



**REGULATIONS ON THE OPERATION OF
THE BOARD OF DIRECTORS OF
BANCA SISTEMA S.P.A.**

24 DECEMBER 2025

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CHAPTER I – GENERAL PROVISIONS

ARTICLE 1 – Purposes of the Regulations

1. These Regulations are adopted by the Board of Directors of Banca Sistema S.p.A. ("**Banca Sistema**" or the "**Bank**") (i) in order to take into account the provisions on organizational structure and corporate governance set out in Italian Legislative Decree 385/1993 (the "**Consolidated Law on Banking**"), the supervisory provisions for banks referred to in the Bank of Italy Circular No. 285 of 17 December 2013 (Part One, Title IV) (the "**Supervisory Provisions**") and Decree No. 169 of 23 November 2020 of the Italian Minister of the Economy and Finance (the "**MEF Decree**") and (ii) in order to comply with the principles enshrined in the Corporate Governance Code, prepared by the Committee for the Corporate Governance of Listed Companies, promoted by Borsa Italiana (hereinafter, the "**Corporate Governance**"), to which the Bank adheres.
2. The Bank, as a listed bank, falls into the category of larger or more complex banks, as defined by the Supervisory Provisions (Part One, Title IV, Chapter 1, Section I).
3. For anything not expressly stipulated, the legal and regulatory provisions (including, first and foremost, the Supervisory Provisions and the Corporate Governance Code) applicable to the Bank, as well as the provisions of the Articles of Association, shall be deemed to be referred to herein.

ARTICLE 2 – Directors' role and responsibilities

1. The Directors shall act in a professional, transparent manner, with full independence of judgment, in compliance with the principles of conduct and ethics defined by the relevant regulations, in the Bank's Code of Ethics and in the Corporate Governance Code.
2. The Directors must be aware of the duties and rights inherent in their office, act in the interest of the sound and prudent management of the Bank, in compliance with the law and any other applicable regulations, taking into account the objective of long-term value creation.
3. The Directors shall accept the office when they believe they are able to dedicate the time needed to diligently perform their duties also taking into account the estimates provided by the Bank, and the number of offices held in other companies and in compliance with the provisions laid down in Article 7 below.

CHAPTER II – DUTIES, COMPOSITION AND QUALITATIVE AND QUANTITATIVE PROFILE OF THE BOARD OF DIRECTORS

ARTICLE 3 – Duties of the Board of Directors

1. The Board of Directors has the powers prescribed by article 12 of the Articles of Association, by the Italian Civil Code, by the other applicable legal and regulatory provisions and by the Supervisory Provisions in force from time to time.
2. As a body entrusted with strategic supervision, the Board of Directors provides the Bank's strategic guidance and oversight of corporate management (e.g. reviewing and deciding the Bank's business or financial plans and its strategic operations) and, on an ongoing basis, supervises the implementation of this guidance and assesses the general operating performance, taking into account, in particular, the information received from the delegated bodies and periodically measuring performance against the objectives set. In the performance of its strategic supervision function, the Board of Directors performs other duties which are expressly reserved to the Board pursuant to the laws, regulations and Supervisory Provisions in force from time to time.
3. In particular, when defining corporate strategies, the Board of Directors takes into account the following factors: i) the monitoring and management of non-performing loans and the approval of policies to manage the same; ii) the adoption of new business models, applications, processes or products, including in partnership or outsourced, in connection with the offering of high-tech financial services (Fintech); iii) money laundering and terrorism financing risks, taking also into account the business carried out, customers and the geographical areas of operation; iv) sustainable finance objectives and, in particular, the incorporation of environmental, social and governance (ESG) factors into corporate decision-making processes; v) risks, especially legal and reputational risks, that may arise from any related or instrumental activities carried out; vi) the definition and proper implementation of funding policies, also with due regard to the type of savers/investors involved, including planning and the decisions made to ensure compliance with the provisions governing the Minimum Requirement for own funds and Eligible Liabilities (MREL).
4. The Board of Directors, in its capacity as a body with management function, may also perform current management duties in matters or for activities within its exclusive remit or that are not delegated to the Executive Committee, if applicable, or to the Chief Executive Officer. In order to ensure clarity in terms of assignment of duties and to avoid overlapping powers, the Bank adopts internal regulations that govern in detail the duties of the corporate bodies and functions and the information flows between the corporate bodies and functions.

ARTICLE 4 – The delegated bodies

1. Pursuant to the Articles of Association, the Board of Directors may appoint, from among its members, an Executive Committee and/or a Chief Executive Officer (the "**Delegated Bodies**"). The powers, composition and modes of operation of the Delegated Bodies are governed by Articles 13 and 14 of the Articles of Association and, with regard to the Executive Committee, by the respective regulations on its operation, if applicable.
2. To the extent permitted by the law and the Articles of Association, the Board of Directors may also grant specific powers, for the purposes of the performance of specific acts or negotiations, upon individual Directors, thereby determining the content, limits and any procedures. The powers are granted in such a way as to not deprive the Board of its prerogatives. The contents of the powers must be determined in detail, and must be clear and precise also in indicating any quantitative or value limits and any procedures to be followed, in order to allow the Board to accurately verify their correct exercise, as well as to exercise its own powers to give directives and assume the powers of other bodies.

3. The Delegated Bodies and the Directors upon whom powers have been conferred are required to provide updates on the acts carried out and the activities completed in the performance of their powers, whenever requested by the Board of Directors and without prejudice to the periodic reporting obligations to be fulfilled by the Delegated Bodies to the Board of Directors and the Board of Statutory Auditors pursuant to Articles 12 and 16 of the Articles of Association.

ARTICLE 5 – Composition and qualitative-quantitative profile of the Board of Directors

1. The composition of the Board of Directors is crucial to the effective performance of the duties entrusted to it by law, by the supervisory provisions and by the Articles of Association.

It must ensure an adequate degree of diversification - including in terms of skills, experiences, age, gender and international vocation - diversified so as to increase discussion and internal dialogue, encourage the emergence of a plurality of approaches and perspectives when analysing matters and making decisions, effectively sustain the corporate processes of strategy formulation, operational and risk management, and monitoring of senior management's performance, and take account of the many interests that contribute towards the Bank's sound and prudent management.

2. In qualitative terms, without prejudice to the requirements to be met pursuant to Article 26 of the Consolidated Law on Banking, the proper performance of the functions requires that the Board of Directors may rely upon individuals who meet the conditions provided for by the Supervisory Provisions in force from time to time.
3. With a view to ensuring that the Board of Directors' members are capable of discharging their duties effectively, the Board of Directors, with the advisory support of the Appointments Committee: (i) periodically completes a self-assessment process, defining which professional skills are necessary to achieve the aforesaid purpose, taking into account the diversity criteria, including in terms of gender; (ii) provides, at least prior to every renewal, its own recommendations on the optimal quantitative and qualitative composition of the Board, taking into account the outcomes of the self-assessment. The outcomes of the abovementioned assessments are brought to the attention of the shareholders in good time for them to be taken into account in the candidate selection and appointment process.
4. The composition of the Board of Directors, the appointment and revocation of its members is governed by Article 10 of the Articles of Association.
5. At the end of the appointment process by the Shareholders' Meeting, the Board of Directors (with the advisory support of the Appointments Committee) verifies, in a thorough and formalised manner, the consistency between the qualitative-quantitative composition deemed optimal and the actual one resulting from the appointment process.
6. The Board, at least annually, expresses its own opinion on the operation of the Board and its committees as well as on their size and composition, also taking into account elements such as professional qualifications, experience (including managerial) and the gender of its members, as well as their seniority. This process is carried out on the basis of the "Board of Directors' internal self-assessment regulations", approved by the Board itself.

