COMMUNICATION ISSUED BY BANCA SISTEMA S.P.A. ON BEHALF OF BANCA CF+ S.P.A.

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VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER ON ALL THE ORDINARY SHARES OF BANCA SISTEMA S.P.A. PROMOTED BY BANCA CF+ S.P.A.

PRESS RELEASE

Pursuant to Article 36 of Consob Regulation no. 11971/1999, as subsequently amended (the "Issuers' Regulation)

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BANCA CF+ S.P.A. CLOSED THE ACCEPTANCE OFFER BY REACHING 70.732% OF THE SHARE CAPITAL OF BANCA SISTEMA S.P.A.: CORRESPONDING TO 69.047% OF THE RELEVANT VOTING RIGHTS:

- **PROVISIONAL RESULTS OF THE OFFER: 70.732% OF THE SHARE CAPITAL OF BANCA SISTEMA S.P.A.:, CORRESPONDING TO 69.047% OF THE RELEVANT VOTING RIGHTS, WAS TENDERED TO THE OFFER LAUNCHED BY BANCA CF+ S.P.A.**
- **THRESHOLD CONDITION FULLFILLED;**
- **BASED ON THE PROVISIONAL RESULTS, THE ACCEPTANCE PERIOD WILL REOPEN IN ACCORDANCE WITH LAW FOR ADDITIONAL 5 TRADING DAYS.**

Milan, 27 February 2026 – With reference to the voluntary public tender and exchange offer (the "**Offer**") pursuant to Article 102 of Legislative Decree 24 February 1998, n. 58, as subsequently amended and supplemented ("**TUF**") promoted by Banca CF+ S.p.A. ("**Banca CF+**" or the "**Offeror**") on the ordinary shares of Banca Sistema S.p.A. (the "**Issuer**" or "**Banca Sistema**"), the Offeror announces that, on the date hereof, at 5:30 p.m. (Italian time), the acceptance period (the "**Acceptance Period**") of the Offer has concluded. During the Acceptance Period, the overall acceptances reached 70.732% of Banca Sistema's share capital, corresponding to 69.047% of the related voting rights.

Unless otherwise defined, capitalized terms used in this press release have the meanings attributed to them in the offer document relating to the Offer, approved by Consob with note no. 0004083/26 dated 14 January 2026, and published on 16 January 2026 (the "**Offer Document**"), as well as in the Press Release on 18 February 2026, available, *inter alia*, on Banca CF+'s website (www.bancacfplus.it).

Please note that the Offer was amended, pursuant to Articles 36 and 43 of the Issuers' Regulations, on 18 February 2026, by increasing the Consideration, from a total maximum of Euro 1.80 to a total maximum of Euro 1.89, corresponding to a maximum increase of Euro 0.09 per Banca Sistema

share, of which Euro 0.05 in cash and a maximum of Euro 0.04 in KK shares as per the press release published on the same date (the "**Press Release on 18 February 2026**").

Provisional results of the Offer

Based on the provisional results communicated by UniCredit Bank GmbH, Milan branch (in its capacity as Intermediary In Charge of Coordinating the Collection of Acceptances), on the date hereof, no. 56,883,308 Banca Sistema shares, representing a percentage equal to approximately 70.732% of the Shares Subject to the Offer and approximately 70.732% of the share capital of Banca Sistema, corresponding to approximately 69.047% of the related voting rights, have been tendered to the Offer.

Considering (i) the no. 56,883,308 Banca Sistema shares, representing a percentage equal to approximately 70.732% of the share capital of Banca Sistema, that on the date hereof have been tendered to the Offer and (ii) that in the period between the Offer Document Date and today's date the Offeror has not purchased Banca Sistema Shares outside the Offer, based on the provisional results of the Offer the Offeror will hold a total of no. 56,883,308 Banca Sistema shares, representing a percentage equal to approximately 70.732% of Banca Sistema's share capital, corresponding to approximately 69.047% of the related voting rights.

The final results of the Offer will be announced in the Notice of the Offer Final Results, which will be disseminated by the Offeror by 7:29 a.m. (Italian time) on 5 March 2026, pursuant to Article 41, paragraph 6, of the Issuers' Regulations.

Threshold Condition

Please note that, as outlined in the Offer Document, the effectiveness of the Offer is subject to the occurrence and/or waiver by the Offeror of each of the Conditions of Effectiveness of the Offer as described in Section A, Paragraph A.2, of the Offer Document, including the circumstance that the Offeror shall hold, upon completion of the Offer, a stake equal to at least the Threshold Condition or the Minimum Threshold Condition.

Based on the provisional results of the Offer, where confirmed, given the acceptances to the Offer recorded on the date hereof, the Offeror will hold a total of no. 56,883,308 Banca Sistema shares, representing a percentage equal to approximately 70.732% of Banca Sistema's share capital corresponding to approximately 69.047% of the related voting rights and, therefore the Threshold Condition is satisfied..

