

illimity Bank S.p.A. - Registered Office Via Soperga no. 9, Milano  
Share Capital Euro 54,513,905.72 fully subscribed and paid in  
Milano-Monza-Brianza-Lodi Business Register - REA MI no. 2534291  
Tax Code no. 03192350365 – Representative of the VAT Group “illimity” No. 12020720962  
ABI Code 03395 - Enrolled in the Register of Banks no. 5710  
Parent Company of the Group illimity Bank S.p.A. enrolled in the Banking Groups Register no. 245  
Web site: [www.illimity.com](http://www.illimity.com)

## CONVENING OF THE ANNUAL GENERAL MEETING

The Shareholders are hereby informed that the ordinary Shareholders' Meeting is hereby convened to be held on **20 April 2023 at 09:30 a.m. (CET), in single call**, to resolve on the following

### AGENDA

1. illimity Bank S.p.A.'s Separate Financial Statements as at 31 December 2022. Presentation of the consolidated financial statements of illimity Bank S.p.A. as at 31 December 2022. Presentation of the consolidated non-Financial statement as at 31 December 2022. Resolutions pertaining thereto and arising therefrom.
2. Allocation of profits of the year closed at 31 December 2022. Resolutions pertaining thereto and arising therefrom.
3. Report on remuneration policy, also pursuant to article 123-ter of Italian Legislative Decree no. 58/1998. Resolutions pertaining thereto and resulting therefrom.
4. Report on compensation paid pursuant to article 123-ter of Italian Legislative Decree no. 58/1998.
5. Increase in the ratio between the variable and fixed remuneration of the Chief Executive Officer and the remaining Top Management of illimity Bank S.p.A. to a maximum of 2:1. Resolutions pertaining thereto and resulting therefrom.

### **About the share capital**

The share capital amounts to Euro 54,513,905.72 fully subscribed and paid in and consists of 83,645,108 ordinary shares with no par value. At the date of this notice, the Company holds 88,445 treasury shares, equal to around 0.11% of the share capital with voting rights, whose voting rights are suspended pursuant to article 2357-ter of the Italian Civil Code. Information on the amount of share capital as well as its breakdown are available at the website [www.illimity.com](http://www.illimity.com) (“Investor Relations” Section).

### **Attending the annual general meeting**

Each ordinary share carries one voting right at the Company's Ordinary and Extraordinary Shareholders' Meetings.

Pursuant to article 83-sexies of Italian Legislative Decree no. 58/1998 as amended (*Testo Unico della Finanza*, “TUF”), eligibility to attend the Meeting and exercise the right to vote is established by means of a notice submitted to the Company by the intermediary authorized to keep securities accounts pursuant to the law, based on evidence from accounting records as at the end of the

seventh trading day prior to the date set for the Meeting in single call, i.e. **11 April 2023** (*record date*); those investors holding shares in the Company after said date shall not be eligible to attend and vote at the Meeting. The intermediary's notice shall be delivered to the Company by the end of the third trading day prior to the date set for the Meeting in single call (i.e. **by 17 April 2023**). Shareholders will still be eligible to attend and vote if the notices are delivered to the Company after said deadline but before the start of the Meeting.

Each person eligible to attend the Meeting may appoint, as a proxy for the intervention and for voting a designated representative, in accordance with applicable laws; the relevant proxy form is available at the Company's website ([www.illimity.com](http://www.illimity.com), "Governance / Shareholders and BoD Meetings" Section). The proxy form may be submitted to the Company via registered mail with return receipt to the office in Milan, via Soperga no. 9, or to the certified e-mail address [illimity@pec.illimity.com](mailto:illimity@pec.illimity.com). A designated representative may also be appointed with a digital document signed electronically as per Article 20, paragraph 1-*bis* of Italian Legislative Decree 82/2005.

As the Company's Designated Representative pursuant to Article 135-*undecies* of the TUF, Computershare S.p.A. (with registered office in Milan, Via Lorenzo Mascheroni no. 19, 20145) may be appointed as proxy delegate at no cost for the investor (except for any mailing costs), providing voting instructions for all or some of the items on the agenda.

The proxy form shall include voting instructions for all or some of the items on the agenda and be effective only for the items for which the principal provides voting instructions.

Computershare S.p.A. may be appointed as proxy only in its capacity as the Company's Designated Representative.