ARTICLE 6 – Directors' requirements

1. Pursuant to article 26 of the Consolidated Law on Banking, the members of the Board of Directors must meet requirements in terms of their professionalism, integrity and independence, must meet the competence and fairness criteria, and must devote the time necessary for their task to be carried out efficiently, so as to ensure the Bank's sound and prudent management. The Directors must meet any other requirement under the regulations in force and the Articles of Association.
2. Pursuant to Article 10 of the Articles of Association, a number of Directors not less than that required by the regulations in force, with rounding up to the nearest whole in the case of a fractional number, must meet the independence requirements established in the regulations

in force from time to time, as well as in the Corporate Governance Code.

3. Failure to meet the requirements for the office shall result in termination thereof, except for the loss of the independence requirements identified in paragraph 2 above, which shall not result in the termination of the office if said requirements are still held by the minimum number of Directors laid down by the regulations in force from time to time.
4. Given the importance of integrity requirements in terms of reputation, the candidates for the office of member of the Bank's Board of Directors, in addition to meeting the integrity requirements established by the current legislation, must not be in situations that could cause the suspension of the office of Director pursuant to the law, must not have behaved in a manner which, while not constituting a crime, is inconsistent with the principles contained in the Bank's Code of Ethics or which, in any event, do not appear to be compatible with the office of a bank Director or may cause serious prejudice to the Bank in terms of reputation; the aforementioned profiles are evaluated with the prior support of the Appointments Committee.
5. In accordance with the sector's regulations, the Board of Directors, with the support of the Appointments Committee, shall carry out a thorough check to verify whether the requirements of professionalism, integrity, fairness and independence have been met, including on the basis of a personal sworn declaration, with signature authenticated by a public official, issued by each Director, thereby drafting a detailed report in this regard.
6. The Board of Directors also assesses compliance with the criteria of professional competence, in the cases applicable pursuant to the MEF Decree, as well as the independence of judgment of the actions of each Director, in the light of the information and reasons provided by them and in compliance with the provisions of the MEF Decree.
7. The Directors are required to promptly notify the Bank of any changes in the information provided in the context of the declarations made.

ARTICLE 7 - Limits on concurrent positions

1. Without prejudice to the causes of ineligibility and disqualification as well as the maximum limit of concurrent positions provided for by the law and regulatory provisions, the acceptance of the office involves a preliminary evaluation of the possibility of devoting the necessary time to the diligent performance of the duties of Director, also taking into account the commitments of one's own work and professional activities, and the number of Director or Statutory Auditor positions held in other companies, paying particular attention to those tasks that require greater involvement in ordinary company activities. Prior to the appointment, the Bank ensures that the candidate for the office of Director is aware of the time that the Bank has estimated to be needed for the job to be performed effectively.
2. In particular, each Director shall not hold a total number of positions in banks or other commercial companies greater than the limit provided for by the law and regulatory provisions in force.
3. Candidates to the position of Director of the Bank must promptly provide the Board with an updated list of the management and control positions held by each of them in other companies or entities of any kind, including any other jobs or professional activities carried out, and any other situations or circumstances pertaining to the professional sphere. After their appointment, Directors must promptly inform the Board of any change in the positions held, to allow the Board to ascertain whether the limits established in the laws and regulations in force have been exceeded.
4. The Board of Directors, based on the information received from each Board member, assesses whether the amount of time that each Director is able to dedicate to their office is sufficient for the effective performance of the related duties and verifies, on an annual basis, the director or statutory auditor positions which the Directors hold in other companies or entities.

ARTICLE 8 – Interlocking

1. If a Director is a candidate for an executive position in a banking, insurance or financial company that is in competition with the activities of the Bank and of the other companies of the Bank's group, prior to accepting it he/she must receive prior authorisation from the Shareholders' Meeting pursuant to Article 2390 of the Italian Civil Code, without prejudice to the rules in force from time to time on interlocking (Article 36 – paragraphs 2-bis and 2-ter of Italian Law Decree "Salva Italia") in relation to which checks will be carried out, *inter alia*, through the completion of a specific questionnaire.

ARTICLE 9 – Directors' remuneration

1. The members of the Board of Directors are entitled to a fee determined by the Shareholders' Meeting at the time of appointment, which may also include a token of participation in Board meetings and internal Board committees, as well as the reimbursement of any expenses incurred and duly documented by reason of their office, including travel and transfer expenses.
2. The remuneration of the Chairperson, the Deputy Chairperson (if appointed), the Managing Directors, the Directors entrusted with special duties and the members of the Executive Committee, if applicable, may be established by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, as well as the proposal of the Remuneration Committee, in compliance with the remuneration and incentive policies determined by the Shareholders' Meeting. The remuneration of the Chairperson may not include a variable component (bonus), without prejudice to the provisions laid down in paragraph 1 of this article.
3. The Shareholders' Meeting may set a total amount for the remuneration of all the members of the Board of Directors, including those vested with specific positions, and for the remuneration of the General Manager, if appointed pursuant to Article 10 of the Articles of Association.

ARTICLE 10 – Training and succession plans

1. The Bank adopts appropriate training initiatives to ensure that the wealth of technical expertise of the members of the Board of Directors and the Board of Statutory Auditors, as well as the heads of the main corporate functions, necessary to carry out their duties with awareness, is preserved over time.
2. In the case of new appointments, special training plans shall be prepared to facilitate the integration of the new members into the Board of Directors.
3. The Board of Directors formalises a plan to ensure the orderly succession in executive leadership and top management positions (e.g., Chairperson, Chief Executive Officer, General Manager) in case of termination for expiry of the mandate or for any other reason, in order to ensure business continuity and to avoid economic and reputational consequences.

CHAPTER III – MEETINGS AND ORGANISATION OF THE BOARD OF DIRECTORS

ARTICLE 11 – Board of Directors’ meetings

1. Pursuant to the provisions laid down by Article 11 of the Articles of Association, the Board of Directors meets, at the Bank’s registered office or elsewhere, provided this is in Italy, in a member State of the European Union or in Switzerland, whenever the Chairperson deems it necessary or when a request to do so is made by at least a third of its members or by the Board of Statutory Auditors or else individually by a Statutory Auditor, and in any event on the basis of a schedule defined in advance by the end of each financial year. Notwithstanding the foregoing, the Board of Directors meets at least every two months.
2. The Board of Directors is convened by the Chairperson by means of a notice to be sent at least five days before the meeting to each of its members and to the Standing Auditors, except in urgent cases. The notice may be drafted on any medium (hard or soft copy) and may be sent using any means of communication (including fax and e-mail) appropriate to guarantee proof of receipt thereof.
3. If the need arises to perform an action or execute a transaction under conditions other than those already approved by the Board of Directors, the Chief Executive Officer shall immediately inform the Chairperson in advance and provide details of the elements on which the Board is being asked to resolve in order to convene, as a matter of urgency and in accordance with the time needed to carry out the transaction, an extraordinary meeting of the Board of Directors.
4. The meetings of the Board of Directors may be held by audio or videoconference, provided that each of the participants can be identified by all the others and is able to participate in real time during the discussion of the topics under review as well as to receive, send and view documents.
5. In order to ensure an efficient and effective conduct of the Board’s proceedings, the participation of the Directors for the entire duration of the meeting is recommended. The preliminary annual definition of the calendar of Board meetings allows the Directors to be able to ensure that they can attend all scheduled Board meetings. In the event of absence from three of the Board meetings scheduled in the annual calendar of Board meetings, the Appointments Committee will evaluate the reasons given by each Director to justify his/her absences and will promptly report to the Board of Directors, to which the Director concerned will provide the appropriate reassurances regarding his/her continued commitment to participating in Board meetings and proceedings or, where this is not possible, will consider the possibility of resigning from office.
6. The meetings of the Board of Directors, at the initiative of the Chairperson or Chief Executive Officer, may be attended by managers of corporate functions or structures, or by any other person that the Chairperson or the Chief Executive Officer or the Board of Directors itself deems appropriate to invite in order to support the analyses and evaluations related to specific topics. The secretary, or his or her substitute, takes the minutes of each meeting, which must be signed by the person chairing the meeting and by the secretary.
7. The meetings of the Board of Directors are chaired by the Chairperson or, in the case of absence or incapacity, by the Deputy Chairperson or, in the case of absence or incapacity, by the most senior Director in terms of service or, subordinately, age.

