

**BANCA SISTEMA S.P.A.**

Fully paid-up share capital € 9,650,526.24

Tax code and Milan Companies' Register No. 12870770158 - ABI code No. 03158.3

Largo Augusto 1/A, angolo Via Verziere 13, 20122 Milan

[www.bancasistema.it](http://www.bancasistema.it)

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING, HELD ON SINGLE CALL  
AT THE REGISTERED OFFICE AT LARGO AUGUSTO 1/A, ANGOLO VIA VERZIERE 13, MILAN  
23 APRIL 2020, 10.00 A.M.**

**BOARD OF DIRECTORS' REPORT  
ON ITEM 6 OF THE AGENDA**

(prepared pursuant to Art. 125-*ter* of Legislative Decree no. 58 of 24 February 1998,  
as amended and supplemented)

**ORDINARY MEETING**

**RESOLUTIONS ON THE SECOND SECTION OF THE REPORT ON THE REMUNERATION  
POLICY AND REMUNERATION PAID: RESOLUTION PURSUANT TO ARTICLE 123-TER,  
PARAGRAPH 6 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 AS AMENDED AND  
SUPPLEMENTED. RELATING AND RESULTING RESOLUTIONS.**

### BOARD OF DIRECTORS' REPORT

Dear Shareholders,

We are submitting to your attention the Second Section of the Report on the remuneration policy and remuneration paid drawn up pursuant to article 123-*ter* of Legislative Decree no. 58 of 24 February 1998, as amended and supplemented (the "**Consolidated Law on Finance**") and article 84-*quater* and Annex 3A, Schedule 7-*bis* of CONSOB Regulation no. 11971/1999 as amended and supplemented (the "**Issuers' Regulation**").

In accordance with article 123-*ter* of the Consolidated Law on Finance, article 84-*quater* and Annex 3A, Schedule 7-*bis* of the Issuers' Regulation and article 6 of the Code of Conduct adopted by the Corporate Governance Committee promoted by Borsa Italiana S.p.A. as per the last amendment, the Board of Directors prepared and approved on 11 March 2020, on proposal of the Remuneration Committee, which met on 10 March 2020, the second section of the **Report on the remuneration policy and remuneration paid** that includes a description of the remuneration paid for any reason and in any way during the financial year ended 31 December 2019 to members of the management and control bodies, the General Manager and, together, the key management personnel of the Company.

More in detail, in application of art. 123-*ter*, paragraph 4, of the Consolidated Law on Finance, the second section of the Report on the remuneration policy and remuneration paid:

a) provides an adequate representation of each of the items that make up the remuneration, including the contributions provided in the event of termination of office or termination of the employment relationship, highlighting its consistency with the company's remuneration policy for the reference financial year;

b) provides an analytical overview of the fees paid in the period, for any reason and in any form, by the Company and its Subsidiaries and Affiliates and the details of any components of the aforesaid remuneration that refer to services supplied prior to the reference year, as well as remuneration that is payable over one or more financial years for services supplied in the reference year, thereby possibly indicating an estimate for the components that cannot be objectively quantified in the reference period.

b-*bis*) illustrates how the company took into account the vote expressed the previous year on the second section of the report.

Pursuant to article 123-*ter*, paragraph 6, of the Consolidated Law on Finance, the second section of the Report on the remuneration policy and remuneration paid is subject to non-binding resolution by the ordinary Shareholders' Meeting called to approve the financial statements as at and for the year ended 31 December 2019.

\* \* \* \*

Dear Shareholders,

Given the above, the following proposed resolution is hereby submitted for your approval:

*"The ordinary Shareholders' Meeting of Banca Sistema S.p.A.,*

- *having acknowledged the Report on the remuneration policy and remuneration paid approved by the Board of Directors of the Bank on 11 March 2020, on proposal of the Remuneration Committee, which met on 10 March 2020, pursuant to article 123-ter of the Consolidated Law on Finance and article 84-quater and Annex 3A, Schedule 7-bis of the Issuers' Regulation*

*Resolves*

- *to approve the Second Section of the Remuneration Report”.*

Milan, 1 April 2020

On behalf of the Board of Directors  
Ms. Luitgard Spögler  
Chairperson of the Board of Directors