BANCA SISTEMA

PRESS RELEASE

BANCA SISTEMA:

- **ASSESSMENT OF THE REQUIREMENTS OF THE NEW DIRECTORS**
- **APPOINTMENT OF BOARD COMMITTEES**
- **CHANGE IN THE COMPOSITION OF THE SUPERVISORY COMMITTEE**
- **DESIGNATED THE HEAD OF ANTI-MONEY LAUNDERING**

Milan, 30 May 2025

The Board of Directors of Banca Sistema, during the meeting held today, in the presence of the Board of Statutory Auditors, following the appointment of the new four Directors by the shareholders meeting held the last 30 April, on the basis of specific declarations provided by its members, and on the basis of the analysis carried out by the Nomination Committee, has ascertained the suitability of the new directors appointed, Gianpaolo Alessandro, Andrea De Tomas, Giuliana Grassia, and Maria Gaia Soana, 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 limit on 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.

On the basis of the above assessments, it is clarified that for the above new Directors 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: Marco Cuniberti (independent and non-executive), Andrea De Tomas (independent and non-executive) Daniele Pittatore* (non-executive) and Maria Gaia Soana* (independent and non-executive);

- Remuneration Committee: Giuliana Grassia** (independent and non-executive), Andrea De Tomas** (independent and non-executive) and Daniele Pittatore** (non-executive);
- Ethics Committee: Giuliana Grassia (independent and non-executive), Andrea De Tomas (independent and non-executive) and Daniele Pittatore (non-executive).

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

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

The Board of Directors, upon additional analysis conducted, also changed the composition of the Nomination Committee, announced last April 30, as follows: Marco Cuniberti (independent and non-executive), Giuliana Grassia (independent and non-executive) and Maria Gaia Soana (independent and non-executive).

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

The Board of Directors resolved to change the composition of the Supervisory Committee, pursuant to Legislative Decree No. 231/01, making it coincide with the Board of Auditors.

The Board of Directors also appointed the Director, Gianpaolo Alessandro, as the person responsible for anti-money laundering pursuant to Bank of Italy Circular No. 285/2013. As a result of taking on this role, Gianpaolo Alessandro loses his independence requirement.

As a result, there remains in office a number of independent Directors (specifically, 5 Directors out of 9), more than the minimum established pursuant to current legislation.

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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.