ARTICLE 12 – Organisation of the Board of Directors’ proceedings

1. The documentation supporting the discussion of the items on the agenda is made available to Directors and Statutory Auditors sufficiently in advance of the Board meeting and require the Chairperson to ensure compliance with the above.

2. As a rule, the documentation is made available to the Directors and Statutory Auditors on the date of submission of the notice of call and, in any case, no later than the second business day prior to the date set for the Board meeting. Without prejudice in any event to the need to ensure that the Directors and Statutory Auditors are provided with the correct and complete information regarding the topics under discussion, the Chairperson, in agreement with the Chief Executive Officer, may, for justified reasons, authorise the submission of the documentation even beyond the second business day prior to the date set for the Board meeting. As regards agenda items of a strategic or extraordinary nature or of special technical complexity, the Chairperson of the Board of Directors, upon consultation with the Chief Executive Officer, may request that the documentation be made available to Directors in advance and/or that, before the Board of Directors' meeting, technical meetings be arranged, in the format of a work group, with the heads of the Bank's competent internal functions and/or, if applicable, with external consultants.
3. For each item on the agenda, an explanatory note on the resolution proposal is prepared, which includes a summary of the analyses and evaluations carried out in view of the formulation of the proposal, or a detailed report when it comes to economic/financial/statistical data. In the event that the documentation made available is bulky or complex, it may be accompanied by a document summarising the most significant and relevant points for the purposes of the decisions on the agenda, it being understood that this document cannot be considered in any way a replacement for the full documentation sent to the Directors.
4. On at least a quarterly basis, the heads of the Divisions¹¹ report to the Board of Directors providing, within the scope of their respective responsibilities and delegated powers, updates and information details on the overall performance of the business, on the main operations or initiatives planned or carried out and on organisational and management issues.
5. The documentation relating to the items on the agenda and the respective information notes are made available to the Directors and the Board of Statutory Auditors through a specific online platform, characterised by high standards of secrecy and inaccessibility from unauthorised third parties, which each Director and Statutory Auditor can access through their credentials provided at the time of appointment.
6. The power to propose Board resolutions is ordinarily assigned to the Chief Executive Officer, if appointed; each Director may in any case formulate proposals to be submitted to the approval of the Board of Directors.
7. For each Board meeting, specific minutes are drawn up, signed by the Chairperson of the meeting and by the Secretary (or by a Notary in the cases provided for by currently applicable regulations). The minutes are drawn up by recording, in a timely fashion, the contributions of the participants in the session, the internal Board debate and the votes cast by each participant during the session. These minutes are subject to subsequent approval by the Board; any resolutions passed shall be deemed immediately enforceable when the conditions are met.
8. The minutes of the Board meetings remain available - together with the relevant annexes and the documentation acquired in the records of the same minutes - for consultation at the request of each of the Directors and Statutory Auditors.
9. For the organisation of its proceedings, the Board of Directors relies on the support of the Secretary of the Board of Directors and the Bank's Corporate Affairs function, as well as, through them, the Bank's different departments and functions to which requests for clarification on the documents supporting the items on the agenda can be addressed.
10. On behalf of the Chairperson, the Secretary of the Board ensures, following the Board's

¹ Including the General Manager of the subsidiary Kruso Kapital S.p.A.

resolutions or in compliance with any legal requirements, the fulfilment of specific administrative obligations by the competent corporate functions such as, by way of example but not limited to, disclosures to the Bank of Italy, Consob, the Companies' Register, Borsa Italiana, as well as all those required in accordance with currently applicable regulations. Likewise, the Secretary of the Board ensures, after each Board meeting, timely and adequate information flows to the company structures concerning the resolutions passed by the Board of Directors.

11. The resolutions of the Board of Directors are passed by absolute majority of those in attendance.
12. Each Director has the right to formulate proposals and their own considerations during the debate on the items on the agenda and to request that their vote against or abstention, and the related reasons, be recorded in the minutes.

ARTICLE 13 – Secretary of the Board of Directors

1. During the first meeting at the beginning of each term of office, the Board of Directors, upon the proposal of the Chairperson, appoints the Secretary of the Board of Directors, who remains in office for the entire term of the Board of Directors, unless its office is revoked.
2. The Secretary of the Board of Directors must have a level of professionalism appropriate to the operational complexity and size of the Bank and have at least three years' experience in the same or a similar role.
3. The Secretary supports the Chairperson in the organisation of the Board meetings and in the entire Board's relationship with the Bank's departments and functions. The Secretary, supported by the competent company departments, provides assistance and advice to the Board, with impartiality, on all aspects concerned with the efficient functioning of the corporate governance system.
4. The Secretary of the Board of Directors verifies that the documents relating to the agenda of the Board meetings are made available to the Board of Directors in compliance with the deadlines referred to in Article 12, point 1, and, after convening the meeting, keeps the Chairperson of the Board of Directors promptly informed regarding compliance with the relevant deadlines by providing the reasons for any delays.

ARTICLE 14 – Directors' interests and related-party transactions

1. The Directors report on transactions in which they have an interest, either on their own account or on account of third parties, or which are influenced by any entity carrying out the management and coordination activity, thereby informing the Corporate Affairs Function or the Board prior to the date of the Board meeting, before the opening of the discussion on the individual agenda items concerned.
2. Transactions in which a Director is the bearer of an interest on his/her own account or on account of third parties, in relation to the cases referred to in Article 2391 of the Italian Civil Code and to the transactions carried out with related parties, shall be resolved and executed in a transparent manner, in compliance with Article 53 of the Consolidated Law on Banking, Article 2391-bis of the Italian Civil Code, Article 136 of the Consolidated Law on Banking, if applicable, the procedures regarding Transactions with related parties and conflicts of interest and according to criteria of substantive and procedural correctness.
3. The Directors, without prejudice to the requirements of Article 2391, paragraph 1, of the Italian Civil Code, shall abstain from those resolutions in regard to which they are involved in a conflict of interests, either on their own account or on account of third parties.

ARTICLE 15 – Treatment of corporate information

1. The Directors shall maintain the confidentiality of all the documents and information acquired

in the performance of their duties and follow the procedure adopted by the Bank for the internal management and external disclosure of such documents and information.

2. The Board of Directors approves specific provisions aimed at governing the procedures for the treatment of confidential and inside information and for keeping a Register of Persons with access to Inside Information.

ARTICLE 16 – Shareholder relations

1. The Board of Directors promotes, in the most appropriate forms, dialogue with the shareholders and other stakeholders of relevance to the company. It encourages and promotes the widest possible participation of the Shareholders in the meetings and strives to facilitate the exercise of the Shareholders' rights.
2. As a rule, all Directors participate in the Shareholders' Meetings. More specifically, the Board reports to the Shareholders' Meeting on the activities carried out and planned and endeavours to ensure that the Shareholders are adequately informed with regard to the elements needed for them to pass any resolutions pertaining to the Shareholders' Meeting with full knowledge of the facts.
3. The Board entrusts one or more specific corporate functions with the task of managing relations with Shareholders.
4. The Board adopts a policy for the management of dialogue with all shareholders, also taking into account the engagement policies adopted by institutional investors and asset managers. The Chairperson ensures that the Board of Directors is promptly informed, by the next meeting and in any event on a quarterly basis, on the development and any significant contents of the dialogue exchanged with all shareholders.
5. In the event of significant changes in the market capitalisation of the Bank's shares or in the composition of its corporate structure, the Board shall assess the adequacy of the percentages established for the exercise of the shares and of the prerogatives put in place to protect minority shareholdings (e.g. decision-making quora, slate mechanisms), formulating, where appropriate, proposals to the Shareholders' Meeting.

