PRESS RELEASE

BANCA SISTEMA: ORDINARY SHAREHOLDERS' MEETING

Milan, 24 April 2024

- approval of the 2023 Financial Statements
- profit for 2023 amounting to € 14.1 million (€ 16.5 million at consolidated level)
- payment of the dividends from the profits for 2023, amounting to a total of € 5,227,368.38 or € 0.065 per share
- appointment of the new Board of Directors with Luitgard Spögler as Chairperson
- approval of the 2024 Remuneration Policies
- favourable resolution on the second section of the Report on the remuneration policy and remuneration paid
- authorisation to the purchase and the disposal of treasury shares to support management incentive plans

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

- to approve the separate financial statements at 31 December 2023 of Banca Sistema that show a profit of € 14.1 million (€ 16.5 million at consolidated level);
- to allocate the profit for 2023 as follows:
  - € 8,902,003.61 to retained earnings, and
  - the remainder of € 5,227,368.38 to dividend, corresponding to € 0.065 per ordinary share.
- to approve the payment of the above dividends, as of 2 May 2024, against detachment of the coupon on 29 April 2024. Pursuant to Article 83-terdecies of Legislative Decree No. 58/1998, those who are shareholders based on the evidence of the accounts at the end of the accounting day on 30 April 2024 shall be entitled to receive the dividend (i.e. record date).

- to appoint the Board of Directors for financial years 2024-2025-2026, made up of 9 members, of which 6 are independent in accordance with current regulatory provisions, notably: Luitgard Spögler*, Gianluca Garbi, Maria Leddi*, Giovanni Puglisi, Alessandra Grendele*, Daniele Pittatore, Marco Cuniberti*, Daniele Bonvicini*, and Francesca Granata, drawn from the majority list submitted by Società di Gestione delle Partecipazioni in Banca Sistema S.r.l., holder of 23.10% of ordinary shares and 22.53% of voting rights;

  * have declared that they meet the independence requirements under articles 13 of Decree by the Ministry of Economy and Finance no. 169/2020, 147-ter, paragraph 4, and 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 ("TUF"), and article 2, recommendation no. 7, of the Corporate Governance Code for Listed Companies issued by Borsa Italiana S.p.A. and adopted by our Company;

  ** list voted by the majority of the Shareholders attending the meeting, with a favourable vote of 99.998% of shares represented at the meeting

- to appoint Luitgard Spögler as Chairperson of the Board of Directors;
- to establish the overall gross annual remuneration of the Board of Directors for the entire mandate at € 890 thousand. In addition to the base compensation, the following considerations were approved: (i) an attendance fee, exclusively for in-person attendance and limited to the meetings of the Board of Directors, amounting to € 1,500 for the Chairperson and € 500 for each Director, and (ii) an annual per capita consideration for each Board Committee;
- to approve the 2024 Remuneration Policies of the Banca Sistema Group;
- to approve the Board of Directors' proposal to authorise the Board of Directors (a) to submit to the Bank of Italy the request for authorisation to repurchase treasury shares for an amount of no more than € 90,000 and (b) to purchase fully paid-in ordinary treasury shares of the Bank, with a nominal amount of € 0.12 (zero point twelve) each, for a maximum nominal amount of € 90,000 and in any case in compliance with the limit of one fifth of the share capital.

The Shareholders' Meeting also favourably resolved on the second section of the Remuneration Report, pursuant to article 123-ter of TUF.

The Board of Directors will verify the Board members' compliance with the current applicable laws based on the information and documentation submitted by the persons concerned and shall report to the market the outcome of the evaluation.

The CVs of the current members of the Board of Directors are available to the public on the Corporate website at www.bancasistema.it in the La Banca/Directors section.

The above appointments comply with article 147-ter, paragraph 1-ter of TUF, on equal access to the board of directors of listed companies (gender equality).

Based on available information, we inform that, as of today, no Directors holds, with the exception of Gianluca Garbi, who directly and indirectly holds a 24.78% stake, directly and/or indirectly, a stake in the share capital of Banca Sistema.

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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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Group Banca Sistema

Founded in 2011 and listed on the Euronext Star Milan segment of the Italian Stock Exchange since 2015, Banca Sistema is a financial company specialising in the purchase of trade receivables from the PA and tax credits. The bank is active in the assignment of one fifth of salaries and pensions, both through the purchase of credit portfolios and the direct origination of the QuintoPuoi product. The bank is also active in financing products, including current accounts, deposit accounts and securities accounts, and offers other types of services such as securitisation servicing, credit management and recovery, guarantees and sureties, certification of PA credits and electronic invoicing. Kruso Kapital S.p.A., part of the Banca Sistema Group, is the first operator of a banking group operating both in the pawnbroking sector, through the ProntoPegno brand, and in the market of auction houses for precious metals, art objects and other collectibles, through Art-Rite.
With offices in Milan and Rome, the Banca Sistema Group is now also present in Bologna, Pisa, Naples, Palermo, Asti, Brescia, Civitavecchia, Florence, Livorno, Mestre, Parma, Rimini and Turin in Italy, as well as in Spain and Greece. It has over 100,000 customers and employs 299 people in a multi-channel structure.