



**ATLANTE - CERASI**  
STUDIO NOTARILE ASSOCIATO  
(ASSOCIATED NOTARY FIRM)

File No. 72298

Collection No. 37542

**MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF  
"POSTE ITALIANE - SOCIETA' PER AZIONI"**

ITALIAN REPUBLIC

In the year two thousand and twenty-five, on the thirtieth day of the month of May

(30 May 2025)

in Rome, piazzale di Porta Pia 121;  
at 5:30 p.m.

I the undersigned, Nicola Atlante, Notary in Rome, member of the Board of Notaries of Rome;

at the request of Silvia Maria Rovere born in Caraglio (CN) on 26 July 1971 domiciled at the premises below, whom I personally know, I hereby record pursuant to art. 2375 of the Civil Code as follows the Shareholders' Meeting of the company:

**"POSTE ITALIANE - SOCIETA' PER AZIONI"**

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

held in Rome, Viale Europa 175, on 30 May 2025, beginning at 2:16 pm and ending at 3:28 pm.

I, the undersigned Notary, hereby certify that the record of the proceedings of the aforementioned Shareholders' Meeting, which I, the Notary, attended without interruption at the place of convocation indicated above, i.e. Viale Europa 175, Rome, is as follows.

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At 2:16 pm on 30 May 2025, the Chair extended a warm welcome to all, also on behalf of the Chief Executive Officer, the other members of the Board of Directors, the 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.

It is preliminarily noted that the Company has decided to make use of the option provided under Article 135-undecies.1 of Legislative Decree No. 58 of 24 February 1998 (hereinafter, for brevity, also referred to as the "Consolidated Law on Finance" or "CLF") and Article 11.6 of the Articles of Association, stating in the notice of meeting that:

- attendance at the Shareholders' Meeting by those entitled to vote may take place exclusively through the appointed representative pursuant to Article 135-undecies of the Consolidated Law on Finance and Article 11.5 of the Articles of Association, to whom proxies or sub-proxies may also be granted in accordance with Article 135-novies of the CLF, as

**Registered in Rome 5**

**18/6/2025**

**No. 5875**

**Series 1/T**

**Fees Euro**

further specified below, whereas the directors, statutory auditors, and other entitled parties, including the appointed representative, may attend the meeting via remote communication means that ensure their identification.

It was specified that the Company has designated - also pursuant to art. 11.5 of the Articles of Association - Monte Titoli S.p.A., with registered office in Milan, 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" or "Monte Titoli").

It is thus acknowledged that he is physically present at the place of the Shareholders' Meeting, together with the officiating Notary and the Secretary to the Board of Directors, as identified below, while the other participants - whose identity and entitlement to participate in the meeting have been verified via the chairmanship office - are attending remotely via audio-video link. These participants include Massimiliano Chiadò Piat, appointed by Monte Titoli S.p.A., Marco Contessa and Fabio Ciammaglichella, representatives of the Company.

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.

It was acknowledged that attending today's meeting, by means of remote communication, were the following members

of the Board of Directors:

- Matteo Del Fante, Chief Executive Officer
- Carlo d'Asaro Biondo
- Valentina Gemignani
- Alessandro Marchesini
- Paolo Marchioni
- Matteo Petrella
- Patrizia Rutigliano
- Vanda Ternau

in addition to the 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 Francesco Targia;

- for the auditing firm Deloitte & Touche S.p.A. Marco Miccoli;

and that also present physically at the meeting venue was the Secretary of the Board of Directors, Giancarlo Bianco.

It was acknowledged 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, authorised for this purpose by virtue of the delegation granted on 15/05/2025, signed by Alessio Mottola, 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.

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

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 21 May 2025) - 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 27 May 2025). The file containing the above questions and answers 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, 30 May 2025, at 14:00, 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 17 April 2025, which was also announced in a press release, and (ii) as an excerpt in the daily newspaper "Il Sole 24 Ore" on 18 April 2025, with the following agenda:

- 1) The Financial Statements at 31 December 2024. 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 2024.
- 2) Allocation of profit for the year.
- 3) Appointment of the Board of Statutory Auditors.
- 4) Determination of the remuneration for the standing members of the Board of Statutory Auditors.
- 5) Appointment of a member of the Board of Directors.
- 6) Report on the Remuneration Policy for FY 2025.
- 7) Report on remuneration paid in FY 2024.
- 8) Equity-based incentive plans.
- 9) Authorisation to purchase and dispose of treasury shares to service equity-based incentive plans. Related and consequent resolutions.

