

**Organization, Management, and Control Model
pursuant to Italian Legislative Decree 231/01**

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[OMITTED]

GENERAL

1. PURPOSE AND SCOPE

Legislative Decree No. 231/2001 introduced regulations on the administrative liability of entities, according to which they may be held liable and consequently punished for certain crimes committed or attempted in their interest or to their advantage by their directors or employees.

The purpose of this document is therefore to establish a structured and comprehensive system of prevention, deterrence and control aimed at mitigating the risk of crimes being committed by identifying Sensitive Activities and formalizing the control measures existing within the Bank.

2. GLOSSARY

Definitions	
Shareholders' Meeting	Shareholders' Meeting of the Bank, having the powers conferred upon it by the Italian Civil Code and the provisions of the Articles of Association
Sensitive or Risky Activities/Areas/Processes	Activities carried out by the Bank, within the scope of which there is a risk of commission of predicate offenses
Authorities	Alternatively, Supervisory Bodies, Public Authorities, Independent Administrative Authorities, public agencies, and any other legal entity with the power to carry out inspections of the Bank
Judicial Authority	An institutional, third-party, and impartial body responsible for exercising judicial functions
Bank or Parent Company	illimity Bank S.p.A., with registered office at Via Soperga n. 9, 20127 Milan
Recipients	All Employees, Corporate Bodies and External Parties who, even if not belonging to the Bank or its subsidiaries, collaborate with the Bank on the basis of contractual relationships for the performance of specific activities
Legislative Decree 231/2001 or "Decree"	Legislative Decree No. 231 of June 8, 2001, as amended and supplemented
Employees	Persons who have an employment relationship with the Bank, including executives
Executives	Those who, as a result of their proven professional skills, implement the Employer's directives and organize the work of Employees, carrying out appropriate checks
Competence Lines/Divisions/Departments/Areas /Functions/Units	Organisational structures of illimity Bank S.p.A.
Entity/Entities	Entities with legal personality, companies, associations, including those without legal personality, as provided for in Article 1 of the Decree

Relevant private entities	Companies, consortia, foundations, associations and other private entities (including <i>rating</i> agencies), even without legal personality, which carry out professional/institutional or business activities from which the Bank may derive an advantage or in which the Bank may have an interest.
Public Entity/Entities	Any legal entity that pursues and/or realizes and manages public interests and carries out legislative, judicial, or administrative activities governed by public law and manifested through acts of authority
Public Service Representative	The status of public service officer is determined by exclusion, and is reserved for those who perform activities of public interest that do not consist of simple administrative or purely material tasks, governed by the same rules as public office, but to which the typical powers of a public official are not attached.
"Model(s)"	The Organization, Management and Control Models provided for by the Decree
Supervisory Body	The internal control body responsible for supervising the functioning and compliance with the Model, as well as its updating.
Audit plan	The audit and control plan that the Supervisory Body intends to carry out annually
Public Administration	The Public Administration and, with reference to crimes against the Public Administration, Public Officials and persons in charge of a public service (e.g., public service concessionaires)
Offense(s)	The types of offenses to which the provisions of the Decree apply, including subsequent amendments and additions
Complaint(s)	Complaints that may be made by anyone, in writing or otherwise, through institutional or non-institutional channels, concerning the Bank's operations or services and which express dissatisfaction, including with regard to the conduct of the Bank's Employees/External Parties, an omission or damage/inconvenience suffered, accompanied by a possible claim for compensation, for which the Bank is directly responsible
Responsible party/parties	Managers of the various Competence Lines/Divisions/Departments/Areas/Functions/Units of the Bank
Subsidiaries	Companies controlled by the Bank pursuant to Article 2359, paragraph 1, of the Italian Civil Code.
Senior Management	Persons who hold positions of representation, administration, or management within the Bank or one of its organizational structures with financial and functional autonomy, as well as persons who exercise, even de facto, the management and control of the same
External parties	Suppliers, external <i>providers</i> , agents, consultants, professionals, business <i>partners</i> , self-employed or quasi-subordinate workers who collaborate with the Bank, on its behalf or in its favor, as external staff, under a mandate contract or other contractual relationship.
Subordinated Persons	Persons subject to the management or supervision of one of the Senior Managers

Whistleblowing	Communication made by a whistleblower regarding acts or facts relating to: 1) violations of internal and external rules governing the Bank's activities, including the principles and rules of conduct contained in the illimity Way; 2) unlawful or fraudulent conduct by Employees, members of the Corporate Bodies, or providers/External Parties, which may directly or indirectly cause economic/financial damage and/or damage to the Bank's image
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Acronyms	
CEO	Chief Executive Officer
AML	<i>Anti-Money Laundering</i>
CCNL	National Collective Labor Agreement
Board of Directors	Board of Directors
DUVRI	Single Interference Risk Assessment Document
DVR	Risk Assessment Document
ICT	<i>Information and Communications Technology</i>
IT	<i>Information Technology</i>
MIAR	Matrix for Identifying Activities at Risk
SB	Supervisory Body
PA or P.A.	Public Administration
SME	Small and Medium-sized Enterprises
RSPP	Prevention and Protection Service Manager
S.p.A.	Joint Stock Company
SPV	<i>Special Purpose Vehicle</i>
LLC	Limited Liability Company
TUB	Consolidated Banking Law
TUF	Consolidated Law on Finance

3. ILLIMITY BANK S.P.A. – COMPANY PRESENTATION

illimity Bank S.p.A. (hereinafter also referred to as the "Bank" or "Parent Company") has as its object and purpose the collection of savings and the granting of credit in its various forms, in Italy and abroad. The Bank may carry out, in compliance with applicable regulations, all banking and financial transactions and services permitted, including investment services and related ancillary services, as well as any other activity or transaction instrumental or otherwise connected with the achievement of its corporate purpose.

In particular, illimity Bank S.p.A. is a bank specialised in offering credit to SMEs in the *performing*, restructuring and relaunch sectors and in *investment banking* services. The Bank also acts as Master Servicer in securitisation transactions, a role governed by Law No. 130/99, which reserves to banks and financial intermediaries registered in the register pursuant to Article 106 of the Consolidated Banking Law (TUB) the collection of receivables and cash and payment services (Article 2, paragraph 3), as well as the verification of the compliance of transactions with the law and prospectuses (Article 2, paragraph 6 bis)¹.

Finally, please note that illimity Bank is a company listed on the Euronext STAR Milan segment of the Euronext Milan market of Borsa Italiana S.p.A.

3.1. THE GOVERNANCE MODEL

illimity Bank is a joint-stock company that adopts a one-tier management system, with a Board of Directors vested with all powers for the ordinary and extraordinary administration of the Company, except for those reserved by mandatory provisions of law and the Articles of Association to the Shareholders' Meeting.

In particular, it should be noted that the following are the exclusive responsibilities of the Board of Directors (by way of example – please refer to the Chamber of Commerce registration for a detailed list):

- the determination of strategic guidelines and operations, general guidelines and policies for governance and risk management, and their periodic review, as well as the adoption and amendment of the industrial and financial plans of the Company and its subsidiaries;
- assessing the general performance of operations, in accordance with the provisions of Article 2381 of the Italian Civil Code;
- assessing, at least once a year, the adequacy of the organizational, administrative and accounting structure of the Company and its subsidiaries and, in particular, the functionality, efficiency, and effectiveness of the internal control system;
- determining the criteria for the implementation of the instructions of the Supervisory Authority by the Company;
- the purchase and sale of treasury shares and the acquisition and disposal of strategic shareholdings, as well as the acquisition or disposal of business units;
- the resolution on transactions with related parties of major or minor significance falling within the competence of the Board, including transactions with related parties of major or minor significance in the event of a negative opinion from the internal committee responsible for transactions with related parties and associated parties.

¹ For the sake of completeness, it should be noted that, in the specific context just considered, a distinction must be made between the so-called "Master Servicer," a supervised entity responsible solely for the non-delegable guarantee tasks provided for by Law No. 130/99, and the "Special Servicer," an operator responsible for recovery activities, holder of a license pursuant to Article 115 of the TULPS.