CHAPTER IV – CHAIRPERSON, INDEPENDENT DIRECTORS, NON- EXECUTIVE DIRECTORS AND COMMITTEES

ARTICLE 17 – Chairperson of the Board of Directors

1. The Chairperson promotes the effective operation of the corporate governance system, guaranteeing a balance of powers with respect to the managing directors, where appointed, and the executive directors and acts as a point of contact with the Board of Statutory Auditors and the internal Board committees. The Chairperson is vested with the powers provided for by the regulations in force from time to time and by the Articles of Association.
2. The Chairperson acts as a liaison between the Chief Executive Officer and the non-executive Directors and organises the proceedings of the Board of Directors, with the support of the corporate structures, in order to ensure an efficient and effective performance of the Board's duties.
3. The Chairperson, with the support of the Secretary of the Board, ensures:
 - i) that the pre-Board information and the additional information provided during the meetings are such as to allow the Directors to act in an informed manner in the performance of their role;
 - ii) that the activity of the Board committees with preliminary investigations, proposal-making and advisory duties is coordinated with the activity of the Board of Directors;
 - iii) in agreement with the Chief Executive Officer, that the Bank's executives and those of the Group companies reporting to it, responsible for the competent corporate functions according to the subject matter of the Board meeting, intervene at the meetings of the Board of Directors, including at the request of individual Directors, to provide the appropriate insights on the items on the agenda;
 - iv) that all Directors and Statutory Auditors are able to participate, following their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the company operates, of the company dynamics and their evolution including with a view to the sustainable success of the company itself as well as of the principles of correct risk management and the regulatory and self-regulatory framework of reference;
 - v) the adequacy and transparency of the self-assessment process of the Board of Directors, with the support of the Appointments Committee.
4. The Chairperson shall provide, with the support of the competent company functions, any clarifications on the items on the Board of Directors' agenda, coming from the other Directors.
5. The Chairperson has a non-executive role and does not carry out, not even *de facto*, management functions. In compliance with the criteria for the composition of the internal Board committees provided for by the sector regulations, the Chairperson offers his/her participation in said committees on the basis of his/her skills and professional experience, he/she may be appointed a member of internal Board committees and may be invited to participate, including permanently, in the internal Board committee meetings.
6. The Board of Directors has the option to appoint a Deputy Chairperson, who shall have the power, in the case of the absence or incapacity of the Chairperson, to chair the Shareholders' Meeting and the Board of Directors' meetings.
7. The Chairperson may liaise directly with the Managers of the company functions.

ARTICLE 18 – Independent Directors

1. At least a number of Directors not less than that required by the regulations in force from time to time must meet the independence requirements of Article 13 of the MEF Decree and Article 148, paragraph three, of Italian Legislative Decree No. 58 dated 24 February 1998, as well as those laid down by the Corporate Governance Code. They supervise exercising independent judgement on corporate management, helping to ensure that this is carried out in the interest of the Bank and in a manner consistent with the objectives of sound and prudent management. They must possess professionalism and authority such as to ensure a high level of internal debate within the Board of Directors and the internal Board committees in which they participate and to make an important contribution to the pursuit of the interests of these bodies.
2. On the basis of the information and declarations provided by the parties concerned or the information available to it, the Board assesses the fulfilment of the independence requirement:
 - a) following appointment, by a new Director who qualifies as an independent Director;
 - b) on an annual basis, by all Directors.
3. The outcome of the assessments carried out by the Board is disclosed to the market, by means of a press release disseminated to the market and, subsequently, in the context of the report on corporate governance.
4. The Chairperson ensures that the Board of Statutory Auditors is able to independently verify the outcome of these checks.
5. In assessing the independence of its non-executive members, the Board gives precedence to elements of substance over those of a formal nature.
6. Non-executive Directors shall be deemed independent if none of the following situations arise:
 - a) he/she is the not legally separated spouse of, a person joined in civil union to in a *de facto* cohabitation with, a direct relative or relative by marriage within the fourth degree of:
 - 1) the Chairperson of the Board of Directors, of the Management or Supervisory Board, or of the Bank's officers with executive duties;
 - 2) the managers of the Bank's key functions;
 - 3) individuals who find themselves in those conditions referred to in points b) to i);
 - b) he/she is a shareholder of the Bank (i.e. a shareholder holding a share subject to prior authorisation pursuant to Title II, Chapter III of the Consolidated Law on Banking);
 - c) he/she holds, or has held during the course of the past two years, the office, for a shareholder of the bank or for a company controlled by the bank, of chairperson of the board of directors, of the management board or supervisory board, or that of officer with executive duties, or has been, for more than nine of the last twelve years, a member of the board of directors, of the supervisory board or the management board, or has held a managerial position, at a shareholder of the bank or in a company controlled by the bank;
 - d) he/she has been an officer with executive duties 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 control over another;
 - f) he/she, for more than nine of the past twelve years, has held the office of member of the board of directors, management board or supervisory board, or has held a managerial position, at the bank;
 - g) he/she is an officer with executive duties of a company in which one of the bank's officer

with executive duties holds a place on the board or is a manager;

- h) he/she holds, directly or indirectly, or has 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, its officer with executive duties or its chairperson, the companies controlled by the bank or their officer with executive duties or their chairpersons, or a shareholder in the bank or its officers with executive duties or chairperson, such that this could compromise his/her independence;
- i) he/she holds, or has held over the course of the past two years, one or more of the following offices:
 - 1) 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 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.

For the purposes of the application of the provisions under letter h) above, the following situations affect the fulfilment of the Director's independence requirement: the existence of a relationship of a professional, economic or financial nature that occurred in the two years prior to undertaking the office with the entities indicated therein that exceeds both the following parameters, linked to the duration and economic value thereof: i) 1 year of duration; ii) value equal to or greater than 5% of the turnover of the company or professional firm to which the Director belongs or 15% of the income of the Director as a natural person.

ARTICLE 19 – Non-executive Directors

- 1. Non-executive Directors participate in the decisions taken by the Board as a whole, and are called upon to perform an important communicative function and to monitor the decisions made by the executive members. The authority and professionalism of non-executive Directors must guarantee the effective performance of such functions, which are of vital importance to the sound and prudent management of the Bank. The body of non-executive Directors must possess adequate knowledge of the banking business, of the dynamics of the economic and financial system, of banking and financial rules and regulations, and above all of the methods of risk management and control.
- 2. The non-executive members of the Board of Directors bring their own specific skills to the Board discussions and contribute to the making of decisions. The non-executive members must be actively involved in the tasks entrusted to them, also as far as time availability is concerned and take part in the processes of appointing and dismissing the heads of internal control and risk management functions. They diligently and promptly perform any other activity incumbent upon them pursuant to legal and regulatory provisions in force at the time.

ARTICLE 20 – Internal Board committees

- 1. In order to promote an efficient system of information and consultation, which enables the Board to conduct a better assessment of certain topics within its purview, the Board sets up

the following internal committees (the "Committees"), small units in charge of advising and issuing recommendations to the Board on matters within their purview, mainly consisting of independent members, without prejudice to decision-making powers that cannot be delegated and the responsibilities of the Board:

- (i) Internal Control and Risk Management Committee and Sustainability Committee;
 - (ii) Remuneration Committee;
 - (iii) Appointments Committee;
 - (iv) Ethics Committee.
2. The Board of Directors approves, for each Committee and on its proposal, the Regulations on its own operation.
 3. Special minutes are drawn up for each meeting of each Committee, signed by the Chairperson of the meeting and the Secretary of the session in question. The minutes are drawn up by recording, in a timely fashion, the contributions of the participants in the session, the debate and the votes cast by each participant during the session. These minutes are subject to subsequent approval by the respective Committee.
 4. The Bank shall provide adequate information, in the Corporate Governance Report, on the establishment and composition of the Committees, the contents of the mandate entrusted to them, as well as, on the basis of the indications provided for by each committee, the activity actually performed during the year.

