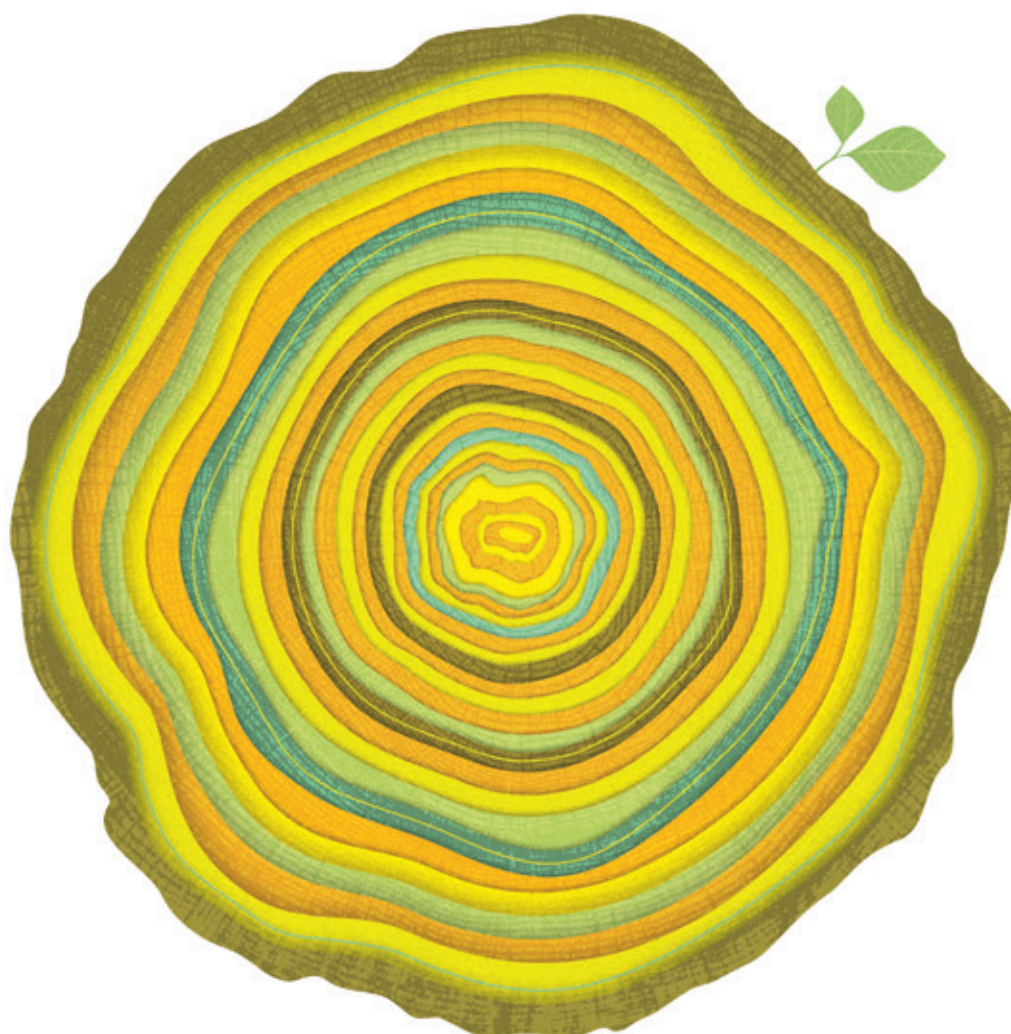


# ROOTED IN OUR COUNTRY, BUILDING THE FUTURE.

EQUITY-BASED INCENTIVE PLANS  
INFORMATION CIRCULAR PREPARED PURSUANT TO ART. 84-BIS  
OF THE CONSOB REGULATIONS FOR ISSUERS

2022

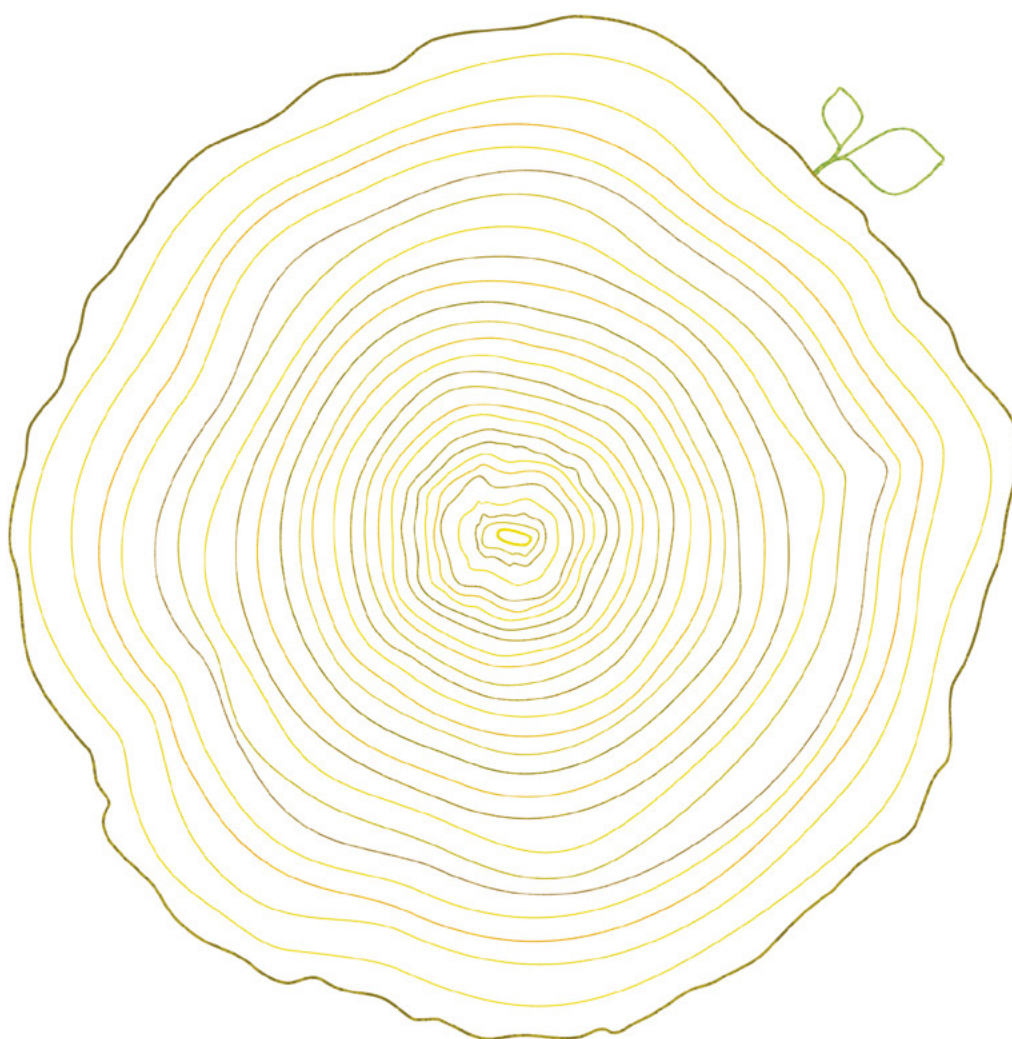




# ROOTED IN OUR COUNTRY, BUILDING THE FUTURE.

EQUITY-BASED INCENTIVE PLANS  
INFORMATION CIRCULAR PREPARED PURSUANT TO ART. 84-BIS  
OF THE CONSOB REGULATIONS FOR ISSUERS

2022



*This document has been translated into English solely for the convenience of the international reader. In the event of inconsistency between the terms used in the Italian version and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.*

# General

Introduction	4
--------------	---

Definitions	5
-------------	---

## **01.** **PERFORMANCE SHARE LTIP** **2022-2024**

**8**

1.1 Beneficiaries	12
-------------------	----

1.2 Reasons for adoption of the plan	14
--------------------------------------	----

1.3 Approval procedure and timing of the award of the instruments	18
---	----

1.4 Nature of the instruments awarded	21
---------------------------------------	----



# index

## 02.

### **SHORT-TERM EQUITY-BASED PLAN FOR 2022 FOR BANCOPOSTA RFC'S MATERIAL RISK TAKERS**

**28**

2.1 Beneficiaries	32
2.2 Reasons for adoption of the plan	34
2.3 Approval procedure and timing of the award of the instruments	39
2.4 Nature of the instruments awarded	42

# Introduction

Dear Shareholders,

this Information Circular (the “**Information Circular**”), prepared in accordance with art. 84-*bis* and Form 7 in Annex 3A of the CONSOB Regulation adopted with Regulation 11971 of May 14, 1999, as amended (the “**Regulations for Issuers**”), relates to the proposed adoption of the “**Equity-based incentive plans**” approved by the Board of Directors of Poste Italiane SpA (the “**Company**” or “**Poste Italiane**”).

On April 13, 2022, Poste Italiane's Board of Directors, on the recommendation of the Remuneration Committee, approved the adoption, in accordance with art. 114-*bis* of Legislative Decree 58 of February 24, 1998, as amended (the “**CLF**”), of “Equity-based incentive plans” for submission to the General Meeting of Shareholders to be held on May 27, 2022.

This Information Circular thus provides information on the equity-based incentive plans, referring to the following incentive schemes (the “Incentive Schemes”):

- the “**Performance Share LTIP 2022-2024**” (“**Performance Share LTIP**”), described in Section 1 of this document;
- the “**Short-term equity-based incentive plan for 2022 for BancoPosta's Material Risk Takers**” (“**MBO**” o “**MBO STI Plan**”), described in Section 2 of this document.

This Information Circular will be revised, when necessary and in accordance with the terms and conditions established by the regulations in effect, if the proposed adoption of the Incentive Schemes is approved by the General Meeting of Shareholders and in compliance with the resolutions adopted by the General Meeting.

The Incentive Schemes described in this Information Circular qualify for classification as of “particular significance”, as defined by art. 114-*bis*, paragraph 3 of the CLF and art. 84-*bis*, paragraph 2 of the Regulations for Issuers.

This Information Circular has been prepared in accordance with art. 84-*bis*, paragraph 1 of CONSOB Resolution 11971 of May 14, 1999, as amended and supplemented, and made available for consultation at the registered office of Poste Italiane, on the authorised storage system “eMarket STORAGE” (<https://www.emarketstorage.com>), and on the Company's website (<https://www.posteitaliane.it/en/remuneration.html>).

# Definitions

Unless otherwise indicated, the following terms have the following definitions. It is hereby understood that the following expressions and terms defined in the masculine are also intended to refer to the feminine and that the expressions and terms defined in the singular are also intended to refer to the plural.

<b>“Assignment Date”</b>	<b>Performance Share LTIP</b> the date corresponding with or following the Board of Directors’ resolution notifying the Beneficiary of participation in the Plan;
<b>“Available Shares”</b>	the Shares resulting from the Incentive Schemes that have met all of the retention/lock-up requirements and on which all tax and/or contributions have been paid, where applicable;
<b>“Award Date”</b>	the date on which the Beneficiary effectively acquires title to the Shares, following prior completion of all the necessary accounting and administrative procedures;
<b>“BancoPosta Beneficiaries” or “BP Beneficiaries”</b>	<b>Performance Share LTIP</b> “key personnel” involved in executing the guidelines in the Strategic Plan and who belong to BancoPosta and are included in the Plan (including the General Manager);
<b>“BancoPosta RFC” or “BP”</b>	BancoPosta RFC, having ring-fenced capital separate from Poste Italiane, consists of a collection of assets and contractual rights to be used exclusively to meet the obligations arising from BancoPosta’s operations and representing the scope for application of the Bank of Italy’s prudential supervisory standards governing such activities;
<b>“Beneficiaries”</b>	the beneficiaries of the Incentive Schemes;
<b>“Board” or “Board of Directors”</b>	the Company’s Board of Directors;
<b>“Bonus”</b>	<b>MBO</b> the bonus paid partly in cash and partly in Rights to receive Shares under the Terms and Conditions of the short-term incentive plan;
<b>“Company”</b>	Poste Italiane SpA;
<b>“Consolidated Law on Banking” or “CLB”</b>	“Consolidated Law on Banking” or Legislative Decree 385 of September 1, 1993, and subsequent amendments and integrations;
<b>“Consolidated Law on Finance” or “CLF”</b>	“Consolidated Law on Finance” or Legislative Decree 58 of February 24, 1998, and subsequent amendments and integrations;
<b>“Control”</b>	has the meaning attributed to it by art. 2359, paragraph 1.1 of the Italian Civil Code; <b>“Subsidiary”</b> and <b>“Parent”</b> should be interpreted accordingly;
<b>“Deferral Period”</b>	<b>Performance Share LTIP</b> for BP Beneficiaries (including the General Manager), the period of 5 years, after the Vesting Date, at the end of which the Malus Provisions are assessed, for each deferred portion, and 60% of the Rights are granted; <b>MBO</b> the period following the Performance Period, whose duration varies from four to five years depending on the category to which the Beneficiaries belong, at the end of which the Malus Provisions are assessed for the attribution of each deferred portion;
<b>“Fixed Pay”</b>	the gross annual fixed pay in cash and any fixed remuneration payable by the Company in accordance with art. 2389 of the Italian Civil Code;