The Board may delegate part of its powers to one or more of its members who are not part of the Management Control Committee, determining their powers and remuneration, within the limits and in accordance with the resolutions of the Shareholders' Meeting.

The Board of Directors is composed of thirteen Directors, one of whom holds the office of Chairman and another of Chief Executive Officer. The latter has been granted the following powers (by way of example - please refer to the Chamber of Commerce registration for a detailed list):

- making deposits, withdrawals, issuing checks, transfer orders, and bank transfer orders within the limits indicated in the Chamber of Commerce registration;
- general administrative powers (such as implementing the resolutions of the Board of Directors and making proposals to the Board on all matters relating to company management, signing all ordinary administrative documents, updating risk policies in relation to existing and potential risks, maintaining relations with entities and companies in the credit sector, with supervisory bodies, with trade associations and bodies, carrying out - in accordance with the illimity Bank and its subsidiaries' business plan - capital contributions to subsidiaries or investee companies, in various forms, up to a maximum value of €2,000,000 for each transaction);
- signing authority;
- management of relations with the public administration and other public bodies;
- management of employment contracts and the organization of the Company;
- management of transactions, contracts, tenders, supplies, licenses;
- finance and treasury management and investment banking and capital markets operations;
- representing the Bank in relations with any government and local tax office, including abroad, with the power to appoint and revoke special attorneys and to delegate powers to qualified professionals;
- maintaining relations with the Supervisory Authorities;
- representing the Company in court.

The Control Body is the Management Control Committee, which monitors compliance with the law, regulations, and the Articles of Association. The audit is entrusted to an Independent Auditing Firm.

3.2. ORGANIZATIONAL STRUCTURE

Considering that the internal organizational dynamics of the Bank are more rapid and flexible than those of the Organizational Model, for a detailed description of the organizational structure, please refer to the Company Organization Chart and the document "Struttura Organizzativa di illimity Bank" in force from time to time – for all intents and purposes – attached to this Organizational Model (both constituting Annex I to the General Section), with only a brief illustration of the main reporting lines provided below.

In any case, following the update of the Bank's organizational structure, an analysis of the changes made is always carried out in order to identify any impact on the Organizational Model and the substantial stability of the controls contained therein.

As a direct line to the Board of Directors, the **Internal Audit** Department is responsible for verifying, from a "third level" perspective, the regular performance of the Bank's operations and assess the completeness,

adequacy, functionality, and reliability of the internal control system, bringing to the attention of the Corporate Bodies any possible improvements, with particular reference to the risk management process and the tools used to measure and monitor risks.

In particular, Internal Audit is an independent function and an integral part of the internal control system.

In detail, the Department is responsible for:

- preparing guidelines for the preparation of annual and multi-year plans;
- developing methodologies for the Internal Audit process, maintaining them, and promoting their development and updating;
- preparing the audit plan to be carried out, taking into account the risks underlying the company's processes;
- carrying out the activities set out in the plan and performing investigations, on its own initiative and also at the request of the Company Bodies and Supervisory Authorities, not included in the plan;
- preparing periodic reports to the Company Bodies and Supervisory Authorities on the activities carried out;
- responding to specific requests for information from the Company Bodies, the Management Control Committee, the Supervisory Authorities, and the appointed Independent Auditors.

The following report to the Chief Executive Officer:

- **Compliance & AFC**, which meets the requirements of autonomy and independence provided for by current legislation and is responsible for managing the risk of non-compliance with regulations, second-level monitoring and control of ICT and security risks, as well as monitoring the risk of money laundering, terrorist financing, and violation of financial sanctions.

With specific reference to the operational area of Compliance, the Function is responsible for:

- identifying the regulations applicable to the Bank and the related risks and assessing their impact on business activities, processes, and procedures;
- identifying the most appropriate procedures for the prevention and adequate management of compliance risks related to the main regulations applicable to the Bank, periodically verifying their adequacy and correct application through specific controls;
- supporting and advising other Bank departments in carrying out their respective activities and assessing the non-compliance risks relevant to them, in order to ensure compliance with laws, regulations, internal rules and codes of ethics/conduct (e.g., illimity Way) to which the Bank adheres;
- assessing *in advance* the compliance with applicable regulations of all innovative projects (including the operation of new products or services) that the Bank intends to undertake, as well as of processes and internal regulations;
- analyzing complaints, investigating them in close collaboration with the relevant departments and with the support of Legal & Corporate Affairs, and forwarding responses to customers;
- monitoring, with the support of Legal & Corporate Affairs, issues relating to *market abuse*, the management of privileged and *price-sensitive* information, and issues relating to related parties and connected persons of illimity Bank and its subsidiaries;

With specific reference to the ICT & Security Compliance area, the Function is also responsible for:

- assessing *ex ante* regulatory compliance in terms of *compliance by design* for projects involving the

acquisition and development, substantial modification, or *change* of the Bank's and its subsidiaries' ICT systems or projects with a potential impact on such systems;

- supporting the responsible departments in preliminary risk assessments and in monitoring the Bank's ICT supply agreements;
- continuously verify the ability of the information system to record, store, and correctly represent management events and occurrences relevant to the purposes set out in external and internal regulations;
- verifying the correct definition and transmission of adequate and timely information flows on any activity or event that significantly affects the Bank's risk profile, including significant operational or security incidents and any substantial changes to ICT systems and processes;
- carrying out second-level controls to monitor ICT and security risks, in line with the division of tasks and control activities in this area with the relevant structures of the Chief Risk Officer.

With specific reference to the Anti-Money Laundering operational area, the Function is responsible for:

- assessing the impact of anti-money laundering legislation on the organization and internal procedures in order to continuously verify their consistency and appropriate updating to ensure adequate control of money laundering and terrorist financing risks;
- collaborating in the definition of methods for assessing money laundering risks, conducting - in conjunction with the relevant company departments - the annual self-assessment of money laundering and terrorist financing risks;
- conduct checks on the proper functioning of the suspicious transaction reporting process, including with regard to the adequacy of the assessments made by the first-level structures on customer transactions, and forward all reports deemed to be well-founded to the Financial Intelligence Unit (UIF), keeping evidence of the assessments even if the reports are dismissed;
- transmitting all other reports and communications required by current anti-money laundering legislation.

- **Risk**, which is responsible for ensuring the strategic direction and definition of the Bank's risk management policies; in addition, the Risk Competence Line is responsible for monitoring and controlling ICT and security risks, in line with the division of tasks and control activities in this area with Compliance & AFC. Given the nature of its second-level control function, it reports directly to the corporate bodies and, in particular, to the Board of Directors, the Risk Committee, and the Management Control Committee.
- **Communication & Marketing**, which is responsible for promoting and supporting the development of a unified and shared identity for the Bank towards its various *stakeholders*. This includes, among other things, the development and sharing of an integrated communication strategy and the sharing of guidelines for the management of Digital Assets (internal and external digital channels), with the aim of building and disseminating the Bank's identity both internally and externally.

In addition, it is responsible for defining the communication plan and brand development strategy for the Bank, aimed at maximizing customer acquisition and optimal customer management in coordination with the Business Divisions.

The following positions have also been established:

- the **Deputy CEO Operations**, who is responsible for ensuring the effective management of the activities and responsibilities delegated by the CEO, as well as the coordination and supervision of the structures that oversee financial, legal, and regulatory issues, human resources, corporate organization, ICT governance, and institutional relations with the authorities.

