



Reference No. 67925

File No. 35343

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF

POSTE ITALIANE S.P.A.

ITALIAN REPUBLIC

In the year twenty-twenty three, on the eighth day of May

(08/05/2023)

in Rome, at Viale Europa 175;

at 9.30

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 office.

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

The appearing party, after the projection of an initial
video, 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 registration number with Companies House of Rome
97103880585, VAT no. 01114601006, Economic and Administrative
Index (REA) of Rome no. 842633, share capital registered with
Companies House as at today's date of 1,306,110,000.00 euros
(the "Company").

The appearing party

at 9:41 am 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 Joint
General Manager, the Board of Statutory Auditors, the Chief
Magistrate of the Court of Auditors and the Company's
employees.

As Chair of the Board of Directors of Poste Italiane S.p.A.,
she took the chair of the Shareholders' Meeting pursuant to
art. 12.1 of the Articles of Association, and declared it to
be open.

As a preliminary reminder, the Company has decided to apply
the option provided for by Article 106, paragraph IV, of
Decree Law No. 18 of 17 March 2020 - converted into Law, with
amendments, by Article 1, paragraph 1, of Law No. 27 of 24
April 2020, the effectiveness of which was last extended by
Decree Law No. 198 of 29 December 2022, in turn converted
with amendments by Law No. 14 of 24 February 2023
(hereinafter referred to as "Cura Italia Decree")- providing
in the notice of call that:

- the participation in the Shareholders' Meeting by those who
have the right to vote may be exclusively through the
representative designated 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 article 11.5 of the Company's Articles of Association, to
whom delegations or sub-delegations may also be granted
pursuant to article 135-novies of the TUF, as specified
below;

Registered in Rome 5

25/5/2023

No. 5162

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Fees Euro 200.00

- the directors, auditors and other qualified parties, including the designated representative, may participate in the Shareholders' Meeting by means of remote communication that guarantee their identification, participation and exercise of voting rights, without the need for the Chair and the Notary Public appointed to take the minutes to be in the same place.

It was therefore acknowledged that she was physically present at the place where the Shareholders' Meeting was convened, together with the Notary Public taking the minutes (as well as the Secretary of the Board of Directors), as identified below, while all the other participants, whose identity and entitlement to attend the Shareholders' Meeting had been ascertained - through the office of chair, appointed by her in the persons of Massimiliano Chiado' Piat, indicated by Monte Titoli S.p.A. (the company assigned to act as designated representative, as specified below), Marianne Bonsignore and Fabio Ciammaglichella, representatives of the Company, were attending today's Shareholders' Meeting by means of an audio-video link.

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Pursuant to art. 2371, paragraph 2, and art. 2375 of the Civil Code, as well as art. 12.2 of the Articles of Association and art. 4.2 of the Meeting Regulations, the Notary Public in attendance has entrusted me with the task of drawing up the minutes by public deed. The Secretary of the Board of Directors, Giancarlo Bianco, was also present in the room.

It was first clarified that the questions received in writing before the Shareholders' Meeting 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 26 April 2023) - 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 04 May 2023). The file containing the above questions and answers will be annexed to the minutes of this Shareholders' Meeting.

It was also informed that on 07 May 2023 the Company received replies directly from a shareholder present at this Shareholders' Meeting, relating to certain answers given by the Company itself, having conferred delegations pursuant to Article 135-novies TUF on Monte Titoli S.p.A. as the designated representative as specified below. These rebuttals have been included in the aforementioned file containing the questions and their answers, which will be annexed to the minutes of this Shareholders' 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 Shareholders' Meeting has been duly convened for today, 08 May 2023, at 09:30, 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 29 March 2023, which was also announced in a press release, and (ii) as an excerpt in the daily newspaper "Il Sole 24 Ore" on 30 March 2023, with the following agenda:

1) *The Financial Statements at 31 December 2022. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2022.*

2) *Allocation of profit for the year.*

3) *Determination of the number of members of the Board of Directors.*

4) *Determination of the term of office of the Board of Directors.*

5) *Appointment of the members of the Board of Directors, using the list voting system and in compliance with the applicable laws and the Articles of Association.*

6) *Appointment of the Chair of the Board of Directors.*

7) *Determination of the remuneration of the members of the Board of Directors.*

8) *Report on the Remuneration Policy for FY 2023.*

9) *Report on remuneration paid in FY 2022.*

10) *Equity-based incentive plans.*

11) *Authorisation to purchase and dispose of treasury shares to service equity-based incentive plans. Related and consequent resolutions;*

- no requests for additions to the agenda of the Shareholders' Meeting 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, without prejudice to what is indicated below with reference to the proposals presented by the controlling shareholder, the Ministry of Economy and Finance, regarding items 6) and 7) of the agenda, relating respectively to the appointment of the Chair of the Board of Directors, and the determination of the remuneration of the members of the Board of Directors;

- attending today's meeting, by means of remote communication, Messrs

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

as well as Joint General Manager Giuseppe Lasco;

of the Board of Statutory Auditors;
Mauro Lonardo, Chair
Gianluigi Fiorendi, Standing Auditor
Serena Gatteschi, Standing Auditor

and

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, Giancarlo Bianco, 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 Shareholders' Meeting 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 - Monte Titoli S.p.A. as the party to which shareholders may grant delegation or sub-delegation 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 specified that, as stated in the notice of call: (i) the recommended deadline for the granting of ordinary delegations and/or sub-delegations pursuant to Article 135-novies of the Consolidated Finance Act, with the related voting instructions, had been indicated as 6:00 pm on 7 May 2023, while (ii) the statutory deadline for the granting of delegations to the designated representative pursuant to Article 135-undecies of the Consolidated Finance Act, together with the related voting instructions, was 4 May 2023.

It was further specified that Monte Titoli S.p.A. was attending this Shareholders' Meeting as Designated Representative, in the person of Massimiliano Chiadò Piat, born in Turin on 12/04/1968 - identified by means of identity card no. CA93773K, issued by the Municipality of Ciriè (Turin) on 09/03/2022 - authorised for this purpose by virtue of the delegation granted on 17/04/2023, signed by Mauro Dognini, Chief Executive Officer and General Manager of Monte Titoli S.p.A. by virtue of the powers granted to him by the Board of Directors, connected by means of remote communication.

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

It was informed that Monte Titoli S.p.A., in its capacity as Designated Representative, has made it known that it has no interest of its own with respect to the resolution proposals

submitted to the vote; however, taking into account the existing contractual relations between Monte Titoli 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, Monte Titoli has expressly stated that, should any unknown circumstances arise or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, 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 referred to as the "Issuers' Regulation" for the sake of brevity).

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

Intervention of the designated representative

- by the legal deadline, Monte Titoli had received 3 delegations pursuant to article 135-undecies of the TUF for a total of 15,964,800 shares from those entitled, equal to 1.222% of the 1,306,110,000 shares making up the share capital;

- 12 delegations had also been received pursuant to article 135-novies of the TUF for a total of 841,425,420 shares from those entitled, equal to 64.422% of the 1,306,110,000 shares making up the share capital and 1 sub-delegation which in turn received 1,723 delegations pursuant to Article 135-novies of the TUF for a total of 181,629,876 shares from those entitled, equal to 13.906% of the 1,306,110,000 shares making up the share capital.

Therefore, a total of 1,738 delegations/sub-delegations had been received for a total of 1,039,020,096 shares from those entitled, equal to 79.551% of the 1,306,110,000 shares making up the share capital.

Before each vote, she would communicate the shares for which no voting instructions had been given by the delegating party.

It was also communicated that Monte Titoli complied with the obligation of confidentiality with regard to the delegations/sub-delegations received as per Consob Communication 3/2020 of 10 April 2020.

It was also informed that the shareholder Cassa Depositi e Prestiti Spa requested the Designated Representative the following: "In consideration of the Decree of the Minister of Economy and Finance No. 59627 of 18 June 2004, the Delegate is requested to cast a vote in the Shareholders' Meeting, in any case, in accordance with the voting instructions that will be issued to the Delegate by the Ministry of Economy and Finance by which CDP is controlled".

The Chair took the floor again and then stated that:

- in accordance with article 13.2 of the Articles of Association, the ordinary Shareholders' Meeting 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 delegation, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting, 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 delegation and/or sub-delegation pursuant to article 135-novies of the Consolidated Finance Act;

- in this regard, 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 Shareholders' Meeting, 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 1352 persons with voting rights representing 1,039,020,096 shares, equal to 79.551% of the 1,306,110,000 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 Shareholders' Meeting was ascertained and, in particular, the compliance of the delegations given by the Designated Representative with the applicable provisions of law and the Articles of Association.

The Chair stated that:

- there was no evidence of any solicitation of voting delegations 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 divided into 1,306,110,000 ordinary shares with no indication of nominal value;

- as at today's date the Company holds 7,535,991 treasury shares, equal to approximately 0.58% of the share capital. The Company holds no further treasury shares in its portfolio, not even through subsidiaries;

- it recalled that, pursuant to Article 2357-ter, paragraph 2, of the 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, 1,298,574,009 ordinary shares have voting rights, excluding the indicated treasury shares;

- the Company's shares are admitted for trading on the Euronext Milan market (formerly Telematic Stock Market) organised and managed by Borsa Italiana S.p.A.;

- according to the results of the Shareholders' register, supplemented by the communications received pursuant to article 120 of the Consolidated Finance Act and other available information, updated to the record date of 26 April 2023, the following parties directly or indirectly hold 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 457,138,500 shares equal to 35%

Ministry of Economy and Finance for 382,127,890 shares equal to 29.3%;

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

The Chair stated 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, also the shares in relation to which the right to vote is given by delegation are 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, a limit on share ownership that involves a shareholding of more than 5% (five per cent) of the share capital is provided. 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 said 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 non compliance 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 indicated previously;

- shares for which the right to vote cannot be exercised are in any case counted for the purposes of the regular constitution of the Shareholders' Meeting.

