

## **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.  
ABI 03158.3

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 23, 2018, at 10:00 a.m., at 20, Corso Monforte, Milan**, in single call.

### **AGENDA**

- 1. Approval of the Individual Financial Statements as at 31st December 2017 of Banca Sistema S.p.A.. Presentation of the Consolidated Financial Statements as at 31st December 2017. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Relating and resulting resolutions.**
- 2. Allocation of the 2017 net profit.**
- 3. Appointment of the Board of Directors. Relating and resulting resolutions:**
  - 3.1 Appointment of the Members of the Board of Directors.**
  - 3.2 Determination of the term of office.**
  - 3.3 Appointment of the Chairman of the Board of Directors.**
- 4. Determination of the remuneration for the Members of the Board of Directors, the members of the Board Committees and other Company's bodies. Relating and resulting resolutions.**
- 5. Approval of the Remuneration Policies of the Banca Sistema Group for the year 2018 and setting of the maximum limit of 2:1 as the ratio between the variable and fixed components of remuneration for the Managing Director and General Manager. Relating and resulting resolutions.**
- 6. Remuneration Report: resolution pursuant to art. 123-ter, paragraph 6 of Italian legislative decree no. 58/1998.**
- 7. Request for integration of the remuneration addressed by the auditing company KPMG S.p.A. for the financial years 2017 and 2018. 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 filing of the lists for the appointment of the Board of Directors;
- the availability of the explanatory Reports and of the other documents concerning the items on the agenda;

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 2018.

# BANCA

S I S T E M A

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This excerpt will be published on 14 March 2018 in the newspaper "Il Giornale".

Notice is hereby given that, effective as from 30 March 2018, 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, 13 March 2018

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.*