



# ORDINARY SHAREHOLDERS' MEETING

14 DECEMBER 2017

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SUMMARY REPORT OF THE VOTES

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**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE ITEMS OF THE ORDINARY SHAREHOLDERS' MEETING**  
**14 DECEMBER 2017**  
**(Report pursuant to article 125-quarter, par. 2 of Italian Legislative Decree no. 58 of 24th February 1998)**

Attendance to the meeting Ordinary Shareholders' Meeting of Banca Sistema S.p.A. held on 14 December 2017 in a single call: no. 33 Shareholders, in person or by proxy, representing no. 49,870,673 ordinary shares corresponding to 62.01196% of the ordinary share capital.

The Ordinary Shareholders' Meeting adopted the following resolutions.

**1. Appointment of new members of the Board of Statutory Auditors pursuant to Article 2401 of the Civil Code.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	30	49,646,108	99.54970%	99.54970%	61.73272%
Against	0	0	0.00000%	0.00000%	0.00000%
Abstentions	3	224,565	0.45030%	0.45030%	0.27924%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>33</b>	<b>49,870,673</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>62.01196%</b>

**2. Appointment of a Director pursuant to Article 2386 of the Civil Code**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	30	49,646,108	99.54970%	99.54970%	61.73272%
Against	0	0	0.00000%	0.00000%	0.00000%
Abstentions	3	224,565	0.45030%	0.45030%	0.27924%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>33</b>	<b>49,870,673</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>62.01196%</b>

**3. Amendment of the resolution of the Shareholders' Meeting held on 27 April 2017 as regards point 7 of the agenda "Approval of the remuneration policies of the Banca Sistema Group for the year 2017 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.**

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON SHARE CAPITAL
In Favour	33	49,870,673	100.00000%	100.00000%	62.01196%
Against	0	0	0.00000%	0.00000%	0.00000%
Abstentions	0	0	0.00000%	0.00000%	0.00000%
Not voting	0	0	0.00000%	0.00000%	0.00000%
<b>TOTAL</b>	<b>33</b>	<b>49,870,673</b>	<b>100.00000%</b>	<b>100.00000%</b>	<b>62.01196%</b>