BANCA S I S T E M A SPECIALTY FINANCE

GROUP PROFILE

May 2019

Agenda

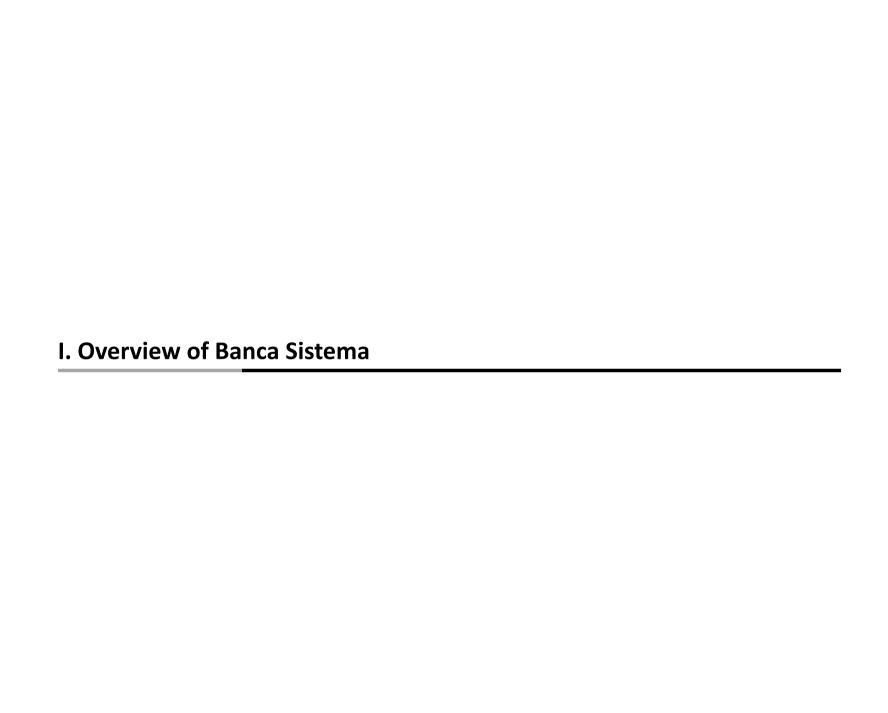
I. Overview of Banca Sistema

II. 1Q 2019 Results

III. 2018 – 2020 Strategic Plan

Annexes

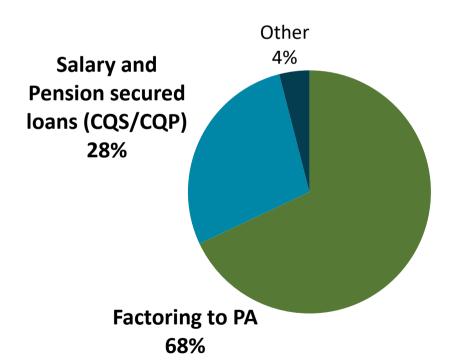


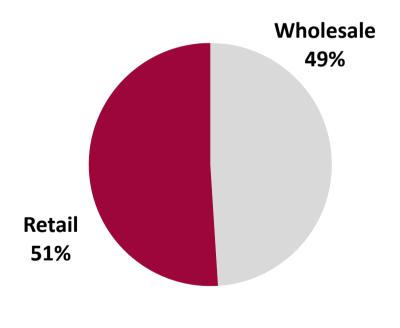


What we do

1Q 2019
Total customer loans¹
€2,497m

1Q 2019 Total Funding €3,596m





Snapshot



Market¹ 61.6% Shareholders' agreement 38.4%

- Shareholders' agreement between two banking Foundations ("Fondazioni") and SGBS (of which the relative majority shareholder is Mr. Garbi, CEO of Banca Sistema)
- Fondazione Sicilia (7.4%); Fondazione Cassa di Risparmio di Alessandria (7.9%); SGBS S.r.I. (23.1%)
- 2 year lock up period (expiring in June 2020)

Key strengths

Strong analytical capabilities

Favourable legal framework

Business diversification

Strong competitive position with opportunities to consolidate the leadership

Low risk business with high returns

Clear model to support an efficient execution of the strategy (Business Plan 2018 – 2020)

The last 3 years....

Strong constant growth in factoring outstanding: €1,111m FY 15 vs €1,716m FY 18

Diversification strategy: CQ outstanding, €120m FY 15 vs €652m FY 18

Better diversified funding

Constant low cost of risk

11.0% CET1 2018 with minimum required for 2019 at 7.75%

25% Dividend pay-out in 2015-2018

Note: 1) 0.51% Garbifin Srl.



Delay and PA spending are the drivers of this attractive Market

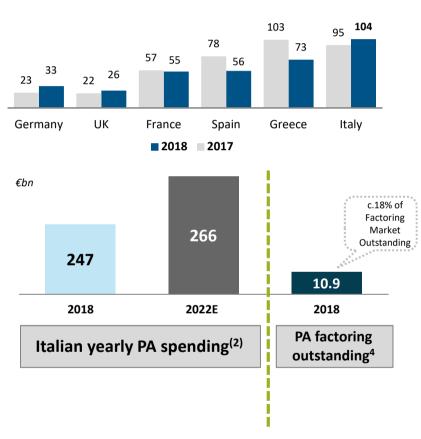
Italy is characterized by structurally high Public Administration payment times compared to other European countries

As at 31.12.2017 estimated Total Debt of Italian PA is c. €57bn¹

As we operate with a focus on Public Administration receivables, our reference market is the Italian Public Spending, a large market with significant growth potential.

