

**Posteitaliane**

**Regulations of Poste S.p.A.  
Control and Risk Committee**

**Document approved by Poste Italiane S.p.A. Board of Directors at its meeting on 22 September 2015 and subsequently amended at the meetings on 11 October 2016, on 19 February 2018, on 10 June 2020 and on 17 December 2020.**

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## **ARTICLE 1 Composition**

- 1.1 The Control and Risk Committee (hereinafter, for the sake of brevity, the "Committee") of Poste Italiane S.p.A (hereinafter, for the sake of brevity, also the "Company") composed of at least three non-executive Directors, one of whom acts as the Chairman. A majority of the members of the Committee must possess the requisites of independence referred to in article 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and article 2, recommendation 7, of the Corporate Governance Code for listed companies. At least one member of the Committee holds a suitable experience in the fields of accounting and finance or risk management, as assessed by the Board of Directors at the time of the appointment. In addition to the foregoing, all the members of the Committee must in any case possess knowledge, skills in the sectors of activity in which the Company operates, and experience enabling them to fully understand and monitor the appropriateness of the internal control system, as well as the corporate approach and strategies regarding risk.
- 1.2 The members and the Chairman of the Committee are appointed and may be removed with a justified resolution by the Board of Directors.
- 1.3 Upon proposal by the Chairman, the Committee appoints a Secretary, chosen from the unit responsible for handling corporate affairs, who is entrusted with task of assisting the Chairman and the Committee in the carrying out their activities and drawing up the minutes of the meetings.

## **ARTICLE 2 Duties regarding Poste Italiane S.p.A.**

- 2.1 The Committee has the duty of assisting, with adequate preliminary activities, of a propositional and consultative nature, the assessments and decisions of the Board of Directors regarding the internal control and risk management system, as well as those regarding the approval of the financial and non-financial periodical reports.

As part of its activities, the Committee, if necessary, issue its ex ante opinion to the Board of Directors by on the following matters:

- a) the setup of the guidelines for the internal control and risk management system, ensuring that the main risks concerning Poste Italiane S.p.A. and its subsidiaries are correctly identified, as well as appropriately measured, managed, and monitored;
- b) the assessment of the degree of compatibility of the risks referred to under letter a) with a management practice of Poste Italiane S.p.A. coherent with the strategic objectives identified;
- c) the assessment, carried out at least annually, of the adequacy of the internal control and risk management framework with respect to the characteristics of Poste Italiane S.p.A. and the risk profile assumed, as well as the effectiveness of the same framework;
- d) the approval – at least annually, after consulting with the Chair of the Board of Directors, the Chief Executive Officer and the Board of Statutory Auditors – of the audit plan prepared by the Head of Poste Italiane S.p.A. Internal Audit Function;
- e) the description, included into the Company's annual report on Corporate Governance, of the main features of the internal control and risk management system, including an assessment of the adequacy of the system;
- f) the assessment, undertaken after consulting with the Board of Statutory Auditors, of the findings identified by the audit firm in any possible letter of suggestions and in the additional report addressed to the board of Statutory Auditors;
- g) the evaluation of the joint proposal made by the Chairman of the Board of Directors and the Chief Executive Officer - to submit for approval to the Board of Directors – regarding the appointment and removal of the Head of Poste Italiane S.p.A. Internal Audit Function, also availing itself of the assistance of the Nominations and Corporate Governance Committee, as well as the remuneration assigned to him, in accordance with the Remuneration Committee, and the adequacy of the resources assigned him for performing his duties;
- h) the assessment of the opportunity to take measures in order to ensure the effectiveness and impartiality of judgement of corporate functions involved in the internal control system (such as those dealing with risk management

issues and with legal and non-compliance risks), verifying that such functions have adequate professional competence and resources;

- i) the assignment of the supervisory functions pursuant to Art. 6 (1)(b) of Legislative Decree No. 231/2001 to the Board of Statutory Auditors or to a body established specifically for this purpose. If the body does not coincide with the Board of Statutory Auditors, the Board of Directors considers whether to appoint within the body at least one non-executive Director and/or a member of the control body and/or the head of a legal or supervisory function of the Company, in order to ensure coordination among the various parties involved in the internal control and risk management system;

2.2 In cooperating with the Board of Directors, the Committee is also entrusted with the following tasks:

- a) assessing – together with the Executive in Charge of preparing the corporate accounting documents, and after consulting the audit firm and the Board of Statutory Auditors – the correct use of the accounting principles and their consistency within the Poste Italiane Group for the purposes of preparing the periodic financial reports;
- b) assess the suitability of periodic financial and non-financial information to correctly represent the business model, the Company's strategies, the impact of its business activity and the performance achieved, coordinating with the Sustainability Committee;
- c) examining the content of periodic non-financial information relevant to the internal control and risk management system, including information on the risks related to climate change monitored in coordination with the Sustainability Committee;
- d) expressing opinions on specific aspects relating to the identification of the main corporate risks as well as supporting the assessments and decisions of the Board of Directors relating to the management of risks deriving from detrimental facts of which the latter has become aware;
- e) examining the periodical reports, concerning the assessment of the internal control and risk management system, and those of particular relevance prepared by the Internal Audit Function of Poste Italiane S.p.A.;

- f) monitoring the autonomy, appropriateness, effectiveness, and efficiency of Poste Italiane S.p.A. Internal Audit Function;
- g) performing any additional tasks assigned it by the Board of Directors.

