

# BANCA IFIS

## ordinary and extraordinary meeting

### 17 aprile 2025

*Summary account of the votes on the items of agenda pursuant to article 125-quarter, paragraph 2, of Legislative Decree No.*

#### Item 1.1 - Ordinary part.

*Financial statements as at 31 December 2024: approval of the financial statements as at 31 December 2024, and presentation of the consolidated financial statements as at 31 December 2024;*

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no instructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.503.000	99,532%	69,694%
Against	109.590	0,291%	0,204%
Abstain	66.710	0,177%	0,124%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

#### Item 1.2 - Ordinary part.

*Financial statements as at 31 December 2024: allocation of the operating result; related and consequent resolutions.*

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no instructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.662.200	99,955%	69,990%
Against	0	0,000%	0,000%
Abstain	17.100	0,045%	0,032%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

#### Item 2.1 - Ordinary part.

*Resolutions concerning the Board of Directors: determination of the number of members of the Board of Directors;*

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no instructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.649.340	99,920%	69,966%
Against	0	0,000%	0,000%
Abstain	29.960	0,080%	0,056%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 2.2 - Ordinary part.**

Resolutions concerning the Board of Directors: determination of the term of office of the members of the Board of Directors;

	Shares	% shares total present	% of the share capital
Meeting consitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no istructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no istructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.586.471	99,754%	69,849%
Against	72.754	0,193%	0,135%
Abstain	20.075	0,053%	0,037%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 2.3 - Ordinary part.**

Resolutions concerning the Board of Directors: appointment of the members of the Board of Directors;

	Shares	% shares total present	% of the share capital
Meeting consitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no istructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no istructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
List 1	29.751.558	78,960%	55,289%
List 2	7.924.767	21,032%	14,727%
Against	0	0,000%	0,000%
Abstain	2.975	0,008%	0,006%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 2.4 - Ordinary part.**

Resolutions concerning the Board of Directors: determination of the remuneration of the members of the Board of Directors;

	Shares	% shares total present	% of the share capital
Meeting consitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no istructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no istructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.659.225	99,947%	69,984%
Against	2.264	0,006%	0,004%
Abstain	17.811	0,047%	0,033%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 3.1 - Ordinary part.**

Resolutions concerning the Board of Statutory Auditors: appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2025/2026/2027;

	Shares	% shares total present	% of the share capital
Meeting consitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no istructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no istructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
List 1	29.751.558	78,960%	55,289%
List 2	7.923.675	21,029%	14,725%
Against	0	0,000%	0,000%
Abstain	2.975	0,008%	0,006%
Total	37.678.208	99,997%	70,019%
Not voter	1.092	0,003%	0,002%
Total	37.679.300	100,000%	70,021%

**Item 3.2 - Ordinary part.**

Resolutions concerning the Board of Statutory Auditors: determination of the remuneration of the members of the Board of Statutory Auditors.

	Shares	% shares total present	% of the share capital
Meeting consitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no istructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no istructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.661.489	99,953%	69,988%
Against	0	0,000%	0,000%
Abstain	17.811	0,047%	0,033%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 4.1 - Ordinary part.**

Remuneration: Report on remuneration policy and remuneration paid pursuant to Art. 123-ter of Italian Legislative Decree No. 58/1998: approval of Section I - 2025 Banca Ifis Group Remuneration and Incentive Policy;

	Shares	% shares total present	% of the share capital
Meeting consitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no istructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no istructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	30.150.076	80,018%	56,029%
Against	7.512.124	19,937%	13,960%
Abstain	17.100	0,045%	0,032%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 4.2 - Ordinary part.**

Remuneration: Report on remuneration policy and remuneration paid pursuant to Art. 123-ter of Italian Legislative Decree No. 58/1998; non-binding resolution on Section II - Information on fees paid in FY 2024; related and consequent resolutions.

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no instructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	30.227.940	80,224%	56,174%
Against	7.434.260	19,730%	13,815%
Abstain	17.100	0,045%	0,032%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 5 - Ordinary part.**

Integration of fees in favour of the external auditing firm. Related and consequent resolutions.

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no instructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	37.640.980	99,898%	69,950%
Against	21.220	0,056%	0,039%
Abstain	17.100	0,045%	0,032%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 6 - Ordinary part.**

Amendments to the Rules of Procedure of the Shareholders' Meeting of Banca Ifis. Related and consequent resolutions.

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.300	100,000%	70,021%
Shares for which RD has no instructions:	0	0,000%	0,000%

  

	Shares	% of participant capital	% of the share capital
In Favour	30.302.989	80,423%	56,314%
Against	7.359.211	19,531%	13,676%
Abstain	17.100	0,045%	0,032%
Total	37.679.300	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.300	100,000%	70,021%

**Item 1 - Extraordinary part.**

Proposta di attribuzione al Consiglio di Amministrazione, ai sensi dell'art. 2443 del codice civile, della facoltà, da esercitarsi entro il 30 giugno 2026, di aumentare il capitale sociale, in via scindibile e anche in più tranches, con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 4, primo periodo, del codice civile, con emissione di un numero massimo di n. 8.406.781 azioni ordinarie, con godimento regolare e aventi le medesime caratteristiche di quelle in circolazione alla data di emissione, il cui prezzo di emissione sarà determinato dal Consiglio di Amministrazione in conformità alle previsioni di legge, da liberarsi mediante conferimento in natura in quanto a servizio di un'offerta pubblica di acquisto e scambio volontaria avente a oggetto la totalità delle azioni ordinarie di Illimity Bank S.p.A.; conseguente modifica dell'art. 5 dello Statuto sociale. Deliberazioni inerenti e conseguenti.

	Shares	% shares total present	% of the share capital
Meeting constitutive quorum	37.679.300	100%	70,021%
Shares for which RD has no instructions for current PoA (quorum for results):	37.679.000	99,999%	70,021%
Shares for which RD has no instructions:	300	0,001%	0,001%

	Shares	% of participant capital	% of the share capital
In Favour	37.659.636	99,949%	69,985%
Against	0	0,000%	0,000%
Abstain	19.364	0,051%	0,036%
Total	37.679.000	100,000%	70,021%
Not voter	0	0,000%	0,000%
Total	37.679.000	100,000%	70,021%