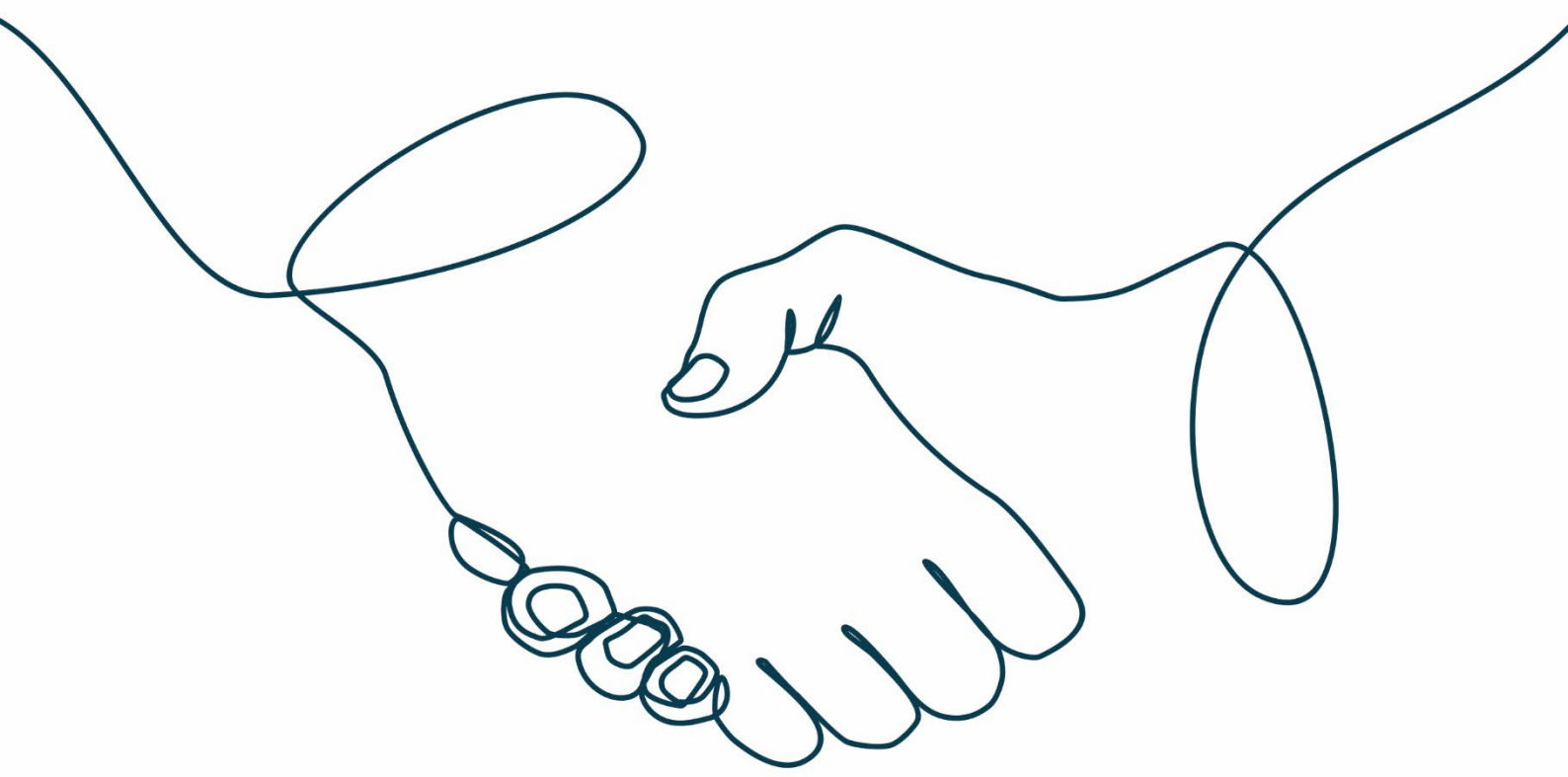


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Letters from the Chairperson of the Ethics Committee

The new edition of the Code of Ethics does not require any particular reflections, perhaps just two brief considerations. First of all, it is useful and appropriate to highlight the time that has elapsed since the first one, in February 2017: certainly not a very long period of time, but sufficient to grasp the profound transformation of our Group, which has become what it is thanks to the clear determination of our Governance, but also the clever commitment of all the personnel employed in the Bank at different professional levels, regardless of gender, age or role. The mutual trust between the Bank, listed on the Stock Exchange, its Group and all those who work in it is – in my opinion – the most significant and most decisive fact to grasp the sense of accelerating development.

The second consideration is a "second level" reflection: Codes are always a system of pre-set rules that are the result of the need to put together, compare, indeed codify, conduct and rules, to allow operators to be aware of the "codes of conduct" and those who have the right/duty to exercise the powers to impose sanctions and of control, to remain within the scope of certain rules, as they are "codified" a priori. If a citizen, like a banking operator, can be in breach of the rules, a "judge", the person who has the right/duty to supervise and impose sanctions, must at all times be rigorously inspired and guided by pre-set rules and procedures, for one-to-one protection of individual and corporate law.

In this second edition, we have adapted the provisions of the Code to the new provisions of law and regulations that have arisen and worked towards a more up-to-date collation, better suited to the current corporate and social scenario.

Mr. Giovanni Puglisi

Chairperson of the Ethics Committee

Milan, 23 May 2022

The essential coordinates for good governance of a Bank are sound financial management and uprightness of its directors, senior managers and employees. If, on a cartesian plane of morality the former, sound financial management, represents the linearity of the *abscissas*, the daily rigour of management, the latter, i.e. the uprightness of those who work in the Bank, represents the depth of the *ordinates*, which summarises the ethical consciousness that must characterise each and every banking operator, at every level. According to Descartes, the point where the two lines, the abscissas and the ordinates, meet is the *origin*: i.e. the point – the behavioural epicentre – that gives power to the Bank's professional action.

Therefore, a Code of Ethics serves as an appropriate reminder of the rules and codes of conduct that must be upheld in the daily action of each operator, but it is also an important deterrent in the inescapable culture of sanctions, which should always remain in the background of every unlawful action or attempt.

Of course, its authentic power lies in the moral consciousness of each of its recipients: "Two things fill the mind with ever new and increasing admiration and awe – writes the German philosopher Immanuel Kant in his *Critique of practical reason* – the more often and steadily we reflect upon them: the starry heavens above me, and the moral law within me". I hope its pages will provide an opportunity to reflect ever more often on the power of moral correctness, rather than the risks of disciplinary sanctions.