Lastly, the Chair recalled that the Designated Representative has declared that he/she will exercise his/her vote on the basis of the instructions given by the delegating parties and also acknowledges that, in compliance with the provisions of the laws in force, the documentation relating to the items on the agenda has been filed at the Company's registered office, as well as published on the website www.posteitaliane.it, within the specific section dedicated to this Shareholders' Meeting, and at the authorised storage mechanism called "eMarket Storage" to which the Company adheres; in particular:

- on 29 March 2023, the illustrative reports on the third, fourth, fifth, sixth and seventh items on the agenda, as well as the "Guidelines of the Board of Directors of Poste Italiane S.p.A. to Shareholders on the size and composition of the new Board of Directors";

- on 7 April 2023, (i) the illustrative reports on the first, second, eighth, ninth, tenth and eleventh items on the agenda, (ii) the "Report on the Remuneration Policy 2023 and Remuneration Paid 2022" - prepared pursuant to Article 123-ter of the Consolidated Finance Act - referred to in the eighth and ninth items on the agenda, and (iii) the Information Document relating to the tenth item on the agenda;

on 17 April 2023, the 2022 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 29 March 2023, together with the reports of the board of statutory auditors and the independent auditors and the annual report on corporate governance and ownership structure.

Furthermore:

- by the legal deadline (i.e. by 13 April 2023), the lists of candidates for members of the Board of Directors were filed. There were respectively presented by:

(i) a group of 15 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 Shareholders' Meeting, as well as to the press release issued on 14 April 2023 following the presentation of the list itself - owning a total of approximately 1.037% of the share capital of Poste Italiane S.p.A, accompanied by the relevant documentation (including the self-declarations of the candidates in which they have certified that they meet the requirements for the office or that there are no grounds for incompatibility), also including the declaration of the shareholders regarding the absence of relations of connection with the majority shareholder, and marked with no. 2, in which the following candidates are indicated:

1) Vincenza Patrizia Rutigliano - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

2) Armando Ponzini - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

3) Carlo D'Asaro Biondo - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

4) Elena Olga Lavezzi - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

(ii) the Shareholder Ministry of Economy and Finance - holding approximately 29.257% of the share capital of Poste Italiane S.p.A. - accompanied by the relevant documentation (including the self-declarations of the candidates in which they have attested that they meet the requirements for the office or that there are no grounds for incompatibility), and marked with No. 1, indicating the following candidates:

1) Silvia Maria Rovere - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

2) Matteo Del Fante;

3) Vanda Ternau - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

4) Matteo Petrella - Independent in accordance with the law, the Corporate Governance Code and industry prudential regulations;

5) Paolo Marchioni - Independent in accordance with the law and the Corporate Governance Code;

6) Valentina Gemignani.

As part of the presentation of the list indicated above, the Shareholder Ministry of Economy and Finance also explained - with reference to item 6) on the agenda, concerning the appointment of the Chair of the Board of Directors - the proposal to appoint the candidate Silvia Maria Rovere as Chair of the Board of Directors;

- on 14 April 2023, both of the aforesaid lists were published on the Company's website, within the specific section dedicated to this Shareholders' Meeting (and therefore within the terms set forth by law, i.e. by 17 April 2023) together with the proposals of the Shareholder Ministry of Economy and Finance - received by the Company together with the presentation of the list of candidates for members of the Board of Directors - relating to item 6) on the agenda (Appointment of the Chair of the Board of Directors), already mentioned above, and to item 7) on the agenda (Determination of the remuneration of the members of the Board of Directors), which specifically envisages:

for the Chair of the Board of Directors: a gross annual remuneration of 60,000 euros;

for each other Director: a gross annual remuneration of 40,000 euros:

- lastly, on 21 April 2023, 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.

The documents listed above are sent as usual to shareholders who have requested them.

The Chair informed that:

- personal data collected at the time of admission to the Shareholders' Meeting 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 Shareholders' Meeting 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 Shareholders' Meeting, by delegation/sub-delegation 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

- in relation to each of the items on the agenda, the names of the persons who voted in favour, against or abstained, as well as those who did not vote and the relevant number of shares held.

The Chair informed 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 the agenda be discussed and dealt with 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 Monte Titoli S.p.A. present at the Shareholders' Meeting to declare whether the Designated Representative has been given by those entitled to vote - who had issued a delegation 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.

The Chair then jointly dealt with all the items on the agenda of this Shareholders' Meeting, previously indicated during the opening of the Shareholders' Meeting.

