

BANCA SISTEMA S.P.A.

Fully paid-up share capital € 9,650,526.24

Tax code and Milan Companies' Register No. 12870770158 - ABI code No. 03158.3

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**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING, HELD ON SINGLE CALL
AT THE REGISTERED OFFICE AT LARGO AUGUSTO 1/A, ANGOLO VIA VERZIERE 13, MILAN
27 NOVEMBER 2020, 9.30 A.M.**

**BOARD OF DIRECTORS' REPORT
ON ITEMS 2, 3 AND 4 OF THE AGENDA**

(prepared pursuant to Art. 125-ter of Legislative Decree No. 58 of 24 February 1998,
as amended and supplemented)

EXTRAORDINARY MEETING

- ITEM 2) AMENDMENT TO ART. 10.2 OF THE ARTICLES OF ASSOCIATION, TO INTRODUCE THE POSSIBILITY OF ELECTING TWO DIRECTORS INSTEAD OF ONE FROM THE MINORITY LIST. RELATING AND RESULTING RESOLUTIONS.
- ITEM 3) AMENDMENTS TO ARTICLES 5.7 AND 10.3; INTRODUCTION OF NEW ART. 12.3 AND CONSEQUENT NEW NUMBERING OF CURRENT ARTICLES 12.3 AND 12.4 AS 12.4 AND 12.5 OF THE ARTICLES OF ASSOCIATION. RELATING AND RESULTING RESOLUTIONS.
- ITEM 4) AMENDMENT TO ART. 17.5 OF THE ARTICLES OF ASSOCIATION, TO UPDATE THE MECHANISM FOR APPOINTING THE STATUTORY AUDITORS, IN THE EVENT OF TIE VOTE BETWEEN THE LISTS SUBMITTED. RELATING AND RESULTING RESOLUTIONS.

BOARD OF DIRECTORS' REPORT

Dear Shareholders,

We hereby inform you that the Board of Directors of the Bank, following the discussions held with the Bank of Italy and Consob concerning the amendments to the Articles of Association approved by the Extraordinary Shareholders' Meeting on 23 April, has decided to submit further amendments to the Articles of Association to another Extraordinary Shareholders' Meeting.

We therefore wish to draw your attention to the proposed amendments to the following articles of the Articles of Association, together with the introduction of the new Art. 12.3, thus adopting the considerations of the supervisory authorities:

- Art. 5.7, removal of the part where acquisition of the shareholder's increased voting right is subject to the issuance of a second communication, by the intermediary with which the shares are deposited, certifying the uninterrupted holding of the shares in question for a period of 24 months;
- Art. 10.2, amendment to the part that imposes quantitative and qualitative conditions with regard to the composition of the lists of candidates for the position of Director, with the introduction of the possibility of electing two directors instead of one from the minority list;
- Art. 10.3, introduction of an additional method for resolving on the appointment of independent Directors, should those already in place fail to provide the number envisaged by the regulations;
- Art. 12.3, introduction of a new article that indicates, pursuant to Art. 150, paragraph 1, of the Consolidated Law on Finance, the procedures whereby the Directors and more particularly, the delegated bodies report to the Board of Statutory Auditors on the activities carried out; consequent new numbering of current Articles 12.3 and 12.4 as 12.4 and 12.5 of the Articles of Association;
- Art. 17.5, amendment to the part that states that, in the event of tie vote between lists for the election of the Board of Statutory Auditors, the list submitted by the shareholders with the greatest equity interest, or, subordinately, by the greatest number of shareholders, will prevail, by modifying the mechanism for appointing Statutory Auditors, in the event of tie vote between the lists submitted.

On 30 September, the Bank of Italy issued a decision stating that the proposed amendments to the Articles of Association do not contradict the principle of sound and prudent management, pursuant to Articles 56 and 61 of the Consolidated Law on Banking.

It should also be noted that the proposed amendments are not relevant as regards the exercising of any right of withdrawal by shareholders and are consistent with the regulations in force concerning joint-stock companies, banking intermediaries and listed issuers, as well as with the Code of Conduct of listed issuers.

The following table provides a comparison of the text of the Articles of Association in force with that including the proposed amendments.

TEXT OF THE ARTICLES OF ASSOCIATION IN FORCE, AS APPROVED BY THE SHAREHOLDERS' MEETING ON 23 APRIL 2020	PROPOSED AMENDMENTS
Art. 5.7. In departure from paragraph 3 of this article, each share carries two voting rights if the following conditions are both satisfied: (a) the share has been held by the same shareholder, by reason of a right of entitlement to exercise the voting right (full ownership with voting rights	Art. 5.7. In departure from paragraph 3 of this article, each share carries two voting rights if the following conditions are both satisfied: (a) the share has been held by the same shareholder, by reason of a right of entitlement to exercise the voting right (full ownership with voting rights

