

# FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF POSTE ITALIANE 31.5.2024

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Poste Italiane S.p.A.

Registered Office in Rome - Viale Europa, n. 190

Share Capital € 1,306,110,000.00 fully paid in

Taxpayer Identification and Rome Company Register n. 97103880585

R.E.A. of Rome n. 842633

V.A.T. registration n. 01114601006

## ***Notice of Ordinary and Extraordinary Shareholders' Meeting***

An ordinary and extraordinary Shareholders' Meeting will be held on single call on 31 May 2023 at 2:00 p.m. in Rome, at the premises of the Company located in Viale Europa n. 175, to discuss and resolve on the following

### AGENDA

#### Ordinary session:

1. Poste Italiane S.p.A. Financial Statements for the year ended 31 December 2023. Reports of the Board of Directors, the Board of Statutory Auditors, and the Audit Firm. Related resolutions. Presentation of the consolidated financial statements for the year ended 31 December 2023.
2. Allocation of net income for the year.
3. Report on the 2024 remuneration policy.
4. Report on amounts paid in the year 2023.
5. Equity-based incentive plans.
6. Authorization for the acquisition and the disposal of own shares, serving the equity-based incentive plans. Related resolutions.

#### Extraordinary session:

1. Amendment of the articles 4 (integration of the corporate purpose), 11 (insertion of the clause related to the faculty of providing the attendance and intervention to the Shareholders' Meeting of those entitled to vote solely through the representative appointed), 12 (method of appointment of the secretary of the Shareholders' Meeting),

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14 (naming of the committee within the Board of Directors), 16 (urgent calling of the Board of Directors' meetings), and 20 (naming of the control departments of the BancoPosta Ring-Fenced Capital) of the Company's by-laws. Related resolutions.

It should be noted that the provisions of this notice of call are in line with the provisions of article 106, paragraph 4, of the Law Decree no. 18 of 17 March 2020 (the "Law Decree 18/2020"), converted with amendments by article 1, paragraph 1, of the Law 24 April 2020 No. 27 (the effectiveness of which was extended, lastly, by Law 5 March 2024, No. 21).

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## **Modalities of carrying-out of the Shareholders' Meeting pursuant to Law Decree no. 18 of 17 March 2020**

The Company has decided to avail itself of the faculty established by article 106, paragraph 4, of the Law Decree no. 18 of 17 March 2020 (the "Law Decree 18/2020") providing that the attendance of the Shareholders' Meeting shall be only permitted through the representative appointed by the Company pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the corporate bylaws – *i.e.*, Monte Titoli S.p.A., whose registered office is in Milan ("Monte Titoli" or the "Appointed Representative") – as subsequently indicated in the paragraph "Modalities of attendance of the Shareholders' Meeting".

Pursuant to the Law Decree 18/2020, without prejudice to the indications related to the attendance of the Shareholders' Meeting of those entitled to vote, the other parties entitled to be present at the Shareholders Meeting (Chairman, Notary, Appointed Representative, Directors and Standing Auditors), or authorized to attend the Meeting by the Chairman (employees and partners of the Company, representatives of the external audit firm), shall attend the Shareholders' Meeting by audio-conferencing means (with the methods communicated to them individually) which also guarantee their identification, not being needed in any case the simultaneous presence in the same venue of the Chairman and of the Notary.

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It will not be possible to participate in the Shareholders' Meeting by electronic means nor to vote by correspondence.

## **Information on the share capital**

As of the date of the present notice, the share capital of Poste Italiane S.p.A. amounts to € 1,306,110,000.00, divided into 1,306,110,000 ordinary shares without par value. As of today, the Company holds no. 10,675,798 own shares, representing 0.8174% of the Company's share capital.

## **Entitlement to attend and to vote at the Shareholders' Meeting**

Pursuant to article 83-*sexies* of the Consolidated Law on Finance and article 10.1 of the corporate bylaws, shareholders are entitled to attend and to vote at the Shareholders' Meeting – according to terms and modalities indicated in the subsequent paragraph of this Notice – if the Company has received a special notice from an authorized intermediary based on the accounting records at the end of the seventh trading day preceding the date of the Shareholders' Meeting (i.e., **22 May 2024**). Credit and debit entries recorded on the accounts subsequently to such date do not count for the purpose of entitlement to vote at the Shareholders' Meeting.

The intermediary's notice must be received by Poste Italiane S.p.A. by the end of the third trading day preceding the date set for the Shareholders' Meeting (i.e., by **28 May 2024**), without prejudice to the right to attend and to vote in the event the Company receives the notice after the aforesaid deadline, provided it is received before the Shareholders' Meeting begins.

