PRESS RELEASE

BANCA SISTEMA:

- **FOLLOWING THE COMPLETION OF BANCA CF+'S PUBLIC AND EXCHANGE TENDER OFFER FOR BANCA SISTEMA AND IN ACCORDANCE WITH THE TENDER COMMITMENT:**
  - **RESIGNATION WITH IMMEDIATE EFFECT OF THE CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER**
  - **THE ACKNOWLEDGMENT DEED CONCERNING THE PAYMENTS DUE TO THE CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER IN CONNECTION WITH THE TERMINATION OF THE RELEVANT RELATIONSHIPS WAS RESOLVED UPON AND EXECUTED**
- **RESIGNATION OF THE OTHER BOARD MEMBERS WITH DEFERRED EFFECTIVENESS**
- **CONVENING OF THE SHAREHOLDERS' MEETING**

Milan, March 13th, 2026

It is hereby informed that, as of today, following the successful completion of the public tender and exchange offer announced on 30 June 2025 by Banca CF+ S.p.A. for Banca Sistema (**the 'Offer'**) and in compliance with the undertaking to tender entered into on 29 June 2025 between Gianluca Garbi, Società di Gestione delle Partecipazioni in Banca Sistema S.r.l. and Garbifin, on the one hand, and Banca CF+ S.p.A., on the other hand (**the 'Tender Undertaking'**), Gianluca Garbi has submitted his resignation, with immediate effect and upon execution of the deeds referred to below, from his positions as Chief Executive Officer and General Manager of Banca Sistema.
Consequently, the employment relationship with Gianluca Garbi was also terminated today. Based on the information available as of today, Gianluca Garbi holds 34,741 Banca Sistema shares.

The Board of Directors of Banca Sistema has resolved, and consequently entered into an acknowledgment deed (**the** "**Acknowledgment Deed**") with the Chief Executive Officer and General Manager, Gianluca Garbi, concerning the mere acknowledgment of what is due to Mr. Garbi by reason of the termination and/or resolution of his existing relationships with Banca Sistema based on the Tender commitment , the terms of which

were set forth in the offer document published on Banca Sistema's website on January 16, 2026 (the **"Offer Document"**), to which reference is made (Offer Document). The Acknowledgment Agreement was entered into in light of the Bank of Italy's guidelines and the continued existence, as of today, of the restrictive measures regarding, among other things, the payment of the variable portion of remuneration for the 2024 fiscal year and subsequent years, as ordered by the Bank of Italy in a letter regarding the company's financial situation delivered on December 20, 2024.

At the same meeting and in the same context, taking into account the Tender Undertaking and in accordance with the terms set forth in the Offer Document, the Board of Directors also resolved and, consequently, entered into with Gianluca Garbi, in his capacity as a self-employed contractor, a professional consulting contract, with a term of 24 months, effective as of March 16, 2026, for the performance of strategic, technical, and relational support activities, aimed at enabling Banca Sistema to recover certain receivables owed by Public Administration's entities. The main terms of this contract substantially reflect those already set forth in the Offer Document and provide for a fee based on the value of the receivables actually recovered (principal and Late payment interest) for a total maximum amount of 2 million euros.

The latter agreement was entered into in compliance with the regulations governing transactions with Related Parties and Connected Parties, as Gianluca Garbi qualifies as a related party of Banca Sistema both by virtue of his role as Chief Executive Officer and General Manager of Banca Sistema (prior to his resignation) and of his position as Chairman of the Board of Directors of Kruso Kapital, a company controlled by Banca Sistema.

Considering the overall maximum amount of the transaction, equal to EUR 2 million, the transaction is classified as a 'transaction of lesser materiality' pursuant to the thresholds set forth under Article 4, paragraph 1, letter (a) of the Regulation approved by CONSOB with Resolution No. 17221 of 12 March 2010 (as subsequently amended) (**the 'RPT Regulation'**). The transaction was approved as an 'urgent transaction' pursuant to Article 13, paragraph 6, of the RPT Regulation.

