

illimity Bank S.p.A. - Registered Office Via Soperga no. 9, Milano
Share Capital Euro 54.789.379,31 (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
Company subject to the direction and coordination of Banca Ifis S.p.A. enrolled in the Banking Groups Register no. 53
Web site: www.illimity.com

CONVENING OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS’ MEETING

The Shareholders are hereby informed that the extraordinary and ordinary Shareholders’ Meeting is hereby convened to be held on **25 September 2025 at 10:30 a.m. (CET), in single call**, to resolve on the following

AGENDA

In extraordinary session

1. Amendments to the Bylaws concerning Articles 1 (Name), 4 (Purpose), 6 (Shares), 7 (Bonds – Capital increases – Contributions), 9 (Shareholders’ Meetings), 10 (Calling Shareholders’ Meetings), 11 (Attendance at Shareholders’ Meetings), 12 (Chairship of Shareholders’ Meetings), 14 (Voting Procedure at Shareholders’ Meetings and appointment of company officers), 16 (Board of Directors), 17 (Chair and Deputy Chair), 19 (Powers of the Board of Directors), 20 (Executive Committee), 21 (Managing Director), 24 (Directors’ Remuneration), 26 (General Manager), 27 (Financial Reporting Officer), 28 (Duties, functions, powers and organisation of the Audit and Internal Control Committee), 29 (Independent audit of the accounts), 31 (Profits, reserves). Resolutions pertaining thereto and arising therefrom.

In ordinary session

1. Appointment of Corporate Bodies. Resolutions pertaining thereto and arising therefrom.
2. Consensual termination of the statutory audit engagement granted to KPMG S.p.A. until the financial year 2026 inclusive, and to Deloitte & Touche S.p.A. for the financial years 2027–2035. Resolutions pertaining thereto and arising therefrom.
3. Assignment of the statutory audit engagement for the period from 2025 to 2033. Resolutions pertaining thereto and arising therefrom.

About the share capital

The share capital amounts to Euro 54,789,379.31 fully subscribed and paid in and consists of 84,067,808 ordinary shares with no par value. At the date of this notice, the Company holds 998,182 treasury shares, equal to around 1.2% 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 (“Investor Relations” Section).

Attending the annual general meeting

Pursuant to Article 9, paragraph 1, of the Bylaws, the Shareholders’ Meeting will be held exclusively by means of remote telecommunication, through the link that will subsequently be provided by the Company to the persons entitled to attend the Meeting, in the manner and within the due dates set out below.

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. **16 September 2025** (*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 22 September 2025**). 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.

Together with the communication from the intermediary, persons entitled to attend the Shareholders' Meeting must send an email to the Company's address illimity@pec.illimity.com, prior to the start of the Meeting proceedings, providing a valid standard email address and ensuring the following: (i) indicate in the subject line of the email the text: "*Address for illimity Shareholders' Meeting – 25 September 2025*"; (ii) include in the body of the email the identifying details of the person entitled to attend the Meeting, along with a telephone contact; (iii) attach to the email a copy of the aforementioned communication from the intermediary (noting that such communication may be received up until the start of the Meeting proceedings); (iv) attach to the email, in the event that the person entitled to attend the Meeting is (a) a natural person: a copy of a valid identity document; (b) a legal entity or a proxy holder (as per the following paragraph): documentation evidencing the authority to attend the Meeting or to grant the proxy.

Following receipt of the above communications, and subject to appropriate verification, the Company will send to the standard email address provided by each entitled person the link and operational instructions for accessing 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, "*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". 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, "Governance / Shareholders and BoD Meetings" Section), which includes the relevant instructions for filling out and submitting such form.

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 23 September 2025**), 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 23 September 2025**) 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.

Designated Representative is available for clarification and information at the phone number +39 02 46776821 - 14, or at the e-mail address ufficiomi@computershare.it.

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 16 August 2025**), 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, 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 10 September 2025**). 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 18 September 2025**, 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. 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.

Appointment of Corporate Bodies.

Resolutions regarding the appointment of the corporate bodies of the Bank and, more precisely, of the Board of Directors and of the Audit and Internal Control Committee, will be carried out pursuant to the provisions contained in Article 14 of the corporate Bylaws of the Company, to which is made reference for anything not expressly disclosed herein.

The appointment of the members of the Board of Directors shall occur, in compliance with *pro tempore* applicable laws on gender balance, based on the lists presented according to the procedure set forth below, where candidates shall be listed in a number not exceeding no. 15 (fifteen) and listed with a sequential number.

Names included in the lists shall be divided into two different sections. The first section shall include candidates, in a number not exceeding no. 14 (fourteen), standing for the position of member of the Board of Directors other than candidates for the office of member of the Audit and Internal Control Committee. The second section shall consist solely of candidates, in a number not exceeding no. 5 (five), who are standing both for the office of member of the Board of Directors and of member of the Audit and Internal Control Committee.

The following persons **are entitled to submit lists**: (i) **shareholders who**, alone or together with other shareholders, **hold shares representing as a whole at least 4.5% of the share capital** (according to the CONSOB Managerial Decision no. 123 of 28 January 2025); and (ii) **the Board of Directors of the Company** (according to the Bylaws).

The ownership of the number of shares required for filing lists must be certified by way of a dedicated notice submitted to the Company by the authorized intermediary; such certification may also be received by the Company after the filing of lists, provided that this is within 4 September 2025.