## **Modalities of attendance of the Shareholders' Meeting**

A. *Proxy pursuant to article 135-undecies of the Consolidated Law on Finance (the "Proxy to the Appointed Representative")*

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Pursuant to article 106, paragraph 4, of the Law Decree 18/2020, the attendance of the Shareholders' Meeting of those entitled to vote shall be only permitted through Monte Titoli S.p.A., as the representative appointed by the Company for this purpose pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the corporate bylaws.

The Proxy to the Appointed Representative pursuant to article 135-*undecies* of the Consolidated Law on Finance and article 11.5 of the corporate bylaws – to be granted without charge for the delegator (except for any shipping costs) – must contain voting instructions regarding all or some of the items on the agenda.

In this regard, shareholders shall use the specific form available, together with the related instructions for filling it out and sending it, in the section of the Company's website [www.posteitaliane.it](http://www.posteitaliane.it) dedicated to the present Shareholders' Meeting.

The above proxy, containing voting instructions – together with a copy of a valid ID document of the delegating subject or, if the latter is a legal entity, of the *pro tempore* legal representative or of another subject with due powers, together with documentation suitable to certify their qualification and powers – must be provided to the Appointed Representative by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. **29 May 2024**), according to one of the following alternative manner:

- transmission of a copy of the electronically reproduced proxy (PDF format) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting May 2024") from the certified email address of the delegating subject (or, in case of unavailability of a certified email address, from the ordinary email of the delegating subject; in such a case the proxy containing voting instructions must be signed through qualified or digital signature);
- transmission of the original of the proxy, by courier or by registered mail with notification of receipt, at the following address: Monte Titoli S.p.A. – k.a. area Register Services, Piazza degli Affari n. 6, 20123 Milan, Italy (Ref. "Proxy Poste Italiane Shareholders' Meeting May 2024"), anticipating a copy of the electronically reproduced proxy (PDF format) by

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ordinary email to the address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting May 2024");

- notification to the Appointed Representative electronically through the section of the website dedicated to this Shareholders' Meeting.

The Proxy to the Appointed Representative and the instructions granted may be revoked by the aforesaid deadline in the ways specified above.

The Proxy to the Appointed Representative has effect only for the proposals regarding which voting instructions have been given. The shares for which the proxy, even if partial, was conferred are counted for the purposes of the quorum required for the Shareholders' Meeting. With regard to the proposals for which voting instructions have not been given, the shares are not counted for the purposes of calculating the majority and the percentage of capital required for the approval of the resolutions.

## *B. Proxy and/or subproxy pursuant to article 135-novies of the Consolidated Law on Finance (the "Ordinary Proxy")*

Alternatively, pursuant to article 106, paragraph 4, of the Law Decree 18/2020, to Monte Titoli S.p.A. may also be granted proxies and/or sub-proxies pursuant to article 135-novies of Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4, of the same Consolidated Law on Finance.

To this end, the appropriate proxy/sub-proxy form available in the section of the Company's website ([www.posteitaliane.it](http://www.posteitaliane.it)) dedicated to the present Shareholders' Meeting may be used.

The Ordinary Proxy (or the sub-proxy) – together with a copy of a valid ID document of the delegating subject or, if the latter is a legal entity, of the *pro tempore* legal representative or of another subject with due powers, together with documentation suitable to certify their qualification and powers – must be provided to the Appointed Representative according to one of the following alternative manner:

- transmission of a copy of the electronically reproduced proxy (PDF format) to the certified

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email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting May 2024") from the certified email address of the delegating subject (or, in case of unavailability of a certified email address, from the ordinary email of the delegating subject; in such a case the proxy containing voting instructions must be signed through qualified or digital signature);

- transmission of the original of the proxy, by courier or by registered mail with notification of receipt, at the following address: Monte Titoli S.p.A. – k.a. area Register Services, Piazza degli Affari n. 6, 20123 Milan, Italy (Ref. "Proxy Poste Italiane Shareholders' Meeting May 2024"), anticipating a copy of the electronically reproduced proxy (PDF format) by ordinary email to the address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "Proxy Poste Italiane Shareholders' Meeting May 2024").

The Ordinary Proxy may contain voting instructions regarding all or some of the items on the agenda, being understood that Monte Titoli S.p.A. shall not express any vote in the Shareholders' Meeting with respect to those proposals in relation to which precise voting instructions have not been given.

In order to allow the Company and Monte Titoli S.p.A. to receive and check the Ordinary Proxies in advance with respect to the beginning of the Meeting, those entitled to grant are requested to send the Ordinary Proxies preferably no later than 6:00 p.m. of 30 May 2024.

The Ordinary Proxies and the connected instructions may be revoked up to the beginning of the Meeting, sending a message to the email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com).

Any clarification connected to the granting of the proxy to the Appointed Representative (particularly with respect to the filling in of the form of proxy, the voting instructions and their transmission) may be requested to Monte Titoli S.p.A. by email to the address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by telephone at the number +39.02. 33635810 (active on week days from 9:00 a.m. to 5:00 p.m.).

