BANCA SISTEMA: APPROVAL OF THE ISSUER'S PRESS RELEASE REGARDING THE MANDATORY FULL-SCALE PUBLIC TENDER OFFER AND EXCHANGE OFFER LAUNCHED BY BANCA CF+ S.P.A.

Milan, May 8, 2026

The Board of Directors of Banca Sistema S.p.A. (the "**Issuer**" or "**Banca Sistema**"), having met today, approved the press release (the "**Issuer's Press Release**") prepared pursuant to Article 103, paragraph 3, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the "**TUF**") and Article 39 of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999, as subsequently amended (the "**Issuer Regulations**"), containing its assessments regarding the mandatory tender offer and exchange offer pursuant to Articles 102 and 106 of the TUF launched by Banca CF+ S.p.A. (the "**Offeror**") and concerning a maximum of 15,480,195 ordinary shares of the Issuer (the "**Shares**") admitted to trading on Euronext Milan, Euronext STAR Milan segment, organized and managed by Borsa Italiana S.p.A. (the "**Offer**").

For the purposes of issuing the Issuer's Press Release, the Board of Directors has, among other things, reviewed and taken into account (i) the opinion of the independent directors prepared in accordance with Article 39-bis of the Issuers' Regulations, issued today by the independent directors (the "**Opinion of the Independent Directors**"), to which was attached the fairness opinion issued by Equita SIM S.p.A., acting as financial advisor appointed by the independent directors for the purposes of their assessments (the "***Fairness Opinion***").

Following the meeting, the Board of Directors, based in part on the content of the Fairness Opinion and the Opinion of the Independent Directors, unanimously deemed the consideration - amounting to a maximum of €1.89, consisting of the sum of (i) the cash consideration of €1.432; and (ii) the consideration of €0.458 to be paid through the allocation to each tenderer of 23 shares of Kruso Kapital S.p.A. ("**KK**"), following a 1:98 stock split of KK's outstanding shares, for each Share tendered in the Offer, with a cash alternative of the same amount (i.e., a maximum of €0.458) available at the discretion of the Offer participants.

All directors and statutory auditors of the Issuer attended the board meeting. The Chairman of the Board of Directors, Davide Croff, the Chief Executive Officer and General Manager, Iacopo De Francisco, and directors Salvatore Baiamonte, Emanuela Da Rin, and Massimo Ruggieri abstained from voting, however, as they had an interest in the Offer due to their positions as directors of the Offeror, in which capacity they participated in the approval of the Voluntary Offer and the Offer, as well as the related documentation pertaining to the Offeror; Independent Director Claudio Battistella, formerly a director

of the Offeror, a position in which he participated in the approval of the Voluntary Offer and the Offer, as well as the related documentation pertaining to the Offeror, also abstained.

For details and the considerations formulated by the Board of Directors, please refer to the Issuer's Press Release, to which the Opinion of the Independent Directors and the Fairness Opinion are attached.

All such documents have been published in accordance with the terms and procedures provided by law.

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This notice does not constitute, nor is it intended to constitute, an offer, invitation, or solicitation to buy or otherwise acquire, 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 applicable laws and regulations thereof. The Offer will be made through the publication of the relevant Offer Document as approved by Consob. The Offer Document will contain a full description of the terms and conditions of the Offer, including the procedures for acceptance.

The publication or distribution of this notice in countries other than Italy may be subject to restrictions under applicable law; therefore, any person subject to the laws of any country other than Italy is required to independently obtain information regarding any restrictions imposed by applicable laws and regulations and ensure compliance therewith. Any failure to comply with such restrictions may constitute a violation of the applicable laws of the relevant country.

To the fullest extent permitted by applicable law, the parties involved in the Offer shall be deemed exempt from any liability or adverse consequences that may arise from a violation of the aforementioned restrictions by the aforementioned persons.

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

No copy of this notice or any other documents relating to the Offer shall be, nor may be, mailed or otherwise transmitted or distributed in or from any country where local laws could give rise to civil, criminal, or regulatory risks if information regarding the Offer is transmitted or made available to shareholders of Banca Sistema S.p.A. in such a country or other countries where such conduct would constitute a violation of the laws of that country, and any person receiving such documents (including custodians, trustees, or trustees) is required not to mail or otherwise transmit or distribute them to or from any such country.

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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.