Space reserved for the Company

## **BANCA**

### SISTEMA

#### BANCA SISTEMA S.p.A.

Corso Monforte 20 - İtaly
Tax code and VAT code 12870770158
Share Capital C 9,650,526.24 fully paid-up
Parent company of the Banca Sistema Banking Group – registered with the Rolls of
Banks under n. 3158
ABI code n. 03158.3 and subject to the Supervision of Bank of Italy
Member of the Interbank Deposit Protection Fund and National Guarantee Fund

# Ordinary and Extraordinary Shareholders' Meeting to be held on April 28, 2016 on single call

#### **POSTAL VOTING FORM**

#### PART 1 - Shareholder or person entitled to vote personal information

Individuals		
Full name		
Place and date of birth		
Address (city)	at (street name)	
Taxpayer identification number		
Identity Papers	N°	
Issued by		Termination

Companies, trusts, funds or other legal entities, etc.

Companies, trusts, runus or other legal entities, etc.
Name and type
Registered Office's address
Taxpayer identification number
Legal representative's full name
Legal representative's place and date of birth
Main elements of the deed or of the resolution conferring powers to the legal representative

### **Number of Shares held**

I hereby declare not to be subject to any of the provisions excluding me from the right of vote pursuant to current laws, regulations and Eni S.p.A. By-laws.

For the exercise of the vote by mail, it is necessary for those entitled to vote to give instructions to the intermediary that keeps the related accounts to send the statement certifying the ownership of the related right, by the end of April 19, 2015.

Date	Signature of the Shareholder or of the person entitled to vot	Ē
The Italian text prevails	over the English version	

## <u>PART 2.1 – Section related to the expression of the vote on the items of the Agenda of Ordinary Shareholders' Meeting to be held on April 28, 2016 on single call</u>

**V**OTE BY MAIL FORM Full name of the Shareholder or of the person entitled to vote ORDINARY PART ITEM 1 Approval of the Individual Financial Statements as at 31st December 2015. Presentation of the Consolidated Financial Statements as at 31st December 2015. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Relating and resulting resolutions. Having examined the Financial Statements, the reports and the proposal of the Board of Directors, I express the following vote (1): For □ **A**GAINST □ **A**BSTAINED □ In case of **amendment** or **integration** of the proposal presented<sup>(2)</sup>: ☐ I CONFIRM THE VOTE PREVIOUSLY CAST  $\square$  I revoke the vote previously cast  $^{(3)}$ ☐ I CHANGE THE VOTE ALREADY CAST ☐ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS ☐ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS) ..... ☐ **A**GAINST ALL PROPOSALS ☐ **A**BSTAINED **Date** Signature of the Shareholder or of the person entitled to vote ..... ITEM 2 Allocation of the net profit of the year 2015. Having examined the report and the proposal of the Board of Directors, I express the following vote(1): For □ AGAINST ABSTAINED In case of **amendment** or **integration** of the proposal presented<sup>(2)</sup>: ☐ I CONFIRM THE VOTE PREVIOUSLY CAST  $\square$  I revoke the vote previously cast  $^{(3)}$ 

С	☐ I CHANGE THE VOTE ALREADY CAST ☐ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS ☐ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)
	☐ AGAINST ALL PROPOSALS ☐ ABSTAINED
Date	Signature of the Shareholder or of the person entitled to vote