CHAPTER V – INFORMATION FLOWS AND INTERNAL CONTROL SYSTEM

ARTICLE 21 – Information flows

1. The circulation of information between and within the Corporate Bodies is an essential condition to be met in order to actually achieve the objectives of management efficiency and effectiveness of controls.
2. The Board of Directors is responsible for verifying the preparation as well as the regular keeping over time of a system of information flows that is adequate, complete and timely and that enhances the different levels of responsibility within the corporate organisation.
3. A specific set of internal regulations, approved by the Board of Directors, governs the methods, frequency, form and minimum content of the information flows which, on a regular basis, must be sent to the corporate bodies.

ARTICLE 22 – Internal control and risk management system

1. The Board of Directors plays an important role within the scope of the Bank's internal control and risk management system.
2. For the matters related to risks and the system of internal controls, the Bank's Board of Directors relies on the Internal Control and Risk Management Committee and Sustainability Committee, the majority of which is composed of Independent Directors, with the task of supporting, with adequate preliminary investigations, the assessments and decisions of the Board of Directors regarding the internal control and risk management system, as well as those relating to the approval of the periodic financial reports.
3. The Board of Directors, upon consultation with the Internal Control and Risk Management Committee and Sustainability Committee, evaluates the adequacy of the internal control and risk management system with respect to the characteristics of the Bank and its risk profile, as well as its effectiveness, by preparing a specific report on a six-monthly basis.
4. The Board of Directors, subject to the approval of the Internal Control and Risk Management Committee and Sustainability Committee, as well as upon consultation with the Board of Statutory Auditors, appoints and dismisses the head of the Internal Audit function, defining their remuneration and approving their schedule of activities, and ensures that the control functions are equipped with adequate resources to carry out their duties.
5. In the event that the body specifically set up with supervisory duties pursuant to Article 6, paragraph 1, lett. b) of Italian Legislative Decree No. 231/2001, does not coincide with the supervisory body, the Board of Directors shall assess the opportunity to appoint at least one non-executive Director and/or a member of the supervisory body and/or the head of the Bank's legal or control functions within the afore-mentioned body in order to ensure coordination between the different parties involved in the internal control and risk management system.

CHAPTER VI – FINAL PROVISIONS

ARTICLE 23 – Updates to the Regulations

1. At least once a year, on the occasion of the approval of the report on corporate governance, the Board of Directors and the Board of Statutory Auditors discuss the effectiveness of these Regulations.
2. These Regulations are published on the Bank's website: www.bancasistema.it.

ANNEX

ANNEX 1 – DIRECTORS’ SUITABILITY VERIFICATION PROCEDURE

1. On the occasion of the appointment for the office of Director, each candidate produces the following documentation, filed by the shareholder (or by the set of shareholders) together with the list for the appointment of the Board of Directors pursuant to Article 10 of the Articles of Association (the “List”):

- a) copy of a valid identity document and copy of the tax code;
- b) *curriculum vitae* (in Italian and English) detailing all personal and professional information and indicating the management and control positions held;
- c) certificate of criminal record and pending charges (not older than six months);
- d) declarations of acceptance of candidacy and eventually appointment, and certification (i) of the non- existence of causes of ineligibility, forfeiture and incompatibility and (ii) of the fulfilment of the requirements of professionalism, integrity and independence and of any other requirement laid down by current regulations and by the Articles of Association to be eligible for undertaking the position;
- e) self-certification (in Italian and English) attesting to the fulfilment of the requirements of professionalism and competence, integrity and fairness and also including information on concurrent positions, interlocking and other situations of incompatibility;
- f) declaration (in Italian and English) on time availability for the performance of the duties;
- g) declaration (in Italian and English) relating to further offices;
- h) declaration (in Italian and English) relating to the independence of judgement;
- i) declaration (in Italian and English) related to interlocking directorates;
- j) signed declaration of consent to data processing (privacy consent).

Each candidate also indicates - in the declaration of acceptance of the position - the number of the Bank’s shares held, directly or indirectly.

The templates relating to the declarations and self-certification referred to in points d), e), f), g), h), i) and j) are attached to this document and are made available on Banca Sistema’s website.

The curriculum vitae of the newly appointed Directors provides detailed information on the experience and professional skills acquired by the Director, with express reference to the requirements laid down in Articles 7, 8, 10 and 11 of the Italian MEF Decree 169/2020. In order to facilitate the examination carried out by the Board of Directors, the curriculum vitae of the newly appointed Directors may contain information on:

- brief qualitative/quantitative references regarding the actual tasks carried out by the officer in each professional experience, any managerial/responsibility/coordination roles held, the business/professional context of reference;
- the actual duration of each experience;
- the specialist skills acquired by the officer during his/her professional career, accompanied by a brief illustration of the professional experiences that enabled his/her development;
- any suitable elements such as to allow a comparative assessment between the business context in which the experience was gained and that of Banca Sistema.

In relation to the applications submitted by filing the List, the Corporate Affairs function evaluates the completeness, on a formal level, of the documentation received.

2. Following the appointment at the Shareholders' Meeting, the Corporate Affairs function contacts the Directors and collects the documentation for the verification of the suitability of the individual members to be carried out by the Board of Directors, pursuant to Italian MEF Decree 169/2020. More specifically, if not already acquired by the Bank, the following documents are collected as part of the documentation submitted when applying for the office of Director:

- a) *curriculum vitae* detailing all personal and professional information and indicating the management and control positions held;
- b) declarations of acceptance of the candidacy and eventually appointment and certification (i) of the non-existence of causes of ineligibility, forfeiture and incompatibility and (ii) of the fulfilment of the requirements of professionalism, integrity and independence and of any other requirement laid down by current regulations and by the Articles of Association to be eligible for undertaking the position;
- c) self-certification (in Italian and English) **with a signature authenticated by the notary or other certified public official**, attesting to the fulfilment of the requirements of professionalism and competence, integrity and fairness and also including information on concurrent positions, interlocking and other situations of incompatibility;
- d) declaration on time availability for the performance of the duties;
- e) declaration relating to the independence of judgment;
- f) signed declaration of consent to data processing (privacy consent);
- g) certificate of criminal record and pending proceedings (not older than six months);
- h) declaration relating to any positions held in other companies;
- i) declaration relating to the interlocking prohibition;
- j) declaration of election of address for service at Banca Sistema's registered office;
- k) declaration for the purposes of the provisions on related parties and associated persons;
- l) declaration for the purposes of the provisions on internal dealing;
- m) company / persons registration report.

Each candidate indicates - in the declaration of acceptance of the position - the number of the Bank's shares held, directly or indirectly.

The Corporate Affairs function, where required, may provide support to the Directors: (i) by contacting the notary for the authentications referred to in letter d) above and (ii) by requesting, through an external agency, the certificates of criminal records and pending proceedings.

In accordance with the prescriptions laid down by the Bank of Italy Provision of 5 May 2021, "Procedure for the assessment of the eligibility of bank officers, financial intermediaries, electronic money institutions, payment institutions and depositor guarantee systems" (the "Provision"), in the event of co-optation, the Corporate Affairs function will also request the documentation listed above from the applicant Director, who will provide it, as a rule, well in advance of the meeting that will proceed with the integration of the Board structure, pursuant to Article 2386 of the Italian Civil Code.

