

Space reserved for the
Company

BANCA

S I S T E M A

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

Parent company of Banca Sistema banking group – No. 3158 in the Register of Banking Groups

Register of Banks – ABI No. 03158.3 and subject to the supervisory activity of the Bank of Italy

Member of the Interbank Deposit Protection Fund and National Guarantee Fund

Ordinary shareholders' meeting of 18 April 2019, held on single call

POSTAL VOTING

PART 1 - Information about the Shareholder or the person entitled to vote

Individuals

Name and surname	
Place and data of birth	
Resident in (city)	on (street address)
Tax Code	
Identity document (type)	No.
Issued by	Expiration

Companies, Institutions, Legal persons, etc.

Name or company name
Registered office address
Tax Code
Name and surname of representative
Place and date of birth of representative
Details of the document granting powers of representation

Number of shares held

I hereby declare that I am not in any of the situations that would deny me from being eligible to vote under current legal and regulatory provisions, and the Articles of Association of Banca Sistema S.p.A

Please note that to exercise the right to vote by post, the party entitled to vote must provide instructions to the intermediary who keeps the accounts so that they can make the communication certifying entitlement at the end of the accounting day of 17 April 2019.

**Date
vote**

Signature of the Shareholder or the person entitled to

.....

.....

PART 2 - Section on the casting of votes on items on the agenda of the Ordinary Shareholders' Meeting of 18 April 2019

POSTAL VOTING

Name and surname of the Shareholder or the person entitled to vote

ITEM 1

Approval of the Financial Statements as at 31st December 2018 of Banca Sistema S.p.A.. Presentation of the Consolidated Financial Statements as at 31st December 2018. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Relating and resulting resolutions.

Having read the financial statements, the reports and the proposal of the Board of Directors, I hereby cast the following vote⁽¹⁾:

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution ⁽²⁾:

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽³⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....

AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

**Date
vote**

Signature of the Shareholder or the person entitled to

.....

.....

ITEM 2

Allocation of the net profit for the year 2018. Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote⁽¹⁾:

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution ⁽²⁾:

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽³⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....

AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

**Date
vote**

Signature of the Shareholder or the person entitled to

.....

.....

POSTAL VOTING
Name and surname of the Shareholder or the person entitled to vote

ITEM 3

Appointment of a Director pursuant to Article 2386 of the Civil Code. Relating and resulting resolutions.

Having read the report of the Board of Directors and based on the recommendation received by the shareholder (...)¹⁾:

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽⁴⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....

AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

**Date
vote**

Signature of the Shareholder or the person entitled to

.....

.....

ITEM 4

Appointment of the entity responsible for carrying out the legal audit of the financial statements and determination of the remuneration. Relating and resulting resolutions.

Having read the report and the invitation of the Board of Directors to formulate proposals on this agenda item and to approve one of them, I express the following vote⁽¹⁾:

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution (2):

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽⁴⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT/ ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT/ INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....

AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

**Date
entitled to vote**

Signature of the Shareholder or the person

.....

.....

POSTAL VOTING

Name and surname of the Shareholder or the person entitled to vote

ITEM 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.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote⁽¹⁾

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution ⁽²⁾:

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽⁴⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT / ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT / INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....
 AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

Date
vote

Signature of the Shareholder or the person entitled to

.....

.....

POSTAL VOTING

Name and surname of the Shareholder or the person entitled to vote

ITEM 6

Remuneration Report: resolution pursuant to art. 123-ter, paragraph 6 of Italian legislative decree no. 58/1998.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote⁽¹⁾

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution ⁽²⁾:

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽³⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT / ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT / INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....
 AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

**Date
vote**

Signature of the Shareholder or the person entitled to

.....

.....

ITEM 7

Authorization to purchase and dispose of treasury shares Relating and resulting resolutions.

Having read the report and the proposal of the Board of Directors, I hereby cast the following vote⁽¹⁾

FOR

AGAINST

ABSTAIN

In the event of an **amendment** or **integration** to the proposed resolution ⁽²⁾:

CONFIRM THE VOTE ALREADY CAST

REVOKE THE VOTE ALREADY CAST⁽³⁾

MODIFY the vote already cast:

IN FAVOUR OF THE PROPOSED AMENDMENT / ADDITION TO THE BOARD OF DIRECTORS

IN FAVOUR OF THE PROPOSED AMENDMENT / INTEGRATION PRESENTED BY (INDICATE ONE OR MORE PROPOSING SHAREHOLDERS)

.....

AGAINST ALL THE PROPOSALS PRESENTED

ABSTAIN

**Date
vote**

Signature of the Shareholder or the person entitled to

.....

.....

⁽¹⁾ In accordance with Article 143, paragraph 2 of Consob Regulation no. 11971 of 14 may 1999 as subsequently amended, in the case where no vote is cast on an agenda item, the shares will still be taken into account in determining whether the Shareholders' Meeting is duly constituted; however, the same shares will not be taken into account for the purposes of calculating the majority and quorum required to pass resolutions.

⁽²⁾ In accordance with Article 143, paragraph 3 of Consob Regulation no. 11971 of 14 may 1999 as subsequently amended, if there is no indications of how the person intends to vote, the vote already cast shall be deemed to have been confirmed.

⁽³⁾ In accordance with Article 143, paragraph 3 of Consob Regulation no. 11971 of 14 may 1999 as subsequently amended, in the event a vote already cast on an agenda item is revoked, the shares will still be taken into account in determining whether the Shareholders' Meeting is duly constituted; however, the same shares will not be taken into account for the purposes of calculating the majority and quorum required to pass resolutions.

⁽⁴⁾ In accordance with article 143, paragraph 3 of Consob Regulation no. 11971 of 14 may 1999 as amended, in the event a vote already cast on an agenda item is revoked, the shares will still be taken into account in determining whether the Shareholders' Meeting is duly constituted.