

## Illimity Bank S.p.A. –Shareholders’ Meeting Ordinary and Extraordinary April 22, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16<sup>th</sup>, 2020 and published on Italian Gazzetta Ufficiale on March the 17<sup>th</sup>, 2020 and as stated in the notice of call of illimity Bank S.p.A. Shareholders’ Meeting on April 22,2020, published on March 20, 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 02 46776821 from 9:00 a.m. to 6 p.00 pm from Monday to Friday or by e-mail to [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

### PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

#### \* mandatory information

The undersigned \*..... Place of birth \*..... Date of birth\*.....

Tax code \*.....

Resident in (town/city)\*..... at (street / address)\*.....

telephone no \*....., e-mail .....

(2) entitled to exercise the voting right as: · registered share holder - · legal rapresentative – · attorney/proxy holder with authority to sub-delegate · pledgee –

- Taker in - - beneficiary interest holder - - official receiver – - manager – - other (specify) .....

for no\*..... of ordinary shares **illimity Bank** (ISIN IT0005359192)

(3) registered in the name of .....Place of birth \*.....Date of birth \*.....

C. F./ Partita IVA (o altro codice equivalente) .....

Resident in (town/city)\*..... at (street / address)\*.....

(4)Registered in the securities account no.....At..... Bank code (ABI)..... Branch code (CAB).....

(5)as resulting from communication no. .... Made by (Bank).....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **illimity Bank S.p.A.**

Ordinary and Extraordinary called for **April 22, 2020**, with reference to the above mentioned shares, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- under his/her own liability, as proxy holder the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

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### VOTING INSTRUCTION

<b>RESOLUTIONS TO BE VOTED (7)</b>	<b>VOTING INSTRUCTION</b>
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#### ORDINARY SESSION

<p><b>1. Illimity Bank S.p.A.’s Separate Financial Statements as at 31 December 2019, after examining the Directors’ report on management, the Board of Statutory Auditors’ report, and the Independent Auditors’ Report. Presentation of the consolidated financial statements of Illimity Bank S.p.A. as at 31 December 2019 and of the Independent Auditors’ Report. Resolutions pertaining thereto and arising therefrom.</b></p>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A
<p><b>2. Integration of the Board of Directors via appointment of one Director. Resolutions pertaining thereto and arising therefrom.</b></p>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A
<p><b>3. Report on remuneration policy, also pursuant to article 123-ter of Italian Legislative Decree no. 58/1998. Resolutions pertaining thereto and arising therefrom.</b></p>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A
<p><b>4. Report on remuneration paid, pursuant to article 123-ter of Italian Legislative Decree no. 58/1998.</b></p>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A

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<b>5. Extension to other personnel of the Group illimity Bank S.p.A. of the increase of the limit of the ratio of variable over fixed remuneration up to a maximum of 2:1. Resolutions pertaining thereto and arising therefrom.</b>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A
<b>6. Remuneration scheme pursuant to article 114-bis of Legislative Decree no. 58/1998 and of Circular no. 285 of the Bank of Italy of 13 December 2013, regarding, in part, ordinary shares of illimity Bank S.p.A., in favor of the Chief Executive Office and the Top Management of the Company. Resolutions pertaining thereto and arising therefrom.</b>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A
<b>7. Authorization to purchase and dispose of treasury shares pursuant to the joint provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58/1998 and related implementing provisions, to be used for the Remuneration scheme in favor of the Chief Executive Office and of the Top Management of the Company. Resolutions pertaining thereto and arising therefrom.</b>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A
<b>8. Annual incentive plan for the fiscal year 2020 management by objectives, called “MBO Plan” (for fiscal year 2020), pursuant to article 114-bis of Legislative Decree no. 58/1998, regarding, in part, ordinary shares of illimity Bank S.p.A. Resolutions pertaining thereto and arising therefrom.</b>	
<i><b>Section A</b></i> – vote for resolution proposed by the Board of Directors	F      C      A
<i><b>Sections A2</b></i> – vote for proposal published pursuant to article 126-bis of TUF <b>(8)</b>	F      C      A

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### EXTRAORDINARY SESSION

<b>1. Indivisible Share capital increase, with the exclusion of the shareholders’ option rights pursuant to article 2441, par. 4, first period of the Italian Civil Code, against payment, for a total amount of euro 7.719.415,13 (inclusive of the share premium), via issuance of no. 771.656 ordinary shares of illimity with no par value, to be settled through contribution in kind of the shares representing the whole share capital of Core S.r.l., a company owning the 30% of illimity’s subsidiary IT Auction S.r.l.. By-Laws amendments. Resolutions pertaining thereto and arising therefrom.</b>	
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**Section A** – vote for resolution proposed by the Board of Directors

F	C	A
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### Derivative action against Directors

Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements ( <i>If no voting instruction are indicated, the Appointed Representative will vote <b>C</b> – against</i> )	
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F	C	A
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DATE

SIGNATURE

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### ***Instructions for filling in and submitting the form***

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1. *The **Proxy form** must be notified to the Company (together with a valid ID document and the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him**, using one of the following alternative methods:*
  - *as an attachment in PDF format to an e-mail sent to [ufficiomilano@pecserviziitolitoli.it](mailto:ufficiomilano@pecserviziitolitoli.it) provided that the attachment is signed by an advanced, qualified or digital signature, pursuant the Italian "digital code law" or, failing that, through a secure (certified) e-mail box of the delegating party, even if he is a legal person;*
  - *by e-mail to [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it)*

*If the delegating party do not have a its own secure (certified) e-mail, the original version of the proxy, of the instructions and a copy of the related documentation must be sent to Computershare S.p.A.'s registered office at via Lorenzo Mascheroni 19, 20145 Milan, as soon as the COVID-19 (CoronaVirus) health emergency containment measures issued by the competent authorities will no longer be effective.*
2. *Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.*
3. *To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.*
4. *Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.*
5. *Reference to the communication made by the intermediary and its name.*
6. *Provide details of a valid form of identification of the proxy signatory.*
7. *The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.illimity.com](http://www.illimity.com) Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.*

*The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).*
8. *There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.*
9. *In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Appointed Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore the voting instructions are collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Appointed Representative will not be able to cast any vote.*
10. *Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.*

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**INFORMATION ON PERSONAL DATA PROCESSING**

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

**1. PURPOSE AND LEGAL BASIS OF THE PROCESSING**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**2. THIRD PARTIES**

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

**3. DATA PROCESSING**

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

**4. RIGHTS OF THE DELEGATING PARTY**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it).

For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.