

MINUTES OF THE RESOLUTIONS
OF THE ORDINARY SHAREHOLDERS' MEETING
OF
“Cassa Depositi e Prestiti società per azioni”

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REPUBLIC OF ITALY

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On this twenty-fourth day of May, two thousand and twenty-four, in Via Goito no. 4, Rome, at five minutes past eleven o'clock a.m.

At the request of:

- **“Cassa Depositi e Prestiti società per azioni”**, registered office in Rome, Via Goito 4, share capital of 4,051,143,264.00 euro fully paid up, Companies' Register of Rome and tax identification No. 80199230584, Economic and Administrative Index (REA) No. RM-1053767 and PEC (certified email address) *cdpspa@pec.cdp.it* (hereinafter the **“Company”** or **“CDP”**)

I, Mr. PAOLO CASTELLINI, Notary in Rome, with offices at Via Orazio 31, enrolled in the Register of the Joint Notarial Districts of Rome, Velletri and Civitavecchia, went to Via Goito 4, Rome, today, 24 March 2024, to attend and take the minutes of the ordinary shareholders' meeting of the requesting Company, convened for today, on second calling – after the abandonment of the meeting first called for 13 May 2024 – at eleven o'clock a.m. at that address to discuss and resolve upon the following

AGENDA

1. Approval of the separate financial statements as at 31 December 2023. Presentation of the consolidated financial statements at 31 December 2023 and the Integrated Report for the year 2023. Reports of the Board of the Directors, the Board of Statutory Auditors, and the independent auditors.
2. Allocation of net income for the year.

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On entering the meeting venue I noted the presence of Mr GIOVANNI GORNO TEMPINI, born in Brescia on 18 February 1962, domiciled for the purpose at Via Goito 4, Rome, Chairman of the Company's Board of Directors, and who in that capacity, in accordance with Article 14(1) of the By-laws, chaired today's meeting.

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I, Notary, was certain of the personal identity of Mr. GIOVANNI GORNO TEMPINI.

The Chairman – he and I, the Notary, being present in the same venue – pursuant to Article 13 of the By-laws declared and committed to the record that:

1) the following persons were present in the room:

(a) - 1 (one) shareholder, represented by proxy – as evidenced by the

document annexed to these minutes under letter "A" – holder of 283,446,229 (two hundred and eighty-three million, four hundred and forty-six thousand, two hundred and twenty-nine) shares of no-par value, representing 82.775% (eighty-two point seven seven five percent) of the share capital;

(b) in addition to himself as Chairman, the following members of the **Board of Directors**:

- Dario Scannapieco – Chief Executive Officer –ordinary account

(c) from the **Board of Statutory Auditors**:

- Carlo Corradini – Chairman

- Franca Brusco – Standing Auditor

2) the following participated remotely via conferencing link:

(i) 56 (fifty-six) shareholders, personally or represented by proxy – as evidenced by the document annexed to these minutes under letter "A" – holding a combined total of 53,999,760 (fifty-three million, nine hundred and ninety-nine thousand, seven hundred and sixty) shares of no-par value, representing a combined total of 15.769% (fifteen point seven six nine percent) of the share capital;

(ii) from the **Board of Directors**

- Alessandra Ruzzu – Director – ordinary account;

- Fabiana Massa – Director – ordinary account;

- Livia Amidani Aliberti – Director – ordinary account;

- Anna Girello – Director – ordinary account;

- Giorgio Righetti – Director – ordinary account;

- Francesco Di Ciommo – Director – ordinary account;

- Pier Paolo Italia – Director – separate account;

- Paolo Calvano – Director – separate account;
- Michele De Pascale – Director – separate account;

(iii) from the Board of Statutory Auditors:

- Patrizia Graziani – Standing Auditor
- Davide Maggi – Standing Auditor

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Justification of absence was presented for the Directors and the Standing Auditor not present at the meeting today.

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It is recorded that, with the consent of all the participants, Mr Alessandro Tonetti, Deputy General Manager and Secretary of the Board of Directors, and Ms Alessia di Giacomo, Head of Corporate Affairs of CDP, were in attendance.

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In this regard, the Chairman declared that the conferencing links guaranteed the identification of the participants and their participation and specifically:

- a)** allowed all the participants, including the person taking the minutes, to follow the full proceedings of the meeting;
- b)** allowed all the participants to speak and actively participate in the meeting;
- c)** allowed all the participants to receive and transmit documents;
- d)** allowed the representatives of the shareholders in link to vote.

