

**ANNUAL SHAREHOLDERS' MEETING OF ILLIMITY BANK S.p.A.:  
APPROVAL OF 2021 SEPARATE FINANCIAL STATEMENTS AND APPOINTMENT OF  
CORPORATE BODIES ACCORDING TO THE ONE-TIER GOVERNANCE SYSTEM**

- ***Approval of the Separate Financial Statements of illimity Bank S.p.A. as at 31 December 2021 and presentation of the Consolidated Financial Statements showing a net profit of 65.6 million euro, which leads to an ROE of circa 10%, assets of over 4.7 billion euro, excellent asset quality and one of the strongest capital base within the sector (CET1 ratio 18.8%)***
- ***Presentation of the 2021 Consolidated Non-Financial Statement (CNFS) and Report on Corporate Governance and Ownership Structure 2021***
- ***Approval of the “Report on the 2022 Remuneration Policy and Compensation Paid in 2021”***
- ***The General Meeting appointed the new Corporate Bodies in accordance with the one-tier governance system: Board of Directors, and Audit and Internal Control Committee.***

*The Board of Directors meeting held after today's Shareholders' meeting resolved to:*

- *Appoint Rosalba Casiraghi as Chair*
- *Appoint Corrado Passera as Chief Executive Officer, conferring the relevant powers*
- *Establish the internal Board Committees*

- ***Approval of the revised version of the Rules and Procedures for Shareholders' Meetings***

*Milan, 28 April 2022* – The shareholders of illimity Bank S.p.A. (“**illimity**” or the “**Bank**”) met in ordinary General Meeting today in the manner prescribed by law<sup>1</sup> and adopted resolutions on the following matters.

***Approval of the 2021 Separate Financial Statements***

The Shareholders' Meeting approved the Separate Financial Statements of illimity Bank S.p.A. as at 31 December 2021, which closed with a net profit of 69,123,030.49 euro, resolving to allocate 3,456,151.52 euro to the legal reserve, this being 5% of net profit and to carry forward 65,666,878.97 euro as retained earnings.

The Shareholders' Meeting also formally acknowledged illimity's Consolidated financial statements, which closed with a net profit of 65.6 million euro, equivalent to an ROE of approximately 10%, and assets of over 4.7 billion euro, as already announced to the market on the approval of the results

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<sup>1</sup> The meeting was held by the means of attendance set forth in current legislation exclusively through the Designated Representative pursuant to article 135-*undecies* of Legislative Decree no. 58/1998 (the “**TUF**”) and by way of remote audio-video link for the directors, statutory auditors and other persons permitted to attend.

by the Board of Directors.

### ***Consolidated Non-Financial Statement (CNFS) and Report on Corporate Governance and Ownership Structure***

The illimity Group's Sustainability Report - or *Consolidated Non-Financial Statement* pursuant to Legislative Decree no. 254/2016 (CNFS) - was also presented to the Shareholders' Meeting. Starting this year, illimity is subject to the disclosure requirements prescribed by article 8 of Regulation (EU) 2020/852, the "EU taxonomy for sustainable activities", these too included in the CNFS. The report confirms illimity's commitment to ESG issues, acts as an important moment of sharing for illimity with its internal and external stakeholders and marks an important step on the Bank's path to sustainable growth.

During the meeting, the *Report on Corporate Governance and Ownership Structure for the year 2021* was also presented, prepared pursuant to art. 123-bis of Legislative Decree no. 58/1998 ("TUF") and the "Supervisory Provisions" issued by the Bank of Italy.

### ***Remuneration policy and annual incentive scheme for 2022, compensation paid in 2021***

In addition, the Shareholders' Meeting approved Section I of the Report on the 2022 Remuneration Policy and Compensation Paid in 2021, which sets out the reasoning behind the remuneration and incentives to be granted in 2022 to members of the corporate bodies having strategic supervisory, management and control functions and to other members of staff, including the key executives of illimity Bank S.p.A. and its direct and/or indirect subsidiaries, prepared pursuant to article 123-terof TUF, article 84-*quater* of Consob Regulation no. 11971/1999 (the "Issuers' Regulation") and the requirements of Bank of Italy Circular no. 285/2013 on remuneration.

The Shareholders' Meeting also resolved in favour of Section II of the above-mentioned report, on compensation paid in 2021.