Mr. Giovanni Puglisi

Chairperson of the Ethics Committee

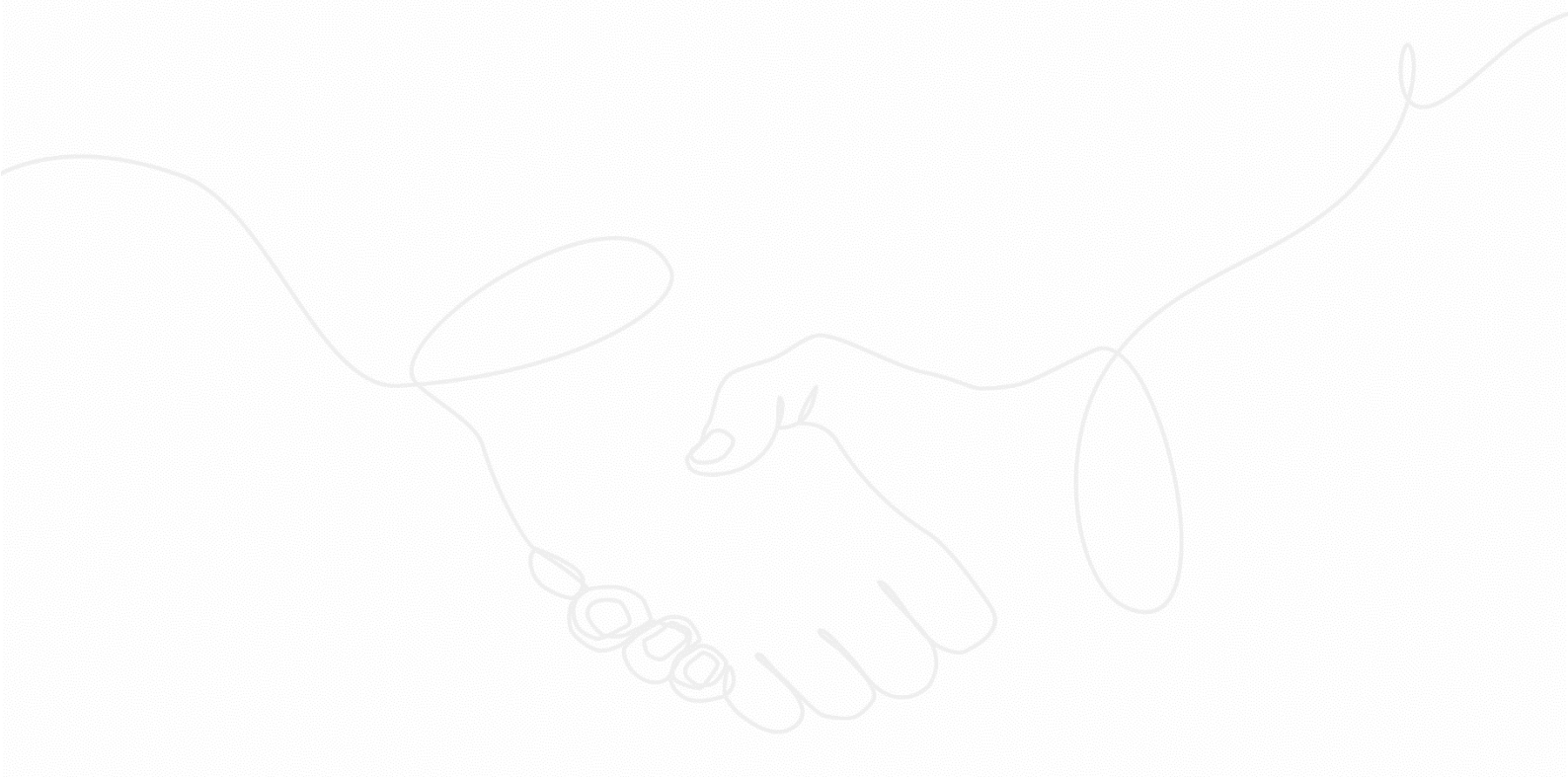
Milan, 8 February 2017

INTRODUCTION

Banca Sistema S.p.A. (the "**Bank**"), parent of the Banca Sistema Banking Group (the "**Group**" or the "**Banca Sistema Group**"), is an independent bank, founded in 2011, whose shareholding structure includes, amongst others, two banking foundations: Fondazione Sicilia and Fondazione Cassa di Risparmio di Alessandria. Since 2 July 2015, Banca Sistema's shares have been admitted to listing on the Star Segment of the Italian equities market (MTA) organised and managed by Borsa Italiana.

The Bank's corporate governance system is based on the principles laid down by the sector's regulations and recognised by international best practices as fundamental elements of good corporate governance: the central role of the Board of Directors, the proper management of conflicts of interest, the efficiency of the internal control system and transparency towards the market, with specific reference to the communication of corporate decisions.

Today the Banca Sistema Group is a leading operator specialised in the following three sectors of financial services: factoring, with the purchase, management and recovery of trade receivables, mainly from the Public Administration; salary- and pension-backed personal loans; collateralised lending, a business carried out by the subsidiary ProntoPegno S.p.A., the largest Italian operator in this market.



PURPOSE AND RECIPIENTS

This Code of Ethics (the "**Code**") is an integral part of the Organisational Model (the "**Organisational Model**") adopted by the Group pursuant to Legislative Decree no. 231 of 8 June 2001 ("**Legislative Decree 231/01**") and contains rules aimed at *i)* guiding the management of the Group according to criteria based on integrity, fairness, loyalty, transparency, sustainability, cooperation, efficiency and mutual respect; *ii)* establishing criteria of conduct that will ensure satisfaction of the needs of stakeholders and the consolidation of a positive corporate reputation; *iii)* ensuring that the conduct of the recipients of the Code is inspired by values that help to ensure substantive compliance of their conduct with the complex system of rules in which the Group operates and to prevent conduct of the type that could constitute criminal offences and other unlawful acts relevant for the purposes of Legislative Decree 231/01.

More generally, the Code aims to disseminate a culture of loyalty, professional ethics and transparency among its Recipients and an awareness of the possible negative impacts on the Group's reputation of their conduct in violation of the Code.

The Code of Ethics applies to all the companies belonging to the Banca Sistema Group.

RECIPIENTS

The Code of Ethics is binding on: *i)* the members of the corporate bodies of the Bank and of the companies in the Banca Sistema Group; *ii)* all the personnel of the Group companies, meaning employees, including senior managers and collaborators hired under a term employment contract; the agents and credit brokers with whom a collaboration relationship is in existence (the "**Recipients**").

Within the limits of the existing relationship with the Bank and Group companies, the Code of Ethics is also made known to external parties such as, by way of example, customers, self-employed or semi-subordinate workers, professionals, consultants, suppliers and business partners who provide their services, under contractual relationships, to the companies belonging to the Group. With regard to the latter, the Group undertakes to encourage them to comply with the Code of Ethics, which represents one of the key elements for assessing

existing and future relations. More generally and to this end, the Code is brought to the attention of all those with whom the Group has relations.

Recipients are required to constantly abide by the Code, applying it and contributing to its dissemination, taking inspiration from and complying with the values expressed in it, in all their activities.

In particular, all Recipients are asked to behave in a loyal and diligent manner, in accordance with the roles and responsibilities assigned to each of them and to collaborate in promoting the efficient development of the Group.

First and foremost, this means complying with the ethical values set forth in the Code and pursuing the assigned objectives with commitment, promptness and diligence, working in accordance with the procedures and pursuing the Bank's interests in every professional circumstance.



BUSINESS OF THE BANCA SISTEMA GROUP

The Banca Sistema Group carries out its activities through the Factoring and Salary- and Pension-Backed Loans (CQ) Divisions. Moreover, the Group operates in the collateralised lending sector through ProntoPegno S.p.A., a company controlled by Banca Sistema.

In particular, through its operations in the factoring sector, Banca Sistema aims to satisfy the financial demands of businesses, acting as a bridge between the public and private sector, mainly through factoring transactions involving receivables from Public Administration entities.

Through its operations in the salary- and pension-backed loans and collateralised lending sector, the Group offers forms of financing that are accessible to households.

More generally, the Group aims to offer businesses and private individuals a diversified range of banking services, able to satisfy different financing needs, helping to support the economic and development dynamics of the areas in which it operates.