In view of the fact that the Company made the documents prepared for this Shareholders' Meeting available to the public, that these documents - which will be annexed to the minutes of the meeting - were sent them out to all those so requesting and, since there were no objections, the Chair 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 on all items on the agenda in the ordinary part, regarding the budget, the Chair pointed out that:

- the independent auditors, Deloitte & Touche S.p.A., have expressed an unqualified opinion on both the financial statements at 31 December 2022 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 2023;

- on 05 April 2023, the same independent auditors, Deloitte & Touche S.p.A., had released a certificate attesting the conformity of the non-financial statement;

and, with reference to the independent auditors, lastly informing the Shareholders' Meeting on the integration of the fees to be paid to the same for 180 thousand euros for each of the financial years from 2022 to 2028, following a resolution in this regard taken by the Board of Directors, having acknowledged the favourable opinion of the Board of Statutory Auditors and having consulted with the Control and Risk Committee, on 25 January 2023, in compliance with the provisions of the regulation of the engagement entrusted to the same auditing firm by resolution of the Shareholders' Meeting of 28 May 2019 as well as of the "Guideline for the assignment of engagements to the Independent Auditor" adopted by the Company. This integration became necessary due to the additional activities and audits resulting from (i) the preparation of the financial statements in "ESEF" format, (ii) the implementation of the new IFRS17 standard, and (iii) the significant change in the Group's scope of consolidation. The Chair therefore declared the single discussion open on all items on the agenda and asked the representative of Monte Titoli S.p.A. present at the Shareholders' Meeting to declare whether the Designated Representative has been given by those entitled to vote - who had issued a delegation and/or sub-delegation to the Designated Representative pursuant to art. 135-novies of the Consolidated Finance Act - indications and/or instructions or questions relating to specific interventions on the items on the agenda under discussion.

MONTE TITOLI DECLARES THAT IT HAS RECEIVED NO INTERVENTIONS/QUESTIONS

The Chair then declared the only debate on all the items on the agenda closed.

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

VOTING 1st item 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 at 31 December 2022. Reports of the Board of Directors, the Board of Statutory Auditors and the

Independent Auditors. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2022 - in accordance with the one contained in the Board of Directors' Explanatory Report:

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

- **having examined the draft financial statements at 31 December 2022 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 2022, with the related report of the Independent Auditors;**
- **having acknowledged the consolidated financial statements as at 31 December 2022 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 2022, accompanied by the relevant report of the Board of Directors and including the Separate Report of BancoPosta RFC"

Voting thus began on the first item on the agenda.

She called for a vote on the first item on the agenda

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;**
- **1,038,438,954 shares in favour, equal to 99.944% of the share capital represented at the Shareholders' Meeting;**
- **395,104 shares not in favour, equal to 0.038% of the share capital represented at the Shareholders' Meeting;**
- **186,038 shares abstained, equal to 0.018% of the share capital represented at the Shareholders' Meeting;**
- **0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.**

The proposal was therefore approved.

VOTING 2nd item 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 profit for the year - in accordance with that contained in the Board of Directors' Explanatory Report:

"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the Board of Directors' Explanatory Report,

resolved

1. appropriate BancoPosta RFC's profit for the year of 602,311,327 euros to be put at the Company's disposal;
2. to allocate Poste Italiane S.p.A.'s net profit for FY 2022, amounting to 847,112,738 euros, as follows:
 - 2.1.) to reserve called "Retained earnings", share not available for distribution for 877,653 euros;
 - 2.2) to the distribution to the Shareholders, as a dividend, the amount of 0.650 euros for each ordinary shares in circulation on the ex-dividend date indicated above, excluding portfolio treasury shares on that date;
 - 2.3) the remaining amount after the distribution to the Shareholders, to the available reserve named "Retained Earnings";
3. to distribute the above dividend of 0.650 euros per share as follows:
 - the amount of 0.210 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 23 November 2022, after detachment on 21 November 2022 of the coupon no. 11 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 22 November 2022, for a total amount of 272,700,542 euros;
 - the amount of 0.440 euros for each of the ordinary shares outstanding on 19 June 2023, the day scheduled as the ex-dividend date, excluding treasury shares in the portfolio on that date as balance of the dividend;
4. to pay the aforesaid dividend balance for 2022 of 0.440 euros per ordinary share - before withholding tax, if any - from 21 June 2023, with the "ex-dividend" date of coupon n. 12 falling on 19 June 2023 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 20 June 2023."

Voting thus began on the second item on the agenda.