No entitled person may submit or participate in submitting more than one list, including by way of third parties or trust companies, or vote for more than one list. Shareholders belonging to the same group of companies – this being construed as the parent company, subsidiaries and companies under joint control – and parties to a shareholders' agreement as per article 122 of TUF regarding the Company's shares, may not submit, nor may those with voting rights vote for, more than one list, not even by way of third parties or trust companies; in case of noncompliance their signatures shall not count for any of the lists.

Together with each list, to the applicable extent and by the same deadline for its filing, **the following shall be filed** according to the modalities indicated below:

- information on the identity of shareholders submitting the list, stating the total percentage of the shareholding with voting rights at the ordinary Shareholders' Meetings;

- the declarations of shareholders who submit, or jointly submit, a list, other than those that hold, also jointly, a controlling or relative majority holding, stating the absence with the latter of connections qualified as relevant by *pro tempore* applicable laws and regulations relevant for the Company (as of Article 147-ter, par. 3, of TUF and Article 144-quinquies of the Issuers' Regulation; in this regard, concerned persons are also invited to take into account the cases indicated in the Consob communication no. 9017893/2009);
- a comprehensive description of the personal and professional characteristics of each candidate, including information on offices held as director or statutory auditor in other companies, and a statement in which individual candidates accept their nomination and represent, under their own responsibility, that there are no causes for ineligibility or incompatibility, and that they meet the directorship requirements established by laws, regulations and the Bylaws (and those required to be a member of the Audit and Internal Control Committee, where needed), as well as, if so needed, the independence and professional requirements provided for in Article 16, paragraphs 2, 3 and 4 of the Bylaws; as well as,
- any further documentation and declaration required by *pro tempore* applicable laws, including regulatory and/or supervisory provisions, or that is useful for an overall assessment of suitability for the office.

With regard to the above, those concerned are invited to take into account the document approved by the Board of Directors "*Report of the Board of Directors on the Quali-Quantitative Composition of the illimity Bank S.p.A. Corporate Bodies*" – drafted pursuant to, *inter alia*, Bank of Italy provisions concerning corporate governance included in Circular no. 285/2013 – which contains orientations and advices that the resigning Board of Directors makes available to the Shareholders. Such document has been approved and on 12 March 2025 and made available to the public on the website www.illimity.com, "*Governance / Governance System*" Section.

In addition:

- each list shall ensure, according to the modalities set forth by Article 14, Paragraph 2.3, of the corporate Bylaws, the presence of independent Directors in the minimum number set forth under Article 16 of the Bylaws;
- each section of each list containing a number of candidates equal or higher than 3 (three) shall guarantee the presence of candidates of both genders, in a manner so that at least 2/5 (two fifths) – rounded up in case of a fractional number – of candidates indicated in the same list belong to the less represented gender.

The lists of candidates, together with the required documentation, must be filed at least 25 (twenty five) days before the date set for the Shareholders' Meeting, hence by **31 August 2025**, with one of the following modalities: (i) in original at the at the Company's registered office at Via Soperga no. 9 20124, Milan, (ii) in a digitally reproduced copy (PDF) sent to the address illimity@pec.illimity.com provide that the filing person, even if it is a legal person, use its own certified mail box or, in the absence of such, underwrites the digital document with an electronic, advanced, qualified or digital signature (*firma elettronica avanzata, qualificata o digitale*). The lists of candidates will be marked with a sequential number based on the order they arrived. Lists not complying with applicable laws and provisions of the Bylaws or lacking the required documentation will be declared inadmissible and deemed as not presented. Possible irregularities of lists

concerning individual candidates, however, shall cause the exclusion of candidates concerned by such irregularities, but shall not automatically cause the exclusion of the entire list. The lists, together with the required documentation, will be made available to the public at least twenty-one days before the date set forth for the Annual General Meeting (i.e. **4 September 2025**) at the Company's registered office, on the website of the Company www.illimity.com ("*Governance / Shareholders' and BoD Meetings*" Section), and on the authorized storage mechanism "SDIR 1INFO", available on the website www.1info.it.

Where at the deadline for the presentation of lists: (i) only one list has been filed, (ii) only one list with candidates only in the first or in the second section has been filed, or (iii) only lists presented by Shareholders who turn out to be connected according to applicable laws have been filed, the Company shall give timely notice by way of a dedicated press release to be made available to the public according to the above modalities; in that case, additional lists may be presented until 3 September 2025 by Shareholders representing, individually or jointly with others, at least 2.25% of the share capital, other terms and conditions for presenting lists being unaffected. Should that be the case, the lists, together with the required documentation, shall be made available to the public according to the terms and modalities above.

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 ("*Governance / Shareholders and BoD Meetings*" Section), and on the authorized storage mechanism "SDIR 1INFO", available at 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 ("*Governance / Shareholders and BoD Meetings*" Section), on the authorized storage mechanism "1INFO Storage", available at www.1info.it, and, in the form of an extract, on the newspaper "Il Sole 24 Ore".

*** * ***

With reference to the information contained in this notice of call, it is specified that, should the delisting of the Company's shares be resolved between the date of publication of this notice and the date of the Shareholders' Meeting, the Company reserves the right to supplement this notice of call by providing procedures for attendance and voting in accordance with the applicable regulations.

*** * ***

Milan, 6 August 2025

on behalf of the Board of Directors

The Chair

Rosalba Casiraghi