At the same time, the Group intends to create value for its shareholders in the short and long term, with a particular focus on customer satisfaction and, more generally, taking into account the interests of all stakeholders.

FUNDAMENTAL VALUES

Legality. Formal and substantive compliance by Recipients with applicable laws and regulations (Italian, international/European), as well as the provisions of the Articles of Association, and with the corporate regulations of the Group companies in force, is a fundamental value for the Group.

Respect for people. The Group promotes and ensures respect for the rights and cultural, political and religious identity of all the people with whom it interacts. The Group takes into account the importance of people including through a careful assessment of the possible repercussions of its decisions on people.

The Group promotes and guarantees recognition of and respect for the dignity of people, the private sphere and the personality rights of each individual. Discrimination, harassment or offences of a sexual, personal or other nature are not tolerated. Recipients shall comply with

the principles of gender neutrality sanctioned by applicable laws and regulations and by the regulations issued by the Group Companies.

Sustainability. The Bank and the other Group companies, including through the strategies defined by their top management bodies, actively promote the culture of sustainability, with its various meanings and in compliance with ESG (Environment, Social, Governance) factors.

Fairness and transparency. Recipients shall comply with the principles of fairness, diligence, transparency and clarity, when carrying out their activities and in managing the relationship with any person, whether public or private.

Innovation and efficiency. The Group pursues the goal of constantly improving the effectiveness and efficiency of company processes through the optimum allocation and development of company resources and the perfect combination of organisational processes, procedures and models, in order to promote efficient management and innovation of its activities and the products and services provided.

Customer Focus. The Group focuses on continuously improving the quality of the services provided and constantly updating the activities carried out and the products offered, in order to better serve its customers.

Confidentiality. The Group guarantees the confidentiality and security of all data and information in its possession as a result of the activities carried out. Personal data are acquired and processed in compliance with the sector's regulations in force.

All Recipients shall ensure that the information acquired in the performance of their assigned activities and functions remains strictly confidential, is appropriately protected and is not used for purposes and in contexts other than those relating to the performance of the Group's activities and/or functions, and is communicated or disclosed, both inside and outside the Group, only in compliance with the regulations and procedures established thereby pursuant to applicable law.

Professionalism. Recipients shall carry out their activities with the professionalism required by the nature of the tasks and functions for which they are responsible, and by the legal, regulatory and contractual provisions in force, with the utmost commitment to achieve the objectives assigned and diligently carrying out the necessary analysis and updating activities.

Reputation. For the Group, corporate reputation and credibility are fundamental assets to be preserved and guaranteed, that favour internal and external relations, including those with shareholders, customers and public institutions. Therefore, Recipients of the Code shall refrain from engaging in conduct that could harm the reputation and credibility of the Group. The focus on these assets stimulates and favours the fruitful development of the human resources that the Group relies on and fosters the selection of reliable counterparties and suppliers that meet high standards in terms of organisation and proper conduct.

GOVERNANCE AND CORPORATE BODIES

The Group companies have effective organisational and corporate governance structures in place, in order to efficiently pursue the corporate objectives, defining adequate methods of connection between the corporate bodies, structures and departments, especially those with control duties, of the various members of the Group.

The management and control duties and powers within each Group company are distributed in a clear and balanced manner between the various bodies and within each of them, avoiding concentrations of power that may prevent proper internal dialogue.

Anyone who holds representation, administration or management positions, as well as supervision and control positions, is required to base their conduct on high standards of professionalism, honesty, transparency, fairness and independence.

The composition of the top management bodies, in accordance with applicable laws and regulations, ensures an adequate degree of diversification, including in terms of experience, age, gender and expertise.

The Board of Directors of each Group company (even if not required by applicable reference regulations) establishes rules of professional conduct for the personnel of Group companies, including by complying with this Code, and guarantees their implementation, monitoring compliance.

In particular, it drafts operating procedures and control measures designed to ensure compliance with the rules of professional conduct and avoid the commission of unlawful acts, including the use of false or inaccurate information and the commission of unlawful acts in the financial sector or of tax offences.

The Management Body, to which significant management powers are delegated or granted, ensures a correct and constructive dialogue with the other top management bodies of the company.

The Board of Statutory Auditors of each Group company supervises the observance of the provisions of laws, regulations and Articles of Association, proper management, and the adequacy of the organisational and accounting structures of the Group companies.

As regards the selection of the independent auditors, it must be carried out carefully evaluating their professionalism and experience, so that these requirements are proportionate to the size and operational complexity of the Group companies, ensuring adequate forms of coordination with the Board of Statutory Auditors.

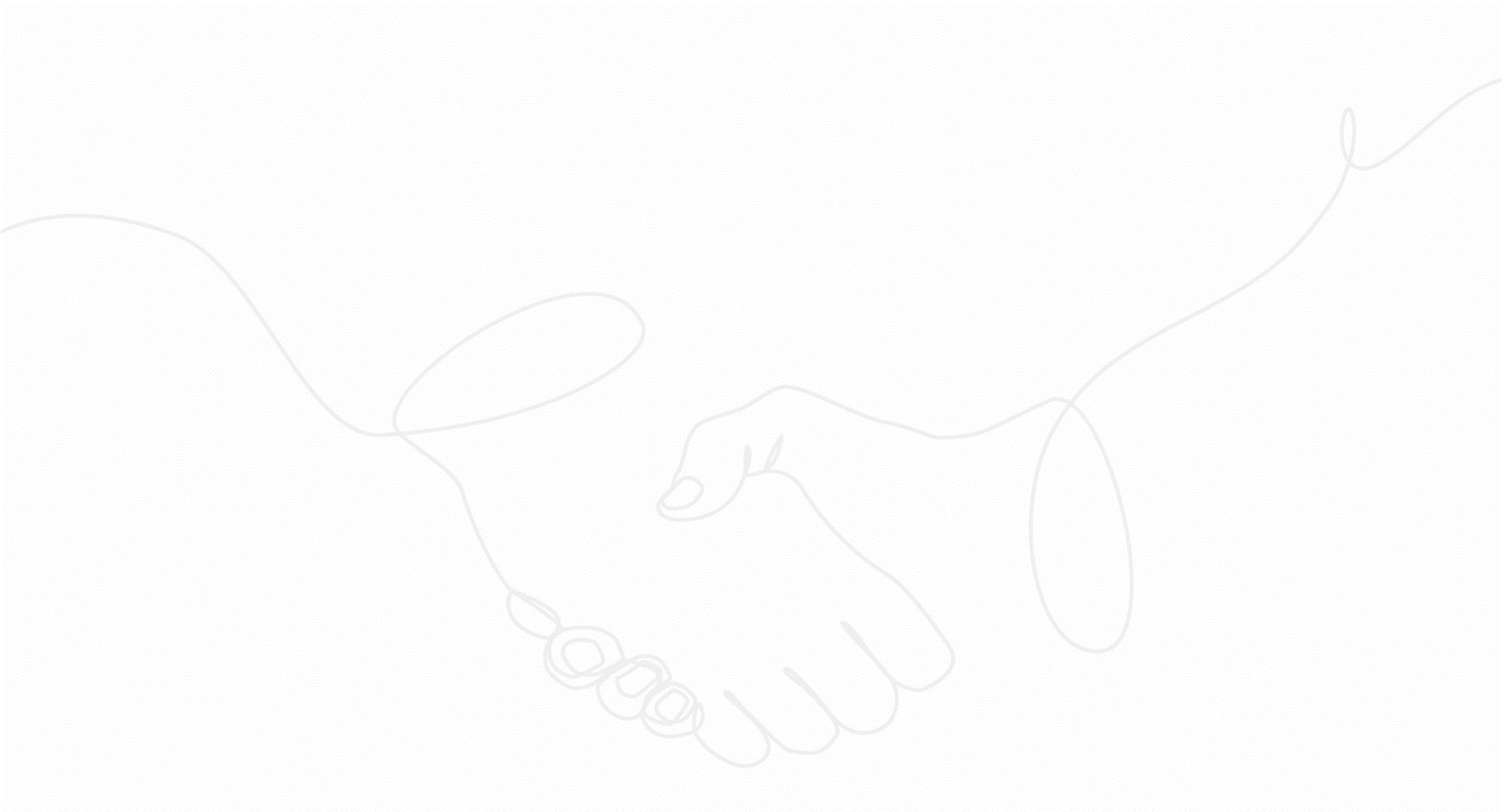
In particular, the Board of Statutory Auditors, the independent auditors and the other persons in charge of controls have free access to the data, documentation and information that are useful for the performance of their respective activities.