The Deputy CEO Operations reports to the following structures:

- **CFO**, responsible for administration, the overall planning and control process, including the optimization of operating and procurement costs for the Bank.
 - **Administration, Accounting & Control**, headed by the manager responsible for preparing financial reports, who is responsible for administration and management control activities.
 - **Legal & Corporate Affairs**, responsible for legal activities, also in coordination with other internal departments, and for managing the corporate secretariat, general affairs, and relations with the authorities.
 - **HR & Organization**, responsible for *recruiting*, managing, remunerating, and developing the Bank's personnel, as well as managing organizational activities involving oversight and cross-functional coordination for the Bank (organizational development, strategic planning, and oversight of internal regulations), the spending process, and facility management activities. The Chief HR & Organization Officer is the Bank's Employer, responsible for health and safety.
 - **ICT Governance** oversees the illimity Bank and its subsidiaries' ICT risks and regulatory compliance, governs and directs the development of IT tools, and implements digital banking services. It governs the definition and implementation of the illimity Bank and its subsidiaries' ICT strategy, centralizing management responsibility, including regulatory aspects, for all of the the illimity Bank and its subsidiaries' ICT suppliers and outsourcers. It is also responsible for *banking operations*.
- The **Deputy CEO Business** is responsible for ensuring the effective management of delegated responsibilities, the coordination and supervision of the business structures, playing a key role in the strategic and operational management of the various businesses, ensuring that each Division/Department operates efficiently and in line with the company's objectives.

The following structures report to the Deputy CEO Business:

- **Lending**, responsible for managing and coordinating *credit underwriting* activities relating to the portfolios and transactions of the Bank's business divisions, with particular reference to Corporate Banking, Investment Banking, Turnaround & Credit Opportunities, b-ilty and the ABF - Investments Department.
- **Servicing Management**, responsible for *servicing*, *asset management*, and *remarketing* activities entrusted to subsidiaries (Arec neprix and Abilio);
- **M&A Advisor & Syndication**, responsible for managing syndication activities on the banking market and other specialized financial investors, as well as providing advice to *corporate* and *financial* clients on extraordinary transactions/M&A;
- **Strategy, Projects & Business Monitoring**, responsible for managing the following three operational areas: "Planning, Business Coordination & Controls," "Project Management &

Support," and "Business Monitoring."

- **Special Projects**, dedicated to managing organic transactions deemed problematic by the Deputy CEO Business and identified on a case-by-case basis;
- **Portfolio & Business Transformation**, responsible for the efficient management of the portfolio of positions relating to the businesses of the former b-ilty and Distressed Credit Divisions;
- **Digital Banking**, which is responsible for managing contracts with the supplier of debit and prepaid cards for illimity customers, authorizing the opening and maintenance of *retail* and *corporate* customer accounts acquired through the illimitybank.com and b-ilty digital platforms (for the latter, limited to customers with current accounts) classified as high risk for money laundering, subject to the opinion of the Anti-Money Laundering Function;
- **Turnaround & Credit Opportunities**, which is responsible for identifying business opportunities with companies in financial difficulty or facing situations of discontinuity, assessing their creditworthiness and defining strategies for their restructuring, relaunch or growth.
- **Investment Banking**, which is responsible for defining and executing *capital market* activities (both in the equity and debt sectors with regard to *corporate* and *financial* clients), trading in derivatives on its own behalf and on behalf of third parties, structuring securitization transactions for *funding* and *capital optimization* purposes for *corporate* and *financial* clients, as well as on behalf of the Bank.
- **Corporate Banking**, with the primary objective of maximizing value creation by ensuring consistency between the credit risks assumed and the strategic objectives defined at company level, responds to market needs by structuring complex financing transactions, directly supporting companies and, where deemed appropriate, also resorting to the purchase of credit positions from third-party institutions. This objective is pursued through organizational structures reporting directly to it, implementing credit policies defined at Division level, ensuring operational efficiency in the granting process and in the exercise of delegated powers.
- **ABF - Investments**, which is responsible for identifying business opportunities related to investments or financing known as *Asset Based*, i.e., secured by assets (mainly, but not exclusively, real estate).

It should also be noted that the Company has adopted a system designed to ensure the segregation of functions and the exercise of powers related to the corporate function in a consistent and transparent manner. The document setting out the powers and procedures for exercising them, i.e., the Delegation of Powers and Spending Authority Regulations, is an integral part of the Organizational Model.

Finally, the Bank has set up collegiate bodies (known as "Committees") through which it aims to continuously develop a culture of control. More specifically, the Board of Directors of illimity Bank has established five committees with investigative, advisory, and propositional functions, in line with applicable regulations and the provisions of the Corporate Governance Code, namely:

- **Risk Committee** which supports the Board of Directors, performing the tasks and functions relating to internal control and risk management required by Circular No. 285/13 of the Bank of Italy and the Corporate Governance Code, as well as by the applicable laws, regulations and Articles of Association in force;

- **Remuneration Committee**, which is in charge of the tasks relating to remuneration and incentive policies and practices required by current legislation. In particular, the Committee performs the functions established by Circular 285 and the Corporate Governance Code, together with those established by the applicable laws, regulations, the Articles of Association and corporate governance provisions in force at the time;
- **Appointments Committee**, which supports the Board of Directors, in accordance with the provisions of supervisory legislation and applicable laws, regulations, self-regulatory provisions of the Articles of Association and corporate governance rules in force, in the appointment/co-opting of Directors, self-assessment of the Bodies, definition of succession plans for top executive positions, verification of the conditions and requirements set forth in accordance with current legislation, definition of guidelines and criteria regarding the maximum number of Directors and Statutory Auditors in other companies;
- **Related Party Transactions Committee**, which performs functions relating to transactions with related parties in accordance with the provisions of Bank of Italy Circular No. 263/06 on risk activities and conflicts of interest with related parties, as well as applicable laws, regulations, and the Articles of Association in force at the time;
- **Sustainability Committee**, which is in charge of the tasks relating to sustainability policies and practices. The main task of the Committee is to assist the Board of Directors with investigative, advisory and consultative functions in assessments and decisions relating to sustainability issues.

Moreover, Illimity has established five *management* committees with a proactive, advisory and/or decision-making role to support and liaise with the Chief Executive Officer:

- **Management Committee**, established with mainly advisory functions, with the aim of collectively examining and exploring management issues, guidelines for the Bank's business plan and business model, policies relating to personnel management and remuneration, and proposals for extraordinary transactions; in addition, the Committee formulates guidelines to be provided to the Executive Committee on commercial and business strategies and projects with a strong cross-functional nature;
- **Credit and Investment Committee**, which performs a guiding, decision-making and monitoring function with regard to the implementation of credit management policies;
- **Steering Committee**, established with mainly advisory functions, is responsible for collectively examining and analyzing the most significant strategic and management issues in order to ensure the effective guidance, coordination, and control of the strategies and Business Plan defined for the Bank, with a view to addressing in advance any issues to be submitted to the Board of Directors.
- **Finance Committee**, which is in charge of advisory and proposal functions in the process of defining investment strategies, policies, methodologies, and limits (where applicable) for market, liquidity, exchange rate, and interest rate risks of the banking book, transfer prices, the Funding Plan, and the Contingency Funding Plan, as well as in monitoring activities;
- **Product Committee**, which is responsible for reviewing the development of new products, assessing, through a preliminary feasibility study, the impact on risks, processes, and operating

procedures, as well as economic/financial sustainability. The Product Committee also assesses the strategic and/or tactical appropriateness of new proposals in the product/service range, verifying their compliance with current regulations and ensuring that they are critically reviewed by all Divisions/Areas concerned; it also assesses their compliance with the ethical principles, social and sustainability objectives that inspire the Bank.

3.3. INTERNAL REGULATIONS AND CONTROL SYSTEMS

This Model, has been taken into account the policies, procedures, and control systems already in place and operating within the company, where these are deemed suitable for use as measures for the prevention of crimes and control over Sensitive Processes. In fact, in order to ensure optimal standards in the conduct of its activities, illimity Bank applies a system of policies and procedures aimed at managing and regulating the performance of company activities, the content of which consists of the rules to be followed within individual company processes as well as the controls to be carried out in order to ensure the correctness, effectiveness, and efficiency of company activities.

The Company therefore adopts and applies documents that have an organizational and regulatory nature (regulations, policies, procedures, organizational communications, etc.) that constitute the organizational and compliance system and which, therefore, supplement the provisions of the Organizational Model, which focuses, within the scope of the Special Section, on specific internal regulations. etc.) which constitute the organizational and *compliance* system and which, therefore, supplement the provisions of the Organizational Model which focuses, within the provisions of the Special Section, on the specific internal regulations governing the individual "sensitive processes" identified.

