



Banco di Desio e della Brianza SpA

ANNUAL REPORT ON THE 2023 REMUNERATION POLICY AND ON REMUNERATION PAID IN 2022 (B.o.D. 23 March 2023)

BANCO DI DESIO E DELLA BRIANZA S.p.A.
Registered office in Via Rovagnati, 1 – 20832 Desio (Monza and Brianza)
Tax Code No. 01181770155
Enrolled in the Monza and Brianza Business Register
Share capital Euro 70,692,590.28 fully paid-up
Member of the Interbank Deposit Protection Fund
and the National Guarantee Fund
Registered in the Register of Banks at ABI Code No. 3440/5
Parent Company of the Banco di Desio e della Brianza Banking Group
Entered in the Banking Group Register under No. 3440/5

Introduzione: riferimenti normativi, cambiamenti introdotti nella politica 2023 e struttura del documento...	5
1. Riferimenti normativi	5
2. Durata della politica, voto assembleare	7
3. Struttura del documento	10
SEZIONE I	12
1. La Politica di remunerazione di Banco Desio, il perseguimento degli interessi di lungo termine in un’ottica di sostenibilità del business e la politica di gestione dei dipendenti	12
2. Modello di Governance	17
2.1 Società Capogruppo	17
2.2 Società Controllata	25
3. Processo di identificazione del “Personale Più Rilevante”	26
4. La politica di remunerazione e incentivazione 2023	28
4.1 I Principi Generali delle Politiche di Remunerazione	28
4.2 Le Politiche di Remunerazione per il personale più rilevante	29
4.2.1 Membri del Consiglio di Amministrazione della Capogruppo	29
4.2.2 Membri del Collegio Sindacale della Capogruppo e delle controllate	31
4.2.3 Membri del Consiglio di Amministrazione delle Controllate	31
4.2.4 Struttura della remunerazione di Amministratori con incarichi esecutivi ove destinatari di sistema incentivante, dell’Amministratore Delegato/Direttore Generale, dei Dirigenti con responsabilità strategica e dell’altro personale più rilevante delle società del Gruppo	32
4.2.5 La retribuzione variabile dell’Amministratore Delegato	34
4.2.6 La retribuzione variabile dei Dirigenti con Responsabilità Strategiche e del restante Personale Più Rilevante	43
4.3 Le Politiche di Remunerazione per il restante personale	52
4.3.1 Struttura della remunerazione del restante personale	52
4.3.2 La Componente Variabile del Pacchetto Retributivo	54
4.4 Malus e Claw back	61
5. Indennità in caso di dimissioni o cessazione del rapporto e benefici pensionistici individuali	62
SEZIONE II	67
1. Introduzione	67
2. Principali eventi nell’anno 2022	68
3. Processo di Governance 2022	69
4. Attuazione della politica di remunerazione e incentivazione 2022	70
4.1 Remunerazione degli Organi di supervisione strategica, gestione e di controllo e dei Dirigenti con Responsabilità Strategiche	70
4.2 Attuazione del piano di incentivazione per il Personale più Rilevante del Gruppo Banco Desio anno 2022	75
4.3 Attuazione delle politiche retributive per il restante personale per l’anno 2022	78
5. Confronto tra la variazione annuale della remunerazione totale dei membri del CdA, di AD/DG e del Collegio Sindacale e i risultati della società e la remunerazione annua lorda media dei dipendenti	79

TABELLA 1: Compensi corrisposti ai componenti degli organi di amministrazione e di controllo, ai direttori generali e agli altri Dirigenti con responsabilità strategiche.....	81
TABELLA 2: Stock-Option assegnate ai componenti dell'organo di amministrazione, ai direttori generali e agli altri dirigenti con responsabilità strategiche.....	92
TABELLA 3A: Piani di incentivazione basati su strumenti finanziari diversi dalle stock-option, a favore dei componenti dell'organo di amministrazione, dei direttori generali e degli altri dirigenti con responsabilità strategiche.....	93
TABELLA 3B: Piani di incentivazione monetari a favore dei componenti dell'organo di amministrazione, dei direttori generali e degli altri dirigenti con responsabilità strategiche.....	95
TABELLA 1 - Partecipazioni in Banco Desio dei componenti degli organi di amministrazione e di controllo e del Direttore Generale.....	97
TABELLA 2: Partecipazioni degli altri dirigenti con responsabilita' strategica	99
Table EU REM.....	100

Introduction: legislative references, changes introduced in the 2023 policy and structure of the document

1. Legislative references

This Report is prepared for public disclosure purposes pursuant to the Bank of Italy's Supervisory Provisions on remuneration and incentive policies and practices in banks and banking groups issued on 25 November 2021 with the 37th update of Circular No. 285/2013 and published in the Italian Official Gazette General Series No. 289 dated 4 December 2021 (update mainly aimed at the alignment of the Italian regulatory framework to CRD V and to the EBA Guidelines of 2 July 2021 on sound remuneration policies pursuant to Directive 2013/36/EU), Consob resolution No. 18049 dated 23 December 2011, updated with the amendments made by Italian Legislative Decree No. 49 dated 10 May 2019, (Articles 114-bis and 123-ter CBA, relating to "[Disclosure to the market on the allocation of financial instruments to corporate officers, employees and contractors](#)" and to the contents of the "Report on remuneration policy and remuneration paid") and the update of the Issuers' Regulation published by Consob on 11 December 2020 (Articles 84-bis, 84-quater and Enclosure 3A), which completes the transposition in Italy of the rules defined by the SHRD (Directive 2017/828/EU dated 17 May 2017).

The regulatory framework also includes:

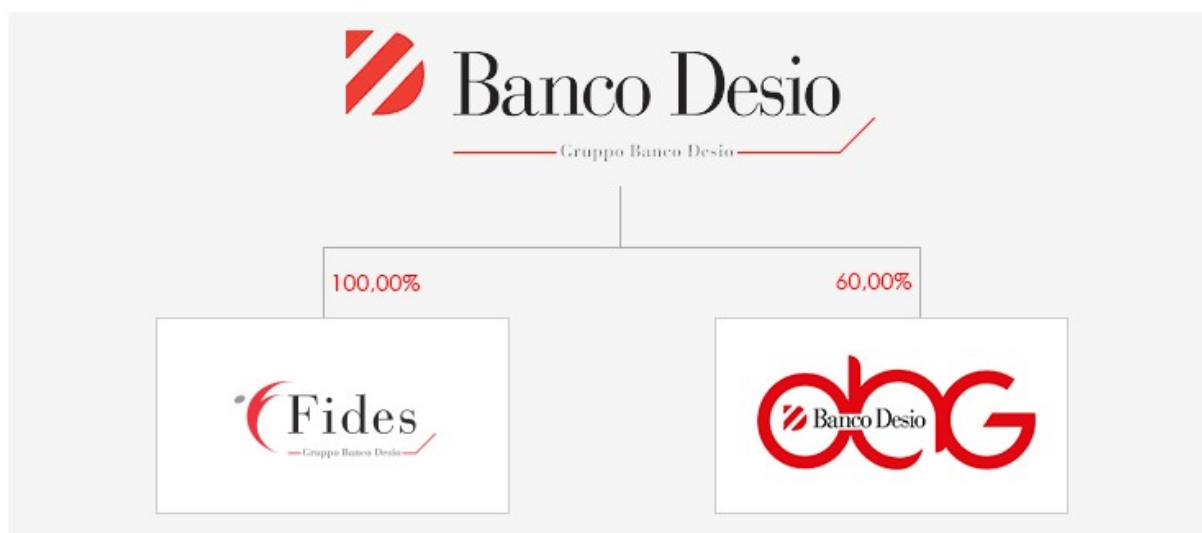
- the Corporate Governance Code for listed companies, which envisages the approval of a policy on the remuneration of directors, members of the control body and top management;
- the provisions resulting from the implementation of the MiFID directives aimed to ensure compliance with the rules of fairness and transparency in the provision of investment services and the handling of potential conflicts of interest (joint Bank of Italy-Consob communication dated 29 January 2014 "*Implementation of the guidelines issued by ESMA on remuneration policies and practices (MiFID)*");
- the Bank of Italy provisions on the marketing of banking products and services (update published by the Bank of Italy on 19 March 2019);
- the Consob Communication dated 19 June 2014 on the information to be provided to the public on remuneration and benefits granted to Executive Directors and General Managers;
- the EBA Guidelines on sound remuneration policies (Directive 2013/36/EU of the European Parliament and of the Council dated 26 June 2013, on the access to the activities of credit institutions and the prudential supervision of credit institutions and investment companies - CRD IV);

- the EBA Guidelines on Remuneration Policies and Practices for the sale and supply of retail banking products and services;
- the European Commission Delegated Regulation No. 923/2021 related to the technical standards for the identification of identified staff ;
- EU Delegated Regulation No. 527/2014 on standard regulatory requirements for classes of instruments useful for variable remuneration purposes;
- EU Delegated Regulation No. 575/2013 of the European Parliament and of the Council on public disclosure - so-called CRR;
- Directive 2017/828 of the European Parliament and of the Council dated 17 May 2017 on the fostering of a long-term commitment by the Shareholders.

In view of its size, the Banco Desio Group (hereinafter also referred to as the "Group"), pursuant to the provisions issued by the Bank of Italy, ranks among the "non-small"¹ banks and therefore applies the entire set of rules.

The Group's Remuneration Policies contained in this document define the guidelines applicable to all companies falling within the scope of the Banking Group and provide detailed information for the company Banco di Desio e della Brianza SpA.

The Group's current structure is represented in the following chart.

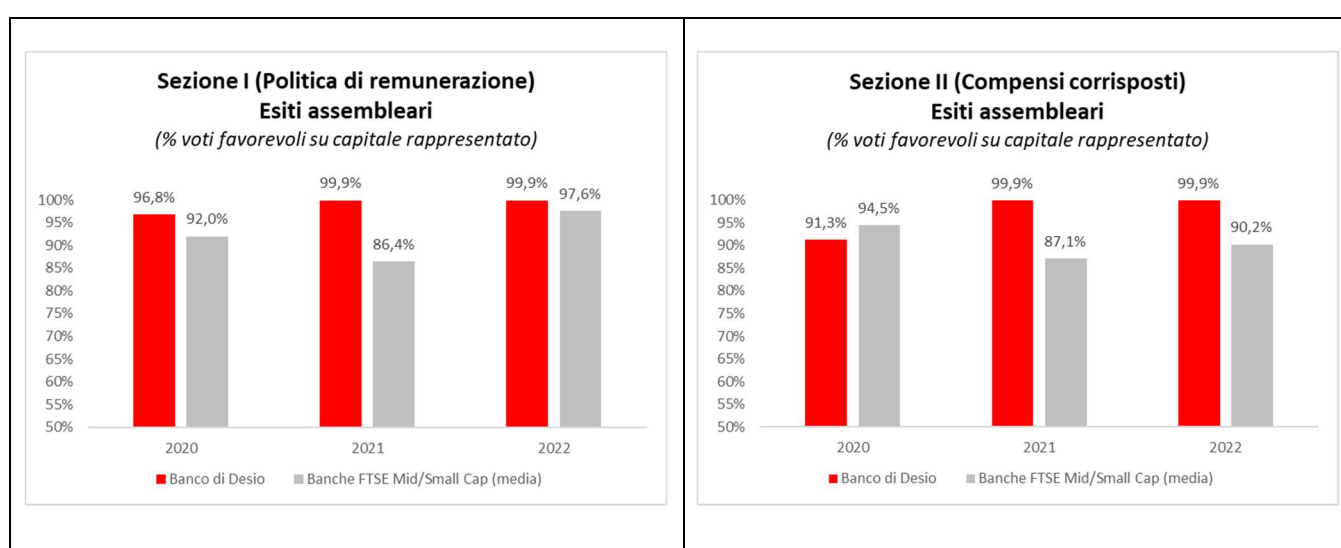


¹ small banks are those whose balance sheet assets are, on an individual basis, equal to or less than 5 billion Euros, calculated as the average of the four years immediately preceding the current financial year, and which do not belong to a group with consolidated balance sheet assets of 30 billion Euros or more.

2. Duration of the policy, Shareholders' Meeting vote

This remuneration policy² governs the remuneration and incentive systems of all personnel of the Banking Group for the year 2023.

It underwent an annual review process by the Board of Directors, with the support of the Remuneration Committee, also taking into account the results of the previous Shareholders' Meeting vote. In particular, the Shareholders' Meeting of 14 April 2022 approved the Group Remuneration Policy (Section I) with 99.9% of votes in favour of the shares represented at the Shareholders' Meeting, a figure unchanged from 2021 and well above the average result for Small Cap and Mid Cap listed banks.



The 2023 Remuneration Policy therefore confirms the guidelines already adopted by the Group, which provide that the remuneration systems approved shall be, in the interest of all stakeholders and in compliance with the instructions of the Supervisory Body, aligned with the company's strategy and objectives, including sustainable finance objectives that take into account, among other things, environmental, social and governance (ESG) factors, sustainable over the long term, linked with the company's results appropriately adjusted to take into account all risks, consistent with the levels of capital and liquidity needed to fund the activities

² This Report on the Remuneration Policy and on Remuneration Paid was prepared with the support of WTW, a leading consultancy firm specialised in the sector.

undertaken and, in any case, such as to avoid incentives that may give rise to conflicts of interest and lead to excessive risk-taking.

This Remuneration Policy defines the objectives for 2023, which are closely integrated with the actions of the Business Plan in a medium/long-term perspective, balancing economic-financial aspects and strategic actions consistent with the social responsibility that is a hallmark of the Desio Group.

Similarly, with a view to increasing transparency and disclosure to the market and taking into account the provisions introduced by the Issuers' Regulation, Section II of this Report contains detailed information on the correlation between the results achieved by the Group and the determination of the variable remuneration to be assigned.

To summarise, the main changes introduced in the 2023 Remuneration Report with respect to the remuneration policy approved by shareholders in 2022 concern:

- introduction - in line with the relevant best practices and with the recommendations of the Corporate Governance Code of Borsa Italiana which indicate, in particular for management, a period of performance evaluation, including multi-year - of a Long-Term Incentive Plan (Plan LTI 2024-2026), also assigned in phantom shares, intended for Group managerial roles, selected on the basis of the level of the position among identified and non-identified staff, as well as additional staff identified among the area and office managers, considered fundamental owing to their respective competences for the purpose of the implementation and success of the 2024-2026 Strategic Plan, being adopted in the current year, with the right to identify any additional staff due to organisational changes or with a view to attracting and retaining staff; the 2024-2026 LTI Plan, subject to approval by the Shareholders' Meeting on 27 April 2023, will enter into force in the next financial year (2024);
- In line with Supervisory Provisions, fine-tuning of the “bonus pool” system adopted, by allocating an ad hoc cost component for the staff of the control and equivalent functions, not directly linked to the economic-financial performance of the Group in order to ensure full independence from the results achieved by the areas subject to control;
- adoption of a single materiality threshold (excess) of 50,000 Euros for all Group staff, in line with the limits set by the Supervisory Provisions (i.e. up to a maximum of 50,000 Euros provided that one third of the total remuneration is not exceeded);

- Strengthening of ESG objectives as part of the individual scorecards of the short-term incentive system, also in relation to the provisions of the E(SG) Masterplan, which sees the Group committed to an action plan that will be developed until 2025;
- In line with the social responsibility that characterises the Group's long-term strategy, clarification of the ESG objectives pursued, with particular reference to (i) the achievement of the ESG objectives set out in the 2023 Sustainability Plan with reference to direct operations (Direct impacts) and (ii) the implementation of the activities envisaged by the E(SG) Masterplan for the integration of sustainability factors in the decision-making system of the Bank and the Group.

Below are the elements of the 2023 remuneration policy in continuity with that of 2022:

- - definition of the overall Bonus Pool to serve variable remuneration based on a "top-down" approach, closely correlated to the level of RORAC achieved with respect to the budget, further strengthening the alignment between the overall variable remuneration system and income results that take into account the risks undertaken, in addition to capital soundness and liquidity;
- adoption of payout schemes for the identified staff, characterised by:
 - extension of the deferral scheme to four years (or five in the case of particularly high variable remuneration);
 - assignment of a portion of the bonus (50% of the up-front component and 50% of the deferred component) in Phantom Shares. In particular, in said regard it should be noted that the remuneration plans based on financial instruments related to the "2023 Incentive Scheme based on the assignment of Phantom Shares" and the "2024-2026 LTI Plan") pursuant to Article 84-bis of the Issuers' Regulation and the related disclosure documents pursuant to Article 114-bis of the Consolidated Finance Act (Information to the market on the assignment of financial instruments to company representatives, employees or associates) will be subject to approval by the Shareholders' Meeting;
- confirmation of the extension of the incentive system (MBO) to Office managers, with a view to linking remuneration to performance (pay-for-performance) through the structuring of a qualitative/quantitative objectives scorecard.
- in continuation of the process already initiated, bolstering of safeguards to ensure gender neutrality of Remuneration Policies.

3. Document structure

This document is structured into two sections:

- Section I Report on the 2023 remuneration policy
- Section II Report on remuneration paid in 2022.

Section I explains how the Remuneration Policy contributes to the company's strategy, to the pursuit of the long-term interests and sustainability of the Group, as well as the company's policy on the remuneration of the members of corporate bodies, of the Managing Director/General Manager, of the remaining Identified Staff and of other staff.

Section I also illustrates the severance policies and, in particular, the criteria for determining the amounts and the limits set for such amounts.

Section II dedicated to remuneration paid in 2022 is divided into two parts. The first part provides a clear and detailed representation of the remuneration paid in 2022, with a special focus on the members of the management and control bodies, the Managing Director and the Managers with Strategic Responsibilities, highlighting compliance with the Remuneration Policy approved by the Shareholders' Meeting on 14 April 2022 and how remuneration contributes to the company's long-term results, in line with the business strategy defined by the Business Plan.

In this context, in line with the provisions of the Issuers' Regulation, an indication is provided of the changes in the remuneration of the parties for whom disclosure by name is required, the Group's results and the average remuneration of all employees.

The first part also provides the qualitative and quantitative disclosure required by Article 450 of the CRR in relation to the application of the 2022 Remuneration Policy.³

In the second part of Section II, the representation of each of the items that make up remuneration is shown, according to the tabular schemes envisaged by the Issuers' Regulation.

In particular, the disclosure is provided:

³ See the Technical Implementing Rules of the Regulation on Prudential Requirements for Institutions (CRR II) concerning the disclosure requirements also on remuneration policies towards the market and reporting to the competent authorities published by the EBA on 24 June 2020 applicable from 30 June 2021.

- by name, for members of the management and control bodies, the Managing Director/General Manager;
- in aggregate form for the Managers with Strategic Responsibilities.

SECTION I

1. Banco Desio's remuneration policy, the pursuit of long-term interests with a view to business sustainability and the employee management policy

On 17 December 2020, the Group's Board of Directors approved the Group's Business Plan ("Plan") for the three-year period 2021-2023.

The goal for the three years 2021-2023, supported by the excellent results of the year 2022, is to further cement the Banco Desio Group's configuration as an independent Group able to compete with the best medium-sized banks in terms of capital solidity, economic resilience and quality of services offered to customers.

To date, the evolutionary drivers of this Plan remain fully valid and aligned with the strategy that the Bank is pursuing, even though, as already recorded at the end of 2021 and confirmed in 2022, the positive performance led to the early achievement of the main targets defined in the Plan.

L'ambizione del Gruppo Banco Desio...

- Essere un Gruppo che può competere alla pari con le **migliori banche di medie dimensioni**
- Preservare i fattori distintivi e caratteristici di **stabilità**, presenza sul **territorio** e **relazione** con la clientela
- Far leva su un **modello distributivo e operativo agile, snello e digitale**
- Servire al meglio i clienti con un **modello omnichannel** e con **customer journey digitali**
- Rinnovare il **modello tecnologico** per renderlo il propellente della trasformazione
- Crescere su **segmenti ad alti margini oggi sotto penetrati**
- Creazione di valore nel pieno rispetto della **Corporate and Social Responsibility**

...declinata sui 3 segmenti core e aree geografiche storiche

- Wealth Management**
Diventare il **punto di riferimento** nella gestione del risparmio per la propria clientela storica, sfruttando **indipendenza della fabbrica**, nuove **competenze**, nuovi **servizi e tool**
- Consumer Banking**
Servire i clienti in modalità lean ed efficiente, al **minor cost-to-serve** possibile, coniugando **relazione e digitale** e spingendo su **prodotti ad alta marginalità** sotto penetrati (es. bancassicurazione)
- Imprese**
Far leva su vicinanza al territorio politica creditizia orientata alla clientela più meritevole, con focus su ottimale **allocazione** degli **impieghi**, **spinta ambiziosa** su servizi specialistici (es. factoring) e **massimizzazione del RARORAC** migliorando **RWA density**
- Aree storiche**
Incrementare il **focus commerciale** sulle **aree storiche** (in particolare Nord Italia), in quanto a maggior **valore attuale e potenziale** per il Gruppo Banco Desio

The 2023 remuneration policy is prepared:

- with regard to the short-term incentive system (STI), in line with the strategic guidelines of the current Business Plan D-23, as well as with the quantitative objectives selected in the budget;

- with regard to the long-term Incentive System (2024-2026 LTI), with a forward-looking view with respect to the 2024-2026 Strategic Plan that will be defined and adopted during this year;
- taking into account the contribution to the achievement of the Sustainable Development Goals (SDGs) as defined by the UN General Assembly in the sphere of the 2030 Agenda, to support companies in defining strategies related to business priorities that are increasingly oriented towards the sustainability of business activities, in line with:
 - the "Corporate Social Responsibility (CSR) Guidelines", approved by the Board of Directors of Banco di Desio e della Brianza S.p.A. on 27 February 2018;
 - the targets defined in the "2023 Sustainability Plan" approved by the Board of Directors of Banco di Desio e della Brianza S.p.A. on 22 November 2022;
 - the deliverables envisaged by the "E(SG) Masterplan" for the integration of sustainability factors in the decision-making system of the Bank and the Group approved by the Board of Directors of Banco di Desio e della Brianza S.p.A. on 26 January 2023 (including, for example, also the definition of targets referring to business activities, i.e. indirect impacts).

In particular, the Group is committed to offering a fair level of remuneration, reflecting the expertise, abilities and professional experience of each individual, thus ensuring the application of the principle of equal opportunities and avoiding the risk of discretionary powers, also in line with the specific provisions contained in the 37th update of Circular 285 (see next paragraph for more details on Gender neutrality of remuneration policies).

With reference to the incentive systems, the Group has undertaken a development process over the medium-long term that involves an increasingly quantitative-based application of the assessment metrics of the ESG aspects, according to a modular approach for the various roles and responsibilities with the progressive involvement across the board of employees who, within the Group structure, can influence behaviour and performance.

In doing so, the Group is monitoring the best practices that are gradually emerging in the banking sector, assessing their feasibility, timing and methods for the implementation in the Group's system of management and assessment by objectives.

Specifically, for 2023, the ESG objectives associated with the incentive systems were further strengthened, both with reference to the short-term and the long-term system (LTI), which will enter into force next year, subject to approval by the Shareholders' Meeting of 27 April 2023, also in relation to the provisions of the E(SG) Masterplan, which sees the Group committed to

an action plan that will be developed until 2025, aimed at the gradual pursuit of three fundamental objectives:

- 1) support the local community in the transition to a circular and low-carbon economy;
- 2) ensure the progressive compliance of climate-environmental risk management practices - with the expectations defined by national and European supervisory authorities;
- 3) publish an integrated sustainability disclosure that complies with the minimum requirements defined by the European Commission on the disclosure of non-financial climate-related information.

For further information on the short/medium-term initiatives to be implemented in 2023, please refer to the specific disclosure contained in the 2022 Sustainability Report of the Banco Desio Group, published in the dedicated section of Banco Desio's institutional website.

As part of the incentive systems, specific objectives have been identified that relate to strengthening the managerial team, activating inclusive courses to support gender and age diversity, and implementing the internal customer satisfaction project.

Moreover, in 2022, the Group put in place a series of safeguards to protect gender neutrality and intends to continue in this direction in 2023 and in the medium to long term (the particulars of this process are described in more detail in the following section).

- The Plan actually places a strong emphasis on human capital through the launch of new short- and long-term incentive programmes, training programmes and continuous dialogue with Group employees. The most relevant sustainability issues have been identified:
 - employee well-being in terms of corporate welfare;
 - employee well-being in terms of cohesion and collaboration within offices;the protection of diversity and equal opportunities, further referenced and promoted specifically as part of the newly introduced LTI which, subject to approval by the Shareholders' Meeting of 27 April 2023, will enter into force from the next financial year.

The 2023 remuneration policy was formulated by taking into consideration these aspects.

In particular, in addition to the aforementioned themes of diversity and equal opportunities, the initiatives already launched in 2021, and continued in 2022, will be maintained in 2023, with a view to improving communication between the Bank's offices, including an additional internal customer satisfaction survey.

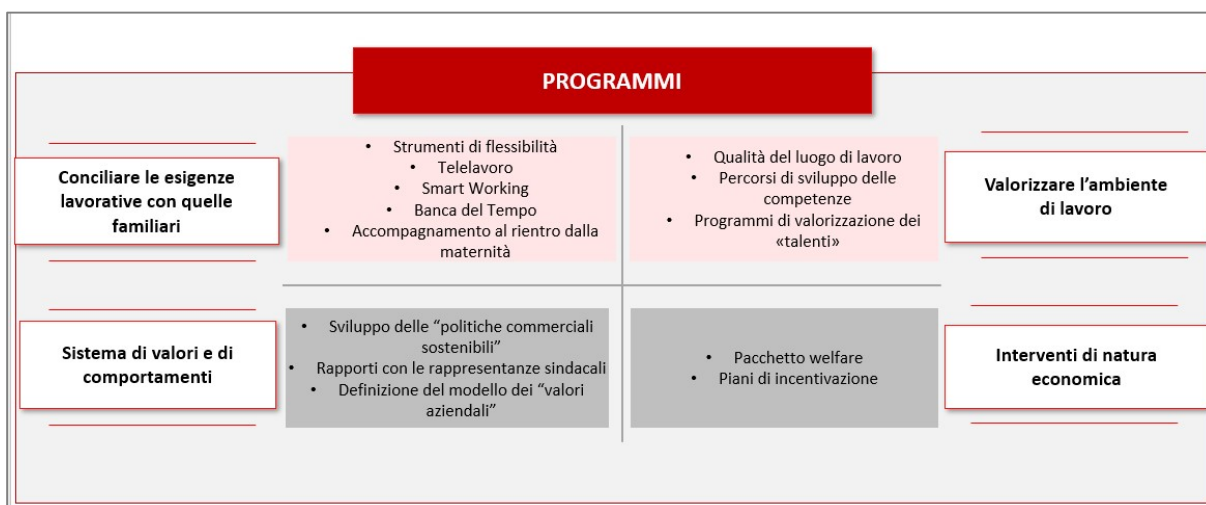
Lastly, in relation to employee well-being in terms of corporate welfare, the services offered in the company welfare package will be enriched with proposals that enhance not only monetary

(consider the increased value of cover provided by the healthcare plan) but also non-monetary aspects, in line with the various company projects.

In addition, with the support of the Trade Unions, the Group has taken steps to pursue effective work-life balance solutions; to this end, in December 2022, the entitlements already introduced and successfully tested in 2022 including non-emergency smart working, the Time Bank and smart learning were also confirmed for 2023 - with the signing of specific agreements with the trade unions -, supplemented by specific provisions for the benefit of parents and, in particular, in favour of fathers who are employees.

These measures are part of the specific strategy of enhancing the resources of the organisational structure, aimed at meeting the needs of the various professional figures and developing the skills of each one.

In the context of resource management and development, this strategy translates into a series of programmes and initiatives identified for 2023, of which the remuneration and incentive policies represent an important element, as illustrated below; for details of which please refer to the 2023 Sustainability Report, published on the Group's website.



Gender neutrality of remuneration policies

The Banco Desio Group has always paid attention to its human resources, considered an asset to be preserved and enhanced as a qualifying element that constitutes a potential competitive advantage in the current economic context.

Therefore, diversity is considered a source of professional and, more generally, cultural enrichment. The Group firmly believes in the importance of an inclusive culture and is

committed to preventing any form of unfairness, favouritism, abuse or discrimination in the various corporate processes, including the remuneration process.

Therefore, the Group undertakes to offer a fair level of remuneration, which reflects the skills, ability and professional experience of each individual, thereby guaranteeing the application of the principle of equal opportunities and avoiding the risk of discretionary powers.

This objective is pursued first and foremost with the involvement of the Bank's various Bodies and Departments, starting with the Bank's Senior Management. Indeed, the Board of Directors is the promoter and guarantor of the culture necessary for the creation and maintenance of an inclusive working environment. As part of the periodic review of policies, the Board of Directors, with the support of the Remuneration Committee and the involvement of the Control, Risk and Sustainability Committee, analyses the gender neutrality of the remuneration policy and audits the gender pay gap and its evolution over time, taking appropriate corrective actions.

In this respect, in 2022, the bank activated a process aimed at:

- measuring, with an external methodology, the "gender pay gap" and the "equity pay gap" in line with regulatory requirements
- initiating ongoing monitoring, taking appropriate corrective actions. In this regard, it should be noted that, also on the basis of the data that emerged from the monitoring in question, in the second half of 2022, during the annual salary review process, specific steps were taken in this regard, and notified to the Remuneration Committee and the Board of Directors.

In addition, as confirmation of its commitment to diversity and inclusion, the Group has had a "People, Diversity & Inclusion Policy" in place since 2020, which describes the controls carried out within the various corporate processes aimed at supporting equal opportunities, inclusion as well as promoting diversity.

In particular, in the definition of incentive mechanisms for the resources, the Group ensures objective and transparent systems which envisage possible and achievable goals and a fair distribution of the monetary bonuses without any type of discrimination.

The LTI Plan - which, subject to approval by the Shareholders' Meeting on 27 April 2023, will enter into force from next year - has further enhanced a specific indicator among the ESG objectives targeted at protecting gender equality.

The pay review process has been supplemented with controls in order to identify any pay gaps not justified by gender-neutral rationale.

Please refer to the Sustainability Report for details on the gender pay gap, the projects implemented and the results achieved regarding Diversity & Inclusion, available on the Bank's website at: <https://www.bancodesio.it/it/content/bilancio-di-sostenibilita>.

2. Governance Model

2.1 Parent Company

In accordance with the Supervisory Provisions of the Bank of Italy, the Parent Company sets out the remuneration and incentive policies of the entire Group, ensures their overall consistency, provides the necessary guidelines for their implementation and verifies their correct application; therefore, taking into account the Parent Company's definition and approval activities as described below, for each subsidiary the Board of Directors transposes and the Shareholders' Meeting approves the present Report for matters under their respective competence.

Ordinary Shareholders' Meeting of the Parent Company

In addition to establishing the remuneration of Directors and Statutory Auditors in accordance with the Articles of Association, it approves the "Annual Report on the remuneration policy and on the remuneration paid by the Banco Desio Group", any plans based on financial instruments and the criteria for determining any remuneration to be granted in the event of early termination of the employment relationship or early termination of the office, adopting any other resolution envisaged by current legislation (see in particular Article 123-ter CFA as amended by Italian Legislative Decree No. 49/2019 with reference to the binding vote on the Remuneration Policy and the advisory vote with reference to the section on Remuneration Paid).

The Shareholders' Meeting is ensured adequate disclosure on the implementation of the remuneration policies. The relevant Shareholders' Meeting resolutions are passed at the end of a process which - depending on the powers granted in that regard - involves, in addition to the Board of Directors, the Remuneration Committee, the Control, Risk and Sustainability Committee, the Board of Statutory Auditors, the Chair, the Vice Chair (if appointed), the Managing Director/General Manager, as well as some operational departments and the internal

control functions as defined below. In the envisaged cases, what is more, the related solutions are adopted on a consistent basis with the Procedure contained in the Internal Regulations for transactions with Related Parties and Associated Parties.

Board of Directors of the Parent Company

It approves, upon the proposal of the Chair and for subsequent submission to the Shareholders' Meeting:

- the “Annual Report on the remuneration policy and on the remuneration paid of the Banco Desio Group” and any updates and reviews of the remuneration policies;
- any settlement of the plans based on financial instruments and resolves upon the respective assignments and powers (subject to verifying the conditions to which the same are subject);
- the criteria for determining any compensation to be paid in the event of early conclusion of the employment relationship or early termination from the office.

Furthermore, the Board of Directors resolves on:

- the personnel to whom the “more detailed rules” are to be applied, because they belong to the “identified staff” on the basis of the identification process carried out in accordance with Commission Delegated Regulation (EU) No. 923/2021, including any exclusions;
- upon the economic-capital and risk objectives that form the reference for the incentive system of the Group companies and the Bonus Targets for the “identified staff” expressed in percentage terms of the fixed remuneration;
- assessment scorecards relating to the achievement of individual objectives assigned to the "identified staff" belonging to the Parent Company's Management Committee, giving a mandate to the Managing Director/General Manager for the definition of the scorecards of the remaining identified staff;
- when Group target gates have been passed and determines ex-post the amount of the bonus for identified staff of the Parent Company.

At the proposal of the Remuneration Committee, it resolves on extraordinary entries/transactions for the purposes of computing the RORAC.

It resolves upon the guidelines for the payment of bonuses for the remaining staff of the Group Companies and the criteria for defining the maximum amounts of expenditure that may be allocated for that purpose.

It resolves in relation to any maximum amounts of expenditure possibly assigned to the Senior Management of the Group companies within which to resolve upon payments to the staff referred to in Section 4.3 below.

The aforesaid resolutions are passed with the opinion of the Remuneration Committee and of the Control, Risk and Sustainability Committee for matters under their competence.

In addition, the Board periodically reviews, with the support of the Remuneration Committee and the involvement of the Control, Risk and Sustainability Committee, the gender neutrality of remuneration policies and reviews the gender pay gap and its evolution over time.

As envisaged in Article 123-ter, paragraph 3-bis of the Consolidated Finance Act, the Board of Directors of Banco di Desio may temporarily depart from its remuneration policies, without prejudice to compliance with legal and regulatory restrictions, in the presence of exceptional circumstances, i.e. situations in which the departure from the remuneration policy is necessary in order to pursue the long-term interests and sustainability of the company as a whole or to ensure its ability to stay on the market. In this regard, in view of the economic situation which continues to be extremely uncertain, it should be noted that the elements of the remuneration policy for which an exception can be made are the targets defined for the Profitability "gate" objectives, the adjustment of the bonus pool, according to the RORAC Objective and the related incentive criteria described in Section 4.2.4. and the individual target bonuses (in any case within the maximum incidences indicated in this policy).

Any exception is resolved by the Board of Directors, having consulted the Remuneration Committee and on a consistent basis with the Procedure contained in the Internal Regulations for Transactions with Related Parties and Associated Parties.

The company provides the Shareholders' Meeting with information on any departures from the remuneration policy in the "Annual Report on the remuneration paid by the Banco Desio Group", indicating (for each of them):

- the specific elements departed from and the reference remuneration policy in which the faculty to depart was envisaged;
- information on the nature of the exceptional circumstances, including an explanation of how the departure is necessary in order to pursue the long-term interests and sustainability of the company as a whole or to ensure its ability to stay in the market;
- information on the procedure followed and confirmation that this procedure complies with the conditions set out in the related remuneration policy;

- information on the remuneration paid in such exceptional circumstances (in line with Consob disclosure requirements⁴).

The Control, Risk and Sustainability Committee

Without prejudice to the responsibilities of the Remuneration Committee, it intervenes in the process of updating and reviewing the Group's remuneration policies, checking the consistency of the incentives underlying the bonus system with the RAF and is involved in the periodic review of the gender neutrality of remuneration policies.

The Remuneration Committee

The Remuneration Committee is an advisory/proposal-making body with the following main duties:

- provide the Board of Directors with opinions or suggestions for the remuneration (including indemnity and other benefits) of the Directors vested with particular offices (including any Directors delegated with operational powers) and of the General Management also with respect to the cases of cessation from office or termination of the employment⁵, in accordance with the remuneration policies adopted by the Bank;
- provide the Board of Directors with opinions or suggestions for the allocation of the overall fee established by the Shareholders' Meeting for the other Directors in line with the Articles of Association;
- provide the Board of Directors with opinions or proposals on the remuneration policies and criteria for the remuneration of parties falling within the scope of the Remuneration and Incentive System; opinions and proposals relating to the remuneration of the internal control functions and of the Appointed Executive are formulated using any information provided by the Control, Risk and Sustainability Committee and by the Managing Director/General Manager, after having consulted the Board of Statutory Auditors;
- periodically assess the adequacy, overall consistency and actual application of the aforementioned remuneration policies, using, in that regard, information possibly provided by the Managing Director/General Manager;

⁴ In particular, detailed information will be provided for those parties for whom the Issuers' Regulation envisages disclosure by name and aggregate disclosure for Managers with Strategic Responsibilities.

⁵ Consob Communication No. DCG/DSR/0051400 on the recommendations concerning indemnity and/or other benefits acknowledged to the Executive Directors and General Managers (19 June 2014).

- submit proposals or express opinions to the Board of Directors on the fixing of the performance objectives linked to the variable components of that remuneration (usually not envisaged for “non-executive” Directors⁶);
- monitor the application of the decisions adopted by the Board itself, verifying, in particular, the actual achievement of the performance targets, as well as the existence of all conditions provided for the payment or accrual of the fees.

Any stock option plans or allocation of shares are also included.

In compliance with the Supervisory Provisions in that regard, the Committee :

- expresses proposals or opinions on the remuneration of Personnel whose remuneration and incentive systems are defined and approved by the Board of Directors;
- oversees the correct application of the rules relating to the remuneration of the heads of the internal control departments, in collaboration with the Managing Director/General Manager in his/her co-ordination role and with the Board of Statutory Auditors;
- deals with preparing the documentation to be submitted to the Board for decisions relating to the Remuneration Policies;
- works with the other Committees and in particular the Control, Risk and Sustainability Committee for aspects related to the risk policies;
- ensures the involvement of the relevant company departments in the process of preparing and updating the remuneration policies with such procedures as to assure an effective contribution and to preserve the independent judgement of the control functions;
- decides, also using information received from the relevant company departments, upon the achievement of the performance targets (net of the risks) to which the incentive plans are linked;
- expresses its opinion on the assessment of the other conditions laid down for the payment of remuneration, ensuring observance of the link with risks, compatibility with capital and liquidity levels, and medium- to long-term orientation;
- supports, also through the involvement of the Control, Risk and Sustainability Committee, the Board of Directors in its periodic review of the gender neutrality of remuneration policies;
- adequately reports on the activity performed by it to the Board and to the Shareholders' Meeting.

In order to carry out its tasks effectively, the Committee must have access to the company information relevant for this purpose.

⁶ Circular No. 285 - 7th up-date - First Part IV.2.20 – section III par. 3.

Managing Director/General Manager of the Parent Company

He/she is a member of the top management of the operating structure, for which he/she has management responsibility.

He/she coordinates, with regard to remuneration policies, the operations of the corporate functions reporting to him/her and, in accordance with the provisions in force on remuneration policies approved by the Shareholders' Meeting, provides support to the Remuneration Committee in carrying out its functions, attending (without voting rights) its meetings.

In addition, in his/her capacity as Managing Director, he/she coordinates the submission to the Board of Directors of the proposals relating to the Board's decisions concerning the proposed remuneration of the heads of the company's internal control departments and of the Appointed Executive (subject to the opinion of the Remuneration Committee, as well as the Control, Risk and Sustainability Committee and the Board of Statutory Auditors, where applicable).

Heads of the Commercial Bank Department

In collaboration with the Resources Department, they prepare, following the guidelines implemented for the remaining staff in the annual Report on the Remuneration Policy and on the remuneration paid and in compliance with current provisions on the matter, the incentive system for the sales network.

They disseminate the bonus system among the distribution networks.

They provide to the Resources Department the quantitative elements to verify the achievement of the assigned targets.

They collaborate with the Departments of the Group companies and with the Resources Department to develop incentive systems for the sales network in line with the business model adopted by the Bank.

Wealth Management Department

In collaboration with the Resources Department, following the guidelines mapped out for the remaining staff in the annual Report on the Remuneration Policy and on the remuneration paid and in compliance with current provisions on the matter, it prepares the incentive system for the Private Bankers.

It disseminates the bonus system among the distribution networks.

It provides the Resources Department with the quantitative elements to verify the achievement of the assigned targets.

It also defines the remuneration and incentive system for financial advisors.

Resources Department

It defines and governs the process of formulating proposals concerning the Remuneration Policies for the various Group companies and it manages and guarantees their correct implementation.

It deals with updating and reviewing the Remuneration Policies⁷. It coordinates the process of defining and managing the remuneration and incentive system and, as part of this, it contributes - in concert with the Departments of the individual Companies - to defining the bonus system for the remaining staff (sales network and headquarters).

It collects, for the Parent Company, with the technical support of the competent Departments, the results achieved and the assessments made by the superiors for the purposes of determining and paying the bonuses, having verified compliance with the maximum amount payable for each beneficiary resource.

It acquires from identified staff the information about the activation of financial investments included among those that could impact, directly or indirectly, on the risk alignment mechanisms and on the opening of custody and administration accounts with other Institutions.

Planning, Finance and Control Department

In collaboration with the Risk Management Department with regard to consistency with the RAF, it determines the “gate” objectives for activation of the incentive systems of the Group companies to be submitted to the respective Boards of Directors and verifies their achievement. Having received approval, it proceeds to communicate those decisions to the Management bodies of the respective Group Companies, to the Administrative and General Affairs Department and to the Appointed Executive of the Parent Company.

It contributes to define and assess the achievement of the individual targets assigned to identified staff for matters under its competence.

It identifies entries potentially definable as extraordinary from the managerial standpoint and it formulates a proposal to the Remuneration Committee.

⁷ With regard to the financial advisors, assimilating the policy defined by the dedicated department.

Corporate Affairs

It is involved in the process of preparing the Remuneration Policies with reference to aspects of corporate governance. It deals with finalising the documents to be submitted to the Board of Directors and to the Shareholders' Meeting, as well as the disclosure obligations to the public, in accordance with legal and regulatory provisions relating to those documents.

Administration and General Affairs Department

On the instructions of the Resources Department of the Parent Company, it registers the actual provisioning to be entered in the financial statements of reference for the Group companies. It provides the economic and capital data for calculating and checking the gates.

Risk Management Department

It participates in the process of defining the Remuneration Policies in order to ensure their consistency with the Group's risk strategy.

It participates in the process of identifying the identified staff, providing the necessary assessments for the identification of the significant operating Units and of the professionals who can have a significant impact on risks, consistently with the Risk Appetite Framework. It also verifies the consistency of the system of targets and conditions underlying the remuneration and incentive policies with the Risk Appetite Framework, verifying their achievement *ex post*. It performs similar functions as “outsourcer” of the Subsidiary.

It contributes, for matters under its competence, to define and assess the achievement of the individual targets assigned to identified staff.

Compliance Department

It collaborates with the other departments involved in the process of defining the Group's Remuneration Policies and verifies *ex ante* that these comply, by their contents and processes, with the relevant regulatory context, the articles of association, along with any codes of ethics or other applicable standards of conduct. It performs similar functions as “outsourcer” of the Subsidiary.

Internal Audit Department

It prepares an annual report on the audits performed in relation to the correct application of the Remuneration Policies adopted, with a special attention to checking the conditions underlying

the achievement of targets and the correct recording of provisions and payments, pointing out any anomalies so that the corrective measures can be adopted. It performs similar functions as “outsourcer” of the Subsidiary.

It carries out periodic sampling audits on the internal custody and administration accounts of identified staff.

It communicates to the Resources Department the outcomes of its own inspections that may constitute the prerequisite to apply bonus and claw back provisions.

Appointed Executive

He/she is involved in the identification of the economic and capital parameters, validates the processes and makes sure that the methods for defining the provisions are correct by coordinating the activities of the Administration and General Affairs Department and of the Budget and Sustainability Area.

When necessary, it certifies the correctness of the identification and quantification from the viewpoint of accounting or of the estimation of extraordinary entries, useful for the purpose of determining the bonus proposed by the Planning, Finance and Control Department to the Remuneration Committee.

Budget and Sustainability Area

It supports the Resources Department in preparing the ESG content outlined in the report.

2.2 Subsidiary

Ordinary Shareholders' Meeting of the Subsidiary

It incorporates and approves, for matters within its scope, the Group's Remuneration Policies (taking account of the unique characteristics of the company, as well as the respective national/sector legal systems).

The Shareholders' Meeting is ensured adequate disclosure on the implementation of the remuneration policies.

Board of Directors of the Subsidiary

It incorporates and approves, for matters within its scope, the resolutions of the Board of Directors of the Parent Company referred to above (taking account of the unique characteristics of the company, as well as the respective national/sector legal systems).

It resolves on the assessment scorecards relating to the achievement of the individual targets assigned to any “identified staff” within the Subsidiary.

It identifies when Group target gates have been passed and, having verified that the individual gates have been passed, determines ex-post the amount of the bonuses for the company's identified staff, applying the criteria established by the Board of Directors of the Parent Company also in regard to extraordinary entries/transactions.

3. Identification process of “Identified Staff”

The process of identifying the "identified staff" was carried out on the basis of the combined provisions of the relevant European and national provisions (Delegated Regulation (EU) No. 923 of 25 March 2021, as well as the 37th update of 25 November 2021 of Circular 285/2013 of the Bank of Italy), which once again provide for a combination of qualitative and quantitative criteria for identifying the identified staff.

The key criterion underlying the process consists of the assessment of the significance of each person in terms of substantial assumption of risks, on the basis of the individual position (qualitative criteria: responsibility, hierarchical levels, decision-making levels, etc.) or of the remuneration (quantitative criteria), with the exception of any cases of exclusion prescribed by the regulations.

