

**Report on the remuneration policy  
and remuneration paid**

**Section One**

**(art. 123-ter, c. 3, D. Lgs. 24/2/1998, n. 58)**

**2024 Remuneration Report of the Banca Sistema Group**

Approved by the Board of Directors on 22 March 2024

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## SECTION I – 2024 REMUNERATION POLICIES DOCUMENT

### 1. Introduction

This First Section (the “**Remuneration Policies Document**” or “**Policies**”) of the “Report on the remuneration policy and remuneration paid”, pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (“Consolidated Law on Finance”), was drawn up in accordance, in addition to the mentioned provision of the Consolidated Law on Finance, with Part One, Section IV, Chapter 2 of Bank of Italy Circular No. 285 of 17 December 2013, as subsequently amended and supplemented concerning “Remuneration and incentive policies and practices” (hereinafter “**Circular 285**”) and in compliance with the prescriptions of the Corporate Governance Code for listed companies, approved by the Corporate Governance Committee, promoted by Borsa Italiana S.p.A. in January 2020 and entered into force on 1 January 2021 (the “**Corporate Governance Code**”) and with the guidelines of the European Banking Authority (“**EBA**”) on sound remuneration policies (hereinafter, the “**Guidelines**”, and jointly the “**Provisions**”).

The Provisions on “Transparency of banking and financial transactions and services - Correctness of relations between intermediaries and customers” are also relevant and establish specific principles with reference to remuneration policies and practices for personnel and third parties in the sales network.

The Provisions also implement Directive 2013/36/EU (hereinafter “**CRD**”), insofar as the prescriptions governing remuneration and incentive policies and practices adopted by banks and banking groups are concerned. The Provisions also take into account the guidelines and criteria agreed at international level, including those issued by the EBA and the Financial Stability Board (hereinafter “**FSB**”). The Provisions also consider the Regulatory Technical Standards issued by the European Commission on proposal of the EBA.

In particular, the Provisions set out the specific principles and criteria that banks are required to comply with in order that:

- remuneration systems are correctly established and implemented, also with regard to gender neutrality in application practices;
- any conflicts of interest are effectively dealt with;
- the remuneration system takes due account of current and potential risks, and of each intermediary’s capitalisation and liquidity level;
- the degree of transparency vis-à-vis the market is increased;
- control by the Supervisory Authorities may be strengthened.

The aim of the Provisions is to establish - in the interests of all stakeholders - a remuneration system in keeping with the company’s long-term goals, values and strategies linked to company results that are appropriately adjusted to take into account all associated risks. The system must be consistent with the levels of capital and liquidity required to run the business. Incentive distortions of the type which encourage recipients to breach the provisions or expose the bank and the financial system in general to excessive risks must be avoided at all times. Furthermore, they aim to ensure compliance with the principles of diligence, transparency and fairness in customer relations, to contain legal and reputational risks, to ensure gender-neutral work environments and remuneration practices and to protect and retain customers.

The Provisions require the parent of a banking group to prepare a remuneration policies document for the entire group, taking into account the characteristics of each group company, ensuring overall consistency, providing implementation guidelines and verifying the proper application of the policies by all companies within the group also to consider – as detailed in Annex 2) “Performance Indicators” – the various levels of achieving the objectives and the consequent impacts on the Group’s risk profile and expected capital, liquidity and profitability targets.

This document, drawn up by Banca Sistema S.p.A. (hereinafter “**Banca Sistema**” or the “**Parent**”, or the “**Bank**”), applies throughout the Banca Sistema Group (hereinafter the “**Group**”).

Each company of the Group is responsible for ensuring compliance with the Provisions and, in general, with the provisions of law applicable to remuneration policies, and for the due implementation of the guidelines issued by the Parent.

Pursuant to Part One, Title IV, Chapter 2, Section I, paragraph 7, of Circular 285, as most recently updated on 24 November 2021 (37th update), in application of the principle of proportionality, Banca Sistema qualifies as a "*smaller and less complex bank*" as it recognised, in its separate financial statements, assets of less than € 5 billion (calculated as the average of the four years immediately preceding the current financial year) and does not belong to a group with consolidated assets equal to or greater than € 30 billion.

When preparing the Remuneration Policies Document, the previous recommendations of the Bank of Italy addressed to banks to continue to adopt a prudent and far-sighted approach to their remuneration policies have been considered.

The remuneration guidelines issued by the Italian Corporate Governance Committee, promoted by ABI, Ania, Assogestioni, Assonime, Borsa Italiana and Confindustria for 2023 were also taken into account.

Although the provision of investment services and activities by the Bank is limited to only some of them and to a limited extent, the Policies take into account the "Guidelines on certain aspects of the MIFID II remuneration requirements" introduced by the ESMA update on the remuneration of intermediaries providing investment activities or services to retail or professional customers. It should be noted that the Bank does not have an external network of financial advisors and acts solely through its employees when providing investment services and activities.

Lastly, as regards the impact of the policies on the capital situation, the Group's variable remuneration structure is strictly linked to the Bank maintaining its capital levels and, in particular: the use of a specific gate ensures compliance with the Risk Appetite Framework (RAF) of the Bank, preventing the payment of the Bonus Pool in the event of a deterioration of TCR below the first level of the annual RAF; specific mechanisms are envisaged for the reduction (if required) of the deferred amount through "malus".

## **2. Mission of the Banca Sistema Group and objectives of the Remuneration Policies**

Banca Sistema has adopted a specific business model whereby its mission is to become the leading independent operator in the field of "Specialty Finance". Its growth strategy focuses on leveraging the development of the expertise and capabilities of its resources and on respecting and protecting customer relations over the long term, given that customer satisfaction is a primary objective.

Bearing in mind the aforementioned mission, the Provisions and the Guidelines, the Group's chosen remuneration strategy pursues the following goals:

- to direct the efforts of executive directors and employees towards the priorities and objectives established at Bank and Group level, supporting the creation of value over the medium and long term;
- to attract and retain highly qualified personnel, also through external remuneration competitiveness;
- to motivate personnel, by recognising merit and encouraging the development of professional skills;
- to develop and improve the quality of the services provided to customers, avoiding marketing products that are not suitable to the needs and characteristics of the individual customer;
- to ensure sound and prudent management of the Bank and its risk profile, containing legal and reputational risks;
- ensure the overall achievement of sustainability objectives that take into account, among other things, environmental, social and governance (ESG) factors;
- to ensure remuneration fairness – also with respect to gender neutrality – rewarding individual employees for their contribution, the responsibilities given and their specific working conditions;
- to ensure conduct that is consistent with the Code of Ethics of the Group (hereinafter the "Code of Ethics"), the Group's internal regulations and the legislative and regulatory provisions applicable to Banca Sistema and the Group.

The Group applies the following employment contracts to the employees of the Bank and its Subsidiaries:

- the “National Collective Bargaining Agreement for the Banking sector for Middle Managers and Personnel of Banks, Financial Companies and Associated Companies”, for White-Collar Employees and Middle Managers;
- the “National Collective Bargaining Agreement for Senior Managers of Banks, Financial Companies and Associated Companies” for Senior Managers;
- the “National Collective Bargaining Agreement for Employees of Distribution and Service Companies” (only for the Subsidiary that does not perform banking activities);

as negotiated and signed by the representatives of the employers and employees, throughout the period of their respective validity.

In these agreements, there are specific representations regarding the main areas of professional responsibility, knowledge and competencies and any involvement in decision-making processes and in the coordination of other resources based on which the Group applies specific and proportionate category and remuneration levels.

On 23 November 2023, employers and the trade unions signed the renewal of the National Collective Labour Agreement for Middle Managers and Personnel of the Banking sector, whose agreed economic increases will be paid to the covered employees in tranches until 2026.

In this context, based on an assessment of the scope of the increases for the Group's employees, the practices of its competitors, the corporate welfare initiatives decided for 2024 and the Group's overall remuneration positioning, the Bank's Board of Directors decided on 15 December 2023 to absorb the increases of the new CCNL in any ad personam remuneration (A.P.), in addition to the contractual salary scales, previously granted individually as a result of the annual remuneration reviews, and to defer future analysis and evaluation of possible targeted remuneration measures.

The Group's remuneration strategy also takes account of the RAF (Risk Appetite Framework) adopted by the Bank, which includes specific performance indicators that take account of risk appetite.

The Bank observes the prohibition of not providing for any form of employee remuneration or incentives (e.g. payments or other benefits) using special purpose vehicles, instruments or means that do not conform to the Provisions, also in regard to any foreign branches or offices (regardless of where they are located). Therefore, remuneration is paid exclusively and directly by the Bank. On the basis of specific agreements, the Bank requires its personnel not to avail themselves, also via third parties, of personal hedging strategies or insurance on remuneration or other elements that could undermine or affect the risk alignment effects embedded in remuneration arrangements. In order to ensure compliance with the foregoing, the control departments conduct sample checks on securities custody and administration deposits held with the Bank by “key personnel” (as defined in paragraph 4 below). The Bank requires, in any case, that “key personnel” inform the Bank, on the basis of the aforementioned individual agreements, of the existence or opening of custody and administration accounts with other intermediaries. These agreements shall be drawn up by the Human Capital and Organisation Department, and expressly accepted by each person belonging to the category of “Key Personnel”. Failure to expressly accept said specific agreements shall result in the individual employee in question being excluded from the provisions and benefits of these Policies.

In order to prevent any avoidance of the Policies, the Bank, in establishing and implementing them, shall take due account of any transactions carried out independently, either directly or indirectly, by personnel, on the shares, or on any financial instruments with the Bank's shares underlying them, including:

- transactions on derivatives with the shares, or in general the deferred part of variable remuneration, underlying them;
- securities lending transactions concerning the shares.

In any case, the Bank requires “key personnel” to report any financial transactions and investments that come within the aforementioned categories, and it shall take account of such in order to adjust the Policies, in particular with regard to the risk alignment mechanisms and to the Bank's financial position and results of operations (e.g. duration of the deferral period, malus and claw-back mechanisms, etc.).

In light of the developments in the regulatory framework, of the context in which the Group operates, and of the objectives for sustainable growth over the long term, this document provides for the following main updates with respect to the previous version of 2023:

- the update to the process of identifying “Key Personnel”, always through the adoption of the criteria laid down in the update of the EBA RTS of June 2020 and the consequent Delegated Regulation (EU) 2021/923 of 25/03/21;
- the description of the analyses and assessments conducted by the Remuneration Committee and the Board of Directors regarding the “gender pay gap” previously introduced in the 2022 Remuneration Policies, with specific provisions concerning the gender neutrality of the Bank’s remuneration policies and practices;
- reference to the update to the Operational Procedure regarding flexible bonuses assignable to the Bank Group’s employees, decided by the Board of Directors on 12 May 2023 and designed to establish the corresponding operations, responsibilities and methods of calculating the bonus pool and bonuses of key personnel, as per the reports on the results achieved by the Bank and by individuals;
- the strengthening of ESG factors and of the management of climate and environmental risks within the context of the annual performance management process, also in relation to the Three-Year Climate and Environmental Risk Management Plan approved in general terms by the Board of Directors on 17 March 2023 and the implementation of which was the responsibility of the risk-takers involved;
- as regards the non-financial objectives, already included in the previous versions, the Bank: (i) opted for the preparation of voluntary non-financial reporting, thus preparing the Sustainability Report also for the year 2023, drafted in line with the GRI standards; (ii) will, at the same time, cover the areas of reporting under Italian Legislative Decree 254/2016, which will therefore add value to the base of the parameters, including the identification of additional non-financial objectives in particular to ensure a long-term approach and the convergence of the interests of all the stakeholders. Furthermore, during the course of the year, in accordance with the Corporate Sustainability Reporting Directive (CSRD) 2022/2464 and the new European Sustainability Reporting Standards (ESRS), the scope of non-financial data to be reported under the bank’s materiality criteria in the 2025 Directors’ Report will be expanded;
- confirmation of the amount of particularly high variable remuneration of Italian high earners, as indicated in the latest EBA report published in January 2023 with reference to remuneration for the year 2022;
- a more detailed description of the possibilities in the future to use medium-long term incentives (LTI Long Term Incentive) for the Group’s key personnel to support the alignment of interests between shareholders and management and support the achievement of long-term objectives;
- the expansion of the Group’s support to Employees and their families through a broader provision of welfare credit for employees with children and in the manner described below in the paragraph on benefits;
- the organisational changes of the Compliance and Anti-Money Laundering Department, which was divided into the “Advisory and Controls” and “Investigations and Reports of Suspicious Transactions” Departments, and the Human Capital Department, which acquired the Organisations Department, changed its name to “Human Capital and Organisation Department”;
- during 2023, the Kruso Kapital subsidiary approved a three-year bonus system linked to the corporate objectives which was presented at the listing on the EGM market of the Italian Stock Exchange on 24 January 2024 to support the achievement and alignment of interests between shareholders and management (the subsidiary Kruso Kapital’s bonus plan is attached);
- in light of the approved 2024-2026 Business Plan, in 2024, the Bank intends to evaluate the necessary initiatives for possibly introducing a Long Term Incentive Plan for the Group’s employees, the effectiveness of which would be subject to the approval of the Shareholders’ Meeting of the Bank.

