

DECLARATION

I, the undersigned [•], born in [•]([•]), on [•], resident in [•]([•]), Via [•], no. [•], tax code [•], being aware that, pursuant to art. 76 of Italian Presidential Decree no. 445 of 28 December 2000, false declarations, falsehood in documents and the use of false documents or documents containing data that no longer correspond to the truth, are punished pursuant to the criminal code and special laws on the subject, in relation to the appointment as [•] at Banca Sistema S.p.A. (hereinafter, also, the "**Bank**"), having regard to the legislative and regulatory provisions on the requirements of professionalism, integrity and independence of the Members of the Boards of Directors of banks and, in particular, the provisions of art. 26 of Italian Legislative Decree no. 385 of 1 September 1993 and subsequent amendments and additions (hereinafter, the "**TUB**") and the Decree of the Italian Ministry of Economy and Finance no. 169 of 23 November 2020, (hereinafter, the "**Decree**"); also having regard to art. 36 of Italian Law Decree no. 201 dated 6 December 2011 (converted with amendments by Italian Law no. 214 dated 22 December 2011), the joint criteria of the Bank of Italy, Consob (the Italian securities regulator) and Isvap (the Italian supervisory body for private insurance) of 20/4/2012 for the application of the same, as well as the joint ESMA-EBA Guidelines of 26 September 2017 (ABE/GL/2017/12) on the assessment of the suitability of members of bodies with functions of management and/or strategic supervision of Banks,

HEREBY DECLARE

(A) REQUIREMENTS OF PROFESSIONALISM AND ABILITY CRITERIA

1. **Regarding the requirements of professionalism**, to have gained an overall experience of at least a period of [three years] / [five years]¹ through the exercise of ²:
 - a) activities of [•]
at [•]
from [•] to [•]
 - b) activities of [•]
at [•]
from [•] to [•]
 - c) activities of [•]
at [•]
from [•] to [•]

¹**Five years** for candidates for the position of Chairperson of the Board of Directors or Chief Executive Officer or General Manager. **Three years** for candidates for the position of non-executive Director.

²Pursuant to art. 7 of the Decree, "1. Corporate officers in executive positions are chosen from among those individuals who have held, for at least three years, also alternatively: a) administrative, control or management positions in the credit, financial, securities or insurance sector; b) administrative, control or management positions in listed companies or in companies of a similar or larger size (in terms of turnover, nature and organisational/business complexity) to/than that of the bank where they are to hold such executive position. 2. Corporate officers in non-executive positions are chosen from among those individuals who meet the requirements set out in point 1 above, or who have exercised, for at least three years, also alternatively: a) professional activities pertaining to the credit, financial, securities or insurance sector, or in any case concerning the Bank's business; the professional activities in question must be of an appropriately complex nature also with regard to the recipients of the services provided, and they must be carried out on a continuous, significant basis in the aforementioned sectors; b) university lecturing as a first or second-level academic, in the field of law, economics or other subject area pertaining to the activities of the credit, financial, securities or insurance sector; c) management, executive or senior management functions, at public entities or public administrations, pertaining to the credit, financial, securities or insurance sector, provided that the entity or authority for whom the person in question worked is of a comparable size and complexity to that of the bank where the position is to be held. 3. The chairperson of the board of directors is a non-executive member with at least two years more experience than that required in paragraphs 1, 2 or 4. The chief executive officer and the general manager shall be chosen from among those individuals with specific experience in the credit, financial, securities or insurance sector, gained through administrative, control or management positions held for at least five years in the credit, financial, securities or insurance sector, or in listed companies or in companies of a similar or larger size (in terms of turnover, nature and organisational/business complexity) to/than that of the bank where they are to hold such executive position. Similar requirements also apply to offices entailing the exercise of functions comparable to those of a general manager. 5. For the purposes of compliance with the previously-mentioned requirements, account shall be taken of experience gained in the twenty years prior to the appointment; experience gained in several functions during the same period shall only be counted for the period in question, and shall not be calculated on a cumulative basis."

