

Banca Sistema S.p.A. hereby advises that the date and/or place and/or proceedings of the Shareholders' Meeting indicated by this notice of call may change if orders issued by the competent Authorities for the COVID-19 emergency – effective at **28 April 2022** - prohibit or advise against holding meetings of this kind in the Milan Municipality. Should this happen, the new date and other details will be advised immediately in the same way as this notice.

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

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 Shareholders' Meeting to be held at the Bank's registered office in **Milan – Largo Augusto 1/A, Angolo Via Verziere 13** – on **28 April 2022**, in a single call, at **10:00 a.m.**

AGENDA

- 1. Approval of the separate financial statements of Banca Sistema S.p.A. at 31 December 2021. Presentation of the consolidated financial statements at 31 December 2021. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Relating and resulting resolutions.**
- 2. Allocation of the profit for the year 2021. Relating and resulting resolutions.**
- 3. Approval of the first section (Remuneration Policies of the Banca Sistema Group for 2022) 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.**
- 4. Approval of 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.**

It is stated that at the date of publication of this notice:

- the subscribed paid-in share capital of the Company is € 9,650,526.24;
- there are 80,421,052 ordinary shares and each ordinary share gives the right to one vote at an ordinary shareholders' meeting.

At **28 March 2022**, Banca SISTEMA S.p.A. holds 693.000 treasury shares.

Any subsequent changes in the information outlined above will be published on the website of Banca SISTEMA S.p.A. and communicated at the beginning of the Meeting.

Participation rights and voting by proxy

Under article 83-sexies of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented (Consolidated Law on Finance), the legal power to participate in the Meeting and exercise the right to vote shall be attested by a communication, prepared by the intermediary authorised by law, confirming such a right and delivered to Banca SISTEMA S.p.A., in favour of the person entitled to the right to vote, on the basis of the accounting registration at the end of the seventh business trading day prior to the date of the Shareholders' Meeting in single call, i.e. on **19 April 2022** (Record Date). In implementation of the provisions set forth by article 125-bis, paragraph 4 of the Consolidated Law on Finance, all crediting and debiting of the accounts subsequent to said date, have no relevance for the right to exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by Banca SISTEMA S.p.A. by the end of the third business trading day prior to the date set for the

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Shareholders' Meeting in single call (i.e. on 25 April 2022, delayed to **26 April 2022** because 25 April is holiday). All of the above without prejudice to the entitlement to participate and vote if the communication reached Banca SISTEMA S.p.A. after the above mentioned term, and in any case by the beginning of the Meeting in single call.

Under article 135-novies of the Consolidated Law on Finance and article 8.7 of the Articles of Association, those who are entitled to the right to vote may be represented by proxy issued in writing in the manner prescribed by the legislation and regulations from time to time in force.

The proxy may be notified to Banca SISTEMA S.p.A. at its registered office in Milan, Largo Augusto, 1/A, Angolo Via Verziere,13, by registered letter, or certified e-mail at the following certified e-mail address: bancasistema.affarisocietari@legalmail.it, attaching a copy of the identity document or chamber of commerce certificate of the party with voting rights.

The proxy form is available on the website of Banca SISTEMA S.p.A. www.bancasistema.it in the section **Investors/Governance/Shareholders' Meeting/ 2022/ 28 April 2022**.

Without prejudice to prior notice, when registering to attend the Shareholders' Meeting, the proxy holder attending the Meeting should in any case certify that the copy of the proxy is true to the original sent and the identity of the delegating party.

Under article 135-novies of the Consolidated Law on Finance, the proxy can also be conferred by electronic document signed electronically in accordance with article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005 and notified to the certified e-mail address bancasistema.affarisocietari@legalmail.it.

Shareholder representative appointed by the Company

The proxy, with voting instructions for the items on the agenda, may be granted to Computershare S.p.A., which has its registered office at Via Lorenzo Mascheroni 19, Milan 20145, tel. 02 46776811, e-mail ufficiomilano@pecserviziotitoli.it, duly designated by Banca SISTEMA S.p.A. for this purpose, in accordance with article 135-undecies of the Consolidated Law on Finance, by signing the printable version of the form that may be downloaded from the website www.bancasistema.it (in the section **Investors/Governance/Shareholders' Meeting/ 2022/ 28 April 2022**) or at the registered office of Banca SISTEMA S.p.A. The proxy, with voting instructions, must be received by Computershare S.p.A., as indicated in the proxy form, by the end of the second business trading day prior to the date scheduled for the Shareholders' Meeting in single call (i.e. **26 April 2022**), together with a copy of the identity document or chamber of commerce certificate of the party with voting rights. The proxy is valid solely in respect of those items for which voting instructions are given. Proxies and voting instructions may be revoked by the deadlines specified above. It should be noted that the communication sent to Banca SISTEMA S.p.A. by the authorised intermediary, confirming the shareholder's eligibility to attend and exercise voting rights at the Shareholders' Meeting, is required even when a proxy is granted to the designated Proxy holder. By law, shares for which a proxy is granted, whether in full or in part, are taken into account in determining whether the Shareholders' Meeting is duly constituted, although proxies without voting instructions do not count for the purposes of calculating the majority and quorum required to pass resolutions. Details of the proxies granted to Computershare S.p.A. (which can be contacted for any queries by telephone on +39 02 46776811) are available in the relevant proxy form mentioned above.