The 2023 Policies (Section I of the Report on the remuneration policy and compensation paid: 2023 Remuneration Policy) were approved by the Shareholders' Meeting on 28 April 2023 with a vote in favour of 96% of those present and, on that occasion, no questions were asked or comments made.

## **2.1 Gender-neutral Policies**

The Bank adopts remuneration and incentive policies which provide for remuneration based on equity, understood as pay consistency between comparable roles and responsibilities, and the recognition of merit, thus excluding any possible influence on the remuneration package of external factors, such as, for example, gender diversity.

The Bank undertakes to guarantee equal opportunities and treatment, through the use of neutral, objective and inclusive performance assessment criteria, based on the objective and measurable recognition of skills, experience, performance and professional qualities, as provided for by the performance management process and also described by the aforementioned Operational Procedure regarding flexible bonuses assignable to the Bank Group's employees in order to encourage the full and effective participation of all personnel in the creation of value.

In order to facilitate the application of gender-neutral policies, be able to assess their effectiveness and monitor in a timely manner the application of equality criteria in terms of remuneration with respect for gender neutrality, starting in 2022 the Bank performed a series of analyses and assessments of the remuneration practices applied to the genders represented in the Bank, subdivided into Key Personnel and other personnel, and also subdivided according to levels of office. These analyses have also been updated and revised in the light of external market remuneration comparisons, carried out with the assistance of qualified consultants, by ranking positions and comparing them with similar ones. These additional and more in-depth analyses also showed no significant pay differences between the most and least represented gender.

The Human Capital and Organisation Department periodically updates these analyses - in particular that of the distribution of gender at different contractual levels - in order to provide support to the annual review of fixed remuneration and of employment categories, and when advances are made as a result of any organisational changes implemented.

## **3. Process of formation and review of Remuneration Policies**

The Policies are defined and reviewed in accordance with the process described below, in compliance with the Provisions and with Banca Sistema's Articles of Association, which are in effect consistent with said Provisions.

In consideration of the importance and stability over time of the guidelines and principles which provide the inspirational foundations of the Group's Remuneration Policies (legislation, industry best practices and guidelines defined by the Shareholders' Meeting and the Bank's strategic management Bodies), the Remuneration Policies, as defined in this Document, are analysed, assessed and, when necessary, reviewed at least once a year. Each review is disclosed through the drafting of an ad hoc Document according to the procedure and with the engagement of the relevant bodies and departments, as described in this section.

The following company bodies and departments are involved in establishing the Policies, according to the remits and responsibilities described hereinafter:

The **Board of Directors** (or the "**Board**"):

- formulates and approves the Bank's Policies, submits them to the Shareholders' Meeting, and reviews them at least once a year, and is responsible for their correct implementation;
- approves the results of any procedure for the exclusion of "key personnel" referred to in Paragraph 4 and in Annex 1 to the Policies, and periodically reviews the criteria for such exclusion;
- ensures that the Remuneration Policies are duly documented and accessible within the company, and that personnel are aware of the consequences of any breach of the provisions contained in these Policies; it defines the incentive plan for those persons within the "key personnel" category (see Paragraph 4 below and Annex 1), as well as for all other Group employees;

- also ensures that the Bank's Policies are effectively implemented and that they are consistent with the Bank's overall corporate governance, corporate culture, risk appetite, their actual application with respect to gender neutrality and the specific working conditions, as well as the associated governance processes, and ensures that the granting, payment and accrual of variable remuneration do not negatively affect the need to maintain a strong capital base;
- analyses, with the support of the Remuneration Committee, the gender neutrality of remuneration policies, verifying the gender pay gap and its evolution over time;
- approves, in compliance with the principles set out in these Policies and in implementing the rules in the Provisions on "Transparency of banking and financial transactions and services", the criteria for the remuneration of personnel who offer products to customers, interacting with the latter, personnel they report to hierarchically and credit intermediaries, as well as personnel in charge of assessing creditworthiness and personnel responsible for handling complaints; it submits a clear and complete information document concerning the Policies to be adopted, to the Shareholders' Meeting. The purpose of this information document is to illustrate: the reasons, aims and means of implementation of the Policies; the controls carried out in regard to said Policies; the characteristics of the remuneration system; the consistency of such characteristics with the established guidelines and objectives; compliance with applicable law; the principal information regarding the process of identification of "key personnel" and the corresponding outcomes, including any exclusions (see Paragraph 4 below and Annex 1); any changes to systems and processes that have already been approved; the evolution of the dynamics of remuneration, also compared to the trend within the sector.

The Board of Directors discharges its duties with the support of the following company departments:

- the **Human Capital and Organisation Department**, which coordinates the Policies definition process and contributes to the drawing up of the Policies, providing the required information also in relation to the organisational structure, the remuneration levels and the incentive systems. In particular, the Human Capital and Organisation Department provides its support to the Compliance and Anti-Money Laundering Department in verifying compliance with the regulations. Among other things, it ensures consistency between the Policies and the various human resource management procedures (skills assessment system, organisational, professional and managerial development, HR administration) and the remuneration and incentive systems of the Bank;
- the **Risk and Sustainability Department** is involved in identifying events that could potentially affect the Company's business, analysing the impact of such events in relation to acceptable levels of risk, and periodically monitoring the effects of implementation of Policies on the Group's risk profiles. The Risk and Sustainability Department is invited to meetings of the Remuneration Committee to discuss the drawing up, implementation and monitoring of the Policies; in particular, it helps to ensure compliance with the reference framework for measuring risk appetite and with the risk control and management policies defined in the Risk Appetite Framework (RAF), also by establishing risk indicators to be used for (ex ante and ex post) adjustment mechanisms; it also expresses its opinion on the correct use of these mechanisms. Based on the data supplied by the Manager in charge of financial reporting, the Risk and Sustainability Department performs the necessary controls and checks concerning the achievement of the corporate access conditions and criteria and the consequent establishment of the "bonus pool" (as defined below) and the performance indicators, and highlights any possible impacts which these factors may have on the conduct of employees and/or in terms of the riskiness of the activities undertaken;
- the **Compliance and Anti-Money Laundering Department**, which verifies ex ante the compliance of the Policies and checks, on an annual basis, that the remuneration policies are consistent with the applicable legal framework and the internal policies, including the Group's Code of Ethics so as to take into account legal and reputational risks present, in particular, in relations with customers. The Compliance and Anti-Money Laundering Department informs the Board of Directors of any findings with a specific assessment on the compliance of the Policies with the regulatory framework in order that due account may be taken of such assessment by the Board when approving and assessing the Policies;



- the **Internal Audit Department**, which assesses, among other things, at least yearly, whether the remuneration practices are consistent with the approved policies and with the current provisions of law. The outcome of the assessment, brought to the attention of the Board of Directors, is submitted to the Shareholders' Meeting;
- the **Finance Department**, which verifies the compliance of the Policies with the Bank's medium and long term objectives and strategies, so as to ensure financial sustainability over the medium to long term through the definition of the final level of the "gate" parameters and access criteria to define the bonus pool payable for each financial year;
- the **Manager in charge of financial reporting**, who verifies the compliance and consistency of the Policies with accounting and company documents, and in particular their accuracy with respect to the approved accounting entries. The Manager in charge of financial reporting confirms the level of satisfaction of the corporate access conditions and criteria, as defined in this Document, and sends them to the Risk and Sustainability Department for the relevant controls and checks and to the Human Capital and Organisation Department for the application of the Policies for the year and for the assessment of any "malus" condition relating to deferred portions from previous years, and the level of achievement of the targets assigned.

The **Remuneration Committee** assists the Board of Directors in reviewing the Policies to be submitted to the Shareholders' Meeting, with support also from the previously specified company departments, and has the following responsibilities:

- to make proposals on the remuneration paid to "key personnel" and evaluate the overall application of the Policies for the remaining personnel as well;
- to provide advice in determining the remuneration criteria for "key personnel";
- to offer its opinion, also on the basis of the information received from the relevant company departments, regarding the outcome of the process of identification of "key personnel", including any exclusions pursuant to paragraph 4 and to Annex 1 of the Policies;
- to support the Board of Directors in monitoring gender neutrality in the application of remuneration policies; in this activity it is in turn supported by the Human Capital and Organisation Department and by specialist external consultants;
- to carefully monitor due application of the rules on the remuneration of the managers in charge of the corporate control departments, in close coordination with the Board of Statutory Auditors;
- to prepare the documentation to be submitted to the body tasked with the strategic supervision of the related decisions;
- to cooperate with the other committees within the Board of Directors, in particular with the Internal Control and Risk Management Committee;
- to ensure that all appointed departments are involved in the process of preparing and monitoring the Policies;
- to provide input, based also on the information received from the corporate departments concerned, on the achievement of the performance targets to which the incentive plans are subject and to verify the other requirements for payment of the remuneration;
- to assess the need to make ex-post adjustments to the variable remuneration (malus and claw-back) and to submit proposals in this respect to the Board of Directors;
- to provide adequate feedback on the activities carried out to the corporate bodies, including the Shareholders' Meeting, checking the adequacy of the information to be provided to shareholders in relation to the Policies, particularly concerning any proposals to exceed the variable-fixed remuneration ratio of 1:1;
- to make proposals to the Board of Directors concerning the use of external experts specialised in Remuneration and Incentive Policies;
- to check that the existing remuneration policy is up-to-date, and to propose any required amendments.

In order to perform its duties effectively and responsibly, the Remuneration Committee is given access to all data and information associated with the Board of Directors' decision-making process in relation to the preparation, implementation, monitoring and review of the Policies. The Committee is also provided with the necessary resources and has unconditional access to all information and data produced by the control departments; it interacts with said control departments and with other relevant

departments (e.g. the Human Capital and Organisation, Legal and Finance Departments), whose resources may be asked to attend the Committee's meetings.

The Remuneration Committee adopts specific measures and practices to evaluate any external consultants that may be necessary for identifying and managing conflicts of interest, which are described in the Internal Regulation on the operation of the Committee.

The **Internal Control and Risk Management Committee** ascertains that the incentives underlying Banca Sistema's remuneration and incentive system are consistent with the RAF, notwithstanding the powers of the Remuneration Committee, checking, in the absence of the Director responsible for the Internal Control and Risk Management System, that the remuneration of the Head of the Internal Audit Department and of the Head of the Compliance and Anti-Money Laundering Department is defined consistently with the Company's policies.

The **Shareholders' Meeting** approves:

- the Policies applicable to Group employees and "key personnel";
- any remuneration plans based on financial instruments (for example, stock option and stock grant plans);
- the criteria for determining any compensation to be paid in the event of early termination of employment or early exit from office, including the limits upon such compensation in terms of the number of years of fixed remuneration and the maximum amount resulting from application of such criteria (so-called golden parachute) (1).

On approving the Policies, the Shareholders' Meeting also resolves on any proposal to cap the ratio between the variable and fixed remuneration paid to individual staff members at more than 1:1, but not in excess of the maximum limit of 2:1<sup>(2)</sup>.

For the current year, only with reference to the Chief Executive Officer and General Manager, a maximum limit of 2:1 on the ratio between variable and fixed remuneration is envisaged. Therefore, for the remaining personnel the general limit of 1:1 is envisaged, without prejudice to what is specified below with reference to certain specific categories of personnel (see Chapter 7.3).

The Group companies are also given the opportunity to cap the ratio between the variable and fixed remuneration paid to individual employees at more than 1:1, but not in excess of the maximum limit of 2:1. In this regard, being a Group, the Shareholders' Meeting empowered to decide on the proposal to set a ratio of more than 1:1 is that of the Group company in which the personnel to whom the decision refers are employed. Banca Sistema may vote in favour of the proposal to increase the limit submitted for approval to the Shareholders' Meeting of a Group company.

