

NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and vote at the Shareholders' Meeting of Banca Sistema S.p.A. (hereinafter the "**Company**" or "**Bank**") are convened in an Extraordinary Shareholders' Meeting to be held at the Bank's registered office in **Milan – Largo Augusto 1 A / Via Verziere 13** – on **12 October 2026**, in a single call, **at 10:00 AM**.

AGENDA

1. Approval of the merger by incorporation of Banca CF+ S.p.A. into Banca Sistema S.p.A.; resulting changes to the bylaws, including those related to the capital increase to support the merger. Related and consequential resolutions.
2. Amendment of Article 5 of the company's bylaws. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital against payment, in one or more instances and also in tranches, in a divisible manner, respecting the pre-emption right under Article 2441 of the Civil Code, or also excluding the pre-emption right pursuant to Article 2441, paragraphs 4, first and second sentences, and 5, of the Civil Code, for a maximum total amount of EUR 100,000,000.00, including any share premium, to be exercised in one or more instances within five years from the date of the shareholders' resolution, subject to the completion of the merger by incorporation of Banca CF+ Credito Fondiario S.p.A. into Banca Sistema S.p.A. Related and consequential resolutions.

It is stated that at the date of publication of this notice:

- the subscribed and paid-in share capital of the Bank is € 9,650,526.24;
- there are 80,421,052 ordinary shares, of which 80,416,452 individually grant a right to one vote in the Shareholders' Meeting, and 4,600 individually grant the right to two votes in the Shareholders' Meeting;
- total number of right votes: 80.425.652.

As of 11 September, the Bank does not hold treasury shares.

Any subsequent changes in the information outlined above will be published on the Bank's website and communicated at the beginning of the Meeting.

Participation rights and voting by proxy

Under article 83-sexies of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented (Consolidated Law on Finance), the legal power to participate in the Meeting and exercise the right to vote shall be attested by a communication, prepared by the intermediary authorised by law, confirming such a right and delivered to the Bank, in favour of the person entitled to the right to vote, on the basis of the accounting registration at the end of the seventh business trading day prior to the date of the Shareholders' Meeting in single call, i.e. on **1 October 2026 (Record Date)**.

Banca Sistema S.p.A.

Largo Augusto 1/A, ang. via Verziere 13 - 20122 Milan

Tel +39 02 802801 Fax +39 02 72093979

Fully paid-up share capital €9,650,526.24 Tax Code and VAT number 12870770158

Enrolled in the Register of Banks - ABI Code: 03158.3

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

Subject to Supervision by the Bank of Italy

Member of the Interbank Deposit Protection Fund and National Guarantee Fund.

In implementation of the provisions set forth by article 125-bis, paragraph 4 of the Consolidated Law on Finance, all crediting and debiting of the accounts subsequent to said date, have no relevance for the right to exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by the Bank by the end of the third business trading day prior to the date set for the Shareholders' Meeting in single call (i.e. **on 7 October 2026**).

All of the above without prejudice to the entitlement to participate and vote if the communication reached the Bank after the above-mentioned term, and in any case by the beginning of the Meeting.

Under article 135-novies of the Consolidated Law on Finance and article 8.7 of the Articles of Association, those who are entitled to the right to vote may be represented by proxy issued in writing in the manner prescribed by the legislation and regulations from time to time in force.

The proxy may be notified to the Bank at its registered office in Milan, Largo Augusto, 1/A, Angelo Via Verziere, 13, by registered letter, or by e-mail to the certified e-mail address bancasistema.affarisocietari@legalmail.it, attaching a copy of the identity document or chamber of commerce certificate of the party with voting rights.

The proxy form is available on the Bank's website www.bancasistema.it, in the Investors/Governance/Shareholders' Meeting/ 2026/ 12 October 2026 section.

Without prejudice to prior notice, when registering to attend the Shareholders' Meeting, the proxy holder attending the Meeting should in any case certify that the copy of the proxy is true to the original sent and the identity of the delegating party.

Pursuant to Art. 135-novies of the Consolidated Law on Finance, the proxy can also be conferred by electronic document signed electronically in accordance with Art. 20(1-bis) of Legislative Decree no. 82 of 7 March 2005 and notified to the certified e-mail address bancasistema.affarisocietari@legalmail.it.

