

illimity Bank S.p.A.

20 April 2023

Milano, Palazzo Aporti, Via Soperga no. 9

Ordinary Shareholders' meeting

At 9:44 a.m. (CET), pursuant to article 12 of the Bylaws, Rosalba Casiraghi, in her capacity as Chair of the Board of Directors, takes the chair of the Ordinary Shareholders' Meeting of illimity Bank S.p.A. (hereinafter also the "**Bank**", the "**Company**" or the "**Parent Company**").

Before starting, the Chair extends a cordial welcome to all the participants of the Shareholders' meeting of the Bank, which is held in person at the Bank's registered office.

That said, the Chair notes that the present Shareholders' Meeting is being held to discuss and adopt resolutions 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.

and she appoints the Notary Andrea De Costa, present in person at the Bank's registered office, as Secretary. No opposition is made.

The Chair proceeds with the ritual communications:

- the Company has not received any requests for additional items to be included on the

agenda pursuant to article 126-*bis* of Legislative Decree no. 58/1998 as amended (the Consolidated Law on Finance, hereinafter also the “TUF”);

- in addition to the Chair of the Board of Directors, the CEO Corrado Passera and the Chair of the Audit and Internal Control Committee Marco Bozzola, the following Directors participate at the meeting:
 - for the Board of Directors, Filippo Annunziata, Stefano Caringi (from 9:50 a.m. CET), Elena Ciallié and Nadia Fontana, all present in person at the Bank's registered office, and Massimo Brambilla, Patrizia Canziani and Paola Elisabetta Galbiati that participate at the meeting by way of audio-video link.
 - the Chair reminds that the Directors Nadia Fontana and Stefano Caringi are also members of the Audit and Internal Control Committee;
- the following persons are also attending in person at the Bank's registered office, as stated, the CFO Silvia Benzi, the Secretary to the Board of Directors and General Counsel Giovanni Lombardi, as well as Sergio Fagioli, the Financial Reporting Officer of the Bank ;
- the Directors Francesca Lanza, Giovanni Majnoni d'Intignano and Marcello Valenti have justified their absence;
- the representatives of the auditing firm KPMG S.p.A., in the persons of Alberto Andreini and Giuseppe Fazio, also attend the meeting;
- with the consent of the Chair, managers and employees of the illimity Bank S.p.A. Group (hereinafter also the “**Group**”, the “**illimity Group**” or the “**Banking Group**”) attend the Shareholders' Meeting in person at the Bank's registered office in order to assist with the proceedings;
- with the consent of the Chair, professionals, consultants, experts and financial analysts registered for this Shareholders' Meeting can attend;
- the notice of call for the Shareholders' Meeting was published on 20 March 2023 on the Company's website www.illimity.com and an abstract of such notice was published in the daily newspaper “Il Sole 24 Ore” on 23 March 2023;
- the Shareholders' Meeting is being held in single call;
- the Company's share capital amounts to EUR 54,513,905.72 fully paid-in, consisting of 83,645,108 ordinary shares, with no par value and registered in dematerialized form in the centralised system managed by Monte Titoli S.p.A. pursuant to Legislative Decree no. 218/98;

- at the date of this meeting the Company holds 88,445 treasury shares, equal to 0.11% of voting share capital, whose voting rights are suspended pursuant to article 2357-ter of the Italian Civil Code;
- with regard to significant holdings pursuant to article 120 of the TUF, according to the Shareholders' register as supplemented by the communications received pursuant to said provision of the TUF and by the other information available to the Company, the following provides details as to the interests of shareholders that, directly or indirectly, hold voting shares exceeding the percentage threshold of 3%, which represents the significance threshold applicable to the Company, according to the TUF, considering that the Company is not identified as "SME" pursuant to article 1, paragraph 1w-*quater*.1), of the TUF:

	No. of ordinary shares	% of voting capital
Maurizio Sella S.A.p.A. (tramite Banca Sella Holding S.p.A.)	8,369,770	10.006%
LR Trust ⁽ⁱ⁾ – FIDIM S.r.l. ⁽ⁱⁱ⁾	6,440,000	7.699%
Pignataro Andrea (tramite FermION Investment Group Limited)	7,853,566	9.389%
Tensile Capital Management LLC (tramite Tensile-Metis Holdings S.a.r.l.)	6,099,108	7.292%
Atlas Merchant Capital LLC (tramite AMC Metis S.a.r.l.)	5,203,273	6.221%
Corrado Passera (direttamente e tramite Tetis S.p.A.) ⁽ⁱⁱⁱ⁾	3,425,757	4.096%
Aurora Recovery Capital S.p.A.	2,731,153	3.265%

Notes:

(i) Through Spafid Trust S.r.l. as trustee

(ii) Company controlled by LR Trust

(iii) As communicated on 1st January 2023, it is specified that no. 5,030 of such shares are not entitled to vote

- with regard to the ownership structures, as of today's date, there exists an agreement

stipulated between AMC Metis S.à r.l., Metis S.p.A. and Corrado Passera dated 18 March 2019, having as object, directly and indirectly, shares of Tetis S.p.A. (a company almost entirely held by Metis S.p.A., which is in turn held as to 90% by Corrado Passera and which holds ordinary and special shares of the Company) and ordinary shares of the Company, containing provisions assimilating a shareholders' agreement. In particular, this agreement, which governs the right of AMC Metis S.à r.l. to assign ordinary shares of illimity held by Tetis S.p.A. on the occurrence of certain specific conditions, requires, among other things, that Corrado Passera and Metis S.p.A. should do everything in their power to ensure that the Shareholders' Meeting of illimity shall appoint, depending on the composition of the Company's board, one or two of the directors without designating powers of AMC Metis S.à r.l.;

- pursuant to article 11 of the Bylaws, the office in charge of shareholders' meetings, as authorised by the Chair, has verified compliance of the proxies in accordance with article 2372 of the Italian Civil Code and other applicable provisions of laws and regulations;
- the attendees are no. 127 persons entitled to vote by themselves or by delegation. They are representatives of no. 38,483,510 ordinary shares which corresponds to 46.008082% of voting share capital;
- the list of names of persons entitled to vote by themselves or by delegation, with an indication of the shares held by each, as well as the list of names of voters as pledgee creditors and usufructuaries shall be made available to the participants. These lists together with the names of those who intervene at a later time or who leave before each vote, will be attached to the minutes of the Shareholders' meeting.

Therefore, the Chair, first and foremost, declares that the Shareholders' Meeting is duly established in ordinary session in single call for the purpose of discussing and adopting resolutions on the relevant items on the agenda.

After that, she reminds that the personal data of those in attendance are collected and processed solely for ensuring that the Shareholders' Meeting is duly established, for ascertaining the identity and entitlement to attend of those present, as well as for fulfilling the other mandatory corporate requirements and formalities and those for which the meeting is responsible, in compliance with the means and purposes envisaged by applicable laws and regulations on privacy, as set forth in the notice delivered to the Shareholders at the entrance of the meeting room.

She also reminds that an audio recording is being made of the proceedings of the meeting for the sole purpose of facilitating the drafting of the minutes.

Proceeding, the Chair informs that:

- the documentation required by current laws and regulations has been filed and made available to the public within the terms set forth by applicable law at the Company's registered office, on its website and on the authorised storage system "SDIR 1INFO" at the URL www.1info.it. The documentation and copy of Bylaws and Rules and Procedures for Shareholders' Meetings have also been made available to the Shareholders that attend the meeting in person today;
- as stated in the notice of call, the Company has appointed Computershare S.p.A. as Designated Representative in charge of assigning proxies/sub-proxies and the relative voting instructions pursuant to article 135-undecies of the TUF and has made the forms available for assigning proxies/sub-proxies at the Company's registered office, in accordance with the details specified in the notice of call, and on its website. Computershare is present with no. 6 proxies on all the items on the agenda, corresponding to 29,532,889 ordinary shares;
- Shareholders that are not entitled to vote, pursuant to current and applicable law including supervisory regulations, are invited to state it (no statement has been made);
- considering the documents regarding these items on the agenda have been disclosed as already stated and that are available to all those in attendance, with the consensus of those attending, the Chair omits to read them and moves on to the draft resolutions;
- the resolutions will be adopted by show of hands. Those who leave the meeting room before the end of the meeting are invited to inform the reception office. The Chair invites participants not to leave the meeting room and to not enter into the meeting room during the voting process in order to enable a proper collection of the attendance. As regards rules for participation, participants are asked to join the discussion in compliance with article 7 of the Rules and Procedures for Shareholders' Meetings, that will be duly applied. In order to allow the wider possible participation to the discussion, Shareholders are invited to make speeches regarding the matters on the Agenda and to limit their duration. Each Shareholder can carry out, on each item on the agenda, just one speech and subsequently a voting declaration. At the end of all the speeches, answers shall be provided to the Shareholders, subject to possible suspension of the meeting for a limited time. According to article 8 of the Rules and Procedures for Shareholders' Meetings – considering the items on the agenda – the maximum duration of the speeches is limited to 5 minutes. Those who are interested to make a speech or a voting declaration are asked to raise their hand, ensuring that the personnel involved can identify them. The Notary De Costa will collect personal data of each speaker, the sequence of the speakers

and, pursuant to article 2375 of the Civil Code, he will summarize the topics of the discussion and the answers, without prejudice to the Chair's right to accept any requests from the speakers to include their speeches in full as an attachment to the minutes, provided that this request is accompanied by the simultaneous delivery of the relevant written text;