<p>attached or bare ownership with voting rights attached or usufruct with voting rights attached), for a continuous period of at least twenty-four months; (b) the satisfaction of the condition under point (a) above has been evidenced by continuous entry, for a period of at least twenty-four months, in the special list created pursuant to this article ("Special List") and by receipt of an appropriate communication from the intermediary on whose accounts the shares are registered pursuant to laws in force, confirming the ownership of the shares, as at the end date of the continuous period of twenty-four months.</p>	<p>attached or bare ownership with voting rights attached or usufruct with voting rights attached), for a continuous period of at least twenty-four months; (b) the satisfaction of the condition under point (a) above has been evidenced by continuous entry, for a period of at least twenty-four months, in the special list created pursuant to this article ("Special List") and by receipt of an appropriate communication from the intermediary on whose accounts the shares are registered pursuant to laws in force, confirming the ownership of the shares, as at the end date of the continuous period of twenty-four months.</p>
<p>Art. 10.2 Current laws and the provisions of these Articles of Association apply to the appointment, dismissal and replacement of members of the Board of Directors. The members of the Board of Directors are elected using the list system in which a minimum of three and a maximum of eleven candidates must be listed in sequential order. The candidate at sequential number "1" of each list shall also be the candidate appointed as Chairperson of the Board of Directors. Any shareholder, as well as shareholders belonging to the same group, parties to a shareholders' agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the entity controlling it, the entity by which it is controlled and the entity subject to joint control pursuant to article 93 of Legislative Decree no. 58 dated 24 February 1998, may not present or be involved in the presentation, either by proxy or trust company, of more than one list and may not vote on lists other than the one presented. Participating, either directly or indirectly, in the indication of applicants present in more than one list shall imply that these lists shall be deemed to have not been submitted. For the purposes of the preceding subsection, entities, even those without a corporate status, which exercise direct or indirect control pursuant to article 93 of Legislative Decree no. 58 of 24 February 1998 over the shareholder in question and all the companies controlled directly or indirectly by those entities are deemed to belong to the same group. Each candidate may appear in one list, under pain of ineligibility.</p> <p>Only those shareholders with voting rights who, separately or together with other shareholders, are holders of shares representing at least the percentage of share capital established by the applicable legislation in force at the time, are entitled to submit lists. The percent interest required to submit lists of candidates for the</p>	<p>Art. 10.2 Current laws and the provisions of these Articles of Association apply to the appointment, dismissal and replacement of members of the Board of Directors. The members of the Board of Directors are elected using the list system in which a minimum of three and a maximum of eleven candidates must be listed in sequential order. The candidate at sequential number "1" of each list shall also be the candidate appointed as Chairperson of the Board of Directors. Any shareholder, as well as shareholders belonging to the same group, parties to a shareholders' agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the entity controlling it, the entity by which it is controlled and the entity subject to joint control pursuant to article 93 of Legislative Decree no. 58 dated 24 February 1998, may not present or be involved in the presentation, either by proxy or trust company, of more than one list and may not vote on lists other than the one presented. Participating, either directly or indirectly, in the indication of applicants present in more than one list shall imply that these lists shall be deemed to have not been submitted. For the purposes of the preceding subsection, entities, even those without a corporate status, which exercise direct or indirect control pursuant to article 93 of Legislative Decree no. 58 of 24 February 1998 over the shareholder in question and all the companies controlled directly or indirectly by those entities are deemed to belong to the same group. Each candidate may appear in one list, under pain of ineligibility.</p> <p>Only those shareholders with voting rights who, separately or together with other shareholders, are holders of shares representing at least the percentage of share capital established by the applicable legislation in force at the time, are entitled to submit lists. The percent interest required to submit lists of candidates for the</p>

appointment of the Board of Directors is specified in the notice of call of the Shareholders' Meeting called to resolve on the appointment of said body. The lists must be filed at the company's registered office and at the management company at least 25 (twenty-five) days prior to the date planned for the Shareholders' Meeting called to resolve on the appointment of the management body and be made available to the public at the registered office, at the management company, on the Company's website and with the other means stipulated under applicable legal and regulatory provisions at least 21 (twenty-one) days prior to the date set for the Shareholders' Meeting on single or first call. The lists indicate which directors are in possession of the requirements of independence stipulated by law and these Articles of Association.

Each list must contain at least three candidates, of whom at least two are in possession of the requirements of independence established by law and the Articles of Association. Moreover, each list must include candidates of different genders, including for individual independent candidates, according to what is stated in the Shareholders' Meeting notice of call, so as to enable the Board of Directors to be formed pursuant to the provisions of the Articles of Association regarding gender equality.

The holding of the minimum share necessary to submit lists under this paragraph is determined having regard to the shares which are registered to the shareholder on the day in which these lists are filed at the company's registered office. In order to prove ownership of the number of shares required to submit lists, shareholders putting forward lists have to submit or send to the registered office a copy of the appropriate certificate issued by a legally authorised intermediary proving ownership of the number of shares required for the submission of the list issued at least twenty-one days before the Shareholders' Meeting called to approve the appointment of the members of the Board of Directors. Each list submitted must include: a) information regarding the shareholders who have presented the list and the percentage of shares

appointment of the Board of Directors is specified in the notice of call of the Shareholders' Meeting called to resolve on the appointment of said body. The lists must be filed at the company's registered office and at the management company at least 25 (twenty-five) days prior to the date planned for the Shareholders' Meeting called to resolve on the appointment of the management body and be made available to the public at the registered office, at the management company, on the Company's website and with the other means stipulated under applicable legal and regulatory provisions at least 21 (twenty-one) days prior to the date set for the Shareholders' Meeting on single or first call. The lists indicate which directors are in possession of the requirements of independence stipulated by law and these Articles of Association.

Lists containing three or more candidates must include a number of candidates from the least represented gender that ensures respect of the gender balance to the minimum extent required by the legislation and regulations in force at the time.

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held; b) the declarations in which each candidate accepts the nomination (in the case of candidates positioned at sequential number "1" on each list, they also accept the nomination for the position of Chairperson of the Board of Directors) and declare, under their own responsibility that there are no causes of ineligibility or incompatibility, and that the requirements of professionalism and integrity and any other requirement stipulated under current laws and these Articles of Association for undertaking the position are met; c) declarations of independence issued pursuant to the applicable provisions of laws, regulations and these Articles of Association; as well as d) the CV of each candidate, containing extensive information of the individual's personal and professional characteristics, indicating the management and control positions covered.

Any list that does not meet the above requirements shall be deemed not to have been filed. Each shareholder has the right to vote for one list. Where a vote is made for several lists, the vote shall be deemed as not having been cast for any of them.

The election of the Board of Directors shall take place as follows:

a) all directors to be appointed, less one, are drawn from the list that obtains the majority of votes (majority list), in the sequential order in which they are listed on that same list, and pursuant to art. 10.3 in compliance with the minimum number of directors in possession of the independence requirements under art. 10.3 below; the candidate positioned at sequential number "1" is appointed Chairperson of the company's Board of Directors;

b) the last member of the Board of Directors is drawn from the minority list that receives the highest number of votes after the list referred to in subparagraph a), which is not connected in any way, even indirectly, with that list and/or with the shareholders who submitted or voted for the majority list, on the basis of the sequential order of that list. That member must be in possession of the independence requirements pursuant to art. 10.3 below.

To this end, however, lists that do not obtain a percentage of votes equal to at least half of that required for the submission of lists, referred to

held; b) the declarations in which each candidate accepts the nomination (in the case of candidates positioned at sequential number "1" on each list, they also accept the nomination for the position of Chairperson of the Board of Directors) and declare, under their own responsibility that there are no causes of ineligibility or incompatibility, and that the requirements of professionalism and integrity and any other requirement stipulated under current laws and these Articles of Association for undertaking the position are met; c) declarations of independence issued pursuant to the applicable provisions of laws, regulations and these Articles of Association; as well as d) the CV of each candidate, containing extensive information of the individual's personal and professional characteristics, indicating the management and control positions covered.

