





3.

REPORTS AND ATTESTATIONS

03.

REPORTS AND ATTESTATIONS



Contents

Reports and Attestations 930

Attestation of the Consolidated Financial Statements of the Poste Italiane Group at 31 December 2021 pursuant to art. 154-bis, paragraph 5, of Legislative Decree 58/1998 and art. 81-ter of CONSOB Regulation no. 11971 of 14 May 1999

1. The undersigned Matteo Del Fante, as Chief Executive Officer, and Alessandro Del Gobbo, as Manager Responsible for Financial Reporting of Poste Italiane S.p.A., also taking into account the provisions of art. 154-bis, paragraphs 3 and 4, of Legislative Decree no. 58 of 24 February 1998, attest to:

- the adequacy, in relation to the characteristics of the Poste Italiane Group, and
- the effective application of the administrative and accounting procedures for the formation of the Consolidated Financial Statements of the Poste Italiane Group in the period between 1 January 2021 and 31 December 2021.

2. In this regard, please note that:

- the adequacy of the administrative and accounting procedures for the formation of the Consolidated Financial Statements of the Poste Italiane Group was verified by evaluating the internal control system on financial reporting. This evaluation was performed by taking as a reference the criteria laid out in the Internal Control – Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO);
- no significant aspects emerged from the evaluation of the internal control system on financial reporting.

3. It is also attested that:

3.1 The Consolidated Financial Statements of the Poste Italiane Group for the year ended 31 December 2021:

- a) have been prepared in compliance with the International Financial Reporting Standards endorsed by the European Union through EC Regulation 1606/2002, issued by the European Parliament and by the Council on 19 July 2002;
- b) are consistent with the underlying accounting books and records;
- c) give a true and fair view of the financial position and results of operations of the issuer and the companies included in the scope of consolidation.

3.2 The report on operations includes a reliable analysis of the operating and financial performance and the situation of the issuer and the companies included in the scope of consolidation, together with a description of the main risks and uncertainties to which they are exposed.

Rome, 22 March 2022

Chief Executive Officer

Matteo Del Fante

(original signed)

Manager Responsible for Financial Reporting

Alessandro Del Gobbo

(original signed)

(This report has been translated from the original issued in accordance with Italian legislation)

Attestation of the Financial Statements at 31 December 2021 pursuant to art. 154-bis, paragraph 5, of Legislative Decree 58/1998 and art. 81-ter of CONSOB Regulation no. 11971 of 14 May 1999

1. The undersigned Matteo Del Fante, as Chief Executive Officer, and Alessandro Del Gobbo, as Manager Responsible for Financial Reporting of Poste Italiane S.p.A., also taking into account the provisions of art. 154-bis, paragraphs 3 and 4, of Legislative Decree no. 58 of 24 February 1998, attest to:

- the adequacy, in relation to the characteristics of the company, and
- the effective application of the administrative and accounting procedures for the formation of the Financial Statements in the period between 1 January 2021 and 31 December 2021.

2. In this regard, please note that:

- the adequacy of the administrative and accounting procedures for the formation of the Financial Statements of Poste Italiane S.p.A. was verified by evaluating the internal control system on financial reporting. This evaluation was performed by taking as a reference the criteria laid out in the Internal Control – Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO);
- no significant aspects emerged from the evaluation of the internal control system on financial reporting.

3. It is also attested that:

3.1 The Financial Statements for the year ended 31 December 2021:

- a) have been prepared in compliance with the International Financial Reporting Standards endorsed by the European Union through EC Regulation 1606/2002, issued by the European Parliament and by the Council on 19 July 2002;
- b) are consistent with the underlying accounting books and records;
- c) give a true and fair view of the financial position and results of operations of the issuer.

3.2 The report on operations includes a reliable analysis of the operating and financial performance and the situation of the issuer, together with a description of the main risks and uncertainties.

Rome, 22 March 2022

Chief Executive Officer

Matteo Del Fante

(original signed)

Manager Responsible for Financial Reporting

Alessandro Del Gobbo

(original signed)

(This report has been translated from the original issued in accordance with Italian legislation)

REPORT BY THE BOARD OF STATUTORY AUDITORS OF POSTE ITALIANE

S.P.A.

TO THE SHAREHOLDERS

pursuant to art. 153 of Legislative Decree 58/1998

Dear Shareholders,

During the year ended 31 December 2021, the Board of Statutory Auditors of Poste Italiane S.p.A. (“Company”, “Poste” or “Parent Company”) fulfilled its statutory duties in accordance with the Italian Civil Code and Legislative Decree 39/2010, Legislative Decree 58/1998 (Testo Unico della Finanza, the “Consolidated Law on Finance” or “CLF”) and Presidential Decree 144/2001 “Regulation governing the services provided by BancoPosta”, and in accordance with the provisions applied to BancoPosta by the relevant authorities. In conducting its duties, the Board of Statutory Auditors also took into account the indications contained in the Corporate Governance Code for Listed Companies, which the Company formally adopted with the Board of Directors’ (“BoD”) resolution of 17 December 2020. The oversight activities required by law were also conducted in accordance with the Code of conduct for Boards of Statutory Auditors of listed companies, drawn up by the Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili (national association of chartered accountants) in April 2018 (“Code of Conduct”).

Election and activities of the Board of Statutory Auditors

The undersigned members of the Company’s Board of Statutory Auditors, elected by the Annual General Meeting of Shareholders held on 28 May 2019, are Mauro Lonardo, Chairman, and Anna Rosa Adiutori and Luigi Borré, Standing Auditors.

The Board of Statutory Auditors (“Board”) obtained the information necessary in order to carry out its appointed duties by attending the BoD’ and Board Committee meetings, by taking part in the induction sessions organised by the Company, by holding meetings with the Company’s principal functions and - above all with internal auditing staff and the Supervisory Board - and with the Company’s management, as well as through ongoing contact with the Manager responsible for financial reporting and with the statutory external auditors, Deloitte & Touche

S.p.A. (“Deloitte” or the “Independent Auditor”) appointed to perform the statutory external auditing of the annual and consolidated accounts for the nine-year period 2020-2028.

As of 10 March 2020, the meetings of all Corporate Bodies, including of the Board of Statutory Auditors, were held with all participants connected via audio/video in order to ensure the measures for the counter and containment, throughout the country, of the health emergency from Covid-19.

The “Regulations governing the functioning of the Board of Statutory Auditors of Poste Italiane S.p.A.”, adopted on 30 January 2020, regulate the procedures for functioning of the Board of Statutory Auditors in compliance with the law, the By-laws and the provisions of Bank of Italy Circular 285 of 17 December 2013, as well as the principles set out in the Corporate Governance Code for Listed Companies and the Code of conduct for Boards of Statutory Auditors of listed companies.

On the above basis, the following information is provided in accordance with the provisions of Consob announcement DEM 1025564/2001, following the numerical order established thereby, as amended by announcement DEM/3021582 of 4 April 2003 and then by announcement DEM/6031329 of 7 April 2006.

A) *Supervisory activities during the period of the health emergency from Covid-19.*

Since the beginning of 2020 and up to the present date, the Board of Statutory Auditors has been carrying out a series of checks and monitoring activities to assess the effects of the crisis resulting from the Covid-19 health emergency on all sensitive areas and, in particular, workplaces and the impact on the Company’s production system, financial structure and statement of profit or loss.

The Board of Statutory Auditors acknowledges that Poste, in managing the Covid-19 pandemic, has implemented a number of initiatives, including in 2021, reorganising the way it provides its services to reflect changes recorded over time in the current epidemiological situation and the resulting government measures. At a Group level, the Company has sought to protect health and its employees, adopting flexible forms of work (referred to as “smart working”) and providing staff with the tools and equipment (e.g. PPE, plexiglass panels, etc.) needed to carry out their activities safely in cases of activities that are incompatible with the remote working model (such as in the postal and logistics sectors). For all the initiatives implemented by the

Poste Italiane Group (“Group”) to mitigate the effects of the Covid-19 pandemic, the Board of Statutory Auditors refers to the information provided by the Company in its Report on Operations.

The Board of Statutory Auditors monitored on an ongoing basis the economic and financial effects of the pandemic, also from a prospective standpoint, in order to identify any critical issues that could have a negative impact on the Company’s financial position and the remedial measures implemented by the Company to address the crisis.

The Board of Statutory Auditors also reviewed the assessments made by the Company regarding the existence of the going concern assumption and the adequacy of the Internal Control System, as well as the risks related to the difficulty of performing on-site audits due to the restrictions connected with the Covid-19 pandemic.

B) Oversight of compliance with the law and the Company’s By-laws and with correct corporate governance principles, the adequacy of the organisational structure and the administrative and accounting systems adopted by the Company, and with Legislative Decree 39/2010, as amended.

1. Most significant transactions having an impact on the results of operations and financial position and their compliance with the law and the By-laws.

The Board of Statutory Auditors verified compliance with the law and the By-laws, periodically receiving information from the Directors during meetings and from the responsible functions, on the overall operating performance, the outlook for the Company and on the most significant transactions having an impact on the results of operations and financial position decided on and carried out by the Company and by companies of the Poste Italiane Group (“Group”) during the year.

Disclosure regarding these transactions is provided in the Report on Operations, to which reference should be made.

The Board of Statutory Auditors monitored that the meetings were conducted in accordance with the By-laws and the laws and regulations that govern the operation of meetings; based on the information provided during the meetings of the Board of Directors, there is no evidence that the Directors engaged in transactions involving potential conflicts of interest with the Company.

2. and 3. Exceptional or unusual transactions, including those with Group companies or related parties.

In this regard, the Board declares that:

- ✓ based on the assessments conducted, we are not aware of exceptional or unusual transactions with Group Companies, third parties or other related parties;
- ✓ the procedures applied by the Company in conducting related party transactions comply with the principles contained in Consob Regulation 17221 of 12 March 2010, as amended by Consob Resolution 21624 of 10 December 2020 and by the provisions of Bank of Italy Circular 285/2013 (Part III, Chapter 11), with reference to transactions between BancoPosta and Poste's related parties;
- ✓ infra-group or related party transactions did not give rise to critical issues;
- ✓ with regard to transactions conducted by relevant persons and by persons closely associated with them (provisions relating to "Internal Dealing"), the Board verified that the Company has adopted specific internal regulations and procedures for such disclosures following the revised interpretation provided by ESMA and the changes introduced by Consob Resolution 19925 of 22 March 2017.

The Board oversaw effective implementation of the rules governing related party transactions, by attending all meetings of the Related and Connected Parties Committee ("CP Committee"). Moreover, the Directors have provided disclosure on intra-group and related party transactions in the Report on Operations and the notes to the separate and consolidated financial statements. Following the issuance of the new Consob Regulation, approved by resolution no. 21624 of 10 December 2020, in force since 1 July 2021, on 24 June 2021, the BoD approved the new Guideline for the management of transactions with related and connected parties. In short, the main changes made to the Guideline to align with the new Consob Regulation include: (i) the review of the definition of Related Party to align with the definition given in the international accounting standard IAS 24; (ii) the introduction of the "preventive" verification by the Committee of the correct application of the conditions of exemption of Transactions of Greater Importance defined as "Ordinary" and concluded at arm's length or standard conditions; (iii) the introduction, with regard to transactions the competence of the BoD, of the obligation of Directors with an interest in a transaction, on their own behalf or for third parties, which is in conflict with the interests of the Company, to abstain from voting, without prejudice to the fact that such Directors may participate in the Board discussion and that their attendance counts in terms of calculating the quorum requirements for forming the meeting but not those for passing

resolutions; (iv) the alignment of provisions on cases of full or partial exclusion from the application of the Guideline to the changes made by Consob to Art. 13 of Consob Regulation no. 17221/2010.

In addition, it has been decided, with reference to Transactions of Lesser Importance, that in the event of a negative or conditional opinion by the Committee, the ultimate decision as to whether or not to approve the transaction shall be taken by the BoD.

In perspective, also in view of the provisions of the new Consob Regulation, the Board of Statutory Auditors has suggested strengthening the documentation supporting the occurrence of the conditions for exclusion in the case of “excluded transactions” and the system of *ex post* controls to verify correspondence between related party transactions reported in an annex to the financial statements and transactions brought to the attention of the CP Committee.

4. Oversight of the financial reporting process. Observations and proposals regarding any qualifications or emphases of matter contained in the Independent Auditor’ report.

The Board of Statutory Auditors, identified by art. 19, par. 2 of the Consolidated Law as the “Committee responsible for internal and statutory auditing”, oversaw the financial reporting process.

The Board of Statutory Auditors has verified the existence of adequate regulations and processes relating to the financial reporting process, examining the process that enables the “Manager Responsible for Financial Reporting”, appointed pursuant to Law 262/2005, and the Company’s Chief Executive Officer to issue the attestations required by art. 154-bis of the Consolidated Law on Finance.

On 21 March 2022, the Board of Statutory Auditors held a specific meeting with the Manager responsible for financial reporting to examine the Group’s Internal Control System on Financial Reporting (SCIIF), during which the Manager responsible for financial reporting stated that the results showed the system to be effective and that significant weaknesses could be ruled out. In addition, the Manager responsible for financial reporting pointed out that the certification of the 2021 annual financial statements had been carried out in line with the methodology envisaged by the new SCIIF Guideline approved in December 2021 and had regarded all the Company’s significant processes included within the reference scope (“Large Portion”): Poste Italiane, Poste Vita, Poste Assicura, SDA Express Courier, PostePay, BancoPosta Fondi SGR and Postel.

The Report by the Manager responsible for financial reporting highlighted that the assessments performed (audits and self-assessment process), the methodological changes made and the progressive extension of the scope of analysis had helped keep supervision close by the Manager responsible for financial reporting of the processes relevant to financial reporting. The checks performed during the second half of the year recorded a residual number of exceptions that confirm that the 262 Model has reached maturity.

The Group Self Assessment performed on the Platform of the Manager responsible for financial reporting allowed 100% coverage of the planned Process Level Controls or PLC (total of 2,436), all of which are certified, with a participation of approximately 213 users (Control Owners). The certifications showed positive results for 99% with regard to design and 96% with regard to operation (3% was n.a.) and the residual exceptions regarded minor misalignments signalled on the processes for different operating procedures (e.g. transfers of funds, liquidation of disputes) and/or different ownership attribution. The independent monitoring carried out by Internal Control, which allowed 100% coverage of the planned Process Key Controls (or “PKCs”) (1,076), revealed a positive outcome for 91% of the tests completed.; the planning included some PKCs (31) that, with a view to integrated compliance, were also considered effective in terms of hedging the tax risks; monitoring of the Action Plans revealed the effective implementation of 88% of the initiatives envisaged. The checks performed on the integrity of the computer systems (ITGC) by the DTO/Information Systems Department, with the support of external consultants - which confirmed the achievement of a suitable level of oversight of the relevant systems on the three control areas envisaged by the 262 compliance model (Manage Change, Manage Access and Manage IT Operation) - revealed positive outcomes for 99% of the controls performed. Faced with the main exceptions, which regarded the “Manage Access” control area, in order to guarantee a constant security monitoring of Computer Systems, Realignment Plans have been defined, which will be followed up on in the first half of 2022. In particular, also on the recommendation of the Independent Auditor, as part of the ITGC FY21 assessment activities, the control model was integrated by providing for further checks on SAP users with privileges (“Debug”) on the AFP, BLP, HCM, CRM, RMCA and PP2 SAP systems, through a reclamation of such roles and a verification of transactions performed by the enabled users with the possibility of altering the debug in FY 2021, revealing no critical issues. At the same time, a periodic monitoring plan was defined on such users, to be pursued through the rolling tracing of any activities carried out during the year, through a dedicated tool. The assessment of the level of segregation on the accounting systems, performed by the DP with the support of external consultants revealed a slight increase in Segregation of

Duties (“SOD”) risks, of 7%, as compared with the risk level noted on users in the first half of 2021, in the face of which, also in order to consolidate the Group SOD governance process and, with a view to assuring continuous improvement, improvement actions have been identified.

The various project initiatives completed during 2021 include:

- the revision of the SCIIF Guideline, to incorporate the evolutions made to the 262 Governance Model;
- completion of the transition of the 262 Certification Process on the Group GRC-Archer platform, in order to foster coordination of risk specialists, through common details and the unique scope of processes, and to increase efficiency of the control activities through verifications and shared evidence, in particular on 231 areas and the Tax Risk. The system also enables the application of the new adequacy assessment method of the Control System and residual risk and the inclusion of SCIIF in integrated reporting.

In terms of planning the 2022 activities of the Manager responsible for financial reporting, in addition to continuous monitoring of progress of the action plans following the exceptions identified by the assessment activities, (i) the 262 procedures will be updated according to the results of the 262 independent audits, the self-assessment and the organisational changes that have taken place, (ii) the scope of the Manager responsible for financial reporting will be extended to include the Subsidiary Nexive and (iii) the procedural framework of the tax credit acquisition process will be updated.

The Board of Statutory Auditors analysed the methodological framework and the audit plan adopted by the Independent Auditor and acquired the necessary information during the course of its work, with information on the audit approach used for the various significant reporting areas, as well as receiving updates on the progress of the audit assignment and on the main aspects for the attention of the Independent Auditor.

The Independent Auditor, with which we also periodically met in compliance with the provisions of art. 150, paragraph 3, of the CLF, for the mutual exchange of information, has not informed the Board of Statutory Auditors of any actions or events deemed to be censurable or of an irregular nature requiring specific reporting pursuant to art. 155, paragraph 2, of the CLF. The administrative and accounting procedures adopted in preparation of the separate and consolidated financial statements, and of any other financial communication, have been drawn up under the responsibility of the Manager responsible for financial reporting who, together

with the Chief Executive Officer, has attested to their adequacy with regard to the nature of Poste Italiane and to their effective application.

The Board of Statutory Auditors has also examined the reports prepared by the Independent Auditor, appointed by the Annual General Meeting of Poste's shareholders to audit the separate and consolidated financial statements for the financial years from 2020 to 2028.

On 5 April 2022, the Independent Auditor issued its reports on the separate and consolidated financial statements for the year ended 31 December 2021, prepared pursuant to art. 14 of Legislative Decree 39/2010 and art. 10 of Regulation (EU) 537/2014. Details of the opinions and statements are provided in the reports issued by the Independent Auditor.

In its audit reports on the financial statements, the Independent Auditor has:

- ✓ issued an opinion stating that Poste Italiane's separate and consolidated financial statements provide a true and fair view of the financial position of the Company and the Group at 31 December 2021 and of the results of operations and cash flows for the year then ended, in accordance with the International Financial Reporting Standards as adopted by the European Union and with the regulations issued in implementation of art. 9 of Legislative Decree 38/05;
- ✓ stated that, as required by art. 14, paragraph 2 e) of Legislative Decree 39/10 and article 123-bis, paragraph 4 of the CLF, it has performed the audit procedures required under auditing standard (SA Italia) no. 720B in order to express an opinion of the consistency of the Report on Operations and of the specific information included in the Report on Corporate Governance and the Ownership Structure, referred to in art. 123-bis, paragraph 4 of the CLF, with Poste Italiane's separate and consolidated financial statements for the year ended 31 December 2021 and on their compliance with the law, as well as issue a statement on material misstatements, if any. As a result, the Independent Auditor has also confirmed that the above Report on Operations and specific information included in the Report on Corporate Governance and the Ownership Structure are consistent with Poste Italiane's separate and consolidated financial statements for the year ended 31 December 2021 and have been prepared in compliance with the law.
- ✓ gave an opinion on the conformity with the provisions of the Delegated Regulation (EU) 2019/815, declaring that (i) the annual and consolidated financial statements have been prepared in XHTML format, in compliance with the provisions of the Delegated Regulation and (ii) the consolidated financial statements have been marked, in all significant aspects, as being compliant with the provisions of the Delegated Regulation.

