

# Report on the remuneration policy and remuneration paid

(art. 123-ter of Legislative Decree no. 58 of  
24/2/1998)

## 2021 Remuneration Report of the Banca Sistema Group and overview of the application of the Policies in 2020

drawn up pursuant to Art. 123-ter of Italian Legislative Decree No. 58 of 24 February 1998, as amended and supplemented ("**Consolidated Law on Finance**"), Art. 84-*quater* of the regulation adopted by CONSOB resolution no. 11971/1999 as amended ("**Issuers' Regulation**"), and in compliance with Bank of Italy Circular No. 285 of 17 December 2013 as amended, and the Corporate Governance Code for listed companies

Approved by the Board of Directors on 11 March 2021 and submitted for approval in point 6 of the agenda of the ordinary session of the Shareholders' Meeting to be held on 30 April 2021

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## 1. Introduction - Legal Framework

This Remuneration Report (the “**Report**”) drawn up by Banca Sistema S.p.A. (the “**Bank**”) includes:

- Section I providing a description of the general remuneration policy for 2021 for members of the Board of Directors (the “**Directors**”), the General Manager and key management personnel (the “**Key Management Personnel**”) of the Bank, “key personnel”, in addition to other roles that are key to achieving the corporate objectives (the “**Remuneration Policy**” or the “**Policy**”), and an outline of the procedures used to adopt and implement this Policy;
- Section II providing a description of the remuneration paid for any reason and in any way during the financial year ended 31 December 2020 (the “**Financial Year**” or the “**Financial Year 2020**”) to the aforementioned personnel, subdivided according to name and/or in aggregate, in accordance with the Remuneration Policy approved by the Shareholders’ Meeting for 2020.

The Report also provides information on any shares held by members of the Board of Directors (the “**Board**”), the Board of Statutory Auditors and other Key Management Personnel, as a well as an overview of the audits conducted by the Remuneration Committee (the “**Committee**”) and the Compliance Department to verify whether the Policy complies with the current legal framework.

This Report has been prepared as a public disclosure pursuant to the applicable regulations in force, specifically Art. 123-*ter* of the Consolidated Law on Finance, Art. 84-*quater* of the Issuers’ Regulation, as well as the provisions governing the banking sector and Art. 6 of the Corporate Governance Code for listed companies approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A. (the “**Corporate Governance Code**”).

This Report also includes additional information, in an aggregate form, in relation to the so-called “Risk Takers” not referenced in Art. 123-*ter* of the Consolidated Law on Finance.

The Report outlines the Remuneration Policy of the Banca Sistema Group (the “**Group**”), which was drawn up in accordance with Part One, Section IV, Chapter 2 of Bank of Italy Circular No. 285 of 17 December 2013, as subsequently amended and supplemented concerning “Remuneration and incentive policies and practices” (“**Circular 285**”), implementing Directive 2013/36/EU - CRD IV), and with the guidelines of the European Banking Authority (“**EBA**”) on sound remuneration policies (hereinafter, the “**Guidelines**”, and jointly the “**Provisions**”).

The Policy also takes into account the technical standards and regulations agreed at international level, including those issued by the EBA, the Financial Stability Board (“**FSB**”), as well as those governing related party transactions.

It should be noted that as at the date of preparation of this document, the process is still in progress regarding the consultation and approval of amendments arising from the revision of the Bank of Italy Provisions concerning remuneration policies and practices in banks and banking groups (“Circular 285” mentioned above) to transpose Directive (EU) 2019/878 (“CRD V”) regarding remuneration rules, the first elements of which have begun to be introduced (with particular reference to gender neutrality), although the whole final legal framework will be necessary.

In preparing this document, the “Recommendation of the Bank of Italy on dividend distribution and variable remuneration policies of Banks” dated 16 December 2020 was also taken into consideration, in particular the point about the need to adopt a prudent approach also as regards variable remuneration policies in light of the economic situation and the current and future impacts of the pandemic.

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The Policy and the Report were reviewed and approved by the Remuneration Committee on 9 March 2021 and approved by the Bank’s Board of Directors on 11 March 2021.

Section I of the Report is subject to a binding resolution by the ordinary Shareholders’ Meeting (“**Shareholders’ Meeting**”) called on 30 April 2021 to approve, among other things, the financial statements as at and for the year ended 31 December 2020.

The Report is made available to the public at the registered office and in the “Investor Relations/Governance/Shareholders’ Meeting” section of the Bank’s website [www.bancasistema.it](http://www.bancasistema.it), in accordance with laws in force.

The Board of Directors has also adopted a regulation to govern the procedures for the assignment and award of Bank shares, pursuant to the 2021 Remuneration Policy, of which it forms an integral part. For more information, reference is made to the information document published on the Bank’s website ([www.bancasistema.it](http://www.bancasistema.it)).

## **2. Classification of the Bank**

Pursuant to Part I, Title IV, Chapter 2, Section I, Paragraph 7 of Circular 285, in application of the proportional principle, each bank shall implement the remuneration provisions according to the methods that best reflect the bank’s characteristics and size, and the risk levels and complexity of its business activities.

In particular, Circular 285 divides banks into the following three categories:

- “larger and more complex banks”: those that are deemed to be significant under art. 6(4) of Regulation (EU) no. 1024/2013 (the Single Supervisory Mechanism Regulation - hereinafter “SSMR”) (1);
- “medium size banks”: banks whose balance sheet assets are between € 3.5 and 30 billion and banks which belong to a group whose consolidated balance sheet assets are between € 3.5 and 30 billion, which are not deemed to be significant under art. 6(4) of the SSMR;
- “smaller and less complex banks”: banks whose balance sheet assets are equal to or below € 3.5 billion, which are not deemed to be significant under art. 6(4) of the SSMR.

Banca Sistema falls into the category of “medium size” banks since its total assets are above € 3.5 billion at both individual and consolidated level.

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(<sup>1</sup>) Pursuant to art. 6(4) of the SSMR, “a credit institution or financial holding company or mixed financial holding company shall not be considered less significant, unless justified by particular circumstances to be specified in the methodology, if any of the following conditions is met:

- i) the total value of its assets exceeds EUR 30 billion;
- ii) the ratio of its total assets over the GDP of the participating Member State of establishment exceeds 20 %, unless the total value of its assets is below EUR 5 billion;
- iii) following a notification by its national competent authority that it considers such an institution of significant relevance with regard to the domestic economy, the ECB takes a decision confirming such significance following a comprehensive assessment by the ECB, including a balance-sheet assessment, of that credit institution”.

## SECTION I – 2020 PERSONNEL REMUNERATION AND INCENTIVE POLICY

### A. Bodies and persons involved in the drafting, approval and any review of the remuneration policy, and those responsible for its correct implementation

The preparation and review of the Remuneration Policy is the result of a process, involving the following bodies and departments of the Bank, according to the remits and responsibilities described hereinafter. The **Board of Directors** formulates and approves the Bank's Policy, submits it to the Shareholders' Meeting, and reviews it at least once a year, and is responsible for its correct implementation. It also approves the results of any procedure for the exclusion of "key personnel" and periodically reviews the relevant criteria for exclusion.

The Board further defines the incentive plan for "key personnel" and all other Group employees and ensures that the Bank's Policy is effectively implemented and consistent with the Bank's overall corporate governance, corporate culture, risk appetite, their effective application with regard to gender neutrality and specific working conditions, and the associated governance processes. The Board ensures that the granting, payment and accrual of variable remuneration, as proposed by the CEO and assessed by the Remuneration Committee after consulting the Risk and Compliance Departments, including application of the malus and claw-back rules, do not negatively affect the need to maintain a strong capital base in accordance with the Group's remuneration policy.

The Board discharges its duties with the support of the following company departments.

The **Human Capital Department** coordinates the 2021 Policies definition process and contributes to the drawing up of the Policies, providing the required information also in relation to the organisational structure, the remuneration levels and the incentive systems. In particular, the Human Capital Department lends its support to the Compliance Department, ensuring, among other things, that the Policy is consistent with the Bank's personnel management procedures and remuneration and incentive systems.

The **Risk Department** is involved in identifying events that could potentially affect the Bank's business, analysing the impacts of such events in relation to acceptable levels of risk, and periodically monitoring the effects of implementation of the remuneration policies on the Group's risk profiles. The Risk Department helps to ensure compliance with the reference framework for measuring risk appetite and with the risk control and management policies defined in the Risk Appetite Framework ("**RAF**"), also by establishing risk indicators to be used for (ex-ante and ex-post) adjustment mechanisms; it also expresses its opinion on the correct use of these mechanisms. Based on the data supplied by the Manager in charge of financial reporting, the Risk Department performs the necessary controls and checks concerning the achievement of the corporate access conditions and criteria and the consequent establishment of the "bonus pool", the performance indicators and the total remuneration to be granted, and highlights any possible impacts which these factors may have on the conduct of employees and/or in terms of the riskiness of the activities undertaken.

