

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

BANCA
S I S T E M A

Space reserved for the Company

Banca SISTEMA S.p.A.
Largo Augusto 1/A, at the corner of Via Verziere 13, 20122 Milan
Tax Code and VAT number 12870770158
Fully paid-up share capital € 9,650,526.24
Parent company of Banca Sistema banking group – No. 3158 in the Register of Banking Groups
Register of Banks – ABI No. 03158.3 and subject to the supervisory activity of the Bank of Italy
Member of the Interbank Deposit Protection Fund and National Guarantee Fund

PART 1 - Information about the Shareholder or the person entitled to vote

Individuals

Name and surname	
Place and data of birth	
Resident in (city)	on (street address)
Tax Code	
Identity document (type)	No.
Issued by	Expiration

Companies, Institutions, Legal persons, etc.

Name or company name
Registered office address
Tax Code
Name and surname of representative
Place and date of birth of representative
Details of the document granting powers of representation

Number of shares held _____

I hereby declare that I am not in any of the situations that would deny me from being eligible to vote under current legal and regulatory provisions, and the Articles of Association of Banca Sistema S.p.A

Please note that to exercise the right to vote by post, the party entitled to vote must provide instructions to the intermediary who keeps the accounts so that they can make the communication certifying entitlement at the end of the accounting day of 22 April 2020.

In attach please find a copy of an identity document of the Shareholder and the company registration report which identify the name of legal representative.

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

PART 2 - Section on the casting of votes on items on the agenda of the Ordinary and Extraordinary Shareholders' Meeting of 23 April 2020

Ordinary Shareholders' Meeting

ITEM 1

Approval of the separate financial statements of Banca Sistema S.p.A. at 31 December 2019. Presentation of the consolidated financial statements at 31 December 2019. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Relating and resulting resolutions.

Having read the financial statements, the reports and the proposal of the Board of Directors, I hereby cast the following vote(1):

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(3)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 2

Allocation of the profit for the year 2019. Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote(1):

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(3)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 3

Appointment of the Board of Statutory Auditors and its Chairperson. Relating and resulting resolutions.

Having read the report of the Board of Directors and based on the recommendation received by the shareholder

_____ with the number _____¹⁾:

(vote For the motion with the number to be fill in the side box or vote Contrary/Abstention to all motions)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(4)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 4

Determination of the remuneration of the Board of Statutory Auditors. Relating and resulting resolutions.

Having read the report of the Board of Directors and based on the recommendation received by the shareholder

_____ with the number _____¹⁾:

(vote For the motion with the number to be fill in the side box or vote Contrary/Abstention to all motions)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(4)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**
.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 5

Approval of the first section (Remuneration Policies of the Banca Sistema Group for 2020) of the Report on the remuneration policy and remuneration paid: resolution pursuant to article 123-ter, paragraph 3-ter of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented. Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote(1)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(4)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**
.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 6

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.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote(1)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(3)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 7

Authorisation for the purchase and disposal of treasury shares. Relating and resulting resolutions. Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote(1)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(3)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**
-
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

Extraordinary Shareholders' Meeting

ITEM 8

Amendment to article 5 of the Articles of Association *due to the introduction of the increase in voting rights/pursuant to article 127-quinquies of Legislative Decree no. 58 of 24 February 1998.* Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote(1)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

- CONFIRM THE VOTE ALREADY CAST**
- REVOKE THE VOTE ALREADY CAST(3)**
- MODIFY** the vote already cast:
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS**
 - IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)**
.....
- AGAINST ALL THE PROPOSALS PRESENTED**
- ABSTAIN**

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
23 April 2020
POSTAL VOTING

ITEM 9

Amendment to articles 8, 9, 10, 11, 12, 14 (13 with new numbering), 18 (17 with new numbering), and 20 (19 with new numbering) of the Articles of Association; repeal of article 13 of the Articles of Association and consequent new numbering of articles 14 to 24 of the Articles of Association; introduction of new article 25 to the Articles of Association. Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote(1)

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST(3)

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....

AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

Date

Signature of the Shareholder or the person entitled to vote

.....

.....

(1) In accordance with Article 143, paragraph 2 of Consob Regulation no. 11971 of 14 May 1999 as subsequently amended, in the case where no vote is cast on an agenda item, the shares will still be taken into account in determining whether the Shareholders' Meeting is duly constituted; however, the same shares will not be taken into account for the purposes of calculating the majority and quorum required to pass resolutions.

(2) In accordance with Article 143, paragraph 3 of Consob Regulation no. 11971 of 14 May 1999 as subsequently amended, if there is no indication of how the person intends to vote, the vote already cast shall be deemed to have been confirmed.

(3) In accordance with Article 143, paragraph 3 of Consob Regulation no. 11971 of 14 May 1999 as subsequently amended, in the event a vote already cast on an agenda item is revoked, the shares will still be taken into account in determining whether the Shareholders' Meeting is duly constituted; however, the same shares will not be taken into account for the purposes of calculating the majority and quorum required to pass resolutions.

(4) In accordance with article 143, paragraph 3 of Consob Regulation no. 11971 of 14 May 1999 as amended, in the event a vote already cast on an agenda item is revoked, the shares will still be taken into account in determining whether the Shareholders' Meeting is duly constituted.