

## REPORT OF THE BOARD OF DIRECTORS ON THE FIFTH ITEM ON THE AGENDA

### Appointment of a member of the Board of Directors.

Dear Shareholders,

as disclosed within the press release issued on 30 July 2024, we remind you that Mr. Armando Ponzini resigned, effective as of 31 July 2024, from his position as a member of the Company's Board of Directors, due to new professional commitments incompatible with the office of Director of Poste Italiane.

With this regard, we also remind you that, as disclosed within the press release issued on 26 March 2025, on the same date <sup>(1)</sup> the Board of Directors appointed by co-optation – pursuant to art. 2386, first paragraph of the Italian Civil Code – Mr. Alessandro Marchesini as a Director of the Company; Mr. Marchesini remains in office until the present Shareholders' Meeting according to the above said provisions of the Italian Civil Code.

We outline that the name of the Director Alessandro Marchesini was indicated by some asset management companies that, at the Shareholders' Meeting held on 8 May 2023, had contributed to the presentation of the “minority” list from which the resigning Director Armando Ponzini was drawn.

According to the provisions of the Company's bylaws in force, in the event of the appointment of directors that takes place outside the hypothesis of renewal of the entire Board of Directors – as occurs in this case – the Shareholders' Meeting resolves with the majorities required by law and without applying the "voting slate" procedure.

In relation to the above, the Shareholders are therefore invited to appoint a member of the Board of Directors and, to this end, the Board itself proposes to confirm Mr. Alessandro Marchesini in the role until the expiry of the mandate of the Board of Directors in office, *i.e.*

---

<sup>(1)</sup> Following the successful completion of the procedure by the Bank of Italy for verifying the candidate's suitability for the position, as prescribed (i) by the Decree of the Minister of Economy and Finance no. 169 of 23 November 2020 (*“Regulation on the requirements and eligibility criteria for the performance of the office of corporate officers of banks, financial intermediaries, trust companies, electronic money institutions, payment institutions and depositor guarantee systems”*), and (ii) by the Supervisory Regulation of Banca d'Italia applicable to the Company.

until the date of the Shareholders' Meeting that will be convened to approve the financial statements for the year ending on 31 December 2025.

The “*curriculum vitae*” of Dr. Alessandro Marchesini is available as an attachment to this explanatory report.

Should Shareholders be interested in proposing additional candidacies, it is noted that they may be presented as indicated in the notice of call for this Meeting with respect to the submission of resolution proposals (pursuant to art. 126-*bis*, paragraph 1, third period of the Consolidated Law on Finance). In this regard, the following is also highlighted:

- a declaration must be submitted in which the interested party accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility (pursuant to Article 14.3 of the Company’s bylaws), as well as the existence of the requirements of honorability, professionalism and independence (also pursuant to Recommendation no. 7 of the Corporate Governance Code), including judgment, and compliance with the criteria of correctness and competence specified for the position (i) in the law and regulations in force (including the Decree of the Minister of Economy and Finance no. 169 of 23 November 2020), (ii) by the Supervisory Provisions of the Bank of Italy applicable to Poste Italiane (due, among other things, to both the activities conducted through the BancoPosta’s Ring-Fenced Capital and the circumstance that Poste Italiane holds the entire share capital of PostePay S.p.A., an electronic money institution), and (iii) in the Company’s bylaws;
- a “*curriculum vitae*” containing the personal and professional characteristics of the candidate must be produced (also in order to allow the Company to provide the relevant information to the public following the possible appointment).

In light of the foregoing, we submit for your approval the following

### **Proposal**

The present Shareholders’ Meeting of Poste Italiane S.p.A. resolves to appoint as member of the Board of Directors of the Company Mr. Alessandro Marchesini, born in Bologna on 18 July 1973, until the expiry of the mandate of the Board of Directors in office, i.e. until the

date of the Shareholders' Meeting that will be convened to approve the financial statements for the year ending on 31 December 2025.

## Alessandro MARCHESINI

Place and date of birth: Bologna - Italy, 1973

Mobile: (+39)

e-mail: \_\_\_\_\_ pec: \_\_\_\_\_

Dynamic Managing Director of Investment Banking with extensive experience in corporate finance, strategic planning and team leadership. Proven track record in driving business growth, managing complex financial transactions and leading high performance teams to achieve exceptional results.