Any list that does not meet the above requirements shall be deemed not to have been filed. Each shareholder has the right to vote for one list. Where a vote is made for several lists, the vote shall be deemed as not having been cast for any of them.

The election of the Board of Directors shall take place as follows:

a) **without prejudice to the provisions of subparagraph c) of this paragraph**, all directors to be appointed, less one, are drawn from the list that obtains the majority of votes (majority list), in the sequential order in which they are listed on that same list, and pursuant to art. 10.3 in compliance with the minimum number of directors in possession of the independence requirements under art. 10.3 below; the candidate positioned at sequential number "1" is appointed Chairperson of the company's Board of Directors;

b) **without prejudice to the provisions of subparagraph c) of this paragraph**, the last member of the Board of Directors is drawn from the minority list that receives the highest number of votes after the list referred to in subparagraph a), which is not connected in any way, even indirectly, with that list and/or with the shareholders who submitted or voted for the majority list, on the basis of the sequential order of that list. That member must be in possession of the independence requirements pursuant to art. 10.3 below.

To this end, however, lists that do not obtain a percentage of votes equal to at least half of that required for the submission of lists, referred to

<p>in subsection six of this paragraph, shall not be taken into account.</p>	<p>in subsection six of this paragraph, shall not be taken into account;</p> <p>c) in cases where the minority list that receives the highest number of votes after the list referred to in subparagraph a), which is not connected in any way, even indirectly, with that list and/or with the shareholders who submitted or voted for the majority list, is submitted by one or more shareholders with voting rights who, separately or together with other shareholders, represent at least twice the percentage of the share capital established by the applicable legislation in force at the time for the submission of lists of candidates for the election of the Board of Directors, two directors shall be drawn from that list in the sequential order in which they are listed on that same list. In this case, the number of directors to be drawn from the majority list will be consequently reduced by one.</p>
<p>10.3 The directors must meet the requirements of professionalism and integrity and any other requirement under the regulations in force and these Articles of Association. In addition, a number of directors not less than that required by the regulations in force, with rounding up to the nearest whole in the case of a fractional number, must meet the independence requirements established in regulations in force from time to time, as well as the Code of Conduct to which the company adheres. The loss of the requirements for the position will entail dismissal. However, the loss of the above independence requirements in relation to a director, notwithstanding the obligation to immediately notify the Board of Directors, shall not lead to dismissal if the requirements are still met by the remaining minimum number of directors pursuant to regulations in force and these Articles of Association. If the candidates elected in the manner described above do not ensure the appointment of a number of directors who meet the independence requirements provided for above equal to the minimum number established by law and these Articles of Association in relation to the total number of directors, the non-independent candidate elected last in sequential order in the majority list, will be replaced by the first independent candidate in sequential order not elected from the same list, or, failing that, by the first independent candidate in sequential order not elected from the minority list. This replacement procedure will be followed until</p>	<p>10.3 The directors must meet the requirements of professionalism and integrity and any other requirement under the regulations in force and these Articles of Association. In addition, a number of directors not less than that required by the regulations in force, with rounding up to the nearest whole in the case of a fractional number, must meet the independence requirements established in regulations in force from time to time, as well as the Code of Conduct to which the company adheres. The loss of the requirements for the position will entail dismissal. However, the loss of the above independence requirements in relation to a director, notwithstanding the obligation to immediately notify the Board of Directors, shall not lead to dismissal if the requirements are still met by the remaining minimum number of directors pursuant to regulations in force and these Articles of Association. If the candidates elected in the manner described above do not ensure the appointment of a number of directors who meet the independence requirements provided for above equal to the minimum number established by law and these Articles of Association in relation to the total number of directors, the non-independent candidate elected last in sequential order in the majority list, will be replaced by the first independent candidate in sequential order not elected from the same list, or, failing that, by the first independent candidate in sequential order not elected from the minority list. This replacement procedure will be followed until</p>

the number of independent directors to be appointed is reached.

Without prejudice to compliance with the minimum number of directors in possession of the independence requirements as stipulated above, where the candidates elected in the manner indicated above in the composition of the Board of Directors do not ensure compliance with the provisions of the Articles of Association in relation to gender equality, the candidate of the most represented gender elected last in sequential order in the majority list, shall be replaced by the first candidate of the least represented gender in sequential order not elected from the same list, or, failing this, by the first candidate of the least represented gender in sequential order not elected from the minority list. This replacement procedure will be carried out until the Board of Directors is compliant with the provisions of the Articles of Association in respect of gender equality.

In the event of there being only one list that is presented and allowed, all the candidates on this list shall be elected, but ensuring the nomination of directors in possession of the independence requirements at least in the overall number required under current laws and these Articles of Association, and also in compliance with the provisions of the Articles of Association on gender equality. Where no list is submitted or allowed, the Shareholders' Meeting shall resolve according to the legal majority without following the procedure referred to above. This is notwithstanding, however, different and other provisions provided under mandatory and statutory laws. In any event, there shall be compliance with the minimum number of independent directors and with the provisions of the Articles of Association on gender equality.

For the appointment of directors who for whatever reason are not nominated pursuant to the procedures given above, the Shareholders' Meeting shall resolve by legal majority voting so as to ensure that the composition of the Board of Directors is compliant with the law and these Articles of

the number of independent directors to be appointed is reached. **Should this replacement procedure fail to give the result indicated above, replacement will be carried out by a resolution of the Shareholders' Meeting adopted by a relative majority, subject to the submission of candidates in possession of the above-mentioned requirements.**

Without prejudice to compliance with the minimum number of directors in possession of the independence requirements as stipulated above, where the candidates elected in the manner indicated above in the composition of the Board of Directors do not ensure compliance with the provisions of the Articles of Association in relation to gender equality, the candidate of the most represented gender elected last in sequential order in the majority list, shall be replaced by the first candidate of the least represented gender in sequential order not elected from the same list, or, failing this, by the first candidate of the least represented gender in sequential order not elected from the minority list. This replacement procedure will be carried out until the Board of Directors is compliant with the provisions of the Articles of Association in respect of gender equality.

In the event of there being only one list that is presented and allowed, all the candidates on this list shall be elected, but ensuring the nomination of directors in possession of the independence requirements at least in the overall number required under current laws and these Articles of Association, and also in compliance with the provisions of the Articles of Association on gender equality. Where no list is submitted or allowed, the Shareholders' Meeting shall resolve according to the legal majority without following the procedure referred to above. This is notwithstanding, however, different and other provisions provided under mandatory and statutory laws. In any event, there shall be compliance with the minimum number of independent directors and with the provisions of the Articles of Association on gender equality.

