

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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Poste Italiane S.p.A.

Registered Office in Rome - Viale Europa, n. 190

Share Capital € 1,306,110,000.00 fully paid in

Taxpayer Identification and Rome Company Register n. 97103880585

R.E.A. of Rome n. 842633

V.A.T. registration n. 01114601006

## ***Notice of Ordinary Shareholders' Meeting***

An ordinary Shareholders' Meeting will be held on single call on 27 April 2026 at 2:00 p.m. in Rome, at the premises of the Company located in Viale Europa n. 175, to discuss and resolve on the following

### AGENDA

1. Poste Italiane S.p.A. Financial Statements for the year ended 31 December 2025. Reports of the Board of Directors, the Board of Statutory Auditors, and the Audit Firm. Related resolutions. Presentation of the consolidated financial statements for the year ended 31 December 2025.
2. Allocation of net income for the year.
3. Determination of the number of the members of the Board of Directors.
4. Determination of the term of the Board of Directors.
5. Election of the members of the Board of Directors, by the slate voting system and in line with the provisions of law and by-laws.
6. Election of the Chairman of the Board of Directors.
7. Determination of the compensation of the members of the Board of Directors.
8. Report on the 2026 remuneration policy.
9. Report on amounts paid in the year 2025.
10. Equity-based short term incentive plan MBO 2026.
11. Equity-based 2026-2028 Performance Share long term incentive plan.
12. Equity-based long term incentive plan Phantom Stock Option.

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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It should be noted that the provisions of this notice of call are in line with the provisions of article 135-*undecies*.1 of the Legislative Decree no. 58 of 24 February 1998 (the “Consolidated Law on Finance”) and of article 11.6 of the Company’s bylaws.

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## **Modalities of carrying-out of the Shareholders’ Meeting pursuant article 135-*undecies*.1 of the Consolidated Law on Finance and of article 11.6 of the Company’s bylaws**

The Company has decided to avail itself of the faculty established by article 135-*undecies*.1 of the Consolidated Law on Finance and of article 11.6 of the Company’s bylaws, providing that the attendance of the Shareholders’ Meeting shall be only permitted through the representative appointed by the Company pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the Company’s bylaws – *i.e.*, Monte Titoli S.p.A., whose registered office is in Milan (“Monte Titoli” or the “Appointed Representative”) – as subsequently indicated in the paragraph “Modalities of attendance of the Shareholders’ Meeting”. It will not be possible to participate and vote in the Shareholders’ Meeting by electronic means nor to vote by correspondence.

Pursuant to the above said law and bylaws provisions, without prejudice to the indications related to the attendance of the Shareholders’ Meeting of those entitled to vote, the other parties entitled to be present at the Shareholders Meeting, or otherwise authorized to attend the Meeting (Chairman, Notary, Appointed Representative, Directors and Standing Auditors, General Manager, employees and partners of the Company, representatives of the external audit firm), shall attend the Shareholders' Meeting by audio-conferencing means (with the methods communicated to them individually) which also guarantee their identification, not being needed in any case the simultaneous presence in the same venue of the Chairman and of the Notary.

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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## **Information on the share capital**

As of the date of the present notice, the share capital of Poste Italiane S.p.A. amounts to € 1,306,110,000.00, divided into 1,306,110,000 ordinary shares without par value. As of today, the Company holds no. 11,994,110 own shares, representing 0.918% of the Company's share capital.

## **Entitlement to attend and to vote at the Shareholders' Meeting**

Pursuant to article 83-*sexies* of the Consolidated Law on Finance and article 10.1 of the Company's bylaws, shareholders are entitled to attend and to vote at the Shareholders' Meeting – according to terms and modalities indicated in the subsequent paragraph of this Notice – if the Company has received a special notice from an authorized intermediary based on the accounting records at the end of the seventh trading day preceding the date of the Shareholders' Meeting (i.e., **16 April 2026**). Credit and debit entries recorded on the accounts subsequently to such date do not count for the purpose of entitlement to vote at the Shareholders' Meeting.

The intermediary's notice must be received by Poste Italiane S.p.A. by the end of the third trading day preceding the date set for the Shareholders' Meeting (i.e., by **22 April 2026**), without prejudice to the right to attend and to vote in the event the Company receives the notice after the aforesaid deadline, provided it is received before the Shareholders' Meeting begins.

## **Modalities of attendance of the Shareholders' Meeting**

*A. Proxy pursuant to article 135-undecies of the Consolidated Law on Finance (the "Proxy to the Appointed Representative")*

Pursuant to article 135-*undecies*.1 of the Consolidated Law on Finance and of article 11.6 of the Company's bylaws, the attendance of the Shareholders' Meeting of those entitled to vote shall be only permitted through Monte Titoli S.p.A., as the representative appointed by the

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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Company for this purpose pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the Company's bylaws.

The Proxy to the Appointed Representative pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the Company's bylaws – to be granted without charge for the delegator (except for any shipping costs) – must contain voting instructions regarding all or some of the items on the agenda.

In this regard, shareholders shall use the specific form available, together with the related instructions for filling it out and sending it, in the section of the Company's website [www.posteitaliane.it](http://www.posteitaliane.it) dedicated to the present Shareholders' Meeting.

The above proxy, containing voting instructions – together with a copy of a valid ID document of the delegating subject or, if the latter is a legal entity, of the *pro tempore* legal representative or of another subject with due powers, together with documentation suitable to certify their qualification and powers – must be provided to the Appointed Representative by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. **23 April 2026**), according to one of the following alternative manner:

- transmission of a copy of the electronically reproduced proxy (PDF format) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting April 2026") from the certified email address of the delegating subject (or, in case of unavailability of a certified email address, from the ordinary email of the delegating subject; in such a case the proxy containing voting instructions must be signed through qualified or digital signature);
- transmission of the original of the proxy, by courier or by registered mail with notification of receipt, at the following address: Monte Titoli S.p.A. – k.a. area Register Services, Piazza degli Affari n. 6, 20123 Milan, Italy (Ref. "Proxy Poste Italiane Shareholders' Meeting April 2026"), anticipating a copy of the electronically reproduced proxy (PDF format) by ordinary email to the address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting April 2026");

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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- notification to the Appointed Representative electronically through the section of the website dedicated to this Shareholders' Meeting.

The Proxy to the Appointed Representative and the instructions granted may be revoked by the aforesaid deadline in the ways specified above.

The Proxy to the Appointed Representative has effect only for the proposals regarding which voting instructions have been given. The shares for which the proxy, even if partial, was conferred are counted for the purposes of the quorum required for the Shareholders' Meeting. With regard to the proposals for which voting instructions have not been given, the shares are not counted for the purposes of calculating the majority and the percentage of capital required for the approval of the resolutions.

## *B. Proxy and/or subproxy pursuant to article 135-novies of the Consolidated Law on Finance (the "Ordinary Proxy")*

Alternatively, pursuant to article 135-*undecies*.1 of the Consolidated Law on Finance and of article 11.6 of the Company's bylaws, to Monte Titoli S.p.A. may also be granted proxies and/or sub-proxies pursuant to article 135-*novies* of Consolidated Law on Finance, as an exception to art. 135-*undecies*, paragraph 4, of the same Consolidated Law on Finance.

To this end, the appropriate proxy/sub-proxy form available in the section of the Company's website ([www.posteitaliane.it](http://www.posteitaliane.it)) dedicated to the present Shareholders' Meeting may be used.

The Ordinary Proxy (or the sub-proxy) – together with a copy of a valid ID document of the delegating subject or, if the latter is a legal entity, of the *pro tempore* legal representative or of another subject with due powers, together with documentation suitable to certify their qualification and powers – must be provided to the Appointed Representative according to one of the following alternative manner:

- transmission of a copy of the electronically reproduced proxy (PDF format) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting April 2026") from the certified email address of the delegating subject (or, in case of

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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unavailability of a certified email address, from the ordinary email of the delegating subject; in such a case the proxy containing voting instructions must be signed through qualified or digital signature);

- transmission of the original of the proxy, by courier or by registered mail with notification of receipt, at the following address: Monte Titoli S.p.A. – k.a. area Register Services, Piazza degli Affari n. 6, 20123 Milan, Italy (Ref. “Proxy Poste Italiane Shareholders’ Meeting April 2026”), anticipating a copy of the electronically reproduced proxy (PDF format) by ordinary email to the address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. “Proxy Poste Italiane Shareholders’ Meeting April 2026”).