All those who are in a position identified among material risk takers for a period of at least 3 months shall be defined Material Risk Takers.

The Parent Company applied the criteria set out in the aforementioned Regulation to identify the "identified staff" for the Group, having regard to all Group companies, which actively participated in the identification process carried out by the Parent Company itself.

The identification process of the identified staff was carried out individually by the banking company (Parent Company) under the supervision and with the coordination of the Resources Department of the Parent Company. With regard to the non-banking companies of the Group (Fides, OBG), the legislation does not require identification at individual company level.

The process was coordinated by the Resources Department with the involvement of the Risk Management and Compliance departments.

The outcomes of the identification process were presented to the Remuneration Committee, which expressed its positive opinion on the matter, and subsequently to the Board of Directors of the Parent Company.

The process for 2023 led to the identification of 31 individuals, 21 of whom are beneficiaries of the incentive system (including 1 at the subsidiary Fides).

The “identified staff”, defined according to the RTS criteria, comprise the following clusters:

1. Senior Management: Directors, MD/GM of the Parent Company
2. Risk Takers belonging to the main business lines
3. Risk Takers belonging to the company control departments
4. other Risk Takers: remaining Identified Staff.

Below is the scope of the Identified Staff for 2023.

IDENTIFIED STAFF	No. OF PARTIES	WITH VARIABLE REMUNERATION
Senior Management (Directors, MD/GM of the Parent Company)	11	1
Risk Takers belonging to the main business lines	6	6
Belonging to the Control Departments	5	5
Remaining Risk Takers	9	9
TOTAL	31	21

There have been some changes with respect to the 2022 scope, related not only to name changes due to staff movements into and out of the Group, but also to changes in the organisational structure.

The identification process of “identified staff” was tracked and formalised in specific documentation.

4. 2023 remuneration and incentive policy

4.1 *General Principles of the Remuneration Policies*

In order to develop mechanisms of remuneration and incentives able to encourage the competitiveness of the Group in the medium to long-term, the Remuneration Policies are based upon the following principles:

- incentive measures and maintenance within the Group of persons with professionalisms and skills adequate to business requirements, in particular, of those who cover identified roles within the business organisation;
- alignment of the remuneration systems to company targets and values, including sustainable finance objectives that take into account, inter alia, environmental, social and governance (ESG) factors, long-term strategies, and prudent risk management policies of Group companies;
- incentives aligned with the risks assumed and the capital required to cover the activities undertaken and structured in such a way as to avoid the onset of potential conflicts of interest;
- in continuity with last year, the remuneration policy for 2023 is prepared in line with the priorities defined by the 2021-2023 Strategic Plan and, with a forward-looking view with respect to the 2024-2026 Strategic Plan, which will be defined and adopted in the current year, and taking into account the contribution to the achievement of the Sustainable Development Goals (SDGs) as defined by the UN General Assembly as part of the 2030 Agenda, to support companies in defining strategies related to business priorities that are increasingly geared towards the sustainability of business activities, in line with:
 - the "Corporate Social Responsibility (CSR) Guidelines", approved by the Board of Directors of Banco di Desio e della Brianza S.p.A. on 27 February 2018;
 - the targets defined in the "2023 Sustainability Plan" approved by the Board of Directors of Banco di Desio e della Brianza S.p.A. on 22 November 2022;
 - the deliverables envisaged by the "E(SG) Masterplan" for the integration of sustainability factors in the decision-making system of the Bank and the Group approved by the Board of Directors of Banco di Desio e della Brianza SpA on 26 January 2023 (including, for example, also the definition of targets referring to business activities, i.e. indirect impacts).

Personnel are not allowed to employ personal hedging or insurance strategies on remuneration that can alter or affect the effects of alignment to risk implicit in the remuneration mechanisms

regulated by the present Policy. The Internal Audit department carries out periodic sampling audits on any internal custody and administration accounts of identified staff. In accordance with the provisions confirmed by the 37th update to Circular 285, Title IV, Chapter 2, Section I, Paragraph 5, Banco Desio requires identified staff to communicate any financial investments carried out that could affect risk alignment mechanisms and, more in general, on the pursuit of prudent risk management, in order to take them into account in devising the risk alignment mechanisms of the incentive systems, in addition to the existence or the opening of custody and administration accounts with other intermediaries.

Commencing from 1 May 2015, any fees received by employees of the Group for assignments accepted on behalf of the Company holding the employment relationship, at companies or entities belonging or external to the Group itself, have been entirely paid over to the company holding the employment relationship.

Remuneration policies of other companies have not been used as reference in the definition of this remuneration policy.

4.2 Remuneration Policies for Identified Staff

4.2.1 Members of the Board of Directors of the Parent Company

In the current composition of the Board of Directors of Banco di Desio e della Brianza SpA, it is possible to identify the following:

- Executive Directors, in the capacity of members of the Executive Committee;
- Non-executive Directors, including the Chair.

The Shareholders' Meeting held on 23 April 2020 set the gross annual fee due to the entire Board of Directors of Banco Desio at 1,000,000 Euros, excluding the Chair, the Vice Chair (where appointed) and the Managing Director, and set attendance fees at 300 Euros. At its meeting held on 23 April 2020, the Board of Directors assigned the total fees as follows:

- 50,000 Euros to each Director;
- 40,000 Euros to each member of the Executive Committee (60,000 Euros to the Chair);
- 20,000 Euros to each member of the Control, Risk and Sustainability Committee (25,000 Euros to the Chair);
- 15,000 Euros to each member of the Committee for Transactions with Related Parties and Associated Parties (20,000 Euros to the Chair);

- 10,000 Euros to each member of the Appointments Committee and the Remuneration Committee (15,000 Euros to the Chair);
- residual 235,000 Euros unassigned.

The all-inclusive annual fees of the Chair, Vice Chair and Managing Director amount respectively to:

- 600,000 Euros to the Chair
- 350,000 Euros to the Managing Director.

For the Executive Directors, in view of the low remuneration received for participating in the Executive Committee (40,000 Euros per annum), there is no provision for variable fees.

For the non-Executive Directors there is no provision for variable fees.

The members of the Board of Directors and the members of the Executive Committee are, in addition, entitled to the reimbursement of costs incurred for reasons of their office, as well as the payment of attendance fees, the amount of which is determined by the ordinary Shareholders' Meeting.

In addition, a D&O insurance policy is provided for Directors and Statutory Auditors.

The fees of the Chair, the Vice Chair(s), if appointed, as well as any additional fees in favour of other Directors with operational delegations as well as participation in the board committees, are determined by the Board of Directors, having heard the opinion of the Board of Statutory Auditors.

You are reminded that the mandate of the current Board of Directors will end with the Shareholders' Meeting called for 27 April 2023, to approve the financial statements relating to the financial year ending 31 December 2022. The 2023 Remuneration Policy guidelines will therefore be applied by the new Board of Directors, which will be responsible, among other things, for determining the remuneration for the offices assigned to Directors as well as for participation in Board committees, in accordance with the applicable legislative and statutory provisions.

Chair

The Chair's remuneration package is determined in a unitary amount for all roles performed in the Parent Company (including special offices held in the Board of Directors).

Vice Chair

The remuneration package of the Vice Chair, if appointed, is:

- fee determined in a unitary amount for all roles performed in the Parent Company (including special offices held in the Board of Directors and participation on Committees internal to the same);
- fees linked to offices held in subsidiary and/or associated companies.

4.2.2 Members of the Board of Statutory Auditors of the Parent Company and the subsidiaries

The remuneration of the members of the Board of Statutory Auditors of the Parent Company and the subsidiaries is commensurate with the commitment required, the importance of the position held as well as the dimensional and sectoral characteristics of the Banco Desio Group companies.

The fees established for the 2020-2022 mandate for the Parent Company's Board of Statutory Auditors are:

- 100,000 Euros for the Chair of the Board of Statutory Auditors;
- 80,000 Euros for each Standing Auditor;
- in addition to 10,000 Euros for both the Chair and each Statutory Auditor by way of forfeit expense reimbursement.

In compliance with the Bank of Italy's Supervisory Provisions, no variable remuneration is envisaged for the members of the Board of Statutory Auditors of the Parent Company and the subsidiaries.

You are reminded that the mandate of the current Board of Statutory Auditors and of the Board of Directors will end with the Shareholders' Meeting called for 27 April 2023, to approve the financial statements relating to the financial year ending 31 December 2022.

4.2.3 Members of the Board of Directors of the Subsidiaries

Members of the corporate Bodies of the subsidiaries receive fixed remuneration, differentiated according to the respective offices held within each body, plus reimbursement of out of pocket expenses and attendance fees, as resolved by the respective Shareholders' Meetings. For members of the Board of Directors and of the Board of Statutory Auditors of the subsidiaries,

these fees are approved by the respective ordinary Shareholders' Meeting in accordance with the company's Articles of Association.

For members of the Boards of Directors, no variable remuneration component is provided for, except for specific situations and for small amounts, in any case not allowed for the office of Chair.

4.2.4 Structure of the remuneration of the Directors with executive offices if they are recipients of an incentive system, the Managing Director/General Manager, Managers with strategic responsibilities and the other identified staff of the Group companies

The additional identified staff of the Group comprise:

- Managing Director/General Manager
- Heads of the main business lines
- Heads of Control Departments
- Remaining Identified Staff.

Within the framework of the identified staff, the Board of Directors' meeting of 9 February also identified, pursuant to the provisions of Circular 285, a sub-set of Identified Staff belonging to Senior Management, recipients of special provisions in the case of particularly high variable remuneration (see below).

The remuneration package is oriented towards the sustainable achievement of medium/long-term objectives and is balanced in the following elements, depending on the category of reference:

- fixed remuneration;
- variable incentive remuneration, which rewards performances over a long-term time period;
- other *retention* and *attraction* instruments which, in relation to the type, fall within the sphere of the fixed or variable remuneration;
- the *benefits*, which fall within the fixed component of the remuneration;
- indemnities with a view to or at the time of early termination of the employment relationship.

In particular, the elements constituting the remuneration package are the following:

Fixed annual remuneration

- That component reflects and is commensurate to the technical, professional and managerial skills of the employee and/or collaborator.
- *Indemnities* may also be assigned in connection with specific positions, functionally connected to the covered *role*, related to the fixed component of remuneration.

To complete the remuneration offer, employees, on the basis of a general policy defined at the Company level, are offered a package of additional *benefits*, such as, by way of example, a supplementary pension plan, supplementary forms of insurance and medical cover, as well as the granting of special favourable conditions as regards services provided by the Bank; a company car is allocated to the most senior management profiles.

Variable remuneration

- The variable remuneration consists of two elements: the *Company Bonus* provided by the National Collective Labour Agreement linked to the economic performance of the Company and intended for the entire company population and an *individual incentive system* that rewards the annual “performances” in relation to the assigned targets and the results achieved. That second component is determined based upon parameters that include the presence of risk weighting systems, the adequacy of capital and liquidity levels and the link to actual and lasting results. The remuneration coming from the individual incentive system is paid partly in the year after that on which the “performance” is measured and partly in deferred form up until the fourth year (fifth year in the case of particularly high remuneration for senior management), ⁸subject to the occurrence of additional conditions, in order to reward the creation of value in a medium to long-term perspective and to align the interests of management with those of the shareholders.
- Starting from the 2024 financial year, subject to approval by the Shareholders' Meeting of 27 April 2023, the Group plans to add an additional three-year long-term incentive system to the annual incentive system, based on a 2024-2026 performance period, with the duration aligned with the 2024-2026 Strategic Plan that will be adopted during this year. The primary purpose of the 2024-2026 LTI Plan will be to link a significant portion of the remuneration of beneficiaries to the achievement of sustainable economic and financial performance over time, aligned with the new challenges of the strategic plan that the Group plans to adopt during this year and consistent with the objective of creating value for shareholders, also making it possible to enhance the retention and commitment of management with a view to achieving the company's strategic objectives. In fact, the correlation of part of the remuneration of managers with the performance to be achieved in the three-year period 2024-2026 strengthens the alignment with the interests of the shareholders and, at the same time, makes it possible to comply with the relevant best practices and the recommendations of the Corporate

⁸ The identified staff falling under the senior management category were identified by the Board of Directors on 9 February 2023

Governance Code of Borsa Italiana which indicate, in particular for management, a period of performance evaluation, including multi-year.

- If new staff are hired from outside the Group, and only for the first year of employment, *entry bonuses* may be provided to make the company's proposal more attractive, in compliance with the terms and conditions prescribed by current regulations; if they are acknowledged at the time of recruitment they are not considered for the purpose of the definition of the maximum amount of variable remuneration with respect to the fixed remuneration.
- In case of moves within the Group, the Managing Director/General Manager of the Parent Company may recognise one-off or exception bonuses (e.g. on the occasion of a change in duties), duly justified and paid after verifying that the access conditions have been met, and with the payment procedures of the variable remuneration system.

The variable remuneration cannot exceed the maximum limits of the incidence of the variable component on the fixed element established by existing regulations (100% for risk takers and one-third for control departments),⁹ since the Bank has decided not to take the option, provided by the reference legislation, of requesting the Shareholders' Meeting to raise the limit of the variable remuneration over the fixed remuneration.

4.2.5 The variable remuneration of the Managing Director

Short-term incentive system

The annual incentive system envisaged for the Managing Director/General Manager is structured in such a way as to support the achievement of corporate results appropriately adjusted to take into account the risks undertaken, enhancing the creation of sustainable value for all stakeholders over a long-term period.

The system in fact:

- is activated first of all when the Group achieves certain consolidated targets ("gate" objectives for liquidity, equity and profitability);
- envisages the identification of a bonus pool calculated as a percentage of pre-tax profit (with a view to self-financing);
- envisages a bonus pool that may vary (both upwards and downwards) depending on the achievement of the targets in terms of the ratio of Adjusted Net Profit (Loss) to

⁹ For the Resources Department, a limit of 60% was set in order to comply with the regulatory indication for a prudent approach.

Absorbed Capital (RORAC), thus closely linking the Group's results adjusted for the risks undertaken and the bonus paid;¹⁰

- envisages an objectives scorecard which balances the objectives of creation of value and management of the risks and the objectives linked to plan actions and the creation of sustainable value for the various stakeholders;
- provides for the following payout structure for amounts not exceeding the "particularly high" variable remuneration (see section 4.2.6 "particularly high variable remuneration for senior management" for details):
 - a four-year deferral of 40% of the accrued bonus, whose disbursement is subject to capital, liquidity and profitability conditions,
 - disbursement of 50% of both the up-front and deferred components, in the form of Phantom Shares, subject to a 1-year retention period.

The breakdown of the incentive system with indication of the link between bonus and required performance follows.

As already mentioned, in order to guarantee the sustainability of the system and ensure that variable remuneration is paid in the event of positive results in terms of profitability and in a context of capital and financial adequacy, the system is activated upon the Group's achievement of certain consolidated targets ("gate" targets of liquidity, capital and profitability), defined in accordance with the Risk Appetite Framework (RAF) in force.

The parameters set for 2023 are as follows:

Area	KPI	Envisaged target
CAPITAL (Brianza Unione Group)	CET 1	RAF Tolerance
	TCR	RAF Tolerance
LIQUIDITY (Banking Group)	LCR - Liquidity Coverage Requirement	RAF Tolerance
	NSFR - Structural liquidity	RAF Tolerance
PROFITABILITY (Banking Group)	Adjusted profit of current operations before taxes	Result \geq 75% budget value

If the levels provided for by the "gate" indicators are exceeded, the system provides for the definition of the bonus pool, i.e. the total value of bonuses for the Identified Staff, in connection

¹⁰ The "absorbed capital" is calculated according to the methodologies and criteria developed in the ICAAP document.

with the values of risk-adjusted profitability (for details of the definition of the bonus pool, see Section 4.2.6)

The individual bonus for the Managing Director is therefore defined on the basis of the results achieved in his/her objectives scorecard.

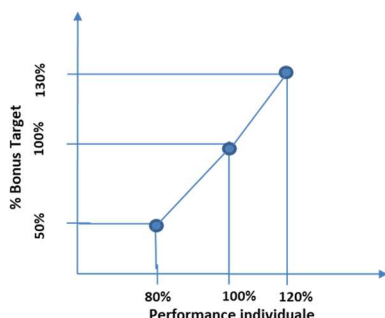
As already mentioned, the objectives scorecard envisages, in addition to the indicators linked to the creation of value and management of the risks, also objectives linked to plan actions and the creation of sustainable value for the various stakeholders;

The objectives for assessing the performance of the Managing Director/General Manager for 2023 are as follows:

Amministratore Delegato e Direttore Generale

Area Strategica di Performance	Peso Area	Obiettivo - 2023	KPI (*)	Peso
Creazione di valore e gestione del rischio Banca As Is	50%	Redditività	Utile netto	20%
		Revenue Development	Margine di intermediazione	10%
		Gestione del Rischio	Rettifiche su crediti nel rispetto delle policy creditizie e dei coverage previsti dal RAF + Fondo rischi e Oneri	10%
		Efficienza costi	Costi operativi (ASA + HR)	10%
Gestione integrazione Lanternina e Aquarius	10%	Redditività	Impatto economico su Budget derivante da perimetro allargato (progetti Lanternina e Aquarius)	10%
	10%	Iniziative strategiche	Efficace gestione del closing e della successiva integrazione delle due operazioni	10%
Strategie e sviluppo	30%	Iniziative strategiche	Completamento «milestone» di Piano	10%
			Valutazioni di opzioni funzionali ad una strategia di crescita esterna	5%
			Azioni tese alla valorizzazione del profilo ESG, con particolare riferimento a: - Attivazione di percorsi inclusivi per sostenere diversità di genere ed età - Implementazione del progetto di internal customer satisfaction in ottica di miglioramento delle strutture della Banca	5%
		Rafforzamento della squadra manageriale al fine di favorire il raggiungimento target di piano	Rafforzamento squadra manageriale al fine di conseguire i risultati previsti in sede di predisposizione del budget	10%

The bonus payable to the Managing Director/General Manager is determined based on the following incentive curve:



Al di sotto dell'80% non matura alcun bonus. Il Bonus massimo, al raggiungimento di un risultato complessivo di performance individuale del 120%, è pari al 130% del bonus target, previa verifica della disponibilità del bonus pool.

The maximum target bonus defined for the Managing Director/General Manager for 2023 is 100% of fixed remuneration, confirming the prudent approach in variable remuneration systems.

Once the amount of the bonus has been defined, within the limits and according to the defined targets and having taken into account the total bonus pool accrued, it is paid, in accordance with the provisions of the regulations on the subject, according to the following scheme.

T year of economic accrual of bonus		t+1 (up front)	t+2	t+3	t + 4	t + 5	tot
allocation	cash	30%			10%	10%	50%
	Phantom Shares subject to maintenance	30%	10%	10%			50%

Payout	cash	30%			10%	10%	50%
	Phantom Shares actually available		30%	10%	10%		50%

Malus Conditions for deferred quotas	Subject to verification of gates for financial year	Subject to verification of gates for financial year	Subject to verification of gates for financial year	Subject to verification of gates for financial year
	t+1:	t+2:	t+3:	t+4:
	-Capital	-Capital	-Capital	-Capital
	-Liquidity	-Liquidity	-Liquidity	-Liquidity
	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes

--	--	--	--	--

The Phantom Shares are a "virtual" financial instrument, which entitles the Beneficiary to the payment of a cash amount corresponding to the countervalue of the share for the number of vested Phantom Shares.

All units paid in Phantom Shares are subject to a Maintenance Period of one year; for deferred Phantom Shares, the Maintenance Period begins when the deferred remuneration is recognised. The detailed information regarding the Phantom Shares is set out in the Information Document prepared pursuant to Article 114-bis of the Consolidated Finance Act and Article 84-bis of the Issuers' Regulation "Incentive System 2023, based on the assignment of Phantom Shares" that the Company submits to the Shareholders' Meeting of 27 April 2023.

In conclusion, the incentive system is subject, as for the variable components of the remaining identified staff, to *Malus* and *Claw-back* clauses as described in the following section.

Long-term incentive system

As outlined above, starting from the 2024 financial year and subject to the approval by the Shareholders' Meeting of 27 April 2023, the Group plans to introduce a three-year long-term incentive component LTI 2024-2026, intended, *inter alia*, also for the Managing Director as well as for other persons belonging to the identified and non-identified staff, and additional personnel identified among the managers of areas and offices, considered fundamental owing to their respective skills for the implementation and success of the 2024-2026 Strategic Plan, being adopted in the current year, with the right to identify any additional personnel due to organisational changes or with a view to attracting and retaining staff; the total number of beneficiaries of the 2024-2026 LTI Plan is currently around 40 staff, including the Managing Director/General Manager. The purpose of the 2024-2026 LTI plan is to:

- motivate management to achieve the long-term business strategy - whose targets will be presented as part of the aforementioned strategic plan - and therefore towards the best implementation and achievement of the objectives of the plan in question;

- strengthen the spirit of belonging of the key people of the group and the talents selectively identified on the basis of the role held and growth potential;
- reward good conduct and positive results, guaranteeing the achievement of results in line with the conditions of capital strength, liquidity and profitability of the Group;

all with a view to pursuing results that create long-term value for the shareholders and benefiting the interests of all relevant stakeholders for the Group.

In fact, the correlation of part of the remuneration of managers with the performance to be achieved in the three-year period 2024-2026 strengthens the alignment with the interests of the shareholders and, at the same time, makes it possible to comply with the relevant best practices and the recommendations of the Corporate Governance Code which indicate, in particular for management, a period of performance evaluation, including multi-year.

The long-term incentive will be recognised - in line with the short-term incentive system - through a mix of a monetary disbursement and the assignment of Group financial instruments (Phantom Shares), according to the methods that comply with the relevant provisions, as they are considered the most appropriate tool for bringing management more into line with shareholders' interests.

The activation of the system is subject to the verification of the same entry gate objectives adopted on each occasion for the annual incentive system, defined on an ex ante basis, also in line with the Risk Appetite Framework (RAF): failure to achieve only one of the gate objectives as at 31 December of each year of accrual entails non-accrual of the bonus for the year in which the gate objective was not achieved, while failure to achieve only one of the objectives as at 31 December 2026 involves the non-disbursement of the entire bonus even if the gate has been reached in previous years, it being understood that - in any case - the amount of the bonus pool to be distributed in the event of activation of the system will be related to the income results achieved. For 2023, the annual incentive system envisages capital (CET 1, TCR), liquidity (LCR, NSFR) and profitability indicators (adjusted result of current operations before taxes, RORAC).

As at 31 December 2026, the level of achievement of the performance objectives linked to the areas of profitability, efficiency, risk and ESG to which the payment of the incentive is linked, will be verified:

- ROE as at 31/12/2026 (50%);
- Cost/Income ratio as at 31/12/2026 (20%);
- NPE Ratio as at 31/12/2026 (15%);

- customer satisfaction result (15%),
as well as an ESG target relating to the percentage increase of women in positions of responsibility in the three-year period 2024-2026, broken down in the form of de/multiplier in a range from 0.8x to 1.2x, as better explained below.