	TE BY MAIL FORM Ill name of the Sha	reholder or of the person entitled t	co vote
			_
ITEM 3			
Sistema Gr component	oup for 2016 and set ts of remuneration fo	he Banca Sistema Group: approval of the ting of the maximum limit of 2:1 as the remployees and "key personnel". Relate proposal of the Board of Directors, I express.	e ratio between the variable and fixed ting and resulting resolutions.
	For □	<b>A</b> GAINST □	Abstained $\square$
In case of <b>a</b>	amendment or inte	<b>gration</b> of the proposal presented <sup>(2)</sup> :	
I	☐ FOR THE PROPOSE ONE OR MORE SHARE	PREVIOUSLY CAST <sup>(4)</sup> ALREADY CAST SAL OF AMENDMENT/INTEGRATION OF THE SAL OF AMENDMENT/INTEGRATION PRESI	
	☐ AGAINST ALL PRO		
Date		Signature of the Shareh	older or of the person entitled to vote
ITEM 4			
58/1998.		on pursuant to art. 123-ter, paragraph e proposal of the Board of Directors, I expr	
	For □	AGAINST	ABSTAINED
In case of <b>a</b>	amendment or integ	<b>gration</b> of the proposal presented <sup>(2)</sup> :	
I	☐ FOR THE PROPO ONE OR MORE SHAR	PREVIOUSLY CAST <sup>(3)</sup> ALREADY CAST SAL OF AMENDMENT/INTEGRATION OF THE SAL OF AMENDMENT/INTEGRATION PRESE EHOLDERS)	
	☐ AGAINST ALL PRO		
Date		Signature of the Shareh	older or of the person entitled to vote

VOTE BY MAIL FORM Full name of the Shareholder or of the person entitled to vote

ITEM 5					
		5 Stock Grant Plan. Rel report and the proposal o			ne following vote <sup>(1)</sup> :
	For		AGAINST		ABSTAINED
In case of an	nendme	<b>ent</b> or <b>integration</b> of	the proposal p	resented <sup>(2)</sup> :	
	I REVOK I CHANG G FOR G FOR ONE OR	IRM THE VOTE PREVIOUSI (E THE VOTE PREVIOUSLY GE THE VOTE ALREADY CA: THE PROPOSAL OF AMEN THE PROPOSAL OF AMEN MORE SHAREHOLDERS)	CAST (3) ST DMENT/INTEGR NDMENT/INTEGI		RD OF DIRECTORS O BY (PLEASE WRITE THE NAME OF
		INST ALL PROPOSALS			
Date			Signature o	of the Shareholder	or of the person entitled to vote
ITEM 6					
Creation of a specific restricted reserve of profits to service the free share capital increase reserved for the beneficiaries of the 2016 Stock Grant Plan specified in point 5 and of any future stock grant plans that may be approved for the following three financial years. Relating and resulting resolutions.  Having examined the report and the proposal of the Board of Directors, I express the following vote <sup>(1)</sup> :					
	For □	1	AGAINST 🗆		ABSTAINED
In case of <b>an</b>	nendme	ent or integration of	the proposal p	resented <sup>(2)</sup> :	
	I REVOK I CHANG FOR ONE OR	MORE SHAREHOLDERS)	CAST (3) ST DMENT/INTEGR NDMENT/INTEG	RATION PRESENTED	BY (PLEASE WRITE THE NAME OF
	□ <b>A</b> GA	INST ALL PROPOSALS	•••••		
Date			Signature o	of the Shareholder	or of the person entitled to vote

# PART 2.2 - Section related to the expression of the vote on the items of the Agenda of Extraordinary Shareholders' Meeting to be held on April 28, 2016 on single call

 $\begin{tabular}{ll} \textbf{VOTE BY MAIL FORM} \\ \textbf{Full name of the Shareholder or of the person entitled to vote} \\ \end{tabular}$ 