The Shareholders' Meeting is informed of the fact that the cap on the ratio between variable and fixed remuneration includes any amounts payable as discretionary pension benefits, in anticipation of or as a result of the early termination of employment, or early exit from office (so-called golden parachutes) according to the methods and limits laid down by the applicable Supervisory Provisions.

The **Board of Statutory Auditors** has an advisory function and monitors the proper application of the remuneration policies based on the provisions and regulations in force at the time.

Banca Sistema's control departments, together with those of the Group companies, cooperate and exchange all relevant information.

The Policies are reviewed at least annually, and the associated activities and any amendments which are proposed, approved and implemented thereof are documented in written reports or in the minutes of the related meetings.

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<sup>1</sup> Currently, the Bank has acknowledged the resolution of the Shareholders' Meeting of 30 April 2021 which establishes, in the event the term of office of the Board of Directors ends prematurely as a result of any extraordinary transaction on the Bank's capital, that all Directors shall automatically receive, for two years, the remuneration approved for the same in the same Shareholders' Meeting as referred to in item 4 of the respective Agenda (for the CEO/GM the remuneration is added to the annual fixed and variable remuneration as well as to the benefits).

<sup>2</sup> The resolution is voted on with the abstention of those employees who are shareholders in the Bank, if the decision concerns the approval of an increase in the cap on their own remuneration.

#### **4. Key personnel identification and exclusion process**

The process of identifying “key personnel” (employees whose professional activity has or may have a material impact on the Group’s risk profile) takes into account the provisions of the Commission Delegated Regulation (EU) of 25 March 2021 which incorporated the new Regulatory Technical Standards (“RTS”) published by the EBA in June 2020, together with any further criteria established by the Bank and set out in Annex 1.

“Key personnel” are identified at least once a year by the Bank’s Board of Directors, and at the time of any change to the organisational structure, based on a structured self-assessment process which sees the involvement of the Remuneration Committee and the internal control departments, as described in greater detail in Annex 1. This process enables the aforementioned rules and criteria to be applied on the basis of the actual capacity of individual members of personnel to impact the Bank’s risk profile.

“Key personnel” are governed by more stringent rules with regard to the structuring of remuneration, in order that remuneration is fully consistent with economic-financial performance, both currently and with a view to the future. This is achieved by taking account of the risks taken and the sustainability over the course of time of the company’s performance.

In accordance with the Provisions, the Bank, following the aforementioned identification process, and on the basis of the exclusion process, may consider certain members of personnel identified as above not to be “key personnel” (see Annex 1). With reference to the financial year 2024, the Bank did not activate the prior authorisation process for the exclusion of personnel from the “key personnel” category pursuant to Article 6, paragraph 3 of Delegated Regulation (EU) no. 923/2021.

#### **5. Disclosure requirements**

The Bank publishes on its website the information referred to in Article 450 of the CRR, according to the templates and instructions identified in Implementing Regulation (EU) no. 637 of 15 March 2021.

#### **6. The structure of remuneration at Group level**

##### **6.1 General Principles**

Pursuant to Part I, Title IV, Chapter 2, Section I, Paragraph 3, of Circular 285:

- i) remuneration shall mean: “any payment or benefit, including any additional items (allowances), provided directly or indirectly to personnel in the form of cash, financial instruments or services, or fringe benefits, for the work or professional services they provide to the Bank or to other companies of the banking group or to third parties in the sales network. Marginal payments or benefits granted to personnel on a non-discretionary basis, which come within a general policy of the Bank and do not have any effect in terms of incentives to take or manage risks, may not be included”;*
- ii) fixed remuneration shall mean: “remuneration of a stable, irrevocable nature calculated and paid on the basis of pre-established, non-discretionary criteria - such as, in particular, the levels of professional experience and responsibility - that do not create incentives to the taking of risks and do not depend on the Bank’s performance”;*
- iii) variable remuneration shall mean: “(i) any remuneration that is granted and paid subject to performance, however measured (income-based targets, volume targets, etc.) or that is conditional on other parameters (e.g. seniority of service), excluding severance pay paid pursuant to employment laws, and indemnity in lieu of notice, where their amount is determined in accordance with, and within the limits set by, the provisions of law; (ii) discretionary pension benefits and compensation agreements stipulated by the Bank and personnel in anticipation of, or as a result of, early termination of employment or early exit from office, regardless of the entitlement to, the legal qualification of, and the financial grounds for, payment of this remuneration. These amounts include those granted in relation to non-compete agreements, or within the context of an agreement for the settlement of an existing or potential dispute, regardless of where such agreement is reached; (iii) carried interest, as classified by the provisions on remuneration and incentive policies and practices within the*

*asset management sector, in implementation of Directives 2009/65/EC (UCITS) and 2011/61/EU (AIFMD); (iv) any other form of remuneration that is not clearly classifiable as fixed remuneration”.*

In light of the preceding definitions, the remuneration paid to the Group’s personnel includes a fixed component, which is paid to all employees, a “benefit” component, and a variable component that is paid to the “key personnel” (without prejudice to the exceptions indicated by this Remuneration Policies Document), that may be applied to other employees of the Bank in line with the guidelines and principles of these Policies and in compliance with the applicable law.

The ratio between the variable and fixed components of remuneration is duly balanced, accurately calculated and carefully assessed in relation to the characteristics of Banca Sistema and of the various categories of personnel, particularly that of “key personnel” (for further information on the ratio between the variable and fixed components of remuneration, see paragraph 6.5 of the Policies).

With regard to the credit intermediaries that the Bank may use to distribute its products, reference is made to the specific provisions set out below (see Chapter 7.4).

The remuneration paid to the Group's employees consists of the components described below.

## **6.2 Fixed component**

The fixed component of remuneration:

- is based on employee’s technical, professional and managerial skills and the responsibilities assigned to that employee, and is monitored constantly and reviewed annually to ensure fairness, both internally and externally with respect to the rest of the sector and as regards gender neutrality, taking also into account any assessments conducted by external consultants appointed by the Parent. The Bank adopts (i) the National Collective Bargaining Agreement for Employees of Distribution and Service Companies (CCNL) applicable to Middle Managers and Personnel of Banks, Financial Companies and Associated Companies; (ii) the National Collective Bargaining Agreement for Senior Managers of Banks, Financial Companies and Associated Companies; and in the sole case of the subsidiary that does not conduct financial business, the National Collective Bargaining Agreement for Employees of Distribution and Service Companies;
- is based on the principle of sustainability, to a degree that allows the variable component to be substantially reduced – and in extreme cases, to be reduced to zero – in relation to the results actually achieved.

## **6.3 Benefits**

The corporate bodies and employees receive certain non-monetary benefits - the definition and assignment of which takes place on the basis of company plans, policies and rules that require compliance with sustainability parameters connected to the Bank’s general medium/long-term performance – which may be assigned provided that the Group reports positive gross annual earnings at consolidated level. The nature of such benefits shall depend on the employee’s role and seniority within the company and be gender-neutral, and they mainly consist in medical insurance, company cars and the Flexible Benefits Plan.

The benefits expected to be granted in 2024 can be summarised as follows:

- medical insurance for all employees and for the members of the Group’s Board of Directors;
- medical check-up for the Managers and for the members of the Group’s Board of Directors;
- company cars for senior managers and for sales and business development staff;
- supplementary pension and life, disability and accident insurance policies for senior managers;
- favourable conditions for access to the Bank’s products to support the financial needs of employees and their families (in particular to meet the housing needs of all Personnel);
- Flexible Benefits Plan for all Personnel to support employees and their families in connection with caring for family members, social and cultural activities, public transport and education/schooling costs for their children, in accordance with the limits and conditions set out in the specific applicable Regulation, and in accordance with the applicable provisions of tax law.

With reference to the Flexible Benefits, on 15 December 2023, the Board of Directors resolved, in order to take into account the general increase in the cost of living, to increase the annual *welfare* credit allocated to each category of personnel by approximately 10% of the annual amount previously planned for 2024. Furthermore, building on what was already implemented in 2023, in order to encourage working on site and to support the increased costs of daily commuting, an additional amount of welfare credit was provided to employees who only work on site. In addition, to support the expenses of employees' families with dependent children, an additional contribution is planned for 2024 for each child of an individual employee who has not reached the age of 25 on 31 December 2023.

#### **6.4 Variable component**

The variable component of remuneration (hereinafter also referred to as the “**Bonus**”):

- is established for all of the Bank’s Personnel in line with the level of responsibility each of them is assigned;
- is based on performance indicators measured net of risks and consistently with the measures used for management purposes by the Risk Department (the so-called ex ante risk adjustment);
- is calculated on the basis of objective parameters regarding the mainly quantitative targets set and reported at the end of the financial period;
- is subject to the achievement of specific performance targets both at bank and personal level, as per Annex 2 to this Remuneration Policy Document.

In order to ensure the financial sustainability of the Bonus, and to guarantee the Bank’s ability to maintain a sufficient level of capital, the overall value of the Bonuses assigned and paid to employees and “key personnel” cannot exceed the total value of the Bonus Pool, as defined in paragraph 6.4.1. If it is necessary to increase the level of capital, the bonus pool, as described below, is reduced and/or ex-post adjustment mechanisms are applied.

The variable component is also subject, on the basis of specific agreements, to ex-post adjustment mechanisms (malus as per point 6.4.2.2 and claw-back as per point 6.4.2.3 below) capable of reflecting performance and capital levels net of the risks actually taken or incurred. Pursuant to the aforesaid provisions, the Company, without prejudice to the right to greater damages, following disbursement of the Bonus accrued, and in accordance with the applicable terms and conditions, may request the refund of the Bonus paid, regardless of whether the beneficiary’s employment is still on-going or has been terminated.

On 12 May 2023, the Bank's Board of Directors approved the update of the Operational Procedure regarding flexible bonuses assignable to the Bank Group’s employees. Following the opinion of the Remuneration Committee, the new version of the document was revised by the Human Capital and Organisation Department in order to eliminate some previous references and transitional rules that had been included in the experimental start-up phase in 2022 and to rationalise the text. The new version of the Operational Procedure specifies that the gross annual remuneration used to calculate the theoretical individual bonus is intended to be that in force on the date of the resolution by the Board of Directors to approve the application of the remuneration policies for the reference financial year.

The system for calculating the aggregate bonus pool and the assignable individual bonuses successfully tested over the last two years aims to: (i) calculate the entity of the assigned bonus pool on the basis of results achieved, (ii) guarantee the correlation between individual performance and the economic rewards that each individual material risk taker (hereinafter “MRT”) can obtain in the form of variable annual remuneration and, (iii) render the variable component of remuneration foreseeable ex ante, and link it to objective, risk-adjusted performance criteria. Therefore specific ex ante relations have been established between business target results on the one hand, and the distributable bonus pool and the individual bonuses assignable to individual MRTs, on the other. The new calculation system is to be gradually extended in experimental form, in order to ascertain its sustainability and overall soundness over time and to assess – consistently with the distributable bonus pool - specific additions for the achievement of particular results.

The target business objectives assigned at Group, Division and MRT level are defined within the scope of the annual budget approved by the Board of Directors on the basis of defined macroeconomic, market and regulatory assumptions. In the event of

occurrence of any unforeseen events or exogenous circumstances leading to significant changes in these assumptions that are objectively verifiable, the Board of Directors, in order to ensure a fair calibration of the objectives, may evaluate, at the time of verifying the results and subject to the opinion of the Remuneration Committee and of the Internal Control and Risk Management Committee for any issues pertaining to relations with related parties, appropriate and weighted adjustments to be made to the assigned objectives (e.g. definition of the objective, target levels, percent weights, etc.), in compliance with a prudent approach and the maximum payable bonus pool amount. The Group reserves the right to evaluate the introduction of medium and long term variable remuneration plans (LTI) in order to strengthen the alignment of medium and long term interests between shareholders and management and the achievement of objectives whose nature and scope exceed the short term horizon, in particular by stimulating the overall and sustainable growth of the Group's value.

Proposals for LTI Plans, their viability from an economic and capital perspective, their characteristics and their consistency with the guidelines and principles set out in this Policy must be reviewed and approved by the relevant corporate bodies on a case-by-case basis. The effectiveness of the LTI Plan is always, and in any case, subject to approval by the Shareholders' Meeting of the Bank.

The Group may evaluate and implement - subject to the approval of the competent corporate bodies and consistently with the bonus pool defined and payable for each financial year and the relevant conditions of access - initiatives and plans to encourage investment by its Employees in shares of the Bank or its subsidiaries, always with a view to aligning the interests of Employees with those of the Group over time.