- before tackling the items on the agenda, the Chair declares that, pursuant to article 127-ter of the TUF, written questions have been submitted on the items on the agenda of the Shareholders' Meeting (within the time period envisaged by the notice of call and namely by 19 April 2022) by the following shareholders:
 - (i) Lorenzo Biagiotti, holder of no. 1.490 ordinary shares;
 - (ii) Marco Bava, holder of no. 2 ordinary shares;
 - (iii) 14 Shareholders (Felice D'Antoni, Piero Bonacchi, Luciano Chiarini, Mauro Del Sordo, Danilo Roberto Fedi, Danilo Gennaro, Alessandro Giubbolini, Pietro Landri, Angelo Mazzoli, Daniela Mazzoli, Giorgio Mosca, Raffaele Passaro, Calogero Puma e Roberto Ragazzi), holders cumulatively of no. 4.265 ordinary shares,

to which answers in writing have been provided by way of publication on 17 April 2023 on the Company's website *www.illimity.com* section "*Governance / Shareholders' Meeting and BOD*"; the questions asked by the Shareholders and the answers provided are attached to the minutes of this Shareholders' Meeting. In this regard, it is hereby pointed out that, in answering those questions, as usual, the following guidelines have been complied with:

- the information provided regard the items of the agenda of the present Shareholders' Meeting;
- questions not related to the businesses other than banking have not been examined;
- a joint answer has been provided to those questions having the same content or regarding the same topic;
- also taking into consideration the information already made available to the public (and published to the Company's website *www.illimity.com*), questions regarding provisional data, quantitative targets concerning the operating performance, as well as the accounting data for the period, have not received an answer in accordance with the applicable regulations;
- in providing answers, where necessary, references have been made to the items of the Financial Reports and/or the information already stated in the Report on Corporate Governance and Ownership Structure and/or in the Sustainability Report presented by

the Banking Group (i.e. the consolidated non-financial voluntary information disclosure pursuant to D.Lgs. n. 254/2016 (NFS)) and/or in the Report on Remuneration, without repeating the content of said reports in the answers;

- for those matters already contained in press releases, references have been made to the information already disclosed to the market;
- the information covered by non-disclosure agreements and/or protected by the Privacy Regulation, or related to corporate affairs covered by confidentiality, have not been provided with answers.

* * *

The Chair then moves on with a communication related to the Report on Corporate Governance and Ownership Structure for 2022 that has been prepared and made available to the shareholders.

With regards to the Financial Year 2022, the Bank has made available to the market all the information related to its corporate governance system and its ownership structure through the dedicated “*Report on Corporate Governance and Ownership Structure for 2022*” (article 123-bis of TUF), approved by the Board of Directors on 9 March 2023, filed at the Company's registered office and with Borsa Italiana S.p.A., published on the Company's website www.illimity.com, and available to the public as of 20 March 2023 and to which reference is made regarding any information related to the corporate governance system the Bank has taken in accordance to the provisions of the Corporate Governance Code to which the Bank decided to adhere on 22 December 2020.

The Chair also underlines that, together with the documentation for the Shareholders' Meeting, the Sustainability Report of the illimity Group - or Consolidated Non-Financial Statement 2022, pursuant to Legislative Decree no. 254/2016 (NFS) - has been presented and made available to the shareholders since 20 March 2023; this document represents an important moment for illimity to share with all stakeholders the responsibility that guides the Bank in supporting entrepreneurs and companies in their development or recovery plans, in enhancing credits of companies that having difficulties and in offering innovative banking services in order to make life easier for individuals and businesses.

* * *

The Chair then moves on to the discussion of the **first item on the agenda** regarding illimity Bank S.p.A.'s financial statements as at 31 December 2022 and the presentation of the consolidated financial statements of illimity Bank S.p.A. as at 31 December 2022.

She highlights that the Bank, as stated, has prepared, as a Public Interest Entity and falling,

as of 2021, within the dimensional characteristics set forth in Article 2 of Legislative Decree no. 254/2016, the Consolidated Non-Financial Statement as at 31 December 2021. This document, approved by the Board of Directors on 9 March 2023, is included for information purposes in the Shareholders' Meeting documentation and has been subject to the above mentioned disclosure activities.

Considering the documents regarding this item on the agenda have been disclosed as already stated and that are available to all those in attendance, the Chair propose to omit to read them and to move on to the proposed resolutions.

As for the detailed content of such documents, reference should be made to the file of the annual financial statements and consolidated financial statements as at 31 December 2022, and in particular to the matters contained in the Management Report prepared by illimity's Board of Directors and in the reports by the Audit and Internal Control Committee and by the independent statutory auditing firm, KPMG S.p.A., all made fully available to the public pursuant to the terms and modalities set forth by law at the Company's offices and on its website.

She also highlights that illimity Group's consolidated financial statements for the year ended 31 December 2022 closed with a total profit of EUR 75,326 thousands.

The Chair informs in this regard that the financial statements of the Bank for the year indicate a profit of EUR 80,715,289.07. She then hands the floor over to the CEO Corrado Passera to introduce the results presentation as at 31 December 2022.

The CEO presents 2022 financial results using slides that are attached to the minutes.

The Chair takes the floor again and reminds that the external auditor KPMG S.p.A. has released its reports concerning the financial statements submitted to the Shareholders' Meeting and attached to the file made available to the Shareholders; these reports, whose full reading is dispensed, do not contain any observations or requests for information. She also notes that the Bank has been informed by KPMG S.p.A. that, for the audit of the statutory financial statements and the consolidated financial statements of the Bank as at 31 December 2022, it took a total of 3,600 hours work for a total consideration of EUR 229,820 of which 3,200 hours for the individual financial statements for a fee of EUR 210,416, and no. 400 hours for the consolidated financial statements for a consideration of EUR 19,404 (all the aforementioned amounts plus expenses and VAT). It should be noted that for the purposes of the activities of the auditing firm KPMG S.p.A. on the financial statements as at 31 December 2022, additional fees of EUR 30,000 (plus expenses and VAT) were agreed upon.

The Chair invites the Chair of the Audit and Internal Control Committee to describe the observations made by the Audit and Internal Control Committee with respect to the 2022

financial statements. Marco Bozzola thanks the Chair and, making reference to the report of the Audit and Internal Control Committee, attached in full form to the financial statements, states the conclusions drawn by the Audit and Internal Control Committee, recalling that it was appointed by the Shareholders' Meeting of 28 April 2022:

“As a result of the supervisory activity conducted by the Audit and Internal Control Committee, no reprehensible facts and behaviors, omissions or irregularities emerged and should be reported in this Report. As above mentioned, based on the information acquired through its supervisory activities, the Audit and Internal Control Committee is not aware of any transactions, made in the relevant financial year, that are shaped with the principles of proper administration, approved and implemented against the law or the Bank’s Bylaws, that fails to meet the best interest of the Bank and of the Group, in contrast with the resolutions of the Shareholders’ Meetings, manifestly imprudent or risky, lacking the necessary information in the event of the existence of interests of corporate officers or able to compromise the integrity of the corporate assets.

The Audit and Internal Control Committee, considering the content of the Reports drawn up by the KPMG auditing firm, having acknowledged the certifications issued jointly by the Chief Executive Officer and the Financial Reporting Officer, does not detect, acting within its purview, reasons for rejecting the proposal for the individual financial statements as at 31 December 2022 accompanied by the Management Report, approved by the Board of Directors on 9 March 2023.

In the opinion of the Audit and Internal Control Committee, there is no impediment to the proposal of the Board of Directors for the allocation of the profits of the individual financial statements of EUR 80,715,289.07:

- (i) to allocate EUR 4,035,764.45 to the legal reserve;*
- (ii) to allocate a total of EUR 15,064,483.95 for the payment of dividends equal to EUR 0,1801 per share;*
- (iii) to carry forward EUR 61,615,040.67 as retained earnings”*

The Chair thanks the Chair of the Audit and Internal Control Committee and recalls that the Bank of Italy first issued, on 12 December 2011, the 9th update of Circular no. 263 of 27 December 2006, which introduced provisions on the prudential supervision of banks, providing – *inter alia* – specific regulations in relation to risk activities and conflicts of interest in respect of Connected Persons, a definition which includes not only related parties, as defined by Consob, but also parties connected to the same related parties, as identified by the same provisions; these provisions were amended by the Bank of Italy, firstly, on 23 June 2020, incorporating such regulations within Circular no. 285 (see 33rd update of 23 June 2020, Third

Part, which added a new Chapter 11 "Risk Activities and Conflicts of Interest with Related Parties" in the aforesaid Circular No. 285) and, subsequently, on 30 June 2021 (see the 35th update of Circular No. 285, transposing Article 88(1)(4) and (5) of Directive (EU) 2013/36 (CRD)). In this regard, the Chair reports that on 10 May 2021 and, most recently, on 10 March 2022, the Bank's Board of Directors approved the updated policy for "Transactions with parties within the Group's Single Perimeter", a document that defines the Group's internal policies on the control of risk activities and conflicts of interest with related parties. Pursuant to current regulations, the document is published on the Bank's website in the "*Governance / Related Party Transactions*" section. The Chair also informs that during the 2022 Financial Year, pursuant to the relevant policy, no Major Transactions were carried out that had received a negative opinion from the Bank's Related Party Transactions Committee or from the Audit and Internal Control Committee. She reminds, for the sake of completeness, that during the 2022 Financial Year, a Major Transaction was carried out with a related party (Hype S.p.A.) regarding an agreement for the management of funds deposited on bank accounts and deposit accounts of the Bank by this related party (as disclosed to the market by publication on Company's website www.illimity.com, to which reference is made for further details). There are no more major or minor transactions that have had a significant impact on the financial position or on the economic results of the Bank.