- d) activities of [•]
 at [•]
 from [•] to [•]
- e) activities of [•]
 at [•]
 from [•] to [•]

2. **with regard to the criteria of ability**, to be suitable for the position, being in possession of adequate ability due to having acquired theoretical knowledge, as well as practical experience in more than one of the following areas ³:

Sectors	Yes	No
financial markets	<input type="checkbox"/>	<input type="checkbox"/>
regulation in the banking and financial sector	<input type="checkbox"/>	<input type="checkbox"/>
guidelines and strategic planning	<input type="checkbox"/>	<input type="checkbox"/>
organisational and corporate governance framework	<input type="checkbox"/>	<input type="checkbox"/>
risk management (identification, assessment, monitoring, control and mitigation of the main types of risk in a bank, including the officer's responsibilities in these processes)	<input type="checkbox"/>	<input type="checkbox"/>
internal control systems and other operational mechanisms	<input type="checkbox"/>	<input type="checkbox"/>
banking and financial activities and products	<input type="checkbox"/>	<input type="checkbox"/>
accounting and financial disclosure	<input type="checkbox"/>	<input type="checkbox"/>
IT	<input type="checkbox"/>	<input type="checkbox"/>
[coordination, guidance or management of human resources such as to ensure effective performance of the functions of coordination and guidance of the BoD's work, to promote its adequate functioning including in terms of circulation of information, effectiveness of comparison and stimulation of internal dialogue, as well as an adequate overall composition of the body] ⁴	<input type="checkbox"/>	<input type="checkbox"/>

(B) REQUIREMENTS OF INTEGRITY

1. to *not* be in a state of legal disqualification or another of the situations of ineligibility or forfeiture provided for by art. 2382 of the Italian Civil Code ⁵;
2. to *not* have been convicted with a final sentence:
 - a) of imprisonment for a criminal offence provided for by the provisions of law governing companies and bankruptcy, banking, finance, insurance, payment services, anti-money laundering, intermediaries authorised to provide investment and mutual fund management services, markets and the centralised management of financial instruments, collection of public savings, and issuers, as well as for one of the criminal offences provided for by arts. 270-*bis*, 270-*ter*, 270-*quater*, 270-*quater.1*, 270-*quinquies*, 270-*quinquies.1*, 270-*quinquies.2*, 270-*sexies*, 416, 416-*bis*, 416-*ter*, 418 and 640 of the Italian Criminal Code;
 - b) to a term of imprisonment of not less than one year for a crime against the public administration, against public trust, against property, or of a fiscal nature;
 - c) to a term of imprisonment of not less than two years for any kind of crime committed with intent,

[or

to have been convicted with a final sentence, without benefiting from the effects of rehabilitation and revocation of the sentence for abolition of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure:

³Pursuant to art. 10, paragraph 4, of the Decree "The evaluation provided for by this article may be foregone in the case of officers who meet the professional requirements set out in articles 7, [...] when such are the result of experience spanning a period at least as long as that provided for in the annex to this Decree".

⁴Relevant requirement only for candidates for the role of Chairperson of the Board of Directors pursuant to art. 10, paragraph 3 of the Decree.

⁵Pursuant to art. 2382 of the Italian Civil Code "whoever has been banned, disqualified, is bankrupt, or has been sentenced to a penalty that implies disqualification, even temporary, from public offices or the inability to exercise managerial positions cannot be appointed Director, and if appointed, his office shall lapse".

- *of imprisonment for a criminal offence provided for by the provisions of law governing companies and bankruptcy, banking, finance, insurance, payment services, anti-money laundering, intermediaries authorised to provide investment and mutual fund management services, markets and the centralised management of financial instruments, collection of public savings, and issuers, as well as for one of the criminal offences provided for by arts. 270-bis, 270-ter, 270-quater, 270-quater.1, 270-quinquies, 270-sexies, 416, 416-bis, 416-ter, 418 and 640 of the Italian Criminal Code;*
- *to a term of imprisonment of not less than one year for a crime against the public administration, against public trust, against property, or of a fiscal nature;*
- *to a term of imprisonment of not less than two years for any kind of crime committed with intent, without benefiting from the effects of rehabilitation and revocation of the sentence for abolition of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure.*

In such case, please provide details _____
_____]

3. to *not* have been subject to preventive measures ordered by the judicial authority pursuant to Italian Legislative Decree no. 159/11 and its subsequent amendments and additions

[or

to have been subjected to preventive measures ordered by the judicial authority pursuant to Italian Legislative Decree no. 159/11, and its subsequent amendments and additions, without benefiting from the effects of rehabilitation and revocation of the sentence for abolition of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure;

In such case, please provide details _____
_____]

4. to *not* be, at the time of the appointment to the position, in a state of temporary disqualification from holding managerial positions within legal entities or business undertakings, or be temporarily or permanently disqualified from holding administrative, managerial or supervisory positions pursuant to article 144-ter, paragraph 3, of the Consolidated Law on Banking (hereinafter, the “TUB”), and to article 190-bis, paragraphs 3 and 3-bis, of Legislative Decree no. 58 of 24 February 1998 and subsequent amendments and additions (the Consolidated Law on Finance)(hereinafter the “TUF”), or to be in one of the situations referred to in article 187-quater of the TUF.

[or

to be, at the time of appointment to the position, in a state of temporary disqualification from holding a managerial position within legal entities and business undertakings, or of temporary or permanent disqualification from carrying out administrative, management and control functions pursuant to article 144-ter, paragraph 3, of the TUB and article 190-bis, paragraphs 3 and 3-bis, of the TUF, or in one of the situations referred to in article 187-quater of the TUF;

In such case, please provide details _____
_____]

5. to *not* have been convicted with a final sentence at the request of the parties, or following an abbreviated judgment, to one of the penalties provided for:

- from point 2, letter a) above, except in the case of extinction of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure;
- from point 2, letters b) and c) above, for the duration specified therein, except in the case of extinction of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure,

[or

to have been convicted with a final sentence at the request of the parties, or following an abbreviated judgment, to one of the penalties provided for:

- *from letter b), number 1) above, except in the case of extinction of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure;*

- *from the letter b), numbers 2) and 3) above, for the duration specified therein, except in the case of extinction of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure;*

without benefiting from the effects of rehabilitation and revocation of the sentence for abolition of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure.

In such case, please provide details _____
_____]

6. to *not* have been convicted of any criminal offence in a foreign State, or have been subject to punishment in a foreign State for offences corresponding to those as a result of which, under Italian law, they would no longer meet the aforementioned integrity requirements.

[or

*to have received the following criminal convictions and/or sanctions in foreign States*⁶:

_____]

(C) FAIRNESS CRITERIA

1. to *not* have received criminal convictions, including those imposed by non-final decisions, rulings including those of a non-final nature that apply punishment upon request from the parties or following summary proceedings, criminal sentences, even though yet to become final, and personal precautionary measures concerning a criminal offence provided for by the provisions of law governing companies and bankruptcy, banking, finance, insurance, payment services, usury, anti-money laundering, taxation, intermediaries authorised to provide investment and mutual fund management services, markets and the centralised management of financial instruments, collection of public savings, issuers, as well as for one of the criminal offences provided for by articles 270-*bis*, 270-*ter*, 270-*quater*, 270-*quater.1*, 270-*quinquies*, 270-*quinquies.1*, 270-*quinquies.2*, 270-*sexies*, 416, 416-*bis*, 416-*ter*, 418 and 640 of the Italian Criminal Code

[or

to have been convicted with _____

_____]

2. to *not* have received criminal convictions imposed with decisions, even if not final, rulings including those of a non-final nature, that apply punishment upon request from the parties or following summary proceedings, criminal sentences, even though yet to become final, and personal precautionary measures relating to crimes other than those referred to in point 1; application, even provisionally, of one of the preventive measures ordered by the Judicial Authority pursuant to Italian Legislative Decree no. 159/11

[or

to have been convicted with _____

_____]

3. to *not* have received final sentences ordering payment of compensation for acts committed in the performance of office by persons operating in the banking, financial, market and securities, insurance and/or payment services sector; final sentences ordering payment of compensation for administrative-accounting liability

[or

⁶ Indicate the foreign State in which the sentence or other type of sanction was issued, the Authority that adopted the measure, the date and other identification details from the deed.

to have been convicted with a final sentence ordering payment of compensation for damages for _____

_____]

4. to *not* have received administrative sanctions for violations of the laws on companies, banking, finance, securities, insurance, anti-money laundering and the rules on markets and payment instruments

[or

to have received administrative sanctions for _____

_____]

5. to *not* be subjected to and *not* to have been subjected to forfeiture or precautionary measures ordered by the Supervisory Authorities or at their request; removal orders pursuant to articles 53-*bis*, paragraph 1, letter e), 67-*ter*, paragraph 1, letter e), 108, paragraph 3, letter d-*bis*), 114-*quinqüies*, paragraph 3, letter d-*bis*), 114-*quaterdecies*, paragraph 3, letter d-*bis*), of the TUB, and of articles 7, paragraph 2-*bis*, and 12, paragraph 5-*ter*, of the TUF

[or

to be subjected or to have been subjected to a measure _____

_____]

6. to *not* hold or to have *not* held offices at entities operating in the banking, financial, markets and securities, insurance and payment services sectors to which an administrative sanction has been imposed, or a sanction pursuant to Legislative Decree no. 231/2001

[or

to hold/have held the position of _____ at
_____ active in the sector
_____]

_____ to whom the sanction of _____ was imposed.

Provide any further details _____
_____ ;]

7. to *not* hold or have *not* held positions in companies that have been subjected to extraordinary administration, settlement procedures, bankruptcy or compulsory administrative liquidation, collective removal of members of the administrative and control bodies, withdrawal of authorisation pursuant to Article 113-*ter* of the TUB, cancellation pursuant to article 112-*bis*, paragraph 4, letter b), of the TUB or equivalent procedures

[or

to hold/have held the position of _____ at
_____ active in the sector
_____]

_____ to whom the sanction of _____ was imposed.

Provide any further details _____
_____ ;]

8. to *not* be subject to and *not* to have been subject to suspension or removal from registers, strike off (adopted by way of disciplinary measure) from professional registers and rolls imposed by the competent Authorities on the professional associations themselves; or to measures of dismissal for just cause from the positions assumed in management, administration and control bodies; or similar measures adopted

by bodies appointed by law to manage registers and lists

[or

to be / have been subject to _____

_____ ;]

9. to *not* have been the subject of a negative assessment by an administrative Authority regarding the suitability of the officer in the context of authorisation procedures provided for by the laws on companies, banking, financial, securities, insurance matters and by the rules on markets and payment services

[or

to have been the subject of a negative assessment by _____
regarding the suitability of the officer in the context of the procedure

_____ ;]

10. to *not* have ongoing investigations and criminal proceedings relating to the criminal offences referred to in points 1. and 2.

[or

to have ongoing investigations and criminal proceedings relating to the criminal offences referred to in points 1. and 2.; provide any further details

_____]

11. that there is *no* negative⁷ information relating to the undersigned contained in the Central Credit Register established pursuant to article 53 of the TUB;

[or

that the following information regarding the undersigned emerges from the Central Credit Register:

_____ ;]

12. to *not* have received in foreign States, nor to be currently subjected in any foreign State to, provisions and/or measures for criminal offences corresponding to those that would entail, according to Italian law, the loss of the criteria of integrity

[or

to have _____

_____ .]

(D) INDEPENDENCE

1. to possess the prescribed requisites of independence, in implementation of art. 13 of the Decree, and in particular to *not*:

- a) be a spouse who is not legally separated, an individual joined in a civil union or de facto cohabitation or a relative or similar within the fourth degree, of: 1) the Chairperson of the Board of Directors and of the officers holding executive offices within the Bank; 2) the heads of the main corporate functions of the Bank; 3) individuals who are in the conditions referred to in letters b) to i) below;

[or

- b) _____
_____.] be a shareholder of the Bank;

⁷Negative information here refers to information about the officer even when not acting in the capacity as a consumer which is relevant for the purposes of satisfying the obligations under article 125, paragraph 3, of the TUB".

[or

- c) _____
_] to hold or have held in the last two years at a shareholder of the Bank or at companies controlled by it, the office of Chairperson of the Board of Directors or a position with executive duties, or to have served for more than nine years in the last twelve on the Board of Directors of the Bank, as well as holding a managerial position at a shareholder of the Bank or at companies controlled by it;

[or

- d) _____
_] to have held the position of officer with executive duties in the Bank in the last two years;

[or

- e) _____
_] to hold the position of independent director at another bank of the same banking group, except in cases where the banks have direct, indirect or total control over each other;

[or

- f) _____
_] to have served for more than nine years in the last twelve on the Bank's Board of Directors, as well as holding managerial positions at the Bank;

[or

- g) _____
_] be an officer with executive duties at a company in which one of the Bank's executive board members is a member of the board of directors or management;

[or

- h) _____
_] hold, directly, indirectly, or have held in the two years prior to accepting the position, self-employment or subordinate employment relationships or other relationships of a financial, economic or professional nature, even non-continuous, with the Bank or its relative officers holding executive offices or its Chairperson, with the subsidiaries of the Bank or their relative officers holding executive offices or their Chairpersons, or with a shareholder of the bank or its relative officers with executive offices or its Chairperson, such as to compromise their independence⁸;

[or

- i) _____
_] hold or have held one or more of the following offices in the last two years:
- member of the national and European parliament, of the Government or of the European Commission;

[or

- _____
_] regional, provincial or municipal councillor or commissioner, chairperson of the regional council, president of the provincial government, mayor, chairperson or member of the ward council, chairperson or member of the board of directors of consortia of local entities, chairperson or member of joint-municipality boards or councils, chairperson or director of special undertakings or institutions as referred to in article 114 of Italian Legislative Decree no. 267 of 18 August 2000, mayor or councillor of metropolitan cities, chairperson or member of the governing bodies of mountain or island communities, when the superimposition or contiguity of the territorial scope of the entity in which the aforementioned offices are held, with the Bank's geographical extension or that of the banking group it belongs to, are such that they may compromise the independence of the person in question.

⁸The commercial relationship, which took place in the previous year, shall be considered "significant" on the basis of the following parameters: [***]

[or

_____.]

(E) LIMIT TO THE NUMBER OF OFFICES

1. to *not* hold any other office and, therefore, to *not* exceed the limits in the accumulation of offices pursuant to art 17, 18 and 19 of the Decree;
2. to *not* exceed the limits in the accumulation of offices pursuant to art. 17, 18 and 19 of the Decree, taking into account the following offices already held:

Office	Company or other body	Nature of Office (executive / non-executive)

[or

to exceed the limits in the accumulation of offices pursuant to arts. 17, 18 and 19 of the Decree, and therefore to undertake to comply with these limits and, consequently, to resign from those offices that determine the limits to be exceeded.