Furthermore, the KPIs used are different from those that will be utilised for the short-term incentive system, envisaging different indicators or measured over a different time-frame; this check will be carried out with reference to the 2024, 2025 and 2026 short-term plans to be adopted in the coming years.

The aforementioned objectives have a percentage weight on the individual bonus and their assessment is based on increasing thresholds from the minimum level to the Target, from the Target to the maximum level, with an associated linear progression mechanism in terms of payout.

For the Managing Director/General Manager, the target bonus incentive will be quantified up to 50% of annual Fixed Remuneration, in any case not beyond the maximum limit of the total variable remuneration payable in the reference period, also pursuant to the applicable regulations in relation to annual Fixed Remuneration and also taking into account the amount received in the performance period by way of short-term incentive.

As mentioned above, the target values of the KPIs of the 2024-2026 LTI will be defined in the 2024-2026 Strategic Plan being adopted in the current year and the assessments of the individual objectives will be independent from one another (*i.e.*, failure to achieve one objective does not imply the non-activation of the entire Plan):

Indicator	Weight	Level of achievement	Payout with respect to the target bonus	Measurement
ROE	50%	More than 120% with respect to the Plan	130%	Maximum Cap
		More than 100% and up to 120% of the Plan's target	$\geq 100\%$ and $= 130\%$	Linear
		Between 80% and up to 100% of the Plan's target	$\geq 50\%$ and $< 100\%$	Linear
		Less than 80% with respect to the Plan	0%	Minimum Cap
NPE Ratio	15%	More than 120% with respect to the Plan	130%	Maximum Cap
		More than 100% and up to 120% of the Plan's target	$\geq 100\%$ and $= 130\%$	Linear

		Between 80% and up to 100% of the Plan's target	$\geq 50\%$ and $< 100\%$	Linear
		Less than 80% with respect to the Plan	0%	Minimum Cap
Cost/Income ratio	20%	More than 120% with respect to the Plan	130%	Maximum Cap
		More than 100% and up to 120% of the Plan's target	$\geq 100\%$ and $= 130\%$	Linear
		Between 80% and up to 100% of the Plan's target	$\geq 50\%$ and $< 100\%$	Linear
		Less than 80% with respect to the Plan	0%	Minimum Cap
Customer Satisfaction	15%	More than 120% with respect to the Plan	130%	Maximum Cap
		More than 100% and up to 120% of the Plan's target	$\geq 100\%$ and $= 130\%$	Linear
		Between 80% and up to 100% of the Plan's target	$\geq 50\%$ and $< 100\%$	Linear
		Less than 80% with respect to the Plan	0%	Minimum Cap

The payout resulting from the objectives scorecard described above will then be multiplied by a factor determined on the basis of the achievement of the additional ESG KPI relating to the percentage increase in women in positions of responsibility in the headquarters (management/area/office) and the network (area/branches) in the three-year period 2024-2026:

ESG INDICATOR				
<i>Total payout of the objectives scorecard</i>	x	Achievement of Level	Factor	
			<i>Decrease/no increase (%)</i>	0.8
			<i>% Increase up to the expected target</i>	1
			<i>% Increase over the expected target</i>	1.2

The de/multiplier mechanism cannot in any case exceed the maximum cap of the incentive, as illustrated above, also taking into account the relevant regulatory provisions.

The method for assigning the incentive to the Managing Director/General Manager is structured - in line with the applicable regulations - in a manner similar to that envisaged for the short-term incentive system.

The incentive will therefore be paid through a monetary component and a component in phantom shares, according to methods compliant with the relevant provisions. All units paid in Phantom Shares are subject to a Maintenance Period of one year; for deferred Phantom Shares, the Maintenance Period begins when the deferred remuneration is recognised.

Lastly, the incentive system is subject, as for the variable components of the remaining identified staff, to (i) Malus and Claw-back clauses and (ii) the regulation of cases of good and bad leavers, as described in the relevant section.

The Long-Term Incentive Plan will be submitted to the approval of the Shareholders' Meeting of 27 April 2023; for more details, please refer to the Information Document prepared pursuant to Article 114-bis of the Consolidated Finance Act and Article 84-bis of the Issuers' Regulation which the Company submits to the Shareholders' Meeting of 27 April 2023.

4.2.6 Variable remuneration for Managers with Strategic Responsibilities and the remaining Identified Staff

Short-term incentive system

The incentive system envisaged for Managers with Strategic Responsibilities¹¹ and the remaining Identified Staff is structured in a similar way to the incentive system of the Managing Director/General Manager.

In particular, as for the incentive system of the Managing Director/General Manager, the system is divided into the following stages:

- "Gate" objectives;
- Determination of the *bonus pool*;
- Verification of compliance with limits and achievement of individual objectives;
- Calculation and payment of the bonus;
- *Malus* and *claw back* clauses.

A description of the various stages follows, highlighting the specifics for:

- the remaining identified staff of the Parent Company;

¹¹ The Bank's Managers with Strategic Responsibilities, in addition to the Managing Director/General Manager, as of the date of closure of the financial statements, are the Executive appointed to draw up the accounting documents, head of the Planning, Finance and Control Department and the head of the Internal Audit Department.

- the heads of control departments;
- the identified staff care of the subsidiaries.

"Gate" objectives

For the remaining Identified Staff of the Parent Company not belonging to the Company Control Departments, the system is activated after verifying that the liquidity, capital and profitability "gate" objectives envisaged also for the Managing Director have been exceeded (see Section 4.2.5).

For the Identified Staff care of the subsidiaries, the system supplements the "gate" objectives envisaged for the identified staff of the Parent Company, also with a profitability target of the subsidiary and, in particular, for the incentive system to be activated it is required that the adjusted profit from current operations before tax is $\geq 75\%$ Adjusted profit from current operations before tax of the individual budget.

For staff belonging to the Company Control Departments (and similar thereto: Appointed Executive and Head of Resources Department Manager) identified at the Parent Company, in order to not tie their bonuses to the economic/financial variables too closely, the "gate" indicator of profitability is represented by the adjusted consolidated Profit of current operations before taxes.

The failure to achieve even just one of the targets precludes the activation of the incentive system for the year of accrual.

Determination of the bonus pool

With regard to the determination of bonuses for the Parent Company's identified staff, excluding the control departments¹², the incentive system will only be activated if a level of RORAC of at least 80% of the budgeted RORAC target is achieved; if this condition is met, the bonus pool for the identified staff will be determined on the basis of the RORAC achieved compared to the budgeted RORAC target, according to the following progression:

¹² The Identified Staff of the Company Control Departments and, similar thereto, the Appointed Executive and the Head of the Resources Department have a bonus pool not linked to the trend of the RORAC - see below.

RORAC	Identified Staff Total Bonus Pool (excluding control and similar Identified Staff)
> = 125% budget RORAC	Up to 125% of the Bonus Pool
<125% and >=95% budget RORAC	Up to 100% of the Bonus Pool
<95% and >= 80% budget RORAC	Up to 75% of the Bonus Pool
<80% budget RORAC	Cancellation of the Bonus Pool

The Board of Directors of the Parent Company, subject to receiving the opinion/proposal of the Remuneration Committee and the Control, Risk and Sustainability Committee, approved the Group's RORAC targets for the purpose of defining the bonus pool for the year 2023.

For the Identified Staff belonging to the control and similar functions, the Board of Directors, subject to receiving the opinion/proposal of the Remuneration Committee, defined a bonus pool not related to the performance of the RORAC.

On the other hand, with regard to the Identified Staff at the subsidiaries (which at present does not include the staff in the control and similar functions), the incentive system is only activated if a level of RORAC has been achieved at both consolidated and individual level that is at least 80% of the RORAC target envisaged in the respective budgets; if this double condition is met, the bonus pool for the Identified Staff will be determined on the basis of the individual RORAC achieved with respect to the individual budget RORAC target.

Verification of compliance with limits and achievement of individual objectives

The Group establishes ex-ante the individual targets and the limits to the incidence of the variable part on the fixed element for the various categories of beneficiaries.

With reference to the Managers with Strategic Responsibilities¹³, it should be noted that the maximum incidences of the individual incentive system are between 100% and 33% (in the case of heads of the Company Control Departments and the Appointed Executive).

¹³ See note 12.

The total variable remuneration may not exceed the maximum limits to the incidence of the variable component on the fixed element established by existing regulations (from 100% for risk takers and up to one-third for control departments) and by this policy.

With regard to the definition of individual objectives, in order to link the bonuses accrued also to the performance and objectives achieved at corporate department level and individually, each resource concerned receives an annual objectives scorecard including individual qualitative and quantitative objectives.

As already mentioned with regard to the Managing Director/General Manager, the objectives scorecards are structured into strategic quantitative (value creation and risk management) and qualitative (activation of strategic plan guidelines and implementation of initiatives) performance areas, in order to balance qualitative and quantitative elements and ensure a medium/long-term view.

With regard to the Identified Staff not belonging to the control departments, and in particular Managers with Strategic Responsibilities, with regard to the setting of the **quantitative objectives**, the strategic and performance areas that we intend to enhance are:

- Revenue Development;
- Risk Management;
- Cost Efficiency.

In particular, the allocation of objectives is geared, in terms of quantitative objectives, towards revenue growth, reducing the cost of risk for the year 2023 and cutting operating costs.

In terms of the definition of **qualitative and ESG objectives**, these are identified, within the sphere of the mission and the activities carried out by each area, with particular reference to the Plan's initiatives, including the strengthening of the management team and the relevant objectives within the framework of the ESG Masterplan.

Calculation and payment of the bonus

Once the Group's "gate" objectives have been reached, the actual bonus to be paid to the Identified Staff is determined on the basis of the results of the individual scorecard and the targets defined in advance, taking into account the defined bonus pool.

If the Bonus Pool is not sufficient, taking into account the economic, capital and financial soundness, also assessed on a forecast basis, the Board of Directors may envisage an increase

of up to 10% of the Bonus Pool, after consulting the Remuneration Committee, the Control, Risk and Sustainability Committee and in accordance with the procedures for Transactions with Related Parties.

The bonus may be reduced, down to zero (malus), in the event of disciplinary action or evidence of non-compliance due to excessive risk-taking, failure to observe legal or statutory provisions or the code of ethics, other conduct standards or violation of internal and/or external regulations resulting in a significant loss for the Bank or the customers (as defined by the Board of Directors), including the prohibition to apply personal hedging or insurance strategies on remuneration or on other aspects that may alter or compromise risk alignment.

The related decisions are adopted:

- by the BoD, having consulted the Remuneration Committee, with reference to the Managing Director/General Manager, the heads of the Company Control Departments, Appointed Executive and Head of the Resources Department;
- by the Managing Director/General Manager, with the support of the Head of the Resources Department, for the remaining Risk Takers and remaining staff.

With regard to the Identified Staff of the Parent Company and for the Identified Staff at the subsidiaries, the disbursement of quotas follows the scheme defined for the Managing Director.

T year of economic accrual of bonus		t+1 (up front)	t+2	t+3	t + 4	t + 5	tot
Allocation	cash	30%			10%	10%	50%
	Phantom Shares subject to maintenance	30%	10%	10%			50%

Payout	cash	30%			10%	10%	50%
	Phantom Shares actually available		30%	10%	10%		50%

Conditions for deferred quotas	Subject to verification of gates for financial year t+1:	Subject to verification of gates for financial year t+2:	Subject to verification of gates for financial year t+3:	Subject to verification of gates for financial year t+4:
	-Capital	-Capital	-Capital	-Capital
	-Liquidity	-Liquidity	-Liquidity	-Liquidity
	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes

--	--	--	--	--

The Phantom Shares are a "virtual" financial instrument, which entitles the Beneficiary to the payment of a cash amount corresponding to the countervalue of the share for the number of vested Phantom Shares.

All units paid in Phantom Shares are subject to a Maintenance Period of one year; for deferred Phantom Shares, the Maintenance Period begins when the deferred remuneration is recognised. The detailed information regarding the Phantom Shares is set out in the Information Document prepared pursuant to Article 114-bis of the Consolidated Finance Act and Article 84-bis of the Issuers' Regulation "Incentive System 2023, based on the assignment of Phantom Shares" that the Company submits to the Shareholders' Meeting of 27 April 2023.

Long-term incentive system

The Managers with Strategic Responsibilities and the remaining Identified Staff participate in the same 2024-2026 LTI plan envisaged for the Managing Director/General Manager, to which reference should be made for a detailed description of the plan. In this regard, the Board of Directors may make any necessary additions to the 2024-2026 LTI Plan for the beneficiaries belonging to the Company Control Departments (hereinafter also "FAC"), also in order to ensure compliance of the relevant KPIs with the EBA guidelines for which *"the criteria used for the assessment of results and risks should be based primarily on the objectives of the internal control functions"*.

The target bonus incentive envisaged for these beneficiaries is up to 40% of annual Fixed Remuneration, in compliance with the maximum limit of the total variable remuneration payable in the reference period also pursuant to the applicable regulations (and, therefore, in compliance with the limit of 1:1 for non-FAC PPR (non Company Control Department Identified Staff); 0.33:1 for FAC; in addition to any other specific limit for certain roles) and the remuneration policies adopted by the Bank on each occasion, also taking into account the amount received in the performance period as a short-term incentive. The payment of the bonus

comprises an up-front portion and deferred annual portions, according to the provisions of the short-term incentive system in a manner compliant with the relevant provisions.

As outlined above, the Long-Term Incentive Plan will be submitted to the approval of the Shareholders' Meeting of 27 April 2023; for more details, please refer to the Information Document prepared pursuant to Article 114-bis of the Consolidated Finance Act and Article 84-bis of the Issuers' Regulation which the Company submits to the Shareholders' Meeting of 27 April 2023.

Malus and claw back clauses

In addition to the malus clauses indicated above (payout tables), the bonus - also pursuant to the long-term incentive system - can be reduced, down to zero (malus), in the event of disciplinary action or evidence of non-compliance due to excessive risk-taking, failure to observe legal or statutory provisions or the code of ethics, other conduct standards or violation of internal and/or external regulations resulting in a significant loss for the Bank or the customers (as defined by the Board of Directors), including the prohibition to apply personal hedging or insurance strategies on remuneration or on other aspects that may alter or compromise risk alignment.

The Bank proceeds through repayment (claw back) actions, in full or in part, for the variable remuneration already paid and the interruption of the deferred components in case of evidence within 5 years from accrual of the variable remuneration or from payment thereof, of behaviour of the staff who determined or contributed to determine:

- violation of codes of ethics or other conduct standards, and/or internal or external regulations which led to a significant loss for the Bank or for its customers;
- violations of the obligations imposed in accordance with Article 26 or, when the person is an involved party, with Article 53, Paragraphs 4 et seq., of the Consolidated Banking Law or of the remuneration and incentive obligations;
- violations of the rules of the Consolidated Finance Act pertaining to remuneration and incentive obligations;
- fraudulent or grossly negligent behaviours to the detriment of the Bank;
- conducts which led to disciplinary penalties (from suspension of employment to dismissal for just cause or justified subjective reason);
- limited to the Managing Director/General Manager and Managers with Strategic Responsibilities, in the event that, following the restatement of the Financial Statements, the overcoming of the conditions underlying the incentive component (access conditions and/or objectives) is not confirmed.

These provisions are independent with respect to any compensatory or disciplinary profiles and they are activated taking also into account the contribution and tax profiles relating to these matters.

Good and bad leaver assumptions are also envisaged, aimed at regulating cases of termination of employment and/or office before the end of the performance period and during the subsequent period of deferral and/or retention. In particular, without prejudice to any more detailed rules envisaged in the ad hoc provisions and unless otherwise decided by the Board of Directors:

(i) in the event of early termination of employment or of the office before the end of the performance measurement period due to:

- a. termination of employment by mutual consent,
- b. termination of employment due to accrual of pension requirements or access to the extraordinary benefits of the sector Solidarity Fund, or
- c. in the event of death or due to incapacity for work (good leaver),

the Beneficiaries shall retain all rights in relation to the Plan on a pro rata temporis basis or, if the termination occurs after the performance measurement period, with reference to the portions deferred and/or subject to retention;

(ii) in all cases of termination of Employment or Office other than those indicated above (bad leaver), the Beneficiaries will lose all rights in relation to the Plan, including any deferred and/or retention portions not yet disbursed and they shall not be entitled to receive any remuneration or indemnity for any reason from the Company”.

The same clauses are envisaged - *with the necessary adjustments*- for the long-term incentive system LTI 2024-2026.

* * * * *

Threshold

If the variable remuneration of the identified staff is lower than the total amount of 50,000 Euros for the identified staff and does not exceed the limit of one third of the total remuneration of the staff member concerned, the entire amount is paid in cash and up-front.

Particularly High Variable Remuneration of Senior Management Identified Staff

In the case of particularly high variable remuneration¹⁴, for the Managing Director/General Manager and the rest of the identified staff belonging to Senior Management, the payout structure - also in relation to the long-term component - provides for:

- a deferral of 60% of the bonus for a period of 5 years
- a component in Phantom Shares, equal to 50% of the bonus, for the up-front portion, and 55% of the bonus for the deferred component
- the maintenance period of 1 year for the share allocated in Phantom Shares.

Consequently, the scheme here below will be followed:

T year of economic accrual of bonus		t+1 (up front)	t+2	t+3	t + 4	t + 5	T + 6	tot
Allocation	cash	20%			5%	5%	15%	45%
	Phantom Shares subject to maintenance	20%	15%	10%	10%			55%
Payout	cash	20%			5%	5%	15%	45%
	Phantom Shares actually available		20%	15%	10%	10%		55%
Malus Conditions for deferred quotas			Subject to verification of gates for financial year t+1: -Capital -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+2: -Capital -Liquidity - Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+3: -Capital -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+4: - Equity -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+5: -Capital -Liquidity -Result Consolidated Adjusted Of operations Current before tax positive	

¹⁴ Amount of 435,000 Euros (i.e. 25% of the average total remuneration of Italian high earners, as per EBA Report 2021)

In relation to the component in Financial Instruments (Phantom Shares), please refer to what is shown in the section on the variable remuneration of the Managing Director (paragraph 4.2.5).

4.3 The Remuneration Policies for remaining staff

4.3.1 Structure of the remuneration for remaining staff

The remuneration package for the remaining staff is oriented towards the achievement of medium/long-term objectives and is balanced in the following elements, depending on the category of reference:

- fixed remuneration;
- the variable incentive remuneration, which rewards performances over a short-term time period;
- other *retention* and *attraction* instruments which, in relation to the type, fall within the sphere of the fixed or variable remuneration;
- the *benefits*, which fall within the fixed component of the remuneration;
- indemnities with a view to or at the time of early termination of employment.

Furthermore, as mentioned above, selected staff not belonging to the identified staff recognised among the managers of areas and offices, considered fundamental owing to their respective skills for the implementation and success of the 2024-2026 Strategic Plan, being adopted in the current year, may be identified as beneficiaries of the LTI 2024-2026 long-term incentive system described above, subject to its approval by the Shareholders' Meeting of 27 April 2023.

In particular, the elements constituting the remuneration package for remaining staff are the following:

- **Fixed annual remuneration:** in line with the professional positioning and actual experience, seniority and expertise of the employee, constantly monitored and verified with respect to the market context, taking into consideration the level of experience and professional expertise required for each position.
 - Indemnities may also be assigned in connection with specific positions, functionally connected to the covered role, related to the fixed component of remuneration.
 - To complete the remuneration offer, on the basis of a general policy defined at the Company level, employees are offered a package of additional benefits, such as,

by way of example, a supplementary pension plan, supplementary forms of insurance and medical cover, as well as the granting of special favourable conditions as regards services provided by the Bank.

- **Variable remuneration:** constituted by the *Company Bonus* provided by the National Collective Labour Agreement, linked to the economic performance of the Company and by a *Monetary Incentive Component*(paragraph 4.3.2), which rewards annual “performance” in relation to the assigned targets and the results achieved.
 - If new staff are hired from outside the Group, and only for the first year of employment, *entry bonuses* may be provided to make the company’s proposal more attractive, in compliance with the terms and conditions prescribed by current regulations.

In addition, at the decision of the Managing Director/General Manager, within a maximum limit of 1% of the budgeted personnel cost, duly adjusted with the variable incentive components (e.g. company bonus, incentive system), specific one-off or exception bonuses (e.g. on the occasion of special projects, excellent behaviours, extraordinary events, severance incentives...), can be established, duly justified, paid after verifying that the access conditions have been met.

As regards the specific “one-off or exceptional” awards, for the year 2023 the Company has decided to make provision - in relation to the extraordinary acquisition of Branches from the Bper Group - for dedicated bonuses in favour of staff categorised as “Remaining Staff” for the retention of the assets present in the larger branches.

Specifically, reference is made to 23 branches (out of 48) and 54 Staff members; in particular to 8 Private Bankers, 23 Affluent Managers and 23 Branch Managers.

The purpose of the recognition is to retain most of the assets, making provision for specific retention bonuses, considering the amounts (direct and indirect funding) of the Customers included in the individual portfolios of the branches as at 20/02/2023.

It is also possible to activate *sales contests* directed at strengthening the pursuit of the sales targets and/or of specific initiatives relating to extraordinary projects. These initiatives are part of the variable component of remuneration and are activated in line with the code of ethics and the provisions of internal regulations regarding alignment with customer needs, loyalty and related satisfaction and subject to the maintenance of capital and liquidity requirements. They are exceptional, ancillary and marginal in terms of costs, personal motivation and risk impacts and entail dedicated safeguards to ensure compliance with provisions pertaining to conflict of

interest and moral hazard behaviour: these aspects are defined in the pertinent internal regulations.

The amount of the Monetary Incentive Component is contained well below the variable/fixed ratio in the limit of 1:1, without prejudice to the possible definition of non-compete agreements which envisage the payment of a consideration commensurate with the duration and extent of the restriction deriving from the agreement following the conclusion of the employment relationship and/or termination of the office, envisaging in this case the possibility of exceeding this limit, without prejudice to the maximum incidence described in Section 5, "indemnity in the event of resignation or termination of employment and individual pension benefits".

4.3.2 The Variable Component of the Remuneration Package

In the Group's Remuneration Policies, the variable component of the remuneration is a performance incentive tool.

The monetary incentive system provided for specific categories of personnel (network and head office) is developed in compliance with a set of guidelines consistent with the general principles on which the Group's remuneration policies are based. In particular, that system:

- respects the objectives and company values, the long-term strategies and the policies of prudent risk management of the bank. The variable component of the remuneration of network staff does not involve, in fact, the receipt of incentives that may prejudice the offer of products and services in compliance with the interests of customers or that place the interests of the Group above those of customers;
- is based upon a methodology of determination of bonuses linked to the achievement of pre-determined targets, assigned through an explicit and shared process;
- takes into consideration, as regards the remaining staff of the Parent Company, the annual performance of the Group by way of a mechanism that links the amount of maximum expenditure to target levels of adjusted consolidated Profit of current operations before taxes, fixed each year by the Board of Directors;
- for the staff of the Subsidiaries, the maximum expenditure is determined for each company, in compliance with the guidelines laid down for the Group, in relation to target levels of the individual adjusted Profit of current operations before taxes. That mechanism involves the zeroing of the bonus pool in the case of unsatisfactory results and in the case of negative results;

- subjects the payment of bonuses to the presence of two access conditions (known as “gate” objectives) which reflect the level of capital resources and liquidity of the Group in order to make the monetary incentive system sustainable with respect to the Group's financial situation. In particular, those “gate” objectives reflect those envisaged for the Identified Staff.

There is no provision for incentive systems based only on commercial targets.

4.3.2.1 Bank Office Staff of the Group

The Office Staff is constituted by management and clerical staff of the Head Office excluding the “identified staff”. For Office Staff, the determination of the bonuses is linked to the achievement of general targets and/or function targets and is aimed at recognising individual performances. As part of the maximum expenditure established for the bonus system for remaining staff (bonus pool), a maximum amount of expenditure available to the Departments, Areas and Head Office is defined annually, for the payment of bonuses to staff of the individual structures. The subdivision of that maximum expenditure is determined on the basis of many factors related to the achievement of individual and team results and the achievement of particular targets assigned during the year, which constitute the basis for formulating the proposals under the remit of each Office/Area/Department Manager in favour of his/her collaborators. One element for assessing the variable remuneration of staff dealing with complaints comprises indicators that take into account the results achieved in handling complaints and the quality of customer relations.

The bonus proposals, consistent with the outcome of the individual performance assessment process, are subsequently submitted for approval by the Resources Department.

An incentive system is also envisaged for middle management with characteristics consistent with the system envisaged for Identified Staff, introduced in 2021 for Area Managers and extended from 2022 to Office Managers. The extension of the audience is aimed at pursuing the Plan's objectives with ever greater incisiveness and at focusing the efforts, at every level, on a conscious and targeted process of involvement and empowerment of the individual resources involved in the MBO (i.e. management by objectives).

4.3.2.2 Network Staff

For the remaining staff, the incentive systems provided for network staff meet the objective of aligning the performance of the network to the Group's strategic objectives and motivating resources to achieve and maintain excellent performance levels of the activities and aligning the interests of the staff with the satisfaction and loyalty retention of the customers.

The bonuses of the Staff who propose the banking, investment and insurance services and products and the respective Managers, to avoid incorrect commercial practices, are never linked to the offer of specific products or policies that condition the attainment of financing and include objectives related to customer loyalty and satisfaction. They provide for dedicated safeguards, which may lead to the non-payment of the bonus, to ensure compliance with regulations pertaining to anti-money laundering, transparency and correctness in relationships with customers, as well as with the code of ethics and other conduct standards and in the presence of customer complaints assessed within the sphere of the disciplinary process.

The network staff is made up of the following professional figures:

- Area Managers;
- Area Business Managers;
- Area Retail Specialists;
- Branch Managers and Officers;
- Business Managers;
- Private Bankers;
- Personal Managers;
- Affluent Managers
- Small Business Managers;
- Other Network Staff

The situation of the “relevant parties” of the Group is presented below in table form, as required by the transparency provisions of the Bank of Italy:

	Network Staff	Financial Advisors	Hierarchical reportees**
BDB	1339	55	9

- * Relevant Parties: parties that offer products to Customers by interacting with them
** Hierarchical reportees: parties to which the "Relevant Parties" hierarchically report

Area Managers – Area Business Managers – Area Retail Specialists

Having ensured compliance with internal and external regulatory provisions and an adequate level of credit quality, the bonus system for Area Managers, Business Area Managers and Area Retail Specialists involves the assignment of specific targets in order to measure the performance of the Area in relation to a score calculated on the basis of achievement of the assigned budgets for macro aggregates, of which the Income Statement target and the development of business relations are of particular importance in addition to the level of customer satisfaction. The bonus accrued, having achieved the minimum profit level, is correlated to the score achieved.

Branch Managers and Officers

Having ensured compliance with internal and external regulatory provisions and an adequate level of credit quality, the bonus system for Branch Managers and Officers involves the assignment of specific targets in order to measure the performance of the Branch in relation to a score calculated on the basis of achievement of the assigned budgets for macro aggregates, of which the Income Statement target and the development of business relations are of particular importance in addition to the level of satisfaction of the customers. The bonus accrued, having achieved the minimum profit level, is correlated to the score achieved.

Business Managers

Having ensured compliance with internal and external regulatory provisions, an adequate level of credit quality and achieving a minimum commercial development target, the bonus system for Business Managers involves the assignment of specific targets in order to measure the performance based on a score calculated depending on the achievement of the assigned budgets for macro aggregates and relating to the specific business segment, among which the Income Statement target is of particular importance. The bonus accrued, having achieved the minimum profit level, is correlated to the score achieved.

Private Bankers

Having ensured compliance with internal and external regulatory provisions, with particular attention to specific mandatory training and the maintenance of the functional qualifications to

cover the role (IVASS/ESMA), the bonus system for Private Bankers involves the assignment of specific targets in order to measure the performance implemented based upon the achievement of the assigned budgets for macro aggregates and related to the specific business segment, given the due compliance with internal and external regulations. For the specific segment, adequate performance of the role is also considered, i.e. the technical-specialistic evaluation, the organisational capabilities and the outcome of customer satisfaction checks. In addition, specific forms of incentives linked to customer retention activities in the segment may be implemented.

Personal Managers

Having ensured compliance with internal and external regulatory provisions, with particular care for the specific mandatory training and the maintenance of functional authorisations to cover the role (IVASS/ESMA), of a correct management of current operating risks, the bonus system for Personal Managers involves the assignment of specific targets in order to measure the performance based on a score calculated depending on the achievement of the assigned budgets for macro aggregates.

Affluent Managers

Having ensured compliance with internal and external regulatory provisions, with particular care for the specific mandatory training and the maintenance of functional authorisations to cover the role (IVASS/ESMA), of a correct management of current operating risks, the bonus system for Affluent Managers involves the assignment of specific targets in order to measure the performance based on a score calculated depending on the achievement of the assigned budgets for macro aggregates.

Small Business Managers

Having ensured compliance with internal and external regulatory provisions, an adequate level of credit quality and achieving a minimum commercial development target, the bonus system for Small Business Managers involves the assignment of specific targets in order to measure the performance based on a score calculated depending on the achievement of the assigned budgets for macro aggregates and relating to the specific business segment. The bonus accrued, having achieved the minimum profit level, is correlated to the score achieved.

Other Network Staff

The attribution of the Monetary Incentive Component to Other Network Staff has as its main objective the attribution of bonuses strictly commensurate to the increase, achieved by the individual peripheral units, of activities deriving from the acquisition of new markets and/or higher market shares, consistently with the Group strategies and it is activated upon achieving the assigned targets. The amount of the bonus accrued is determined in accordance with meritocratic criteria that must respect the principle of proportionality in relation to commercial development, safeguarding of risks, observance - if required by the role - of the specific mandatory training and the maintenance of functional authorisations to cover the role (IVASS/ESMA) and adherence to the performance assessment system and that Branch Managers must propose for their own subordinates.

4.3.2.3 Financial Advisors

The remuneration of Financial Advisors is regulated in accordance with the provisions envisaged by the agency contract. Two different components can be recognised within this remuneration:

- a recurrent component, essentially referring to the more stable and ordinary part of the remuneration, made up of:
 - i) direct remuneration:
 - commission commensurate to the commission-related returns of the managed portfolio and the activities for the promotion and placement of banking products and services;
 - fees acknowledged at the time of transfer of the portfolio;
 - fees for indicating financial advisors to be included in the Network;
 - ii) indirect remuneration:
 - remuneration for tutoring activities;
 - remunerative component for the co-ordination roles;
- a non-recurring component, mainly referring to:

- recognitions referring to specific initiatives directed at promoting the development of the activities, of the funding volumes and of the banking products or loans;
- recognitions in view of the advisor's commitment to fulfil a predefined minimum period of collaboration with the Bank.

This second component is paid as part of a specific Bonus pool and it is subject to compliance with the liquidity and capital gate objectives set annually for all the incentive systems of the Group. A bonus is paid to each resource subject to the verification of the correctness of the relations with customers, compliance with internal and external regulations, and in the absence of operational risks such as to cause reputational damage.

The Financial Advisors are included in the process for the identification of the identified staff of the Group and, in the event of identification, the non-recurring fees are subject to the same deferral and disbursement schemes and malus rules provided for the identified staff of the Group.

4.3.2.4 Fides Spa Staff

The variable incentive system for the remaining staff of Fides Spa envisages a methodology of determining bonuses connected to the achievement of general targets and aimed at recognising individual performance. As part of the maximum expenditure established for the incentive system for remaining staff (bonus pool) the accrual of bonuses for the individual resources is determined on the basis of a number of factors related to the achievement of individual and team results and the achievement of particular targets assigned during the year.

4.3.2.5 Brokers

The remuneration of Brokers is regulated in accordance with the regulations provided by the agency contract. Two different components can be recognised within this remuneration.

The recurring component, consisting essentially of the commission indicated in the agency mandate, which represents the natural fee of the activity carried out by the agent and is not related to the achievement of specific results.

The non-recurring component essentially refers to remuneration with an incentive value subject to achieving target volumes of turnover. This second component is paid as part of a specific

Bonus pool that is activated in the presence of a positive economic result of the subsidiary Fides Spa and it is subject to the observation of the liquidity gate objectives fixed annually for all incentive systems and to the verification of the capital adequacy of the Group. Having taken into account the availability of the Bonus Pool for the Brokers in the presence of adequate profitability of the subsidiary, the Group's capital adequacy level is identified as the minimum regulatory requirement CET1 ratio of the Group $\geq 7.35\%$ or the applicable regulatory requirement on completion of the SREP procedure launched in January 2023.

A bonus is paid subject to the verification of the correctness of the Broker's relations with customers, compliance with internal and external regulations, and in the absence of operating risks such as to cause reputational damage.

The Brokers are included in the process for the identification of the identified staff of the Group and, in the event of identification, the non-recurring fees are subject to the deferral and disbursement schemes and malus rules provided for the identified staff of the Group.

4.4 Malus and Claw back

In addition to the malus clauses reported above (payout tables), the bonus may be reduced, down to zero (malus), in the event of disciplinary action or evidence of non-compliance due to excessive risk-taking, failure to observe the code of ethics or other conduct standards or violation of internal and/or external regulations which result in a significant loss for the Bank or for the customers (as defined by the Board of Directors), including the prohibition to apply personal hedging or insurance strategies on remuneration or on other aspects that may alter or compromise risk alignment. The related decisions are made by the Resources Department Manager.

The bank proceeds through repayment (*claw back*) actions, in full or in part, for the variable remuneration already paid and the interruption of the deferred components in case of evidence within 5 years from accrual of the variable remuneration or from payment thereof, of behaviours of the staff who determined or contributed to determine:

- violation of codes of ethics or of other conduct standards, and/or internal or external regulations which led to a significant loss for the Bank or for its customers;

- violations of the rules of the Consolidated Finance Act pertaining to remuneration and incentive obligations;
- fraudulent or grossly negligent behaviours to the detriment of the Bank;
- as well as conduct which led to disciplinary penalties (from suspension of employment to dismissal for just cause or justified subjective reason).

These provisions are independent with respect to any compensatory or disciplinary profiles and they are activated taking also into account the contribution and tax profiles relating to these matters.

Good and bad leaver assumptions are also envisaged, aimed at regulating cases of termination of employment and/or office before the end of the performance period and during the subsequent period of deferral and/or retention. In particular, without prejudice to any more detailed rules envisaged in the ad hoc provisions and unless otherwise decided by the Board of Directors:

- (i) in the event of early termination of employment or of the office before the end of the performance measurement period due to:
- a. termination of employment by mutual consent,
 - b. termination of employment due to accrual of pension requirements or access to the extraordinary benefits of the sector Solidarity Fund, or
 - c. in the event of death or due to incapacity for work (good leaver),

the Beneficiaries shall retain all rights in relation to the Plan on a pro rata temporis basis or, if the termination occurs after the performance measurement period, with reference to the portions deferred and/or subject to retention;

(ii) in all cases of termination of Employment or Office other than those indicated above (bad leaver), the Beneficiaries will lose all rights in relation to the Plan, including any deferred and/or retention portions not yet disbursed and they shall not be entitled to receive any remuneration or indemnity for any reason from the Company.

5. Compensation in the event of resignation or termination of employment and individual pension benefits

The Banco Desio Group adopts the following criteria for determining the compensation to be paid in the case of early conclusion of employment or early termination from the office:

A) For Identified Staff:

- the limit to the compensation is established at 2 years of fixed remuneration. For staff recruited on a subordinate employment contract, any definition of compensation for termination of the employment relationship within the limits mentioned above is understood to supplement the indemnity in lieu of advance notice and to replace the possible additional applications regulated by the National Collective Labour Agreement;
- the overall amount disbursed to a single resource cannot in any event exceed the limit of 1.5 million Euros, the related amount is subject to claw back;
- the amount is determined taking also into account the individual results of the person and the conditions of liquidity, capital and income of the Bank;
- with reference to professionals with particularly relevant characteristics, such that termination of employment could determine risks, the Bank reserves the right to define, from time to time, non-competition agreements (also "NCA") that provide for the recognition of an amount commensurate with the duration and extent of the constraint deriving from the agreement itself after the conclusion of the employment relationship and/or cessation of the office. Pursuant to current legislation, only the portion of the NCA that exceeds the last year of fixed remuneration:
 - is included in the variable/fixed ratio relating to the last year of employment or permanence in office;
 - is subject to the payment rules set out in the Remuneration Policy for Identified Staff;
 - is linked to individual performance and to performance, net of risks, and to the bank's capital and liquidity levels
- the Bank may also recognise the amounts agreed as part of an agreement between the bank and the staff, however reached, for the settlement of a current or potential dispute. In this case, the amount is defined with the following formula:
 - 2 months' pay for Risk takers, or 6 months' pay for the control departments, of total annual remuneration (gross annual remuneration of the last year with the addition of the average of the amounts recognised by way of the annual incentive system, be it up-front or deferred, in the previous two years) multiplied by the number of years of seniority .In any case, this is without prejudice to the maximum limit of two years and 1.5 million Euros defined by the Shareholders' Meeting. Pursuant to current regulations, this type of remuneration, calculated with the above formula, is not considered in the variable/fixed limit of the last year of office.
- the total amount, with the exception i) of the portion of NCA that does not exceed the last year of fixed remuneration of the beneficiary ii) only for employees, for the portion that exceeds any indemnity in lieu of notice, will be paid with the methods envisaged for the variable remuneration of Risk-Taking personnel (deferral, correlation to share performance, *malus*, *claw back*) in force at the time of recognition;

- any remuneration paid is subject to the same malus and claw back rules prescribed for variable remuneration, in particular, the Bank shall seek repayment of the amounts paid in case of ascertainment, within 5 years from the payment of the immediate component or of the deferred component, of conduct on the part of the employees, directors or collaborators benefiting from such conduct during their employment, in violation of internal or external rules or regulations, which entailed for the Bank a loss considered “significant”, of violation of the conditions and of the limits for the undertaking of risk activities with respect to those who can exercise an influence on the management of the Bank and of the parties connected therewith (in accordance with Article 53 Paragraphs 4 et seq. CBL), of violation of the remuneration and incentive obligations and of fraudulent conduct and of gross negligence, with reference to Managers with Strategic Responsibilities, in the event of data pertaining to the Gates or vesting conditions that were subsequently revealed to be manifestly erroneous.

B) For remaining staff:

- the limit to the compensation is established at 2 years of fixed remuneration. For staff recruited on a subordinate employment contract, any definition of compensation for termination of the employment relationship within the limits mentioned above is understood to supplement the indemnity in lieu of advance notice and to replace the possible additional applications regulated by the National Collective Labour Agreement;
- the overall amount disbursed to a single staff member cannot in any event exceed the limit of 1.5 million Euros, the related amount is subject to *claw back*;
- the amounts agreed in view or on the occasion of the early conclusion of employment are included in the calculation of the proportion of the variable remuneration with respect to the fixed remuneration of the last year of employment or of permanence in office, with the exception of the amounts agreed and recognised within the scope of an agreement between the bank and the staff, however reached, for the settlement of a current or potential dispute defined using the following formula:
 - 2 months of the total annual remuneration (gross annual remuneration of the last year with the addition of the average of the amounts recognised by way of monetary incentive component in the previous two years) multiplied by the number of years of seniority. Said amount is, in any case, contained within the maximum amount defined by the Shareholders’ Meeting (1.5 million Euros);
- with reference to professionals with particularly relevant characteristics, such that termination of employment could determine risks, the Bank reserves the right to define, on each occasion, while the employment contract is in place or in view of or at the time of termination of employment, non-competition agreements ("NCA"), which provide for the recognition of a consideration commensurate with the duration and extent of the constraint deriving from the agreement itself following

the conclusion of employment and/or termination of office. Pursuant to current legislation, only the portion of the NCA that exceeds the last year of fixed remuneration:

- is included in the variable/fixed ratio relating to the last year of employment or permanence in office, considering the maximum limit of 1:1;
- is linked to individual performance and to performance, net of risks, and to the Bank's capital and liquidity levels
- any remuneration paid is subject to the same malus and claw back rules prescribed for variable remuneration, in particular, the Bank shall seek repayment of the amounts paid in case of ascertainment, within 5 years from the payment of the immediate component or of the deferred component, of conduct on the part of the employees, directors or collaborators benefiting from such conduct during their employment, in violation of internal or external rules or regulations, which entailed for the Bank a loss considered "significant", of violation of the conditions and of the limits for the undertaking of risk activities with respect to those who can exercise an influence on the management of the Bank and of the parties connected therewith (in accordance with Article 53 Paragraphs 4 et seq. CBL), of violation of the remuneration and incentive obligations and of fraudulent conduct and of gross negligence, with reference to Managers with Strategic Responsibilities, in the event of data pertaining to the Gates or vesting conditions that were subsequently revealed to be manifestly erroneous.

This without prejudice to the provisions of Circular 285 Paragraph 2.2.3 "Derogation" point 1 with regard to severance incentives.

It should be noted that, at present, neither the Managing Director/General Manager nor the remaining Identified Staff are provided with indemnities in addition to those envisaged by the employment contract or by the Italian Civil Code in the case of resignation or termination of the relationship.

There are no agreements that involve the assignment or maintenance of non-monetary benefits in favour of persons who have ceased their office (known as *post-retirement perks*).

Similarly, no discretionary pension benefits are provided.

Data transmission obligations

In 2022, the Parent Company fulfilled the obligations of annual transmission of remuneration data to the Bank of Italy, as established in Bank of Italy Circular no. 285/2013.

SECTION II

1. Introduction

The Report on remuneration paid in 2022 is divided into two parts.

The first part provides a clear and detailed representation of the remuneration paid in 2022, with a special focus on the remuneration of the management and control bodies, the Managing Director and the Managers with Strategic Responsibilities, highlighting compliance with the Remuneration Policy approved by the Shareholders' Meeting on 14 April 2022 and the manner in which remuneration contributes to the company's long-term results.

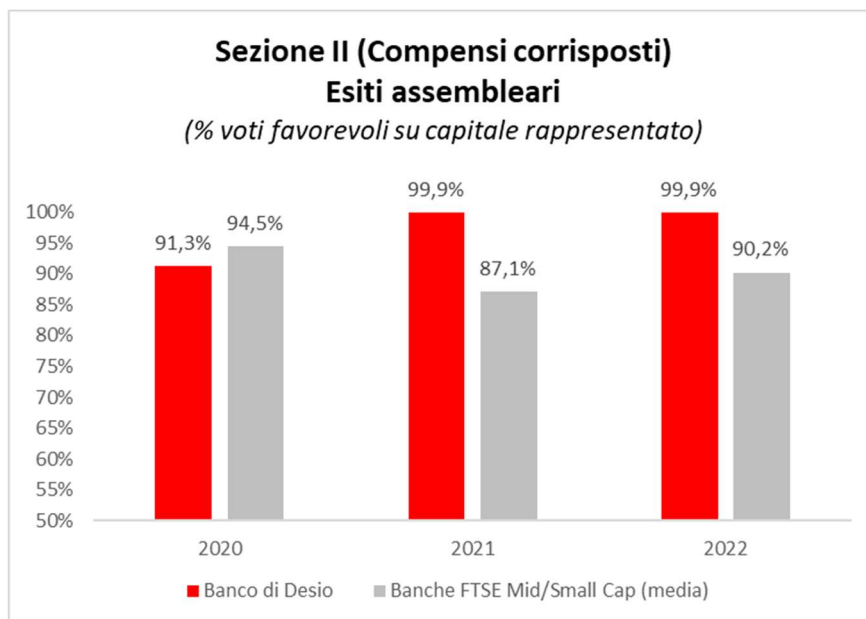
In the second part, the representation of each of the items that make up remuneration is shown, according to the tables provided for by the Issuers' Regulation. In particular, the disclosure is provided:

- by name, for members of the management and control bodies, the Managing Director/General Manager;
- in aggregate form for the Managers with Strategic Responsibilities.

The second part also provides the qualitative and quantitative disclosure required by Article 450 of the CRR in relation to the application of the 2022 Remuneration Policy.¹⁵

The Shareholders' Meeting of 14 April 2022 approved the Group Remuneration Policy (Section II) with 100% of the votes in favour of the shares represented at the Meeting

¹⁵ See note 2



Taking into account the positive results of the vote, the structure of Section II proposed in the last two years was maintained, which envisages, also taking into account the provisions introduced by the Issuers' Regulation, with a view to increasing transparency and disclosure to the market, detailed information on the correlation between the results achieved and the definition of variable remuneration.

2. Main events during 2022

During the course of 2022, despite a highly volatile and unpredictable market scenario at the time of budget approval, a decision was taken not to revise the objectives assigned, trusting in the resilience of the Bank's commercial and organisational structure.

In fact, the second year of the Business Plan confirmed the positive trend of 2021, exceeding, in most cases, the economic targets that were only expected to be achieved in 2023. The targets set for the year were largely achieved, with particular reference to improving the cost/income ratio, capital requirements and asset quality. During 2022, the foundations were also laid for the finalisation of two important extraordinary transactions (Lanternina and Acquario) which will have a significant positive economic and financial impact, as early as the first few months of 2023.

The Plan targets were also included in the individual objectives scorecards, which confirmed the structure already outlined recently and divided into two macro sections, one of a quantitative nature (focusing on economic-financial aspects as well as on Value Creation and Risk Management) and one of a qualitative nature, related to specific initiatives to achieve the strategic guidelines. Consistent with the social responsibility that characterises the Group's long-term strategy, the ESG objectives pursued have been provided for within the scorecards, with particular reference to environmental sustainability and inclusive management policies.

3. 2022 Governance Process

As far as the Governance process is concerned, the Remuneration Committee met in 2022 on a total of 10 occasions (including some joint meetings with the Appointments Committee or with the Control, Risk and Sustainability Committee) during which issues associated with the implementation and alignment of the 2022 remuneration policies were mainly discussed.