EXTRAORDINARY PART  INTEM 1  Pree share capital increase pursuant to article 2349, paragraph 1 of the Italian divil code, in tranches, up to nominal maximum of 49,920, corresponding to a maximum number of 416,000 (four hundred and shetce to nominal maximum of 49,920, corresponding to a maximum number of 416,000 (four hundred and shetce of the continuation of 40,920, corresponding to a maximum number of 416,000 (four hundred and shetce of the continuation of 40,920, corresponding to a maximum number of 416,000 (four hundred and shetce of 40,920, corresponding to a maximum number of 416,000 (four hundred and shetce of 40,920, corresponding to 40,920, corresponding to 416,000 (four hundred and shetce of 40,920, corresponding to 416,000 (four hundred and shetce of 40,920, corresponding to 416,000 (four hundred and shetce of 416,000 (four hundred and	•	an name of the on	archolder of of the per	3011 0111111011 10	
Free share capital increase pursuant to article 2349, paragraph 1 of the Italian civil code, in tranches, up to a nominal maximum of 49,920, corresponding to a maximum number of 416,000 (four hundred and sixteer housand) ordinary shares of a par value of Euro 0.12 (twelve euro cents) each, to service the 2016 Stock foral and and the 2017-2019 plants, to be issued by the Board of Directors in several tranches in accordance with the terms and conditions provided for in said plans, using a special reserve of profits, as per the resolution under the proposal propers to the Board of Directors for the issue of new company shares. Relating and resulting resolutions.    For	EXTRAOR	DINARY PART			
nominal maximum of 49,920, corresponding to a maximum number of 416,000 (four hundred and sixteer thousand) ordinary shares of a par value of Euro 0.12 (twelve euro cents) each, to service the 2016 Stock Gran Plan and the 2017-2019 plans, to be issued by the Board of Directors in several tranches in accordance with the terms and conditions provided for in said plans, using a special reserve of profits, as per the resolution under point 6 of the ordinary session. Granting of powers to the Board of Directors for the issue of new company shares. Relating and resulting resolutions.    FOR	ITEM 1				
In case of amendment or integration of the proposal presented <sup>(2)</sup> :    I CONFIRM THE VOTE PREVIOUSLY CAST   I REVOKE THE VOTE PREVIOUSLY CAST   I CHANGE THE VOTE PREVIOUSLY CAST   FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS   FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)    AGAINST ALL PROPOSALS   ABSTAINED  Date   Signature of the Shareholder or of the person entitled to vote	nominal mathousand) of the control o	aximum of 49,920, ordinary shares of a per 2017-2019 plans, to conditions provided the ordinary session ating and resulting re	corresponding to a maximar value of Euro 0.12 (two be issued by the Board of or in said plans, using a second to the continuous to the solutions.	mum number of elve euro cents) of of Directors in sev special reserve of the Board of Dire	416,000 (four hundred and sixteen each, to service the 2016 Stock Gran yeral tranches in accordance with the f profits, as per the resolution undesectors for the issue of new company
I CONFIRM THE VOTE PREVIOUSLY CAST   I REVOKE THE VOTE PREVIOUSLY CAST (3)   I CHANGE THE VOTE ALREADY CAST (3)   I CHANGE THE VOTE ALREADY CAST   FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS   FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)   AGAINST ALL PROPOSALS   ABSTAINED    Date   Signature of the Shareholder or of the person entitled to vote    Signature of the Shareholder or of the person entitled to vote    ETTEM 2  Amendment of art. 5.1 of the Articles of Association following the approval of the share capital increase, as pethe resolution under point 1 of the extraordinary session. Relating and resulting resolutions.    Having examined the report and the proposal of the Board of Directors, I express the following vote(4):  For   AGAINST   ABSTAINED    In case of amendment or integration of the proposal presented(2):    I CONFIRM THE VOTE PREVIOUSLY CAST (3)   CHANGE THE VOTE PREVIOUSLY CAST (3)     I CHANGE THE VOTE ALREADY CAST   FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS   FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)     AGAINST ALL PROPOSALS   ABSTAINED   ABSTAINED   AGAINST ALL PROPOSALS   ABSTAINED		For □	Against		ABSTAINED
