



SPAFID
CONNECT

Informazione Regolamentata n. 1130-66-2022	Data/Ora Ricezione 24 Giugno 2022 19:18:55	Euronext Milan
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Societa' : POSTE ITALIANE

Identificativo : 164080

Informazione
Regolamentata

Nome utilizzatore : POSTEN03 - Fabio Ciammaglichella

Tipologia : REGEM

Data/Ora Ricezione : 24 Giugno 2022 19:18:55

Data/Ora Inizio : 24 Giugno 2022 19:18:56

Diffusione presunta

Oggetto : Poste Italiane: verified the requirements of the new statutory auditors and resolved the merger of PSIA

Testo del comunicato

Vedi allegato.

POSTE ITALIANE: VERIFIED THE INTEGRITY, PROFESSIONALISM AND INDEPENDENCE REQUIREMENTS OF NEW STATUTORY AUDITORS AND RESOLVED THE MERGER BY INCORPORATION OF PSIA S.R.L. INTO POSTE ITALAINE S.P.A.

Rome, 24 June 2022 – The Board of Directors of Poste Italiane S.p.A. (“Poste Italiane” or the “Company”) met today under the chairmanship of Maria Bianca Farina, took note and confirmed, in compliance with the Consob Issuer Regulation and the Corporate Governance Code, the results of the positive assessment carried out by the new Board of Statutory Auditors on 22 June 2022 regarding the compliance by all its regular members, appointed at the Ordinary Shareholders' Meeting held on 27 May 2022 (Mauro Lonardo, Chairman, Gianluigi Fiorendi and Serena Gatteschi), with the independence requirements under the law (article 148, paragraph 3, of the Consolidated Law on Finance) and the Corporate Governance Code (Recommendation 7, as referred to by Recommendation 9) for statutory auditors of listed companies⁽¹⁾.

Furthermore, the Board of Directors (i) ascertained upon all the members of the new Board of Statutory Auditors the integrity and professionalism requirements provided for statutory auditors of listed companies by the Ministry of Justice Decree n. 162 of 30 March 2000, as well as (ii) took note of the results of the assessment carried out by the new Board of Statutory Auditors about the possession upon all its members of the requirements and criteria of adequacy for the performance of the office of corporate officers of banks established by the Ministry of Economy and Finance n. 169 of 23 November 2020, applicable to Poste Italiane by virtue of the bancoposta activities conducted by the Company through the BancoPosta Ring-fenced Capital.

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The Board of Directors also definitively approved the merger by incorporation into Poste Italiane of PSIA S.r.l. (“PSIA”), already disclosed to the market by the press release of 13 April 2022.

The resolution was passed by the Board of Directors and not by the Shareholders' Meeting (as this is a simplified merger by incorporation, being conducted with wholly owned subsidiary) pursuant to the art. 20.2 of the Articles of Association and art. 2505, paragraph 2, of the Italian Civil Code.

The merger by incorporation has also been approved today by the Shareholders' Meetings of PSIA; once the legal terms have elapsed, the relevant deed of merger will then be signed.

⁽¹⁾ The criteria used to assess the significance of professional, business or financial relationships or additional remuneration as set out in Recommendation 7 of the Corporate Governance Code are the same as those used to assess the independence of non-executive directors, as described in the Report on corporate governance and the ownership structure 2021.

Posteitaliane

The minutes of the resolution passed today by the Board of Directors of Poste Italiane will be made available to the public within the terms and conditions prescribed by the law.

For further details on the transaction, please refer to the merger plan (approved by the same Board on 13 April 2022) and to the additional documentation already available on the Company's website.

For further information:

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