BANCA

S I S T E M A SPECIALTY FINANCE

1Q 2019 RESULTS

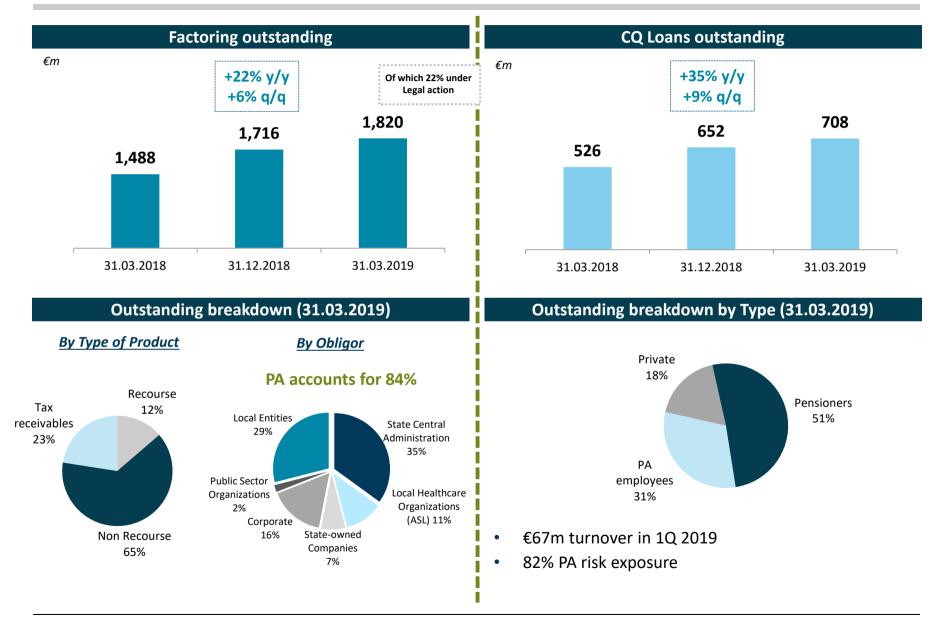
10 May 2019

1Q 2019 Results at a Glance

Commorsial	 Factoring Turnover +27% y/y equal to €639m 			
Commercial performance	 Tax receivables represent 23% of 1Q 2019 factoring outstanding 			
	 CQS/CQP outstanding reached €708m, +35% y/y 			
P&L	 Interest Income equal to €21.6m, +8% y/y 			
	 Cost of funding lower y/y at 0.8% 			
	 Total Income equal to €19.3m, +7% y/y, driven by higher core business growth 			
	 LLPs equal to €2.6m higher y/y and in line with 4Q 2018 			
	 Total operating costs +9% y/y 			
	 Net Income equal to €4.5m 			
Balance Sheet	• Term deposits: Strong growth since 3Q 18 in particular from the foreign component			
	 LCR and NSFR above regulatory requirements 			
	 CET1 ratio at 10.6%, pro-forma with lower CQ RWA at 12.2% 			
	• Atlantide will be fully integrated in the next 2/3 months, with an overall weight in			
	terms of 1Q 2019 proforma CET1 ratio of -14bps (incl. the sale of two minority stakes)			



Core business assets outstanding is growing





1Q 2019 – Balance Sheet

Figures in millions of Euro

	31.12.2018	31.03.2019	Change in %
ASSETS			
Financial assets at fair value through P&L [Held to Sell]	-	262	🔈 nm
Financial assets at fair value through Other Comprehensive Income [Held to Collect and Sell]	304	541	78%
Loans at amortized cost	2,352	2,569	<u> </u>
Factoring	1,567	(1,704	> 9%
cq	652	708	9%
SMEs State Guaranteed loans	28	23	-15%
Other	105	134	28%
Securities at amortized cost	435	435	nm
Tangible and Intagible assets	30	31	5%
Non-current assets held for sale and discontinued operations	2	-	nm
Equity investments	1		> nm
Otherassets	21	21	nm
Total assets	3,145	3,860	23%
LIABILITIES AND EQUITY			
Due to banks	695	515	-26%
of which ECB exposure	413	433	5%
Due to customers	1,899	2,774	46%
of which term deposits	958	1,156	21%
of which current accounts	657	563	-14%
Debt securities issued	305	307	1%
Otherliabilities	93	106	14%
Shareholders Equity	153	158	3%
	3,145	3,860	23%

