

PRESS RELEASE

BANCO DESIO: THE BOARD OF DIRECTORS HAS RESOLVED TO SUBMIT TO THE SHAREHOLDERS' MEETING THE PROPOSAL TO AUTHORISE THE PURCHASE AND DISPOSAL OF TREASURY SHARES

The authorisation is proposed for the purchase of a maximum number of shares equal to 3% of the share capital and for a maximum total amount of EUR 20.2 million

Desio, 12 March 2024 – Today, the Board of Directors of **Banco di Desio e della Brianza S.p.A.** resolved to submit to the Shareholders' Meeting to be convened a proposal to authorise the purchase and disposal of treasury shares pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Italian Legislative Decree no. 58/1998, as well as the applicable supervisory provisions. The proposed authorisation aims to offer the Bank a valuable strategic investment opportunity for any purpose permitted by the applicable provisions, including, among others, the option to reduce its own funds through the holding of treasury shares (with potential subsequent cancellation), and to dispose of shares that may be used as consideration in extraordinary transactions.

The authorisation is proposed for the purchase, subject to obtaining the prior authorisation of the Bank of Italy pursuant to and for the purposes of Articles 77 and 78 of Regulation (EU) No. 575/2013, of a maximum of 4,030,891 treasury shares, equal to 3% of the share capital, for a maximum total amount of EUR 20.2 million and, in any case, within the maximum total amount to be determined by the Bank of Italy, at a unit price that, in compliance with the provisions cited below, may not in any case be 10% lower as a minimum and 10% higher as a maximum with respect to the average official price recorded by the Banco Desio share in the ten trading days prior to each individual purchase transaction.

Purchases will be made in accordance with the procedures established in the applicable legal and regulatory provisions in force from time to time, including Article 132 of the Consolidated Law on Finance (TUF), the relative implementing provisions and Article 144-bis of CONSOB Regulation No. 11971/1999, and in compliance with the conditions and restrictions on trading set forth in Articles 3 and 4 of Regulation (EU) No. 1052/2016.

Authorisation for the purchase of treasury shares will be requested for the period of 18 months from the date of the resolution of the Ordinary Shareholders' Meeting and, in any case, for the duration of 12 months from the authorisation provision of the Bank of Italy; authorisation for the disposal of treasury shares will be requested at the Shareholders' Meeting itself without time limits.

As of today's date, Banco Desio does not hold any treasury shares in its portfolio.

For the details of the authorisation proposal, please refer to the relative explanatory report that will be made available to Shareholders within the terms provided for by the regulations in force.

The Board of Directors also resolved to convene the Ordinary Shareholders' Meeting at the Company's registered office in Desio, Via Rovagnati, 1 on 18 April 2024 at 11:00 a.m. in first call and, if necessary, in second call on 19 April 2024 at the same time and place to discuss and resolve on the following Agenda:

1. Financial statements as at 31 December 2023:

1.1 Approval of the Financial Statements and related documents:

- Approval of the Board of Directors' Report on Operations;
- Approval of the Report on Corporate Governance and asset ownership arrangements;
- Presentation of the Report of the Board of Statutory Auditors;

- Presentation of the Independent Auditors' Report;
 - Presentation of the consolidated financial statements;
 - Presentation of the consolidated non-financial statement (so-called “Sustainability Report”) of the Group;
- 1.2 Allocation of profit for the year;
 2. Annual Report on the Remuneration Policy and on remuneration paid. Related and consequent resolutions pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998:
 - 2.1. Approval of Section I - Remuneration and incentive policy 2024;
 - 2.2. Non-binding resolution on Section II - Information on remuneration paid in 2023;
 3. Approval, pursuant to the Supervisory Body Dispositions, of the Annual incentive plan called “2024 Incentive Scheme”, based on the assignment of “phantom shares”, intended for the Managing Director/General Manager as well as the remaining most relevant Personnel of the Bank and its subsidiaries;
 4. Proposal to authorise the purchase and disposal of own ordinary shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Italian Legislative Decree 58/1998, and related implementing provisions. Related and consequent resolutions;
 5. Appointment of a Director pursuant to Article 15 paragraph 3 of the Articles of Association.

The Notice of Call of the Shareholders' Meeting will be published on 14 March 2024 on the authorised storage mechanism at www.linfo.it and on the Company's website at www.bancodesio.it.

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