The **Compliance and Anti-Money Laundering Department** verifies ex ante the compliance of the Policy and checks, on an annual basis, that the Policy is consistent with the applicable legal framework and the internal policies, including the Group's Code of Ethics so as to take into account legal and reputational risks present, in particular, in relations with customers. The Compliance Department informs the Board of Directors of any findings in a specific report, which is taken into account by the Board when approving, reviewing and verifying the Policy.

The **Internal Audit Department**, in compliance with the Provisions and the Guidelines, conducts an independent review of the personnel remuneration and incentive practices in order to assess, at least once a year, the effects these may have on the Bank's risk profile.

The **Finance Department** verifies compliance with the Bank's medium-long term objectives and strategies, so as to ensure financial sustainability over the medium and long term.

The **Manager in charge of financial reporting** verifies the compliance and consistency of the Policy with accounting and company documents, and in particular its accuracy with respect to the approved financial

statements. The Manager in charge of financial reporting evaluates and confirms the level of satisfaction of the corporate access conditions and criteria and the level of achievement of the targets assigned and sends them to the Risk Department for the relevant controls and checks and to the Human Capital Department for the application of the Policy for the year and for the assessment of any “malus” condition relating to deferred portions from previous years.

As detailed in paragraph B) below, the **Remuneration Committee** within its sphere of influence, has advisory and proposal-making duties vis-à-vis the Board of Directors. More specifically, the Committee has a proposal-making and preliminary investigation duty in respect of the Board of Directors, with regard to defining the Policy.

The **Shareholders' Meeting** approves:

- the Policy applicable to Group employees and “key personnel”;
- the remuneration plans based on financial instruments (for example, stock option and stock grant plans);
- the criteria for determining any compensation to be paid in the event of early termination of employment or early exit from office, including the limits upon such compensation in terms of the number of years of fixed remuneration and the maximum amount resulting from application of such criteria (so-called golden parachute).

On approving the Policy, the Shareholders' Meeting resolves on any proposal to cap the ratio between the variable and fixed remuneration paid to the CEO and General Manager at more than 1:1, but not in excess of the maximum limit of 2:1.

The Group companies are also given the opportunity to cap the ratio between the variable and fixed remuneration paid to individual employees at more than 1:1, but not in excess of the maximum limit of 2:1. In this regard, being a Group, the Shareholders' Meeting empowered to decide on the proposal to set a ratio of more than 1:1 is that of the Group company in which the personnel to whom the decision refers are employed. Banca Sistema may vote in favour of the proposal to increase the limit submitted for approval to the Shareholders' Meeting of a Group company.

In this regard, the Shareholders' Meeting is informed of the fact that the cap on the ratio between variable and fixed remuneration includes any amounts payable as discretionary pension benefits, in anticipation of or as a result of the early termination of employment, or early exit from office (so-called golden parachutes).

The **Board of Statutory Auditors** has an advisory function and monitors the proper application of the remuneration policies based on the provisions and regulations in force at the time.

The **Internal Control and Risk Management Committee** verifies compliance between the incentive plan and the Group's Risk Appetite Framework.

The Policy is subject to review at least annually, by the Remuneration Committee supported by the relevant departments: the associated activities and any amendments thereof which are proposed, approved and implemented are documented in written reports or in the minutes of the related meetings.

## **B. Remuneration Committee - Intervention, composition, powers and modes of operation and any measures aimed at avoiding or managing conflicts of interest**

The **Remuneration Committee** comprises three non-executive directors of which two meet the independence requirements set out by applicable legislation and regulations, and in the Bank's Articles of Association.

At least two Committee members must have adequate knowledge and experience in financial or remuneration policy matters, without prejudice to the Bank adopting appropriate training programmes to ensure that all Committee members carry out their role with due cognisance. Based on resolution dated 24 May 2018, the Board of Directors appointed the following Directors as members of the Committee: Giovanni Antonino Puglisi

(non-executive Director) as Chairperson, Francesco Galietti (independent Director) and Marco Giovannini (independent Director).

The Remuneration Committee assists the Board of Directors in reviewing the Policy to be submitted to the Shareholders' Meeting, with support also from the departments specified in paragraph A. above, and has the following responsibilities:

- to make proposals on the remuneration paid to "key personnel" and other employees;
- to provide advice in determining the remuneration criteria for "key personnel";
- to offer its opinion, also on the basis of the information received from the relevant company departments, regarding the outcome of the process of identification of "key personnel", including any exclusions;
- to monitor the application of the Policy with reference to gender neutrality in remuneration practices, by running checks on any gender pay gaps, their development over time, to document the possible reasons for them, and to suggest the adoption of appropriate corrective actions, all with support from the Human Capital Department and specialist external consultants;
- to carefully monitor due application of the rules on the remuneration of the managers in charge of the corporate control departments, in close coordination with the Board of Statutory Auditors;
- to prepare the documentation to be submitted to the body tasked with the strategic supervision of the related decisions;
- to cooperate with the other committees within the Board of Directors, in particular with the Internal Control and Risk Management Committee;
- to ensure that all appointed departments are involved in the process of preparing and monitoring the Policy;
- to provide input, based also on the information received from the company departments concerned, on the achievement of the performance targets to which the incentive plan is subject and to verify the other requirements for payment of the remuneration;
- to assess the need to make ex-post adjustments to the variable remuneration (malus and claw-back) and to submit proposals in this respect to the Board of Directors;
- to provide adequate feedback on the activities carried out to the corporate bodies, including the Shareholders' Meeting, checking the adequacy of the information to be provided to shareholders in relation to the Policy, particularly concerning any proposals to exceed the variable-fixed remuneration ratio of 1:1;
- to make proposals to the Board of Directors concerning the use of external experts specialised in remuneration and incentive policies;
- to check that the existing remuneration policy is up-to-date, and to propose any required amendments.

In order to perform its duties effectively and responsibly, the Remuneration Committee is given access to all data and information associated with the Board of Directors' decision-making process in relation to the preparation, implementation, monitoring and review of the Policy. The Committee is also provided with the necessary resources, and has unconditional access to all information and data produced by the control departments; it interacts with said control departments and with other relevant departments (e.g. the Human Capital, Legal and Finance Departments), whose resources may be asked to attend the Committee's meetings.



The Committee meets at the intervals needed to carry out its functions, and at any time deemed appropriate by the Chairperson of the Committee, or in the cases specified in the latest Committee regulation adopted on 25 January 2019.

The Remuneration Committee adopts specific measures and practices to evaluate any external consultants that may be necessary for identifying and managing conflicts of interest, which are described in the Internal Regulation on the operation of the Committee.

The following are invited to attend Committee meetings:

- the Chairperson of the Board of Statutory Auditors, or another Statutory Auditor duly designated by the former, with the option of having other Statutory Auditors attending;
- the Head of the Risk Department to ensure that the incentive systems are appropriate enough to take into account all the risks undertaken by the Bank, based on methodologies consistent with those adopted by the Bank to manage risks;
- the Head of the Human Capital Department.

The Chairperson of the Board of Directors is entitled to attend the Committee's meetings without voting powers, and the CEO may also attend the meeting on the invitation of the Chairperson of the Committee.

From time to time, the Chairperson of the Committee may invite others to attend the meetings, if their attendance is considered appropriate to support the functioning of the Committee.

No Director may take part in a Committee meeting which will be formulating proposals to submit to the Board of Directors regarding their remuneration.

The Bank shall provide the Committee with adequate financial resources for the performance of its duties and to ensure operational independence, based on an adequate annual budget, which is commensurate to the Committee's duties and responsibilities. The Committee's annual budget is determined by the Board of Directors, and proposed by the Chairperson of the Committee.

For further information see the Annual Report on Corporate Governance and Ownership Structure in the 'Governance' section of the Bank's website ([www.bancasistema.it](http://www.bancasistema.it)).

### **C. How the Bank took into consideration the remuneration and working conditions of its employees in determining the remuneration policy**

The Group applies, respectively, to all Employees:

- the "National Collective Bargaining Agreement for the Banking sector for Middle Managers and Personnel of Banks, Financial Companies and Associated Companies", for White-Collar Employees and Middle Managers; and
- the "National Collective Bargaining Agreement for Senior Managers of Banks, Financial Companies and Associated Companies" for Senior Managers,

as negotiated and signed by the representatives of the employers and employees, throughout the period of their respective validity.