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<p>Association, and also complies with the provisions of the Articles of Association in respect of gender equality.</p>	<p>Association, and also complies with the provisions of the Articles of Association in respect of gender equality.</p>
	<p>Art. 12.3 [NEW] The Board of Directors and the delegated bodies, such as the CEO and/or the Executive Committee, promptly report to the Board of Statutory Auditors, at least quarterly and, in any event, during meetings of the Board of Directors, on the activities carried out and on the most important economic and financial transactions carried out by the company and its subsidiaries; in particular, they report on transactions in which they have an interest, either directly or on behalf of third parties.</p>
<p>12.3 The following powers are also assigned to the Board of Directors: a) merger pursuant to the cases provided under articles 2505 and 2505-bis of the Italian Civil Code, and de-merger in the cases in which these rules apply; b) the reduction of the capital in the event of the withdrawal of one or more shareholders; c) the adjustment of the Articles of Association to legal provisions.</p>	<p>12.3 12.4 The following powers are also assigned to the Board of Directors: a) merger pursuant to the cases provided under articles 2505 and 2505-bis of the Italian Civil Code, and de-merger in the cases in which these rules apply; b) the reduction of the capital in the event of the withdrawal of one or more shareholders; c) the adjustment of the Articles of Association to legal provisions.</p>
<p>12.4 For the performance of certain categories of acts or individual businesses, the Board of Directors may delegate individual directors, and determine the content, limits and methods of exercise, where applicable, of such delegated powers. In any event, the appointment of the person delegated to vote for the company at the shareholders' meetings of subsidiaries, and the provision of related instructions, must always be resolved by the Board of Directors.</p>	<p>12.4 12.5 For the performance of certain categories of acts or individual businesses, the Board of Directors may delegate individual directors, and determine the content, limits and methods of exercise, where applicable, of such delegated powers. In any event, the appointment of the person delegated to vote for the company at the shareholders' meetings of subsidiaries, and the provision of related instructions, must always be resolved by the Board of Directors.</p>
<p>Art. 17.5 In order to ensure that non-controlling shareholders may elect a standing auditor and an alternate auditor, the appointment of the Board of Statutory Auditors is based on lists presented by shareholders in which the candidates are listed in sequential order. The list is comprised of two sections: one for candidates for the position of standing auditor, the other for candidates for the post of alternate auditor.</p> <p>Lists which have a number of candidates equal to or greater than three must also include candidates of a different gender, as specified in the Shareholders' Meeting notice of call, so as to allow the Board of Statutory Auditors to be set up in accordance with the provisions of the Articles of Association regarding gender equality.</p>	<p>Art. 17.5 In order to ensure that non-controlling shareholders may elect a standing auditor and an alternate auditor, the appointment of the Board of Statutory Auditors is based on lists presented by shareholders in which the candidates are listed in sequential order. The list is comprised of two sections: one for candidates for the position of standing auditor, the other for candidates for the post of alternate auditor.</p> <p>Lists which have a number of candidates equal to or greater than three must also include candidates of a different gender, as specified in the Shareholders' Meeting notice of call, so as to allow the Board of Statutory Auditors to be set up in accordance with the provisions of the Articles of Association regarding gender equality.</p>

Only those shareholders with voting rights who, separately or together with other shareholders, are holders of shares representing at least the percentage of share capital established by Consob (National Regulatory Body for Italian Companies and the Stock Exchange) are entitled to submit lists.

The percent interest required to submit lists of candidates for the appointment of the Board of Statutory Auditors is specified in the notice of call of the Shareholders' Meeting called to resolve on the appointment of said body.

The holding of this minimum share necessary to submit lists is determined having regard to the shares which are registered to the shareholder on the day in which these lists are filed at the company's registered office. In order to prove the ownership of the number of shares required to submit lists, the shareholders who present or are involved in submitting lists, must submit or deliver to the registered office a copy of the appropriate certificate issued by an authorised intermediary pursuant to law, issued within the period laid down for the publication of the lists. Each shareholder, including shareholders belonging to the same group, parties to a shareholders' agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the entity controlling it, subsidiaries and companies subject to joint control pursuant to article 93 of Legislative Decree no. 58 dated 24 February 1998, may not submit or be involved in the submission of, either by proxy or trust company, more than one list and may not vote for different lists, and each candidate can only appear in one list under penalty of being declared ineligible. For the purposes of the preceding paragraph, entities, even those without a corporate status, which exercise direct or indirect control pursuant to article 93 of Legislative Decree no. 58 of 24 February 1998 over the shareholder in question and all the companies controlled directly or indirectly by those entities are deemed to belong to the same group.

In the event of any breach of these provisions, no regard shall be had, for the purposes of the application of this article, of the position of the shareholder in question in relation to none of the lists.

Without prejudice to the incompatibilities provided by law, candidates acting as statutory auditors in another 5 (five) issuers, or in violation of any limits on concurrent positions

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Without prejudice to the incompatibilities provided by law, candidates acting as statutory auditors in another 5 (five) issuers, or in violation of any limits on concurrent positions

established by applicable provisions of laws or regulations, and persons who do not meet the personal integrity and professionalism requirements established by applicable provisions of laws or regulations, cannot be included in the lists. Outgoing statutory auditors may be re-elected. The lists must be filed at the company's registered office at least 25 (twenty-five) days prior to the date for the Shareholders' Meeting called to resolve on the appointment of the control body and made available to the public at the registered office, on the company's website and with the other means stipulated under applicable legal and regulatory provisions at least 21 days prior to the Shareholders' Meeting. This shall be mentioned in the notice of call. In case only one list has been submitted within this period of 25 (twenty-five) days, or in case there are only lists presented by related shareholders pursuant to current laws and regulations, lists may be submitted up to the third day subsequent to this date, unless a different term is stipulated under the applicable laws and regulations. In this case, the shareholders who - individually or jointly - are owners of shares representing half of the capital threshold previously identified shall be entitled to submit lists.