#### **6.4.1 The Bonus Pool**

Banca Sistema has defined a structured funding process for the variable component of remuneration, as defined in paragraph 6.4, in order to ensure its sustainability on a capital and financial level.

The so-called "Bonus Pool" represents part of the consolidated personnel expense, which is approved by the Bank's competent management bodies at the end of the budgeting process for the relevant year. This component, planned by cost centre (Division/Corporate Centre/Group) and including social security contributions as required by applicable law, is measured by means of the so-called "*funding curve*" against the achievement of the income results set in the budget, and it can decrease or increase, within the limit of predefined thresholds, according to the actual degree of achievement of those results and with a minimum level achieved equal to 80% of the Group's gross profit (excluding the bonus pool).

Furthermore, consistently with the principle of financial sustainability, the Bonus Pool budgeted for each Division is then adjusted, as final balance, according to the actual result achieved by the same Division against the budget, in addition to a specific weighting linked to the actual achievement of the result attained by the Group.

The actual availability of the Bonus Pool is in any case conditional, in the calculation of the final balance, upon prior compliance with the capital and liquidity requirements consistent with the RAF ("gates"), in particular, joint compliance - at the end of the relevant year - with the first-level threshold, as defined in the RAF, for the TCR and LCR.

Failure to meet even one of the aforementioned parameters will result in the Bonus Pool not being activated and consequently no bonus will be allocated.

Verification of compliance with the gates and the amount of the Bonus Pool actually available falls under the responsibility of the Board of Directors, upon consultation with the competent departments (Finance Department, Risk and Sustainability Department, Manager in charge of financial reporting, Human Capital and Organisation Department), subject to the opinion of the Remuneration Committee.

#### **6.4.2 Rules governing the bonus payable to "key personnel"**

As indicated in the Introduction, Banca Sistema, having a four-year average of total assets of less than € 5 billion and not belonging to a group with assets worth more than € 30 billion, is considered to be a "*smaller and less complex bank*".

Therefore, the Bank shall apply the provisions relating to key personnel subject to percentages and to deferral and retention periods that may be defined in proportion to their characteristics, thereby ensuring a proportional alignment criterion also in relation to the provisions of the Corporate Governance Code, for longer deferral in the case of members of the Board of Directors and key management personnel (they are thus extended to all Key Personnel).

The Bank indicates 25% of average total remuneration of Italian high earners, as shown in the latest EBA report (published in January 2023) and relating to data processed at the end of 2021, as being a particularly high level of variable remuneration <sup>(3)</sup>.

#### **6.4.2.1 Deferral**

The variable remuneration for "key personnel" relating to the performance of the year 2024 will be paid as follows, after the approval of the financial statements, subject to verification of compliance with the gates and the actual availability of the bonus pool as defined in paragraph 6.4.1:

- amounts equal to or lower than € 50,000 of variable remuneration, provided that this does not represent more than one third of the beneficiary's total annual remuneration: entirely up-front and in cash;
- amounts greater than € 50,000 and up to € 424,260 or where the condition referred to in the previous point is not met:
  - up-front and in cash for 70%;
  - for the remaining 30%: deferred in the first and second subsequent year, with payment according to the pro-rata criterion equal to 15%;
- for amounts greater than € 424,260:
  - up-front and in cash for 60%;
  - for the remaining 40%: deferred in the first and second subsequent year, with payment according to the pro-rata criterion equal to 20%.

Given the new provisions of the Bank of Italy Circular, which allow banks with assets of less than € 5 billion (as an average based on the figures for the last four years) to neutralise the provisions relating to the disbursement of variable remuneration in financial instruments and to solely apply an "appropriate" deferral period, Banca Sistema intends to make use of this simplification provision and apply the abovementioned cash payment schemes for the payment of variable remuneration starting from 2022 (without prejudice to any regulatory updates and/or the reaching of the size thresholds indicated by Circular no. 285).

The foregoing is without prejudice to the allocation of up-front and deferred portions in shares relating to past years in accordance with the rules set out in the relevant Policies of the same years. In order to be able to fulfil these obligations, the Shareholders' Meeting convened on 24 April will be presented with the request for authorisation to repurchase a maximum of 50,000 treasury shares for an amount of no more than € 90,000.

Given the particular liquidity condition of the Bank's shares and to prevent as much as possible the sale of shares held by the beneficiaries of the incentive systems from affecting the performance of the shares as well as in order to meet the tax requirements to be fulfilled by the individual beneficiaries - also in consideration of the changes in cash flows arising from the new cash deferral rules applied starting from the possible incentive remuneration for the year 2022 - the Bank specifies that, at the request of the individual beneficiary to be sent to the Bank before the date of the Board of Directors meeting called to approve the application of the relevant Policies for each year, the same beneficiary may be granted, by crediting his/her individual securities deposit and subject to the approval by the Shareholders' Meeting of the financial statements for that year and of the Report on Remuneration Policies, a number of shares, which will grant the relevant rights but will be unavailable for the subsequent one-year retention period under the regulations in force from time to time, lower than that previously granted and

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<sup>3</sup> Pursuant to Title IV, Chapter 2, Section III, Paragraph 2, no. 4: "*Particularly high variable remuneration means the lower of: i) 25 per cent of the average total remuneration of Italian high earners, as indicated in the latest EBA report; and ii) 10 times the average total remuneration of the Bank's employees. The banks' remuneration policies shall indicate the level of variable remuneration that they consider to be particularly high, and they shall update this figure at least once every three years*". An examination of the EBA Report on figures for the end of 2021 shows that the amount referred to in point i) above is € 424,260.

notified to the individual beneficiary for the sole purpose of settling the corresponding tax calculated and withheld by the Bank as withholding agent.

#### **6.4.2.2 Malus**

With a view to allowing the use of suitable ex-post adjustment mechanisms, during the deferral period of variable remuneration, the Bank may reduce or cancel altogether the deferred portion of the remuneration to reflect actual performance throughout the whole two-year period, net of risks assumed or incurred, and/or to take into account the Bank's financial position (understood as the need to recover a TCR at least equal to the first threshold set in the reference RAF) and liquidity position, any unexpected situations/extraordinary events (e.g. new risks, unexpected losses) or the beneficiary's individual conduct.

In this sense, the deferred portions will be effectively paid subject to verification of compliance with the gates defined by the Remuneration Policy for the year of accrual thereof. In the event of failure to meet the gates, the Board of Directors, subject to the opinion of the Remuneration Committee and the Internal Control and Risk Management Committee, will decide to reduce those portions or cancel them altogether.

The amount of the reduction (or cancellation) of the deferred portion of variable remuneration shall be decided by the Bank's Board of Directors, on proposal of the Remuneration Committee and of the Ethics Committee, if applicable. The assessments made are suitably tracked in the resolution minutes.

The amount of the reduction (or cancellation) of the deferred portion of variable remuneration may be applied in the same circumstances in those cases provided for in relation to the claw-back referred to in point 6.4.2.3 below, as well as in the cases of needing to strengthen the Bank's capital arising before the date of accrual of the portions of deferred variable remuneration or for the recovery of sums already disbursed.

Any disciplinary measures applied by the Bank to employees during the deferral period shall be taken into consideration for evaluation purposes, in regard to individual conduct as per this paragraph, in particular conduct implying an impact on the risks actually taken or incurred, or to the following conduct:

- conduct that does not comply with the provisions of law, regulations, Articles of Association or the Bank's Code of Ethics or other codes of conduct that apply to the Bank, which results in a significant loss for the bank or for customers;
- other conduct that does not comply with the provisions of law, regulations, Articles of Association or any codes of ethics or conduct that apply to the Bank, in those cases provided for by the Bank;
- breach of the requirements set out in article 26, or, if the employee is an interested party, the breach of the requirements of article 53, paragraph 4 ff. of the Consolidated Law on Banking or of the requirements associated with remuneration and incentives;
- fraudulent conduct or gross negligence to the detriment of the Bank.

For the purposes of applying the malus mechanisms, the Bank also considers any conduct by the Bank's personnel or credit intermediaries that has caused or contributed to causing significant damage to customers or a violation of the provisions contained in Title VI of the Consolidated Law on Banking or the related implementing provisions.

#### **6.4.2.3 Claw-back**

Incentives that have already been granted and/or paid to employees are subject to claw-back (i.e. the incentives granted are no longer paid or those already paid must be refunded) when it is found that the beneficiaries are responsible for or involved in:

- conduct that does not comply with the provisions of law, regulations or Articles of Association that apply to the Bank or with the Code of Ethics adopted by the Bank or other codes of conduct applicable to the Bank, in those cases provided for by the Bank, which result in a significant loss for the Bank or for customers;
- other conduct that does not comply with the provisions of law, regulations or Articles of Association that apply to the Bank or with the Code of Ethics adopted, in those cases provided for by the Bank;



- breach of the requirements set out in article 26, or, if the employee is an interested party, the breach of the requirements of article 53, paragraph 4 ff. of the Consolidated Law on Banking or of the requirements associated with remuneration and incentives;
- fraudulent conduct or gross negligence to the detriment of the Bank;
- conduct that caused or contributed to causing significant damage to customers.

The period of application of the claw-back clauses for “Key personnel” is at least 5 years, and this period shall run from payment of the single (up-front or deferred) portion of variable remuneration.

Upon the occurrence of the aforementioned events, following the adoption of a disciplinary measure, the Bank activates the decision-making process aimed at assessing the reductions to be applied, involving the bodies and departments in charge of defining the remuneration for the individual personnel categories.

#### **6.4.2.4 Specific rules governing the deferred portion of the bonus**

The following are the terms and conditions governing relations between the Bank and the beneficiaries of the bonuses upon occurrence of certain specific events.

##### Dismissal, resignation, consensual termination

If a beneficiary is dismissed by the Bank for any reason or leaves the company due to resignation, but excluding retirement or disability, the beneficiary shall lose the entitlement to receive any deferred portion of the Bonus still outstanding at the date of employment termination, unless otherwise decided on justifiable grounds by the Bank’s Board of Directors, on proposal of the Remuneration Committee.

The Group applies to all Employees the “National Collective Bargaining Agreement for the Banking sector for Middle Managers and Personnel of Banks, Financial Companies and Associated Companies”, the “National Collective Bargaining Agreement for Senior Managers of Banks, Financial Companies and Associated Companies” and the “National Collective Bargaining Agreement for Employees of Distribution and Service Companies”, as negotiated and signed by the representatives of the employers and employees, throughout the period of their respective validity.

These agreements define the various types of applicable employment contracts with specification of their duration (fixed-term or permanent contracts) and the minimum notice required on resignation for the various categories of personnel.

The Group has signed non-competition agreements with certain Key Personnel and other personnel with specific sales and business development positions, pursuant to and for the purposes of Article 2125 of the Italian Civil Code. The relevant amount can be disbursed at a later date, subsequent to the date of termination of employment and to successful checks on compliance with the contents of the agreement signed in the subsequent three-year period. In relation to the aforesaid non-compete undertaking, it has been agreed that for each of the three years following the exit from office, the relevant personnel will receive 25% of the value of the gross annual salary received in the last year of office, including any flexible benefits granted. Therefore, in accordance with the rules established, such payments shall not be included in the calculation of the 1:1 ratio of fixed to variable remuneration.

Any breach of the aforesaid undertaking will entail the application of the penalties defined in the signed agreements.

The variable part of remuneration cannot be paid during the notice period, whether worked or not.

In the case of consensual termination of the employment relationship, Beneficiaries are entitled to the variable remuneration accrued, calculated on a “pro-rata temporis” basis, subject to the level of achievement of the pre-established individual and company-level performance targets. The payment of the full amount to the beneficiary is approved by the Board of Directors, subject to the opinion of the Remuneration Committee.

##### Retirement, disability

The rules governing the consensual termination of the employment relationship shall apply if the Beneficiary gains access to old age pension, contribution-based pension or disability pension rights when this results in the termination of the employment relationship.

## Death

In the event of the death of the Beneficiary, his/her heirs, at the opening of the succession, shall be entitled to request payment of the bonus (accrued but not distributed) still payable to the Beneficiary in accordance with the applicable terms and conditions.

### **6.4.3 Rules governing the bonus payable to personnel other than “key personnel”**

The variable component of the remuneration payable to personnel other than “key personnel”, established and granted subject to the limits of the Bonus Pool actually available, and subject to verification of the gates, on the basis of the criteria referred to in Paragraph 6.4.1 above, shall be fully paid up-front and in cash.