The regulations, policies, procedures, manuals, organizational communications, models, software and applications adopted by illimity Bank are directly (and on this point, reference should be made to the specific paragraphs of the Special Section listing the internal regulations governing the identified sensitive processes) and indirectly (with regard to the general corporate compliance system, whose primary purpose is to ensure the principles of legitimacy and transparency of corporate action) relevant to this Organizational Model.

Finally, it should be noted that, as of May 27, 2025, illimity Bank achieved the ISO 37001:2016 Certification.

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3.4. THE INTEGRITY MANUAL – THE ILLIMITY WAY

The Bank's Model is accompanied by the illimity Way document: an integrity manual that describes the identity, values, commitment, people, and resources of illimity Bank and its subsidiaries.

The document establishes rules of conduct that the Bank recognizes as its own and requires its corporate bodies and employees to comply with.

The Model, whose provisions are in any case consistent with and compliant with the principles of the illimity Way, responds more specifically to the requirements expressed in the Decree and it is therefore aimed at preventing the commission of the offences covered by Legislative Decree 231/2001.

The illimity Way also affirms principles that are suitable for preventing the unlawful conduct referred to in Legislative Decree 231/2001, thus also being relevant for the purposes of the Model and constituting a complementary element to it. In this regard, reference is made to the principles expressed in relation to:

- fairness and transparency in relations with partners and suppliers;
- fairness and transparency in relations with the Supervisory Authority and Public Administrations;
- relations with the media and other information channels;
- personnel development and management;
- customer protection;
- protection and respect for the market;
- protection of personal data and confidentiality;
- prevention of money laundering risk and embargo violations and combating the financing of terrorism;
- management of conflicts of interest.

Finally, with specific reference to the risk of committing acts of corruption, illimity has adopted an Anti-Corruption Policy, which defines the principles and rules of conduct that staff must comply with when carrying out activities identified as most exposed to the risk of corruption.

4. THE ORGANIZATION, MANAGEMENT, AND CONTROL MODEL

In light of the guidelines provided by Legislative Decree 231/01 (see Annex II to the General Section – “Documento di sintesi dei principi normativi”), illimity Bank deemed the implementation of the Organization, Management, and Control Model consistent with its corporate policy, with the aim of establishing a structured and comprehensive system of prevention, deterrence and control, aimed at reducing the risk of committing crimes by identifying sensitive activities and regulating them accordingly.

The Model was adopted by the Company by resolution of the Board of Directors on July 26, 2018, and has been updated by subsequent resolutions, which incorporated the Bank's organizational developments, new operations and the resulting sensitive activities, as well as legislative changes that occurred until the conversion into law (Law No. 80 of June 9, 2025) of Decree Law 48/2025, which inserted Article 270 *quinquies* 3 "Possession of material for terrorist purposes," in Chapter I, Title I, Book II of the Criminal Code, thus expanding the list of predicate offenses referred to in Article 25 quater of Legislative Decree 231/01.

4.1. OBJECTIVES AND PURPOSES

The adoption of the Model by the Bank not only represents a condition for benefiting from the exemption provided for by the Decree, but it is also an instrument for further implementing its management and control system.

Furthermore, thanks to the identification of "sensitive processes" consisting of activities most at risk of crime and their subsequent proceduralization, the Bank aims to:

- make all those who work for it fully aware that unlawful conduct is condemned and contrary to the interests of illimity Bank even when, apparently, it could derive an advantage from it, since such conduct is contrary to its ethical and social principles as well as to the provisions of law;
- make such persons aware that, in the event of a breach of the provisions contained in this document,

they may incur an offense punishable by criminal and administrative sanctions;

- ensure full awareness that unlawful conduct may also result in administrative penalties for the company;
- enable the Company, through constant monitoring of sensitive processes and therefore of the risks of committing crimes, to react promptly in order to prevent and combat the commission of such crimes.

4.2. SUBJECT SCOPE OF APPLICATION

The provisions of this Model are binding on the Directors and on all those who hold representative, administrative and management or control functions in illimity Bank,, including *de facto* functions, as well as employees and collaborators subject to the management or supervision of the Company's senior management and on those who, although not belonging to the Company, work on its behalf.

4.3. PRELIMINARY ACTIVITIES FOR THE CREATION OF THE ORGANIZATIONAL MODEL

In accordance with the provisions of Legislative Decree 231/01, an Organizational Model must be effective and adequate.

Effectiveness is achieved through the correct adoption and application of the Model, including through the activities of the Supervisory Body, which carries out verification and monitoring activities and, therefore, assesses the consistency between actual conduct and the provisions established by the Model.

Adequacy, on the other hand, depends on the actual suitability of the Model to prevent the offences covered by the decree.

This is guaranteed by the existence of preventive and corrective control mechanisms that are suitable for identifying those operations or "sensitive processes" that have anomalous characteristics.

Therefore, the implementation of the Model required some activities aimed at building a risk prevention and management system in line with the provisions of Legislative Decree 231/2001.

The following were therefore analyzed:

- the existing Organizational Model;
- the governance model;
- the organizational structure;
- the internal regulations and control provisions;
- the information system.

Once the above elements had been assessed, the business of illimity Bank was analyzed in order to identify the "predicate offenses" provided for by Decree 231 which, although hypothetically and abstractly, could occur in the actual business of the Bank.

This activity was carried out not only based on the documents relating to the aspects listed above, but also through interviews with Company personnel.

In this context, it was always borne in mind that the assessment in question cannot be based solely on the concept of "acceptable risk" as normally understood in the economic and corporate context.

In fact, from an economic point of view, risk is considered "acceptable" when the additional controls "cost" more than the resource to be protected.

Obviously, this line of reasoning is not sufficient to satisfy the principles set out in Decree 231.

However, it is essential to identify a risk threshold, since otherwise the number of preventive controls would become virtually infinite, with obvious consequences, on the one hand, for the effectiveness of the Model and, on the other, for the Company's operational continuity.

With regard to intentional offences, the risk is considered to be adequately addressed when the preventive control system is such that it cannot be circumvented except by fraudulent means, thus complying with the provisions of the Decree.

As regards negligent offences, however, the conceptual threshold of acceptability is represented by the commission of an act that is obviously unintentional and does not comply with the principles and rules set out in the Model, despite the existence of specific legislation and the strict observance of the supervisory obligations laid down in the Decree by the appropriate Supervisory Body.

Therefore, given that the Model must address both intentional and negligent cases, the first objective to be pursued is the regulation and monitoring of activities that involve a risk of crime in order to prevent them from being committed.

On this logical basis, the areas potentially exposed to the risk of crime were mapped, using the *best practices* and guidelines provided by Confindustria (as updated in June 2021) as a reference point.

This activity took the form of interviews with *key officers* of the Company, analysis of internal documents from which relevant information could be obtained, and analysis of the organizational controls already in place, as specified in the following paragraph.

The mapping and *risk assessment* activity (the results of which are illustrated and analyzed in the Special Section of the Model) also involved the assessment of procedures, operating instructions, records, or documents capable of providing evidence of internal processes and methods of exercising control activities, in order to take into account of what has already been implemented by the Company and assess its suitability as measures for the prevention of crimes and control over sensitive processes.

Therefore, for each activity at risk, measures considered effective and appropriate to fully address the risk were assessed and, where necessary, recommended.