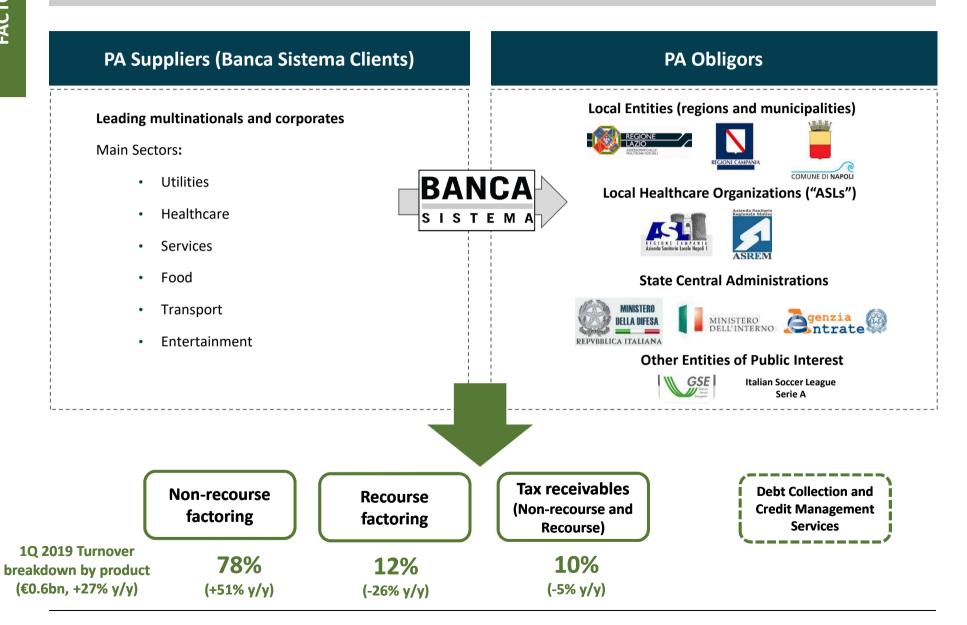
As of 2018, Italy's annual PA spending amounts to c.€247bn and is expected to grow to c.€266bn by 2022³

Average PA payment times In Europe (days)²



SISTEMA

Supporting corporate entities in their business dealings with PAs





Factoring business leverage on a well balanced network

DIRECT CHANNEL

- 15 Origination resources
- 7 Relationship Managers



1Q 2019 Turnover breakdown by channel (€0.6bn, +27% y/y)

65%

INDIRECT CHANNEL

19 commercial agreements to provide factoring products to third party banks in Italy, through **c. 1,500 branches**



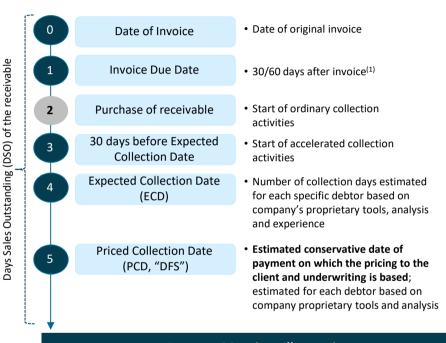
35%

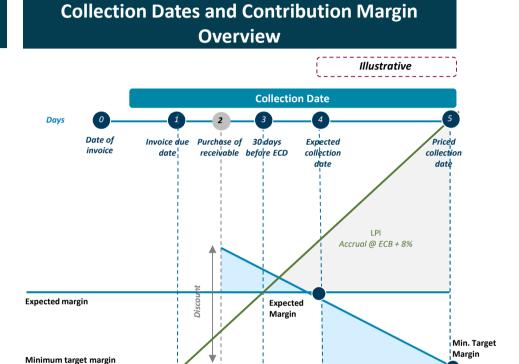


Factoring Business

Overview of Key Dates for Pricing and Collection

Receivables Factoring - Key Dates





Interest Margin – Illustrative Priced Discount Min. target collection date to face value gross yield 11 Client effective cost 5% 5.8% months Months of **Payment** Actual anticipated Date (ECD) gross yield collection **Banca Sistema gross interest** 9.0% months months

Late Payment Interests:

- Try to collect without starting a legal action till 30 days before ECD
- From the start of the legal action we rely on due LPI at: 8% + ECB rate



BST: Factoring outstanding

Our Key Strengths

Strong analytical capabilities

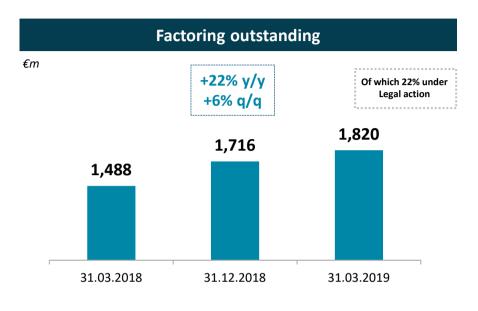
- Disciplined underwriting process supported by accelerated collections without relying on active LPI collection, up till 30 days before the ECD
- Proprietary database of payment times of Public Administration obligors, supporting our underwriting capabilities and pricing models for individual invoices

Compelling collection strategy with excellence in collections

- The collection leverages on the strong relationships with PAs and is focused on the late payment interest ("LPI") when it is necessary
- Strong performance due to excellence in collection versus suppliers, generating high margins through accelerated recovery periods
- Collection Department:
 - Extrajudicial collection: 16 headcount and 12 external field collectors
 - Judicial collection: 11 headcount and 21 Law firms

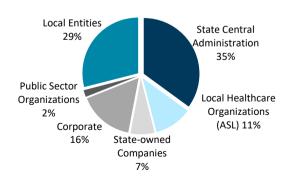
Low risk counterparty exposure

 The majority of our credit exposure is towards the Italian Public Administration, with low risk underlying credit exposure comparable to a Government Bond



Outstanding breakdown by Obligor (31.03.2019)

PA accounts for 84%



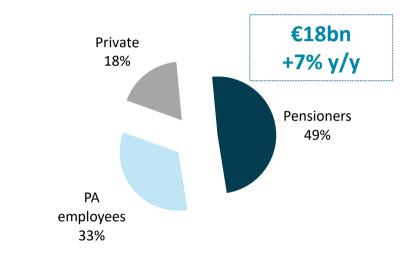


Italian CQS/CQP market: Low risk Business

Key product items

- A product established by the law of the 1950s
- The borrower's loan is repaid directly from their salary/pension, by the employer/INPS (Italian pension institution)
- Monthly installment cannot exceed 1/5 of the salary/pension
- The loan takes precedence over any seizure of salary/pension amounts
- Insurance is mandatory by the law and covers in case of death, disability and loss of job
- CQS is partly collateralized by the TFR (compulsory retirement/severance plan)
- FY 2018, €5.4bn turnover (+4.6% y/y)

Outstanding as at 31.12.2018¹



BST: CQS/CQP outstanding

Our Business model

Commercial capabilities

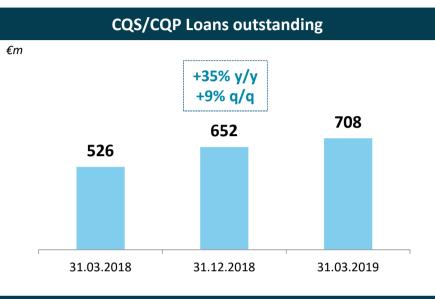
- Agreement with 5 originators
- Acquisition of Atlantide (an originator), to be merged by
- Lower exposure to the Private component vs the Market

Dedicated funding

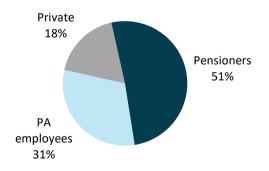
- A good portion of the assets is securitized, but consolidated in BST Balance Sheet
- Securitizations allow to get a cheaper funding through Repos (ECB and banks)



 CQS/CQP historically have registered very low PD and almost 0% LGD also thanks to the insurance



Outstanding breakdown by Type (31.03.2019)





II. 1Q 2019 Results

1Q 2019 Results at a Glance

Commercial performance

- Factoring Turnover +27% y/y equal to €639m
- Tax receivables represent 23% of 1Q 2019 factoring outstanding
- CQS/CQP outstanding reached €708m, +35% y/y

P&L

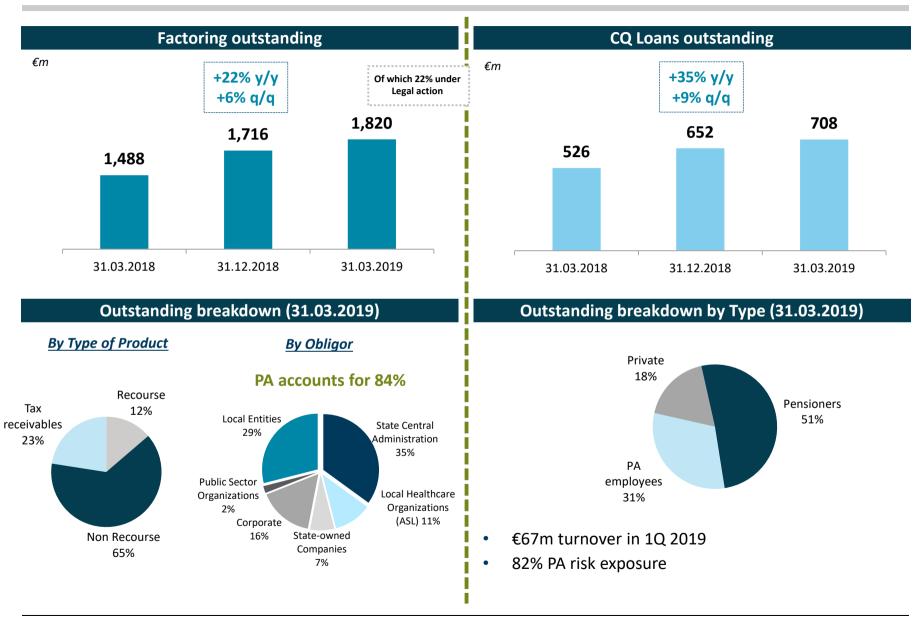
- Interest Income equal to €21.6m, +8% y/y
- Cost of funding lower y/y at 0.8%
- Total Income equal to €19.3m, +7% y/y, driven by higher core business growth
- LLPs equal to €2.6m higher y/y and in line with 4Q 2018
- Total operating costs +9% y/y
- Net Income equal to €4.5m

Balance Sheet

- Term deposits: Strong growth since 3Q 18 in particular from the foreign component
- LCR and NSFR above regulatory requirements
- CET1 ratio at 10.6%, pro-forma with lower CQ RWA at 12.2%
- Atlantide will be fully integrated in the next 2/3 months, with an overall weight in terms of 1Q 2019 proforma CET1 ratio of -14bps (incl. the sale of two minority stakes)



Core business assets outstanding is growing





1Q 2019 – Balance Sheet

Figures in	millions	of Euro
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	31.12.2018	31.03.2019	Change in %
ASSETS			
Financial assets at fair value through P&L [Held to Sell]	-	262	nm
Financial assets at fair value through Other Comprehensive Income [Held to Collect and Sell]	304	541	78%
Loans at amortized cost	2,352	2,569	9%
Factoring	1,567	(1,704	> 9%
cq	652	708	9%
SMEs State Guaranteed loans	28	23	-15%
Other	105	134	28%
Securities at amortized cost	435	435	nm
Tangible and Intagible assets	30	31	5%
Non-current assets held for sale and discontinued operations	2	-	nm
Equity investments	1	\subset 1	nm
Otherassets	21	21	nm
Total assets	3,145	3,860	23%
LIABILITIES AND EQUITY			
Due to banks	695	515	-26%
of which ECB exposure	413	433	5%
Due to customers	1,899	2,774	46%
of which term deposits	958	1,156	21%
of which current accounts	657	563	-14%
Debt securities issued	305	307	1%
Otherliabilities	93	106	14%
Shareholders Equity	153	158	3%
Total liabilities and equity	3,145	3,860	23%

- Govies' portfolio (€1,233m) up q/q and y/y, with an average residual duration of 14 months (21 months as at 31.12.2018), includes €262m 'Held to Sell' with an average residual duration of 4 months
- Loans at amortized cost up 9% (€2,569m):
 - Factoring receivables up 9% at €1.7bn (€1.3bn as at 31.03.2018), thanks to the turnover originated in 1Q 2019
 - CQ loans +9% q/q
- Equity investments include the minority stake (19.9%) of ADV
 Finance and Procredit, which will be sold in 2Q 2019
- Due to banks decrease is driven by lower interbanking funding
- Due to customers increase is driven mainly by repos following higher Govies' ptf and also higher term deposits that have more than compensated lower current accounts
- **Shareholders Equity** includes dividends paid on the 8.05.2019