Shareholder representative appointed by the Company

The proxy, with voting instructions for the items on the agenda, may be granted to Monte Titoli S.p.A., which has its registered office in Milan, at Piazza degli Affari 6, Tax Code 03638780159, a member of the Euronext Group, Group VAT no. 10977060960 (hereinafter, "Monte Titoli"), duly designated by the Bank for this purpose, in accordance with Art. 135-undecies of the Consolidated Law on Finance, by signing the printable version of the form that may be downloaded from the website www.bancasistema.it (in the Investors/Governance/Shareholders' Meeting/2026/ 12 October 2026 section) or at the Bank's registered office. The proxy with the voting instructions must reach Monte Titoli by the end of the second open market day prior to the date set for the Shareholders' Meeting in single call (i.e. by **8 October 2026**) together with a copy of a currently valid identity document of the shareholder granting the proxy or, if said shareholder is a legal person, of the legal representative pro tempore or of another person vested with suitable powers, together with documentation suitable for certifying their capacity and powers according to either of the following methods:

- i) transmission, by certified email, of a computerised copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject "Proxy FOR BANCA SISTEMA 12 October 2026 Meeting");

- ii) transmission of the original copy, by courier or registered letter with return receipt to Area Register Services of Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. 'BANCA SISTEMA Shareholders' Meeting of April 2026'), in advance of a copy reproduced electronically (PDF) by ordinary e-mail to RD@pec.euronext.com (subject 'BANCA SISTEMA Shareholders' Meeting of 12 October 2026').

The proxy is valid solely in respect of those items for which voting instructions are given. Proxies and voting instructions may be revoked by the deadlines specified above. It should be noted that the communication sent to the Bank by the authorised intermediary, confirming the shareholder's eligibility to attend and exercise voting rights at the Shareholders' Meeting, is required even when a proxy is granted to the designated Proxy holder. By law, shares for which a proxy is granted, whether in full or in part, are taken into account in determining whether the Shareholders' Meeting is duly constituted, although proxies without voting instructions do not count for the purposes of calculating the majority and quorum required to pass resolutions. For any clarifications regarding the conferment of the proxy (and in particular about the completion of the proxy form and the voting instructions and their transmission), the persons entitled to attend the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail to RegisterServices@euronext.com or on (+39) 02.33635810 on business days, from 9:00 a.m. to 5:00 p.m.

Postal voting

Pursuant to Art. 127 of the Consolidated Law on Finance and Art. 8.8 of the Articles of Association, voting may also be exercised by post in accordance with the applicable regulations.

The voting form is available on the Bank's website www.bancasistema.it in the Investors/Governance/Shareholders' Meeting/2026/ 12 October 2026 section, or at the registered office. The voting ballot duly filled in and signed should arrive, in a sealed envelope, at the registered office of the Bank in Milan – at Largo Augusto 1/A, Angolo Via Verziere 13, no later than **11 October 2026** and should be sent by registered letter with acknowledgement of receipt, marked for the attention of the Funzione Affari Societari - Corporate Affairs Department, or by certified e-mail to bancasistema.affarisocietari@legalmail.it, with an attached copy of the identity document or chamber of commerce certificate of the party with voting rights.

Voting ballots received after the specified deadline or which have not been signed shall not be counted in the initial or the voting quorum of the Shareholders' Meeting. Postal voting is exercised directly by the holder of the voting right and is exercised separately for each of the resolutions proposed. The vote may be revoked with a written statement notified to the Bank by **11 October 2026**, or by way of an express statement issued by the holder during the course of the Shareholders' Meeting.

Additions to the agenda and presentation of new proposed resolutions

Pursuant to Art. 126-bis of the Consolidated Law on Finance, Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within three days from the publication of this notice of call (in any case no later than the final deadline of **14**

September 2026), that additional items be added to the agenda of the Meeting, specifying such additional items in their request.

