

**BANCA SISTEMA S.p.A. S.p.A.**

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998 AND TO COMPANY'S BYLAWS.

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "**Designated Representative**", pursuant to Article 135-undecies of Legislative Decree 58/1998 and the Company Bylaws, of BANCA SISTEMA S.p.A. S.p.A. (hereinafter the "**Company**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of BANCA SISTEMA S.p.A. to be held at the Bank's registered office in Milan – Largo Augusto 1/A, Angolo Via Verziere 13 on 30 April 2025, at 10:00 a.m. single call as set forth in the notice of the shareholders' meeting published on the Company's website at <https://www.bancasistema.it> in the section "Investors/Governance/Shareholders" on 31 March 2025 and, in abridged form, in the Italian daily newspaper "Il Giornale" on 31 March 2025.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting ( i.e., by 11:59 p.m. of 28 April 2025). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Designated Representative:** Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

**Please note: This form may be subject to change following any Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

**PROXY FORM (Part 1 of 2)**

Complete with the information requested at the bottom of the form

<b>I, the undersigned</b> ( <i>party signing the proxy</i> )	(Name and Surname) (*)	
Born in (*)	On (*)	<b>Tax identification code or other identification if foreign (*)</b>
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote** *OR IF DIFFERENT FROM THE SHARE HOLDER*
- legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

<p><b>No. (*)</b> _____ shares _____</p> <p style="font-size: small; margin-left: 20px;">e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</p> <p style="font-size: x-small; margin-left: 20px;">(to be filled in with information regarding any further communications relating to deposits)</p>	<p>Registered in the securities account (1) n. _____ at the custodian _____ ABI _____</p> <p>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)</p> <p>No. _____ Supplied by the intermediary: _____</p>
<p><b>No. (*)</b> _____ shares _____</p>	<p>Registered in the securities account (1) n. _____ at the custodian _____ ABI _____</p> <p>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)</p> <p>No. _____ Supplied by the intermediary: _____</p>
<p><b>No. (*)</b> _____ shares _____</p>	<p>Registered in the securities account (1) n. _____ at the custodian _____ ABI _____</p> <p>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)</p> <p>No. _____ Supplied by the intermediary: _____</p>

**DELEGATES MONTE TITOLI S.P.A. to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.**

**DECLARES**

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Designated Representative only - Tick the relevant boxes

The undersigned signatory of the proxy (Personal details)(3) \_\_\_\_\_

(indicate the holder of the right to vote only if different - name and surname / denomination) \_\_\_\_\_

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of BANCA SISTEMA S.p.A. to be held at the Bank's registered office in Milan – Largo Augusto 1/A, Angolo Via Verziere 13 on 30 April 2025, at 10:00 a.m. on single call.

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

1 Approval of the Individual Financial Statements as at 31st December 2024 of Banca Sistema S.p.A. Presentation of the Consolidated Financial Statements as at 31st Decem-ber 2024. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Relating and resulting resolutions.			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
2 Allocation of the profit for the year 2024. Relating and resulting resolutions.			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
3 Project to overhaul the Bank's governance structure. Relating and resulting resolutions.			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

4 Appointment of no. 4 Directors. Relating and resulting resolutions.			
<b>SECTION A</b> Proposer: _____ ← Tick only one box: Insert shareholder's name	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
<b>SECTION B and C</b> If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
5 Supplement to the remuneration due to members of the Board of Directors, Board Committees and other bodies established within the Company related to item 3 (Project to overhaul the Bank's governance structure). Relating and resulting resolutions.			
<b>SECTION A</b> Proposer: _____ ← Tick only one box: Insert shareholder's name	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
<b>SECTION B and C</b> If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
6 Appointment of no 2. Statutory Auditors. Relating and resulting resolutions.			
<b>SECTION A</b> Proposer: _____ ← Tick only one box: Insert shareholder's name	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
<b>SECTION B and C</b> If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
7 Appointment of the Chairperson of the Board of Statutory Auditors. Relating and result-ing resolutions.			
<b>SECTION A</b> Proposer: _____ ← Tick only one box: Insert shareholder's name	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
<b>SECTION B and C</b> If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**8 Remuneration and incentive policies.**

**8.1 Approval of the first section (Remuneration Policies of the Banca Sistema Group for 2025) 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.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p> <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**8.2 Approval of the second section (Application of the Remuneration Policies of the Banca Sistema Group and remuneration paid for 2024) 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.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p> <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

\_\_\_\_\_  
*(Place and Date) \** *(Signature) \**

<p><b>DIRECTORS' LIABILITY ACTION</b> <i>In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
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\_\_\_\_\_  
*(Place and Date) \** *(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
  - Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
  - With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