<b>“General Manager”</b>	the Company's General Manager, who is also its Chief Executive Officer (also CEO-GM);
<b>“General Meeting” or “General Meeting of Shareholders”</b>	the general meeting of the Company's shareholders, called on to vote on, among other things, the proposal to adopt equity-based plans and to grant the Board of Directors, with the option of delegating responsibility, all the necessary powers to implement and amend the plans;
<b>“Grant Date”</b>	<p><b>Performance Share LTIP</b></p> <ul style="list-style-type: none"> <li>for the up-front portion, this coincides with the Vesting Date;</li> <li>for the deferred portions of the BP Beneficiaries (including the General Manager), the date on which the Board of Directors assesses application of the Malus Provisions with reference to the year prior to the end of the Deferral Period for those portions, as a result determining whether or not to grant the Rights relating to the deferred portions;</li> </ul> <p><b>MBO</b></p> <ul style="list-style-type: none"> <li>for the up-front portion, this coincides with the Vesting Date;</li> <li>for the deferred portions, the date on which the Board of Directors assesses application of the Malus Provisions with reference to the year prior to the end of the Deferral Period for those portions, as a result determining whether or not to grant the Rights relating to the deferred portions;</li> </ul>
<b>“Hurdle” and “Qualifying Conditions”</b>	the conditions, confirmed at the end of the Performance Period, that if not met the Rights (and, as a result, the Shares) are not granted, even if the Performance Targets have been met;
<b>“Incentive Schemes”</b>	the “Performance Share LTIP 2022-2024” and the “Short-term equity-based incentive plan for 2022 for BancoPosta RFC's Material Risk Takers” (“MBO STI Plan”);
<b>“Laws”</b>	all primary and secondary legislation, or regulations, or any other statutory requirement or provision applicable to the person subject to such legislation, regulations or requirements; and <b>“Law”</b> means each of them;
<b>“Lock-up Period”</b>	for the Other Beneficiaries of the Performance Share LTIP, this indicates the two-year period from the Vesting Date, at the end of which title to the Shares representing 60% of the Rights granted is transferred to the Beneficiaries, including the right to dispose of such Shares;
<b>“Malus Provisions”</b>	the provisions to be assessed at the end of the Deferral and Retention Periods prior to grant of the portions deferred or subject to Retention;
<b>“Material Risk Takers”</b>	the Beneficiaries who meet the qualitative and quantitative requirements set out in Directive 2013/36/EU, as amended by Directive (EU) No. 878/2019 of the European Parliament and of the Council of May 20, 2019 and Delegated Regulation EU 2021/923 of the Commission of March 25, 2021, for which the supervisory provisions for banks' on remuneration and incentives apply as defined in the “Guidelines on remuneration and incentive policy for BancoPosta RFC”;
<b>“Normalised Value”</b>	the arithmetic mean of the prices of the Shares observed in the 30 Exchange trading days prior to a given date;
<b>“Other Beneficiaries”</b>	<p><b>Performance Share LTIP</b></p> <p>“key personnel” involved in executing the guidelines in the Strategic Plan included in the Plan not belonging to BancoPosta;</p>
<b>“Performance Period”</b>	indicates the annual period (2022) with regard to the MBO or three-year period (2022-2024) with regard to the Performance Share LTI Plan in reference to which the Performance Targets are identified;
<b>“Performance Targets”</b>	the Performance Targets assigned for each of the Incentive Schemes, on achievement of which there is vesting of the MBO Bonus and the Rights of the Performance Share LTI Plan;
<b>“Poste Italiane Group” or “Group”</b>	collectively: (i) the Company; and (ii) the Company's direct and indirect Subsidiaries;

1. Bank of Italy Circular No. 285/2013, Revision 37 of November 24, 2021.

<b>“Remuneration Committee”</b>	indicates the Committee set up within the Board of Directors of the Company on the basis of article 5 of the Corporate Governance Code (2020 edition – formerly article 6 of the Corporate Governance Code for listed companies, 2018 edition) and given the specific nature of the Company aligned with Bank of Italy Circular no. 285 of December 17, 2013 and subsequent updates;
<b>“Retention Period”</b>	<p><b>Performance Share LTIP</b> for BP Beneficiaries (including the General Manager), the period of one year from the Vesting Date for the Rights in relation to the up-front portion and from the Grant Date for the deferred portions, at the end of which, having confirmed compliance with the requirements relating to BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings, as provided for in the Terms and Conditions, actual title to the Shares is transferred to the Beneficiaries, including the right to dispose of such Shares, corresponding to the Rights granted, without prejudice to commitments made with reference to the Share Ownership Guidelines, where applicable;</p> <p><b>MBO</b> With reference to the portion in shares, the period of one year from the Vesting Date for the Rights in relation to the up-front portion and from the Grant Date for the deferred portions, at the end of which, having confirmed compliance with the requirements relating to BancoPosta RFC's capital adequacy and liquidity, as provided for in the Terms and Conditions, actual title to the Shares is transferred to the Beneficiaries, including the right to dispose of such Shares, corresponding to the Rights granted;</p>
<b>“Right”</b>	the right assigned to Beneficiaries to receive a Share in accordance with the Terms and Conditions;
<b>“Senior Management”</b>	<p><b>MBO</b> personnel who meet criterion C3.a.2 identified by Directive (EU) 2019/878 (transposed into Italian law by Article 10 of Law no. 53 of April 22, 2021), i.e. “All members of senior management”, identified as the heads of the functions established to report directly to the Head of BancoPosta;</p>
<b>“Share Ownership Guidelines”</b>	<p><b>Performance Share LTIP</b> the “Share Ownership Guidelines” approved by the Board of Directors on April 13, 2022, in consultation with the Remuneration Committee, that govern the commitment not to Transfer a percentage of the Available Shares received under the Plan until the end of their employment or inclusion among key management personnel;</p>
<b>“Shares”</b>	Poste Italiane's ordinary shares;
<b>“Terms and Conditions”</b>	the Terms and Conditions applicable to the Incentive Schemes;
<b>“Trading Day”</b>	a trading day of the week other than Saturday, Sunday or any other public holiday;
<b>“Transfer” and “To Transfer”</b>	the transfer of Rights or the right to receive Rights, for whatever reason and in whatever circumstances, including the formation of real or personal rights, of a universal or specific nature, for consideration or without consideration, voluntarily or under duress, including the sale, contribution, exchange, lease, usufruct, the conclusion of fiduciary or trust arrangements or other agreements or transactions with an equivalent effect;
<b>“Vesting Date”</b>	the date of the Board of Directors' resolution confirming achievement of the Hurdle Condition and the Qualifying Conditions (where applicable), in addition to the level of achievement of the Performance Targets, determining the total number of vested Rights to the Beneficiaries.







# 01.

## PERFORMANCE SHARE LTIP 2022-2024



# 01.

## PERFORMANCE SHARE LTIP 2022-2024

# Contents

1.1 Beneficiaries .....	12
1.2 Reasons for adoption of the plan .....	14
1.3 Approval procedure and timing of the award of the instruments .....	18
1.4 Nature of the instruments awarded .....	21

# 1. Performance Share LTIP 2022-2024 ("Performance Share LTIP")

## 1.1 Beneficiaries

### 1.1.1 Identification of the names of beneficiaries who are members of the board of directors or management board of the financial instrument issuer, of the companies controlling the issuer and of the companies directly or indirectly controlled by it

The Company's Chief Executive Officer and General Manager (CEO-GM), Matteo Del Fante, is the Beneficiary of the Plan, in his role as General Manager.

A number of the potential Plan Beneficiaries, in addition to exercising the management powers connected with their positions, may also be members of the boards of directors of Company's Subsidiaries. In any event, as these individuals are potentially Beneficiaries of the Plan, as employees of the Company, such Beneficiaries are not named. Instead, reference should be made to the information provided below.

### 1.1.2 Categories of employee or other staff of the financial instrument issuer and of the companies that control or are controlled by the issuer

The Board of Directors' meeting of February 22, 2022, on the recommendation of the Remuneration Committee, approved the total number of Plan Beneficiaries, amounting to up to 210 personnel.

Potential Plan Beneficiaries include "key personnel", who have a leading role to play in achieving the Poste Italiane Group's strategic results.

The Beneficiaries will be named by the Board of Directors, in consultation with the Remuneration Committee, or by a person delegated by the Board of Directors.

It is understood that further Beneficiaries may be included also after the date of approval of this document before the expiry of half of the Performance Period, without prejudice – in any case – to the exclusive competence of the General Meeting of Shareholders to identify further categories of Beneficiaries of the Plan with respect to as illustrated in this document.

### 1.1.3 The names of the parties benefiting from the plan belonging to the following groups:

a. *General managers of the financial instrument issuer;*

The Beneficiaries of the Performance Share LTIP include the Company's General Manager, Matteo Del Fante.

b. *Other key management personnel of the financial instrument issuer not classed as "small", as defined by article 3, paragraph 1, letter f) of Regulation 17221 of March 12, 2010, if they have, over the course of the year, received total pay (computed by summing cash payments and equity-based payments) in excess of the highest total pay awarded to members of the Board of Directors or the management board, and to general managers of the financial instrument issuer;*



Not applicable, as there are no key management personnel who have, over the course of the previous year, received pay in excess of the amount awarded to the person relevant for the purposes of this paragraph (the CEO-GM).

*c. Natural persons controlling the share issuer, who are employees of or who work for the share issuer*

Not applicable, as there are no natural persons who control the Company.

### 1.1.4 Description and quantification, broken down by category:

*a. key management personnel other than those referred to in letter b) of paragraph 1.1.3;*

The key management personnel, Beneficiaries of the Plan at the date of preparation of this document, are 9.

*b. in the case of small companies, as defined by art. 3, paragraph 1, letter f) of Regulation 17221 of March 12, 2010, an indication of the aggregate number of the financial instrument issuer's key management personnel;*

Not applicable, as the Company is not classed as a small company.

*c. other categories of employee or other staff for whom different Plan terms and conditions apply (for example, executives, middle managers, other employees etc.)*

The Plan is for a total of up to 210 Beneficiaries at Group level differentiated with reference to the specific nature of the Plan.

Two macro-categories can be identified in this respect:

- the BP Beneficiaries, meaning the "key personnel" for the execution of the "2024 Sustain & Innovate Plus" Strategic Plan guidelines, belonging to BancoPosta (approximately 15 resources in total at the date of preparation of this document) and
- the Other Beneficiaries, meaning the "key personnel" for the execution of the "2024 Sustain & Innovate Plus" Strategic Plan guidelines, not belonging to BancoPosta (approximately 180 resources in total at the date of preparation of this document).

It is understood that further Beneficiaries may be included also after the date of approval of this document before the expiry of half of the Performance Period, without prejudice – in any case – to the exclusive competence of the General Meeting of Shareholders to identify further categories of Beneficiaries of the Plan with respect to as illustrated in this document.

## 1.2 Reasons for adoption of the Plan

### 1.2.1 Objectives to be achieved by means of the plans

The aim of the Plan is to strengthen the link between the variable component of remuneration and the Group's medium to long-term strategy, in line with the budget and the goals set in the "2024 Sustain & Innovate Plus" Strategic Plan, over the multi-year period. The Plan is based on Poste Italiane's ordinary Shares and, by providing for suitable holding periods, guarantees the continuous alignment of Beneficiaries' interests with those of the shareholders, fostering loyalty and retention among the Company's and the Group's key personnel.

Briefly, the Plan is intended to pursue the following objectives:

- to focus the attention of Company's and the Group's key personnel on the achievement of medium- to long-term goals, contributing to the creation of value and synergies at Group level;
- to strengthen the alignment of management's interests with those of shareholder.

