

PRESS RELEASE

THE SHAREHOLDERS' MEETING APPROVES THE FINANCIAL STATEMENTS AND ALLOCATION OF THE PROFIT FOR THE YEAR 2022 AND APPROVES, INTER ALIA, THE RENEWAL OF CORPORATE OFFICES FOR THE THREE-YEAR PERIOD 2023-2025

The Extraordinary and Ordinary Shareholders' Meeting of Banco di Desio e della Brianza S.p.A., held at the registered office on first call on 27 April 2023, passed the following resolutions.

THE ORDINARY SHAREHOLDERS' MEETING:

- ✓ **APPROVED THE FINANCIAL STATEMENTS AT 31 DECEMBER 2022**
- ✓ **APPROVED THE PAYMENT OF THE DIVIDEND FOR THE FINANCIAL YEAR 2022**
- ✓ **APPROVED THE ANNUAL REPORT ON THE REMUNERATION POLICY AND ON REMUNERATION PAID**
- ✓ **APPROVED THE ANNUAL INCENTIVE PLAN CALLED "INCENTIVE SCHEME 2023", BASED ON THE ASSIGNMENT OF "PHANTOM SHARES" TO THE CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER AND TO THE REMAINING IDENTIFIED STAFF OF BANCO DI DESIO E DELLA BRIANZA S.P.A. AND ITS SUBSIDIARIES**
- ✓ **APPROVED THE NEW LONG-TERM EMPLOYEE INCENTIVE PLAN CALLED "LTI 2024-2026", BASED ON THE ASSIGNMENT OF "PHANTOM SHARES" TO THE CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER AND TO THE OTHER MANAGERIAL ROLES OF THE GROUP, SELECTED ON THE BASIS OF THE LEVEL OF THE POSITION AMONG IDENTIFIED AND NON-IDENTIFIED STAFF**
- ✓ **APPROVED THE RENEWAL THROUGH LIST VOTING OF CORPORATE OFFICES FOR THE THREE-YEAR PERIOD 2023-2025**
- ✓ **APPROVED, BASED ON THE REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS, AN ADDITION TO THE FEE OF THE INDEPENDENT AUDITORS KPMG S.P.A., APPOINTED TO CARRY OUT THE STATUTORY AUDIT FOR THE PERIOD 2021-2029.**

THE EXTRAORDINARY SHAREHOLDERS' MEETING:

- ✓ **APPROVED THE AMENDMENT OF ARTICLE 2 OF THE ARTICLES OF ASSOCIATION IN COMPLIANCE WITH THE 39TH UPDATE OF CIRCULAR NO. 285 OF THE BANK OF ITALY**

THE BOARD OF DIRECTORS HAVING MET THEREAFTER PASSED THE FOLLOWING RESOLUTIONS:

- **CONFIRMED STEFANO LADO AS CHAIRMAN**
- **CONFIRMED ALESSANDRO DECIO AS CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER¹**
- **APPROVED THE COMPOSITION OF THE BOARD COMMITTEES**

Amendments to the Articles of Association

The Extraordinary Shareholders' Meeting approved the amendment to Article 2 of the Articles of Association, in compliance with the 39th update of Circular no. 285 of the Bank of Italy, inserting the specification that the Bank, as the banking Parent Company, is assigned “the powers and resources needed to ensure compliance with the rules governing banking activities on a consolidated basis”.

This amendment to the Articles of Association is formal in that it recognises a factual situation and no provision is made for the exercise of the right of withdrawal by shareholders.

Approval of the financial statements and allocation of profit for the year 2022

The Ordinary Shareholders' Meeting approved the financial statements at 31 December 2022. The net profit for the year is equal to € 88,189,252.14. In this context, the Shareholders' Meeting approved the distribution of a dividend to the shareholders amounting to Euro 0.1969 for each of the 134,363,049 ordinary shares. In compliance with the Stock Exchange calendar, the dividend will be paid on 10 May 2023, following detachment of coupon no. 32; the ex-dividend date, for the purposes of share prices, and the "record date"² will be 8 and 9 May 2023, respectively.

¹ The office of General Manager continues as part of the employment relationship in place since 2020

² Date of entitlement to receive the dividend pursuant to article 83-terdecies CFA (Consolidated Finance Act) by Legislative Decree No. 91/2012

The consolidated financial statements and the consolidated non-financial statement (the "sustainability report") at 31 December 2022 of the Banco Desio Group, prepared in accordance with Italian Legislative Decree 254/2016, were also submitted for approval to the Ordinary Shareholders' Meeting.

The individual and consolidated financial statements were audited by KPMG S.p.A., which did not report any irregularities and expressed an opinion of consistency and compliance of the report on operations with the legal provisions and with the financial statements. With reference to the "sustainability report", the Independent Auditing Firm expressed an opinion of compliance ("limited assurance engagement") in accordance with the applicable provisions.

On this occasion, the Shareholders' Meeting was informed of the update of the sustainability rating by the specialised agency "Standard Ethics" which, on 26 April 2023, updated the SER Corporate rating of Banco Desio, which is confirmed as "EE- ", in the sustainable grade area, also recognising the improvement in the outlook to "Positive".

Annual Report on the Remuneration Policy and on remuneration paid

The Ordinary Shareholders' Meeting also approved the Annual Report on the Remuneration Policy and on remuneration paid, prepared in compliance with the relevant supervisory provisions.

Annual incentive plan called "2023 Incentive Scheme", based on the assignment of "Phantom Shares" to the Chief Executive Officer and General Manager and to the remaining identified staff of Banco di Desio e della Brianza S.p.A. and its subsidiaries.

The Ordinary Shareholders' Meeting approved the annual incentive plan called the "2023 Incentive System", drawn up pursuant to Article 114-bis, paragraph 1, of the Consolidated Finance Act, based on the assignment of "Phantom Shares" to the Chief Executive Officer and General Manager and the remaining identified staff of Banco di Desio e della Brianza S.p.A. and its subsidiaries pursuant to Article 2359 of the Italian Civil Code and the attribution to the Board of Directors, with the right to sub-delegate, of all powers needed for the actual implementation of the "2023 Incentive System" Plan, to be exercised in accordance with the provisions of the relevant information document posted on the institutional website at www.bancodesio.it ("The Bank/Governance/Shareholders' meetings" Section).

New long-term employee incentive plan called "LTI 2024-2026", based on the assignment of "Phantom Shares" to the Chief Executive Officer and General Manager and to the other managerial roles of the Group, selected on the basis of the level of the position among identified and non-identified staff.

The Ordinary Shareholders' Meeting approved the new long-term employee incentive plan called “LTI 2024-2026”, also drawn up pursuant to article 114-bis of the Consolidated Finance Act, based on the assignment of “Phantom Shares” to the Chief Executive Officer and General Manager and to the other managerial roles of the Group, selected on the basis of the level of the position among identified and non-identified staff. The Ordinary Shareholders' Meeting also resolved to attribute to the Board of Directors, with the right to sub-delegate, all the powers needed for the actual implementation of the aforementioned Plan, to be exercised in accordance with the provisions of the relative information document posted on the institutional website at [www. bancodesio.it](http://www.bancodesio.it) (“The Bank/Governance/Shareholders' Meetings” section).

Appointment of the Board of Directors and Board of Statutory Auditors

The Ordinary Shareholders' Meeting then appointed, through list voting, the Board of Directors and the Board of Statutory Auditors in accordance with the gender balance pursuant to Law no. 160 of 27 December 2019, after determining the number of Directors for the three-year period 2023-2025 as 11.

The majority list was submitted by Brianza Unione di Luigi Gavazzi e Stefano Lado S.a.p.a., which holds 50.41% of the share capital, while the minority list was submitted by Fondazione Cassa di Risparmio Terni e Narni, which holds 4.46% of the share capital.

The majority list for the appointment of the Board of Directors obtained votes in favour equal to 85.565845% of the ordinary shares represented, and for the appointment of the Board of Statutory Auditors it obtained votes in favour equal to 85.565843% of the ordinary shares represented.

These bodies - after the resolutions pertaining to the Board meeting held at the end of the shareholders' meeting - are composed as follows:

Directors

Stefano LADO	Chairman
Alessandro DECIO	Chief Executive Officer and General Manager (E)
Graziella BOLOGNA (E)	
Paola BRUNO	(I)
Valentina CASELLA	(I)
Ulrico DRAGONI	(I)*
Agostino GAVAZZI	(E)
Gerolamo GAVAZZI	(E)
Tito GAVAZZI	
Alessandra MARAFFINI	(I)
Laura TULLI	(I)

Statutory Auditors

Emiliano BARCAROLI	Chairman	(I) *
Rodolfo ANGHILERI	Standing	(I)
Stefania CHIARUTTINI	Standing	(I)
Stefano ANTONINI	Alternate	(I) *
Silvia RE	Alternate	(I)
Erminio BERETTA	Alternate	(I)

* Minority list

The names marked with (E) are identified as Executive Directors in accordance with the applicable provisions.

The names marked with (I) meet the independence requirements pursuant to the applicable provisions.

The Board of Statutory Auditors is assigned the role of Supervisory Body, appointed pursuant to Italian Legislative Decree 231/2001.

The Board of Directors, which met at the end of the Shareholders' Meeting, also resolved the following composition of the Committees set up within it:

EXECUTIVE COMMITTEE	Agostino GAVAZZI (P) (E) Graziella BOLOGNA (E) Gerolamo GAVAZZI (E) Alessandro Maria DECIO (E)
CONTROL AND RISK COMMITTEE	Paola BRUNO (P) (I) Alessandra MARAFFINI (I) Tito GAVAZZI
SUSTAINABILITY COMMITTEE (newly established)	Alessandra MARAFFINI (P) (I) Valentina CASELLA (I) Stefano LADO

APPOINTMENTS COMMITTEE	Laura TULLI (P) (I) Paola BRUNO (I) Tito GAVAZZI
REMUNERATION COMMITTEE	Valentina CASELLA (P) (I) Laura TULLI (I) Stefano LADO
RELATED PARTY TRANSACTIONS COMMITTEE	Valentina CASELLA (P) (I) Ulrico DRAGONI (I) (M) Laura TULLI (I)

The names marked with (P) have been appointed as Chair of the Committees.

The CVs of the members are available at the www.bancodesio.it website, "Home/The Bank/Governance/Shareholders' Meeting" section.

On the date of their appointment, none of the above mentioned members of the Board of Directors and the Board of Statutory Auditors held significant investments in the company's capital pursuant to Article 120 CFA (except for the significant investment declared by the Chairman Stefano Lado and made public in accordance with the law).

Addition to the fee of the Independent Auditors KPMG SpA, appointed to carry out the statutory audit for the period 2021-2029

Lastly, the Ordinary Shareholders' Meeting, on the reasoned proposal of the Board of Statutory Auditors, approved the addition to the fee to be paid to the independent auditors KPMG S.p.A. appointed to carry out the statutory audit for the period 2021-2029, in relation to the performance of additional audit activities³

The minutes of the Extraordinary and Ordinary Shareholders' Meeting will be made available to the public within the legal deadlines at the registered office and on the institutional website

³ Additional audit activities related to: (i) the impacts deriving from the application of Delegated Regulation (EU) 2019/815 (known as the ESEF Regulation) and (ii) the acquisition of the business units consisting of 40 branches owned by BPER Banca S.p.A. (previously Banca Carige S.p.A.) and 8 branches of Banco di Sardegna S.p.A., which took effect from 20 February 2023.

www.bancodesio.it ("The Bank/Governance/Shareholders' Equity" Section), as well as on the "1INFO" authorised storage mechanism, which can be consulted on the website www.1info.it. The report summarising the votes will also be made available on the Bank's website at www.bancodesio.it, in accordance with the law and regulations.

Desio, 27 April 2023

BANCO DI DESIO E DELLA BRIANZA S.p.A.

The Chair

Banco Desio e della Brianza SpA- Established in 1909 and listed since 1995 on the Milan Stock Exchange, Banco Desio is today a modern multi-product banking Group oriented towards the future in keeping with its own traditions, with strong territorial roots and an organisational structure focused on offering high quality services to its customers, including through digital channels. The Banco Desio Group operates in Northern and Central Italy and in Sardinia, with a distribution network of 280 branches and roughly 2,400 employees. It is present in the consumer credit sector with Fides S.p.A., a holding company specialised in salary-backed loans. It operates through distribution agreements with leading national and international parties in the assets under management and "bancassurance" areas. It has total assets of over € 18 billion

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