



QUESTIONNAIRE FOR THE ASSESSMENT BY THE BOARD OF DIRECTORS OF BFF BANK S.P.A. OF THE REQUIREMENTS OF ITS MEMBERS

I, the undersigned:

- declare *(i) to have read* the "*Guidelines for shareholders on the qualitative and quantitative composition of the Board of Directors and for the preparation of the list of the Board of Directors*", published on the *website* of BFF Bank S.p.A. (the "**Bank**") at <https://it.bffgroup.com/en/shareholders-meeting-25th-march-2021> (the "**Guidelines**"), *(ii) to be aware of the responsibilities arising from assuming the role of director of the Bank and (iii) to comply with the reference legislation, as referred to, inter alia, in the Guidelines;*
- undertake to formally notify the Bank in a timely manner of any significant changes with respect to the information provided in this questionnaire (the "**Questionnaire**"), the purpose of which is to enable the Board of Directors of the Bank (the "**BoD**") to carry out the checks within its competence with respect to the existence of the directors' requirements with respect to Decree no. 169/20 (the "**Fit&Proper Requirements**") and the Guidelines;
- authorise as of now the Bank and the Bank of Italy, in their capacity as Competent National Authority, to carry out investigations, research and request clarifications that may be deemed opportune or necessary in relation to the checks referred to in the preceding point.

Milan.....2022

1. Office for which the questionnaire is being completed (multiple responses allowed)

Chairman of the Board of Directors	<input type="checkbox"/>
Chief Operating Officer	<input type="checkbox"/>
Executive Director	<input type="checkbox"/>
Non-executive Director	<input type="checkbox"/>
Independent Director	<input type="checkbox"/>

2. Integrity requirements according to Fit&Proper Requirements

The undersigned declares:

- a.** To be in one of the conditions of ineligibility or disqualification provided for by art. 2382 of the Italian Civil Code, i.e. having been banned, disqualified, declared bankrupt, or having been sentenced to a penalty entailing disqualification, even temporary, from holding public office or the inability to perform executive duties.
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|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO |

Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

- b.** To have been convicted by a final judgment:
- 1) to a prison sentence for a crime envisaged by the provisions on corporate and bankruptcy matters, banking, finance, insurance, payment services, anti-money laundering, intermediaries authorised to provide investment services and collective savings management, markets and centralised management of financial instruments, public savings, issuers, as well as for one of the crimes envisaged by articles 270-bis, 270-ter, 270-quater, 270-quater.1, 270-quinquies, 270-sexies, 416, 416-bis, 416-ter, 418, and 640 of the Italian Criminal Code;

<input type="checkbox"/>	<input type="checkbox"/>
YES	NO
 - 2) to imprisonment for a term of not less than one year for a crime against the public administration, against public trust, against property, or in tax matters;

<input type="checkbox"/>	<input type="checkbox"/>
YES	NO
 - 3) to imprisonment for a period of not less than two years for any crime committed without criminal intent, without prejudice to the effects of rehabilitation and revocation of the sentence for cancellation of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure;

<input type="checkbox"/>	<input type="checkbox"/>
YES	NO

Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

- c.** To have been subjected to precautionary measures ordered by the judicial authorities pursuant to Legislative Decree no. 159/11, as subsequently amended and supplemented, without prejudice to the effects of rehabilitation and revocation of the sentence for cancellation of the crime pursuant to article 673, paragraph 1, of the Code of Criminal Procedure;
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| <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO |

Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

- d.** at the time of taking office, to be in a situation of temporary disqualification from holding management offices of legal entities and companies, or in a situation of temporary or permanent disqualification from holding administration, management and control functions pursuant to art. 144-ter, paragraph 3, of the Consolidated Law on Banking and art. 190-bis, paragraphs 3 and 3-bis, of the Consolidated Law on Finance, or in one of the situations referred to in art. 187-quater of the Consolidated Law on Finance; YES NO

Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

- e.** To have been convicted with a final sentence at the request of the parties, or following a summary judgement, of one of the sanctions envisaged:
 - by the preceding letter *b*), number 1), except in the case of cancellation of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure;
 - by the preceding letter *b*), numbers 2) and 3), in the duration specified therein, except in the case of the cancellation of the crime pursuant to article 445, paragraph 2, of the Italian Code of Criminal Procedure,
 without prejudice to the effects of rehabilitation and revocation of the sentence for cancellation of the crime pursuant to article 673, paragraph 1, of the Italian Code of Criminal Procedure. YES NO

Notes: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

- f.** To have received criminal convictions or other sanctions in foreign countries for offences corresponding to those which would entail, according to Italian law, the loss of the requisites of integrity. YES NO

Notes: If the answer is YES, provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

3. Fairness criteria under the Fit&Proper Requirements

In order to allow verification of the criteria of fairness in past personal and professional conduct, the undersigned declares whether he/she has been subjected (or not) to

- a.** criminal convictions imposed with sentences (even if not final), sentences (even if not final) that apply the sanction upon request of the parties or following a summary judgement, criminal decrees of conviction, even if not irrevocable, and personal precautionary measures related to a crime envisaged by the provisions on corporate affairs and bankruptcy, banking, finance insurance, payment services, usury, anti-money laundering, taxation, intermediaries authorised to carry out investment services and collective savings management, markets and centralised management of financial instruments, public savings, issuers, as well as for one of the crimes envisaged by articles 270-bis, 270-ter, 270-quater.1, 270-quinquies, 270-quinquies.1, 270-quinquies.2, 270-sexies, 416, 416-bis, 416-ter, 418, 640 of the Italian Criminal Code; YES NO

Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| b. | criminal convictions imposed with sentences, including non-definitive ones, sentences, including non-definitive ones, that apply the penalty at the request of the parties or following an abbreviated judgement, criminal decrees of conviction, even if they have not become irrevocable, and personal precautionary measures relating to offences other than those referred to in letter a.; application, even provisionally, of one of the prevention measures ordered by the judicial authorities pursuant to Legislative Decree no. 159/11; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| c. | final sentences sentencing to compensation for damages for acts carried out in the performance of duties in subjects operating in the banking, financial, markets and securities, insurance and payment services sectors; final sentences sentencing to compensation for damages due to administrative-accounting responsibilities; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment to A the Questionnaire.

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| d. | administrative sanctions imposed on the representative for violations of corporate, banking, financial, securities, insurance, anti-money laundering and market and payment instrument regulations; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment to A the Questionnaire.

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| e. | revocation or precautionary measures ordered by the Supervisory Authorities or at their request; removal measures ordered pursuant to Articles 53-bis, paragraph 1, letter e), 67-ter, paragraph 1, letter e), 108, paragraph 3, letter d-bis), 114-quinquies, paragraph 3, letter d-bis), 114-quaterdecies, paragraph 3, letter d-bis), of the Consolidated Law on Banking, and Articles 7, paragraph 2-bis, and 12, paragraph 5-ter, of the Consolidated Law on Finance; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| f. | performance of duties in subjects operating in the banking, financial, securities markets, insurance and payment services sectors which have been subject to an administrative sanction, or a sanction pursuant to Legislative Decree no. 231/2001 | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| g. | performance of duties in companies that have been subject to extraordinary administration, resolution, bankruptcy or compulsory administrative liquidation procedures, collective removal of members of administration and control bodies, withdrawal of authorisation pursuant to Article 113-ter of the Consolidated Banking Act, cancellation pursuant to Article 112-bis, paragraph 4, letter b), of the Consolidated Banking Act or equivalent procedures; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| h. | suspension or expulsion from professional bodies, removal (adopted as a disciplinary measure) from professional lists and associations imposed by the competent Authorities on the professional bodies themselves; revocation measures for just cause from offices held in management, administration and control bodies; similar measures adopted by bodies entrusted by law with the management of lists and directories; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| j. | a negative assessment by an administrative authority regarding the suitability of the representative within the framework of authorisation procedures envisaged by the provisions on corporate, banking, finance, securities, insurance and the rules on markets and payment services | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| l. | ongoing investigations and criminal proceedings relating to the offences referred to in points a) and b); | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

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| m. | negative information on the representative contained in the <i>Centrale Rischi</i> (Central Credit Register) set up pursuant to article 53 of the Consolidated Law on Banking; negative information means information on the representative, even when not acting as a consumer, which is relevant for the purposes of fulfilling the obligations set out in article 125, paragraph 3, of the same Consolidated Law. | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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Note: if the answer is YES, please provide details so that the Board can make the assessment taking into account the parameters indicated in the Attachment A to the Questionnaire.

4. Professionalism requirements according to Fit&Proper Requirements

CHAIRMAN

Exercise, for **at least five years**, even alternately, of activities of:

- | | | | |
|-----------|--|---------------------------------|--------------------------------|
| a. | administration or control or management duties in the credit, financial, securities or insurance industry; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
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| b. | administration, control or management tasks at listed companies or companies whose size and complexity are greater than or comparable with the Bank's (in terms of turnover, nature and complexity of the organisation or activity carried out), administration, control or management tasks in the credit, financial, securities or insurance sector; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| c. | professional activities related to the credit, financial, securities and insurance sectors or, in any event, functional to the Bank's activities. The professional activity must be characterised by adequate levels of complexity, also with reference to the recipients of the services provided, and must be carried out on a continuous and significant basis in the above-mentioned sectors; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| d. | university teaching activities, as first or second level lecturer, in legal or economic subjects or in other subjects however instrumental to the activity of the credit, financial, securities or insurance sector; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| e. | managerial, executive or top management functions, howsoever called, in public bodies or public administrations related to the credit, financial, securities or insurance sector, provided that the entity in which the person held such functions is of a size and complexity comparable with that of the Bank. | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |

Note: for the purposes of meeting the requirements set out in the previous point, the experience gained during the **twenty years prior to taking office is taken** into account. Experience gained at the same time in more than one function is counted only for the period of time in which it was carried out, without accumulating it.

In order to assess professionalism with respect to the above points, you are asked to complete the following table.

Company/Body/ University	Company size (tick the relevant classification)			Position/Role	Number of years in the role/office	Notes
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			
	Small	Medium	Large			

Note: Based on European Commission Recommendation 2003/361/EC, the following are defined as:

- (i) Small Enterprises: Turnover ≤ € 10 million; Assets ≤ € 10 million; Employees ≤ 50;
- (ii) Medium-sized companies: Turnover ≤ € 50 million; Assets ≤ € 43 million; Employees ≤ 250;
- (iii) Large companies: Turnover > € 50 million; Assets > € 43 million; Employees > 250.



For agencies, governments, and universities, the size designation need not be provided.

CHIEF OPERATING OFFICER

Possession of specific experience in the field of credit, finance, securities or insurance, gained through administrative or control activities or managerial duties for a period of not less than **five years** in the credit, finance, securities or insurance sector, or in listed companies or companies whose size and complexity is greater than or comparable to (in terms of turnover, nature and complexity of the organisation or activity carried out) that of the Bank. YES NO

Note: for the purposes of meeting the requirements set out in the previous point, the experience gained during the **twenty years prior to taking office is taken** into account. Experience matured at the same time in more than one function is counted only for the period of time in which it was carried out, without accumulating it.

In order to assess professionalism with respect to the above points, you are asked to complete the following table.

Company/Body/University	Company size (tick the relevant classification)	Position/Role	Number of years in the role/office	Notes
	Small Medium Large			
	Small Medium Large			
	Small Medium Large			
	Small Medium Large			
	Small Medium Large			
	Small Medium Large			

Note: Based on European Commission Recommendation 2003/361/EC, the following are defined as:

- (i) Small Enterprises: Turnover ≤ € 10 million; Assets ≤ € 10 million; Employees ≤ 50;
- (ii) Medium-sized companies: Turnover ≤ € 50 million; Assets ≤ € 43 million; Employees ≤ 250;
- (iii) Large companies: Turnover > € 50 million; Assets > € 43 million; Employees > 250.

For governmental entities and administrations, the size designation need not be provided.

NON-EXECUTIVE DIRECTOR

- | | | | |
|----|---|--------------------------|--------------------------|
| 1. | Exercise, for at least three years , even alternately, of: | | |
| a. | administration or control activities or management duties in the credit, financial, securities or insurance industry; | <input type="checkbox"/> | <input type="checkbox"/> |
| | | YES | NO |
| b. | administration or control activities or management tasks at listed companies or companies whose size and complexity is greater than or comparable with that of the Bank (in terms of turnover, nature and complexity of the organisation or activity carried out), | <input type="checkbox"/> | <input type="checkbox"/> |
| | | YES | NO |
| 2. | or, exercise, for at least three years , even alternatively, of: | | |
| a. | professional activities related to the credit, financial, securities and insurance sectors or, in any event, instrumental to the Bank's activities. The professional activity must be characterised by adequate levels of complexity, also with reference to the recipients of the services provided, and must be carried out on a continuous and significant basis in the above-mentioned sectors; | <input type="checkbox"/> | <input type="checkbox"/> |
| | | YES | NO |
| b. | university teaching activities, as first or second level lecturer, in legal or economic subjects or in other subjects however instrumental to the activity of the credit, financial, securities or insurance sector; | <input type="checkbox"/> | <input type="checkbox"/> |
| | | YES | NO |
| c. | managerial, executive or top management functions, howsoever called, in public bodies or public administrations related to the credit, financial, securities or insurance sector, provided that the entity in which the person held such functions is of a size and complexity comparable with that of the Bank. | <input type="checkbox"/> | <input type="checkbox"/> |
| | | YES | NO |

Note: for the purposes of meeting the requirements set out in the previous point, the experience gained during the **twenty years prior to taking office** is taken into account. Experience gained at the same time in more than one function is counted only for the period of time in which it was carried out, without accumulating it.

In order to assess professionalism with respect to the above points, you are asked to complete the following table.

Company/Body/University	Company size (tick the relevant classification)	Position/Role	Number of years in the role/office	Notes
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Note: Based on European Commission Recommendation 2003/361/EC, the following are defined as:

- (i) Small Enterprises: Turnover \leq € 10 million; Assets \leq € 10 million; Employees \leq 50;
- (ii) Medium-sized companies: Turnover \leq € 50 million; Assets \leq € 43 million; Employees \leq 250;
- (iii) Large companies: Turnover $>$ € 50 million; Assets $>$ € 43 million; Employees $>$ 250.

For agencies, governments, and universities, the size designation need not be provided.



5. Competence criteria under the Fit&Proper Requirements

In order to allow verification of the criteria of competence in past personal and professional conduct, the undersigned declares whether or not he/she possesses one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

	Rating (high, medium high, medium low and low)			
	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
1. financial markets	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
2. regulation of the banking and financial sector	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
3. strategic guidance and planning	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
4. organizational and governance framework	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
5. risk management (identifying, assessing, monitoring, controlling, and mitigating a bank's major types of risk, including the representative's responsibilities in these processes)	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
6. internal control systems and other operating mechanisms;	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
7. banking and financial activities and products	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
8. accounting and financial reporting	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
9. information technology	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
(*) coordination, direction or management of human resources such as to ensure effective performance of the functions of coordinating and directing the work of the Board, promoting its proper functioning, also in terms of circulation of information, effectiveness of the dialogue and stimulation of internal discussion, as well as the adequate overall composition of the body	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>

Note: "representative" means, depending on the case, the persons holding offices on (i) the Board of Directors; (ii) the Board of Statutory Auditors; (iii) the General Manager (if any).

Knowledge (*) is required for the Chairman only.

6. Specific competencies required by Board Policy (at least one)

In order to allow verification of the criteria of competence in past personal and professional conduct, the undersigned declares whether or not he/she possesses one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

	Rating (high, medium high, medium low and low)			
	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>
1. Adequate knowledge of the banking sector, of the dynamics and the economic-financial system, of banking and financial regulation and, above all, of risk management and control methodologies, acquired through many years of experience in administration, management and control in the financial sector	h <input type="checkbox"/>	m/h <input type="checkbox"/>	m/l <input type="checkbox"/>	l <input type="checkbox"/>

- | | | | | | |
|----|---|----------------------------|------------------------------|------------------------------|----------------------------|
| 2. | Experience in the management of operations aimed at facilitating the settlement, management and collection of receivables, in particular, from entities providing healthcare services, as well as from the Public Administration; | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 3. | Experience in entrepreneurial management and business organization acquired through many years of administration, management or control in companies, or groups of significant economic size, or in the Public Administration; | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 4. | Ability to read and interpret economic-financial data acquired through many years of experience in administration and control in companies, or professional practice, or university teaching; | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 5. | International experience and knowledge of foreign markets, acquired through the performance of multi-year business or professional activities at foreign institutions or entities, companies or groups with an international orientation. | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |

Note: [please provide clarifications, if needed be

7. Specific competencies that emerged from the annual self-assessment (at least one)

In order to allow verification of the criteria of competence in past personal and professional conduct, the undersigned declares whether or not he/she possesses one or more of the following theoretical knowledge and practical experience in one or more of the following areas:

- | | | Rating (high, medium high, medium low and low) | | | |
|-----|---|---|------------------------------|------------------------------|----------------------------|
| 1. | Businesses in which the Bank and its subsidiaries operate, also with regard to its future developments, and, therefore, with proven experience in the <i>securities services and payment infrastructure services</i> sectors, with specific know-how on new markets and <i>business</i> lines | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 2. | Financial markets and strategic planning, awareness of a credit institution's corporate strategic direction or business plan and its implementation | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 3. | Extraordinary finance and <i>business</i> development transactions by acquisition, as well as <i>partnership</i> agreements | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 4. | Sustainability and expertise in social responsibility | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 5. | <i>Information and communication technologies</i> , including <i>digital innovation</i> and <i>cybersecurity</i> | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 6. | Management and business organization, also in the field of human resources management - including remuneration and incentive systems, <i>operations</i> and information systems - mainly gained in the banking sector | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 7. | Credit and financial risk assessment | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 8. | NPL <i>management</i> | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 9. | Banking accounting (accounting and financial reporting, interpretation of a credit institution's financial data, identification of key issues and appropriate safeguards and measures based on that information) | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 10. | PA Dynamics | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| 11. | Knowledge of the international market, in particular, with reference to the Eastern European markets in which the Bank's subsidiaries and, in general, the BFF Group operate (Poland, Czech Republic, Slovakia and Croatia). | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| (*) | Expertise in legal and economic/financial matters, and in managing issues of strategic importance in the boardroom. | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |
| (*) | Possession of specific expertise, preferably acquired in top management positions of companies operating at international level, in the field of credit, finance, securities or insurance, gained through work experience in positions of appropriate | h <input type="checkbox"/> | m/h <input type="checkbox"/> | m/l <input type="checkbox"/> | l <input type="checkbox"/> |

responsibility for a period of no less than five years in the credit, banking and specific reference sector of the Bank's *business*, with sensitivity to sustainability profiles. Similar experience may also be gained in companies comparable with the Bank in terms of *business*, size and operational complexity, even in more than one country.

Note: [indicate any specifics]

Knowledge (*) is only required for the Chairman. Knowledge (*)(*) is only required for the Chief Executive Officer.

8. Independence requirements pursuant to Fit&Proper Requirements

The undersigned declares that he/she:

meets the independence requirements under the Fit&Proper Requirements.

YES NO

Notes: If the answer is YES, please answer if one or more of the following circumstances exists

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|-----------|---|---------------------------------|--------------------------------|
| a. | is the spouse, unless legally separated, a person bound by civil union or de facto cohabitation, relative or similar within the fourth degree: 1) of the Chairman of the Board of Directors and of the Bank's executive officers; 2) of the executives of the main corporate functions of the Bank; 3) of persons who are in the conditions described in letters b. to i.. | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| b. | is a participant in the Bank | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| c. | holds, or has held in the last two years at a participant in the Bank or companies controlled by the Bank, the position of Chairman of the Board of Directors or executive officer, or has held, for more than nine years in the last twelve years, the position of member of the Board of Directors of the Bank, as well as management positions at a participant in the Bank or companies controlled by the Bank | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| d. | has held the position of executive officer in the Bank in the last two years | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| e. | holds the position of independent director in another bank belonging to the same banking group, except in the case of banks that are directly or indirectly wholly owned by a controlling party | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| f. | has held, for more than nine of the last twelve years, positions as a member of the Board of Directors of the Bank, as well as management positions at the Bank | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| g. | is an executive officer in a company in which a Director with executive authority of the Bank holds the office of director or management director | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| h. | has, directly or indirectly, or has had in the two years prior to taking office, any self-employment or subordinate working relationships or other relationships of a financial, asset or professional nature, including non-continuous relationships, with the Bank or its executive officers or its Chairman, with companies controlled by the Bank or its executive officers or their chairmen, or with a participant in the Bank or its executive officers or its Chairman, such as to compromise independence; | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |

- i. 1) holds or has held within the past two years one or more of the following positions: YES NO
2) is a Member of national and European Parliament, Government or European Commission;
3) is a regional, provincial or municipal councillor or councillor, chairman of a regional council, chairman of a province, mayor, chairman or member of a district council, chairman or member of the board of directors of consortia of local authorities, chairman or member of the boards or councils of unions of municipalities, board member or chairman of special companies or institutions pursuant to article 114 of Legislative Decree no. 267 of 18 August 2000, mayor or councillor of metropolitan cities, chairman or member of the bodies of mountain or island communities, when the overlapping or contiguity between the territorial area of reference of the body in which the above-mentioned offices are held and the territorial structure of the Bank or the banking group to which it belongs is such as to compromise its independence

Note: If the answer is YES, please provide details (e.g., indication of type of proceeding and any other information useful to assess the situation).

Clarification:

- (1) "executive officer" means executive directors and/or the role of chief executive officer.
(2) "Participant" means a person who controls or exercises significant influence over the Bank or who holds interests that allocate a share of the voting rights or capital of the Bank equal to at least 10%.
(3) with regard to point h) above, the commercial relationship, which took place during the previous financial year, pursuant to the Board of Directors' Regulations, is deemed "significant" on the basis of two parameters:
a. continuity: more than six months duration, and
b. 10% maximum threshold:
- the turnover of the firm or professional practice to which the director belongs, or
- of the advisor's own income as an individual.
In the case of a Director who is also a partner in a professional firm or consulting firm, the Board assesses the significance of professional relationships that may have an effect on his or her position and role within the firm or consulting firm or that, in any event, relate to important Bank and Group transactions, even independently of the quantitative parameters set out above;
(4) pursuant to the Board of Directors' Regulations, a statement is also requested in the above-mentioned note as to whether, in the previous three financial years, any significant additional remuneration was received from the Bank or a subsidiary or parent company (with respect to the fixed emolument as a non-executive director of the Bank and any remuneration for participation in Committees, also in the form of participation in incentive plans linked to the company's performance, including share-based plans, or envisaged by current legislation). This additional remuneration is assessed as significant by the Board of Directors if it exceeds the threshold of a maximum of 20% of the director's income as a natural person, excluding from the director's income any remuneration received in his/her capacity as a member of the management bodies of the parent company and/or subsidiaries.

The undersigned also declares that:

I meet the independence requirements pursuant to Article 147-ter, paragraph 4, as referred to in Article 148, paragraph 3, of the Consolidated Law on Finance¹ YES NO

¹ Art. 148, paragraph 3, of the Consolidated Law on Finance: "The following may not be elected as auditors and, if elected, shall forfeit their office
a) those who find themselves in the conditions set out in Article 2382 of the Italian Civil Code;

meet the independence requirements under art. 2, recommendation 7, of the Corporate Governance Code²

YES NO

9. Conflicts of Interest

The undersigned declares that he/she has a conflict of interest:

1. PERSONAL (upon appointment and on-going)

- | | | | |
|----|--|---------------------------------|--------------------------------|
| a. | having personal ties with other members of the Board of Directors, personnel holding key positions or significant shareholders of the Bank or its subsidiaries | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |
| b. | carries on - or one of his close family members carries on - business activities with the Bank or one of its subsidiaries | <input type="checkbox"/>
YES | NO |
| c. | being a party - or one of its close family members is a party - to legal proceedings against the Bank or one of its subsidiaries | <input type="checkbox"/>
YES | <input type="checkbox"/>
NO |

b) the spouse, relatives and in-laws up to the fourth degree of kinship of the directors of the company, the directors, spouse, relatives and in-laws up to the fourth degree of kinship of the directors of the companies controlled by it, of the companies controlling it and of those subject to common control;

c) those who are linked to the company or to its subsidiaries or to the companies controlling it or to those subject to joint control or to the directors of the company and to the persons referred to in subparagraph b) by a relationship of self-employment or employment or by other relationships of a financial or professional nature which compromise their independence".