She thus called for a vote on the second item on the agenda

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,038,102,983 shares in favour, equal to 99.912% of the share capital represented at the Shareholders' Meeting;

- 904,635 shares not in favour, equal to 0.087% of the share capital represented at the Shareholders' Meeting;
- 12,478 shares abstained, equal to 0.001% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

Voting on the 3rd, 4th, 5th, 6th and 7th items on the Agenda

Before moving on to the separate vote on the third, fourth, fifth, sixth and seventh items on the agenda, it should be noted that these are closely related and inherent to the various resolutions to be adopted regarding the renewal of the Board of Directors, the appointment of the Chair of the Board of Directors and the determination of the related remuneration.

It was pointed out that no proposals have been submitted by the Board of Directors for items 5, 6 and 7 on the agenda, since the competence to formulate the proposals in question lies with the Shareholders.

In particular, with regard to the fifth item on the agenda, concerning the appointment of the members of the Board of Directors, it should be noted that this will be done by voting lists, based on the candidates submitted by the Shareholders before the Shareholders' Meeting.

It was also recalled that the Shareholder Ministry of Economy and Finance, during the filing and presentation of its list of candidates for Directors - carried out, as mentioned during the opening of the Shareholders' Meeting, by the deadline of 13 April 2023 - formulated the following proposals with regard to the sixth (Appointment of the Chair of the Board of Directors) and seventh (Determination of the remuneration of the members of the Board of Directors) items on the agenda:

- to appoint the candidate Silvia Maria Rovere as Chair of the Board of Directors;
- to determine the remuneration of the members of the Board of Directors as follows:
 - for the Chair of the Board of Directors: a gross annual 60,000 euros;
 - for every other Director: a gross annual 40,000 euros.

The above-mentioned proposals submitted by the Shareholder Ministry of Economy and Finance were promptly published by the Company on its website.

With regard to the fifth item on the agenda - concerning the appointment of the members of the Board of Directors - it was reported that, as already mentioned during the opening of the Shareholders' Meeting, two lists have been presented by the Shareholders, both of which have been prepared, filed and published in compliance with the procedures and terms provided for by law and the Articles of Association.

Specifically:

- the list submitted by the Shareholder Ministry of Economy and Finance, holder of a total of 382,127,890 ordinary shares

of Poste Italiane S.p.A., equal to about 29.257% of the share capital - a list that will be indicated as list "number 1" during the voting - was filed by e-mail on 12 April 2023. Poste Italiane made this list available to the public at its head office and on its website on 14 April 2023, accompanied, among other things, by the elements indicated in article 144-octies of the Issuers' Regulation.

This list contains the following candidates, listed by progressive number:

1. Silvia Maria Rovere;
2. Matteo Del Fante;
3. Vanda Ternau;
4. Matteo Petrella;
5. Paolo Marchioni;
6. Valentina Gemignani.

The list in question is accompanied by exhaustive information on the personal and professional characteristics of the candidates, and by an indication of their eligibility to qualify as independent pursuant to (i) art. 147-ter, paragraph 4, and art. 148, paragraph 3, of the Consolidated Finance Act, as referred to in the Articles of Association of Poste Italiane S.p.A, (ii) Article 13 of the Decree of the Minister of Economy and Finance No. 169 of 23 November 2020 (setting forth the "Regulation on requirements and eligibility criteria for corporate officers of banks, financial intermediaries, credit institutions, electronic money institutions, payment institutions and depositor guarantee schemes", hereinafter also referred to as "MD 169/2020"), as well as (iii) the Corporate Governance Code;

- the list submitted by a grouping of 15 asset management companies and other institutional investors, holders of a total of 13,539,918 ordinary shares of Poste Italiane S.p.A., equal to approximately 1.037% of the share capital - a list that will be indicated as list "number 2" during the voting - was filed by e-mail on 12 April 2023. Poste Italiane made this list available to the public at its head office and on its website on 14 April 2023, accompanied, among other things, by the elements indicated in article 144-octies of the Issuers' Regulation.

This list contains the following candidates, listed by progressive number:

1. Vincenza Patrizia Rutigliano;
2. Armando Ponzini;
3. Carlo D'Asaro Biondo;
4. Elena Olga Lavezzi.

In particular, the list in question is accompanied by detailed information on the personal and professional characteristics of the candidates, and is accompanied by an indication of their suitability to qualify as independent pursuant to (i) art. 147-ter, paragraph 4, and art. 148, paragraph 3, of the Consolidated Finance Act, referred to in the Articles of Association of Poste Italiane S.p.A., (ii)

art. 13 of MD 169/2020, as well as (iii) of the Corporate Governance Code.

In relation to what recommended by Consob in its Communication DEM/9017893 of 26 February 2009, the List number 2 is also accompanied by a statement from institutional investors, who contributed to the presentation of the list, certifying the absence of any relationships, including indirect ones, pursuant to article 147-ter, paragraph 3, of the Consolidated Finance Act and article 144-quinquies of the Issuers' Regulation, as well as significant relationships with shareholders who hold, even jointly, a controlling interest in Poste Italiane S.p.A., i.e. with the Shareholder Ministry for the Economy and Finance and with the Shareholder Cassa Depositi e Prestiti S.p.A.