In these agreements, there are specific representations regarding the main areas of professional responsibility, knowledge and competencies and any involvement in decision-making processes and in the coordination of other resources based on which the Group applies specific and proportionate category and remuneration levels.

The working conditions experienced during 2020 were – also for the Banca Sistema Group – significantly impacted by having to deal with the health emergency. As a consequence, in addition to applying the maximum feasible precautionary and preventive measures, all business was organised remotely so as to ensure the highest level of safety for all Employees.

These extraordinary working conditions involved, for the most part, remote working but this did not have any negative effects on the Bank's financial results. More specifically, the areas of business where the Bank operates were not particularly impacted by the pandemic situation; conversely, some public administration suppliers that are Banca Sistema customers actually increased their turnover and, thanks to the extraordinary efforts of the Bank's employees in an emergency situation, operations did not suffer any significant interruptions. For this reason, even requests for moratoriums from some customers were quite marginal compared to total assets and the majority of these cases concerned SME loans that have been run-offs for a number of years.

#### **D. Independent experts**

During the Financial Year, the Remuneration Committee was supported by consultants of the Bank specialised in the sector, with whom it held in-depth discussions on the activities they performed on relevant issues, with the relevant documentation obtained for its assessments.

#### **E. Aims pursued with the remuneration policy, the underlying principles, the duration and, in the event of a review, description of the changes with respect to the latest remuneration policy submitted to the Shareholders' Meeting and how this review takes account of the votes and assessments expressed by the shareholders during this Shareholders' Meeting or subsequently**

The Group Policy - which does not have an established duration but is nevertheless reviewed annually - pursues the following aims:

- to direct the efforts of executive directors and employees towards the priorities and objectives established at Bank and Group level, supporting the creation of value over the medium and long term;
- to attract and retain highly qualified personnel, also through external remuneration competitiveness;
- to motivate personnel, by recognising merit and encouraging the development of professional skills;
- to develop and improve the quality of the services provided to customers;
- to ensure sound and prudent management of the Bank and its risk profile;
- to ensure remuneration fairness - also with respect to gender neutrality - rewarding individual employees for their contribution, the responsibilities given and their specific working conditions;
- to ensure conduct that is consistent with the Code of Ethics of the Group (hereinafter the "**Code of Ethics**"), the Group's internal regulations and the legislative and regulatory provisions applicable to Banca Sistema and the Group.

The Group's remuneration strategy also takes account of the RAF (Risk Appetite Framework) adopted by the Bank, which includes specific performance indicators that take account of risk appetite. Furthermore, the Group's remuneration strategy takes account of the cost and level of capital and liquidity required to deal with the business operations undertaken, and it is designed to avoid incentives that are in conflict with the Bank's long-term interests.

The remuneration paid to the Group's personnel includes a fixed component, which is paid to all employees, a "benefit" component, and a variable component that is paid to the "key personnel", that may be applied to personnel other than key personnel of the Bank in line with the guidelines and principles of the Policy and in compliance with the applicable law.

The ratio between the variable and fixed components of remuneration is duly balanced, accurately calculated and carefully assessed in relation to the characteristics of Banca Sistema and of the various categories of personnel, particularly that of "key personnel".

The main changes compared to the remuneration policy adopted for 2020 are associated with the development of the regulatory framework, with the context in which the Group operates and with the objectives for sustainable growth over the long term. In particular, the following changes were made:

- explicit clarification about the principle of gender neutrality and the provision of responsibilities and operations in the process of analysis and monitoring of the gender pay gap by the Remuneration Committee and the Board of Directors;
- as regards the non-financial objectives, already included in the previous Policy, the Bank: (i) opted for the preparation of voluntary non-financial reporting, thus preparing a Sustainability Report for the year 2020, drafted in line with the GRI standards; (ii) will, at the same time, cover the areas of reporting under Italian Legislative Decree 254/2016, which will add value to the base of the parameters, including the identification of additional non-financial objectives in particular to ensure a long-term approach and the convergence of the interests of all the stakeholders;
- the roles of the Manager in charge of financial reporting and of the Risk Department were described in greater detail with respect to the determination and certification of corporate results and the parameters for applying the Policies ("gates");
- there was an update to the amount of particularly high variable remuneration of Italian high earners, as indicated in the latest EBA report published for 2018;
- there was a clarification about the main agreements reached in the National Collective Bargaining Agreement for the Banking sector applied in the Group, in terms of applicable employment contracts, working conditions and contractual categories.

It is worth remembering that the 2020 policies were approved by the Shareholders' Meeting on 23 April 2020 with a vote in favour of 94.83% of those present and, on that occasion, no questions were asked or comments made.

#### **F. Description of policies on fixed and variable remuneration components, with special reference to the relative proportion within total remuneration, distinguishing between short and medium-long term variable components**

The remuneration paid to the Group's personnel includes a fixed component, which is paid to all employees, a "benefit" component (see paragraph F. below) and a variable component that is paid to the "key personnel", that may be applied to personnel other than key personnel of the Bank.

More specifically, the fixed component of remuneration:

- is paid to all personnel;
- is based on an employee's technical, professional and managerial skills and the responsibilities assigned to that employee, and is monitored constantly and reviewed annually to ensure fairness, both internally and compared to the rest of the sector, and as regards gender neutrality, taking also into account any assessments conducted by external consultants appointed by the Parent; the Bank adopts two collective bargaining agreements (CCNL): (i) one applicable to Middle Managers and Personnel of Banks, Financial Companies and Associated Companies, and (ii) the other applicable to Senior Managers of Banks, Financial Companies and Associated Companies;
- is based on the principle of sustainability, to a degree that allows the variable component to be substantially reduced - and in extreme cases, to be reduced to zero - in relation to the results actually achieved.

The variable component of remuneration (hereinafter also referred to as the "**Bonus**"):

- is paid to personnel classifiable as “key personnel” when certain set targets are achieved (without prejudice to the provisions of the Policy);
- may also be paid to personnel other than “key personnel”;
- is based on performance indicators measured net of risks and consistently with the measures used for management purposes by the Risk Department (the so-called ex-ante risk adjustment);
- is subject to attaining specific performance targets both at Group, Business Division/Department/Subsidiary and personal level, as per Annex 2 to the Policy;
- is composed as follows:
  - as regards “key personnel”, by a part in cash (“**Cash**”) and a part in the Bank’s shares (“**Shares**”);
  - as regards personnel not classifiable as “key personnel”, by cash only.

In order to ensure the financial sustainability of the Bonus, and to guarantee the Bank’s ability to maintain a sufficient level of capital, the overall value of the Bonuses assigned and paid to employees and “key personnel” cannot exceed the total value of the bonus pool, which is determined each year by the Bank’s Board of Directors, together with approval of the budget for the year, upon the proposal of the CEO, following consultation with the CFO, the Manager in charge of financial reporting, the Head of the Risk Department and the Head of the Compliance Department. The CEO’s proposal shall be assessed by the Remuneration Committee, which in turn shall submit its opinion to the Board of Directors. If it is necessary to increase the level of capital, the bonus pool is reduced and/or ex-post adjustment mechanisms are applied.

The ratio between the fixed and variable components of remuneration is determined and carefully evaluated in relation to the characteristics of the Bank and of the various categories of personnel.

As a rule, the variable component of remuneration may not exceed 100% of the fixed component (ratio of 1:1). However, as permitted under the applicable legislation and in the Bank’s Articles of Association, the Board of Directors may request the Shareholders’ Meeting to grant to one or more “key personnel” positions or uniform categories of personnel a variable remuneration in excess of 100% but not exceeding 200% of the fixed remuneration (ratio of 2:1). This applies only in exceptional cases and the reasons for the proposal to exceed the aforementioned ratio must be clearly stated, with indication also of the current and future implications on the Bank’s ability to continue to comply with all prudential rules.

Without prejudice to the derogations provided for by applicable law, the calculation of the limit to the variable/fixed remuneration ratio includes:

- retention bonuses;
- long-term incentive plans;
- discretionary pension benefits;
- the agreements stipulated in anticipation of, or as a result of, early termination of employment (“golden parachute” payments).

The remuneration of the members of the Board of Directors is determined by the Shareholders’ Meeting, and consists in a fixed annual amount for each Director. Directors are paid a fee of different amounts for the Chairperson of the Board of Directors, the CEO and the Directors. The CEO may receive a variable remuneration, which may not exceed the maximum limit of 2:1.