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**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 28 April 2025)**

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for BANCA SISTEMA April 2025 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for BANCA SISTEMA April 2025 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for BANCA SISTEMA April 2025 Shareholders' Meeting")

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/intermediari/banca-sistema-spa)

**BANCA SISTEMA S.p.A.'s privacy policy: CUSTOMER INFORMATION AS REQUIRED BY ARTICLE 13 AND 14 OF REGULATION (EU) 2016/679**

- I) Data Controller and Data Protection Officer (DPO)
- II) How and why the data are used
- III) Special categories of data
- IV) Persons who may receive the data or who may become aware of them as data processors or data controllers
- V) Rights of the Data Subject
- VI) Information on data protection relating to S.W.I.F.T. transfers
- VII) Data storage times
- VIII) Information on data protection concerning consumer credit, reliability and prompt payment
- IX) Data export

**I. Data Controller and Data Protection Officer (DPO)**

The Data Controller is Banca Sistema S.p.A. Largo Augusto 1/A, at the corner of via Verziere 13 - 20122 Milano Tel. +39 02 802801 Fax. +39 02 72093979 E-mail address: [compliance&antiriciclaggio@bancasistema.it](mailto:compliance&antiriciclaggio@bancasistema.it) The Data Controller has appointed a Data Protection Officer ("DPO"), whom you may contact to exercise your rights, as well as to receive any information relating to them and/ or this document, by writing to [privacy@bancasistema.it](mailto:privacy@bancasistema.it). The Data Controller and the DPO shall handle your request, also through designated functions, and shall provide you, without undue delay and in any event within one month of receipt of the request, with the information on action taken in relation to your request. We inform you that where the Data Controller has doubts concerning the identity of the natural person making the request, the Data Controller may request the provision of additional information necessary to confirm the identity of the data subject.

**II. How and why the data are used**

Banca Sistema S.p.A. (the "Bank") informs you that the personal data it holds, which have been taken directly from the data subject or from a third party, may be processed, also by third-party entities (who may be located abroad) for:

- 1) Compliance with the obligations of laws, regulations, EU directives or instructions given by the competent authorities, supervisory and control bodies (such as the obligations under anti-money laundering legislation). The provision of personal data for the above purposes is obligatory and the consent of the data subject is not required for them to be processed.
- 2) Purposes closely related to the management of customer relations in the context of activities conducted according to the Bank's Articles of Association, and by law (e.g. by acquiring pre-contractual information, executing transactions on the basis of obligations deriving from a contract with the customer, evaluations and assessments of accounts, and the related risks). The provision of personal data for the above purposes is not mandatory, but refusal to provide them may, depending on the relationship between the data and the requested service, mean that the Bank is unable to provide the service. Processing of the above data does not require the consent of the data subject.
- 3) Purposes functional to the Bank's activities, such as: a) Execution of activities aimed to present and promote different products and services provided by the Bank and by other companies belonging to the Banca Sistema Group (direct marketing); these activities can be conducted through telephone contact or automated systems (i.g. e-mail, sms, mms, fax) or by other communication tools; b) Recording the level of customer satisfaction with the Bank's services and those of the other companies in its group, by personal or telephone interviews, questionnaires etc.; c) Promotion and sale of products and services of the Bank, other companies in its group or third parties by means of letter, telephone, fax or email; including the events' organization; d) Data transfer to third parties for the purpose of commercial information, market surveys, direct offers of their products and services by sending promotional and commercial communications by traditional contact methods (such as telephone calls with operator and traditional mail) and / or by automated system (such as fax, text and email). The provision of personal data for the above purposes is optional and the consent of the data subject is required. The absence of consent will have no impact whatsoever on the relations between the parties as the consent can only lead to an improvement in the service. The consent may be withdrawn at any time by notifying the Data Controller. The data will be processed manually, digitally and electronically using methods strictly related to the above purposes and in any event in a way that guarantees the confidentiality and security of the data.

**III. Special categories of data**

The Bank processes special categories of personal data (racial or ethnic origin, religious, philosophical or other beliefs, political opinions, membership of parties, trade unions, associations or organisations of a religious, philosophical, political or trade union nature, as well as personal data revealing health status and sex life, in accordance with Article 9(I) of the GDPR) of its Customers solely to provide specific services and operations requested by them (in particular, payments involving trade unions, political forces and certain associations, and crediting of certain pensions or special insurance reimbursements. For specific services entailing access to special categories of personal data by the Bank, such as insurance-backed mortgages, life insurance policies, etc.). In such cases the Bank will only execute the operation with the written consent of the requesting party. The consent may be withdrawn at any time by notifying the Data Controller.