The Independent Auditor's Reports do not contain qualifications or emphases of matter.

The Independent Auditor's Reports, issued in compliance with art. 10 of Regulation (EU) 537/2014, include information on key matters covered by the audit and the related audit procedures applied. As referred to in the Reports on the separate and consolidated financial statements, these key matters (estimate of the recoverable amount of the "Mail, Parcels and Distribution" segment, Measurement of the mathematical provisions), and the opinions on the separate and consolidated financial statements are in line with the contents of the supplementary Report for the Board of Statutory Auditors in its role as Committee responsible for internal and statutory auditing, prepared pursuant to art. 11 of the above Regulation.

The above key aspects were the subject of detailed analysis and updating during the periodic meetings that the Board of Statutory Auditors held with the Independent Auditor, including that of the investee Poste Vita S.p.A. and the Administration, Finance and Control Function ("AFC").

In addition to the above issues, the Board of Statutory Auditors requested further information from the AFC Function, the Manager responsible for financial reporting, the Legal Affairs Function and the Independent Auditor concerning (i) provision for personnel leaving incentives, (ii) estimates of the provisions for risks and charges and the nature and risks associated with contingent liabilities in relation to legal disputes, (iii) a financial disclosure on the Ukraine/Russia conflict (ESMA Communication 14/03/2022), (iv) impairment of financial instruments, (v) impairment testing on the equity investment held in Anima Holding S.p.A., (vi) SIA/NEXI merger, (vii) some significant credit exposures and, in particular, positions in respect of INPS; MISE and Egypt, (viii) liabilities for options over the minority share in MLK Deliveries S.p.A., (ix) purchase of Nexive Group Srl and Sengi Express Limited, with a focus on the purchase price allocation process, (x) accounting of tax credits and their measurement of the portion seized, (xi) analysis of the new agreement with Cassa Depositi e Prestiti on Postal Saving, (xii) Efficacy test, (xiii) Analysis of SAP user profiles, and (xiv) European Single Electronic Format (ESEF).

The AFC Function and the Manager Responsible for Financial Reporting illustrated the assessment logic adopted, as well as the support provided in terms of the accounting principles applied to the case. The line identified by management for the accounting treatment of the cases above has been analysed in detail and fully shared by the Independent Auditor.

In addition, the Board held a specific meeting with the AFC Function, attended by the Independent Auditor, in order to have an update on the progress made on activities aimed at

incorporating the improvements suggested by the Independent Auditor for 2020, acknowledging that all points had been incorporated by the Company and that, for some of them, activities were still in progress.

Of the above topics subject to further enquiry, considering the importance of the effect on the income statement, the Board has consulted with the Independent Auditor on how to process and represent in the accounts (i) the SIA/NEXI merger, (ii) the Mathematical provisions, (iii) the Nexive Group purchase price allocation and (iv) Tax credits.

With reference to the treatment of items relating to the BancoPosta RFC, for which in 2020, in line with the strengthening of the 2017-2020 Internal Control and Risk Management System (“SCIGR” from the Italian “*Sistema di Controllo Interno e Gestione dei Rischi*” and with the support of a fairness opinion provided by an independent third party, important analyses and processes had been implemented of dated items, not previously reconciled, with significant effects on the Income Statement at 31 December 2020, the Board of Statutory Auditors has acknowledged that the latest closures on transitional accounts had had effects on the half-year position at 30 June 2021, while the conclusive activities carried out in the 2nd half of 2021 had had no appreciable effects.

The financial statements also contain information on any liabilities and costs that may arise from pending legal proceedings. The Board of Statutory Auditors, together with the relevant Company functions, examined in detail the methodology and process adopted in the analysis of litigation and in the analysis and evaluation of provisions for risks and charges for major disputes, and it requested to be periodically and promptly updated on the evolution thereof.

Impairment testing of the MP&D CGU took account of IAS 36 - Impairment of Assets and best market practice. When determining the scope of the MP&D CGU, reference was made to the methods used to control and monitor Poste Italiane’s operating and financial performance, in order to support the decision-making activities of the Company’s management. The investments in Subsidiaries falling under the management of the CGU MP&D were included in the CGU itself without being tested independently and the investments in Nexive and Sengi, excluded at 31 December 2020 as they were acquired after that date, were instead included in the projections taken as reference for the test at 31 December 2021. Although the assessment methodology is consistent with that used at 31 December 2020, the methodological set-up of the impairment test was again subject to an assessment by an independent external expert (the same who had carried out the verification of the methodological set-up of the impairment test at 31 December 2020), in order to further confirm the correctness and reasonableness of the

overall approach. The outcome of this new assessment was positive, confirming the methodology used, also with specific reference to the opportunity to carry out the test on the CGU MP&D according to a unified approach.

The Independent Auditor confirmed to the Board of Statutory Auditors his agreement with the overall impairment procedure, as well as with the detailed application profiles. The impairment test showed that the Enterprise Value was higher than the carrying amount, making impairment unnecessary.

The Board of Statutory Auditors recommended that the Board of Directors periodically monitor this area of the financial statements, as well as update and evaluate the points raised in the note issued by the independent expert on the impairment method with a view to further refinement thereof.

The Independent Auditor has not reported any events or circumstances identified during the audit that might cast significant doubt on the entity's ability to continue as a going concern, nor has it reported any significant deficiencies in the Internal Control System on financial reporting and/or in the accounting system, or any significant instances of non-compliance, whether effective or assumed, with laws and regulations or the By-laws, that have come to light during its audit.

On 5 April 2022, the Independent Auditor also issued its report on the non-financial statement prepared pursuant to art. 3, paragraph 10 of Legislative Decree 254/2016 and art. 5 of Consob Regulation 20267 ("NFS"). Based on the work performed, the Independent Auditor stated that nothing has come to its attention that would cause it to believe that the Poste Italiane Group's Non-financial Statement for the year ended 31 December 2021 has not been prepared, in all material respects, in compliance with articles 3 and 4 of the Decree and with the GRI Standards.

The Board of Statutory Auditors, taking account of Legislative Decree 254/2016 on the disclosure of non-financial information and the implementing Regulation issued by CONSOB with Resolution no. 20267 of 18 January 2018, supervised, in the exercise of its function, compliance with the provisions contained therein with regard to the preparation of the NFS as part of the Draft Integrated Report 2021, approved by the BoD on 22 March 2022.

Through a specific meeting with the Auditor, the Board of Statutory Auditors has overseen compliance with the provisions of Legislative Decree 254/2016, within the scope of the responsibilities assigned to us by law.

With regard to the effects deriving from the Covid-19 emergency, both current and prospective, information is provided in the Report on Operations on the impacts on the Group's economic performance, including through a comparison with the final figures for the period of comparison, in line with the recommendations given by ESMA in 2021 (Public Statement ESMA32-63-1186 of 29 October 2021 "European common enforcement priorities for 2021 annual financial reports").

The "2024 Sustain & Innovate" Business Plan adopted in February 2021, which set innovation and sustainability at the heart of the Group's strategies, was updated on 22 March 2022: ESG topics have been integrated structurally into the strategic objectives defined in the "2024 Sustain & Innovate Plus" Plan. The Board has acknowledged that once a quarter, the Administrative body systematically verifies the Plan execution, both from a managerial point of view and for the effects on the financial disclosure and in particular for the impairment testing of the Mail, Parcel and Distribution CGU.

5. and 6. Information on any complaints presented pursuant to art. 2408 of the Italian Civil Code and petitions

During 2021, the Board received two complaints pursuant to art. 2408 of the Italian Civil Code:

- i. *Report of 29 July 2021*, whereby the shareholder Tommaso Marino reported a disservice due to failure to deliver a package entrusted to the company SDA, which it had sent to itself at another address. After having learned from the examination of the documentation sent that the shareholder had already submitted as a complaint to the package destination Post Office ("PO") and informed the Company of the disservice, the Board started an internal investigation, acquiring detailed information from the competent company function. Upon completion of the in-depth internal investigation, it was seen that the Company had taken all action necessary with a view to solving the disservice complained of by the shareholder and the Board had noted that the objective requirement for reporting complaints pursuant art. 2408 of the Italian Civil Code was effectively not satisfied, insofar as the matter reported harmed the interests of the individual shareholder and was not a major irregularity. Not having noted any existence of "reprehensible events", the Board concluded the investigation, archiving the report.
- ii. *Report of 04 October 2021* presented by the same shareholder Tommaso Marino, whereby he asked the Board to "*identify the parties responsible for hindering competition*"; more specifically, the shareholder Marion, in referring to a press article dated 09 August 2021

published in the on-line newspaper “Green Me”, entitled: “*Antitrust, maxi fine of 11 million euros to Poste Italiane for hindering competition and abuse of economic dependency*” asked the Chief Executive Officer to: “*identify the corporate managers as per the relevant article and consequently take action to obtain the related compensation, as Poste has been ordered to pay 11 million euros*” and the Board of Statutory Auditors to: “*do the same and propose how to recover suitable compensation for the Group, after taking action in respect of the parties responsible*”. The Board started the internal investigation, asking for more information from the competent corporate functions. Upon completion of the investigation, the Board was able to review the entire scope of the procedure launched by the AGCM against Poste for alleged abuse of economic dependence exercised by the Company in respect of Soluzioni S.r.l.; more specifically, the Board has acknowledged the initiatives taken by the Company during its discussions with the Authority and the lawsuits started by Poste to protect its interests, also analysing the defence adopted by the Company when appealing the sanction applied by AGCM before the Regional Administrative Court for Lazio. After an extensive, in-depth investigation, the Board noted that the request concerned by the report came outside the scope of Art. 2408 of the Italian Civil Code and that, in any case, no irregularities were noted in the Directors’ management of the situation. Having also verified that the whole case was being examined by the Magistrates, the Board concluded its internal investigation, not noting any reprehensible behaviour and in any case reserving the right to monitor developments on the dispute brought by the Company.

Briefly, in response to the two complaints received, the Board of Statutory Auditors has conducted careful investigations with the support of the relevant functions, assessing the grounds for the complaints, the adequacy of the actions taken, and monitoring the process of identifying any individual responsibility. As a result of our checks, we have concluded that there are no irregularities to report to the General Meeting.

In addition, during the year and up to the current date, the Board of Statutory Auditors has received five reports/complaints from customers/third parties, as a result of which it launched its own investigation, asking the Company to carry out the necessary inquiries with the relevant functions in order to obtain clarification on the matters indicated in the reports/complaints.

The reported facts were handled and resolved promptly by the relevant corporate functions and, as a result of the checks carried out, no irregularities to be reported to the General Meeting were identified.

7. and 8. Oversight of the independence of the Independent Auditor. Disclosure of any additional non-audit engagements or ongoing relations with associates of the Independent Auditor and the related costs.

The Board of Statutory Auditors has received the Independent Auditor's annual declaration confirming its independence, drawn up pursuant to art. 6, paragraph 2, letter a) of Regulation (EU) 537/2014 and paragraph 17, letter a) of ISA Italia 260, which confirms compliance with the ethical principles required by articles 9 and 9-bis of Legislative Decree 39/2010, not having identified situations that could compromise the Independent Auditor's independence in the period from 1 January 2021 until the date of issue of the declaration (05 April 2022).

Annexed to the notes to the Company's separate financial statements is a section entitled "Disclosure of fees paid to the Independent Auditor in accordance with art. 149-*duodecies* of the CONSOB Regulations for Issuers", which includes a table showing the fees payable to the Independent Auditor, Deloitte, and companies within its network for the year under review.

In view of:

- ✓ the independence declaration issued by Deloitte in accordance with Art. 6, paragraph 2, letter a) of Regulation (EU) 537/2014 and paragraph 17 of ISA Italia 260 and the Transparency Report prepared by it and published on its website pursuant to art. 13 of the above Regulation;
- ✓ the engagements assigned to the Independent Auditor and companies within its network by Poste Italiane and Group Companies;

the Board is not aware of any situations in which the Independent Auditor's independence has been compromised.

In line with Regulation (EU) 537/2014 and in accordance with the Group's "Guidelines for the assignment of engagements to the Independent Auditor", approved by the BoD on 15 March 2017, the Board of Statutory Auditors has, during 2021 and through to the date of issue of this report, issued a favourable opinion on the following additional engagement, noted as relevant to FY 2021, entrusted by the Parent Company to Deloitte Consulting S.r.l., a company belonging to the statutory auditor's network:

Engagement	Amount
Extension of the activities entrusted to Deloitte Consulting under the scope of the "Sector actions in the field of multi-bank counting rooms" project	€ 40,000 (plus VAT)

In addition, on the appointment specified below, conferred on Deloitte and coming under the scope of the exclusive assignment on the statutory external auditor of the accounts on the basis

of laws and regulations, the Board has received extensive information, also making specific recommendations to the Company.

Engagement	Amount
“MiFID II/MiFIR” appointment aimed at obtaining the release of the annual report envisaged by Art. 23, paragraph 7 of the Implementing Regulation of Articles 4- <i>undecies</i> and 6, paragraph 1, letters b) and c- <i>bis</i>) of Italian Legislative Decree no. 58 of 24 February 1998” (the “Regulation”), to be entrusted exclusively to the statutory external auditor of the accounts in accordance with art. 23, paragraph 7 of the Regulation.	€ 130,000 (reimbursements for expenses incurred for the work and administrative expenses in the maximum amount of 5% of fees, plus VAT)

Finally, the Board examined the proposal submitted by Deloitte to Poste for the adjustment of the fees due to the activities relating to the ESEF Regulation for € 55,000, expressing a positive opinion on the adjustment of the fees, without prejudice to the need to complete the subsequent authorisation process.

During the year, the Board has made suggestions for the update of the “Guideline to the Conferral of Appointments on the Independent Auditing Firm” approved by the BoD on 15 March 2017, asking the AFC Function to start auditing activities.

The updated version of the “Guideline to the Conferral of Appointment on the Independent Auditing Firm” was approved by the Board of Statutory Auditors in the meeting held on 06 April 2022 and the new version of the document will be submitted for BoD approval. With the support of the AFC Function, the Board of Statutory Auditors periodically monitored respect of the caps on the value of non-audit engagements - which, as established by art. 4 par. 2 of Regulation (EU) 537/2014, must be capped at 70% of the average fees paid in the previous consecutive three years for the audit of the accounts of the audited entity. In any case, based on the Guideline “Assignment of engagements to the Poste Italiane Group’s Independent Auditor”, approved by Poste’s BoD on 15 March 2017, currently being updated, unless for reasons of opportunity related to the specific professional content and the effectiveness requirements of the assignment to be assigned require it, it is not normally permitted to assign professional engagements classifiable as “Other services” to the Principal Auditor or to entities belonging to the Network of said Auditor.

9. Disclosure of opinions issued pursuant to the law during the year.

Pursuant to article 2389, paragraph 3 of the Italian Civil Code, the Board of Statutory Auditors, during the 2021 financial year, issued its opinion on the proposal made by the Remuneration Committee for the adjustment of remuneration to be paid to the Directors participating in Board Committees, issued on 21 September 2021. In addition, the Board of Statutory Auditors has prepared an opinion for the approval of the “Guidelines on the Management of Transactions with Related Parties and Connected Subjects” by the BoD, issued on 24 June 2021, as well as the opinion for the approval of the “Guidelines on the Internal Control System on the Financial Disclosure” (“SCIIF”) issued on 15 December 2021.

10. Disclosure of the frequency and number of meetings of the Board of Directors, the Executive Committee and the Board of Statutory Auditors

During the year, the Board of Statutory Auditors took part in a total of 86 meetings. The Board met on 40 occasions as the Board of Statutory Auditors (including 12 held jointly with the Control and Risk Committee), with the meetings having an average duration of approximately 3 hours. We attended all Board of Directors’ meetings and all those of Board Committees. Specifically, the Board of Statutory Auditors attended 12 Board of Directors’ meetings, 12 meetings of the Control and Risk Committee (held jointly with the Board of Statutory Auditors), 8 meetings of the Sustainability Committee, 7 meetings of the Nominations and Corporate Governance Committee, 11 meetings of the Related and Connected Parties Committee, 7 meetings of the Remuneration Committee, and 1 Ordinary General Meeting.

Lastly, the Magistrate appointed by the Italian Court of Auditors to oversee Poste Italiane’s financial management has always been invited to attend meetings of the Board of Statutory Auditors pursuant to art. 12 of Italian Law 259/1958.

11. and 12. Observations on compliance with correct corporate governance principles and the adequacy of the organisational structure.

The Board of Statutory Auditors oversaw, within the scope of our responsibilities, the adequacy of the Company’s organisational structure and, more generally, that of the Group as a whole, based on the information and constant updates provided by the Company on its organisational arrangements, as well as by dedicating a specific meeting to this issue with the Head of the Organisation Human Resources Function (“RUO”). On this occasion it emerged how Poste’s organisational structure is focussed on a “Platform Company” model, aimed at accommodating a diversified and modifiable range of services as it is based on open architectures, digital innovation and agile working models that make the most of available technologies. More

specifically, the Board has acknowledged the fact that the Platform logic allows the company to operate as an ecosystem, coordinating flows and interactions to create value, both inside and out, with the customer at the very heart of the ecosystem. The Group Integrated Model is characterised not by a single organisational model but rather by the coexistence of various Integrated Models in support of: (i) Business Units, (ii) Operative processes (iii) Regulatory and control systems. The Board has been informed of the main organisational innovations that took place in 2021, which regarded: (i) the return of the sales network of Small Economic Operators into the area of the Private Markets Function with the main aim of consolidating the central role played by the PO; (ii) the redefinition of the Administrative Services management model through the return of such to the Digital, Technology & Operations (“DTO”) area to generate synergies and facilitate the exploitation of automation and digitisation opportunities; and (iii) the perfection of the centralisation process in the Parent Company RUO of the HR functions that were previously operating in BancoPosta and the Group Companies and the completion of the centralisation in DTO of the Group companies’ IT oversights, started in 2019. Given the complexity of the Company’s and the Group’s organisational structure, which is subject to continuous change, the Board of Statutory Auditors did not identify any elements that would result in the organisational structure being considered inadequate, also in light of positive proof provided in 2020 and 2021 with the management of the epidemiological emergency due to the spread of Covid-19.

13. Oversight of adequacy of the Internal Control System.

With regard to the Internal Control and Risk Management System, the Board has noted the information on the system provided in the Report on Corporate Governance and the Ownership Structure on the Internal Control and Risk Management System.

The Board of Statutory Auditors met periodically and systematically with the Head of Poste Italiane’s Internal Control Function and, among other things, discussed the results of the activities carried out in 2021, during a specific meeting; it also acknowledged, during February 2022, the “Group Report on Assessment of the adequacy of the 2021 Internal Control and Risk Management System (“SCI GR”)), drawn up by Poste Italiane’s Internal Control Function, certifying that “*at the date of this report and for the relevant reporting period, the internal control and risk management system, taken as a whole, is fit for the purpose of mitigating the risks that threaten the successful pursuit of the Company’s objectives*”. In expressing this assessment, the Internal Control Function not only supplemented the results of the assessment presented during the year by the other corporate control functions envisaged by the SCI GR, but

it also considered (i) the main evolutions of the SCIGR and, in particular, the initiatives taken to strengthen it, (ii) the compensatory controls and improvements made and/or in progress in respect of the activities carried out and findings noted on the SCIGR highlighted by the Control Function and/or BancoPosta Internal Auditing functions and the Group companies' Audit functions, (iii) the other events with potential impacts on the SCIGR, including corporate project initiatives taken in specific operating areas, carried out or being progressively implemented, (iv) the evidence deriving from the management of the whistleblowing system and (v) the general reference context, which in 2021 again suffered the impacts of the Covid-19 health emergency.

