



Reference No. 70217

File No. 36550

MINUTES OF THE MEETING OF  
"POSTE ITALIANE - SOCIETA' PER AZIONI"  
ITALIAN REPUBLIC

The year two thousand twenty-four on thirty-one May  
(31 May 2024)

in Rome, piazzale di Porta Pia 121;  
at 5:20 pm

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 31 May 2024, beginning at  
2:14 pm and ending at 3:29 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 2:14 pm on 31 May 2024, the Chair first 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.,  
Silvia Maria Rovere took the chair of the Shareholders'  
Meeting pursuant to art. 12.1 of the Articles of Association,  
and declared it to be open.

As a preliminary reminder, the Company has decided to apply  
the option provided for by Article 106, paragraph IV, of  
Decree Law No. 18 of 17 March 2020 - converted into Law, with  
amendments, by Article 1, paragraph 1, of Law No. 27 of 24  
April 2020, whose final deadline of application was most  
recently extended to 31 December 2024 by art. 11, paragraph  
2, of Law 5 March 2024, no. 21 (hereinafter referred to as  
"Cura Italia Decree") - providing in the notice of call that:

- the participation in the Shareholders' Meeting by those who  
have the right to vote may be exclusively through the  
representative designated pursuant to article 135-undecies of  
Legislative Decree no. 58 of 24 February 1998 (hereinafter

**Registered in Rome 5**

**on**

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also referred to as the "Consolidated Finance Act" or "TUF") and article 11.5 of the Company's Articles of Association, to whom delegations or sub-delegations may also be granted pursuant to article 135-novies of the TUF, as specified below;

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

It was 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 was therefore acknowledged that she was physically present at the place where the Meeting is convened, together with the Notary and the Secretary of the Board of Directors, as identified below, while all other participants attended by means of an audio-video link, whose identity and entitlement to attend the Meeting of Shareholders had been ascertained - through the office of chair, appointed by her in the persons of Massimiliano Chiadò Piat, indicated by Monte Titoli S.p.A., Marco Contessa and Fabio Ciammaglichella, representatives of the Company, who were attending today's Meeting by means of an audio-video link.

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, has entrusted me, the Notary Public, with the task of drawing up the minutes by public deed, also for the ordinary part of today's meeting.

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
- Valentina Gemignani
- Paolo Marchioni
- Matteo Petrella
- Patrizia Rutigliano
- Vanda Ternau

of the Board of Statutory Auditors:

- Mauro Lonardo, Chair
  - Gianluigi Fiorendi, Standing Auditor
  - Serena Gatteschi, Standing Auditor
- and
- the General Manager, Giuseppe Lasco;

- 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 26/03/2024, 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 22 May 2024) - 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 28 May 2024). 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 and Extraordinary Shareholders' Meeting has been duly convened for today, 31 May 2024, at 2:00 pm, at the Company's offices located in Rome, at Viale Europa n. 175, in a single meeting, by means of a notice of call published (i) in full on the Company's website, on Borsa Italiana's website, as well as at the authorised storage mechanism called "eMarket Storage" on 29 April 2024, which was also announced in a press release, and (ii) as an excerpt in the daily newspaper "Il Sole 24 Ore" on 1 May 2024, with the following agenda:

*Ordinary part:*

- 1) *The Financial Statements at 31 December 2023. 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 2023.*
- 2) *Allocation of profit for the year.*
- 3) *Report on the Remuneration Policy for FY 2024.*
- 4) *Report on remuneration paid in FY 2023.*
- 5) *Equity-based incentive plans.*
- 6) *Authorisation to purchase and dispose of treasury shares to service equity-based incentive plans. Related and consequent resolutions.*

*Extraordinary part:*

1) *Amendments to articles 4 (addition to the corporate purpose), 11 (insertion of a clause concerning the right of those entitled to attend and participate in Shareholders' Meetings exclusively through the designated representative), 12 (method of appointing the secretary of the Shareholders' Meeting), 14 (name of the Board Committees), 16 (urgent calling of board meetings) and 20 (name of the control functions for BancoPosta RFC) of the Articles of Association. Related 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.

It was also specified that, as indicated in the convocation notice, (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 30 May 2024, 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 29 May 2024.

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.

