

SHAREHOLDERS' MEETING OF ILLIMITY BANK S.P.A.:
APPROVAL OF THE SHARE CAPITAL INCREASE TO SERVICE THE JOINT VENTURE
WITH FABRICK AND THE SELLA GROUP IN HYPE,
LEADING OPEN BANKING PLATFORM

Milan, 22 December 2020 – The Shareholders' Meeting of illimity Bank S.p.A. ("illimity" or "Bank") has been held today with the participation means pursuant to the law⁽¹⁾.

Today's Shareholders' Meeting, in extraordinary session and following the relevant authorizations issued by the Supervisory Authorities, has approved with unanimous vote of the participating shareholders the share capital increase in execution to the agreement with the Sella group concerning the set-up of a Joint Venture in HYPE S.p.A. ("HYPE").

The Joint Venture, announced on 22 September 2020, represents the first industrial consolidation in the Italian Open banking market, new area of growth and development of digital financial services. Thanks to the agreement signed by illimity with Sella group for the joint control of HYPE, the Fintech – domestic leader in innovative financial services provided by non-banking operators – will benefit from a significant acceleration in terms of execution of its strategy.

HYPE, which already has 1.3 million customers, is aiming for over 3 million customers in 2025 thanks to the technological, commercial and managerial synergies generated by the integration into the company of the Open banking venture that illimity was in the process of launching in the same market segment.

The integration of the two platforms will generate significant value for all stakeholders with a net profit target for HYPE of 3.5 million euro in 2023 and 17 million euro in 2025 and a positive impact on illimity's net profit already in 2021, set to grow to around 10 million euro in 2023 and around 20 million euro in 2025.

Corrado Passera, CEO of illimity, commented: *"With the transaction approved by the Shareholders' Meeting, today we are ready to finalise the agreement with the Sella Group. From the beginning of 2021 we will jointly initiate the further development of HYPE to strengthen its leadership in Open banking. This is a world of rapid development where HYPE, thanks to the results it has already achieved, together with the contribution of illimity, aims to achieve very promising economic results."*

In details, the share capital increase approved by the Shareholders' Meeting following the relevant authorizations issued by the Supervisory Authorities envisages:

- an increase in share capital against payment, in inseparable form and without entitlement to the option right pursuant to article 2441, paragraph 4, first sentence, of the Italian Civil Code, in the total amount of EUR 44,670,596.42 (including share premium), through (i) the issue of 5,358,114 ordinary illimity shares, with no par value, to be settled in kind by way of the contribution of the holdings representing 37.66% of the share capital of HYPE and (ii) the

⁽¹⁾ The Shareholders' Meeting has been held with the participation means pursuant to the current law exclusively via the Bank Designated Representative pursuant to article 135-*undecies* of Legislative Decree no. 58/1998 (Unified Financial Act or "TUF") through remote participation means via audio-video connection for directors, statutory auditors and other individuals allowed to attend.

possible issue of a further 1,034,170 ordinary illimity shares, in relation to the contribution in kind, with no par value, by way of an earn-out on HYPE's achievement of performance targets relating to the year ending 31 December 2023 and a further 1,063,717 ordinary illimity shares, in relation to the contribution in kind, with no par value, by way of an earn-out on HYPE's achievement of performance targets relating to the year ending 31 December 2024. Today's Shareholders' Meeting granted powers to the Board of Directors pursuant to Article 2443 of the Italian Civil Code that may be exercised upon the occurrence of certain specific conditions; and

- an increase in share capital against payment, in inseparable form and excluding entitlement to the option right pursuant to Article 2441, paragraph 5, of the Italian Civil Code, in the total amount of EUR 16,544,676.46 (including share premium), through the issue of 1,984,488 ordinary illimity shares, with no par nominal value, to be paid in cash and reserved to Banca Sella Holding S.p.A..

The Shareholders' Meeting has approved the amendments to the bylaws pertaining thereto and resulting therefrom.

In ordinary session, the Shareholders' Meeting has approved substantially with unanimous vote of the participating shareholders the review to the Remuneration and incentive Policy of illimity for the year 2020, as illustrated in the "*Relazione sulla Politica di Remunerazione 2020 e sui compensi corrisposti 2019*", pursuant to Article 123-ter, par. 6, of the Unified Financial Act (TUF).

Details on the outcome of the vote for each item of the agenda is provided for in the summary report published today.

The documents with regard to the Shareholders' Meeting are available on the company website www.illimity.com, in the "*Investor Relations/Shareholders and BoD Meeting*" Section.

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illimity Bank S.p.A.

illimity is the high-tech banking group founded and headed by Corrado Passera that was created with the aim of responding to specific market needs by way of an innovative and specialist business model. More specifically, illimity extends financing to high-potential SMEs, purchases distressed corporate loans and services these through its platform, neprix, provides digital direct banking services through **illimitybank.com** and, with illimity SGR, over the next few months will set up and manage the first Alternative Investment Fund for corporate loans. The story of illimity began in January 2018 with the launch of the special purpose acquisition company SPAXS S.p.A., which ended with a record 600 million euro being raised on the market. SPAXS subsequently acquired Banca Interprovinciale S.p.A., with the resulting merger between the two, giving rise to “illimity Bank S.p.A.” which has been listed on the Italian Stock Exchange since 5 March 2019, (ticker “ILTY”), first on MTA exchange and since September 2020 on the Star Segment. The banking group, headquartered in Milan, can already count on over 600 employees and closed its first year of activity with assets of 3 billion euro.