In the current context in which the social-economic consequences of the Covid-19 pandemic have had major impacts on the whole of the national economic system, ensuring a strong drive on the economic transformation processes to make them more environmentally-sustainable and digital, the SCIGR has proven able to hold strong and adapt, by virtue of the progressive strengthening achieved in recent years with organisational and procedural initiatives that have taken place over time, overseeing the various risks, including those that emerged during the early months of the health emergency. In particular, it is highlighted that during 2021, with the supervision and monitoring of the specific Strategic Crisis Committee established to handle the coronavirus risk, initiatives continued that had been launched during the first year of the pandemic, to limit the spread of the virus, to protect workers and customers and support the economy and residents and Poste also played a key role in the vaccination campaign, contributing with its logistics network to the distribution of anti-Covid vaccines, delivering around 25 million doses, preparing means of transport equipped with cold cells and developing an IT platform for booking the vaccines, made available free of charge to the regional authorities. In addition, in response to the social-economic impacts generated by said pandemic, the "National Recovery and Resilience Plan" ("PNRR") has been launched, which, through multi-year investment programmes supported by the European Union Recovery Fund (the "Next Generation EU"), seeks to boost the recovery and its objectives, which aim to achieve a more dynamic, advanced, sustainable and inclusive economy, are very much in harmony with that already launched by Poste as part of the sustainability programme included in the ESG Strategic Plan.

In order to continuously strengthen the SCIGR, during the year, the Internal Control Function helped implement the Group companies' Whistleblowing Model, as envisaged by the Guideline System for reporting violations ("Whistleblowing") published on 27 January 2021, supporting the committees of the individual companies in organising meetings, handling investigations,

analyses and verifications and reporting on meetings. In addition, the list of activities that help make the SCIGR solid and applicable should without doubt include the corporate sanction system, which expresses not only its contractual-regulatory value but also its function as a deterrent and dissuader aimed at correcting abnormal behaviour from a professional and organisational point of view. It also helps guarantee compliance with and implementation of all organisational and control rules envisaged, making the corporate oversight for the prevention of 231 offences, more effective.

The audit results received by the Board and the summary of the comprehensive assessment of the SCIGR have revealed that 2021 recorded a slight improvement in the comprehensive assessment of the Internal Control System that, for the first time, has shifted, as a whole, to below 3, which is a reference term taken as a mark of complete adequacy in terms of the comprehensive assessment.

Despite the impacts generated by the health emergency still in progress, the activities envisaged by the 2021 Audit Plan have been completed, guaranteeing the envisaged levels of audit cover of corporate processes, necessary to express a comprehensive assessment of the Internal Control System in terms of “Positive Assurance”. A good level of coverage has also been achieved of multiple processes regarding the Group Companies, taking into account the oversight implemented by the Audit functions of the Group Companies, where present.

Under the scope of Information Technology, the assessment of the Control System was evaluated less positively than in the previous year, although in the area of full adequacy; this was due to the presence of critical issues relating to shortcomings in the implementation of controls to protect the integrity and confidentiality of information and the availability of IT Assets, despite the fact that these controls were already provided for at procedural level. The governance strategy of action taken to remedy and strengthen is consolidated, facilitating, wherever possible, the resolution of critical issues and the achievement of initiatives already being audited. to manage the transport networks, there is an Internal Control System that is not yet adequate, requiring strengthening of the oversight of quality and performance of services provided by third parties, the correct application of provisions relating to physical safety and safety at work, as well as to needing to encourage the adoption of initiatives, programmes and monitoring aimed at reducing the environmental impacts and CO2 emissions, in line with ESG objectives. Also as regards the Out-of-office channel, which can be traced to the management of business customers, the assessment is not yet adequate, as points of attention have been noted referring mainly to the need to supplement the Service and marketing model, also with respect to the commercial targets, to formalise processes and controls relating to the “assignment to

portfolios” of customers and contract programming criteria. The measures taken in relation to the reliability of the forecast data is also strengthened, along with monitoring of active contracts stipulated, including the potential review of criteria adopted to stipulate contracts for products other than those envisaged by the Single Offer. Finally, infra-group processes for the management and monitoring of commercial activities carried out by subjects other than MIPA, such as, for example, SDA co-loaders and agents or the Kipoint network.

Following the meetings held with the Supervisory Bodies of the most important companies, the Board of Statutory Auditors noted the physiological downsizing of the risk areas present in the Subsidiaries as a result of some review of the Group’s organisational structure.

the audit results received by the Board, as well as the summary relating to the overall assessment by the SCIGR carried out at the Subsidiaries revealed areas of inadequacy, highlighted by the competent Internal Control Function to the Board of Directors for (i) Postel, with reference to the management processes of the Direct Marketing service, characterised by a major innovation in the offer and evolutions in Group relations introduced in the last year and (ii) Address Software (Postel’s subsidiary) for which the general review has revealed a Control System that is not sufficiently structured, both in the management of business processes and governance. With reference to the SDA logistics processes, an evolving context is confirmed and one that is focussed on consolidating the system of controls with room for improvement in connection with the suppliers of load movement and distribution services. Finally, the audit activities carried out on the system of controls overseeing the Sennder business and governance processes revealed that the company’s start-up projects, aiming to effectively achieve the business objectives and demands for the captive market service, envisaged a progressive structuring of the Control System that, at present, was not yet adequate to oversee all risk areas.

In 2021, the guiding, control and coordination role of the company make-up was consolidated by the Corporate Affairs Function (“CA”), which, in a logic of coordination and integration of competences, plays a key role.

In 2021, in order to ensure that the SCIGR is strengthened as an enabling factor for the consolidation of processes, which are based on the principles of integrity, transparency, legality, sustainability and value creation, the Company continued the development and ongoing improvement of the Governance and Risk Management Model, to ensure that it is aligned with the principles defined by the Corporate Governance Code, international regulatory standards, and the objectives of integrity and full traceability of activities that represent the Group’s key

principles; in addition, as part of the activities aimed at developing governance structures, Poste has defined an integrated process at Group level that makes it possible to strengthen or create operational synergies between the various specialist structures and to ensure unified governance, thanks, in part, to a clear definition of the roles and responsibilities of the players involved.

Also during 2021, multiple interventions were implemented aimed at strengthening and continuing to evolve the SCIGR; in particular, we highlight:

- the introduction in April 2021, in accordance with the objectives of the 24SI Plan, of the Working Capital Management Function in the AFC/Group Planning, Control & Financial Reporting area, for the optimisation of the Group's working capital, through initiatives aimed at speeding up credit collections and optimising the passive cycle activities;
- the renewal of the Collective Bargaining Agreement for non-managerial personnel on 23 June 2021, valid until 31 December 2023;
- the extension, as of July 2021, of the scope of the PostePay Internal Audit Function, which will also include responsibility for audit activities relating to all business and cross-sectional processes managed by the Company, not included among those already overseen and relating to IMEL BancoPosta RFC;
- the development of an Integrated Compliance framework, as part of the evolution of corporate governance and the strengthening of the SCIGR, for the structured monitoring of non-compliance risks, articulated processes that are specific to the different levels and sectors of activities; in this regard, on 14 October 2021 the Board of Directors approved the "Group Integrated Compliance" Guideline and updated the "Poste Italiane Group Integrated Policy", which reinforce the SCIGR with respect to non-compliance risks, in line with the principles of integrity, transparency and legality that inspire corporate governance; the Group's integrated compliance process, in line with the provisions of ISO 37301(Compliance Management System), addresses both organisational complexity, due to the presence of various compliance functions at Group level, and regulatory complexity, with the constant growth of legislative and regulatory requirements, through a synergic approach between the central control and the specialist controls belonging to the various compliance and multi-compliance functions, in order to better create synergies and avoid redundancies in case of neighbouring or overlapping areas. In this context, and in accordance with the objectives of sustainable success and the creation of long-term value for

stakeholders, the Group Risk Governance Function has been renamed ‘Group Sustainable Development, Risk and Compliance;

- the definition of the Foreign Compliance Process aimed at outlining the governance checks and tools that the Group’s foreign companies are required to implement in order to comply with the provisions of the Group’s Integrated Compliance;
- the publication, in November 2021, of Poste Italiane’s Corporate Organisational Regulation (“ROA”) which, by describing Poste’s organisational structure and its general principles, provides a single, integrated view of the company’s functions and their related missions, which are constantly updated to reflect the organisational changes as they are implemented;
- changes in the governance structure and in the control system of the Company BancoPosta Fondi SGR, which focused in particular on reinforcing the monitoring of outsourced operating activities through the establishment of a special Outsourcing Governance and Operating Processes Function reporting directly to the Chief Executive Officer of the SGR; at the same time, the function responsible for corporate transactions was reorganised to overcome the separation between the SGR’s own operational management and that dedicated to the liquidity of BP accounts;
- the signing on 17 December 2021 of the new postal savings agreement with Cassa di Risparmio di Roma e Prestiti (“CDP”) valid until 2024, effective from early 2022;
- the continuation, as part of the change process promoted by the Company, of the organisational interventions for the centralisation of all the Group’s Human Resources and Organisation functions within that of the Parent Company, aimed at enhancing the value of people and of the organisation as a whole;
- the launch, in the *Corporate Affairs* area, of the National Recovery and Resilience Plan Initiatives Project, aimed at promoting and organising projects in collaboration with the institutions, in order to further strengthen Poste’s role in the above-mentioned Plan for the sustainable recovery of the national economy;
- the integration, with a view to continuous organisational rationalisation, of the centralisation processes of the DTO components with those of the administrative services, to increase automation and digitalisation and allow greater focus of the CFO on governance, strengthening the monitoring and continuous improvement of administrative processes;
- the inauguration of new HUBs for parcel sorting, one for Central Italy and another for the North;

- the marketing of the Poste Deliverybox Express product at the 10,000 Italian tobacconists belonging to the PuntoPoste network.

In addition, the Board of Directors has implemented various organisational initiatives designed to strengthen the Internal Control System:

- on 27 January 2021 it approved the updated Guideline on the System for Reporting Violations (“Whistleblowing”);
- on 16 February 2021, it approved the update of the SCIGR Guideline;
- on 24 March 2021, it approved the amendment to Financial Management Guideline for Poste Italiane, which define the operating limits for financial management in order to contain the related risks;
- on 18 March 2021 it approved the update of the “Guidelines for the definition and monitoring of the Risk Appetite Framework of the Poste Italiane Group”, which provides for its implementation by Group companies with any adjustments required by their own corporate and regulatory contexts;
- on 16 December 2021 the “Internal Control System on Financial Reporting Guidelines” (hereinafter also the “SCIIF”) was updated to incorporate changes made to the Poste Italiane’s SCIGR in recent years, including the various enabling factors that guided the harmonisation of the process of establishing, maintaining and assessing the SCIIF with additional internal control models;
- on 16 January 2021, it approved the update to the Poste’s Organisational Model pursuant to Legislative Decree 231/2001 (“OM231”);
- In December 2021, the “Integrated Group Policy” was updated, which documents the various aspects for which Poste Italiane defines its commitment to all stakeholders, making explicit the values that the Company believes to be key for the development of its activities, such as the compliance with internal and external regulations, the quality of processes and correlated services, the health and safety of employees, the security of information and the prevention of corruption.

In light of the centralisation of procurement, which reached a high level of consolidation in 2021, the CA/Purchasing Function is now the Group’s centre of excellence and is responsible for the unified and integrated management of the Group’s purchasing processes. In 2021, the review was launched of the system of procedures, amongst others also including ESG principles already in force and functional to sustainable procurement. In addition to strengthening the centrality of Business Process Management (“BPM”) as a tool for the management,

dematerialisation and tracking of the liability cycle, in October 2021 Poste obtained the certification on Sustainable Procurement (ISO 20400), thus placing itself among the main economic and productive organisations in Italy that are qualified on the subject of sustainable management of procurement processes and relationships with suppliers. In this regard, during a meeting of the Sustainability Committee, the Board of Statutory Auditors asked, with a view to planning for 2020-2022, to periodically have evidence of the performance of the ESG indicators and objectives that have been included in the Business Plan, as well as of the tools used to measure them.

With reference to the Group's Business Continuity Management, during the meeting with the Head of the DTO Function, the Board of Statutory Auditors was informed that all the commitments described in the Group Business Continuity Plan, presented in September 2020, had been achieved and that, in the meantime, additional transformations and evolutions had taken place, both in the digital and technological area, which called for new interventions, which are now being carried out on schedule. The Board also acknowledged the important evolution of the crisis & business continuity management model in Poste, which, based originally on a structure by business area, thanks to the centralisation initiative launched starting 2020, has become a single Organisational Model for the whole Group. In order to guarantee an effective business continuity solution, a roadmap has been developed of the strategic evolution of the technological infrastructures, which also envisages use of "containerised" and "on cloud" solutions and an evolution has been seen in the architecture, thanks to the adoption of new technological solutions and new operating procedures (active-active services, active-standby services, cloud) as well as technological renewal, removing the obsolescence of the systems and consolidating the IT infrastructures.

The Board has also acknowledged the periodic update of the document system Business Continuity Plan Vol. 3, with a particular focus on the technological solution currently in place and completion of the revision of the Business Impact Analysis; finally, the Board also acknowledged the positive results obtained upon completion of the Disaster Recovery ("DR") tests carried out in May, September and November 2021.

In the course of the various meetings held with the Board of Statutory Auditors, the Head of the Group CA/Anti-Money Laundering Function clarified the controls that support the qualitative and quantitative adequacy of the Group CA/Anti-Money Laundering Function and reported on the consolidation of the organisational structure of the anti-money laundering structures at central and territorial level. With reference to the "Plan of Activities of the Group CA/Anti-Money Laundering Function year 2020", at 31 December 2021, around 50% of the

interventions identified in the 2020 Annual Report had been completed. The replanning of those not completed, all of which are IT-related (5), to which the Board of Statutory Auditors draws the attention of the Administrative Body, is mainly due to the complexity of the action to be taken and the prioritisation of the IT developments linked to the corporate strategic plan initiatives. In any case, the re-planned interventions concern the efficiency of the oversights, which are in any case guaranteed by existing procedures that already comply with current regulations.

The results of the consolidated assessment conducted for 2021 by the Group's CA/Anti-Money Laundering Function, indicate that the level of "residual risk" to which the Group (comprising the company Poste Italiane S.p.A. and all Obligated Entities) is exposed is classified as "low", in line with 2020.

At a Group Anti-money Laundering level, the Board of Statutory Auditors has acknowledged that 2021 recorded a considerable reduction in the volume of "initiative reports" submitted by the network of POs, which had already seen a slight downturn in 2020; the reduction is due to the strengthening of the reinforced due diligence processes in POs, the reduction of mainly at-risk cash operations and the growth in use of the digital channels for remote operations (greater use of cards, also following cash-back related promotions).

The Board acknowledged that in 2021, the Suspicious Transaction Reports ("SOS") sent to the Financial Intelligence Unit ("UIF") amounted to 21,374 (a decrease of 14% compared to 2020), of which 138 SOS of financing of terrorism (down 15% compared to 2020) and 77,219 initiative reports of the POs. The average time to submit reports to the UIF was about 21 days, compared to an average of 34 days in the reference category. In connection with the service for the transfer of tax credits, the monitoring of operations on customer current accounts with a view to ensuring the "monetisation" of tax bonuses, made it possible to submit 376 SOSs to the FIU in 2021, for an equivalent total value of approximately 476 million euros, relating to 843 subjects. In addition, training of the target population continued. Finally, there were 101.3 thousand requests for judicial assessments (+13% from 2020). The 9 anti-money laundering objections notified in 2021 by the Ministry for the Economy and Finance ("MEF") mainly relate to violations relating to failure to apply non-transferability clauses to cheques.

As regards risk management, the Board of Statutory Auditors acknowledges that the Company, in line with the indications of the Corporate Governance Code, has defined its risk appetite for 2022, in such a way as to guarantee the compatibility of the risks accepted with the strategic objectives identified in the Business Plan and Budget, pointing out that, in consideration of the

reference scenario subject to ever more frequent changes, the assessment envisaged not only the analysis of risks connected with the 24SI Plus Strategic Plan but also a forward-looking analysis over a more extensive time frame (up to 20 years) to make the most of any events that may impact the pursuit of long-term sustainable success. The strategic risk assessment, carried out on the basis of the Enterprise Risk Management (“ERM”) framework, has confirmed that the top risks included those related to quality provided, customer satisfaction and IT security. The Risk Appetite Framework (RAF) 2022 has been supplemented with four indicators, with respective thresholds, associated with the risk of adverse changes in the macroeconomic scenario, regarding Dividend, Economic Performance and Liquidity and Level of Indebtedness, which also summarise the performance of the most significant financial and insurance risks affecting BancoPosta, Poste Vita and PostePay. The qualitative and quantitative indicators identified with regard to the aforementioned risks have been approved by the Board of Directors and will be monitored on a quarterly basis together with the treatment actions deemed appropriate to contain the exposure within the established level. The analysis of the principal Poste Italiane risks was conducted by taking into consideration the forms of financial and non-financial capital characterising the Poste Italiane’s business model. In addition, as part of the strategic risk assessment activities, the risks identified were classified on the basis of the common metrics defined by the WEF, which has developed a universal set of ESG metrics that are useful for reporting on the contributions made by the organisations with respect to each Sustainable Development Goal (SDG) in order to guarantee a disclosure common to all segments and countries.

In order to strengthen the governance measures and the continuous evolution of the Group’s SCIGR, in 2021, the Integrated Compliance Model was consolidated, implemented with the specific aim of overseeing - in a structured manner for each business level and adequately to each business segment - the compliance risks to which the Group is exposed, as well as of creating operative synergies between the various specialised oversights and guaranteeing unitary governance in the management of risks of non-compliance with rules, also thanks to a clear definition of the roles and responsibilities of all those involved in the process.

As part of the process to integrate and consolidate the Group’s risk management model focused on the sustainable success of the business, the Group Risk Governance Function, in the field of Corporate Affairs, re-named Group Sustainable Development, Risk and Compliance, has further consolidated the organisational measures in place to manage risk and compliance, mainly through the definition of an integrated risk management process that involves all SCIGR players in a coordinated manner.

The activity of this function is supported by the Group GRC integrated platform - RSA Archer, also used by those involved in preparing the integrated risk reports; in 2021, the platform was further implemented and evolved and new risk areas migrated to it, thereby making it the tool used to gather together and integrate the Group's risk profile from a common standpoint, also fostering the spread of the culture of risk management and compliance to all corporate levels.

With reference to Group's risk management, the Board of Statutory Auditors reiterates the recommendation that the Strategic Supervisory Board should periodically monitor above all financial risk, also on a forward-looking, multi-year basis, periodically updating the assessment of such risks and verifying investment and hedging policies via periodic investigation by the competent Control and Risk Committee. In this connection, in view of the composition of the Group's securities portfolio, which has a high concentration of government securities, persistently low interest rates, spread risk and the resulting impact on capital gains and on unrealised gains, the Board recommends, in line with previous years, that the Board of Directors constantly monitors the key drivers in the business plan and the relative sensitivity, verifying the necessary controls and assessing the level of residual risk, with a specific focus on a long-term, multi-year basis.

