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Oggetto : Poste Italiane: outcome of the Extraordinary Shareholders' Meeting of 18 June 2026

Testo del comunicato

Vedi allegato

Posteitaliane

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POSTE ITALIANE S.P.A.: OUTCOME OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF 18 JUNE 2026

APPROVAL OF THE GRANTING OF THE DELEGATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL FOR THE PURPOSES OF THE VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER LAUNCHED BY POSTE ITALIANE S.P.A. ON THE SHARES OF TELECOM ITALIA S.P.A.

Rome, 18 June 2026 – The extraordinary Shareholders' Meeting of Poste Italiane S.p.A. ("**Poste Italiane**", "**Poste**" or the "**Company**"), chaired by Silvia Maria Rovere, was held today in Rome.

It is pointed out that – pursuant to applicable law and Article 11.6 of the Company's by-laws – the Shareholders' participation took place exclusively through the Appointed Representative pursuant to Article 135-*undecies* of the D.Lgs. No. 58/1998 ("**Consolidated Financial Act**"), to which proxies/subproxies were also conferred pursuant to Article 135-*novies* of the Consolidated Financial Act, as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Financial Act.

The Shareholders' Meeting, with the favourable vote of 99.81% of the shareholders present, approved the proposal relating to the sole item on the agenda and, therefore, resolved to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital for cash consideration, in one or more tranches and in divisible form, with the exclusion of the option rights pursuant to Article 2441, fourth paragraph, first sentence, of the Italian Civil Code, by 31 December 2026, for a maximum aggregate nominal amount of Euro 371,986,879, plus share premium, with the issuance of a maximum number of 371,986,879 ordinary shares of the Company, with no indication of nominal value, having regular rights and the same characteristics as the Company's ordinary shares outstanding on the issue date to serve the voluntary public tender and exchange offer for all outstanding shares relating to the shares of Telecom Italia S.p.A., announced by the Company through the notice pursuant to Article 102, paragraph 1, of Legislative Decree No. 58 of 24 February 1998 on 22 March 2026 and launched on 10 April 2026.

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Poste Italiane does not intend to carry out a public offer of securities in the United States of America. Poste Italiane reserves the right to extend the Offer in the United States in the form of a private placement addressed solely to certain “qualified institutional buyers”, or “QIBs”, as defined in Rule 144A under U.S. Securities Act, in reliance on the exemption from registration provided for private placements by Section 4(a)(2) under the U.S. Securities Act.

Fine Comunicato n.1130-91-2026

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