The following must be filed, along with each list, by the deadlines indicated above: i) information concerning the identity of the shareholders who presented the list and the total percent interest held by those shareholders; ii) declarations whereby individual candidates accept their candidacy and attest, under their own responsibility, that there are no grounds for them to be considered ineligible or disqualified, including with reference to the limit on concurrent positions, and the satisfaction of the requirements established by laws, regulations and the Articles of Association for the respective positions; iii) a declaration by shareholders other than the shareholders who, individually or jointly, hold a controlling or relative majority interest, attesting to the absence of relationships of association, as defined in applicable laws and regulations, with such shareholders; and iv) the CV of each candidate, containing thorough information about each candidate's personal and professional characteristics, as well as an indication of management and control positions filled at other companies.

established by applicable provisions of laws or regulations, and persons who do not meet the personal integrity and professionalism requirements established by applicable provisions of laws or regulations, cannot be included in the lists. Outgoing statutory auditors may be re-elected. The lists must be filed at the company's registered office at least 25 (twenty-five) days prior to the date for the Shareholders' Meeting called to resolve on the appointment of the control body and made available to the public at the registered office, on the company's website and with the other means stipulated under applicable legal and regulatory provisions at least 21 days prior to the Shareholders' Meeting. This shall be mentioned in the notice of call. In case only one list has been submitted within this period of 25 (twenty-five) days, or in case there are only lists presented by related shareholders pursuant to current laws and regulations, lists may be submitted up to the third day subsequent to this date, unless a different term is stipulated under the applicable laws and regulations. In this case, the shareholders who - individually or jointly - are owners of shares representing half of the capital threshold previously identified shall be entitled to submit lists.

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Any list that does not meet the above requirements shall be deemed not to have been filed.

Statutory Auditors are elected as follows:

a) two standing Statutory Auditors and one alternate Statutory Auditor are drawn from the list that obtained the greatest number of votes at the Shareholders' Meeting, on the basis of the sequential numbering with which they are listed in the sections of the list;

b) the remaining standing Statutory Auditor and the other alternate Statutory Auditor are drawn from the second list that obtained the greatest number of votes at the Shareholders' Meeting and is not associated, directly or indirectly, with the list indicated in point a) above and/or with the shareholders who submitted or voted for the majority list, according to the sequential numbering with which they are listed in the sections of the list;

c) in the event of a tie between lists, the list submitted by the shareholders with the greatest equity interest, or, subordinately, by the greatest number of shareholders, will prevail;

d) where the Board of Statutory Auditors thus constituted does not ensure compliance with the provisions of the Articles of Association in respect of gender equality, the last candidate elected from the majority list shall be replaced by the first candidate not elected from the same list belonging to the least represented gender or, failing this, by the first candidate not elected from the successive lists. Where this is not possible, the standing member of the least represented gender is appointed by the Shareholders' Meeting with legal majority, to replace the last candidate from the majority list;

e) where a single list or no list is presented and admitted, all the candidates for the positions indicated in the list or, respectively, those voted by the Shareholders' Meeting shall be elected standing and alternate Statutory Auditors, provided that these achieve the relative majority of votes expressed at the Meeting. All this is subject to compliance with the provisions

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b) the remaining standing Statutory Auditor and the other alternate Statutory Auditor are drawn from the second list that obtained the greatest number of votes at the Shareholders' Meeting and is not associated, directly or indirectly, with the list indicated in point a) above and/or with the shareholders who submitted or voted for the majority list, according to the sequential numbering with which they are listed in the sections of the list;

c) in the case of a tie between **two or more lists that have received the same number of votes, runoff voting will be conducted between said lists by all shareholders entitled to vote and attending the Shareholders' Meeting. The candidates from the list which obtains the relative majority of the share capital represented at the Shareholders' Meeting will then be elected. If this runoff voting also results in a tie**, the list submitted by the shareholders with the greatest equity interest, or, subordinately, by the greatest number of shareholders, will prevail;

d) where the Board of Statutory Auditors thus constituted does not ensure compliance with the provisions of the Articles of Association in respect of gender equality, the last candidate elected from the majority list shall be replaced by the first candidate not elected from the same list belonging to the least represented gender or, failing this, by the first candidate not elected from the successive lists. Where this is not possible, the standing member of the least represented gender is appointed by the Shareholders' Meeting with legal majority, to replace the last candidate from the majority list;

e) where a single list or no list is presented and admitted, all the candidates for the positions indicated in the list or, respectively, those voted by the Shareholders' Meeting shall be elected standing and alternate Statutory Auditors, provided that these achieve the relative majority of votes expressed at the Meeting. All this is subject to compliance with the provisions

of the Articles of Association in respect of gender equality.

The chair of the Board of Statutory Auditors is assumed by the first candidate on the second list (where submitted and admitted) that obtained the greatest number of votes.

When the requirements set forth by the law and the Articles of Association are not met anymore, the Statutory Auditor shall be removed from office.

Where a Statutory Auditor is replaced, the alternate Statutory Auditor belonging to the same list shall take over. If the replacement does not allow compliance with the provisions of the Articles of Association on gender equality, the Shareholders' Meeting shall be convened as soon as possible in order to ensure compliance with these provisions.

When the Shareholders' Meeting is to appoint the standing and/or alternate Statutory Auditors needed to make up the Board of Statutory Auditors, it shall proceed as follows: when it is to replace the Statutory Auditors elected in the majority list, the appointment comes about on the basis of legal majority voting without any constraints connected with the lists; when, on the other hand, Statutory Auditors elected from the minority list are to be replaced, the Shareholders' Meeting replaces them by legal majority voting, choosing from the candidates indicated in the list to which the Statutory Auditor to be replaced belonged, or in the minority list which won the second highest number of votes. Where the application of these procedures does not, for any reason, allow the replacement of the Statutory Auditors designated by non-controlling shareholders, the Shareholders' Meeting shall proceed on the basis of legal majority voting. However, when ascertaining the results of this latter vote, the votes from shareholders who, according to the communication given pursuant to current provisions, hold, including indirectly or even jointly with other shareholders parties to a relevant shareholders' agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the majority of votes to be exercised at the Shareholders' Meeting, as well as shareholders who control, are controlled or are subject to joint control by the latter, shall not be calculated. The newly-appointed Statutory Auditors will cease together with those in post. All this is subject to compliance with the provisions of the Articles of Association in respect of gender equality.

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Where a Statutory Auditor is replaced, the alternate Statutory Auditor belonging to the same list shall take over. If the replacement does not allow compliance with the provisions of the Articles of Association on gender equality, the Shareholders' Meeting shall be convened as soon as possible in order to ensure compliance with these provisions.