The remuneration paid to the members of the Board of Statutory Auditors is of a fixed nature only, and the amount of such remuneration is established by the Shareholders’ Meeting at the time of appointment, and is valid for the entire term of office. The remuneration also takes account of the level and trends in remuneration paid (as measured through periodic surveys conducted by independent external consultants with regard to market practices of Banks of a comparable size and complexity), the expertise, professionalism and the

commitment effectively needed and required to perform the relevant duties, also on the basis of guidance and insights that may be supplied by the Control Body.

In the case of personnel employed in the Bank's Control Departments and Human Capital Department, and of the Manager in charge of financial reporting, the variable component of remuneration is limited, and granting of the Bonus is subject to the achievement of targets consistent with the duties assigned to the departments, in particular with corporate sustainability targets (e.g. cost containment, strengthening of capital, etc.) provided that they do not result in possible conflicts of interest, that are in no way linked to the Bank's financial performance and are independent of the results achieved by those areas under their control.

For key personnel in the Control Departments and in the Human Capital Department, and for the Manager in charge of financial reporting, fixed remuneration is commensurate with key responsibilities and with the commitment associated with the role performed.

The variable component of the remuneration payable to key personnel of control departments may not exceed the limit of 1/3 (one-third) of the fixed component.

The Bank's control departments include the Internal Audit Department, the Risk Department, and the Compliance and Anti-Money Laundering Department.

#### **G. Policy governing non-monetary benefits**

The members of the corporate bodies and employees receive certain non-monetary benefits - the definition and assignment of which takes place on the basis of company plans, policies and rules that require compliance with sustainability parameters connected to the Bank's general medium/long-term performance - which may be assigned provided that the Group reports positive gross annual earnings at consolidated level. The nature of such benefits shall depend on the employee's role and seniority within the company and be gender-neutral, and they mainly consist in medical insurance, company cars and the Flexible Benefits plan.

The benefits expected to be granted in 2021 can be summarised as follows:

- medical insurance for all employees and for the members of the Bank's Board of Directors;
- company cars for senior managers and for sales and business development staff;
- supplementary pension and life insurance policies for senior managers;
- favourable conditions for access to the Bank's products to support the financial needs of employees and their families, in particular to meet the housing needs of all Personnel;
- Flexible Benefits plan for all personnel.

Banca Sistema has adopted a Flexible Benefits plan to support employees and their families in connection with caring for family members, social and cultural activities, public transport, education/schooling costs for their children, and the purchase of homes, in accordance with the limits and conditions set out in the specific applicable regulation, and in accordance with the applicable provisions of tax law.

#### **H. Description of the financial and non-financial performance targets of the variable components**

The variable component of remuneration is subject to meeting Group, Business Division/Department/Subsidiary and individual targets, which the Bank uses to measure performance and subsequently to calculate individual Bonuses. With regard to "key personnel", indicators are provided for the calculation of ex-post adjustment mechanisms (malus) for the evaluation of performance during the deferral

period, and in particular to establish whether the beneficiary shall be entitled to the initially granted Bonus, at the end of said period.

#### **A. Distribution and access criteria**

The indicators of company-level performance - to which the distribution of the variable component under the Bonus Pool is subject - are as follows:

**CONDITION FOR DISTRIBUTION** - distribution of the Bonus Pool is subject to the achievement of positive Group Consolidated Gross Earnings.

**CONDITION FOR ACCESS** - satisfying the Key Risk Indicators ("KRI") for the three-year period 2020/2022, which are envisaged in the RAF for the reference year, which are equally weighted, and defined in the value of the first-level threshold of the **Common Equity Tier 1 - CET1** and the **Liquidity Coverage Ratio - LCR**.

Calculation of the Bonus Pool is also subject to adjustment mechanisms that may result in a reduction, even of a substantial nature, or in the zeroing of the variable remuneration, particularly in the event of much worse results than those established, or of negative results, or if the Bank is not capable of maintaining or recovering a sound capital base. In particular, the Bonus Pool is subject to ex-post adjustment according to the value of the Return on Risk Adjusted Capital ("RORAC") given in the preceding year's RAF, as detailed below:

- should the RORAC achieved the previous year exceed the target as set out in the RAF, the Bonus Pool shall be distributable in the amount of 150% (the RORAC, CET1 and LCR may not fall below this target, as a result of said greater amount);
- if the RORAC value for the period exceeds the first-level threshold specified in the RAF, 100% of the Bonus Pool is distributed;
- if the RORAC value for the period is between the first- and second-level threshold, 80% of the Bonus Pool is distributed;
- if the RORAC value is below the second-level threshold specified in the RAF, the Bank's Board of Directors shall decide not to pay the Bonuses.

If the Bonus Pool is reduced in accordance with the foregoing criteria, the individual Bonuses, calculated on the basis of individual performance as set out in Annex 2 - Performance Indicators, shall be reduced proportionately for all beneficiaries.

Failure to reach the first-level threshold, as indicated in the RAF, for even just one of the aforementioned 2 KRI shall result in the Bank not distributing any Bonus.

#### **B. Assignable targets**

##### **1. Targets linked to the Group's performance**

The targets set for the assessment of the Group's performance are linked to the following indicators:

- a. **Profitability of the Group** (determined by means of at least one of the following indicators: consolidated gross earnings at Group level, ROE/RORAC, Cost/Income, Risk profile/RWA Density, loss rate, etc.), having an overall weight of at least 30% relative to the overall score of the targets;
- b. **Sustainable growth of the Group** (determined by means of at least one of the following indicators: growth vs. budget of total income, market shares, etc.), having an overall weight of at least 30% relative to the overall score of the targets;

- c. **Sustainable increase in the value of the Group** (determined by means of at least one of the following indicators: increase in the value of the Bank's shares, accomplishment of the business plan or specific company projects/non-recurring transactions, development of human capital, employee satisfaction and engagement, etc.).

## **2. Specific targets linked to the performance of the Beneficiary's Business structure (Department, Business Line/Division, Subsidiary)**

The business targets linked to the performance of the Department and/or Business Line/Division/Subsidiary are:

- Meeting the budget targets set for the Department/Business Line/Division/Subsidiary, primarily linked to sales volumes, credit facilities granted, containment/reduction of costs, profitability and level of capitalisation, cost assessment on individual business dealings;
- Managing and reducing risks: capital and liquidity indicators at Division/Business Line level, loss rate, Risk profile/RWA Density, again at Division/Business Line and Subsidiary level, projects and actions implemented to reduce risks, NPE ratio, etc.;
- Value creation, specifically, the value added of a new product or new service, the correct performance of a company process or its redesign, the growth and enhancement of the Group's technical and human resources;
- Management of operations: targets linked to increasing customer satisfaction, internally and externally, and actions that improve the efficiency of internal management of operations;
- Increased efficiency: targets based on a comparison with the same activities performed in the previous years in connection with improving the overall performance of the Group;
- Management of the technical and human resources allocated: these targets are linked to the creation of a constructive working environment, the growth of talent and the best allocation and development of professional skills, the dissemination and capitalisation of company knowledge, effectiveness and awareness in the use of company tools and processes, also with a view to minimising costs.

For Subsidiaries, as part of the Group processes referring to the definition and approval of the budget, the targets for the key personnel of the specific Legal Entity are defined by the Board of Directors of the Subsidiary as part of the guidelines included in the Remuneration Policies Document approved from time to time by the Parent.

## **3. Skills linked to individual managerial and professional activities**

Individual qualitative targets are linked, in terms of the skills possessed, to the contribution to financial results, to customer relations (internal and external), to organisational and managerial skills and personal qualities, in turn organised into specific constructive and descriptive abilities.

\* \* \* \* \*

### **Targets set for the Chief Executive Officer/General Manager**

The Bonus awarded to the Chief Executive Officer/General Manager is subject to the Bank meeting the abovementioned performance targets (see the distribution and access criteria).

If the aforesaid targets and requirements are satisfied, the payment of the Bonus is subject to the assessment of the achievement of the targets linked to a number of alternative indicators, as per the examples below, which are weighted accordingly in percentage terms relative to the overall targets:

- **Profitability of the Group** (determined by means of any one of the following alternative indicators: consolidated gross earnings at Group level, ROE/RORAC, Cost/Income, etc.), having an overall weight of at least 30% relative to the overall score of the targets;
- **Growth of the Group** (determined by means of any one of the following alternative indicators: growth vs. budget of total income, market shares, etc.), having an overall weight of at least 30% relative to the overall score of the targets;
- **Increase in the value of the Group** (determined by means of any one of the following alternative indicators: increase in the value of the Bank's shares, indicators connected to sustainable growth and the risk profile, level of accomplishment of the business plan or specific company projects/non-recurring transactions, development of human capital and level of employee satisfaction and engagement, indicators linked to corporate sustainability, management of the internal climate and business continuity achieved even during periods of crisis, etc.).