The lists are accompanied by:

- 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;
- exhaustive information on the personal and professional characteristics of the candidates, as well as the candidates' declaration in which they accepted their candidature and certified, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as that they meet the requirements prescribed by law, including regulations, in force and the Articles of Association for their respective offices.

It was acknowledged that the lists, together with the accompanying documentation, have been made available to the public at the Company's registered office, published on the Company's website, within the special section dedicated to this Shareholders' Meeting, as well as on the storage mechanism by the legal deadline (i.e. by 17 April 2023).

It was recalled that, pursuant to Article 14.4 of the Articles of Association:

- from the list which obtained most votes shall be drawn, in the order in which they were listed, three quarters of the Directors to be elected, and rounded down in case of a fraction to the lower unit;
- the remaining Directors are drawn from the other lists, according to the so-called. "quotient method".

The Shareholder's Meeting then moved onto the separate vote on the third, fourth, fifth, sixth and seventh items on the agenda.

VOTING 3rd item 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 third item on the agenda - Determination of the number of members of the Board of Directors - in accordance with that contained in the Board of Directors' Explanatory Report:

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

- **having examined the report of the Board of Directors;**

- having taken into account the provisions of article 14.1 of the Articles of Association regarding the size of the Board of Directors;

- having considered the recommendation given by the Board of Directors standing down, in regard to this item on the agenda, in the specific guidelines addressed to Shareholders on the size and composition of the new Board of Directors, pursuant to the Corporate Governance Code (art. 4, Principle XIII, Recommendation no. 23);

resolved

to determine the number of members of the Board of Directors of the Company as nine."

Voting thus began on the third item on the agenda.

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

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,039,003,947 shares in favour, equal to 99.998% of the share capital represented at the Shareholders' Meeting;
- 1,461 shares not in favour, equal to 0% of the share capital represented at the Shareholders' Meeting;
- 14,688 shares abstained, equal to 0.001% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

VOTING 4th item 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 fourth item on the agenda - Determination of the term of office of the Board of Directors - in accordance with that contained in the Board of Directors' Explanatory Report:

"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the report of the Board of Directors and taking into account the provisions of art. 14.2 of the Articles of Association regarding the term of office of the Board of Directors,

resolved

to set the term of office for the directors to be appointed at three financial years, expiring on the date of the Shareholders' Meeting that will be called for approving the financial statements as at 31 December 2025."

Voting thus began on the fourth item on the agenda.

She called for a vote on the fourth item on the agenda

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,035,767,093 shares in favour, equal to 99.687% of the share capital represented at the Shareholders' Meeting;
- 3,238,315 shares not in favour, equal to 0.312% of the share capital represented at the Shareholders' Meeting;
- 14,688 shares abstained, equal to 0.001% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

VOTING 5th item on the Agenda

It was recalled that, in relation to the fifth item on the agenda, the vote may be cast in favour of List no. 1 or List no. 2, both indicated above, or a "NOT IN FAVOUR" or "ABSTAINED" vote may be cast to reject both lists or abstain. Voting thus began on the fifth item on the agenda.

She called for a vote on the fifth item on the agenda

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 892,720,376 shares in favour of list no. 1, equal to 85.919% of the share capital represented at the Shareholders' Meeting;
- 146,070,005 shares in favour of list no. 2, equal to 14.058% of the share capital represented at the Shareholders' Meeting;
- 118,173 shares not in favour, equal to 0.011% of the share capital represented at the Shareholders' Meeting;
- 111,042 shares abstained, equal to 0.011% of the share capital represented at the Shareholders' Meeting;
- 500 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

On conclusion of the voting operations and taking into account what was previously resolved regarding the number of members of the Board of Directors, the new Board of Directors of the Company to be appointed was then declared in alphabetical order:

- Carlo D'Asaro Biondo, born in Rome on 14 April 1965;

- Matteo Del Fante, born in Florence on 27 May 1967;
- Valentina Gemignani, born in Chieti on 26 April 1972;
- Paolo Marchioni, born in Verbania (Verbano-Cusio-Ossola) on 30 September 1969;
- Matteo Petrella, born in Rome on 14 May 1981;
- Armando Ponzini, born in Milan on 27 June 1968;
- Silvia Maria Rovere, born in Caraglio (Cuneo) on 26 July 1971;
- Vincenza Patrizia Rutigliano, born in Barletta (Barletta-Andria-Trani) on 25 February 1968;
- Vanda Ternau, born in Trieste on 24 September 1960.

In accordance with the previous resolutions concerning the term of office of the Board of Directors, the Directors indicated above will remain in office for the financial years 2023, 2024 and 2025 and will therefore expire on the date of the Shareholders' Meeting called for the approval of the financial statements for 2025.

Best wishes were expressed for the new members of the Board of Directors.

