

BANCA SISTEMA S.p.A.
Largo Augusto 1/a - ang. Via Verziere 13
20122 Milan (MI)

For the attention of the Board of Directors

[●], [●] 2021

Dear Sirs,

Subject: Shareholders' Meeting of BANCA SISTEMA S.p.A. - Ordinary Meeting; Presentation of the lists for the appointment of the Board of Directors pursuant to article 10 of the Articles of Association

I, the undersigned [●], citizen of [●], born in [●] ([●]), on [●], resident in [●] ([●]), [●], no. [●], tax code [●], acknowledging that:

- the Shareholders' Meeting of BANCA SISTEMA S.p.A. (hereinafter the "**Bank**") - ordinary meeting - has been convened for [●] [●] 2021 at [●], on single call, to discuss and resolve on "[●]" (hereinafter the "**Shareholders' Meeting**");
- the shareholder [●] intends to submit a list of candidates for the appointment of the Bank's Board of Directors (hereinafter the "**List**") to be resolved by the Shareholders' Meeting pursuant to and for the purposes of article 10 of the Articles of Association; and
- with regard to the foregoing, the shareholder [●] intends to nominate the undersigned to the position of Director of the Company and include my name at no. [●] on the List;

hereby declare

1. to irrevocably accept such candidacy as Director of the Bank made by the shareholder [●] through the List;
2. to irrevocably accept the position of Director of the Bank if appointed by the Ordinary Shareholders' Meeting, with effect from the time of appointment;
3. not to be a candidate on any other list submitted for the purposes of the aforementioned Ordinary Shareholders' Meeting;
4. to be aware of the time that the Bank has estimated as necessary for the effective performance of the position of Director by the undersigned;
5. to be able to devote all necessary time to the performance of the office of Director of the Bank, taking into account the other offices held as well as the entirety of my professional and personal commitments and more specifically:

- a. to be able to dedicate to the position of Director of the Bank at least [●] working days per year, corresponding to at least [●] working hours per year;
- b. the indicated availability takes into account the declarant's further professional commitments with particular reference to the offices of: (i) [●]; (ii) [●]; [*insert the type of tasks / professional activities carried out by the interested party*]

Taking full responsibility for my statements, I, the undersigned, also,

attest to

the non-existence of causes of ineligibility, forfeiture or incompatibility envisaged by law, as well as meeting the necessary requirements, including those of integrity, propriety, competence and professionalism envisaged by current law, including regulatory requirements, and the Articles of Association, for the assumption of the position of member of the Board of Directors in a bank with shares admitted to trading on regulated markets, as more fully attested to in the declaration provided for this purpose by the aforementioned legislation;

[hereby declare

to meet the requirements to be qualified as an independent director pursuant to the combined provisions of articles 147-ter, paragraph 4, and 148, paragraph 3, of Italian Legislative Decree no. 58 of 24 February 1998, as well as pursuant to article 2, recommendation no. 7, of the Corporate Governance Code approved by the Corporate Governance Committee in January 2020 and implemented by the Company, as more fully attested to in the aforementioned declaration.] **[NOTE: for Independent Directors only]**

It shall be the responsibility of the undersigned to promptly inform the Company of any subsequent act or fact that modifies the information provided with this declaration, and where required to produce the documentation proving the veracity of the information declared.

I, the undersigned, authorise the Bank to publish the data and information contained in my *curriculum vitae* and to collect and process my personal data as part of the process of appointing members of the Bank's Board of Directors.

Yours faithfully

[●]