Any additions to the agenda will be announced, in the same manner required for the publication of this notice of meeting, within 8 (eight) days after the publication of this notice of meeting (by **20 September 2026**). Only shareholders who, even jointly, represent at least one-fortieth of the share capital may also submit proposals for resolutions on matters already on the agenda, as possibly supplemented, within ten days from the publication of this notice of meeting (no later than **21 September 2026**). The submission of such proposals for resolutions will be announced, in the same manner required for the publication of this notice of meeting, at least 15 (fifteen) days before the meeting date (by **28 September 2026**). Any additional proposals for resolutions on matters already on the agenda, as possibly updated, will be made available to the public in the manner set out in Article 125-ter, paragraph 1, of the TUF, at the same time as the announcement of their submission is published.

Additions to the agenda are not allowed for matters on which the Shareholders' Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to under Art. 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests to add items to the agenda and proposals for resolution on matters already on the agenda, along with certification proving the requesting shareholders' ownership of their shares, issued by the intermediaries where the shares are held, must be submitted in writing at the company headquarters via registered mail to the attention of the Corporate Affairs Function at the bank's registered office, or via certified email to bancasistema.affarisocietari@legalmail.it, attaching a copy of the shareholder's ID or chamber of commerce certificate, as well as the certification proving the ownership of the requesting shareholders' shares, issued by the intermediaries where the shares are held.

Shareholders who request the addition of items to the agenda, as well as those who submit proposals for resolutions on matters already on the agenda, prepare a report explaining the reasons for their proposed resolutions on the new matters they suggest discussing, or the reasons for additional resolution proposals on matters already on the agenda. The report is sent to the Bank's Board of Directors by the respective deadline for submitting such requests for additions and proposals for resolutions, as provided for in Article 126-bis, paragraph 4, of the TUF.

The Board of Directors makes the report available to the public, along with any of its own assessments, at the same time as the announcement of the addition to the agenda or the submission of new proposed resolutions, by publishing it on the Bank's website, at the Bank's headquarters, and through the other methods provided for in Article 125-ter, paragraph 1, of the TUF.

Right to submit questions on the items of the agenda

Under article 127-ter of the Consolidated Law on Finance, those who have the right to vote, can submit questions relating to items on the agenda even before the Shareholders' Meeting, by **5 ottobre 2026**, by registered letter to the Bank's registered office in Milan - Largo Augusto 1/A, Angolo Via Verziere 13, or by certified e-mail to the address bancasistema.affarisocietari@legalmail.it.

In order to exercise this right, a notice issued by the intermediary depositaries of the shares owned by the shareholders with voting rights should be sent to the Bank, together with a copy of the identity document or chamber of commerce register certificate.

Questions received before the Shareholders' Meeting will be answered at the latest during the Meeting, and the Bank reserves the right to provide a single answer to questions having the same content.

The Company will not respond to questions that do not follow the above methods, terms, and conditions.

Documentation

The documentation relating to items on the agenda (including the merger plan and the additional documentation indicated in art. 70 of the Issuers' Regulation adopted by Consob with resolution no. 11971 of May 14, 1999), the complete text of the proposed resolutions together with the reports required by the applicable law, will be made available to the public at the registered office and on the authorised storage mechanism 1Info at the address www.1info.it, as well as on the Bank's website www.bancasistema.it, in the Investors/Governance/Shareholders' Meeting/2026/ 12 October 2026 section, within the terms set by law.

For further information relevant to the procedures of Shareholders' Meetings please read the document 'Rules governing Shareholders' Meetings of Banca Sistema S.p.A.' published on the website www.bancasistema.it, in the Investors/Corporate Documents section.

An excerpt of this notice will be published on 12 September 2026 in the newspaper "Il Giornale".

Milan, 11 September 2026

THE CHAIRPERSON OF THE BOARD OF DIRECTORS

Signed by *Davide Croff*

Shareholders entitled to attend and vote at the Meeting are kindly requested to arrive in advance of the stated time, together with ID documents, to allow for the preliminary checks and to ensure that the Meeting starts on time.

Information about attendance at the Shareholders' Meeting can be obtained from the Number 02.80280.1 which is available from Monday to Friday from 8.30 a.m. until 1 p.m. and from 2 p.m. to 6 p.m.