

## **POSTE ITALIANE: VERIFIED THE INTEGRITY, PROFESSIONALISM AND INDEPENDENCE REQUIREMENTS OF NEW STATUTORY AUDITORS AND RESOLVED THE MERGER BY INCORPORATION OF MLK DELIVERIES S.P.A. INTO POSTE ITALIANE S.P.A.**

*Rome, 19 June 2025* – Today, the Board of Directors of Poste Italiane S.p.A. (“Poste Italiane” or the “Company”), chaired by Silvia Maria Rovere, has ascertained upon all the members of the new Board of Statutory Auditors, appointed at the Ordinary Shareholders’ Meeting held on 30 May 2025:

- (i) the integrity and professionalism requirements provided for statutory auditors of listed companies by the Ministry of Justice Decree n. 162 of 30 March 2000, as supplemented (for professionalism requirements only) by the provisions of article 25.1 of the Company’s bylaws;
- (ii) the independence requirements under the law (article 148, paragraph 3, of the Consolidated Law on Finance) and the Corporate Governance Code (Recommendation 7, as referred to by Recommendation 9) for statutory auditors of listed companies <sup>(1)</sup>.

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The Board of Directors has also approved the project for the merger by incorporation into Poste Italiane of MLK Deliveries S.p.A. (“MLK”), a subsidiary which is entirely owned by the same Poste Italiane.

The merger project has also been approved today by the Board of Directors of MLK.

The merger is part of a broader project to rationalize the subsidiaries in the “Mail, Communications and Logistics” function of the Poste Italiane Group, with the aim of standardizing, evolving and engineering the operating processes in the Express Courier and Parcels sector.

The merger – which will be subsequently submitted to the MLK’s Shareholders’ Meeting and to the Board of Directors of Poste Italiane (as permitted by the corporate by-laws of the same Poste Italiane), according to simplified procedures allowed by law for mergers involving wholly owned companies – will become effective during the fiscal year 2025 and will not entail any issuance of new shares or allotment of shares by Poste Italiane, as the sole shareholder of MLK. No changes to the Company’s bylaws are envisaged.

The documents regarding the transaction will be promptly made available to the public in compliance with the terms and conditions envisaged by applicable laws and regulations.

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<sup>1</sup> <sup>0</sup>The criteria used to assess the significance of professional, business or financial relationships or additional remuneration as set out in Recommendation 7 of the Corporate Governance Code are the same as those used to assess the independence of non-executive directors, as described in the Report on corporate governance and the ownership structure 2024.

Finally, the transactions will not fall under the “Guidelines for the management of Transactions with Related and Associated Parties”, adopted by Poste Italiane’s Board of Directors, as established in cases of transactions involving subsidiaries, pursuant to art. 14, paragraph 2, of Consob Regulation no. 17221/2010 (and subsequent amendments and additions) and art. 4.2.1 of the above-mentioned Guidelines.

For further information:

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