1Q 2019 – Income Statement

Figures in millions of Euro

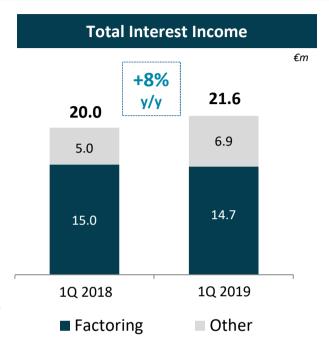
Figures in millions of Euro			
	31.03.2018	31.03.2019	Change in %
Interest income	20.0	21.6	8%
Interest expenses	(6.4)	(7.0)	10%
Net interest income	13.7	14.7	7%
Net fee and commission income	3.6	4.0	12%
Dividends and similar income	-	-	
Net income from trading, hedging and disposal/repurchase activities and from assets/liabilities designated at fair value	0.9	0.6	-26%
Total income	18.1	19.3	7 %
Net impairment losses on loans	(1.1)	(2.6)	nm
Net operating income	17.0	16.7	-2%
Personnel expenses	(4.8)	(4.9)	3%
Other expenses	(5.1)	(5.9)	16%
Operating expenses	(9.9)	(10.8)	9%
Pre-tax profit from continuing operations	7.1	5.9	-16%
Taxes on income for the period/year from continuing operations	(2.4)	(2.0)	-16%
Profit after tax from discontinued operations	-	0.6	nm
Profit (loss) for the year/period attributable to the shareholders of the Parent	4.7	4.5	-4%

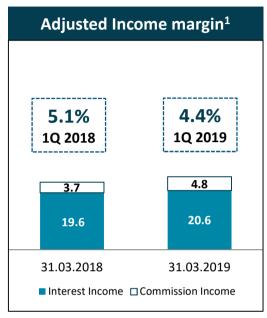
Gain from the sale of the 10% stake in Axactor Italy



Interest Income growth driven by higher assets

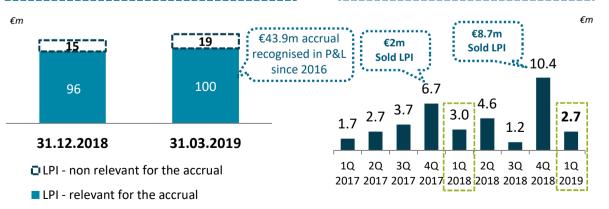
- 1Q 2019 Interest Income is up 8% y/y, growth is driven by higher assets, in particular CQ and Govies' ptf
- Factoring represents 68% of Total Interest Income
- Higher y/y Interest Income is driven by CQ and Govies' ptf higher contribution that have more than compensated factoring and other assets slightly lower contribution
- Factoring LPIs from legal action in P&L in 1Q 2019 equal to €4.0m (€4.8m in 1Q 2018):
 - of which accrual €3.0m stable y/y (€2.9m in 1Q 2018)
 - of which "extra collection" €1.0m lower y/y (€1.8m in 1Q 2018)
- Adjusted Income margin y/y reduction is mainly driven by lower LPI and the higher weight of CQ on total customer loans
- CQ profitability is stable y/y, but slightly lower vs FY 2018







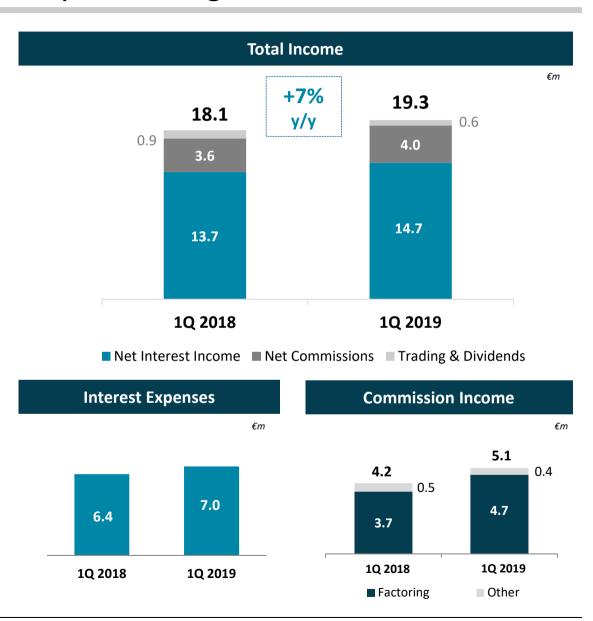






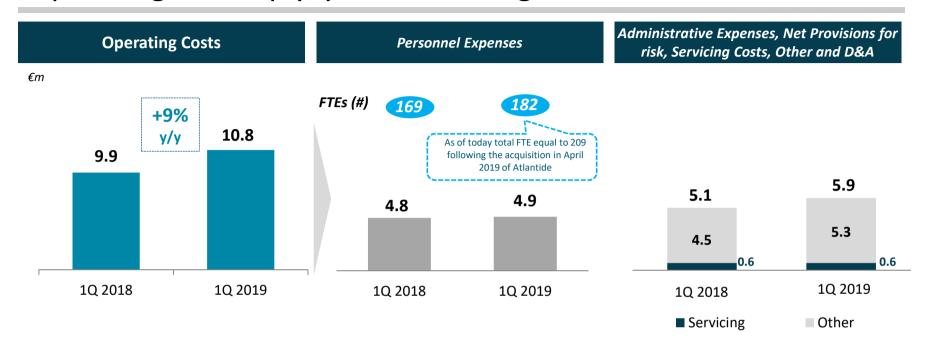
Total Income supported by business growth

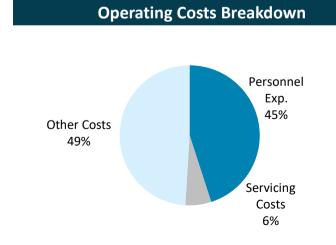
- 1Q 2019 Total Income is up 7% y/y, growth is driven by higher Net Interest Income (NII) and higher Net Commissions
- NII y/y increase is driven by Interest Income increase that has more than compensated higher Interest Expenses.
 Cost of funding is lower y/y (0.8%) and slightly lower also vs FY 2018
- Net Commissions increase y/y is due to higher Commission Income driven by factoring turnover growth. Higher Commission Expenses are due to the strong growth of the term deposits raised abroad through online platforms
- The contribution of the **Govies' portfolio vary** from quarter to quarter because the low residual duration of our ptf, as at 31.03.2019 average residual duration of HTS component is 4 months and the average residual duration of HTCS component is 11 months