In light of the aforementioned resignation of Gianluca Garbi, the Board of Directors will meet on Monday, March 16, 2026, to resolve on the co-optation of a new Director pursuant to Article 2386 of the Italian Civil Code, taking into account the guidance provided in this regard by the Parent company, Banca CF+.

It is also hereby announced that, also today, the Board of Directors subsequently took note of the resignations submitted, effective as of the date of the Shareholders' Meeting scheduled for April 23, 2026, by all other members of the Board of Directors. The table below details the additional qualifications and respective roles of the resigning Directors.

Name Director	*Position*	*Executive Committee*	*Controls and Risks Committee*	*Nominating Committee*	*Compensation Committee*
Luitgard Spögler	Chairman of the Board of Directors				
Gianpaolo Alessandro	Executive Director	x			
Marco Cuniberti	Independent Director		x	x	
Andrea De Tomas	Independent Director		x		x
Giuliana Grassia	Independent Director			x	x
Alessandra Grendele	Executive Director	x			
Daniele Pittatore	Director		x		x
Maria Gaia Soana	Independent Director		x	x	

All resignations were motivated by the successful outcome and completion of the Offer, in order to allow Banca CF+, in its role as the new controlling shareholder of Banca Sistema, to potentially redefine the composition of the Board of Directors of the latter, in line with the new *governance* structures outlined, among other things, in the Tender commitment.

The Board of Directors, noting that, in light of these resignations, the entire body will cease to exist early, effective as of the Shareholders' Meeting of April 23, 2026, resolved to include on the agenda of the aforementioned Meeting the appointment of the Board

of Directors, subject to determining the number of members, the term of office, the appointment of the Chairman, and the determination of the relative compensations.

Furthermore, today, the Board of Directors of Banca Sistema, in accordance with the instructions provided by the controlling shareholder, Banca CF+, took note of the latter's request that the Parent company's statutory auditor (EY S.p.A.) assume the role of auditor for the Banca CF+ Group, with the scope of the statutory audit extended to the companies included in the Group, and of the consequent proposal to appoint EY S.p.A. as Banca Sistema's statutory auditor for the nine-year period 2026–2034, subject to the consensual termination of the Statutory audit engagement awarded to BDO Italia S.p.A. by the Banca Sistema Shareholders' Meeting held on April 18, 2019, for the fiscal years 2019–2027.

In light of the foregoing, the Board of Directors of Banca Sistema has resolved to include on the agenda of the aforementioned Shareholders' Meeting the approval of the proposal for the consensual termination of the engagement with the current statutory auditor and the appointment of the new statutory auditor.

The Shareholders' Meeting will also be called upon, pursuant to Article 13, paragraph 6, letter (b) of the RPT Regulation and the related internal procedure adopted by the Bank, to pass a non-binding resolution on the above-mentioned related party transaction.

The notice of the ordinary shareholders' meeting will be published in accordance with the law, following the procedures set forth in the Articles of Association and applicable laws and regulations.

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Banca Sistema S.p.A.

Banca Sistema, founded in 2011 and listed since 2015 on the Euronext Star Milan segment of the Italian Stock Exchange, is a financial institution specializing in the purchase of trade receivables owed by public administrations and tax credits. The Bank helps to support corporate liquidity by offering tax and trade receivables management services across various sectors, including the soccer and entertainment industries in Italy and abroad, and operates in Spain and Portugal within the healthcare and public administration sectors.
It is also active in salary and pension-backed loans and, in partnership with leading operators, in personal loans, mortgages, and leasing.
The offer includes banking services and funding products, such as current accounts, term deposit and securities accounts, as well as securitization servicing, credit management and collection, guarantees and sureties and certification of public administration receivables.
Banca Sistema holds a stake in Kruso Kapital S.p.A., a company active in the pawn credit business and in the auction market for precious items, artworks, and other collectibles, through Art-Rite.

Banca Sistema S.p.A. is a company belonging to the Banca CF+ Group, registered in the Register of Banking Groups, and is subject to management and coordination of Banca CF+ S.p.A.