

Posteitaliane

**REGULATIONS
OF
POSTE ITALIANE S.p.A.'s
NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE**

**Document approved by Poste Italiane S.p.A.'s Board of Directors at its meeting
on September 22, 2015 and subsequently amended at the meeting on
February 19, 2018.**

ARTICLE 1

Composition

- 1.1 Poste Italiane S.p.A's Nominations and Corporate Governance Committee (hereinafter, for the sake of brevity, the "Committee") is composed of at least three non-executive Directors, one of whom acts as 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 February 24, 1998 and article 3 of the Corporate Governance Code for listed companies.
- 1.2 The members of the Committee and the related Chairman 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 operating unit responsible for discussing corporate affairs, who is entrusted with task of assisting the Chairman and the Committee in the performance of their duties and drawing up the minutes of the meetings.

ARTICLE 2

Duties

- 2.1 The Committee's duty is to assist the Board of Directors in an advisory and proactive capacity by carrying out inquiries for assessments and decisions regarding the size and composition of the Board itself.

In this regard, the Committee is assigned in particular the following tasks:

- a) to express opinions to the Board of Directors regarding the size and composition of the Board itself and to make recommendations regarding the kinds of professional expertise it considers advisable to have on the same. In particular, the Committee performs an advisory role with respect to the Board of Directors regarding the process of self-evaluation – in accordance with the Supervisory Regulations applicable to Poste Italiane S.p.A. in conducting the business of BancoPosta (hereinafter, for the sake of brevity, also the "Supervisory Regulations") – and, in particular, the Board's prior identification of its optimal composition in terms of quality and quantity, as well as in the subsequent assessment of the extent to which the qualitative and quantitative composition considered optimal corresponds to the actual one resulting from the appointment process.

To this end, the Committee also prepares the board review – regarding the functioning of the Board of Directors and the Committees instituted within it, as well as their size and composition;

– submitting to the Board proposals regarding the assignment of the task to a firm specialized in the field, identifying the matters to be evaluated and establishing the procedures and timing of the process itself;

- b) to specify to the Board of Directors the requisites of the candidates for Directorships in the event of cooptation;
- c) to express its opinion with regard to the Chief Executive Officer's proposal concerning the appointment of the Head of BancoPosta;
- d) to assist the Control, Risk and Sustainability Committee regarding its opinion on the appointment of the Heads of the Internal Audit, Risk Management, and Compliance Functions instituted for BancoPosta's Ring-fenced Capital (RFC);
- e) when the slates are presented for the election of a new Board of Directors by a Shareholders' Meeting, to express its opinion – based on its prior examination – on the requisites of professional competence that the candidates must possess. The Company must make the results of the aforesaid examination, including the opinion expressed by the Committee, available to the shareholders in time for them to take into account the professional competence required when choosing the candidates to present;
- f) to make recommendations to the Board of Directors regarding the maximum number of offices on the boards of directors or boards of statutory auditors of other companies listed in regulated markets, including foreign ones, or not listed in Italy or abroad, compliance with the limits on the number of offices provided by the law and regulations being understood;
- g) to make recommendations to the Board of Directors regarding any problematic cases connected with the application of the prohibition of competition prescribed for Directors by article 2390 of the Italian Civil Code in the event that, for organizational reasons, a Shareholders' Meeting authorizes beforehand general exceptions to such prohibition;

- h) to prepare for the Board of Directors the activities regarding the ascertainment of the requisites and the criteria of fitness provided for pursuant to article 26 of Legislative Decree no. 385 of September 1, 1993;
- i) to prepare for the Board of Directors the activities regarding the establishment of plans for succession in the Company's top management positions;
- j) to perform any additional tasks assigned it by the Board of Directors.

2.2 A further duty of the Committee is to assist the Board of Directors in an advisory and proactive capacity by carrying out inquiries regarding the corporate governance of the Company and the Group.

In this regard, the Committee is assigned in particular the following tasks:

- a) to monitor, on the basis of a quarterly report submitted by Corporate Affairs on changes in the legislation and national and international best practice in corporate governance, reporting any significant developments to the Board of Directors;
- b) to examine in advance the annual report on corporate governance that will be published at the same time as the financial statements.

2.3 The Committee is authorized to access – within the limits of the tasks assigned it – the information and corporate functions necessary for it to perform its duties, and may avail itself of external consultants and experts at the Company's expense, within the limits of the overall budget approved by Board of Directors for all Committees.

2.4 The Chairman of the Committee reports to the Board of Directors on the meetings of the Committee at least once a year, and in any case whenever it is deemed necessary or advisable.

ARTICLE 3

Convening, running, and recording the minutes of the meetings

- 3.1 The Committee meets as often as necessary to properly perform its duties.
- 3.2 At the request of the Chairman, the secretary sends the notice of a meeting – containing the date, time, place, and the agenda, and specifying in a special section of the latter 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 on which the meeting is scheduled, ensuring that there are two working days free; In cases of urgency, the advance notice may be shorter,

but in any case no less than 24 hours. The secretary cc's the meeting notice to the Chairman of the Board of Directors and the Chief Executive Officer.

- 3.3 The meetings of the Committee are presided over by the Chairman or, in the event he or she is absent or impeded, by the oldest member in terms of age.
- 3.4 The meetings of the Committee are attended by the Board of Statutory Auditors. With regard to single items on the agenda, the Chairman of the Committee may invite to any given meeting other members of the Board of Directors, the Magistrate representing the Court of Auditors and, via the Corporate Affairs function, other members of corporate functions or third parties who might help the Committee perform its duties as well as possible. The Chairman of the Board of Directors and the Chief Executive Officer may take part in the meetings of the Committee.
- 3.5 The Committee's meetings may be held via telecommunications, provided that all the participants can be identified and such identification is acknowledged in the related minutes, and that they are able to follow the discussion of the items on the agenda and participate therein in real time, as well as to exchange documents if necessary.
- 3.6 For the meetings of the Committee to be valid, they must be attended by a majority of its members.
- 3.7 The Committee's decisions must be made by an absolute majority of those present. In case of a tie, the vote of whoever is presiding is decisive.
- 3.8 The proceedings of the Committee's meetings are recorded in minutes which – signed by whoever presides and the secretary – are kept by the secretary in chronological order and sent to the members of the Committee, as well as to the regular members of the Board of Statutory Auditors.

ARTICLE 4

Approval and amendment of the Regulations

- 4.1 The present Regulations were adopted by a resolution of the Board of Directors.
- 4.2 The Committee periodically assesses the appropriateness of the present Regulations and submits any proposals for changes or additions to them to the Board of Directors.