Operating costs up y/y for business growth

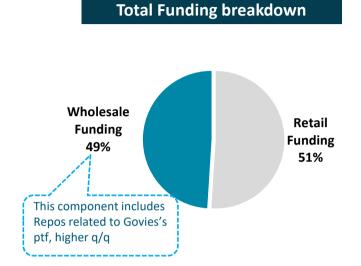




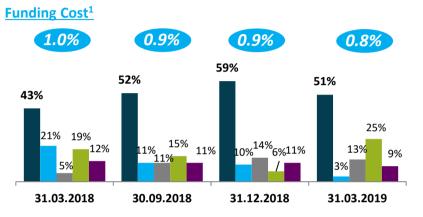
- Other costs are higher y/y for:
 - •Slightly higher Admin expenses (including €0.8m contribution to the National Resolution Fund), due to legal and consultancy fees
 - Higher 'Net Provisions for risk and charge' related to a tax receivable



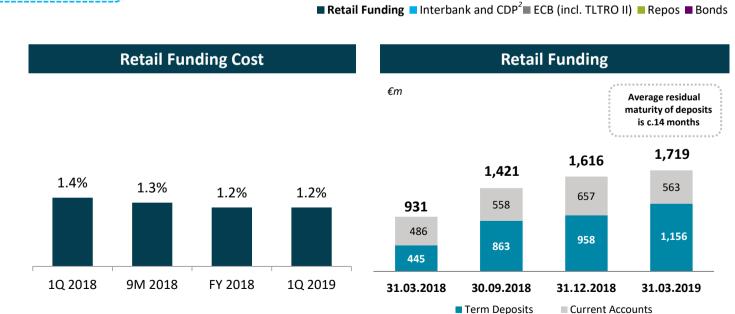
Lower funding cost y/y



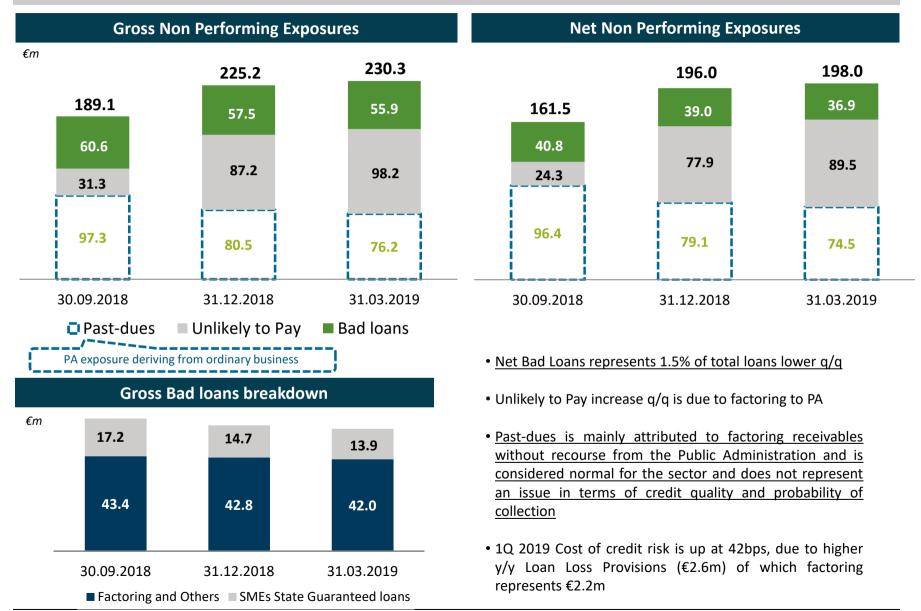
Total Funding breakdown



- Cost of funding lower y/y and slightly lower vs FY 2018
- Wholesale q/q increase is due mainly to Repos related to the increase q/q of Govies's ptf. While ECB financing, equal to €433m is slightly higher q/q, interbanking is lower q/q
- Term Deposits stock has registered a strong increase during the last three quarters, due to the growth of the foreign component (as at 31.03.2019, 58% of total term deposits)
- Current accounts stock is slightly down q/q
- No wholesale funding maturities in 2019

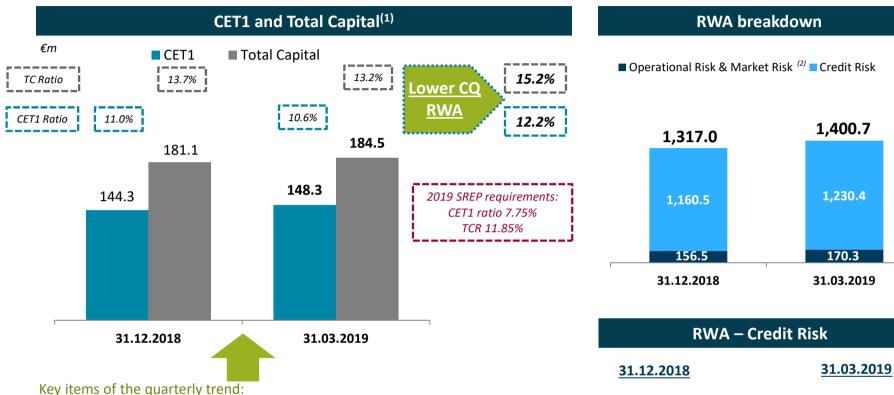


Asset Quality driven by factoring business

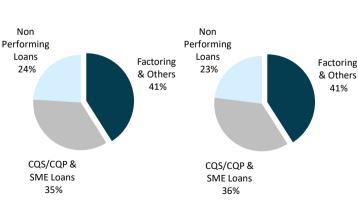




Regulatory Capital well above minimun requirements



- 1. (+) €4.5m Net Income
- 2. (-) higher RWA, mainly due to CQ growth
- 3. (+) lower 'Held to Collect and Sell' reserve from Govies' ptf, equal to -2bps in terms of CET1 ratio (-7bps as at 31.12.2018)
- 4. (-) lower contribution of a T2 bond at TCR ratio level





€m

III. 2018 – 2020 Strategic Plan

DELIVERING **SECTOR LEADING PROFITABILITY** IN 2017...