*Intervention of the designated representative*

*Within the legal deadline, Monte Titoli received 6 delegations pursuant to art. 135-undecies of the TUF for a total of 479,164,010 shares from those entitled, equal to 36.69% of the 1,306,110,000 shares constituting the share*

capital and 1 delegation had also been received pursuant to article 135-novies of the TUF for a total of 382,127,890 shares from those entitled, equal to 29.26% of the 1,306,110,000 shares making up the share capital and 1 sub-delegation which in turn received 2,004 delegations pursuant to Article 135-novies of the TUF for a total of 187,412,818 shares from those entitled, equal to 14.35% of the 1,306,110,000 shares making up the share capital.

Therefore, a total of 2,011 delegations were received from 1,543 entitled persons for a total of 1,048,704,718 shares, equal to 80.29% of the 1,306,110,000 shares constituting the share capital.

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

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

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

The Chair took the floor again and stated that:

- in accordance with article 13.2 of the Articles of Association, the ordinary and extraordinary general meeting of shareholders 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

**1543 persons with voting rights representing 1,048,704,718 shares, equal to 80.292% 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.

This is without prejudice to the fact that the verification of the share capital present by proxy will be updated at the beginning of the discussion of the extraordinary part and the vote on the items of the extraordinary part.

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 at today's date the Company holds 10,675,798 treasury shares, equal to approximately 0.82% of the share capital. The Company holds no further treasury shares in its portfolio, not even through subsidiaries;

and it was 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, 1,295,434,202 ordinary shares have voting rights, excluding the indicated treasury shares; the Company's shares are admitted to trading on the Euronext Milan market (formerly Mercato Telematico Azionario) organised and managed by Borsa Italiana S.p.A.; according to the results of the shareholders' register, supplemented by communications received pursuant to article 120 of the Consolidated Finance Act and other available information, updated to the so-called record date of 22 May 2024, the following entities hold, directly or indirectly, more than 3% of the subscribed share capital of Poste Italiane S.p.A., represented by shares with voting rights:

Cassa depositi e prestiti S.p.A. (a subsidiary of the Ministry of Economy and Finance) for 457,138,500 shares equal to 35%

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

It was acknowledged that the Company is not aware of any shareholders' agreements made 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 24 April 2024, the 2023 annual financial report, including the draft financial statements (including the report of BancoPosta RFC), the consolidated financial statements of the Poste Italiane Group, the directors' reports on operations, the consolidated non-financial statement, the attestations referred to in article 154-bis, paragraph 5, of the Consolidated Finance Act, approved by the board of directors on 19 March 2024, together with the reports of the board of statutory auditors and the independent auditors and the annual report on corporate governance and ownership structure;

on 29 April 2024, (i) the explanatory reports and proposed resolutions on all the topics on the agenda of the ordinary and extraordinary parts, (ii) the "Report on the 2024 remuneration policy and compensation paid 2023" - prepared pursuant to art. 123-ter of the Consolidated Finance Act - referred to in the third and fourth items on the agenda of the ordinary part, and (iii) the Information Document relating to the fifth item of the ordinary part.

Lastly, on 14 May 2024, 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.

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

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 was informed - taking into account that, as indicated at the opening of the meeting proceedings, the intervention in the present Meeting of the persons entitled to vote takes place exclusively through the Designated Representative - that the intention is to order, pursuant to Article 5 of the Meeting Regulation, that all items on the agenda of the ordinary and extraordinary parts respectively be dealt with in one session.

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

During the opening phase of (i) the single discussion of all the items on the agenda of the ordinary part, as well as (ii) the single discussion of the topics of the extraordinary part, the representative of Monte Titoli present at the meeting will then be asked to declare whether the Designated Representative has been given by those entitled to vote - who have issued a delegation and/or sub-delegation to the Designated Representative pursuant to art. 135-novies of the Consolidated Finance Act - requests for specific interventions on the items on the agenda. 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 ordinary 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 ordinary agenda, with regard to the financial statements, it should be noted that the independent auditors, Deloitte & Touche S.p.A., have expressed an unqualified opinion on both the financial statements at 31 December 2023 and the consolidated financial statements at the same date of Poste Italiane S.p.A., as well as an opinion on the consistency with the financial statements and compliance with legal requirements of the report on operations and the information referred to in article 123-bis, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) of the Consolidated Finance Act, presented in the report on corporate governance and ownership structure. The independent auditors have also verified that the information pursuant to paragraph 2, letters a), c), d) and d-bis) of article 123-bis of the Consolidated Finance Act had been provided as well as the fact that the directors had approved the non-financial statement pursuant to Legislative Decree 254 of 30 December 2016, as is evident from the reports issued on 04 April 2024. Lastly, on 04 April 2024, the same independent auditors, Deloitte & Touche S.p.A., had released a certificate attesting the conformity of the non-financial statement.