2.3 The Committee may ask Poste Italiane S.p.A. Internal Audit Function to perform checks on specific operating areas, giving notice at the same time to the Chairman of the Board of Statutory Auditors, the Board of Directors, and the Chief Executive Officer, except in cases where the request specifically regards the actions of such bodies.

### **ARTICLE 3 Duties regarding BancoPosta Ring-fenced Capital (RFC)**

3.1 With reference to the exercise of BancoPosta activities, the Committee supports the Board of Directors on the matters of risks and the internal control systems, especially on all the instrumental and necessary activities enabling the Board to achieve a correct and effective determination of the Risk Appetite Framework (hereinafter, also the "RAF") and the risks governing policies.

As part of this task, the Committee:

- a) expresses its preventive opinion, to which contributes the Nominations and Corporate Governance Committee, on proposals to appoint the Heads of BancoPosta Internal Audit, Risk Management, and Compliance functions, as well as on the adequacy of the resources assigned to such functions for the fulfilment of their responsibilities;
- b) issues its prior opinion on proposals regarding the removal of the Heads of Banco Posta's Risk Management, Internal Audit, and Compliance functions;
- c) reviews in advance the activity plans (including the audit plan), the annual reports, and the periodic reporting of BancoPosta control functions addressed to the Board of Directors;
- d) reviews in advance the annual ICAAP Report and the related Report of the Internal Audit function addressed to the Board of Directors;
- e) formulates assessments and opinions to the Board of Directors on compliance with the principles underlying the internal control system and the corporate organization as well as on the requisites that must be satisfied by BancoPosta control functions, bringing to the attention of the Board any weaknesses and the consequent corrective actions to undertake. To this

end, the Committee accounts for the proposals of the Head of BancoPosta and the Chief Executive Officer;

- f) contributes, by means of assessments and opinions, to the definition of any corporate policy aimed at outsourcing BancoPosta control functions, in particular to decisions regarding the entrusting of control activities concerning BancoPosta RFC to functions of Poste Italiane S.p.A.;
- g) verifies that BancoPosta control functions properly comply with the instructions and guidelines of the Board of Directors referred to in article 2.1, letter a) above, and to this end assists the latter in preparing the document – referred to in the Title V, Chapter 7 of Bank of Italy's Circular no. 263 of 27 December 2006 as amended, – which specifies the duties and responsibilities of the controlling bodies and functions, the information flows among the different functions/bodies and between these ones and corporate bodies, and, in the event the control areas could overlap or allow synergies to develop, procedures for coordination and collaboration;
- h) identifies all the additional information flows that must be implemented with regard to risks (subject, format, frequency, etc.);
- i) assesses the correct use of accounting principles in preparing the separate report relating to BancoPosta RFC, and for this purpose cooperates with the executive in charge of preparing Poste Italiane S.p.A. corporate accounting documents, as well as with the Board of Statutory Auditors;
- j) performs any additional tasks assigned it by the Board of Directors.

3.2 In the event BancoPosta RFC has entrusted, entirely or partially, important operating or control activities to Poste Italiane S.p.A., the Committee examines in advance the annual report – which must be approved by the Board of Directors and submitted to the Bank of Italy – regarding the investigations carried out on the activities entrusted by BancoPosta RFC to functions of Poste Italiane S.p.A., the results thereof, any weaknesses that may have emerged, and the measures to adopt to eliminate the gaps identified.

3.3 With specific reference to its duties concerning the control and management of risks in the exercise of BancoPosta activities, the Committee assists the Board of Directors in the following tasks:

- a) definition and approval of strategic guidelines and policies for governing risks. In the framework of the RAF, the Committee provides the assessments

and proposals necessary for the Board of Directors to define and approve the risk objectives (“risk appetite”) and the tolerance threshold (“risk tolerance”);

- b) checking that the strategies, the policies governing risk and the RAF are properly implemented;
- c) defining policies and processes for assessing corporate activities, including verifying that the price and conditions of the transactions carried out with customers by Poste Italiane S.p.A., in the exercise of BancoPosta activities, are consistent with its business model and strategies regarding risks.

