

**MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING**  
**CASSA DEPOSITI E PRESTITI S.P.A.**  
**MEETING OF 1 JUNE 2023**

On 1 June 2023 at 9.45 am the Ordinary Shareholders' Meeting of Cassa Depositi e Prestiti Società per Azioni - CDP S.p.A. was held at its registered office in Rome, Via Goito 4, with a share capital of Euro 4,051,143,264 (four billion fifty-one million one hundred forty-three thousand two hundred and sixty-four), fully paid-in, tax code and registration with the Companies' Register of Rome no. 80199230584 (CDP), to vote on the following

**Agenda**

1. Approval of the separate financial statements as at 31 December 2022. Presentation of the consolidated financial statements at 31 December 2022 and the Integrated Report for the year 2022. Reports of the Board of the Directors, the Board of Statutory Auditors, and the independent auditors.
2. Allocation of net income for the year

**OMISSIS**

Pursuant to Article 14 of the current Articles of Association, the meeting was chaired by Giovanni Gorno Tempini, Chairman of the Board of Directors, who proposed at the meeting that Alessia Di Giacomo, Head of Corporate Affairs at CDP, be appointed as secretary to draft the minutes.

The Shareholders' Meeting unanimously agreed by a show of hands.

The Chairman declared and acknowledged that:

- the Shareholders' Meeting was duly convened pursuant to Article 12, paragraph 1, of the current Articles of Association by means of a notice sent on 15 May 2023 by certified email, with proof of receipt at least eight days prior to the Shareholders' Meeting;
- the Shareholders' Meeting was inquorate on first call (i.e., on 24 May 2023);
- the rules for participation in the Shareholders' Meeting, which is also held by video conference, pursuant to Article 13.4 of the Articles of Association were complied with;
- the identity and entitlement of those present had been ascertained;
- the Company holds 4,451,160 ordinary CDP shares, representing approximately 1.3% of the share capital. These shares are therefore "treasury shares";
- 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;
- the holders of 342,259,390 ordinary shares, representing 99.95% of the share capital of Euro

4,051,143,264.00, are present, in person and by a proxy deemed to be valid and in the Company's records - of which 4,451,160 ordinary shares without voting rights and 337,808,230 ordinary shares with voting rights - and, in particular, (i) the Ministry of Economy and Finance, represented by Giuseppe Viteritti, Rita La Tegola and Angela Florio, connected via video conference; (ii) the Pescaraabruzzo Foundation, represented by the General Manager Alessia Bascietto, connected via video conference; (iii) Cariparma Foundation, represented by the General Manager Antonio Lunardini, connected via video conference; (iv) Cassa di Risparmio di Trieste Foundation, represented by its Chairman, Massimo Paniccia, connected via video conference; and (v) 55 Foundations represented by the delegates of the Association of Foundations and Savings Banks S.p.A. (ACRI) Maria Teresa Cucco, Benedetta Gesuele and Vito Vicini; all as per Annex "A" attached to these minutes;

- in addition to Chairman Gorno Tempini, the following members of the Board of Directors were also present:
  1. Dario Scannapieco (Chief Executive Officer and General Manager);
  2. Livia Amidani Aliberti, connected via video conference;
  3. Francesco Di Ciommo;
  4. Anna Girello Garbi;
  5. Fabiana Massa, connected via video conference;
  6. Giorgio Righetti;
  7. Giorgio Toschi;
  8. Pier Paolo Italia;
- the following members of the Board of Statutory Auditors were present:
  1. Carlo Corradini;
  2. Franca Brusco;
  3. Mauro D'Amico, connected via video conference;
  4. Patrizia Graziani;
  5. Davide Maggi;
- also present was the Judge of the Court of Auditors, Councillor Luigi Caso, Delegate as a substitute for overseeing the financial operations of CDP pursuant to Article 12 of Italian Law no. 259 of 21 March 1958;
- the absence of members of the Board of Directors who were not present was justified;
- the Deputy General Manager and Director of Legal, Corporate, and Regulatory Affairs, Mr Alessandro Tonetti, attended the meeting.

The Chairman declared the Shareholders' Meeting validly constituted after second call and fir to resolve on the above agenda.

The Shareholders' Meeting then opened the discussion and the discussion of the first item on the agenda.

**1. Approval of the separate financial statements as at 31 December 2022. Presentation of the consolidated financial statements at 31 December 2022 and the Integrated Report for the year 2022. Reports of the Board of the Directors, of the Board of Statutory Auditors, and of the Independent Auditors**

The Chairman noted that at its meeting of 30 March 2023 the Board of Directors unanimously approved the draft separate financial statements for the year ended 31 December 2022 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 Deloitte & Touche S.p.A. as well as the statement 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 CDP's website by the legal time limits (Annex "B" to these minutes).

He reported that at that same meeting the Board of Directors unanimously approved (i) the group's consolidated financial statements as at 31 December 2022 (included in the file attached as Annex "B"), which CDP is required to prepare as a result of the direction it exercises of the several investee companies, and (ii) the 2022 Integrated Report (Annex "C" to these minutes), among other things containing the consolidated non-financial statement pursuant to Italian Legislative Decree no. 254 of 30 December 2016. These documents were also made available to the public at the company's registered office and on CDP's website by the legal time limits and were presented in this Shareholders' Meeting, although they are not subject to approval.

