



Directory No. 65802

Collection No. 34145

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF

POSTE ITALIANE S.P.A.

ITALIAN REPUBLIC

In the year twenty-twenty-two, on the twenty-seventh day of May  
(27 may 2022)

in Rome, at Viale Europa 175;

at 14.15

before me, Nicola Atlante, Notary in Rome, member of the Board  
of Notaries of Rome

the following appeared

Maria Bianca Farina born in Rome on 22 December 1941, domiciled  
for the purpose in Rome, at the registered, beforementioned,  
company office.

Of whose personal identity I, as Notary, am certain.

The appearing party declares that she acts as Chair of the  
Board of Directors of:

"POSTE ITALIANE - SOCIETA' PER AZIONI"

with registered office in Rome, at Viale Europa 190, tax code  
and Business Register of Rome number 97103880585, VAT no.  
01114601006, Economic and Administrative Index (REA) of Rome  
no. 842633, share capital registered with Business Register as  
of today's date of 1,306,110,000.00 euros

The appearing party

at 2:15 pm first extended a warm welcome to all those who had  
taken part, also on behalf of the Chief Executive Officer, the  
other members of the Board of Directors, the Co-General Manager,  
the Board of Statutory Auditors, the Court of Auditors'  
Magistrate and the Company's employees. Then, as Chair of the  
Board of Directors of Poste Italiane S.p.A., she took the chair  
of the General Meeting pursuant to art. 12.1 of the Articles  
of Association, and declared it to be open.

She first recalled that the Company, considering the continued  
presence and spread of the Covid-19 virus and in order to  
contain the risks of infection associated with an in-person  
meeting, had chosen to make use of the option provided by  
article 106, paragraph IV, of Law Decree no. 18 of 17 March  
2020 - converted into law, with amendments, by art. 1, paragraph  
1, Law n. 27 of 24 April 2020, and subsequently and lastly  
amended by the Decree Law no. 228 of 30 December 2021, in turn  
converted with amendments by Law no. 15 of 25 February 2022 -  
on "Measures to strengthen the national health service and  
economic support for families, workers and businesses connected  
with the Covid-19 epidemiological emergency" (hereinafter,  
also, the "Cura Italia Decree"), providing in the notice of  
call that:

- the participation in the general meeting of shareholders by  
those who have the right to vote can exclusively be made through  
the representative appointed pursuant to article 135-undecies  
of Legislative Decree no. 58 of 24 February 1998 (hereinafter  
also referred to as the "Consolidated Finance Act" or "TUF")  
and to article 11.5 of the By-laws, to whom proxies or sub-

**Registered in Rome 5**

**on**

**No.**

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**Fees paid €**

delegations may also be granted pursuant to article 135-novies of the TUF, as specified below;

- the directors, auditors and other qualified parties, including the Designated Representative, may participate in the General Meeting of Shareholders by means of remote communication that guarantee their identification, participation and exercise of voting rights, and in any case without it being necessary that the Chair, the Secretary and the Notary be present in the same place.

She noted that, along with myself, the Notary recording this meeting, and the Secretary of the Board of Directors, she was physically present at the place where the General Meeting of Shareholders was convened, while audio-video technology was used to attend the Meeting by all other participants, whose identity and right to attend the General Meeting of Shareholders was ascertained by the office of chair, delegated by the appearing party in the persons of Massimiliano Chiadò Piat, representative of Spafid S.p.A. (company to which the role of Designated Representative was assigned, as noted below), Marianne Bonsignore and Fabio Ciammaglichella, representatives of the Company, who also attended the General Meeting of Shareholders by audio-video link.

She specified that the physical presence of the persons indicated above at the place where the Meeting was convened took place in compliance with the security provisions regarding social distancing between participants issued by the Italian Government in force *pro tempore*, aimed at containing the spread of the COVID-19 epidemic.

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Pursuant to art. 2371, paragraph 2, and art. 2375 of the Italian Civil Code, as well as art. 12.2 of the Articles of Association and art. 4.2 of the Meeting Regulations, has entrusted me, the Notary Public, with the task of drawing up the minutes by public deed.

It was first clarified that the questions received in writing before the General Meeting of Shareholders pursuant to article 127-ter, paragraph 1-bis, of the Consolidated Finance Act - by the deadline indicated in the notice of call (i.e. by 18 May 2022) - have been answered by publication in a special section of the website by the deadline also indicated in the notice of call (i.e. by 24 May 2022). The file containing the questions referred to above and their relative answers would be annexed to these minutes.

She also noted that on 26 May 2022 the Company received responses directly from two shareholders, who were present at this General Meeting of Shareholders, having conferred proxies pursuant to art. 135-novies TUF on Spafid S.p.a. as the Designated Representative as specified below. These responses had been included in the file containing the questions and related answers which would be annexed to these minutes.

It is also noted that after the aforesaid deadline pursuant to Article 127-ter of the Consolidated Law on Finance, the Company received further questions from a shareholder in relation to

certain items on the agenda, which, together with the relevant responses, were also included in the aforementioned file containing the questions and their responses, which would be annexed to the minutes of this meeting.

It was therefore acknowledged that:

- pursuant to article 125-bis of the Consolidated Finance Act and Article 9 of the Articles of Association, this Ordinary General Meeting of Shareholders has been duly convened for today, 27 May 2022, at 14.00 pm, at the Company's offices located in Rome, at Viale Europa n. 175, in a single meeting, by means of a notice of call published (i) in full on the Company's website, on Borsa Italiana's website, as well as at the authorised storage mechanism called "eMarket Storage" on 14 April 2022, which was also announced in a press release, and (ii) as an excerpt in the daily newspaper "Il Sole 24 Ore" on 15 April 2022, with the following agenda:

1) *Financial Statements for the year ended 31 December 2021. Reports of the Board of Directors, the Board of Statutory Auditors, and the Audit Firm. Related resolutions. Presentation of the consolidated financial statements for the year ended 31 December 2021.*

2) *Allocation of net income for the year and distribution of available reserves.*

3) *Appointment of the Board of Statutory Auditors.*

4) *Determination of the remuneration of the regular members of the Board of Statutory Auditors.*

5) *Report on the 2022 remuneration policy.*

6) *Report on amounts paid in the year 2021.*

7) *Equity-based incentive plans.*

8) *Authorization for the acquisition and the disposal of own shares. Related resolutions.*

