

FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 27.5.2022

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 May 2022 at 2 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 2021. 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 2021.
2. Allocation of net income for the year and distribution of available reserves.
3. Appointment of the Board of Statutory Auditors.
4. Determination of the remuneration of the regular members of the Board of Statutory Auditors.
5. Report on the 2022 remuneration policy.
6. Report on amounts paid in the year 2021.
7. Equity-based incentive plans.
8. Authorization for the acquisition and the disposal of own shares. Related resolutions.

Virus COVID-19 – Modalities of carrying-out of the Shareholders' Meeting pursuant to Law Decree no. 18 of 17 March 2020

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Taking into account the ongoing existence and spread of the virus Covid-19 and in order to contain the risks of contagion entailed by a face-to-face attendance of the Shareholders' Meeting, the Company has decided to avail itself of the faculty established by article 106, paragraph 4, of the Law Decree no. 18 of 17 March 2020 (the "Law Decree 18/2020"), converted with amendments by Law Art., paragraph 1, of Law 24 April 2020 No. 27, and subsequently amended, lastly, by Law Decree 30 December 2021 No. 228, in turn converted with amendments by Law 25 February 2022, No. 15, 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 corporate bylaws – *i.e.*, Società per Amministrazioni Fiduciarie Spafid S.p.A., whose registered office is in Milan ("SPAFID S.p.A." or the "Appointed Representative") – as subsequently indicated in the paragraph "Modalities of attendance of the Shareholders' Meeting".

Pursuant to the Law Decree 18/2020, 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 (Chairman, Notary, Appointed Representative, Directors and Standing Auditors) or authorized to attend the Meeting by the Chairman (employees and partners of the Company, representatives of the external audit firm) – in compliance with the measures possibly issued by the competent authorities in response to the Covid-19 spread from time to time in force – shall attend the Shareholders' Meeting by audio-conferencing means which also guarantee their identification, not being needed in any case the simultaneous presence in the same venue of the Chairman, of the Notary and of the Secretary.

It will not be possible to participate in the Shareholders' Meeting by electronic means nor to vote by correspondence.

Information on the share capital

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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. 5,232,921 own shares, representing 0.4006% 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 corporate 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., **18 May 2022**). 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 **24 May 2022**), 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 106, paragraph 4, of the Law Decree 18/2020, the attendance of the Shareholders' Meeting of those entitled to vote shall be only permitted through SPAFID S.p.A., as the representative appointed by the Company for this purpose pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the corporate bylaws.

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The Proxy to the Appointed Representative pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the corporate 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 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. **25 May 2022**), according to one of the following alternative manner:

- transmission of a copy of the electronically reproduced proxy (PDF format) to the certified email address assemblee2022@pec.spafid.it (Ref. "Proxy Poste Italiane Shareholders' Meeting 2022") 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: SPAFID S.p.A. (Ref. "Proxy Poste Italiane Shareholders' Meeting 2022"), Foro Buonaparte n. 10, 20121 Milan, Italy, anticipating a copy of the electronically reproduced proxy (PDF format) by ordinary email to the address assemblee2022@pec.spafid.it (Ref. "Proxy Poste Italiane Shareholders' Meeting 2022").

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

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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.

The Proxy to the Appointed Representative can also be sent to the latter, even electronically, through the section of the Company's website dedicated to the present Shareholders' Meeting.

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

Alternatively, pursuant to article 106, paragraph 4, of the Law Decree 18/2020, to SPAFID 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) 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 assemblee2022@pec.spafid.it (Ref. "Proxy Poste Italiane Shareholders' Meeting 2022") 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

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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: SPAFID S.p.A. (Ref. "Proxy Poste Italiane Shareholders' Meeting 2022"), Foro Buonaparte n. 10, 20121 Milan, Italy, anticipating a copy of the electronically reproduced proxy (PDF format) by ordinary email to the address assemblee2022@pec.spafid.it (Ref. "Proxy Poste Italiane Shareholders' Meeting 2022").

The Ordinary Proxy may contain voting instructions regarding all or some of the items on the agenda, being understood that SPAFID 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 SPAFID 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 no later than 6:00 p.m. of 26 May 2022.

The Ordinary Proxies and the connected instructions may be revoked up to the beginning of the Meeting, sending a message to the email address assemblee2022@pec.spafid.it.

Any clarification connected to the granting of the Proxy to the Appointed Representative and of the Ordinary Proxy (particularly with respect to the filling in of the form of proxy, the voting instructions and their transmission), including the request of receiving the form of proxy, may be requested to SPAFID S.p.A. by email to the address confidential@spafid.it or by telephone at the numbers +39.02.80687335 or +39.02.80687319 (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)

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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 – in this regard, taking into account that (i) this term would expire on a non-working day (*i.e.* 24 April 2022), and (ii) also the following day (25 April 2022) coincides with a national holiday, this term is postponed to **26 April 2022** – 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 by those entitled to vote (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 – the Company also informs that:

- these possible proposals – to 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, no

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later than 12 May 2022, 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 has to be certified by means of a special notice from an authorized intermediary pursuant to the regulations in force;
- the Company shall provide to promptly (and, in any case, by 16 May 2022) 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 **18 May 2022**). The questions received by the term above indicated will be answered at latest three days prior to the Shareholders' Meeting (i.e., by 24 May 2022) 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.

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Slate voting for the appointment of the Board of Statutory Auditors

The members of the Board of Statutory Auditors, which will consist of three regular Auditors and three substitute Auditors, are elected by a Shareholders' Meeting on the basis of slates presented by shareholders who, alone or together with other shareholders, possess at least 0.5% of the share capital. Possession of the minimum equity interest in the Company necessary to present slates is determined on the basis of the shares registered in the shareholder's name on the date on which the slates are filed at the Company.