The single discussion was therefore declared open on all items on the ordinary 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 Designated Representative declares to have not received any requests for action for the ordinary part.*

The only discussion on all the items on the ordinary agenda was therefore declared closed.

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

#### **VOTING 1st item on the Agenda**

##### **Ordinary part**

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 ordinary agenda - Financial Statements at 31 December 2023. 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 2023 - 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 2023 and the related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;*
- *having acknowledged the "Consolidated Non-Financial Statement", drawn up in accordance with Legislative Decree 254/16 and included in the Report on Operations at 31 December 2023, with the related report of the Independent Auditors;*
- *having acknowledged the consolidated financial statements as at 31 December 2023 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 2023, 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 ordinary agenda.

Voting on the first item on the ordinary agenda was called

**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:**

- **1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;**
- **1,048,093,032 shares in favour, equal to 99.942% of the share capital represented at the Shareholders' Meeting;**
- **469,728 shares not in favour, equal to 0.045% of the share capital represented at the Meeting;**
- **141,958 shares abstained, equal to 0.014% of the share capital represented at the Meeting.**

**The proposal was therefore approved.**

#### **VOTING 2nd item on the Agenda**

##### **Ordinary part**

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 ordinary 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 600,344,459 euros as follows:*

- 1.1) to the "Profit reserve" for 60,000,000 euros;*
- 1.2) available to the Company for possible distribution for 540,344,459 euros;*

*2. to allocate Poste Italiane S.p.A.'s net profit for FY 2023, amounting to 1,389,505,408 euros, as follows:*

- 2.1) to "Profit reserves" of BancoPosta RFC for 60,000,000 euros;*

2.2.) to reserve called "Retained earnings", share not available for distribution for 5,610,306 euros;

2.3) to the distribution to the Shareholders, as a dividend, the amount of 0.800 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 0.800 euros per share as follows:

- the amount of 0.237 euros for each of the ordinary shares in circulation on the ex-dividend date, excluding treasury shares in portfolio on that date, to cover the interim dividend paid from 22 November 2023, after detachment on 20 November 2023 of the coupon no. 13 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 21 November 2023, for a total amount of 307,017,906 euros;

- the amount of 0.563 euros for each of the ordinary shares outstanding on 24 June 2024, 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 2023 of 0.563 euros per ordinary share - before withholding tax, if any - from 26 June 2024, with the "ex-dividend" date of coupon n. 14 falling on 24 June 2024 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 25 June 2024."

Voting thus began on the second item on the ordinary agenda.

Voting was thus called for the second item on the ordinary 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:**

**- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;**

**- 1,048,418,418 shares in favour, equal to 99.973% of the share capital represented at the Shareholders' Meeting;**

**- 276,215 shares not in favour, equal to 0.026% of the share capital represented at the Meeting;**

**- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.**

**The proposal was therefore approved.**

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

Before moving on to the separate vote on the third, fourth, fifth and sixth items on the ordinary agenda, it was pointed out that these are closely related and inherent to the various deliberations to be taken on remuneration matters.

It was also recalled that (i) pursuant to article 123-ter, paragraph 3-ter, of the Consolidated Finance Act, the resolution of the General Meeting of Shareholders on the first section of the remuneration policy report - referred to in the third item on the ordinary agenda - is binding, while (ii) pursuant to article 123-ter, paragraph 6, of the Consolidated Finance Act, the resolution of the General Meeting of Shareholders on the second section of the remuneration policy report, concerning the compensation paid in the previous year - referred to in the fourth item on the ordinary agenda - is non-binding.

The meeting then moved onto the separate vote on the third, fourth, fifth and sixth items on the ordinary agenda.

**VOTING 3rd item on the Agenda**

**Ordinary part**

In accordance with the provisions of article 10.1 of the Meeting Regulations, she therefore submitted the following proposal for resolution on the third item on the ordinary agenda - Report on the remuneration policy for FY 2024 - in accordance with as 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 2024 - 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 third item on the ordinary agenda.

