

Space reserved for the
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 December 14, 2017 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.

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 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 December 5, 2017.

Date

Signature of the Shareholder or of the person entitled to vote

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

PART 2 – Section related to the expression of the vote on the items of the Agenda of Ordinary Shareholders' Meeting to be held on December 14, 2017 on single call

VOTE BY MAIL FORM

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

ITEM 1

Appointment of new members of the Board of Statutory Auditors pursuant to Article 2401 of the Civil Code.

Having examined the report and the invitation of the Board of Directors to propose and vote on the integration of the Board of Statutory Auditors in order to meet the existing gender balance rules by appointing a Statutory Auditor and an Alternate Auditor, in accordance with art. 18.5 of the Statute, I express the following vote⁽¹⁾:

Being not applicable the list voting system, I express the following vote⁽¹⁾:

A. **FOR THE PROPOSAL PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS) FOR THE APPOINTMENT OF THE STANDING AUDITOR**

.....

AGAINST ALL THE PROPOSALS SUBMITTED

ABSTAINED

B. **FOR THE PROPOSAL PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS) FOR THE APPOINTMENT OF THE ALTERNATE AUDITOR**

.....

AGAINST ALL THE PROPOSALS SUBMITTED

ABSTAINED

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

ITEM 2

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 pursuant to art. 10.4 of the Statute, I express the following vote⁽¹⁾:

Being not applicable the list voting system, I express the following vote⁽¹⁾:

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

.....

AGAINST ALL THE PROPOSALS SUBMITTED

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

ITEM 3

Amendment of the resolution of the Shareholders' Meeting held on 27 April 2017 as regard point 7 of the agenda "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⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

- I CONFIRM THE VOTE PREVIOUSLY CAST**
- I REVOKE THE VOTE PREVIOUSLY CAST** ⁽⁴⁾
- 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

.....

.....

⁽¹⁾ 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.

⁽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.

⁽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 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.