At the invitation of the Chair, the Secretary reads out the proposed resolution, drawn up by the Board of Directors in its reports pursuant to article 125-ter of the TUF, as transcribed below.

Hence the Chair declares the discussion open and invites to make speeches strictly regarding the matters on the Agenda and to keep such speeches within a maximum 5 minutes, to allow the widest participation to the discussion. In addition, she asks Shareholders who want to take the floor to state their name for that purpose.

The legal representative of Capital Boutique S.r.l. (Trentini Paolo) takes the floor and congratulates the Top Management for the results achieved.

The Chair, given the fact that nobody else asks for the floor:

- declares the discussion closed;
- acknowledges that the participants are unchanged;
- therefore puts to the vote the resolution, that was read out, as transcribed below at 10:37 a.m. (CET):

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

- *having examined the draft annual financial statements of the Bank for the year ended 31 December 2022, accompanied by the annexes and documentation required by law, and having assessed the consolidated financial statements of the Group at 31 December 2022;*
- *having examined the results of said draft annual financial statements, which closed with a net profit of EUR 80,715,289.07, and of the Group's consolidated financial statements which closed with a total net profit of EUR 75.326 million;*
- *given the Report on Operations at 31 December 2022 prepared by the Board of Directors;*
- *acknowledging the respective reports drawn up by the Audit and Internal Control Committee and by the Independent Auditors KPMG S.p.A.,*

RESOLVES

- *to approve the annual financial statements of illimity Bank S.p.A., accompanied by the Report on Operations at 31 December 2022 prepared by the Board of Directors, which closed with a net profit of EUR 80,715,289.07."*

The proposal is approved by majority vote.

no. 29,244 shares not voting

no. 0 shares against

no. 38,454,266 shares in favour

no. 0 shares abstaining

The details are attached to the minutes.

The Chair announces the result.

The Chair then moves on to the discussion of the **second item on the agenda** of the Shareholders' Meeting regarding the proposal for the allocation of the profits of the financial year 2022 emerged in the financial statements of the Bank as at 31 December 2022.

Considering the documents regarding this item on the agenda have been disclosed as already stated and that are available to all those in attendance, the Chair proposes to omit to read them and to move on to the draft resolutions.

In this regard, she recalls the financial statements for the year ended 31 December 2021 closed with a profit of EUR 80,715,289.07.

She also reminds that the opinion of the Audit and Internal Control Committee of the Company with regard to this proposal has been previously illustrated by its Chair.

At this point, the Chair invites the Notary to read out the proposed resolution, drawn up by the Board of Directors in its reports pursuant to article 125-*ter* of the TUF, as transcribed below; then she opens discussion.

No one having asked for the floor, with participants unchanged, the Chair, at 10:40 a.m. (CET), puts to the vote the resolution read out and transcribed below:

“The Ordinary Shareholders’ Meeting of illimity Bank S.p.A. (“illimity” or the “Bank”),

- having examined the draft annual financial statements of the Bank for the year ended 31 December 2022, accompanied by the annexes and documentation required by law, and having assessed the consolidated financial statements of the Group at 31 December 2022;*
- having examined the results of said draft annual financial statements, which closed with a net profit of EUR 80,715,289.07, and of the Group’s consolidated financial statements which closed with a total net profit of EUR 75.326 million;*
- given the Report on Operations at 31 December 2022 prepared by the Board of Directors;*
- acknowledging the respective reports drawn up by the Audit and Internal Control Committee and by the Independent Auditors KPMG S.p.A.;*
- taking into account the 88,445 treasury shares held by the Bank,*

RESOLVES

- to approve the proposal to allocate EUR 4,035,764.45, being 5% of net profit for the year, to the legal reserve;*
- to assign to the 83,645,108 outstanding ordinary shares a dividend per share of Euro 0.1801, or 18.01 cents, for a maximum total of Euro 15,064,483.95;*
- to approve the proposal to allocate EUR 61,615,040.67 to retained earnings, in addition to the maximum Euro 15,928.94 due as dividend to treasury shares.”*

The proposal is approved unanimously.

The details are attached to the minutes.

The Chair announces the result.

The Chair then moves on to the discussion of the **third item on the agenda** of the Shareholders' Meeting regarding Section I of the "*Report on the 2023 Remuneration Policy and Compensation Paid in 2022*" of the Company.

She recalls that this Report has been prepared in accordance with article 123-ter of the TUF and with article 84-quater of the Issuers' Regulation, as well as in accordance with the Supervisory Provisions for Banks pursuant to Circular no. 285 of the Bank of Italy of 17 December 2013 on remuneration matters (the "**Report on Remuneration**") and that the Report is made of two Sections.

Section I (the "2022 Remuneration Policy"), which provides a clear description of:

- a) the Company's Remuneration Policy with reference to 2023, for members of the management bodies and control bodies (without prejudice to the requirements of article 2402 of the Italian Civil Code), general managers and Executives with Strategic Responsibilities, Material Risk Takers and the remaining personnel;
- b) the procedures used to adopt and implement such policy.

She notes that the Remuneration Policy 2023 is submitted to the binding vote of this Meeting, making reference to the submitted Report on Remuneration for all the relevant information.

She proceeds reading the following communication regarding the audits on the company's remuneration policy with reference to 2022.

She reminds that the Bank of Italy Supervisory Provisions on remuneration and compensation policies and practices in banks and banking groups (Circular 285) require the Internal Audit function to verify, at least annually, the compliance of the remuneration practices with the policies approved by the Shareholders' Meeting and the aforementioned provisions. It is also stated that the evidence found during the audit and any possible anomalies have to be brought to the attention of the competent corporate Bodies and Functions for the adoption of any corrective measures, and for the assessment of the relevance for the purpose of a prompt relation for the Supervisory Authorities. The results of the verification are brought annually to the attention of the Shareholders' Meeting.

She then proceeds with the reading of the main contents, by extract, of the Internal Audit Report on remuneration policies and practices:

The analysis of the remuneration and compensation systems. "The Internal Audit function, in accordance with the relevant regulatory requirements (Bank of Italy Circular no. 285/13), has conducted an analysis with the aim of verifying that the Company's remuneration practices comply with the applicable regulatory context. In this regard, it has carried out an in-depth analysis of the overall framework of the remuneration and incentive system, defined in the

"Group Remuneration and Compensation Policy" for the year 2022, which concerned, among other things, the related release process as well as the application of the programs and rules contained therein.

The examination found the Policy and of the relevant Regulations to be overall adequate, in line with the provisions of the applicable regulations, and of the relative control/approval phases that have seen the involvement of the competent corporate bodies.

The process followed for the funding of the annual MBO ("Management By Objectives") incentive system was consistent with internal and external provisions.

In this regard, the methods of quantification have been the subject of a specific derogation mechanism contemplated by the Policy, substantially oriented to the principle of "pay for performance", which has received the necessary authorizations from the dedicated corporate bodies of the Parent Company. The CRO and the CFO have also been duly involved in the assessment activities functional to the quantification of a Bonus Pool consistent with the risk and the relevant economic/equity indicators of the Group. The criteria used for the subdivision of the Bonus Pool among the various organizational units were also aligned with the logic of the aforementioned derogation and with the evolutionary lines that led, last February, to define a new MBO Regulation aimed at greater enhancement of the respective results.

As regards the personnel performance assessment process (so-called «Performance Management»), outlined by the Chief HR & Organization Officer in a specific Regulation, a positive outcome has emerged with regard to the assessment on the consistency of the kinds of goals assigned and of the respective weights with the provisions set forth by the Regulations as well as on the overall compliance with the timing defined for the various stages of the process.

With regard to the final allocation of the MBO Bonus, completed at the end of March 2023, was carried out for all employees, including MRTs, Internal Audit found the incidence (in relation to fixed to be remuneration) consistent with the contractually established ceilings. In relation to MRTs operating in the business units, for which a significant bonus has been defined (more than 50% of the fixed remuneration), the CRO carries out an "individual risk assessment" to verify potential elements of inconsistency between the results achieved, their sustainability with respect to the RAF and salary levels achieved by the beneficiaries. In this context, Internal Audit has identified the opportunity to extend the scope of the assessment to all MRT employees of the Group.

This analysis has also revealed the correct application of the principles of the 2022 Policy in relation to: i) the assignment of option rights and shares envisaged by the "Long Term Incentive Plan" and "Employee Stock Ownership Plan" respectively; ii) the granting of "other"

remuneration components such as Entry Bonuses, Extended Notice Agreements, Bonus Spot, Retention Bonus and Stability Pacts; iii) the payment of remuneration to members of the corporate bodies exclusively in the form of fixed remuneration. The analysis has also verified the consistency of the disbursements made in 2022 with the MBO programme envisaged in the 2021 Policy, as well as with the variable remuneration deferral mechanisms defined in the Policies approved in previous years.

Finally, Internal Audit found the incidence of the total variable remuneration (in relation to fixed remuneration), paid to MRTs and all employees, with the ceilings set in the 2022 Policy, to be consistent”.

At the invitation of the Chair, the Secretary reads out the proposed resolution, as transcribed below; then she opens the discussion.

No one having asked for the floor, at 10:49 a.m. (CET) and with participants unchanged, the Chair puts to the vote the resolution, as read out and transcribed below:

“The Ordinary Shareholders’ Meeting of illimity Bank S.p.A.,

- *having examined the “Report on the 2023 Remuneration Policy and compensation paid in 2022” (the “**Report**”) prepared by the Board of Directors pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998 (the “**TUF**”), article 84-quater of Consob Regulation no. 11971/1999 (the “**Issuers’ Regulation**”) and the provisions of Circular no. 285/2013 of the Bank of Italy on remuneration matters;*
- *having examined and discussed, in particular, Section I of the aforementioned Report, prepared pursuant to article 123-ter, paragraph 3 of the TUF and article 84-quarter of the Issuers’ Regulation and relating to: (i) the company’s 2023 Policy on the Remuneration of all its personnel (including the members of management bodies and, without prejudice to the provisions of article 2402 of the Italian Civil Code, the members of the control bodies) and (ii) the procedures used to adopt and implement such Policy;*
- *given that, pursuant to article 123-ter, paragraph 3-ter of the TUF, the Shareholders’ Meeting is called to express a binding vote on Section I of the aforementioned Report;*
- *given that, pursuant to the provisions of the Bank of Italy’s Circular no. 285/2013 and article 9, paragraph 2 of the corporate Bylaws, the Shareholders’ Meeting is called to approve the remuneration and incentive policies in favour of the members of the bodies with a strategic supervision, management and control function and the remaining personnel, as stated in Section I of the aforementioned Report;*

RESOLVES

1. *to approve the Report which describes the Remuneration and Incentive Policy of illimity Bank S.p.A. for 2023 in favour of the members of the bodies with a strategic supervision, management and control function and the remaining personnel, including Material Risk Takers, of illimity Bank S.p.A. and its direct and indirect subsidiaries;*
2. *to give mandate to the Board of Directors and, on its behalf, to the Chair and Chief Executive Officer, severally and with the power of sub-delegation, to implement the 2023 Policy referred to at the previous point”.*

The proposal is approved unanimously.

The details are attached to the minutes.

The Chair announces the result.

The Chair then moves on to the discussion of the **fourth item on the agenda** of the Shareholders' Meeting regarding the Section II of the “*Report on the 2023 Remuneration Policy and Compensation Paid in 2022*” of the Bank.

She recalls that Section II (the “**Report on Compensation Paid in 2022**”), clearly and by individual for members of the management and control bodies and general managers and in aggregate form for executives with strategic responsibilities, provides:

- a) an adequate representation of each of the items of which remuneration consists, including compensation in case of termination of office or of the employment relationship, highlighting its consistency with the company's Remuneration Policy for 2022;
- b) details of the compensation paid for any reason and by any means by the Bank and its subsidiaries and associates for financial year 2022, noting any components of this compensation that relate to activities performed in years before 2022 and also disclosing any compensation to be paid in one or more subsequent years for activities performed in 2022.

She notes that this Report on Compensation Paid in 2022 is submitted to a non-binding vote of the Shareholders' Meeting. For all the relevant information, references should be made to the Report on Remuneration Policy made available and invites the Notary to read out the proposed resolution, as transcribed below; then she opens the discussion.

No one having asked for the floor, at 10:51 a.m. (CET) and with participants unchanged, the Chair puts to the vote the resolution, as read out and transcribed below:

“The Ordinary Shareholders' Meeting of illimity Bank S.p.A.,

having examined the “Report on the 2023 Remuneration Policy and compensation paid in

2022" (the "Report") prepared by the Board of Directors pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998 (the "TUF"), article 84-quater of Consob Regulation no. 11971/1999 (the "Issuers' Regulation") and the provisions of Circular no. 285/2013 of the Bank of Italy on remuneration matters;

having examined and discussed, in particular, Section II of the aforementioned Report, prepared pursuant to article 123-ter, paragraph 4 of the TUF and article 84-quater of the Issuers' Regulation and representing a report on the compensation paid in 2022;

given that, pursuant to article 123-ter, paragraph 6 of the TUF, the Shareholders' Meeting is called to express a non-binding vote on Section II of the aforementioned Report;

RESOLVES

1. to express a favourable opinion, pursuant to article 123-ter, paragraph 6 of the TUF, as amended by Legislative Decree no. 49 of 10 May 2019, and for all other legal regulatory purposes, on Section II of the Report".

The proposal is approved by majority vote.

no. 0 shares abstaining

no. 2,045,548 shares against

no. 36,437,962 shares in favour

no. 0 shares not voting

The details are attached to the minutes.

The Chair announces the result.

The Chair then moves on to the discussion of the **fifth item on the agenda** of the Shareholders' Meeting regarding the increase of the ratio between the variable and fixed components of the individual remuneration of the Chief Executive Officer and the remaining Top Management to a maximum of 2:1. She reminds that the Bank of Italy's Circular no. 285 of 17 December 2013 assigns the Shareholders' Meeting with the responsibility to authorize, within the Group's remuneration policies and if permitted by the Bylaws, to resolve upon the increase of the ratio of 1:1 between variable and fixed remuneration (up to a maximum of 2:1) for all the Group companies where the personnel to whom the decision refers work. This provision is included in the Bylaws at paragraph 2 b) (i) of article 9.

The Chair:

- notices that the reasons for the request to increase the cap can be found in the willingness

to consolidate the Group's remuneration policy, making it more strongly based on an alignment between variable remuneration and long-term and sustainable business results while at the same time being sufficiently flexible to ensure a competitive remuneration package for persons holding top positions in the organization, taking into account the complexity of these positions and the related organizational effects;

- specifies that the proposal to raise the limit to 2:1 allows to increase the variable component of the termination to the permitted maximum, bringing it in line with market practices and with the suggestions of institutional investors, thereby incentivising staff to achieve objectives which are consistent with the risk strategy set out in the Strategic Plan; this will enable the Group's Top Management - that includes the Bank's Chief Executive Officer - to be appropriately rewarded for the performance achieved.

- also reminds that the introduction of a 2:1 ratio between variable and fixed remuneration is structured to avoid affecting capital solidity or the Group's ability to comply with prudential restrictions on a continuous basis. This mechanism is linked to a Group Remuneration and Incentive Policy that reflects and fosters the sound and effective management of risk and does not encourage the assumption of risks exceeding tolerated levels as set out in the RAF (Risk Appetite Framework), and is in line with the Company's strategy, objectives and values and the Group's long-term interests. For the purpose of assessing, also with a prospective angle – as required by the above-mentioned Supervisory provisions – the Bank's ability to comply with prudential rules, it is noted that the theoretical maximum variable remuneration to be paid I correspondence of the increase in the cap for the ratio between variable and fixed remuneration does not affect the ability of the Bank or the Group to comply with prudential laws and regulations, with particular reference to their ability to maintain adequate levels of own funds.

The Chair makes references to the submitted Report for further details and invites the notary to read out the proposed resolution, as transcribed below; then she opens discussion.

No one having asked for the floor, at 10:57 a.m. (CET) and with participants unchanged, the Chair puts to the vote the resolution as read out and transcribed below :

"The Ordinary Shareholders' Meeting of illimity Bank S.p.A.,

- having examined the Report of the Board of Directors;*
- having recalled the resolutions adopted by the Shareholders' Meetings of 18 January 2019 and 22 April 2020;*
- having seen article 9 of the Bylaws and the Bank of Italy's Circular no. 285 of 17 December 2013, First Part, Title IV, Chapter 2, Section III, § 1, on the ratio between the variable and*

fixed components of the remuneration of Material Risk Takers;

- *given that said increase does not affect the need to comply with prudent laws and regulations and, in particular, those regarding the requirements for own funds,*

RESOLVES

- *to increase the cap for the ratio between the variable and fixed components of remuneration from 100% (1:1) up to the permitted maximum of 200% (2:1) for the Chief Executive Officer and the remaining Top Management of illimity Bank S.p.A., with reference to the following categories of staff and maximum ratios:*
 - *members of the management body: up to 200% for the staff identified among the members of the Group's management body up to a maximum of 1 person (the Chief Executive Officer of illimity Bank S.p.A.);*
 - *members of Top Management: up to 200% for the Material Risk Takers identified among the members of the Group's Top Management up to a maximum of three persons (Head of Distressed Credit, Head of Growth Credit and Head of b-ilty),*
- *to bestow the Chair, Rosalba Casiraghi, and the Chief Executive Officer, Corrado Passera, severally, with the fullest powers to implement the adopted resolution".*

The proposal is approved by majority votes, given the fact that the reinforced quorum for the approval was reached.

no. 0 shares abstaining

no. 2,574,813 shares against

no. 35,908,697 shares in favour

no. 0 shares not voting

The details are attached to the minutes.

The Chair announces the result.

Having thus concluded the discussion on the items of the agenda and with none of the participants intervening, thanks everyone for joining and declares the meeting closed at 10:58 a.m. (CET).

The Chair

The Secretary