**Additions to the agenda and presentation of new proposals for resolutions by Shareholders**

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## **owning at least 2.5% of the share capital (pursuant to article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance)**

Pursuant to article 126-*bis*, paragraph 1, first sentence, of the Consolidated Law on Finance, shareholders representing, even jointly, at least 2.5% of the share capital may request, in writing and within the term of ten days from the publication of the present notice – i.e. by **9 May 2024** – additions to the list of items on the agenda, specifying in their request the additional matters they propose, or present proposals for resolutions on matters already on the agenda of the Shareholders' Meeting. Additions to the agenda are not admitted with regard to matters on which Shareholders' Meetings resolve, according to the law, on proposals of the Board of Directors or on the basis of a project or a report prepared by them other than those specified in article 125-*ter*, paragraph 1, of the Consolidated Law on Finance. Pursuant to the regulations in force, shareholders are entitled to request additions to the agenda, or to present proposals for resolutions on matters already on the agenda of the Shareholders' Meeting, if the Company has received a special notice from an authorized intermediary certifying their possession of the equity interest required.

For further information on the right to request additions to the agenda and to present proposals for resolutions, as well as on the related procedures for exercising such right, see the section of the Company's website dedicated to the present Shareholders' Meeting.

## **Submission of resolution proposals (pursuant to article 126-bis, paragraph 1, third sentence, of the Consolidated Law on Finance)**

Following the terms and modalities of attendance of the Shareholders' Meeting above indicated – with respect to the provisions of article 126-*bis*, paragraph 1, third sentence, of the Consolidated Law on Finance, according to which those with voting rights may individually present resolution proposals in the Shareholders' Meeting upon items on the agenda or otherwise permitted by the law – the Company also informs that:

- these possible proposals – to be expressed in a clear and complete way – must be sent to

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the Company, by email to the certified address [affari.societari@pec.posteitaliane.it](mailto:affari.societari@pec.posteitaliane.it), no later than the fifteenth day preceding the date of the Shareholders' Meeting, i.e. by 16 May 2024, so that those with voting rights may view them for the purpose of granting proxies and/or sub-proxies to the Appointed Representative, with relative voting instructions (as previously indicated in the paragraph "Modalities of attendance of the Shareholders' Meeting");

- the entitlement to submit proposals has to be certified by means of a special notice from an authorized intermediary pursuant to the regulations in force, relevant to their participation rights;
- the Company shall provide to promptly (and, in any case, by 18 May 2024) publish in a specific section of the website the proposals sent within the terms above indicated, reserving the right – in view of the publication of the same – to check their relevance to the items on the agenda, their completeness, their compliance with the applicable law, as well as the legitimacy of the submitting subjects.

## **The right to ask questions before the Shareholders' Meeting**

Pursuant to article 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, questions regarding the items on the agenda may be asked before the Shareholders' Meeting by shareholders who are entitled to vote and on behalf of whom the Company has received a special notice from an authorized intermediary pursuant to the regulations in force. The questions of those who intend to avail themselves of such right must be received by the Company by the date indicated in article 83-sexies, paragraph 2, of the Consolidated Law on Finance (i.e., by the seventh trading day preceding the date of the Shareholders' Meeting, and therefore by **22 May 2024**). In order to allow those entitled to vote to cast their vote through the Appointed Representative, while also taking into account the feedback the Company has provided to these questions, the latter received by the term above indicated will be answered at latest three days prior to the Shareholders' Meeting (i.e., by 28 May 2024)



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by publication in a specific section of the Company website. For further information on the right to ask questions before the Shareholders' Meeting and on the procedures for exercising such right, see the section of the Company's website dedicated to the present Shareholders' Meeting.

## **Documentation**

The documentation concerning the items on the agenda provided for by the law and regulations – including, among other things, the reports on the matters on the agenda and the related resolutions proposed, as well as the annual financial report – is available to the public, within the time limits provided for by the law, at the Company's registered office, in the section of its website ([www.posteitaliane.it](http://www.posteitaliane.it)) dedicated to the present Shareholders' Meeting, and at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.it](http://www.emarketstorage.it)).

The holders of voting rights may obtain a copy of the above documentation upon previous appointment to be requested via email at [affari.societari@pec.posteitaliane.it](mailto:affari.societari@pec.posteitaliane.it).

## **Other information**

The Company recommends the use of the long-distance communication modalities indicated in this notice.

Lastly, the Company reserves the right to make and communicate integrations and/or changes to the content of this notice in due advance.

The extract of the Notice of the Meeting is going to be also published by the Company on 1 May 2024 on the newspaper "Il Sole 24 Ore".

Rome, 29 April 2024

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The Chairman of the Board of Directors

Silvia Maria Rovere