### 1.2.2 Key variables, including in the form of performance indicators taken into account in the awarding of equity-based plans

As mentioned in point 1.1.4, the Beneficiaries have been divided into two macro-categories to whom different Plan Terms and Conditions apply:

- BP Beneficiaries, including the General Manager;
- Other Beneficiaries.

In the case of BP Beneficiaries (including the General Manager), the Plan provides for the granting of Rights to receive Poste Italiane SpA Shares at the end of a three-year Performance Period, as follows:

- 40% up-front at the end of the Performance Period;
- for the remaining 60%, in five deferred annual instalments over a five-year period beginning at the end of the Performance Period (the first three equal to 10% of the total Rights vested and the next two equal to 15% of the total Rights vested).

The grants to BP Beneficiaries (including the General Manager) are also subject to the application of a further Retention Period of one year, to be applied to both the up-front and deferred portions.

In the case of BP Beneficiaries (including the General Manager), vesting of the Rights and, therefore, the awarding of the Shares, is subject to confirmation of:

- achievement of the Hurdle Condition and Qualifying Conditions;
- the level of achievement of the Performance Targets over the Performance Period.

Specifically, the Hurdle Condition and Qualifying Conditions are shown in the following table:

Hurdle Condition	Qualifying conditions
Group earnings: EBIT € 6.2 bn	BancoPosta's capital adequacy: CET 1 risk tolerance level approved in the Risk Appetite Framework
<i>Value rounded to the first decimal place</i>	BancoPosta's short-term liquidity: LCR risk tolerance level approved in the Risk Appetite Framework
	BancoPosta risk-adjusted earnings: RORAC risk tolerance level approved in the Risk Appetite Framework

The Performance Targets, measured over a three-year Performance Period (2022-2024), are shown below:

Performance Indicators	Weights
Group cumulative three-year EBIT	40%
Relative Total Shareholder Return ("rTSR")	40%
Equal gender representation in succession plans	20%

The objective linked to the "relative Total Shareholder Return<sup>2</sup>" (rTSR) includes a "negative threshold" provision: if the Poste Italiane's TSR is negative, despite being higher than the TSR registered by the FTSE MIB index, the number of vested Rights (linked to rTSR) is reduced to the minimum threshold of 50%.

The ESG target is linked to strengthening the female presence in managerial succession plans, with the aim of increasing the presence of women in positions of greater responsibility within Poste Italiane Group. The aim of this new target is to promote diversity which, by increasing skills and know-how, represents a strategic resource to create added value for stakeholders (shareholders, employees, suppliers, customers, the public administration and the country). The KPI is part of a broader female leadership development plan which also includes training and development plans and mentoring and coaching paths aimed specifically at women. The Group always adopts a long-term approach in order to ensure the internal growth of a management team that is more aligned with the market evolution and increasingly ready to take on greater responsibility.

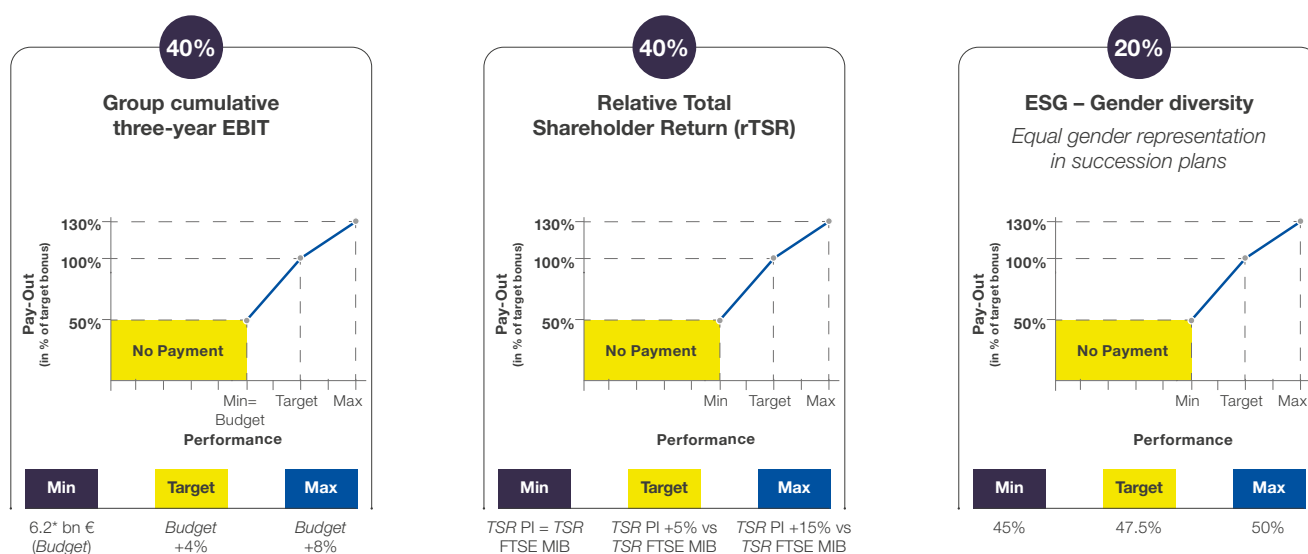
In particular, the KPI is calculated as the ratio between the number of succession candidacies held by women and the total number of candidacies. Please note that the baseline is 30% of total succession candidacies held by women.

The methodology on which the succession plans for the 2022-2024 period is based is structured and involves the Group's management in compliance with the related regulations and the Corporate Governance processes. There are succession plans for around 150 key positions which include, among others, all levels of personnel reporting to the CEO-GM of Poste Italiane SpA and the Chief Executive Officers of the main Group Companies. These positions have been identified based on the organisational complexity of the roles and the impact of the same on the strategic guidelines of the "2024 Sustain & Innovate Plus" Plan.

A maximum level of over performance has been set, above which the incentive linked to the individual performance indicator remains constant, as well as a hurdle level, below which the incentives do not apply and there is, therefore, no award due.

In the case of the Other Beneficiaries, the granting of Rights to receive Poste Italiane Shares is entirely up-front at the end of a three-year Performance Period, with 60% of the Shares subject to a further two-year Lock-up Period.

The values of the performance targets are as follows:



\* Value rounded to the first decimal place.

2. The Total Shareholder Return (TSR) is an indicator that measures the total return on a Share, represented by the sum of the following components: (i) capital gain: ratio between the change in the Share price (difference between the price recorded at the end and at the beginning of the reference period) and the price recorded at the beginning of the same period; (ii) dividends: ratio between the dividends per Share distributed in the reference period and the price recorded at the beginning of the same period. It is relative in that it measures different levels of achievement based on Poste Italiane's TSR relative to the TSR of the FTSE MIB index over a three-year period.

Granting of Rights to receive Shares to the Other Beneficiaries are subject to confirmation of:

- achievement of the Hurdle (Group EBIT);
- the level of achievement of the Performance Targets (Group EBIT, rTSR and Equal gender representation in succession plans) over the Performance Period.

### 1.2.3 Elements underlying calculation of the amount of equity-based payments, namely the criteria used to determine such payments

The assignment at target (on achieving 100% of all the Performance Targets) is based on a percentage of fixed pay and varies according to the Beneficiary's role and their strategic importance. The assignment at target varies between a minimum of 20% up to a maximum of 85% of fixed pay.

The number of Rights assigned to each Beneficiary is obtained by dividing the award at target by the arithmetic average of the Share price in the thirty stock exchange trading days prior to the Assignment Date.

Vesting of the Rights and, therefore, the granting of the Shares, is subject to achievement of the Hurdle Condition, the Qualifying Conditions (only for BP Beneficiaries) and the achievement of certain Performance Targets described in point 1.2.2. In the event of failure to meet the Hurdle and/or Qualifying Conditions and/or the minimum level required for Performance Targets, the Beneficiaries will not qualify for the Rights and no Shares will be granted.

At the end of the Performance Period (and, therefore, in 2025), the Board of Directors, on the recommendation of the Remuneration Committee, will confirm that the Hurdle and Qualifying Conditions have been met (the latter only with regard to the BP Beneficiaries including the General Manager), and the level of achievement of the Performance Targets, thereby determining the number of Rights to be vested and, therefore, the Rights to grant to each Beneficiary for conversion into Shares in accordance with the Terms and Conditions for the specific category to which the Beneficiary belongs.

The granting to BP Beneficiaries (including the General Manager) of the deferred portions is subject to confirmation of compliance with the risk tolerance levels in the Malus Provisions linked to BancoPosta RFC's capital adequacy, short-term liquidity and risk-adjusted earnings in the year prior to the granting.

With regard to the granting of Shares to the BP Beneficiaries (including the General Manager), moreover:

- at the end of the Retention Period for the up-front portion, compliance with the risk appetite levels for BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings must be confirmed;
- at the end of the Retention Period for the deferred Shares, compliance with the risk tolerance levels for BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings must be confirmed.

Granting of the Shares is subject to the ex post risk adjustments described in paragraph 1.4.5 and will be made following deduction of the related tax and contributions, where applicable.

### 1.2.4 Reasons underlying the decision to award equity-based payments based on instruments not issued by the financial instrument issuer, such as financial instruments issued by subsidiaries, parents or third-party companies outside the group of origin; in the event that such instruments are not traded on regulated markets, information on the criteria used to determine the value assigned to them

Not applicable.

### **1.2.5 Considerations on any significant tax and accounting implications that have affected the nature of the plans**

There are no material tax or accounting implications that have had an impact on the nature of the Plan.

### **1.2.6 Any support for the plan from the Special Fund to Encourage Worker Participation in businesses, as defined in article 4, paragraph 112 of Law 350 of December 24, 2003**

Not applicable.



## 1.3 Approval procedure and timing of the award of the instruments

### 1.3.1 Scope of powers and roles delegated by the General Meeting to the Board of Directors in order to implement the plan

On February 22, 2022, Poste Italiane's Board of Directors, on the recommendation of the Remuneration Committee, approved submission of the Plan for approval by the General Meeting of Shareholders to be held on May 27, 2022.

The General Meeting of Shareholders will be asked to grant the Board the broadest possible power to effectively implement the Plan, with the option of sub-delegating such powers.

No Beneficiary may take part in the Board's decision-making regarding implementation of the Plan.

### 1.3.2 Indication of the persons tasked with administering the plan and their role

Without prejudice to the information provided in the paragraph 1.3.1 above, the Board – or persons delegated thereby – is responsible for administering the Plan, availing itself of the relevant corporate functions.

### 1.3.3 Any procedures in place for review of the plan, including in response to any changes in the underlying objectives

There is no procedure for reviewing the Plan, although the Board of Directors, or persons delegated by it, on the recommendation of the Remuneration Committee, in consultation, where appropriate, with other internal Board Committees, may propose upward or downward changes of Performance Targets and/or other characteristics of the Plan to the Board of Directors in the event of significant changes in the scope of the Group or in the accounting standards on which computation of the related financial indicators is based or in the presence of exceptional circumstances, in such a way as to guarantee a situation that is substantially fair compared to the one previously in existence. The General Manager, as a Plan Beneficiary, will not take part in the Board's discussion or deliberation of such matters.

### 1.3.4 Description of the methods of determining the availability and the award of the financial instruments on which the plans are based

On April 13, 2022, the Board of Directors resolved to submit for approval to the General Meeting of Shareholders, called for May 27, 2022, the resolution to purchase treasury Shares pursuant to Articles 2357 and 2357-ter.

Therefore, to implement the Plan, the Company will make use of treasury Shares that will be purchased following the favourable resolution passed by the General Meeting of Shareholders of May 27, 2022.

### **1.3.5 Role played by each director in determining the nature of the plan; any conflicts of interest arising in relation to the directors involved**

The Remuneration Committee was involved, at the various stages, in defining the essential characteristics of the Plan. The Committee consists entirely of non-executive directors – the majority of which (including the Chair) endowed with the independence requirements as defined by article 2, recommendation 7 of the Corporate Governance Code, as well as the independence requirements pursuant to the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the CLF – which ensure the presence of the required number of members with appropriate expertise and experience in financial matters or remuneration policies and risk management.

The Board, with the abstention of the CEO-GM, on the proposal of the Remuneration Committee after consulting the Control and Risk Committee, resolved to assign the Plan and to submit its adoption to the General Meeting of Shareholders.

### **1.3.6 For the purposes of the requirements of art. 84-bis, paragraph 1, the date of the decision taken by the relevant body to propose approval of the plan by the General Meeting and of the recommendation by the Remuneration Committee**

On February 22, 2022, the Board of Directors – on the recommendation of the Remuneration Committee, meeting on February 21, 2022 – approved assigning of the Plan to Beneficiaries and to submit it for adoption by the General Meeting of Shareholders.