Ahead of the Board meeting convened for the assessment of the requirements of the Directors appointed by the Shareholders' Meeting, the Corporate Affairs function also proceeds to collect the following information relating to each Director:

- i. any relevant news in World-Check (information provided by the Compliance and Anti-Money Laundering Department);
- ii. the absence of relevant reports in the Central Credit Register (information provided by the Supervisory function);
- iii. the position of the parties concerned as resulting from the respective Cerved personal file;

- iv. the presence, if any, of invoices issued by the parties concerned to the Bank, other than those relating to the office of Director (information provided by the Administration function);
- v. the existence, if any, of banking and financial relationships between the parties concerned and the Bank (information provided by the Banking Services function);
- vi. the possible ownership by the parties concerned of the Bank's shares (information provided by the Directors and verified by consulting the Shareholders' Register).

The Corporate Affairs function also provides the Directors with the requirements verification Questionnaire prepared by the Bank of Italy (attached to this document) and collects the version completed by each of them.

3. The Board of Directors assesses whether the requirements and eligibility criteria of the appointed Directors are met and, to this end, the Corporate Affairs function submits to the examination of the Board of Directors:

- the documentation referred to in paragraph 2., letters a), b), c), d), e), f), g), h), i) and j) above;
- the outcomes of the information collected in relation to the previous point 2., numbers i, ii, iii, iv., v., and vi.;
- the requirements verification Questionnaire prepared by the Bank of Italy duly completed by each Director.

The Board of Directors evaluates the completeness, accuracy and reliability of the documentation and, therefore, examines the positions separately, for each of the officers and with the abstention of the officer concerned from time to time, using the documentation provided by the same officer, as well as any other relevant information available.

In the event of appointment at a Shareholders' Meeting, the afore-mentioned examination shall be carried out by the Board of Directors within 30 days of appointment, pursuant to Article 23 of the Italian MEF Decree 169/2020 and Article 1 of the Provision.

The Board minutes relating to the suitability checks, in addition to acknowledging the verification process carried out and the documentation collected and examined, formalise the considerations made in a timely and analytical manner and highlight the information elements in support of the evaluations formulated.

As part of the evaluation procedure, the Board of Directors identifies any shortcomings or critical issues relating to the officers and defines the remedial measures aimed at ensuring their removal or substantial mitigation. More specifically, in the event of shortcomings, the competent body shall adopt the measures needed to rectify such shortcomings, including a) the modification of the specific tasks and roles assigned to the officers, including any delegated powers, and b) the definition and implementation of suitable training plans.

A copy of the minutes of the meeting shall be sent to the Bank of Italy within 30 days of completion of the assessment by the Board of Directors, in accordance with Article 1 of the Provision.

4. In order to conduct appropriate checks on ongoing compliance with the limits on the number of offices held, the Corporate Affairs function extracts company / persons registration report for members of the Board of Directors:

- in the event of changes in the roles assigned to the Bank's Directors (for example, assignment of the role of anti-money laundering officer, changes in the composition of committees, etc.);
- in the event of a Director taking on new roles at third-party companies;
- every six months, for all Directors (November and May).

The results of the checks conducted are reported to the Chairman of the Board of Directors and the Nomination Committee.

ANNEX 2 – DECLARATION OF ACCEPTANCE OF CANDIDACY AND APPOINTMENT

To the attention of
Banca Sistema S.p.A.

The undersigned

born in

on

resident in

tax code

holder, directly or indirectly, of a shareholding in the share capital of Banca Sistema S.p.A. equal to _____

acknowledging that:

- the Shareholders' Meeting (hereinafter, the "**Shareholders' Meeting**") of BANCA SISTEMA S.p.A. (hereinafter the "**Bank**") - ordinary meeting - has been convened for [●] at [●], on single call, to discuss and resolve on "[●]";
- the shareholder [●] intends to submit a list of candidates for the appointment of the Bank's Board of Directors (hereinafter the "**List**") to be resolved by the Shareholders' Meeting pursuant to and for the purposes of article 10 of the Bank's Articles of Association; and
- with regard to the foregoing, the shareholder [●] intends to nominate the undersigned to the position of Director of the Company and include his/her name at no. [●] on the List;

HEREBY DECLARES

to irrevocably accept his/her candidacy and eventually appointment as Director of the Bank, with effect from the time of appointment.

Taking full responsibility for his/her statements, the undersigned:

- having regard to the laws and regulations on the requirements of professionalism, integrity and independence of banks' Directors within the Boards of Directors and, in particular, the provisions laid down by Article 26 of Italian Legislative Decree No. 385 of 1 September 1993 as amended and supplemented and by the Decree of the Italian Ministry of the Economy and Finance No. 169 of 23 November 2020,
- having regard to the legislative provisions on the appointment and removal of Directors within the Boards of Directors of joint-stock companies, pursuant to Article 2383 of the Italian Civil Code,

- having regard also to Article 36 of Italian Law Decree No. 201 of 6 December 2011 (converted with amendments by Italian Law No. 214 of 22 December 2011), the joint criteria of the Bank of Italy, Consob and Isvap of 20/4/2012 for the application thereof, as well as the joint ESMA-EBA Guidelines of 2 July 2021 (EBA/GL/2021/06; ESMA35-36-2319) on the assessment of the suitability of the members of the management body and of bank personnel in key positions

ATTESTS TO

- the non-existence of causes of ineligibility, forfeiture and incompatibility provided for by law;
- the absence of grounds for disqualification from the office of Director adopted in a Member State of the European Union;
- meeting the necessary requirements envisaged by current law, including regulatory requirements, and the Articles of Association, for the assumption of the position of Director in a bank with shares admitted to trading on regulated markets, as more fully attested in the declaration provided for this purpose by the afore-mentioned legislation;

HEREBY DECLARES

[NOTE: for Independent Directors only]

- ☐ to meet the requirements to be qualified as an Independent Director pursuant to
- a) Article 13 MEF Decree,
 - b) Article 147-ter, paragraph 4, of Italian Legislative Decree no. 58 of 24 February 1998 as amended and supplemented, as well as pursuant to article 2, recommendation no. 7, of the Corporate Governance Code approved by the Corporate Governance Committee in January 2020 and implemented by the Company, as more fully attested to in the aforementioned declaration.

It shall be the responsibility of the undersigned to promptly inform the Bank of any subsequent act or fact that modifies the information provided with this declaration, and where required to produce the documentation proving the veracity of the information declared.

The undersigned authorises the Bank to publish the data and information contained in his/her curriculum vitae and to collect and process his/her personal data as part of the process of appointing members of the Bank's Board of Directors.

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

The declarant

.....

.....

ANNEX 3 - DECLARATION

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 Italian 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 "**Consolidated Law on Banking**") the Decree of the Italian Ministry of Economy and Finance no. 169 of 23 November 2020 (hereinafter, the "**Decree**"), and the Italian Legislative Decree no. 58 of 24 February 1998; 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 April 2012 for the application of the same, as well as the joint ESMA-EBA Guidelines of 2 July 2021 (EBA/GL/2021/06; ESMA35-36-2319) on the assessment of the suitability of members of the management body and of banks' personnel in key positions,

HEREBY DECLARES

(A) REQUIREMENTS OF PROFESSIONALISM AND ABILITY CRITERIA

1. **Regarding the requirements of professionalism**, to have gained, over the twenty-year period prior to undertaking the position, an overall experience of at least a period of [three years] / [five years]² through the exercise of³:

² **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;

³ Pursuant 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 and complexity (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 and complexity (in terms of turnover, nature and organisational/business complexity) to/than that of the bank where they are to hold such 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

- a) activities of [] at []
from [] to []
- b) activities of [] at []
from [] to []
- c) activities of [] at []
from [] to []
- 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 (in relation to the duties pertaining to the position and in the light of the Bank's characteristics in terms of size and operations) due to having acquired theoretical knowledge, as well as practical experience in more than one of the following sectors⁴:

Areas od Knowledge	Yes	No
Banking business	☐	☐
Dynamics of the economic-financial system	☐	☐
Regulation in the banking and financial sector	☐	☐
Guidelines and strategic planning	☐	☐
Organisational and corporate governance framework	☐	☐
Risk management method	☐	☐

Areas od specialization		Yes	No
Governance and control	Corporate Governance	☐	☐
	Internal control systems	☐	☐
	Risk Management	☐	☐
	Regulation	☐	☐
	ESG	☐	☐
	AML	☐	☐
Business	Loans	☐	☐

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."

⁴ Pursuant 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".

	Banking services	☐	☐
	Financial markets	☐	☐
Support	Accounting, Administration, Tax	☐	☐
	Human resource management	☐	☐

(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 Code⁵;
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:

- *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.*

⁵ Pursuant 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/her office shall lapse".

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 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 Consolidated Law on Banking and article 190-bis, paragraphs 3 and 3-bis, of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments and additions (hereinafter the “**Consolidated Law on Finance**”), or in one of the situations referred to in article 187-quater of the Consolidated Law on Finance

[or

to be, at the time of appointment to the position, in a state of temporary disqualification from holding managerial positions 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 Consolidated Law on Banking and article 190-bis, paragraphs 3 and 3-bis, of the Consolidated Law on Finance, or in one of the situations referred to in article 187-quater of the Consolidated Law on Finance;

In such case, please provide details

5. to *not* have been convicted with a final sentence at the request of the parties, or following summary proceedings, to one of the penalties provided for:
- in 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;
 - in 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 summary proceedings, to one of the penalties provided for:

- *in 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;*
- *in 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 received, in a foreign State, criminal convictions or other sanctions for offences corresponding to those as a result of which, under Italian law, the aforementioned integrity requirements would no longer be met*

[or

to have received the following criminal convictions and/or sanctions in foreign States⁶:

_____]

(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 _____ to

_____]

2. *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 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*

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.

[or

_____]

3. to *not* have received final sentences ordering payment of compensation for acts committed in the performance of office at entities 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

to have been convicted with a final sentence ordering payment of compensation 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 Consolidated Law on Banking, and of articles 7, paragraph 2-*bis*, and 12, paragraph 5-*ter*, of the Consolidated Law on Finance

[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 Italian 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 Consolidated Law on Banking, cancellation pursuant to article 112-*bis*, paragraph 4, letter b), of the Consolidated Law on Banking 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 subjected to and not to have been subjected to suspension or removal from registers, strike off (adopted by way of disciplinary measure) from professional registers and rolls imposed by the Authorities responsible for the professional associations in question; 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, finance, securities, insurance matters and by the rules on markets and payment services*

[or

to have been the subject of a negative assessment by _____

_____;]

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 negative information⁷ relating to the undersigned contained in the Central Credit Register established pursuant to article 53 of the Consolidated Law on Banking;*

[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 fairness criteria*

[or

⁷ Negative 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 Consolidated Law on Banking.

to have _____.]

[NOTE: for Independent only]

(D) INDEPENDENCE

1. to possess the prescribed requirements 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 direct relative or relative by marriage 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

to _____.]

b) be a shareholder in the Bank;

[or

to _____.]

c) 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, as well as have held a managerial position at a shareholder of the Bank or at companies controlled by it;

[or

to _____.]

d) have held the position of officer with executive duties in the Bank in the last two years;

[or

to _____.]

e) hold the position of independent director at another bank of the same banking group, except in the case where one bank has a complete, direct or indirect control over another;

[or

to _____.]

f) have served for more than nine years in the last twelve on the Bank's Board of Directors, as well as have held managerial positions at the Bank;

[or

to _____.]

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 holds a management position;

[or

to _____.]

- 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 officers with executive duties or its Chairperson, with the subsidiaries of the Bank or their officers with executive duties or their chairpersons, or with a shareholder of the Bank or its officers with executive duties or its Chairperson, such as to compromise their independence;

[or

to _____.]

- 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

to _____.]

- 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.

[or

to _____.]

(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 articles 17, 18 and 19 of the Decree; [or]
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:

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

--	--	--

[or

to exceed the limits in the accumulation of offices pursuant to articles 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 Italian Law no. 214 of 22 December 2011)

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

Position	Company or other body	Significance of the company ⁸ (Yes/No)	Type of activity carried out by the company or body

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

- a) _____;
- b) _____;
- 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 Italian Law no. 214 of 22 December 2011, since the other positions held as of today's date do not concern

⁸ The 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.

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 incompatibility⁹

[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 to 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* fall into 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 to _____.]
2. to *not* fall into situations of incompatibility pursuant to art. 6 of Italian Law 60/1953 and subsequent amendments and additions
[or to _____.]
3. to *not* fall 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 him/herself or on behalf of third parties in competition with those carried out by the Bank)
[or to _____.]
4. to *not* fall in any other situation of incompatibility envisaged by other legal or regulatory provisions
[or to _____.]

(H) PROCESSING OF 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

⁹ Pursuant 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".

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:
 - 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 undertaking of offices incompatible with that of [] at the Bank pursuant to current legislation or of the exceeding of the limit of concurrent positions;
- to provide, at the Bank's request, suitable documentation proving the truthfulness of the information declared.

The following are hereby annexed to this document:

- a) valid identity document;
- b) *curriculum vitae*;
- c) declaration on independence of judgement;
- d) time availability declaration.

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

The declarant

ANNEX 4 - TIME AVAILABILITY DECLARATION

To the attention of
Banca Sistema S.p.A.

The undersigned

born in

on

resident in

tax code

in relation to the candidacy to the office of Director of Banca Sistema S.p.A. (hereinafter, also the "**Bank**"), that will be presented to the Bank's Shareholders' Meeting at the meeting of [●], and eventually the appointment

HEREBY DECLARES

1. to be aware of the assessment carried out by the Bank regarding the time required for the effective performance of the position of Director, as per the document "Optimal Qualitative and Quantitative Composition of the Board of Directors" dated November 22, 2023;
2. to be aware that the time required by the Bank for the office of Director has been quantified by the Bank in a minimum of [●] days;
3. to have sufficient time to devote to the performance of the office of Bank Director, including in relation to any offices already held, to his/her professional or work commitments and to the needs expressed by the Bank, as detailed in the specific declaration issued to the latter;
4. to undertake to dedicate to the position of Bank Director no less than [●] days estimated on the basis of an average number of meetings per year;

[NOTE: in addition to the Board meetings, also those of any internal board committees, non-board meetings and hours for training/refresher courses and preparation of meetings must also be taken into account]

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

The declarant

ANNEX 5 – OFFICES DECLARATION

To the attention of
Banca Sistema S.p.A.

The undersigned _____
born in _____
on _____
resident in _____
tax code _____

in relation to the appointment to the office of Director of Banca Sistema S.p.A. (hereinafter, also, the "**Bank**"), as resolved by the Bank's Shareholders' Meeting at the meeting of [●], taking full responsibility for his/her statements,

HEREBY DECLARES

- to hold additional professional positions (administration, management and control) in the following companies **[NOTE: the "Verification questionnaire for company officers" of the Bank of Italy mentions only the positions held at "the supervised entity". It is recommended, however, to extend the disclosure also to any professional positions in companies not subject to supervision]**, it being understood that the further detail of the positions held by the undersigned is included in the Bank of Italy's "Verification questionnaire for company officers" issued to the Bank:

Position	Company	Business

It is specified that said positions require a time commitment that can be quantified in total [•] days per year;

- to carry out his/her professional/working activity of [•] at [•], which requires a total commitment, on an annual basis, equal to [•] days;
- that among the positions held and the activities carried out there are/are no synergies such as to justify an overlap in terms of time commitment;
- to comply, in light of the positions described above, with the limit on the number of positions required by the relevant regulations, as shown in the table below:

Position	Executive	Non-Executive	Total

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

The declarant

ANNEX 6 - DECLARATION OF INDEPENDENCE OF JUDGEMENT

[NOTE: for Directors non independent only]

To the attention of
Banca Sistema S.p.A.