4.4. THE STRUCTURE OF ILLIMITY BANK'S ORGANIZATIONAL MODEL

The Model, the final document of the company analysis, consists of:

- the **General Section**, which describes the Company, illustrates the function and principles of the Model, identifying its essential components, including the system of sanctions and the Supervisory Body.
The General Section also consists of the following documents, identified for convenience as "Annexes," which form an integral part thereof:
 - ATTACHMENT I: Organization Chart and Organizational Structure of illimity Bank;
 - ATTACHMENT II: Summary document of regulatory principles ("Documento di sintesi dei principi normativi");
 - ANNEX III: Risk Identification Matrix ("MIAR");
- the **Special Section**, consisting of Sections dedicated to risks classified as "specific," "residual" and "remote", which illustrates and provides an in-depth analysis of the operational activities of the Bank for the categories of crime provided for in the Decree where potential crime risk profiles have been identified, following the identification of "sensitive" areas and the *risk assessment* activity carried out,

with an indication of the controls in place to contain the risk itself;

- the **internal regulations** and all other documents indicated and/or referred to in the various documents listed above and which make up the Model, which govern "sensitive processes" in relation to what has emerged and been reported in the risk mapping. These procedures and documents are referred to in the individual Sections of the Special Section in relation to the individual sensitive processes identified. As mentioned, the implementation of the Model took into account the sensitive processes and the management and control procedures in place, defining, where deemed appropriate, any necessary implementations, in accordance with the following principles:
 - documentation of operations at risk and controls put in place to prevent the commission of crimes;
 - distribution and assignment of authorisation and decision-making powers, competences and responsibilities, based on principles of transparency, clarity and verifiability and consistent with the activities actually carried out.

4.5. INTERNAL CONTROL SYSTEM

In order to draft the Model, the Bank has taken into account the existing internal control system in order to verify that it is suitable for preventing the specific offences prescribed by Decree in the areas of activity identified as being at risk in the MIAR.

The control system is designed to ensure an adequate separation of operational and control tasks, reasonably reducing any possible conflict of interest.

The current internal control system of illimity Bank, which is the process implemented by the Company to manage and monitor the main risks and enable proper and sound business conduct, is capable of ensuring the achievement of the following objectives:

- effectiveness and efficiency in the use of company resources, in protecting against losses and safeguarding the Bank's assets;
- reliability of information, such as timely and reliable communications to ensure the proper conduct of all decision-making processes;
- compliance with applicable laws and regulations in all of the Company's operations and actions.

This internal control system is based on the following principles:

- every operation, transaction, and action must be truthful, verifiable, consistent, and documented;
- no one should be able to manage an entire process independently (so-called segregation of duties);
- the internal control system must be able to document the performance of controls, including supervisory controls.

In particular, the corporate's control structure existing at illimity Bank provides for:

- line controls, carried out by the individual Divisions/Competence Lines/Departments/Areas on the processes for which they are responsible, aimed at ensuring the proper conduct of operations;
- monitoring activities, carried out by the managers of each process and aimed at verifying the correct performance of the underlying activities;
- second and third level control activities by the functions responsible for this.

4.6. UPDATING OF THE MODEL

The Organizational Model is *an "act issued by the management body,"* pursuant to Article 6, paragraph 1, letter a) of Legislative Decree 231/2001, and, therefore, the competence for any amendments and additions to the Model itself is the prerogative of the Company's Administrative Body.

In particular, the Model must be amended and supplemented in the event of special circumstances such as, by way of example and without limitation:

- changes in regulations concerning the administrative liability of entities, including any significant innovations in the interpretation of the relevant provisions resulting from new case law and/or authoritative and widely accepted doctrinal guidelines;
- changes in the corporate structure;
- identification of new sensitive activities, or changes to those previously identified, including those related to the launch of new business activities, changes to the internal structure of illimity Bank and/or the manner in which business activities are carried out;
- commission of the offenses covered by the Decree, by the Recipients and Third Parties or, more generally, in the event of serious violations of the Model;
- identification of deficiencies and/or gaps in the provisions of the Model following checks on its effectiveness.

In accordance with the Article 6, paragraph 1, letter b) of the Decree, the Supervisory Body is responsible for updating the Model.

With this aim the Supervisory Body, also with the support of the company departments responsible for monitoring new regulations, organizational changes, and changes relating to the types of activities carried out by the Bank, identifies and reports to the competent departments the need to update the Model, also providing guidance on how to implement the relevant measures.

The departments in charge carry out the measures and, after consulting with the Supervisory Body, submit the proposals for updating the Model resulting from the outcome of the relevant project to the Board of Directors for approval.

The Board of Directors decides on the update of the Model and the adoption of the amendments and additions necessary for its updating, as identified at the end of the project referred to the previous paragraphs.

The Supervisory Body is informed of the effective approval of the update to the Model and monitors the correct implementation and dissemination of the updates made.

Finally, it should be noted that any updates to Annex I (i.e. the Company Organization Chart) shall be replaced without a specific resolution of the Board of Directors in relation to the Model, because the Organization Chart is an official document of general scope already subject to an *ad hoc* resolution.

4.7. APPOINTMENT OF THE DEFENSE COUNSEL

With reference to any proceedings pursuant to Legislative Decree 231/2001 against the Bank, the system of delegations and powers of attorney is defined taking into account possible conflicts of interest of the legal representative under investigation for the predicate offense². In particular, illimity provides that:

- if one or more members of the Board of Directors are under investigation, the other members of the Board who are not involved in the proceedings shall appoint one of them to act in accordance with Article 39 of Legislative Decree 231/01;
- if all members of the Board of Directors are under investigation, or even if the provision referred to in the previous point is not applicable, the power to appoint the company's lawyer shall be assigned to one or more attorneys who are not members of the Board of Directors.

5. DISSEMINATION OF THE ORGANIZATIONAL MODEL

illimity Bank promotes the dissemination and awareness of the Model by all persons identified in paragraph 4.2 above.

In particular, the Company is aware of the importance of training and information in a prevention perspective and it ensures the dissemination and knowledge of the Model to the Recipients through the disclosure of its main contents and the obligations arising therefrom, as well as the requirements of the Model.

The Model is published on the company intranet and/or any other appropriate communication tool, and it is republished whenever the Model is amended and/or updated; an abstract is published on the website of illimity Bank.

5.1. EMPLOYEE TRAINING

Adequate training and constant information for the Recipients regarding the principles and requirements contained in the Model are extremely important factors for the correct and effective implementation of the prevention system adopted by illimity Bank.

All Recipients of the Model are therefore required to be fully aware of the objectives of fairness and transparency that are pursued through the drafting and implementation of this Model.

The principles and rules contained in the Model, as well as any amendments, additions and/or updates, are brought to the attention of all Employees and Recipients through specific training and communication initiatives, differentiated according to their role and responsibility and whether they work in Sensitive Areas and/or hold representative positions, in order to tailor the training programs and ensuring that they truly meet the needs of the individual organizational structures and resources.

² See Criminal Court, Section III, September 22, 2022, No. 35387, according to which "in matters of criminal liability of entities, the legal representative under investigation or charged with the predicate offense cannot, due to the condition of incompatibility in which he or she finds himself or herself, appoint a defense counsel for the entity due to the general and absolute prohibition of representation laid down in Article 39 of Legislative Decree No. 231 of June 8, 2001, No. 231," and "in application of this principle, the organizational model of the entity must provide for precautionary rules for possible situations of conflict of interest of the legal representative under investigation for the predicate offense, valid to provide the entity with a defense counsel, appointed by a specifically delegated person, to protect its interests."

New hires are also provided an information kit containing the most relevant internal regulations to ensure that they have the knowledge considered to be of primary importance. To this end, they are asked to confirm that they have read the Model and its annexes.

These initiatives are managed by the HR & Organization department, with the support of the Compliance & AFC department, which is responsible for training in its areas of competence, also taking into account any needs and suggestions from the Supervisory Body for specific subjects deemed relevant, through the provision of means and methods that ensure the traceability of training initiatives and the monitoring of participant attendance, as well as the possibility of assessing their level of learning.

The training may also be carried out remotely or using IT systems; the content is reviewed by the Supervisory Body and the training is provided by subject matter experts. Self-assessment tests may be carried out periodically for individual operating areas.

5.2. INFORMATION ACTIVITIES FOR PARTNERS AND SUPPLIERS

The Bank promotes awareness and compliance with this Model among external parties with whom it has various types of relationships.

illimity Bank therefore includes a specific clause on the Administrative Liability of Legal Entities in the contracts it signs. An example and illustration of its content is provided below:

"Legislative Decree No. 231/2001

illimity Bank S.p.A., in conducting its business, refers to the principles and rules contained in the illimity Way, which can be consulted at the following address <https://www.illimity.com/en/governance/legislative-decree-no-231-2001>.