Voting was thus called for the third item on the ordinary agenda.

**The Designated Representative declared to have received instructions for all shares and also announced that the Ministry of Economy and Finance has delegated the Designated Representative to vote in favour by issuing the following statement at the meeting: "The Ministry approves the first section of the report on the remuneration policy, recalling, as at the shareholders' meeting to approve the financial statements for the year 2022, the provisions of Article 45 of Decree-Law 04 May 2023 no. 48 concerning the adoption of strategies aimed at: a) containing management costs; b) favouring variable components directly linked to company and individual performance over fixed components; c) excluding or in any case limiting the cases and extent of indemnities and**

emoluments of any kind paid due to or upon termination of the employment relationship attributable to the employee's will and in cases of termination of office."

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 1,041,755,679 shares in favour, equal to 99.337% of the share capital represented at the Shareholders' Meeting;
- 5,438,282 shares not in favour, equal to 0.519% of the share capital represented at the Meeting;
- 1,510,757 shares abstained, equal to 0.144% of the share capital represented at the Meeting.

The proposal was therefore approved.

#### VOTING 4th item on the Agenda

##### Ordinary part

In accordance with the provisions of article 10.1 of the Meeting Regulations, she therefore submitted the following proposal for resolution on the fourth item on the ordinary agenda - Report on compensation paid in FY 2023 - 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 2023, 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 fourth item on the ordinary agenda, again recalling that pursuant to art. 123-ter, paragraph 6, of the TUF, this resolution was not binding.

She thus called for a vote on the fourth item on the ordinary 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:

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 1,048,363,246 shares in favour, equal to 99.967% of the share capital represented at the Shareholders' Meeting;
- 331,387 shares not in favour, equal to 0.032% of the share capital represented at the Meeting;
- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

The proposal was therefore approved.

#### VOTING 5th item on the Agenda

##### Ordinary part

In accordance with the provisions of article 10.1 of the Meeting Regulations, she therefore submitted the following

proposal for resolution on the fifth item on the ordinary 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) 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 fifth item on the ordinary agenda.

She thus called for a vote on the fifth item on the ordinary 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:**

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;**
- 1,044,946,316 shares in favour, equal to 99.642% of the share capital represented at the Shareholders' Meeting;**
- 1,806,053 shares not in favour, equal to 0.172% of the share capital represented at the Meeting;**
- 1,952,349 shares abstained, equal to 0.186% of the share capital represented at the Meeting.**

**The proposal was therefore approved.**

#### **VOTING 6th item on the Agenda**

##### **Ordinary part**

In accordance with the provisions of article 10.1 of the Meeting Regulations, she therefore submitted the following proposal for resolution on the sixth item on the ordinary 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 3.5 million ordinary shares of the Company, representing approximately 0.27% of Poste Italiane S.p.A.'s share capital, which currently amounts to 1,306,110,000.00 euros, divided into 1,306,110,000 ordinary shares with no indication of nominal value, for a total outlay of up to 56 million euros; the purchases shall be made within the limits of distributable profits and available reserves resulting from the last duly approved financial statements;

- the purchases must be made at a price to be identified on a case-by-case basis, having regard to the method chosen for the transaction and in compliance with any regulatory requirements, including those of the European Union, at a price not exceeding the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venues where the purchase is made, provided that such price must not in any case deviate by more than 10% from the reference price recorded by Poste Italiane S.p.A. during the session of the Mercato Telematico Azionario, organised and managed by Borsa Italiana S.p.A., of the day preceding each single transaction;

- the purchases must be made in such a way as to ensure equal treatment among Shareholders and in accordance with the procedures provided for by the reference legislation, including EU legislation, and in any case in accordance with the procedures provided for by Article 144-bis, paragraph 1, of the Issuers' Regulation;

2. to authorise the Board of Directors - pursuant to and for the purposes of Article 2357-ter of the Civil Code - to proceed with the disposal, on one or more occasions, of all or part of the treasury shares in portfolio, without time limits, even before having exhausted the maximum quantity of shares that can be purchased, as well as the possible repurchase of the shares themselves to the extent that the treasury shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorisation referred to in point 1 above. The acts of disposal and/or use of treasury shares in the portfolio may take place for the pursuit of the purposes set forth in the Board of Directors' explanatory report to today's Shareholders' Meeting relating to this item on the agenda, under the terms and conditions specified below:

- the treasury shares will be used to service the incentive plans described in the narrative (namely (i) the long-term incentive plan "ILT Performance Share 2024-2026", and (ii) the 2024 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 sixth item on the ordinary agenda.

Voting was thus called for the sixth item on the ordinary 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:**

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 1,047,040,263 shares in favour, equal to 99.841% of the share capital represented at the Shareholders' Meeting;
- 1,654,370 shares not in favour, equal to 0.158% of the share capital represented at the Meeting;
- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

**The proposal was therefore approved.**

\*\*\*\*\*

There being no other items to be discussed in the ordinary part, unitary discussion followed of the

**extraordinary part.**

It was recalled that, as mentioned above, under the current Articles of Association, the Extraordinary Shareholders' Meeting was constituted and resolved with the majorities required by law.

It was therefore communicated that

**1543 persons with voting rights representing 1,048,704,718 shares, equal to 80.292% of the 1,306,110,000 shares comprising the share capital, were present through the Designated Representative.**

It was therefore confirmed that the Meeting was validly constituted also for the extraordinary part.

It was acknowledged that none of the six (6) amendments to the Articles of Association proposed for approval by the Extraordinary Meeting grants the right of withdrawal.

It was recalled that the vote on each of the six (6) amendments to the Articles of Association proposed for approval by the Extraordinary Meeting will take place separately.

The items on the extraordinary part of the agenda for this Shareholders' Meeting as indicated above were then discussed.

In view of the fact that the Company made the documents prepared for this General Meeting of Shareholders available to the public, she had then sent them out to all those so requesting and, since there were no objections, read of all documents related to this meeting was omitted, limiting the reading - during the subsequent voting phase - to proposals for resolutions only.

The discussion was therefore declared open on the items on the extraordinary 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 extraordinary agenda under discussion.

*The Designated Representative declares to have not received any requests for action for the extraordinary part.*

The discussion on the items on the extraordinary agenda was therefore declared closed.

Voting thus followed on the proposed amendments to the Articles of Association on the extraordinary part of the agenda, again specifying that the vote on each of the six (6) amendments to the Articles of Association proposed for approval by the extraordinary shareholders' meeting will take place separately.

**VOTING first amendment to the Articles of Association (Art. 4)**

In accordance with the provisions of article 10.1 of the Meeting Regulation, the following proposed resolution was therefore submitted on the first proposed amendment to the Articles of Association - concerning the amendment of art. 4 of the Articles of Association - on the extraordinary agenda, compliant with as contained in the Explanatory Report of the Board of Directors:

*"The Extraordinary Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors:*

*resolved*

*1. to amend Art. 4.1, lett. c) of the Articles of Association as follows:*

*- postal and electronic communication services, telecommunications services, both in the traditional sense and in the sense of innovative and integrated services, own or third parties' digital services and/or solutions and/or*

ICT (Information Communication Technology), including, by way of example, notification services, hybrid and digital communications services, online correspondence services, digital certification services, and micro logistics;

2. to empower the Chair of the Board of Directors and the Chief Executive Officer, severally, to approve and introduce in this resolution any amendments, additions or deletions that may be necessary for the purpose of the relevant registration in the register of companies”.

Voting began with reference to the first proposed amendment to the Articles of Association (art. 4) on the extraordinary agenda.

Voting was thus called for the first proposed amendment to the Articles of Association (art. 4) on the extraordinary 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:**

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 1,048,694,633 shares in favour, equal to 99.999% of the share capital represented at the Shareholders' Meeting;
- 0 shares not in favour, equal to 0% of the share capital represented at the Meeting;
- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

**The proposal was therefore approved.**

**VOTING second amendment to the Articles of Association (Art.**

**11)**

In accordance with the provisions of article 10.1 of the Meeting Regulation, the following proposed resolution was therefore submitted on the second proposed amendment to the Articles of Association - concerning the amendment of art. 11 of the Articles of Association - on the extraordinary agenda, compliant with as contained in the Explanatory Report of the Board of Directors:

*“The Extraordinary Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors:*

*resolved*

1. to amend Article 11 of the Articles of Association by inserting, after the current Article 11.5, the following new Article 11.6:

11.6 The Board of Directors may provide, from time to time, in relation to individual Shareholders' Meetings, that attendance and the exercise of voting rights at the Shareholders' Meeting by those entitled to attend may be exclusively through the representative designated by the Company pursuant to Article 11.5 of these Articles of Association, to whom proxies or sub-delegations pursuant to Article 135-novies of the TUF may also be conferred, as an exception to Article 135-undecies, paragraph 4, of the TUF.

