



# ORDINARY SHAREHOLDERS' MEETING

18th APRIL 2019

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SUMMARY REPORT OF THE VOTES

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**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE ITEMS OF THE ORDINARY SHAREHOLDERS' MEETING**  
**18<sup>th</sup> APRIL 2019**  
**(Report pursuant to article 125-quarter, par. 2 of Italian Legislative Decree no. 58 of 24th February 1998)**

Attendance to the meeting Ordinary Shareholders' Meeting of Banca Sistema S.p.A. held on 18<sup>h</sup> April 2019 in a single call: no. 48 Shareholders, in person or by proxy, representing no. 42.083.938 ordinary shares corresponding to 52.32950% of the ordinary share capital.

The Ordinary and Extraordinary Shareholders' Meeting adopted the following resolutions.

**1. Approval of the separate financial statements of Banca Sistema S.p.A. at 31 December 2018. Presentation of the Consolidated Financial Statements at 31 December 2018. Reports of the Directors, the Board of Statutory Auditors and the independent auditors. Relating and resulting resolutions.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	48	42,083,938	100.00000%	100.00000%	52.32950%
Against	0	0	0.00000%	0.00000%	0.00000%
Abstentions	0	0	0.00000%	0.00000%	0.00000%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>52.32950%</b>

**2. Allocation of the profit for the year 2018. Relating and resulting resolutions.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	42	41,369,938	98.30339%	98.30339%	51.44168%
Against	1	1,000	0.00238%	0.00238%	0.00124%
Abstentions	5	713,000	1.69463%	1.69463%	0.88658%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>52.32950%</b>

### 3. Appointment of a Director pursuant to Article 2386 of the Italian Civil Code. Relating and resulting resolutions

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	17	33,008,645	78.43526%	78.43526%	41.04478%
Against	30	9,074,293	21.56237%	21.56237%	11.28348%
Abstentions	1	1,000	0.00238%	0.00238%	0.00124%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>52.32950%</b>

### 4. Appointment of the independent auditors and determination of their fee. Relating and resulting resolutions

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	47	42,082,938	99.99762%	99.99762%	52.32826%
Against	0	0	0.00000%	0.00000%	0.00000%
Abstentions	1	1,000	0.00238%	0.00238%	0.00124%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>52.32950%</b>

**5. Approval of the Remuneration Policies of the Banca Sistema Group for 2019 and setting of the maximum limit of 2:1 as the ratio between the variable and fixed components of remuneration for the CEO and General Manager. Relating and resulting resolutions.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	12	37,077,254	88.10310%	88.10310%	46.10392%
Against	31	4,293,684	10.20267%	10.20267%	5.33901%
Abstentions	5	713,000	1.69423%	1.69423%	0.88658%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>52.32950%</b>

**6. Remuneration Report: resolution pursuant to article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	12	37,077,254	88.10310%	88.10310%	46.10392%
Against	30	4,292,684	10.20029%	10.20029%	5.33762%
Abstentions	6	714,000	1.69661%	1.69661%	0.88783%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>52.32950%</b>

**7. Authorisation to purchase and disposal of treasury shares. Relating and resulting resolutions.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	46	41,537,938	98.70259%	98.70259%	51.65058%
Against	2	546,000	1.29741%	1.29741%	0.67893%
Abstentions	0	0	0.00000%	0.00000%	0.00000%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>48</b>	<b>42,083,938</b>	<b>100.000000%</b>	<b>100.000000%</b>	<b>52.32950%</b>