With respect to any other Effectiveness Conditions of the Offer that have not yet occurred on the date hereof, pursuant to Article 36 of the Issuers' Regulations, the Offeror will communicate the occurrence, non-occurrence, or, if one or more of these Effectiveness Conditions have not been satisfied, the waiver thereof, through the Notice of the Offer Final Results.

Consideration

The Offeror will pay a total consideration of up to Euro 1.89 for each Banca Sistema share tendered to the Offer, consisting of the following components:

(a) Euro 1.432 in cash (the "**Initial Consideration**"), to be paid, in the event of the Offer being

effective, on the fifth Trading Day following the end of the Acceptance Period (*i.e.*, on 6 March 2026) (the "**Payment Date**"); and

(b) maximum Euro 0.458 (the "**Deferred Consideration**" and, together with the Initial Consideration, the "**Consideration**") to be paid, in the event of the Offer being effective, within 6 months after the Payment Date of the Initial Consideration (the "**Deferred Consideration Payment Date**") through the allocation of no. 23 KK shares, subject to the split of outstanding KK shares on the basis of a 1:98 ratio, for each Banca Sistema share tendered to the Offer.

In the event that one or more of the Conditions of Effectiveness fail to occur and the Offeror does not exercise its right to waive them, the Offer will not be completed.

In such a case, the Banca Sistema shares tendered to the Offer will be returned, through the Depositary Intermediaries, to their respective holders, without charge or expense for them, no later than the first Trading Day following the first announcement declaring for the first time that the Conditions of Effectiveness of the Offer fail to occur and the Offeror does not exercise its right to waive to all or some of them.

Reopening of the Terms

Based on the provisional results of the Offer, where confirmed, the Offeror announces that the Reopening of the Terms will take place, pursuant to and in accordance with Article 40-*bis*, paragraph 1, lett. a), of the Issuers' Regulations.

Therefore, the Acceptance Period will be reopened for five Trading Days starting from the first Trading day following the Payment Date, and, therefore, for the sessions of 9, 10, 11, 12, and 13 March 2026. As a result, shareholders of the Issuer who did not tender to the Offer during the Acceptance Period may tender to the Offer during the Reopening of the Terms.

The Offeror will pay to those tendering to the Offer, at the Payment Date following the Reopening of the Terms (*i.e.* 20 March 2026), the Initial Consideration.

The Offeror will pay to each shareholder of the Offer who tenders their shares to the Offer the Deferred Consideration within 6 months of the Payment Date of the Initial Consideration, under the terms, conditions, and modalities described in more detail in the Offer Document.

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For further information regarding the Offer, please refer to the Offer Document and to the Prospectus, as well as to the Press Release on 18 February 2026, available, *inter alia*, on Banca CF+'s website (www.bancacfplus.it).

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For any request or information regarding the Offer, holders of Banca Sistema shares can use the dedicated email account opasbancasistema@georgeson.com, or contact the toll-free number from Italy 800 189034, alternatively 06 45229396 (from landlines, mobiles phones and abroad). These channels will be effective from Monday to Friday from 9:00 to 18:00 (Central European Time). The reference website of the Global Information Agent is www.georgeson.com/it.

This press release does not constitute nor it is intended to constitute an offer, invitation or solicitation to buy or otherwise purchase, subscribe for, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of Banca Sistema S.p.A. will be made in any country in violation of the laws applicable therein. The Offer has been made through the publication of the relevant Offer Document subject to Consob approval. The Offer Document contains a full description of the terms and conditions of the Offer, including the terms and conditions of acceptance.

The publication or distribution of this press release in countries other than Italy may be subject to restrictions under applicable local law, and therefore any person subject to the laws of any country other than Italy is required to independently obtain information about any restrictions under applicable laws and regulations and ensure that they comply with them. Any failure to comply with such restrictions may constitute a violation of the applicable law of the relevant country.

To the fullest extent permitted by applicable law, no one involved in the Offer shall be held liable or suffer prejudicial consequences arising from the violation of the aforementioned restrictions by the such persons.

This press release has been prepared in accordance with Italian law, and the information disclosed herein may be different from that which would have been disclosed had the press release been prepared in accordance with the laws of countries other than Italy.

No copy of this press release nor any other documents relating to the Offer shall be, nor may be, mailed or otherwise transmitted or distributed to or from any country where the provisions of local law may cause civil, criminal or regulatory risks if information concerning the Offer is transmitted or made available to shareholders of Banca Sistema S.p.A. in such country or other countries where such conduct would constitute a violation of the laws of such country and no person receiving such documents (including as custodians, trustees or fiduciaries) shall mail or otherwise transmit or distribute the same to or from any such country.