

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders entitled to attend and exercise their voting rights in **Banca SISTEMA S.p.A.** ("Company" or "Bank") are convened in an Ordinary and Extraordinary Shareholders' Meeting to be held on **April 28, 2016**, at **10:00 a.m.**, at **20, Corso Monforte, Milan**, in single call.

AGENDA

Ordinary Session

1. **Approval of the Individual Financial Statements as at 31st December 2015. Presentation of the Consolidated Financial Statements as at 31st December 2015. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Relating and resulting resolutions.**
2. **Allocation of the net profit of the year 2015;**
3. **2016 remuneration policies of the Banca Sistema Group: approval of the remuneration policies of the Banca Sistema Group for 2016 and setting of the maximum limit of 2:1 as the ratio between the variable and fixed components of remuneration for employees and "key personnel". Relating and resulting resolutions.**
4. **Remuneration report: resolution pursuant to art. 123-ter, paragraph 6 of Italian legislative decree no. 58/1998.**
5. **Approval of the 2016 Stock Grant Plan. Relating and resulting resolutions.**
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 specified in point 5 and of any future stock grant plans that may be approved for the following three financial years. Relating and resulting resolutions."**

Extraordinary Session

1. **Free share capital increase pursuant to article 2349, paragraph 1 of the Italian civil code, in tranches, up to a nominal maximum of 49,920, corresponding to a maximum number of 416,000 (four hundred and sixteen thousand) ordinary shares of a par value of Euro 0.12 (twelve euro cents) each, to service the 2016 Stock Grant Plan and the 2017-2019 plans, to be issued by the Board of Directors in several tranches in accordance with the terms and conditions provided for in said plans, using a special reserve of profits, as per the resolution under point 6 of the ordinary session. Granting of powers to the Board of Directors for the issue of new company shares. Relating and resulting resolutions.**
2. **Amendment of art. 5.1 of the articles of association following the approval of the share capital increase, as per the resolution under point 1 of the extraordinary session. Relating and resulting resolutions.**

General information on the share capital

It is stated that at the date of publication of this notice:

- the subscribed and paid-up share capital of the Company is Euro 9,650,526.24;
- the share capital is divided into 80,421,052 ordinary shares, each ordinary share attributes the right to one vote in both the ordinary and the extraordinary session;
- the Company does not hold any treasury shares.

Any subsequent changes in the information outlined above will be published on the website of Banca SISTEMA and communicated at the beginning of the Meeting.

Participation rights and voting by proxy

Under Art. 83-*sexies* of the Legislative Decree no. 58/98, the legal power to participate in the Meeting and exercise the right to vote shall be attested by a communication, prepared by the intermediary authorized by law, confirming such a right and delivered to the Company, in favor of the person entitled the right to vote, on the basis of the accounting registration at the end of the seventh business trading day prior to the date of the Shareholders' Meeting in single call, i.e. on April 19, 2016. All crediting and debiting of the accounts subsequent to said date, have no relevance for the right to exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by the Company by the end of the third business trading day prior to the date set for the Shareholders' Meeting in single call (i.e. on April 25, 2016). All of the above without prejudice to the entitlement to intervene and vote if the communication reached the Company after the above mentioned term, in any case by the beginning of the Meeting of each single call.

Under article 135-*novies* of the Legislative Decree no. 58/98 and article 8.7 of the Articles of Association, those who are entitled the right to vote may be represented by proxy issued in writing in the manner prescribed by the legislation and regulations from time to time in force.

The proxy may be notified to the Company at its registered office in Milan, by registered post at Corso Monforte 20, or by the electronic format to the following certified e-mail address: bancasistema.affarisocietari@legalmail.it.

A proxy form is available on the Company's Internet website www.bancasistema.it in the section Governance, Shareholders' meeting, 2016.

Given any prior notification, the delegate who will attend the Meeting shall however prove, in the accreditation to access to the meeting, the compliance with the original of the notified copy and the identity of the principal.

Under article 135-*novies* of the Legislative Decree no. 58/98, the proxy can also be conferred by electronic document signed electronically in accordance with article 21, paragraph 2, of the Legislative Decree no. 82/2005 and notified to the certified e-mail address bancasistema.affarisocietari@legalmail.it.

Shareholder representative appointed by the Company

Proxies, with voting instructions for the items on the agenda, may be granted to Computershare S.p.A., which has its registered office at Via Lorenzo Mascheroni 19, Milan 20145, duly designated by the Company for this purpose, in accordance with art. 135-*undecies* of Legislative Decree 58/1998; a printable version of the relevant form to be signed may be downloaded from the website www.bancasistema.it (under the section Governance/Shareholders' Meeting 2016) or obtained from the Company's registered office or from the registered office of Computershare S.p.A. The original of the proxy, with voting instructions, must be received by Computershare S.p.A., Via Lorenzo Mascheroni 19, Milan 20145, by close of business on the penultimate trading day before the date scheduled for the meeting in single call (i.e. by April 26, 2016). A copy of the proxy, accompanied by a statement confirming that it is a true copy of the original, may be provided to the designated proxy holder by the above-mentioned deadlines by fax to +39 02 46776850, or appended to an email sent to the address ufficiomilano@pecserviziotitoli.it. The proxy is valid solely in respect of those items for which voting instructions are given. Proxies and voting instructions may be revoked by the deadlines specified above. Note that the statement to be communicated to the Company by the authorised intermediary, confirming the shareholder's eligibility to take part and exercise his voting rights in the shareholders' meeting, is also required if a proxy is granted to the designated proxy holder.

