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Testo del comunicato

Vedi allegato.

POSTE ITALIANE: RESOLUTIONS OF THE SHAREHOLDERS' MEETING 2023

- *Approved the Financial Statements as of 31 December 2022 and overall dividend of 0.650 euros per share resolved (0.210 euros already paid as interim dividend in November 2022 and the balance of 0.440 euros to be paid in June 2023);*
- *Appointed a new Board of Directors for the 2023-2025 period;*
- *Approved the Report on the policy regarding remuneration for the year 2023 and the Report on amounts paid in the year 2022, as well as the equity-based incentive plans;*
- *Authorization for the acquisition and disposal of company's own shares – destined to fulfil the incentives plans – granted.*

Rome, 8 May 2023 – Poste Italiane (“Poste Italiane”) S.p.A.’s Ordinary Shareholders’ Meeting, chaired by Maria Bianca Farina, was held today in Rome.

Pursuant to Article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 (the effectiveness of which was extended, lastly, by Law Decree 29 December 2022 No. 198, in turn converted with amendments by Law 24 February 2023, No. 14), the Shareholders’ participation took place exclusively through the Appointed Representative pursuant to article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (“Consolidated Law on Finance”), to which proxies/sub-proxies were also conferred pursuant to article 135-*novies* of the Consolidated Law on Finance, as an exception to article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance.

The Shareholders’ Meeting first approved Poste Italiane’s financial statements as of 31 December 2022, while the consolidated financial statements were also presented.

Acting on the Board of Directors’ proposal, the Shareholders’ Meeting then approved an overall dividend for the year 2022 of 0.650 euros per share and the distribution of 0.440 euros per share as the balance of the dividend, following the interim dividend of 0.210 euros per share already paid in November 2022. The balance dividend will be paid – before withholding tax, if any – on 21 June 2023, with the ex-dividend date of coupon no. 12 falling on 19 June 2023 and the record date (the date which determines the shareholders who are entitled to the dividend) falling on 20 June 2023.

The Shareholders’ Meeting also appointed a new Board of Directors, whose term will expire with the approval of the financial statements for 2020. The new Board is composed of:

- Silvia Maria Rovere, appointed as Chairperson ⁽¹⁾ ⁽²⁾;
- Matteo Del Fante ⁽¹⁾;
- Carlo D’Asaro Biondo ⁽²⁾ ⁽³⁾;
- Valentina Gemignani ⁽¹⁾;

⁽¹⁾ Drawn from the slate filed by the controlling shareholder, the Ministry of Economy and Finance.

⁽²⁾ The candidate declared to meet the independence requirements set forth in the Consolidated Law on Finance, the D.M. no. 169/2020, and the Corporate Governance Code.

⁽³⁾ Drawn from the minority slate filed by a group of institutional investors.

- Paolo Marchioni ^{(1) (4)};
- Matteo Petrella ^{(1) (2)};
- Armando Ponzini ^{(2) (3)};
- Vincenza Patrizia Rutigliano ^{(2) (3)};
- Vanda Ternau ^{(1) (2)}.

The slates from which the members of the new Board of Directors have been drawn and their bios are available on Poste Italiane's website (www.posteitaliane.it).

The Shareholders' Meeting subsequently confirmed a compensation of 60,000 euros gross per year for the Chairperson of the Board of Directors and 40,000 euros gross per year for each of the other members of the Board of Directors.

Therefore, the Shareholders' Meeting:

- approved, through a binding resolution, the Report on the policy regarding remuneration for the year 2023 – including the guidelines on the policies of remuneration and incentive plans of BancoPosta's Ring-Fenced Capital – that illustrates the remuneration policy for the Directors, the General Manager and the Executives with strategic responsibilities;
- voted in favour, through a non-binding resolution, of the Report on amounts paid in the year 2022;
- approved the equity-based Incentive Plans.

Lastly, the Shareholders' Meeting also granted the Board of Directors authorization for the acquisition and subsequent disposal of up to a maximum of 3.5 million of Poste Italiane's shares, representing about 0.27% of the share capital, for a total outlay of up to 52.5 million euros. The acquisition of the company's own shares has been authorized for 18 months from today's shareholders' meeting resolution. On the other hand, no time limit has been set for the disposal of the shares purchased. The Shareholders' Meeting also defined, in accordance with the Board of Directors' proposal, purposes – referred to the destination of the own shares to the fulfillment of the incentive plans – terms and conditions of the acquisition and disposal of the company's own shares, also identifying the rules for calculating the purchase price, as well as the operational rules concerning the execution of the purchasing transactions.

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⁽⁴⁾ The candidate declared to meet the independence requirements set forth in the Consolidated Law on Finance and the Corporate Governance Code.

Fine Comunicato n.1130-24

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