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The ordinary Shareholders' Meeting sets the annual remuneration due to each Statutory Auditor pursuant to the regulations currently in force. Statutory Auditors shall also be reimbursed, on a lump-sum basis, for the expenses incurred in their work.	The ordinary Shareholders' Meeting sets the annual remuneration due to each Statutory Auditor pursuant to the regulations currently in force. Statutory Auditors shall also be reimbursed, on a lump-sum basis, for the expenses incurred in their work.
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Dear Shareholders,

In light of the foregoing, we invite you to approve the following resolution:

“The Shareholders’ Meeting of Banca Sistema S.p.A.,

resolves:

- *to approve the amendments to Art. 10.2 of the Articles of Association, as resulting from the new text below:*

“Art. 10.2 Current laws and the provisions of these Articles of Association apply to the appointment, dismissal and replacement of members of the Board of Directors. The members of the Board of Directors are elected using the list system in which a minimum of three and a maximum of eleven candidates must be listed in sequential order. The candidate at sequential number “1” of each list shall also be the candidate appointed as Chairperson of the Board of Directors. Any shareholder, as well as shareholders belonging to the same group, parties to a shareholders’ agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the entity controlling it, the entity by which it is controlled and the entity subject to joint control pursuant to article 93 of Legislative Decree no. 58 dated 24 February 1998, may not present or be involved in the presentation, either by proxy or trust company, of more than one list and may not vote on lists other than the one presented. Participating, either directly or indirectly, in the indication of applicants present in more than one list shall imply that these lists shall be deemed to have not been submitted. For the purposes of the preceding subsection, entities, even those without a corporate status, which exercise direct or indirect control pursuant to article 93 of Legislative Decree no. 58 of 24 February 1998 over the shareholder in question and all the companies controlled directly or indirectly by those entities are deemed to belong to the same group. Each candidate may appear in one list, under pain of ineligibility.

Only those shareholders with voting rights who, separately or together with other shareholders, are holders of shares representing at least the percentage of share capital established by the applicable legislation in force at the time, are entitled to submit lists. The percent interest required to submit lists of candidates for the appointment of the Board of Directors is specified in the notice of call of the Shareholders’ Meeting called to resolve on the appointment of said body. The lists must be filed at the company’s registered office and at the management company at least 25 (twenty- five) days prior to the date planned for the Shareholders’ Meeting called to resolve on the appointment of the management body and be made available to the public at the registered office, at the management company, on the Company’s website and with the other means stipulated under applicable legal and regulatory provisions at least 21 (twenty-one) days prior to the date set for the Shareholders’ Meeting on single or first call. The lists indicate which directors are in possession of the requirements of independence stipulated by law and these Articles of Association.

Lists containing three or more candidates must include a number of candidates from the least represented gender that ensures respect of the gender balance to the minimum extent required by the legislation and regulations in force at the time.

~~*Each list must contain at least three candidates, of whom at least two are in possession of the requirements of independence established by law and the Articles of Association. Moreover, each list must include candidates of different genders, including for individual independent candidates, according to what is stated in the Shareholders’ Meeting notice of call, so as to enable the Board of*~~

~~Directors to be formed pursuant to the provisions of the Articles of Association regarding gender equality.~~

The holding of the minimum share necessary to submit lists under this paragraph is determined having regard to the shares which are registered to the shareholder on the day in which these lists are filed at the company's registered office. In order to prove ownership of the number of shares required to submit lists, shareholders putting forward lists have to submit or send to the registered office a copy of the appropriate certificate issued by a legally authorised intermediary proving ownership of the number of shares required for the submission of the list issued at least twenty-one days before the Shareholders' Meeting called to approve the appointment of the members of the Board of Directors. Each list submitted must include: a) information regarding the shareholders who have presented the list and the percentage of shares held; b) the declarations in which each candidate accepts the nomination (in the case of candidates positioned at sequential number "1" on each list, they also accept the nomination for the position of Chairperson of the Board of Directors) and declare, under their own responsibility that there are no causes of ineligibility or incompatibility, and that the requirements of professionalism and integrity and any other requirement stipulated under current laws and these Articles of Association for undertaking the position are met; c) declarations of independence issued pursuant to the applicable provisions of laws, regulations and these Articles of Association; as well as d) the CV of each candidate, containing extensive information of the individual's personal and professional characteristics, indicating the management and control positions covered.

Any list that does not meet the above requirements shall be deemed not to have been filed. Each shareholder has the right to vote for one list. Where a vote is made for several lists, the vote shall be deemed as not having been cast for any of them.

The election of the Board of Directors shall take place as follows:

a) **without prejudice to the provisions of subparagraph c) of this paragraph**, all directors to be appointed, less one, are drawn from the list that obtains the majority of votes (majority list), in the sequential order in which they are listed on that same list, and pursuant to art. 10.3 in compliance with the minimum number of directors in possession of the independence requirements under art. 10.3 below; the candidate positioned at sequential number "1" is appointed Chairperson of the company's Board of Directors;

b) **without prejudice to the provisions of subparagraph c) of this paragraph**, the last member of the Board of Directors is drawn from the minority list that receives the highest number of votes after the list referred to in subparagraph a), which is not connected in any way, even indirectly, with that list and/or with the shareholders who submitted or voted for the majority list, on the basis of the sequential order of that list. That member must be in possession of the independence requirements pursuant to art. 10.3 below. To this end, however, lists that do not obtain a percentage of votes equal to at least half of that required for the submission of lists, referred to in subsection six of this paragraph, shall not be taken into account;

c) **in cases where the minority list that receives the highest number of votes after the list referred to in subparagraph a), which is not connected in any way, even indirectly, with that list and/or with the shareholders who submitted or voted for the majority list, is submitted by one or more shareholders with voting rights who, separately or together with other shareholders, represent at least twice the percentage of the share capital established by the applicable legislation in force at the time for the submission of lists of candidates for the election of the Board of Directors, two directors shall be drawn from that list in the sequential order in which they are listed on that same list. In this case, the number of directors to be drawn from the majority list will be consequently reduced by one."**

- to approve the amendments to Articles 5.7 and 10.3, the introduction of the new Art. 12.3 and the new numbering of the current Articles 12.3 and 12.4 as 12.4 and 12.5 due to the introduction of the new Art. 12.3 of the Articles of Association, as resulting from the new text below:

"Art. 5.7. In departure from paragraph 3 of this article, each share carries two voting rights if the following conditions are both satisfied: (a) the share has been held by the same shareholder, by reason of a right of entitlement to exercise the voting right (full ownership with voting rights attached or bare ownership with voting rights attached or usufruct with voting rights attached), for a continuous period of at least twenty-four months; (b) the satisfaction of the condition under point (a) above has been

evidenced by continuous entry, for a period of at least twenty-four months, in the special list created pursuant to this article ("Special List") ~~and by receipt of an appropriate communication from the intermediary on whose accounts the shares are registered pursuant to laws in force, confirming the ownership of the shares, as at the end date of the continuous period of twenty-four months.~~"

"10.3 The directors must meet the requirements of professionalism and integrity and any other requirement under the regulations in force and these Articles of Association. In addition, a number of directors not less than that required by the regulations in force, with rounding up to the nearest whole in the case of a fractional number, must meet the independence requirements established in regulations in force from time to time, as well as the Code of Conduct to which the company adheres. The loss of the requirements for the position will entail dismissal. However, the loss of the above independence requirements in relation to a director, notwithstanding the obligation to immediately notify the Board of Directors, shall not lead to dismissal if the requirements are still met by the remaining minimum number of directors pursuant to regulations in force and these Articles of Association. If the candidates elected in the manner described above do not ensure the appointment of a number of directors who meet the independence requirements provided for above equal to the minimum number established by law and these Articles of Association in relation to the total number of directors, the non-independent candidate elected last in sequential order in the majority list, will be replaced by the first independent candidate in sequential order not elected from the same list, or, failing that, by the first independent candidate in sequential order not elected from the minority list. This replacement procedure will be followed until the number of independent directors to be appointed is reached. **Should this replacement procedure fail to give the result indicated above, replacement will be carried out by a resolution of the Shareholders' Meeting adopted by a relative majority, subject to the submission of candidates in possession of the above-mentioned requirements.**

Without prejudice to compliance with the minimum number of directors in possession of the independence requirements as stipulated above, where the candidates elected in the manner indicated above in the composition of the Board of Directors do not ensure compliance with the provisions of the Articles of Association in relation to gender equality, the candidate of the most represented gender elected last in sequential order in the majority list, shall be replaced by the first candidate of the least represented gender in sequential order not elected from the same list, or, failing this, by the first candidate of the least represented gender in sequential order not elected from the minority list. This replacement procedure will be carried out until the Board of Directors is compliant with the provisions of the Articles of Association in respect of gender equality.

In the event of there being only one list that is presented and allowed, all the candidates on this list shall be elected, but ensuring the nomination of directors in possession of the independence requirements at least in the overall number required under current laws and these Articles of Association, and also in compliance with the provisions of the Articles of Association on gender equality. Where no list is submitted or allowed, the Shareholders' Meeting shall resolve according to the legal majority without following the procedure referred to above. This is notwithstanding, however, different and other provisions provided under mandatory and statutory laws. In any event, there shall be compliance with the minimum number of independent directors and with the provisions of the Articles of Association on gender equality.

For the appointment of directors who for whatever reason are not nominated pursuant to the procedures given above, the Shareholders' Meeting shall resolve by legal majority voting so as to ensure that the composition of the Board of Directors is compliant with the law and these Articles of Association, and also complies with the provisions of the Articles of Association in respect of gender equality."

"Art. 12.3 The Board of Directors and the delegated bodies, such as the CEO and/or the Executive Committee, promptly report to the Board of Statutory Auditors, at least quarterly and, in any event, during meetings of the Board of Directors, on the activities carried out and on the most important economic and financial transactions carried out by the company and its subsidiaries; in particular, they report on transactions in which they have an interest, either directly or on behalf of third parties."

"12.4 The following powers are also assigned to the Board of Directors: a) merger pursuant to the cases provided under articles 2505 and 2505-bis of the Italian Civil Code, and de-merger in the cases in which

these rules apply; b) the reduction of the capital in the event of the withdrawal of one or more shareholders; c) the adjustment of the Articles of Association to legal provisions.”

“12.5 For the performance of certain categories of acts or individual businesses, the Board of Directors may delegate individual directors, and determine the content, limits and methods of exercise, where applicable, of such delegated powers. In any event, the appointment of the person delegated to vote for the company at the shareholders’ meetings of subsidiaries, and the provision of related instructions, must always be resolved by the Board of Directors.”

- to approve the amendments to Art. 17.5 of the Articles of Association, as resulting from the new text below:

“Art. 17.5 In order to ensure that non-controlling shareholders may elect a standing auditor and an alternate auditor, the appointment of the Board of Statutory Auditors is based on lists presented by shareholders in which the candidates are listed in sequential order. The list is comprised of two sections: one for candidates for the position of standing auditor, the other for candidates for the post of alternate auditor.

Lists which have a number of candidates equal to or greater than three must also include candidates of a different gender, as specified in the Shareholders’ Meeting notice of call, so as to allow the Board of Statutory Auditors to be set up in accordance with the provisions of the Articles of Association regarding gender equality.

Only those shareholders with voting rights who, separately or together with other shareholders, are holders of shares representing at least the percentage of share capital established by Consob (National Regulatory Body for Italian Companies and the Stock Exchange) are entitled to submit lists.

The percent interest required to submit lists of candidates for the appointment of the Board of Statutory Auditors is specified in the notice of call of the Shareholders’ Meeting called to resolve on the appointment of said body.

The holding of this minimum share necessary to submit lists is determined having regard to the shares which are registered to the shareholder on the day in which these lists are filed at the company’s registered office. In order to prove the ownership of the number of shares required to submit lists, the shareholders who present or are involved in submitting lists, must submit or deliver to the registered office a copy of the appropriate certificate issued by an authorised intermediary pursuant to law, issued within the period laid down for the publication of the lists. Each shareholder, including shareholders belonging to the same group, parties to a shareholders’ agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the entity controlling it, subsidiaries and companies subject to joint control pursuant to article 93 of Legislative Decree no. 58 dated 24 February 1998, may not submit or be involved in the submission of, either by proxy or trust company, more than one list and may not vote for different lists, and each candidate can only appear in one list under penalty of being declared ineligible. For the purposes of the preceding paragraph, entities, even those without a corporate status, which exercise direct or indirect control pursuant to article 93 of Legislative Decree no. 58 of 24 February 1998 over the shareholder in question and all the companies controlled directly or indirectly by those entities are deemed to belong to the same group.