By law, shares for which a proxy is granted, whether in full or in part, are taken into account in determining whether the shareholders' meeting is duly constituted, although proxies without voting instructions do not count for the purposes of calculating the majority and quorum required to pass resolutions. Details of the proxies granted to Computershare S.p.A. (which can be contacted for any queries by telephone on +39 02 46776811) are also available on the relevant proxy-letter template mentioned above.

Postal voting

Pursuant to Article 127 of the T.U.F. and article 8.8 of the Articles of Association, voting may also be exercised by correspondence in accordance with the applicable regulations.

The "Postal voting Form", available on the Company's Internet website www.bancasistema.it in the section Governance, Shareholders' meeting 2016, or at the Company's registered office, may also be mailed by the Direzione Affari Legali e Societari (Legal and Corporate Affairs Department) to those who have requested it, together with the related envelope. The "Postal voting Form" - duly filled in and signed - must be mailed by registered post at the Company's registered office in Milan - Corso Monforte n. 20, to the attention of the Direzione Affari Legali e Societari or by certified e-mail, to the address bancasistema.affarisocietari@legalmail.it, and received by April 27, 2016.

Voting forms received after the specified deadline or which have not been signed shall not be counted in the initial or the voting quorum of the Shareholders' Meeting. The postal voting is exercised directly by the holder of the voting right and is exercised separately for each of the resolutions proposed. The vote may be revoked with a written statement notified to the Company by April 27, 2016, or by way of an express statement issued by the holder during the course of the Shareholders' Meeting.

Right to submit questions on the items of the agenda

Under article 127-ter of the CFA, those who have the right to vote, can submit questions on the agenda even before the Meeting, by the deadline of November 24, 2015, by registered post at the Company's registered office in Milan - Corso Monforte n. 20 or by certified e-mail, to the address bancasistema.affarisocietari@legalmail.it.

For the exercise of said right, appropriate communication issued by intermediaries depository of the shares owned by the entitled shareholders will have to be addressed to the Company.

Questions received before the Shareholders' Meeting will be answered at the latest during the Meeting, and the Company reserves the right to provide a single answer to questions having the same content.

Additions to the agenda and presentation of new proposed resolutions

Under article 126-bis of the Legislative Decree no. 58/98, the shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication hereof (i.e. April 8, 2016), to integrate the items to be discussed during the Meeting, indicating in their request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda.

The requests, together with the certification attesting the ownership of the shareholding of the requesting shareholders, issued by the intermediaries depository of the shares owned by the shareholder, shall be submitted in writing to the registered office by registered post sent to the attention of Direzione Affari Legali e Societari (Legal and Corporate Affairs Department) or by certified e-mail to the address bancasistema.affarisocietari@legalmail.it provided they are received by the Company within the term referred to above.

Those who have the right to vote may individually submit proposed resolutions at the Meeting.

The supplementing of the agenda and submission of additional proposed resolutions on items already on the agenda will be declared at least fifteen days prior to the date scheduled for the Shareholders' Meeting in single call. The additional proposed resolutions on matters already on the agenda shall be made available to the public in the manner prescribed for the publication of the notice of call, with the publication of the news of the presentation.

Shareholders requesting additions to the agenda shall prepare a report outlining the reasons for the proposed resolutions on new matters they propose to be discussed, that is the justification for the additional proposed resolutions submitted on matters already on the agenda. The report shall be submitted to the Board of Directors before the deadline for submission of the integration request. The Board of Directors shall make the report available to the public, accompanied by its own evaluations, if any, together with the publication of the news of the integration or submission, in the manner provided for under article 125-ter, paragraph 1, of the CFA.

The integration of the agenda is not allowed for matters on which the Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to under article 125-ter, paragraph 1, of the CFA.

Documentation

The documentation relating to items on the agenda, the full text of the proposed resolutions together with the reports required by law, will be made available to the public, as provided by law, at the registered office and on the authorized storage mechanism 1Info at the address www.1info.it as well as on the Company's Internet website www.bancasistema.it in the section Governance, Shareholders' meeting, 2016, in accordance with law and anyhow:

- from the current date the Reports relating to items 3), 5) and 6) on the agenda of the ordinary session and the Information Memorandum relating to the 2016 Stock Grant Plan 2016;
- from March 30, 2016 the documentation and the Reports relating to items 1), 2) and 4) on the agenda of the ordinary session;
- from April 7, 2016 the Reports relating to items 1) and 2) on the agenda of the extraordinary session.

An excerpt of this notice will be published on March 30, 2016 in the newspaper "Il Giornale".

Milan, March 29, 2016

THE CHAIRMAN OF THE BOARD OF DIRECTORS

Signed by

Luitgard Spögler

*Shareholders entitled to attend and vote at the Meeting are kindly requested to arrive in advance of the stated time, together with ID documents, to allow for the preliminary checks and to ensure that the Meeting starts on time.
Information about attendance at the Shareholders' Meeting can be obtained from the Number 02.80280.1 which is available from Monday to Friday from 8.30 a.m. until 1 p.m. and from 2 p.m. to 6 p.m..*