(F) DECLARATION PURSUANT TO ART. 36 of Italian Law Decree no. 201 of 6 December 2011 (converted with amendments by Law no. 214 of 22 December 2011)

1. as of today's date, to hold the following offices in managerial, supervisory and control bodies:

Office	Company or other body	Significance of the company ⁹ (Yes/No)	Type of activity carried out by the company or body

2. to be a senior officer in the following companies:

- a) _____;
- b) _____;

⁹The company in which the officer holds administrative, managerial and control offices is considered **SIGNIFICANT** for these purposes if it concerns:

- a) a company carrying out banking, insurance or financial activities **not in competition** with that carried out by the Bank (see art. 36, Italian Law Decree 201/2011);
- b) a listed company;
- c) a company of significant size, meaning one with at least 200 people hired with a contract of employment.

Organisations that do not primarily pursue commercial objectives are not considered significant.

c) _____;

3. therefore, as of today's date, to *not* hold offices that are incompatible with the one intended to be held at the Bank, in relation to the provisions of art. 36 of Italian Law Decree no. 201 of 6 December 2011, converted with amendments by law no. 214 of 22 December 2011, since the other positions held as of today's date do not concern competing companies or groups of competing companies

In this regard, it is **therefore declared** that there are no practical conditions for exercising the option pursuant to art. 36 paragraph 2 *bis* of the regulations in question, as the offices held in other companies or groups as indicated above do not give rise to cases of incompatibility¹⁰

[or

to hold, as of today's date, offices incompatible with that of [•] at the Bank, in relation to the provisions of art. 36 of Italian Law Decree no. 201 of 6 December 2011, converted with amendments by Italian Law no. 214 of 22 December 2011, since the other positions held as of today's date concern competing companies or groups of competing companies and therefore undertake to comply with this legislation and, consequently, to resign from the positions that determine incompatibility with the role of [•] at the Bank.]

(G) OTHER REQUIREMENTS

1. to *not* encounter situations of incompatibility envisaged by public employees pursuant to and for the purposes of Italian Legislative Decree no. 165/2001 and subsequent amendments and additions

[or

_____.]

2. to *not* encounter situations of incompatibility pursuant to art. 6 of Italian Law 60/1953 and subsequent amendments and additions

[or

_____.]

3. to *not* be in one of the situations referred to in art. 2390 of the Italian Civil Code (a shareholder with unlimited liability or director or general manager in companies competing with the Bank, or to carry on activities for himself or on behalf of third parties in competition with those carried out by the Bank)

[or

_____.]

4. to not be in situations of incompatibility envisaged by other legal or regulatory provisions.

(H) PROCESSING PERSONAL DATA

- to have read the information pursuant to art. 13 of Regulation (EU) 2016/679 at the foot of this declaration;
- to authorise, pursuant to and for the purposes of Regulation (EU) 2016/679 and national legislation, that the data collected be processed/disseminated by the Bank - including using IT tools - as part of the appointment procedure for which this declaration is made;
- to authorise the Bank, pursuant to and for the purposes of art. 71, paragraph 4, of Italian Presidential Decree no. 445 of 2000, to verify with the competent administrations the truthfulness of that declared by the undersigned.

Furthermore, the undersigned:

UNDERTAKES

- to promptly notify the Bank:

¹⁰Pursuant to art. 36, paragraph 2 of Italian Law Decree 201/2011, for the purposes of the prohibition in question "**competitors are intended as meaning companies or groups of companies between which there are no relationships of control pursuant to article 7 of Italian Law no. 287 of 10 October 1990, and which operate in the same product and geographic markets**".

- i. of any act or fact that may determine the variation of the foregoing and the loss of the suitability requirements widely understood; as well as
 - ii. of the assumption of offices incompatible with that of [•] at the Bank pursuant to current legislation or of the exceeding of the limit in the accumulation of offices
- to produce, at the request of the Bank, the appropriate documentation to confirm the truthfulness of the data declared and the information provided.

The following are hereby annexed to this document:

- a) valid identity document;
- b) curriculum vitae;
- c) declaration of independent judgement.

Place and date

The declarant

This declaration, being necessary to fulfill legal obligations, is issued for the uses permitted by the provisions on the confidentiality of personal data.

Place and date

The declarant

FAC - SAMPLE