THE INTERNAL CONTROL SYSTEM

The Group disseminates a culture at all levels, characterised by the awareness of the existence of controls and the adoption of a control-oriented mindset. The Internal Control System (ICS) means all the rules, procedures and organisational structures necessary or helpful for identifying, measuring, managing and monitoring the main risks and ensuring, with reasonable certainty, all the necessary or useful tools for guiding, managing and verifying business activities with the aim of ensuring compliance with the laws and procedures.

All Group companies create an appropriate internal control system, in compliance with the sector's applicable regulations, also taking into account the nature and mix of the activities carried out and aimed at achieving the following general goals: constant verification of the implementation of company strategies and policies; containment of risk in the relevant scenarios; safeguarding the value of assets and protection against loss; effectiveness and efficiency of company processes; reliability and security of company information and IT procedures; prevention of the risk of being involved, even unintentionally, in illegal activities; compliance of operations with law and supervisory regulations, as well as with internal policies, regulations and procedures.

Where required by regulations, the Group companies have established permanent and independent corporate control departments for: i) compliance with legislation (compliance and anti-money laundering); ii) risk control (risk management); iii) internal audit.



PRINCIPLES OF CONDUCT

RULES OF CONDUCT IN RELATIONS WITH PUBLIC AUTHORITIES AND INSTITUTIONS

The Group's relations with the Public Administration, public officials, public service officers and supervisory authorities are based on strict, formal and substantive compliance with the applicable legal and regulatory provisions.

These relations are maintained exclusively by the corporate departments and parties specifically delegated to this role, who are authorised in accordance with the corporate regulations in force.

Recipients must:

- refrain from promising and/or offering money, remuneration and/or other benefits to public officials, employees and senior managers of the Public Administration or public institutions, or their family members, in order to promote or favour their interests or those of the Bank;
- refrain from submitting any untrue or false statements or documents to national or EU public bodies in order to obtain public funding, grants or subsidised financing, or to obtain concessions, authorisations, licences or other administrative documents or avoid sanctions or omit punishable events;
- refrain from engaging in conduct that may affect the operation of an IT or electronic system or manipulate the data stored therein, in order to obtain an illegitimate profit causing damage or detriment to the Public Administration;
- more generally, avoid any conduct that could constitute the offence of obstructing the functions of the public supervisory authorities (Article 2638 of the Italian Civil Code);
- prevent the existence and the direct or indirect effects of conflicts of interest vis-à-vis the Public Administration, involving persons acting in the name or on behalf of the Group;
- refrain from engaging in acts of bribery through unlawful payments made directly by top management or their employees, or made through persons acting on their behalf;
- avoid operating in such a way that, during business negotiations, requests or relations with the Public Administration, the Group personnel improperly influence the decisions of the counterparty, including those of officials conducting the negotiations or making decisions, on behalf of the Public Administration;

- operate, in the event of public tender procedures, in compliance with the law and good business practices, avoiding cartel agreements with other participants, or encouraging the Public Administration to unduly operate in favour of the Group.

Moreover, Recipients are required to strictly comply, formally and substantively, with the regulations in force, in the sectors pertaining to their respective areas of activity, and with the provisions issued by the competent supervisory authorities and institutions, and execute any requests received from such authorities and institutions, providing maximum cooperation. It is forbidden to destroy, falsify or alter entries, minutes, accounting records and any other type of document to be provided to the competent authorities.

Without prejudice to the whistleblowing procedure and the related safeguards for the whistleblower, Recipients are encouraged to promptly report to the corporate departments assigned thereto, the Ethics Committee and the Supervisory Body any request or proposal for benefits made to them by public officials, employees of the Public Administration or public institutions.

PRINCIPLES OF CONDUCT IN RELATIONS WITH JUDICIAL AUTHORITIES AND AUTHORITIES VESTED WITH INVESTIGATIVE POWERS

The Group acts in compliance with the law and does not hinder the proper management of justice and investigative authorities.

In carrying out its activities, the Group operates in a lawful and fair manner, collaborating with the representatives of the Judicial Authorities, the Armed Forces and any Public Official who has investigative powers.

Relations with the Judicial Authorities and Investigative Police, of all levels and ranks, are based on maximum transparency, fairness and collaboration.

The aforementioned relations are maintained exclusively by the corporate departments and parties specifically delegated to this role and authorised in accordance with the corporate regulations in force.

Recipients – even if they are involved in legal proceedings – in relation to the activities carried out on behalf or in the interest of Group companies or the Group itself - shall refrain from

engaging in any reticent or omissive conduct or conduct that may prove, even indirectly and/or unintentionally, obstructive to the work of the Judicial Authorities. Similarly, Recipients must refrain from any pressure or threat as well as from any offer of money or other benefits, in order to induce a person not to make statements or to make false statements before a Judicial Authority.

The Group requires its employees and collaborators to offer the utmost availability and cooperation to anyone coming to carry out inspections and checks.

Recipients are prohibited from attempting to persuade others to provide false or misleading information to the competent authorities, engaging in economic activities with, granting professional mandates, giving or promising presents, money or other advantages to those who conduct the investigations and inspections, or the competent Judicial Authorities.

CRITERIA OF CONDUCT IN BUSINESS RELATIONS

In business dealings and relations, Recipients must refrain from acting, directly and/or through third parties, in a manner that is contrary to the principles expressed in this Code and, more generally, from adopting any other kind of conduct that is contrary to the law, regulations and company procedures, regardless of the criminal relevance of such conduct, the damage actually caused to the Bank or the Group or the benefits it may generate.

More generally, Recipients must make their decisions on the basis of sound and prudent management criteria. In particular, it is forbidden to use and/or disclose false, biased and/or misleading news, information and comments.

CRITERIA OF CONDUCT IN RELATIONS WITH CUSTOMERS

Maintaining and constantly improving the quality of relations with customers is a key requisite in the creation of corporate value.

Recipients are required to maintain relations with customers – including as part of the management and recovery of receivables – that are based on professionalism, confidentiality and courtesy, communicating in a clear, transparent, correct and truthful manner.

As part of its customer relations, the Group ensures full observance of the confidentiality of the information acquired in carrying out its activities, in particular in compliance with current privacy regulations.

When identifying parties with whom to initiate business dealings, Recipients are required to pay particular attention to compliance with the rules on combating money laundering and financing of terrorism, including in order to avoid entering into business relations with parties lacking the necessary reliability requirements.