\* \* \* \* \*

#### **Targets set for other "key personnel"**

The targets set for other "key personnel" are:

- Targets linked to the Group's performance, to an extent not less than 30% of the overall targets sheet,
- "Business" targets linked to the performance of the Beneficiary's Department and/or Business Line/Division/Subsidiary, not less than two targets and having an overall approximate weight of at least 30% relative to the overall targets sheet,
- Individual targets linked to the Beneficiary's managerial and professional activities, not less than two and having an overall approximate weight of 40% relative to the overall targets sheet.

\* \* \* \* \*

#### **Targets set for other employees**

For the remaining employees - pursuant to the relevant National Collective Bargaining Agreement and in line with the principles and instruments described in the Policies - the Bank may assign "Business" targets linked to the performance of each employee's Department and/or Business Line/Division/Subsidiary (not less than one and with an approximate weight of 20%), as well as individual targets linked to their managerial and professional activity (not less than two) - to be assigned and documented through the "targets" sheet of the tool - and individual performance targets ("performance" sheet of the tool).

- I. **Criteria used to assess the achievement of performance targets forming the basis for the assignment of shares, options, other financial instruments or other variable remuneration components, with specified details about the amount of the variable component which will be distributed based on the level of success in achieving the targets**

With regard to the variable remuneration component, the assessment as to whether the company-level and individual targets set in the Policy have been achieved, determining the variable component of the remuneration payable and subsequent notification to the personnel concerned is done by the Board of Directors after approval of the financial statements for each reference financial year.



The achievement of company-level and individual performance targets (with specified details about the amount of the variable component which will be distributed based on the level of success in achieving the targets) is assessed by the Board of Directors, with input from the Remuneration Committee, in accordance with the procedures described in the Policy, with the support of the relevant corporate departments.

Subsequent to verification that the required performance targets have been met for the reference year and having verified the average reference price as calculated by the Finance Department, the Board of Directors assigns the actual number of shares to be awarded to each beneficiary in relation to the various up-front and deferred components, informing the latter in writing in this regard.

**J. Information aimed at highlighting the contribution of the remuneration policy and, in particular, the policy on variable remuneration components to the corporate strategy, the pursuit of long-term interests and the Bank's sustainability**

The Policy adopted by the Bank was formulated taking into account the specific context in which it operates and the risks related to its activities, with due regard for the Provisions and the best practices followed by companies operating in the same sector.

The Policy was formulated to encourage personnel to pursue the Bank's long-term interests, by, among other things:

- ensuring an appropriate balance between the fixed and variable remuneration components, and the link between the latter and set and measurable company-level (including sustainable growth) and individual performance criteria,
- deferred award of the assigned variable component;
- provision of ex-post adjustment mechanisms (i.e. malus and claw-back);
- provision of a retention period for the variable component awarded as shares of the Bank (holding period during which shares cannot be transferred).

The Policy in no way induces beneficiaries to assume risks above the risk appetite levels set in the Bank's relevant strategies.

**K. Vesting period, any deferred payment systems, specifying the deferral periods and criteria used to determine these periods and, if applicable, ex-post adjustment mechanisms for the variable component (malus or returning variable remuneration, i.e. claw-back)**

In 2021, the variable component of remuneration for "key personnel" will be paid as follows upon approval of the Bank's financial statements:

- for amounts equal to or lower than € 30,000, variable remuneration shall be paid entirely up-front and in cash, subject to the necessary approval of the Board of Directors and of the Shareholders' Meeting provided for in the Policies;
- for amounts from € 30,000 to € 438,000, 70% of the variable remuneration shall be paid up-front (50% in Cash and 50% in Shares of the Bank) and the remaining 30% (50% in Cash and 50% in Shares of the Bank) shall be deferred and paid at the end of the three-year deferral period;
- for amounts greater than € 438,000, 60% of the variable remuneration shall be paid up-front (50% in Cash and 50% in Shares of the Bank) and the remaining 40% (24% in Cash and 76% in Shares of the Bank) shall be deferred and paid at the end of the three-year deferral period.

The overall timeline of deferral is 3 (three) years, in that a deferred portion of the Bonuses will be paid in the three-year period 2021/2023 in accordance with Annex 3 of the Policies, and it is established by adopting a

prudential alignment principle also in relation to the provisions of the Corporate Governance Code regarding longer deferral for members of the Board of Directors and for key management personnel.

A more in-depth assessment may be conducted with respect to any extension of the deferral period, once the legal framework as defined in the introduction is complete and established.

With a view to allowing the use of suitable ex-post adjustment mechanisms, during the deferral period, whether relating to variable remuneration in cash or shares, the Bank may reduce or cancel altogether the deferred portion of the remuneration to reflect actual performance throughout the whole three-year period, net of risks assumed or incurred, and/or to take into account the Bank's financial and liquidity position or any unexpected situations/extraordinary events (e.g. new risks, unexpected losses) or the beneficiary's individual conduct.

The malus mechanism is specifically applied if during the three-year deferral period, the Bank has not satisfied, for each year of said period, the conditions set out in Annex 2 "Performance Indicators" of the Policies, under point 1 "Distribution and Access Criteria", and in particular the **Condition for Distribution** (distribution of the Bonus shall be conditional upon the achievement of positive Consolidated Gross Earnings by the Group) and the **Condition for Access** (satisfaction of the access criteria at least to the first-level threshold indicated in the RAF of the year concerned by the Key Risk Indicators, which are equally weighted: Common Equity Tier 1 - CET1 and Liquidity Coverage Ratio – LCR, as well as exceeding the second-level threshold of the RORAC).

The amount of the reduction (or cancellation) of the deferred portion of variable remuneration may be applied in the same circumstances in those cases provided for in relation to claw-back, as well as in the cases of needing to strengthen the Bank's capital arising before the date of accrual of the portions of deferred variable remuneration or for the recovery of sums already disbursed.

Any disciplinary measures adopted during the deferral period shall be taken into consideration for evaluation purposes, in regard to individual conduct as per the first paragraph of this section, in particular conduct implying an impact on the risks actually taken or incurred, or to the following conduct:

- conduct that does not comply with the provisions of law, regulations, Articles of Association or any codes of ethics or conduct that apply to the Bank, which results in a significant loss for the Bank or for customers;
- other conduct that does not comply with the provisions of law, regulations, Articles of Association or any codes of ethics or conduct that apply to the Bank, in those cases provided for by the Bank;
- breach of the requirements set out in article 26, or, if the employee is an interested party, the breach of the requirements of article 53, paragraph 4 ff. of the Consolidated Law on Banking or of the requirements associated with remuneration and incentives;
- fraudulent conduct or gross negligence to the detriment of the Bank.

For the purposes of applying the malus mechanisms, the Bank also considers any conduct by the Bank's personnel or credit intermediaries that has caused or contributed to causing significant damage to customers or a violation of the provisions contained in Title VI of the Consolidated Law on Banking or the related implementing provisions.

Incentives that have already been granted and/or paid to employees are also subject to claw-back (i.e. the incentives granted are no longer paid or those already paid must be refunded) when it is found that the beneficiaries are responsible for or involved in:

- conduct that does not comply with the provisions of law, regulations or Articles of Association that apply to the Bank or with the Code of Ethics adopted, in those cases provided for by the Bank, which result in a significant loss for the Bank or for customers;
- other conduct that does not comply with the provisions of law, regulations or Articles of Association that apply to the Bank or with the Code of Ethics adopted, in those cases provided for by the Bank;

- breach of the requirements set out in article 26, or, if the employee is an interested party, the breach of the requirements of article 53, paragraph 4 ff. of the Consolidated Law on Banking or of the requirements associated with remuneration and incentives;
- fraudulent conduct or gross negligence to the detriment of the Bank.
- conduct that caused or contributed to causing significant damage to customers.

The period of application of the claw-back clauses for “key personnel” is 5 years, and this period shall run from payment of the single (up-front or deferred) portion of variable remuneration.

- L. Information on possible inclusion of clauses to retain financial instruments in the portfolio after their acquisition, specifying the retention periods and the criteria used to determine these periods

Without prejudice to the provisions in the previous paragraph, the Policy also provides that the Shares awarded are subject to a retention period of 12 months (holding period during which shares cannot be transferred), which applies to both Shares awarded up-front and Shares awarded at the end of the deferral period.

