

**Posteitaliane**

**REGULATIONS  
OF  
POSTE ITALIANE S.p.A.'s  
SUSTAINABILITY COMMITTEE**

**Document approved by Poste Italiane S.p.A.'s Board of Directors  
at its meeting on 10 June 2020.**

## *SUSTAINABILITY COMMITTEE REGULATIONS*

### **ARTICLE 1**

#### **Composition**

- 1.1 Poste Italiane S.p.A's Sustainability Committee (hereinafter, for the sake of brevity, the "Committee"), established by resolution of the Board of Directors of the Company taken on 15 May 2020 pursuant to art. 14.6 of the Poste Italiane Bylaws, is composed of at least three non-executive Directors, one of whom has the role of Chairman. At least one of the members of the Committee has the independence requirements pursuant to art. 3 of the Corporate Governance Code of listed companies.
- 1.2 The members of the Committee and the related Chairman are appointed and may be removed, by a justified resolution of 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. The secretary is entrusted with the 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 and powers**

- 2.1 The Committee has the duty of cooperating with the Board of Directors, with preliminary, proactive and consultative functions, in pursuing sustainable success, including through support in assessments and decisions relating to environmental, social and governance factors, promoting the continuous integration of national and international best practices relating to sustainability in company strategies.
- 2.2 In this context, the Committee is assigned, in particular, the following duties:
  - a) supervise the sustainability issues related to the exercise of the company business and the dynamics of the latter's interaction with all stakeholders;
  - b) examine the Company's sustainability policies;
  - c) examine and evaluate the evolution of sustainability also in light of the international guidelines and principles on the matter, monitoring the position of the Group;
  - d) without prejudice to the powers of the Control and Risks Committee for periodical financial and non-financial information, examine in advance,

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supporting the Control and Risk Committee, the general approach of the Integrated Annual Report with reference to the content of periodical non-financial information and the articulation of the related contents, as well as the completeness and transparency of the information provided through the same Annual Report, in order to support the Board of Directors in approving this document;

- e) examine, evaluate and formulate proposals on the Group's environmental, social and governance strategy (the latter understood with reference to sustainability), including strategies relating to climate change, on annual objectives and targets to be achieved, considering potential projects on these issues and monitor their implementation over time;
- f) supervise the methods for integrating environmental, social and governance issues (the latter understood with reference to sustainability) into the business model;
- g) monitor, in coordination with the Control and Risk Committee, the risks and opportunities related to the climate as well as all the initiatives undertaken by the Company to deal with these issues, by informing the Board of Directors.

2.3 The Committee, in the performance of its duties, has the power to access the information and corporate functions necessary for the performance of its activities and may make use of external consultants, at the Company's expense, within the terms established by the Board of Directors.

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 with adequate frequency for the proper performance of its functions.
- 3.2 At the request of the Chairman, the secretary sends the notice of a meeting containing the date, time, place, and the agenda to the members of the

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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 of the Committee or, if 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. On the invitation of the Chairman of the Committee, the meetings are also attended by the Head of Group Risk Governance Function, within Corporate Affairs Function. With regard to single items on the agenda, the Chairman of the Committee may invite to any given committee 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 meetings of the Committee may also take place by means of telecommunications, provided that all the participants can be identified, that such identification is acknowledged in the related minutes, and that they can follow the discussion of the items on the agenda and contribute to it in real time, if need be exchanging documents.
- 3.6 For the meetings of the Committee to be valid, they must be attended by a majority of its members.
- 3.7 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.
- 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.

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**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 checks the appropriateness of the present Regulations, and submits any proposals for changes or additions to the Board of Directors.