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MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF "POSTE ITALIANE - SOCIETA' PER AZIONI"

ITALIAN REPUBLIC

In the year twenty-twenty six, on the eighteenth day of June (18 June 2026)
in Rome, piazzale di Porta Pia 121;
at 6:15 pm.

I the undersigned, Nicola Atlante, Notary in Rome, member of the Board of Notaries of Rome;
at the request of Silvia Maria Rovere born in Caraglio (CN) on 26 July 1971 (the Chairman) domiciled at the premises below, whom I personally know, I hereby record pursuant to art. 2375 of the Civil Code as follows the Extraordinary Shareholders' Meeting of the company:

"POSTE ITALIANE - SOCIETA' PER AZIONI"

with registered office in Rome, at Viale Europa 190, tax code and registration number with Companies Register of Rome 97103880585, VAT no. 01114601006, Economic and Administrative Index (REA) of Rome no. 842633, share capital registered with Companies Register as at today's date of 1,306,110,000.00 euros fully paid in (the Company)
held in Rome, Viale Europa 175, on 18 June 2026, beginning at 2:00 pm and ending at 2:31 pm.

**Registered in Rome 5**
**22/6/2026**
**No. 5730**
**Series 1/T**
**Fees Euro 200.00**

I, the undersigned Notary, hereby certify that the record of the proceedings of the aforementioned Shareholders' Meeting, which I, the Notary, attended without interruption at the place of convocation indicated above, i.e. Viale Europa 175, Rome, is as follows.

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As Chair of the Board of Directors of Poste Italiane S.p.A., Silvia Maria Rovere took the chair of the Shareholders' Meeting pursuant to art. 12.1 of the Articles of Association, and declared it to be open at 2:00 pm.

The Chair first extended a warm welcome to all those who had taken part, also on behalf of the Chief Executive Officer, the other members of the Board of Directors, the General Manager, the Board of Statutory Auditors, the Chief Magistrate of the Court of Auditors and the Company's employees.

It is preliminarily noted that the Company has decided to make use of the option provided under the applicable legislation and Article 11.6 of the Articles of Association, stating in the notice of meeting that:

- attendance at the Shareholders' Meeting by those entitled to vote may take place exclusively through the appointed representative pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 (hereinafter, for brevity, also "Consolidated Law on Finance" or "CLF") and Article 11.5 of the Articles of Association, to whom proxies or sub-proxies may also be granted in accordance with Article 135-novies of the CLF, as further specified below, whereas the directors, statutory auditors, and other entitled

parties, including the appointed representative, may attend the meeting via remote communication means that ensure their identification.
It was specified that the Company has designated - also pursuant to art. 11.5 of the Articles of Association - Monte Titoli S.p.A., with registered office in Milan, as the party to which shareholders may grant delegation or sub-delegation with voting instructions on all or some of the proposals on the agenda, pursuant to articles 135-undecies and 135-novies of the Consolidated Law on Finance (hereinafter, for brevity, also the "Designated Representative" or "Monte Titoli").
It is thus acknowledged that he is physically present at the place of the Shareholders' Meeting, together with the officiating Notary and the Secretary to the Board of Directors, as identified below, while the other participants – whose identity and entitlement to participate in the meeting have been verified via the chairmanship office – are attending remotely via audio-video link. These participants include Massimiliano Chiadò Piat, appointed by Monte Titoli S.p.A., Marco Contessa and Fabio Ciammaglichella, representatives of the Company.

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Pursuant to art. 2371, paragraph 2, and art. 2375 of the Italian Civil Code, as well as art. 12.2 of the Articles of Association and art. 4.2 of the Meeting Regulations, The Chair entrusted me, the Notary, with the task of drawing up these minutes in the form of a public deed.
It was acknowledged that attending today's extraordinary meeting, by means of remote communication, were the following members

of the Board of Directors:

- Matteo Del Fante, Chief Executive Officer
- Olga Cuccurullo
- Carlo d'Asaro Biondo
- Alessandro Marchesini
- Salvatore Muscarella
- Patrizia Rutigliano
- Francesco Scacchi
- Vanda Ternau

in addition to the General Manager, Giuseppe Lasco;

of the Board of Statutory Auditors:

- Antonio Mansi, Chairman
- Giovanni Caravetta, Standing auditor
- Laura Gualtieri, Standing auditor

and

- the Deputy Magistrate of the Court of Auditors Francesco Targia;
- for the auditing firm Deloitte & Touche S.p.A. Marco Miccoli;

and that also present physically at the meeting venue was the Secretary of the Board of Directors, Giancarlo Bianco.
It was acknowledged that Monte Titoli S.p.A. was attending this Shareholders' Meeting as Designated Representative, in

the person of Massimiliano Chiadò Piat, born in Turin on 12 April 1968, authorised for this purpose by virtue of the delegation granted on 02 March 2026, signed by Olga Maria Cardoso Jordão, Chief Executive Officer and General Manager of Monte Titoli S.p.A. by virtue of the powers granted by the Board of Directors.
It was confirmed that the connection means used allowed for the identification of participants, their participation and the exercise of voting rights.
It was first clarified that the questions received in writing before the Shareholders' Meeting pursuant to article 127-ter, paragraph 1-bis, of the Consolidated Law on Finance - by the deadline indicated in the notice of call (i.e. by 9 June 2026) - have been answered by publication in a special section of the website by the deadline also indicated in the notice of call (i.e. by 15 June 2026). The file containing the above questions and answers will be annexed to the minutes of this Shareholders' Meeting.
It was therefore acknowledged that:
- pursuant to article 125-bis of the Consolidated Law on Finance and Article 9 of the Articles of Association, this Extraordinary Shareholders' Meeting has been duly convened for today, 18 June 2026, at 14:00, at the Company's offices located in Rome, at Viale Europa n. 175, in a single meeting, by means of a notice of call published (i) in full on the Company's website, on the Borsa Italiana website, as well as at the authorised storage mechanism called "eMarket Storage" on 22 March 2026, which was also announced in a press release, and (ii) as an excerpt in the daily newspaper "Il Sole 24 Ore" on 27 March 2026, with the following agenda:
***1) Proposal to grant the Board of Directors, pursuant to Article 2443 of the Civil Code, the power, to be exercised by 31 December 2026, to increase the share capital on one or more occasions, in a divisible manner, with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Civil Code, to be paid up by contribution in kind, in support of a voluntary public offer by Poste Italiane S.p.A. concerning all the shares of Telecom Italia S.p.A.; consequent amendment of Article 5 of the Articles of Association; related and consequent resolutions.***
It was informed that no requests to add items to the agenda of the meeting have been submitted by shareholders representing, even jointly, one-fortieth of the share capital, nor have any new resolution proposals been submitted on items already on the agenda, pursuant to and within the terms set forth in the applicable legislation, nor have any individual resolution proposals been submitted by those entitled to vote pursuant to the applicable legislation, according to the terms indicated by the Company in the notice of the meeting.
It was also specified that, as indicated in the convocation notice, (i) the recommended deadline for the granting of ordinary delegations and/or sub-delegations pursuant to

Article 135-novies of the Consolidated Law on Finance, with the related voting instructions, had been indicated as 6:00 pm on 17 June 2026, while (ii) the statutory deadline for the granting of delegations to the designated representative pursuant to Article 135-undecies of the Consolidated Law on Finance, together with the related voting instructions, was 16 June 2026.
It was informed that Monte Titoli, in its capacity as Designated Representative, has made it known that it has no interest of its own with respect to the resolution proposals submitted to the vote; however, taking into account the existing contractual relations between Monte Titoli and the Company, in order to avoid any subsequent disputes related to the alleged presence of circumstances capable of determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, letter. f) of the CLF, Monte Titoli has expressly stated that, should any unknown circumstances arise or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it did not intend to cast a vote other than that indicated in the instructions, also in relation to the provisions of article 134 of Consob Resolution no. 11971 of 14 May 1999, as amended (hereinafter also referred to as the "Issuers' Regulation" for the sake of brevity).
The Designated Representative was therefore asked to make any statement required by law.

