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CONNECT

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Oggetto : Poste Italiane: BoD approves the merger
plan of PSIA into Poste Italiane

Testo del comunicato

Vedi allegato.



POSTE ITALIANE: THE BOARD OF DIRECTORS APPROVES THE MERGER BY INCORPORATION PROJECT OF PSIA S.R.L. INTO POSTE ITALIANE S.P.A.

Rome, 13 April 2022 – The Board of Directors of Poste Italiane S.p.A. ("Poste Italiane"), met today and chaired by Maria Bianca Farina, has approved the project for the merger by incorporation into Poste Italiane of PSIA S.r.l. ("PSIA"), a subsidiary which is entirely owned by Poste Italiane.

The merger project was also approved on 13 April 2022 by the Sole Director of PSIA.

The merger, which will be carried out according to simplified procedures allowed by law for mergers involving wholly owned companies, will become effective as of the date of the last of the registrations required by art. 2504 of the Italian Civil Code at the Register of Companies of Rome or from the subsequent date possibly established in the merger deed, and will not entail any issuance of new shares or allotment of shares by Poste Italiane, as the sole shareholder of the company participating in the merger indicated above.

The merger is aimed at a corporate reorganization that will allow Poste Italiane to directly hold shares in the listed company NEXI S.p.A. (PSIA in fact has as its sole asset a stake equal to approximately 3.6% of the share capital of NEXI itself), thus simplifying the corporate structure of the Group.

Pursuant to current legislation, the merger will subsequently be submitted to the shareholders' meeting of PSIA and to the Board of Directors of Poste Italiane (as permitted by the corporate by-laws of the same Poste Italiane).

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

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

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