

**PRESS RELEASE**

**THE SHAREHOLDERS' MEETING APPROVES THE FINANCIAL STATEMENTS AND THE ALLOCATION OF THE PROFIT FOR THE YEAR 2021, AS WELL AS THE REDUCTION IN THE NUMBER OF DIRECTORS FOR THE CURRENT THREE-YEAR PERIOD**

The Extraordinary and Ordinary Shareholders' Meetings of Banco di Desio e della Brianza S.p.A. met in first call on 14 April 2022, availing itself exclusively of a Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance and Article 106 of the "Cura Italia" Decree still in force, as part of the measures to contain the "Covid-19" epidemic.

**THE EXTRAORDINARY SHAREHOLDERS' MEETING:**

- ✓ **HAS APPROVED THE AMENDMENTS TO ARTICLES 14 AND 17 OF THE ARTICLES OF ASSOCIATION CONCERNING THE NUMBER OF DIRECTORS AND THE DUTIES OF THE BOARD OF DIRECTORS IN COMPLIANCE WITH SUPERVISORY REGULATIONS**

**THE ORDINARY SHAREHOLDERS' MEETING:**

- ✓ **HAS APPROVED THE REDUCTION IN THE NUMBER OF DIRECTORS FOLLOWING THE AMENDMENT TO THE PROVISIONS OF ARTICLE 14 OF THE ARTICLES OF ASSOCIATION APPROVED BY THE EXTRAORDINARY SHAREHOLDERS' MEETING**
- ✓ **HAS APPROVED THE FINANCIAL STATEMENTS AT 31 DECEMBER 2021**  
  
THE CONSOLIDATED FINANCIAL STATEMENTS AND THE CONSOLIDATED NON-FINANCIAL STATEMENT ("SUSTAINABILITY REPORT") WERE PRESENTED TO THE SHAREHOLDERS' MEETING
- ✓ **HAS APPROVED THE PAYMENT OF THE DIVIDEND FOR THE FINANCIAL YEAR 2021**
- ✓ **HAS APPROVED THE ANNUAL REPORT ON THE REMUNERATION POLICY AND ON REMUNERATION PAID**
- ✓ **HAS APPROVED THE ANNUAL INCENTIVE PLAN CALLED "INCENTIVE SYSTEM 2022", BASED ON THE ASSIGNMENT OF "PHANTOM SHARES" TO THE MANAGING DIRECTOR AND GENERAL MANAGER AND THE REMAINING IDENTIFIED STAFF OF BANCO DI DESIO E DELLA BRIANZA S.P.A. AND ITS SUBSIDIARIES**

**bancodesio.it**

\*\*\*

### **Amendments to the Articles of Association**

The Extraordinary Shareholders' Meeting has approved:

- the amendment of Article 14 of the Articles of Association, due to the need to reduce the board structure to a minimum and maximum odd number of members (i.e. from a minimum of 9 to a maximum of 11 members) in order to minimise, even in the abstract, the risk that situations of parity of votes may arise that require recourse to the so-called "casting vote";
- the amendment of Article 17 of the Articles of Association, in compliance with the 35th update of Bank of Italy Circular No. 285, which expressly includes among the Board's tasks those relating to: recovery plan; rules of professional conduct for the bank's staff; corporate policy for the promotion of diversity and inclusiveness.

### **Reduction of the number of Board Directors**

Following the approval of the amendment to Article 14 of the Articles of Association by the Extraordinary Shareholders' Meeting, the Ordinary Shareholders' Meeting has approved the reduction of the number of board directors from 12 to 11 for the current three-year period.

### **Approval of the financial statements and allocation of profit for the year 2021**

The Ordinary Shareholders' Meeting has approved the financial statements at 31 December 2021. The net profit for the year is equal to Euro 52,415,041.00. In this context, the Shareholders' Meeting has approved the distribution of a dividend to the shareholders in the amount of Euro 0.1365 for each of the 134,363,049 ordinary shares. In compliance with the Stock Exchange calendar, the dividend will be paid on 27 April 2022, against detachment of coupon no. 31; the ex-dividend date, for the purposes of share prices, and the "record date"<sup>[1]</sup> will be 25 and 26 April 2022, respectively.

The consolidated financial statements and the consolidated non-financial statement (the "sustainability report") at 31 December 2021 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 subject to audit by Kpmg S.p.A., which reported that no irregularities were found and expressed an opinion of consistency and compliance with legal provisions and with the financial statements in their report on operations. With reference to the "sustainability report", the independent auditing firm expressed an opinion of compliance ("limited assurance engagement") in accordance with the applicable provisions.

---

<sup>[1]</sup> date of entitlement to receive the dividend pursuant to Article 83-terdecies CFA (Consolidated Finance Act) by Legislative Decree No. 91/2012

On this occasion, the Shareholders' Meeting was informed of the sustainability rating update by the specialised agency "Standard Ethics" which, today, has updated Banco Desio's Corporate SER rating to "EE-", in the sustainable grade area, also recognising the increase of one notch for the Long Term Expected SER from the current "EE-" to "EE" with a positive long-term outlook (for the related press release, please refer to the web page: <https://standardethics.eu/media-en/press-releases/standard-ethics-upgrades-the-long-term-expected-rating-to-banco-desio-brianza/viewdocument/663>).

### **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 "2022 Incentive Scheme", based on the assignment of "Phantom Shares", intended for the Managing Director and General Manager and the remaining identified staff of Banco di Desio e della Brianza S.p.A. and its subsidiaries**

Lastly, the Ordinary Shareholders' Meeting has approved an annual incentive plan called the "2022 Incentive System", drawn up pursuant to Article 114-bis, paragraph 1, of the Consolidated Finance Act, based on the assignment of "Phantom Shares", intended for the Managing Director 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 necessary for the actual implementation of the "2022 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](http://www.bancodesio.it)**Errore. Riferimento a collegamento ipertestuale non valido.** ("The Bank/Governance/Shareholders' meetings" Section).

\*\*\*

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 [www.bancodesio.it](http://www.bancodesio.it)**Errore. Riferimento a collegamento ipertestuale non valido.** ("The Bank/Governance/Shareholders' meetings" Section), as well as on the "INFO" authorised storage mechanism, which can be consulted on the website [www.info.it](http://www.info.it). The report summarising the votes will also be made available on the Bank's website at [www.bancodesio.it](http://www.bancodesio.it)**Errore. Riferimento a collegamento ipertestuale non valido.**, in accordance with the law and regulations.

Desio, 14 April 2022

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

**bancodesio.it**

**The Chair**Contacts:**Investor Relator****Giorgio Besana**

Mobile +39 331/6754649

Fax +39 0362/613.219

[giorgio.besana@bancodesio.it](mailto:giorgio.besana@bancodesio.it)**Administration and****General Affairs Department****Corporate Affairs**

Tel. +39 0362/613.214

Fax +39 0362/613.219

[SegreteriaGeneraleSocietaria@bancodesio.it](mailto:SegreteriaGeneraleSocietaria@bancodesio.it)**Press Office****Close to Media****Fiorella Poppi**

Mobile: +39 337/1374252

[fiorella.poppi@closetomedia.it](mailto:fiorella.poppi@closetomedia.it)**Enrico Bandini**

Mobile: +39 335/8484706

[enrico.bandini@closetomedia.it](mailto:enrico.bandini@closetomedia.it)