

Banca Sistema S.p.A. informs you that the date and/or the venue and/or the procedure to hold the Shareholders' Meeting indicated in this notice of call may be subject to change, if the measures issued by the competent authorities for the COVID-19 emergency - effective on **27 November 2020** - prohibit or advise against events of this kind in the Municipality of Milan. Any changes will be promptly disclosed in the same manner as the publication of the notice.

## EXCERPT OF THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

### **Banca SISTEMA S.p.A.**

Largo Augusto 1/A, angolo Via Verziere 13, 20122 Milan  
Tax Code and VAT number 12870770158  
Fully paid-in share capital € 9,650,526.24  
ABI 03158.3

Shareholders entitled to attend and vote at the Shareholders' Meeting of Banca Sistema S.p.A. (hereinafter the "**Company**" or "**Bank**") are convened in an Ordinary and Extraordinary Shareholders' Meeting to be held in **Milan – Largo Augusto 1/A, Angolo Via Verziere 13** – on **27 November 2020**, in a single call, at **9:30 a.m.**

### AGENDA

#### Ordinary Meeting

1. **Payment of the dividend from the 2019 profit. Relating and resulting resolutions.**

#### Extraordinary Meeting

2. **Amendment to article 10.2 of the Articles of Association to appoint two board members from the minority shareholder's list, instead of one. Relating and resulting resolutions.**
3. **Amendment to articles 5.7 and 10.3 of the Articles of Association; introduction of new article 12.3 and consequent new numbering of articles 12.3 and 12.4 into 12.4 and 12.5 of the Articles of Association. Relating and resulting resolutions.**
4. **Amendment to article 17.5 of the Articles of Association to update the mechanism for appointing the Statutory Auditors when there is a tie vote between the lists submitted. Relating and resulting resolutions.**

Information on the share capital and shares with voting rights and information about the methods, terms and procedures relevant to:

- participation rights and representation at the Shareholders' Meeting;
- the right to request additions to the agenda and the right to submit new proposed resolutions relevant to items already on the agenda;
- the right to submit questions on the items of the agenda before the Meeting;
- availability of the reports and other documents relevant to the items on the agenda;

is provided in the notice of call which is available, together with the documentation relevant to the Shareholders' Meeting, on the website [www.bancasistema.it](http://www.bancasistema.it) under the **Investors/ Governance/ Shareholders' Meeting/ 2020/ 27 November 2020** section.

Milan, 27 October 2020

THE CHAIRPERSON OF THE BOARD OF DIRECTORS

Signed by *Luitgard Spögler*

*Shareholders entitled to attend and vote at the Meeting are requested to arrive in advance of the stated time and bring their 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.*