Postal voting

Pursuant to Art. 127 of the Consolidated Law on Finance and Art. 8.8 of the Articles of Association, voting may also be exercised by post in accordance with the applicable regulations.

The postal voting ballot, available on the website of Banca SISTEMA S.p.A. in the section **Investors/Governance/Shareholders' Meeting/2022/ 28 April 2022**, or at the registered office of the Company, may also be sent by the Bank's Corporate Affairs Department to any Shareholders who request the ballot, together with the envelope. The voting ballot duly filled in and signed should reach the registered office of Banca SISTEMA S.p.A. in Milan – at Largo Augusto 1/A, Angolo Via Verziere 13, no later than **27 April 2022** and should be sent by registered letter, marked for the attention of Funzione Affari Societari -

Corporate Affairs Department, or by certified e-mail to bancasistema.affarisocietari@legalmail.it, attaching a copy of the identity document or chamber of commerce certificate of the party with voting rights.

Voting ballots received after the specified deadline or which have not been signed shall not be counted in the initial or the voting quorum of the Shareholders' Meeting. Postal voting is exercised directly by the holder of the voting right and is exercised separately for each of the resolutions proposed. The vote may be revoked with a written statement notified to Banca SISTEMA S.p.A. by **27 April 2022**, or by way of an express statement issued by the holder during the course of the Shareholders' Meeting.

Additions to the agenda and presentation of new proposed resolutions

Pursuant to article 126-*bis* of the Consolidated Law on Finance, Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication of this notice of call (in any case no later than the final date of **8 April 2022**), that additional items be added to the agenda of the Meeting, specifying such additional items in their request, or may submit resolution proposals on items already on the agenda.

Additions to the agenda are not allowed for matters on which the Shareholders' Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to under Art. 125-ter, paragraph 1, of the Consolidated Law on Finance. The additional proposed resolutions on matters already on the agenda shall be made available to the public in the manner prescribed for the publication of the notice of call, with the publication of the news of the submission.

The requests, together with the certification attesting the ownership of the shareholding of the requesting Shareholders, issued by the intermediary depositories of the shares shall be sent in writing to the registered office by registered letter addressed for the attention of Funzione Affari Societari - Corporate Affairs Department or by certified e-mail to the address bancasistema.affarisocietari@legalmail.it, attaching a copy of the identity document or chamber of commerce certificate of the Shareholder.

Shareholders requesting additions to the agenda shall prepare a report outlining the reasons for the proposed resolutions on new matters they propose to be discussed, or the reasons for the additional proposed resolutions submitted on matters already on the agenda. The report shall be submitted to the Board of Directors of the Bank within the deadline for submission of the request for the inclusion of additional items.

The additions of items to the agenda and submission of further resolution proposals on items already on the agenda shall be notified at least 15 (fifteen) days prior to the date scheduled for the Shareholders' Meeting in single call (no later than **13 April 2022**). The Board of Directors shall make the report available to the public, accompanied by its own evaluations, if any, together with the publication of the news of the addition or submission, on the website of Banca Sistema S.p.A and at its registered office.

Those who have the right to vote may individually submit proposed resolutions at the Meeting.

Right to submit questions on the items of the agenda

Under article 127-ter of the Consolidated Law on Finance, those who have the right to vote, can submit questions related the items on the agenda even before the Shareholders' Meeting, by **26 April 2022**, by registered letter to the Company's registered office in Milan - Largo Augusto 1/A, Angolo Via Verziere 13, or by certified e-mail to the address bancasistema.affarisocietari@legalmail.it.

In order to exercise this right, a notice issued by the intermediary depositories of the shares owned by the shareholders with voting rights should be sent to the Company, together with a copy of the identity document or chamber of commerce register certificate.

Questions received before the Shareholders' Meeting will be answered at the latest during the Meeting, and the Company reserves the right to provide a single answer to questions having the same content.

Documentation

The documentation relating to items on the agenda, the complete text of the proposed resolutions together with the reports required by the applicable law, will be made available to the public at the registered office and on the authorised storage mechanism 1Info at the address www.1info.it as well as on the Company's website www.bancasistema.it, in the section **Investors/ Governance/ Shareholders' Meeting/ 2022/28 April 2022**, within the terms set forth by law.

For further information relevant to the procedures of Shareholders' Meetings please read the document "Rules governing Shareholders' Meetings" published on the website www.bancasistema.it, section **Investors/ Corporate Documents**.

An excerpt of this notice will be published on **29 March 2022** in the newspaper "Il Giornale".

Milan, **29 March 2022**

THE CHAIRPERSON 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.