

Space reserved for the
Company

BANCA

S I S T E M A

BANCA SISTEMA S.p.A.
 Corso Monforte 20 - Italy
 Tax code and VAT code 12870770158
 Share Capital € 9,650,526.24 fully paid-up
 Parent company of the Banca Sistema Banking Group – registered with the Rolls of
 Banks under n. 3158
 ABI code n. 03158.3 and subject to the Supervision of Bank of Italy
 Member of the Interbank Deposit Protection Fund and National Guarantee Fund

Ordinary and Extraordinary Shareholders' Meeting to be held on April 28, 2016 on single call

POSTAL VOTING FORM

PART 1 - Shareholder or person entitled to vote personal information

Individuals

Full name	
Place and date of birth	
Address (city)	at (street name)
Taxpayer identification number	
Identity Papers	N°
Issued by	Termination

Companies, trusts, funds or other legal entities, etc.

Name and type
Registered Office's address
Taxpayer identification number
Legal representative's full name
Legal representative's place and date of birth
Main elements of the deed or of the resolution conferring powers to the legal representative

Number of Shares held

I hereby declare not to be subject to any of the provisions excluding me from the right of vote pursuant to current laws, regulations and Eni S.p.A. By-laws.

For the exercise of the vote by mail, it is necessary for those entitled to vote to give instructions to the intermediary that keeps the related accounts to send the statement certifying the ownership of the related right, by the end of April 19, 2015.

Date

Signature of the Shareholder or of the person entitled to vote

.....
The Italian text prevails over the English version

PART 2.1 – Section related to the expression of the vote on the items of the Agenda of Ordinary Shareholders' Meeting to be held on April 28, 2016 on single call

VOTE BY MAIL FORM

Full name of the Shareholder or of the person entitled to vote

ORDINARY PART

ITEM 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. Having examined the Financial Statements, the reports and the proposal of the Board of Directors, I express the following vote ⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

I CONFIRM THE VOTE PREVIOUSLY CAST

I REVOKE THE VOTE PREVIOUSLY CAST ⁽³⁾

I CHANGE THE VOTE ALREADY CAST

FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS

FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)

.....

AGAINST ALL PROPOSALS

ABSTAINED

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

ITEM 2

Allocation of the net profit of the year 2015.

Having examined the report and the proposal of the Board of Directors, I express the following vote⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

I CONFIRM THE VOTE PREVIOUSLY CAST

I REVOKE THE VOTE PREVIOUSLY CAST ⁽³⁾

I CHANGE THE VOTE ALREADY CAST

FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS

FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)

.....

AGAINST ALL PROPOSALS

ABSTAINED

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

VOTE BY MAIL FORM

Full name of the Shareholder or of the person entitled to vote

ITEM 5

Approval of the 2016 Stock Grant Plan. Relating and resulting resolutions.

Having examined the report and the proposal of the Board of Directors, I express the following vote⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

- I CONFIRM THE VOTE PREVIOUSLY CAST**
- I REVOKE THE VOTE PREVIOUSLY CAST** ⁽³⁾
- I CHANGE THE VOTE ALREADY CAST**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)**
.....
 - AGAINST ALL PROPOSALS**
 - ABSTAINED**

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

ITEM 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.

Having examined the report and the proposal of the Board of Directors, I express the following vote⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

- I CONFIRM THE VOTE PREVIOUSLY CAST**
- I REVOKE THE VOTE PREVIOUSLY CAST** ⁽³⁾
- I CHANGE THE VOTE ALREADY CAST**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)**
.....
 - AGAINST ALL PROPOSALS**
 - ABSTAINED**

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

PART 2.2 – Section related to the expression of the vote on the items of the Agenda of Extraordinary Shareholders' Meeting to be held on April 28, 2016 on single call

VOTE BY MAIL FORM

Full name of the Shareholder or of the person entitled to vote

EXTRAORDINARY PART

ITEM 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.

Having examined the report and the proposal of the Board of Directors, I express the following vote⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

- I CONFIRM THE VOTE PREVIOUSLY CAST**
- I REVOKE THE VOTE PREVIOUSLY CAST** ⁽³⁾
- I CHANGE THE VOTE ALREADY CAST**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)**
.....
- AGAINST ALL PROPOSALS**
- ABSTAINED**

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

ITEM 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.

Having examined the report and the proposal of the Board of Directors, I express the following vote⁽¹⁾:

FOR

AGAINST

ABSTAINED

In case of **amendment** or **integration** of the proposal presented⁽²⁾:

- I CONFIRM THE VOTE PREVIOUSLY CAST**
- I REVOKE THE VOTE PREVIOUSLY CAST** ⁽³⁾
- I CHANGE THE VOTE ALREADY CAST**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION OF THE BOARD OF DIRECTORS**
 - FOR THE PROPOSAL OF AMENDMENT/INTEGRATION PRESENTED BY (PLEASE WRITE THE NAME OF ONE OR MORE SHAREHOLDERS)**
.....
- AGAINST ALL PROPOSALS**
- ABSTAINED**

Date

Signature of the Shareholder or of the person entitled to vote

.....

.....

⁽¹⁾ Pursuant to Article 143, paragraph 2 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, as subsequently amended, in case of failure to give voting instructions on a point, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting; these shares will not be taken into account for calculating the majority and the share capital required to approve the resolution.

⁽²⁾ Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, as subsequently amended, without any evidence of intent the vote already cast is confirmed.

⁽³⁾ Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, if the shareholder chooses to revoke the vote already cast, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting; these shares will not be taken into account for calculating the majority and the share capital required to approve the resolution.

⁽⁴⁾ Pursuant to Article 143, paragraph 3 of the Regulation implementing Italian Legislative Decree No.58 of 24 February 1998, if the shareholder chooses to revoke the vote already cast, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting.