

EXCERPT OF THE NOTICE OF CALL OF AN ORDINARY SHAREHOLDERS' MEETING

Banca SISTEMA S.p.A.

Largo Augusto 1/A, at the corner of Via Verziere 13, 20122 Milan
Tax Code and VAT number 12870770158
Fully paid-up share capital € 9,650,526.24
ABI 03158.3

Shareholders entitled to attend and vote at the Shareholder's Meeting of **Banca SISTEMA S.p.A.** are summoned to the Ordinary Shareholders' Meeting of the Bank in **Milan – Largo Augusto 1/A, at the corner of Via Verziere 13** – on **18 April 2019**, in a single call, at **10:00 a.m.**

AGENDA

1. **Approval of the separate financial statements of Banca Sistema S.p.A. at 31 December 2018. Presentation of the Consolidated Financial Statements at 31 December 2018. Reports of the Directors, the Board of Statutory Auditors and the independent auditors. Relating and resulting resolutions.**
2. **Allocation of the profit for the year 2018. Relating and resulting resolutions.**
3. **Appointment of a Director pursuant to Article 2386 of the Italian Civil Code. Relating and resulting resolutions.**
4. **Appointment of the independent auditors and determination of their fee. Relating and resulting resolutions.**
5. **Approval of the Remuneration Policies of the Banca Sistema Group for 2019 and setting of the maximum limit of 2:1 as the ratio between the variable and fixed components of remuneration for the CEO and General Manager. Relating and resulting resolutions.**
6. **Remuneration Report: resolution pursuant to article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented.**
7. **Authorisation to purchase and disposal of treasury shares. Relating and resulting resolutions.**

Information on the share capital and shares with voting rights and information about the methods, terms and procedures relevant to:

- participation and representation at the Shareholders' Meeting;
- the right to request additions to the agenda and the right to submit new proposed resolutions relevant to items already on the agenda;
- the right to submit questions on the items of the agenda before the Meeting;
- presentation of proposal for the appointment of a Director pursuant to Article 2386 of the Italian Civil Code;
- availability of the reports and other documents relevant to the items on the agenda;

are shown in the notice of call which is available, together with the documentation relevant to the Shareholders' Meeting, on the Internet website www.bancasistema.it under the "Governance" section / 2019 Shareholders' Meeting.

The Annual Financial Report together with the draft separate Financial Statements and the Consolidated financial statements at 31 December 2018 will be available to the public at the registered office of the Banca SISTEMA S.p.A and published on the Internet website of the Company, www.bancasistema.it, and on the authorised storage mechanism 1info www.1info.it as from 27 March 2019.

BANCA

S I S T E M A

Milan, 18 March 2019

CHAIRPERSON OF THE BOARD OF DIRECTORS

Signed by *Luitgard Spögler*

Shareholders entitled to attend and vote at the Meeting are 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..