

## PROXY FORM <sup>(1)</sup>

With reference to the **Ordinary Shareholders' Meeting of Poste Italiane S.p.A.**, to be held on 28<sup>th</sup> May 2019 at 14:00, on single call, in Rome, Viale Umberto Tupini No. 65, at "Centro Congressi Confindustria – Auditorium della Tecnica", as indicated in the notice of call of the Shareholders' Meeting of 16<sup>th</sup> April 2019, published on the Company's website at [www.posteitaliane.it](http://www.posteitaliane.it), in the section "Governance / Shareholders' Assembly / 2019 Assembly", and as an excerpt on the daily newspaper "Il Sole 24Ore", on 17<sup>th</sup> April 2019;

- having read the Reports on the items on the Agenda made available by the Company,

### with this form

#### I, the undersigned <sup>(2)</sup>

Surname\* ..... Name\* .....  
born in\* ..... on\*.....  
resident in ..... Address .....  
tax identification code\* .....  
ID document (copy enclosed) .....  
No. ....

#### in quality of

(tick the box that interests you)

- party with the right to vote related to No.\* ..... ordinary shares Poste Italiane S.p.A. in his/her capacity as (check whichever box applies)
- |   |                                       |  |
|---|---------------------------------------|--|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                |
|   | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian             |
|   | <input type="checkbox"/> manager      | <input type="checkbox"/> other (specify) ..... |
- legal representative or subject with appropriate representation powers of (name of the company entitled to vote<sup>3</sup>)\* ..... registered office in\* ..... tax identification code\* ..... (copy of the documentation of the powers of representation enclosed) with the right to vote related to No.\* ..... ordinary shares Poste Italiane S.p.A. in his/her capacity as (check whichever box applies)\*:
- |   |                                       |  |
|---|---------------------------------------|--|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                |
|   | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian             |
|   | <input type="checkbox"/> manager      | <input type="checkbox"/> other (specify) ..... |

(\*) Obligatory

<sup>1</sup> Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy pursuant to the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder (for the conferral of powers to the Proxy Representative of the company pursuant to art. 135-undecies, TUF, it is necessary to use the different proxy form prepared for this purpose by the company and published on the website of Poste Italiane S.p.A. [www.posteitaliane.it](http://www.posteitaliane.it) in the section "Governance / Shareholders' Assembly / 2019 Assembly").

<sup>2</sup> Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF), or of the appointing party's legal representative.

<sup>3</sup> Enter the name of the company as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act.

communication reference No. .... (pursuant to Article 83-sexies of D.Lgs. 58/98)  
supplied by the intermediary ..... ABI ..... CAB .....

**appoints**

**Mr/Mrs**

Surname\* ..... Name\* .....  
Born in\* ..... on\* .....  
Residence ..... Address ..... Tax  
identification code .....

**to participate and represent him/her/the company in the Ordinary Shareholders' Meeting**

with the right to be replaced by Mr/Ms <sup>4</sup>:

Surname\* ..... Name\* .....  
Born in\* ..... on\* .....  
Residence ..... Address ..... Tax  
identification code .....

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature)

**The undersigned also declares that the right to vote is exercised by the proxy holder** (check whichever box applies) <sup>5 6</sup> :

- at his discretion without specific voting instructions given by the undersigned appointing
- in compliance with specific voting instructions given by the undersigned appointing

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature)

<sup>4</sup> The representative may indicate one or more proxies for the representative. Replacement of a representative by a proxy who finds themselves in a situation of conflict of interest is permitted only if such proxy has been indicated by the shareholder.

<sup>5</sup> For the purposes of the communication obligations regulated by Article 120 of the Italian consolidated finance act, equity interests include those shares, in relation to which "the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder's discretion, in the absence of specific instructions from the appointing party".

<sup>6</sup> The proxy being granted to a representative in conflict of interests is permitted provided that such representative notifies the shareholder in writing regarding the conflict of interest, and issues specific voting instructions for each resolution in relation to which the representative is to vote on the shareholder's behalf (see Article 135-decies of Italian Legislative Decree 58/98).

Please note that, pursuant to Article 135-novies of the Italian consolidated finance act, *"The representative may deliver or transmit a copy of the proxy, including a computer digital media copy, instead of the original, confirming that the copy is true to the original, and the identity of the principal. The representative shall keep the original proxy and keep trace of the voting instructions received, if any, for one year starting from the date of completion of the meeting"*.