All the participants confirmed the above.

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The Chairman declared and committed to the record that he had verified the identity and entitlement to attend the meeting of the shareholders' representatives (also based on the records of the shareholders' register), the validity of the proxy forms kept on the Company's records and the identity and entitlement to attend the meeting of the participants, and that he was able to duly chair the proceedings of the meeting and verify and declare voting outcomes.

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The Chairman declared and acknowledged that:

- this meeting was convened by notice sent on 26 April 2024 by certified email to all the shareholders and by email to all the Directors, all the Statutory Auditors and the Magistrate of the Court of Auditors;
- the Company holds treasury shares equal to 1.3% (one point three percent) of the share capital and precisely 4,451,160 (four million, four hundred and fifty-one thousand, one hundred and sixty) ordinary shares of no-par value;
- the voting rights for those treasury shares are suspended but the shares are included in calculating the majorities required for the quorum of this shareholders' meeting and for its resolutions pursuant to Article 2357 ter (2) of the Italian Civil Code;
- therefore, today's shareholders' meeting – in consideration of the participation of the 57 (fifty-seven) shareholders holding a combined total of 337,445,989 (three hundred and thirty-seven million, four hundred and forty-five thousand, nine hundred and eighty-nine) shares of no-par value, equal to a combined total of 98.544% (ninety-eight point five four four percent) of the share capital, and the 4,451,160 (four million, four hundred and fifty-one

thousand, one hundred and sixty) treasury shares making up 1.3% (one point three percent) of the share capital, and so for a total constituent quorum of 99.844% (ninety-nine point eight four four percent), equal to 341,897,149 (three hundred and forty-one million, eight hundred and ninety-seven thousand, one hundred and forty-nine) shares, out of the 342,430,912 shares constituting the entire share capital – was duly constituted to deliberate on the items posted on the agenda, which could now be discussed.

The Chairman – with the consent of the participants – moved on to the joint discussion of items 1 and 2 of the agenda

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No. 1

**APPROVAL OF THE SEPARATE FINANCIAL STATEMENTS AS
AT 31 DECEMBER 2023. PRESENTATION OF THE
CONSOLIDATED FINANCIAL STATEMENTS AS AT 31
DECEMBER 2023 AND THE INTEGRATED REPORT FOR THE
YEAR 2023. REPORTS OF THE DIRECTORS, BOARD OF
STATUTORY AUDITORS AND INDEPENDENT AUDITORS.**

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NO. 2

ALLOCATION OF NET INCOME FOR THE YEAR.

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The Chairman recalled that at its meeting of 4 April 2024 the Board of Directors unanimously approved the draft separate financial statements as at 31 December 2023, which closed the year showing a net income of 3,074,304,291 (three billion, seventy-four million, three hundred and four

thousand, two hundred and ninety-one euro), and that the financial statements – in the single electronic reporting format required by Commission Delegated Regulation (EU) 2019/815 of 17 December 2018, including the report of the Board of Directors, the report of the Board of Statutory Auditors, and the report of Independent Auditors, as well as the certification of the Chief Executive Officer and manager in charge with preparing the company's financial reports – was made available to the public at the company's registered office and on the CDP website within the terms of law.

He added that the Board of Directors, at that same meeting held on 4 April 2024, had unanimously approved the consolidated financial statements of the CDP Group, presented at today's Shareholders' Meeting. In this regard, he recalled that CDP is required to prepare consolidated financial statements as a result of the control it exercises over several investee companies.

As in previous years, a single annual financial report has been prepared, consisting of a directors' report on operations, the separate financial statements and the consolidated financial statements.

Finally, he stated that the Board of Directors, in that same meeting held on 4 April 2024, approved the Consolidated Non-Financial Statement (NFS, pursuant to Legislative Decree no. 254 of 30 December 2016) included in the “2023 Integrated Report”. This document was also made available to the public at the Company's registered office and on the CDP website within the terms of law.

The Chairman proposed to leave out the reading of the consolidated and separate financial statements, the integrated report and the report on

operations.

The Shareholders' Meeting agreed.

The Chairman stated that the Board of Directors, at that same meeting held on 4 April 2024, had approved a proposal for the allocation of the net income for the year, which he read out loud.