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*Intervention of the designated representative*

*- by the legal deadline, Monte Titoli had received 6 delegations pursuant to article 135-undecies of the CLF for a total of 407,153,412 shares from those entitled, equal to 31.173% of the 1,306,110,000 shares making up the share capital;*

*- 1 delegation had also been received pursuant to article 135-novies of the CLF for a total of 457,138,500 shares from those entitled, equal to 35% of the 1,306,110,000 shares making up the share capital and 1 sub-delegation, pursuant to Article 135-novies of the CLF, which received 2,362 delegations for a total of 175,987,492 shares from those entitled, equal to 13.474% of the 1,306,110,000 shares making up the share capital.*

*Therefore, a total of 2,369 delegations/sub-delegations had been received for a total of 1,040,279,404 shares from those entitled, equal to 79.647% of the 1,306,110,000 shares making up the share capital.*

*Before each vote, she would communicate the shares for which no voting instructions had been given by the delegating party.*

*She confirms that Monte Titoli has complied with the confidentiality obligations regarding the proxies/sub-proxies received, as laid down in Article 135-undecies, paragraph 4, of the CLF, as well as those outlined in Consob Communication No. 3/2020 dated 10 April 2020;*

*It was also informed that the shareholder Cassa Depositi e Prestiti Spa requested the Designated Representative the following: "In consideration of the Decree of the Minister of Economy and Finance No. 59627 of 18 June 2004, the Delegate is requested to cast a vote in the Shareholders' Meeting, in any case, in accordance with the voting instructions that will be issued to the Delegate by the Ministry of Economy and Finance by which CDP is controlled".*

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The Chair then clarified that:

- in accordance with article 13.2 of the Articles of Association, the extraordinary Shareholders' Meeting in a single meeting was constituted and resolves with the majorities required by law;
- pursuant to paragraph 3 of the aforementioned article 135-undecies of the CLF, the shares for which the Designated Representative has been granted delegation, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting, while shares for which no voting instructions have been given on the proposals on the agenda will not be counted for the purposes of calculating the majority and the share capital required for the approval of the related resolutions;
- the same computation criterion is also adopted with reference to shares, in relation to which no voting instructions have been given on the proposals on the agenda, which are the subject of a delegation and/or sub-delegation pursuant to article 135-novies of the Consolidated Law on Finance;
- in this regard, the Designated Representative will declare - when communicating the results of the vote on the sole item on the agenda - any shares in relation to which it has not received voting instructions;
- the Shareholders' Meeting, duly convened, was therefore validly constituted in extraordinary, single call in accordance with the law and the Articles of Association and may resolve on the sole item on the agenda, since **1,808 persons with voting rights representing 1,040,279,404 shares, equal to 79.647% of the 1,306,110,000 shares making up the share capital, were in attendance through the Designated Representative;**
- pursuant to article 3 of the Meeting Regulations and the applicable provisions in force, the eligibility to attend and vote at the Shareholders' Meeting was ascertained and, in particular, the compliance of the delegations given by the Designated Representative with the applicable provisions of law and the Articles of Association.

It was declared that:

- there was no evidence of any solicitation of voting proxies pursuant to article 136 et seq. of the Consolidated Law on Finance;