To this end, the Group does not maintain relations with parties who are known or suspected to be involved in illegal activities.

Moreover, the Group establishes internal rules so that the remuneration of the competent corporate structures and departments and credit intermediaries that offer products to customers does not lead to incentives such as to induce these parties to pursue their own interests to the detriment of customers and the Group.

In providing services to customers, in addition to formal and substantive compliance with the obligations imposed by applicable regulations, the Group ensures that the competent corporate structures and departments fulfil the following obligations:

- provide the customer with adequate documentation, as well as accurate and complete information on the nature and risks involved in the transactions and services requested, so as to enable every customer to make informed decisions;
- ask the customer for the information necessary to identify and understand their characteristics, including economic and financial, and their requirements;
- convey high professionalism and expertise that translates into guiding customers towards choices of interest to them and into the prohibition to promise, provide or receive favours and benefits of any kind.

CRITERIA OF CONDUCT IN RELATIONS WITH SUPPLIERS

The Group undertakes to identify suppliers and external collaborators who share the principles enshrined in the Code.

Therefore, the Code is brought to the attention of all suppliers and external collaborators, who are asked to abide by the principles established therein in the fulfilment of their duties.

The Group adopts adequate supplier selection procedures. Supply contracts are formalised in writing through the use of contractual templates that are previously assessed by legal and compliance experts and comply with outsourcing regulations, where applicable.

Recipients are required to identify service providers based on the following criteria:

- rigorous assessment of the levels of quality and cost-effectiveness of the services;
- assessment of organisational and behavioural standards;
- technical-professional suitability;
- compliance of goods and/or services with current regulations;
- in the event of outsourcing of a service, application of the selection process provided for by outsourcing regulations.

RULES OF CONDUCT CONCERNING CONFLICTS OF INTEREST

Recipients are required to strictly comply with legal and regulatory provisions, as well as corporate ones, concerning conflicts of interest and related party transactions.

Conflicts between personal interest and the interests of the Group and/or Group companies occur when conduct or a decision made in the context of a person's work, professional activity or function may generate an immediate or future advantage for themselves, their family members or acquaintances, to the detriment of the company's interest.

In general, Recipients shall refrain from engaging in conduct and avoid situations where personal interests and/or those of third parties may be to the detriment of pursuing the interests of the Group and the individual Group companies. If this is not possible, they shall comply with the disclosure obligations and other obligations, such as abstention from voting, established by the relevant regulations, including corporate regulations.

It is forbidden to take advantage of holding a certain corporate position, in order to obtain personal benefits from persons who have or would like to enter into business relations with the Group.

Anyone who, in carrying out their activities, believes that they are, even only potentially, involved in a conflict of interest, must report it to the departments identified by company procedures for the situation to be assessed.

Recipients are prohibited from accepting and offering third parties any form of gift that may even only be interpreted as going beyond regular business practice or courtesy, or in any case potentially aimed at obtaining favourable treatment.

RULES OF CONDUCT IN RELATIONS WITH TRADE UNIONS AND POLITICAL ORGANISATIONS

It is forbidden to make direct or indirect contributions, in any form, to political and trade union associations, movements, committees and other organisations, or to their representatives or candidates. Participation in promotional and commercial activities connected with initiatives promoted by political parties and trade union organisations is also defined in accordance with applicable laws and with maximum transparency.

The Group assesses whether it is appropriate to maintain relations with the aforementioned organisations where criteria of seriousness and reliability are met, focusing on any possible involvement they may have in illegal activities or activities harmful to human rights or to the health and safety of people and the environment.

If the activities of the organisations with which the Group has relations are not in line with the above criteria, Recipients shall refrain from establishing relations of any kind with the aforementioned organisations.

MANAGEMENT OF PERSONNEL AND WORKPLACE

The Banca Sistema Group's personnel are key to the Group's sustainable development and success. The dedication and professionalism of its management and employees are key values and pre-conditions for the achievement of the Group's objectives. For this reason, the Group uses, in a profitable and constructive manner, all suitable management tools for the enhancement of its human resources.

In particular, initiatives aimed at the growth, training and specialisation of Group employees, in the primary interest of the Group and respecting the aptitudes of the individual, are adopted.

Moreover, the Banca Sistema Group guarantees the creation of an adequate work environment from the point of view of health and safety and mental and physical well-being, promoting

the adoption of all suitable technical and organisational measures for the protection of workers, while fully respecting their individual dignity.

Conduct involving discrimination, humiliation, psychological abuse or isolation of collaborators or colleagues, whatever the reasons may be for such conduct, and any initiative that may disrupt the person's sensitivity, is not allowed, as such actions are detrimental to their human dignity.

In detail:

- any discriminatory practice in the selection, recruitment, training, management, development and remuneration of personnel is prohibited;
- applications and personnel selection are made according to company needs in line with the professional profiles sought;
- growth and development of personnel are favoured, while respecting the principle of equal opportunities.

These rules are taken into account in the personnel assessment and incentive policies, to ensure the correct and efficient performance of work and professional activities. Characteristics such as professionalism, commitment, correctness, willingness and spirit of initiative of each employee and collaborator are valued, in compliance with the principles of gender neutrality, belonging to cultural groups, religious groups, or groups of geographical origin. In the choice of its employees and collaborators, the Group applies criteria of fairness, transparency and good faith, basing personnel selection on the match between the candidates' profiles and current and future business needs, in compliance with equal opportunities practices and without discrimination of any kind but, on the contrary, promoting diversification in terms of gender, age, training and professional experience and geographical origin.

All those in charge of personnel management and coordination ("**managers**") are tasked with improving the expertise and work of collaborators, requesting performances in line with the activities assigned to them, their level and their professional role. All managers are also required to promote the involvement of their collaborators and encourage them to contribute to meeting the company's goals. In addition, managers must undertake to foster the creation of a working environment conducive to the smooth running of the company, avoiding or removing all possible unlawful influences or sources of discomfort for their collaborators.

The Group implements forms of incentives and development for its personnel based on criteria of merit and expertise, without any form of discrimination. Compliance with the values of the Code is one of the tools used to assess employees' performance in the application of incentive and career development systems.

Each personnel member has the responsibility of working on their professionalism, giving value to their and others' skills and experience, taking on a constructive and proactive approach and guaranteeing the utmost collaboration and sharing of know-how, in order to contribute to overall business growth and the achievement of corporate objectives.

The Group promotes remuneration and incentive policies that are consistent with the corporate objectives and values, including sustainable finance objectives and compliance with the principles of gender pay neutrality. To this end, the remuneration and incentive system for employees and collaborators has been designed in such a way as to facilitate compliance with all the provisions of law, regulations and Articles of Association, as well as with this Code, including through claw-back mechanisms.

The Group's remuneration and incentive policies ensure, the roles, responsibilities and activities performed being equal, that members of personnel have an equal level of overall remuneration, including in terms of conditions for its granting and methods of payment.

USE OF CORPORATE ASSETS

All Recipients are required to operate respecting and safeguarding the assets owned by the Group, preventing their fraudulent or improper use or in any case any use in conflict with the company's interest and the rules and operational procedures put in place to regulate their use.

All corporate assets are identified and registered by the persons responsible for their management.

Corporate assets must be used with care, reporting any failure or anomaly to the persons responsible for their management or maintenance.

The use of corporate assets for purposes other than carrying out the corporate activity is not permitted.