The Ordinary Proxy may contain voting instructions regarding all or some of the items on the agenda, being understood that Monte Titoli S.p.A. shall not express any vote in the Shareholders’ Meeting with respect to those proposals in relation to which precise voting instructions have not been given.

In order to allow the Company and Monte Titoli S.p.A. to receive and check the Ordinary Proxies in advance with respect to the beginning of the Meeting, those entitled to grant are requested to send the Ordinary Proxies preferably no later than 6:00 p.m. of 26 April 2026.

The Ordinary Proxies and the connected instructions may be revoked up to the beginning of the Meeting, sending a message to the email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com).

Any clarification connected to the granting of the proxy to the Appointed Representative (particularly with respect to the filling in of the form of proxy, the voting instructions and their transmission) may be requested to Monte Titoli S.p.A. by email to the address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by telephone at the number +39.02. 33635810 (active on week days from 9:00 a.m. to 5:00 p.m.).

**Additions to the agenda and presentation of new proposals for resolutions by Shareholders owning at least 2.5% of the share capital (pursuant to article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance)**

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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Pursuant to article 126-*bis*, paragraph 1, first sentence, of the Consolidated Law on Finance, shareholders representing, even jointly, at least 2.5% of the share capital may request, in writing and within the term of ten days from the publication of the present notice – *i.e.* by **27 March 2026** – additions to the list of items on the agenda, specifying in their request the additional matters they propose, or present proposals for resolutions on matters already on the agenda of the Shareholders' Meeting. Additions to the agenda are not admitted with regard to matters on which Shareholders' Meetings resolve, according to the law, on proposals of the Board of Directors or on the basis of a project or a report prepared by them other than those specified in article 125-*ter*, paragraph 1, of the Consolidated Law on Finance. Pursuant to the regulations in force, shareholders are entitled to request additions to the agenda, or to present proposals for resolutions on matters already on the agenda of the Shareholders' Meeting, if the Company has received a special notice from an authorized intermediary certifying their possession of the equity interest required.

For further information on the right to request additions to the agenda and to present proposals for resolutions, as well as on the related procedures for exercising such right, see the section of the Company's website dedicated to the present Shareholders' Meeting.

## **Submission of resolution proposals (pursuant to article 126-*bis*, paragraph 1, third sentence, of the Consolidated Law on Finance)**

Following the terms and modalities of attendance of the Shareholders' Meeting above indicated – with respect to the provisions of article 126-*bis*, paragraph 1, third sentence, of the Consolidated Law on Finance, according to which those with voting rights may individually present resolution proposals in the Shareholders' Meeting upon items on the agenda or otherwise permitted by the law – the Company also informs that:

- these possible proposals, including those ones related to items 6) and 7) on the agenda (concerning, respectively, the "Election of the Chairman of the Board of Directors" and the "Determination of the compensation of the members of the Board of Directors") – to

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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be expressed in a clear and complete way – must be sent to the Company, by email to the certified address [affari.societari@pec.posteitaliane.it](mailto:affari.societari@pec.posteitaliane.it), no later than the fifteenth day preceding the date of the Shareholders' Meeting (in this regard, taking into account that this deadline would expire on Sunday 12 April 2026, this deadline is postponed to Monday 13 April 2026), so that those with voting rights may view them for the purpose of granting proxies and/or sub-proxies to the Appointed Representative, with relative voting instructions (as previously indicated in the paragraph "Modalities of attendance of the Shareholders' Meeting");

- the entitlement to submit proposals is subject to the receipt by the Company of the special notice from an authorized intermediary pursuant to the regulations in force, relevant to their participation rights;
- the Company shall provide to promptly (and, in any case, by 14 April 2026) publish in a specific section of the website the proposals sent within the terms above indicated, reserving the right – in view of the publication of the same – to check their relevance to the items on the agenda, their completeness, their compliance with the applicable law, as well as the legitimacy of the submitting subjects.