 Govies' portfolio (€1,233m) up q/q and y/y, with an average residual duration of 14 months (21 months as at 31.12.2018), includes €262m 'Held to Sell' with an average residual duration of 4 months

● Loans at amortized cost up 9% (€2,569m):

- Factoring receivables up 9% at €1.7bn (€1.3bn as at 31.03.2018), thanks to the turnover originated in 1Q 2019
- CQ loans +9% q/q
- Equity investments include the minority stake (19.9%) of ADV Finance and Procredit, which will be sold in 2Q 2019
- Due to banks decrease is driven by lower interbanking funding
- Due to customers increase is driven mainly by repos following higher Govies' ptf and also higher term deposits that have more than compensated lower current accounts

• Shareholders Equity includes dividends paid on the 8.05.2019



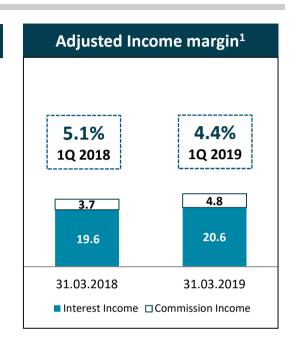
Interest Income growth driven by higher assets

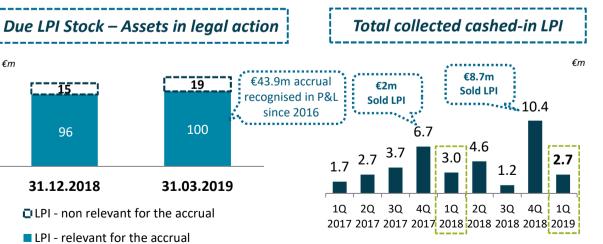
- 1Q 2019 Interest Income is up 8% y/y, growth is driven by higher assets, in particular CQ and Govies' ptf
- Factoring represents 68% of Total Interest Income
- Higher y/y Interest Income is driven by CQ and Govies' ptf higher contribution that have more than compensated factoring and other assets slightly lower contribution
- Factoring LPIs from legal action in P&L in 1Q 2019 equal to €4.0m (€4.8m in 1Q 2018):
 - of which accrual €3.0m stable y/y (€2.9m in 1Q 2018)
 - of which "extra collection" €1.0m lower y/y (€1.8m in 1Q 2018)

• Adjusted Income margin y/y reduction is mainly driven by lower LPI and the higher weight of CQ on total customer loans

• CQ profitability is stable y/y, but slightly lower vs FY 2018







Note: (1) Calculated as [Period Interest Income + Commission Income] / [Average end of period net customer loans] - excluding the contribution from securities portfolio, credit due from banks and Repo (Balance Sheet and Financial Statement figures).



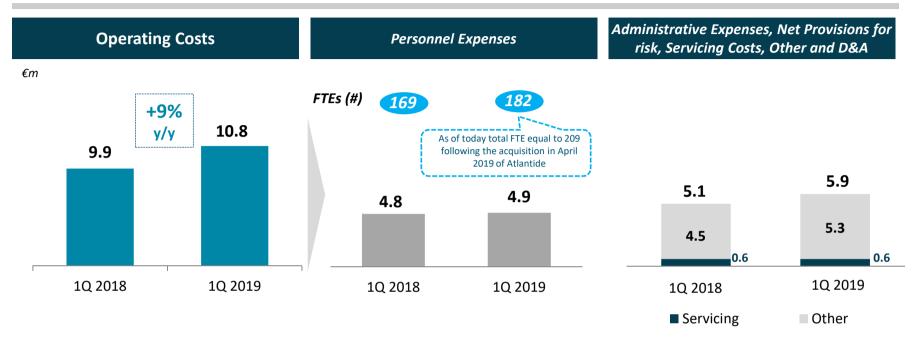
Total Income supported by business growth

