

**ILLIMITY BANK S.P.A.**

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS  
ON ITEM 2 ON THE AGENDA  
OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS  
OF ILLIMITY BANK S.P.A. OF 24 APRIL 2024, IN SINGLE CALL**

*Prepared pursuant to article 125-ter of Legislative Decree no. 58 of 24 February 1998 as amended and article 84-ter of Consob Regulation no. 11071/1999 as amended*

*Approved by the Board of Directors on 8 March 2024*

*This report may also be consulted on the Bank's website [www.illimity.com](http://www.illimity.com)*

Shareholders,

You are called to attend an Ordinary General Meeting to be held at 09:00 CET on 24 April 2024, in single call, to discuss and adopt resolutions on the following agenda:

1. *[omissis]*.
2. **illimity Bank S.p.A.'s Separate Financial Statements as at 31 December 2023. Presentation of the consolidated financial statements of illimity Bank S.p.A. as at 31 December 2023. Presentation of the consolidated non-Financial statement as at 31 December 2023. Resolutions pertaining thereto and arising therefrom.**
3. *[omissis]*.
4. *[omissis]*.
5. *[omissis]*.
6. *[omissis]*.
7. *[omissis]*.

This illustrative report has accordingly been prepared pursuant to article 125-*ter* of Legislative Decree no. 58 of 24 February 1998 as amended (the “**TUF**”) and article 84-*ter* of Consob Regulation no. 11071/1999 as amended (the “**Issuers’ Regulation**”) and provides a description of item 2 on the agenda of the Ordinary Shareholders’ Meeting, as well as the relative draft resolutions that you are called to adopt.

Shareholders,

You are called to attend an Ordinary General Shareholders' Meeting held to approve, among other things, the financial statements of illimity Bank S.p.A. ("**illimity**" or the "**Bank**") for the year ended 31 December 2023 which closed with a net profit of EUR 102,307,086.65.

Reference should be made to the draft annual financial statements for 2023 approved by the Board of Directors on 8 March 2024 for the detailed contents, and in particular the matters included in the Report on Operations prepared by illimity's Board of Directors, in the Report of the Audit and Internal Control Committee and in the Report of the Independent Auditors KPMG S.p.A., which will be made fully available to the public within the time periods and by the means established by law at the Company's registered office and on its website ([www.illimity.com](http://www.illimity.com)) under the section

<https://www.illimity.com/en/governance/shareholders-meetings-and-bod-meetings>.

The Shareholders' Meeting will also be presented with the illimity Group's consolidated financial statements for the year ended 31 December 2023, which closed with a total Parent Company's net profit of EUR 104.4 million.

Lastly, the Shareholders' Meeting will be presented with the Consolidated Non-Financial Statement for 2023 (the 2023 Sustainability Report) prepared pursuant to Legislative Decree no. 254/2016.

The consolidated financial statements, the Consolidated Non-Financial Statement and the other documents pursuant to article 154-ter, paragraph 1 of the TUF, as well as the annual report on corporate governance and ownership structure for 2023, will be made available to the public by the same means and within the same time periods described above.

\* \* \*

The Board of Directors accordingly submits the following proposed resolution to the Shareholders' Meeting.

#### **PROPOSAL**

*"The Ordinary Shareholders' Meeting of illimity Bank S.p.A. ("**illimity**" or the "**Bank**")*,

- *having examined the draft annual financial statements of the Bank for the year ended 31 December 2023, accompanied by the annexes and documentation required by law, and having assessed the consolidated financial statements of the Group at 31 December 2023;*
- *having examined the results of said draft annual financial statements, which closed with a net profit of EUR 102,307,086.65, and of the Group's consolidated financial statements which closed with a total Parent Company's net profit of EUR 104.4 million;*
- *given the Report on Operations at 31 December 2023 prepared by the Board of Directors;*
- *acknowledging the respective reports drawn up by the Audit and Internal Control Committee and by the Independent Auditors KPMG S.p.A.,*

#### **RESOLVES**

- *to approve the annual financial statements of illimity Bank S.p.A., accompanied by the Report*

*on Operations at 31 December 2023 prepared by the Board of Directors, which closed with a net profit of EUR 102,307,086.65.”*

Milan, 8 March 2024

*On behalf of the Board of Directors*

*The Chair*