identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.

The Ordinary Shareholders’ Meeting also resolved, upon proposal of the Board of Statutory Auditors, to pay additional fees to the external auditor for the years 2017-2019, following the entry into force of new accounting principles.

Lastly, the Extraordinary Shareholders' Meeting – having been issued the connected authorizations by Bank of Italy – approved:

- the removal of the BancoPosta's Ring-Fenced Capital constraints on (i) the assets and activities of the e-payments and payment services business unit, and (ii) the set of the legal relationships relevant to the back-office activities and the anti-money laundering activities;
- the contribution of new shareholders' equity by Poste Italiane S.p.A. – for an amount equal to 210 million euros – to the BancoPosta's Ring-Fenced Capital for the rebalancing of the leverage ratio to the target level established in the Risk Appetite Framework.

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