Mr CARLO CORRADINI, Chairman of the Board of Statutory Auditors, read out the final part of the Board of Statutory Auditors' Report.

The reading of the opinions of the independent auditors Deloitte & Touche S.p.A. was omitted.

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The “**Annual Financial Report 2023**” – consisting of: the Report on Operations, the Separate Financial Statements as at 31 December 2023 – consisting of the financial statements as at 31 December 2023, Notes to the financial statements, the Board of Statutory Auditors' Report, the independent auditors' report by Deloitte & Touche S.p.A. on the financial statements and the certification of the financial statements by the manager in charge with preparing the company's financial reports pursuant to Article 154 bis of Legislative Decree 58/1998; the 2023 Consolidated Financial Statements – consisting of the consolidated financial statements as at 31 December 2023, Notes to the consolidated financial statements, the independent auditors' report by Deloitte & Touche S.p.A. on the consolidated financial statements and the certification on the consolidated financial statements by the manager in charge with preparing the company's financial reports pursuant to Article 154 bis of Legislative Decree 58/1998, and the “Patrimonio Rilancio” financial statements – is annexed to these

minutes under letter "B".

The “**2023 Integrated Report**” containing the Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016 and the independent auditors’ report by Deloitte & Touche S.p.A. on the NFS, is annexed to these minutes under the letter "C".

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The Chairman opened the discussion.

Ms Maria Teresa Cucco took the floor and, on behalf of the shareholder foundations, expressed their full appreciation for the results achieved, with particular reference to the work of the Chairman, the Chief Executive Officer and the Board of Directors and the Board of Statutory Auditors, as well as the entire organisation.

In this regard, in line with the mission of the foundations, the Company has continued to operate profitably at the service of the many territorial realities of the country.

Mr Giuseppe Viteritti, representing the Ministry of the Economy and Finance, associated himself with the words expressed by Ms Maria Teresa Cucco.

No one else requested the floor.

As such, the Chairman invited the shareholders’ meeting to vote on the approval of the Company’s separate financial statements as at 31 December 2023, as made available to the shareholders at the registered office and as resulting from the documents annexed to these minutes, casting the vote *viva voce*.

Having heard the Chairman and acknowledged the Board of Directors’

report, the Board of Statutory Auditors' report and the independent auditors' report, the shareholders by voting *viva voce* and unanimously

acknowledged

- the consolidated financial statements for the year 2023;
- the integrated report for the year 2023 (NFS pursuant to Legislative Decree 254/2016);

resolved

1) to approve the separate financial statements as at 31 December 2023, showing a net income of 3,074,304,290.73 euro (three billion, seventy-four million, three hundred and four thousand, two hundred and ninety euro and seventy-three cents);

2) to allocate net income for the year of Euro 3,074,304,290.73 (three billion, seventy-four million, three hundred and four thousand, two hundred and ninety euro and seventy-three cents) as follows:

- Euro 126,278,198.54 (one hundred and twenty million, two hundred and seventy-eight thousand, one hundred and ninety-eight euro and fifty-four cents) to the reserve pursuant to Article 6(2) of Legislative Decree 38/05;

- Euro 1,618,923,012.08 (one billion, six hundred and eighteen million, nine hundred and twenty-three thousand and twelve euro and eight cents), equal to 4.79 euro (four euro and seventy-nine cents) per share and corresponding to 55% (fifty-five percent) of the distributable profit, as a dividend to be paid out within 30 (thirty) days of this meeting;

- Euro 1,329,103,080.11 (one billion, three hundred twenty-nine million, one hundred and three thousand and eighty euro and eleven cents) as retained earnings to be carried forward.

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The Chairman – with the consent of all the participants – moved on to the joint discussion of the third, fourth and fifth items on the agenda

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With no further topic to discuss, the Chairman called the meeting to a close

at half past eleven o'clock a.m.

I, Notary, was dispensed from reading aloud the Annexes.

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As requested, I, the Notary, have drawn up and received these minutes, which were read to the party appearing before me, who, at my request, approved them and stated that they matched its intentions, and signed them with me, the Notary, at ten minutes past twelve o'clock p.m. on all eight sheets of the minutes, written in part by a person in my trust and in part by myself, the Notary, on fourteen full pages and eight lines on this page.

Signed GIOVANNI GORNO TEMPINI

Signed PAOLO CASTELLINI - Notary