- the subscribed and paid-in share capital as of today is 1,306,110,000.00 euros divided into 1,306,110,000 ordinary shares with no indication of nominal value;
- as at today's date the Company holds 12,720,300 treasury shares, equal to approximately 0.974% of the share capital. The Company holds no further treasury shares in its portfolio, not even through subsidiaries;
- it recalled that, pursuant to Article 2357-ter, paragraph 2, of the Civil Code, treasury shares are counted for the purposes of calculating the majorities and quotas required for the constitution and resolutions of this Shareholders' Meeting, while the related voting rights are suspended. Therefore, 1,293,389,700 ordinary shares have voting rights, excluding the indicated treasury shares;
- the Company's shares are admitted for trading on the Euronext Milan market (formerly Telematic Stock Market) organised and managed by Borsa Italiana S.p.A.;
- according to the results of the Shareholders' register, supplemented by the communications received pursuant to article 120 of the Consolidated Law on Finance and other available information, updated to the record date of 09 June 2026, the following parties directly or indirectly hold more than 3% of the share capital subscribed by Poste Italiane S.p.A., represented by shares with voting rights:
Cassa depositi e prestiti S.p.A. (a subsidiary of the Ministry of Economy and Finance) for 457,138,500 shares equal to 35%
Ministry of Economy and Finance for 382,127,890 shares equal to 29.3%;
- the Company is not aware of the existence of Shareholders' agreements entered into between the shareholders.
It was recalled that:
- the voting rights relating to shares for which the disclosure requirements set out in articles 120 and 122, first paragraph, of the Consolidated Law on Finance, concerning shareholdings of more than 3% and Shareholders' agreements, respectively, have not been fulfilled, may not be exercised;
- with reference to the disclosure obligations under the aforementioned article 120, also the shares in relation to which the right to vote is given by delegation are considered to be shareholdings, provided that such right can be exercised at discretion in the absence of specific instructions from the delegating party;
- pursuant to art. 6.5 of the Articles of Association and art. 3 of Decree Law no. 332 of 31 May 1994, converted with amendments by Law no. 474 of 30 July 1994, a limit on share ownership that involves a shareholding of more than 5% (five per cent) of the share capital is provided. This provision set forth in article 6.5 of the Articles of Association does not apply to the shareholding in the Company's capital held by the Ministry of Economy and Finance, public bodies or entities controlled by them.

The maximum limit on share ownership is also calculated by taking into account the total shareholdings belonging to: the parent company, natural or legal person, body or company; to all the direct or indirect subsidiaries and the subsidiaries of one controlling person; to connected persons and natural persons linked by kinship or affinity up to the second degree or marriage provided that the spouse is not legally separated. Control exists, including with reference to persons other than the companies, in the cases set out in art. 2359, paragraphs 1 and 2 of the Civil Code. Connection exists in the cases set out in art. 2359, par. 3 of the Civil Code, and also between persons who, directly or indirectly, through subsidiaries, other than those manage investment funds, adhere, including with third parties, to agreements relating to the exercise of the right to vote or the transfer of shares or stakes of third party companies or in any case contracts or agreements as set out in art. 122 of the Consolidated Law on Finance, in relation to third party companies, where such contracts or agreements relate to at least 10% (ten per cent) of the capital with voting rights if it is a listed company or 20% (twenty per cent) if it is a non-listed company. For the purposes of calculating the aforementioned shareholding limit, account is also taken of shares held through trustees and/or intermediaries and in general by intermediaries.
The right to vote and the other rights having a content other than a financial content pertaining to the shares held in excess of the maximum share ownership limit cannot be exercised; in the case in which the maximum share ownership limit – calculated pursuant to said article 6.5 of the Articles of Association – is exceeded by several persons the voting right which would be due to the each person to whom the share ownership limit relates falls proportionately, save for prior joint instructions of the shareholders concerned. In case of non compliance the resolution may be challenged under art. 2377 of the Civil Code if the majority required would not be reached without the votes in excess of the maximum limit indicated previously.
Shares for which the right to vote cannot be exercised are in any case counted for the purposes of the regular constitution of the general meeting of shareholders.
Finally, it was recalled that the Designated Representative has declared that he will exercise the vote on the basis of the instructions given by the delegating parties.
It was also acknowledged that, in compliance with the provisions of the laws in force, the documentation relating to the sole item on the agenda has been filed at the Company's registered office, as well as published on the website www.posteitaliane.it, within the specific section dedicated to this Shareholders’ Meeting, and at the authorised storage mechanism called "eMarket Storage" to which the Company adheres; in particular:

- on 19 May 2026, (i) the explanatory report on the sole item on the agenda (the "Report"), and (ii) the report of the independent expert pursuant to Article 2343-ter, paragraph 2, letter b) of the Civil Code;
- on 3 June 2026, Information Circular prepared pursuant to art. 70, paragraph 6 of the Issuers' Regulation.
The documents listed above were sent as usual to shareholders who have requested them.
It was reported that:
- personal data collected at the time of admission to the General Meeting of Shareholders and through the audiovisual recording system is processed and stored by the Company, both on computer and on paper, pursuant to and for the purposes of Regulation (EU) 2016/679, for the proper conduct of the General Meeting of Shareholders proceedings and for the correct recording of the same, as well as for any and all related corporate and legal obligations, as better specified in the privacy policy made available on the Company's website;
- the following, among other documents, will be annexed to the minutes of this extraordinary meeting, as an integral and substantial part thereof:
• the list of the names of those attending the Shareholders' Meeting, by delegation/sub-delegation assigned to the Designated Representative, complete with all the data required by Consob, with details of the number of shares for which the notification was made by the intermediary to the issuer, pursuant to article 83-sexies of the Consolidated Law on Finance and
• in relation to the sole item on the agenda, the names of the persons who voted in favour, against or abstained, as well as those who did not vote and the relevant number of shares held.
The sole item on the agenda of this extraordinary Meeting, previously indicated during the opening of the Meeting, would then be dealt with jointly.
In view of the fact that the Company made the documents prepared for this Shareholders' Meeting available to the public, that these documents - which will be annexed to the minutes of the meeting - were sent out to all those so requesting and since there were no objections, reading of said documents was omitted, limiting the reading - during the subsequent voting phase - to the only proposal for resolution.
The single discussion was therefore declared open on the sole item on the agenda and asked the representative of Monte Titoli present at the Meeting to declare whether the Designated Representative has been given by those entitled to vote - who had issued a proxy and/or sub-delegation to the Designated Representative pursuant to art. 135-novies of the Consolidated Law on Finance - indications and/or instructions relating to specific interventions on the sole item on the agenda under discussion.

MONTE TITOLI declares that the Company has received requests to make voting statements from the shareholders Radaelli (5 shares), Marino (1 share) and Rosania (1 share).
The Chair declared that the text of said interventions will be annexed to the minutes of the meeting, without prejudice to the right of the Company, before doing so, to assess their relevance and pertinence with respect to the item on the agenda.
The Chair therefore declares the joint discussion of the sole item on the agenda closed.
The Chair thus proceeds with voting on the sole item on the agenda.
In accordance with the provisions of Article 10.1 of the Meeting Regulation, the following proposal for resolution on the first and sole item on the agenda was therefore submitted
- Proposal to grant the Board of Directors, pursuant to Article 2443 of the Civil Code, the power, to be exercised by 31 December 2026, to increase the share capital on one or more occasions, in a divisible manner, with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Civil Code, to be paid up by contribution in kind, in support of a voluntary public offer by Poste Italiane S.p.A. concerning all the shares of Telecom Italia S.p.A.; consequent amendment of Article 5 of the Articles of Association; related and consequent resolutions.

***"The Shareholders' Meeting of Poste Italiane S.p.A. ("Poste" or the "Company" or the "Bidder"), having examined the Report of the Board of Directors (the "Report", which, to the extent necessary, is approved in its entirety) and the proposal formulated therein,***

***HAVING ACKNOWLEDGED:***

***- the takeover and exchange bid for all the ordinary shares of Telecom Italia S.p.A. ("Tim" or the "Issuer"), announced by the Company by means of a notice pursuant to art. 102, paragraph 1, of Legislative Decree 58 of 24 February 1998, on 22 March 2026, and promoted by filing the bid document with Consob on 10 April 2026 (including any reopening of the terms, if applied on a voluntary basis by Poste, and/or the obligations set out in Articles 108 and 111 of Legislative Decree 58 of 24 February 1998, where the conditions are met and/or any private placement aimed exclusively at certain "qualified institutional buyers", or "QIB", as defined by Rule 144A pursuant to the United States Securities Act of 1933, as amended, on the basis of the exemption from the registration obligation provided for private placements by Section 4(a)(2) of the United States Securities Act of 1933) (the "Bid");***

***- that for the purpose of determining the maximum number of TIM ordinary shares subject to the Bid, for prudential purposes, taking into account that at the date of the Report the conversion of TIM savings shares into newly issued TIM ordinary shares at a 1:1 conversion ratio, as resolved by the Issuer's extraordinary shareholders' meeting on 28 January***

*2026, is in progress, the Bid has considered, in addition to the 15,329,466,496 ordinary shares issued by the Issuer and currently outstanding, also the 6,027,791,699 newly issued ordinary shares to facilitate the Conversion;*