A shareholder may not submit or vote for more than one list, including through nominees or trust companies. Shareholders belonging to the same group and shareholders participating in a shareholder agreement involving the shares of the Company may not submit or vote for more than one list, including through nominees or trust companies.

Pursuant to article 25 of the corporate bylaws, the slates of candidates for the office of Statutory Auditor must be divided into two sections, one for the candidates for the office of regular Statutory Auditor and the other for the candidates for the office of substitute Statutory Auditor, in which the candidates must be listed in numerical order and in no greater number than the members of the body to be elected. The first of the candidates in each section must be listed in the register of chartered accountants and must have worked on statutory external audits of accounts for at least three years. A candidate may only be present in one list, under penalty of ineligibility.

In accordance with the provisions of the law regarding gender balance, the slates must also include candidates of different genders in both the first two places in the section of the slate regarding the regular Auditors and the first two places in the section of the slate regarding the substitute Auditors.

The candidates for the office of Statutory Auditor must possess (i) the requisites of integrity and professional competence prescribed for the statutory auditors of companies with listed shares by the Minister of Justice's Decree n. 162 of 30 March 2000, as supplemented by the provisions of article 25.1 of the corporate bylaws, as well as (ii) the additional requisites

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specified 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") and in the Bank of Italy's Supervisory Regulations applicable to Poste Italiane. As far as the situations of ineligibility and the limits on the number of offices as directors or statutory auditors that may be held by members of the Board of Statutory Auditors is concerned, the provisions of the law and of regulations in force apply, including the DM 169/2020. For the purpose of submitting candidacies, Shareholders are also invited to read (i) the recommendations regarding the independence of the members of the supervisory body contained in the Italian Code of Corporate Governance (January 2020 edition), as well as (ii) the specific "*Guidelines for Shareholders on the qualitative and quantitative composition of the new Board of Statutory Auditors*", approved on 13 April 2022 by the expiring Board of Statutory Auditors and available in the section of the Company's website dedicated to this Shareholders' Meeting.

The slates must be filed by the Shareholders electronically to affari.societari@pec.posteitaliane.it by the twenty-fifth day preceding the date of the Shareholders' Meeting (i.e., by **2 May 2022**). When the slates are filed, information must also be provided that allows the related presenters to be identified.

Together with the slates, the presenting Shareholders must file a declaration containing the information regarding their own identity and specifying the percentage of the share capital they jointly possess. The notice certifying their possession of the aforesaid equity stake may be received by the Company even subsequently to the filing of the slates, provided it does so at least twenty-one days before the date of the Shareholders' Meeting (i.e., by **6 May 2022**). The slates must also be accompanied, under pain of unacceptability, by: (i) a declaration of the Shareholders other than those who possess a controlling equity interest, or one representing a relative majority, attesting the absence of relations of affiliation with the latter

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provided for by article 144-*quinquies* of Consob Issuer Regulation n. 11971/99, taking also into account the recommendations put forward by the same Consob in its Communication n. DEM/9017893 of 26 February 2009, and (ii) exhaustive information on the personal and professional characteristics of the candidates, as well as a declaration by the aforesaid candidates attesting the absence of causes of incompatibility, ineligibility and/or forfeiture, their possession of the requisites of professionalism, competence, integrity, correctness and independence – including judgment – prescribed by the law, including regulations, and by the corporate bylaws and their acceptance of the candidacy. Considering that, pursuant to article 2400, last paragraph, of the Italian Civil Code, at the time of their appointment and before they accept the office, the Shareholders' Meeting must be informed of the offices the Statutory Auditors hold on the boards of directors and the boards of statutory auditors of other companies, as well as considering the provisions of article 148-*bis* of the Consolidated Law on Finance, of the DM 169/2020, and of the article 36 of the Law Decree 6 December 2011, n. 201. Shareholders presenting slates are requested to furnish a special declaration in this regard as part of the résumé, and are urged to ensure that it is updated until the day of the Shareholders' Meeting.

In the event that, by the twenty-fifth day preceding the date of the Shareholders' Meeting on single call (i.e., by **2 May 2022**) only one slate has been presented, or slates have been presented only by Shareholders who are affiliated pursuant to the law and regulations in force, additional slates may be presented until the third day subsequent to such deadline (i.e., until **5 May 2022**) and the aforesaid minimum equity interest for the presentation of slates will be considered reduced by half.

Finally, we remind you that, pursuant to the law and the bylaws, the chairmanship of the Board of Statutory Auditors goes to the regular Statutory Auditor drawn from minority slates. For any further information on the appointment of the Board of Statutory Auditors, shareholders are invited to read the explanatory report prepared by the Board of Directors on the relevant item on the agenda.

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Documentation

The documentation concerning the items on the agenda provided for by the law and 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) dedicated to the present Shareholders' Meeting, and at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com).

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.

Other information

As to the exercise of the shareholders' rights, due to the situation deriving from the persistence of the COVID-19 pandemic, the Company recommends the use of the long-distance communication modalities indicated in this notice.

Lastly, the Company reserves the right to integrate and/or modify the content of this notice, should it become necessary consequently to the evolution of the current Covid-19 emergency situation.

The extract of the Notice of the Meeting is going to be also published by the Company on 15 April 2022 on the newspaper "Il Sole 24 Ore".

Rome, 14 April 2022

The Chairman of the Board of Directors

Maria Bianca Farina