



illimity Bank S.p.A. – Registered Office Via Soperga 9, Milan
Share Capital Euro 44,873,671.34, of which Euro 43,377,000.00 subscribed and paid-up
Milan-Monza-Brianza-Lodi Business Register no. 03192350365
Website: www.illimity.com

CONVENING OF THE ANNUAL GENERAL MEETING

The Shareholders are hereby convened to the Annual General Meeting to be held on **12 April 2019 at 10:00 a.m. CET** at the Company's office in Milan, Via Soperga no. 9, **in single call**, to vote on the following

AGENDA

1. Approval of Banca Interprovinciale S.p.A.'s (currently illimity Bank S.p.A.) Separate Financial Statements as at 31 December 2018 and approval of SPAXS S.p.A.'s Separate Financial Statements at 31 December 2018, after examining the Directors' report on operations, the report of the Board of Statutory Auditors, and the report of the Independent Auditors. Presentation of the consolidated financial statements of SPAXS S.p.A. as at 31 December 2018 and the report of the Independent Auditors. Resolutions pertaining thereto and arising therefrom.
2. Remuneration Report also as per Article 123-*ter* of Italian Legislative Decree 58/1998. Resolutions pertaining thereto and arising therefrom.

About the share capital

The share capital amounts to Euro 44,873,671.34 (of which Euro 43,377,000.00 subscribed and paid-up) and consists of 59,422,861 ordinary shares and 1,440,000 special shares, both without par value. At the date of this notice, the Company held 10,554 treasury shares—amounting to 0.018% as a proportion of the share capital with voting rights—whose voting rights are suspended pursuant to Article 2357-*ter* of the Italian Civil Code; more details on the amount of share capital as well as its breakdown are available at the website www.illimity.com (“Investor Relations” Section).

Attending the general meeting

Each ordinary share carries one voting right at the Company's Annual and Extraordinary General Meetings.

In accordance with Article 83-*sexies* of Italian Legislative Decree no. 58/1998 as amended (the “**Consolidated Law on Finance**” or “**TUF**” *Testo Unico della Finanza* in Italian), 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 authorised to maintain 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. 3 April 2019 (*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 9 April 2019). Shareholders will still be eligible to attend and vote if the notices are delivered to the Company after said deadline but before the beginning of the Meeting.

Each person eligible to attend the Meeting may appoint as a proxy for the intervention and for voting a designated representative in writing, in accordance with applicable laws; the relevant proxy form is available at the Company's website www.illimity.com ("*Investor Relations / 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 be also 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 to Computershare S.p.A. shall be appointed by signing the specific form available at the Company's office as well as at its website (www.illimity.com, "*Investor Relations / Shareholders and BoD Meetings*" Section), which includes the relevant instructions for filling out and submitting such form.

The original copy of 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 10 April 2019) at the following address: Computershare S.p.A., Via Lorenzo Mascheroni no. 19, 20145, Milan, either by hand or via registered mail with return receipt or courier. It being understood that the original copy of the proxy form must be submitted along with the voting instructions, it may also be sent in electronic form to the certified e-mail address ufficiomilano@pecserviziotitoli.it. Submitting the proxy form, digitally signed as per applicable laws, to the above certified e-mail address shall satisfy the requirement of the written 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 10 April 2019) as described above.

The shares for which a proxy 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. Any prior notification to the Company of the proxy does not exempt the shareholder, when registering access to the General Meeting, from the obligation to certify the compliance of the notified copy to the original and the identity of the delegating party.

It is not possible to vote by mail or using electronic means.

Right to request to add items to the agenda and propose new resolutions

In accordance with Article 126-*bis* of the TUF, Shareholders representing at least 1/40th of the share capital, including jointly, may request, within 10 days of the publication of this notice (i.e. by Monday 22 March 2019), 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 intermediary as per Article 43 of the Regulation on *post-trading* issued by Consob and the Bank of Italy dated 13 August 2019 (“*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 present 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 notified 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 28 March 2019). 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 at the proposal of Directors, or based on a project or report prepared 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* 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 9 April 2019, by submitting their questions via either 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 authorised 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 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.

Documents

The Company shall make the Meeting documents, required by applicable laws, publicly available at its office in Milan, via Soperga no. 9, at its website www.illimity.com ("*Investor Relations / Shareholders and BoD Meetings*" Section), and at the authorised storage mechanism "SDIR 1INFO", available at www.1info.it:

- at least 21 days prior to the date of the Meeting in single call, i.e. by 22 March 2019, the Annual Financial Statements of Banca Interprovinciale S.p.A. (currently illimity Bank S.p.A.) and SPAXS S.p.A., as per Article 154-*ter* of the TUF, and the Remuneration Report as per Articles 123-*ter* of the TUF and 84-*quater* of the Issuers' Regulation.

Pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers' Regulation, as well as Article 10 of the Articles of Association, this notice of call is published on the Company's website www.illimity.com ("*Investor Relations / Shareholders and BoD Meetings*" Section), on the authorised storage mechanism "1INFO Storage", available at www.1info.it, and, in the form of an extract, on the newspaper "Il Sole 24 Ore".

Milan, 12 March 2019

on behalf of the Board of Directors

The Chairman

Rosalba Casiraghi