*In this case, the notice of call will specify, including by way of reference to the Company's website, the methods of conferral of proxies to the representative designated by the Company.*

*2. to empower the Chair of the Board of Directors and the Chief Executive Officer, severally, to approve and introduce in this resolution any amendments, additions or deletions that may be necessary for the purpose of the relevant registration in the register of companies".*

Voting began with reference to the second proposed amendment to the Articles of Association (art. 11) on the extraordinary agenda.

Voting was thus called for the second proposed amendment to the Articles of Association (art. 11) on the extraordinary 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:**

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 869,699,936 shares in favour, equal to 82.931% of the share capital represented at the Shareholders' Meeting;
- 178,994,267 shares not in favour, equal to 17.068% of the share capital represented at the Shareholders' Meeting;
- 10,515 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

**The proposal was therefore approved.**

**VOTING third amendment to the Articles of Association (Art. 12)**

In accordance with the provisions of article 10.1 of the Meeting Regulation, the following proposed resolution was therefore submitted on the third proposed amendment to the Articles of Association - concerning the amendment of art. 12 of the Articles of Association - on the extraordinary agenda, compliant with as contained in the Explanatory Report of the Board of Directors:

*"The Extraordinary Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors:*

*resolved*

*1. to amend Art. 12.2 of the Articles of Association as follows:*

*The Chair of the Meeting is assisted by a Secretary, even if not a shareholder, appointed by the Meeting upon proposal of the Chair; the Chair may appoint one or more persons who will aid in counting votes.*

*2. to empower the Chair of the Board of Directors and the Chief Executive Officer, severally, to approve and introduce in this resolution any amendments, additions or deletions that may be necessary for the purpose of the relevant registration in the register of companies".*

Voting began with reference to the third proposed amendment to the Articles of Association (art. 12) on the extraordinary agenda.

Voting was thus called for the third proposed amendment to the Articles of Association (art. 12) on the extraordinary 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:**

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 1,048,694,633 shares in favour, equal to 99.999% of the share capital represented at the Shareholders' Meeting;
- 0 shares not in favour, equal to 0% of the share capital represented at the Meeting;
- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

**The proposal was therefore approved.**

**VOTING fourth amendment to the Articles of Association (Art. 14)**

In accordance with the provisions of article 10.1 of the Meeting Regulation, the following proposed resolution was therefore submitted on the fourth proposed amendment to the Articles of Association - concerning the amendment of art. 14 of the Articles of Association - on the extraordinary agenda, compliant with as contained in the Explanatory Report of the Board of Directors:

*"The Extraordinary Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors:*

*resolved*

*1. to amend Art. 14.6 of the Articles of Association as follows:*

*The Board establishes internal committees to which to attribute advisory and/or proposal-making functions, in compliance with the relevant Supervisory Provisions and in line with the recommendations formulated on corporate governance by the Corporate Governance Code.*

*2. to empower the Chair of the Board of Directors and the Chief Executive Officer, severally, to approve and introduce in this resolution any amendments, additions or deletions that may be necessary for the purpose of the relevant registration in the register of companies".*

Voting began with reference to the fourth proposed amendment to the Articles of Association (art. 14) on the extraordinary agenda.

Voting was thus called for the fourth proposed amendment to the Articles of Association (art. 14) on the extraordinary 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:

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 1,048,694,633 shares in favour, equal to 99.999% of the share capital represented at the Shareholders' Meeting;
- 0 shares not in favour, equal to 0% of the share capital represented at the Meeting;
- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

The proposal was therefore approved.

VOTING fifth amendment to the Articles of Association (Art. 16)

In accordance with the provisions of article 10.1 of the Meeting Regulation, the following proposed resolution was therefore submitted on the fifth proposed amendment to the Articles of Association - concerning the amendment of art. 16 of the Articles of Association - on the extraordinary agenda, compliant with as contained in the Explanatory Report of the Board of Directors:

*"The Extraordinary Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors:*

*resolved*

1. *to amend Art. 16.3 of the Articles of Association as follows:*

*As a general rule, the meeting must be called at least five days before the day set for the meeting. For urgent matters, the term may be shorter. The Board of Directors resolves on how its meetings may be called.*

2. *to empower the Chair of the Board of Directors and the Chief Executive Officer, severally, to approve and introduce in this resolution any amendments, additions or deletions that may be necessary for the purpose of the relevant registration in the register of companies".*

Voting began with reference to the fifth proposed amendment to the Articles of Association (art. 16) on the extraordinary agenda.