...OUR **2017** FINANCIAL PERFORMANCE AT A GLANCE...

€87.2m

€26.8m

22%

+12%

Interest Income

Adjusted Interest Income Margin ~550bps¹ including factoring commission income 630bps

Net Income

Return on Average Equity

Factoring customers (YoY)

11.9%

CET1 Ratio

Regulatory minimum = 6.5% in 2017

€0.086

DPS ~25% pay-out

+37%

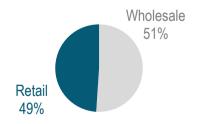
Factoring Turnover (YoY)

+64%

CQ Turnover (YoY)

Total Funds

Diversified funding with the right balance between Retail and Wholesale



Geographic diversification within the retail customer base

Rise in factoring turnover supported by growing contribution from commercial agreements with banks

Strong diversification on factoring customers

Higher contribution from CQ

Higher contribution of factoring LPI²

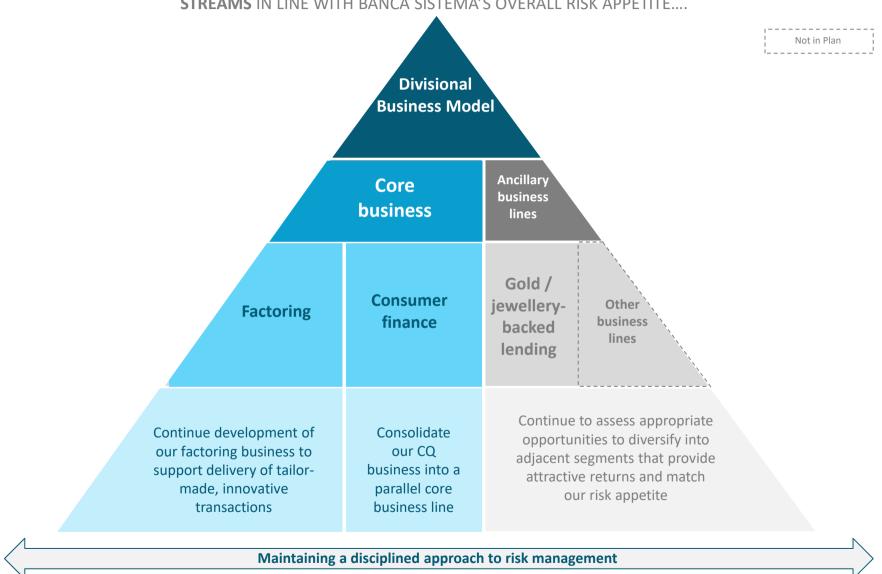
Total cost of funding stable YoY at ~1% and cost of risk at 30bps

Total **operating costs +4% YoY** mainly driven by personnel expenses

Liquidity Capital Ratio ("LCR") and Net Stable Funding Ratio ("NSFR") well above regulatory requirements

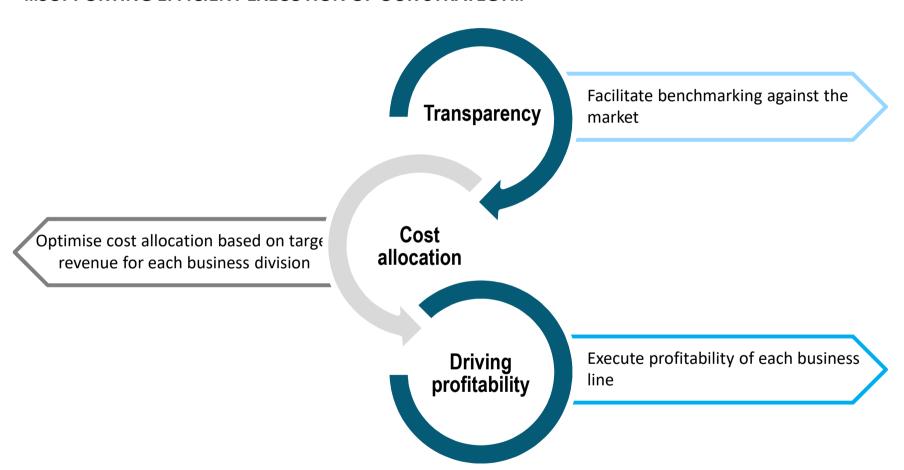
A **STRATEGY** FACILITATING DELIVERY OF **TAILOR-MADE, INNOVATIVE SOLUTIONS** TO CUSTOMERS

...CONTINUING TO **BUILD ON STRONG FOUNDATIONS IN OUR CORE BUSINESS** WHILST **DEVELOPING NEW REVENUE STREAMS** IN LINE WITH BANCA SISTEMA'S OVERALL RISK APPETITE....



A DIVISIONAL MODEL TO DRIVE OUR BUSINESS MOMENTUM

...SUPPORTING EFFICIENT EXECUTION OF OUR STRATEGY...



...AND ENABLING ACHIEVEMENT OF SYNERGIES AND GREATER ECONOMIES OF SCALE...

SHAPING OUR FACTORING BUSINESS FOR FURTHER SUCCESS

A FAVOURABLE MARKET BACKDROP FOR FACTORING...

Operating in an environment with rising interest rates - larger clients expected to return to factoring market to improve their net financial position.

Estimated market growth of ~7% factoring turnover per annum¹.



The extension of the Italian VAT
"Split Payment" regime is expected
to impact approximately 200,000

companies predicted to increase
factoring volumes – estimated
market opportunity of additional
€15bn².

VAT

kpected
0,000
rease

Estimated market growth in terms of turnover per annum¹

7%

KEY TRENDS IN FACTORING

SHAPING THE STRATEGIC

€15bn

Estimated market opportunity derived from the Split Payment extension²

~€35bn

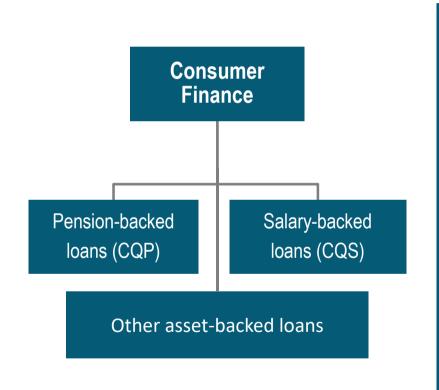
Estimated increase, 2017 2020, Total public spending³

...BANCA SISTEMA'S FACTORING BUSINESS IS WELL POSITIONED IN THIS MARKET TO EVOLVE TO PROVIDE INNOVATIVE, TAILOR-MADE SOLUTIONS. KEY AREAS OF FOCUS INCLUDE...