[●] undertakes to operate in line with the principles and rules expressed in the illimity Way;

[●] further acknowledges that illimity Bank S.p.A. has adopted an Organization and Management Model pursuant to Article 6 of Legislative Decree 231/2001, as amended and supplemented.

To this end, illimity Bank has entrusted its Supervisory Body (OdV) with the task of monitoring the ability of the aforementioned Model to prevent the commission of the offences referred to in Legislative Decree 231/2001 and subsequent amendments and additions; the General Part of the Model can also be consulted on the Bank's website at the URL above.

By signing this contract, [●] undertakes to operate in accordance with the principles and rules set out in this document.

Furthermore, upon acceptance of these conditions, [●] undertakes not to commit any of the offences provided for by Legislative Decree 231/2001 and subsequent amendments and additions, the contents of which it declares to be aware of;

[●] is also informed that, in accordance with the regulatory requirements of Legislative Decree 24/2023, illimity Bank has adopted a whistleblowing system with the characteristics described in the relevant section of its website, available at <https://www.illimity.com/en/whistleblowing>. The commission of the offences indicated in Legislative Decree 231/2001 and subsequent amendments and additions by [●] will constitute a serious breach of the obligations set out in these conditions and will entitle illimity Bank S.p.A. to terminate the relationship and, without prejudice to compensation for any consequential damages.

Furthermore, when qualifying suppliers, they are required to issue a self-declaration regarding the absence of proceedings relating to liability pursuant to Legislative Decree 231/01 and other information relevant for this purpose.

5.3. INFORMATION TO DIRECTORS AND THE INDEPENDENT AUDITORS

The Model is delivered to the Board of Directors before the relevant update resolution. The Independent Auditors are notified of the aforementioned resolution.

6. THE DISCIPLINARY SYSTEM

In order to comply with the requirements of Legislative Decree 231/01, the Model must also provide, pursuant to Article 6, paragraph II, letter e) and Article 7, paragraph IV, letter b), a disciplinary system suitable for sanctioning non-compliance with the measures indicated therein.

Violation of the rules of conduct and measures provided for in the Model by an employee and/or manager constitutes a breach of the obligations arising from the employment relationship pursuant to Article 2104 of the Italian Civil Code and Article 2106 of the Italian Civil Code.

The application of disciplinary sanctions is independent of the outcome of any criminal proceedings initiated by the judicial authorities, as the rules of conduct and internal procedures are binding on the recipients, regardless of whether a crime has actually been committed.

Any disciplinary sanctions imposed shall, as far as possible, be based on the principles of timeliness, immediacy and fairness.

The sanctions that may be imposed vary according to the nature of the relationship between the perpetrator of the violation and the Bank, as well as the significance and seriousness of the violation committed and the role and responsibility of the perpetrator.

In general, violations can be classified as follows:

- a) conduct that constitutes a violation of legal provisions or internal company regulations, including those ascertained following whistleblowing reports (see *below* for more details);
- b) conduct that constitutes a negligent failure to implement the provisions of the Model, including company directives, procedures, or instructions;
- c) conduct that constitutes a deliberate violation of the provisions of the Model, such as to compromise the relationship of trust between the perpetrator and the Bank, as it is clearly intended to commit a crime.

The disciplinary sanctions indicated in this chapter also apply to those who, with intent or gross negligence, make reports that prove to be unfounded.

Nevertheless, disciplinary sanctions shall also apply to those who violate the protective measures adopted in favor of those who report illegal acts/violations of the rules governing the Bank's activities, in accordance with the relevant whistleblowing regulations (see paragraph 5.6 of the Model).

The disciplinary procedure is referred to the competent function and/or corporate bodies.

6.1. SANCTIONS FOR EMPLOYEES IN NON-MANAGERIAL POSITIONS

Violation by employees of the rules of conduct prescribed by the illimity Bank Model constitutes a disciplinary offense.

Article 2104 of the Italian Civil Code stipulates that the employee must comply, in the performance of his or her duties, with the instructions given by the employer and by the employer's collaborators to whom he or she is hierarchically subordinate.

Compliance with the provisions of this Model and the illimity Way is part of the employee's general obligation to comply with the provisions established by management to meet the technical, organizational and production requirements of the Bank.

The disciplinary sanctions that may be imposed on Employees, in accordance with the procedures set out in the Workers' Statute and any applicable special regulations, are those provided for in the sanctions system set out in the relevant CCNL, namely:

- verbal warning;
- written warning;
- a fine not exceeding 3 hours' pay calculated on the basis of the minimum wage;
- suspension from work and pay for a period not exceeding 3 days;
- dismissal with notice in cases of repeated serious violation of procedures and/or requirements of external relevance in the performance of activities in areas at risk of crime identified in the Special Section of the Model;
- dismissal without notice for misconduct so serious as to prevent the continuation of the employment relationship, even on a temporary basis (just cause).

All provisions governing the procedure for imposing sanctions provided for in the aforementioned CCNL remain in force and are hereby referred to, including:

- the obligation – in relation to the application of any disciplinary measure – to first notify the employee of the charge and to hear the employee's defense;
- the obligation – except for verbal warnings – that the charge be made in writing and that the measure not be issued until five days have elapsed since the charge was made (during which time the employee may present their defense);
- the obligation to provide the employee with reasons for the measure and to communicate it in writing.

The types and severity of sanctions applied in each case of violation shall be proportionate to the seriousness of the misconduct; in particular, account shall be taken of the seriousness of the conduct, also in light of the employee's previous disciplinary record, the duties performed by the employee, and the circumstances in which the action or omission occurred.

6.2. MEASURES AGAINST MANAGERS AND EXECUTIVES

Violation by managers of the procedures set out in the Model or the adoption, in the performance of activities within the scope of "sensitive processes," of conduct not in accordance with the provisions of the Model or the illimity Way and the commission of offences under Legislative Decree 231/2001, also taking into account the particular nature of the employment relationship, shall result in the application of appropriate measures in accordance with the provisions of current legislation and the applicable CCNL for the category.

6.3. MEASURES AGAINST MEMBERS OF THE ADMINISTRATIVE BODY AND THE AUDITING COMPANY

Upon becoming aware of violations of the Organization and Management Model by members of the Board of Directors, the Supervisory Body shall promptly inform the entire Board of Directors so that appropriate measures may be taken, including, for example, convening a Shareholders' Meeting to adopt the most appropriate measures.

Upon learning of violations of the Organization and Management Model (where applicable) by the Independent Auditors, the Supervisory Body is required to promptly inform the Board of Directors so that appropriate measures can be taken.

6.4. MEASURES AGAINST SUPPLIERS, BUSINESS PARTNERS, AND EXTERNAL COLLABORATORS

Any conduct by external collaborators of Illimity Bank that is in conflict with the guidelines set out in this Model and such as to entail the risk of committing an offense under the Anti-Mafia Law Legislative Decree 231 may result in the termination of the relationship, in accordance with the specific contractual clauses included in the contract or in the letters of appointment, without prejudice to compensation for any damages suffered by the Company.

7. THE SUPERVISORY BODY

Decree 231 also provides, for the purposes of the exemption provided for in Article 6, for the establishment of a Supervisory Body, internal to the entity, with independent powers of initiative and control.

7.1. IDENTIFICATION OF THE SUPERVISORY BODY

In light of the tasks assigned to the Supervisory Body by Decree 231, it must meet the following requirements:

Autonomy and independence

The requirements of autonomy and independence are fundamental and presuppose that the SB is not directly involved in the management activities that are the subject of its control activities, thus avoiding any influence due to the performance of operational tasks within the company and ensuring that its decisions regarding supervisory activities cannot be subject to review by any of the company's functions.

Professionalism

In order to perform its duties correctly and efficiently, it is essential that the SB guarantees adequate professionalism, understood as the set of knowledge, tools, and techniques necessary to carry out the assigned activities, both of an inspection and advisory nature, including through the use of specific external expertise.

Honorability

The members of the SB must not have been convicted, even if not definitively, of crimes under Legislative Decree 231/01 or have been sentenced to a penalty involving disqualification, even temporary, from public office or temporary disqualification from management positions in legal entities or companies.