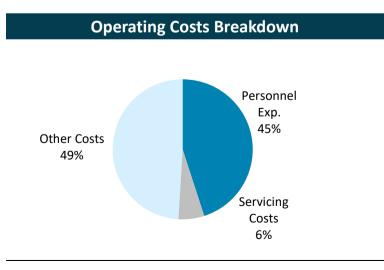
- 1Q 2019 Total Income is up 7% y/y, growth is driven by higher Net Interest Income (NII) and higher Net Commissions
- NII y/y increase is driven by Interest Income increase that has more than compensated higher Interest Expenses. Cost of funding is lower y/y (0.8%) and slightly lower also vs FY 2018
- Net Commissions increase y/y is due to higher Commission Income driven by factoring turnover growth. Higher Commission Expenses are due to the strong growth of the term deposits raised abroad through online platforms
- The contribution of the **Govies' portfolio vary** from quarter to quarter because the low residual duration of our ptf, as at 31.03.2019 average residual duration of HTS component is 4 months and the average residual duration of HTCS component is 11 months





Operating costs up y/y for business growth

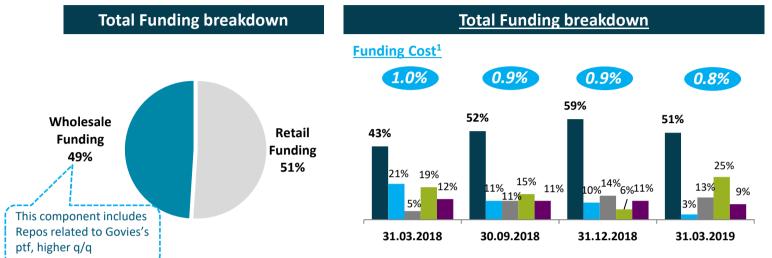




- Other costs are higher y/y for:
 - Slightly higher Admin expenses (including €0.8m contribution to the National Resolution Fund), due to legal and consultancy fees
 - Higher 'Net Provisions for risk and charge' related to a tax receivable