The Board of Statutory Auditors met periodically with the Supervisory Board ("SB") to ascertain the activities carried out by the latter during the 2021 financial year, acknowledging that upon completion of the supervisory activities carried out by the SB during the reference period and also taking into account the information flows sent by the Whistleblowing Committee, no critical issues had arisen worthy of note, nor any violations of the 231 Organisational Model and the Corporate Code of Ethics. In 2021, following the update of the 231 Risk Assessment and Gap Analysis and in light of the changes to rules and organisational evolutions, the Company launched a project for an extensive update of Poste Italiane's OM231, which led to approval of the new OM231 in December 2021. More specifically, the update of the OM231 mainly focussed on incorporating and developing the areas relative to foreign compliance, sustainability topics, leading practices and strategic guidelines of the 2024 Sustain Innovate Strategic Plan. The current Model 231 also incorporates the regulatory provisions on the fight against fraud and falsification of means of payment other than cash as well as against money laundering.

Finally, the Board of Statutory Auditors was informed that under the scope of the forthcoming updates of the 231 Risk Assessment, an additional update of the Model 231 by the end of 2022. With reference to the adoption of the OM231 in the Group, the companies Sennder Italia S.r.l. and MLK Deliveries S.p.A. adopted their own models respectively in April and May 2021. In

July 2021, Poste Insurance Broker S.r.l., while waiting to carry out the 231 Risk Assessment activities in order to prepare and adopt its own Model 231, temporarily adopted the Model 231 of its parent company, Poste Assicura, appointing a Supervisory Body.

The Board has acknowledged that the acquisition of the foreign Subsidiaries Sengi Express Limited and Sengi Express Guangzhou Limited, has been incorporated into the area of update of the Organisational Model in connection with foreign compliance. Finally, following the 231 Risk Assessment, Nexive Network S.r.l. and Nexive S.c.a.r.l. also approved their own OM 231 in February 2022.

In this context, the dedicated IT system (GRC-RSA Archer) - already mentioned above - was progressively updated on the basis of the evidence emerging from the monitoring of the 231 Risk Assessment and Gap Analysis activities.

The Board has been informed of the update of the Group 231 Guidelines, the scope of application of which is limited to only the Italian Subsidiaries, with specific reference to the provisions of the “Foreign Compliance Process” document for foreign Companies. Finally, and similarly to last year’s initiative, the Group Sustainable Development, Risk and Compliance/CA Function developed a new project, implemented by an external subject identified following a competitive procedure, to note, with reference to another set of significant processes, the effective application of the controls envisaged by the company Model 231. Upon completion of the activities, a certification report was issued, with positive results.

In summary, in light of the overall activities carried out and considering:

- the organisational structure of the Group in general and of BancoPosta RFC specifically;
- the existing set of procedures and their continuous updating;
- the results of the verification and evaluation activities received by the Board of Statutory Auditors from the BancoPosta’s Internal Control as well as from the Internal Auditing Functions;
- the results of the inspection activities carried out by the various Supervisory Authorities;
- the assessment results recorded during the year by the other corporate control functions provided for by the internal control and risk management system;
- the information acquired during participation by the Board of Statutory Auditors in the meetings of the Board of Directors and Board Committees;
- the exchange of information with the Independent Auditor, the Data Protection Officer (“DPO”) and the Supervisory Board pursuant to 231/2001;
- the main developments of the SCIGR (internal control and risk management system) and, in particular, the initiatives to strengthen it;

- the compensatory controls and improvement measures implemented and/or in progress in relation to the activities carried out and the findings relating to the SCIGR highlighted by the Poste Italiane's Internal Control Function;
 - the compensatory controls and improvement measures implemented and/or underway in relation to the findings relating to the SCIGR highlighted by BancoPosta's Internal Auditing Functions and the Audit functions of Group companies;
 - further events with potential impacts on the SCIGR, including corporate project initiatives in specific operational areas, implemented or in the process of progressive implementation;
 - the evidence deriving from the management of the Whistleblowing System,
- the Board of Statutory Auditors is not aware of critical situations or events that might suggest shortcomings in the Internal Control System of Poste Italiane overall and of BancoPosta RFC in particular.

14. Observations on the adequacy of the Company's administrative/accounting system and its reliability in representing operating activities.

The Board of Statutory Auditors examined and oversaw, within the scope of our responsibilities, the adequacy of the Company's administrative/accounting system in reliably representing operating activities, the effectiveness of the Internal Control and Risk Management system and the financial reporting process, by: (i) collecting information from the managers of the various functions, from the Independent Auditor and the Manager responsible for financial reporting; (ii) examining the annual Report by the Manager Responsible for the Internal Control System for preparing the accounting and corporate documents; (iii) participating in the works of the Control and Risk Committee, the Sustainability Committee and the Related and Connected Parties Committee; (iv) examining the results of the activities carried out by the Poste Internal Control Function and the BancoPosta Internal Audit; (v) examining the proposed 2022 Audit Plan, both of the Poste Internal Control Function and the BancoPosta Internal Audit; (vi) examining the reports of the Poste Internal Control Function and BancoPosta Internal Audit; (vii) information on news and notices of inspections and proceedings by Bodies and Authorities, including independent, of the Italian government or European Community, for details of which, reference is made to the information given in the paragraph on "Main relations with the Authorities" of the notes to the financial statements.

The Board also notes the Attestations, dated 22 March 2022, of the separate and the consolidated financial statements for the year ended 31 December 2021 pursuant to art. 154-

bis, paragraph 5 of the CLF and art. 81-ter of Consob Regulation 11971 of 14 May 1999, in which the Chief Executive Officer and the Manager responsible for financial reporting declare, among other things, that the separate and consolidated financial statements:

- have been prepared in compliance with the International Financial Reporting Standards endorsed by the European Union through EC Regulation 1606/2002, issued by the European Parliament and by the Council on 19 July 2002;
- are consistent with the underlying accounting books and records;
- give a true and fair view of the financial position and results of operations of the issuer and the companies included in the scope of consolidation.

The Chief Executive Officer and the Manager responsible for financial reporting also declare that the Report on Operations includes a reliable analysis of the operating and financial performance and situation of the issuer and the companies included in the scope of consolidation, as well as a description of the main risks and uncertainties to which they are exposed.

15. Observations on the adequacy of the guidelines communicated by the Company to its subsidiaries pursuant to art. 114, paragraph 2 of Legislative Decree 58/1998.

In 2021, the Board verified, in the course of a specific meeting, the adequacy of the guidelines communicated by the Company to its subsidiaries pursuant to art. 114, paragraph 2 of the Consolidated Law on Finance, following revision of the “Guideline for Management and Publication of Confidential Information, and Maintenance and Updating of the Related Registers”, approved by the Board of Directors on 22 June 2017, revised on 2 October 2018 and last updated on 30 July 2020.

This Guideline and the “Internal Dealing Guideline”, also approved by the Board of Directors on 22 June 2017, revised on 2 October 2018 and updated on 30 July 2020 are in compliance with the amendments to Italian legislation introduced from July 2016, in compliance with Regulation (EU) 596/2014 of the European Parliament and Council of 16 April 2014 relating to market abuse, Directive 2014/57/EU, the “MAD II”, as well as the indications contained in the Consob Guidelines on the subject.

Over the years, the CA/Corporate Affairs Function has revised the aforementioned Guidelines multiple times on the basis of regulatory developments and best practices in the sector and, in this context, the main new element was the adoption of the Relevant Information List (“RIL”), which represents an additional protection tool with respect to the Insider Register.

In addition, the Board of Statutory Auditors met periodically with the Boards of Statutory Auditors of the Group's main Subsidiaries in order to verify the correct implementation of instructions issued by the Parent Company. More specifically, the MAR Guidelines relative to the management of confidential information and internal dealing (including the confidential information procedure) were incorporated by the Group subsidiaries by 2020, net of the subsidiaries deriving from the acquisition of the Nexive Group, which adopted these Guidelines by means of BoD resolution of 05 May 2021.

16. Oversight of the statutory audit of the annual and consolidated accounts and observations on any key aspects that came to light during meetings with the Auditor pursuant to art. 150, paragraph 3 of Legislative Decree no. 58/1998.

The Board of Statutory Auditors has promoted effective and timely communication with the Independent Auditor, for the purpose of the mutual exchange of information useful for the performance of their respective duties, pursuant to art. 150, paragraph 3, of the CLF and in line with Attention Notice no. 1 issued by CONSOB on 16 February 2021. The Independent Auditor did not find any acts or facts considered reprehensible or irregularities that required the formulation of specific reports pursuant to art. 155, paragraph 2, of the CLF.

On 5 April 2022, the Independent Auditor issued the Additional Report pursuant to article 11 of Regulation (EU) 537/2014, of which the annual confirmation of independence is an integral part. The Auditor has not deemed it necessary to issue any letter of suggestions to the Company's management on the understanding that certain points for improvement are contained in the Report pursuant to article 11 of Regulation (EU) 537/2014. With regard to these points, the Board of Statutory Auditors recommends that the Directors evaluate them with a view to their subsequent implementation. The 2021 Audit Plan was illustrated by the Independent Auditor to the Board at a specific meeting.

The Independent Auditor has not informed us of any events or circumstances identified during the performance of the audit that might raise significant doubts about the ability of the Company or the Group to continue to operate as a going concern, nor regarding material shortcomings in its internal control system over financial reporting and/or in its accounting system, or any significant doubts over instances of non-compliance, whether effective or presumed, with laws, regulations or statutory requirements identified during the performance of the audit.

The Reports on the audit of the separate and consolidated financial statements illustrate the key aspects that, in the Auditor's opinion, were most significant in the audit of the individual and consolidated financial statements for the year: (i) the estimate of the recoverable amount of the

“Mail, Parcels and Distribution” business segment (ii) the valuation of the mathematical provisions.

The Auditor does not express a separate opinion on these key issues, for which the Auditor’s Reports explain in detail the relevant audit procedures adopted, since they have been addressed in the audit and in the preparation of an opinion on the financial statements as a whole. The above key aspects were the subject of detailed analysis and updating during the periodic meetings that the Board of Statutory Auditors held with the Independent Auditor. The Board of Statutory Auditors also discussed these key issues, as well as the key issues of the 2021 financial statements, with the Company’s management in specific meetings.

17. Oversight of application of the Corporate Governance Code for listed companies.

Pursuant to art. 149, paragraph 1, letter c-bis of the CLF, the Board oversaw the procedures involved in effective implementation of the rules provided for in the Corporate Governance Code adopted by the Board of Directors.

- ✓ With regard to the activities provided for in the Corporate Governance Code, the Board of Statutory Auditors not only held 40 of its own meetings during the year, but also ensured its participation in all the meetings of the Board of Directors and Board Committees, in addition to general meetings of shareholders, for a total of 86 meetings. Among the aspects that could be improved, with reference to the Board committee meetings with agendas containing important and/or numerous items for discussion, the Board of Statutory Auditors suggested that the work of the committee may be structured into two meetings (or two sessions of the same meeting). In addition, the Board noted that the opportunity of using digital platforms for meetings held from remote positions, thereby zeroing transfer time, brought about by the Covid-19 epidemic emergency, had successfully increased the efficiency of the Board’s works but that it trusted that in the future, in-person meetings would be organised so as to both assure a better understanding between the body members and between them and the Company’s top management team, and to assess certain corporate operating profiles.
- ✓ Considering the complexity of the corporate actions taken, the number of related parties and their heterogeneous nature, the Board of Statutory Auditors appreciated the strengthening of the corporate legal measures and, in particular, a more structured process with a better representation of the transactions in the Related Parties Committee, as well as the update of the “Management of related party transactions” Guideline in order to align with the new Consob regulation, which came into force on 1 July 2021. It suggested, however, strengthening the supporting documentation for conditions of exclusion in the event of

“excluded transactions” and the system of *ex post* controls in order to verify that the related party transactions reported on in an annex to the financial statements coincided with those submitted for the examination of the RP Committee. The Board of Statutory Auditors also acknowledged that the BoD had approved the amendment to the Regulation organising the Related and Connected Parties Committee, to adapt to comply with the new “Management of Transactions with Related Parties and Connected Subjects” Guideline in the meeting held on 24 June 2021.

- ✓ The Board of Statutory Auditors, within the scope of our responsibilities, and in accordance with the Corporate Governance Code, verified the contents of the above “Report on Corporate Governance and the Ownership Structure”, prepared by the Directors in accordance with the instructions contained in the Borsa Italiana S.p.A.’s Market Regulations and in the Consolidated Law on Finance. The Board, within the scope of our responsibilities, acknowledged the contents of the “Remuneration Report” prepared by the Directors.
- ✓ In March 2022, the Board of Statutory Auditors verified the proper application of the assessment criteria and procedures adopted by the BoD to evaluate the independence of Directors. The assessment was carried out in accordance with the provisions of the Guideline on the “Application criteria and procedure for assessing the independence of Poste Italiane S.p.A.’s Directors” (pursuant to art. 2, Recommendation 7 of the Corporate Governance Code), on the basis of (i) information attested by the Directors as they were appointed, (ii) the chamber of commerce records (“person files”) of each Director, containing evidence of current and past positions held, and (iii) information obtained directly from the Company, with reference to any existing economic/financial relations and/or relationships between Group Companies, the Directors and any of their related parties, in accordance with the independence requirements of art. 2, Recommendation 7 of the Corporate Governance Code;
- ✓ the Board of Statutory Auditors assessed the independence of its members by verifying that all its members meet the related requirements provided for in the Consolidated Law on Finance and the Corporate Governance Code. The process also took into account the outcome of checks conducted by the Company with regard to any outstanding economic or financial transactions and/or relationships with Poste Group ‘s Companies.

Pursuant to the Corporate Governance Code, the Board of Statutory Auditors was also consulted by the Control and Risk Committee in 2021 regarding the following:

- definition of the Audit Plan;
- assessment of the results set out by the Independent Auditor in the Report pursuant to Article 11 of EU Regulation No 537/2014 concerning the financial statements for the year

- 2021 with particular regard to the assessment of the correct use of accounting standards and their uniformity for the purposes of preparing the separate and consolidated financial statements;
- the Group RAF for 2021.

18. Self-assessment process for the Supervisory Body

Lastly, in compliance with the Bank of Italy's Supervisory Provisions and the rule Q.1.1. "Self-Assessment of the Board of Statutory Auditors" included in May 2019 in the Code of Conduct, as well as in line with article 25.1 of the Company's By-laws and the "Regulation on the self-assessment process of the Poste Italiane S.p.A.'s Board of Statutory Auditors", approved by the same Board on 30 January 2020, in January, February and March 2022, the Board of Statutory Auditors carried out a self-assessment of its adequacy in terms of powers, functioning and composition, with reference to the 2021 financial year.

The results of the replies to the questionnaires confirm, also for the third year of its mandate, a fully positive Self-Assessment of the Board of Statutory Auditors, in terms of qualitative and quantitative profiles and effective functioning, thanks to clear operational balances and coherence in the methods of dialogue/interaction between members that, in some cases, offer recommendations for further improvements.

The Self-Assessment process provides a positive overall picture of the Board in terms of adequacy of composition, independence, functioning, exercise of powers, internal climate, role of the Chair of the Board, minutes, support of the competent secretariat. The effective carrying out of duties was also guaranteed by the adequacy of the organisational measures implemented by the Board, using video conference and digital sharing tools for documents, supported in this by the Board's secretariat. In addition, a fully positive assessment has emerged regarding the detail of supervisory activities, expressly referred to for the purposes of the Self-Assessment pursuant to Bank of Italy Circular no. 285/2013.

Moreover, the joint assessment of the members of the Board of Statutory Auditors has revealed a positive picture of relations between the Board of Statutory Auditors and BancoPosta's main Control Functions (Compliance, Risk Management, Internal Control, Internal Auditing), as well as those with the Head of Anti-Money Laundering, the Manager responsible for financial reporting, the Independent Auditor and the Supervisory Board.

The results of the self-assessment conducted are submitted to the BoD, which acknowledges them in the Corporate Governance Report.

C) Oversight of BancoPosta RFC

The Board of Statutory Auditors oversaw BancoPosta RFC in accordance with:

- Presidential Decree 144/2001 “Regulations governing the services provided by BancoPosta”, the relevant regulations contained in the Consolidated Law on Banking and in the Consolidated Law on Finance and the implementing regulations for banks, deemed applicable to BancoPosta by the relevant authorities, and in compliance with the BancoPosta RFC Regulation approved by the General Meeting of shareholders held on 14 April 2011 and amended by the Extraordinary General Meeting of 31 July 2015 and subsequently revised by the Board of Directors’ resolution of 25 January 2018. As required by the Regulation, the Board of Statutory Auditors examined the specific issues regarding BancoPosta RFC separately, reporting the results in the minutes of its meetings;
- the Supervisory Standards issued by the Bank of Italy on 27 May 2014 and, more generally, those in Circular 285 of 17 December 2013, as amended.

As is known and verified on the basis of the information received from the Manager responsible, the Independent Auditor, management of BancoPosta and the heads of BancoPosta’s control functions, and the Board’s examination of the annual report of the Manager responsible for financial reporting, BancoPosta RFC’s organisation and accounts have been unbundled with respect to the Company’s operations. In preparing the Report for BancoPosta RFC, in compliance with the provisions of Law Decree 225/10, converted into Law 10/11, which introduced regulations applicable to BancoPosta RFC, requiring the accounting separation provided for in articles 2214 et seq. of the Italian Civil Code and preparation of a Separate Report, the Company uses the implementations developed within its accounting system, aimed at ensuring that transactions relating to BancoPosta RFC are recognised in a dedicated accounting system and separately from those relating to the Company’s operations, for the purposes of application of the Bank of Italy’s prudential supervisory authorities provided for by Law 10 of 26 February 2011.

Paragraph 2 of Bank of Italy Circular 285/2013 – part IV of the Standards for particular intermediaries of BancoPosta - Chapter 1 BancoPosta, section II - requires that, in addition to directly attributable revenues and costs, the charges incurred for the services provided by Poste Italiane in order to enable BancoPosta to operate should also be allocated to BancoPosta RFC,

and that the allocation of these charges should be based on criteria that reflect the real contribution of the various functions to BancoPosta RFC results and to those of the Company as a whole.

Every six months, the Board of Statutory Auditors verified the adequacy of the criteria adopted and, within the scope of our responsibilities as an oversight body, without responsibility for accounting controls, compliance with the applicable statutory and regulatory requirements. Based on the available data and information, the Board of Statutory Auditors believes that the level of control over management of BancoPosta RFC's accounts is adequate. In this regard, the Board of Statutory Auditors notes that, with effect from 2021, the Auditor has been engaged to issue a "limited opinion" of BancoPosta RFC's Separate Report at 31 December 2021 - consisting of the Balance sheet, Statement of profit or loss, Statement of comprehensive income, statement of changes in equity, statement of cash flows for the year ended on said date and the notes (the "BancoPosta's Report"), annexed to the Company's financial statements in accordance with the provisions of section 8 of the BancoPosta RFC Regulation - in order to check the consistency of the data contained in the Report with as reported in the Company's financial statements for the year ended 31 December 2021.

BancoPosta's Report has been prepared in application of the International Financial Reporting Standards adopted by the European Union and the 7th update of Bank of Italy Circular 262 of 22 December 2005 – "Banks' Financial Statements: Layouts and Preparation", and of art. 2447-*septies*, paragraph 2, of the Italian Civil Code.

In view of the content and purpose of the engagement, the Auditor carried out a limited review of BancoPosta's Report in accordance with ISAE 3000 revised Assurance Engagements Other than Audits or Reviews of Historical Financial Information ("ISAE 3000 Revised") and planned and performed procedures to obtain a limited level of assurance that BancoPosta's Report does not contain material misstatements. Upon completion of the activities, Deloitte, on 5 April 2022, issued the audit report on BancoPosta's Report, highlighting that *"based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the data contained in the Separate Report are not consistent, in all material respects, with those reported in the Company's financial statements for the year ended 31 December 2021."*

With regard to the supervision of the financial reporting process of BancoPosta RFC, reference should be made to the observations and recommendations set out in paragraph 4 of this Report to the extent that they relate to said separate capital.