Having pointed out that CDP's 2022 separate financial statements reported a net income of Euro 2,490,482,609, the Chairman proposed not to read out the financial statements (consolidated, annual, and integrated) or the associated reports, which are available to the public, the copies of which, included in the meeting's record, are acknowledged as read and understood.

The Shareholders' Meeting unanimously agreed by a show of hands.

The Chairman gave the floor to Mr Corradini, Chairman of the Board of Statutory Auditors, who presented the report of the Board of Statutory Auditors.

The Chairman then opened the discussion.

Mr Viteritti, the representative of the shareholder Ministry of Economy and Finance, took the floor and, having acknowledged the reports of the Directors, the Board of Statutory Auditors, and independent

auditors Deloitte & Touche, proposed that the CDP separate financial statements as at 31 December 2022 be approved.

The Chairman asked the attendees if there were any other comments. Since there were none, the Chairman then invited the Shareholders' Meeting to vote on the separate financial statements as at 31 December 2022, as made available to the public at the company's registered office and on CDP's website, and showing in the file attached to these minutes.

Having heard the Chairman's presentation and the proposal of the shareholder Ministry of Economy and Finance, having acknowledged the Report of the Board of Directors and the Report of the Board of Statutory Auditors, as well as the Reports of the Independent Auditors, the statement of the Chief Executive Officer and the Manager in charge with preparing the company's financial reports, the consolidated financial statements as at 31 December 2022 and the 2022 integrated report, by roll call and show of hands, the Shareholders' Meeting, unanimously

**resolved**

- to approve the Cassa Depositi e Prestiti SpA separate financial statements as at 31 December 2022 which report a net income of Euro 2,490,482,609.

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The Chairman then continued with the discussion of the second item on the agenda

**2. Allocation of net income for the year**

The Chairman recalled the Board of Directors' proposal to allocate the profit for the year ending 31 December 2022, in the amount of Euro 2,490,482,609: (i) for Euro 122,395 to the reserve pursuant to Article 6, paragraph 2, of Italian Legislative Decree no. 38/05; (ii) for Euro 1,368,817,995.60, equal to Euro 4.05 per share, corresponding to 55% of the distributable profit, as a dividend to be distributed and (iii) for Euro 1,121,542,218.40 as residual earnings to be carried forward. He noted that said Article 6, paragraph 2, of Legislative Decree 38/05 provides for capital gains recognised in the income statement, net of the corresponding tax charges, other than those that refer to financial instruments held for trading and to foreign exchange and hedging transactions, deriving from fair value measurement, to be recognised in a reserve that is not available for distribution. He also pointed out that no provision needed to be made to the legal reserve since the limit of one-fifth of the share capital, as provided in Article 2430 of the Italian civil code, had been reached. Lastly, he noted that CDP's share capital is composed of 342,430,912 ordinary shares, of which 4,451,160 are held by the company as treasury shares and therefore without entitlement to profit in accordance with Article 2357-ter of the Civil Code.

The Chairman opened the discussion.

Mr Viteritti, the representative of the shareholder Ministry of Economy and Finance, took the floor and

expressed the majority shareholder's support for the proposal for the allocation of the profit made by the Board of Directors, specifying that the dividend to the Shareholders must be paid within 30 days of this day.

The Chairman asked the attendees if there were any other comments. As there were no further comments, the Chairman then invited the shareholders' meeting to approve the proposal for the allocation of the net income.

Having heard the Chairman's presentation, in unanimous acceptance of the Board of Directors' proposal for the allocation of profits and the proposal of the shareholder Ministry of Economy and Finance, by roll call and show of hands, the Shareholders' Meeting

**resolved**

- to approve the following proposal for the allocation of the net profit for the year 2022, amounting to Euro 2,490,482,609:

- (i). Euro 122,395 to the unavailable reserve pursuant to Article 6, paragraph 2, of Italian Legislative Decree no. 38/05;
- (ii). Euro 1,368,817,995.60, equal to Euro 4.05 per share, as dividend to be distributed to the shareholders, to be paid within 30 days of the date of the Shareholders' Meeting;
- (iii). Euro 1,121,542,218.40 as residual earnings to be carried forward.

At the end of the vote, Ms Cucco took the floor, who, representing the Foundations that have delegated ACRI, expressed her sincere appreciation for the results achieved and her heartfelt thanks to the corporate bodies and the entire organisation for the work done. In this, she was joined by the Ministry of Economy and Finance, the Pescarabruzzo Foundation, the Cariparma Foundation, and the Cassa di Risparmio di Trieste Foundation.

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***OMISSIS***

Since there was no further business to discuss and nobody asked for the floor, the Chairman declared the meeting closed at 10.05 am.

***The Chairman of the Board of Directors***

***Giovanni Gorno Tempini***

***The Secretary***

***Alessia Di Giacomo***