

Posteitaliane

Poste Italiane spa

Registered Office in Rome 00144 - Viale Europa, n. 190

Share Capital € 1,306,110,000.00 fully paid in

Taxpayer Identification and Rome Company Register n. 97103880585

R.E.A. of Rome n. 842633. V.A.T. registration n. 01114601006

Ordinary Shareholders' Meeting

Rome, 27 May 2022

**Explanatory Reports and Resolution
Proposals of the Board of Directors
on items n. 5 and 6 of the agenda**

REPORT OF THE BOARD OF DIRECTORS ON THE FIFTH ITEM ON THE AGENDA

Report on the 2022 remuneration policy.

Dear Shareholders,

The Report on the remuneration policy was prepared in accordance with the provisions of article 123-ter of Legislative Decree n. 58 of 24 February 1998 and article 84-quater of Consob Resolution n. 11971 of 14 May 1999 and subsequent amendments and additions.

According to the provisions of the paragraphs 3, 3-bis, and 3-ter of article 123-ter of Legislative Decree n. 58 of 24 February 1998, a Shareholders' Meeting must approve, through a binding resolution, the Report on the policy regarding remuneration, which explains (i) the Company's policy regarding the remuneration for members of the board of directors, the general manager and other executives who have strategic responsibilities, with respect to the year 2022, and, without prejudice to the provisions of article 2402 of the Italian Civil Code, the members of control body, as well as (ii) the procedures used for the adoption and implementation of such policy.

A document describing the remuneration and incentive plans for personnel under BancoPosta's Ring-Fenced Capital – prepared pursuant to the Bank of Italy's Circular n. 285, First Part, Title IV, Chapter 2 of 17 December 2013, as well as the EBA guidelines and EBA Regulatory Technical Standard (RTS) in force and likewise submitted to the binding resolution of the Shareholders' Meeting – is attached to the Report on the policy regarding remuneration. It should also be noted that, following the inspection carried out on compliance of the practices with respect to the remuneration and incentives policy for personnel of BancoPosta's Ring-Fenced Capital in force in 2021, a general level of adequacy was found.

Together with the attachment regarding the guidelines on the remuneration policies and incentive programs of BancoPosta's Ring-Fenced Capital, the Report on the policy regarding remuneration is contained in a document – named "Report on the 2022 remuneration policy

and on the amounts paid in 2021”, to which we refer you – made available at the same time as the present report.

In light of the foregoing, we submit for your approval the following

Proposal

The present Shareholders’ Meeting of Poste Italiane S.p.A. approves the Report on the policy regarding remuneration for the year 2022 – including the guidelines on the policies of remuneration and incentive plans of BancoPosta’s Ring-Fenced Capital, which are attached to the Report on the policy regarding remuneration – which explains (i) the Company’s policy regarding the remuneration for members of the board of directors, the general manager and other executives with strategic responsibilities, and the members of control body, as well as (ii) the procedures used for the adoption and implementation of such policy.

REPORT OF THE BOARD OF DIRECTORS ON THE SIXTH ITEM ON THE AGENDA

Report on amounts paid in the year 2021.

Dear Shareholders,

The Report on amounts paid in the year 2021 was prepared in accordance with the provisions of article 123-*ter* of Legislative Decree n. 58 of 24 February 1998 and article 84-*quater* of Consob Resolution n. 11971 of 14 May 1999 and subsequent amendments and additions.

According to the provisions of the fourth and sixth paragraph of article 123-*ter* of Legislative Decree n. 58 of 24 February 1998, a Shareholders' Meeting must resolve in favor of or against the Report on amounts paid with respect to the year 2021, which are provided (i) by name, for the members of the administrative and auditing bodies, and the general manager, and (ii) in aggregate form, for executives with strategic responsibilities. The resolution is not binding.

The Report on amounts paid in the year 2021 is contained in a document – named “Report on the 2022 remuneration policy and on the amounts paid in 2021”, to which we refer you – made available at the same time as the present report.

In light of the foregoing, we submit for your approval the following

Proposal

The present Shareholders' Meeting of Poste Italiane S.p.A. resolves in favor of the Report on amounts paid in the year 2021, which are provided (i) by name, for the members of the administrative and auditing bodies, and the general manager, and (ii) in aggregate form, for executives with strategic responsibilities.