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Utenza - Referente : POSTEN03 - Fabio Ciammaglichella

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Oggetto : Poste Italiane: buyback - appointment of a Director - call of the AGM

*Testo del comunicato*

Vedi allegato

## **POSTE ITALIANE: PROPOSAL FOR AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES, APPOINTMENT OF A DIRECTOR AND CONVENING OF THE SHAREHOLDERS' MEETING**

*Roma, 26 March 2025* – The Board of Directors of Poste Italiane S.p.A. (“**Poste Italiane**” or the “**Company**”), that met today under the chairmanship of Silvia Maria Rovere, resolved to submit to the Ordinary Shareholders' Meeting called for 30 May 2025 a proposal to authorize the purchase and subsequent disposal of treasury shares up to a maximum of n. 2.6 million ordinary shares, representing about 0.20% of the share capital and a total financial commitment of up to 50 million euros (“Buyback Plan”).

The Buyback Plan submitted for the approval of the Ordinary Shareholders' Meeting is intended to fulfil the obligations arising from the variable remuneration, to be paid in Poste Italiane shares, to directors or employees of the Poste Italiane Group. More specifically, the treasury shares will be used in the “Equity-based Incentives Plans”, *i.e.*: (i) the long-term incentives plan, “Performance Share LTIP 2025-2027”, and (ii) the “2025 short-term equity-based incentive plan for BancoPosta Ring Fenced Capital’s Material Risk Takers”. Should there be remaining treasury shares, once the allocation provided for under the incentives plans has been completed, those shares may be disposed of in accordance with the terms and conditions established, from time to time, by the Board of Directors or its authorized representatives, while ensuring compliance with the limits set by applicable legislation.

The acquisition of treasury shares will be permitted for 18 months from the date of the Shareholders’ Meeting’s authorization resolution. No time limit has been set for the disposal of treasury shares purchased.

The purchase of treasury shares will be carried out at a price to be specified on a case-by-case basis, taking into account the procedure selected to carry out the transaction, current legislation and in particular the conditions to trading set out under Article 3 of Regulation (EU) 2016/1052 implementing Regulation (EU) 596/2014, where applicable. In particular, pursuant to article 3 of Regulation 1052, the acquisitions may be made against a consideration that is not higher than the highest price between the price of the last independent trade and the highest current independent purchase bid price on the trading venues where the purchase is carried out. Furthermore, for further precaution, such price shall not diverge up or down by more than 10% of the reference price recorded on the Mercato Telematico Azionario (designated “Euronext Milan”), organized and operated by Borsa Italiana S.p.A., on the day prior to each individual transaction. The sale or other forms of disposition of treasury shares will take place in line with the terms and conditions from time to time determined by the Board of Directors in accordance with current legislation.

In any case, the purchase of treasury shares shall be carried out ensuring the equal treatment among Shareholders, in accordance with the procedures established by Consob within the ambit of Article 144-*bis*, paragraph 1, of the Consob Issuers Regulation. Such purchase transactions may also adopt the procedures envisaged under current legislation or the conditions specified in Article 5 of Regulation (EU) no. 596/2014.

Finally, Poste Italiane currently owns 11,492,604 treasury shares in portfolio – which were acquired (i) in February 2019, (ii) in the period between 30 May 2022 and 13 June 2022,

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(iii) in May 2023, (iv) in June 2024 and (v) in August 2024 – whose purpose was to fulfil the obligations deriving from the incentives plans already assigned.

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The Board of Directors also appointed by co-optation – pursuant to art. 2386, first paragraph of the Italian Civil Code, following preliminary activity carried out by the Nominations and Corporate Governance Committee and with the approval of the Board of Statutory Auditors – Alessandro Marchesini as a Director of the Company, replacing Armando Ponzini, who had resigned from the office as of 31 July 2024.

Alessandro Marchesini – who, as verified by the Board of Directors, meets all the requirements for the position under applicable legislation, including regulatory provisions, as well as the independence criteria set out in the Consolidated Law on Finance, banking regulations (applicable to Poste Italiane, due to the Bancoposta activities carried out through its BancoPosta Ring-Fenced Capital) and in the Corporate Governance Code – will remain in office until the next Shareholders' Meeting of the Company which, as mentioned, is scheduled for 30 May 2025.

The candidacy of the Director Alessandro Marchesini was indicated by some asset management companies that, at the Shareholders' Meeting held on 8 May 2023, had contributed to the presentation of the “minority” list from which the resigning Director Armando Ponzini was drawn.

Following the appointment of the new Director Alessandro Marchesini and with a view to an overall rebalancing of the positions held by each Director within the internal Board Committees, the Board of Directors has therefore:

- reinstated the Remuneration Committee, appointing the Director Alessandro Marchesini as a member of the Committee itself, which is now composed of Directors Carlo d'Asaro Biondo (with the duties of Chairman), Alessandro Marchesini, and Paolo Marchioni;
- replaced, within the composition of the Sustainability Committee, the Director Paolo Marchioni with the Director Alessandro Marchesini; the Sustainability Committee is therefore now composed of Silvia Maria Rovere (with the duties of Chairwoman), Alessandro Marchesini, and Vincenza Patrizia Rutigliano.

The composition of the other internal Board Committees remains unchanged and, for completeness, is reported as follows: (i) Risk and Control Committee: Matteo Petrella (with the duties of Chairman), Carlo d'Asaro Biondo, and Valentina Gemignani; (ii) Nominations and Corporate Governance Committee: Vincenza Patrizia Rutigliano (with the duties of Chairwoman), Valentina Gemignani, and Vanda Ternau; (iii) Related and Connected Parties Committee: Paolo Marchioni (with the duties of Chairman), Matteo Petrella, and Vanda Ternau.

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Lastly, as previously communicated to the market in the 2025 Financial Calendar published on 14 January 2025, the Board of Directors has also convened the Ordinary Shareholders' Meeting for 30 May 2025, on a single call.

In particular, as just communicated to the market today, the Ordinary Shareholders' Meeting will be called to:

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- approve the separate financial statements and examine the consolidated financial statements for the year ending 31 December 2024;
- resolve upon the distribution of a total dividend of € 1.08 per share, of which:
  - (i) € 0.33 per share – as a distribution of Poste Italiane’s available net income (for a total amount of approximately € 427 million) – to finance the interim dividend for 2024, paid on 20 November 2024;
  - (ii) € 0.75 per share – as a distribution of Poste Italiane’s available net income – to finance payment of the balance of the dividend for 2024;
- resolve upon the appointment of the Board of Statutory Auditors, due to expiry of the mandate of the current Board;
- appoint a member of the Board of Directors, taking into account that the Director Alessandro Marchesini – appointed by co-optation today, as previously illustrated – remains in office until the next Shareholders' Meeting;
- pass:
  - (i) a binding resolution on the Report on the 2025 remuneration policy – including the Guidelines for BancoPosta Ring Fenced Capital’s remuneration and incentive policy for 2025 – referred to the members of the Board of Directors, the General Manager, other executives with strategic responsibilities and members of relevant controlling bodies; and
  - (ii) a non-binding resolution on the Report on Amounts paid in 2024;
- adopt equity-based incentive plans. For a detailed description of such plans please refer to the information document prepared pursuant to Article 114-*bis* of the Consolidated Law on Finance, which will be made public according to the terms of law;
- resolve upon the authorization for the acquisition and subsequent disposal of treasury shares above illustrated.

Notice of call and documentation regarding the matters on the Shareholders' Meeting agenda, foreseen by the applicable regulations, will be made available to the public within the terms laid down by law.

For further information:

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