#### **M. Policy relating to the amounts payable in the event of leaving office or termination of employment**

If a beneficiary is dismissed by the Bank for any reason or leaves the company due to resignation, but excluding retirement or disability, the beneficiary shall lose the entitlement to receive the deferred portion of the Bonus still outstanding at the date of employment termination, unless otherwise decided on justifiable grounds by the Bank’s Board of Directors, on proposal of the Remuneration Committee.

The Group applies to all Employees the “National Collective Bargaining Agreement for the Banking sector for Middle Managers and Personnel of Banks, Financial Companies and Associated Companies” and the “National Collective Bargaining Agreement for Senior Managers of Banks, Financial Companies and Associated Companies”, as negotiated and signed by the representatives of the employers and employees, throughout the period of their respective validity.

These agreements define the various types of applicable employment contracts with specification of their duration (fixed-term or permanent contracts) and the minimum notice required on resignation for the various categories of personnel.

The Bank does not enter into agreements with Directors or Key management personnel that govern the financial aspects ex ante regarding the possible early termination of employment based on the Bank or employee’s initiative, except for the non-compete agreement signed with the CEO, where the amount is calculated for the purposes of capping the fixed and variable component ratio. In relation to the aforesaid non-compete undertaking, it has been agreed that for each of the three years following the exit from office, the CEO will receive 25% of the value of the gross annual salary received in the last year of office, including any flexible benefits granted. Therefore, in accordance with the rules established, such payments shall not be included in the calculation of the 1:1 ratio of fixed to variable remuneration. The foregoing amount will be calculated from the date the relationship is terminated and the settlement of the sum shall be deferred to the end of the month preceding the last month of the non-competition undertaking (that is, at the end of the three-year non-competition period). In the event of breach of the foregoing non-compete undertaking, the CEO shall immediately repay a sum amounting to the overall cost incurred by Banca Sistema in payment of the non-compete undertaking and shall also immediately pay, as a contractual penalty pursuant to articles 1382 ff. of the Italian Civil Code, a net amount equal to 35% of the gross annual salary received in the last year of office, inclusive of flexible benefits. Furthermore, should any of the additional undertakings of the agreement be breached (e.g. information, confidentiality, staff poaching), the CEO shall be required to pay a net penalty for each breach, pursuant to articles 1382 ff. of the Italian Civil Code, equal to 20% of the gross annual salary received in the last year of office, inclusive of flexible benefits.

Furthermore, the amount of any payments agreed on in anticipation of, or as a result of, early termination of employment or early exit from office (“golden parachute” payments), is established taking account of the length of service, in accordance with applicable law, and the following principles:

- the safeguarding of the Bank’s level of capitalisation;
- no reward for failure;
- the blamelessness of individual conduct;
- consistency with national and international best practices;
- the connection with the role of, and the risks taken by, the person they concern, in keeping with the principles of the Policy.

The golden parachute payments are considered to constitute variable remuneration, and are taken into account for the purposes of the calculation of the 2:1 limit applicable to the ratio between the fixed component and the variable component of remuneration, with the exception of:

- (i) amounts paid on the basis of a non-compete agreement in regard to the portion which for each year of said agreement, does not exceed the most recent annual fixed remuneration;
- (ii) amounts paid within the context of an agreement between the Bank and its personnel for the settlement of an existing or potential dispute, regardless of where such agreement is reached, if calculated on the basis of a predetermined formula: for such purposes, the Bank shall indicate, as the basis for the calculation of these amounts, the sum of the cost of the notice period and the maximum number of monthly salaries established by the applicable National Collective Bargaining Agreement, in relation to the unfair termination of employment, increased by up to 15%;
- (iii) voluntary redundancy benefits, including those connected to non-recurring transactions (e.g. mergers) or company reorganisation processes, granted to personnel other than key personnel, provided they meet all of the following requirements: i) they are aimed exclusively at containing company costs and rationalising personnel; ii) they favour compliance with supporting measures provided for by law or by national collective bargaining agreements, for all employees; iii) they do not produce ex-ante distortive effects on the conduct of personnel; iv) they provide for claw-back mechanisms that at the least cover cases of fraudulent conduct or gross negligence to the detriment of the Bank.

The golden parachute payments are subject to ex-post adjustment mechanisms (malus and claw-back), and if made to “key personnel”, are subject to the balancing of cash and shares, and are governed by the deferral and retention conditions.

It should be noted that Banca Sistema has not entered into any agreement providing for the assignment – either directly or through consultancy contracts – of amounts or non-monetary benefits in the event of early termination of employment or early exit from office.

#### N. Information on any insurance, welfare or pension coverage other than mandatory coverage

The Bank currently has insurance, welfare and supplementary pension coverage for senior managers whose extent and type are in line with the conditions in the market for equivalent categories with reference to the “National Collective Bargaining Agreement for Senior Managers of Banks, Financial Companies and Associated Companies”. This is provided through insurance instruments selected with the help of an insurance broker for the coverage of medical expenses and care expenses (disability and long-term care, life insurance policies) and through specific supplementary pension plans with joint contributions paid by the Bank and the individual Senior Manager.

**O. Remuneration policy, if any, governing: (i) independent directors, (ii) committee membership and (iii) covering specific appointments (chairperson, deputy chairperson, etc.)**

The remuneration of the members of the Board of Directors is determined by the Shareholders' Meeting, and consists in a fixed annual amount for each Director. Directors are paid a fee of different amounts for the Chairperson of the Board of Directors, the CEO and the Directors, as resolved by the Board of Directors.

With the exception of the Chairperson of the Board of Directors and the CEO, each member of the Board of Directors is paid an additional fixed annual fee for each internal Committee they are members of, plus the reimbursement of documented expenses incurred in relation to their offices. Furthermore, each member of the Board of Directors receives an attendance fee for each meeting of the Board of Directors he/she attends in person.

The fee paid to the Chairperson of the Board of Directors, proportional to the role assigned, is determined ex ante for a value not exceeding the fixed remuneration received by the CEO.

The CEO receives a fee determined by the Board of Directors. Furthermore, as General Manager, and thus as an employee of the Bank, he/she receives a gross annual remuneration, determined again by the Board of Directors, in addition to the series of benefits for which the Bank's senior managers are eligible, as specified in the Policy.

No incentive schemes are provided for non-executive directors. Where established, these schemes would not represent a significant part of remuneration. In such case, the financial instruments used to pay the variable component are subject to retention until expiry or termination of the term of office. For the sake of completeness of information, it should be noted that renewals do not constitute a case of expiry of the term of office.

The remuneration due to employees who hold offices as directors in subsidiaries and/or associated companies is included in the remuneration they receive as employees of the Group.

**P. Remuneration policy possibly formulated using the policies of other companies as a reference, and if so, the criteria used to select these companies**

Banca Sistema has not used the remuneration policies of other companies as a reference.

**Q. The elements in the remuneration policy that can be waived, in the event of exceptional circumstances, and, without prejudice to Regulation 17221 of 12 March 2021, any additional procedural conditions which can be the basis for the application of the waiver**

The Policy does not provide for any waiver.

## **SECTION II - 2020 PERSONNEL REMUNERATION AND INCENTIVE POLICY**

### **1. General considerations**

Information is provided below regarding the implementation of the remuneration policy for 2020 (hereinafter the “2020 Policy”), with an analysis of the fees paid for any reason and in any way by the Bank and its subsidiaries or associates during the financial year, specifying the fee components referring to activities carried out in previous financial years, and the fees to be paid during one or more subsequent financial years for activities performed during the financial year in question.

Based on the verification conducted by the Remuneration Committee during the periodic assessment required by the Code of Conduct, the award of remuneration analysed below is consistent with the 2020 Remuneration Policy, which was approved by the Board of Directors on 11 March 2020 and with the resolutions passed by the Shareholders’ Meeting on 23 April 2020.

### **2. Information on remuneration according to role and functions**

During 2020, the fixed component of the remuneration for directors and employees was paid in accordance with the 2020 Remuneration Policies, and in compliance with the National Collective Bargaining Agreement applied. In 2021, the variable component awarded in relation to the application of the Policies for the financial year 2020 amounted to € 1,803,245 for key personnel and to a total of € 2,443,245, plus charges.

Banca Sistema has not provided for discretionary pension benefits or compensation agreements in the event of early termination of employment or early exit from office.

### **Board of Directors and Board of Statutory Auditors CHECK RESOLUTION ON REMUNERATION**

Information is provided below regarding members of the Board of Directors and the Board of Statutory Auditors and the items making up their remuneration, which is also summarised in Table 1.