❖ *Adequacy of Control Functions and Activity Plans*

The Board of Statutory Auditors received periodic information from BancoPosta control functions and periodically reviewed the quarterly Tableau de Bord, and carried out an in-depth analysis of the results of the overall verification activities carried out by said Functions in 2021, as explained below.

➤ The Board of Auditors met periodically, and on a systematic basis, with the **Risk Management** function, and **Outsourcing Governance** which reported periodically on the monitoring and development of BancoPosta significant risks. In keeping with the Group's new Money laundering risk management model, as already mentioned above, from 2018, the Head of Risk Management and Outsourcing Governance has assumed the role of BancoPosta Head of Anti-money Laundering, and within the Risk Management and Outsourcing Governance function, the BancoPosta Anti-money Laundering function was established. In April 2021, following the definition of the new organisational model for the management of outsourcing processes, the Outsourcing Governance and BCM Function flowed into the BancoPosta Risk Management area, with the aim of optimising the governance and staff functions for a better coordination, both internal and with the other corporate functions and Group companies.

The Board of Statutory Auditors has taken note of the activities carried out by the Risk Management and Outsourcing Governance function during 2021 and the actions planned for the year 2022.

In 2021, due to the Covid-19 epidemiological emergency and the government measures issued ad hoc, the Risk Management and Outsourcing Governance activities, in line with company directives, were carried out with a massive recourse to smart working, maintaining the service unchanged in terms of efficiency and efficacy; all the Emergency Operating Procedures were updated, with specific reference to the smart working solution implemented to mitigate the effects of the pandemic.

The Board of Statutory Auditors, in agreement with the relative function of BancoPosta, assessed the performance of the RAF indicators during 2021, on a quarterly basis through the Tableau de Bord of the BancoPosta Risk Management and Outsourcing Governance function. The Supervisory Body verified the levels of materiality of the risks for BancoPosta with particular regard to risks of high relevance:

- to “financial leverage”, which is structurally higher than that of a bank due to the composition of BancoPosta assets; the *Leverage Ratio*, which had been brought back to the target value of 3% set by setting aside €50 million in profits and €350 mln in AT1 in FY 2021, resumed a downward *trend* during 2020, due to the extraordinary and unexpected growth in funding volumes resulting from the pandemic. At year end, the indicator came to 2.8%, a value slightly above the tolerance threshold established in the RAF (2.7%) and, in order to bring it back to 3%, when approving the 2021 financial statements, a provision of profits made was proposed for €200 mln;
- to the “operational risks”, which are the most significant category in terms of capital requirements and absorption of the “Second Pillar”. Although capital absorption remained significant, both as minimum capital requirements, calculated proportionally to gross proceeds, and in the assessments performed with the internal model for ICAAP purposes, it reduced in 2021. The losses recorded in the period income statement have increased on the lows booked in 2020 (the incidence on net interest and other banking income rose from 20 to 110 basis points) due to the lesser releases, but remain limited and in line with the risk appetite;
- to the “interest rate risk”, whose exposure, in terms of economic value, in the first half remained relatively low, before then exceeding the threshold of 20% of own funds (2021 RAF objective) starting August, above all due to the significant increase in funding in all its components, the reduction in the average duration of commitments, also due to the different mix of securities, tax credits and MEF deposit, as well as due to the beginning of the recovery in the level of interest rates compared to the lows of recent years;
- to the “spread risk”, which is not relevant for capital requirements, but for unrealised gains. The second half of 2021 was characterised by the increase in Italian government bond yields and the BTP- Bund spread (135 points at the end of the year), which more than halved the implicit gains in the portfolio recognised in the financial statements at fair value (“HTCS”) with respect to the close of 2020 (from 3.2 to 1.2 billion). The sensitivity of the HTCS portfolio value to this risk factor is also structurally high, albeit reducing slightly.

Medium risks include:

- the credit/counterparty risk: this was essentially stable in 2021, with an incidence on own funds that is consistent with the risk appetite;
- reputational risk: this is mainly related to the issue of disputes with customers over returns on certain series of Interest-bearing Postal Certificates (“BFP”), and in particular BFPs in the “21st-30th year” category (Q/P series) in relation to the numerous unfavourable decisions

by the ABF. In this regard, the relevant company functions, having also consulted the Control and Risk Committee, in light of the favourable case law of the Court of Cassation, and the first favourable judgements of the Court of Cassation in February 2022, specifically referring to BFPs in the 21st-30th year” category (Q/P series), decided to confirm the defence approach;

- the regulatory risk: this has reduced insofar as, after the 2020 incorporation of the EBA Guidelines on the interest rate risk, in 2021, the new rules came into force for calculating the counterparty risk, the leverage ratio and the Net Stable Funding Ratio (“NSFR”), without any particular impact for BancoPosta. The residual, structural exposure is connected with changes in the prudential rules governing government securities also remains.

In 2021, the following were classified as minor risks:

- the business risk (due to the balanced mix of revenues and costs that are mainly variable);
- the risk of involvement in money laundering or terrorist financing (in line with the results of the self-assessment);
- the liquidity risk (due to stable funding as it is mainly retail and extremely liquid assets; commitments to tax credits have reduced the regulatory indicators, which, moreover, remain extremely high).

At 31 December 2021, all metrics of the RAF, compared to the target, threshold and limit values set for the 2021 financial year, were in line with the objectives set in the RAF, with the exception of (i) equity absorbed by the interest rate risk, which recorded a significant increase starting in the third quarter and comes in at 26.4%, an intermediate level between the risk appetite ($\leq 20\%$) and risk tolerance ($\leq 33\%$), (ii) the leverage ratio, which comes to 2.8%, below the target ($\geq 3\%$), but still compatible with the tolerance threshold ($\geq 2.7\%$), (iii) the NSFR, which reveals a value of 229%, below the target ($\geq 250\%$) but within tolerance ($\geq 200\%$) and (iv) the sensitivity of net interest income (NII) to movements in interest rates, which stood at 21.1%, above the tolerance threshold of 20% but within the capacity limit of 25%.

As already mentioned, to restore balance of the leverage ratio to the target level of 3%, confirmed in the RAF for FY 2022, a provision is proposed when approving the 2021 financial statements, of profits made by BancoPosta for €200 million.

At 31 December 2021, the capital adequacy measures highlight a high capital ratio (17.9%, slightly down on the 18.1% of 2020) and own funds that, despite the growth in the exposure to the interest rate risk, continue to guarantee a suitable free capital buffer as compared with the Pillar 2 absorptions (38.9%) thanks above all to the trend of reducing exposure to operational risk.

The regulatory metrics Liquidity Coverage Ratio (“LCR”) and NSFR continue to show an extremely limited exposure to the liquidity risk. With reference to the NSFR, starting September 2021, the indicator has been below the target level due to the calculation of tax credits obtained from tax bonuses, as part of the assets. The budget planned for 2021 in relation to the programme of interventions defined downstream of the Bank of Italy’s audit on operational and IT risks in 2017, amounting to €2.82 million, has been fully utilised, and the programme of interventions has now reached 98%.

There was a significant increase in 2021, compared to 2020, in losses due to operational risks (€ 57 million in 2021 compared with € 11 million in 2020). The composition of operational losses reported up to and including 2021 shows a predominance of mismanagement of client relationships, products and professional practices (43%), followed by external fraud (22.6%), errors in execution, delivery and process management (21.8%) and internal fraud (8.4%). For management purposes, operating losses are mainly related to:

- to the distribution of BFP: as a whole, a reduction is recorded in operating losses (€42.8 million in 2019; €45.1 in 2020; €12.4 in 2021). In 2021, the phenomena with the most significant impact on the income statement are “Errors of posting in the indication of return and errors of delivery of the hard copy document with reference to BFP issued until 27/12/2000” (€7.6 million) and “Failure or incorrect recording during BFP subscription” - previous years’ adjustments” (€4.2 million);
- to the placement of real estate funds: €4.6 million, an increase on previous years (€2 million in 2019 and €0.9 million in 2020) due to the need to supplement the return to customers under 80, reimbursed by means of insurance policy;
- to external fraud on BFP: €2.4 million, an increase on previous years (€1.1 million in 2019 and €0.4 million in 2020);
- losses connected with the management of seizures: €2 million, a reduction on previous years (€2.3 million in 2019 and €2.2 million in 2020);
- losses connected with internal fraud on postal saving products: €1.8 million, a reduction on previous years (€2 million in 2019 and €2.4 million in 2020).

The Board of Statutory Auditors has acknowledged that starting March 2020, the Company has decided not to fulfil the decisions of the Banking and Financial Ombudsman (“ABF”) given on the BFP (series Q/P) “21st-30th year”, not agreeing with the consolidated unfavourable approach taken by the ABF; therefore, starting March 2020, the Company has only reimbursed following unfavourable judgements given by the Ordinary Judicial Authority, which came to

around 50% of cases. The correctness of the work of Poste has recently been borne out by the first judgements given by the Court of Cassation in February 2022 on the matter at hand.

The Risk Management and Outsourcing Governance function, as part of the 2022 budget process, estimated the impact of the scenarios on the risk profile ex ante, assessed the prospective adequacy of capital and identified the Risk Appetite Framework (“RAF”) of BancoPosta RFC in accordance with the strategic objectives and guidelines at Group level.

The proposed RAF for the year 2022:

- assumes an increase in the own funds of BancoPosta for €200 million, to be realised in 2022 through ordinary measures, namely a provision made to reserves of part of the profits produced by BancoPosta in 2021; it prudently incorporates, in establishing the capacity of the Capital ratio (“CET11”), certain informal indications received from the Bank of Italy on additional requirements to the standards to be respected (Pillar 2 Requirement and Pillar 2 Guidance);
- confirms, for the leverage ratio, the managerial objective of keeping the indicator at or above 3%, coinciding with the regulatory minimum for banks;
- reflects, with regard to interest rate risk in terms of economic value, a level of exposure that is structurally higher than the average for banks, for which the regulations establish attention thresholds (supervisory outlier test) of 15% and 20%, due to the profound differences in business models, - and therefore in the capital allocation - between the various risk categories, in line with the strategic positioning in terms of Asset and Liability Management (“ALM”), given that the exposure measured derives from scenarios where interest rates are lowered, which are considered unlikely;
- adopts, for the interest rate risk, in terms of the net interest income, a new method of calculation that is aligned with the regulatory documents being consulted on a European level, considering the ratio of the sensitivity of the NII to own funds; in this respect, it is stressed that in the case of BancoPosta, it is a very prudent metric, insofar as the mechanism for the return of revenues protects (for approximately 80%) the net economic result of the BancoPosta RFC from hypothetical reductions of revenues; as noted for the metric in terms of economic value, moreover, the exposure measured derives from hypothetical scenarios of interest rate reduction, consequently implying possible increases in revenues in the most likely scenario of an increase in interest rates.

Finally, the Board has been informed of the results of the ICAAP-ILAAP/2021 Report prepared by the Risk Management and Outsourcing Governance Function and the Report of

BancoPosta's Internal Auditing on the ICAAP/ILAAP 2021 process, presented to the BoD in April 2022.

The outcomes of the 2021 ICAAP process show that:

- BancoPosta RFC's supervisory capital requirements are easily met both at the end of 2021 and in the 2022-2023 forecasts;
- the leverage ratio, which amounted to 3% at 31 December 2021 following the allocation of profits of € 200 million, is estimated to remain stable in 2022 and 2023 in the budget/Plan scenario, with expected levels consistent with the RAF objective. Even in a stress scenario, the indicator is expected to remain at levels close to the 3% target and in any case above risk tolerance.

The results of the ILAAP 2021 process confirm that BancoPosta's liquidity is robust and broadly consistent with requirements under expected and adverse scenarios; in particular, it should be noted that:

- a high level of minimum liquidity reserves, mainly represented by a portfolio of Government Securities that can be considered as first line reserves (Counterbalancing Capacity);
- liquidity Coverage Ratio (short term) and Net Stable Funding Ratio (structural) indicators well above the regulatory minimums of 100%.

In line with the Supervisory Provisions, the Report also shows:

- the results of the Business Model Analysis carried out with a view to assessing the viability of the corporate business model and the sustainability of the strategy, as well as the identification of the main areas of vulnerability of BancoPosta. The analysis carried out highlights the resilience and sustainability of the BancoPosta business model, with a return on equity that well exceeds the cost of equity;
- the results of the reverse stress test analyses, aimed at identifying the specific risk factors of BancoPosta and the scenarios that could determine conditions of non-viability, estimating the related level of probability and assessing the monitoring and mitigation measures. The analyses carried out have shown how, in an extreme adverse scenario, with extremely limited likelihood, BancoPosta would in any case maintain a positive return on equity, which would drop to levels close to the cost of equity only in 2023.

In addition, as required by the Bank of Italy in its letter to all intermediaries dated 16 March 2022, in addition to the Report, the standard template was also compiled, entering the estimates included in the Report and other information required, in any case consistently with it.

The 2021 Report by the BancoPosta Internal Auditing function on the ICAAP and ILAAP processes, presented to the BoD in April 2022, revealed that the ICAAP and ILAAP processes,

coordinated by the Risk Management and Outsourcing Governance function, again in 2021 were found to be solid and effective, proportional to the dimensions, complexity and type of business of BancoPosta. The activities carried out therefore revealed an assessment that was generally positive, with some areas for improvement. The self-assessment processes of the equity and liquidity solidity have been confirmed as solid and integrated with the processes by which to define the RAF and budget, as well as with the BancoPosta business model. The measurement metrics adopted cover all quantifiable risks of BancoPosta, whilst suitable tools have been defined for monitoring and mitigating the risks that cannot be quantified.

➤ The Board of Statutory Auditors met regularly and systematically with the BancoPosta **Compliance** Function (“Compliance”), and, at the March 2022 meeting, was informed of the summary of the results of the activities carried out the year 2021 by the specified Function, with the results that emerged, the weaknesses identified and the corrective actions planned in 2022 to remove them.

The Board of Statutory Auditors was also informed of the 2022 Activities Plan, which envisages interventions, mainly focused on: (i) in Investment Services, the development of ESG topics in the proposition and internal models adopted and evolution of the integrated offer with protection; (ii) in Insurance Brokerage, on the strengthening of governance measures in light of the evolution of the offer (funnel integration of protection and investment) and channels (remote offer); (iii) in Banking Services and Postal savings, on the strengthening of measures to ensure the correctness and completeness of documentation supplied to customers and the training of the sales network; (iv) in Payments, on strengthening the procedures and applicative measures of payment security and the evolution of fraud reporting; (v) in transversal direct and indirect oversight areas, on strengthening the governance and operative processes for ICT systems, in particular for cloud solutions and corporate measures for other transversal rules.

The Compliance function gave an assessment of the level of compliance with the regulatory requirement of the activities carried out in 2021 as being adequate overall, also taking into account the special situation resulting from the Covid-19 health emergency.

Furthermore, the results that emerged following the audits and actions carried out in 2021 were reported in the Function’s Tableau de Bord on a timely basis and did not reveal any critical issues that needed to be highlighted to the Board of Directors and Statutory Auditors separately from the aforementioned document.

During 2021, in line with the objectives outlined in the “2024 Sustain & Innovate” Business Plan, the evolution of the service models offered to customers and the partnerships supporting them continued. In particular, the following interventions have been defined:

- the sale, on 1 October 2021, of BancoPosta’s debit card “portfolio” (retail and business) to the company PostePay - EMI Ring-fenced Capital, as well as the signing of a contract to place the new business and retail debit cards issued by PostePay;
- strengthening of the partnership with BNL Gruppo BNP Paribas;
- strengthening of the assignment system;
- remodelling of BancoPosta’s organisational model and the Private Market Commercial Function.

The Board of Statutory Auditors recalled that the Group has also adopted an Integrated Compliance process, defined in the Group’s Integrated Compliance Guidelines and coordinated by a specific organisational measure. In respect of the autonomy envisaged by the reference legislation, the BancoPosta Compliance Function is integrated into this process consistently with the aim of the Group Integrated Compliance Guidelines to strengthen the SCIGR, and oversee the compliance risks to which the Group is exposed, thereby fully implementing the principles of integrity, transparency and legality.

In order to ensure adequate management of situations of dissatisfaction or potential conflict with its customers, the Compliance Function continued to verify the adequacy and effectiveness of the process for handling complaints and appeals submitted to the ABF and the Securities and Financial Ombudsman (“ACF”). The activities carried out concerned various areas (Banking services, Postal savings services, Investment services and Insurance brokerage services) and the results of the second-level controls in 2021 showed that complaints and the related outcome were correctly analysed and assessed and that the complaints management process had improved, although some areas for improvement remained.

In 2021, some important procedural, organisational and technological interventions were completed, aimed at strengthening the complaint management process and ABF appeals and additional updates are currently in progress, mainly on the part of non-recognitions.

The Board, in recalling that the supervisory body had recommended implementation in 2021 of all the corrective measures identified in relation to the Investment services covered by MiFID 2, to Insurance brokerage in connection with the IDD Directive, to Banking services and Postal savings (above all with regard to efforts to strengthen and improve the Management of complaints), to the Payment services regulated by the PSD2 Directive, to action on cross-

functional areas with an indirect impact, especially those aimed at strengthening the Information system (with particular regard to the definition of Data Governance standards and the management of business continuity and the IT security aspects of financial services), cash management and occupational health and safety, acknowledged that in 2021:

- in the Investment Services area, interventions were completed related to the development of the functionalities of the advisory platform and profiling, together with those shared with Consob and interventions relative to the evolution of the ESG range and measures on the proposal and assessment of adequacy, have been re-planned to 2022;
- in the Insurance brokerage areas, 2021 saw the refining of certain characteristics of the modular offer and the launch of the Auto offer on the market, as well as the continuation of the evolutions of the offer on digital funnel (with reference to telephone sales);
- in the Banking Services and Postal Savings area, the following took place: (i) strengthening of the Statement of Fees “SOF” management process; (ii) formalisation of the requirements necessary for the eligibility of Poste sales network staff for out-of-office and remote sales and the strengthening of controls for the correct release to the role; (ii) completion of the Plan of interventions of the Bank of Italy connected with the 2019 inspection on transparency (strengthening of the measures to ensure the correctness and completeness of the documentation to be submitted to customers and Adjustment of Supervisory Provisions);
- in the Payment Services area, interventions were carried out connected with obligations foreseen in the European Directive on payments services (“Payment Services Directive” or “PSP”) relating to communication with customers in the event of the blockage of the payment instrument and third party access to Account Information Service (“AIS”) functions by means of a single strong authentication process, the so-called “Strong Customer Authentication” (“SCA”) by the customer and the fraud prevention and monitoring process was also strengthened; the project was completed for insourcing e-commerce fraud prevention activities, previously entrusted to the supplier SIA, and full use of the new Fraud Prevention Integrated Platform (“PIAF”, from the Italian *Piattaforma Integrata Anfifrode*) platform guaranteed for all financial transactions monitored;
- in the area of Transversal Regulations, a series of initiatives were carried out to consolidate the Company’s regulatory framework.