**IV. Persons who may receive the data or who may become aware of them as data processors or data controllers**

In connection with its activities, the Bank may provide your data to:

- Financial Agents ("Agenti in attività finanziaria") or other professional categories authorized to distribute products and services of the bank. • Parties identified by law (e.g. for purposes linked to the administration and assessment of taxes, tax disputes and tax collection: the Revenue Agency; for purposes related to the administration of justice: the judicial authorities; for purposes related to the exercise of supervisory, control and other functions specifically indicated by law: the Bank of Italy, Consob and IVASS);
- Interbank Alert Centre (CAI) - the computerised archive kept by the Bank of Italy in relation to the regular functioning of payment systems;
- Central Credit Register - the information system managed by the Bank of Italy in relation to customer credit ratings and credit risk analysis and management; • providers of banking, financial and insurance services, including credit guarantee cooperatives; this category also includes the interbank "sufficient funds" practice, whereby the account holder's bank informs the drawee bank of whether or not there are sufficient funds to pay a cheque presented for cashing;

- companies in the Banca Sistema banking group, and its subsidiaries and associates, also with regard to the anti-money laundering/anti-terrorism obligations pursuant to Articles 35 and 36 of Legislative Decree no. 231 of 21 November 2007, as amended (disclosure to intermediaries belonging to the Banca Sistema banking group, even if located in third countries, is permitted)
- parties whose products and services are offered by the Bank;
- parties providing services related to management of the Bank's information system and IT programmes;
- parties providing data acquisition and processing services (e.g. cheques and bills);
- providers of customer correspondence services (e.g. enveloping, email management);
- providers of document archiving services;
- providers of customer assistance services (e.g. by telephone);
- parties involved in the management of payment and online collection and cash flow management services;
- operators of national and international fraud control and prevention systems (e.g. debit/credit card fraud, fraud on other forms of payment; in the sector of consumer credit, deferred or extended payment terms, etc.);
- parties working to investigate and fight international terrorism;
- debt recovery agents;
- consultants;
- independent practitioners, public officials, etc. (e.g. when a customer intends to take out a mortgage or enter into a public deed with the Bank, or any other form of deed)
- requiring certification by a Notary Public or other public official);
- providers of market research and market survey services, and parties involved in the promotion of products offered by the Bank or by third parties;
- parties carrying out searches - e.g. to verify adverse entries (legal charges, sale, etc.) against the customer on official registers, Companies Registers, or Court registers (to verify whether or not there are any insolvency proceedings in progress);
- parties who control, review and certify the operations carried out by the Bank, also in the interests of customers;
- vendors of a company, a business unit, legal relations sold en bloc or individually (e.g. the assignment of receivables);
- entities resulting from the conversion, merger or demerger of the Bank;
- parties managing activities related to the issue and use of credit, debit and prepaid cards (e.g. Nexi S.p.A.).

The Bank outsources its data processing operations to various parties. The Bank also performs intermediation for the sale of products and/or services on behalf of third parties to whom the data subjects' details must be transferred. The Bank also needs to perform self-governance and check the quality of its own services as well as expand its offer. To this end, the Bank will inform companies offering this type of service of its customers' data, so that they can verify whether the Bank has met their requirements and expectations or whether there is a potential demand for other products and services. Customers may refuse to give consent for this type of communication and the related processing. The same rights may be exercised with regard to the disclosure of data to reputable external companies for marketing purposes. Parties in the categories eligible to receive personal data will handle them as data controller or as independent data processors (as defined by law) within the scope of the existing contractual relationship. The following categories may also receive the information, in their capacity as persons in charge of data processing as necessary to fulfil their duties: employees of the Bank, employees on secondment with the Bank, temporary staff and trainees.

#### **V. Rights of the data subject under Articles 15 and following of the GDPR**

The exercise of the rights indicated in this section is not subject to any form of restriction and is free of charge, unless it is manifestly unfounded or excessive within the meaning of Article 12(5) of the EU Regulation. The Data Controller and the Data Processor shall be obliged to provide information on action taken by the data subject without undue delay and within one month of receipt of the request. Extensions are permitted under Article 12(3) of the EU Regulation. In relation to the processing described in this information notice and in accordance with Articles 13(2) (b), (c) and (d), 15, 16, 17, 18, 19, 20, 21 and 22 of the EU Regulation, you may exercise the following rights as the data subject:

- right of access, i.e. right to obtain by the Data Controller confirmation that personal data about him or her is being processed and, in this case, to obtain the access to that data;
- right to rectification, the right that allows the data subject to obtain the correction inaccurate personal data without undue delay. Considering the processing's purposes, the data subject has the right to integrate incomplete personal data, also by providing an additional declaration;
- right to erasure ('right to be forgotten'), the right to obtain from the Controller the erasure of personal data concerning him or her without undue delay and the controller shall have the obligation to erase personal data without undue delay where one of the grounds imposed by the Regulations applies ;
- right to withdraw the prior consent at any time, without affecting the lawfulness of processing based on the consent before its withdrawal;
- right to restriction of processing in cases where:
  - 1) the accuracy of the personal data is contested by the data subject, for a period enabling the Data Controller to verify the accuracy of the personal data;
  - 2) the processing is unlawful and the data subject opposes the erasure of the personal data and requests the restriction of their use instead;
  - 3) the personal data are required by the data subject for the establishment, exercise or defence of legal claims; and
  - 4) the data subject has objected to processing pursuant to Article 21 of the GDPR pending the verification whether the legitimate grounds of the Data Controller override those of the data subject;
- right to data portability, namely that the data subject shall have the right to receive the personal data concerning him or her in a structured, commonly used and machine-readable format and have the right to transmit those data to another Data Controller without hindrance from the Data Controller to which the personal data have been provided;
- right to object, the data subject shall have the right to object at any time, for reason linked to his/her personal situation, to processing of his/ her personal data when the processing is carried out for the pursuit of the legitimate interest of the Data Controller. The Data Controller shall no longer process the personal data unless the Data Controller demonstrates compelling legitimate grounds for the processing which override the rights of the data subject or for the establishment, exercise or defence of legal claims;
- right to object to direct marketing, the data subject shall have the right to object at any time to processing of his/her personal data for direct marketing purposes • including profiling insofar as it is connected to direct marketing. The Data Controller shall no longer process the personal data for related purposes;
- right to lodge a complaint with the Italian Data Protection Authority (Garante per la protezione dei dati personali) if the data subject believes that his or her rights have not been respected. The "Garante per la protezione dei dati personali" contact details are available on the website [www.garanteprivacy.it](http://www.garanteprivacy.it);
- right to obtain, in the case of an automated decision-making process, information on the logic involved in the processing in question, and to request human intervention by the Data Controller, and to be able to express his or her opinion or contest the processing.



Any rectification or erasure of personal data or restriction of processing carried out upon request from the data subject - unless it proves impossible or involves disproportionate effort - shall be notified by the Data Controller to each recipient to whom the personal data have been disclosed. The Data Controller may inform the data subject about those recipients if the data subject requests it. To exercise the above-mentioned rights and communication you can contact: Banca Sistema S.p.A., Largo Augusto 1/A, at the corner of Via Verziere 13 (Tel. +39 02 802801, Fax. +39 02 72093979, email: [compliance&antiriciclaggio@bancasistema.it](mailto:compliance&antiriciclaggio@bancasistema.it)) and the DPO (see point I).

**VI. Information on data protection relating to S.W.I.F.T. transfers**

An international messaging service will be used to carry out international financial transactions (e.g. cross-border bank transfers), and also in the case of certain national transactions requested by customers (e.g. bank transfers in foreign currency and/or with a non-resident counterparty). The service is managed by the "Society for Worldwide Interbank Financial Telecommunication" (SWIFT), based in Belgium (see [www.swift.com](http://www.swift.com) for information on data protection). The Bank will inform SWIFT (the owner of the SWIFT Net FIN system) of the details of the originator (e.g. the name of the person ordering the transaction, the beneficiary and the respective banks, bank details and value), and other details required to execute the transaction. Currently, banks cannot execute the above transactions without using the interbank network and without providing the above information to that network. With regard to the SWIFT service, two important points have emerged: a) All customer details used to execute (all) the above transactions are currently - for reasons of operational security - duplicated, transmitted and temporarily kept by SWIFT on a server owned by that company based in the USA; b) The data stored on that server can be used in the USA in accordance with the laws in that country. The competent US authorities (in particular the Department of the Treasury) have had access to that information - and may do so in the future - in accordance with measures deemed permissible under US antiterrorism laws. This issue has been widely debated in Europe by various institutions, with regard to European data protection laws. We also remind you that the data subject retains his or her rights specified in the previous point V.

**VII. Data storage times**

The personal data processed by Banca Sistema are stored for the time necessary to achieve the purposes specified, after which they are deleted in accordance with the provisions of the law. In particular, in the event of termination of the relationship with customers, the personal data will be stored from the date of the event in order to comply with the legal provisions on the storage of accounting records, as well as any requests for further storage for judicial purposes, tax audits or for compliance with anti-money laundering legislation.