A proxy shall be granted by signing the specific form available at the Company's office as well as at its website ([www.illimity.com](http://www.illimity.com), "Governance / Shareholders and BoD Meetings" Section), which includes the relevant instructions for filling out and submitting such form.

The original copy of the proxy form shall be delivered to said Designated Representative by the end of the second trading day prior to the date set for the Meeting in single call (i.e. **by 11:59 p.m. of 18 April 2023**) at the following address: Computershare S.p.A., Via Lorenzo Mascheroni no. 19, 20145, Milan, in the manner indicated in the proxy form. The proxy form and the voting instructions may be revoked before the end of the second trading day prior to the date set for the Meeting in single call (i.e. **by 11:59 p.m. as of 18 April 2023**) as described above.

The shares for which a proxy or subdelegate has been appointed are included in the calculation of the quorum for the Meeting; with respect to the items for which no voting instructions have been provided, the shares are not included in the calculation of the majority and the proportion of share capital required to pass resolutions.

#### **Vote by mail or via electronic means**

No procedure for voting by mail or using electronic means has been established.

#### **Right to request additional items to the agenda and propose new resolutions**

In accordance with article 126-*bis* of TUF, Shareholders representing at least 1/40th of the share capital, including jointly, may request, within ten days of the publication of this notice (i.e. by **30**

**March 2023**), to add items to the agenda, specifying the additional items they propose, as well as propose new resolutions regarding items already on the agenda. Eligibility to exercise said right is established by means of a notice submitted to the Company by the authorized intermediary as per article 43 of the Regulation on *post-trading* issued by Consob and the Bank of Italy dated 13 August 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") (the "**Joint Regulation**"). The request shall be submitted in writing via either registered mail with return receipt to the Company's office in Milan, via Soperga no. 9, 20124 Milan or via email to the certified-email address [illimity@pec.illimity.com](mailto:illimity@pec.illimity.com), provided the Company receives it by the above deadline; by said deadline and as described above, the proponents shall submit a report explaining the reason for the proposed resolutions on the new items they propose to discuss or the reason for any additional proposed resolutions on items already on the agenda. Any additions to the agenda or new proposed resolutions on items already on the agenda shall be disclosed in the same forms required for the notice of the general meeting at least fifteen days prior to the date set for the Meeting in single call (i.e. **by 5 April 2023**). The Company shall make the report prepared by the proponents, as well as any opinions of the governing body, publicly available at the same time the additions or new proposed resolutions are announced, in the same forms required for Meeting documents.

No addition may be requested concerning matters on which the Meeting votes in accordance with the law on a proposal of the Directors, or based on a project or report drafted by the Directors, other than the one as per article 125-ter, paragraph 1 of the TUF.

#### **Right to propose questions about items on the agenda**

Pursuant to article 127-ter, paragraph 1-bis, of the TUF, the holders of voting rights may propose questions about the items on the agenda, including prior to the Meeting and in any case no later than **23:59 (CET) of 13 April 2023**, by submitting their questions either via registered mail with return receipt to the Company's office in Milan, via Soperga no. 9, or via email to the certified-email address [illimity@pec.illimity.com](mailto:illimity@pec.illimity.com). Eligibility to exercise said right is established by means of a notice submitted to the Company by the authorized intermediary as per article 43 of the Joint Regulation; however, such certification is not necessary should the Company receive the notice of the intermediary required for attending the Meeting. The questions received by the above deadline prior to the Meeting shall be answered at the latest during the Meeting, and the Company may provide a single answer to multiple questions on the same topic.

#### **Documents**

The Meeting documents required by applicable laws, including related resolution proposals, will be made publicly available by the Company at its registered office in Milan, via Soperga no. 9 as well as on its website [www.illimity.com](http://www.illimity.com) ("*Governance / Shareholders and BoD Meetings*" Section), and on the authorized storage mechanism "SDIR 1INFO", available at [www.1info.it](http://www.1info.it), according to the terms set forth by applicable laws.

Pursuant to article 125-bis of TUF and article 84 of the Issuers' Regulation, as well as article 10 of the Articles of Association and article 106 of Law Decree no. 18/2020, this notice of call is published on the Company's website [www.illimity.com](http://www.illimity.com) ("*Governance / Shareholders and BoD Meetings*" Section), on the authorized storage mechanism "1INFO Storage", available at [www.1info.it](http://www.1info.it), and, in the form of an extract, on the newspaper "Il Sole 24 Ore".

Milan, 20 March 2023

on behalf of the Board of Directors

The Chair

Rosalba Casiraghi