In addition, again in 2021, the Compliance Function provided *ex ante* consultancy in respect of the evolution and innovation of the products and services envisaged by the “2024 Sustain & Innovate” Industrial Plan. Fraud prevention and monitoring, in relation to the Poste payment

card transactions on third party circuits (“not-on-us”), outsourced to the company SIA S.p.A. starting January 2020, have allowed for a progressive reduction in the fraud ratio. In this regard, the Board has acknowledged the fact that the fully operative use of the new PIAF platform, which envisages the implementation of a single behavioural machine learning solution for prevention/detection for use on all channels and products, moreover goes hand-in-hand with the completion of the project for insourcing e-commerce activities, previously instead entrusted to the supplier SIA, in line with the business strategy adopted on anti-fraud matters and with the related technological investments required and the strengthening of dedicated staff.

With reference to Business Continuity Management in 2021, the Board verified the implementation of the interventions of the Activity Plan defined following the 2017 Bank of Italy audit on operational and IT risk management, as well as additional action taken.

In addition, the Board noted the adoption of innovative solutions such as: (i) the establishment of a Metropolitan Campus between the new Europe Data Center, located in the headquarters in Rome Eur, and the Congressi Data Center, already active and located in the building of Palazzo dei Congressi in Rome Eur, and (ii) the adoption of cloud services to reduce the time to market and increase scalability in a pay to use logic also with reference to the business continuity solutions to be adopted. As mentioned above, three Disaster Recovery test sessions were carried out and the Business Continuity Plan Vol. 3 was updated.

In 2021, the Board of Statutory Auditors focussed its attention on the matter of ICT risk, meeting the competent structures during various meetings, insofar as the Board of Statutory Auditors believes it to be of fundamental importance to ensure compliance with the commitments, time frames and planned investments, particularly in the ICT and Security areas, given the specific importance of the risks associated with IT security and Cyber Risk.

The Board noted that, in the area of Cyber Risk, there was a rapid and general evolution of “cyber” threats in 2021, a year characterised by the pandemic emergency from Covid-19, which made the technologies present on computer systems more vulnerable; the analyses performed by the CA/TA/Computer Security Function on behalf of BancoPosta of such threats revealed a persistent growth trend of events and the continuous diversification of the types of activities linked to cybercrime. For these reasons the “Summary report on the IT risk situation for 2021 – BancoPosta perimeter”, prepared by the CA/TA/Information Security function, BancoPosta servicer for IT risk analysis activities under the related agreement signed with the CA function, as had already been the case for last year’s assessment, introduced a new indicator by which to assess the cyber risk.

The Board has acknowledged that the technical security checks, carried out continuously through a security planning process based on criteria of priority, relevance and according to a risk-based logic, have detected vulnerabilities that have been addressed by closely monitored realignment plans. The progress made on the realignment plans, in line with the defined planning, has made it possible to keep the integrated cyber risk to within tolerated limits. In 2022, the new analysis cycle was launched, which, starting from the new risk analysis method, and using the new risk analysis tool, makes it possible to integrate new sources of information for the dynamic update of the BancoPosta risk assessment. The update process also regards the structure of the BancoPosta processes to be submitted for analysis, with a significant revision of the application perimeters involved and a reassessment of the security requirements of the technical infrastructures involved.

➤ The Board periodically and systematically met with the Internal Control Function (also called “**Internal Audit**”) of BancoPosta, which carried out 24 audits during 2021, compared with the 23 planned in the annual Audit Plan, in addition to the audits assigned to the Poste Internal Control function and those relating to administrative and accounting processes pursuant to Law 262/05. The Internal Auditing Function, on the basis of the activities carried out has confirmed, in summary, that for 2021 the Internal Control System is overall adequate and reliable, with some areas for improvement identified. In addition, the audit activities carried out in 2021 on the organisational and function structures of the functions with level two control duties in BancoPosta (the Risk Management and Outsourcing Governance and Compliance Functions) and the Fraud Management and Security Intelligence Function in Corporate Affairs, have revealed the consistency of the measures implemented and the suitability of such to oversee all the risk areas the competence of BancoPosta RFC.

With reference to the activities assigned, the Board of Statutory Auditors has also acknowledged that with respect to the structure of the 2020 Guidelines, some new features have been introduced into the Guidelines renewed for the two years 2021-2022:

- the extension of the Human Resources and Organisational Guidelines and the correlated switch of such from the “Non-essential or important functions” to “Essential or important functions”;
- a single disciplinary measure for the Sales Networks that has encompassed the Private Market Guidelines and the Business and Public Administration market;

- a new appointment on the Corporate Affairs Function for Business Continuity operations, which complies with the new centralised crisis management and business continuity model at Group level and that envisages maintaining a BCM oversight in BancoPosta.

At the time of renewal, for the two-year period 2021-2022, the observations were incorporated, as had been received from the Supervisory Authority upon presentation of the 2021-2022 Guidelines to it, along with the additional indications for amendment/supplement incorporated while the Guidelines were still valid, through the stipulation of specific addenda; the activities were completed in 2021.

The Board has also been informed that the audit activities carried out by Internal Audit on the process of monitoring the activities entrusted had revealed consolidated control systems in light of the recent evolutions and reviews of the KPI structure, as well as initiatives aimed at strengthening the Operating Guidelines in place through the contractual addenda mentioned above. The control framework has also been found adequate to generally oversee all areas entrusted. Some target values of indicators need to be reviewed, which, in the last three years, have shown values that differ to the thresholds set and some KPIs need to be integrated in specific Guidelines.

With reference to outsourced activities, in 2021, interventions continued aiming to verify the complete compliance of the contractual measures with the Supervisory Provisions, in particular with reference to the identification of the exit strategy in the outsourcing agreements of Essential or Important Functions (“EIFs”) and automation activities in recording information flows useful to measuring performance and evolution initiatives.

The Board of Statutory Auditors has noted that the audit activities carried out by the Internal Auditing function on the basis of the “2021 Audit Plan”, approved by the Board of Directors on 16 February 2021, were promptly carried out and completed in compliance with the above Plan. In addition, the Board, in its meeting with the Head of Internal Auditing, reviewed the Annual 2022 and Multi-Year 2022-2024 Audit Plan that was subsequently approved by the Board on 22 February 2022. During this meeting, the Board of Statutory Auditors received significant information on all audit interventions to be carried out by the Internal Auditing function in 2022.

The Board of Statutory Auditors has also acknowledged that the resources allocated to audit activities, both in numerical terms and as regards professionalism, should be considered adequate in connection with the activities envisaged in the Plan, as well as with respect to the constant evolution of processes/activities carried out by Poste. It has also been informed of the cover of the three-year audit 2022-2024 and of which processes and sub-processes will be

audited, highlighting the year of last audit and the proposed cover for the next three years. In assessing the Audit Plan as generally adequate, the Board asked the Head of Internal Audit to supplement the Plan, dedicated resources to *ex post* analysis audits, against both new products and significant innovations of products/processes offered by BancoPosta and to envisage audits within 6/8 months of the start-up of the product to analyse if the new product or innovations have been correctly structured to limit operational, legal and above all antitrust risk.

As regards supervision on **BancoPosta anti-money laundering** matters, the Board of Statutory Auditors has acknowledged that in 2021, the organisational model was further consolidated for the unitary management of the risk of money laundering and terrorist financing at a Group level, which for BancoPosta expects to entrust these activities to the Group Anti-money Laundering Function, in the Corporate Affairs area, through a specific Guideline.

In particular, the BancoPosta Outsourcing Governance/Anti-money laundering and Risk Management function carried out the following activities:

- support to the Group CA/Anti-Money Laundering Function in the analysis of higher risk situations for the preparation of new mitigation measures;
- reporting of outsourced activities through the monitoring of KPIs;
- integration of the second level control plan on operations considered to be at higher risk and integration of second level controls on the SAS platform;
- support to business functions during the launch of new products;
- drafting of Anti-Money Laundering Operating Protocols (“POA”) as part of the distribution agreements for products of partner companies subject to anti-money laundering regulations;
- support to the Business functions and Processes in the analysis of risk and identification of measures by which to transfer tax credits;
- participation in working groups engaged in the feasibility study for the implementation of specific anti-money laundering controls on products/services considered to be at higher risk.

Lastly, in 2022, the Operating Guideline is to be reviewed with the Group CA/Anti-money laundering, and the related KPIs. In addition, in 2022, activities related to second-level controls are expected to be evolved and collaboration on the preparation of specific controls in the area of enhanced due diligence, is expected.

At the beginning of 2021 the Risk Management and Outsourcing Government Function carried out a Self-Assessment of the AML/CFT risk for BancoPosta for 2021, to be presented to the BoD as part of the Anti-Money Laundering Annual Report. In line with the previous year, the

combination of inherent risk and vulnerability ratings resulted in a “Low” residual risk value. It is noted that, as described in the Annual Report prepared by the Group’s relevant CA/Anti-Money Laundering Function, despite the “medium to low” degree of inherent risk exposure, the vulnerability of the BancoPosta organisational structure and business processes was judged by the function to be of “little significance”, thus resulting in a “low” level of residual risk.

With regard to the risk of money laundering, the Internal Internal Auditing function confirmed the consolidation, in 2021, of the organisational model for the unified management of the risk of money laundering and the funding of terrorism at Group level, thanks to specific Guidelines/Contracts for the outsourcing of these activities to the Group’s Anti-Money Laundering function within CA. With reference to the customer profiling process for anti-money laundering purposes, a generally positive level of oversight of the Control System, was seen. In addition, with reference to the process of assessing enhanced due diligence, the results of the monitoring have revealed the need to strengthen the architecture of the model of controls *ex ante* on the financial operations of third countries at high risk and operations on the on-line channel (interventions originally envisaged for December 2020 but re-planned and completed for December 2021) as well as the need to update the status of PEP customers on the Group Anti-money Laundering Platform (ARAT) (intervention envisaged for June 2022); the audits carried out on 3 territorial anti-money laundering units envisaged by the Internal Audit Audit Plan, revealed a system of controls that was generally positive.

The audits on the reliability and security of the IT control systems governing the ARAT platform, which supports the anti- money laundering and anti-terrorism management processes, were generally adequate, although there were some areas for improvement.

As previously illustrated, the Board of Statutory Auditors has been informed of (i) the corrective action taken by BancoPosta following the Bank of Italy’s 2017 audit, (ii) the Consob Plan of Action on Investment Services, prepared following the audits carried out by Consob.

The Board of Statutory Auditors was also updated on IT/IT security interventions, on the sales channels (remote offerings), on the mobile channel (BancoPosta and PostePay mobile apps), and on actions taken to reinforce online fraud and illicit events in the sales network, which have resulted in a reduction in said phenomena.

In 2021, the Board verified the results of the audits carried out on the territorial sales network, which have been assigned to the Poste Italiane Internal Auditing function on the basis of the specific Operating Guideline, revealing a system of controls that is, as a whole, positive.

The Board acknowledged that on 24 June 2021, the BoD had approved both the update of the regulatory system on the governance mechanisms of BancoPosta RFC (the Regulations for BancoPosta's organisation and operations, the Guideline on Management of Transactions with Related Parties and Connected Subjects of Poste Italiane S.p.A., the Guideline for Identifying the Material Risk Takers in reference to the BancoPosta RFC and the Guideline to Financial Operations of Poste Italiane), and the further update of the Regulation for the process of award and outsourcing of BancoPosta RFC. In addition, and again with reference to the strengthening of the internal regulatory framework, we note the adoption of initiatives aimed at verifying the consistency and completeness of all internal documentation in support of the Product Governance process; in this context, amongst others, the updates have already been approved of important documents, including the Regulation of the Financial and Insurance Services Committee, the Guidelines to Product Governance of investment, insurance and banking products and the Guidelines for providing Investment Services.

Finally, during the second part of 2021, the updates were approved of the documents relating to Information System governance.

On the subject of operational incidents, the Board of Statutory Auditors continuously monitored those that occurred in 2021, urging BancoPosta to prioritise preventive measures to avoid the occurrence of such events.

During a meeting with the Head of the DTO Function, the Board analysed the matter of operative IT incidents and was informed on the Group Macro Process for Crisis/Incident Management, highlighting the roles involved in connection with the level of classification attributed to the incident.

The Board of Statutory Auditors has recommended in the area of IT measures, to i) make an additional effort to speed up the completion of IT remediation plans; ii) complete the plan for IT measures in the area of anti-money laundering in order to make up for the delay generated by the Covid-19 emergency.

❖ *Supervisory activities of BancoPosta's Supervisory body and Inspections by the Supervisory Authorities.*

During the year, the Board oversaw BancoPosta, partly with reference to compliance with the Supervisory Standards contained in Bank of Italy Circular 285/2013, and in close conjunction

with the Remuneration Committee, correct application of the regulations governing the remuneration of the heads of the Company's Control Functions.

The Board of Statutory Auditors periodically reviewed the structure of the Guidelines governing the relations concerning functions outsourced by BancoPosta to Poste Italiane in order to oversee the criteria applied for the allocation of costs associated with Poste's activities for the management of RFC, since such costs must be allocated in accordance with criteria that reflect the real contribution of the various management activities to BancoPosta RFC's results and to those of the company as a whole.

With regard to control activities contracted out to Poste Italiane's Functions, the Board of Statutory Auditors, in line with the relevant Supervisory Standards applied to BancoPosta RFC – Circular 285/2013, Chapter 1 BancoPosta, Section II, Par. 5, assessed the costs, risks and benefits of the contract on an annual basis. During a meeting with the Head of BancoPosta, the Board of Statutory Auditors acknowledged the management roles of the activities assigned by BancoPosta to other Poste Italiane's Functions via the Operating Guidelines, and the controls designed to mitigate the operating risks deriving from these assignments, and deemed the entire set of Operating Guidelines to be adequate.

The control body has also acknowledged, on the basis of the indications of the Risk Management and Outsourcing Governance, that the Supervisory Provisions on remuneration and incentive policies in the banking area, which apply to the Material Risk Takers of the BancoPosta RFC, envisage the MBO objectives of Heads of the appointed key functions also including achieving the defined KPI levels and service levels of the Guidelines. In addition, the Guideline structure has been validated on fairness by a consulting firm.

With reference to the "Outsourcing project" to the Customer to Business Interaction ("CBI") consortium of the activities relating to the access to BancoPosta payment accounts by third party providers, in accordance with the PSD2 Directive presented in April 2019, during the year, the Board acknowledged that the audits performed by Internal Audit on IT systems supporting the supply of services envisaged by the European PSD2 Directive for digital payments, in relation to the possibility of making requests for information and/or placing orders on accounts, through third parties (Third-Party Providers or "TPPs"), have shown a result that is generally adequate and the main improvements identified have been completed.

The Compliance and Risk Management and Outsourcing Governance Functions have periodically prepared their respective reports on compliance risk and significant risk exposures for BancoPosta, and on the state of progress of the initiatives undertaken as a result of the commitments given to the Bank of Italy (following the inspection conducted in 2017 with the

aim of assessing the governance, control and operational and IT risk management systems in relation to BancoPosta's operations) and to the Consob (regarding the provision of investment services). In this regard, the Board of Statutory Auditors verified the state of progress of the corrective measures adopted following the Bank of Italy's findings, ascertaining that at 31 December 2021 the programme defined following the Bankit 2017 inspection had reached a state of progress of 98%.

The Internal Auditing function has pursued certification of the programme's deliverables, completed on the 105 interventions carried out from 2017 to 2021; the budget envisaged for the programme of interventions in 2021 was used up in full.

With reference to the Bank of Italy communication setting out the results of the banking transparency audits carried out by it from 23 May to 19 July 2019, at 24 POs and the head office. In this respect, during a meeting held with the Head of the Compliance Function, the Board received information that the Plan of interventions had reached conclusion between December 2020 and June 2021. On 05 August 2021, the Bank of Italy sent BancoPosta a Note whereby it requested, following the inspection audit carried out in 2019, various clarifications regarding the Plan of interventions envisaged in the banking transparency area, as well as update on the progress made of the specific interventions in connection with the areas for improvement that had emerged. The feedback was provided on 12 November 2021.

Again as regards the inspection audits started by the Bank of Italy, in January 2021, the Board found that the Bank of Italy had requested information regarding the closure of the Online Trading service with particular reference to the reasons and methods of communication to customers. The feedback was provided on 25 March 2021.

During the various meetings, the Board acquired information about the inspection audit started by Consob on 16 January 2020 and completed on 23 October 2020, aiming to assess the level of adjustment to MiFID2 regulations and acknowledged that the Plan of interventions had been supplemented in response to the observations made by Consob in the Technical Note dated 07 May 2021 and notified to the Authority, as an integral part of and annex to the Technical Note sent on 16 July 2021. Thereafter, the Board was informed that the Authority had not expressed any significant critical issues and that the Technical Note had set forth all the analyses performed by the Consob inspectors and the observations and indications of certain strengthening interventions.

The Board has constantly monitored the progress made on the Plan of interventions; the Plan of interventions was supplemented and monitored on the quarterly Tableau de Bords of the

Compliance Function and the annual report of the Compliance Function described the activities carried out and the conclusion of the Plan of interventions in respect of the timing envisaged.

The Board has acknowledged that monitoring will be carried out to verify the effectiveness of the measures adopted. Thereafter, during a meeting held in January 2022, the Board was informed of the request for update sent by Consob on 28 December 2021 and the reply supplied by the Company on 11 February 2022.

In March 2021, Consob launched a thematic survey concerning the provision of cryptocurrency services by financial intermediaries, with a focus on investments/financial instruments with underlying cryptocurrencies placed on behalf of customers together with any project activities planned on the matter over the next three years; a reply was given on 19 April 2021.

Again in March 2021, Consob requested information on reports by customers of delays in the execution of requests to transfer securities to other intermediaries, requesting evidence of complaints relating to the case in question, any anomalies identified in the process in question and, finally, the Compliance Function's assessment of the matter, together with the controls carried out. The feedback was provided on 22 April 2021.

With reference to the inspection audits launched by IVASS, in 2021, the Board was informed that from 1 March 2021 to 18 June 2021, IVASS had carried out inspections in accordance with Art. 189 of Italian Legislative Decree 209/2005 on anti money laundering at Poste Vita and Poste Italiane - BancoPosta RFC as insurance broker and outsourcer of the Anti-money laundering function and that the result of the inspection had revealed a level of compliance of the processes and procedures aimed at fulfilling customer due diligence obligations and the consequent assessment of abnormal transactions and operations, as generally satisfactory. For the areas for improvement reported by the Authority, Poste Vita and Poste Italiane - BancoPosta RFC have defined appropriate initiatives.

The Board was also informed that in May 2021, IVASS requested information regarding the advertising material used in offering life and P&C insurance products to the public at POs and acknowledged that the Company had replied on 31 May 2021.

The Board has also been informed, with reference to the processes in place to support the management of dormant policies, on 04 May 2021, IVASS sent Poste Vita and BancoPosta a communication requesting them to submit an action plan setting out the initiatives that the companies intend to adopt to improve the above processes; the Plan, accompanied by the assessments of the Compliance and Internal Audit Functions, has been approved by the BoD and was sent to the Authority on 02 July 2021.

On 1 June 2021, the Board of Statutory Auditors was provided by Poste Italiane with the response to the communication from the Bank of Italy dated 30 March 2021 sent to Poste Italiane and PostePay regarding further areas for improvement in certain aspects of IT risk management.

Lastly, the Board was informed that on 14 March 2022, the Bank of Italy had started inspections, in accordance with Art. 54 of Italian Legislative Decree no. 385 of 1 September 1993, focusing on business model, governance and control systems and interest rate risk issues.

❖ *Observations concerning BancoPosta's internal control system.*

The system of internal controls of BancoPosta is based on:

- Control Bodies and Functions, involving, each for their respective competencies, the BoD, the Control and Risk Committee, the Sustainability Committee, the Head of BancoPosta, the Board of Statutory Auditors, as well as the Company Functions with specific duties in this regard;
- information flows and coordination methods between the parties involved in the internal control and risk management system;
- governance mechanisms.

