

### EXCERPT FROM THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

**Banca SISTEMA S.p.A.**  
Corso Monforte 20, 20122 Milan  
Fiscal Code and VAT number 12870770158  
Share Capital € 9.650.526,24 i.v.

The Shareholders entitled to attend and exercise their voting rights in **Banca SISTEMA S.p.A.** ("Company" or "Bank") are convened in an Ordinary Shareholders' Meeting to be held on **April 27, 2017, at 10:00 a.m., at 20, Corso Monforte, Milan**, in single call.

#### AGENDA

1. **Approval of the Financial Statements as at 31st December 2016 of Beta Stepstone S.p.A. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Relating and resulting resolutions.**
2. **Approval of the Individual Financial Statements as at 31st December 2016 of Banca Sistema S.p.A. Presentation of the Consolidated Financial Statements as at 31st December 2016. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Relating and resulting resolutions.**
3. **Allocation of the net profit of the year 2016;**
4. **Appointment of a Director pursuant to Article 2386 of the Civil Code.**
5. **Appointment of the Board of Statutory Auditors and its Chairman.**
6. **Determination of the remuneration of the Board of Statutory Auditors.**
7. **Approval of the Remuneration Policies of the Banca Sistema Group for the year 2017 and setting of the maximum limit of 2:1 as the ratio between the variable and fixed components of remuneration for employees and "key personnel". Relating and resulting resolutions.**
8. **Remuneration Report: resolution pursuant to art. 123-ter, paragraph 6 of Italian legislative decree no. 58/1998.**
9. **Authorization to purchase and dispose of treasury shares after first cancelling the previous buy-back plan authorized by the Shareholders' Meeting held on 27th November 2015 with respect to that portion not implemented. Relating and resulting resolutions.**

Information concerning the share capital and shares with voting rights as well as information concerning manner, terms and procedures regarding:

- the right to attend and vote at the Shareholders' Meeting;
- the exercise of the right to add to the agenda and to submit further resolution proposals on items already on the agenda;
- the exercise of the right to ask questions pertaining to items on the agenda;
- the appointment of a Director pursuant to Article 2386 of the Civil Code;
- the filing of the lists for the appointment of the Board of Statutory Auditors;
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;

# BANCA

## S I S T E M A

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is given in the notice of call available, together with the relevant documentation, on the Company's internet website [www.bancasistema.it](http://www.bancasistema.it) in the section Governance/ Shareholders' Meeting 2017.

This excerpt is published on March 17, 2017 in the newspaper "Il Giornale".

Notice is hereby given that, effective as from March 30, 2017, the annual report will be made available to the public at the Head Office of Banca Sistema, on the website of Banca Sistema at [www.bancasistema.it](http://www.bancasistema.it), as well as on the website of the authorized central storage mechanism 1info, at [www.1info.it](http://www.1info.it).

Milan, March 17, 2017

THE CHAIRWOMAN OF THE BOARD OF DIRECTORS

*Signed by Luitgard Spögler*

*Shareholders entitled to attend and vote at the Meeting are kindly requested to arrive in advance of the stated time, together with ID documents, to allow for the preliminary checks and to ensure that the Meeting starts on time. Information about attendance at the Shareholders' Meeting can be obtained from the Number 02.80280.1 which is available from Monday to Friday from 8.30 a.m. until 1 p.m. and from 2 p.m. to 6 p.m..*