

PRESS RELEASE

BANCA SISTEMA: SHAREHOLDERS' MEETING

Milan, 28 April 2016

We hereby inform that today the Ordinary and Extraordinary Shareholders' Meeting of Banca Sistema S.p.A., reunited in single call at the Company's head office, adopted the following resolutions:

ORDINARY SESSION**1) Approval of the Individual Financial Statements as at 31st December 2015**

The Shareholders' Meeting approved the 2015 Financial Statement, which will be published on Banca Sistema's website www.bancasistema.it (Section Investor Relations/Financial Reports) and will be available at the Registered Office.

2) Allocation of the net profit of the year 2015

The Shareholders' Meeting resolved on the allocation of the net profit of the year 2015 as follows:

- to the *Legal Reserve* Euro 407,860.16;
- as *Dividend* Euro 4,262,315.76, for the no. 80,421,052 ordinary shares, equal to Euro 0.053 per share (coupon 4);
- as *Profits Brought Forward*, the remaining amount of Euro 12,366,931.27.

The Shareholders are hereby informed that starting from May 11, 2016 the dividend for the 2015 Financial Year, amounting to Euro 0.053 per ordinary share (ISIN IT0003173629), will be payable upon detachment of dividend coupon no. 4 on May 9 2016 with the authorized intermediaries.

Pursuant to Art. terdecies 83 of Legislative Decree no. 58/1998 (TUF), entitled to receive such dividend will be those shareholders as resulting from the findings of the accounts at the end of the accounting day of 10 May 2016 (the so-called "record date").

The notice concerning the payment of the dividend will be published on April 29, 2016 in the newspaper "Il Giornale".

3) 2016 remuneration policies of the Banca Sistema Group

The Shareholders' Meeting approved the 2016 Remuneration Policies and set the maximum limit of 2:1 as the ratio between the variable and fixed components of remuneration for employees and "key personnel".

4) Remuneration report

The Shareholders' Meeting resolved *in favour of Section I of the Remuneration Report*.

5) Approval of the 2016 Stock Grant Plan

The Shareholders' Meeting approved the 2016 Stock Grant relating to the free allocation of ordinary shares of the Company at the end of the first of the cycles of the 2016 Plan, subject to the achievement of certain performance targets by executives with strategic responsibilities and "key personnel" of the Banca Sistema Banking Group.

6) Creation of a specific restricted reserve of profits to service the free share capital increase reserved for the beneficiaries of the 2016 stock grant plan 5 and of any future stock grant plans related to the following three financial years (2017-2018-2019).

The Shareholders' Meeting approved the creation of a specific restricted reserve of profits to service the free share capital increase reserved for the beneficiaries of the 2016 Stock Grant Plan and of any future stock grant plans that may be approved for the following three financial years (2017-2018-2019), for an amount of Euro 1.600.000,00 to be funded with pre-existing available capital reserves deriving from "retained profits",

EXTRAORDINARY SESSION

1) Free share capital increase, in tranches, up to a nominal maximum of 49,920, corresponding to a maximum number of 416,000 ordinary shares of a par value of Euro 0.12 each, to service the 2016 Stock Grant Plan and the 2017-2019 plans

The Shareholders' Meeting approved the free share capital increase, in tranches, to service the 2016 Stock Grant Plan ("Plan 2016") and the future 2017-2019 Stock Grant Plans ("Plans 2017-2019"), for a maximum nominal amount of Euro 49.920 corresponding to the maximum number of 416.000 ordinary shares with par value of Euro 0,12 each and it will be completed by June 30, 2023. The free share capital increase will be done by using a special reserve of profit for the capital increase to service the Plan 2016 and Plans 2017-2019, as per the resolution taken under point 6 of the ordinary session.

2) Amendment of art. 5.1 of the Articles of Association

The Shareholders' Meeting approved the amendment of art. 5.1 of the Articles of Association following the approval of the share capital increase, as per the resolution taken under point 1 of the extraordinary session.

We hereby also inform that the summary record of the votes and the Shareholders' Meeting minutes will be made available to the public in accordance with the procedure and the time limits provided for by the laws and regulations in force.

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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..