With regard to the governance mechanisms, during 2021 and up to the current date, the Board of Directors has approved various regulations and guidelines designed to strengthen the nature and effective functionality of the overall system of internal controls over BancoPosta RFC:

- Updating of the Guideline for defining and monitoring the Poste Italiane Group's Risk Appetite Framework
- Update of BancoPosta's 2021 RAF;
- Update of the "Financial Management Guideline of Poste Italiane";
- Update of the "BancoPosta Organisational and Operating Regulations" and the related annexes; Update of the "BancoPosta RFC Award and Outsourcing Process Regulation" and of the "Guidelines to Product Governance of investment, insurance and banking products" and the Guidelines for the provision of Investment Services";
- Update of the 2021 "Guidelines for BancoPosta RFC's remuneration and incentive policies";
- Update of the "Guideline for the identifying BancoPosta's Material Risk Takers and Identification of BancoPosta RFC Material Risk Takers";
- Approval of the "ICT Strategic Guidelines" and the ICT Organisational Model; update of the Business Continuity Plan Vol. 3;

- Summary Report on ICT Adequacy and Costs - BancoPosta;
- Computer Security Act;
- Preparation and update of the Bancoposta Documents on the Transparency of Banking and Financial Services and Operations:
- Poste Italiane S.p.A. Guideline on Management of Transactions with Related Parties and Connected Subjects;
- Product Governance Procedure (Welfare and Protection Products);
- Guideline on the Transparency of banking and financial services and operations. Correctness of relations between intermediaries and customers<
- BancoPosta customer conditions and database procedure;
- Procedure for the Preparation of the BancoPosta Separate Report;
- Procedure for the management and monitoring of the BancoPosta delegation system;
- Market Abuse Guideline;
- Procedure for the Remuneration of Funds on Public Administration Current Accounts;
- Guideline for the Provision of Investment Services;
- Update of the Internal Control System on Financial Reporting Guidelines (“SCIIF”).

❖ *Additional relevant elements that involved the BancoPosta Ring-Fenced Capital.*

the Board of Statutory Auditors oversaw the transaction regarding the removal of the restriction on the allocation of BancoPosta RFC regarding assets, goods and legal relations constituting the “Debit Business”, approved by Poste’s BoD and submitted for final approval by the extraordinary General Meeting, after obtaining all the authorisations required by the regulations. In particular, starting from 1 October 2021 the deed of conferral of the “Debit Business” by Poste Italiane in favour of PostePay S.p.A. (“PostePay”) became effective; the transaction is aimed at completing the process of centralising e-money services at the Electronic Money Institution (“EMI”) of PostePay SpA, as well as making the debit cards linked to BancoPosta accounts a PostePay SpA product.

As regards the EMI Ring-fenced Capital, the Board of Statutory Auditors has monitored the performance of audit activities, including through a meeting with the company’s Auditing Body, during which the Board received extensive information about the main elements concerning the functioning of the Internal Control and governance system, administration and organisation, the functioning of EMI RFC, as well as significant aspects of performance of operations. During the various meetings held in 2021 and early 2022, the Board received

significant information about the “Lira Project” Operation, which regards the acquisition, still in progress, of LIS Holding S.p.A. (together with the Subsidiary LIS Pay S.p.A.) by Poste Italiane, through the Subsidiary PostePay - EMI Ring-fenced Capital.

With reference to the granting of the mandate to manage the liquidity held in BancoPosta's current accounts to BancoPosta Fondi SGR (“SGR”), which took place on 1 January 2019, the Board of Statutory Auditors, during a meeting with the Subsidiary's Supervisory Body held in 2021, was informed that the granting entailed a significant secondment of resources from BancoPosta to the SGR, in particular from the Financial Management Function of Bancoposta, which is currently fully integrated into the organizational structure of the SGR, reporting directly to the General Manager. In this regard, the Board received information that the SGR has incorporated all indications given by the Supervisory Authority following the 2020 inspection audit and that in the last feedback sent to the Bank of Italy in September 2021, a timely response was given to each indication, highlighting the interventions concluded and those still in progress, the pursuit of which is periodically monitored by the SGR; in addition, the “Outsourcing Governance and Operating Processes” Function has been established, dedicated to overseeing the outsourcing of the SGR in response to the indications given by the Bank of Italy to strengthen outsourcing controls.

The Board of Statutory Auditors, as part of the ongoing dialogue with the Head of the BancoPosta's Internal Auditing, to which the auditing activities of the SGR are outsourced, acknowledged that the audits carried out during 2021, also taking into account the various strengthening initiatives adopted during the year in terms of business, organisation and control, have confirmed an assessment of the overall adequacy of the SGR control system, which is progressively being consolidated. These audits focused in particular on the financial management of portfolios (asset management), including the investment of BancoPosta's current account liquidity and the management of related derivatives, outsourced by BancoPosta to the SGR, and on the control structures and processes of the Compliance and Risk Management and Outsourcing Governance Functions, including anti-money laundering compliance requirements.

In conclusion, on the basis of all the above elements (organisational structure, activities of the Control Functions, procedural framework, inspections by the Supervisory Authorities,

participation in Board of Board Committees meetings, discussions with the Independent Auditor, specific supervisory activities regarding BancoPosta), the Board of Statutory Auditors did not identify any critical situations or facts that would lead to the conclusion that BancoPosta's Internal Control and Risk Management System as a whole is inadequate, although certain situations emerged that required the planning and management of specific corrective action.

19. and 20. Final considerations on the audit procedures performed and an indication of any proposals to be presented to the General Meeting pursuant to art. 153, paragraph 2 of Legislative Decree no. 58/1998.

In accordance with CONSOB requirements, we declare that in the performance of our duties we have not been made aware of omissions, instances of negligence, irregularities or evidence of inadequacies in the organisational structure, Internal Control System or Administrative and Accounting System considered relevant for the purposes of this Report.

On the basis of the supervisory activities carried out during the year, the Board of Statutory Auditors, considering the content of the reports prepared by the Independent Auditor and having noted the attestations issued jointly by the Chief Executive Officer and the Manager responsible for financial reporting, is not aware, to the extent of the scope of its activities, of any reasons preventing the approval of the financial statements of Poste Italiane and the consolidated financial statements of the Poste Group for the year ended 31 December 2021, as well as the proposal for allocation of the profit for the year, including the dividend distribution by the BoD.

Dear Shareholders, taking into account that with the approval of the Financial Statements for the year ended 31 December 2021 by the Shareholders' Meeting, its mandate comes to an end, the Board of Statutory Auditors thanks the Shareholders for their trust, the Directors and the Structure for the fruitful work done together.

Rome, 22 April 2022

for the Board of Statutory Auditors

Chairman

Mauro Lonardo
(original signed)

(This report has been translated from the original issued in accordance with Italian legislation)

Page intentionally left blank



Deloitte & Touche S.p.A.
Via della Camilluccia, 589/A
00135 Roma
Italia

Tel: +39 06 367491
Fax: +39 06 36749282
www.deloitte.it

**INDEPENDENT AUDITOR'S REPORT
PURSUANT TO ARTICLE 14 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010
AND ARTICLE 10 OF THE EU REGULATION 537/2014**

**To the Shareholders of
Poste Italiane S.p.A.**

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of the Poste Italiane Group (the "Group"), which comprise the consolidated statement of financial position as at December 31, 2021, consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at December 31, 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree no. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of Poste Italiane S.p.A. (the "Company") in accordance with the ethical requirements applicable under Italian law to the audit of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova Parma Roma Torino Treviso Udine Verona

Sede Legale: Via Tortona, 25 - 20144 Milano | Capitale Sociale: Euro 10.328.220,00 i.v.

Codice Fiscale/Registro delle Imprese di Milano Monza Brianza Lodi n. 03049560166 - R.E.A. n. MI-1720239 | Partita IVA: IT 03049560166

Il nome Deloitte si riferisce a una o più delle seguenti entità: Deloitte Touche Tohmatsu Limited, una società inglese a responsabilità limitata ("DTTL"), le member firm aderenti al suo network e le entità a esse correlate. DTTL e ciascuna delle sue member firm sono entità giuridicamente separate e indipendenti tra loro. DTTL (denominata anche "Deloitte Global") non fornisce servizi ai clienti. Si invita a leggere l'informativa completa relativa alla descrizione della struttura legale di Deloitte Touche Tohmatsu Limited e delle sue member firm all'indirizzo www.deloitte.com/about.

© Deloitte & Touche S.p.A.



Estimate of the recoverable amount of the "Mail, Parcels and Distribution" business segment

Description of the key audit matter

The Group's assets are partially allocated to the "Cash Generating Unit" ("CGU"), represented by the "Mail, Parcels and Distribution" business segment characterized by the persistence of negative economic results and the decline of the postal market in which the Poste Italiane Group operates, further aggravated by the current macroeconomic scenario and the effects of the still ongoing COVID-19 health emergency.

In compliance with accounting policy IAS 36 "Impairment of assets", based on the economic forecasts of the Group Business Plan "2024 Sustain & Innovate" for the period 2021 - 2024, approved by the Board of Directors on March 18, 2021 and its updates approved by the Board of Directors on March 22, 2022 (the "Business Plan"), the "Mail, Parcels and Distribution" CGU was subject to impairment test by comparing the carrying amount of its assets with the recoverable amount of the CGU to ensure that the book value is justifiable ("impairment test"). In particular, the recoverable amount was determined by estimating the "value in use" of the CGU, representative of the estimate of the future cash flows expected from the use of the assets included in the CGU, including, in particular, the properties used as post offices and mechanization and sorting centers, as part of the ordinary company production process and taking into account the obligation to fulfill the Universal Postal Service and the economic conditions envisaged for the services rendered to BancoPosta's ring-fenced capital. These flows were discounted at an appropriate rate.

The impairment test carried out by the Company confirmed the recoverability of the value of the Group's assets attributed to the CGU.

In the Appendix to Chapter 8 "Proposed shareholder resolutions and other information" of the Report on Operations and in Notes 2.3 "Accounting standards adopted - Impairment of assets", 2.4 "Use of estimates", paragraphs "Impairment tests of goodwill, cash generating units and equity investments" and "Mail, Parcels and Distribution CGU", and 4.4 "Operating Segments" disclosure on the aspects described above is provided.

Considering the relevance of the amount of the carrying amount of the Group's assets allocated to the CGU "Mail, Parcels and Distribution", the subjectivity of the estimates related to the determination of the cash flows expected of the CGU, taking into account also the uncertainties related to the current macroeconomic environment characterized by, among other things, the still ongoing pandemic events, and the key variables of the impairment model, we considered the determination of the recoverable amount of the business segment "Mail, Parcels and Distribution", a key audit matter of the Group's consolidated financial statements as at December 31, 2021.

Audit procedures performed

The main procedures carried out as part of our audit work, also with the support of Deloitte network experts, have included the following:



3

- identification and verification of key controls carried out by the Company over the impairment testing process;
- obtaining an understanding of the methods and assumptions adopted by the Company to carry out the impairment test;
- verification of the consistency of the methodological approach adopted by the Company, with particular reference to the identification of the CGU and the determination of its recoverable amount, with respect to the requirements of the accounting policy IAS 36 "Impairment of Assets";
- analysis of the reasonableness, also by obtaining information from the Company, of the principal assumptions adopted to estimate future cash flows expected by the CGU, also taking into account the uncertainties related to the current macroeconomic environment characterised, among other things, by the persistence of the health emergency related to the pandemic COVID-19, and the key variables used in the valuation model adopted for the impairment test;
- verification of the logical and mathematical correctness of the determination of the cash flows in the context of the impairment test mentioned above, as well as of the overall reasonableness of the calculation of the weighted average cost of capital ("WACC") and of the consistency of the assumptions related to the "terminal value", that is the value that represents the ability of the company to generate cash flows, estimated beyond the explicit forecast period 2022 – 2024 of the Business Plan;
- review of the sensitivity analysis prepared by the Company;
- verification of the completeness and compliance of the disclosures provided by the Company in the consolidated financial statements with respect to the requirements of the IAS 36 "Impairment of assets".

Valuation of mathematical provisions

Description of the key audit matter

As at December 31, 2021, the Group recorded in the consolidated financial statements in the item "Technical provisions for insurance business", mathematical provisions for a total amount of Euro 136.9 billion, equal to approximately 48% of the Group's total liabilities and equity. In particular, the mathematical provisions are representative of the liabilities towards the insured parties deriving from the insurance contracts stipulated by the company Poste Vita S.p.A..

The determination of technical provisions for insurance business is based on complex subjective assessments and estimates linked to the historical experience and on assumptions which are from time to time considered reasonable and realistic based on the relevant circumstances which are also affected by the uncertainty related to the current context characterized by the persistence of the health emergency. The application of these estimates and assumptions influences the values indicated in the financial statements and in the disclosure provided. In Notes 2.3 "Accounting standards adopted - Insurance contracts", 2.4 "Use of estimates", paragraph "Technical provisions for insurance business", B5 "Total Consolidated liabilities - Technical provisions for insurance business" and C3 "Consolidated statement of profit or loss - Revenue from insurance services



after changes in technical provisions and other claim expenses”, disclosure on the aspects described above is provided.

In consideration of the significance of the amount of the mathematical provisions recorded in the consolidated financial statements and of the existence of the discretionary component inherent in the estimation nature related to the assumptions and hypotheses of a technical nature, actuarial, demographic, financial, as well as on the projections of future cash flows deriving from the insurance contracts entered and effective at the end of the year, we considered the process of evaluating the mathematical provisions a key audit matter of the Group's consolidated financial statements as at December 31, 2021.

Audit procedures performed

The main procedures carried out as part of our audit work, also with the support of Deloitte network experts, have included the following:

- understanding of the process of evaluation of the mathematical provisions which included the knowledge of general and underwriting strategies and any possible changes in the legal and regulatory framework of the sector;
- recognition and test of the relevant controls performed by Poste Vita S.p.A. on the process of preparing financial information in the area of mathematical provisions;
- performing procedures on the completeness and appropriateness of the portfolios and the key data used;
- reading and analyzing the Actuarial reports prepared by the competent corporate departments;
- verification of the evaluation of the mathematical provisions through the application of simplified methods (so-called "recurring accounting method") in order to assess the reasonableness of the provision determined by the Management of Poste Vita S.p.A.;
- recalculating, on a sample basis, the value of the mathematical provision as at December 31 2021, using the calculation formulas contained in the technical documentation and analyzing the compliance of the calculation with the corporate procedures and the applicable legislation;
- analysis of the reasonableness of the methods and of the main technical and evolutionary hypotheses on which the estimates of the additional reserves included in the mathematical provisions were based, in accordance with the provisions of the applicable regulation;
- obtaining and analysing the documentation prepared by the Management of Poste Vita S.p.A. for the purpose of verifying the adequacy of the technical provisions recorded in the Group's consolidated financial statements (the so-called Liability Adequacy Test);
- verification of the completeness and adequacy of the information provided by the Group in accordance with the provisions of the applicable regulation.



Responsibilities of the Directors and the Board of Statutory Auditors for the Consolidated Financial Statements

The Directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree no. 38/05 and, within the terms established by law, for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they have identified the existence of the conditions for the liquidation of the parent company Poste Italiane S.p.A. or the termination of the operations or have no realistic alternatives to such choices.

The Board of Statutory Auditors is responsible for overseeing, within the terms established by law, the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;



- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence applicable in Italy, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report.

Other information communicated pursuant to art. 10 of the EU Regulation 537/2014

The Shareholders' Meeting of Poste Italiane S.p.A. has appointed us on May 28, 2019 as auditors of the Company for the years from December 31, 2020 to December 31, 2028.

We declare that we have not provided prohibited non-audit services referred to in art. 5 (1) of EU Regulation 537/2014 and that we have remained independent of the Company in conducting the audit.

We confirm that the opinion on the consolidated financial statements expressed in this report is consistent with the additional report to the Board of Statutory Auditors, in its role of Audit Committee, referred to in art. 11 of the said Regulation.



7

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Opinion on the compliance with the provisions of the Delegated Regulation (EU) 2019/815

The Directors of Poste Italiane S.p.A. are responsible for the application of the provisions of the European Commission Delegated Regulation (EU) 2019/815 with regard to the regulatory technical standards on the specification of the single electronic reporting format (ESEF – European Single Electronic Format) (hereinafter referred to as the “Delegated Regulation”) to the consolidated financial statements, to be included in the annual financial report.

We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 700B in order to express an opinion on the compliance of the consolidated financial statements with the provisions of the Delegated Regulation.

In our opinion, the consolidated financial statements have been prepared in XHTML format and have been marked up, in all material respects, in accordance with the provisions of the Delegated Regulation.

Opinion pursuant to art. 14 paragraph 2 (e) of Legislative Decree 39/10 and art. 123-bis, paragraph 4, of Legislative Decree 58/98

The Directors of Poste Italiane S.p.A. are responsible for the preparation of the report on operations and the report on corporate governance and the ownership structure of the Poste Italiane Group as at December 31, 2021, including their consistency with the related consolidated financial statements and their compliance with the law.

We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 720B in order to express an opinion on the consistency of the report on operations and some specific information contained in the report on corporate governance and the ownership structure set forth in art. 123-bis, n. 4 of Legislative Decree 58/98, with the consolidated financial statements of Poste Italiane Group as at December 31, 2021 and on their compliance with the law, as well as to make a statement about any material misstatement.

In our opinion, the above-mentioned report on operations and some specific information contained in the report on corporate governance and the ownership structure are consistent with the consolidated financial statements of Poste Italiane Group as at December 31, 2021 and are prepared in accordance with the law.

With reference to the statement referred to in art. 14, paragraph 2 (e), of Legislative Decree 39/10, made on the basis of the knowledge and understanding of the Group and of the related context acquired during the audit, we have nothing to report.

Statement pursuant to art. 4 of the Consob Regulation for the implementation of Legislative Decree 30 December 2016, no. 254

The Directors of Poste Italiane S.p.A. are responsible for the preparation of the non-financial statement pursuant to Legislative Decree 30 December 2016, no. 254.



We verified the approval by the Directors of the non-financial statement.

Pursuant to art. 3, paragraph 10 of Legislative Decree 30 December 2016, no. 254, this statement is subject of a separate attestation issued by us.

DELOITTE & TOUCHE S.p.A.

Signed by
Marco Miccoli
Partner

Rome, Italy
April 5, 2022

This report has been translated into the English language solely for the convenience of international readers.



Deloitte & Touche S.p.A.
Via della Camilluccia, 589/A
00135 Roma
Italia

Tel: +39 06 367491
Fax: +39 06 36749282
www.deloitte.it

**INDEPENDENT AUDITOR'S REPORT
PURSUANT TO ARTICLE 14 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010
AND ARTICLE 10 OF THE EU REGULATION 537/2014**

**To the Shareholders of
Poste Italiane S.p.A.**

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Poste Italiane S.p.A. (the "Company"), which comprise the statement of financial position as at December 31, 2021, statement of profit or loss, statement of comprehensive income, statement of changes in equity and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at December 31, 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree no. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements applicable under Italian law to the audit of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova Parma Roma Torino Treviso Udine Verona

Sede Legale: Via Tortona, 25 - 20144 Milano | Capitale Sociale: Euro 10.328.220,00 i.v.