## **The right to ask questions before the Shareholders' Meeting**

Pursuant to article 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, questions regarding the items on the agenda may be asked before the Shareholders' Meeting by shareholders who are entitled to vote and on behalf of whom the Company has received a special notice from an authorized intermediary pursuant to the regulations in force. The questions of those who intend to avail themselves of such right must be received by the Company by the date indicated in article 83-sexies, paragraph 2, of the Consolidated Law on Finance (i.e., by the seventh trading day preceding the date of the Shareholders' Meeting, and therefore by **16 April 2026**). In order to allow those entitled to vote to cast their vote through the Appointed Representative, while also taking into account the feedback the

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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Company has provided to these questions, the letters received by the term above indicated will be answered at latest three days prior to the Shareholders' Meeting (i.e., by 24 April 2026), pursuant to the provisions of article 135-*undecies*.1 of the Consolidate Law on Finance, by publication in a specific section of the Company website. For further information on the right to ask questions before the Shareholders' Meeting and on the procedures for exercising such right, see the section of the Company's website dedicated to the present Shareholders' Meeting.

## **Election of the Board of Directors**

Pursuant to the Consolidated Law on Finance and the corporate bylaws, the members of the Board of Directors are elected by slating vote. With this respect the expiring Board of Directors has put forward, upon proposal of the Nomination and Corporate Governance Committee, guidelines on the size and composition of the new Board of Directors, in compliance with recommendations of the Corporate Governance Code (Article 4, Principle XIII, Recommendation No. 23), which the Company decide to comply with notwithstanding the above Recommendation is addressed to the companies other than those ones with concentrated ownership. These guidelines can be consulted on the Company's web site ([www.posteitaliane.it](http://www.posteitaliane.it)). At this regard, again according to the indication for companies other than those with concentrated ownership in the same above-mentioned Recommendation of the Corporate Governance Code, shareholders submitting a slate with a number of candidates that is higher than half the number of members to be elected are also suggested (i) to provide adequate information on the compliance of the slate with the board guidelines mentioned above, and (ii) to identify its candidate for the chairmanship of the board, whose appointment is conducted according to the company's bylaws.

Only shareholders who, alone or together with other shareholders, result to own at least 0.5% of the company's share capital are entitled to file a slate.

Preparation, filing and publication of the slates shall be performed in compliance with Article

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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14 of the corporate bylaws, to which is made reference to for what not expressly provided for here below.

With reference to the preparation of the slates and the composition of the Board of Directors, it shall be noted that:

- pursuant to Article 147-*quinquies* of the Consolidated Law on Finance, the directors of listed companies must possess the requirements of integrity required for statutory auditors of listed companies, provided by Article 2 of the Decree of the Ministry of Justice, No. 162 of 30 March 2000;
- in addition to the above, the candidates to the office of director must possess the requirements of integrity (including the absence of causes of ineligibility or forfeiture pursuant to Article 14.3 of the corporate bylaws), as well as fulfil the additional requisites and criteria specified (i) in the law and regulations in force (including, inter alia, the Minister of Economy and Finance's Decree n. 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", hereinafter also the "DM 169/2020"), (ii) in the Bank of Italy's Supervisory Regulations applicable to Poste Italiane (following, among other things, both the activities carried out through the BancoPosta's Ring-Fenced Capital and the circumstance that Poste Italiane owns the entire share capital of PostePay S.p.A., an electronic money institution), and (iii) in the corporate bylaws;
- pursuant to Article 14.4, seventh paragraph, of the corporate bylaws, each slate must include at least two candidates possessing the requirements of independence established by the law (i.e., those provided for the statutory auditors of listed companies), distinctly mentioning such candidates and listing one of them as first in the slate;
- pursuant to Article 14.4, eight paragraph, of the corporate bylaws and Article 147-*ter*, paragraph 1-*ter*, of the Consolidated Law on Finance, the slates which contain a number of candidates equal to or above three shall also include candidates belonging to different

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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genders, in order to ensure the presence in the Board of Directors of at least two fifths of members of the less-represented gender, rounded, in the case of a fractional number, to the higher unit;