### **1.3.7 For the purposes of the requirements of art. 84-bis, paragraph 5, letter a), the date of the decision taken by the relevant body regarding the award of the instruments and of the recommendation to this body by the Remuneration Committee**

On February 22, 2022, the Board resolved – on the proposal of the Remuneration Committee, meeting on February 21, 2022 – to assign the Plan to Beneficiaries subject to its approval by the General Meeting of Shareholders scheduled for May 27, 2022 in a single call.

If the Plan is approved by the General Meeting of Shareholders, the Board of Directors, on the recommendation of the Remuneration Committee, and/or a person delegated by the Board, as the case applies, will take the related decisions regarding the Plan's implementation.

### **1.3.8 The market price, recorded on the above dates, of the financial instruments on which the plan is based, if traded on regulated markets**

The official price of Poste Italiane's Shares on the MTA stock market organized and managed by Borsa Italiana SpA pursuant to point 1.3.7, on February 22, 2022, was € 10.7250.

It is specified that the number of Rights assigned to Beneficiaries will be defined on the basis of the Normalised Value of the Share at February 22, 2022, equal to € 11.3612.

**1.3.9 In the case of financial instruments traded on regulated markets, in what terms and in accordance with what procedures does the issuer take into account, when establishing the timing of the award of instruments in implementation of the plans, the potential for the following to occur at the same time: (i) the above award and any decisions in this regard by the Remuneration Committee, and (ii) the disclosure of price sensitive information, as defined by art. 114, paragraph 1; for example, where such information is: a. not already in the public domain and capable of causing market prices to rise, or b. already in the public domain and capable of causing market prices to fall**

The actual effectiveness of the Plan will be subject to its approval by the General Meeting of Shareholders.

Beneficiaries will acquire the right to receive Shares after a three-year Performance Period and only following confirmation of achievement of the Hurdle Condition, the Qualifying Conditions (for BP Beneficiaries including the General Manager), and the achievement of predetermined Performance Targets and thus, without impacts on the disclosure of sensitive information.

Beneficiaries are prohibited from taking out personal insurance, income protection or any other form of cover that may modify or affect the impact of risk alignment in variable pay Plans.

## 1.4 Nature of the instruments awarded

### 1.4.1 Description of the way in which the equity-based plans are structured

The Plan envisages the free granting of Rights to receive Shares, in accordance with the Plan Terms and Conditions and the implementing documentation. The number of Rights to be granted to Beneficiaries is subject to the achievement of Performance Targets over the Performance Period, following confirmation of achievement of the Hurdle, the Qualifying Conditions and compliance with the Malus Provisions (the latter for BP Beneficiaries including the General Manager).

The Rights thus granted to the Beneficiary will be converted into Shares at the end of a Retention/Lock-up Period, with the exception of the Rights relating to the 40% instalment envisaged for the Other Beneficiaries, which will be converted at the end of Performance period.

### 1.4.2 Indication of the period of effective implementation of the plan, including reference to any different cycles

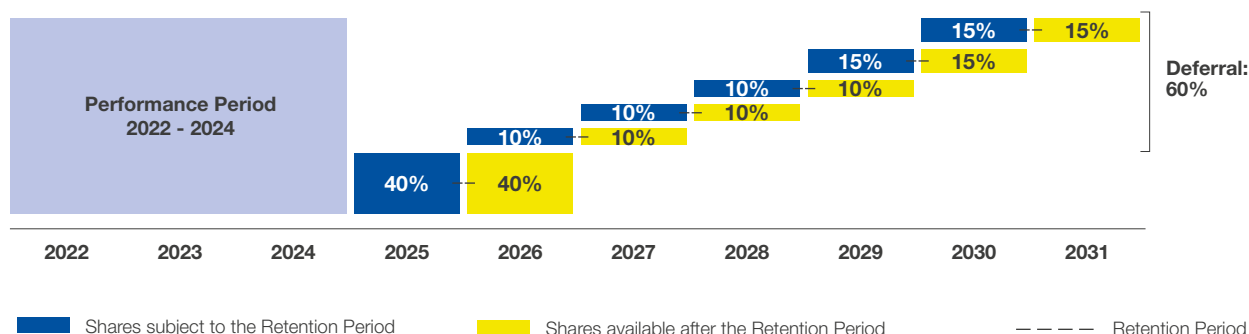
Implementation of the Plan varies depending on the specific category to which the Beneficiary belongs.

In the case of BP Beneficiaries, including the General Manager, the Plan provides for the free granting of Rights to receive Poste Italiane Shares at the end of a three-year Performance Period, as follows:

- 40% up-front at the end of the Performance Period;
- for the remaining 60%, in five deferred annual instalments over a five-year period beginning at the end of the Performance Period (the first three equal to 10% of the total Rights granted and the next two equal to 15% of the total Rights granted).

The granting to BP Beneficiaries (including the General Manager) are also subject to the application of a further Retention Period of one year, to be applied to both the up-front and deferred portions.

The above stages are summarised as follows:

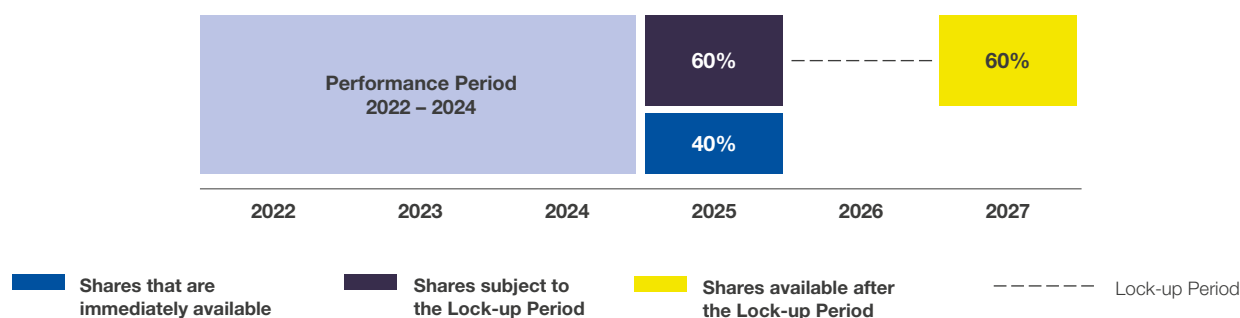


Granting of the deferred portion of the Shares will take place following confirmation of compliance with the risk tolerance levels linked to BancoPosta RFC's capital adequacy, short-term liquidity and risk-adjusted earnings and provided that there is no reason to apply the Malus Provisions.

It should also be noted that:

- at the end of the Retention Period for the up-front portion, compliance with the risk appetite level for BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings must be confirmed;
- at the end of the Retention Period for the deferred Shares, compliance with the risk tolerance level for BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings must be confirmed.

In the case of the Other Beneficiaries, the granting of Poste Italiane Shares is entirely up-front at the end of a three-year Performance Period, with 60% of the Shares subject to a further two-year Lock-up Period, structured as follows::



### 1.4.3 Termination of the plan

Reference should be made to paragraph 1.4.2 above.

### 1.4.4 The maximum number of financial instruments, including in the form of options, awarded each financial year to named individuals or specific categories

The number of Rights assigned will be determined using the criteria described in paragraphs 1.2.2, 1.2.3 and 1.4.8.

In the case of BP Beneficiaries (including the General Manager), the total variable component (including any award under the short-term incentive scheme) assigned may not exceed the cap set in relation to the fixed component from time to time in force.

### 1.4.5 Procedures and provisions regarding implementation of the plan, specifying if the effective award of instruments is subject to the occurrence of certain conditions or the achievement of specific results, including those that are performance-related; a description of the related conditions and results

Granting of the Rights is subject to achievement of the Hurdle Condition, the Qualifying Conditions and compliance with the Malus Provisions (the latter for BP Beneficiaries including the General Manager), and the achievement of Performance Targets over the Performance Period.

In line with the terms set out in the *“Report on the remuneration policy”* and the *“Guidelines on the remuneration and incentive policy of BancoPosta RFC”*, the Company may request the return of the Shares received or the related cash value, taking into account the related legal, social security and tax considerations, regardless of whether or not the employment relationship with the company or a Group company is still in progress or has ceased. Within 5 years of disbursement of each awardable incentive and, in any event, within the time limit set by the related statute of limitations, the Company may request repayment of any amounts disbursed, up to the entire amount paid, without prejudice to the right to claim for any further damages, in the event of:

- conduct not in compliance with the law, regulations, or the bylaws, the Code of Ethics, the Legislative Decree 231/01 Organisational Model regarding corporate liability and/or the Poste Italiane Group’s Integrated Policy applicable to the Company, including BancoPosta RFC, or one of the Group companies, and that has resulted in significant losses for the Company, a Group company or for customers;
- further conduct not in compliance with the law, regulations, or the bylaws, the Code of Ethics, the Legislative Decree 231/01 Organisational Model regarding corporate liability and/or the Poste Italiane Group’s Integrated Policy applicable to the



Company, including BancoPosta RFC, or one of the Group companies, and that gave the Beneficiary an advantage in terms of the incentives due;

- violations of the obligations set out in article 26 or, where applicable, article 53, paragraphs 4 et seq. of the Consolidated Law on Banking or of the obligations in respect of remuneration and incentives;
- fraud or gross misconduct on the part of the beneficiary to the detriment of the Company, including BancoPosta RFC, or another Group company;
- award of the Shares on the basis of information that was subsequently revealed to be inaccurate and/or misleading.

Occurrence of one or more of the above circumstances also results in the application of Malus Provisions to any deferred portions of incentives yet to be awarded.

### **1.4.6 Indication of any restrictions on the availability of the instruments awarded, or of instruments resulting from the exercise of options, with specific reference to the terms within which it is permitted or prohibited to transfer the instruments to the company itself or to third parties**

Both the up-front and deferred Rights are subject to Retention/Lock-up periods: in the case of BP Beneficiaries (including the General Manager), the Retention Period applicable to all the up-front portions or those subject to a 5-year Deferral Period is one year; for the Other Beneficiaries, the Lock-up Period (applicable to 60% of the Rights granted) is two years.

Moreover, in the case of BP Beneficiaries (including the General Manager), the Shares will be awarded at the end of the Retention Period, only once the following have been confirmed:

- at the end of the Retention Period for the up-front portion of the Shares, compliance with the risk appetite levels for BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings;
- at the end of the Retention Period for the deferred portion of the Shares, compliance with the risk tolerance levels for BancoPosta RFC's capital adequacy, liquidity and risk-adjusted earnings.

During the Retention/Lock-up Period and, in the case of BP Beneficiaries (including the General Manager), also during the Deferral Period, the related Beneficiaries are not entitled to voting and economic rights.

Where applicable, and following signature of the "*Share Ownership Guidelines*" approved by the Board of Directors on April 13, 2022, in consultation with the Remuneration Committee, the Beneficiaries have committed to not Transfer a percentage of the Available Shares received under the Plan until the end of their employment or inclusion among key management personnel.

### **1.4.7 Description of any termination provisions, in relation to awards under the Plan, that are triggered by beneficiaries enter into hedging transactions enabling them to circumvent any restrictions on the sale of the financial instruments awarded, including in the form of options, or of financial instruments resulting from the exercise of options**

Beneficiaries are prohibited, at the risk of forfeiting their right to receive Shares, from entering into hedging transactions enabling them to alter or affect the alignment with risk embedded in the terms of the equity-based incentive plans.

## 1.4.8 Description of the effects of the termination of employment

If, before the Award Date for the Shares, the employment relationship is terminated and the Beneficiary is classed as a “good leaver”, the granting of the Shares under the Plan will take place at the natural end of the related Performance Period and the envisaged Deferral/Retention/Lock-Up Periods, provided that the plan Terms and Conditions have been complied with, and subject to confirmation of achievement of the Performance Targets; in this case, however, the Rights will be granted and, the Shares thus awarded, always under the conditions provided for in the Terms and Conditions and on a pro rata basis until the date of termination of the Beneficiary’s employment.

If the employment relationship is terminated before the Award Date for the Shares, the Beneficiary classed as a “bad leaver” will automatically lose all the Rights deriving from the Plan, which will become ineffective, and the Beneficiary will not have the right to receive any payment or compensation for whatever reason from the Company.

## 1.4.9 Indication of any other causes of termination of the Plan

There are no other causes of termination of the Plan.