The remuneration received in 2020 by the current members of the Board of Directors was decided by the Shareholders’ Meeting on 23 April 2018, which established to pay an annual remuneration of € 30,000.00 (thirty thousand euro) to each Director plus an attendance fee for personal participation - and not by audio/video conference - in the meetings of the Board of Directors in the amount of € 500.00 (five hundred) for each Director, except for the Chairperson, who is granted an attendance fee of € 1,500.00 (one thousand five hundred).

Committee membership fees are shown in table 1, under “Committee membership fees”, and are paid for each member as follows:

- Internal Control, Risk Management and Related Parties Committee: € 15,000;
- Remuneration Committee: € 5,000;
- Appointments Committee: € 5,000;
- Ethics Committee: € 5,000;
- Supervisory Body under Legislative Decree 231: € 15,000.

As at 31 December 2020, the Directors appointed by the Shareholders’ Meeting on 23 April 2018 had received a total of €828,500.

The remuneration of the members of the Board of Statutory Auditors has been established in the following measures:

- until the date of the Shareholders' Meeting held to approve the 2019 Financial Statements on 23 April 2020, in the amount of EUR 40,000 for the Chairman and EUR 24,000 for the Standing Auditors (remuneration established by the Shareholders' Meeting of 27 April 2017);
- from the date of the Shareholders' Meeting held to approve the 2019 Financial Statements on 23 April 2020, in the amount of EUR 50,000 for the Chairman and EUR 35,000 for the Statutory Auditors.

### **Chairperson and CEO**

On 23 April 2018, with the appointment of the new Board of Directors, the remuneration payable to the Chairperson of the Board of Directors was established to be € 150,000 inclusive of the fee of € 30,000 as Director as well as Committee membership fees. The aforesaid Shareholders' Meeting of 23 April 2018 also granted to the Chairperson of the Board of Directors an attendance fee for personal participation - and not by audio/video conference - in the meetings of the sole Board of Directors in the amount of € 1,500.00. In 2019 the CEO, who is also the General Manager, was paid a total fee of € 265,000.00, inclusive of Committee membership fees, and received a Gross Annual Salary of € 585,000.00 as the General Manager.

The fees established for the Chairperson of the Board of Directors, the Directors, the members of the internal committees and the members of the Board of Statutory Auditors were consistent with the fees paid during 2020 for the services provided. No incentive mechanism was applied, except in the case of the CEO, as highlighted in Table 1.

Banca Sistema has signed a non-compete agreement with the CEO, pursuant to and for the purposes of Article 2125 of the Italian Civil Code.

### **Key Personnel**

The remuneration of key personnel comprises a gross annual salary ("RAL") paid during 2020 in accordance with the applicable National Collective Bargaining Agreements and a variable portion as defined in the 2020 Remuneration Policies.

The fixed portion was paid on the basis of the standard contract procedures (monthly). The variable portion is subject to verification and assessment as set out in the 2020 Remuneration Policies.

As specified in Section I of this Report, the Bank also signed non-compete agreements with all senior managers, sales personnel and employees in key positions.

### **3. Tables**

The following tables, drawn up in accordance with Annex 3, Schedule 7 bis and ter of the Issuers' Regulation, are attached hereto:

Table 1, Schedule 7 bis - Fees paid to members of the management and control bodies and to general managers and other key management personnel;

The following additional tables are included pursuant to Bank of Italy provisions and article 450 of the CRR:

- Table 4 (pursuant to art. 450 CRR – paragraph 1 g) – Aggregate quantitative information on remuneration, broken down by business area;
- Table 5 (pursuant to art. 450 CRR – paragraph 1 h) – Aggregate quantitative information on remuneration, broken down by senior management and members of staff whose actions have a material impact on the risk profile of the institution.

No personnel received a fixed remuneration equal to or higher than € 1 million for the year ended 31 December 2020.

### **Internal Audit Department**

The Internal Audit Department conducted the appropriate control activities to assess the process associated with the identification, assessment and assignment of the variable component accrued under the 2020 Policies, which will be paid on completion of the relevant resolution process and in accordance with the methods set out therein. The findings of the aforementioned controls are set out in a specific report presented by the Head of the Internal Audit Department to the Shareholders' Meeting.

The variable component of remuneration paid to the internal control departments, including the Human Resources Department and the Manager in charge of financial reporting, did not exceed the limit of 1/3 of the Gross Annual Salary and the incentive mechanisms applied were not linked to the financial results achieved by the Bank or by the areas subject to their control.

### **Shareholders' Meeting**

On 23 April 2020, the Shareholders' Meeting approved the 2020 Remuneration Report of the Banca Sistema Group and the overview of the application of the Policies in 2019 drawn up pursuant to Art. 123-ter of Italian Legislative Decree No. 58 of 24 February 1998, as amended and supplemented ("Consolidated Law on Finance"), Art. 84-quater of the regulation adopted by CONSOB resolution no. 11971/1999 as amended ("Issuers' Regulation"), and in compliance with Bank of Italy Circular No. 285 of 17 December 2013 as amended, and the Code of Conduct for listed companies.

### **Compliance and Anti-Money Laundering Department**

The Compliance and Anti-Money Laundering Department verified compliance of the 2020 Policies with the Provisions and the supervisory rules applicable to the Bank. It adjusted the Document on "Criteria for applying the Remuneration Policies Document" for the year 2021.

### **Risk Department**

The Risk Department verified compliance with the risk parameters set out in the 2019 Remuneration Policies Document and applied during 2020 to determine incentives for key personnel.

### **Central Finance Department**

The Central Finance Department verified compliance of the Bank's medium-long term objectives and strategies, so as to ensure financial sustainability over the medium-long term.

### **Manager in charge of financial reporting**

The Manager in charge of financial reporting verified the consistency of the financial statement and budget parameters used for the quantification of the bonus pool and the correct accounting for the calculated amount.

### **Remuneration Committee**

The current Remuneration Committee comprises three non-executive directors of which two meet the independence requirements. Current members of the Committee are:

- Giovanni Antonino Puglisi (Chairperson of the Committee, non-executive director)
- Francesco Galletti (independent Director, non-executive)
- Marco Giovannini (independent Director, non-executive).



In 2020 the **Remuneration Committee** met 5 times with the meetings lasting on average one and a half hours. During these meetings, the Committee:

- analysed the Bank's position in terms of benefits granted to key personnel and personnel other than key personnel, in particular with reference to the category of Senior Managers, involving the assessment and favourable examination of solutions that are more in line with the reference labour market in comparison with the conditions offered by the Bank's major competitors;
- prepared and discussed the 2020 Remuneration Policies Document of the Banca Sistema Group in light of regulatory updates and taking account of the adoption by Consob, with Resolution no. 21623 of 10 December 2020, of **amendments to the "Issuers' Regulation"** in order to transpose Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement ("SRD II") and the **new Corporate Governance Code**. The changed regulatory framework has been analysed also with the support of qualified external consultants who were carefully selected by the Committee;
- conducted the key personnel self-assessment and identification process for 2020 and proposed the results;
- reviewed the updates to the "Credit Facilities for Employees" Policy regarding the new provisions relating to the mortgage loan product aimed at facilitating employees in the management of their housing needs;
- assessed, also with input and analyses conducted by carefully selected external consultants, the procedures for acquiring treasury shares to service the variable incentive plans.

During the 3 meetings held in the early months of 2021, the Committee:

- examined the 2021 Remuneration Report and the overview of the 2020 Policies pursuant to art. 123-ter of Legislative Decree no. 58/1998, and the Board of Directors' Report on points 6) and 7) of the agenda of the Shareholders' Meeting of 30 April 2021 (ordinary session);
- prepared and discussed the Remuneration Policies Document of the Banca Sistema Group for the year 2021, also with a view to bringing it into line with the abovementioned changes in the reference regulatory framework;
- examined the adjustments to the Document on "Criteria for applying the Remuneration Policies Document" for the year 2021 prepared by the Compliance Department;
- assessed, following the approval by the Board of Directors of the draft financial statements as at 31 December 2020, the achievement of the performance targets underlying the Bank's variable remuneration system and provided the relevant opinions to the Board of Directors for the purpose of approving and granting the variable component for 2020;
- examined and acknowledged the annual self-assessment and identification process of key personnel pursuant to Regulation (EU) No. 604/2014 ("Regulatory Technical Standards" or "RTS");
- examined and acknowledged the set of remuneration interventions for senior managers and key personnel proposed by the CEO for 2021;
- examined and proposed: some changes to the 2019-2021 Flexible Benefits Plan Regulation of the Bank, containing some operational clarifications about the treatment of personnel in the event of termination of employment; some changes to the "Company Car Policy" to bring it into line with the Bank's divisional organisational structure; some changes to the "Credit Facilities for Employees" Policy regarding the treatment applicable to employees and Directors in relation to the adjustment to the applicable spread in the event of leaving office or termination of employment.