It was notified that no requests for additions to the agenda of the 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, paragraph 1, third sentence

of the Consolidated Finance Act, been submitted, according to the terms indicated by the Company in the notice of call, except as set out below in relation to:

(i) the proposal submitted by the controlling shareholder, the Ministry of Economy and Finance, concerning item 4) on the agenda, regarding the determination of remuneration for the standing members of the Board of Statutory Auditors;

(ii) the proposal submitted by a group of 12 asset management companies and other institutional investors collectively holding approximately 0.621% of the share capital of Poste Italiane S.p.A., concerning item 5) on the agenda, regarding the appointment of a member of the Board of Directors. For further details, reference is made to the documentation published on the Company's website in the dedicated section for this Meeting, as well as to the press release issued on 6 May 2025 following the submission of the aforementioned proposal.

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 29 May 2025, 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 28 May 2025.

It was informed that Monte Titoli, 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 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.

The Appointed Representative:

= declares **that, within the legal deadline, Monte Titoli has received from entitled parties:**

- **7 proxies pursuant to Article 135-undecies of the Consolidated Law on Finance (CLF), representing a total of 387,825,843 shares, equal to 29.693% of the 1,306,110,000 shares comprising the share capital;**

- 1 proxy pursuant to Article 135-novies of the CLF, representing a total of 457,138,500 shares, equal to 35.000% of the 1,306,110,000 shares constituting the share capital;  
- 2,207 sub-proxies pursuant to Article 135-novies of the CLF, representing a total of 203,339,342 shares, equal to 15.568% of the 1,306,110,000 shares constituting the share capital;  
= therefore, a total of 2,215 proxies/sub-proxies have been received, covering an aggregate of 1,048,303,685 shares, corresponding to 80.262% of the 1,306,110,000 shares comprising the Company's share capital;

and

= it was informed that prior to each vote, the shares will be announced for which no voting instructions have been expressed by the proxy.

= confirms that Monte Titoli has complied with the confidentiality obligations regarding the proxies/sub-proxies received, as laid down in Article 135-undecies, paragraph 4, of the CLF, as well as those outlined in Consob Communication No. 3/2020 dated 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".

Chairman

It is further specified 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 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 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 Meeting, duly convened, is therefore validly constituted in a single call in accordance with the law and the Articles of Association, and can pass resolutions on the items on the agenda, since

**1688 persons with voting rights representing 1,048,303,685 shares, equal to 80.262% of the 1,306,110,000 shares comprising the share capital, were present 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.

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 divided into 1,306,110,000 ordinary shares with no indication of nominal value;

- as of today, the Company holds 12,181,546 treasury shares, equal to approximately 0.93% of the share capital, and does not hold any additional treasury shares, either directly or 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, 1,293,928,454 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 21 May 2025, 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.

(Company controlled by the Ministry of Economy and Finance)

for 457,138,500 shares, equal to 35%

the Ministry for the 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.

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, 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 limit 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 general meeting of shareholders.

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

It was also acknowledged 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](http://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 17 April 2025, the explanatory reports relating to the third, fourth and fifth items on the agenda were made available, along with the "Guidelines of the Board of Statutory Auditors of Poste Italiane S.p.A. to Shareholders regarding the composition of the new Board of Statutory Auditors";

on 28 April 2025, the following were made available:

- (i) the explanatory reports relating to the first, second, sixth, seventh, eighth and ninth items on the agenda;
- (ii) the "2024 Annual Financial Report" - including the draft separate financial statements (including the BancoPosta Ring-Fenced Capital statement), the consolidated financial statements of the Poste Italiane Group, the directors' management reports, the "Sustainability Report" (prepared pursuant to Legislative Decree No. 125 of 6 September 2024), the certifications under Article 154-bis, paragraph 5, of the CLF, as approved by the Board of Directors on 26 March 2025 - together with the reports of the Board of Statutory Auditors and the Independent Auditors and the annual report on corporate governance and ownership structure;
- (iii) the "2025 Remuneration Policy and 2024 Compensation Report" - prepared in accordance with Article 123-ter of the CLF - relating to the sixth and seventh items on the agenda;
- (iv) the Information Document relating to the eighth item on the agenda