In order to allocate the bonus, the Bank, following approval of the financial statements, delivers a written communication to the beneficiaries indicating, among other things, the amount paid.

The bonus granted to personnel other than “key personnel” remains subject to the same claw-back mechanisms referred to in paragraph 6.4.2.3. above that apply to the bonus for “key personnel”.

### **6.5 Ratio of the variable to fixed components of remuneration**

The ratio between the fixed and variable components of remuneration is accurately determined and carefully evaluated in relation to the characteristics of the Bank and of the various categories of personnel.

As a rule, the variable component of remuneration may not exceed 100% of the fixed component (ratio of 1:1). However, as permitted under the applicable legislation and in the Bank’s Articles of Association, the Board of Directors may request the Shareholders’ Meeting to grant to one or more “key personnel” positions or uniform categories of personnel a variable remuneration in excess of 100% but not exceeding 200% of the fixed remuneration (ratio of 2:1). This applies only in exceptional cases and the reasons for the proposal to exceed the aforementioned ratio must be clearly stated, with indication also of the current and future implications on the Bank’s ability to continue to comply with all prudential rules.

In detail, the Board of Directors’ proposal to the Shareholders’ Meeting will indicate at least the following information: (i) the departments to which those persons affected by the decision belong and their number, for each department; (ii) the reasons underlying the proposed increase; (iii) the implications, even in a forward-looking perspective, for the Company’s ability to continue to comply with all applicable prudential rules.

The Board of Directors sends the Bank of Italy:

- at least 60 days prior to the date set for the Shareholders’ Meeting’s decision, the proposal it intends to submit to the Shareholders’ Meeting, together with details and proof of the fact that the higher limit(s) for “key personnel” or for certain categories of such, does/do not prejudice compliance with prudential rules, and in particular those rules regarding requirements concerning own funds;
- without delay, and in any case no later than 30 days after the date on which the Shareholders’ Meeting resolved to increase the limit, the Shareholders’ Meeting’s decision complete with details of the approved limit(s) for each category of personnel concerned.

If the Shareholders’ Meeting approves the increased limit, then there shall be no need to submit a new resolution to the Shareholders’ Meeting in subsequent years, provided that the underlying premises, on the basis of which the increase was decided, nor the personnel to whom it refers or the amount of the limit itself, do not change. In any case, the remuneration policy contains suitable information about the increase in the previously-agreed limit, and about the reasons why it is not subject to a further decision by the Shareholders’ Meeting. The Shareholders’ Meeting may however decide, at any time, on a reduction of the limit exceeding 1:1, on the basis of the majorities envisaged for the ordinary Shareholders’ Meeting. Within five days of the Shareholders’ Meeting’s decision, the Bank shall inform the Bank of Italy of the decision taken.

Without prejudice to the derogations provided for by applicable law, the calculation of the limit to the variable/fixed remuneration ratio includes:

- retention bonuses in proportion to the annual quotas established for such purpose;

- any long-term incentive plans;
- discretionary pension benefits;
- the agreements stipulated in anticipation of, or as a result of, early termination of employment (“golden parachute” payments), with the exceptions provided for in paragraph 6.6 below.

At present, only the retention bonus remuneration scheme has been assigned, in the forms and manner described in this Document.

## **6.6 Severance Policy<sup>4</sup>**

### **6.6.1 Golden Parachutes**

The Bank may pay individual Group employees, upon termination of employment, additional benefits to what is due pursuant to the provisions of the law in force and of the applicable national and corporate collective bargaining agreements (including severance pay, allowance in lieu of notice, any allowance in lieu of holidays accrued but not taken, etc.).

These benefits, governed by the Supervisory Provisions on remuneration ("Severance" or "Golden Parachutes"), may be agreed between the Bank (or other Group companies) and individual employees or collaborators provided that there is an initiative and/or an interest on the part of the Bank in this regard.

Consequently, in the event of voluntary resignation or in any other case in which such payment does not appear to be consistent with the Group's interests, the requirements for the agreement between the parties of such benefits are not met. The amount deriving from the application of these clauses/agreements may not in any case exceed a maximum of 24 months of fixed remuneration, defined at the time of activation of the agreement, taking into consideration the Group's overall performance, individual performance and the duration of the employment relationship. This amount may not in any case exceed the maximum limit of € 1,100,000.00.

Such maximum limits are inclusive of any amounts allocated under a non-compete agreement.

Consistently with the regulatory provisions, if the related amounts are defined within the limit of one annual fixed remuneration payment, they are not subject to:

- verification of the alignment with the Bank's overall performance, individual performance or duration of the employment relationship;
- the rules relating to the composition of the payment, with particular reference to the deferral, malus and the breakdown between cash and financial instruments.

### **6.6.2 Non-compete agreements**

With reference to professional roles with particularly relevant characteristics, such that termination of employment may cause risks, the Bank reserves the right to define, on a case-by-case basis, non-competition agreements that provide for the payment of an amount proportional to the duration and extent of the obligation deriving from the same agreement following termination of employment and/or exit from office as described in paragraph 6.4.2.4. Non-competition agreements are currently stipulated with 9 key personnel and other personnel with particularly important professional roles.

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<sup>4</sup> The ordinary Shareholders' Meeting of 30 April 2021 resolved, in the event the term of office of the Board of Directors ends prematurely as a result of any extraordinary transaction on the Bank's capital, that all Directors shall automatically receive, for two years, the remuneration approved for the same in the same Shareholders' Meeting as referred to in item 4 of the respective Agenda (for the CEO/GM the remuneration is added to the annual fixed and variable remuneration).

### 6.6.3 Retention Bonus

As an alternative to non-compete agreements, all the members of the Bank's and/or the Group's key personnel and other employees with professional roles with particularly relevant characteristics may be granted remuneration linked to their seniority within the Group over a medium-long period, and as such, not linked to performance targets (so-called retention bonus). The provisions set out in the relevant regulations as detailed in Bank of Italy Circular no. 285 are applicable to such sums as may be disbursed, in a medium to long-term period by way of stability pact, which represent forms of variable remuneration.

The proposal for non-compete agreements or retention bonuses in favour of key personnel at the Bank or within the Group is submitted to the Remuneration Committee on a preliminary basis, which assesses the reasons, the beneficiaries and the overall pay consistency.

During the course of 2022, in accordance with point 6.6.3 (Retention Bonus) of the 2022 Remuneration Policy and on the basis of the Board of Directors' resolutions passed on 25 November 2022, a total of 29 retention bonus agreements were stipulated to replace the non-competition agreements – subsequently terminated - aimed at the key personnel employed by Bank and/or the Group, together with other personnel possessing particularly significant experience and skills. More specifically, in accordance with the applicable regulatory provisions, said agreements must be:

- based on motivated, documented reasons, which in the Bank's case are rooted in the need to strengthen the retention of key personnel and skills within the context of an increasingly dynamic labour market, particularly following the Covid pandemic,
- connected to a set time period or until a given date; in the case in hand, such events have been identified as including the termination of employment of such personnel when they reach the age of 67, their retirement, death or invalidity, and the completion of any extraordinary transaction on the share capital of the Bank;
- payable only after the conditions mentioned in the preceding point have been met (and thus not before the end of the pre-established period or the occurrence of the event); in fact, the regulations do not permit the payment of a retention bonus to the same person more than once;
- considered as constituting variable remuneration, and thus subject to all of the rules applicable to such based on the Remuneration Policy in force, according to the beneficiary's category (variable/fixed ratio; deferral and nature of payout; malus and claw-back clauses, etc.);
- computed, for the purposes of calculating the limit of the variable/fixed ratio, in equal shares for each year of the individual's seniority of service or in a given period of said period (e.g. the first 5/10 years) using the linear pro-rata system, or as a single amount in the year in which the service requirement is met. These conditions were taken into account when drafting the wording of the agreement;
- non-renewable or able to be stipulated more than once in regard to the same member of personnel, except in exceptional or duly justified cases.

The "Golden Parachutes" are included in the calculation of the incidence of variable remuneration with respect to the fixed remuneration for the last year of employment or tenure of office, with the exception of:

- amounts agreed and paid on the basis of a non-compete agreement in regard to the portion which for each year of said agreement, does not exceed the most recent annual fixed remuneration;
- amounts agreed and paid within the context of an agreement between the Bank and its personnel for the settlement of an existing or potential dispute, regardless of where such agreement is reached, defined by multiplying 3 months of the overall annual remuneration (gross annual remuneration for the last year plus the amount allocated as flexible benefits and the average of the amounts paid as annual incentive system, whether up-front or deferred in subsequent years, in the previous two years) by the number of years of seniority, or, with reference to the Key Personnel identified within the

corporate control departments, 12 months of the overall annual remuneration defined with the same methods, in any case within the maximum amount established by the Shareholders' Meeting.

Any remuneration granted by way of Golden Parachute is usually paid, in cash, within 1 (one) year from termination of employment and/or exit from office or, with reference to any components relating to non-compete agreements, within the time limits defined by the same agreement.

In the event that such remuneration is granted to Key Personnel, the payment, with the exception of any amount granted under a non-compete agreement payable entirely in cash and within the time limits defined in the agreement, shall be made in the same way as the variable remuneration is paid in the relevant year and subject to the capital and liquidity requirements being met in the year of payment.

Calculation and payment methods are adjusted over time based on the evolution of the Bank's characteristics and complexity and taking into account the developments of the applicable regulatory framework.

Any remuneration paid is subject to the same malus and claw-back rules envisaged for variable remuneration.

The rules described above do not apply to the amounts agreed in anticipation of, or as a result of, early termination of employment or exit from office of both Key Personnel and the remaining personnel in the context of non-recurring transactions (e.g. mergers or changes of control) or company reorganisation processes in cases where they are aimed exclusively at containing company costs and rationalising personnel and whose amount does not exceed € 100,000.00.

Likewise, with the exception of compliance with the maximum amount in absolute terms or as a number of monthly payments approved by the Shareholders' Meeting, the rules described above do not apply to voluntary redundancy benefits, including those connected to non-recurring transactions (e.g. mergers or changes of control) or company reorganisation processes, granted to personnel other than key personnel, provided they are aimed exclusively at containing company costs and rationalising personnel and that they favour compliance with supporting measures provided for by law or by national collective bargaining agreements, for all employees, and do not produce ex-ante distortive effects on the conduct of personnel.

Any amounts granted in both cases are subject to claw-back mechanisms in the event of fraudulent conduct or gross negligence to the detriment of the Bank.

## **6.7 Personal data protection**

The employee expressly authorises the Company, through its own representatives, together with all those persons involved in the management and administration of the Policies, to use his/her personal data in accordance with Italian Legislative Decree no. 196 of 30 June 2003, with Regulation (EU) 679/2016 on personal data protection, and with other related provisions of law, for the purposes of the Remuneration Policies.

However, it should be noted that any information relating to application of the Remuneration Policies and the relations between the Company and the individual Beneficiaries, is of a strictly confidential nature and may not be disclosed or transferred to third parties, without prejudice to legal obligations.

## **7. Structure of the remuneration of specific categories**

### **7.1 The remuneration of the members of the Board of Directors**

The remuneration of the members of the Board of Directors is determined by the Shareholders' Meeting, and consists in a fixed annual amount for each Director. Directors are paid a fee of different amounts for the Chairperson of the Board of Directors, the CEO and the Directors, as resolved by the Board of Directors.

With the exception of the Chairperson of the Board of Directors and the CEO, each member of the Board of Directors is paid an additional fixed annual fee for each internal Committee they are members of, plus the reimbursement of documented expenses incurred in relation to their offices.

Furthermore, each member of the Board of Directors receives an attendance fee for each meeting of the Board of Directors he/she attends in person.

The fee paid to the Chairperson of the Board of Directors, proportional to the role assigned, is determined ex ante for a value not exceeding the fixed remuneration received by the CEO.

The CEO receives a fee determined by the Board of Directors. Furthermore, as General Manager, and thus as an employee of the Bank, he/she receives a gross annual remuneration, determined again by the Board of Directors, in addition to the series of benefits for which the Bank's senior managers are eligible, as specified in paragraphs 6.2 and 6.3.

The variable remuneration paid to the CEO is subject to the provisions of paragraph 6.4 and Annex 2 as well as to the rules applying to the Bonus Pool.

No incentive schemes are provided for non-executive directors. Where established, these schemes would not represent a significant part of remuneration. In such case, the financial instruments used to pay the variable component are subject to retention until expiry or termination of the term of office. For the sake of completeness of information, it should be noted that renewals do not constitute a case of expiry of the term of office.

The remuneration due to employees who hold offices as directors in subsidiaries and/or associated companies is included in the remuneration they receive as employees of the Group.

#### **7.1.1 Retention Bonus agreements between the Bank and the CEO**

Banca Sistema has signed a non-compete agreement with the CEO, pursuant to and for the purposes of Article 2125 of the Italian Civil Code.

During the course of 2022, in keeping with the resolution adopted by the Board of Directors at its meeting held on 25 November 2022 regarding key personnel as described in point 6.6.3 above concerning the question of Retention Bonuses, the CEO agreed with the proposal to replace the non-compete agreement with a retention bonus scheme and, after the approval by the Ordinary Shareholders' Meeting of the 2023 Remuneration Policies Document - participation also became effective for the portion referring to the emoluments paid to the Chief Executive Officer.

#### **7.2 The remuneration of the members of the Board of Statutory Auditors**

The remuneration paid to the members of the Board of Statutory Auditors is of a fixed nature only, and the amount of such remuneration is established by the Shareholders' Meeting at the time of appointment, and is valid for the entire term of office. The remuneration also takes account of the level and trends in remuneration paid (as measured through periodic surveys conducted by independent external consultants with regard to market practices of Banks of a comparable size and complexity), the expertise, professionalism and the commitment effectively needed and required to perform the relevant duties, also on the basis of guidance and insights that may be supplied by the Control Body.

#### **7.3 The remuneration of the members of the Bank's Control Departments, Human Capital and Organisation Department, and Manager in charge of financial reporting**

In the case of personnel employed in the Bank's Control Departments and Human Capital and Organisation Department, and of the Manager in charge of financial reporting, the variable component of remuneration is limited, and granting of the bonus is subject to the achievement of targets consistent with the duties assigned to the departments, in particular with corporate sustainability targets (e.g. cost containment, strengthening of capital, etc.) provided that they do not result in possible conflicts of interest, that are in no way linked to the Bank's financial performance and are independent of the results achieved by those areas under their control.

For key personnel in the Control Departments and in the Human Capital and Organisation Department, and for the Manager in charge of financial reporting, fixed remuneration is commensurate with key responsibilities and with the commitment associated with the role performed. "Department allowances", as defined by the Board of Directors during the approval of the Remuneration

Policies Document of the relevant year, are granted on an annual basis to the Parent's Heads of the Control Departments (Internal Audit Department, Risk and Sustainability Department, and Compliance and Anti-Money Laundering Department). This allowance is paid to each employee assigned by the Bank to the role of Head of one of the afore-mentioned Parent departments in relation to the implicit responsibilities associated with the role and therefore, insofar as being closely linked to this role assignment, it shall cease to be paid in the event of assignment to another role also on the Bank's initiative.

The variable component of the remuneration payable to key personnel of control departments may not exceed the limit of 1/3 (one-third) of the fixed component.

The Bank's control departments include the Internal Audit Department, the Risk and Sustainability Department, and the Compliance and Anti-Money Laundering Department.

In the financial year 2023, the aforementioned department allowance was also paid to the Heads of the Control Departments of the subsidiary Kruso Kapital S.p.A. (Internal Audit Department, Risk and Sustainability Department, and Compliance and Anti-Money Laundering Department).

#### **7.4 The remuneration of the distribution network**

To distribute its credit products, Banca Sistema also avails itself of the services of credit brokers and financial agents forming an integral part of the Bank's commercial structures (so-called Credit Intermediaries).

The principles governing the remuneration of credit intermediaries are set out in specific contracts (mandates, agreements, etc.) signed separately with each party and are based on the sound and prudent management of the Bank and on the protection of customers' interests.

The remuneration of credit intermediaries is made up of the following components:

- the "recurring" component, i.e. the portion of remuneration other than "non-recurring" remuneration, which represents the most stable and ordinary remuneration element;
- the "non-recurring" component, the part of remuneration which has an incentive value.

The "non-recurring" component is comparable to the variable remuneration of personnel; whereas the "recurring" component is comparable to fixed remuneration.

Except for key personnel, the total remuneration of the individual credit intermediary may be entirely "recurring". When it also includes the "non-recurring" component, the criteria for its determination are defined contractually, in compliance with the rules set out in the specific company regulations, and are subject to ex-post adjustment mechanisms, in a similar way to those provided for the Bank's personnel. Granting of the non-recurring component is subject to meeting the implementation criteria defined by the Board of Directors from time to time in the document entitled "Criteria for applying the Remuneration Policy Document in implementation of the Provisions governing Transparency".

Granting of the non-recurring component, where provided for in the agreements entered into with the specific intermediaries, is linked to factors such as, by way of example, increasing volumes disbursed, overcoming certain product benchmarks, and launching new products. In any case, this component must not lead to incentives for the credit intermediary to pursue its own or the Bank's interests to the detriment of those of customers, as set forth in the Provisions regarding "Transparency of banking and financial transactions and services".

Both the "recurring" and "non-recurring" components may be subject to partial or total reduction mechanisms and/or refund if wilful conduct or gross negligence is ascertained and other conduct as emerging from the complaints received from customers (number, nature, management and resolution).

The rules of this paragraph do not need to apply to credit intermediaries, not qualifying as key personnel, who have been registered for less than 3 years and have not previously had employment relationships with banks or non-banking financial intermediaries.

However, with regard to financial advisors authorised to make off-premises offers, the Bank does not have an external network of financial advisors and only acts through its own employees to provide investment services and activities. These employees are

remunerated in the same way as the Bank's employees. Therefore, the provisions of Part One, Title IV, Chapter 2 Section IV of Circular 285 do not apply.

For persons identified as key personnel, in accordance with the provisions of Annex 1, the remuneration always consists of a "recurring" and a "non-recurring" component. The stricter rules laid down for key personnel, in paragraph 6.4.2, are applied to the "non-recurring" component of remuneration.

Pursuant to Part One, Title IV, Chapter 2, Section IV of Circular 285, the analyses have been carried out in accordance with the procedure for identifying "key personnel" referred to in paragraph 4 of the Policies in relation to agents in financial activities and financial advisors authorised to make off-premises offers. No agent engaged in financial activities or financial advisor authorised to make off-premises offers was found to fall within the category of "key personnel".



## Annex 1

### KEY PERSONNEL IDENTIFICATION AND EXCLUSION PROCESS

#### 1. “Key personnel” identification process

The process of identification of “key personnel” referred to in paragraph 4 of the Policies, is carried out by the Bank annually and involves various corporate bodies. This process enables all the rules and criteria to be applied on the basis of the actual capacity of individual members of personnel to impact the Bank’s and Group’s risk profile.

The Human Capital and Organisation Department coordinates the process of identification and exclusion of “key personnel”, with the support of the Bank’s control departments, and it submits the results of this process to the Board Committees, as identified by paragraph 3 of the Policies.

More specifically, the Human Capital and Organisation Department, bearing in mind the criteria established by the RTS, gathers all the necessary information, including that relating to the personnel of the Group’s companies, in order to conduct relevant analyses.

In this context, for the purposes of the assessments conducted to identify key personnel, agents in financial activities and financial advisors authorised to make off-premises offers that the Bank may use to distribute its products are also considered. The assessment of the importance of these persons is supported by economic/quantitative and managerial criteria (e.g. assignment of specific coordination and control roles: “area managers”, “divisional managers”, etc.).

At the beginning of each year, the Human Capital and Organisation Department then prepares a list of persons who could be classified as “key personnel” (the “List”), accompanied by a brief evaluation of the aforementioned criteria, the number of persons identified for the first time, the roles and responsibilities of such personnel, and a comparison with the results of previous evaluations conducted for the previous year, which shall be promptly transmitted to the Risk and Sustainability Department, the Compliance and Anti-Money Laundering Department, the Internal Audit Department, and subsequently, together with any observations, to the Remuneration Committee, in order to collect any amendment proposals forthcoming.

The process of identification of “Key Personnel” conducted by the Bank shall actively involve the Group’s companies, which shall provide the necessary information and comply with the instructions received.

Once the opinion of the Remuneration Committee has been received, the Human Capital and Organisation Department proceeds to formalise the proposed List in a single document. The proposed List is then sent by the Remuneration Committee to the Board of Directors to be duly assessed and decided on.

The Bank’s Board of Directors:

- approves the List, re-examines it regularly, and approves any derogations;
- is involved in, and constantly monitors, the process.

In this respect, the “key personnel” category includes key management personnel, namely, those persons who have direct or indirect powers and responsibilities over the planning, management and control of the Bank’s business activity. Key management personnel includes the Bank’s directors (executive and non-executive).

In accordance with the quantitative and qualitative criteria set out in the RTS, the further criteria described above, and on the basis of an evaluation of the various risk levels regarding the Group’s different business activities, a total of 45 persons have been identified for 2024, falling into the following categories:

#### A. Directors who hold executive offices

- Directors who hold executive offices in the Parent (1 person)<sup>(5)</sup>

#### B. Non-executive Directors

- Directors who do not hold executive offices in the Parent (8 persons)
- Directors who do not hold executive offices in the Subsidiaries (3 persons)

#### C. Managers of key company functions (11 persons in total)

- Factoring Division
- CQ Division 2
- Central Department - Kruso Kapital S.p.A.
- Credit Department - Factoring Division

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<sup>(5)</sup> The CEO also holds the office of General Manager.

- Commercial Department - Factoring Division
- Commercial Department - CQ Division
- Finance Department
- Banking Services Department
- Legal Department
- Corporate Strategy Department
- Institutional Relations

**D. Managers and other high ranking members of the Control Departments and the Human Capital and Organisation Department, and the Manager in charge of financial reporting (7 persons)**

- Internal Audit Department
- Risk and Sustainability Department
- Compliance and Anti-Money Laundering Department
- Manager in charge of financial reporting
- Human Capital and Organisation Department
- Internal Audit Department – Kruso Kapital S.p.A.
- Compliance, Anti-Money Laundering and Risk Management Department - Kruso Kapital S.p.A.

**E. Other "risk takers" (15 persons) - Heads of the following corporate departments:**

- Treasury and Structured Finance - Finance Department
- Investor Relations - Finance Department
- Chief of Staff
- Preliminary Credit Assessment – Credit Department of the Factoring Division
- Collection – Credit Department of the Factoring Division
- ICT - Banking Services Department
- Structured Finance – Corporate Centre
- Credit and After Sales - CQ Division
- International Business – Kruso Kapital S.p.A.
- Finance – Kruso Kapital S.p.A.
- North Area and Islands - Commercial Factoring Department
- Central South Area - Commercial Factoring Department
- Administration, Planning and Supervision - Kruso Kapital S.p.A.
- Expert Coordination Function and Bidding, Sales and Trading Desks - Kruso Kapital S.p.A.
- Operations Function (IT, Organisation, Logistics) and Back Office, Human Resources - Kruso Kapital S.p.A.

**2. Exclusion from the category of key personnel**

Following the procedure illustrated above, which is conducted also bearing in mind the quantitative criteria set out in the RTS, the Board of Directors, on the proposal of the Remuneration Committee, may decide that certain persons identified by means of the aforesaid quantitative criteria are not to be considered “key personnel” insofar as:

- the member of personnel conducts professional activities and has powers only in an operating/business unit which is not a key structure;
- the professional activities of the member of personnel or personnel category do not have a significant impact on the risk profile of a key operating/business unit.

In such event, following the decision of the Board of Directors taken also on the basis of analyses conducted by the Human Capital and Organisation Department, with the support of the Risk and Sustainability Department, the Compliance Department, the Internal Audit Department and the Remuneration Committee, the Bank will proceed pursuant to and for the purposes of Circular 285, paragraph 6.1 “Key Personnel exclusion procedure”.

With regard to the financial year 2023, the Bank has decided not to apply the exclusion procedure for any member of personnel identified as “key personnel”. Therefore, this category shall remain as previously mentioned.

## Annex 2

### PERFORMANCE INDICATORS

This Annex describes the individual and company-level performance indicators to which granting of the variable remuneration (“**Bonus**”) is linked, following the definition of the Bonus Pool in accordance with the Bank’s Remuneration Policies Document.

The Bank uses these indicators to measure performance and subsequently to calculate individual Bonuses.

With reference to “Key Personnel”, the conditions for access (gates), as subsequently defined, are also used as ex-post adjustment mechanisms (so-called malus) for the deferred portions of variable remuneration relating to the incentives of previous years and other medium and long-term incentive plans.

