

Posteitaliane

**Regulations of Poste Italiane S.p.A.
Nominations and Corporate Governance Committee**

Document approved by Poste Italiane S.p.A. Board of Directors at its meeting on 22 September 2015 and subsequently at the meetings on 19 february 2018, on 10 june 2020, on 17 december 2020 and 30 may 2023.

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ARTICLE 1 Composition

- 1.1 The Nominations and Corporate Governance Committee (hereinafter, for the sake of brevity, the “Committee”) of Poste Italiane S.p.A. (hereinafter, for the sake of brevity, also the "Company") is composed of at least three non-executive Directors, one of which acts as the Chairman. The majority of the members of the Committee must possess the requisites of independence referred to in article 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and article 2, recommendation 7, of the Corporate Governance Code for listed companies.
- 1.2 The members and the Chairman of the Committee are appointed and may be removed with a justified resolution by the Board of Directors.
- 1.3 Upon proposal of the Chairman, the Committee appoints a Secretary, chosen from the operating unit responsible for handling corporate affairs, who is entrusted with the task of assisting the Chairman and the Committee in carrying out their activities and drawing up the minutes of the meetings.

ARTICLE 2 Duties

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

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

- a) to express opinions to the Board of Directors regarding the size and composition of the Board itself and its Committees and to make recommendations regarding the kind of professional expertise it considers advisable to have on the Board. The Committee performs an advisory role to the Board of Directors regarding the process of self-evaluation of the Board and its Committees – in accordance with the Supervisory Regulations applicable to Poste Italiane S.p.A. in conducting the business of BancoPosta (hereinafter, for the sake of brevity, also the “Supervisory Regulations”) – and in the Board’s prior identification of its optimal composition, in terms of quality and quantity, as well as in the subsequent assessment of the extent to which the qualitative

and quantitative composition considered optimal corresponds to the actual one resulting from the appointment process.

The Committee also manages the Board review process – concerning the functioning of the Board of Directors and its Committees, as well as their size and composition – submitting to the Board proposals regarding the assignment of the evaluation task to an advisor specialized in the field, identifying the matters to evaluate and establishing the procedures and timing of the process itself;

- b) to specify to the Board of Directors the requisites of the candidates for Directorships in the event of co-optation;
- c) to express its opinion about the Chief Executive Officer proposal concerning the appointment of the Head of BancoPosta;
- d) to assist the Control and Risk Committee in formulating its opinion on the appointment of the Heads of the Internal Audit, Risk Management, and Compliance Functions for BancoPosta Ring-Fenced Capital (RFC);
- e) when the slates are presented for the appointment of a new Board of Directors before the Shareholders' Meeting, to express its opinion – based on a preventive analysis – on the requisites of professional competence that candidates must possess. The Company makes the results of the aforesaid examination, including the opinion of the Committee, available to shareholders in time for them to consider the professional skills required when choosing among the candidates to present;
- f) to make recommendations to the Board of Directors regarding the maximum number of offices they can hold on the boards of directors or boards of statutory auditors of other companies, either listed in regulated markets or private having a significant size, based in Italy or abroad, in compliance with the current limits on the number of offices provided by the law and regulations;
- g) to make recommendations to the Board of Directors regarding any possible controversies connected with the application of the prohibition of competition prescribed for Directors by article 2390 of the Italian Civil Code if, for organizational reasons, a Shareholders' Meeting authorizes general and preventive exceptions to such prohibition;

- h) to manage, for the Board of Directors, the activities related to the verification of the requisites and eligibility criteria established pursuant to article 26 of the Legislative Decree n. 385 of 1 September 1993;
- i) to manage, towards the Board of Directors, the activities related to the preparation, updating and implementation of succession plans for Executive Directors;
- j) to perform any additional tasks assigned it by the Board of Directors.

2.2 The Committee also assists the Board of Directors by carrying out preparatory work for the purpose of making proposals and providing advice, in evaluations and decisions related to the corporate governance of the Company and the Poste Italiane Group.

In this regard, the Committee is entrusted with the following tasks:

- a) to monitor changes in the legislation and of national and international best practice in relation to corporate governance, reporting any significant developments to the Board of Directors, based on a report that is drafted usually twice a year by Corporate Affairs function;
- b) to examine in advance the annual report on corporate governance that will be published with the documentation connected with the annual financial statements.
- c) to examine in advance the policy for managing dialogue with the generality of shareholders, taking into account the engagement policies adopted by institutional investors and asset managers.

ARTICLE 3 Convening, conduct, and minutes of the meetings

3.1 The Committee meets as often as necessary to properly perform its duties; the Secretary coordinates the activity of the Committee with the activity of the Board of Directors.

3.2 At the request of the Chairman, the Secretary sends the notice of a meeting – containing the date, time, place and the agenda, specifying in a special section any items regarding the activities of BancoPosta – to the members of the Committee and the Board of Statutory Auditors, normally at least three days before the one set for the meeting, ensuring there are two working days off. In cases of urgency, the advance notice may be shorter, but in any case is no less than 24 hours. The

Secretary sends the meeting notice, for information purposes, to the Chairman of the Board of Directors and the Chief Executive Officer.

- 3.3 The documentation regarding items on the agenda is made available to the Committee and the Board of Statutory Auditors by the Secretary through a specific online platform equipped with the necessary IT security requirements, usually together with the notice of call referred to in the paragraph 3.2.
- 3.4 The meetings of the Committee are chaired by the Chairman of the Committee or, in the event he or she is absent or impeded, by the oldest independent member in terms of age.
- 3.5 The meetings of the Committee are attended by the Board of Statutory Auditors. With regard to single items on the agenda, the Chairman of the Committee may invite other members of the Board of Directors, the Magistrate representing the Court of Auditors and, via the Corporate Affairs function, Company executives or third persons who might help the Committee to better perform its duties. The Chairman of the Board of Directors and the Chief Executive Officer may take part in the meetings of the Committee.
- 3.6 The Committee's meetings may be held via telecommunications, provided that all the participants can be identified and such identification is acknowledged in the related minutes, and that they are able to follow the discussion of the items on the agenda and participate therein in real time, as well as to exchange documents if needed. If the notice of a meeting provides for participation exclusively via telecommunications (video or teleconference), it is not necessary to indicate the place of the meeting either in the notice of meeting or in the related minutes.
- 3.7 For the meetings of the Committee to be valid, they must be attended by a majority of its members in office.
- 3.8 The Committee's decisions must be made by the absolute majority of members present. In case of a tie, the vote of who chairs the meeting is decisive.
- 3.9 The proceedings of the Committee's meetings are recorded in minutes which – signed by the chairman and the Secretary – are kept by the latter in chronological order. Copies are sent to the members of the Committee, as well as to the regular members of the Board of Statutory Auditors. The meetings of the Committee are, as a rule, recorded in a concise but exhaustive manner, nevertheless, in the preparation of the minutes, it is considered (i) the possible request by a member

of the Committee to report in detail his / her intervention, or (ii) the need or opportunity, dictated by specific needs, of an analytical recording.

The approval of the minutes usually takes place at the next meeting of the Committee, unless immediate approval is required.

3.10 The Committee can have access - within the limits of the tasks assigned to it – to the information and Company functions necessary for the performance of its duties and can make use of external consultants and experts at the Company's expense, within the limits of the overall budget approved by the Board of Directors for all Committees.

3.11 If deemed necessary, the Chairman of the Committee, at the first useful meeting, informs the Board of Directors about the activities carried out by the Committee.

ARTICLE 4 Approval and amendment of the Regulations

4.1 The present regulations were adopted by a resolution of the Board of Directors.

4.2 The Committee periodically assesses the appropriateness of the present regulations and submits any proposals for changes or additions to them to the Board of Directors.