Among the topics dealt with in detail by the Committee, mention is made in particular of:

- audits regarding the activation of the incentive system for the purposes of the draft financial statements for 2021, as well as the proposal, submitted to the Shareholders' Meeting of 14 April 2022, of the compensation plan in financial instruments relating to the “2022 Incentive System based on the assignment of Phantom Shares”;
- proposal of the 2022 Remuneration Report and on the remuneration paid;
- proposals relating to certain positions of the Parent Company and the subsidiary Fides;
- proposal for the 2022 bonus system and update of Bonus Pool 2022;
- benchmarking analysis on fixed and variable remuneration;
- “Gender Pay Gap”;
- definition and implementation of the Long-Term Incentive System

Furthermore with regard to the internal control departments, it should be noted that:

- the Internal Audit Department carried out an audit on the consistency of remuneration practices with the approved policies and these regulations, whose outcome was positive.

The Remuneration and Incentive Policies adopted were correctly carried out in relation to the identification of the identified staff, compliance with the limits of incidence of the variable remuneration in accordance with the categories of beneficiaries, and the verification of the achievement of the "gate" objectives. The detailed outcomes of the checks conducted have been brought to the attention of the relevant Bodies and Departments;

- The Compliance unit assessed how this Report is compliant with both external legislation and internal regulations;
- the Head of the Risk Management Department participated in the process of defining the Remuneration Policies and identifying the identified staff. The "gate" parameters of liquidity and capital were identified in line with the Group's risk strategy in accordance with the Risk appetite Policy. The ex post verification of compliance of the levels adopted for the year 2022 gave a positive result.

4. Implementation of the 2022 remuneration and incentive policy

4.1 Remuneration of the strategic supervision, management and control Bodies and of the Managers with Strategic Responsibilities

The Directors and Statutory Auditors appointed by the Shareholders' Meeting of 23 April 2020, in addition to Director Gerolamo Gavazzi appointed at the meeting of 4 October 2021 to replace the deceased Egidio Gavazzi, will remain in office until the date of the next Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2022. As at 31 December 2022, those bodies are made up as follows.

Director	Office	Offices held in Committees				
		Executive Committee	Control, Risk and Sustainability Committee	Appointments Committee	Remuneration Committee	Committee for Transactions with Related Parties and Associated Parties
Stefano Lado	Chair			X		
Alessandro Maria Decio	Managing Director and General Manager	X				
Agostino Gavazzi	Director	(P) X				

Gerolamo* GAVAZZI	Director	X				
Tito Gavazzi**	Director		X			
Graziella Bologna	Director	X				
Cristina Finocchi Mahne *	Director (independent)		(P) X	X		
Valentina Maria Carla Casella	Director (independent)				(P)X	X
Ulrico Dragoni	Director (independent)				X	X
Giulia Pusterla	Director (independent)		X			(P)X
Laura Tulli *	Director (independent)			(P) X	X	

Statutory Auditor	Office
Emiliano Barcaroli	Chair
Rodolfo Anghileri	Standing Auditor
Stefania Chiaruttini	Standing Auditor
Stefano Antonini	Alternate Auditor
Silvia Re	Alternate Auditor
Massimo Celli	Alternate Auditor

Pursuant to the Corporate Governance Code, in line with the EBA Guidelines on corporate governance for banks, which include the provision that by January 2022, the Chair of the Risk Committee may not also be the Chair of the body with strategic supervision function or of other committees, as at 31 January 2022, Banco Desio has terminated the combination of office of the Chair of the Risk Committee and the Chair of the Appointments Committee as follows: Ms Cristina Finocchi Mahne has informed the Appointments Committee, on 14 December 2021, of her decision to relinquish her position as Chair of the Committee as from 24 January 2022. As a result of the above, with the favourable opinion of the Appointments Committee and the approval of the Board of Directors, the chair of the Appointments Committee was retained by Ms Cristina Finocchi Mahne until 30 January 2022, after which time - following formalisation of the appointment at the meeting of 24 January 2022 - the chair was assumed by Ms Laura Tulli.

The Shareholders' Meeting held on 23 April 2020 established the gross annual fee due to the entire Board of Directors of Banco Desio as 1,000,000 Euros, excluding the Chair, the Vice Chair and the Managing Director, and the attendance fees as 300 Euros . In its meeting held on 23 April 2020, the Board of Directors assigned the total fees as follow:

- 50,000 Euros to each Director;

- 40,000 Euros to each member of the Executive Committee (60,000 Euros to the Chair);
- 20,000 Euros to each member of the Control, Risk and Sustainability Committee (25,000 Euros to the Chair);
- 15,000 Euros to each member of the Committee for Transactions with Related Parties and Associated Parties (20,000 Euros to the Chair);
- 10,000 Euros to each member of the Appointments Committee and the Remuneration Committee (15,000 Euros to the Chair);
- residual 235,000 Euros unassigned.

The all-inclusive fees of the Chair, Vice Chair and Managing Director amount respectively to:

- 600,000 Euros to the Chair;
- 350,000 Euros to the Managing Director.

For the Executive Directors, in view of the low remuneration received for participating in the Executive Committee (40,000 Euros per annum), there is no provision for variable fees.

The members of the Board of Directors and the members of the Executive Committee are, in addition, entitled to the reimbursement of costs incurred for reasons of their office, as well as the payment of attendance fees, the amount of which is determined by the ordinary Shareholders' Meeting.

In addition, a D&O insurance policy is provided for Directors and Statutory Auditors.

The fees of the Chair, the Vice Chair(s) (if appointed), as well as any additional fees in favour of other Directors with operational powers as well as participation in board committees, are determined by the Board of Directors, having consulted the Board of Statutory Auditors.

Board of Statutory Auditors

The remuneration of the members of the Board of Statutory Auditors of the Parent Company and the subsidiaries is commensurate with the commitment required, the importance of the position held as well as the dimensional and sectoral characteristics of the Banco Desio Group companies.

The fees established for the 2020-2022 mandate for the Parent Company's Board of Statutory Auditors are:

- 100,000 Euros for the Chair of the Board of Statutory Auditors;
- 80,000 Euros for each Standing Auditor;
- plus 10,000 Euros for both the Chair and each Standing Auditor by way of forfeit expense reimbursement.

In compliance with the Bank of Italy's Supervisory Provisions, no variable remuneration is envisaged for the members of the Board of Statutory Auditors of the Parent Company and the subsidiaries.

Chair of the Parent Company

The fixed remuneration of Mr. Stefano Lado for the office of Chair and member of the Remuneration Committee amounted to 600,000 Euros all-inclusive and 5,400 Euros for attendance fees.

There is no provision for compensation at the end of the office due to resignation or termination of the relationship.

Executive Directors of the Parent Company

Agostino Gavazzi, Gerolamo Gavazzi and Graziella Bologna receive, in addition to the fixed remuneration for the office of Directors, an additional fee in the capacity of members of the Executive Committee, as well as the payment of attendance fees, as provided by the Group's remuneration policy. For details, please refer to Part 2 of this Section (Analytical tables of remuneration paid).

There is no provision for compensation at the end of the office due to resignation or termination of the relationship.

For the remuneration of the Managing Director, see the following Section.

Non-Executive Directors of the Parent Company

Messrs Cristina Finocchi Mahne, Valentina Maria Carla Casella, Ulrico Dragoni, Giulia Pusterla and Laura Tulli receive fixed remuneration for the office of Directors, an additional fee for participating in Committees, as well as the payment of attendance fees, as envisaged by the Group's remuneration policy. For details, please refer to Part 2 of this Section (Analytical tables of remuneration paid).

There is no provision for compensation at the end of the office due to resignation or termination of the relationship.

Managing Director and General Manager of the Parent Company

Mr Alessandro Maria Decio received a gross remuneration of 350,000 Euros and a remuneration of 355,400 Euros as Managing Director (of which 5,400 Euros for attendance fees). The value of the non-monetary benefits package assigned to the General Manager amounted to 21,968 Euros.

With reference to the Incentive plan for Group management, the latter accrued variable remuneration of 420,664 Euros in the 2022 financial year. The details of the variable incentive system are illustrated in Section 4.2.

There is no provision for compensation at the end of the office due to resignation or termination of the relationship.

For details, please refer to Part 2 of this Section (Analytical tables of remuneration paid).

Managers with Strategic Responsibilities of the Parent Company

The Bank's Managers with Strategic Responsibilities, in addition to the Managing Director/General Manager (indicated above), as of the date of closure of the financial statements, are as follows:

- the Appointed Executive;
- the head of the Planning, Finance and Control Department;

- the head of the Internal Audit Department.

The same received total gross remuneration of 595,000 Euros.

The value of the non-monetary benefits package amounted to 47,899 Euros.

With reference to the 2022 Incentive plan for Group management, the latter accrued variable remuneration of 123,538 Euros in the 2022 financial year.

There is no provision for compensation at the end of the office due to resignation or termination of the relationship.

With reference to the Incentive Plan for the management of the Group, see the details of the following section.

4.2 Implementation of the incentive plan for the Identified Staff of the Banco Desio Group for 2022

In a better-than-expected macroeconomic scenario during the phase of definition of the Plan, the Bank was able to achieve and exceed the objectives of the Business Plan, even earlier than the forecasts. These initiatives meant that the 2022 financial year closed with extremely positive results.

Consequently, the verification of the final balance data expressed by the Group in the financial year 2022 has highlighted the achievement of the “gate” objectives of liquidity, capital and profitability, which determined the activation of the incentive system for the management of the Group.

Area	KPI	Envisaged target	Verification of
CAPITAL (Brianza Unione Group)	CET 1	7.85%	achieved
	TCR	11.60%	achieved
LIQUIDITY (Banking Group)	LCR - Liquidity Coverage Requirement	115%	achieved
	NSFR - Structural liquidity	110%	achieved
PROFITABILITY (Banking Group)	Adjusted profit of current operations before taxes	Result \geq 75% budget value	achieved

The 2022 incentive scheme envisaged that the amount of the overall bonus pool should vary in line with the results of risk-adjusted profitability (RORAC).

The final RORAC values show a higher result than the budget: specifically, the RORAC shows an Actual/Budget Reviewed ratio higher than 125%, i.e. an "over-performance" situation.

Determination of the individual bonus for the Managing Director/General Manager

Once the achievement of the entry gates has been verified and the maximum overall bonus pool has been defined, the Incentive System envisages that the Individual Bonus be determined on the basis of the performance achieved in relation to the objectives set out in the Individual Scorecard.

The 2022 individual scorecard included indicators linked to:

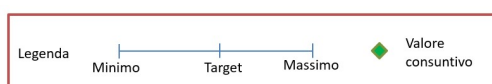
- the area of "Value creation and risk management", with a weight of 60%;
- the area of "Activation of Strategic Plan guidelines and implementation of initiatives", with a weight of 40%.

The degree of achievement of each objective was measured.

Details on the objectives and their level of achievement follow.

Amministratore Delegato e Direttore Generale 2022 consuntivo

Area Strategica di Performance	Peso Area	Obiettivo - 2022	KPI (*)	Peso KPI	Livello raggiunto
Creazione di valore e gestione del rischio	60%	Redditività	Utile netto	20%	
		Revenue Development	Margine di intermediazione	10%	
		Gestione del Rischio	Rettifiche su crediti nel rispetto delle policy creditizie e dei coverage previsti dal RAF + Fondo rischi e Oneri	20%	
		Efficienza costi	Costi operativi (ASA + HR)	10%	
Attivazione direttrici Piano Strategico ed implementazione iniziative	40%	Iniziative strategiche	Realizzazione « milestone » di Piano: - Revisione processi - Strategia digitale - Crescita commissionale	10%	
			Valutazioni di opzioni funzionali ad una strategia di crescita esterna	10%	
			Azioni tese alla valorizzazione del profilo ESG, con particolare riferimento a: - Attivazione di percorsi inclusivi per sostenere diversità di genere ed età - Implementazione del progetto di internal customer satisfaction in ottica di miglioramento delle strutture della Banca - Lancio nuovi prodotti green - Predisposizione Reporting Direzionale su tematiche ESG	10%	
		Rafforzamento della squadra manageriale al fine di favorire il raggiungimento target di piano	Rafforzamento squadra manageriale al fine di conseguire i risultati previsti in sede di predisposizione del budget	10%	



The overall individual performance, defined on the basis of the objectives scorecard, is 113.46%, with a result by linear interpolation of 120%.

The amount of the bonus approved for the Managing Director/General Manager was 420,664 Euros, or about 58% of the fixed annual remuneration.

The bonus will be paid in accordance with the payment model envisaged by the 2022 remuneration and incentive policies for particularly high variable remuneration (i.e. equal to or greater than 435,000 Euros), i.e. according to the following scheme:

T year of economic accrual of bonus		t+1 (up front)	t+2	t+3	t + 4	t + 5	T + 6	tot
allocation	cash	20%			5%	5%	15%	45%
	Phantom Shares subject to mainten ance	20%	15%	10%	10%			55%

Payout	cash	20%			5%	5%	15%	45%
	Phantom Shares actually availabl e		20%	15%	10%	10%		55%

Malus Conditions for deferred quotas	Subject to verification of gates for financial year t+1: -Capital -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+2: -Capital -Liquidity - Consolidate d adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+3: -Capital -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+4: - Equity -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+5: -Capital -Liquidity -Result Consolidated Adjusted Of operations Current before tax positive
---	--	---	--	---	--

Determination of the individual bonus for Managers with Strategic Responsibilities and for the remaining Identified Staff

The Managers with Strategic Responsibilities, as well as the remaining Identified Staff, were beneficiaries of the 2022 incentive system, which envisaged "gate" objectives and

determination of the *bonus pool* mechanisms similar to those envisaged for the Managing Director as illustrated in the previous paragraph.

With particular reference to the performance of Managers with Strategic Responsibilities, these were generally in line with the defined targets

The target bonus stood between 27% and 15% and the actual bonus, with reference to Managers with Strategic Responsibilities, was overall in line with the highlighted target.

With regard to the deferred components of the incentive systems for previous years, the Board meeting held on 9 February 2023 verified that the conditions set out by the incentive system for the payment of the second deferred portion of the bonus accrued in 2020 and for the first deferred portion of the bonus accrued in 2021 had been met.

The calculation of the amounts to be paid will be carried out, in accordance with the provisions of the incentive system of the Identified Staff, on the basis of the comparison between the average price of the Banco Desio ordinary share in the 30 days prior to the date of approval of the Consolidated Financial Statements by the Shareholders' Meeting and the average price of the Banco Desio ordinary share in the 30 days prior to the year t+1, with a corridor of +/- 20%.

The total and consequently paid remuneration for the Identified Staff is shown in the attached tables.

Severance policies for 2022

No early termination agreement was entered into with identified staff during 2022.

4.3 Implementation of remuneration policies for remaining staff for the year 2022

With reference to 2022, the “gate” objectives of capital adequacy and liquidity were achieved. The bonuses for individual beneficiaries are being defined within the sphere of the maximum expenditure determined on the basis of the Consolidated adjusted profit of current operations before taxes and in scrupulous compliance with the individual limit to the incidence of monetary incentive component on the fixed one defined in the 2022 remuneration policies and, in general, in observance of the limits established by legislation and the remuneration policies approved by the Shareholders' Meeting.

5. Comparison between the annual change in the total remuneration of the members of the Board, of the MD/GM and the Board of Statutory Auditors and the results of the company and the average gross annual remuneration of the employees

Information relating to the comparison between the following is indicated below:

- the total remuneration of each of the parties for which the information as per this section of the Report is provided by name (table 1);
- the results of the company (table 2);
- the average gross annual remuneration, parametrised on the full-time employees, of the employees other than the parties whose remuneration is represented by name in this section of the Report (table 2).

TABLE 1

Remunerazione totale di ciascuno dei soggetti per i quali sono fornite nominativamente le informazioni nella Sezione II della Relazione (Compensi Corrisposti)

Nominativo	Carica	Remunerazione Totale				Variazione 2022-2021	Note
		2019	2020	2021	2022		
STEFANO LADO	Presidente	€ 664.500	€ 623.489	€ 606.600	€ 605.400	0%	
AGOSTINO GAVAZZI	Consigliere	€ 124.500	€ 117.914	€ 116.600	€ 115.100	-1%	
GEROLAMO GAVAZZI	Consigliere	-	-	€ 23.745	€ 95.400	302%	inizio carica ultimo trimestre 2021
CRISTINA FINOCCHI MAHNE	Consigliere	€ 99.500	€ 96.344	€ 96.000	€ 90.511	-6%	
VALENTINA CASELLA	Consigliere	€ 72.095	€ 87.915	€ 86.600	€ 85.400	-1%	
TITO GAVAZZI	Consigliere	€ 114.500	€ 113.378	€ 97.641	€ 95.400	-2%	l'importo comprende quanto erogato per la carica di Consigliere, rivestita in Fides.
GRAZIELLA BOLOGNA	Consigliere	€ 141.612	€ 97.914	€ 96.600	€ 95.100	-2%	
LAURA TULLI	Consigliere	-	€ 51.496	€ 76.300	€ 79.989	5%	
ULRICO DRAGONI	Consigliere	-	€ 53.439	€ 81.300	€ 80.100	-1%	
GIULIA PUSTERLA	Consigliere	-	€ 64.967	€ 96.300	€ 95.400	-1%	
ALESSANDRO DECIO	Amministratore Delegato/Direttore Generale	-	€ 668.261	€ 1.142.270	€ 1.148.031	1%	
Totale CdA e funzione di gestione		€ 1.216.707	€ 1.975.117	€ 2.519.956	€ 2.585.831	28%	
EMILIANO BARCAROLI	Presidente Collegio Sindacale	-	€ 75.738	€ 110.000	€ 110.000	45%	
RODOLFO ANGHILERI	Sindaco	€ 105.000	€ 105.000	€ 105.000	€ 110.000	0%	l'importo comprende quanto erogato per la carica di Sindaco, rivestita in Fides.
STEFANIA CHIARUTTINI	Sindaco	-	€ 61.967	€ 90.000	€ 90.000	45%	
Totale Collegio Sindacale		€ 105.000	€ 242.705	€ 305.000	€ 310.000	26%	
TOTALE COMPLESSIVO		€ 1.321.707	€ 2.217.822	€ 2.824.956	€ 2.895.831	27%	

TABLE 2

Risultati della società

Indicatore	Dato consuntivo			Variazione 2021-2022	Eventuali commenti
	2020	2021*	2022		
Margine di intermediazione	395.241	440.644	456.120	4%	
Risultato corrente al lordo delle imposte	31.544	60.447	109.894	82%	
CET1	1.029.760	1.127.365	1.132.850	0%	
LCR (media I, II, III e IV trim)	1,984	2,118	1,712	-19%	

* riesposto in funzione della riclassifica di Bilancio 2022 in coerenza con la vendita del ramo d'azienda acquiring

Remunerazione annua lorda media, parametrata sui dipendenti a tempo pieno, dei dipendenti diversi dai soggetti per i quali sono fornite nominativamente le informazioni nella Sezione II della Relazione (Compensi Corrisposti)

	Remunerazione Annuale Lorda Media				Variazione 2021-2022	Eventuali commenti
	2019	2020	2021	2022		
Rem. Annuale lorda media	51.039,87	52.293,01	53.008,50	54.143,74	2%	Remunerazione annua lorda fissa media, parametrata sui dipendenti a tempo pieno, dei dipendenti diversi dai soggetti per i quali sono fornite nominativamente le informazioni nella Sezione II della relazione (Compensi Corrisposti)

Desio, 23 March 2023

On behalf of the Board of Directors

The Chair

(Mr Stefano LADO)

TABLE 1: Remuneration paid to members of the management and control bodies, general managers and other Managers with strategic responsibilities.

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Stefano Lado	<i>Chair</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022									
	I) Remuneration in company that drafts the financial statements			595,400	10,000					605,400		
	(II) Remuneration from subsidiaries and associates											
	Notes			Of which: - 540,000 Euros as remuneration for the Role of Chair - 50,000 Euros as remuneration for the Role of Director - 5,400 Euros as attendance fees	Of which: - 10,000 as remuneration for the Appointments Committee (AC)							
(III) Total			595,400	10,000					605,400			

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment	
						Bonuses and other incentives	Profit sharing						
Agostino Gavazzi	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022										
	I) Remuneration in company that drafts the financial statements				52,550	62,550					115,100		
	(II) Remuneration from subsidiaries and associates												
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 2,550 Euros as attendance fees	Of which: - 60,000 Euros as remuneration for the Chair of the Executive Committee (EC) - 2,550 Euros as attendance fees							
(III) Total				52,550	62,550					115,100			

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment	
						Bonuses and other incentives	Profit sharing						
Gerolamo Gavazzi	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022										
	I) Remuneration in company that drafts the financial statements				52,700	42,700					95,400		
	(II) Remuneration from subsidiaries and associates												
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 2,700 Euros as attendance fees	Of which: - 40,000 Euros as member of the Executive Committee (EC) - 2,700 Euros as attendance fees							

	(III) Total	52,700	42,700					95,400		
--	-------------	--------	--------	--	--	--	--	--------	--	--

Nome e cognome	Carica	Periodo per cui è stata ricoperta la carica	Scadenza della carica	Compensi fissi	Compensi per la partecipazione a comitati	Compensi variabili non equity		Benefici non monetari	Altri compensi	Totale	Fair Value dei compensi equity	Indennità di fine carica o di cessazione del rapporto di lavoro
						Bonus e altri incentivi	Partecipazione agli utili					
C.Finocchi Mahne'	Consigliere	01/01/2022 - 31/12/2022	data approvazione bilancio del 2022									
	I) Compensi nella società che redige il bilancio				55.100	35.411				90.511		
	(II) Compensi da controllate e collegate											
	Note				Di cui: - 50.000 euro come compenso per la carica di Consigliere - 5.100 euro come gettoni di presenza	Di cui: - 25.000 euro come compenso Presidente del Comitato Controlli Rischi e Sostenibilità - 10.411 euro come compenso componente del Comitato Nomine (Presidente CN fino al 30.1.2022)						
	(III) Totale				55.100	35.411				90.511		

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment	
						Bonuses and other incentives	Profit sharing						
Valentina Casella	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022										
	I) Remuneration in company that drafts the financial statements				55,400	30,000					85,400		
	(II) Remuneration from subsidiaries and associates												
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 5,400 Euros as attendance fees	Of which: - 15,000 Euros as remuneration for Chair of the Remuneration Committee (RC) - 15,000 Euros as remuneration of the Committee for Transactions with Related Parties and Associated Parties (COPC)							
(III) Total				55,400	30,000					85,400			

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment	
						Bonuses and other incentives	Profit sharing						
Tito Gavazzi	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022										
	I) Remuneration in company that drafts the financial statements				55,400	20,000				75,400			
	(II) Remuneration from subsidiaries and associates				20,000					20,000			
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 5,400 Euros as attendance fees - 20,000 Euros as remuneration for the Role of Director Fides	Of which: - 20,000 Euros as remuneration of the Control, Risk and Sustainability Committee (CCRS)							
	(III) Total				75,400	20,000				95,400			

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment	
						Bonuses and other incentives	Profit sharing						
Graziella Bologna	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022										
	I) Remuneration in company that drafts the financial statements				52,550	42,550					95,100		
	(II) Remuneration from subsidiaries and associates												
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 2,550 Euros as attendance fees	Of which: - 40,000 Euros as member of the Executive Committee (EC) - 2,550 Euros as attendance fees							
	(III) Total				52,550	42,550					95,100		

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giulia Pusterla	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022									
	I) Remuneration in company that drafts the financial statements				55,400	40,000				95,400		
	(II) Remuneration from subsidiaries and associates											
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 5,400 Euros as attendance fees	Of which: - 20,000 Euros as remuneration of the Control, Risk and Sustainability Committee (CCRS) - 20,000 Euros as remuneration of the Chair of the Committee for Transactions with Related Parties and Associated Parties (COPC)						

	(III) Total	55,400	40,000					95,400		
--	-------------	--------	--------	--	--	--	--	--------	--	--

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Laura Tulli	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022									
	I) Remuneration in company that drafts the financial statements			55,400	24,589					79,989		
	(II) Remuneration from subsidiaries and associates											
	Notes			Of which: - 50,000 Euros as remuneration for the Role of Director - 5,400 Euros as attendance fees	Of which: - 14,589 Euros as remuneration of the Appointments Committee (Chair of the AC since 31.1.2022) - 10,000 Euros as remuneration of the Remuneration Committee							
(III) Total			55,400	24,589						79,989		

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Fees for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Compensation for end of office or termination of employment	
						Bonuses and other incentives	Profit sharing						
Ulrico Dragoni	<i>Director</i>	01/01/2022 - 31/12/2022	approval date of financial statements of 2022										
	I) Remuneration in company that drafts the financial statements				55,100	25,000					80,100		
	(II) Remuneration from subsidiaries and associates												
	Notes				Of which: - 50,000 Euros as remuneration for the Role of Director - 5,100 Euros as attendance fees	Of which: - 10,000 Euros as remuneration of the Remuneration Committee - 15,000 Euros as remuneration of the Committee for Transactions with Related Parties and Associated Parties (COPC)							
(III) Total				55,100	25,000					80,100			

Nome e cognome	Carica	Periodo per cui è stata ricoperta la carica	Scadenza della carica	Compensi fissi	Compensi per la partecipazione a comitati	Compensi variabili non equity		Benefici non monetari	Altri compensi	Totale	Fair Value dei compensi equity	Indennità di fine carica o di cessazione del rapporto di lavoro	
						Bonus e altri incentivi	Partecipazione agli utili						
Alessandro Maria Decio	<i>Amministratore Delegato Direttore Generale</i>	01/01/2022 - 31/12/2022	data approvazione bilancio del 2022										
	I) Compensi nella società che redige il bilancio				662.700	42.700	210.332		21.968		937.700	126.200	
	(II) Compensi da controllate e collegate												
	Note				Di cui: - 260.000 euro come compenso per la carica di Amministratore Delegato -350.000 euro retribuzione annuale lorda per la carica di Direttore Generale - 50.000 euro come compenso per la carica di Consigliere - 2.700 euro come gettoni di presenza	Di cui: - 2.700 euro come gettoni di presenza - 40.000 euro come compenso del Comitato Esecutivo (CE)							
	(III) Totale				662.700	42.700	210.332		21.968		937.700	126.200	

Nome e cognome	Carica	Periodo per cui è stata ricoperta la carica	Scadenza della carica	Compensi fissi	Compensi per la partecipazione a comitati	Compensi variabili non equity		Benefici non monetari	Altri compensi	Totale	Fair Value dei compensi equity	Indennità di fine carica o di cessazione del rapporto di lavoro	
						Bonus e altri incentivi	Partecipazione agli utili						
Dirigenti con responsabilità strategica	<i>Dirigenti con responsabilità strategica</i>	01/01/2022 - 31/12/2022											
	I) Compensi nella società che redige il bilancio				595.000		73.188		47.899		716.087	30.210	
	(II) Compensi da controllate e collegate												
	Note				1) Retribuzione annuale lorda								
(III) Totale				595.000		73.188		47.899		716.087	30.210		

TABLE 2: Stock-Options assigned to members of the management body, general managers and other managers with strategic responsibilities.

N.A.

TABLE 3A: Incentive plans based on financial instruments other than stock-options, in favour of members of the management body, general managers and other managers with strategic responsibilities.

A	B	(1)	Strumenti finanziari assegnati negli esercizi precedenti non vested nel corso dell'esercizio		Strumenti finanziari assegnati nel corso dell'esercizio					Strumenti finanziari vested nel corso dell'esercizio e non attribuiti	Strumenti finanziari vested nel corso dell'esercizio e attribuibili		Strumenti finanziari di competenzaza dell'esercizio
			(2)	(3)	(4)	(5)	(6)	(7)	(8)		(9)	(10)	
			Numero e tipologia di strumenti finanziari	Periodo di vesting	Numero e tipologia di strumenti finanziari	Fair value alla data di assegnazione	Periodo di vesting	Data di assegnazione	Prezzo di mercato all'assegnazione	Numero e tipologia di strumenti finanziari	Numero e tipologia di strumenti finanziari	Valore alla data di maturazione	Fair value
	Alessandro Decio	Amministratore Delegato/Direttore Generale											
(I) Compensi nella società che redige il bilancio		Piano A (Assemblea 14.4.2023)			ND	210.332	2024-2027	23.3.2023	ND		ND	126.200	126.200
		Piano B (data relativa delibera)											
		Piano C (data relativa delibera)											
(II) Compensi da controllate e collegate		Piano A (data relativa delibera)											
		Piano B (data relativa delibera)											
(III) Totale						210.332						126.200	126.200

* Al momento della pubblicazione non è possibile quantificare il numero di phantom (€ 210.332), si rimanda al Piano Sistema Incentivante 2022. Ci si riserva di aggiornare il documento.

A	B	(1)	Strumenti finanziari assegnati negli esercizi precedenti non vested nel corso dell'esercizio		Strumenti finanziari assegnati nel corso dell'esercizio					Strumenti finanziari vested nel corso dell'esercizio e non attribuiti	Strumenti finanziari vested nel corso dell'esercizio e attribuibili		Strumenti finanziari di competenza dell'esercizio
			(2)	(3)	(4)	(5)	(6)	(7)	(8)		(9)	(10)	
Dirigenti con responsabilità strategica	Dirigenti con responsabilità strategica	Piano	Numero e tipologia di strumenti finanziari	Periodo di vesting	Numero e tipologia di strumenti finanziari	Fair value alla data di assegnazione	Periodo di vesting	Data di assegnazione	Prezzo di mercato all'assegnazione	Numero e tipologia di strumenti finanziari	Numero e tipologia di strumenti finanziari	Valore alla data di maturazione	Fair value
(I) Compensi nella società che redige il bilancio	Piano A (Assemblea 14.4.2023)				ND	50.350	2024 -2027	23.3.2023	ND		ND	30.210	30.210
	Piano B (data relativa de libera)												
	Piano C (data relativa de libera)												
(II) Compensi da controllate e collegate	Piano A (data relativa de libera)												
	Piano B (data relativa de libera)												
(III) Totale						50.350						30.210	30.210

* Al momento della pubblicazione non è possibile quantificare il numero di phantom (€ 50.350), si rimanda al Piano Sistema Incentivante 2022. Ci si riserva di aggiornare il documento.

TABLE 3B: – Monetary incentive plans in favour of members of the administrative body, general managers and other managers with strategic responsibilities.

A	B	1	2			3			4
Cognome e Nome	Carica	Piano	Bonus dell'anno			Bonus di anni precedenti			Altri Bonus
Alessandro Decio	Amministratore Delegato/Direttore Generale		(A)	(B)	(C)	(A)	(B)	(C)	
			Erogabile / Erogato	Differito	Periodo di Differimento	Non più erogabili	Erogabile/Erogati	Ancora Differiti	
Compensi nella società che redige il bilancio	Piano di incent. Management del Gruppo 2022	126.200	84.132	2024-2027					
	Piano B (Assemblea 15.4.2021)					123.624	123.624		
	Piano C (Assemblea 24.4.2020)					18.179			
Compensi da controllate e collegate	Piano A (data relativa delibera)								
	Piano B (data relativa delibera)								
Totale		126.200	84.132			141.803	123.624		

A	B	1	2			3			4
Cognome e Nome	Carica	Piano	Bonus dell'anno			Bonus di anni precedenti			Altri Bonus
Dirigenti con responsabilità strategica	Dirigenti con responsabilità strategica		(A)	(B)	(C)	(A)	(B)	(C)	
			Erogabile / Erogato	Differito	Periodo di Differimento	Non più erogabili	Erogabile/Erogati	Ancora Differiti	
Compensi nella società che redige il bilancio	Piano di incent. Management del Gruppo 2022		53.048	20.140	2024-2027				
	Piano B (Assemblea 15.4.2021)						31.945	31.945	
	Piano C (Assemblea 24.4.2020)						9.360		
Compensi da controllate e collegate	Piano A (data relativa delibera)								
	Piano B (data relativa delibera)								
Totale			53.048	20.140			41.305	31.945	

TABLE 1 - Investments in Banco Desio of members of the Management and Control Bodies and the General Manager

Name and Surname	Office held in Banco Desio	Title/Type of ownership	Balance of ordinary shares (at 31/12/2021)	% post merger	Purchases of ordinary shares	Sales of ordinary shares	Balance of ordinary shares (at 31/12/2022)	%
Stefano Lado *	Chair	Ownership	2,353,957	1,752			2,353,957	1,752
		In the name of the spouse	6,500	0.005			6,500	0.005
		Ownership by way of Vega Finanziaria SpA*	7,418,669	5.521	15,000		7,433,669	5.533
Alessandro Decio	Managing Director and General Manager		0	0.000			0	0.000
Graziella Bologna	Director		0	0.000			0	0.000
Valentina Casella	Director		0	0.000			0	0.000
Ulrico Dragoni	Director		0	0.000			0	0.000
Cristina Finocchi Mahne	Director		0	0.000			0	0.000
Agostino Gavazzi	Director	Ownership	83,744	0.062		72,154	11,590	0.009
		In the name of the spouse	2,900	0.002			2,900	0.002
Gerolamo Gavazzi	Director	Property through the Gerolamo Gavazzi Foundation	19,400	0.014			19,400	0.014

		In the name of the spouse	524,640	0.390			524,640	0.390
		Ownership through Averla Srl	4,449,705	3.312	40,000		4,489,705	3.341
Tito Gavazzi	Director		0	0.000			0	0.000
Giulia Pusterla	Director		0	0.000			0	0.000
Laura Tulli	Director		0	0.000			0	0.000
Emiliano Barcaroli	Chair of the Board of Statutory Auditors		0	0.000			0	0.000
Rodolfo Anghileri	Standing Auditor	Ownership	7,040	0.005			7,040	0.005
		In the name of the spouse	7,040	0.005			7,040	0.005
Stefania Chiaruttini	Standing Auditor		0	0.000			0	0.000
Stefano Antonini	Alternate Auditor		0	0.000			0	0.000
Massimo Celli	Alternate Auditor		0	0.000			0	0.000
Silvia Re	Alternate Auditor		0	0.000			0	0.000

* Mr. Stefano Lado is the holder of a general power of attorney issued by his children Giulia and Pietro Lado by virtue of which he holds 0.137% of the Bank's ordinary shares (183,570) as well as control of Vega Finanziaria SpA.

TABLE 2 - Investments of the other Managers with Strategic Responsibilities

Number of managers with strategic responsibilities	Investee company	Number of shares held at the end of the previous year (as at 31.12.2021)	Number of shares purchased	Number of shares sold	Number of shares held at the end of the year (as at 31.12.2022)
3*	Banco di Desio e della Brianza SpA	-	-	-	-

*Does not include the Managing Director/General Manager already reported in Table 1.

EU REM Tables

EU REMA Table: remuneration policy

a) Information on remuneration supervisory bodies.

name, composition and mandate of the main body (board of directors and remuneration committee, if applicable) supervising the remuneration policy and number of meetings held by this body during the financial year; -

BOARD OF DIRECTORS

Name and surname	Role
Stefano Lado	Chair
Alessandro Decio	Managing Director and General Manager
Graziella Bologna	Director
Valentina Casella	Director
Ulrico Dragoni	Director
Cristina Finocchi Mahne	Director
Agostino Gavazzi	Director
Tito Gavazzi	Director
Giulia Pusterla	Director
Laura Tulli	Director
Gerolamo Giuseppe Gavazzi	Director

REMUNERATION COMMITTEE

Valentina Casella	Chair of the Remuneration Committee
Laura Tulli	Member of the Remuneration Committee
Ulrico Dragoni	Member of the Remuneration Committee

Number of meetings year 2022: 10 (some in joint session with the Control, Risk and Sustainability Committee)

External consultants whose services were used, the Body that has appointed them and which was the sector of the remuneration framework

The company Willis Towers Watson was commissioned by the Managing Director/GM in the year 2022 to assist in the drafting of the Report on the remuneration policy and on remuneration paid.

Description of the scope of application of the entity remuneration policy (e.g. by region, by line of business), including the extent to which it applies to subsidiaries and branches located in third countries;

The remuneration policy is defined in two macro-types: one for the identified staff and the other for the remaining staff. Within the scope of potential beneficiaries, we distinguish specific forecasts with differentiated target bonuses according to the role of the resources involved (higher for those in the "main lines of business").

Description of personnel or categories of personnel whose professional activities have a significant impact on the institution's risk profile.

The categories of personnel that have a significant impact on the risk profile of the institution are those that are identified annually in accordance with the provisions in force, on the basis of qualitative and quantitative criteria, and correspond, in addition to the members of the Board of Directors, the Managing Director/General Manager, the Heads of Head Offices, the heads of control departments and those who hold roles falling within the qualitative and quantitative identification criteria of the Identified Staff.

b)

Information on the characteristics and structure of the remuneration system for identified staff.

The information includes:

- **a summary of the main features and objectives of the remuneration policy and information on the decision-making process adopted to define the remuneration policy and the role of the stakeholders;**

The 2022 remuneration policy which envisage that the remuneration systems adopted are, in the interest of all stakeholders and in compliance with the indications of the Supervisory Body, aligned with the corporate strategy and objectives which are sustainable over the long-term, linked to the corporate results appropriately adjusted to take account of all risks. Those systems are consistent with the levels of capital and liquidity needed to fund the activities undertaken and are designed to avoid any incentives that may give rise to conflicts of interest and lead to excessive risk taking.

A

In line with the Business Plan, the Remuneration policy for 2022 has defined the objectives of the incentive system in a way that is closely integrated with the actions of the plan over a medium to long term perspective, balancing economic and financial aspects with strategic actions consistent with the corporate responsibility that distinguishes the Group.

To summarise, the main changes introduced in the 2022 Remuneration Report with respect to the remuneration policy approved by shareholders in 2021 concern:

- Definition of an objectives scorecard divided into an Economic-Financial macro area (Value Creation and Risk Management) and a macro area related to the Implementation of the Strategic Plan Guidelines and specific initiatives.

- Formalisation of a "top-down" approach to defining the overall Bonus Pool, closely correlated to the level of RORAC compared to the budget, further strengthening the alignment between the overall variable remuneration system and income results that take into account the risks undertaken, in addition to capital soundness and liquidity.
- Progressive extension of the incentive system to the various Office managers, in order to support the alignment between individual action and strategic objectives and strengthen the sense of teamwork in achieving corporate objectives.
- In line with the social responsibility that characterises the Group's long-term strategy, the ESG objectives pursued were clarified, with particular reference to environmental sustainability and inclusive management policies.

The policy, prepared with the contribution of the corporate departments concerned under the coordination of the Resources Department, was first submitted to the Remuneration Committee, then approved by the Board of Directors and submitted to the Shareholders' Meeting in April.

- information on the criteria used to assess performance and adjust for ex ante and ex post risks;

At the beginning of the year, performance evaluation criteria for individuals were defined, centred on qualitative/quantitative elements, formalised in an objective scorecard divided into an economic/financial macro area (Value Creation and Risk Management) and a macro area related to the Implementation of the Strategic Plan Guidelines and specific initiatives.

For each KPI, specific targets to be achieved have been assigned in advance and the evaluating body has been identified ex ante.

The bonus may be reduced, down to zero (malus), in the event of disciplinary action or evidence of non-compliance due to excessive risk-taking, failure to observe legal or statutory provisions or the code of ethics, other conduct standards or violation of internal and/or external regulations resulting in a significant loss for the Bank or the customers (as defined by the Board of Directors), including the prohibition to apply personal hedging or insurance strategies on remuneration or on other aspects that may alter or compromise risk alignment.

The Bank proceeds through repayment (claw back) actions, in full or in part, for the variable remuneration already paid and the interruption of the deferred components in case of evidence within 5 years from accrual of the variable remuneration or from payment thereof, of behaviours of the staff who determined or contributed to determine:

- violation of codes of ethics or other conduct standards, and/or internal or external regulations which led to a significant loss for the Bank or for its customers;
- violations of the obligations imposed in accordance with Article 26 or, when the person is an involved party, with Article 53, Paragraphs 4 et seq., of the Consolidated Banking Law or of the remuneration and incentive obligations;
- violations of the rules of the Consolidated Finance Act pertaining to remuneration and incentive obligations;
- fraudulent or grossly negligent behaviours to the detriment of the Bank;

- conducts which led to disciplinary penalties (from suspension of employment to dismissal for just cause or justified subjective reason);
- limited to the Managing Director/General Manager and Managers with Strategic Responsibilities, in the event that, following the restatement of the Financial Statements, the overcoming of the conditions underlying the incentive component (access conditions and/or objectives) is not confirmed.

These provisions are independent with respect to any compensatory or disciplinary profiles and they are activated taking also into account the contribution and tax profiles relating to these matters.

- whether the board of directors or the remuneration committee, if established, has reviewed the institution's remuneration policy during the past year and, if so, a summary of any changes made, the reasons for such changes and their impact on remuneration; —

In 2022, the Report on the remuneration policy and on remuneration paid was reviewed by the Corporate Bodies to align it with new regulations and industry best practices.

To summarise, the main changes introduced in the 2022 Remuneration Report with respect to the remuneration policy approved by shareholders in 2021 concern:

- Progressive extension of the incentive system to the various Office managers, in order to support the alignment between individual action and strategic objectives and strengthen the sense of teamwork in achieving corporate objectives.
- In line with the social responsibility that characterises the Group's long-term strategy, the ESG objectives pursued have been clarified and strengthened. The remuneration policy has been supplemented with a specific focus on gender equality, carrying out a comparison based on a granular analysis of the roles concerned and establishing annual monitoring of the trend.

Information on how the institution ensures that staff performing internal control functions are remunerated independently of the activities they control;

The personnel of the control departments, with particular reference to the identified staff, receive a fixed remuneration of an adequate amount, such as to compensate for the limitation of variable remuneration attributable, in relation to performance, which in any case must be independent from parameters linked to profitability (for these personnel, in fact, the profitability gate is limited to a positive economic result and there are no indicators linked to the controlled activities within the individual objectives scorecard). In addition, for this category of personnel, the Bank has defined target bonus percentages that are more prudent than the supervisory limits.

- policies and criteria applied for the recognition of guaranteed variable remuneration and severance payments

No amounts were planned or paid as guaranteed variable remuneration.

The Banco Desio Group adopts the following criteria for determining the compensation to be paid in the case of early conclusion of the employment relationship or early termination from the office:

A) for all staff

- the limit to the compensation is established at 2 years of fixed remuneration. For staff recruited on a subordinate employment contract, any definition of compensation for termination of the employment relationship determined within the limits mentioned above is understood to supplement the indemnity in lieu of advance notice and to replace the possible additional applications regulated by the National Collective Labour Agreement;
- the overall amount disbursed to a single resource cannot in any event exceed the limit of 1.5 million Euros, the related amount is subject to *claw back*;
- any remuneration paid is subject to the same malus and claw back rules prescribed for variable remuneration, in particular, the Bank shall seek repayment of the amounts paid in case of ascertainment, within 5 years from the payment of the immediate component or of the deferred component, of conduct on the part of the employees, directors or collaborators benefiting from such conduct during their employment, in violation of internal or external rules or regulations, which entailed for the Bank a loss considered “significant”, of violation of the conditions and of the limits for the undertaking of risk activities with respect to those who can exercise an influence on the management of the Bank and of the parties connected therewith (in accordance with Article 53 Paragraphs 4 et seq. CBL), of violation of the remuneration and incentive obligations and of fraudulent conduct and of gross negligence, with reference to Managers with Strategic Responsibilities, in the event of data pertaining to the Gates or vesting conditions that were subsequently revealed to be manifestly erroneous.

B) for the identified staff, in addition to the criteria indicated in A) above

- the amount is determined taking also into account the individual results of the person and the conditions of liquidity, capital and income of the Bank;
- with reference to professionals with particularly relevant characteristics, such that termination of employment could lead to risks, the Bank reserves the right to define, from time to time, non-competition agreements that make provision for the recognition of an amount commensurate with the duration and extent of the constraint deriving from the agreement itself after the conclusion of employment and/or cessation of the office.

In accordance with regulatory provisions, if the related amounts are defined within the limit of one year of fixed remuneration, they are not subject to verification of the alignment with the overall results of the Bank, individual performance or duration of the employment relationship or to the rules pertaining to the specification of the payment, with particular reference to the deferral, malus and composition between cash and financial instruments;

- “*Golden Parachutes*” are included in the calculation of the proportion of the variable remuneration with respect to the fixed remuneration of the last year of employment or of permanence in office, with the exception of:
 - Amounts agreed and recognised by a non-competition agreement, for the portion that, for each year of duration of the agreement, does not exceed the last year of fixed remuneration;
 - Amounts agreed and recognised within the scope of an agreement between the bank and the staff, however reached, for the settlement of a current or potential dispute defined multiplying

- 2 months of pay for Risk Takers
- 6 months of pay for control departments

of total annual remuneration (gross annual remuneration of the last year with the addition of the average of the amounts recognised by way of annual incentivising system, be it up-front or deferred, in the previous two years) times the number of years of seniority

in any case within the maximum amount defined by the Shareholders' Meeting.

- the amount will be paid by the methods provided for variable remuneration of risk-taking staff (deferral, correlation to the share performance, malus, claw back);
- for identified staff recruited on a subordinate employment contract, the payment methods provided for the variable remuneration of identified risk taker staff will apply for the portion of remuneration that may exceed the prior notice calculated in accordance with the provisions of the National Collective Labour Agreement and for the amount of the NCA that exceeds the last year of fixed remuneration.