RELATIONS WITH SHAREHOLDERS AND THE MARKET

The Group ensures, vis-à-vis third parties, complete, accurate, clear and timely information, in accordance with the rules applicable to the sector, in relation to significant events in business operations, ensuring transparency and knowledge by the market and the shareholders of management decisions and corporate events in general that can significantly influence the price of the financial instruments issued.

In particular, for the Group it is essential that its shareholders are able to participate in making decisions that fall within their remit and to make informed choices. For this reason it undertakes to guarantee the maximum transparency of the information to communicate to its shareholders and, more generally, the market also through the Group's websites.

The Banca Sistema Group also undertakes to take due account of legitimate indications expressed by its shareholders in the designated venues.

To this end, the "*Regulation governing the policy for the management of dialogue with shareholders and investors*", laying down the policy for managing dialogue with all shareholders with reference to the multiple forms of engagement that the Bank implements, is published on the website www.bancasistema.it.

The Group has appropriate procedures in place to ensure the correct management of corporate information, with particular reference to inside information, in full compliance with applicable regulations in force.

In this regard, Recipients are required, each within the remit of their duties, to manage the relevant and inside information to which they have access in full compliance with the company procedures and applicable regulations.

The Group has voluntarily decided to adopt the recommendations in the Corporate Governance Code for Listed Companies.

PROTECTION OF OCCUPATIONAL HEALTH AND SAFETY

The Group considers the health and safety of workers and collaborators, as well as third parties who have relations with the Group, as a priority and undertakes to ensure their well-being.

The Group is committed to disseminating a culture of safety for its personnel and third parties, regardless of any economic considerations.

Group companies comply with all the requirements laid down by the sector's regulations and draft corporate training plans on occupational health and safety for all the personnel.

The Recipients' responsibility towards their collaborators and colleagues makes it compulsory to provide the utmost care for the prevention of risks to the health and safety of persons. The technical planning of workplaces, equipment and processes must be based on the highest level of compliance with current regulations on occupational safety and hygiene.

Recipients shall pay the utmost attention in carrying out their activities, by strictly complying with all the established safety and prevention measures, in order to avoid any possible risks for themselves and their collaborators and colleagues.

ENVIRONMENTAL PROTECTION

Consistent with the principle of reasonableness of economic choices, the Group undertakes to adopt measures aimed at reducing its environmental impact and the excessive consumption of energy resources and at compliance, in carrying out its activities, with the environmental objectives set forth by the reference regulations in force (including the European Regulation on the taxonomy of environmentally sustainable economic activities, Regulation (EU) no. 852 of 18 June 2020, so-called "EU Taxonomy").

The Group also undertakes to adopt measures to raise awareness of and encourage compliance with these objectives by all Recipients.

Finally, as part of the definition of corporate strategies and policies and in compliance with applicable regulations, the Group will take environmental factors into account in the context of sustainable finance objectives.

RELATIONS WITH THE MEDIA, OPINION GROUPS AND THE SCIENTIFIC COMMUNITY

The Banca Sistema Group recognises the primary value of information as a tool for creating its reputation.

Communications targeted directly or indirectly at the public must be truthful and must not contain information or omissions that may render them misleading, influencing their reliability. All communications activities must comply with the laws, the rules and the practices of professional conduct, and be carried out clearly, transparently and in timely fashion.

All press releases and other general interest documents are available on the www.bancasistema.it website.

Relations with the media are reserved exclusively to the corporate departments delegated for that purpose. All personnel within the Bank are committed to ensuring the truthfulness and accuracy of the information transmitted to representatives of the media.

PROMOTION OF NON-PROFIT ACTIVITIES

The Banca Sistema Group's philanthropic activities are consistent with its vision and focus on sustainable development.

Sponsorship activities and donations, which may be connected with social issues, the environment, sport, culture, entertainment and art, must be consistent with the Group's activities and the values expressed in the Code as well as with the relevant company policies.

PREVENTION OF UNLAWFUL ACTS

PREVENTION OF CORPORATE CRIMES AND TAX OFFENCES

The Group's accounts are strictly based on the general principles of truthfulness, accuracy, completeness, clarity and transparency of the recorded data.

Operations must be correctly, completely and promptly reported in company accounts and databases.

Each accounting transaction must be traced and appropriately documented, in formal and substantive compliance with the regulations and procedures in force, so that it can be fully reconstructed at any moment in time.

The financial statements of the Group companies are prepared in strict compliance with the general principles of giving a true and fair view of the financial position, operating results and cash flows, and with the general and special regulations in force.

The measurement criteria refer to civil law, generally accepted standards and the implementing instructions of the competent Supervisory Authorities.

Employees and collaborators are required to comply, in their conduct, with the principles of accounting and organisational separation, in order to guarantee the utmost fairness and transparency in the management of accounting transactions in accordance with the relevant provisions issued by the competent authorities.

Any omissions, errors or falsifications of accounting records or entries must be promptly reported to the competent Group control bodies.

Recipients who, for whatever reason, are involved in drawing up prospectuses for the offer of financial instruments to the public and, in general, documents disclosing the Group's operating results, financial position and cash flows, are prohibited from reporting untrue facts, even if they are the object of assessment, or omitting information and concealing data in violation, directly or indirectly, of accounting standards, regulatory principles and internal procedural rules.

The following is also forbidden:

- make any type of payment in the interest of the Group, without adequate supporting documentation;
- make payments to a beneficiary that is not the same as the contractual counterparty;
- use anonymous instruments for carrying out actions or transactions to transfer significant amounts (e.g. cash or other bearer financial instruments);
- issue invoices or documents for transactions that are entirely or partly non-existent, in order to allow third parties to commit a tax evasion;
- report fictitious liabilities, using invoices or other documents for transactions that are entirely or partly non-existent;
- make false, incomplete or misleading entries and establish hidden or unregistered funds;
- conceal and/or destroy the accounting and tax documents that it is mandatory to retain;
- use the Group's funds and resources without formal authorisation;
- provide false documentation and information in tax settlement procedures.

In particular, with reference to payments made or received by way of consideration, they must be in line with: (i) the sales/services actually rendered/received; (ii) the provisions contained in the relevant contract.

In addition, all payments must be made against the issuance of an invoice or equivalent document, where required by law, and be duly recognised in the accounts in accordance with the applicable legal provisions.

The periodic audits of the accounting records carried out by the competent corporate departments and/or by third-party experts appointed to do so, shall not be obstructed and full collaboration must be ensured.

The segregation of functions is guaranteed between the activities of accounting recognition/recording of company transactions and those of preparing tax returns and the consequent tax calculation and payment.

The Group implements the necessary activities to apply the correct tax treatment for income items and deductions, in accordance with tax regulations and in compliance with the obligations imposed by the regulations on direct and indirect taxes.

The Group oversees the dissemination of the main regulatory changes in tax matters to the personnel involved in tax management. To monitor tax risks, the Group has implemented practices, policies and procedures and introduced the following rules of conduct:

PREVENTION OF MARKET ABUSE OFFENCES

Recipients are required to strictly comply with the provisions of law and company regulations aimed at preventing market rigging, abuse of inside information and market manipulation.

PREVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM

The Group adopts organisational and procedural solutions and controls aimed at ensuring strict application of regulations on combating organised crime and money laundering and countering the financing of terrorism, both national and international.