At the Shareholders' Meeting, the Committee also provides feedback regarding any proposals to increase the variable-fixed ratio of remuneration to 2:1 and in relation to the self-assessment used to identify key personnel,

as well as in respect of the performance targets associated with the incentive plans. In accordance with the Code of Conduct and Bank of Italy Circular no. 285, the Remuneration Committee has proposal, advisory and inquiry functions to support the Board of Directors and is provided with the powers and resources necessary to discharge its duties.

**TABELLA 1 - COMPENSI CORRISPOSTI AI COMPONENTI DEGLI ORGANI DI AMMINISTRAZIONE E DI CONTROLLO, AI DIRETTORI GENERALI E AGLI ALTRI DIRIGENTI CON RESPONSABILITA' STRATEGICHE**

[illegible]

<b>I) compensi nella società che redige il bilancio</b>					<b>734,33</b>		<b>88,5</b>		<b>589</b>	<b>130</b>	<b>301,20</b>		<b>50</b>		<b>1.893</b>		
GARBI GIANLUCA	Presidente CdA ProntoPegno	Da 01/01/2020	Approvazione Bilancio 31/12/2022		16,95												
LUCIA ABATI	Presidente CS ProntoPegno	Da 01/01/2020	Approvazione Bilancio 31/12/2022		12,97												
<b>II) compensi da controllate e collegate</b>					<b>29,92</b>										<b>29,92</b>		
<b>III) Totale</b>					<b>764,25</b>		<b>88,5</b>			<b>130</b>	<b>301,20</b>		<b>50</b>		<b>1.923</b>		

ALLEGATO ART.450 CRR, lettera h) INFORMAZIONI QUANTITATIVE AGGREGATE SULLE REMUNERAZIONI, RIPARTITE TRA LE VARIE CATEGORIE DEL “PERSONALE PIU’ RILEVANTE” con indicazione di:																						
i) gli importi della remunerazione per l'esercizio, suddivisi in remunerazione fissa e variabile e il numero dei beneficiari;																						
ii) gli importi e le forme della componente variabile della remunerazione, suddivisa in contanti, azioni, strumenti collegati alle azioni e altre tipologie;																						
iii) gli importi delle remunerazioni differite esistenti, suddivisi in quote attribuite e non attribuite;																						
iv) gli importi delle remunerazioni differite riconosciuti durante l'esercizio, pagati e ridotti mediante correzioni delle performance;																						
v) i nuovi pagamenti per trattamenti di inizio e di fine rapporto effettuati durante l'esercizio e il numero dei relativi beneficiari;																						
vi) gli importi dei pagamenti per trattamento di fine rapporto riconosciuti durante l'esercizio, il numero dei relativi beneficiari e l'importo più elevato riconosciuto per persona.																						
società		categoria	n.	i) retribuzione			ii) importi e forme componente variabile				iii) rem. Differite		iv) rem.differite			v) trattamenti				vi) tfr		
				fissa	variabile liquidato 2020 (*1)	totale	variabile da erogare 2021 (*2)	azioni(*3)	strumenti collegati ad	altre tipologie	attribuite (*4)	non attribuite (*5)	riconosciute	pagate	ridotte	di inizio	n. beneficiari	di fine	n. beneficiari	riconosciuto	n. beneficiari	importo più elevato
A) KEY MANAGERS (ALTA DIRIGENZA)																						
BANCA SISTEMA SPA			1	904.000,10	301.200,00	1.205.200,10	369.523,50	369.524,00			282.880,00	785.098,00								146.990,00	1	146.990,00
B) DIRIGENTI RESPONSABILI DELLE PRINCIPALI LINEE DI BUSINESS O FUNZIONI AZIENDALI, CON RIPO RTO DIRETTO ALL'AMMINISTRATORE DELEGATO, AL DIRETTORE GENERALE O AI CONDIRETTORI GENERALI																						
BANCA SISTEMA SPA			10	1.942.607,73	216.250,00	2.158.857,73	261.500,00	513.500,00			127.500,00	207.900,00								13.400,00	1	13.400,00
C) DIRIGENTI E QUADRI DIRETTIVI DI LIVELLO PIÙ ELEVATO RESPONSABILI DELLE FUNZIONI DI CONTROLLO																						
BANCA SISTEMA SPA			5	886.908,13	125.000,00	1.011.908,13	101.500,00				47.500,00	-										
D) ALTRI RISK TAKERS																						
BANCA SISTEMA SPA			9	1.251.498,08	155.750,00	1.407.248,08	117.000,00	15.000,00			22.500,00	-										
E) PRINCIPALI MANAGER OPERANTI NELL'AMBITO DELLE RETI DI DISTRIBUZIONE DELLA BANCA																						
BANCA SISTEMA SPA			2	328.261,75	24.000,00	352.261,75	40.000,00	25.000,00			10.000,00	27.000,00										
			27	5.313.275,79	822.200,00	6.135.475,79	889.523,50	923.024,00	-	-	490.380,00	1.019.998,00	-									
(*1) variabile liquidato 2020: bonus 2019 up front+ quota bonus differito 2016 per A) KEY MANAGERS: 301.200,00 = 282.300 bonus 2019 up front + 18.900 bonus 2016 parte differita																						
(*2) variabile da erogare 2021: bonus 2020 up front + parte differita del bonus 2017 per A) KEY MANAGERS: 369.523,50 = 306.524 bonus 2020 up front + 63.000 parte differita del bonus 2017 da erogare nel 2021																						
(*3) azioni: valore azioni da assegnare nel 2021 per A) KEY MANAGERS: 369.524 = 306.524 bonus 2020 up front + 63.000 parte differita del bonus 2017																						
(*4) attribuite: bonus 2018 parte differita per A) KEY MANAGERS: 282.880 = parte differita 2018																						
(*5) non attribuite: bonus differito 2019 e 2020 per A) KEY MANAGERS: 785.098,00 = parte differita bonus 2019 erogabile nel 2023 e bonus 2020 erogabile nel 2024																						

TABELLA 5 - ALLEGATO Art. 450 CRR, lettera g)  
 INFORMAZIONI QUANTITATIVE AGGREGATE SULLE REMUNERAZIONI, RIPARTITE PER LINEE DI ATTIVITA' RELATIVE AL "PERSONALE PIU' RILEVANTE

Società	Linee di attività	n, beneficiari	retribuzione fissa	retribuzione variabile 2020	Note
BANCA SISTEMA	Factoring	3	568,941,94	50,250,00	
BANCA SISTEMA	CQ	3	511,754,12	37.500,00	
BANCA SISTEMA	Banking	2	408.661,67	56.250,00	
BANCA SISTEMA	Finance	2	331.953,99	46.250,00	
BANCA SISTEMA	Funzioni Controllo Inteno	4	715.354,22	105.000,00	
PRONTO PEGNO	Pegno	2	293.969,42	41.250,00	
	Altre	10	1.586.707,69	206.000,00	
	TOTALI	26	4.417.343,05	542.500,00	

SCHEMA N. 7-TER Schema relativo alle informazioni sulle partecipazioni dei componenti degli organi di amministrazione e di controllo, dei direttori generali e degli altri dirigenti con responsabilità strategiche

TABELLA 1 Partecipazioni dei componenti degli organi di amministrazione e di controllo e dei direttori generali

COGNOME E NOME	CARICA	SOCIETA' PARTECIPATA	NUMERO DI AZIONI POSSEDUTE ALLA FINE DELL'ESERCIZIO PRECEDENTE	NUMERO AZIONI ACQUISTATE	NUMERO AZIONI VENDUTE	NUMERO DI AZIONI POSSEDUTE ALLA FINE DELL'ESERCIZIO IN CORSO
Gianluca Garbi	Amministratore Delegato e Direttore Generale	BANCA SISTEMA SpA	256.087	-	0	256.087

TABELLA 2: Partecipazioni degli altri dirigenti con responsabilità strategica

NUMERO DIRIGENTI CON RESPONSABILITA' STRATEGICA	SOCIETA' PARTECIPATA	NUMERO DI AZIONI POSSEDUTE ALLA FINE DELL'ESERCIZIO PRECEDENTE	NUMERO AZIONI ACQUISTATE	NUMERO AZIONI VENDUTE	NUMERO DI AZIONI POSSEDUTE ALLA FINE DELL'ESERCIZIO IN CORSO
9 (*)	BANCA SISTEMA SpA	132.381	-	11.950	120.431

(\*) numero dirigenti con responsabilità strategica nel corso del 2019