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PRESS RELEASE

## **BANCA SISTEMA GLOBAL OFFERING: THE OVER-ALLOTMENT OPTION WAS ENTIRELY EXERCISED**

Milan, July 17, 2015

**Banca Sistema S.p.A.** (“**Banca Sistema**” or the “**Company**”), with reference to the Global Offering of its ordinary shares, is pleased to announce that today the Sole Global Coordinator Barclays Bank PLC (“**Barclays**”), also on behalf of the Institutional Managers, has entirely exercised the Over-Allotment Option granted by the Selling Shareholder, SOF Luxco S.à r.l., for n. 3,897,865 ordinary shares of Banca Sistema.

The purchase price of the shares covered by the Over-Allotment Option is equal to Euro 3.75 per Share – the same price established under the terms of the Global Offering – for an aggregate consideration of approximately Euro 14.6 million, not including the commissions and expenses related to the transaction.

Settlement of the shares relating to the Over-Allotment Option will take place on July 21, 2015.

Accordingly, the Global Offering including the Over-Allotment Option involved a total of 42,876,525 shares, equal to 53.32% of the Company’s share capital, for a total amount of approximately Euro 160.8 million, not including the commissions and expenses related to the transaction.

Barclays acts as Sole Global Coordinator for the transaction. The Lead Manager for the Italian Public Offering is Banca Akros S.p.A. (“**Banca Akros**”) and Intermonte SIM S.p.A. (“**Intermonte**”) is acting as Sponsor. Barclays, Banca Akros, Intermonte and Jefferies International Limited act as Joint Bookrunners.

Gianni, Origoni, Grippo, Cappelli & Partners and Shearman & Sterling LLP are acting as legal advisors to the Company. Clifford Chance is acting as legal advisor to the Selling Shareholder. Latham & Watkins LLP is acting as legal advisor to the Sole Global Coordinator, the Lead Manager, the Sponsor and the Joint Bookrunners. KPMG is the auditor of the Company.

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**Banca Sistema**

Banca Sistema was founded in 2011, as a bank specialized in financing and managing trade receivables owed by the Italian Public Administrations, thereby entering a sector of the Italian financial system aimed at granting liquidity to corporate entities in their business dealings with the PA's, mainly through factoring and credit management services.

With main offices in Milan, Rome and London, during this time Banca Sistema has extended its activities and services available both to business and retail Clients.

As an independent financial operator characterized by a diversified business model, Banca Sistema can offer, today, recourse and non-recourse factoring services. This includes receivables between private companies, yearly and quarterly VAT receivables refunds, current accounts, time deposits with durations up to 10 years, guarantees, securities deposit, reverse factoring, certification of Public Administration credits, salary and pension backed loans, and small and medium enterprises financing.

The Bank is also active in the purchasing and management of non-performing financial and trade receivables as well as management and debt recovery from individuals, thanks to its shareholding in CS Union S.p.A..

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