In particular, and without prejudice to the obligations set out in the relevant regulations, Group companies are required to:

- verify the information available on business counterparties, suppliers, partners and consultants in advance, in order to ascertain their moral integrity and the legality of their business before establishing business relations with them;
- operate in such a way as to avoid any involvement in transactions that, even potentially, are likely to encourage the laundering of money originating from illegal or criminal activities, acting in full compliance with primary and secondary anti-money laundering regulations and internal control procedures;
- avoid any conduct and solutions that may contribute to or facilitate the use of proceeds from criminal activities in any form or manner.

Recipients are required to strictly comply with the regulatory provisions, company procedures and policies in any activity in which they are involved, ensuring full traceability of cash inflows and outflows and full compliance with anti-money laundering laws.

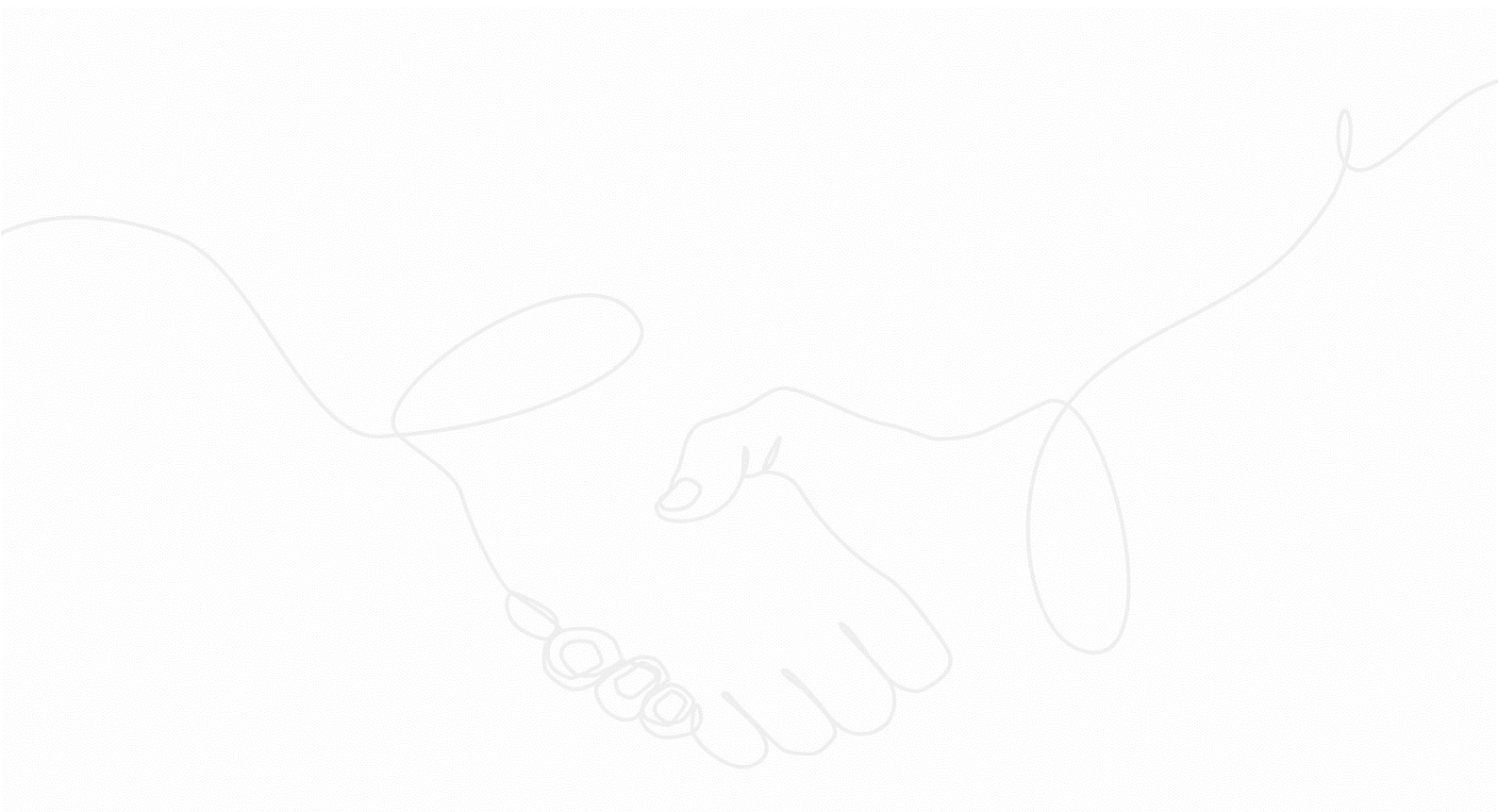
The Group also provides general training sessions for all personnel, or special training sessions for specific categories of personnel, in order to ensure they are updated in relation to regulations on anti-money laundering and countering the financing of terrorism.

PREVENTION OF THE OFFENCES OF COUNTERFEITING OF MONEY AND OTHER VALUABLE ITEMS

The Group operates in full compliance with the laws and internal regulations governing the manufacture, handling and spending of money, revenue stamps, instruments of any kind and watermarked papers.

The Group adopts control measures and protocols of conduct that also prevent the commission of fraud and falsification of means of payment other than cash.

The Group does not use for payment purposes and does not invest in unofficial and unregulated cryptocurrencies and crypto-assets.



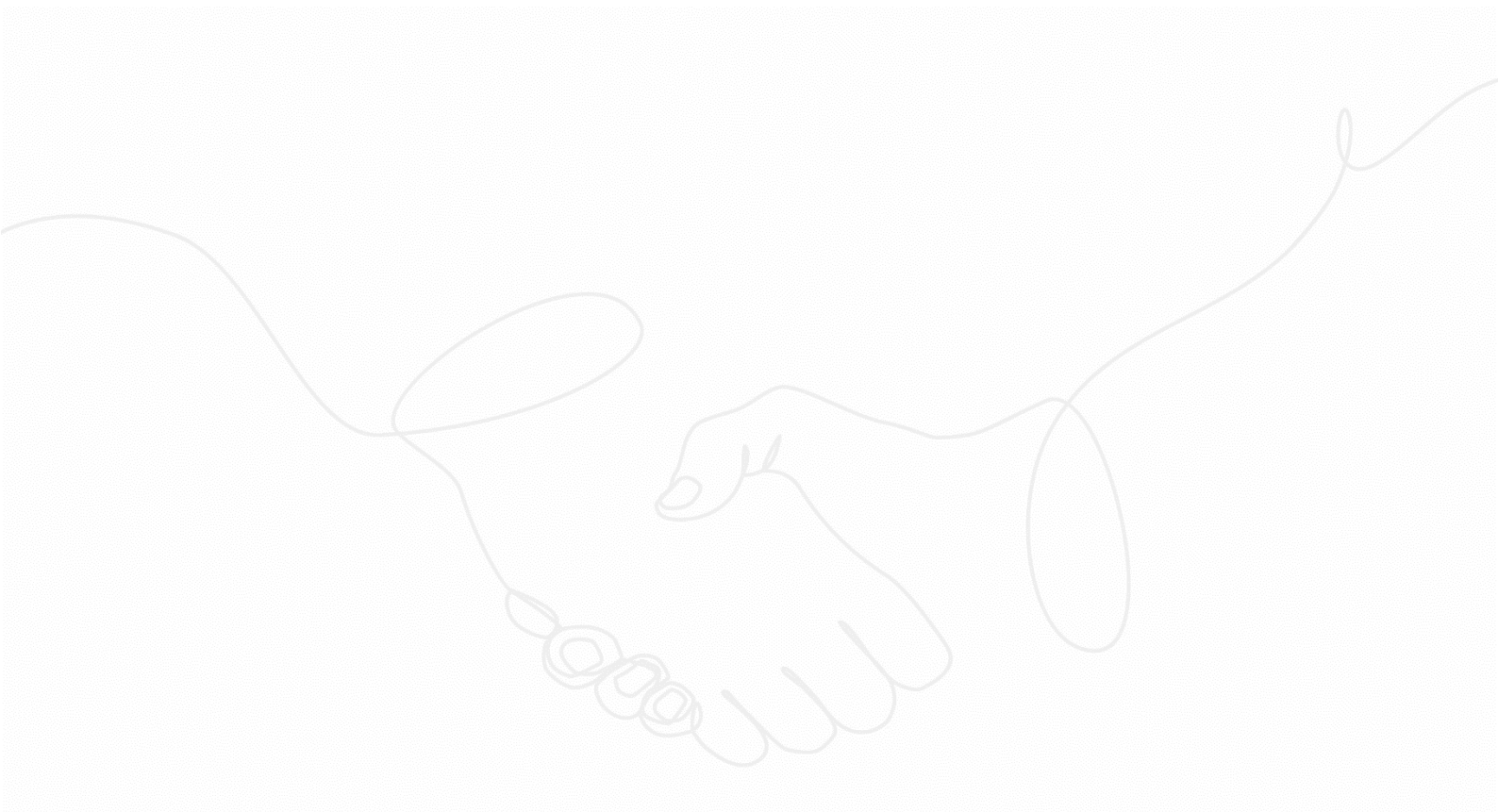
COMMUNICATION AND DISCLOSURE OF THE CODE