Extending distribution Agile responsive Maintaining our channels through management leadership in further and operating factoring to PAs agreements with institutions **Factors enabling Banca** Generating Increasing sales Sistema to provide organic growth force by ~10 in "traditional innovative, tailor-made FTEs to sustain factoring" growth of the solutions... plan % increase in We continue to embrace Fostering its 17 number of agreements with opportunities for diversification customers. We will Italian banks which continue to diversify currently represent within our factoring business to our client base 30% of originations allow it to continue to evolve...

EXPLOITING THE POTENTIAL OF OUR CQS/CQP CONSUMER FINANCE BUSINESS...

- Further consolidate growth of our CQS/CQP business into a parallel core business line
- Further expand our position and leadership in a niche market with low risk and high returns
- To develop the Bank's commercial network and exploit synergies to further improve returns



- Business model based on third party origination to remain the key growth driver
- 2 Favourable market conditions to drive origination volumes
- 3 Large proportion of assets can be securitised
- Superior asset quality compared to other consumer finance segments
- 5 Benefit of potential reduction in RWA density

SEEKING **NEW OPPORTUNITIES TO DIVERSIFY**...

...TO DIFFERENTIATE AND FURTHER ADVANCE OUR BUSINESS...

Over the years, Banca Sistema has **diversified its business model** by **exploring opportunities** in adjacent and complementary sectors **that offer** the same combination of **high yield and low risk** as seen in its core businesses...

Exploring opportunities

We will continue to pursue **diversification** of the business

Investing in new business lines that provide attractive returns

We continue to be an incubator for new opportunities in specialty finance

Continuing to monitor **M&A opportunities**

EXAMPLES

Gold/jewellerybacked loans

2016 – Test

2017 – First two dedicated branches

2018 – Two more dedicated branches and extension to jewellery

- Very high returns
- Low capital absorption
- Superior asset quality
- Short term loans

NPL portfolio servicing

2014 – Acquisition of a minority stake in two service platforms (Candia and Sting)

2015 – Merger of these two service platforms to form CS Union

2016 – CS Union sold to Axactor holding. Banca Sistema retains 10% stake today in Axactor Italy and a minority stake in Axactor holding, listed on Oslo Stock Exchange.

A profitable opportunity

SMEs State Guaranteed Loans

2014 - Opportunity arose to pursue SME lending in a favourable regulatory environment

2017 - Due to regulatory changes at a later date, Banca Sistema withdrew from this area despite the returns generated from this business

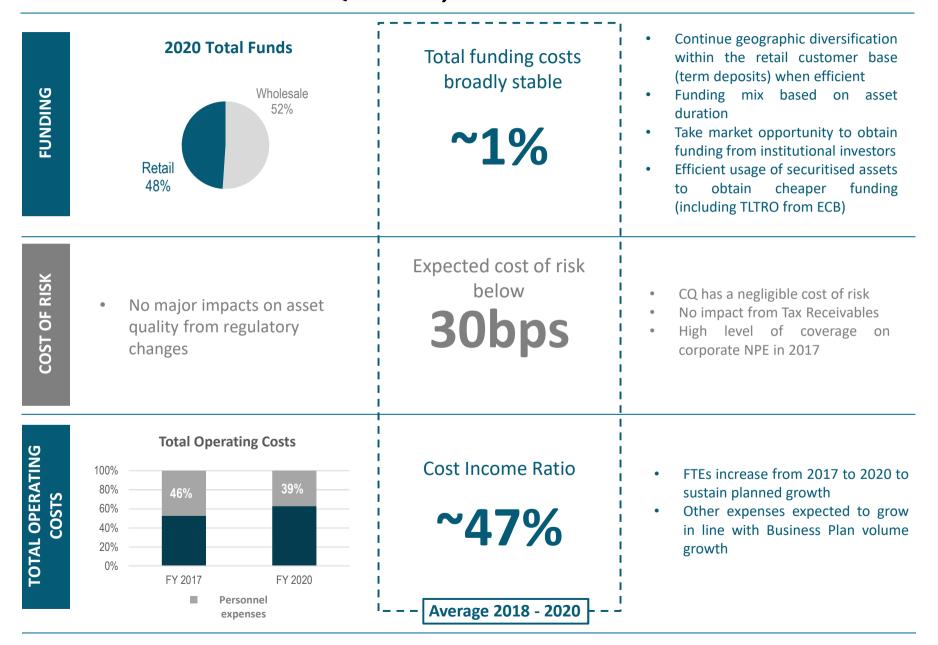
- Demonstrates agility to exploit market opportunities
- Illustrates Banca
 Sistema's pragmatic
 approach

A prime example of how Banca Sistema's approach has led to success...

Following initial establishment of the CQ business, experience was gained. This business has now achieved a level to enable it to be incorporated as a core business line...

Maintaining a disciplined approach to risk management

MAINTAINING ASSET QUALITY, FUNDING AND COST EFFICIENCY



AND ACHIEVING OUR FINANCIAL TARGETS...