She also thanked the members of the outgoing Board of Directors for the support received and the active cooperation during the term of office that has just ended, with particular reference to the persons with whom she collaborated most, the Chief Executive Officer and the Joint General Manager.

VOTING 6th item on the Agenda

Using the powers conferred by article 10.1 of the Meeting Regulations, in the absence of proposals made by the Board of Directors, she then put the motion submitted by the Shareholder, the Ministry of Economy and Finance, to the vote on the sixth item - Appointment of the Chair of the Board of Directors - and consequently submitted the following agenda to the Shareholders' Meeting for approval:

"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the report of the Board of Directors and taking into account the provisions of art. 15.1 of the Articles of Association,

resolved:

to appoint the candidate Maria Bianca Farina as Chair of the Board of Directors."

Voting thus began on the sixth item on the agenda.

She called for a vote on the sixth item on the agenda

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;

- 1,038,998,816 shares in favour, equal to 99.998% of the share capital represented at the Shareholders' Meeting;
- 0 shares not in favour, equal to 0% of the share capital represented at the Shareholders' Meeting;
- 21,280 shares abstained, equal to 0.002% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

She offered her personal best wishes for the new Chair of the Board Silvia Maria Rovere.

VOTING 7th item on the Agenda

In this case, too, using the powers conferred by article 10.1 of the Meeting Regulations, in the absence of proposals made by the Board of Directors, she then put the motion submitted by the Shareholder Ministry of Economy and Finance to the vote on the seventh item - Determination of the remuneration of the members of the Board of Directors - and consequently submitted the following agenda to the Shareholders' Meeting for approval:

"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the report of the Board of Directors and taking into account the provisions of art. 23.1 of the Articles of Association,

resolved

to determine the remuneration of the members of the Board of Directors as follows: a fixed annual gross remuneration of 60,000 euros for the Chair of the Board of Directors and 40,000 euros per year for each of the other Directors."

Voting thus began on the seventh item on the agenda.

She called for a vote on the seventh item on the agenda

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,036,509,837 shares in favour, equal to 99.758% of the share capital represented at the Shareholders' Meeting;
- 932,555 shares not in favour, equal to 0.090% of the share capital represented at the Shareholders' Meeting;
- 1,577,704 shares abstained, equal to 0.152% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

Vote on the 8th, 9th, 10th and 11th items on the Agenda

Before moving on to the separate vote on the eighth, ninth, tenth and eleventh 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 Shareholders' Meeting on the first section of the remuneration policy report - referred to in the eighth item on the agenda - is binding, while (ii) pursuant to article 123-ter, paragraph 6, of the Consolidated Finance Act, the resolution of the Shareholders' Meeting on the second section of the remuneration policy report, concerning the remuneration paid in the previous year - referred to in the ninth item on the agenda - is non-binding.

The meeting then moved onto the separate vote on the eighth, ninth, tenth and eleventh items on the agenda.

VOTING 8th item 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 eighth item on the agenda - Report on the remuneration policy for FY 2023 - in accordance with that contained in the Board of Directors' Explanatory Report:

"The Shareholders' Meeting of Poste Italiane S.p.A.

approved

the report on the remuneration policy for FY 2023 - 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 (ii) the procedures used for the adoption and implementation of that policy."

Voting thus began on the eighth item on the agenda.

She called for a vote on the eighth item on the agenda.

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all shares.

I declare that I have received the following declaration from the Ministry of Economy and Finance: ""With reference to item 8 on the agenda, the Ministry of Economy and Finance delegates the Designated Representative to vote in favour, making the following statement at the Shareholders' Meeting: "The Ministry approves Section I of the Remuneration Policy Report, requiring the Board of Directors appointed by this Shareholders' Meeting to bring the remuneration policy in line with the Minister's directives and the recent regulatory innovations under Art. 43 of Law Decree 4/5/2023 no. 48, with particular reference to the need to adopt remuneration policies aimed at: a) containing management costs; b) favouring variable components directly linked to company and individual performance over fixed components; c) excluding or in any case limiting the cases and extent of indemnities and emoluments of any kind paid due to or upon termination of the

employment relationship attributable to the employee's will and in cases of termination of office."."

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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,029,348,021 shares in favour, equal to 99.069% of the share capital represented at the Shareholders' Meeting;
- 4,529,000 shares not in favour, equal to 0.436% of the share capital represented at the Shareholders' Meeting;
- 5,143,075 shares abstained, equal to 0.495% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

VOTING 9th item 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 ninth item on the agenda - Report on remuneration paid in FY 2022 - in accordance with that contained in the Board of Directors' Explanatory Report: **"The Shareholders' Meeting of Poste Italiane S.p.A.**

resolved in favour

on the Report on remuneration paid during 2022, 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 ninth item on the agenda, again recalling that pursuant to art. 123-ter, paragraph 6, of the TUF, this resolution was not binding.