C) for the remaining staff, in addition to the criteria indicated in A) above:

- the amounts agreed in view or on the occasion of the early conclusion of the employment are included in the calculation of the proportion of the variable remuneration with respect to the fixed remuneration of the last year of employment or of permanence in office, with the exception of:
- the amounts agreed and recognised within the scope of an agreement between the bank and the staff, however reached, for the settlement of a current or potential dispute defined multiplying
 - 2 months of the total annual remuneration (gross annual remuneration of the last year with the addition of the average of the amounts recognised by way of monetary incentive component in the previous two years) times the number of years of seniority

in any case within the maximum amount defined by the Shareholders' Meeting.

- With reference to professionals with particularly relevant characteristics, such that termination of employment could lead to risks, the Bank reserves the right to define, from time to time, while the employment relationship exists or in view of or at the time of termination of the employment relationship, non-competition agreements that make provision for the recognition of an amount commensurate with the duration and extent of the constraint deriving from the agreement itself after the conclusion of the employment relationship and/or cessation of the office.

If the amounts relating to the non-competition agreements are defined within the limit of one year of fixed remuneration, they are not subject to the limit to the variable/fixed ratio, as defined by the present provisions.

If the amounts relating to non-competition agreements are defined for a total amount that exceeds the limit of one year of fixed remuneration, they are considered variable remuneration and the related allocation and payment is subject to verification of compliance with the Group's capital and liquidity conditions and contributes to the definition of the limit of variable remuneration with respect to fixed remuneration. In this case, on an exceptional basis, this limit can depart from the incidence of 1:1 in any event within a maximum of 2:1.

This without prejudice to the provisions of Circular 285 Paragraph 2.2.3 "Derogation" point 1 with regard to severance incentives.

c)

Description of how current and future risks are taken into account in the remuneration processes. The information includes a summary of the main risks, their measurement and how these affect remuneration

The Bank's incentive system is structured in such a way that the determination of variable remuneration takes into account current and future risks through various mechanisms, all defined in compliance with the risk profile defined by the Risk Appetite Framework.

First of all, variable remuneration for both the "identified staff" and the remaining staff is only paid if the conditions for access to the system are met ("gate" objectives).

To this end, the risk indicators taken into account are the main indicators relating to capitalisation and liquidity, which, in total consistency with the Bank's Risk Appetite Framework, must be at a level above the tolerance threshold defined for each of them.

More specifically, the CET1 and Total Capital Ratio are considered, as far as capitalisation is concerned, and the Liquidity Coverage Ratio (LCR) and Internal Structural Liquidity Ratio are considered, as far as liquidity is concerned.

In addition to this, the system adopted by the Bank provides for a "top-down" approach the definition of the Bonus Pool, closely related of the alignment between the overall variable remuneration system and income results that take into account the risks undertaken, in addition to capital soundness and liquidity.

In fact, with regard to the determination of bonuses for the Parent Company's Identified Staff, excluding the control departments, the incentive system is only activated if a RORAC level of at least 80% of the budgeted RORAC target is achieved and, if this condition is met, the bonus pool for the identified staff is determined on the basis of the RORAC achieved according to a predetermined correlation.

d)

The ratios between the fixed and variable remuneration components established in accordance with Article 94(1)(g) of the CRD.

The remuneration policy defined by the Group for the identified staff provided for a ratio of 1:1 between the fixed and variable components of remuneration for the identified staff not belonging to control departments, while for resources belonging to control departments the limit was set at a ratio of 1/3.

For so-called "remaining staff", the remuneration policy sets a limit of the monetary incentive component payable of 40% of the fixed remuneration. The entire variable remuneration must, however, be within the maximum limit of 1:1.

e)

Description of how the entity attempts to associate the performance observed during the evaluation period with the remuneration levels. The information include: – a summary of the main performance criteria and metrics of the institution, business lines and individuals; – a summary of how individual variable remuneration amounts are associated with individual and entity performance; – information on the criteria used to determine the balance between the different types of recognised instruments, including shares, equivalent ownership interests, options and other

instruments; – information on the measures that the institution will implement to adjust the variable remuneration component in the event that performance metrics are weak, including the institution's criteria for determining that such metrics are "weak".

The remuneration system is closely linked to performance. More specifically:

- is activated first of all when the Group achieves certain consolidated targets ("gate" objectives for liquidity, equity and profitability);
- for the "identified staff", excluding control departments, it envisages a bonus pool that may vary (both upwards and downwards) depending on the achievement of the targets in terms of the ratio of Adjusted Net Profit (Loss) to Absorbed Capital¹⁶ (RORAC), thus closely linking the Group's results adjusted for the risks undertaken and the bonus paid; the system only activates at a RORAC level of at least 80% of the budgeted RORAC
- for the remaining staff, it envisages the identification of a bonus pool calculated as a percentage of pre-tax profit (with a view to self-financing);
- it envisages an objectives scorecard which balances the objectives of value-creation and management of the risks and the objectives linked to plan actions and the creation of sustainable value for the various stakeholders, with a minimum individual performance threshold to qualify for the bonus of 80%;
- for the identified staff, the system envisages a deferral of 40% of the bonus accrued by 4 years (which rises to 60% in 5 years in the event of particularly high variable remuneration for senior management roles), whose disbursement is subject to capital, liquidity and profitability conditions and linked to the share performance. The balancing of the variable remuneration between the portion paid in cash and the portion paid in financial instruments is ensured by the correlation envisaged by the system between setting the sums paid in phantom shares and the performance of the ordinary share, based on an indexing mechanism.

f)

Description of how the institution seeks to adjust remuneration to reflect long-term performance. The information shall include: – a summary of the entity's policy on deferral, payment in instruments, retention periods and vesting of variable remuneration, including where it differs between staff or categories of staff; – information on the institution's criteria for ex-post adjustments (malus during the deferral period and restitution after vesting, if permitted by national law); – where applicable, shareholding requirements that may be imposed on identified staff.

Once the amount of the bonus has been defined, within the limits and according to the defined targets and having taken into account the total bonus pool accrued, it is paid, in accordance with the provisions of the regulations on the subject, according to the following scheme.

T Year of economic accrual of bonus	t+1 (up- front)	t+2	t+3	t + 4	t + 5	tot
--	-----------------------	-----	-----	-------	-------	-----

¹⁶ The "absorbed capital" is calculated according to the methodologies and criteria developed in the ICAAP document.

allocation	cash	30%			10%	10%	50%
	Phantom Shares subject to maintenance	30%	10%	10%			50%

Payout	cash	30%			10%	10%	50%
	Phantom Shares actually available		30%	10%	10%		50%

Conditions of Conditions for deferred quotas	Subject to verification of gates for financial year t+1:	Subject to verification of gates for financial year t+2:	Subject to verification of gates for financial year t+3:	Subject to verification of gates for financial year t+4:
	-Capital	-Capital	-Capital	-Capital
	-Liquidity	-Liquidity	-Liquidity	-Liquidity
	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes	-Consolidated adjusted profit of current operations before taxes

In the case of particularly high variable remuneration (for the three-year period 2022-2024 equal to 435,000 Euros), the following scheme applies to the roles of "senior management":

T year of economic accrual of bonus	t+1 (up front)	t+2	t+3	t + 4	t + 5	T + 6	tot
allocation	cash	20%			5%	5%	45%
	Phantom Shares subject to	20%	15%	10%	10%		55%

	mainten ance							
Payout	cash	20%			5%	5%	15%	45%
	Phantom Shares actually available		20%	15%	10%	10%		55%
Conditions of Conditions for deferred quotas		Subject to verification of gates for financial year t+1: -Capital -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+2: -Capital -Liquidity - Consolidate d adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+3: -Capital -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+4: - Equity -Liquidity -Consolidated adjusted profit of current operations before taxes	Subject to verification of gates for financial year t+5: -Capital -Liquidity -Result Consolidated Adjusted Of operations Current before tax positive		

The deferred portions, both in cash and in financial instruments (Phantom Shares¹⁷), are paid provided that the liquidity and equity gates have been exceeded and that there has been a positive result with reference to the financial statements of the year prior to that of verification.

Both schemes require:

- the *Phantom Share* component to be subject to a *Maintenance Period*, with a duration of 1 year, for the up-front portion, from the assignment date and, for the deferred portion, from the end of the deferral period during which the *Phantom Shares* are not awarded.

¹⁷ A unit representing the value of a Share that will be converted into a cash Bonus according to the price of the Share on a given date, under the terms and conditions set forth in this Plan.

- *malus* and *claw back* clauses (described below).

The Phantom Shares are a "virtual" financial instrument, which entitles the Beneficiary to the payment of a cash amount corresponding to the countervalue of the share for the number of vested Phantom Shares. For deferred Phantom Shares, the Maintenance Period begins when the deferred remuneration is recognised.

The number¹⁸ of Phantom Shares accrued and therefore assigned is determined on the basis of the ratio between:

- the portion of *the Bonus* to be paid in *Phantom Shares*
- the average price of the Share established in the four weeks preceding the date of the Shareholders' *Meeting* that approves the consolidated results of the *Group* for the year 2022.

The cash value of the *Phantom Shares* at the end of the *Maintenance Period* is defined as the simple arithmetic mean of the official prices of the *Bank's Share*, recorded in the four weeks preceding the date of the Shareholders' Meeting that approves the *Group's* results of the year prior to the payment (2024 Shareholders' Meeting that approves the 2023 financial statements, for the payment of the up-front portion at the end of the maintenance period; the Shareholders' Meeting of 2025 that approves the 2024 financial statements, for the payment of the first deferred portion at the end of the maintenance period, and so on).

Phantom Shares do not accrue dividends.

Lastly, the incentive system is subject, as for the variable components of the remaining identified staff, to *malus* and *claw back* clauses. The bonus may be reduced, down to zero (*malus*), in the event of disciplinary action or evidence of non-compliance due to excessive risk-taking, failure to observe legal or statutory provisions or the code of ethics, of other conduct standards or violation of internal and/or external regulations which results in a significant loss for the Bank or the customers (as defined by the Board of Directors), including the prohibition to apply personal hedging or insurance strategies on remuneration or on other aspects that may alter or compromise risk alignment.

The Bank proceeds through repayment (*claw back*) actions, in full or in part, for the variable remuneration already paid and the interruption of the deferred components in case of evidence within 5 years from accrual of the variable remuneration or from payment thereof, of behaviours of the staff who determined or contributed to determine:

¹⁸ The number of Rights assigned will be defined by rounding to the nearest whole number.

- violation of codes of ethics or of other conduct standards, and/or internal or external regulations which led to a significant loss for the Bank or for its customers;
- violations of the obligations imposed in accordance with Article 26 or, when the person is an involved party, with Article 53, Paragraphs 4 et seq., of the Consolidated Banking Law or of the remuneration and incentive obligations;
- violations of the rules of the Consolidated Finance Act pertaining to remuneration and incentive obligations;
- fraudulent or grossly negligent behaviours to the detriment of the Bank;
- conducts which led to disciplinary penalties (from suspension of employment to dismissal for just cause or justified subjective reason);
- limited to the Managing Director/General Manager and Managers with Strategic Responsibilities, in the event that, following the restatement of the Financial Statements, the overcoming of the conditions underlying the incentive component (access conditions and/or objectives) is not confirmed.

These provisions are independent with respect to any compensatory or disciplinary profiles and they are activated taking also into account the contribution and tax profiles relating to these matters.

g)

A description of the main parameters and rationale for any variable remuneration scheme and any other non-cash benefits in accordance with Article 450(1)(f) of the CRR. The information includes: – information on the specific performance indicators used to determine the variable remuneration components and the criteria used to determine the balance between the different types of recognised instruments, including shares, equivalent ownership interests, share-linked instruments, equivalent non-cash instruments, options and other instruments.

The variable remuneration components are balanced between a portion (50%) paid in cash and a portion (50%) in phantom shares.

The number of Phantom Shares accrued and therefore assigned is determined on the basis of the ratio between:

- the portion of the Bonus to be paid in Phantom Shares
- the average price of the Share established in the four weeks preceding the date of the Shareholders' Meeting that approves the consolidated results of the Group for the year 2022.

The cash value of the *Phantom Shares* at the end of the *Maintenance Period* is defined as the simple arithmetic mean of the official prices of the *Bank's Share*, recorded in the four weeks preceding the date of the Shareholders' Meeting that approves the *Group's* results of the year prior to the payment. As regards the definition of individual objectives, in order to link the bonuses accrued also to the performance and to the objectives achieved at company level and individually, each staff member concerned receives an annual objectives scorecard including individual qualitative and quantitative objectives.

The objectives scorecards are structured in strategic quantitative (value creation and risk management) and qualitative (activation of strategic plan guidelines and implementation of initiatives) performance areas, in order to balance qualitative and quantitative elements and ensure a medium/long-term view.

h)

At the request of the relevant Member State or the competent authority, the total remuneration for each member of the management body or senior management.

See tables below.

i)

Information on whether an entity has been granted a waiver under Article 94(3) of the CRD in accordance with Article 450(1)(k) of the CRR. – For the purposes of this point, institutions benefiting from such a waiver shall indicate whether it is based on Article 94(3)(a) and/or (b) of the CRD. They shall also indicate to which of the remuneration principles they apply the waiver(s), the number of staff members benefiting from the waiver(s) and their total remuneration, broken down into fixed and variable remuneration.

The remuneration policy defined by the Group for 2022 has made provision for two separate materiality thresholds, one of 50,000 Euros and the other of 30,000 Euros, distinguished according to the roles concerned, in line with which variable remuneration is paid in cash, up-front, without deferral.

The exemption in question is based on Article 94 paragraph 3 letter b. The rule was applied to 10 members of the identified staff, for the fixed and variable remuneration as shown below

Derogation for application of materiality threshold	
number of Identified Staff to which the derogation applied	10
fixed remuneration	1,084,323 Euros

variable remuneration	254,289 Euros
-----------------------	------------------

Modello EU REM1: remunerazione riconosciuta per l'esercizio						
			a	b	c	d
			Organo di amministrazione - funzione di supervisione strategica	Organo di amministrazione - funzione di gestione	Altri membri dell'alta dirigenza	Altri membri del personale più rilevante
1	Remunerazioni e fissa	Numero dei membri del personale più rilevante	14	5	12	6
2		Remunerazione fissa complessiva	1.411.632	1.257.431	2.012.650	916.341
3		Di cui in contanti	1.411.632	1.216.272	1.860.933	847.801
4		(Non applicabile nell'UE)				
EU-4a		Di cui azioni o partecipazioni al capitale equivalenti				
5		Di cui strumenti collegati alle azioni o strumenti non monetari equivalenti				
EU-5x		Di cui altri strumenti				
6		(Non applicabile nell'UE)				
7		Di cui altre forme		41159	151717	68540
8	(Non applicabile nell'UE)					

		a	b	c	d	
		Organo di amministrazione - funzione di supervisione strategica	Organo di amministrazione - funzione di gestione	Altri membri dell'alta dirigenza	Altri membri del personale più rilevante	
9	Remunerazione variabile	Numero dei membri del personale più rilevante	14	5	12	6
10		Remunerazione variabile complessiva	5000	514.530	465.371	316.072
11		Di cui in contanti	5000	265.768	283.081	248.033
12		Di cui differita		99.505	72.916	27.515
EU-13a		Di cui azioni o partecipazioni al capitale equivalenti				
EU-14a		Di cui differita				
EU-13b		Di cui strumenti collegati alle azioni o strumenti non monetari equivalenti		248.762	182.290	68.039
EU-14b		Di cui differita		99.505	72.916	27.215
EU-14x		Di cui altri strumenti				
EU-14y		Di cui differita				
15		Di cui altre forme				
16		Di cui differita				
17	Remunerazione complessiva (2 + 10)	1.416.632	1.771.961	2.478.021	1.232.413	

Modello EU REM2: pagamenti speciali al personale le cui attività professionali hanno un impatto rilevante sul profilo di rischio dell'ente					
		a	b	c	d
		Organo di amministrazione - funzione di supervisione strategica	Organo di amministrazione - funzione di gestione	Altri membri dell'alta dirigenza	Altri membri del personale più rilevante
	Premi facenti parte della remunerazione variabile garantita				
1	Premi facenti parte della remunerazione variabile garantita - Numero dei membri del personale più rilevante				
2	Premi facenti parte della remunerazione variabile garantita - Importo complessivo				
3	Di cui premi facenti parte della remunerazione variabile garantita versati nel corso dell'esercizio che non sono presi in considerazione nel limite massimo dei bonus				
	Trattamenti di fine rapporto riconosciuti in periodi precedenti che sono stati versati nel corso dell'esercizio				
4	Trattamenti di fine rapporto riconosciuti in periodi precedenti che sono stati versati nel corso dell'esercizio - Numero dei membri del personale più rilevante				
5	Trattamenti di fine rapporto riconosciuti in periodi precedenti che sono stati versati nel corso dell'esercizio - Importo complessivo				
	Trattamenti di fine rapporto riconosciuti nel corso dell'esercizio				
6	Trattamenti di fine rapporto riconosciuti nel corso dell'esercizio - Numero dei membri del personale più rilevante				
7	Trattamenti di fine rapporto riconosciuti nel corso dell'esercizio - Importo complessivo				
8	Di cui versati nel corso dell'esercizio				
9	Di cui differiti				
10	Di cui trattamenti di fine rapporto versati nel corso dell'esercizio non considerati nel limite massimo dei bonus				
11	Di cui l'importo più elevato riconosciuto a una singola persona				

Modello EU REM3: remunerazione differita									
		a	b	c	d	e	f	EU-g	EU-h
	Remunerazione differita e soggetta a mantenimento	Importo complessivo della remunerazione differita riconosciuta per periodi di prestazione precedenti	Di cui importi che maturano nel corso dell'esercizio	Di cui importi che matureranno negli esercizi successivi	Importo della correzione delle performance, effettuata nell'esercizio, sulla remunerazione differita che sarebbe dovuta maturare nel corso dell'esercizio	Importo della correzione delle performance, effettuata nell'esercizio, sulla remunerazione differita che sarebbe dovuta maturare in successivi anni di prestazione	Importo complessivo delle correzioni effettuate nel corso dell'esercizio dovute a correzioni implicite ex post (ossia variazioni di valore della remunerazione differita dovute alle variazioni dei prezzi degli strumenti)	Importo complessivo della remunerazione differita riconosciuta prima dell'esercizio, effettivamente versato nel corso dell'esercizio	Importo complessivo della remunerazione differita riconosciuta per il precedente periodo di prestazione che è stata maturata ma è soggetta a periodi di mantenimento
1	Organo di amministrazione - funzione di supervisione strategica	15.000	15.000				1.212	16.212	
2	In contanti								
3	Azioni o partecipazioni al capitale equivalenti								
4	Strumenti collegati alle azioni o strumenti non monetari equivalenti	15.000	15.000				1.212	16.212	
5	Altri strumenti								
6	Altre forme								
7	Organo di amministrazione - funzione di gestione	330.781	28.592	302.189			2.766	31.358	
8	In contanti								
9	Azioni o partecipazioni al capitale equivalenti								
10	Strumenti collegati alle azioni o strumenti non monetari equivalenti	330.781	28.592	302.189			2.766	31.358	
11	Altri strumenti								

		a	b	c	d	e	f	EU-g	EU-h
	Remunerazione differita e soggetta a mantenimento	Importo complessivo della remunerazione differita riconosciuta per periodi di prestazione precedenti	Di cui importi che maturano nel corso dell'esercizio	Di cui importi che matureranno negli esercizi successivi	Importo della correzione delle performance, effettuata nell'esercizio, sulla remunerazione differita che sarebbe dovuta maturare nel corso dell'esercizio	Importo della correzione delle performance, effettuata nell'esercizio, sulla remunerazione differita che sarebbe dovuta maturare in successivi anni di prestazione	Importo complessivo delle correzioni effettuate nel corso dell'esercizio dovute a correzioni implicite ex post (ossia variazioni di valore della remunerazione differita dovute alle variazioni dei prezzi degli strumenti)	Importo complessivo della remunerazione differita riconosciuta prima dell'esercizio, effettivamente versato nel corso dell'esercizio	Importo complessivo della remunerazione differita riconosciuta per il precedente periodo di prestazione che è stata maturata ma è soggetta a periodi di mantenimento
12	Altre forme								
13	Altri membri dell'alta dirigenza	216.741	23.985	192.756				23.985	
14	In contanti	55.531	23.985	31.546				23.985	
15	Azioni o partecipazioni al capitale equivalenti								
16	Strumenti collegati alle azioni o strumenti non monetari equivalenti	161.210		161.210					
17	Altri strumenti								
18	Altre forme								
19	Altri membri del personale più rilevante	73.402		73.402					
20	In contanti								
21	Azioni o partecipazioni al capitale equivalenti								
22	Strumenti collegati alle azioni o strumenti non monetari equivalenti	73.402		73.402					
23	Altri strumenti								
24	Altre forme								
25	Importo totale	635.924	67.577	568.347			3.978	71.555	

Modello EU REM4: remunerazione di 1 milione di EUR o più per esercizio		
		a
	EUR	Membri del personale più rilevante che hanno una remunerazione elevata ai sensi dell'articolo 450, lettera i), del CRR.
1	Da 1 000 000 a meno di 1 500 000	1
2	Da 1 500 000 a meno di 2 000 000	
3	Da 2 000 000 a meno di 2 500 000	
4	Da 2 500 000 a meno di 3 000 000	
5	Da 3 000 000 a meno di 3 500 000	
6	Da 3 500 000 a meno di 4 000 000	
7	Da 4 000 000 a meno di 4 500 000	
8	Da 4 500 000 a meno di 5 000 000	
9	Da 5 000 000 a meno di 6 000 000	
10	Da 6 000 000 a meno di 7 000 000	
11	Da 7 000 000 a meno di 8 000 000	
x	Da ampliare, se del caso, qualora siano necessarie ulteriori fasce di pagamento.	

Modello EU REM5: informazioni sulla remunerazione del personale le cui attività professionali hanno un impatto rilevante sul profilo di rischio dell'ente (personale più rilevante)

		a	b	c	d	e	f	g	h	i	j
		Remunerazione dell'organo di amministrazione			Aree di business						
		Organo di amministrazione - funzione di supervisione strategica	Organo di amministrazione - funzione di gestione	Totale organo di amministrazione	Banca d'investimento	Servizi bancari al dettaglio	Gestione del risparmio (asset management)	Funzioni aziendali	Funzioni di controllo interno indipendenti	Tutte le altre	Totale
1	Numero complessivo dei membri del personale più rilevante										37
2	Di cui membri dell'organo di amministrazione	14	5	19							
3	Di cui altri membri dell'alta dirigenza					3	1	4	4		
4	Di cui altri membri del personale più rilevante					6					
5	Remunerazione complessiva del personale più rilevante	1.416.632	1.771.961	3.188.593		1.917.899	243.844	983.902	564.789		
6	Di cui remunerazione variabile	5.000	514.530	519.530		504.607	3.311	197.331	76.194		
7	Di cui remunerazione fissa	1.411.632	1.257.431	2.669.063		1.413.292	240.533	786.571	488.595		

*Nella remunerazione variabile è stato utilizzato il dato ad oggi disponibile del Premio aziendale ex art. 48 CCNL (erogato nell'anno 2022 di competenza dell'anno 2021)