- in the event that Directors leave office before the end of their term, Article 14.5 of the corporate bylaws provides for a mechanism of mandatory cooptation requiring that, whenever possible, such Directors are to be replaced by other candidates belonging to the same slate of the Directors who have left their office;
- in compliance with the recommendations of the Corporate Governance Code (Recommendation No. 15), as well as with the provisions of the DM 169/2020, the Board of Directors adopted a specific guideline regarding the maximum number of offices that its members may hold in the corporate bodies of other companies (including listed companies and those ones of significant size) in order to ensure that the persons concerned have sufficient time to effectively perform the role they have in the Board of Directors of Poste Italiane S.p.A.; the document containing this guideline can be consulted on the Company's website ([www.posteitaliane.it](http://www.posteitaliane.it)).

Pursuant to Article 147-*ter* of the Consolidated Law on Finance, the slates – together with the necessary documentation – shall be filed no later than twenty-five days before the Meeting (i.e. by **2 April 2026**). The slates must be filed at the Company's registered office (i) through delivery by hand of the documentation to Poste Italiane S.p.A.'s Corporate Affairs department (at Viale Europa n. 175 - 00144 Rome, from Monday to Friday possibly from 10 am to 6 pm), or electronically (ii) by email to the certified address [affari.societari@pec.posteitaliane.it](mailto:affari.societari@pec.posteitaliane.it); together with the filing of the slates, information allowing for the identification of the persons submitting the slates shall also be provided.

The ownership of the minimum percentage of the share capital of the Company required to submit the slates is determined according to the shares that are registered in the name of the shareholder on the date on which the slates are filed with the Company. The relevant certificate, issued by an authorized intermediary, may also be provided after the filing of the

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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slates but, in any case, no later than twenty-one days before the date of the Meeting (in this regard, taking into account that this deadline would expire on Monday 6 April 2026, the holiday following Easter Sunday, this deadline is postponed to Tuesday 7 April 2026, this being the deadline for the Company to publish the slates).

Slates shall be filed with the Company together with the declarations of the individual candidates under which they accept their candidacy and certify, under their own responsibility, the absence of any cause of ineligibility e incompatibility, as well as their satisfaction of the requirements of honorableness, professionalism, and independence (also pursuant to Recommendation No. 7 of the Corporate Governance Code), including judgment, and the fulfilment of criteria of integrity and competence for their respective offices specified by the law and regulations in force (including the DM 169/2020), by the Bank of Italy's Supervisory Regulations applicable to Poste Italiane and by the corporate bylaws, and the additional documentation required by Article 144-*octies*, paragraph 1, letter b) of Consob Resolution No. 11971 of 14 May 1999.

Please be advised that those who submit a minority slate are also subject to the recommendations made by Consob in Communication No. DEM/9017893 of 26 February 2009.

Finally, pursuant to the corporate bylaws, for the purposes of identifying the Directors to be elected, the candidates designated on the slates that have obtained a number of votes amounting to less than half of the percentage required for the presentation of the same slates shall not be taken into account.

For any further information on the appointment of the Board of Directors, shareholders are invited to read the explanatory report prepared by the same Board of Directors on the relevant item on the agenda.

## **Documentation**

The documentation concerning the items on the agenda provided for by the law and

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.4.2026

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regulations – including, among other things, the reports on the matters on the agenda and the related resolutions proposed, as well as the annual financial report – is available to the public, within the time limits provided for by the law, at the Company's registered office, in the section of its website ([www.posteitaliane.it](http://www.posteitaliane.it)) dedicated to the present Shareholders' Meeting, and at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.it](http://www.emarketstorage.it)).

The holders of voting rights may obtain a copy of the above documentation upon previous appointment to be requested via email at [affari.societari@pec.posteitaliane.it](mailto:affari.societari@pec.posteitaliane.it).

## **Other information**

The Company reserves the right to make and communicate integrations and/or changes to the content of this notice in due advance.

The extract of the Notice of the Meeting is going to be also published by the Company on 18 March 2026 on the newspaper "Il Sole 24 Ore".

Rome, 17 March 2026

The Chairman of the Board of Directors

Silvia Maria Rovere