As specified in the Policies, the application of malus mechanisms could result in a reduction, even of a substantial nature, or in the zeroing of the Bonus, particularly in the case where company-level or individual performance is significantly below the set targets.

The total variable remuneration resulting from the individual incentives may not in any case exceed the amount of the Bonus Pool actually available as approved by the Board of Directors. If this amount is lower than the amount set in the budget according to the mechanism established in the Policy (“funding curve”, paragraph 6.4.1), the bonuses actually paid will be reduced proportionally.

#### **1. Access Criteria**

The indicators of company-level performance - to which the distribution of the variable component under the Bonus Pool is subject - are as follows:

**CONDITION FOR ACCESS - GATES** satisfying the joint Key Risk Indicators (“**KRI**”) for the two-year period 2024/2025, which are envisaged in the RAF for the reference year, which are equally weighted, defined in the value of the first-level threshold of the **TCR - Total Capital Ratio** and the **Liquidity Coverage Ratio - LCR**.

Failure to meet even one of the aforementioned parameters will prevent access to the Bonus Pool and consequently no bonus will be allocated.

The fulfilment of the aforesaid Conditions for access is assessed by the Board of Directors, with input from the Remuneration Committee, in accordance with the procedure described in the Policies and with the Operational Procedure regarding flexible bonuses assignable to the Bank Group’s employees.

#### **2. Assignable targets**

After verifying the satisfaction of the conditions for access, the bonuses will be calculated on the basis of the results actually achieved relative to each target set in the bonus sheet defined for each member of key personnel in the year considered.

In fact, at the beginning of the year, all beneficiaries of the incentive system are assigned specific quantitative and qualitative “Business” targets linked to the Group, their Department and/or Business Line/Division. Each quantitative and qualitative target is assigned a percentage weight, indicating its importance, and includes a precise description of the performance standards in terms of methods, timeframes and content so as to enable the accurate appraisal of the results achieved.

These specific objectives are assessed each year as part of the performance review process: each employee logs into his or her personal area of the human resources portal and shares their self-assessment of the achievement of the quantitative and qualitative objectives for the year with their manager.

The Direct Managers then make their own assessment of the qualitative achievements, incorporating the assessment of the quantitative objectives provided by the Finance Department, in accordance with the Operational Procedure regarding flexible bonuses assignable to the Bank Group’s employees.

Examples are given below of some of the indicators used, based on the different roles involved in each category of targets linked to the Bank’s performance, the performance of the Department and/or Business Line/Division and the beneficiary’s own managerial and professional activities.

#### **2.1. Targets linked to the Group’s performance**

The targets set for the assessment of the Group’s performance - with an overall weighting of no less than 30% - are linked to the following indicators:

- **Profitability of the Group** (determined by means of at least one of the following indicators: consolidated gross earnings at Group level, ROE/RORAC, Cost/Income, Risk profile/RWA Density, loss rate, etc.);
- **Sustainable Growth of the Group** (determined by means of at least one of the following indicators: revenues vs. budget, market share, ESG targets and climate and environmental risk management targets, increase in the value of the Bank’s shares, human capital development, etc.);
-

## **2.2. Specific targets linked to the performance of the Beneficiary's Business structure (Department, Business Line/Division, Subsidiary - the tool's "targets sheet"):**

The targets set for the performance of the Beneficiary's Business structure - having an overall weight of at least 30% - are linked to the following indicators:

Meeting the budget targets set for the Department/Business Line/Division, Subsidiary: these targets can mostly be measured in quantitative terms, primarily linked to sales volumes, credit facilities granted, containment/reduction of costs, profitability and overall capital, and risk assessment on individual business dealings, especially where a measurable quantitative or qualitative indicator exists or in relation to which precise performance standards can be described (e.g. divisional gross profits, divisional cost/income ratios and return on risk-adjusted capital (RORAC), sales volumes achieved vs. budget, annual savings on cost funding vs. budget, containment of indirect costs, reducing overtime, reducing maintenance and management costs, etc.).

Managing and reducing risks: capital and liquidity indicators at Division/Business Line level, loss rate, Risk profile/RWA Density, again at Division/Business Line and Subsidiary level, projects and actions implemented to reduce risks, NPE ratio, etc.

Value creation: these targets measure the value added of a new product or new service, the correct performance of a company process or its redesign, the growth and enhancement of the Group's technical and human resources (e.g. the contribution of marketing activities to the achievement of the commercial target, revenue from new products, the timely management of complaints, the professional growth of collaborators).

Management of operations: these targets are linked to increasing customer satisfaction, internal and external, and to actions that improve the effectiveness of internal management of operations (e.g. timeliness of reporting adjustments to the budget, number of applications priced/headcount, timeliness in closing Open Issues reported by the control departments, correct and timely performance of management processes linked to the human resources allocated).

Increased efficiency: Considering the contents of the 2024 - 2026 Business Plan, these targets are based on a comparison with the same activities performed in the previous years in connection with increasing the overall performance of the Group (e.g. reducing the percentage of operating errors, increasing the equivalent advertising value, compliance with project completion timelines, reducing the completion time of business processes, etc.).

Management of the technical and human resources allocated: these targets are linked to the improved management of human resources, for example: the creation of a constructive working environment, the growth of talent and the best allocation and development of professional skills, the dissemination and capitalisation of company knowledge, effectiveness and awareness in the use of company tools and processes, also with a view to minimising costs, the correct and timely performance of the main processes dedicated to human resources (selection, time management, training and development, gender gap management, etc.).

## **2.3. Skills linked to individual managerial and professional activities**

The qualitative and quantitative targets, which are set on an individual basis using a specific form in the tool, are complemented by an assessment of the professional and managerial skills they possess in terms of technical and organisational work skills, goal orientation, meeting deadlines, customer relations (internal and external), teamwork and relationship management, and change management. These are in turn broken down into specific constituent and descriptive skills, contained in the "Skills" form in the above-mentioned portal, and according to seven progressively increasing levels of mastery of the skill described (from "inadequate" to "excellent" mastery).

There are 7 overall performance levels:

- 1) INADEQUATE;
- 2) SIGNIFICANT AREAS FOR IMPROVEMENT;
- 3) AREAS FOR IMPROVEMENT;
- 4) ALMOST ADEQUATE;
- 5) ADEQUATE;
- 6) MORE THAN ADEQUATE;
- 7) EXCELLENT.

The assessment of these skills by the Direct Manager determines the overall performance score which each Manager assigns annually to each direct report and records them in the appropriate section of the portal. The overall score, which is based on the level of achievement of the individual and business targets described above, is supplemented with the assessment of:

- the observance and respect of the "values" that underpin the Bank's activity, in compliance with the applicable regulations and the Group's Code of Ethics;
- appropriateness of customer retention and customer relationships;
- professional ability and skills;
- constant dedication to work, cooperation with co-workers and teamwork;

- the ability to find effective and possibly innovative solutions, whilst continuing to pursue the objectives of sound and prudent management of the Bank and its value over the long-term;
- the tendency to take responsibility for decisions and the timely achievement of the identified individual targets;
- the ability to use resources efficiently, to involve and motivate collaborators and make sensible use of delegation to promote growth, also with a focus on building a gender-neutral working environment;
- the containment of legal and reputational risks.

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### 3. Performance of the CEO/General Manager

With regard to the CEO/General Manager, any disbursement of the bonus is subject to the achievement of the assigned targets, subject to the conditions for access (gates) being met, having verified the actual availability of the bonus pool in accordance with the provisions of paragraph 6.4.1 of the Remuneration Policy.

The targets of the CEO/General Manager for 2024 are set out below with the respective weightings assigned to each area:

<b>Redditività e Crescita</b>	Utile Lordo consolidato di Gruppo	<b>45%</b>
	Rorac di Gruppo	
	Crescita del valore dell'azione della Banca rispetto ad un panel di peers	
<b>Gestione del Rischio</b>	LCR	<b>45%</b>
	Net NPE Ratio	
	Cost of Risk	
<b>Piano Industriale</b>	Implementazione e attuazione del Piano industriale 2024 - 2026 per l'esercizio 2024	<b>5%</b>
<b>Sostenibilità / ESG</b>	Attuazione obiettivi annuali previsti dal Piano triennale Gestione Rischi Climatici e Ambientali	<b>5%</b>

The targets assigned to the CEO/General Manager are assessed on the basis of the following thresholds:

- **threshold** means achieving at least 80% of the overall score of the sheet
- **overperformance** means achieving more than 120% of the overall score of the sheet

In particular, the bonus will be quantified on the overall achievement of the assigned targets and with the application of linear calculation between one interval and another, in order to ensure the adequate measurement of the results achieved, as follows:

- threshold = 80% of Gross Annual Salary,
- target = 100% of Gross Annual Salary,
- overperformance = 120% of Gross Annual Salary.

The Bank's Board of Directors assesses the CEO's level of achievement of the targets upon approval of the financial statements relating to each year.

### 4. Targets set for other "key personnel"

The targets set for other "key personnel" are:

- Targets linked to the Group's performance, to an extent not less than 30% of the overall targets sheet,
- "Business" targets linked to the performance of the Beneficiary's Department, Business Line/Division, Subsidiary, not less than two targets and having an overall approximate weight of at least 30% relative to the overall targets sheet,
- Individual targets linked to the Beneficiary's managerial and professional activities, not less than two targets and having an overall approximate weight of at least 10% relative to the overall targets sheet.
- ESG/Climate and Environmental Risk Management targets -implementation of management of climate and environmental risk plans, implementation of corporate employee engagement and diversity initiatives, including in selection procedures and remuneration, divulgation of the Sustainability Report.

These targets, and the indicators and weightings described above, are defined by the CEO/General Manager for his/her own direct reports, who, in turn, may apply them to any of their own key personnel direct reports.

Targets linked to the Bank's performance are identical for all direct reports of the CEO. The targets linked to the performance of the Department and/or Business Line/Division are likewise defined by the CEO/General Manager and are assigned to all key personnel of the Department/Business Line/Division concerned.

For **Subsidiaries**, as part of the Group processes referring to the definition and approval of the budget, the targets for the key personnel of the specific Legal Entity are defined by the Board of Directors of the Subsidiary as part of the guidelines included in the Remuneration Policies Document approved from time to time by the Parent.

The **heads of the control departments** have access to the variable incentive system described in these Policies but in such case, the incentive mechanisms are in line with the duties assigned and are not linked to the results achieved by any of the areas controlled by them. Therefore, bonuses linked to financial results are excluded. The individual targets assigned to the Head of the Internal Audit Department and the results achieved are submitted to the Internal Control and Risk Management Committee. For the **Manager in charge of financial reporting and the Head of Human Resources**, the award of the variable component of remuneration is subject to the achievement of company sustainability targets, with prior verification that this will not give rise to any conflicts of interest.

For all beneficiaries, the targets are described, assigned and appraised in the "targets sheet" of the aforementioned tool. For qualitative targets which cannot be measured directly, the required performance standards and the processes followed to assess achievement levels must be communicated in advance.

Deviations from the target are defined in relation to each department-level and individual target.

The Bank's Board of Directors will assess the level of the Bonuses assignable to key personnel, based on the level of overall achievement of the Bank's targets calculated in accordance with the aforementioned Organisational Procedure, following approval of the financial statements relating to each year considered in the Regulation.

#### **5. Targets set for other employees**

For the remaining employees - pursuant to the relevant National Collective Bargaining Agreement and in line with the principles and instruments described in the Policies - the Bank may assign "Business" targets linked to the performance of each employee's Department and/or Business Line/Division/Subsidiary (not less than two and with an approximate weight of 20%), as well as individual targets linked to their managerial and professional activity (not less than two) - to be assigned and documented through the "targets" sheet of the tool - and individual performance targets ("performance" sheet of the tool).