*- the valuation report prepared by the independent expert jointly identified as PricewaterhouseCoopers Business Services S.r.l. and Prof. Eugenio Pinto pursuant to Articles 2440, paragraph 2, and 2343-ter, paragraph 2, letter b), of the Civil Code;*

*RESOLVED*

*1. to grant the Board of Directors, pursuant to Article 2443 of the Civil Code, the power to increase the share capital against payment, in one or more tranches and in a divisible manner, with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Civil Code, for a total maximum nominal amount of Euro 371,986,879, plus share premium, with the issue of a maximum number of 371,986,879 ordinary shares of the Company, with no indication of nominal value, with regular dividend rights and the same characteristics as the ordinary shares of the Company in circulation on the date of issue, to be released by contribution in kind in service of the Bid;*

*2. to grant the Board of Directors the power to establish from time to time, in the exercise of the aforementioned delegation and in compliance with the applicable laws and regulations: (i) the amount of the capital increase to be resolved, including in a divisible manner, as a whole, and the number of shares to be issued within the overall limits set out in point 1) above; (ii) the issue price of the new shares, including the share premium, taking into account the provisions of Article 2441, paragraph 6, of the Civil Code; and (iii) any other terms and conditions of the delegated capital increase - including the power to establish that the newly issued shares may immediately exercise the property and administrative rights pertaining thereto - as well as any other necessary element, within the limits provided for by the applicable legislation and by this delegation resolution, with the power for the Board of Directors itself to give rise to the exercise of the delegation - within the foregoing limits - in line with any revisions and/or amendments to the content and/or structure of the takeover and exchange bid, in any case in compliance with the results of the valuation pursuant to Article 2343-ter of the Civil Code and any necessary updates thereto; the Board of Directors also being authorised to make the amendments to the Articles of Association dependent on the exercise of the delegation, as provided for in the Directors' Report;*

*3. to set 31 December 2026 as the term for resolving, in execution of the delegation conferred pursuant to point 1 above, on the Capital Increase for the Bid - subject, where necessary, to the updating of the valuation made by the independent expert pursuant to Article 2343-ter, paragraph 2, letter b), of the Civil Code, to a date no more than six* *months prior to the date of the contribution - and to establish that, pursuant to Article 2439, paragraph 2, of the Civil Code, (i) the share capital shall be deemed to be increased from time to time by the amount of the subscriptions collected under the aforementioned public purchase and exchange offer (including any reopening of the terms, where applied on a voluntary basis by Poste, and/or under the procedures for the fulfilment of the obligations referred to in Articles 108 and 111 of Legislative Decree 58 of 24 February 1998, where the conditions are met and/or any private placement aimed exclusively at certain "QIB", based on the exemption from the registration obligation provided for private placements by Section 4(a)(2) of the United States Securities Act of 1933), in any case without prejudice to the terms and conditions of the Bid itself; and (ii) the Capital Increase for the Bid, if not fully subscribed by the final deadline to be set by the Board of Directors when resolving on the Capital Increase for the Bid, shall be deemed limited to the amount resulting from the total subscriptions made by the aforementioned term;*

*4. to amend Article 5 of the Articles of Association accordingly by inserting the following transitional paragraph 2:*

*"The Extraordinary Shareholders' Meeting of 18 June 2026 granted the Board of Directors, pursuant to Article 2443 of the Civil Code, the power, to be resolved, in exercise of the delegation, by 31 December 2026, to increase the share capital for a consideration, in one or more tranches and in a divisible manner, with the exclusion of the option right pursuant to Article 2441, paragraph 4, first sentence, of the Civil Code, for a total maximum nominal amount of Euro 371,986,879, plus share premium, with the issue of a maximum number of 371,986,879 ordinary shares of the Company, with no indication of nominal value, with regular dividend rights and the same characteristics as the ordinary shares of the Company in circulation on the date of issue, to be released by contribution in kind, as serving the public takeover and exchange bid concerning all the ordinary shares of Telecom Italia S.p.A., announced by the Company by notice pursuant to Article 102, paragraph 1, of Legislative Decree 58 of 24 February 1998, on 22 March 2026, and launched on 10 April 2026. In exercising the delegation, the Board of Directors shall have, among other things, the power to establish, in compliance with the limits indicated above, the issue price of the newly issued ordinary shares (including the share premium), any other terms and conditions of the delegated capital increase, as well as any other necessary or appropriate element, within the limits provided for by the applicable legislation and by the resolutions adopted by the same Extraordinary Shareholders' Meeting.";*