3.4 The Committee may ask BancoPosta control functions to carry out inspections on specific operating areas, informing simultaneously the Chairman of the Board of Statutory Auditors, the Chairman of Board of Directors, the Chief Executive Officer, and the Head of BancoPosta, except in cases where the request specifically concerns the activity of these subjects.

3.5 Without prejudice to the role of the Remuneration Committee, the Committee ascertains that the incentives underlying BancoPosta RFC remuneration and incentive system are consistent with the RAF.

#### **ARTICLE 4 Convening, conduct, and minutes of the meetings**

4.1 Unless otherwise agreed, the Committee meets in conjunction with the meetings of the Board of Directors; the Secretary coordinates the activity of the Committee with the activity of the Board of Directors.

4.2 At the request of the Chairman, the Secretary sends the notice of a meeting – containing the date, time, place and the agenda, specifying in a special section any items regarding the activities of BancoPosta – to the members of the Committee and the Board of Statutory Auditors, normally at least three days before the one set for the meeting, ensuring that there are two working days off. In cases of urgency, the deadline may be shorter but, in any case, the minimum notice is 24 hours. Meetings may also be convened at the request of the Chairman of the Board of Directors, the Chief Executive Officer, or the Chairman of the Board of Statutory Auditors, as well as following a report of the Head of Poste Italiane S.p.A. Internal Audit Function or one or more Heads of BancoPosta



control functions. The Secretary sends the meeting notice, for information, to the Chairman of the Board of Directors and the Chief Executive Officer.

- 4.3 The documentation regarding items on the agenda is made available to the Committee and the Board of Statutory Auditors by the Secretary through an online platform which is equipped with the necessary IT security requirements, usually together with the call notice referred to in the paragraph 4.2.
- 4.4 The meetings of the Committee are chaired by the Chairman of the Committee or, if he or she is absent or impeded, by the oldest independent member in terms of age.
- 4.5 The meetings of the Committee are attended by the Board of Statutory Auditors. The Chairman of the Committee can also invite to attend the meetings the Head of Poste Italiane S.p.A. Internal Audit Function, as well as – in relation to items concerning the activities of BancoPosta – the Heads of BancoPosta control functions.

With regard to single items on the agenda, the Chairman of the Committee may invite to the meetings other members of the Board of Directors, the Magistrate representing the Court of Auditors and, via the Corporate Affairs function, other Company executives or third parties who may help the Committee to better perform its duties. The Chairman of the Board of Directors and the Chief Executive Officer may take part in the meetings of the Committee.

- 4.6 The Committee's meetings may be held via telecommunications, provided that all the participants can be identified, that such identification is acknowledged in the related minutes, that they are able to follow the discussion and participate therein in real time, as well as to exchange documents if needed. If the notice of a meeting provides for participation exclusively via telecommunications (video or teleconference), it is not necessary to indicate the place of the meeting either in the notice of meeting or in the related minutes.
- 4.7 For the meetings of the Committee to be valid, they must be attended by a majority of its members.
- 4.8 The decisions of the Committee are made by the absolute majority of those present. In case of a tie, the vote of whoever is presiding the meeting is decisive.
- 4.9 The proceedings of the Committee's meetings are recorded in minutes which – signed by who chairs and the Secretary – are kept by the latter in chronological order and sent to the members of the Committee, as well as to the regular

members of the Board of Statutory Auditors. The meetings of the Committee are, as a rule, recorded in a concise but exhaustive manner, nevertheless, in the preparation of the minutes it is considered (i) the possible request by a member of the Committee to report in detail his / her intervention, or (ii) the need or opportunity, dictated by specific needs, of an analytical recording.

The approval of the minutes usually takes place at the following meeting of the Committee, unless immediate approval is required.

- 4.10 The Committee and Board of Statutory Auditors exchange all information of reciprocal interest and, when appropriate, coordinate with each other to perform their respective duties.
- 4.11 The Committee reports to the Board of Directors at least every six months, on the occasion of the approval of the annual and half-year financial reports, on the activities carried out as well as on the adequacy of the internal control and risk management system. In any case, the Chairman of the Committee, at the first suitable meeting, informs the Board of Directors about the activities carried out by the Committee.
- 4.12 The Committee has the right to access, within the limits of the duties entrusted to it, the information and Company functions necessary for the performance of its duties – being able, where necessary, to speak directly with the Internal Audit function of Poste Italiane or with the control function of BancoPosta – and may use external consultants and experts at the Company's expense, within the limits of the overall budget approved by Board of Directors for all the Committees.

## **ARTICLE 5 Approval and amendment of the Regulations**

- 5.1 The present regulations were adopted by a resolution of the Board of Directors.
- 5.2 The Committee periodically checks the appropriateness of the present regulations, and submits any proposals for changes or additions to the Board of Directors.