

Ordinary Shareholders' Meeting
30 April 2021, h. 10:00 a.m.

Space reserved for the Company

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 **29 April 2021**.

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

.....

.....

PART 2 - Section on the casting of votes on items on the agenda of the Ordinary Shareholders' Meeting of 30 April 2021

ITEM 1 - Approval of the separate financial statements of Banca Sistema S.p.A. at 31 December 2020. Presentation of the consolidated financial statements at 31 December 2020. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. 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**

*

ITEM 2 - Allocation of the profit for the year 2020. 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**

ITEM 3 - Payment of dividends for the financial years 2019 and 2020 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**

*

ITEM 4 - Appointment of the Board of Directors after determining the number of directors. Relating and resulting resolutions:

4.1 Resolution to determine the number of Directors

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**

ITEM 4 - Appointment of the Board of Directors after determining the number of directors. Relating and resulting resolutions:

4.2 Appointment of the members of the Board of Directors.

Having examined the report of the Board of Directors and based upon the list/lists of candidates for the office of member of the Board of Directors deposited and published in accordance with the provisions of the Articles of Association, I express the following vote(1):

FOR the list of candidates FROM: AGAINST(*) ABSTAINED (*)

.....

(*) Against or abstained for all the lists

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**

ITEM 4 - Appointment of the Board of Directors after determining the number of directors. Relating and resulting resolutions:

4.3 Determination of the term of office.

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**

ITEM 4 - Appointment of the Board of Directors after determining the number of directors. Relating and resulting resolutions: 4.4 Appointment of the Chairperson of the Board of Directors.

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Having examined the report of the Board of Directors and based upon the list/lists of candidates for the office of member of the Board of Directors deposited and published in accordance with the provisions of the Articles of Association, with regard to the appointment as Chairman of the Board of Directors of the candidate positioned at sequential number "1" in the list, I express the following vote(1):

FOR the list of candidates FROM: AGAINST(*) ABSTAINED (*)

.....

(*) Against or abstained for all the lists

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**

ITEM 5 - Determination of the remuneration due to members of the Board of Directors, Board Committees and other bodies established within the Company. Relating and resulting resolutions.

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

FOR THE REMUNERATION PROPOSAL FROM: AGAINST(*) ABSTAINED (*)

.....

(*) Against or abstained for all the proposals

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**

ITEM 6 - Approval of the first section (Remuneration Policies of the Banca Sistema Group for 2020) of the Report on the remuneration policy and remuneration paid: resolution pursuant to article 123-ter, paragraph 3-ter of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented. 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**

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ITEM 7 - Approval of the second section of the Report on the remuneration policy and remuneration paid: resolution pursuant to article 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented. 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**

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ITEM 8 - Authorisation for the purchase and disposal of treasury shares, subject to the revocation of the resolution adopted by the Shareholders' Meeting held on 23 April 2020. 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

.....

.....

(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.