

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

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS  
ON ITEM 3 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 the Annual General Meeting at 9:00 a.m. CET on 24 April 2024 in single call, to discuss and adopt resolutions on the following agenda:

1. *[omissis]*.
2. *[omissis]*.
3. **Allocation of profits of the year closed at 31 December 2023. Resolutions pertaining thereto and arising therefrom.**
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 3 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 allocation of the net profit arising from 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>.

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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, which closed with a net profit of EUR 102,307,086.65, and having assessed the consolidated financial statements of the Group at 31 December 2023 which closed with a total Parent Company's net profit of EUR 104.4 million;*
- *taking into account the 88,445 treasury shares held by the Bank,*

#### **RESOLVES**

- *to approve the proposal to allocate EUR 1,855,834.25 to the legal reserve so reaching the maximum amount of the reserve corresponding to one-fifth of the share capital, pursuant to Article 2430 of the Italian Civil Code;*
- *to approve the proposal to allocate EUR 27,350,489.15 to a specific non-distributable reserve, pursuant to Article 26 of Decree Law no. 104/2023 converted with amendments by Law no. 136/2023;*
- *to assign to the 83,916,330 outstanding ordinary shares a dividend per share of Euro 0.2488, or 24.88 cents, for a maximum total of EUR 20,878,382.90;*
- *to approve the proposal to allocate EUR 52,222,380.35 to retained earnings, in addition to the maximum Euro 22,005.12 due as dividend to treasury shares, provided, however, that any change in the number of treasury shares in the Bank's portfolio at the time of distribution will not have any impact on the amount of the dividend per share, as established above, but will*

*increase or decrease the portion of net profit allocated to retained earnings.”*

Milan, 8 March 2024

*On behalf of the Board of Directors*

*The Chair*