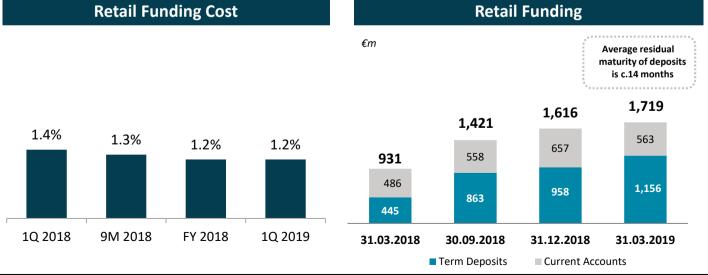


Lower funding cost y/y



■ Retail Funding ■ Interbank and CDP² ■ ECB (incl. TLTRO II) ■ Repos ■ Bonds

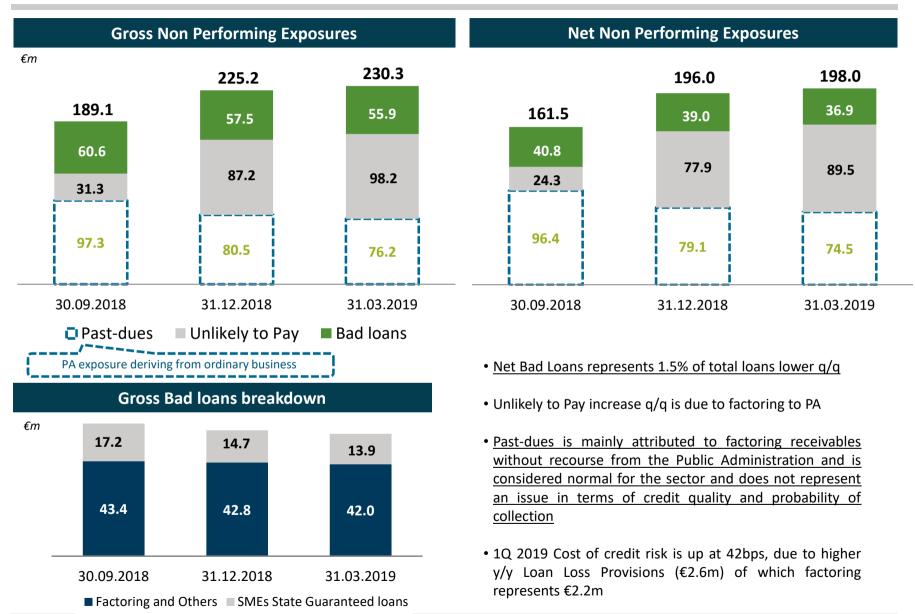
- Cost of funding lower y/y and slightly lower vs FY 2018
- Wholesale q/q increase is due mainly to Repos related to the increase q/q of Govies's ptf. While ECB financing, equal to €433m is slightly higher q/q, interbanking is lower q/q
- Term Deposits stock has registered a strong increase during the last three quarters, due to the growth of the foreign component (as at 31.03.2019, 58% of total term deposits)
- Current accounts stock is slightly down q/q
- No wholesale funding maturities in 2019



Notes: (1) 2018 funding cost figures do not benefit from -40bps ECB TLTRO II funding; (2) CDP stands for Cassa Depositi e Prestiti (in particular is referring to a credit line).



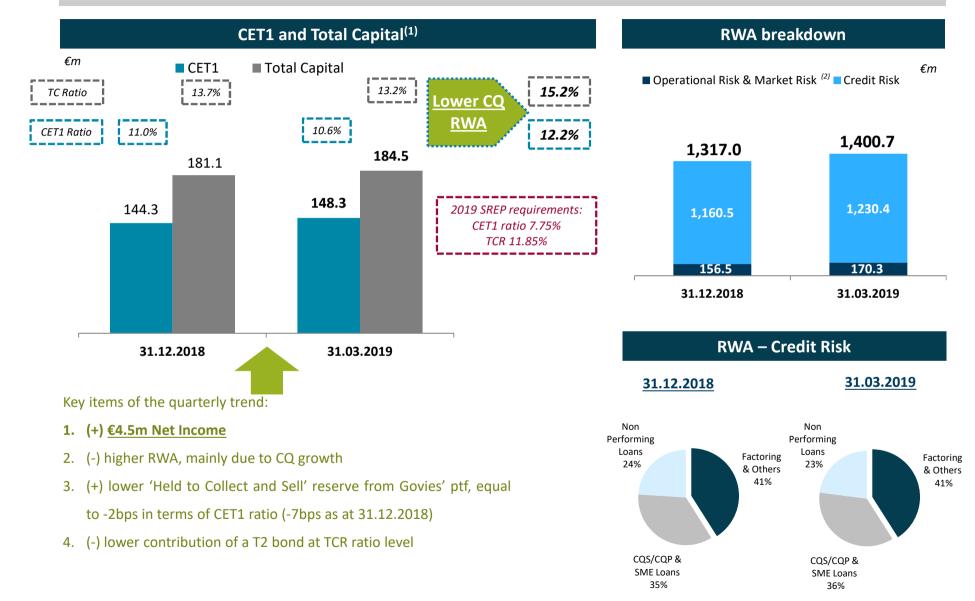
Asset Quality driven by factoring business



Note: NPE analysis is referring exclusively to the former Balance Sheet item, "Customer Ioans", that based on new scheme, following the introduction of IFRS 9, is part of the Balance Sheet item "Loan at amortized cost".



