PRESS RELEASE

Banca Sistema: SHAREHOLDERS' MEETING OF APRIL 23, 2026

- **FINANCIAL STATEMENTS AS OF DECEMBER 31, 2025 APPROVED; 2025 PROFIT FOR THE YEAR OF €34 MILLION FULLY CARRIED FORWARD AS RETAINED EARNINGS**
- **THE BOARD OF DIRECTORS AND ITS CHAIRMAN WERE APPOINTED**
- **THE BOARD OF STATUTORY AUDITORS AND ITS CHAIRMAN HAVE BEEN APPOINTED**
- **NEW INDEPENDENT AUDITORS APPOINTED**
- **REMUNERATION POLICIES FOR FISCAL YEAR 2026 APPROVED AND RESOLUTION PASSED ON THE SECOND SECTION OF THE REMUNERATION REPORT AND ON COMPENSATION PAID IN 2025**
- **RELATED PARTY TRANSACTIONS APPROVED**

Milan, April 23, 2026

Please be advised that the Shareholders' Meeting of Banca Sistema S.p.A. (the Bank) concluded today.

With regard to **the financial statements**, the Meeting approved the financial statements of Banca Sistema S.p.A. as of December 31, 2025, which closed with a net profit of €34.3 million (€29 million on a consolidated basis), resolving to allocate the entire 2025 profit for the year to retained earnings.

With regard to **Governance**, we hereby inform you that the Shareholders' Meeting appointed the new Board of Directors, composed of 9 Directors, all drawn from the single list submitted by the shareholder Banca CF+, holder of 64,940,857 ordinary shares of Banca Sistema S.p.A., representing 80.751% of the share capital and 78.827% of the voting rights. The Board of Directors will remain in office for three fiscal years, until the date of approval of the financial statements as of December 31, 2028, and was appointed by a majority of the shareholders who participated in the Shareholders' Meeting, with 96.794% of the capital represented at the Meeting voting in favor (82.896% of the voting rights).

Board of Directors:

1. Croff Davide, Chairman of the Board of Directors
2. Iacopo De Francisco
3. Massimo Ruggieri
4. Ghezzi Gioia*
5. Claudio Battistella*
6. Grendele Alessandra*
7. Luitgard Spögler
8. Da Rin, Emanuela
9. Salvatore Baiamonte

* Candidate meeting the independence requirements.

The Shareholders' Meeting therefore approved, for the Board of Directors, a maximum total amount of €1,100,000.00 gross per year, to be allocated among the individual members of the Board of Directors, in addition to the reimbursement of out-of-pocket expenses incurred in the ordinary performance of their duties and insurance premiums.

The Shareholders' Meeting also appointed the new Board of Statutory Auditors, consisting of 3 Standing Auditors and 2 Alternate Auditors, all drawn from the single list submitted by the shareholder Banca CF+, holder of 64,940,857 ordinary shares of Banca Sistema S.p.A., representing 80.751% of the share capital and 78.827% of the voting rights. The Board of Statutory Auditors will remain in office for three fiscal years, until the date of approval of the financial statements as of December 31, 2028, and was appointed unanimously by the shareholders who participated in the Shareholders' Meeting with the favorable vote of 100% of the capital represented at the Meeting (100% of the voting rights).

Board of Statutory Auditors:

1. Bonissoni Angelo Rocco, Chairman of the Board of Statutory Auditors
2. Giuseppina Pisanti, Standing Auditor
3. Franco Vezzani, Standing Auditor
4. Elisabetta Maria Caimmi, Alternate Auditor
5. Giovanni Pappalardo, Alternate Auditor

The Shareholders' Meeting therefore approved, for the Chairman, a gross annual remuneration of €70,000.00 (in addition to €10,000.00 gross annually for the position of Chairman of the Supervisory Body pursuant to Legislative Decree 231/2001), for each Standing Auditor, a gross annual remuneration of €52,500.00 (in addition to €7,500.00 gross annually as a member of the Supervisory Body pursuant to Legislative Decree 231/2001), plus reimbursement of out-of-pocket expenses incurred in the ordinary performance of their duties.

The Board of Directors and the Board of Statutory Auditors will verify that the new members of the management body and the supervisory body, respectively, meet the requirements set forth in current legislation, based on the information and documentation provided by the interested parties, and will inform the public of the results of this assessment.

The resumes of the new directors and statutory auditors are available to the public on the Company's website at www.bancasistema.it, in the section "The Bank/Corporate Bodies."

These appointments comply with the provisions of Article 147-ter, paragraph 1-ter, and Article 148 of the Consolidated Law on Finance (TUF) regarding equal access to the administrative and supervisory bodies of listed companies (gender balance).

Based on the information available, we hereby inform that, as of today, no director or statutory auditor holds, directly or indirectly, any interest in the share capital of Banca Sistema S.p.A.

With regard to **the independent auditor**, the Shareholders' Meeting resolved to terminate the agreement by mutual consent with BDO Audit Services S.r.l., formerly BDO Italia S.p.A., and consequently to appoint EY S.p.A., the Parent company's independent auditor, for the nine-year period 2026–2034.

With regard to **compensation**, the Shareholders' Meeting approved the Compensation Policies for the year 2026 and the Report on compensation paid in 2025.

With regard to the **related party** transactions approved by the Shareholders' Meeting through a non-binding resolution, we highlight the total number of votes cast by **unrelated shareholders**:

	n. of shares	% on voting at the meeting	% on voting rights
Total	68,877,841	100.000	85.642
In favor	66,669,715	96.794	82.896
of which unrelated	**1,728,858**	**0.025**	**0.021**
Against	2,208,126	3.206	2.746
of which unrelated	**2,208,126**	**3.206**	**2.746**

The summary of voting results and the minutes of the Shareholders' Meeting will be published in the manner and within the timeframes established by applicable law.

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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 from the Public Administration and tax receivables. The Bank helps 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. Banca Sistema is active in salary- and pension-backed loans and, in partnership with leading operators, in personal loans, mortgages, and leasing. The offering includes banking services and funding products, such as current accounts, deposit accounts, and securities accounts, as well as servicing activities in securitization, credit management and collection, surety bonds and guarantees, and certification services for receivables from the Public Administration. Banca Sistema holds a stake in Kruso Kapital S.p.A., a company active in pawn broking and in the auction market for precious metals, art objects, and 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 the management and coordination of Banca CF+ S.p.A.