In the event of any breach of these provisions, no regard shall be had, for the purposes of the application of this article, of the position of the shareholder in question in relation to none of the lists.

Without prejudice to the incompatibilities provided by law, candidates acting as statutory auditors in another 5 (five) issuers, or in violation of any limits on concurrent positions established by applicable provisions of laws or regulations, and persons who do not meet the personal integrity and professionalism requirements established by applicable provisions of laws or regulations, cannot be included in the lists. Outgoing statutory auditors may be re-elected. The lists must be filed at the company’s registered office at least 25 (twenty-five) days prior to the date for the Shareholders’ Meeting called to resolve on the appointment of the control body and made available to the public at the registered office, on the company’s website and with the other means stipulated under applicable legal and regulatory provisions at least 21 days prior to the Shareholders’ Meeting. This shall be mentioned in the notice of call. In case only one list has been submitted within this period of 25 (twenty-five) days, or in case there are only lists presented by related shareholders pursuant to current laws and regulations, lists may be submitted up to the third day subsequent to this date, unless a different term is stipulated under the applicable laws and regulations. In this case, the shareholders who -

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individually or jointly - are owners of shares representing half of the capital threshold previously identified shall be entitled to submit lists.

The following must be filed, along with each list, by the deadlines indicated above: i) information concerning the identity of the shareholders who presented the list and the total percent interest held by those shareholders; ii) declarations whereby individual candidates accept their candidacy and attest, under their own responsibility, that there are no grounds for them to be considered ineligible or disqualified, including with reference to the limit on concurrent positions, and the satisfaction of the requirements established by laws, regulations and the Articles of Association for the respective positions; iii) a declaration by shareholders other than the shareholders who, individually or jointly, hold a controlling or relative majority interest, attesting to the absence of relationships of association, as defined in applicable laws and regulations, with such shareholders; and iv) the CV of each candidate, containing thorough information about each candidate's personal and professional characteristics, as well as an indication of management and control positions filled at other companies.

Any list that does not meet the above requirements shall be deemed not to have been filed.

Statutory Auditors are elected as follows:

a) two standing Statutory Auditors and one alternate Statutory Auditor are drawn from the list that obtained the greatest number of votes at the Shareholders' Meeting, on the basis of the sequential numbering with which they are listed in the sections of the list;

b) the remaining standing Statutory Auditor and the other alternate Statutory Auditor are drawn from the second list that obtained the greatest number of votes at the Shareholders' Meeting and is not associated, directly or indirectly, with the list indicated in point a) above and/or with the shareholders who submitted or voted for the majority list, according to the sequential numbering with which they are listed in the sections of the list;

*c) in the case of a tie between **two or more lists that have received the same number of votes, runoff voting will be conducted between said lists by all shareholders entitled to vote and attending the Shareholders' Meeting. The candidates from the list which obtains the relative majority of the share capital represented at the Shareholders' Meeting will then be elected. If this runoff voting also results in a tie, the list submitted by the shareholders with the greatest equity interest, or, subordinately, by the greatest number of shareholders, will prevail;***

d) where the Board of Statutory Auditors thus constituted does not ensure compliance with the provisions of the Articles of Association in respect of gender equality, the last candidate elected from the majority list shall be replaced by the first candidate not elected from the same list belonging to the least represented gender or, failing this, by the first candidate not elected from the successive lists. Where this is not possible, the standing member of the least represented gender is appointed by the Shareholders' Meeting with legal majority, to replace the last candidate from the majority list;

e) where a single list or no list is presented and admitted, all the candidates for the positions indicated in the list or, respectively, those voted by the Shareholders' Meeting shall be elected standing and alternate Statutory Auditors, provided that these achieve the relative majority of votes expressed at the Meeting. All this is subject to compliance with the provisions of the Articles of Association in respect of gender equality.

The chair of the Board of Statutory Auditors is assumed by the first candidate on the second list (where submitted and admitted) that obtained the greatest number of votes.

When the requirements set forth by the law and the Articles of Association are not met anymore, the Statutory Auditor shall be removed from office.

Where a Statutory Auditor is replaced, the alternate Statutory Auditor belonging to the same list shall take over. If the replacement does not allow compliance with the provisions of the Articles of Association on gender equality, the Shareholders' Meeting shall be convened as soon as possible in order to ensure compliance with these provisions.

When the Shareholders' Meeting is to appoint the standing and/or alternate Statutory Auditors needed to make up the Board of Statutory Auditors, it shall proceed as follows: when it is to replace the Statutory Auditors elected in the majority list, the appointment comes about on the basis of legal majority voting without any constraints connected with the lists; when, on the other hand, Statutory Auditors elected from the minority list are to be replaced, the Shareholders' Meeting replaces them by

legal majority voting, choosing from the candidates indicated in the list to which the Statutory Auditor to be replaced belonged, or in the minority list which won the second highest number of votes. Where the application of these procedures does not, for any reason, allow the replacement of the Statutory Auditors designated by non-controlling shareholders, the Shareholders' Meeting shall proceed on the basis of legal majority voting. However, when ascertaining the results of this latter vote, the votes from shareholders who, according to the communication given pursuant to current provisions, hold, including indirectly or even jointly with other shareholders parties to a relevant shareholders' agreement pursuant to article 122 of Legislative Decree no. 58 dated 24 February 1998, the majority of votes to be exercised at the Shareholders' Meeting, as well as shareholders who control, are controlled or are subject to joint control by the latter, shall not be calculated. The newly-appointed Statutory Auditors will cease together with those in post. All this is subject to compliance with the provisions of the Articles of Association in respect of gender equality.

The ordinary Shareholders' Meeting sets the annual remuneration due to each Statutory Auditor pursuant to the regulations currently in force. Statutory Auditors shall also be reimbursed, on a lump-sum basis, for the expenses incurred in their work."

- *to grant the Chairperson and the CEO, also separately, the powers necessary to: (i) accept or make any changes or additions (provided that such changes do not modify the essential substance of the resolutions) that may be required for the resolutions to be filed at the Companies' Register; (ii) file and register these, pursuant to laws in force, with explicit advance approval and ratification of the resolutions adopted and the text of the Articles of Association, as amended above".*

Milan, 27 October 2020

On behalf of the Board of Directors
Ms. Luitgard Spögler
Chairperson of the Board of Directors