- no requests for additions to the agenda of the General Meeting of Shareholders or new proposals for resolutions on items already on the agenda, pursuant to article 126-bis, paragraph 1, first sentence, of the Consolidated Finance Act, had been submitted by shareholders representing, even jointly or severally, one fortieth of the share capital, nor had individual proposals for resolutions by those entitled to vote pursuant to article 126-bis been submitted, paragraph 1, third sentence, of the Consolidated Finance Act, according to the terms indicated by the Company in the notice of call or subsequently, without prejudice to the indications regarding the proposal represented by the majority shareholder, the Italian Ministry of the Economy and Finance, regarding item 4) on the agenda, regarding the determination of the remuneration for standing members of the Board of Statutory Auditors;

- in addition to the Chair, today's meeting was attended by means of remote communication by the following Members of the Board of Directors:

- Matteo Del Fante Chief Executive Officer and General Manager

- Giovanni Azzone

- Bernardo De Stasio
- Daniela Favrin
- Elisabetta Lunati
- Roberto Rossi

and the Co-General Manager Giuseppe Lasco;

- of the Board of Statutory Auditors;  
Mauro Lonardo, Chair  
Anna Rosa Adiutori, Standing auditor  
Luigi Borrè, Standing Auditor

and also

- the Deputy Magistrate of the Court of Auditors Piergiorgio Della Ventura;
- for the auditing firm Deloitte & Touche S.p.A. Marco Miccoli.

The Secretary of the Board of Directors, Michele Scarpelli, was also present, as mentioned physically, at the meeting venue.

It was again recalled that, as indicated in the notice of call, pursuant to art. 106 of the Cura Italia Decree and as an exception to the provisions of art. 11.1 of the Articles of Association, the participation in the general meeting of shareholders of those who have the right to vote was allowed exclusively through the designated representative.

It was specified that, in accordance with art. 106 of the Cura Italia Decree, the Company has designated - also pursuant to art. 11.5 of the Articles of Association - Spafid S.p.A. as the party to which shareholders may grant proxy or sub-proxy with voting instructions on all or some of the proposals on the agenda, pursuant to articles 135-undecies and 135-novies of the Consolidated Finance Act (hereinafter, for brevity, also the "Designated Representative").

It was also recalled that, as indicated in the notice of call, (i) the recommended deadline for the conferment of ordinary proxies and/or sub-delegations pursuant to Article 135-novies of the Consolidated Finance Act, with the related voting instructions, had been set at 6:00 p.m. on 26 May 2022, while (ii) the deadline required by law for the conferment of proxies to the designated representative pursuant to Article 135-undecies of the Consolidated Finance Act, with the related voting instructions, had been set at 25 May 2022.

It was also noted that Spafid S.p.A. attended this meeting, as Designated Representative, in the person of Elena Monaci, born in Sinalunga (SI) on 24 October 1975, attending via remote communication - identified by means of identity card no. AU6646349, issued by the Municipality of Milan on 19 February 2014 - authorised for this purpose by virtue of the proxy issued on 22 April 2022, jointly signed by Paolo Cappugi, Chief Executive Officer of Spafid S.p.A. and Regina Cinzia Debellis, Manager and Attorney of Spafid S.p.A. by virtue of a special power of attorney dated 2 December 2021, by deed of the notary Renata Mariella di Milano, Rep. no. 45839, file no. 1511.

It was confirmed that the connection means used allowed for the identification of participants, their participation and the exercise of voting rights.

It was noted that Spafid S.p.A. as the Designated Representative, acknowledged that it had no personal interest in the proposed resolutions; however, considering the contractual relations between Spafid S.p.A. and the Company, in order to avoid any subsequent disputes related to the alleged presence of circumstances capable of determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, letter. f) of the TUF, Spafid has expressly stated that, should any unknown circumstances arise or in the event of modification or integration of the proposals presented to the General Meeting of Shareholders, it did not intend to cast a vote other than that indicated in the instructions, also in relation to the provisions of article 134 of Consob Resolution no. 11971 of 14 May 1999, as amended (hereinafter also the "Issuers' Regulation").

The Designated Representative was therefore asked to make any statement required by law.

*The Designated Representative announced that within the legal deadline:*

*- 4 proxies were received by Spafid, pursuant to art. 135-undecies of the TUF, for a total of 398,095,170 shares from those entitled, equal to 30.479% of the 1,306,110,000 shares making up the share capital.*

*- 6 proxies were received pursuant to article 135-novies of the TUF for a total of 457,186,809 shares from those entitled, equal to 35.004% of the 1,306,110,000 shares making up the share capital and 1 sub-delegation (for 1775 proxies) for 195,045,076 shares, equal to 14.933% of the share capital.*

*Therefore, a total of 1785 proxies (including those referred to in the mentioned sub-delegation) had been received for a total of 1,050,327,055 shares from those entitled, equal to 80.416% of the 1,306,110,000 shares making up the share capital. The Designated Representative then noted that before each vote, they would communicate the shares for which no voting instructions had been given by the delegating party.*

*Lastly, it was also communicated that Spafid complied with the obligation of confidentiality with regard to the proxies/sub-proxies received as per Consob Communication 3/2020 of 10 April 2020. It was also announced that the shareholder Cassa Depositi e Prestiti Spa had requested the following from the Designated Representative: "Taking into account the Decree of the Minister of Economy and Finance no. 59627 of 18/6/2004, the Proxy is requested to cast their vote at the General Meeting of Shareholders, in any case, in accordance with the voting instructions that will be given to the Delegate by the Ministry of Economy and Finance by which CDP is controlled".*

The Chair therefore stated that:

*- in accordance with article 13.2 of the Articles of Association, the ordinary general meeting of shareholders in a single meeting was constituted and resolves with the majorities required by law;*

*- pursuant to paragraph 3 of the aforementioned article 135-undecies of the TUF, the shares for which the Designated*

Representative has been granted proxy, even partially, are counted for the purposes of the regular constitution of the general meeting of shareholders, while shares for which no voting instructions have been given on the proposals on the agenda will not be counted for the purposes of calculating the majority and the share capital required for the approval of the related resolutions;

- the same computation criterion is also adopted with reference to shares, in relation to which no voting instructions have been given on the proposals on the agenda, which are the subject of a proxy and/or sub-delegation pursuant to article 135-novies of the Consolidated Finance Act;

- in this regard, she reiterates that the Designated Representative will declare - when communicating the results of each vote on the items on the agenda - any shares in relation to which it has not received voting instructions;

- the General Meeting of Shareholders, duly convened, was therefore validly constituted in a single call in accordance with the law and the Articles of Association and may resolve on the items on the agenda, since 1353 persons with voting rights representing 1,050,327,055 shares, equal to 80.416% of the 1,306,110,000 (one billion, three hundred and six million, one hundred and ten thousand) shares making up the share capital, were in attendance through the Designated Representative;

- pursuant to article 3 of the Meeting Regulations and the applicable provisions in force, the eligibility to attend and vote at the General Meeting of Shareholders was ascertained, as well as the compliance of the proxies given by the Designated Representative with the applicable provisions of law and the Articles of Association.