Voting was thus called for the fifth proposed amendment to the Articles of Association (art. 16) on the extraordinary 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:

- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;
- 960,200,840 shares in favour, equal to 91.561% of the share capital represented at the Shareholders' Meeting;
- 88,493,793 shares not in favour, equal to 8.438% of the share capital represented at the Meeting;

- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.

The proposal was therefore approved.

**VOTING sixth amendment to the Articles of Association (Art. 20)**

In accordance with the provisions of article 10.1 of the Meeting Regulation, the following proposed resolution was therefore submitted on the sixth proposed amendment to the Articles of Association - concerning the amendment of art. 20 of the Articles of Association - on the extraordinary agenda, compliant with as contained in the Explanatory Report of the Board of Directors:

*"The Extraordinary Meeting of Poste Italiane S.p.A., having examined the explanatory report of the Board of Directors:*

*resolved*

*1. to amend art. 20.3, second bullet point, of the Articles of Association as follows:*

*• appointment and dismissal of the heads of the control functions of BancoPosta RFC, as identified by the Supervisory Provisions, after hearing the opinion of the Board of Statutory Auditors;*

*2. to empower the Chair of the Board of Directors and the Chief Executive Officer, severally, to approve and introduce in this resolution any amendments, additions or deletions that may be necessary for the purpose of the relevant registration in the register of companies".*

Voting began with reference to the sixth proposed amendment to the Articles of Association (art. 20) on the extraordinary agenda.

Voting was thus called for the sixth proposed amendment to the Articles of Association (art. 20) on the extraordinary 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:**

**- 1,543 shareholders present for 1,048,704,718 shares all admitted to vote, equal to 80.292% of the share capital;**

**- 1,046,634,254 shares in favour, equal to 99.803% of the share capital represented at the Shareholders' Meeting;**

**- 2,060,379 shares not in favour, equal to 0.196% of the share capital represented at the Meeting;**

**- 10,085 shares abstained, equal to 0.001% of the share capital represented at the Meeting.**

**The proposal was therefore approved.**

Termination of the Meeting

Since there were no other items to discuss, the Shareholders' Meeting was declared adjourned at 3:29 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 ordinary 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 voting (remuneration policy 2024) with details of the votes;
- e) outcome of the fourth voting (2023 remuneration) with details of the votes;
- f) outcome of the fifth voting (incentive plans) with details of the votes;
- g) outcome of the sixth voting (treasury shares) with details of the votes;
- h) attendance at the constitution of the extraordinary Meeting;
- i) outcome of the seventh voting (art. 4 Articles of Association) with details of the votes;
- l) outcome of the eighth voting (art. 11 Articles of Association) with details of the votes;
- m) outcome of the ninth voting (art. 12 Articles of Association) with details of the votes;
- n) outcome of the tenth voting (art. 14 Articles of Association) with details of the votes;
- o) outcome of the eleventh voting (art. 16 Articles of Association) with details of the votes;
- p) outcome of the twelfth voting (art. 20 Articles of Association) with details of the votes;
- q) list of participants and delegates and register of attendance at the Meeting;
- r) reports of the Board of Directors on the individual items on the agenda;
- s) report on the 2024 remuneration policy and on the compensation paid in 2023;
- t) information document relating to the 2024 long-term incentive plan;
- u) answers to questions asked by some Shareholders pursuant to art. 127-ter of Legislative Decree 24 February 1998 no.58;
- v) coordinated Articles of Association;
- z) Bank of Italy assessment measure for amendments to the Articles of Association of BancoPosta RFC;

whereas the following are not annexed to the minutes:

- annual financial report 2023 (including, inter alia: annual financial statements at 31 December 2023 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 2023 with the respective report on operations accompanied by the report of the Independent Auditors);
- consolidated non-financial statement for the financial year 2023;



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-three full sides and thus far of the fifty-fourth 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 - Q - R - S - T - U - V and Z, signed in accordance with the law.