### **Information on processing of personal data**

#### **Controller**

Poste Italiane S.p.A., with registered office in Rome, Viale Europa no. 190, VAT code no. 01114601006 (hereinafter, "Poste Italiane" or the "Controller"), in its capacity as Controller, will process Personal Data (as defined hereinafter) in compliance with the provisions of the applicable laws on protection of personal data (articles 13 and 14 of the Regulation (EU) No. 679/2016 – "GDPR" and Legislative Decree no. 196 of June 30, 2003, as amended by Legislative Decree 10 August 2018, No. 101) as well as with this information.

#### **Data Protection Officer (DPO)**

The Controller appointed a DPO which can be reached at the following email address: [ufficiorpd@posteitaliane.it](mailto:ufficiorpd@posteitaliane.it).

#### **Object and Modalities of the Processing of Personal Data**

The Controller will process your identifier personal data (such as name, surname, residence) provided by you or the personal data concerning third parties (e.g., sub-delegated or substitutes of proxy holders) provided by you ("Personal Data") with respect to the right to attend the shareholders' meeting (hereinafter, the "Meeting") and to the further activities related to the latter, for example voting and intervening.

Processing of Personal Data under this information means any operation or set of operations which is performed on Personal Data or on sets of personal data, whether or not by automated means, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction. The Processing of Personal Data will be carried out manually and/or with the use of computerized mechanisms and by means of information technology systems, in order to guarantee adequate security and confidentiality and to prevent access or unauthorized use of personal data.

#### **Purposes and legal basis for the processing**

Poste Italiane will process the Personal Data in relation to the attendance to the Meeting, in particular with respect to the attendance to the latter in person or by proxy, to the right to add items on the agenda and to ask questions before the Meeting.

The legal basis for the processing is represented by the Controller's obligation deriving from the law to grant the exercise by you – also through proxy holders or sub-delegated – of the rights granted by the applicable law in relation to the attendance to the Meeting.

The transmission and the processing of the Personal Data are necessary for the abovementioned purposes. The failure to transmit such Personal Data determines the impossibility to accept the request made from time to time.

#### **Recipients of Personal Data**

In compliance with the principle of data minimization, the Personal Data, for the purposes described above, may be disclosed to:

- a) employees and partners of the Controller which are entrusted with the data processing before, during and after the Meeting;
- b) third companies or other persons that carry out activities on behalf of the Controller, that operate, for example, in the field of: computer or electronic systems, assistance, consultancy, quality, printing and enveloping, financial and insurance services, credit recovery, revision and certification, massive document processing;

c) SPAFID S.p.A., a company not belonging to Poste Italiane Group, appointed as processor for the purposes of ensuring protection of the shareholders' rights provided for by the applicable laws.

For administrative and accounting purposes, without your consent being required, Poste Italiane S.p.A. may communicate personal data to Poste Italiane Group companies. These treatments are connected to the performance of organizational, administrative, financial and accounting activities, regardless of the nature of the data processed.

Furthermore, the Personal Data may be made accessible to Institutions and / or Public Authorities (Courts, Borsa Italiana, Consob, etc.) to fulfill specific legal obligations / regulations.

#### **Transfer of Personal Data**

Your Personal Data will be processed within the European Union and stored on server cloud located within the European Union.

#### **Period for which the Personal Data will be stored**

The Personal Data provided will be stored pursuant to the proportionality principle until the purposes of the processing are pursued and, in any case, for a period not exceeding 10 years and will not be communicated to third parties, except for the purpose of complying with the applicable laws or regulations. Such period is also compliant with the provisions of the Issuers' regulation adopted by Consob through Resolution no. 11971 of May 14, 1999 which requires the issuers to disclose regulated information on their internet website and to keep it disclosed for five years.

#### **Rights of data subjects**

Under the applicable laws, with reference to the Personal Data provided, it is possible to exercise the following rights:

- i. right to access to and obtain copy;
- ii. right to request rectification;
- iii. right to request erasure;
- iv. right to obtain the restriction of processing;
- v. right to object the processing;
- vi. right to receive the personal data in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller.

For the exercise of the above-mentioned rights please refer to Centro Servizi Privacy of Poste Italiane S.p.A., with registered office in Via August Von Platen n. 9, 87100 – Cosenza; e-mail: [centroserviziprivacy@posteitaliane.it](mailto:centroserviziprivacy@posteitaliane.it); fax: 06/98685343.

Please note that it is possible to obtain additional information on Personal Data by the Poste Italiane's Data Protection Officer, as indicated above, indicating in the subject of the request "Shareholders' Meeting of Poste Italiane S.p.A.".

We remind you that the applicable laws provide for the right to lodge a complaint with the Italian Data Protection Authority, with registered office in Rome, Piazza Venezia no. 11; Tel. (+39) 06.696771, email: [garante@gpdp.it](mailto:garante@gpdp.it).