### ***Appointment of the new Corporate Bodies in accordance with the one-tier governance system***

Following the approval of the transition to the so-called "one-tier" administration and control system already approved by the Shareholders' Meeting on 21 February 2021, today's Shareholders' Meeting resolved the appointment of the **Board of Directors** consisting of 13 (thirteen) members, including the members of the **Audit and Internal Control Committee**) that will remain in office for the next three years, and accordingly until the Shareholders' Meeting called to approve the financial statements as at 31 December 2024.

Lastly, today's Shareholders' Meeting approved the update of the Rules and Procedures for Shareholders' Meetings, following the implementation of the one-tier governance system, according to the current By-laws.

The following Directors, whose names were taken from the first section of list no. 1, submitted by the outgoing Board of Directors and receiving the vote of approximately 74.3% of the shares represented at the Shareholders' Meeting, were appointed as members of the **Board of Directors** but not also as components of the Audit and Internal Control Committee:

1. Rosalba Casiraghi (*Chair*)
2. Corrado Passera (*Chief Executive Officer*)
3. Elena Cialliè
4. Marcello Valenti
5. Paola Elisabetta Galbiati
6. Massimo Brambilla
7. Francesca Lanza
8. Filippo Annunziata

together with the following Directors, whose names were taken from list no. 2, submitted by a group of asset management companies and institutional fund managers holding 8.37917% of illimity's share capital and receiving the vote of approximately 25.3% of the shares represented at the Shareholders' Meeting:

9. Giovanni Majnoni d'Intignano
10. Patrizia Canziani

The following Directors, whose names were taken from the second section of list no. 1, submitted by the outgoing Board of Directors and receiving the vote of approximately 74.7% of the shares represented at the Shareholders' Meeting, were appointed as members of the Board of Directors and also **components of the Audit and Internal Control Committee**:

1. Stefano Caringi
2. Nadia Fontana

together with the following person, whose name was taken from list no. 2, submitted by a group of asset management companies and institutional fund managers holding 8.37917% of illimity's share capital and receiving the vote of approximately 25.3% of the shares represented at the Shareholders' Meeting:

3. Marco Bozzola (*Chair of the Audit and Internal Control Committee*).

The Board of Directors meeting held after today's Shareholders' Meeting resolved the appointment of **Rosalba Casiraghi as Chair and Corrado Passera as Chief Executive Officer** – who, in accordance with the Bylaws and the decision of today's Shareholders' Meeting, is designated as the Bank's legal representative. The Board also granted Corrado Passera, in his capacity as Chief Executive Officer, all the powers and proxies necessary for the performance of his duties.

Lastly, the Board of Directors, whose members will be paid the compensation envisaged for the offices as resolved by today's Shareholders' Meeting, approved the establishment and composition of the following Board Committees:

- **Risks Committee:** Elena Cialliè (Chair), Filippo Annunziata, Patrizia Canziani and Stefano Caringi.
- **Remuneration Committee:** Paola Elisabetta Galbiati (Chair), Francesca Lanza and Marcello Valenti.
- **Appointments Committee:** Marcello Valenti (Chair), Rosalba Casiraghi and Giovanni Majnoni d'Intignano.

- **Related Party Transactions Committee:** Giovanni Majnoni d'Intignano (Chair), Nadia Fontana e Paola Elisabetta Galbiati.
- **Sustainability Committee:** Rosalba Casiraghi (Chair), Massimo Brambilla, Patrizia Canziani and Elena Ciallié

The curricula vitae of the members of the Board of Directors, as well as information on the Board of Directors and the Board Committees, can be consulted on the Bank's website [www.illimity.com](http://www.illimity.com).

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Reference should be made to the summary report published today for details of how votes were cast on the items on the agenda at the meeting.

The documentation relating to the Shareholders' Meeting is available for consultation on the website [www.illimity.com](http://www.illimity.com) under the section "Governance/Shareholders and BoD Meetings".

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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, and provides digital direct banking services through *illimitybank.com*. illimity SGR, which sets up and manages alternative investment funds, the first of which dedicated to UTP loans, is also a member of the Group. The story of the illimity Group 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 the MTA exchange and since September 2020 on the Star Segment. The banking group, headquartered in Milan, can already count on over 700 employees and ended 2021 with assets of around 4.7 billion euro.