Codice Fiscale/Registro delle Imprese di Milano Monza Brianza Lodi n. 03049560166 - R.E.A. n. MI-1720239 | Partita IVA: IT 03049560166

Il nome Deloitte si riferisce a una o più delle seguenti entità: Deloitte Touche Tohmatsu Limited, una società inglese a responsabilità limitata ("DTTL"), le member firm aderenti al suo network e le entità a esse correlate. DTTL e ciascuna delle sue member firm sono entità giuridicamente separate e indipendenti tra loro. DTTL (denominata anche "Deloitte Global") non fornisce servizi ai clienti. Si invita a leggere l'informativa completa relativa alla descrizione della struttura legale di Deloitte Touche Tohmatsu Limited e delle sue member firm all'indirizzo www.deloitte.com/about.

© Deloitte & Touche S.p.A.



Estimate of the recoverable amount of the "Mail, Parcels and Distribution" business segment

Description of the key audit matter

The Company's assets are partially allocated to the "Cash Generating Unit" ("CGU"), represented by the "Mail, Parcels and Distribution" business segment characterized by the persistence of negative economic results and the decline of the postal market in which the Company operates, further aggravated by the current macroeconomic scenario and the effects of the still ongoing COVID-19 health emergency.

In compliance with accounting policy IAS 36 "Impairment of assets", based on the economic forecasts of the Group Business Plan "2024 Sustain & Innovate" for the period 2021 - 2024, approved by the Board of Directors on March 18, 2021 and its updates approved by the Board of Directors on March 22, 2022 (the "Business Plan"), the "Mail, Parcels and Distribution" CGU was subject to impairment test by comparing the carrying amount of its assets with the recoverable amount of the CGU to ensure that the book value is justifiable ("impairment test"). In particular, the recoverable amount was determined by estimating the "value in use" of the CGU, representative of the estimate of the future cash flows expected from the use of the assets included in the CGU, including, in particular, the properties used as post offices and mechanization and sorting centers, as part of the ordinary company production process and taking into account the obligation to fulfill the Universal Postal Service and the economic conditions envisaged for the services rendered to BancoPosta's ring-fenced capital. These flows were discounted at an appropriate rate.

The impairment test carried out by the Company confirmed the recoverability of the value of the assets attributed to the CGU.

In the Appendix to Chapter 8 "Proposed shareholder resolutions and other information" of the Report on Operations and in Notes 2.3 "Accounting standards adopted - Impairment of assets", 2.4 "Use of estimates", paragraphs "Impairment tests of goodwill, cash generating units and equity investments" and "Mail, Parcels and Distribution CGU", and 4.4 "Operating Segments" disclosure on the aspects described above is provided.

Considering the relevance of the amount of the carrying amount of the Company's assets allocated to the CGU "Mail, Parcels and Distribution", the subjectivity of the estimates related to the determination of the cash flows expected of the CGU, taking into account also the uncertainties related to the current macroeconomic environment characterized by, among other things, the still ongoing pandemic events, and the key variables of the impairment model, we considered the determination of the recoverable amount of the business segment "Mail, Parcels and Distribution", a key audit matter of the financial statements as at December 31, 2021.

The main procedures carried out as part of our audit work, also with the support of Deloitte network experts, have included the following:



3

Audit procedures performed

- identification and verification of key controls carried out by the Company over the impairment testing process;
- obtaining an understanding of the methods and assumptions adopted by the Company to carry out the impairment test;
- verification of the consistency of the methodological approach adopted by the Company, with particular reference to the identification of the CGU and the determination of its recoverable amount, with respect to the requirements of the accounting policy IAS 36 "Impairment of Assets";
- analysis of the reasonableness, also by obtaining information from the Company, of the principal assumptions adopted to estimate future cash flows expected by the CGU, also taking into account the uncertainties related to the current macroeconomic environment characterised, among other things, by the persistence of the health emergency related to the pandemic COVID-19, and the key variables used in the valuation model adopted for the impairment test;
- verification of the logical and mathematical correctness of the determination of the cash flows in the context of the impairment test mentioned above, as well as of the overall reasonableness of the calculation of the weighted average cost of capital ("WACC") and of the consistency of the assumptions related to the "terminal value", that is the value that represents the ability of the company to generate cash flows, estimated beyond the explicit forecast period 2022 – 2024 of the Business Plan;
- review of the sensitivity analysis prepared by the Company;
- verification of the completeness and compliance of the disclosures provided by the Company in the financial statements with respect to the requirements of the IAS 36 "Impairment of assets".

Responsibilities of the Directors and the Board of Statutory Auditors for the Financial Statements

The Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree no. 38/05 and, within the terms established by law, for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they have identified the existence of the conditions for the liquidation of the Company or the termination of the operations or have no realistic alternatives to such choices.

The Board of Statutory Auditors is responsible for overseeing, within the terms established by law, the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit. in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence applicable in Italy, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.



5

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report.

Other information communicated pursuant to art. 10 of the EU Regulation 537/2014

The Shareholders' Meeting of Poste Italiane S.p.A. has appointed us on May 28, 2019 as auditors of the Company for the years from December 31, 2020 to December 31, 2028.

We declare that we have not provided prohibited non-audit services referred to in art. 5 (1) of EU Regulation 537/2014 and that we have remained independent of the Company in conducting the audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to the Board of Statutory Auditors, in its role of Audit Committee, referred to in art. 11 of the said Regulation.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Opinion on the compliance with the provisions of the Delegated Regulation (EU) 2019/815

The Directors of Poste Italiane S.p.A. are responsible for the application of the provisions of the European Commission Delegated Regulation (EU) 2019/815 with regard to the regulatory technical standards on the specification of the single electronic reporting format (ESEF – European Single Electronic Format) (hereinafter referred to as the “Delegated Regulation”) to the financial statements, to be included in the annual financial report.

We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 700B in order to express an opinion on the compliance of the financial statements with the provisions of the Delegated Regulation.

In our opinion, the financial statements have been prepared in XHTML format in accordance with the provisions of the Delegated Regulation.

Opinion pursuant to art. 14, paragraph 2 (e), of Legislative Decree 39/10 and art. 123-bis, paragraph 4, of Legislative Decree 58/98

The Directors of Poste Italiane S.p.A. are responsible for the preparation of the report on operations and the report on corporate governance and ownership structure of Poste Italiane S.p.A. as at December 31, 2021, including their consistency with the related financial statements and their compliance with the law.

We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 720B in order to express an opinion on the consistency of the report on operations and some specific information contained in the report on corporate governance and ownership structure set forth in art. 123-bis, n. 4 of Legislative Decree 58/98 with the financial statements of Poste Italiane S.p.A. as at December 31, 2021 and on their compliance with the law, as well as to make a statement about any material misstatement.



In our opinion, the above-mentioned report on operations and some specific information contained in the report on corporate governance and ownership structure are consistent with the financial statements of Poste Italiane S.p.A. as at December 31, 2021 and are prepared in accordance with the law.

With reference to the statement referred to in art. 14, paragraph 2 (e), of Legislative Decree 39/10, made on the basis of the knowledge and understanding of the Company and of the related context acquired during the audit, we have nothing to report.

DELOITTE & TOUCHE S.p.A.

Signed by
Marco Miccoli
Partner

Rome, Italy
April 5, 2022

This report has been translated into the English language solely for the convenience of international readers.



Deloitte & Touche S.p.A.
Via della Camilluccia, 589/A
00135 Roma
Italia

Tel: +39 06 367491
Fax: +39 06 36749282
www.deloitte.it

INDEPENDENT AUDITOR'S REPORT ON THE CONSISTENCY OF THE DATA CONTAINED IN THE SEPARATE REPORT OF BANCOPOSTA'S RING-FENCED CAPITAL WITH THOSE REPORTED IN THE COMPANY'S FINANCIAL STATEMENTS

To the Board of Directors of
Poste Italiane S.p.A.

As entity in charge of the statutory audit of the accounts of Poste Italiane S.p.A. (the "Company"), we have undertaken a limited assurance engagement of the accompanying separate report of BancoPosta's Ring-fenced Capital - RFC, which comprise the statement of financial position as at December 31, 2021, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and the notes to the financial statements ("Separate Report"), attached to the Company's financial statements in accordance with the provisions of Section 8 of BancoPosta's RFC Regulation, in order to verify the consistency between the data contained in the Separate Report and those reported in the Company's financial statements at December 31, 2021.

Directors' Responsibility

The Directors of Poste Italiane S.p.A. are responsible for the preparation of the Separate Report in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 43 of Italian Legislative Decree no. 136/2015 and the provisions of art. 2447-septies paragraph 2 of the Italian Civil Code. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of the Separate Report that is free from material misstatements, whether due to fraud or error.

Independence and quality control policies

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Control 1 (ISQC Italia 1) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova Parma Roma Torino Treviso Udine Verona

Sede Legale: Via Tortona, 25 - 20144 Milano | Capitale Sociale: Euro 10.328.220,00 i.v.

Codice Fiscale/Registro delle Imprese di Milano Monza Brianza Lodi n. 03049560166 - R.E.A. n. MI-1720239 | Partita IVA: IT 03049560166

Il nome Deloitte si riferisce a una o più delle seguenti entità: Deloitte Touche Tohmatsu Limited, una società inglese a responsabilità limitata ("DTTL"), le member firm aderenti al suo network e le entità a esse correlate. DTTL e ciascuna delle sue member firm sono entità giuridicamente separate e indipendenti tra loro. DTTL (denominata anche "Deloitte Global") non fornisce servizi ai clienti. Si invita a leggere l'informativa completa relativa alla descrizione della struttura legale di Deloitte Touche Tohmatsu Limited e delle sue member firm all'indirizzo www.deloitte.com/about.

© Deloitte & Touche S.p.A.



Auditor's Responsibility

Our responsibility is to express a conclusion on the Separate Report based on the procedures performed. We conducted our engagement in accordance with *International Standards on Assurance Engagements - Assurance Engagements other than Audits or Reviews of Historical Information* ("ISAE 3000 revised") issued by International Auditing and Assurance Standards Board for limited assurance engagements. This standard requires that we plan and perform the review to obtain limited assurance as to whether the Separate Report is free of material misstatements.

The procedures performed have been based on our professional judgment and have included inquiries primarily of persons responsible for the preparation of the Separate Report, analysis of documents, recalculations, comparisons, reconciliations with the accounting records and other procedures to obtain supporting evidence.

In accordance with the above criteria, we have performed the necessary procedures in order to achieve the objectives of the mandate pointed out in the first paragraph. In detail, we have performed the following procedures:

- understanding, through interviews with the Management, of the criteria adopted by the Company for the preparation of the Separate Report and verification of their consistency with the provisions of the Bank of Italy Circular no. 262 of 22 December 2005 as amended and the provisions of art. 2447-septies paragraph 2 of the Civil Code;
- obtaining the reconciliation arranged by the Company between the data reported in the Company's financial statements and the data reported in the Separate Report;
- understanding of the methodology used by the Company for sharing common costs;
- verification that the data included in the Separate Report comply with the accounting records and the criteria adopted by the Company for the preparation of the Separate Report;
- verification that the data included in the Separate Report are consistent with the reconciliation prepared by the Company and with the methodology applied for sharing common costs;
- verification of the application of the accounting policies described by the Directors in the notes to the financial statements of the Separate Report;
- obtaining the representation letter, signed by the legal representative of the Company, with reference to the correctness and completeness of the information contained in the Separate Report and those provided to us for the purpose of carrying out our statutory audit.

The procedures performed are less in extent than for a reasonable assurance engagement conducted in accordance with *ISAE 3000 revised* and, consequently, do not enable us to obtain assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement.



3

Conclusion

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the data contained in the Separate Report are not consistent, in all material respects, with those reported in the Company's financial statements for the year ended December 31, 2021.

DELOITTE & TOUCHE S.p.A.

Signed by
Marco Miccoli
Partner

Rome, Italy
April 5, 2022

This report has been translated into the English language solely for the convenience of international readers.

Page intentionally left blank



Deloitte & Touche S.p.A.
Via della Camilluccia, 589/A
00135 Roma
Italia

Tel: +39 06 367491
Fax: +39 06 36749282
www.deloitte.it

**INDEPENDENT AUDITOR'S REPORT
ON THE CONSOLIDATED NON-FINANCIAL STATEMENT PURSUANT TO ARTICLE 3,
PARAGRAPH 10 OF LEGISLATIVE DECREE No. 254 OF DECEMBER 30, 2016 AND
ART. 5 OF CONSOB REGULATION N. 20267/2018**

**To the Board of Directors of
Poste Italiane S.p.A.**

Pursuant to article 3, paragraph 10, of the Legislative Decree no. 254 of December 30, 2016 (the "Decree") and to article 5 of the CONSOB Regulation n. 20267/2018, we have carried out a limited assurance engagement on the Consolidated Non-Financial Statement of Poste Italiane S.p.A. and its subsidiaries (hereinafter the "Poste Italiane Group" or the "Group") as of December 31, 2021 prepared on the basis of art. 4 of the Decree, included in the specific section of the Report on Operations and approved by the Board of Directors on March 22, 2022 (hereinafter the "NFS").

Our limited assurance engagement does not extend to the information required by art. 8 of the European Regulation 2020/852 included in the paragraph "*European taxonomy regulation*".

Responsibility of the Directors and the Board of Statutory Auditors for the NFS

The Directors are responsible for the preparation of the NFS in accordance with articles 3 and 4 of the Decree and "*Global Reporting Initiative Sustainability Reporting Standards*" established by GRI – *Global Reporting Initiative* (the "GRI Standards"), which they have identified as reporting framework.

The Directors are also responsible, within the terms established by Law, for such internal control as they determine is necessary to enable the preparation of NFS that is free from material misstatement, whether due to fraud or error.

The Directors are moreover responsible for defining the contents of the NFS, within the topics specified in article 3, paragraph 1, of the Decree, taking into account the activities and characteristics of the Group, and to the extent necessary in order to ensure the understanding of the Group's activities, its trends, performance and the related impacts.

Finally, the Directors are responsible for defining the business management model and the organisation of the Group's activities as well as, with reference to the topics detected and reported in the NFS, for the policies pursued by the Group and for identifying and managing the risks generated or undertaken by the Group.

The Board of Statutory Auditors is responsible for overseeing, within the terms established by law, the compliance with the provisions set out in the Decree.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova Parma Roma Torino Treviso Udine Verona

Sede Legale: Via Tortona, 25 - 20144 Milano | Capitale Sociale: Euro 10.328.220,00 i.v.

Codice Fiscale/Registro delle Imprese di Milano Monza Brianza Lodi n. 03049560166 - R.E.A. n. MI-1720239 | Partita IVA: IT 03049560166

Il nome Deloitte si riferisce a una o più delle seguenti entità: Deloitte Touche Tohmatsu Limited, una società inglese a responsabilità limitata ("DTTL"), le member firm aderenti al suo network e le entità a esse correlate. DTTL e ciascuna delle sue member firm sono entità giuridicamente separate e indipendenti tra loro. DTTL (denominata anche "Deloitte Global") non fornisce servizi ai clienti. Si invita a leggere l'informativa completa relativa alla descrizione della struttura legale di Deloitte Touche Tohmatsu Limited e delle sue member firm all'indirizzo www.deloitte.com/about.

© Deloitte & Touche S.p.A.



Auditor's Independence and quality control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the *International Ethics Standards Board for Accountants*, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. Our auditing firm applies International Standard on Quality Control 1 (ISQC Italia 1) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibility

Our responsibility is to express our conclusion based on the procedures performed about the compliance of the NFS with the Decree and the GRI Standards. We conducted our work in accordance with the criteria established in the "*International Standard on Assurance Engagements ISAE 3000 (Revised) – Assurance Engagements Other than Audits or Reviews of Historical Financial Information*" (the "*ISAE 3000 Revised*"), issued by the *International Auditing and Assurance Standards Board* (IAASB) for limited assurance engagements. The standard requires that we plan and perform the engagement to obtain limited assurance whether the NFS is free from material misstatement. Therefore, the procedures performed in a limited assurance engagement are less than those performed in a reasonable assurance engagement in accordance with ISAE 3000 Revised, and, therefore, do not enable us to obtain assurance that we would become aware of all significant matters and events that might be identified in a reasonable assurance engagement.

The procedures performed on NFS are based on our professional judgement and included inquiries, primarily with company personnel responsible for the preparation of information included in the NFS, analysis of documents, recalculations and other procedures aimed to obtain evidence as appropriate.

Specifically we carried out the following procedures:

1. analysis of relevant topics with reference to the Group's activities and characteristics disclosed in the NFS, in order to assess the reasonableness of the selection process in place in light of the provisions of art. 3 of the Decree and taking into account the adopted reporting standard;
2. analysis and assessment of the identification criteria of the consolidation area, in order to assess its compliance with the Decree;
3. comparison between the financial data and information included in the NFS with those included in the consolidated financial statements of the Poste Italiane Group;
4. understanding of the following matters:
 - business management model of the Group's activities, with reference to the management of the topics specified by article 3 of the Decree;
 - policies adopted by the entity in connection with the topics specified by article 3 of the Decree, achieved results and related fundamental performance indicators;



3

- main risks, generated or undertaken, in connection with the topics specified by article 3 of the Decree.

Moreover, with reference to these matters, we carried out a comparison with the information contained in the NFS and the verifications described in the subsequent point 5, letter a) of this report;

5. understanding of the processes underlying the origination, recording and management of qualitative and quantitative material information included in the NFS.

In particular, we carried out interviews and discussions with the management of Poste Italiane S.p.A. and with the personnel of Poste Vita S.p.A. and we carried out limited documentary verifications, in order to gather information about the processes and procedures which support the collection, aggregation, elaboration and transmittal of non-financial data and information to the department responsible for the preparation of the NFS.

In addition, for material information, taking into consideration the Group's activities and characteristics:

- at the parent company's and subsidiaries' level:
 - a) with regards to qualitative information included in the NFS, and specifically with reference to the business management model, to the policies applied and to the main risks, we carried out interviews and gathered supporting documentation in order to verify its consistency with the available evidence;
 - b) with regards to quantitative information, we carried out both analytical procedures and limited verifications in order to ensure, on a sample basis, the correct aggregation of data;
- for the following companies, Poste Italiane S.p.A. and Poste Vita S.p.A., which we selected based on their activities, their contribution to the performance indicators at the consolidated level and their location, we carried out site visits and remote meetings, during which we have met their management and have gathered supporting documentation with reference to the correct application of procedures and calculation methods used for the indicators.

Conclusion

Based on the work performed, nothing has come to our attention that causes us to believe that the NFS of the Poste Italiane Group as of December 31, 2021 is not prepared, in all material aspects, in accordance with articles 3 and 4 of the Decree and GRI Standards.

Our conclusion on the NFS does not extend to the information required by art. 8 of the European Regulation 2020/852 included in the paragraph *"European taxonomy regulation"*.



4

Other matters

The NFS for the year ended December 31, 2019, whose data are presented for comparative purposes, has been subject to a limited assurance engagement by other auditors that on March 25, 2020 expressed an unmodified conclusion.

DELOITTE & TOUCHE S.p.A.

Signed by
Marco Miccoli
Partner

Rome, April 5, 2022

This report has been translated into the English language solely for the convenience of international readers.



Latest News

Mortgage and Savings

Mortgage	Savings	Current	Best	Change
5 Year Fixed	3.5%	3.0%	3.5%	0.5%
2 Year Fixed	3.0%	2.5%	3.0%	0.5%
1 Year Fixed	2.5%	2.0%	2.5%	0.5%
Variable	2.0%	1.5%	2.0%	0.5%

Financial Report

Category	Value
Revenue	1,200,000
Expenses	800,000
Profit	400,000

Financial Report

Category	Value
Revenue	1,200,000
Expenses	800,000
Profit	400,000



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

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

Posteitaliane