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Company

# BANCA

## S I S T E M A

**BANCA SISTEMA S.p.A.**  
Corso Monforte 20 - Italy  
Tax code and VAT code 12870770158  
Share Capital € 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 Shareholders' Meeting to be held on April 27, 2017 on single call

#### POSTAL VOTING FORM

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

###### *Individuals*

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

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

<b>Name and type</b>
<b>Registered Office's address</b>
<b>Taxpayer identification number</b>
<b>Legal representative's full name</b>
<b>Legal representative's place and date of birth</b>
<b>Main elements of the deed or of the resolution conferring powers to the legal representative</b>

#### 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 Banca Sistema 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 18, 2017.

Date

Signature of the Shareholder or of the person entitled to vote

.....  
The Italian text prevails over the English version

**VOTE BY MAIL FORM**

**Full name of the Shareholder or of the person entitled to vote**

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**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 27, 2017 on single call**

**ITEM 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.** Having examined the Financial Statements of Beta Stepstone S.p.A., the reports and the proposal of the Board of Directors, I express the following vote <sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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** <sup>(3)</sup>
- 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**

.....

.....

**ITEM 2**

**Approval of the Individual Financial Statements as at 31st December 2016. 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.** Having examined the Financial Statements, the reports and the proposal of the Board of Directors, I express the following vote <sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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** <sup>(3)</sup>
- 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**

.....

.....

**VOTE BY MAIL FORM**

**Full name of the Shareholder or of the person entitled to vote**

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**ITEM 3**

**Allocation of the net profit of the year 2016.**

Having examined the report and the proposal of the Board of Directors, I express the following vote<sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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** <sup>(3)</sup>
- 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**

.....

.....

**ITEM 4**

**Appointment of a Director pursuant to Article 2386 of the Civil Code.**

Having examined the report and the invitation of the Board of Directors to propose and vote on the appointment of a new Director in accordance with Article. 10.4 of the Statute, I express the following vote<sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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** <sup>(3)</sup>
- 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**

.....

.....

**VOTE BY MAIL FORM**

**Full name of the Shareholder or of the person entitled to vote**

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**ITEM 5**

**Appointment of the Board of Statutory Auditors and its Chairman.**

Having examined the report and the proposal of the Board of Directors and list/lists of candidates for the office of Statutory Auditor deposited and published in accordance with the provisions of the Articles of Association, I express the following vote<sup>(1)</sup>:

**FOR the list of candidates**

**AGAINST<sup>(\*)</sup>**

**ABSTAINED<sup>(\*)</sup>**

**FROM:** .....

<sup>(\*)</sup> Against or abstained for all the lists

In case of non-applicability of the list voting system, I express the following vote <sup>(1)</sup>:

**FOR THE PROPOSAL PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)**

.....

**AGAINST ALL PROPOSALS**

Having examined the report and the proposal of the Board of Directors to appoint the Chairman of the Board the Statutory Auditor indicated in first place in the minority list having obtained the majority of the votes, I express the following vote<sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

In the absence of minority lists, I express the following vote <sup>(1)</sup>:

**FOR THE PROPOSAL PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**

.....

**AGAINST ALL THE PROPOSALS PRESENTED**

**ABSTAINED**

**Date**

**Signature of the Shareholder or of the person entitled to vote**

.....

.....

**VOTE BY MAIL FORM**

**Full name of the Shareholder or of the person entitled to vote**

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**ITEM 6**

**Determination of the remuneration of the Board of Statutory Auditors.**

Having examined the report and the invitation of the Board of Directors to submit proposals on this item on the agenda and approve one of them, I express the following vote<sup>(1)</sup>:

**FOR THE PROPOSAL PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)**

.....

**AGAINST ALL PROPOSALS**

**ABSTAINED**

In case of **amendment** or **integration** of the proposal presented by the aforesaid shareholders<sup>(2)</sup>:

**I CONFIRM THE VOTE PREVIOUSLY CAST**

**I REVOKE THE VOTE PREVIOUSLY CAST<sup>(3)</sup>**

**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**

**ITEM 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.**

Having examined the report and the proposal of the Board of Directors, I express the following vote<sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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<sup>(4)</sup>**

**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**

.....

.....

**VOTE BY MAIL FORM**

**Full name of the Shareholder or of the person entitled to vote**

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**ITEM 8**

**Remuneration Report: resolution pursuant to art. 123-ter, paragraph 6 of Italian legislative decree no. 58/1998.**

Having examined the report and the proposal of the Board of Directors, I express the following vote<sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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** <sup>(3)</sup>

**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**

.....

.....

**ITEM 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**

Having examined the report and the proposal of the Board of Directors, I express the following vote<sup>(1)</sup>:

**FOR**

**AGAINST**

**ABSTAINED**

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** <sup>(3)</sup>

**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**

.....

.....

<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.

<sup>(2)</sup> 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>(3)</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; these shares will not be taken into account for calculating the majority and the share capital required to approve the resolution.

<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.