It was declared that:

- there was no evidence of any solicitation of voting proxies pursuant to article 136 et seq. of the Consolidated Finance Act;

the subscribed and paid-in share capital as of today is 1,306,110,000.00 euros (one billion, three hundred and six million, one hundred and ten thousand/00) divided into 1,306,110,000 (one billion, three hundred and six million, one hundred and ten thousand) ordinary shares with no indication of nominal value;

- as at today's date the Company holds 5,232,921 (five million, two hundred and thirty-two thousand, nine hundred twenty-one) treasury shares, equal to 0.4% of the share capital. The Company holds no further treasury shares in its portfolio, not even through subsidiaries.

It was recalled that:

- pursuant to article 2357-ter, paragraph 2, of the Italian Civil Code, treasury shares are counted for the purposes of calculating the majorities and quotas required for the constitution and resolutions of this Shareholders' Meeting, while the related voting rights are suspended. Therefore, 1,300,877,079 (one billion, three hundred million, eight

hundred and seventy-seven thousand and seventy-nine) ordinary shares have voting rights, excluding the indicated treasury shares;

- the Company's shares are admitted to trading on the Euronext Milan market (former Mercato Telematico Azionario) organised and managed by Borsa Italiana S.p.A.;

- according to the shareholders' register, supplemented by communications received pursuant to art. 120 of the Consolidated Finance Act and other available information, updated to the record date of 18 May 2022, the following parties hold, directly or indirectly, more than 3% of the share capital subscribed by Poste Italiane S.p.A, represented by shares with voting rights:

Cassa Depositi e Prestiti S.p.A. (a subsidiary of the Ministry of Economy and Finance) for no. 457,138,500 (four hundred and fifty-seven million, one hundred and thirty-eight thousand, five hundred) equal to 35% of the capital;

Ministry of Economy and Finance for no. 382,127,890 (three hundred and eighty-two million, one hundred and twenty-seven thousand, eight hundred and ninety) equal to 29.3% of the capital;

- the Company is not aware of the existence of shareholders' agreements entered into among the shareholders.

It was recalled that:

- the voting rights relating to shares for which the disclosure requirements set out in articles 120 and 122, first paragraph, of the Consolidated Finance Act, concerning shareholdings of more than 3% and shareholders' agreements, respectively, have not been fulfilled, may not be exercised;

- with reference to the disclosure obligations under the aforementioned article 120, shares in relation to which the right to vote by proxy are also considered to be shareholdings, provided that such right can be exercised at discretion in the absence of specific instructions from the delegating party;

- pursuant to art. 6.5 of the Articles of Association and art. 3 of Decree Law no. 332 of 31 May 1994, converted with amendments by Law no. 474 of 30 July 1994, provides for a limit on share ownership that involves a shareholding of more than 5% (five per cent) of the share capital. This provision set forth in article 6.5 of the Articles of Association does not apply to the shareholding in the Company's capital held by the Ministry of Economy and Finance, public bodies or entities controlled by them.

The maximum limit on share ownership is also calculated by taking into account the total shareholdings belonging to: the parent company, natural or legal person, body or company; to all the direct or indirect subsidiaries and the subsidiaries of one controlling person; to connected persons and natural persons linked by kinship or affinity up to the second degree or marriage provided that the spouse is not legally separated. Control exists, including with reference to persons other than the companies, in the cases set out in art. 2359, paragraphs 1 and 2 of the Civil Code. Connection exists in the cases set out

in art. 2359, par. 3 of the Civil Code, and also between persons who, directly or indirectly, through subsidiaries, other than those manage investment funds, adhere, including with third parties, to agreements relating to the exercise of the right to vote or the transfer of shares or stakes of third party companies or in any case contracts or agreements as set out in art. 122 of the Consolidated Finance Act, in relation to third party companies, where such contracts or agreements relate to at least 10% (ten per cent) of the capital with voting rights if it is a listed company or 20% (twenty per cent) if it is a non-listed company. For the purposes of calculating the aforementioned shareholding limit, account is also taken of shares held through trustees and/or intermediaries and in general by intermediaries.

The right to vote and the other rights having a content other than a financial content pertaining to the shares held in excess of the maximum share ownership limit cannot be exercised; in the case in which the maximum share ownership limit - calculated pursuant to article 6.5 of the Articles of Association - is exceeded by several persons the voting right which would be due to the each person to which the share ownership limit relates falls proportionately, save for prior joint instructions of the shareholders concerned. In case of noncompliance, the resolution may be challenged under art. 2377 of the Civil Code if the majority required would not be reached without the votes in excess of the maximum limited previously indicated.

Shares for which the right to vote cannot be exercised are in any case counted for the purposes of the regular constitution of the general meeting of shareholders.

Finally, it was recalled that the Designated Representative has declared that she will exercise the vote on the basis of the instructions given by the delegating parties.

It was also acknowledged that, in accordance with the provisions of current legislation, the documentation relating to the items on the agenda had been deposited at the company's registered office, as well as published on the website [www.posteitaliane.it](http://www.posteitaliane.it), within the section dedicated to this Shareholders' Meeting, and at the "eMarket Storage" storage mechanism to which the company adheres; in particular:

on 14 April 2022, the explanatory reports on the third and fourth items on the ordinary agenda, as well as the "Guidelines on the composition of the new Board of Statutory Auditors as prepared by the Board of Statutory Auditors of Poste Italiane S.p.A. for the Shareholders";

on 27 April 2022, (i) the explanatory reports on the first, second, seventh and eighth items on the agenda, (ii) the "2021 Annual Financial Report" - including the draft financial statements (including the report of BancoPosta RFC), the consolidated financial statements of the Poste Italiane Group, the directors' reports on operations, the consolidated non-financial statement, the attestations referred to in article 154-bis, paragraph 5, of the Consolidated Finance Act, approved by the board of directors on 22 March 2022 - together with the



reports of the board of statutory auditors and the independent auditors and the annual report on corporate governance and ownership structure, and (iii) the Information Document relating to the seventh item on the agenda;

on 29 April 2022, the Report on the remuneration policy 2022 and the compensation paid in 2021 - prepared pursuant to article 123-ter of the Consolidated Finance Act - referred to in the fifth and sixth items on the agenda and the related explanatory reports.

In addition:

on 28 April 2022, a slate of candidates for members of the Board of Statutory Auditors was filed by a group of 14 asset management companies and other institutional investors - for details of which reference should be made to the documentation published on the Company's website, in the specific section dedicated to this General Meeting of Shareholders, as well as to the press release issued on 3 May 2022 following the filing of the slate itself - owning a total of approximately 0.578% of the share capital of Poste Italiane S.p.A, accompanied by the relative documentation, also including the declaration of the shareholders regarding the absence of relationships of connection with the majority shareholder, and marked with no. 2, in which the following candidates are indicated:

- Statutory auditors: 1) Mauro Lonardo; 2) Alessandra Pederzoli;
- Alternate auditors: 1) Antonio Santi; 2) Elena Spagnol;

on 2 May 2022, the slate of candidates for members of the Board of Statutory Auditors submitted by the shareholder, the Ministry of Economy and Finance - owner of about 29.257% of the share capital of Poste Italiane S.p.A. - accompanied by the relevant documentation, and marked with no. 1, was filed, in which the following candidates are indicated:

- Statutory auditors: 1) Gianluigi Fiorendi; 2) Serena Gatteschi;
- Alternate auditors: 1) Francesco Fallacara; 2) Sonia Ferrero;

both of the aforesaid lists were published on the website, within the specific section dedicated to this General Meeting of Shareholders, within the terms set forth by law (i.e. by 6 May 2022), together with the proposal of the shareholder, the Ministry of Economy and Finance - received by the Company on 2 May 2022, together with the presentation of the slate of candidates for members of the Board of Statutory Auditors - relating to item 4) on the agenda (*Determination of the remuneration of the regular members of the Board of Statutory Auditors*), which specifically provides for:

- for the Chair of the Board of Statutory Auditors: a gross annual remuneration of EUR 80,000;
- for each other Statutory Auditor: a gross annual fee of EUR 70,000,

in addition to the right to be reimbursed for any duly documented travel expenses incurred in carrying out their duties.

Lastly, on 10 May 2022, the financial statements and statements of subsidiaries and associates were deposited at the registered office. The Poste Italiane Group has no significant subsidiaries outside the European Union.

With regard to the aforesaid documentation, all the obligations towards Consob required by statutory requirements in force, have been fulfilled.

The documents listed above have been sent to shareholders who have requested them.

It was reported that:

- personal data collected at the time of admission to the General Meeting of Shareholders and through the audiovisual recording system is processed and stored by the Company, both on computer and on paper, pursuant to and for the purposes of Regulation (EU) 2016/679, for the proper conduct of the General Meeting of Shareholders proceedings and for the correct recording of the same, as well as for any and all related corporate and legal obligations, as better specified in the privacy policy made available on the Company's website;

- the following will be annexed to the minutes of this meeting, as an integral and substantial part thereof:

- the list of the names of those attending the general meeting of shareholders, by delegation/subdelegation assigned to the Designated Representative, complete with all the data required by Consob, with details of the number of shares for which the notification was made by the intermediary to the issuer, pursuant to article 83-sexies of the Consolidated Finance Act, and

- the names of the persons who voted against, abstained and the number of shares held.

It was reported that:

pursuant to article 2.2 of the Meeting Regulations, certain Managers who hold positions of particular responsibility within the Group, and representatives of the independent auditors, all through remote means of communication, participate in the General Meeting of Shareholders;

- pursuant to articles 2 and 4 of the Meeting Regulations, in order to meet the technical and organisational requirements of the work, a limited number of Company employees and collaborators have also been admitted to the General Meeting of Shareholders to assist the Chair - in compliance with the safety provisions provided for by law aimed at containing the risk of infection associated with the Covid-19 epidemic.

Pursuant to Article 3.6 of the Meeting Regulations, except as ordered by the Chair for the purpose of the orderly conduct of the meeting proceedings and the correct recording of them, no photographic or video equipment or similar recording devices of any kind may be used.

It was recalled that - taking into account that, as indicated at the start of the meeting proceedings, the participation in this meeting of those entitled to vote takes place exclusively through the Designated Representative, as the Company had availed itself of the faculty as per art. 106, paragraph 4, of

the Cura Italia Decree - it intended to rule, pursuant to art. 5 of the Meeting Regulations, that all the items on agenda be discussed and managed at once.

The vote on the individual items on the agenda will take place separately and distinctly, at the end of the discussion on the subjects themselves as just mentioned.

During the opening phase of the single discussion on all the items on the agenda, she would therefore ask the representative of Spafid S.p.A. present at the General Meeting of Shareholders to declare whether the Designated Representative has been given by those entitled to vote - who had issued a proxy and/or sub-delegation to the Designated Representative pursuant to art. 135-novies of the Consolidated Finance Act - indications and/or instructions and/or questions relating to specific interventions on the items on the agenda under discussion. The text of any such interventions will be attached to the minutes of the meeting, together with the answers that will be prepared by the Company in relation to any questions contained in the speeches, without prejudice to the right of the Company, before doing so, to assess their relevance and pertinence with respect to the items on the agenda.

All the items on the agenda of this General Meeting of Shareholders, previously indicated during the opening of the General Meeting of Shareholders, would then be dealt with jointly.

In view of the fact that the Company made the documents prepared for this General Meeting of Shareholders available to the public, she had then sent said documents out to all those so requesting and, since there were no objections, she omitted to read all documents related to this meeting, limiting the reading - during the subsequent voting phase - to proposals for resolutions only.

Before proceeding with the discussion of all items on the ordinary agenda, with regard to the financial statements, it should be noted that the independent auditors, Deloitte & Touche S.p.A., have expressed an unqualified opinion on both the financial statements at 31 December 2021 and the consolidated financial statements at the same date of Poste Italiane S.p.A., as well as an opinion on the consistency with the financial statements and compliance with legal requirements of the report on operations and the information referred to in article 123-bis, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) of the Consolidated Finance Act, presented in the report on corporate governance and ownership structure. The independent auditors have also verified that the information pursuant to paragraph 2, letters a), c), d) and d-bis) of article 123-bis of the Consolidated Finance Act had been provided as well as the fact that the directors had approved the non-financial statement pursuant to Legislative Decree 254 of 30 December 2016, as is evident from the reports issued on 05 April 2022.

Lastly, on 05 April 2022, the same independent auditors, Deloitte & Touche S.p.A., had released a certificate attesting the conformity of the non-financial statement.

She therefore declared the single discussion open on all items on the agenda and asked the representative of Spafid S.p.A. present at the General Meeting of Shareholders to declare whether the Designated Representative has been given by those entitled to vote - who had issued a proxy and/or sub-delegation to the Designated Representative pursuant to art. 135-novies of the Consolidated Finance Act - indications and/or instructions and/or questions relating to specific interventions on the items on the agenda under discussion.

The Designated Representative declared not to have received any questions.

She then declared the debate on all the items on the agenda closed.

Vote on the individual items on the agenda

The meeting then moved onto vote separately on each of the items on the agenda.

VOTE on item 1 on the Agenda

In accordance with the provisions of article 10.1 of the Meeting Regulations, the following proposal was therefore submitted for resolution on the first item on the agenda - Financial Statements for the year ended 31 December 2021. Reports of the Board of Directors, the Board of Statutory Auditors, and the Audit Firm. Related resolutions. Presentation of the consolidated financial statements for the year ended 31 December 2021 - in accordance with that contained in the Board of Directors' Explanatory Report:

**"The General Meeting of Shareholders of Poste Italiane S.p.A.:**

- having reviewed the draft financial statements as at 31 December 2021 and the related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;**
- having acknowledged the "Consolidated Non-Financial Statement", drawn up in accordance with Legislative Decree 254/16 and included in the Report on Operations at 31 December 2021, with the related report of the Independent Auditors;**
- having acknowledged the consolidated financial statements as at 31 December 2021 and the related reports of the Board of Directors and the Independent Auditors;**

**resolved**

**to approve the financial statements of Poste Italiane S.p.A. as at 31 December 2021, including the Separate Report of BancoPosta RFC."**

Voting thus began on the first item on the agenda and the Chair called for a vote on the first item on the agenda.

The Designated Representative declared that she had received instructions for all but 46,884 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

**- 1,352 shareholders present for 1,050,280,171 shares all admitted to vote, equal to 80.413% of the share capital;**

- 1,049,961,615 shares in favour, equal to 99.970% of the share capital represented at the General Meeting of Shareholders;
- 40,845 shares not in favour, equal to 0.004% of the share capital represented at the General Meeting of Shareholders;
- 277,711 shares abstained, equal to 0.026% of the share capital represented at the General Meeting of Shareholders;
- 0 shares not voting, equal to 0% of share capital represented at the General Meeting of Shareholders.

The proposal was therefore approved.

VOTE on item 2 on the Agenda

In accordance with the provisions of article 10.1 of the Meeting Regulations, she submitted the following proposal for resolution on the second item on the agenda - Allocation of net income for the year and distribution of available reserves - in accordance with that contained in the Board of Directors' Explanatory Report:

**"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors,**

**resolved**

1. to allocate the net income of BancoPosta's Ring-fenced Capital, amounting to 508,354,242 euros, as follows:
  - to the reserve named "Retained Earnings" for 200,000,000 euros;
  - to the disposal of the Company for the possible distribution for 308,354,242 euros;
2. to allocate Poste Italiane SpA's net income for 2021, amounting to 797,191,544 euros, as follows:
  - 2.1) to the aforementioned reserve named "Retained Earnings" of BancoPosta's Ring-fenced Capital for 200,000,000 euros;
  - 2.2) the portion not available for distribution to the "Retained earnings" reserve, for 4,941,966 euros;
  - 2.3) to the distribution in favour of the Shareholders for the remaining 592,249,578 euros;
3. in light of the above, to distribute a comprehensive dividend of 0.590 euros per share from (i) the net profit for FY 2021 of Poste Italiane S.p.A. available for distribution of 592,249,578 and (ii) for the remaining amount, which will be determined at the time of distribution, on the basis of the shares outstanding at the ex-dividend date, using sums from the partial distribution of the distributable reserves (amounting at 31 December 2021 to a total of 676,459,407 euros);
4. to distribute the aforementioned dividend of 0.590 euros per share as follows:
  - the amount of 0.185 euros for each of the ordinary shares in circulation on the date of "ex coupon detachment", excluding treasury shares in portfolio on that date, to cover the interim dividend paid from 24 November 2021, after detachment on 22 November 2021 of the coupon no. 9 and record date (i.e., the date of entitlement to payment of the dividend itself, pursuant to article 83-terdecies of Legislative Decree no. 58 of 24 February 1998 and article 2.6.6, paragraph 2, of the Regulation for Markets organised and managed by Borsa Italiana S.p.A.)

coinciding with 23 November 2021, for a total amount of 240,662,260 euros;

- the amount of 0.405 euro for each ordinary shares in circulation on 20 June 2022, the day scheduled as the ex-dividend date, excluding treasury shares on that date, as the balance of the dividend;

5. to pay the aforesaid dividend balance for 2021 of 0.405 euros per ordinary share – before withholding tax, if any – from 22 June 2022, with the "ex-dividend" date of coupon n. 10 falling on 20 June 2022 and the record date (i.e., the date of entitlement to the payment of the aforesaid dividend pursuant to article 83-terdecies of Legislative Decree n. 58 of 24 February 1998 and article 2.6.6, paragraph 2, of the Regulations of the markets organised and managed by Borsa Italiana S.p.A.) falling on 21 June 2022."

Voting thus began on the second item on the agenda and the Chair called for a vote on the second item on the agenda.

The Designated Representative declared to have received instructions for all but 48,094 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- 1,350 shareholders present for 1,050,278,961 shares all admitted to vote, equal to 80.413% of the share capital;
- 1,049,069,514 shares in favour, equal to 99.885% of the share capital represented at the General Meeting of Shareholders;
- 1,195,693 shares not in favour, equal to 0.114% of the share capital represented at the General Meeting of Shareholders;
- 13,754 shares abstained, equal to 0.001% of the share capital represented at the General Meeting of Shareholders;
- 0 shares not voting, equal to 0% of share capital represented at the General Meeting of Shareholders.

The proposal was therefore approved.

Vote on items 3 and 4 on the Agenda

Before moving on to the separate vote on the third and fourth items on the agenda, she noted that these were closely interrelated and related to the various resolutions to be passed regarding the renewal of the Board of Statutory Auditors and the determination of the remuneration of the regular members of the Board of Statutory Auditors.

She noted that for items 3 and 4 on the agenda, no proposals had been submitted by the Board of Directors, as the right to formulate such proposals lies with the Shareholders.

In particular, with regard to the third item on the agenda, concerning the appointment of the Board of Statutory Auditors, she recalled that it shall proceed by slate voting, based on the nominations submitted by Shareholders prior to the General Meeting of Shareholders.

Therefore, she pointed out that it was not necessary to reopen deadlines set forth in Article 144-sexies, paragraph 5, of the Consob Issuers' Regulations; in fact, within the legal deadline of 2 May 2022, as indicated at the introduction to the General Meeting of Shareholders, 2 lists were filed, respectively:

- List marked with no. 1, submitted by the Shareholder the Ministry of Economy and Finance, holder of a total of 382,127,890 (three hundred and eighty-two million, one hundred and twenty-seven thousand, eight hundred and ninety) ordinary shares of Poste Italiane S.p.A., equal to approximately 29.257% of the share capital, in which the following candidates are indicated:

Statutory auditors: 1) Gianluigi Fiorendi; 2) Serena Gatteschi;  
Alternate auditors: 1) Francesco Fallacara; 2) Sonia Ferrero;

• List marked with no. 2, submitted by a group of 14 asset management companies and other institutional investors, holders of a total of 7,547,174 (seven million, five hundred and forty-seven thousand, one hundred and seventy-four) ordinary shares of Poste Italiane S.p.A., equal to approximately 0.578% of the share capital, in which the following candidates are indicated:  
Statutory auditors: 1) Mauro Lonardo; 2) Alessandra Pederzoli;  
Alternate auditors: 1) Antonio Santi; 2) Elena Spagnol.

The shareholders submitting List no. 2 declared the absence of any relationship of connection with shareholders holding a controlling or relative majority interest, in accordance with the law and the Articles of Association, and taking into account the recommendations of Consob Communication No. DEM/9017893 of 26 February 2009.

The lists are accompanied by:

- a declaration by the Shareholders who have submitted them containing an indication of the total percentage of the shareholding held by them and a communication certifying the ownership of the aforementioned shareholding;

- comprehensive information on the personal and professional characteristics of the candidates, as well as the candidates' declaration stating (i) that they meet the requirements set forth in Ministry of Justice Decree no. 162 of 30 March 2000, as supplemented by the provisions of art. 25.1 of the Articles of Association, as well as the additional requirements set forth in the laws and regulations in force (including the Decree of the Minister of Economy and Finance no. 169 of 23 November 2020) and the Bank of Italy's supervisory provisions applicable to Poste Italiane, (ii) their acceptance of candidacy, and (iii) the administrative and control positions held by the Statutory Auditors within other companies, also taking into account the provisions of Article 148-bis of the Consolidated Law on Finance, the aforementioned Ministerial Decree no. 169/2020 and Article 36 of Decree Law No. 201 of 6 December 2011.

It was noted that the lists, together with the accompanying documentation, were made available to the public at the Company's registered office, published on the Company's website, in the special section dedicated to this general meeting of Shareholders, as well as on the storage mechanism by the legal deadline (i.e. by 6 May 2022).

It was recalled that:

• Two standing Statutory Auditors and two alternate Statutory Auditors are taken from the slate that has obtained the highest number of votes, in the progressive order in which they are

listed in the sections of the slate itself; the remaining standing Statutory Auditor and the remaining alternate Statutory Auditor are instead taken from the other slates, in compliance with the laws in force and according to the mechanism described in Article 14.4, letter b), of the Articles of Association, to be applied separately to each of the sections into which the other slates are divided;

- the Chair of the Board of Statutory Auditors is the Standing Auditor appointed in accordance with Article 14.4, letter b) of the Articles of Association (i.e. the Standing Auditor drawn from the minority slates, as required by Article 148, paragraph 2-bis of the Consolidated Law on Finance).

It was also recalled that at the time of the presentation and filing of slate no. 1, on 2 May 2022, the same Shareholder, the Ministry of the Economy and Finance, submitted to the Company its proposal to be submitted to today's General Meeting of Shareholders regarding the remuneration of the standing members of the Board of Statutory Auditors, as set forth in the fourth item on the agenda, which specifically provided for

- for the Chair of the Board of Statutory Auditors: a gross annual remuneration of EUR 80,000;
- for each other Statutory Auditor: a gross annual fee of EUR 70,000;

in addition to the right to be reimbursed for any duly documented travel expenses incurred in carrying out their duties.

The aforesaid proposal submitted by the Shareholder, the Ministry of Economy and Finance, was promptly published by the Company on the Company's website, in the special section dedicated to this General Meeting of Shareholders.

The meeting then moved onto the separate vote on the third and fourth items on the agenda.

#### VOTE on item 3 on the Agenda

It was recalled that, in relation to the third item on the agenda - Appointment of the Board of Statutory Auditors - the vote may be cast in favour of Slate No. 1 or Slate No. 2, both indicated above, or it may be cast as "AGAINST" or "ABSTAIN" to reject any slate or abstain.

Voting thus began on the third item on the agenda.

She thus called for a vote on the third item on the agenda.

The Designated Representative declared to have received instructions for all but 15,100,000 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- **1,352 shareholders present for 1,035,227,055 shares all admitted to vote, equal to 79.260% of the share capital;**
- **840,579,502 shares in favour of slate 1, equal to 81.197% of the share capital represented at the General Meeting of Shareholders;**
- **193,866,498 shares in favour of slate 2, equal to 18.727% of the share capital represented at the General Meeting of Shareholders;**



- 648,238 shares not in favour, equal to 0.063% of the share capital represented at the General Meeting of Shareholders;
- 132,317 shares abstained, equal to 0.013% of the share capital represented at the General Meeting of Shareholders;
- 500 shares not voting, equal to 0.000% of share capital represented at the General Meeting of Shareholders.

She declared that the list of those voting for Slate 1 or Slate 2, those voting against and those abstaining, with an indication of their votes, as well as those not voting, would be annexed to the minutes of this meeting.

The following were therefore elected

- Mauro Lonardo, born in Rome on 16 April 1969, who, as the first candidate on the minority slate, was appointed Chairman of the Board of Statutory Auditors;
- Gianluigi Fiorendi, born in Mozzo (Bergamo) on 25 March 1949, Standing Auditor;
- Serena Gatteschi, born in Arezzo on 25 September 1972, Standing Auditor;
- Antonio Santi, born in Rome on 14 October 1977, Alternate Auditor;
- Francesco Fallacara, born in Bari on 14 June 1964, Alternate Auditor;
- Sonia Ferrero, born in Turin on 19 January 1971, Alternate Auditor.

The term of office of the Board of Statutory Auditors will expire with the approval of the financial statements as at 31.12.2024.

Reference should be made to the documentation already published on the administration and control positions held in other companies by elected auditors, with respect to which there are no updates.

On behalf of the Board of Directors and the entire Company, thanks were given to the members of the outgoing Board of Directors for their commitment, professional skills and constructive contribution which, with scrupulous respect for the distinction of their roles, they had consistently shown in the performance of their mandate over the years.

VOTE on item 4 on the Agenda

In this case, availing itself of the powers conferred by Article 10.1 of the Rules of Procedure of the General Meeting of Shareholders, in the absence of proposals formulated by the Board of Directors, a motion was presented by the Shareholder, the Ministry of the Economy and Finance, regarding the fourth item on the agenda - Determination of the remuneration of the regular members of the Board of Statutory Auditors - to the vote, thus submitting the following resolution to the General Meeting of Shareholders for approval:

**"The General Meeting of Shareholders of Poste Italiane S.p.A., having examined the report of the Board of Directors and taking into account the provisions of Article 25.1 of the Articles of Association,**

**resolved:**

to determine the remuneration of the standing members of the Board of Statutory Auditors as follows: a fixed fee of EUR 80,000 gross per annum for the Chairman of the Board of Statutory Auditors and EUR 70,000 gross per annum for each of the other Standing Auditors, in addition to the reimbursement of travel and subsistence expenses incurred in the performance of the duties, duly documented

Voting thus began on the fourth item on the agenda and the Chair called for a vote on the fourth item on the agenda.

The Designated Representative declared to have received instructions for all but 46,884 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- 1,352 shareholders present for 1,050,280,171 shares all admitted to vote, equal to 80.413% of the share capital;
- 1,050,123,986 shares in favour, equal to 99.985% of the share capital represented at the General Meeting of Shareholders;
- 132,181 shares not in favour, equal to 0.013% of the share capital represented at the General Meeting of Shareholders;
- 24,004 shares abstained, equal to 0.002% of the share capital represented at the General Meeting of Shareholders;
- 0 shares not voting, equal to 0% of share capital represented at the General Meeting of Shareholders.

The proposal was therefore approved.

The President announced that Prof. Borrè was leaving the meeting.

Vote on items 5, 6, 7 and 8 on the Agenda

Before moving on to the separate vote on the fifth, sixth, seventh and eighth items on the agenda, it was pointed out that these are closely related and inherent to the various deliberations to be taken on remuneration matters.

It was also recalled that (i) pursuant to article 123-ter, paragraph 3-ter, of the Consolidated Finance Act, the resolution of the General Meeting of Shareholders on the first section of the remuneration policy report - referred to in the fifth item on the agenda - is binding, while (ii) pursuant to article 123-ter, paragraph 6, of the Consolidated Finance Act, the resolution of the General Meeting of Shareholders on the second section of the remuneration policy report, concerning the compensation paid in the previous year - referred to in the sixth item on the agenda - is non-binding.

The meeting then moved onto the separate vote on the fifth, sixth, seventh and eighth items on the agenda.

VOTE on item 5 on the Agenda

In accordance with the provisions of article 10.1 of the Meeting Regulations, she therefore submitted the following proposal for resolution on the fifth item on the agenda - Report on the 2022 remuneration policy - in accordance with as contained in the Board of Directors' Explanatory Report:

**"The General Meeting of Shareholders of Poste Italiane S.p.A.**

**approved**

**the Report on the 2022 remuneration policy - including the guidelines on the remuneration and incentive policy of BancoPosta RFC, set out in an annex to the remuneration policy report - which illustrates (i) the Company's policy on the remuneration of the members of the Board of Directors, the General Manager and other key managers and the members of the auditing bodies, as well as (H) the procedures used for the adoption and implementation of that policy."**

Voting thus began on the fifth item on the agenda and the Chair called for a vote on the fifth item on the agenda.

The Designated Representative declared to have received instructions for all but 46,884 shares and pointed out that the Shareholder, the Ministry of Economy and Finance, had voted in favour of the 5th item on the agenda, also adding the following statement: "With reference to item 5 on the agenda, the Ministry of Economy and Finance, has delegated the Designated Representative to vote in favour by issuing the following statement to the Assembly: "The Ministry of Economy and Finance expresses its favourable vote on the first section of the Report on the remuneration policy, as prepared and approved by the Board of Directors, with the exception of the increase in the remuneration for the Board committees, which may be submitted again to the General Meeting of Shareholders next year, when the term of office expires, which may determine an overall review of the remuneration to be paid to the Board of Directors"."

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- 1,352 shareholders present for 1,050,280,171 shares all admitted to vote, equal to 80.413% of the share capital;
- 1,045,021,664 shares in favour, equal to 99.499% of the share capital represented at the General Meeting of Shareholders;
- 5,189,731 shares not in favour, equal to 0.494% of the share capital represented at the General Meeting of Shareholders;
- 68,776 shares abstained, equal to 0.007% of the share capital represented at the General Meeting of Shareholders;
- 0 shares not voting, equal to 0% of share capital represented at the General Meeting of Shareholders.

The proposal was therefore approved.

VOTE on item 6 on the Agenda

In accordance with the provisions of article 10.1 of the Meeting Regulations, the following proposal for resolution on the sixth item on the agenda was submitted - Report on amounts paid in the year 2021. - in accordance with the indications contained in the Board of Directors' Explanatory Report:

**"The General Meeting of Shareholders of Poste Italiane S.p.A. resolved in favour**

**on the Report on amounts paid in the year 2021., which is reported (i) by name, for the members of the management and auditing bodies and the General Manager, and (ii) in aggregate form, for key managers."**

Voting began with reference to the sixth item on the agenda, again recalling that pursuant to art. 123-ter, paragraph 6, of the TUF, this resolution was not binding.

She thus called for a vote on the sixth item on the ordinary agenda.

The Designated Representative declared to have received instructions for all but 46,884 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- 1,352 shareholders present for 1,050,280,171 shares all admitted to vote, equal to 80.413% of the share capital;
- 1,048,219,730 shares in favour, equal to 99.803% of the share capital represented at the General Meeting of Shareholders;
- 2,042,977 shares not in favour, equal to 0.195% of the share capital represented at the General Meeting of Shareholders;
- 17,464 shares abstained, equal to 0.002% of the share capital represented at the General Meeting of Shareholders;
- 0 shares not voting, equal to 0% of share capital represented at the General Meeting of Shareholders.

The proposal was therefore approved.

VOTE on item 7 on the Agenda

In accordance with the provisions of Article 10.1 of the Meeting Regulations, the following proposal for resolution on the seventh item on the agenda was submitted - *Equity-based incentive plans* - in accordance with the indications contained in the Board of Directors' Explanatory Report:

**"The General Meeting of Shareholders of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors and the information document on the Plans prepared pursuant to article 84-bis, paragraph 1, of Consob Resolution no. 11971 of 14 May 1999 and subsequent amendments and integrations,**

**resolved:**

1. to approve the equity-based incentive plans, the characteristics of which are described in the information document prepared pursuant to article 84-bis, paragraph 1, of Consob Resolution no. 11971 of 14 May 1999 and subsequent amendments and integrations and made available to the public at the Company's registered office, on the authorised storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website;
2. to grant the Board of Directors, with the power of subdelegation, all the powers necessary for the concrete implementation of the Plans, to be exercised in compliance with the provisions of the relevant information document. To this end, the Board of Directors may proceed, by way of example and without limitation, with the execution of such Plans as well as the approval of the regulations for the implementation of the Plans."

Voting thus began on the seventh item on the agenda and the Chair called for a vote on the seventh item on the agenda.

