BANCA SISTEMA

PRESS RELEASE

BANCA SISTEMA: SHAREHOLDERS' MEETING OF 30 APRIL 2025

- **approval of the 2024 Financial statements**
- **€ 22 million 2024 profit in full to reserves for retained earnings**
- **approval of the new project to overhaul the Bank's governance structure**
- **appointment of four new Directors**
- **Board of Directors' remuneration supplemented**
- **appointment of two new Statutory Auditors and a new Chairman of the Board of Statutory Auditors**
- **approval of the 2025 Remuneration Policies**
- **favorable resolution on the second section of the Report on the remuneration policy and remuneration paid on 2024.**

Milan, 30 April 2025

It is hereby announced that the Shareholders' Meeting of Banca Sistema S.p.A. (the Bank), which met in single call today, resolved:

- to approve the separate Financial Statements at 31.12.2024 of Banca Sistema, that show a profit of € 22 million (€ 25.2 million at the consolidated level);
- to allocate the 2024 profit in full to reserves for retained earnings;
- to approve of the new project to overhaul the Bank's governance structure, with the envisaged establishment of an Executive Committee;
- to appoint the following four new Directors, who will remain in office until the expiry of those in office, i.e. until the date of approval of the financial statements as at 31.12.2026: Gian-Paolo Alessandro*, Andrea De Tomas*, Giuliana Grassia* and Maria Gaia Soana*, proposed by Società di Gestione delle Partecipazioni in Banca Sistema (SGBS) S.r.l., holder of n. 18.578.900 ordinary shares with voting right at the Ordinary Shareholders' Meeting
  * 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 the Bank,
  * appointed by the majority of shareholders present at the Shareholders' meeting, with the favorable vote of 99.907% the share capital represented at the Shareholder's' meeting (56.084% of voting rights), without voting list (following art. 10.4 of Article of Associations);

- to approve the recognition, in favor of each Director who will be part of the Executive Committee, when appointed, of an additional remuneration in the amount of € 30,000 gross per year;
- to appoint the following two new Statutory Auditors, who will remain in office until the expiry of those in office, i.e. until the date of approval of the financial statements as at 31.12.2025: Anna Maria Allievi** and Guido Paolucci**, 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;

  ** have declared that they meet the independence requirements 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,

  ** appointed by the majority of shareholders present at the Shareholders' meeting, with favorable vote of 99.907% the share capital represented at the Shareholders' meeting (56.084% of voting rights), without voting list (following art. 17.5 of Article of Associations);
- to appoint Guido Paolucci as new Statutory Auditor President.
- to approve the 2025 Remuneration Policies and to vote favorably the resolution on the second section of the Report on the remuneration policy and remuneration paid on 2024, pursuant to art. 123-ter of TUF.

The Board of Directors and the Board of Statutory Auditors 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 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 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 24.82% stake, directly and/or indirectly, a stake in the share capital of Banca Sistema.

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

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., listed on Euronext EGM and 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 collectables, 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, Sanremo and Turin in Italy, as well as in Spain, Portugal and Greece. It has over 100,000 customers and employs 358 people in a multi-channel structure.