

POSTE ITALIANE: RESOLUTIONS OF THE SHAREHOLDERS' MEETING 2022

- *Approved the Financial Statements as of 31 December 2021 and overall dividend of 0.590 euros per share resolved (0.185 euros already paid as interim dividend in November 2021 and the balance of 0.405 euros to be paid in June 2022);*
- *Appointed a new Board of Statutory Auditors for the 2022-2024 period;*
- *Approved the Report on the policy regarding remuneration for the year 2022 and the Report on amounts paid in the year 2021, as well as the equity-based incentive plans;*
- *Authorization for the acquisition and disposal of company's own shares – destined to fulfil the incentives plans – granted.*

Rome, 27 May 2022 – Poste Italiane (“Poste Italiane”) S.p.A.’s Ordinary Shareholders’ Meeting, chaired by Maria Bianca Farina, was held today in Rome.

Taking into account the ongoing existence and spread of the virus Covid-19 and in order to contain the risks of contagion entailed by a face-to-face attendance of the Shareholders’ Meeting, pursuant to Article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 (as last amended by Law Decree no. 228 of 30 December 2021, converted with amendments by Law no. 15 of 25 February 2022), the Shareholders’ participation took place exclusively through the Appointed Representative pursuant to article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (“Consolidated Law on Finance”), to which proxies/sub-proxies were also conferred pursuant to article 135-*novies* of the Consolidated Law on Finance, as an exception to article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance.

The Shareholders’ Meeting first approved Poste Italiane’s financial statements as of 31 December 2021, while the consolidated financial statements were also presented.

Acting on the Board of Directors’ proposal, the Shareholders’ Meeting then approved an overall dividend for the year 2021 of 0.590 euros per share and the distribution of 0.405 euros per share as the balance of the dividend, following the interim dividend of 0.185 euros per share already paid in November 2021. The balance dividend will be paid – before withholding tax, if any – on 22 June 2022, with the ex-dividend date of coupon no. 10 falling on 20 June 2022 and the record date (the date which determines the shareholders who are entitled to the dividend) falling on 21 June 2022.

The Shareholders’ Meeting also appointed the new Board of Statutory Auditors, which will be composed of Mauro Lonardo as Chair (as drawn from the minority slate presented by a group of 14 institutional investors), as well as Gianluigi Fiorendi and Serena Gatteschi as regular Statutory Auditors (both drawn from the slate presented by the controlling shareholder, the Italian Ministry of Economy and Finance). Furthermore, the Shareholders’ Meeting appointed Francesco Fallacara and Sonia Ferrero (both drawn from the slate presented by the Italian Ministry of Economy and Finance), as well as Antonio Santi (drawn from the minority slate presented by the above said group of institutional investors), as alternate Statutory Auditors. The above mentioned Board of Statutory Auditors will remain

in office until the approval of the 2024 financial statements. The slates from which the members of the new Board of Statutory Auditors were drawn and their biographies are available on the Company's website (www.posteitaliane.it).

The Shareholders' Meeting confirmed subsequently a gross annual remuneration of 80,000 euros for the Chair and 70,000 euros for each of the other regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office.

Therefore, the Shareholders' Meeting:

- approved, through a binding resolution, the Report on the policy regarding remuneration for the year 2022 – including the guidelines on the policies of remuneration and incentive plans of BancoPosta's Ring-Fenced Capital – that illustrates the remuneration policy for the Directors, the General Manager and the Executives with strategic responsibilities;
- voted in favour, through a non-binding resolution, of the Report on amounts paid in the year 2021;
- approved the equity-based Incentive Plans.

Lastly, the Shareholders' Meeting also granted the Board of Directors authorization for the acquisition and subsequent disposal of up to a maximum of 2.6 million of Poste Italiane's shares, representing about 0.20% of the share capital, for a total outlay of up to 40 million euros. The acquisition of the company's own shares has been authorized for 18 months from today's shareholders' meeting resolution. On the other hand, no time limit has been set for the disposal of the shares purchased. The Shareholders' Meeting also defined, in accordance with the Board of Directors' proposal, purposes – referred to the destination of the own shares to the fulfillment of the incentive plans – terms and conditions of the acquisition and disposal of the company's own shares, also identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.

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