

Banca Sistema S.p.A.– Ordinary and Extraordinary Shareholders' Meeting
27 November 2020, h. 9:30 a.m.
POSTAL VOTING

BANCA
S I S T E M A

Space reserved for the Company

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

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 **24 November 2020**.

In attach please find a copy of an identity document of the Shareholder and the company registration report which identify the name of legal representative.

Date

Signature of the Shareholder or the person entitled to vote

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PART 2 - Section on the casting of votes on items on the agenda of the Ordinary and Extraordinary Shareholders' Meeting of 27 November 2020

Ordinary Shareholders' Meeting

ITEM 1

Payment of the profit for the year 2019. 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

Signature of the Shareholder or the person entitled to vote

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Extraordinary Meeting

ITEM 2

Amendment to article 10.2 of the Articles of Association to appoint two board members from the minority shareholder's list, instead of one. 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

Signature of the Shareholder or the person entitled to vote

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.....

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Extraordinary Meeting

ITEM 3

Amendment to articles 5.7 and 10.3 of the Articles of Association; introduction of new article 12.3 and consequent new numbering of articles 12.3 and 12.4 into 12.4 and 12.5 of the Articles of Association. 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

Signature of the Shareholder or the person entitled to vote

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.....

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ITEM 4

Amendment to article 17.5 of the articles of association to update the mechanism for appointing the statutory auditors when there is a tie vote between the lists submitted. 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

Signature of the Shareholder or the person entitled to vote

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(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 indication 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.