Furthermore:

on 30 April 2025, the list of candidates for the Board of Statutory Auditors was filed by a group of 12 asset management companies and other institutional investors, collectively holding approximately 0.621% of the share capital of Poste Italiane S.p.A. - for details, reference is made to the documentation published on the Company's website in the dedicated section for this Meeting, as well as to the press release issued on 6 May 2025 following the submission of the said list - accompanied by the relevant documentation, including the shareholders' declaration of absence of any



connection with the majority shareholder, and marked as List No. 2, which includes the following candidates:

- Statutory auditors: 1) Antonio Mansi; 2) Daniela Travella;
- Alternate auditors: 1) Giuseppina Manzo; 2) Giovanni Poggio;

on 5 May 2025, the list of candidates for the Board of Statutory Auditors was filed by 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 and marked as List No. 1, which includes the following candidates:

- Statutory auditors: 1) Giovanni Caravetta; 2) Laura Gualtieri;
- Alternate auditors: 1) Pierluigi Pace; 2) Fulvia Astolfi;

both of the aforementioned lists were published on the Company's website, in the dedicated section for this Meeting, within the statutory deadlines (i.e., by 9 May 2025), together with the proposal submitted by the shareholder Ministry of Economy and Finance - received by the Company on 5 May 2025, along with the list of candidates for the Board of Statutory Auditors - relating to item 4) on the agenda (Determination of the remuneration for the standing members of the Board of Statutory Auditors), which specifically proposes:

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

in addition to reimbursement of duly documented travel and accommodation expenses incurred in the performance of their duties;

on 30 April 2025, the same group of asset management companies and institutional investors that submitted List No. 2 of candidates for the Board of Statutory Auditors also submitted the nomination proposal for Alessandro Marchesini for appointment as a member of the Board of Directors, as per item 5) on the agenda. This nomination proposal was published on the Company's website on 9 May 2025.

Lastly, on 13 May 2025, 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.

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 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.

It is noted - considering that, as stated at the opening of the Meeting, the participation of voting rights holders in this Meeting takes place exclusively through the Appointed Representative - that, pursuant to Article 5 of the Meeting Regulations, it is intended that all items on the agenda be addressed in a single combined discussion.

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

At the start of this single discussion covering all items on the agenda, the representative from Monte Titoli present at the Meeting will be asked to declare whether the Appointed Representative has received from voting rights holders - who issued a proxy and/or sub-proxy to the Appointed Representative pursuant to Article 135-novies of the Consolidated Law on Finance - any specific requests to intervene on the agenda items. The text of any such interventions will be annexed to the minutes of the meeting, 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 Shareholders' Meeting available to the public, that these documents - which will be annexed to the minutes of the meeting - were sent out to all those so requesting and since there were no objections, reading of all documents related to this meeting was omitted, limiting the reading - during the subsequent voting phase - to proposals for resolutions only.

Before proceeding with the discussion of all items on the agenda, and in relation to the financial statements, it is reported that the statutory audit firm Deloitte & Touche S.p.A. issued, on 4 April 2025, its reports pursuant to

Article 14 of Legislative Decree No. 39/2010 and Article 10 of EU Regulation No. 537/2014, confirming that the separate financial statements of Poste Italiane S.p.A. and the consolidated financial statements of the Poste Italiane Group as at 31 December 2024 provide a true and fair view of the financial position, results of operations and cash flows for the financial year ended on that date, in accordance with the applicable accounting principles and the measures adopted under Article 9 of Legislative Decree 38 of 28 February 2005. The audit firm also issued:

(i) its opinion on the compliance of the draft separate and consolidated financial statements, as included in the Annual Financial Report, with the provisions of Delegated Regulation (EU) 2019/815; (ii) its opinions and declarations pursuant to Article 14, paragraph 2, letters e), e-bis), and e-ter) of Legislative Decree No. 39/2010 and Article 123-bis, paragraph 4 of the Consolidated Law on Finance.

Lastly, on the same date (4 April 2025), the audit firm issued its report on the review of the consolidated sustainability reporting of the Poste Italiane Group, drawn up pursuant to Legislative Decree No. 125 of 6 September 2024, stating that no elements came to light suggesting that the report was not prepared in compliance with the applicable reference principles.