## 1.4.10 Reasons for a potential provisions relating to “redemption”, by the company, of the financial instruments on which the Plan is based in accordance with art. 2357 *et seq.* of the Italian Civil Code; indication of the Beneficiaries of the redemption, specifying if the redemption is only aimed at certain categories of employee; the impact of the termination of employment on such redemption

Not applicable.

## 1.4.11 Any loan or other facilities to be made available for the purchase of shares, as defined by art. 2358, paragraph 3 of the Italian Civil Code

Not applicable.

## 1.4.12 Indication of assessments of the expected cost to the company at the grant date, as determinable on the basis of the terms and conditions previously established, in terms of a total amount and in relation to each instrument in the plan

The expected cost over the entire life of the Plan, as described in this document, in the event of achievement of the performances at target and assuming that the Share price remains stable over the period, is approximately €14 million for up to 210 Beneficiaries.

### 1.4.13 Indication of any dilutive effects resulting from the award of shares

In view of the fact that the Poste Italiane Shares to be granted to Beneficiaries under the Plan will be made available through the purchase of the treasury Shares (paragraph 1.3.4), it is not expected that there will be any dilutive effects.

### 1.4.14 Any limits on the exercise of voting rights or on the assignment of property rights

The available Shares will rank *pari passu* with the other Shares, as no limits on the exercise of voting rights or on the related property rights have been provided for.

### 1.4.15 If the shares are not traded on a regulated market, all information used in effectively measuring their value

Not applicable.

### 1.4.16 – 1.4.23

Not applicable.

\* \* \*

The following is Table 1 provided for by paragraph 4.24 of Form 7 of Annex 3A of the Regulations for Issuers.

**Table 1**

		Chart 1						
		Financial instruments other than stock options						
		Section 2						
		Newly assigned instruments according to the Board of Directors proposed decision for the Meeting						
Name and surname or category	Position	Date of shareholder resolution	Type of financial instrument	Number of financial instruments assigned	Assignment date	Eventual purchase price of instruments	Market price at assignment date	Vesting period
<b>Matteo Del Fante</b>	General Manager (employment contract)	27/05/22	Ordinary shares of Poste Italiane SpA	84,973	22/02/22		€ 11.3612*	3 years
<b>Key Management Personnel (9**)</b>		27/05/22	Ordinary shares of Poste Italiane SpA	190,949	22/02/22		€ 11.3612*	3 years
<b>BancoPosta Beneficiaries (11)</b>		27/05/22	Ordinary shares of Poste Italiane SpA	40,079	22/02/22		€ 11.3612*	3 years
<b>Other Beneficiaries (172***)</b>		27/05/22	Ordinary shares of Poste Italiane SpA	644,689	22/02/22		€ 11.3612*	3 years

\* Amount calculated by convention, based on the arithmetic average of the prices of Poste Italiane's shares in the thirty stock exchange trading days prior to the assignment date.

\*\* Including 2 BancoPosta Beneficiaries.

\*\*\* Including 15 managers of Group Companies.

The information illustrated above refers to the date of preparation of this document (April 13, 2022).













# 02.

## SHORT-TERM EQUITY-BASED PLAN FOR 2022 FOR BANCOPOSTA RFC'S MATERIAL RISK TAKERS

# 02.

## SHORT-TERM EQUITY-BASED PLAN FOR 2022 FOR BANCOPOSTA RFC'S MATERIAL RISK TAKERS



# Contents

2.1 Beneficiaries .....	32
2.2 Reasons for adoption of the plan .....	34
2.3 Approval procedure and timing of the award of the instruments .....	39
2.4 Nature of the instruments awarded .....	42

## 2. Short-term equity-based plan for 2022 for BancoPosta RFC'S Material Risk Takers ("MBO STI Plan")

### 2.1 Beneficiaries

#### 2.1.1 Identification of the names of beneficiaries who are members of the board of directors or management board of the financial instrument issuer, of the companies controlling the issuer and of the companies directly or indirectly controlled by it

The Company's Chief Executive Officer and General Manager (CEO-GM), Matteo Del Fante, is the Beneficiary of the Plan, in his role as General Manager.

The CEO-GM falls within the scope of application of the *"Guidelines for BancoPosta RFC's remuneration and incentive policies for 2022"* and is therefore subject to the existing supervisory standards for banks.

A number of the potential MBO STI Plan Beneficiaries, in addition to exercising the management powers connected with their positions, may also be members of the boards of directors of Company's Subsidiaries. In any event, as these individuals are potentially Beneficiaries of the MBO STI Plan, as employees of the Company and as belonging to BancoPosta RFC, such Beneficiaries are not named. Instead, reference should be made to the information provided below.

#### 2.1.2 Categories of employee or other staff of the financial instrument issuer and of the companies that control or are controlled by the issuer

Potential Plan Beneficiaries include other executives, senior managers and middle managers with formal roles within the scope of application of the *"Guidelines for BancoPosta RFC's remuneration and incentive policies for 2022"*. At the date of this document, these include approximately 35 Material Risk Takers identified in accordance with a process based on an exact assessment of each position held within the organisation, assessing the importance of each charge in terms of risk taking. Identification follows a structured assessment process, based on qualitative and quantitative criteria and set out in the *"Guidelines for BancoPosta RFC's remuneration and incentive policies for 2022"*.

### 2.1.3 The names of the parties benefiting from the plan belonging to the following groups:

*a. General managers of the financial instrument issuer*

The MBO STI Plan Beneficiaries include the Company's General Manager, Matteo Del Fante.

*b. Other key management personnel of the financial instrument issuer not classed as "small", as defined by article 3, paragraph 1, letter f) of Regulation 17221 of March 12, 2010, if they have, over the course of the year, received total pay (computed by summing cash payments and equity-based payments) in excess of the highest total pay awarded to members of the Board of Directors or the management board, and to general managers of the financial instrument issuer;*

Not applicable, as there are no key management personnel who have, over the course of the previous year, received pay in excess of the amount awarded to the person relevant for the purposes of this paragraph (the CEO-GM).

*c. Natural persons controlling the share issuer, who are employees of or who work for the share issuer*

Not applicable, as there are no natural persons who control the Company.

### 2.1.4 Description and quantification, broken down by category:

*a. key management personnel other than those referred to in letter b) of paragraph 2.1.3;*

At the time of preparation of this Information Circular, key management personnel who are MBO STI Plan Beneficiaries are:

- the Head of the BancoPosta function, Guido Maria Nola;
- the Manager Responsible for Financial Reporting, Alessandro Del Gobbo.

*b. In the case of small companies, as defined by art. 3, paragraph 1, letter f) of Regulation 17221 of March 12, 2010, an indication of the aggregate number of the financial instrument issuer's key management personnel;*

Not applicable, as the Company is not classed as a small company.

*c. other categories of employee or other staff for whom different Plan terms and conditions apply (for example, executives, middle managers, other employees etc.)*

Potential Plan Beneficiaries include other executives and middle managers with formal roles within the scope of application of the "Guidelines for BancoPosta RFC's remuneration and incentive policies for 2022". At the date of this document, there are approximately 35 Material Risk Takers broken down as follows:

- i. Material Risk Takers belonging to Senior Management with variable remuneration of less than €435,011;
- ii. Material Risk Takers belonging to Senior Management with variable remuneration of more than €435,011;
- iii. Other Material Risk Takers with variable remuneration of less than €435,011;
- iv. Other Material Risk Takers with variable remuneration of more than €435,011.

## 2.2 Reasons for adoption of the Plan

### 2.2.1 Objectives to be achieved by means of the plans

In accordance with the relevant statutory requirements, the aim of the Plan is to link the variable component of remuneration to BancoPosta RFC's strategy, the budget and the "2024 Sustain & Innovate Plus" Strategic Plan and short-term performance over an annual period. The Plan is also a useful way of reinforcing the focus on value creation, management by objectives, culture of integration and efficiency and of engaging all the owners of strategic projects and fostering management continuity over the long term through retention. The Plan is based on a structured process for defining incentives and the associated objectives.

The use of the Shares to pay out a portion of the Bonus, accompanied by the Deferral and Retention Periods aims to guarantee the continuous alignment of management's interests with those of the shareholders over time (see points 2.2.2 and 2.4.2 in this document).

### 2.2.2 Key variables, including in the form of performance indicators taken into account in the awarding of equity-based plans

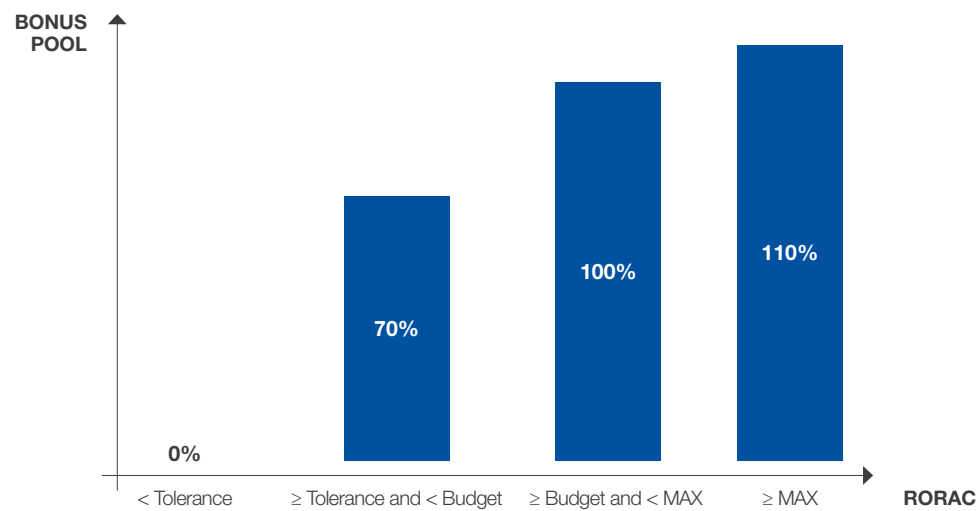
The MBO STI Plan envisages the right to a Bonus payable partly in cash and partly in Rights to receive Shares, subject to the achievement of the Performance Targets over the Performance Period. Vesting of the Bonus (and thus also of the Rights to receive Shares) is subject to achievement of the Hurdle Condition and the Qualifying Conditions, as described below:

Hurdle Condition	Qualifying conditions
Group earnings: EBIT € 2.0 bn	BancoPosta's capital adequacy: CET 1 risk tolerance level approved in the Risk Appetite Framework
<i>Value rounded to the first decimal place</i>	BancoPosta's short-term liquidity: LCR risk tolerance level approved in the Risk Appetite Framework

The "Group EBIT" Hurdle Condition has been set at the level of the budget, whereas the parameters established for the Qualifying Conditions have been set at the level of the risk tolerance of BancoPosta RFC's Risk Appetite Frameworks.