She called for a vote on the ninth item on the agenda.

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,035,169,696 shares in favour, equal to 99.629% of the share capital represented at the Shareholders' Meeting;
- 1,553,772 shares not in favour, equal to 0.150% of the share capital represented at the Shareholders' Meeting;
- 2,296,628 shares abstained, equal to 0.221% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

VOTING 10th item 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 tenth item on the agenda - Equity-based incentive plan - in accordance with that contained in the Board of Directors' Explanatory Report:

"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the Board of Directors' Explanatory Report and the information document on the Plans prepared pursuant to article 84-bis, paragraph 1, of Consob Resolution no. 11971 of 14 May 1999 as amended,

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 as amended and made available to the public at the Company's registered office, on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.it) and on the Company's website;
2. to grant the Board of Directors, with the power of sub-delegation, 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 tenth item on the agenda.

She called for a vote on the tenth item on the agenda.

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,033,411,526 shares in favour, equal to 99.460% of the share capital represented at the Shareholders' Meeting;
- 984,663 shares not in favour, equal to 0.095% of the share capital represented at the Shareholders' Meeting;
- 4,623,907 shares abstained, equal to 0.445% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

VOTING 11th item 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 eleventh item on the agenda - Authorisation to purchase and dispose of treasury shares to service the equity-based incentive plans. Resolutions

pertaining thereto and consequent thereto - in accordance with the Board of Directors' Explanatory Report:

"The Shareholders' Meeting of Poste Italiane S.p.A., having examined the Board of Directors' Explanatory Report,

resolved

1) to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the 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, for the pursuit of the purposes set forth in the Board of Directors' Explanatory Report to today's Shareholders' Meeting relating to this item on the agenda, under the terms and conditions set forth below:

- the maximum number of shares to be purchased is 3.5 million ordinary shares of the Company, representing approximately 0.27% of Poste Italiane S.p.A.'s share capital, which currently amounts to 1,306,110,000.00 euros, divided into 1,306,110,000 ordinary shares with no indication of nominal value, for a total outlay of up to 52.5 million euros; the 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 must not in any case deviate by more than 10% from the reference price recorded by Poste Italiane S.p.A. during the session of the Mercato Telematico Azionario, 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' Regulation;

2. to authorise the Board of Directors - pursuant to and for the purposes of Article 2357-ter of the Civil Code - to proceed with the disposal, on one or more occasions, of all or part of the treasury shares in portfolio, without time limits, even before having exhausted 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 Board of Directors' explanatory report to today's

Shareholders' Meeting relating to this item on the agenda, under the terms and conditions specified below:

- the treasury shares will be used to service the incentive plans described in the narrative - namely (i) the long-term incentive plan "ILT Performance Share 2023-2025", (ii) the conversion into shares of a portion of the bonus accrued under the five-year plan "ILT Deliver 2022" (performance period 2018-2022) for the most relevant personnel of BancoPosta's capital and (iii) the 2023 short-term incentive plan, based on financial instruments, for the most relevant personnel of BancoPosta's capital - and these shares will be granted 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 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 the manner deemed most appropriate and in the Company's interest, in accordance with the purposes and criteria set forth in this authorisation and, in any event, in compliance with the relevant 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 power to sub-delegate - with all powers necessary to implement the resolutions set forth in the preceding points, implementing all that is required, adequate, 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 eleventh item on the agenda.

She called for a vote on the eleventh item on the agenda.

INTERVENTION BY MONTE TITOLI FOR ITS STATEMENTS

It is stated that instructions have been received for all 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 1,039,020,096 shares all admitted to vote, equal to 79.551% of the share capital;
- 1,038,042,634 shares in favour, equal to 99.906% of the share capital represented at the Shareholders' Meeting;
- 964,984 shares not in favour, equal to 0.093% of the share capital represented at the Shareholders' Meeting;
- 12,478 shares abstained, equal to 0.001% of the share capital represented at the Shareholders' Meeting;
- 0 shares not voting, equal to 0% of share capital represented at the Shareholders' Meeting.

The proposal was therefore approved.

Since there were no other items to discuss, the Chair declared the Shareholders' Meeting adjourned at 11:29 am, thanking all those present.

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 Shareholders' 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) result of the ninth vote;
- m) result of the tenth vote;
- n) result of the eleventh vote;
- o) journal of attendance at the Shareholders' Meeting;
- p) 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;
- q) reports on the individual items on the agenda;
- r) report on the 2023 remuneration policy and on the remuneration paid in 2022;
- s) information document on the proposal relating to the Incentive Plan;
- t) answers to questions and replies submitted by the 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 seventy-one full sides and thus far of the seventy second side of eighteen sheets.

Before signing, I read out the minutes to the party before me, who approved them and signed them with me, the Notary, at 11:59 am.

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 - Q - R - S and T, signed in accordance with the law.