*5. without prejudice to the collegial nature of the resolutions to exercise the delegation as conferred above, to vest the Chief Executive Officer and the General Manager of* *the Company, severally, with the power to sub-delegate, within the limits of the law, with the broadest powers and authority to provide for all that is necessary or even only appropriate for the implementation, in full and in every single part, of the resolutions adopted, as well as to carry out all acts and transactions necessary or appropriate for the fulfilment of the formalities required by current laws and regulations, including, by way of example but not limited to, the powers to:*

*(i) prepare and submit any document required for the purpose of executing the capital increase, as well as to fulfil the formalities necessary to proceed with the admission to listing on Euronext Milan of the newly issued shares, including the power to arrange for the preparation and submission to the competent Italian and foreign authorities of any application, request, document or prospectus for the necessary or appropriate purpose and to proceed with the filing and publication of the certificate provided for in Article 2444 of the Civil Code;*

*(ii) where appropriate, fulfil the requirements set forth in art. 2343-quater of the Civil Code;*

*(iii) manage relations with any competent Italian or foreign body and/or authority in order to obtain all the authorisations and approvals necessary for the successful outcome of the transaction, as well as the preparation, amendment, supplementation and/or signing and/or execution of any contract, agreement, deed, declaration or document necessary for this purpose;*

*(iv) make the necessary amendments to article 5 of the Company's Articles of Association as a result of the partial and/or total execution of the capital increase, also providing for the related filings with the Companies' Register pursuant to article 2436 of the Civil Code of the text of the Company's Articles of Association updated in terms of the amount of the share capital and the number of shares and, following the expiry of the delegation, the deletion of the transitional paragraph 2;*

*(v) make any amendments and/or additions to the resolutions adopted that may be necessary and/or appropriate, including following a request from any competent authority or at the time of registration in the register of companies; and*

*(vi) in general, to do everything necessary for the complete execution of the resolutions themselves, with any and all powers necessary and appropriate for this purpose, none excluded and excepted."*

Voting thus began on the first and sole item on the agenda.

A vote was called on the first and sole item on the agenda.

MONTE TITOLI stated that instructions have been received for all shares.

The Chair then announced the outcome of the vote, as provided by the office of Chair, on the basis of the information received from the Designated Representative:

**- 1,808 shareholders present for 1,040,279,404 shares all admitted to vote, equal to 79.647% of the share capital;**
**- 1,038,280,710 shares in favour, equal to 99.808% of the share capital represented at the Shareholders’ Meeting;**
**- 755,851 shares not in favour, equal to 0.073% of the share capital represented at the Meeting;**
**- 1,242,843 shares abstained, equal to 0.119% of the share capital represented at the Meeting;**
**- non-voting shareholders: 0.**

The proposal was therefore approved.

Since there were no other items to discuss, the Extraordinary Shareholders' Meeting was declared adjourned at 2:31 pm, thanking all those present.

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List of documents annexed to the minutes

The Chair has the Chair's Office provide to me, requesting that it be annexed to the minutes:

a) attendance at the constitution of the Shareholders’ Meeting;

b) result of the vote with details;

c) list of participants and delegates and register of attendance at the Meeting;

d) report of the Board of Directors on the agenda;

e) report of the independent expert;

f) coordinated Articles of Association;

g) answers to questions asked by some Shareholders pursuant to art. 127-ter of Legislative Decree 24 February 1998 no.58;

h) requests for declaration of vote submitted by the shareholders Radaelli (5 shares), Marino (1 share) and Rosania (1 share).

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Whereof I have drawn up these minutes, typed by a person of my trust and completed by me by hand on twenty-seven pages and up to this point of the twenty-eighth page of seven sheets.

Signed by me, Notary, at 6:45 pm.

Signed: Nicola ATLANTE, Notary.

Below is a copy of Annexes A - B- C - D - E - F - G and H, signed in accordance with the law.