LinkedIn profile [www.linkedin.com/in/alessandro-marchesini-4a05091a](https://www.linkedin.com/in/alessandro-marchesini-4a05091a)

### WORK EXPERIENCE

March 2025 - today	<b>Poste Italiane S.p.A</b> <i>Independent member of the Board of Directors</i> It is a listed company controlled by the Italian Ministry of Economy, and the largest service distribution network in Italy, active in logistics, mail and parcel delivery, financial and insurance services, payment systems and telephony.	Rome, Italy
December 2024 - today	<b>ALMA Corporate Partners</b> <i>Founder and CEO</i> M&A advisory, debt advisory and strategic support in times of transformation to help companies grow and navigate market challenges with confidence.	Bologna, Milan, Italy
November 2024 - today	<b>Alma Mater Studiorum - University of Bologna</b> <i>Contract Professor</i> Adjunct professor of the core course 'Corporate Banking', Master's Degree in Economics and Management	Bologna, Italy
July 2024 - today	<b>NVA Renewables a company of iCON Infrastructure</b> <i>Chairman of the Board of Directors</i> Support the definition of the Company's strategic objectives in an advisory role, collaborating with the management team and shareholders.	Milan, Italy
April 2024 - today	<b>Independent Strategic and Financial Consultant.</b> <i>General Manager</i> Strategic consulting is carried out in the event of business discontinuity and focuses on managing and <i>navigating</i> significant changes or crises within the company: proposing innovative solutions and guiding the organisation through the transformation necessary to ensure long-term sustainability and growth. It is based on relationships of trust, moves at a very high relational level both inside and outside the company, and is more related to the concept of <b>vision</b> than <b>execution</b> .	Milan, Italy
2022 - Jan. 2024	<b>Santander Corporate and Investment Banking</b> <i>Head of Corporate and Financial Sponsors Italy - Banking and Corporate Finance</i> Responsible for a team of 15 people for the development of the global CIB business with a portfolio of about 60 large companies and 20 national and international financial sponsors.	Milan, Italy
2021 - 2024	<b>Santander Corporate and Investment Banking</b> <i>Senior Banker</i>	Milan, Italy

Responsible for global relations with a portfolio of about 15 large companies.

2016 - 2020

**Crédit Agricole Corporate and Investment Bank**

Milan, Italy

Global Corporate and Investment Bank

Head of Mid-Corp Coverage

In addition to his main role as Senior Banker, he was appointed Head of the coverage team for the development of investment banking products for the mid/upper-mid corporate clients of the retail bank of the Crédit Agricole Cariparma group. The team (composed of five people: two senior bankers, two global relationship managers and one analyst) covers 150 customers, also coordinating the commercial action of CA Cariparma's Large corporate division.

2007 - 2020

**Crédit Agricole Corporate and Investment Bank**

Milan, Italy

Global Corporate and Investment Bank

Senior Banker

Responsible for Rail, Metals&Mining, Capital Goods, Aerospace&Defence and Agrifood, he is in charge of the global relationship with a portfolio of about 25 large companies, supported by a GRM and an analyst.

2005 - 2007

**Promotor International S.p.A.**

Bologna/Milan/Turin

Italy Leading private company in marketing and communication through the organisation of exhibitions and the promotion of events. Turnover of 100 million euro, a staff of 100 employees, with three offices.

General Manager

Responsibility for corporate management included Human Resources, Administration and Finance, IT, Legal and Corporate Law. Responsible for organisational development policies, human resources development, strategies and economic analyses for the acquisition of stakes in companies.

1999 - 2004

**Municipality of Bologna**

Bologna, Italy

Local authority - municipal administration

Head of the Finance and Project Finance Department

Management of financial resources. Implementation of the municipal administration's objectives through strategic planning and control of financial resources, personnel and related entities, including management of Hera's settlement and IPO.

1996 - 1999

**Ernst & Young Corporate Finance**

Bologna/Milan

Italy International consulting firm

Senior Economist

Advising and assisting companies in special transactions (mergers, conversions, acquisitions), with particular specialisation in multi-utilities in Emilia Romagna and the North-East.

**EDUCATION**

1992 - 1996

**University of Economics**, Degree in Economics

Bologna, Italy

1988 - 1992

**Liceo Ginnasio "Luigi Galvani**

Bologna, Italy

Classical High School Diploma

**LANGUAGES**

**Italian:** Mother tongue

**English:** Fluent

**ADDITIONAL  
INFORMATION**

Married with three children, resident in Bologna.