The Banca Sistema Group promotes the dissemination and awareness of this Code pursuant to Legislative Decree 231/01, by publishing it on its websites and making a copy available to all Recipients.

In particular, to promote the correct understanding of the Code by Group personnel, training and information plans are organised for Recipients, in collaboration with the Supervisory Body, in order to facilitate knowledge of the contents of the Code.

The Ethics Committee, established within the Board of Directors of the Bank, also acts as a body called to provide unambiguous interpretation of the provisions of the Code.

The Group favours the creation and maintenance of all conditions for the sharing of the values and principles set forth by the Code.



APPROVAL, UPDATING AND IMPLEMENTATION OF THE CODE

The Code is approved by the Bank's Board of Directors, which ensures its periodic updating and its dissemination and application at the other Group companies. The revision of the Code is approved by the same body, on the proposal of the Ethics Committee.

Group companies shall ensure timely implementation of the Code of Ethics.

For anything not expressly provided for in this Code of Ethics, reference should be made to the provisions of the Organisational Model.

In the event of any conflict between the Code of Ethics and the Organisational Model, the latter shall prevail.



THE ROLE OF THE ETHICS COMMITTEE

The Ethics Committee:

- a) provides Recipients with the interpretations and clarifications required with regard to the content and application of all the provisions of the Code;
- b) as part of the procedures relating to or leading to the identification of breaches of the provisions of the Code, without prejudice to the powers provided for therein to the competent body or department (e.g. the Supervisory Body, the Board of Directors, the Board of Statutory Auditors, the CEO, the General Manager, the Head of the Human Capital Department), the Ethics Committee is called upon to provide support of a preliminary nature, formulating opinions and recommendations and possibly hearing the parties involved in the procedure.

The Ethics Committee also performs these preliminary and advisory functions in order to make proposals to the Board of Directors aimed at improving the system of principles of ethics and conduct adopted by the Group.



REPORTING UNLAWFUL ACTS

Without prejudice to the provisions of the company regulations on whistleblowing, any conduct that is, even only potentially, in conflict with the provisions of the Code is reported to the control bodies of the Group companies and, where established, to the competent Supervisory Body, set up pursuant to Legislative Decree 231/01, according to the procedures defined by the Organisational Model adopted.

The Group has set up suitable communication channels through which reports may be made regarding any violations of this Code. These channels ensure the confidentiality of the whistleblower's identity in the whistleblowing management activities.

Whistleblowers are protected from any type of retaliation or act that may constitute a form of discrimination or penalisation, directly or indirectly related to the report.

In particular, Recipients are required to report, promptly and in writing, to the Supervisory Body, including by e-mail to the addresses indicated in the respective Organisational Models and Whistleblowing Regulations of the Group companies, and to the Ethics Committee any fact, event or conduct that may potentially be in conflict with the provisions of the Code¹. Such reports must in any case be made in compliance with the principles of fairness and loyalty. Without prejudice to legal obligations, the confidentiality of the whistleblowers' identity is ensured in order to protect them from any form of discrimination or penalisation deriving from the report.

Having received notification of breaches of this Code, the Supervisory Body shall carry out the assessments and checks deemed necessary and shall inform the Board of Directors and the Board of Statutory Auditors in order to take the appropriate measures.

(1) With regard to the subsidiary ProntoPegno S.p.A., the reference, here and in other parts of the text, is to be made to the Supervisory Body established at that company or the related Whistleblowing Regulations. Reports of any unlawful acts concerning the subsidiaries of ProntoPegno S.p.A. must be sent to the parties designated by the latter.

SYSTEM OF SANCTIONS

Recipients who commit any acts or omissions that constitute breaches of the provisions of this Code are sanctioned by the Group company to which they belong, through the adoption of appropriate disciplinary measures that are proportionate to the seriousness or repetition of the failure or to the degree of negligence.

If appropriate, claw-back clauses are applicable whereby the Group companies may ask the parties concerned to repay, in part or in full, the variable remuneration.

Breaches of the provisions of this Code committed by employees constitute a disciplinary offence and are sanctioned, in full compliance with the sector's regulations in force, under the applicable National Collective Bargaining Agreement.

Managers and personnel responsible for managing company structures and their resources are in charge of disseminating knowledge of the contents of the Code of Ethics and are required to exercise active supervision of the correct application, by hierarchically subordinate workers, of the rules laid down in the Code, answering for them in the event of culpable omission. The sanctions will be imposed in accordance with the provisions of the National Collective Bargaining Agreement for Senior Managers.

Any breach of the provisions of this Code by agents and credit brokers operating in favour of the Group may constitute grounds for unilateral termination of the relationship without prejudice to the right to greater damages.

Any breach of the provisions of this Code by a member of the Board of Directors may lead to the application of a financial sanction against them, to be charged to their remuneration, as approved by the Board of Directors by qualified majority of its members, having obtained the opinion of the Ethics Committee and of the Supervisory Body and having consulted the Board of Statutory Auditors. The powers of the Shareholders' Meeting to dismiss the director for just cause remain valid.

In the event of breach of the provisions of this Code by members of the Board of Statutory Auditors, the relevant regulatory provisions shall apply, subject to the conditions existing.

If the breach of the provisions is committed by collaborators, external consultants or suppliers of goods and services, the sanctions shall be established by the competent bodies and in the

more serious cases may result in the termination of the contract, in addition to the Group's right to obtain compensation for the damage suffered due to unlawful conduct. To this end, the contracts entered into with these parties include clauses which refer to such cases of contract termination due to breach of contract.

The application of sanctions for breaches of the Code is decided by the competent bodies of the Group companies on whose behalf the party who committed the unlawful act or irregularity has acted.

Failure to comply with the Code, as outlined in the contracts with collaborators, suppliers and customers, shall constitute grounds for termination of the relevant contracts, without prejudice to the right to greater damages.

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S I S T E M A

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