illimity Bank S.p.A. - Registered Office Via Soperga no. 9, Milano
Share Capital Euro 54,189,951.66 of which Euro 52,619,881.24 subscribed and paid up
Milano-Monza-Brianza-Lodi Business Register - REA MI no. 2534291
Tax Code no. 03192350365 – Representative of the VAT Group "illimity" N. 12020720962
ABI Code 03395 - Enrolled in the Register of Banks no. 5710
Parent Company of the Group illimity Bank S.p.A. enrolled in the Banking Groups Register no. 245
Web site: www.illimity.com

CONVENING OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby informed that, also pursuant to article 106, paragraph 4, of Law Decree no. 18/2020 of 17 March 2020, converted with amendments into Law no. 27/2020, as subsequently amended (the "**Law Decree no. 18/2020**"), the extraordinary Shareholders' Meeting is hereby convened to be held on **21 February 2022 at 10:00 a.m. (CET)**, **in single call**, to resolve on the following

AGENDA

1. Amendments to the Bylaws. Resolutions pertaining thereto and resulting therefrom.

About the share capital

The share capital amounts to Euro 54,189,951.66 (of which Euro 52,619,881.24 subscribed and paid-up) and consists of 79,300,100 ordinary shares and 1,440,000 special shares, both with no par value. At the date of this notice, the Company holds 98,505 treasury shares, equal to around 0.12% of the share capital with voting rights, whose voting rights are suspended pursuant to article 2357-*ter* of the Italian Civil Code. Information 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 and voting via proxy

Pursuant to Law Decree no. 18/2020, **attendance to the General Meeting will be allowed exclusively via the Company's Designated Representative**, according to the terms below and using telecommunication means allowing remote participation of Directors and Statutory Auditors which may attend the meeting by means of audio-video connection at the contact information that may be provided upon request of the interested persons. In light of the terms set forth for the Meeting attendance, such Meeting shall be conventionally considered held at the Company's office in Milan, Via Soperga no. 9.

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

Pursuant to article 83-*sexies* of Italian Legislative Decree no. 58/1998 as amended (*Testo Unico della Finanza*, "**TUF**"), 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 authorized to keep 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. **6 December 2021** (*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 16 February 2022**). Shareholders will still be eligible to attend and vote, in the manner described above, if the notices are delivered to the Company and to the Company's Designated Representative after said deadline but before the beginning of the Meeting.

Pursuant to article 106, paragraph 4, of Law Decree no. 18/2020, **attendance to the General Meeting of shareholders having the right to vote will be allowed exclusively via the Company's Designated Representative** pursuant to article 135-*undecies* of TUF, to whom a proxy or a sub delegation shall be conferred according to the following terms and conditions. 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 delegator (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.

The proxy to Computershare S.p.A. shall be conferred by signing the specific form available at the Company's website (www.illimity.com, "*Governance / Shareholders and BoD Meetings*" Section), which includes the relevant instructions for filling out and submitting such form.

The proxy or sub-delegation 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 17 February 2022**), according to the modalities set out in the 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 17 February 2022**) according to the modalities set out in the form.

It remains understood that the aforementioned Company's Designated Representative may also be appointed as proxy or subdelegate pursuant to article 135-*novies* of TUF by derogation to article 135-*undecies,* paragraph 4, of the same decree according to the modalities and timing set out in the proxy / sub delegation form drafted in accordance with the article 135-*novies* of TUF available on the Company's website (www.illimity.com, "*Governance / Shareholders and BoD Meetings*" Section).

The shares for which a proxy or subdelegate 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.

A designated representative may be also appointed with a digital document signed electronically as per article 20, paragraph 1-*bis* of Italian Legislative Decree no. 82/2005.

Vote by mail or via electronic means

No procedure for voting by mail or using electronic means has been established.

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

In accordance with article 126-*bis* of 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 **31 January 2022**), 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 2018 ("*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 disclosed 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 6 February 2022**). 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 on a proposal of the Directors, or based on a project or report drafted by the Directors, other than the one as per article 125-*ter*, paragraph 1 of the TUF.

Right to request individual resolutions

Since the attendance to the Shareholders' Meeting and the exercise of the right to vote are allowed exclusively via the Company's Designated Representative, for the purposes of this Shareholders' Meeting, in order to make it possible for Shareholders to exercise the right referred to in article 126-*bis*, paragraph 1, penultimate period, of TUF – although with modalities and terms compatible with the Covid-19 health emergency and with the indefectible need that individual resolutions be known by the Shareholders and to exercise the right to vote in time to provide voting instructions to the Designated Representative – it is expected that Shareholders may individually submit proposals for deliberations to the Company on the topics on the agenda **by 5 February 2022** so that the Company can proceed with their subsequent publication. Eligibility to exercise said right is established by means of a notice submitted to the Company by the intermediary keeping the account where ordinary shares are deposited as per applicable regulations. The resolution proposals, as well as the aforementioned documentation about the entitlement, shall be submitted in writing either via registered mail with return receipt to the Company's office in Milan, via Soperga no. 9, 20124 or via email to the certified-email address illimity@pec.illimity.com. Any proposed resolution received by the deadline and according to the modalities above shall be published on the Company's website **by 6 February 2022**, so that eligible Shareholders can see them for the purpose of conferring proxies and/or sub delegations, providing voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of proposals with respect to the topics on the agenda, their completeness and their compliance with the applicable provisions, as well as the Shareholders' eligibility.

Right to propose questions about items on the agenda

Pursuant to article 127-*ter,* paragraph 1-*bis*, 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 **23:59 (CET) of 10 February 2022**, by submitting their questions either via 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 authorized 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 by the above deadline prior to the Meeting shall be answered in writing by 18 February 2022, 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, including related resolution proposals, publicly available at its office in Milan, via Soperga no. 9 – according to the terms and in compliance with the provisions set forth by the Law Decree no. 18/2020 – at its website www.illimity.com ("*Governance / Shareholders and BoD Meetings*" Section), and at the authorized storage mechanism "SDIR 1INFO", available at www.1info.it, according to the terms set forth by applicable laws.

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 and article 106 of Law Decree no. 18/2020, this notice of call is published on the Company's website www.illimity.com ("*Governance / Shareholders and BoD Meetings*" Section), on the authorized storage mechanism "1INFO Storage", available at www.1info.it, and, in the form of an extract, on the newspaper "Il Sole 24 Ore".

Milan, 21 January 2022

on behalf of the Board of Directors

The Chair

Rosalba Casiraghi