Regulatory Capital well above minimun requirements

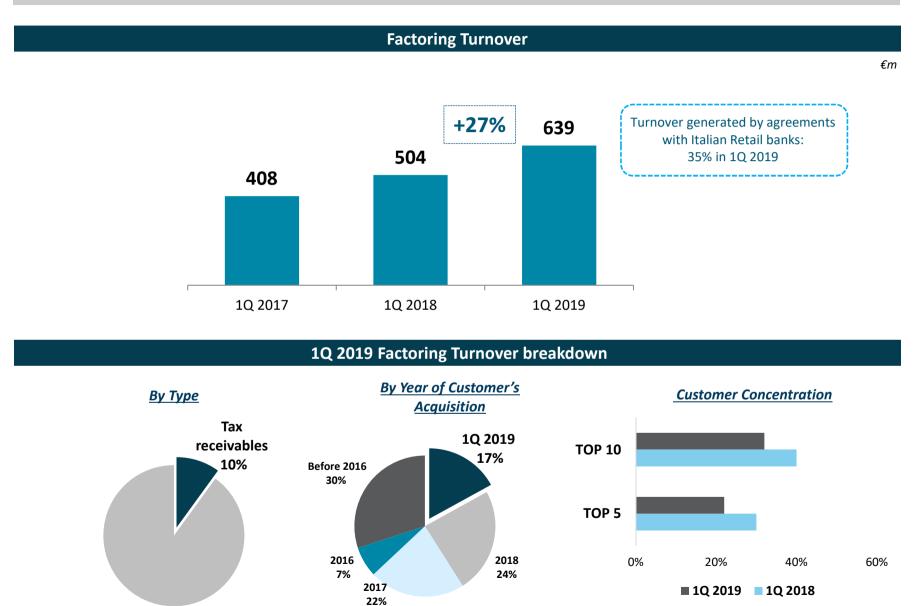


Note: (1) CET1 and Total Capital, following CRR directive, are based on an expected dividend pay-out of ~25% of the Banca Sistema Holding Net Income; (2) RWA – Market Risk c. €13.8m as at 31.03.2019 and almost 0 as at 31.12.2018.



Annexes

Factoring Turnover



SISTEMA

1Q 2019 – Income Statement

Figures in millions of Euro

	31.03.2018	31.03.2019	Change in %
Interest income	20.0	21.6	8%
Interest expenses	(6.4)	(7.0)	10%
Net interest income	13.7	14.7	7%
Net fee and commission income	3.6	4.0	12%
Dividends and similar income	-	-	
Net income from trading, hedging and disposal/repurchase activities and from assets/liabilities designated at fair value	0.9	0.6	-26%
Total income	18.1	19.3	7%
Net impairment losses on loans	(1.1)	(2.6)	nm
Net operating income	17.0	16.7	-2%
Personnel expenses	(4.8)	(4.9)	3%
Otherexpenses	(5.1)	(5.9)	16%
Operating expenses	(9.9)	(10.8)	9%
Pre-tax profit from continuing operations	7.1	5.9	-16%
Taxes on income for the period/year from continuing operations	(2.4)	(2.0)	-16%
Profit after tax from discontinued operations	-	0.6	nm
Profit (loss) for the year/period attributable to the shareholders of the Parent	4.7	4.5	-4%

Gain from the sale of the 10%

stake in Axactor Italy



The distribution of this presentation in other jurisdictions may be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of, and observe, these restrictions. To the fullest extent permitted by applicable law, the companies involved in the proposed business combination disclaim any responsibility or liability for the violation of such restrictions by any person.

This presentation does not constitute or form part of, and should not be construed as, any offer or invitation to subscribe for, underwrite or otherwise acquire, any securities of Banca Sistema or any member of its group, nor should it or any part of it form the basis of, or be relied on in connection with, any contract to purchase or subscribe for any securities in Banca Sistema or any member of its group, or any commitment whatsoever.

The information contained in this presentation is for background purposes only and is subject to amendment, revision and updating. Certain statements in this presentation are forward-looking statements under the US federal securities laws about Banca Sistema. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates" and similar expressions. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions which could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements.

Banca Sistema do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on forward-looking statements, which speak only as of the date of this presentation.





Carlo Di Pierro

Head of Investor Relations carlo.dipierro@bancasistema.it +39 02 80280358 +39 3355288794