The single discussion was therefore declared open on all items on the agenda and asked the representative of Monte Titoli present at the Meeting 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 relating to specific interventions on the items on the agenda under discussion.

the Appointed Representative declares that no requests for intervention on any of the items on the agenda have been received.

The Chair therefore declares the joint discussion of all items on the agenda closed.

#### **Voting on the individual items on the Agenda**

The Chair then proceeds to hold separate votes on each item 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 2024. 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 2024 - 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 2024 and the related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;*
- *having acknowledged the Sustainability Report, drawn up pursuant to Legislative Decree No. 125 of 6 September 2024 and included in the Management Report as at 31 December 2024, along with the corresponding report of the statutory audit firm;*
- *having acknowledged the consolidated financial statements as at 31 December 2024 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 2024, 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

The designated representative stated to have received instructions 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:

- **1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;**
- **1,046,419,437 shares in favour, equal to 99.820% of the share capital represented at the Shareholders' Meeting;**
- **1,535,007 shares not in favour, equal to 0.147% of the share capital represented at the Shareholders' Meeting;**
- **Abstentions: 349,241 shares, representing 0.033% of the share capital represented at the 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 Meeting of Poste Italiane S.p.A., having examined the Board of Directors' Explanatory Report,**

**resolved**

- 1. to allocate BancoPosta RFC profit for the year of 614,956,640 euros as follows:**
  - 1.1) to the "Profit reserve" for 61,000,000 euros;**
  - 1.2) available to the Company for possible distribution for 553,956,640 euros;**
- 2. to allocate Poste Italiane S.p.A.'s net profit for FY 2024, amounting to 1,882,349,708 euros, as follows:**
  - 2.1) to "Profit reserves" of BancoPosta RFC for 61,000,000 euros;**
  - 2.2.) to reserve called "Retained earnings", share not available for distribution for 7,546,584 euros;**

2.3) to the distribution to the Shareholders, as a dividend, the amount of 1.08 euros for each ordinary shares in circulation on the ex-dividend date indicated above, excluding portfolio treasury shares on that date;

2.4) the remaining amount after the distribution to the Shareholders, to the available reserve named "Retained Earnings";

3. to distribute the above dividend of 1.08 euros per share as follows:

- the amount of 0.33 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 20 November 2024, after detachment on 18 November 2024 of the coupon no. 15 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 19 November 2024, for a total amount of 427,223,741 euros;

- the amount of 0.75 euros for each of the ordinary shares outstanding on 23 June 2025, 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 2024 of 0.75 euros per ordinary share - before withholding tax, if any - from 25 June 2025, with the "ex-dividend" date of coupon n. 16 falling on 23 June 2025 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 24 June 2025."

Voting thus began on the second item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,047,923,023 shares in favour, equal to 99.964% of the share capital represented at the Shareholders' Meeting;
- 274,904 shares not in favour, equal to 0.026% of the share capital represented at the Shareholders' Meeting;
- 105,758 shares abstained, equal to 0.010% of the share capital represented at the Shareholders' Meeting;

The proposal was therefore approved.

#### **Voting on the 3rd and 4th items on the Agenda**

Before proceeding to the separate vote on the third and fourth items on the agenda, the Chair notes that these matters are closely related, both concerning the renewal of

the Board of Statutory Auditors and the determination of the remuneration of its standing members.

It was pointed out that no proposals have been submitted by the Board of Directors for items 3 and 4 on the agenda, since the competence to formulate the proposals in question lies with the Shareholders.

In particular, with regard to the third item on the agenda, concerning the appointment of the Board of Statutory Auditors, it is recalled that voting will be carried out by list, based on the slates of candidates submitted by shareholders in advance of the Meeting.

It is further noted that it was not necessary to reopen the deadlines referred to in Article 144-sexies, paragraph 5, of the Issuers' Regulation, as by the statutory deadline of 5 May 2025 - as stated at the opening of the Meeting - two lists had been duly submitted:

- List No. 1, 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 approximately 29.257% of the share capital, which includes the following candidates:

Statutory auditors: 1) Giovanni Caravetta; 2) Laura Gualtieri;

Alternate auditors: 1) Pierluigi Pace; 2) Fulvia Astolfi;

- List No. 2, submitted by a group of 12 asset management companies and other institutional investors, collectively holding 8,108,950 ordinary shares of Poste Italiane S.p.A., equal to approximately 0.621% of the share capital, which includes the following candidates:

Statutory auditors: 1) Antonio Mansi; 2) Daniela Travella;

Alternate auditors: 1) Giuseppina Manzo; 2) Giovanni Poggio.

