BANCA SISTEMA

PRESS RELEASE

BANCA SISTEMA: ASSESSMENT OF THE REQUIREMENTS OF THE DIRECTORS AND APPOINTMENT OF BOARD COMMITTEES
A LARGE MAJORITY OF INDEPENDENT DIRECTORS (6 OUT OF 9)
DESIGNATED THE HEAD OF ANTI-MONEY LAUNDERING.

Milan, 20 May 2024

The Board of Directors of Banca Sistema S.p.A., during the course of the meeting held today, in the presence of the Board of Statutory Auditors, on the basis of specific declarations provided by its members, and on the basis of the analysis carried out by the Nomination Committee:

1) has ascertained the suitability of the new directors appointed Alessandra Grendele e Marco Cuniberti, in particular
   - the existence of the integrity, experience and independent requirements;
   - the fulfilment of the criteria of honesty and competence and the existence of independent judgement;
   - the adequacy of availability of time for the exercise of the office and the compliance with the limiton the number of positions held;
   - the absence of causes of incompatibility for interlocking purposes, pursuant to art. 36 of Law Decreen.201 of 6th December 2011;
2) has noted the statement in which the directors, Luitgard Spögler, Gianluca Garbi, Giovanni Puglisi, Daniele Pittatore, Daniele Bonvicini, Francesca Granata and Maria Leddi, who were already in position in the previous board term, attested to the absence of any events that had occurred such as to make it necessary to re-verify their eligibility requirements for the board position.

On the basis of the above assessments, it is clarified that for 6 directors (Luitgard Spögler, Daniele Bonvicini, Francesca Granata, Maria Leddi, Alessandra Grendele, and Marco Cuniberti) among 9, the exist the independence requirement pursuant to Article 13 of MEF Decree no. 169/2020, the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3 of Legislative Decree no. 58/1998 and Article 2 of Legislative Decree no. 58/1998. N.58/1998 and

art. 2, recommendation no. 7, of the Corporate Governance Code of listed companies adopted by Borsa Italiana S.p.A. to which the Company adheres.

Also, the Board of Directors, on the basis of the opinion formulated by the Nomination Committee, has also appointed the members of the following committees:

- Internal Auditing Committee, Risk Control and Sustainability: Daniele Bonvicini* (independent and non-executive), Maria Leddi* (independent and non-executive), Daniele Pittatore* (non-executive), Marco Cuniberti* (independent and non-executive);
- Remuneration Committee: Francesca Granata** (independent and non-executive), Giovanni Puglisi** (non-executive), Alessandra Grendele (independent and non-executive);
- Ethics Committee: Giovanni Puglisi (non-executive), Alessandra Grendele (independent and non-executive), Marco Cuniberti* (independent and non-executive).

*Candidate possessing adequate knowledge of accounting and finance or risk management.

** Candidate possessing adequate knowledge of finance or of compensation policies.

The Board of Directors, upon additional analysis conducted, also changed the composition of the Nomination Committee, announced last April 24, as follows: Maria Leddi (independent and non-executive), Daniele Bonvicini (independent and non-executive), and Giovanni Puglisi (independent and non-executive).

The Presidents will be appointed by each committee, by majority vote among their members.

The Board of Directors also appointed the CEO, Gianluca Garbi, as the person responsible for anti-money laundering pursuant to Bank of Italy Circular No. 285/2013.

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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 302 people in a multi-channel structure.