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Societa' : POSTE ITALIANE

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Oggetto : Poste Italiane - 2025 AGM outcomes

Testo del comunicato

Vedi allegato

POSTE ITALIANE: RESOLUTIONS OF THE SHAREHOLDERS' MEETING 2025

- *Approved the Financial Statements as of 31 December 2024 and overall dividend of 1.08 euros per share resolved (0.33 euros already paid as interim dividend in November 2024 and the balance of 0.75 euros to be paid in June 2025);*
- *Appointed a new Board of Statutory Auditors for the 2025-2027 period;*
- *Confirmed the appointment of Alessandro Marchesini as member of the Board of Directors;*
- *Approved the Report on the policy regarding remuneration for the year 2025 and the Report on amounts paid in the year 2024, 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, 30 May 2025 – Poste Italiane ("Poste Italiane") S.p.A.'s Ordinary Shareholders' Meeting, chaired by Silvia Maria Rovere, was held today in Rome.

Pursuant to Article 135-*undecies*.1 of Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance") and Article 11.6 of the Company's bylaws, the Shareholders' participation took place exclusively through the Appointed Representative pursuant to article 135-*undecies* of the 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 2024, 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 2024 of 1.08 euros per share and the distribution of 0.75 euros per share as the balance of the dividend, following the interim dividend of 0.33 euros per share already paid in November 2024. The balance dividend will be paid – before withholding tax, if any – on 25 June 2025, with the ex-dividend date of coupon no. 16 falling on 23 June 2025 and the record date (the date which determines the shareholders who are entitled to the dividend) falling on 24 June 2025.

The Shareholders' Meeting also appointed the new Board of Statutory Auditors, which will be composed of Antonio Mansi as Chair (as drawn from the minority slate presented by a group of 12 institutional investors), as well as Giovanni Caravetta and Laura Gualtieri as regular Statutory Auditors (both drawn from the slate presented by the controlling shareholder, the Italian Ministry of Economy and Finance). Furthermore, the Shareholders' Meeting appointed Pierluigi Pace and Fulvia Astolfi (both drawn from the slate presented by the Italian Ministry of Economy and Finance), as well as Giuseppina Manzo (drawn from the minority slate presented by the above said group of institutional investors), as alternate Statutory Auditors. The above mentioned Board of Statutory Auditors will remain in office

until the approval of the 2027 financial statements. The slates from which the members of the new Board of Statutory Auditors were drawn and their biographies are available on the Company's website (www.posteitaliane.it).

The Shareholders' Meeting confirmed subsequently a gross annual remuneration of 80,000 euros for the Chair and 70,000 euros for each of the other regular Statutory Auditors, in addition to the reimbursement of properly documented travel and living expenses incurred in performing the duties of the office.

The Shareholders' Meeting therefore confirmed the appointment of Alessandro Marchesini – already appointed by co-optation on 26 March 2025 – as member of the Board of Directors, whose candidacy was proposed to the Shareholders' Meeting by the Board itself, as well as by the same group of institutional investors who presented the minority list for the renewal of the Board of Statutory Auditors.

Therefore, the Shareholders' Meeting:

- approved, through a binding resolution, the Report on the policy regarding remuneration for the year 2025 – 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 2024;
- 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 2.6 million of Poste Italiane's shares, representing about 0.20% of the share capital, for a total outlay of up to 50 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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