PRESS RELEASE

BANCA SISTEMA: ORDINARY SHAREHOLDERS' MEETING

Milan, 28 April 2023

- **approval of the 2022 Financial Statements**
- **profit for 2022 amounting to € 20.9 million (€ 22.0 million at consolidated level)**
- **payment of the dividends from the profits for 2022, amounting to a total of € 5.2 , for € 0.065 per share**
- **appointment of Pier Angelo Taverna as Board Member**
- **appointment of the board of statutory auditors and its Chairperson**
- **determination of the remuneration of the board of statutory auditors**
- **approval of the 2023 Remuneration Policies**
- **favourable resolution on the second section of the Report on the remuneration policy and remuneration paid on 2022**

It is hereby announced that the Ordinary Shareholders' Meeting of Banca Sistema, hold in single call today, resolved:

- to approve the separate financial statements at 31 December 2022 of Banca Sistema that show a profit of € 20.9 million (€ 22.0 million at consolidated level);
- to allocate the profit for 2022 as follows:
  - € 15,659,200.61 to retained earnings, and
  - the remainder of € 5,227,368.38 to dividend, corresponding to € 0.065 per ordinary share (accounting about 25% of the Group profit);
- to appoint, with the majorities set forth by law, i.e. the majority of the capital represented at the Shareholders' Meeting, without the slate voting procedure, Pier Angelo Taverna as Board Member, co-opted on 20 May 2022 and effective from 5 August 2022;
  - Mr Taverna was presented by the shareholder Società di Gestione delle Partecipazioni in Banca Sistema (SGBS), holding 23.10% of the share capital, corresponding to 18,578,900 ordinary shares with voting right at the Ordinary Shareholders' Meeting. This candidate has obtained the favourable vote from 57.44% of the share capital present and entitled to vote;
  - Mr Taverna declared to meet the requirements to be qualified as an independent director pursuant to the combined provisions of articles 13 of MEF Decree n. 169/2020, 147-ter, paragraph 4, and 148, paragraph 3, of Italian Legislative Decree no. 58 of 24 February 1998, as well as pursuant to article 2, recommendation no. 7, of the Corporate Governance Code approved by the Corporate Governance Committee in January 2020 and implemented by the Company;
  - Mr Taverna does not own Banca Sistema shares at the date of the Shareholders' Meeting;

- to appoint the Board of Statutory Auditors and its Chairman for the term of office of three financial years, i.e. until the Shareholders' Meeting called to approve the financial statements at 31 December 2025 - in the persons of:
  - Lucia Abati, Chairperson;
  - Daniela Toscano, Standing Auditor;
  - Luigi Ruggiero, Standing Auditor;
  - Marco Armarolli, Alternate Auditor;
  - Daniela D'Ignazio, Alternate Auditor;
    - all the newly appointed Statutory Auditors were taken from the only list filed, presented by the shareholder Società di Gestione delle Partecipazioni in Banca Sistema (SGBS), holding 23.10% of the share capital, corresponding to 18,578,900 ordinary shares with voting right at the Ordinary Shareholders' Meeting. This list has obtained the favourable vote from 57,44% of the share capital present and entitled to vote;
    - all of the Statutory Auditors appointed have declared to be independent pursuant to current law, including regulatory requirements, and the Articles of Association, for the assumption of the position of Statutory Auditor in a bank with shares admitted to trading on regulated markets;
    - none of the Statutory Auditors own Banca Sistema shares at the date of the Shareholders' Meeting;
- the determination of the annual remuneration due to the Chairperson of the Board of Statutory Auditors and to each Standing Auditor in the amount of € 55,000 gross and € 40,000 gross, respectively;
- to approve the 2023 Remuneration Policies of the Banca Sistema Group.

The Shareholders' Meeting also favourably resolved on the second section of the Report on the remuneration policy and remuneration paid on 2022, pursuant to article 123-ter of TUF.

The curricula vitae of the elected director and statutory auditors can be found on the company's website at www.bancasistema.it (Investors/ Corporate Governance/ Corporate Bodies Section).

The summary report of the votes and the minutes of the Shareholders' Meeting will be published in the manner and within the time limits established by regulations in force.

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Banca Sistema Group

Banca Sistema, founded in 2011 and listed in 2015 on Borsa Italiana's Star segment, is a financial institution specialized in purchasing trade receivables owed by the Italian Public Administrations and tax receivables, and engages in salary- and pension-backed loans, by purchasing loan pools and through the direct origination of the QuintoPuoi product. In the pawn loans business, it operates through the subsidiary Kruso Kapital S.p.A. and the brand product ProntoPegno S.p.A. The Group has more than 100,000 clients, and it offers also deposit products, including current accounts, deposit accounts and securities accounts, in addition to other services as credit management and recovery, bank guarantees and security bonds, PA receivables certification and e-billing. With head offices in Milan and Rome, Gruppo Banca Sistema is present in Italy also in Bologna, Pisa, Naples, Palermo, Asti, Brescia, Civitavecchia, Florence, Mestre, Parma, Rimini, Turin and Livorno, as well as in Spain and Greece, it has 290 employees and relies on a multichannel structure.