Continuity of action

The Supervisory Body must constantly monitor the application of the Model, ensuring the continuity of this activity.

In order to ensure compliance with these requirements, illimity Bank appoints the members of the Management Control Committee, identifying a different Chair for the Supervisory Body, based on their professional experience. This choice stems from the need to balance the requirement to ensure that the members of the SB have in-depth knowledge and understanding of the social information typically available to the supervisory body with the need to avoid the coincidence of the bodies, in order to ensure their greater autonomy.

The existence of the above requirements is also guaranteed by the provision of an expense fund for the SB, approved by the Board of Directors as part of the overall company budget, which it may draw on for any purpose necessary for the proper performance of its duties: therefore, if specific and additional professional expertise is required, the SB may avail itself of the assistance of external advisors appointed by it at its discretion. If it deems it appropriate, during its term of office, the SB may request the Board of Directors, by means of a written communication stating the reasons, to allocate additional human and/or financial resources. A further guarantee is provided by the fact that the SB reports to the highest corporate body, i.e., the Board of Directors.

The definition of aspects relating to the manner in which the SB carries out its duties, such as the type of verification and supervision activities, the management of information flows to and from the SB, the scheduling of activities, and the recording of meetings, is left to the SB itself, which shall regulate its internal functioning by means of specific regulations.

7.2. GROUNDS FOR INELIGIBILITY AND RESIGNATION FROM OFFICE

The following constitute grounds for ineligibility as a member of the Supervisory Body: interdiction, incapacity, bankruptcy or, in any case, criminal conviction (or the application of a penalty upon request, pursuant to Article 444 of the Italian Code of Criminal Procedure, known as a plea bargain), even if not final, for one of the offenses provided for in Decree 231, or which entails interdiction, even temporary, from public office or the inability to hold management positions.

If, during the term of office, a cause for forfeiture arises, the member concerned shall immediately inform the other members of the Supervisory Body and the Board of Directors.

Members of the Supervisory Body may resign at any time and must notify the Board of Directors in writing.

7.3. TERM OF OFFICE, DISMISSAL, AND INTERDICTION

The appointment and revocation of the SB are acts falling within the competence of the Board of Directors.

In order to ensure the effective and consistent implementation of the Model, as well as continuity of action, the term of office shall coincide with that of the Management Control Committee.

The termination of the SB's appointment may occur for one of the following reasons:

- expiration of the term of office;
- dismissal by the Board of Directors of a member or the entire body;
- resignation of all members of the SB, formalized by means of a specific written communication

sent to the Board of Directors.

The SB may only be dismissed for just cause, including in order to guarantee its absolute independence.

Just cause for the revocation of a member may include, but is not limited to:

- the occurrence of one of the causes of ineligibility provided for in the previous paragraph;
- serious illness rendering them unfit to perform their supervisory duties, or illness resulting in absence for a period exceeding six months;
- breach of the confidentiality obligations incumbent upon members of the SB;
- serious negligence in the performance of the duties related to the position.

Just cause for dismissal of the Supervisory Body as a whole may include, but is not limited to:

- serious negligence in the performance of duties related to the appointment;
- the application of a precautionary measure against the Company, which is connected to "omitted or insufficient supervision" by the Supervisory Body, in accordance with the provisions of Article 6, paragraph 1, letter d) of the Decree;
- a final conviction of the Company pursuant to the Decree, or criminal proceedings concluded by means of a "plea bargain," where the "omission or insufficient supervision" is evident from the documents.

In the event of expiry, revocation or resignation, the Board of Directors shall appoint a new SB without delay.

In the event of the termination of a single member, the latter shall remain in office until his replacement, which shall be provided for without delay by the Board of Directors. The member subsequently appointed shall expire together with the other members of the SB.

7.4. THE DUTIES AND POWERS OF THE SUPERVISORY BODY

In accordance with the provisions of Article 6, paragraph 1 of the Decree, the Supervisory Body is entrusted with the following tasks:

a. verifying and supervising the Model, namely:

- verifying the adequacy of the Model, i.e., its suitability to prevent the occurrence of unlawful conduct, as well as assessing its effective implementation, also in relation to the company structure;
- verifying the effectiveness and compliance with the Model, i.e., the correspondence between actual conduct and that formally provided for in the Model itself;
- monitoring company activities, carrying out periodic checks and related follow-ups;

b. updating the Model, namely:

- updating the Model, proposing to the Board of Directors, if necessary, its adaptation in order to improve its adequacy and effectiveness, also in consideration of any new regulatory changes (internal or external) and/or changes in the organizational structure or company activities and/or significant violations of the Model;

c. information and training on the Model, namely:

- promoting and monitoring initiatives aimed at encouraging the dissemination of the Model among all persons required to comply with its provisions;
- promoting and monitoring initiatives, including courses and communications, aimed at promoting adequate knowledge of the Model by all recipients;

- responding in a timely manner, including through the preparation of specific opinions, to requests for clarification and/or advice from company departments or resources or from administrative and control bodies, if related and/or connected to the Model;

d. managing information flows to and from the Supervisory Body, namely:

- ensuring that all reporting activities relating to compliance with the Model are carried out in a timely manner by the persons concerned;
- examining and evaluating all information and/or reports received and related to compliance with the Model, including any violations thereof, reported through the channels dedicated to this purpose;
- informing the competent bodies about the activities carried out, the related results, and the activities planned;
- in the event of checks by institutional entities, including public authorities, provide the necessary information to the inspecting bodies.

The powers of the SB, identified by way of example, are those of:

- carrying out, even unannounced, all checks and inspections deemed necessary for the proper performance of its duties, with the support of the company departments involved on a case-by-case basis;
- free access to all functions, archives, and documents of the Company, without prior consent or authorization, in order to obtain in a timely manner any information, data, or documents deemed necessary;
- arranging, where necessary, for the hearing of resources that can provide useful information or indications regarding the performance of the company's activities or any malfunctions of the Model;
- make use, under its direct supervision and responsibility, of the assistance of all the Company's structures or external consultants;
- arrange, for any requirement necessary for the proper performance of its duties, the financial resources allocated by the Board;
- agree on appropriate corrective actions with the departments concerned, should critical situations arise.

Finally, the Supervisory Body is authorized to acquire and process all information, data, documents, and correspondence relating to the activities carried out in the individual areas of the company and deemed necessary for the performance of its activities, in compliance with current regulations on the processing of personal data.

All company departments must cooperate with the SB and, in particular, must respond promptly to requests made by the SB and make available all documentation and any information necessary for the performance of its supervisory activities.

In carrying out the tasks assigned to it, the SB shall acquire information on the content and timing of any other verification and monitoring activities carried out by other Organizational Structures with control functions, with a view to synergizing and optimizing the verification and monitoring activities carried out (and in order to avoid or at least limit duplication of activities), both for the definition of the timing of its own verification activities (with a view to harmonization and optimization) and to activate, where appropriate, any specific information flows

(requesting, for example, the forwarding of the results of planned and carried out verifications, where not already provided for by the specific regulations on information flows to the SB).

7.5. INFORMATION FLOWS TO AND FROM THE SUPERVISORY BODY

The SB must promptly transmit to the Board of Directors any information relevant to the proper performance of its functions, as well as for the proper fulfillment of the provisions of the Decree.

In addition, the SB shall report to the Board of Directors at least once a year on:

- the activities carried out, indicating the controls performed and their results;
- the corrective and/or improvement measures planned and their status;
- the measures taken following specific reports, their outcomes and the reasons behind them;
- any critical issues and suggestions for improving the Model identified in terms of behavior or other internal events, as well as in terms of the completeness and effectiveness of the Model itself;
- the Audit Plan it intends to carry out during the following year.

With regard to information flows to the SB, specific "dedicated" information channels have been set up to facilitate the flow of reports and information to the Body, as specified in the "*Procedura sui Flussi informativi all'Organismo di Vigilanza di illimity Bank*," which is adopted to regulate communications that must be sent to the SB.