The shareholders who submitted List No. 2 have declared that no connections exist with shareholders holding a controlling interest or a relative majority, pursuant to applicable laws and the Articles of Association, and in consideration of the recommendations set forth in Consob Communication No. DEM/9017893 of 26 February 2009.

Both lists were 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;

- detailed information on the personal and professional profiles of the candidates, as well as a declaration from each candidate confirming:

(i) possession of the requirements set out by Ministerial Decree No. 162 of 30 March 2000, as supplemented by the provisions of Article 25.1 of the Articles of Association, and any additional requirements set forth in current laws and regulations (including Ministerial Decree No. 169 of 23 November 2020) and the supervisory provisions of the Bank of Italy applicable to Poste Italiane; (ii) their acceptance of

the candidacy; and (iii) the administrative and control positions held by the candidates in other companies, 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 remembered 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 09 May 2025).

It was recalled that:

- from the list obtaining the highest number of votes, two Standing Auditors and two Alternate Auditors shall be appointed, following the sequential order in which they are listed in the respective sections of the list. The remaining Standing Auditor and Alternate Auditor shall be appointed from the other lists, in accordance with current legislation and the mechanism described in Article 14.4, letter b) of the Articles of Association, applied separately to each section of the other lists.

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

It is also recalled that, upon submission and filing of List No. 1 on 5 May 2025, the same shareholder – the Ministry of Economy and Finance – submitted to the Company its proposal to be put to today's Shareholders' Meeting concerning the remuneration of the standing members of the Board of Statutory Auditors, as set out in the fourth item on the agenda, which specifically proposes:

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

in addition to reimbursement of duly documented travel and accommodation expenses incurred in the performance of their duties.

This proposal, submitted by the Ministry of Economy and Finance, was promptly published by the Company on its corporate website, in the dedicated section for this Shareholders' Meeting.

The Chair then proceeds with separate voting on the third and fourth items on the agenda.

#### **VOTING 3rd item on the Agenda**

It is recalled that, with respect to the third item – Appointment of the Board of Statutory Auditors – votes may be cast in favour of List No. 1 or List No. 2, both of which

were described earlier, or a vote may be cast "AGAINST" or "ABSTAIN" to reject all lists or abstain from voting.

Voting thus began on the third item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 857,312,491 shares in favour of List no. 1, equal to 81.781% of the share capital represented at the Shareholders' Meeting;
- 188,974,771 shares in favour of List no. 2, equal to 18.027% of the share capital represented at the Shareholders' Meeting;
- 194,501 shares not in favour, equal to 0.018% of the share capital represented at the Shareholders' Meeting;
- 1,821,922 shares abstained, equal to 0.174% of the share capital represented at the Shareholders' Meeting;

As a result, the following individuals are elected:

- Antonio Mansi, born in Lecce on 31 May 1965, who, as the first candidate on the minority list, is appointed Chair of the Board of Statutory Auditors;
- Giovanni Caravetta, born in Rome on 10 May 1964, Standing Auditor;
- Laura Gualtieri, born in Reggio Emilia on 18 October 1968, Standing Auditor;
- Giuseppina Manzo, born in Taranto on 9 January 1981, Alternate Auditor;
- Pierluigi Pace, born in Rome on 14 November 1962, Alternate Auditor;
- Fulvia Astolfi, born in Rome on 12 July 1963, Alternate Auditor.

The Board of Statutory Auditors shall remain in office until the Shareholders' Meeting called to approve the financial statements as at 31 December 2027.

Reference is made to the documentation already published regarding the administrative and supervisory positions held in other companies by the elected Auditors, for which no updates have been reported.

At this point, on behalf of the Board of Directors and the entire Company, the Chair expresses sincere thanks and best wishes to the outgoing Board of Statutory Auditors, for their dedication, professional competence, and constructive contribution, which they have consistently demonstrated over the years in the performance of their mandate, in full respect of the separation of roles.

