

## POSTE ITALIANE: THE SHAREHOLDERS' MEETING APPROVES THE 2019 FINANCIAL STATEMENTS AND APPOINTS THE NEW BOARD OF DIRECTORS

- *Approved the Financial Statements as of 31 December 2019 and overall dividend of 0.463 euros per share resolved (0.154 euros already paid as interim dividend in November 2019 and the balance of 0.309 euros to be paid in June 2020);*
- *Appointed the new Board of Directors for the 2020-2022 term;*
- *Approved the Report on the policy regarding remuneration for the year 2020 and the Report on amounts paid in the year 2019, as well as the 2020 equity-based incentive plan for the material risk takers of the BancoPosta's Ring-Fenced Capital;*
- *Resolved the granting of additional fees to the external auditor assignment for the years 2019.*

Rome, 15 May 2020 – Poste Italiane (“Poste Italiane”) S.p.A.’s Ordinary Shareholders’ Meeting, chaired by Maria Bianca Farina, was held today in Rome.

In accordance with article 106, paragraph 4, of the Law Decree No.18 of 17 March 2020 (made into Law No. 27 of 24 April 2020), the Shareholders’ participation took place exclusively through the Appointed Representative pursuant to article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (“Consolidated Law on Finance”), to which proxies/sub-proxies were also conferred pursuant to article 135-*novies* of the Consolidated Law on Finance, as an exception to article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance.

The Shareholders’ Meeting first approved Poste Italiane’s financial statements as of 31 December 2019, while the consolidated financial statements were also presented. Acting on the Board of Directors’ proposal, the Shareholders’ Meeting then approved an overall dividend for the year 2019 of 0.463 euros per share and the distribution of 0.309 euros per share as the balance of the dividend, following the interim dividend of 0.154 euros per share already paid in November 2019. The balance dividend will be paid – before withholding tax, if any – from 24 June 2020, with the ex-dividend date of coupon no. 6 falling on 22 June 2020 and the record date (the date which determines the shareholders who are entitled to the dividend) falling on 23 June 2020.

The Shareholders’ Meeting also appointed a new Board of Directors, whose term will expire with the approval of the financial statements for 2020. The new Board is composed of:

- Maria Bianca Farina, appointed as Chairperson <sup>(1)</sup> <sup>(3)</sup>;
- Matteo Del Fante <sup>(1)</sup>;
- Giovanni Azzone <sup>(2)</sup> <sup>(4)</sup>;

---

<sup>(1)</sup> Drawn from the slate filed by the controlling shareholder, the Ministry of Economy and Finance.

<sup>(2)</sup> Drawn from the minority slate filed by a group of institutional investors.

<sup>(3)</sup> The candidate declared to meet the independence requirements set forth in the Consolidated Law on Finance.

<sup>(4)</sup> The candidate declared to meet the independence requirements set forth in the Consolidated Law on Finance and the Corporate Governance Code.

<sup>(5)</sup> The candidate declared to meet the independence requirements set forth in the Corporate Governance Code.

- Bernardo De Stasio <sup>(1) (4)</sup>;
- Daniela Favrin <sup>(1) (5)</sup>;
- Davide Iacovoni <sup>(1)</sup>;
- Mimi Kung <sup>(2) (4)</sup>;
- Elisabetta Lunati <sup>(1) (4)</sup>;
- Roberto Rossi <sup>(2) (4)</sup>.

The slates from which the members of the new Board of Directors have been drawn and their bios are available on Poste Italiane's website ([www.posteitaliane.it](http://www.posteitaliane.it)).

The Shareholders' Meeting subsequently set a compensation of 60,000 euros gross per year for the Chairperson of the Board of Directors and 40,000 euros gross per year for each of the other members of the Board of Directors.

Therefore, the Shareholders' Meeting:

- approved, through a binding resolution, the Report on the policy regarding remuneration for the year 2020 – including the guidelines on the policies of remuneration and incentive plans of BancoPosta's Ring-Fenced Capital – that illustrates the remuneration policy for the Directors, the General Manager and the Executives with strategic responsibilities;
- voted in favour, through a non-binding resolution, of the Report on amounts paid in the year 2019;
- approved the 2020 equity-based Incentive Plan for the material risk takers of the BancoPosta's Ring-Fenced Capital.

Lastly, acting on proposal of the Board of Statutory Auditors, the Shareholders' Meeting also resolved to pay additional fees to the external auditor PricewaterhouseCoopers – in charge for the nine-years period 2011-2019 – for the year 2019, following the entry into force of new accounting principles.

For more information:

Poste Italiane S.p.A Investor Relations  
Tel. +39 0659584716  
Mail: [investor.relations@posteitaliane.it](mailto:investor.relations@posteitaliane.it)

Poste Italiane S.p.A. Media Relations  
Tel. +39 0659582097  
Mail: [ufficiostampa@posteitaliane.it](mailto:ufficiostampa@posteitaliane.it)

[www.posteitaliane.it](http://www.posteitaliane.it)