The SB has the power to require the recipients of its requests to promptly provide the information, data, and/or news requested in order to identify aspects related to the various business activities relevant to the Model and to verify its effective implementation by the Bank's organizational structures.

The SB is bound to secrecy with regard to the news and information acquired in the exercise of its verification functions, unless the communication of such news and information is necessary for the performance of its duties. However, this obligation does not apply to the Board of Directors, as the SB may legitimately oppose secrecy to any other body or organizational structure of the Bank.

In carrying out the tasks assigned to it, the SB will acquire information on the content and timing of any other verification and monitoring activities carried out by other organizational structures with control functions, with a view to synergy and optimization with other verification and monitoring activities carried out (and in order to avoid or at least limit duplication of activities).

In this regard, during the planning phase of activities, interaction and information exchange with the following bodies/functions of the Bank are envisaged:

- Internal Audit Department;
- Manager responsible for preparing the company's financial reports;
- Risk;
- Compliance & AFC.

Such interactions between the SB and the aforementioned bodies/functions are essential both for defining the timing of its verification activities (with a view to harmonization and optimization) and for activating, where appropriate, any specific information flows (requesting, for example, the forwarding of the results of planned and carried out audits, where not already provided for by specific regulations on information flows to the SB). The SB of illimity Bank also promotes and ensures the flow of information with the subsidiaries' SBs for the sharing of relevant information and the main results of the activities carried out, including through the planning

of joint meetings, for the formulation of common guidelines regarding, for example, staff training and awareness-raising activities, as well as in relation to specific amendments and additions to Legislative Decree no. 231/2001. The SB of illimity Bank receives information from the Supervisory Bodies of the illimity Bank's subsidiaries companies in the event of:

- measures or information from Authorities, which indicate that investigations are being carried out, including against unknown persons, for the offences referred to in Legislative Decree No. 231/2001 concerning them;
- critical issues identified in the supervisory activities in relation to the actual application of the Model by these companies (serious violations of the Model; imposition of disciplinary sanctions for violations of the Model or its procedures).

7.6. REPORTS BY RECIPIENTS - WHISTLEBLOWING

In accordance with the relevant whistleblowing regulations, the Bank has adopted a Whistleblowing Policy which is disseminated both within and outside illimity, including through the publication of information in the dedicated section of its website.

Whistleblowing reports must relate to any act or fact that may constitute a violation of the rules governing the Company's activities, such as, by way of example:

- administrative, accounting, civil, or criminal offenses;
- unlawful conduct relevant pursuant to Legislative Decree 231/01 or violations of the Model;
- offenses committed in the management of public contracts;
- violation of anti-money laundering regulations;
- violation of environmental protection regulations;
- violation of regulations aimed at protecting privacy and personal data, as well as the security of networks and information systems;
- violation of consumer protection regulations;
- violation of tax or fiscal regulations;
- violation of competition rules;
- violation of rules on state aid,

committed by employees, members of corporate bodies or external parties who collaborate with the Company. The above reports must be submitted through "dedicated" information channels, or alternatively and without preference:

- through the @Whistleblowing IT tool (accessible via the web at <https://digitalroom.bdo.it/illimitybank/home.aspx>);
- by sending a paper letter addressed to the Head of the Internal Whistleblowing System, which must also contain a non-company email address in order to send confirmation of receipt of the report and allow the status of the report to be monitored;
- by calling the telephone number (+39) 0282849697 (not subject to registration), which is answered by the Head of the Internal Whistleblowing System, who will record the report. The Head of the Internal Whistleblowing System within seven days of the call, will send the report to the reporter by email to the address provided by the latter so that they can verify, correct, and confirm its content.

illimity Bank has appointed a Head of the Internal Whistleblowing System, who meets the following requirements:

- he is not hierarchically or functionally subordinate to the CEO and he reports directly to the Corporate Bodies;
- he does not perform operational functions and therefore he has no potential interest in the report that could compromise the impartiality and independence of judgment;
- he does not participate in the adoption of any decisions resulting from reported violations, which are referred to the relevant organizational structures or corporate bodies.

The Head of the Internal Whistleblowing System is responsible for the following tasks:

- receiving, examining, and evaluating reports of violations received;
- ensuring the proper conduct of the violation reporting process;
- reporting directly and without delay to the Company Bodies any information reported, where relevant;
- guarantees the confidentiality of the information received;
- guarantees the confidentiality of the whistleblower and the alleged perpetrator of the violation, without prejudice to the rules governing investigations or proceedings initiated by the Judicial Authority in relation to the facts reported;
- adequately protects the reporting person against retaliatory, discriminatory, or otherwise unfair conduct resulting from the report;
- draws up, in compliance with the provisions of the personal data protection regulations, an annual report on the proper functioning of the internal reporting system, containing aggregate information on the results of the activities carried out following the reports received, which is approved by the Company Bodies and made available to the Company's personnel;
- is constantly trained in relation to the management of the reporting channel and provides training to Company personnel, clearly, accurately, and comprehensively explaining the internal reporting procedure adopted and indicating the measures put in place to guarantee the confidentiality of personal data;
- defines and periodically verifies the maintenance of the functionality of the IT reporting tool (called "@Whistleblowing") provided by BDO Italia S.p.A.

Please note that reports may be sent, subordinately and/or subsequently to the internal channels, to the National Anti-Corruption Authority (ANAC) when:

- an internal report has already been made and has not been processed or has had a negative final outcome;
- the whistleblower has reasonable grounds to believe that, if they made the report to the same authority, it would not be followed up effectively or they would risk retaliation;
- the whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

With reference to the provisions of the aforementioned Whistleblowing Policy, it should be noted that illimity has put in place specific measures to guarantee the confidentiality of the personal data of the whistleblower and the alleged perpetrator of the violation.

The information and any other personal data acquired as a result of the report are processed in compliance with Legislative Decree No. 196 of June 30, 2003, EU Regulation 2016/679 on the protection of personal data, and subsequent provisions issued on the subject ("Privacy Policy").

In particular, the personal data processed are:

- limited to those strictly and objectively necessary to verify the validity of the report and for its management;
- processed lawfully and fairly;
- kept for a period not exceeding five years from the date of notification of the final outcome of the reporting procedure, unless otherwise requested by the Judicial Authority.

Personal data that is clearly not useful for the processing of a specific report is not collected or, if collected accidentally, is deleted immediately.

illimity adequately protects the whistleblower and other persons covered by Legislative Decree 24/2023 against retaliatory, discriminatory, or otherwise unfair conduct resulting from the report, in an atmosphere of respect for their dignity. To this end, it notes that:

- retaliatory or discriminatory acts, whether direct or indirect, against the whistleblower, facilitators, and other persons indicated in Legislative Decree 24/2023, for reasons directly or indirectly related to the report, are prohibited;
- retaliatory dismissal and organizational measures having direct or indirect negative effects on working conditions are null and void, unless it is proven that they are not retaliatory in nature and are based on reasons unrelated to the report;
- the adoption of discriminatory measures may be reported within and outside the company;
- retaliatory acts are subject to sanctions, primarily of a disciplinary nature.

It should be noted that those who violate the protective measures adopted in favor of the whistleblower are subject to sanctions, primarily of a disciplinary nature, specifically in cases where it is established that:

- retaliation has been committed or the report has been obstructed or attempts have been made to obstruct it, or the obligation of confidentiality regarding the whistleblower has been violated;
- no reporting channels have been established, no procedures have been adopted for the reporting and management of reports, or the adoption of such procedures does not comply with the provisions of the relevant legislation on internal reporting channels (i.e., Articles 4 and 5 of Legislative Decree 24/2023), as well as when the verification and analysis of the reports received has not been carried out.

Finally, disciplinary sanctions shall be applied to the person making the report or complaint if they are found - even by a first instance judgment - to be criminally liable for the offenses of defamation or slander or for the same offenses committed by reporting the matter to the judicial or accounting authorities, or if they are found to be civilly liable for the same offenses in cases of intent or gross negligence.

The Supervisory Body has full visibility of the reports through the @Whistleblowing tool.

ABSTRACT

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