## 2. Short-term equity-based plan for 2022 for BancoPosta RFC'S Material Risk Takers ("MBO STI Plan")

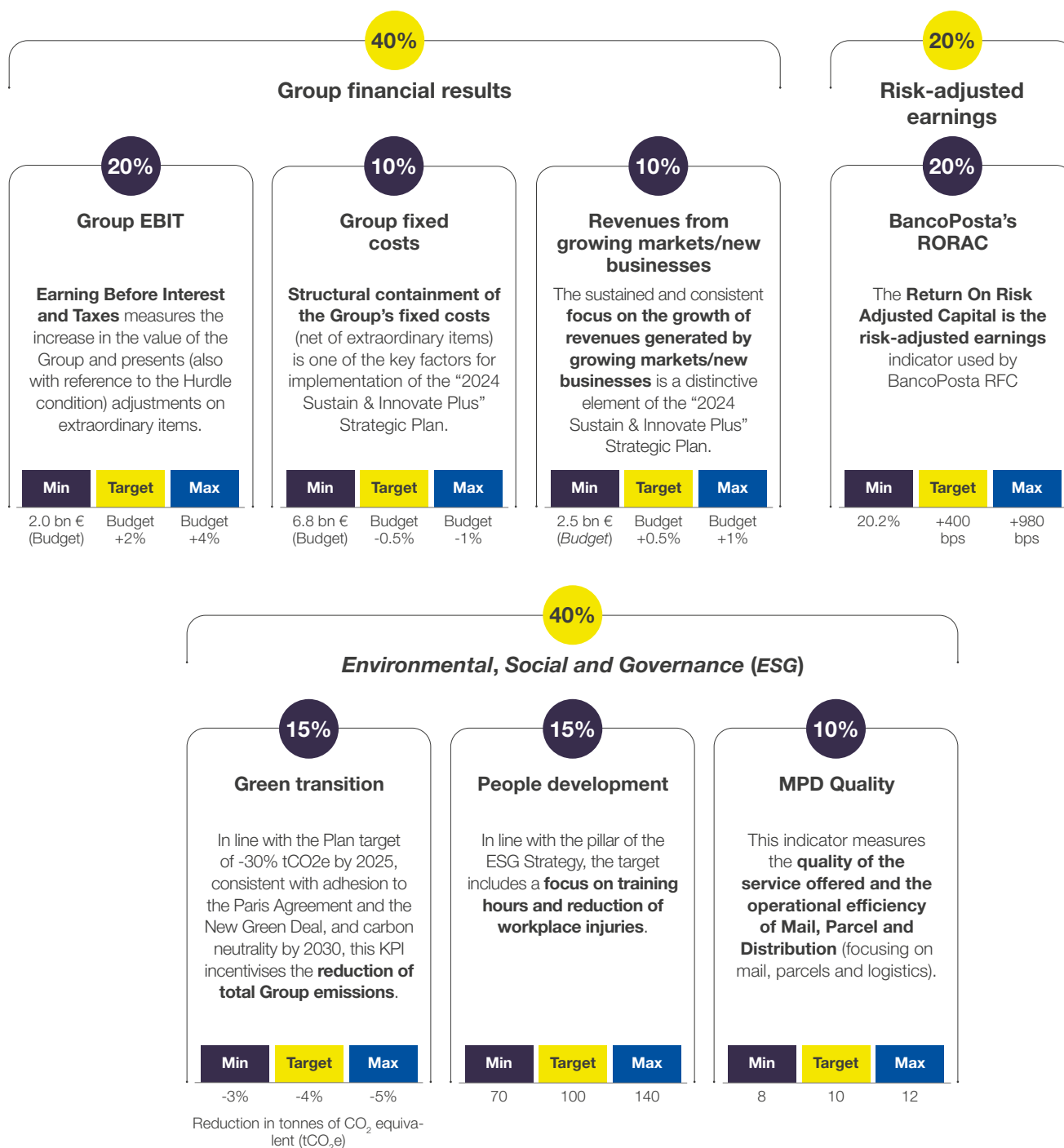
In addition to the Hurdle and Qualifying Conditions described above, a bonus pool mechanism is envisaged, developed in a bottom-up logic (the total value of the incentives derives from the sum of the MBO allocations for the Material Risk Takers), conservatively structured on the basis of RORAC, as shown below:



For the CEO-GM, the Manager Responsible for Financial Reporting, and the personnel of the Control Functions, there is no application of the bonus pool, while the Qualifying Conditions with regard to LCR and CET 1 remain confirmed.

It should be noted that, in addition to the above Hurdle and Qualifying Conditions, the General Manager must also meet a further Qualifying Condition linked to the Poste Vita Insurance Group's Solvency II Ratio at the risk tolerance level.

The Performance Targets for the MBO STI Plan for the General Manager are as follows:



\* NOTE: The values of Group EBIT, Group Fixed Costs and Revenues from growth markets/new businesses are rounded to the first decimal place. With regard to EBIT, any changes in the scope of consolidation (positive and negative) generated by M&A and restructuring costs related to redundancies (budgeted at € 0.2 billion in 2022) will be neutralised.

The Performance Targets for the MBO STI Plan for the other Beneficiaries are assigned on an individual basis, with a focus on risk-adjusted performance indicators (e.g. BancoPosta's RORAC) and sustainability indicators (e.g. Customer Experience). Payment of the Bonus is linked to the degree to which the assigned Performance Targets are achieved.

The MBO STI Plan envisages the right to a Bonus payable partly in cash and partly in Rights to receive Shares for both the up-front and deferred portions (not applicable for variable remuneration of an amount of less than €50,000 and not representing more than one-third of the total annual remuneration). The number of Rights will depend on the Bonus vested and the Normalised Value of the Shares at the vesting date for the Bonus.

The method for payout of the Bonus under the MBO STI Plan varies depending on the specific category to which the Beneficiary belongs:

- i. in the case of the General Manager and the Head of the BancoPosta function, 60% of the Bonus is deferred for a period of 5 years (pro rata); 45% of the amount payable is paid in cash and 55% in Rights to receive Shares, with a higher percentage of the deferred portion being in Shares;
- ii. in the case of Beneficiaries belonging to Senior Management, 40% of the Bonus is deferred for a period of 5 years (pro rata); 45% of the amount payable is paid in cash and 55% in Rights to receive Shares, with a higher percentage of the deferred portion being in Shares. In the event of variable remuneration in excess of €435,011, the structure of the payout will be aligned with the procedure described in point i. above;
- iii. for the Other Beneficiaries (not belonging to the previous two categories), 40% of the Bonus is deferred for a period of 4 years (pro rata), with 50% payable in cash and 50% in Rights to receive Shares for both the up-front and deferred portions. In the event of variable remuneration in excess of €435,011, the structure of the payout is modified with the deferred component becoming 60%.

The Rights to receive Shares are subject to a one-year Retention Period for both the up-front and deferred portions.

In all the above cases, payment of the deferred portion will take place each year, provided that the risk tolerance levels for BancoPosta RFC's capital adequacy and liquidity have been complied with. The same risk tolerance levels must also be complied with at the end of the Retention Period.

More details on the timing and payout method for the MBO STI Plan are provided in paragraph 2.4.2 below.

The variable component as a whole assigned to Material Risk Takers does not exceed the ratio with the fixed component approved by the General Meeting of Shareholders, taking into account all the incentive plans (0.33:1 for the Company's Control Functions).

In compliance with existing statutory requirements and the Company's policies, the variable component for Material Risk Takers has the following characteristics:

- i. it is determined using performance indicators measured taking into account the level of risk assumed and must be consistent with the Risk Appetite Framework (RAF) and the risk governance and management policies adopted;
- ii. it is subject to ex post risk adjustments (malus and clawback provisions), that, based on individual performance or conduct, may result in a significant reduction in the amount payable, potentially to zero or clawback of the variable component (see paragraph 2.4.5).

In line with the Company's policies, Beneficiaries in the Control Functions have short-term incentive schemes that reflect the duties assigned, assigning them qualitative objectives that are not linked to the Company's and BancoPosta RFC's performances (except for application of the Qualifying Conditions). Constant support in developing a strong, sustainable compliance and risk management culture and in delivering on projects in their areas of responsibility are the key objectives assigned to personnel belonging to the Control Functions within the scope of the MBO STI Plan.

The variable pay of personnel in the Control Functions accounts for a lower proportion of total remuneration than the proportion generally applied in the case of Material Risk Takers. The variable component of the remuneration paid to personnel belonging to the Company's Control Functions may not, therefore, exceed one third of the fixed component.

### 2.2.3 Elements underlying calculation of the amount of equity-based payments, namely the criteria used to determine such payments

The amount of the Bonus is based on a percentage of the Beneficiary's fixed pay, based on the responsibilities involved in the role and their strategic importance. The extent of the Bonus at target (on achieving 100% of all the Performance Targets) is differentiated on the above basis and ranges from a minimum of 10% up to a maximum of about 55% of fixed pay.

The vesting of the Bonus (and thus also the award of the Rights to receive Shares) is conditional on satisfaction of the Hurdle Condition, Qualifying Conditions and certain levels of the Performance Targets already described above in paragraph 2.2.2. No Bonus will be disbursed under the MBO STI Plan if the Hurdle Condition, Qualifying Conditions and/or overall threshold level of the Performance Targets are not satisfied.

With regard to the MBO STI Plan, after the end of the Performance Period, in 2023, the Board of Directors, on the recommendation of the Remuneration Committee, will confirm the achievement of the Hurdle and Qualifying Conditions, as well as the level of achievement of Performance Targets, determining, as a result, the amount of the Bonus due to the General Manager and the Head of the BancoPosta function (and, as a result, the number of Rights). In the case of the remaining Beneficiaries, the assessment will be carried out by the CEO-GM himself, or, as delegated by the CEO-GM, the Head of the BancoPosta function. Assessment of whether or not the Qualifying Conditions have been met will also take place at the end of each Deferral Period and Retention Period.

Payment of the Bonus is subject to the ex post risk adjustments described in paragraph 2.4.5 and will be made following deduction of the related tax and contributions, where applicable.

### 2.2.4 Reasons underlying the decision to award equity-based payments based on instruments not issued by the financial instrument issuer, such as financial instruments issued by subsidiaries, parents or third-party companies outside the group of origin; in the event that such instruments are not traded on regulated markets, information on the criteria used to determine the value assigned to them

Not applicable.

### 2.2.5 Considerations on any significant tax and accounting implications that have affected the nature of the plans

There are no material tax or accounting implications that have had an impact on the nature of the Plan.

### 2.2.6 Any support for the plan from the Special Fund to Encourage Worker Participation in businesses, as defined in article 4, paragraph 112 of Law 350 of December 24, 2003

Not applicable.



## 2.3 Approval procedure and timing of the award of the instruments

### 2.3.1 Scope of powers and roles delegated by the General Meeting to the Board of Directors in order to implement the plan

On April 13, 2022, Poste Italiane's Board of Directors, on the recommendation of the Remuneration Committee, resolved the submission of the Plan for approval by the General Meeting of Shareholders to be held on May 27, 2022.

The General Meeting of Shareholders will be asked to grant the Board the broadest possible power to effectively implement the Plan, with the option of sub-delegating such powers.

No Beneficiary may take part in the Board's decision-making regarding implementation of the Plan.

### 2.3.2 Indication of the persons tasked with administering the plan and their role

Without prejudice to the information provided in the paragraph 2.3.1 above, the Board – or persons delegated thereby<sup>3</sup> – is responsible for administering the Plan, availing itself of the relevant corporate functions.

### 2.3.3 Any procedures in place for review of the plan, including in response to any changes in the underlying objectives

There is no procedure for reviewing the Plan, although the Board of Directors, or persons delegated by it, on the recommendation of the Remuneration Committee, in consultation, where appropriate, with other internal Board Committees, may propose upward or downward changes of Performance Targets and/or other characteristics of the Plan to the Board of Directors in the event of significant changes in the scope of the Group or in the accounting standards on which computation of the related financial indicators is based or in the presence of exceptional circumstances, in such a way as to guarantee a situation that is substantially fair compared to the one previously in existence. The General Manager, as a Plan Beneficiary, will not take part in the Board's discussion or deliberation of such matters.

### 2.3.4 Description of the methods of determining the availability and the award of the financial instruments on which the plans are based

On April 13, 2022, the Board of Directors resolved to submit for approval to the General Meeting of Shareholders, called for May 27, 2022, the resolution to purchase treasury Shares pursuant to Articles 2357 and 2357-ter.

Therefore, to implement the Plan, the Company will make use of treasury Shares that will be purchased following the favourable resolution passed by the General Meeting of Shareholders of May 27, 2022.

3. The persons potentially delegated by the Board of Directors are the General Manager and/or the Head of the BancoPosta function.

### **2.3.5 Role played by each director in determining the nature of the plan; any conflicts of interest arising in relation to the directors involved**

The Remuneration Committee was involved, at the various stages, in defining the essential characteristics of the Plan. The Committee consists entirely of non-executive directors – the majority of which (including the Chair) endowed with the independence requirements as defined by article 2, recommendation 7 of the Corporate Governance Code, as well as the independence requirements pursuant to the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the CLF – which ensure the presence of the required number of members with appropriate expertise and experience in financial matters or remuneration policies and risk management.

The Board, with the abstention of the CEO-GM, on the proposal of the Remuneration Committee after consulting the Control and Risk Committee, resolved to assign the Plan and to submit its adoption to the General Meeting of Shareholders.

### **2.3.6 For the purposes of the requirements of art. 84-bis, paragraph 1, the date of the decision taken by the relevant body to propose approval of the plan by the General Meeting and of the recommendation by the Remuneration Committee**

On April 13, 2022, Poste Italiane's Board of Directors – on the recommendation of the Remuneration Committee, meeting on April 12, 2022 – approved submission of the Plan for approval by the General Meeting of Shareholders.

### **2.3.7 For the purposes of the requirements of art. 84-bis, paragraph 5, letter a), the date of the decision taken by the relevant body regarding the award of the instruments and of the recommendation to this body by the Remuneration Committee**

The General Meeting of Shareholders that will approve the Plan has been called for May 27, 2022 in single call. If the Plan is approved by the General Meeting, the Board of Directors, on the recommendation of the Remuneration Committee, and/or a person delegated by the Board, as the case applies, will take the related decisions regarding the Plan's implementation, including the conversion of a part of the Bonus into Rights to receive Shares based on the Normalised Value of the Shares at the Vesting Date.