I REVOKE THE VOTE PREVIOUSLY CAST (3)   I CHANGE THE VOTE ALREADY CAST     FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS     FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)   AGAINST ALL PROPOSALS     ABSTAINED     Date   Signature of the Shareholder or of the person entitled to vote     Signature of the Shareholder or of the person entitled to vote     Signature of the Shareholder or of the person entitled to vote     Signature of the Shareholder or of the person entitled to vote     ITEM 2	In case of	amendment or int	egration of the proposal	presented <sup>(2)</sup> :	
AGAINST ALL PROPOSALS     ABSTAINED		☐ I REVOKE THE VOTE ☐ I CHANGE THE VOTE ☐ FOR THE PROPE ☐ FOR THE PROPE ONE OR MORE SHA	E PREVIOUSLY CAST <sup>(3)</sup> E ALREADY CAST DSAL OF AMENDMENT/INTEG OSAL OF AMENDMENT/INTE REHOLDERS)		
Amendment of art. 5.1 of the Articles of Association following the approval of the share capital increase, as pethe resolution under point 1 of the extraordinary session. Relating and resulting resolutions. Having examined the report and the proposal of the Board of Directors, I express the following vote(1):  FOR		$\Box$ <b>A</b> GAINST ALL P			
Amendment of art. 5.1 of the Articles of Association following the approval of the share capital increase, as petche resolution under point 1 of the extraordinary session. Relating and resulting resolutions.  Having examined the report and the proposal of the Board of Directors, I express the following vote(1):    AGAINST	Date	•	Signature	e of the Sharehold	der or of the person entitled to vote
Amendment of art. 5.1 of the Articles of Association following the approval of the share capital increase, as petche resolution under point 1 of the extraordinary session. Relating and resulting resolutions.  Having examined the report and the proposal of the Board of Directors, I express the following vote(1):    AGAINST					
The resolution under point 1 of the extraordinary session. Relating and resulting resolutions. Having examined the report and the proposal of the Board of Directors, I express the following vote(1):    Against	ITEM 2				
In case of amendment or integration of the proposal presented <sup>(2)</sup> :    I Confirm the vote previously cast   I revoke the vote previously cast   I change the vote already cast   For the proposal of amendment/Integration of the Board of Directors   For the proposal of amendment/Integration presented by (please write the name of one or more shareholders)   Against all proposals   Abstained	the resoluti	ion under point 1 of t	he extraordinary session.	. Relating and res	ulting resolutions.
□ I CONFIRM THE VOTE PREVIOUSLY CAST □ I REVOKE THE VOTE PREVIOUSLY CAST □ I CHANGE THE VOTE ALREADY CAST □ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS □ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS) □ AGAINST ALL PROPOSALS □ ABSTAINED	For $\square$		Against 🗆	ABSTAINE	ED □
□ I REVOKE THE VOTE PREVIOUSLY CAST □ I CHANGE THE VOTE ALREADY CAST □ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS □ FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS) □ AGAINST ALL PROPOSALS □ ABSTAINED	In case of	amendment or int	egration of the proposal	presented <sup>(2)</sup> :	
□ Abstained		$\square$ I revoke the vot	E PREVIOUSLY CAST <sup>(3)</sup> E ALREADY CAST	EDATION OF THE RO	DARD OF DIRECTORS
Date Signature of the Shareholder or of the person entitled to vote		☐ FOR THE PROP	OSAL OF AMENDMENT/INTE		
		☐ FOR THE PROP ONE OR MORE SHA ☐ ☐ AGAINST ALL P	OSAL OF AMENDMENT/INTE REHOLDERS)		

.....

the majority and the share capital required to approve the resolution.

(2) Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, as subsequently amended, without any evidence of intent the vote already cast is confirmed.

<sup>(1)</sup> Pursuant to Article 143, paragraph 2 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, as subsequently amended, in case of failure to give voting instructions on a point, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting; these shares will not be taken into account for calculating the majority and the share capital required to approve the resolution.

subsequently amended, without any evidence of intent the vote already cast is confirmed.

(3) Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, if the shareholder chooses to revoke the vote already cast, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting; these shares will not be taken into account for calculating the majority and the share capital required to approve the resolution.

(4) Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, if the

<sup>(4)</sup> Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, if the shareholder chooses to revoke the vote already cast, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting.