

ILLIMITY BANK S.P.A.

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS OF ILLIMITY BANK S.P.A.
ON ITEM 2 ON THE AGENDA
OF THE ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF ILLIMITY BANK S.P.A. OF 28 APRIL 2022, IN SINGLE CALL**

Prepared pursuant to article 125-ter of Legislative Decree no. 58 of 24 February 1998 as amended and article 84-ter of Consob Regulation no. 11071/1999 as amended

Approved by the Board of Directors on 10 and 28 March 2022

This report may also be consulted on the Bank's website www.illimity.com

Shareholders,

You are called to attend the Annual General Meeting at 1:00 p.m. CET on 28 April 2022 in single call, to discuss and adopt resolutions on the following agenda:

1. [OMISSIS]
2. **Allocation of net profit for the year ended 31 December 2021. Resolutions pertaining thereto and resulting therefrom.**
3. [OMISSIS]
4. [OMISSIS]
5. [OMISSIS]
6. [OMISSIS]

This illustrative report has accordingly been prepared pursuant to article 125-ter of Legislative Decree no. 58 of 24 February 1998 as amended (the “TUF”) and article 84-ter of Consob Regulation no. 11071/1999 as amended (the “Issuers’ Regulation”) and provides a description of item 2 on the agenda of the Ordinary Shareholders’ Meeting, as well as the relative draft resolutions that you are called to adopt.

Shareholders

You are called to attend an Ordinary General Shareholders' Meeting held to approve, among other things, the allocation of the net profit arising from the financial statements of illimity Bank S.p.A. ("**illimity**" or the "**Bank**") for the year ended 31 December 2021 which closed with a net profit of EUR 69,123,030.49.

Reference should be made to the draft annual financial statements for 2021 approved by the Board of Directors on 10 March 2022 for the detailed contents, and in particular the matters included in the Report on Operations prepared by illimity's Board of Directors, in the Report of the Board of Statutory Auditors and in the Report of the Independent Auditors KPMG S.p.A., which will be made fully available to the public within the time periods and by the means established by law at the Company's registered office and on its website (www.illimity.com) under the section

<https://www.illimity.com/en/governance/shareholders-meetings-and-bod-meetings>.

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The Board of Directors accordingly submits the following proposed resolution to the Shareholders' Meeting.

PROPOSAL

*"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 2021, accompanied by the annexes and documentation required by law, and having assessed the consolidated financial statements of the Group at 31 December 2021;*
- *having examined the results of said draft annual financial statements, which closed with a net profit of EUR 69,123,030.49;*
- *given the Report on Operations at 31 December 2021 prepared by the Board of Directors;*
- *acknowledging the respective reports drawn up by the Board of Statutory Auditors and by the Independent Auditors KPMG S.p.A.,*

RESOLVES

- *to approve the proposal to allocate EUR 3,456,151.52, being 5% of net profit for the year, to the legal reserve;*
- *to approve the proposal to allocate EUR 65,666,878.97 to retained earnings."*

Milan, 10 / 28 March 2022

On behalf of the Board of Directors

The Chair