The Designated Representative declared to have received instructions for all but 46,884 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- 1,352 shareholders present for 1,050,280,171 shares all admitted to vote, equal to 80.413% of the share capital;
- 1,047,909,824 shares in favour, equal to 99.774% of the share capital represented at the General Meeting of Shareholders;
- 2,260,637 shares not in favour, equal to 0.216% of the share capital represented at the General Meeting of Shareholders;
- 3,710 shares abstained, equal to 0.000% of the share capital represented at the General Meeting of Shareholders;
- 106,000 shares not voting, equal to 0.010% of share capital represented at the General Meeting of Shareholders.

The proposal was therefore approved.

VOTE on item 8 on the Agenda

In accordance with the provisions of Article 10.1 of the Meeting Regulations, the following proposal was therefore submitted for resolution on the eight item on the agenda - *Authorization for the acquisition and the disposal of own shares. Related resolutions* - in accordance with that contained in the Board of Directors' Explanatory Report:

**"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors, resolved**

1) to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to proceed with the purchase of shares of the Company, in one or more tranches, for a period of eighteen months from the date of this resolution, to pursue the purposes set forth in the Board of Directors' Explanatory Report to today's General Meeting of Shareholders relating to this item on the agenda, under the terms and conditions set forth below:

- the maximum number of shares to be purchased is 2.6 million ordinary shares of the Company, representing approximately 0.20% of the share capital of Poste Italiane S.p.A., which currently amounts to €1,306,110,000.00 divided into 1,306,110,000 ordinary shares with no indication of par value, for a total outlay of up to €40 million; purchases shall be made within the limits of distributable profits and available reserves resulting from the last duly approved financial statements;

- the purchases must be made at a price to be identified on a case-by-case basis, having regard to the method chosen for the transaction and in compliance with any regulatory requirements, including those of the European Union, at a price not exceeding the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venues where the purchase is made, provided that such price does not in any event deviate by more than 10% from the reference price recorded by Poste Italiane S.p.A. during the session of the Mercato Telematico Azionario (Electronic Stock Exchange), organised and managed by Borsa Italiana S.p.A., of the day preceding each single transaction;

- the purchases must be made in such a way as to ensure equal treatment among Shareholders and in accordance with the procedures provided for by the reference legislation, including EU legislation, and in any case in accordance with the procedures provided for by Article 144-bis, paragraph 1, of the Issuers' Regulations;

2. to authorise the Board of Directors - pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code - to proceed with the disposal, on one or more occasions, of all or part of the treasury shares in the portfolio, without time limits, even before having reached the maximum quantity of shares that can be purchased, as well as the possible repurchase of the shares themselves to the extent that the treasury shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorisation referred to in point 1 above. The acts of disposal and/or use of treasury shares in the portfolio may take place for the pursuit of the purposes set forth in the illustrative report of the Board of Directors to today's General Meeting of Shareholders relating to this item on the agenda, under the terms and conditions specified below:

- treasury shares shall be allocated to serve the incentive plans described in the communication (i.e. (i) the "ILT Performance Share" long-term incentive plan and (ii) the plan, based on financial instruments, for the most significant personnel of BancoPosta RFC) and these shares shall be allocated in accordance with the procedures and terms indicated in the regulations of the plans themselves;

- the sale or other acts of disposal of treasury shares in the portfolio that may remain after the allocation provided for by the incentive plans, may be carried out in the manner deemed most appropriate and in the best interest of the Company and, in any case, in compliance with the relevant laws and regulations, including EU laws and regulations;

- the sale or other acts of disposal of treasury shares in portfolio that may remain after the allocation provided for by the incentive plans, may take place in accordance with the terms and conditions established from time to time by the Board of Directors or the persons delegated by it, in compliance with the purposes and criteria set forth in this authorisation, without prejudice to compliance with any limits set forth by the applicable laws and regulations, including EU laws and regulations;

3. to vest the Board of Directors - and, on its behalf, the Chief Executive Officer, with the right to sub-delegate - with all powers necessary to implement the resolutions set forth in the preceding points, implementing all that is required, opportune, instrumental and/or connected for the successful outcome of the same, as well as to provide for the market disclosure required by the relevant laws and regulations, including those of the European Union."

Voting thus began on the eighth item on the agenda and the Chair called for a vote on the eighth item on the agenda.

The Designated Representative declared to have received instructions for all but 46,884 shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- **1,352 shareholders present for 1,050,280,171 shares all admitted to vote, equal to 80.413% of the share capital;**
- **1,049,868,872 shares in favour, equal to 99.961% of the share capital represented at the General Meeting of Shareholders;**
- **221,523 shares not in favour, equal to 0.021% of the share capital represented at the General Meeting of Shareholders;**
- **83,776 shares abstained, equal to 0.008% of the share capital represented at the General Meeting of Shareholders;**
- **106,000 shares not voting, equal to 0.010% of share capital represented at the General Meeting of Shareholders.**

The proposal was therefore approved.

#### Termination of the Meeting

There being no further business to discuss and no one having requested the floor, the meeting was declared closed at 4:01 p.m., thanking all those present.

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#### List of documents annexed

The Chair provided me with the following, requesting that they be annexed to the Minutes and dispensing with the reading of what is annexed hereto:

- a) attendance at the constitution of the meeting;
  - b) result of the first vote;
  - c) result of the second vote;
  - d) result of the third vote;
  - e) result of the fourth vote;
  - f) result of the fifth vote;
  - g) result of the sixth vote;
  - h) result of the seventh vote;
  - i) result of the eighth vote;
  - l) attendance at the General Meeting of Shareholders;
  - m) complete set of financial statements (including, amongst others: the annual financial report, including the draft financial statements (including the statement of BancoPosta RFC), the consolidated financial statements of the Poste Italiane Group, the directors' reports on operations, the consolidated non-financial statement, the attestations referred to in article 154-bis, paragraph 5, of Italian Legislative Decree number 58 of 1998, approved by the board of directors, together with the reports of the board of statutory auditors and the independent auditors);
  - n) reports on the individual items on the agenda;
  - o) report on the 2022 remuneration policy and on the compensations paid in 2021;
  - p) information document on the proposal relating to the Incentive Plan;
  - q) answers to questions and replies submitted by shareholders.
- In respect of which I have drawn up these minutes, typed by a person of my confidence and completed by my own hand, covering

fifty-seven full sides and thus far of the fifty-eighth side of fifteen sheets.

Before signing, I read out the minutes to the party before me, who approved them and signed them with me, the Notary, at 5:00 pm.

Signed: Maria Bianca FARINA - Nicola ATLANTE, Notary.

Below is a copy of Annexes A - B - C - D - E - F - G - H - I - L - M - N - O - P and Q, signed in accordance with the law.