

## DECLARATION

I, the undersigned [•], born in [•]([•]), on [•], resident in [•]([•]), Via [•], no. [•], tax code [•], 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 "**Consolidated Law on Banking**") and the Decree of the Italian Ministry of Economy and Finance no. 169 of 23 November 2020, (hereinafter, the "**Decree**"), as well as art. 91, paragraph 12 of Directive 2013/36/EU of 26 June 2013 (CRD IV) and 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) INDEPENDENT JUDGEMENT**

- to be able to act with full independence of judgement and awareness of the duties and rights inherent in the position of [•] at the Bank, in the interests of the sound and prudent management of the Bank and in compliance with the law and any other applicable rules and regulations;
- that any non-existence of the requirements of independence referred to in art. 13, paragraph 1, letters a), b), c), h) and i) of the Decree <sup>1</sup> do not concretely affect the undersigned's independence of judgment as:

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<sup>1</sup> Art. 13, paragraph 1 of the Decree establishes as follows: "1. When the presence on the board of directors of persons meeting the independence requirements is required by law or regulations, a non-executive director who does not meet any of the following situations shall be considered independent:

a) he/she is 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, the management board or the supervisory board, or executive officers of 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);  
b) he/she is a shareholder of the Bank;

c) he/she, during the course of the past two years, has held the office, for a shareholder of the bank or for a company controlled by the bank, of chairperson of the board of directors, or has held managerial or supervisory office, or that of executive director, or has been, for more than nine of the last twelve years, a member of the board of directors, or has held managerial or supervisory office, at a shareholder of the bank or in a company controlled by the bank;

d) he/she has been an executive director of the bank during the course of the last two years;

e) he/she is an independent director of another bank belonging to the same banking group, except in the case where one bank has a complete, direct or indirect controlling interest in another;

f) he/she, for more than nine of the past twelve years, has held the office of member of the bank's board of directors, or has held managerial or supervisory office at the bank, or has been a director of the bank;

g) he/she is an executive director of a company in which one of the bank's executive directors holds a place on the board or is a manager;

h) he/she has directly or indirectly offered his/her professional services to, or has worked for, or has had other relations of a financial, economic or professional nature with, the bank, its executive directors or its chairperson, the companies controlled by the bank or the executive directors or chairperson of such, or a shareholder in the bank or that shareholder's executive directors or chairperson, including on a non-continuous basis, such that this could compromise his/her independence;

i) he/she has held, over the course of the past two years, one or more of the following offices:

1) a member of the national and European parliament, of the Government or of the European Commission;

2) 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 Section 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".

Place and date

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The declarant

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

Place and date

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The declarant

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