**VIII. Information on data protection concerning consumer credit, reliability and prompt payment**

When a loan application is made, for the purposes of evaluating your creditworthiness, the Bank will use some of your personal details, which may have been provided by you or may have been obtained from database searches. This information will be kept by the Bank. For the purposes of better evaluating your credit risk, some of this information has been disclosed to the following credit information systems, governed by the code of conduct (published in the Official Gazette of 23 December 2004, no. 300): CRIF S.p.A., Cerved Group S.p.A. You may access your information at any time. Full information in this regard is available from our website [www.bancasistema.it](http://www.bancasistema.it).

**IX. Data export**

Your personal data might be transferred outside the European Union or the European Economic Area (so-called Third Countries). The Bank ensures as of now that the transfer will be carried out in compliance with the current regulations. If necessary, an agreement will be stipulated in order to guarantee an adequate level of protection and / or the standard contractual clauses provided by the European Commission will be adopted. For more information, you can contact the DPO by writing to [privacy@bancasistema.it](mailto:privacy@bancasistema.it)

**LEGAL REFERENCES****Legislative Decree no. 58/1998****Article 126-bis****(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)**

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

**Article 135-decies****(Conflict of interest of the representative and substitutes)**

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a. has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b. is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c. is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d. is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e. is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f. is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies****(Designated representative of a listed company)**

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person designated as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Article 135-undecies-1****(Designated representative of a listed company)**

1. The bylaws may provide that participation in the assembly and the exercise of voting rights occur exclusively through the representative appointed by the company pursuant to Article 135-undecies. The appointed representative may also be given delegations or sub-delegations pursuant to Article 135-novies, in derogation of Article 135-undecies, paragraph 4.
2. The submission of proposals for deliberation are not permitted at the assembly. Notwithstanding what is provided in Article 126-bis, paragraph 1, first period, those entitled to vote may individually submit proposals for resolutions on agenda items or proposals permitted by law up to the fifteenth day preceding the first or only convocation of the assembly. These resolution proposals are subsequently made available to the public on the company's website within two days following the deadline. The validity of the individual resolution submissions is contingent upon the company receiving the communication provided for in Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter is exercised only before the meeting. The company shall provide answers to the questions received at least three days before the meeting.
4. Paragraph 1 also applies to companies admitted to trading on a multilateral trading market.
- 5.

**Civil Code****Art. 2393 (Directors liability action)**

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

**Law no. 21 of 5 march 2024****Art. 11 (Conduct of shareholders' meetings of listed Companies)**

1. After article 135-undecies of the consolidated text referred to in legislative decree 24 February 1998, n. 58, the following is inserted: «Art. 135-undecies.1 (Intervention at the meeting through the designated representative), - 1. The company bylaws may provide that participation in the shareholders meeting and the exercise of voting rights take place exclusively through the representative designated by the company pursuant to article 135-undecies. The designated representative may also be granted proxies or sub-proxies pursuant to article 135-novies, in derogation of article 135-undecies, paragraph 4.
2. The presentation of proposed resolutions at the meeting is not permitted. Without prejudice to the provisions of article 126-bis, paragraph 1, first sentence, those who have the right to vote may individually present resolution proposals on the items on the agenda or proposals whose presentation is otherwise permitted by law within the fifteenth day prior to the date of the first or only meeting call. The proposed resolutions are made available to the public on the company's website within two days following the expiry of the deadline. Legitimation for the individual submission of proposed resolutions is subject to the company's receipt of the communication required by article 83-sexies.
3. The right to ask questions referred to in article 127-ter is exercised only before the meeting. The company provides answers to the questions received at least three days before the shareholders meeting. [...]

#### **Art. 8.7 Article of Association Banca Sistema**

8.7 The persons entitled to attend and vote at the Shareholders' Meeting may be represented by another person or entity, including a non-shareholder, by means of a written proxy, within the limits and according to the methods stipulated by the law and applicable regulations. The proxy may be notified electronically via certified e-mail or using the special section of the Company website and other methods of notification as may be provided for in the notice of call, in accordance with applicable laws and regulations. The company has the option to appoint a person for each Meeting to whom the shareholders may give a proxy with voting instructions for all or some of the proposals on the agenda in the manner provided by the law and applicable statutory regulations. The proxy is not effective with regard to proposals for which voting instructions have not been given.

*NOTE: English translation for convenience only. Only the Italian version is authentic.*