

ANNUAL SHAREHOLDERS' MEETING OF ILLIMITY BANK S.P.A

2024 SEPARATE FINANCIAL STATEMENTS UNANIMOUSLY APPROVED

CORPORATE BODIES FOR THE THREE-YEAR PERIOD 2025-2027 APPOINTED: CURRENT COMPOSITION OF THE BOARD OF DIRECTORS AND THE AUDIT AND INTERNAL CONTROL COMMITTEE CONFIRMED

STATUTORY AUDIT OF THE ACCOUNTS AND CONSOLIDATED SUSTAINABILITY REPORTING APPOINTED

REPORT ON THE 2025 REMUNERATION POLICY AND COMPENSATION PAID IN 2024 AS WELL AS THE ANNUAL INCENTIVE PLAN CALLED "MBO PLAN" APPROVED

Milan, 29 April 2025 – The General Meeting of the Shareholders of illimity Bank S.p.A. ("illimity" or the "**Bank**") was held today at the company's offices in Via Soperga 9, Milan, which has adopted the following resolutions with substantial unanimous approval.

Approval of the 2024 Separate Financial Statements and allocation of net result as at 31 December 2024

The Shareholders' Meeting unanimously approved the Separate Financial Statements of illimity at 31 December 2024, which closed with a negative result of Euro 103,956,980.38 thus resolving to carry forward the net loss.

The Consolidated Financial Statements of the illimity Group as at 31 December 2024 which closed with a negative result of Euro 38.4 million were also presented at the Shareholders' Meeting. It should be noted that the consolidated financial statements include the Consolidated Sustainability Report prepared pursuant to Directive (EU) 2022/2464 of 14 December 2022 ("Corporate Sustainability Reporting Directive") implemented by Legislative Decree no. 125/2024 of 6 September 2024.

Appointment of the Corporate Bodies

Since the item two on the agenda was not approved (regarding the mere postponement of the renewal of the Corporate Bodies), the Shareholders' Meeting proceeded to vote on item three concerning the appointment of corporate bodies, and resolved in favour with substantial unanimity:

- to set the total number of members of the **Board of Directors**, including the members of the Audit and Internal Control Committee, at 13 for the three-year period 2025-2027 (therefore until the Shareholders' Meeting to approve the financial statements for the year ended 31 December 2027);

- to appoint the following Directors as members:

1. Rosalba Casiraghi (*indicated as Chair*)
2. Corrado Passera (*indicated as CEO*)
3. Elena Ciallié
4. Marcello Valenti
5. Paola Elisabetta Galbiati
6. Massimo Brambilla
7. Francesca Lanza
8. Filippo Annunziata
9. Ivana Bonnet Zivcevic
10. Giovanni Majnoni d'Intignano
11. Marco Bozzola (*Chair of the Audit and Internal Control Committee*)
12. Nadia Fontana (*member of the Audit and Internal Control Committee*)
13. Stefano Caringi (*member of the Audit and Internal Control Committee*)

taken from the single list of candidates submitted by Tetis S.p.A. (a vehicle controlled by Corrado Passera) and a number of other Shareholders representing a total of approximately 27.2% of the Bank's share capital;

The appointments of the **Chair in the person of Rosalba Casiraghi** and the **Chief Executive Officer in the person of Corrado Passera** were approved by the Board of Directors which met immediately after today's Shareholders' Meeting.

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 composition of the following Board Committees, in continuity with the previous governance structure:

- **Risks Committee:** Elena Ciallié (Chair), Filippo Annunziata, Stefano Caringi.
- **Remuneration Committee:** Paola Elisabetta Galbiati (Chair), Francesca Lanza e Marcello Valenti.
- **Appointments Committee:** Marcello Valenti (Chair), Rosalba Casiraghi e 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, Ivana Bonnet Zivcevic ed 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.

The Board of Directors resolved to confirm **Sergio Fagioli** (Head of Administration, Accounting &

Control) in the role of Manager responsible for preparing the company's financial reports and to confirm **Giovanni Lombardi** (Deputy CEO Operations and General Counsel) also in the role of Secretary of the Board.

Appointment of the auditor:

The Shareholders' Meeting approved the appointment of Deloitte & Touche S.p.A. as independent auditors for the statutory audit for the period 2027-2035 and for the limited assurance review of the consolidated sustainability reports for the period 2027-2029, determining the related consideration, as well as the criteria for any adjustment of the same during the term of office, in line with the proposal made by the Audit and Internal Control Committee.

Remuneration policy and annual incentive scheme for 2025, compensation paid in 2024

In addition, the Shareholders' Meeting approved Section I of the *Report on the 2025 Remuneration Policy and Compensation Paid in 2024*, which sets out the reasoning behind the remuneration and incentives to be granted in 2025 to members of the corporate bodies having strategic supervisory, management and control functions and to the other members of staff, including the material risk takers, of the Bank's subsidiaries, prepared pursuant to article 123-ter of the TUF, article 84-quarter 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, relating to compensation paid in 2024, as well as on the annual incentive system for fiscal year 2025, called "MBO Plan", which provides, in part, the allocation of illimity Bank ordinary shares.

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

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

For further information:

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illimity is a banking group led by Corrado Passera specialised in offering credit to SMEs in the performing, restructuring and relaunch areas, and in investment banking services. illimity also covers the value chain in credit management, from loan activities to asset management and structuring through ARECneprix. illimity SGR, which establishes and manages Alternative Investment Funds to support institutions and companies, both in the UTP and in the Private Capital areas, is also part 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 EUR 600 million 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.