#### **VOTING 4th item on the Agenda**

Pursuant to Article 10.1 of the Meeting Regulations, in the absence of any proposal submitted by the Board of Directors, the Chair proceeds to submit for voting the resolution



proposal presented by the shareholder Ministry of Economy and Finance in relation to the fourth item on the agenda - Determination of the remuneration of the standing members of the Board of Statutory Auditors, thereby submitting the following resolution to the approval of the Meeting:

***"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. 25.1 of the Articles of Association,***

***resolved:***

***To set the remuneration of the standing members of the Board of Statutory Auditors as follows:***

***a fixed gross annual amount of EUR 80,000 for the Chair of the Board of Statutory Auditors, and EUR 70,000 gross annually for each of the other Standing Auditors, in addition to reimbursement of duly documented travel and accommodation expenses incurred in the performance of their duties."***

Voting thus began on the fourth item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,047,400,882 shares in favour, equal to 99.914% of the share capital represented at the Shareholders' Meeting;
- 275,015 shares not in favour, equal to 0.026% of the share capital represented at the Shareholders' Meeting;
- 627,788 shares abstained, equal to 0.060% of the share capital represented at the Shareholders' Meeting;

The proposal was therefore approved.

#### **Voting on the 5th item on the Agenda**

Before proceeding with the vote on the fifth item on the agenda, the Chair recalls that, following the resignation of Armando Ponzini from his position as a member of the Board of Directors, the Board of Directors, on 26 March 2025, appointed by co-optation - pursuant to Article 2386, paragraph 1 of the Italian Civil Code - Dr Alessandro Marchesini as a member of the Board. He remains in office (as established by the aforementioned provision) until the present Shareholders' Meeting.

In this regard, it is also noted that the Board of Directors submitted a proposal to the Meeting to confirm Dr Alessandro Marchesini in office until the end of the term of the current Board of Directors, i.e., until the Shareholders' Meeting called to approve the financial statements as at 31 December 2025, as outlined in the explanatory report relating to the fifth item on the agenda.

In addition to the above, as already stated at the opening of the Meeting, on 30 April 2025, a group of 12 asset management companies and other institutional investors, collectively

holding 8,108,950 ordinary shares of Poste Italiane S.p.A., equal to approximately 0.621% of the share capital - the same group that submitted List No. 2 for the appointment of the Board of Statutory Auditors under item 3) of the agenda - submitted a nomination proposal for Dr Alessandro Marchesini as a member of the Board of Directors. This nomination proposal was published on the Company's website on 9 May 2025.

As both the proposal from the Board of Directors and that from the group of shareholders essentially contain substantively identical content, the nomination of Dr Alessandro Marchesini will therefore be put to a single vote.

#### **VOTING 5th item on the Agenda**

He therefore submits the following resolution proposal for the fifth item on the agenda - Appointment of a member of the Board of Directors, consistent with the content of the Explanatory Report of the Board of Directors and the proposal submitted by the aforementioned group of shareholders:

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

#### ***To appoint***

***Dr Alessandro Marchesini, born in Bologna on 18 July 1973, as member of the Board of Directors of the Company, until the expiry of the mandate of the current Board of Directors, i.e. until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2025.***

Voting thus began on the fifth item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,048,270,814 shares in favour, equal to 99.997% of the share capital represented at the Shareholders' Meeting;
- 20,794 shares not in favour, equal to 0.002% of the share capital represented at the Shareholders' Meeting;
- 12,077 shares abstained, equal to 0.001% of the share capital represented at the Shareholders' Meeting;

The proposal was therefore approved.

#### **Voting on the 6th, 7th, 8th and 9th items on the Agenda**

Before proceeding with the separate voting on the sixth, seventh, eighth and ninth items on the agenda, it is recalled that these items are closely related, all pertaining to resolutions regarding 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 sixth 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 Chair then proceeds with separate voting on each of the sixth, seventh, eighth and ninth items on the agenda.

**VOTING 6th 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 sixth item on the agenda - Report on the remuneration policy for FY 2025 - in accordance with that contained in the Board of Directors' Explanatory Report:

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

***the report on the remuneration policy for FY 2025 - 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 sixth item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,038,253,690 shares in favour, equal to 99.041% of the share capital represented at the Shareholders' Meeting;
- 9,859,721 shares not in favour, equal to 0.941% of the share capital represented at the Shareholders' Meeting;
- 190,274 shares abstained, equal to 0.018% of the share capital represented at the Shareholders' Meeting;

The proposal was therefore approved.