The information relating this latter point, required by art. 84-bis, paragraph 5, letter a) of the Regulations for Issuers, is not at this time available and will be provided in compliance with the statutory requirements in effect.

### **2.3.8 The market price, recorded on the above dates, of the financial instruments on which the plan is based, if traded on regulated markets**

The market price, as defined by point 2.3.7, is not available as the General Meeting to approve the Plan will be held on May 27, 2022 and the actual assignment of Shares is expected to take place after the performance period.

The market price of the Shares recorded on the date referred to in paragraph 2.3.6 is as follows:

- official price of Poste Italiane's shares on the MTA stock market organized and managed by Borsa Italiana SpA on April 13, 2022: € 9.7340.

**2.3.9 In the case of financial instruments traded on regulated markets, in what terms and in accordance with what procedures does the issuer take into account, when establishing the timing of the award of instruments in implementation of the plans, the potential for the following to occur at the same time: (i) the above award and any decisions in this regard by the Remuneration Committee, and (ii) the disclosure of price sensitive information, as defined by art. 114, paragraph 1; for example, where such information is: a. not already in the public domain and capable of causing market prices to rise, or b. already in the public domain and capable of causing market prices to fall**

Implementation of the Plan by the Board of Directors will take place subject to prior approval of the Plan by the General Meeting, having obtained the opinion of the Remuneration Committee, in compliance with the statutory requirements in force.

Beneficiaries will acquire the right to receive the Bonus (and as a result the Rights and Shares) at the end of the Performance Period and only following confirmation of achievement of the Hurdle and the Qualifying Conditions and the achievement of pre-determined Performance Targets.

Beneficiaries are prohibited from taking out personal insurance, income protection or any other form of cover that may modify or affect the impact of risk alignment in variable pay plans.

## 2.4 Nature of the instruments awarded

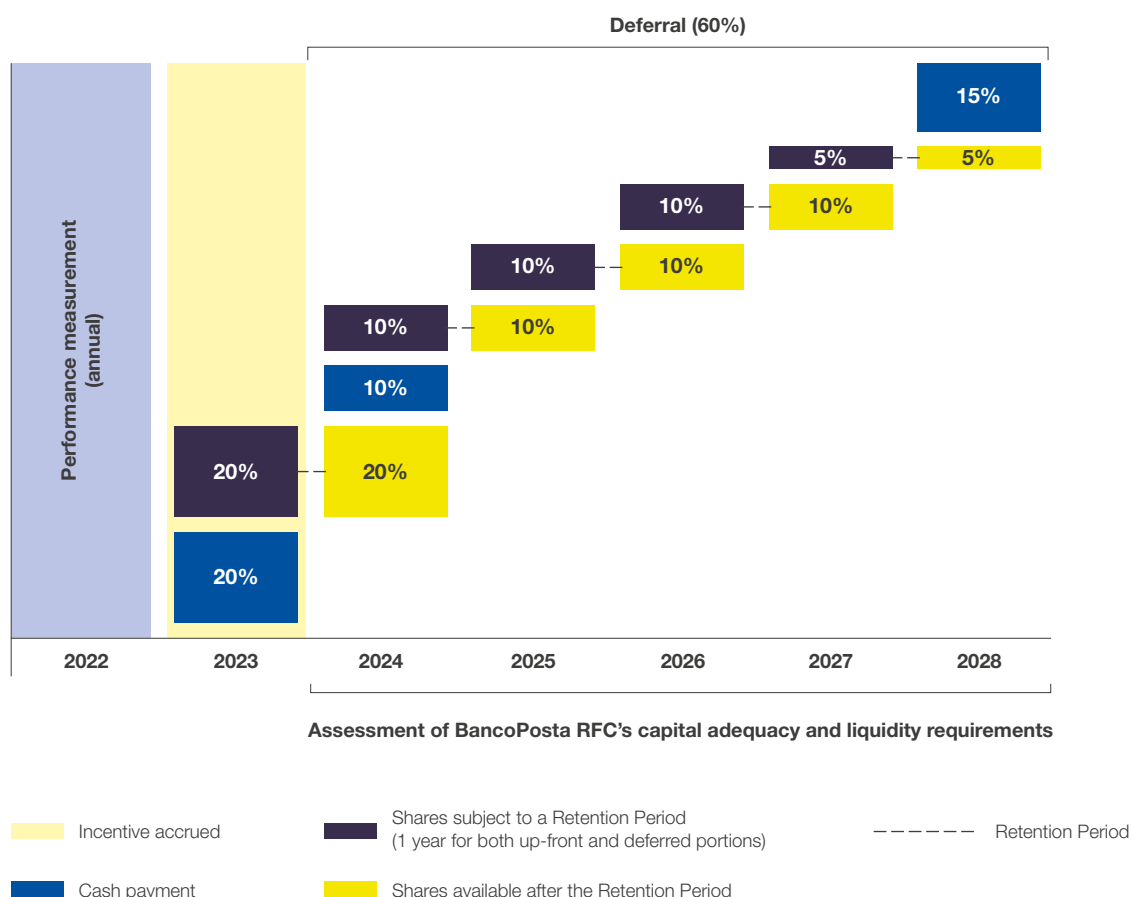
### 2.4.1 Description of the way in which the equity-based plans are structured.

The MBO STI Plan provides for the payment of a portion of the Bonus vested in the form of Rights to receive Shares under the Terms and Conditions set out. The vesting of the Bonus (and thus the granting of the Rights and, consequently, of the Shares) is subject to achievement of the Hurdle Condition, the Qualifying Conditions and the Performance Targets, based on the criteria described in paragraph 2.2.2 above.

### 2.4.2 Indication of the period of effective implementation of the plan, including reference to any different cycles.

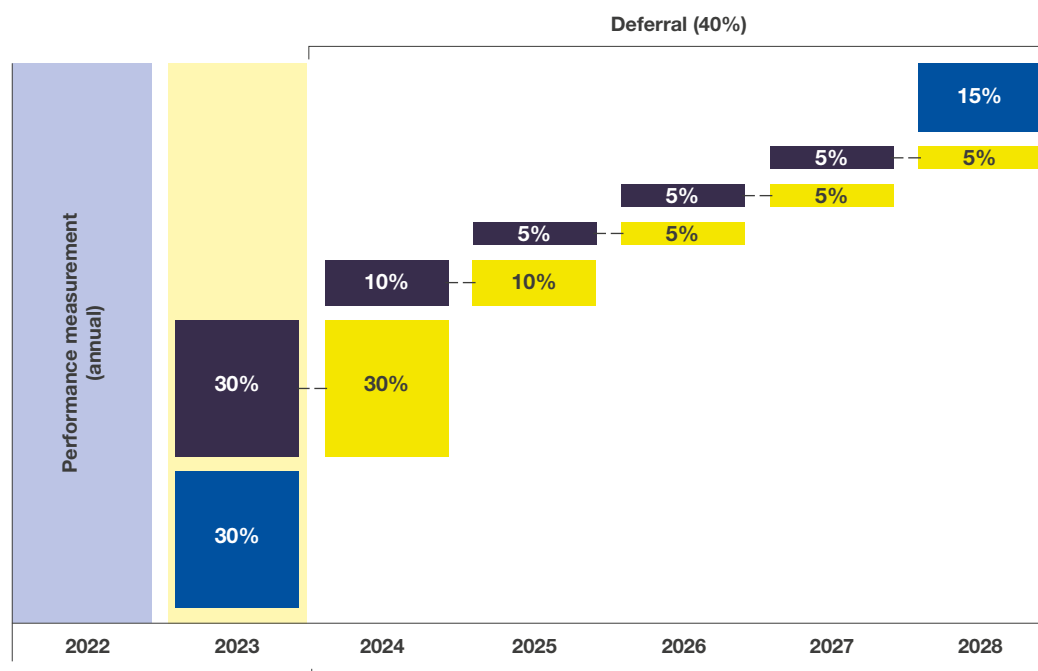
The payout method of the MBO STI Plan varies depending on the specific category to which the Beneficiary belongs.

In the case of the General Manager and the Head of the BancoPosta function, 60% of the Bonus is deferred for a period of 5 years (pro rata). 45% of the amount payable is paid in cash and 55% in Rights to receive Shares, with a higher percentage of the deferred portion being in Shares, as follows:

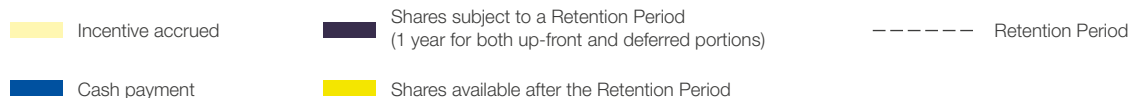


## 2. Short-term equity-based plan for 2022 for BancoPosta RFC'S Material Risk Takers ("MBO STI Plan")

In the case of Beneficiaries belonging to Senior Management, 40% of the Bonus is deferred for a period of 5 years (pro rata). 45% of the amount payable is paid in cash and 55% in Rights to receive Shares, with a higher percentage of the deferred portion being in Shares, as follows:

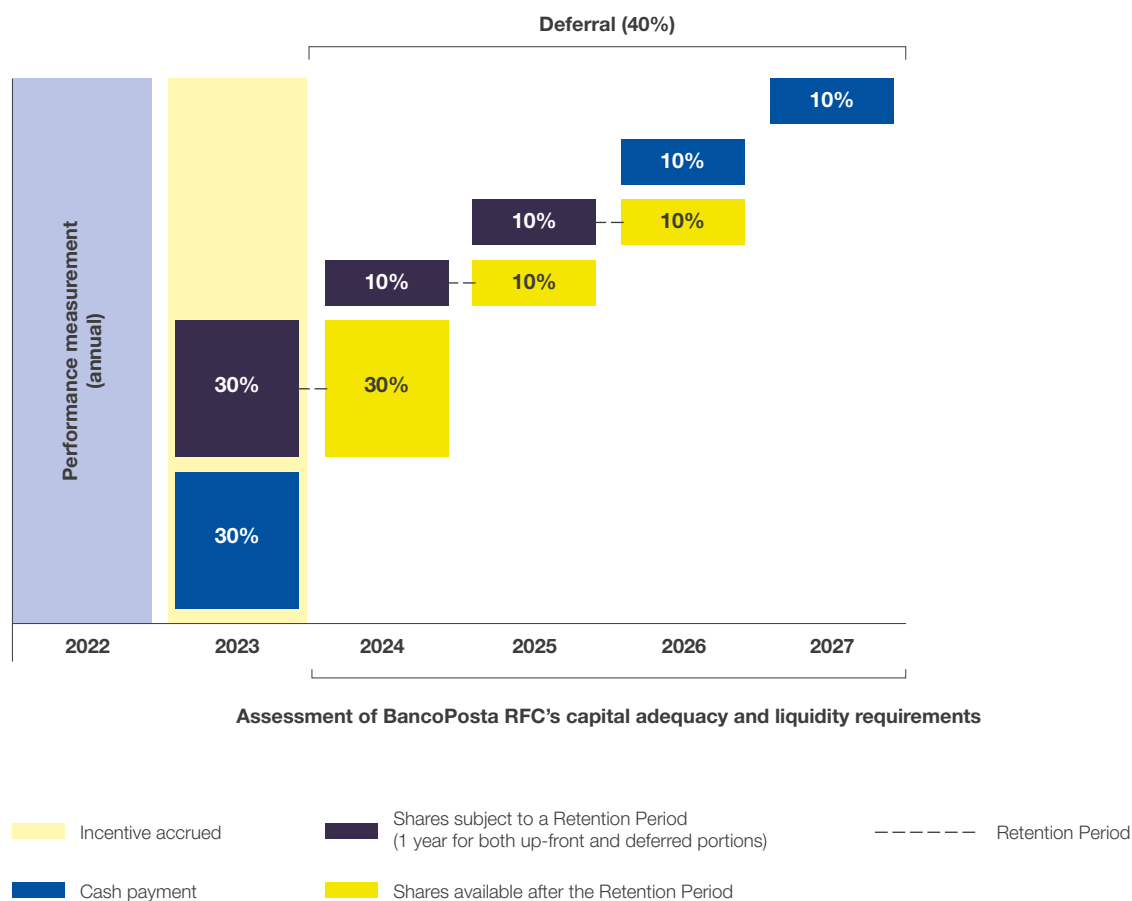


## Assessment of BancoPosta RFC's capital adequacy and liquidity requirements



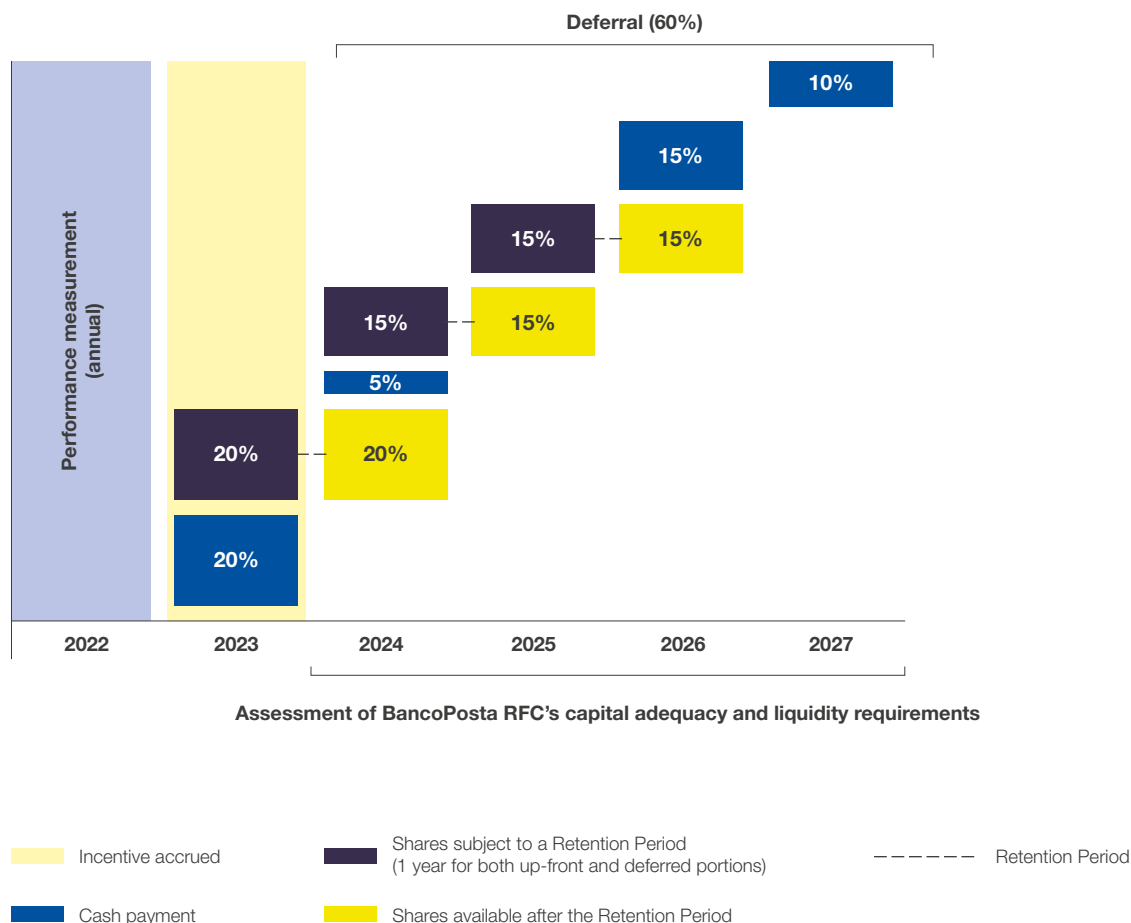
In the event of variable remuneration in excess of €435,011, the structure of the payout will be aligned with the procedure followed for the General Manager and the Head of the BancoPosta function.

For the Other Beneficiaries (not belonging to the previous two categories), 40% of the Bonus is deferred for a period of 4 years (*pro rata*), with 50% payable in cash and 50% in Rights to receive Shares for both the up-front and deferred portions, as follows:



## 2. Short-term equity-based plan for 2022 for BancoPosta RFC'S Material Risk Takers ("MBO STI Plan")

In the event of variable remuneration in excess of €435,011, the structure of the payout will be modified to provide for a deferred portion of 60% over 4 years; both the up-front portion and the deferred portion will be paid for 50% in Rights to receive Shares and for 50% in cash according to the scheme presented below:



The portions in Shares are subject to a one-year Retention Period for both the up-front and deferred portions.

In all the above cases, payment of the deferred portion will take place each year, provided that the risk tolerance levels for BancoPosta RFC's capital adequacy and liquidity have been complied with. The same risk tolerance levels must also be complied with at the end of the Retention Period.

## 2.4.3 Termination of the plan

Reference should be made to paragraph 2.4.2 above.

## 2.4.4 The maximum number of financial instruments, including in the form of options, awarded each financial year to named individuals or specific categories

Without prejudice to the fact that the variable component assigned to Material Risk Takers (approximately 35 Beneficiaries) is capped at the ratio with the fixed component approved by the General Meeting of Shareholders, and without prejudice to the amount of the incentives awarded to Beneficiaries on achievement of the related targets (paragraph 2.2.3), the exact maximum number of Rights assigned each year cannot be determined. The number of Rights vested will, in fact, be determined on the basis of the criteria described in paragraphs 2.2.2, 2.2.3 and 2.4.8.

## 2.4.5 Procedures and provisions regarding implementation of the plan, specifying if the effective award of instruments is subject to the occurrence of certain conditions or the achievement of specific results, including those that are performance-related; a description of the related conditions and results

Payment of the Bonus linked to the MBO STI Plan is subject to meeting the Hurdle Condition and Qualifying Conditions and achievement of the Performance Targets over the Performance Periods.

In line with the terms set out in the “*Guidelines for BancoPosta RFC’s remuneration and incentive policies*”, the Company may request the return of the Bonus awarded, taking into account the related legal, social security and tax considerations, regardless of whether or not the employment relationship with the Company or a Group company is still in progress or has ceased. Within 5 years of disbursement of each Bonus and, in any event, within the time limit set by the related statute of limitations, the Company may request repayment of the Bonus, up to the entire amount paid, without prejudice to the right to claim for any further damages, in the event of:

- conduct not in compliance with the law, regulations, or the bylaws, the Code of Ethics, the Legislative Decree 231/01 Organisational Model regarding corporate liability and/or the Poste Italiane Group’s Integrated Policy applicable to the Company, including BancoPosta RFC, or one of the Group companies, and that has resulted in significant losses for the Company, a Group company or for customers;
- further conduct not in compliance with the law, regulations, or the bylaws, the Code of Ethics, the Legislative Decree 231/01 Organisational Model regarding corporate liability and/or the Poste Italiane Group’s Integrated Policy applicable to the Company, including BancoPosta RFC, or one of the Group companies, and that gave the Beneficiary an advantage in terms of the incentives due;
- violations of the obligations set out in article 26 or, where applicable, article 53, paragraphs 4 *et seq.* of the Consolidated Law on Banking or of the obligations in respect of remuneration and incentives;
- fraud or gross misconduct on the part of the beneficiary to the detriment of the Company, including BancoPosta RFC, or another Group company;
- payment of the Bonus on the basis of information that was subsequently revealed to be inaccurate and/or misleading.

Occurrence of one or more of the above circumstances also results in the application of Malus Provisions to any deferred portions of incentives yet to be paid out.



### **2.4.6 Indication of any restrictions on the availability of the instruments awarded, or of instruments resulting from the exercise of options, with specific reference to the terms within which it is permitted or prohibited to transfer the instruments to the company itself or to third parties**

Both the up-front and deferred Rights are subject to a one-year Retention Period. At the end of the Retention Period, having verified compliance with the risk tolerance levels for BancoPosta RFC's capital and liquidity, the Rights will be converted into Shares, to which the Beneficiary will effectively acquire title.

### **2.4.7 Description of any termination provisions, in relation to awards under the Plan, that are triggered by beneficiaries enter into hedging transactions enabling them to circumvent any restrictions on the sale of the financial instruments awarded, including in the form of options, or of financial instruments resulting from the exercise of options**

Beneficiaries are prohibited, at the risk of forfeiting their right to payment of the Bonus, from entering into hedging transactions enabling them to alter or affect the alignment with risk embedded in the terms of the equity-based incentive plans.

### **2.4.8 Description of the effects of the termination of employment**

If, before payment of the Bonus (and thus the effective award of the Shares), the employment relationship is terminated and the Beneficiary is classed as a "good leaver", the granting of the Bonus (and thus the related portion in Shares) under the Plan will take place at the natural end of the related Performance Period and the envisaged Deferral and Retention Periods, provided that the plan Terms and Conditions have been complied with, and subject to confirmation of achievement of the relevant Performance Targets; in this case, however, the Rights will be granted and, the Shares thus awarded, always under the conditions provided for by Terms and Conditions, on a pro rata basis until to the date of termination of the Beneficiary's employment;

If the employment relationship is terminated before payment of the Bonus (and thus also the effective award of the Shares), the Beneficiary classed as a "bad leaver" will automatically lose all the Rights deriving from the Plan, which will become ineffective, and the Beneficiary will not have the right to receive any payment or compensation for whatever reason from the Company.

In addition, all payments linked to the early termination of the employment relationship to which the Beneficiary is entitled are made in accordance with the procedures for the MBO STI Plan with regards to deferral, equity-based payments (Shares) and confirmation of compliance with BancoPosta RFC's capital and liquidity levels. Further details are provided in paragraph 4.5 in the *"Guidelines for BancoPosta RFC's remuneration and incentive policies for 2022"*.

### **2.4.9 Indication of any other causes of termination of the Plan**

There are no other causes of termination of the Plan.

#### **2.4.10 Reasons for a potential provisions relating to “redemption”, by the company, of the financial instruments on which the Plan is based in accordance with art. 2357 *et seq.* of the Italian Civil Code; indication of the Beneficiaries of the redemption, specifying if the redemption is only aimed at certain categories of employee; the impact of the termination of employment on such redemption**

Not applicable.

#### **2.4.11 Any loan or other facilities to be made available for the purchase of shares, as defined by art. 2358, paragraph 3 of the Italian Civil Code**

Not applicable.

#### **2.4.12 Indication of assessments of the expected cost to the company at the grant date, as determinable on the basis of the terms and conditions previously established, in terms of a total amount and in relation to each instrument in the plan**

This amount cannot currently be computed as it will depend on the value of (i) the variable short-term component, and (ii) the Shares at the time the Rights are granted. The estimated cost of over the life of the Plan, as described in this Information Circular in line with paragraph 2.4.8 and assuming that the Share price remains stable over the period (with respect to a price registered in the thirty stock exchange trading days prior to the date of the Board's approval of submission of the proposed Plan to the General Meeting of Shareholders for approval) is approximately €8 million.

#### **2.4.13 Indication of any dilutive effects resulting from the award of shares**

In view of the fact that the Poste Italiane Shares to be granted to Beneficiaries under the Plan will be made available through the purchase of the treasury Shares (paragraph 2.3.4), it is not expected that there will be any dilutive effects.

#### **2.4.14 Any limits on the exercise of voting rights or on the assignment of property rights**

The available Shares will rank *pari passu* with the other Shares, as no limits on the exercise of voting rights or on the related property rights have been provided for.

#### **2.4.15 If the shares are not traded on a regulated market, all information used in effectively measuring their value**

Not applicable.

## 2.4.16 – 2.4.23

Not applicable.

\* \* \*

Table 1, as provided for in paragraph 4.24 of Form 7 of Annex 3A to the Regulations for Issuers, will be provided later in accordance with the procedures established by art. 84-*bis*, paragraph 5, letter a) of the Regulations for Issuers.











# Poste Italiane SpA

Registered office: Viale Europa, 190 - Rome  
Fully paid-up share capital: €1,306,110,000.00  
Tax Code and Rome Companies' Register no. 97103880585/1996  
Business Registration Number in Rome: REA 842633  
VAT no. 01114601006

## Edited by

Corporate Affairs - Communication  
Poste Italiane SpA

**May 2022**

This document is available for inspection on the Company's website at  
[www.posteitaliane.it](http://www.posteitaliane.it)

## Design project by



## Graphic layout by



## Printed by

**Postel**

This paper is FSC® certified,  
and comes from responsibly managed forest sources, in compliance  
with rigorous environmental, social and economic standards.





**Poste Italiane SpA**

Registered office: Viale Europa, 190  
00144 Rome – Italy  
[www.posteitaliane.it](http://www.posteitaliane.it)

**Posteitaliane**