The undersigned

born in

on

resident in

tax code

- in relation to the candidacy to the office of Director of Banca Sistema S.p.A. (hereinafter, also the “**Bank**”), as resolved by the Bank’s Shareholders’ Meeting at the meeting of [●], and eventually to the appointment,
- having regard to the laws and regulations on the requirements of professionalism, integrity and independence of banks’ Directors and, in particular, the provisions laid down by Article 26 of Italian Legislative Decree No. 385 of 1 September 1993 as amended and supplemented and by the Decree of the Italian Ministry of the Economy and Finance No. 169 of 23 November 2020 (hereinafter, the “**Decree**”),
- having regard also to the ESMA-EBA Joint Guidelines of 2 July 2021 (EBA/GL/2021/06; ESMA35-36-2319) on the assessment of the suitability of the members of the management body and of banks’ personnel in key positions,

HEREBY DECLARES

- not to be a spouse who is not legally separated, an individual joined in a civil union or *de facto* cohabitation or a direct relative or relative by marriage within the fourth degree, of: (i) the Chairperson of the Board of Directors and of the other officers with executive duties within the Bank; (ii) the heads of the main corporate functions of the Bank; and (iii) other individuals who are in the conditions referred to in letters b) to i) of Article 13¹⁰ of the

¹⁰ 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 direct relative or relative by marriage 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 holds, or has held during the course of the past two years, the office, for a shareholder of the bank or for a company controlled by the bank, of chairperson of the board of directors, the management board or the supervisory board or that of officer with executive duties, or has been, for more than nine of the last twelve years, a member of the board of directors, the management board or the supervisory board, or has held a managerial position, at a shareholder of the bank or in a company controlled by the bank;
 - d) he/she has been an officer with executive duties of the bank during the course of the last two years;
- he/she is an independent director of another bank belonging to the same banking group, except in the case where one

Decree;

- not to be a shareholder in the Bank's share capital;
- not to hold or have held, in the last two years, positions as Chairperson of the Board of Directors, management board or supervisory board, or as an officer with executive duties, of a shareholder of the Bank's share capital or companies controlled by it;
- not to have held, for more than nine of the past twelve years, the office of member of the Board of Directors, the management board or supervisory board, or a managerial position, at a shareholder of the Bank's share capital or companies controlled by it;
- not to hold, directly, indirectly, or not to 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 officers with executive duties or its Chairperson, with the subsidiaries of the Bank or their officers with executive duties or their chairpersons, or with a shareholder of the Bank or its officers with executive duties or its chairperson, such as to compromise their independence;
- not to hold or not to have held, in the last two years, one or more of the following positions: 1) 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 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.

In view of the foregoing,

HEREBY DECLARES

bank has a complete, direct or indirect control over another;

- e) *he/she, for more than nine of the past twelve years, has held the office of member of the bank's board of directors, management board or supervisory board or has held a managerial position at the bank;*
- f) *he/she is an officer with executive duties of a company in which one of the bank's officer with executive duties holds a place on the board or is a manager;*
- g) *he/she holds, directly or indirectly, or has 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 officers with executive duties or its chairperson, with the subsidiaries of the bank or their officers with executive duties or their chairpersons, or with a shareholder of the bank or its officers with executive duties or its chairperson, such as to compromise his/her independence;*
- h) *he/she holds, or has held over the course of the past two years, one or more of the following offices:*
 - 1) *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 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".*

- in accordance with the provisions of the Decree, to be able to act with full independence of judgement and awareness of the duties and rights inherent in the position of Director at the Bank, in the interests of the sound and prudent management of the latter and in compliance with the law and any other applicable rules and regulations.

[NOTE: in the event of an affirmative answer to one or more of the above statements, provide the relevant details and reasons accordingly as to why it is considered that the situation(s) does/do not actually affect the declarant's independence of judgement]

Place and date

The declarant

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

The declarant

ANNEX 7 - INCOMPATIBILITY PURSUANT TO ARTICLE 27-QUATER OF ITALIAN LAW DECREE NO. 1 OF 24 JANUARY 2012 (NOTE: officers of Banking Foundations)

The undersigned

born in

on

resident in

tax code

- in relation to the appointment to the office of Director of Banca Sistema S.p.A. (hereinafter, also the "**Bank**"), as resolved by the Bank's Shareholders' Meeting at the meeting of [●];

INCOMPATIBILITY ASSESSMENT QUESTIONNAIRE FOR COMPANY OFFICERS

1. In addition to the position held at Banca Sistema S.p.A. (hereinafter, the "**Bank**"), do you perform management, administration, direction and control duties at a Banking Foundation?

2. (if yes to question 1) Indicate the position held at the Foundation.

3. (if yes to question 1) Does the Banking Foundation still hold direct or indirect shareholdings in the transferee banking company or its successor in title?

4. (if yes to question 3) Indicate the name of the transferee banking company (or its successor in title).

5. (if yes to question 3) Indicate the group to which the transferee banking company (or its successor in title) belongs, if any.

6. (if yes to question 3) Indicate whether the transferee banking company (or its successor in title) or another company of the group operates on the entire Italian territory or only on a specific geographical area thereof and, in that case, specify the geographical area.

7. (if yes to question 6) Indicate the nature of the activities carried out by the transferee banking company (or its successor in title) and by the group to which it belongs (e.g. credit, insurance, financial activities).

-
8. Have you, the Foundation or the transferee banking company (or its successor in title) or other group companies taken or intend to take steps aimed at verifying the existence of any causes of incompatibility with the position held by you at the Bank?

9. (if yes to question 7) Indicate the steps taken or intended to be taken.

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

The declarant

ANNEX 7 - INCOMPATIBILITY PURSUANT TO ART. 36 OF ITALIAN LAW DECREE NO. 211 OF 6 DECEMBER 2011 (interlocking prohibition) (NOTE: officers at other banks, insurance companies or financial intermediaries)

The undersigned

born in

on

resident in

tax code

- in relation to the appointment to the office of Director of Banca Sistema S.p.A. (hereinafter, also the "**Bank**"), as resolved by the Bank's Shareholders' Meeting at the meeting of [●];
- aware that, pursuant to Article 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 Italian Criminal Code and special laws on the subject

INCOMPATIBILITY ASSESSMENT QUESTIONNAIRE FOR COMPANY OFFICERS

1. In addition to the position held at the Bank, do you hold positions in management, supervisory, control bodies or top management functions in companies or groups of companies operating in the credit, insurance and financial markets or in companies or holding companies that control, including jointly with other entities, a company or a group operating in the credit, insurance and financial markets?

2. (if yes to question 1) Indicate the position held at that intermediary or company (e.g. Director, Statutory Auditor, member of the Supervisory Board, General Manager).

3. (if yes to question 1) Indicate the name of the intermediary or company at which this position is held.

4. (if yes to question 1) Indicate the group, if any, to which the intermediary or the parent company referred to in question No. 3 belongs.

5. (if yes to question 1) Indicate the nature of the activities carried out by the intermediary and the group to which it belongs (e.g. credit, insurance, financial activities)

and whether it is considered that these activities may be considered in competition with those carried out at Banca Sistema.

6. (if yes to question 1) Indicate whether the intermediary or other group company operates on the entire Italian territory or only on a specific geographical area thereof

and, if so, specify the geographical area.

7. (if yes to question 1) Indicate the turnover of the intermediary or of the group to which it belongs at consolidated level.

8. (if yes to question 1) Have you or the intermediary (or another company within the intermediary's group) taken or intend to take steps to verify the existence of any causes of incompatibility with the position held by you at the Bank?

9. (if yes to question 8) Indicate the steps taken or intended to be taken.

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

The declarant