**VOTING 7th 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 seventh item on the agenda - Report on remuneration paid in FY 2024 - in accordance with that 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 remuneration paid during 2024, 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 seventh 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 seventh item on the agenda.

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,040,801,189 shares in favour, equal to 99.284% of the share capital represented at the Shareholders' Meeting;
- 5,558,489 shares not in favour, equal to 0.530% of the share capital represented at the Shareholders' Meeting;
- 1,944,007 shares abstained, equal to 0.186% of the share capital represented at the Shareholders' Meeting;

The proposal was therefore approved.

#### **VOTING 8th 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 eighth 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.com](http://www.emarketstorage.com)) 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."***

Voting thus began on the eighth item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,045,582,539 shares in favour, equal to 99.740% of the share capital represented at the Shareholders' Meeting;
- 777,144 shares not in favour, equal to 0.074% of the share capital represented at the Shareholders' Meeting;
- 1,944,002 shares abstained, equal to 0.186% of the 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 - 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 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 2.6 million ordinary shares of the Company, representing approximately 0.20% 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 50.0 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 (called "Euronext Milan"), 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 2025-2027", and (ii) the 2025 short-term incentive plan, based on financial instruments, for the most relevant personnel of BancoPosta RFC) 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 ninth item on the agenda.

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

The designated representative stated to have received instructions 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:

- 1,688 shareholders present for 1,048,303,685 shares all admitted to vote, equal to 80.262% of the share capital;
- 1,047,799,574 shares in favour, equal to 99.952% of the share capital represented at the Shareholders' Meeting;
- 398,353 shares not in favour, equal to 0.038% of the share capital represented at the Shareholders' Meeting;
- 105,758 shares abstained, equal to 0.010% of the share capital represented at the Shareholders' Meeting;

The proposal was therefore approved.

Termination of the Meeting

Since there were no other items to discuss, the Chair declared the Shareholders' Meeting adjourned at 3:28 pm, thanking all those present.

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**List of documents annexed to the minutes**

The Chair has the Chair's Office provide to me, requesting that it be annexed to the minutes:

- a) attendance at the constitution of the Shareholders' Meeting;
- b) outcome of the first voting (financial statements) with details of the votes;
- c) outcome of the second voting (profit allocation) with details of the votes;
- d) Outcome of the third vote (appointment of members of the Board of Statutory Auditors), with detailed voting results;
- e) Outcome of the fourth vote (remuneration of the Board of Statutory Auditors), with detailed voting results;
- f) Outcome of the fifth vote (appointment of a member of the Board of Directors), with detailed voting results;
- g) Outcome of the sixth vote (2025 Remuneration Policy Report), with detailed voting results;
- h) Outcome of the seventh vote (Report on remuneration paid in 2024), with detailed voting results;
- i) Outcome of the eighth vote (Incentive plans), with detailed voting results;
- l) Outcome of the ninth vote (Treasury shares), with detailed voting results;
- m) list of participants and delegates and register of attendance at the Meeting;
- n) reports of the Board of Directors on the individual items on the agenda;
- o) report on the 2025 remuneration policy and on the compensation paid in 2024;
- p) information document relating to the 2025 long-term incentive plan;
- q) answers to questions asked by some Shareholders pursuant to art. 127-ter of Legislative Decree 24 February 1998 no.58;

**whereas the following are not annexed to the minutes:**

- annual financial report 2024 (including, inter alia: annual financial statements at 31 December 2024 with the respective report on operations accompanied by the report of the Board of Statutory Auditors and the report of the Independent Auditors; consolidated financial statements at 31 December 2024 with the respective report on operations accompanied by the report of the Independent Auditors);
  - Sustainability Report for the 2024 financial year;
- documents duly published prior to the Meeting in accordance with the law, which will be filed with the minutes in the companies register in Rome.

In respect of which I have drawn up these minutes, typed by a person of my trust and completed by my own hand, covering fifty-one full sides and thus far of the fifty-second side of fourteen sheets. Signed by me Notary at 6:30 pm.

Signed: 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.