	CAGR 2017 – 2020 (%)	2020	CAGR 2015 – 2017 (%)	2017	
Factoring	Turnover: ~18% Outstanding¹: ~28%	Turnover: €3.3 bn Outstanding¹: €3.0 bn	Turnover: 19% Outstanding ¹ : 13%	Turnover: €2.0 bn Outstanding¹: €1.4 bn	
Consumer Finance	Outstanding: ~25%	Outstanding: €1.0 bn	Outstanding: 104%	Outstanding: €0.5 bn	
	2018 – 2020				
Return on Average Equity (RoAE)	RoAE within a range of [18% - 24%] per annum				
CET1 Ratio	CET1 ratio of ~10.5% over the period, >11% by 2020 ² , with on average ~38% RWA density ³				
Adjusted Interest Income Margin	Adjusted Interest Income Margin within a range of 400bps – 450bps ⁴ , including factoring commission income 440bps – 490bps				
Cost of Funds	~1% on average				
Cost of Risk	Below 30bps on average				
Cost Income Ratio	~47% on average				

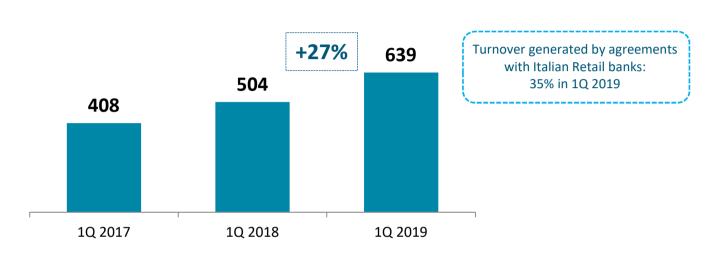
¹ Management data; ² Excluding any RWA reduction expected on CQ business; ³ RWA desity = [end of period Total RWA] / [end of period Total Assets]; ⁴ Calculated as [Period Interest Income] / [Average end of period net customer loans] - excluding the contribution from securities portfolio, credit due from banks and Repo (Balance Sheet and Financial Statement figures).



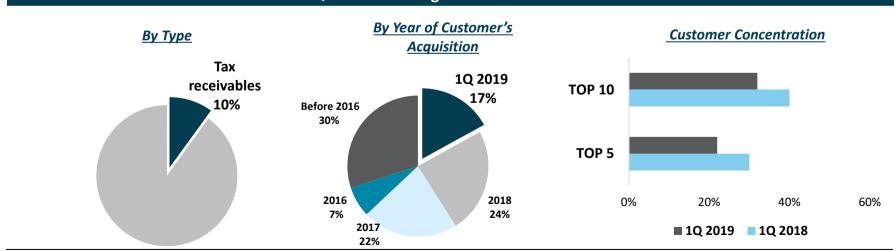
Factoring Turnover



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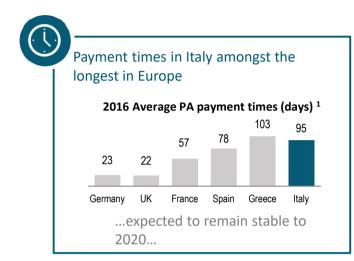


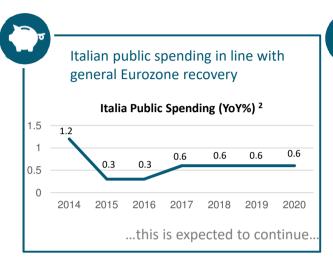
1Q 2019 Factoring Turnover breakdown

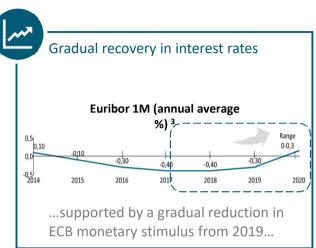


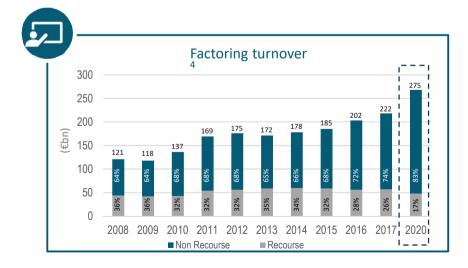


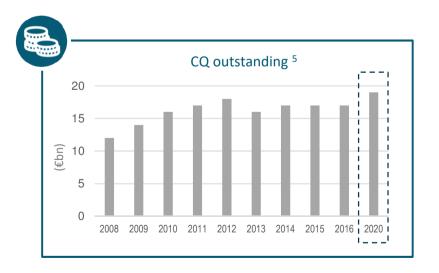
OPERATING IN AN **ATTRACTIVE, LARGE AND GROWING MARKET**...











Sources: Intrum Justitia 2017 European Payment Report; Bain & Company analysis on ISTAT (the national institute for statistics) and IMF; Strategic plans of the main banking players; Assifact and Bain & Company estimates; Assofin and Bain & Company estimates.

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Gold/jewellery back lending in Italy

Italian Market

The gold/jewellery back lending in Italy is the institutional pawnbroking business. This business is **anticyclical**, compared to the "traditional lending".

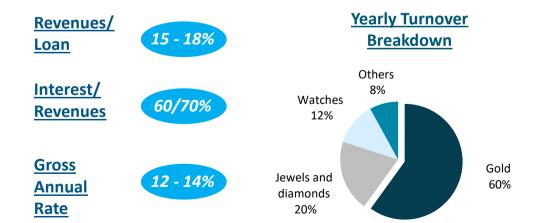
According to Bank of Italy, the average estimated volume per year is around **€800m**, with more than 30,000 loans issued each month.

Most of pawns are paid back at the expiration date: **between** 5% - 8% is sold at auction

Main market players: Italian commercial banks and

independent broker networks

First «Mount of Compassion» («Monte di Pietà») was established in Perugia in 1462



Main Features of the Product in Italy

- The pawn loan is a particular form of shortterm loan with a collateral on property goods which is based on the existence and value of assets pledged
- The pawn loan consists of a main contract (policy of payment) and an ancillary contract (pledge)
- Renewal of the loan for a maximum period of 3 Years
- The loan amount is commensurate with the estimated value of the goods offered as collateral, while respecting the limits set by law:
 - 4/5 of the estimated value in case of a pledge of precious goods
 - 2/3 of the estimated value in case of a pledge of other goods





Banca Sistema Gold/jewellery back lending

BANCA SISTEMA STRATEGY



- Actual focus on gold, on jewelries, diamonds and some watch brands
- Fast loan procedure
- Advertising in different languages
- Offered loan durations: 3/6/12 months

Operations

- First dedicated branch opened in Milan (02.2017)
- Other dedicated branches: Rome (07.2017);
 Naples, Palermo and Rimini (2018)
- 1 Further branch openings by 2019
- Acquisition of two small loan ptf (2018)

Profitability

- Short term secured financing
- Margins above the average of other retail banking products
- Commission contribution
- Further revenues in case the good is sold in auction

Funding/ Regulatory Capital

- Fit with Banca Sistema actual diversified funding base
- Low RWA absorption







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