### Annex 3

#### Kruso Kapital S.p.A.

#### Three-Year Reward Plan – Summary of Essential Clauses

(The terms and expressions defined in this *term sheet* imparting the plural also include the singular and vice versa)

<p>1. <b>Subject matter of the Plan</b></p>	<p>This term sheet contains the main terms and conditions of the three-year bonus plan (the "<b>Plan</b>") linked to the listing of the shares (the "<b>Shares</b>") of Kruso Kapital S.p.A. (the "<b>Company</b>") on Euronext Growth Milan (the "<b>Listing</b>"). The Plan is in addition to the incentive systems provided to material risk takers under the group (the "<b>Group</b>") remuneration policies of Banca Sistema S.p.A. ("<b>Banca Sistema</b>").</p> <p>The Plan provides for the assignment to each of the participants (the "<b>Beneficiaries</b>") of the right to receive a gross amount of money (the "<b>Bonus</b>"), depending on the level of achievement of certain performance objectives (the "<b>Targets</b>"), set by the Company, at the end of the three-year vesting period which corresponds to the 2024, 2025 and 2026 financial years (the "<b>Performance Period</b>"), as well as additional terms and conditions set out in the Plan Regulations, which will be subsequently approved by the Board of Directors of the Company (the "<b>Regulations</b>").</p> <p>In particular, at the start of the Plan each Beneficiary will be notified of the amount of the Bonus that he/she may receive upon achieving 100% of the Targets. This amount will be equal to 100% of the gross annual remuneration of each Beneficiary as of 30 June 2023 (the "<b>Target Bonus</b>").</p> <p>The effectiveness of the Plan is subject to the successful listing and, in particular, to the commencement of trading of the Shares on Euronext Growth Milan by 31 July 2024 and to the necessary adjustments to the Group's remuneration policies, approved by the Shareholders' Meeting of Banca Sistema in 2024, to ensure compliance with Banca Sistema's requirements.</p>
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<p><b>2. Purpose of the Plan</b></p>	<p>The purpose of the Plan is to encourage the Beneficiaries to pursue the Company's objectives, including the growth of the Company after the Listing, and simultaneously establish a loyalty tool for the latter, by granting the right to receive the Bonus in accordance with the conditions set out in the Regulations.</p> <p>In particular, the Plan is designed to promote the growth of the value of the Company and the full achievement of its strategic objectives following the Listing, and to align the long-term interests of the Beneficiaries with those of the shareholders.</p> <p>The Plan does not prevent persons belonging to the category of material risk takers from also enjoying the benefits provided for in the Banca Sistema Group Remuneration Policies in force from time to time.</p>
	<p>The Plan will form an integral part of the aforementioned Policies, subject to approval by Shareholders' Meeting of Banca Sistema.</p>
<p><b>3. Beneficiaries</b></p>	<p>The Beneficiaries will be identified, including in subsequent periods, from among the key personnel of the Company and its subsidiaries (collectively, the "<b>KK Group</b>"), and other employees with particularly relevant professional skills and/or characteristics, taking into account the strategic relevance of their respective positions within the KK Group.</p>
<p><b>4. Methods of adherence to the Plan</b></p>	<p>The Company will send each Beneficiary a copy of the Regulations and a Plan Application Form setting out the Target Bonus for each Beneficiary and the Gates and Targets (as defined below), which must be completed and duly signed by the Beneficiary and returned to the Company within 10 days of receipt under penalty of forfeiture.</p>
<p><b>5. Characteristics of the Bonus</b></p>	<p>The right to receive the Bonus is personal to each Beneficiary and may not be transferred to third parties or other Beneficiaries and may only be transferred in case of death as set out in the Regulations.</p> <p>The Bonus, and more generally any benefit derived by the Beneficiaries from the Plan, will not have any effect on indirect remuneration schemes, nor can it be a condition for participation in other and future incentive plans.</p>



<p>6. <b>Accrual and payment of the Bonus</b></p>	<p>The accrual of the Bonus is subject to the continued employment of the Beneficiary within the Group (the "<b>Relationship</b>") until the end of the Performance Period and to the fulfilment, at the end of the Performance Period, of certain financial conditions of the Company established by the competent bodies of the same in accordance with the remuneration policies of the Group (the "<b>Gates</b>") and to the achievement of the Targets.</p> <p>The Gates that must be reached during the Performance Period are set out below:</p> <ul style="list-style-type: none"> <li>• ROTE ("<i>Return on Tangible Equity</i>") <math>\geq</math> 15%</li> <li>• Cost Income &lt; 75%.</li> </ul> <p>Gates and Targets may be adjusted if necessary, for example by reclassifying income and expenses as a result of extraordinary transactions or the occurrence of one-off events not foreseen at the time the Plan was prepared.</p> <p>The Targets and their weightings shall be set taking into account at least the following parameters:</p>
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(i) adjusted net profit of at least 80% of the target adjusted net profit set for the year 50%;

(ii) Target linked to ESG parameters: weight 20%;

(iii) Percentage of funding from sources outside the Group at the end of each year of the Performance Period in excess of 35%: weight 30%.

The Targets are set out in the Regulations and there are also percentage ranges within which the Targets are considered to have been missed, met or exceeded.

At the end of each year of the Performance Period, the Board of Directors of the Company will review the level of achievement of the Gates and Targets for that year.

Specifically, the Bonus is determined based on the overall achievement of the assigned Targets, calculated by taking the average of the sum of the level of achievement of the Targets in each year of the Performance Period, according to their respective weight.

The actual amount of the Bonus earned will be calculated by applying the percentage of Target achievement, as determined above, to the Target Bonus.

It is understood that:

(i) if even a single Gate is not achieved in any year of the Performance Period, the level of achievement of the Targets for that year will be deemed to be 0%;

(ii) if the level of achievement of any Target in any year of the Performance Period is less than 80%, the level of achievement of the Target for that year will be deemed to be 0%;

(iii) if the average level of Target achievement at the end of the Performance Period is below 80%, the bonus will not have been earned;

(iv) if the average level of Target achievement at the end of the Performance Period is above 120%, the Targets will be deemed to have been achieved at a level of 120%.

At the bottom of this term sheet, an example of the Targets reconciliation and calculation of the actual Bonus earned is provided, assuming that the Gates have been achieved in each year of the Performance Period.

	<p>The Bonus earned by the Beneficiaries based on the level of achievement of the Targets will be disbursed by the Company:</p> <ul style="list-style-type: none"> <li>(i) for an amount equal to 40% of the Bonus earned, with payment due in the first month following the approval of the 2026 financial statements ("<b>2027 Tranche or 1st tranche</b>");</li> <li>(ii) for an amount equal to 40% of the Bonus earned, with payment due in the first month following the approval of the 2027 financial statements ("<b>2028 Tranche or 2nd tranche</b>");</li> <li>(iii) for the remaining 20% of the Bonus earned, with payment due in the first month following the approval of the 2028 financial statements ("<b>2029 Tranche or 3rd tranche</b>"); each of the 2027 Tranche or 1st tranche, the 2028 Tranche or 2nd tranche, and the 2029 Tranche or 3rd tranche, a "<b>Bonus Tranche</b>").</li> </ul> <p>Each Beneficiary must, within 90 days of the payment of each Bonus Tranche, place a purchase order through Banca Sistema on Euronext Growth Milan for a number of Shares corresponding to a total investment, approximated downwards, of 50% of the amount paid to him/her as Bonus Tranche, less any withholding taxes (the "<b>Investment Commitment</b>").</p> <p>Shares purchased by the Beneficiaries in fulfilment of the Investment Commitment will be subject to a lock-up period - and therefore may not be sold, transferred, exchanged, pledged or otherwise disposed of <i>inter vivos</i> - except with the prior written approval of the Board of Directors for a period of at least 12 months from the date of purchase of the Shares.</p> <p>In any case, it is understood that the Gates and/or the Targets may be modified during the Performance Period by the Board of Directors.</p>
<p>7. <b>Bonus rules in the event of a termination of the relationship</b></p>	<p>In the event of termination of the Relationship before the date of payment of the Second Deferred Tranche:</p> <ul style="list-style-type: none"> <li>(i) due to dismissal, revocation, termination or non-renewal for just cause or disciplinary reasons or due to voluntary resignation, the right of the Beneficiary to receive any Bonus amount shall be permanently forfeited, unless otherwise decided by the Company, without prejudice to the right to retain the Upfront Tranche and the First Deferred Tranche, if any, already received at the date of termination;</li> </ul>

	<p>(ii) for any reason other than those set out in (i) above, the Beneficiary (or his/her heirs) shall retain the right to receive the Bonus in accordance with the terms and conditions set out in paragraph 6, in an amount calculated on the actual level of achievement of the Targets.</p> <p>The Beneficiary's right to receive the Bonus shall be suspended from the time a disciplinary notice is sent (in accordance with applicable law) until such time as the disciplinary proceedings are finally concluded.</p>
<b>8. Extraordinary events</b>	Without prejudice to the provisions of point 11, in the event of extraordinary transactions involving the Company's capital or other unexpected and/or extraordinary events, amendments and additions may be made to the Regulations that are deemed necessary or appropriate in order to maintain the substantive and economic content of the Plan, also through the adoption and formalisation of new contractual documents that comply with the approved Regulations.
<b>9. Tax and Social Security Regime</b>	The Bonus will be subject to taxation and social security contributions in accordance with the legislation in force from time to time.
<b>10. Adjustments to the Plan</b>	In the event of extraordinary transactions that do not constitute a change of control of the Company, such as, for example, acquisitions, disposals, mergers, demergers, capital increases, contributions, or other extraordinary events such as legislative or regulatory changes, events or occurrences of an extraordinary and unforeseeable nature that are likely to affect the contents and methods of execution of the Plan, the competent corporate bodies of the Companies may make such amendments and additions to the Regulations as they, in their sole discretion, deem necessary or appropriate in order to preserve, to the extent possible, the substance of the Plan unchanged.
<b>11. Change of control</b>	<p>In the event of extraordinary transactions leading to a change of control of the Company after the first 12 months following the Listing, the provisions of point 6, including the Investment Commitment, will not apply. In such cases, the Targets will be deemed immediately achieved at the target level (100%), irrespective of the actual level of achievement, and the Beneficiaries will be entitled to receive the corresponding Bonus. This Bonus will be paid by the Company:</p> <p>(i) for an amount equal to 40%, with the bonus due relating to the first month following the change of control of the Company;</p> <p>(ii) for an amount equal to the remaining 40%, 12 months after the payment referred to in point (i);</p> <p>(iii) for an amount equal to the remaining 20%, 24 months after the payment referred to in point (i);</p>

	without prejudice, with necessary changes having been made, to the provisions of point 7 in the event of termination of the Relationship before each payment date.
<b>12. Cancellation, suspension and modification of the Plan</b>	<p>The Company will have the right not to proceed with the payment of the Bonus:</p> <ul style="list-style-type: none"> <li>• in the event of exceptional and/or extraordinary circumstances that may compromise the long-term interests of the Company or its overall sustainability;</li> <li>• in the event of an actual and significant deterioration in the financial position of the Company, as determined by the Board of Directors;</li> <li>• in the event of non-compliance with regulatory requirements notified by the competent Supervisory Authorities and the consequent imposition of sanctions on the Company and/or its employees and directors;</li> <li>• if, following the entry into force of primary and/or secondary legislation (including social security and tax legislation) and/or the issuance of official clarifying interpretations and/or changes to current interpretations relating to the applicable rules, the implementation of the Plan may result in tax, social security or other charges for the Company that were not foreseen at the time of the approval of the Regulations.</li> </ul> <p>In the cases mentioned above, the Plan may be temporarily suspended, modified or cancelled. In such circumstances, the Company shall have no liability to the Beneficiaries for damages, compensation or otherwise and none of the Beneficiaries shall have any claim against the Company in respect of the Plan and/or the Bonus.</p>
<b>13. Right to claw-back and malus</b>	<p>In the event that objective circumstances arise showing that the data, on the basis of which the achievement of the Targets on which the payment of the Bonus is conditional was verified, was clearly incorrect, or if the Beneficiary seriously breaches his/her obligations towards the Company, the Company reserves the right to ask the Beneficiary responsible for any of the aforementioned acts and/or facts to repay any sums already paid as Bonus, with the definitive termination of any rights claimed by the latter in this regard.</p> <p>The total amount of the Bonus payable to each Beneficiary will be subject to malus and claw-back mechanisms in accordance with the Group's remuneration policies in force from time to time.</p>
<b>14. Confidentiality</b>	The Plan, the Regulations and its Annexes, as well as any notices or information relating to them or contained therein, are strictly confidential

	<p>without prejudice to the Company's disclosure and communication obligations to the market. In any event, the Beneficiaries undertake not to disclose the Plan, the Regulations and their Annexes to any third party and to keep strictly confidential all communications and information relating to them or contained therein.</p>
<p><b>15. Jurisdiction and applicable law</b></p>	<p>The Plan, the Regulations and its Annexes are governed by Italian law. Any dispute originating from, dependent on, or in any way related to the Plan, the Regulations or its Annexes shall fall within the exclusive jurisdiction of the courts of Milan.</p>

