

Posteitaliane

**Regulation of the Related and
Connected Parties Committee of Poste Italiane S.p.A.**

Document approved by Poste Italiane S.p.A. Board of Directors at its meeting on 11 October 2016 and subsequently amended at the meetings on 19 February 2018, on 17 December 2020 and on 24 June 2021.

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ART. 1 Composition

- 1.1 The Related and Connected Parties Committee (hereinafter for brevity "Committee") of Poste Italiane S.p.A. (hereinafter, for the sake of brevity, also the "Company"), set up under the terms and for the purposes of the Guideline "Management of Transactions with Related and Connected Parties" adopted by the Board of Directors, (hereinafter, for the sake of brevity, the "Guideline", to which reference should be made for the definition of the terms which in these Regulations are indicated with initial capital letters) is made up of at least three Directors who meet the independence requirements set forth in Article 148, paragraph 3, of Italian Legislative Decree no. 58 of 24 February 1998, in art. 2, Recommendation 7, of the Corporate Governance Code and in Ministerial Decree no. 169 of 23 November 2020 (as applicable), one of whom acts as Chairperson.
- 1.2 The members of the Committee and the related Chairman 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 task of assisting the Chairman and the Committee in carrying out their activities and drawing up the minutes of the meetings.

ART. 2 Duties

- 2.1 The Committee performs the functions provided for in the legislation in force and in the Guideline pursuant to Article 1.1 above.
- 2.2 In particular, according to the Guideline, the Committee:
 - a) expresses a preliminary, reasoned opinion, for the purposes of the resolution of the Board of Directors, on the overall adequacy of the Guidelines, as well as of subsequent updates thereto to achieve the objectives of the Reference Regulations; the Committee may, to that end, propose amendments or additions to said Guidelines.
 - b) formulates preliminary and reasoned opinions on transactions of lesser or greater importance, that are not considered as excluded, regarding the interest of Poste Italiane S.p.A., also in its business as BancoPosta, - as well as the companies that are directly or indirectly controlled by it when they are involved,

in carrying out such transactions, the cost-effectiveness and substantive correctness of the associated conditions and the non-existence of anomalous conditions;

- c) with reference to Transactions of Greater Importance it is involved from the negotiation and preliminary stage of said transactions, receiving a complete and timely flow of information and has the power to request information and make remarks to the delegated bodies and to the persons appointed to conduct negotiations and preliminary activities;
- d) if, in relation to a Transaction of Major Significance within the meaning of the Consob Rules, the cause of exclusion provided for Ordinary Transactions concluded at market-equivalent or standard conditions is deemed applicable, receives timely information and verifies in advance the correct application of such cause of exclusion;
- e) within the time limit set out in Article 5, paragraph 3, of the Consob Regulation, receives the information on Transactions of Major Significance for the purposes of the Consob Rules in relation to which the cause of exclusion envisaged for Ordinary Transactions concluded at market-equivalent or standard conditions has been applied;
- f) receives information on transactions carried out with subjects included in the Single Perimeter and on the application of the cases of exclusion, as provided for in para. 4.6.1 of the Guideline, also in order to verify the correct application of the exclusion conditions.

2.3 In any case, the Committee is entitled to request - within the limits of the tasks assigned to it - the information necessary for the performance of its duties. The Committee may also avail itself, at the Company's expense and within the limits of the overall budget approved by the Board of Directors for all committees, of the advice of experts of its choice, whose independence and absence of conflicts of interest it shall ascertain pursuant to the Reference Regulations, chosen from among persons of recognised professionalism and competence in the matters involved in the Transactions with Related Parties and Connected Subjects on which the Committee is called upon to express an opinion.

ART. 3 Convening, conduct and minutes of the meetings

- 3.1 The Committee meets when it is called upon to perform the functions assigned to it by the regulations in force and by the Guideline; the Committee's activities are coordinated, by the Secretary, with those 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 is scheduled, ensuring that there are two working days off. In cases of urgency, the deadline may be shorter but, in any case, is no less than 24 hours. The Secretary sends the meeting notice, for information, 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 an online platform which is equipped with the necessary IT security requirements, usually together with the call notice referred to in the paragraph 3.2.
- 3.4 The meetings of the Committee are chaired by the Chairman or, if he or she is absent or impeded, by the oldest 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 to the meetings other members of the Board of Directors, the Magistrate representing the Court of Auditors and, via the Corporate Affairs function, other Company executives or third parties who may 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, they are able to follow the discussion 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 Committee meetings to be valid, they must be attended by a majority of the members in office.

3.8 The Committee's decisions must be made by an absolute majority of members present. In case of a tie, the vote of who chairs the meeting is decisive. In the event that one or more of the members of the Committee are related with reference to a given Transaction, the activities falling within the competence of the Committee pursuant to para. 4.4.1 and para. 4.4.2 of the Guideline are carried out in accordance with Article 2 (definition of the "Committee") of the Guideline. In order to assess the possible presence within the Committee of directors who are related with respect to a given Transaction, the members of the Committee are required to promptly report to the Chairperson of the Committee (or to the other members, in the case of the Chairperson) and to the Secretariat of the Committee itself the possible existence of situations that are even only potentially relevant, without prejudice, in any event, to the obligations of disclosure to the Board of Directors and to the Board of Statutory Auditors, pursuant to the applicable provisions of law.

3.9 The proceedings of the Committee's meetings are recorded in minutes which – signed by who chairs 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 following meeting of the Committee, unless immediate approval is required.

3.10 The opinions issued by the Committee pursuant to art. 2.2 b) above are annexed to the minutes of the Committee meeting and forwarded by the Secretary of the Committee to the Proponent Function.

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 itself.

ART. 4 Approval and amendment of the Regulations

- 4.1 The present regulations were adopted by a resolution of the Board of Directors.
- 4.2 The Committee periodically checks the appropriateness of the present regulations and submits any proposals for changes or additions to the Board of Directors.