² Art. 2, Corporate Governance Code: 'Circumstances that compromise, or appear to compromise, a director's independence include at least the following:

(a) if he/she is a significant shareholder of the company;

b) if he/she is, or has been in the previous three financial years, an executive director or employee

- of the company, of a company controlled by it having strategic importance or of a company under common control;

- of a significant shareholder of the company;

c) if, directly or indirectly (e.g. through subsidiaries or companies of which he/she is an executive director, or as a partner of a professional firm or consulting company), he/she has, or has had in the previous three financial years, a significant commercial, financial or professional relationship

- with the company or companies controlled by it, or with its executive directors or top management;

- with a person who, also together with others through a shareholders' agreement, controls the company; or, if the controlling company is a company or entity, with the relevant executive directors or top management;

d) if he/she receives, or has received in the previous three financial years, from the company, one of its subsidiaries or the controlling company, significant remuneration in addition to the fixed remuneration for the office and to that provided for participation in the committees recommended by the Code or provided for by the regulations in force

e) if he/she has been a director of the company for more than nine financial years, even if not consecutive, in the last twelve financial years;

f) if he/she holds the office of executive director in another company in which an executive director of the company holds the office of director;

g) if he/she is a shareholder or director of a company or of an entity belonging to the network of the company entrusted with the statutory audit of the company;

(h) if he is a close relative of a person who is in one of the situations referred to in the previous points."

All members of the supervisory body meet the independence requirements set out in Recommendation 7 for directors.

With reference to the significance of the relationships referred to in c) above, it should be noted that the business relationship, which took place in the previous year, will be considered "significant" on the basis of two parameters

- continuity: more than six months' duration, and

- threshold of 10% maximum

- of the turnover of the company or professional firm to which the director belongs, or

- of the director's income as a natural person.

The Board of Auditors will assess compliance with this threshold on the basis of self-certification provided by the director.

In the case of a director who is also a partner in a professional firm or consulting company, the Board of Directors shall assess the significance of professional relationships that may have an effect on his position and role within the firm or consulting company or that, in any event, relate to important operations of the Bank and the Group, even independently of the quantitative parameters indicated above.

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances

2. PROFESSIONAL (upon appointment or within the previous 5 years)		
a. being - or one of the close family members is - at the same time an executive of the Bank, of one of its subsidiaries or in a competitor	<input type="checkbox"/>	<input type="checkbox"/>
	YES	NO
b. has - or one of his or her close family members has - a significant business relationship with the Bank, one of its subsidiaries or a competitor	<input type="checkbox"/>	<input type="checkbox"/>
	YES	NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances

3. FINANCIAL (at the time of appointment)		
has - or any of his or her immediate family members have - a significant financial interest in or significant financial obligation to the Bank or any of its subsidiaries, a customer of or a competitor of the Bank or any of its subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>
	YES	NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances

4. POLITICAL (upon appointment or within the previous 2 years)		
holds - or one of their close family members holds - a position of high political influence.	<input type="checkbox"/>	<input type="checkbox"/>
	YES	NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances

5. OTHER		
any other relationships, positions, involvements that could adversely affect the interests of the Bank and other Group entities.	<input type="checkbox"/>	<input type="checkbox"/>
	YES	NO

Note: If the answer is YES, please provide additional clarification in order to assess the circumstances

Clarification:

⁽¹⁾ Close family members are defined as: spouse, de facto cohabiting partner, cohabitant, child, parent or other family member with whom the individual shares the same dwelling.

⁽²⁾ Significant shareholders are defined as: those who hold an interest of 5% or more.

⁽³⁾ The significance of the business relationship depends on the amount of financial value it represents to the business of the representative or his/her close family member.

⁽⁴⁾ In the case of a business or professional relationship with the Bank/subsidiaries or a competitor, indicate the percentage of the turnover of the business conducted by the individual or close family member with the Bank, its subsidiaries or a competitor to the total turnover.

⁽⁵⁾ Examples of bonds/financial interests are equity investments, other types of investments and loans. The materiality of the interest or obligation depends on the amount of (financial) value they represent for the financial resources of the said representative. In principle, the following cases would be regarded as not material: all secured personal loans (e.g. private mortgages) that are non-preferential (i.e. at standard market conditions for the bank in question) and performing; all other non-preferential performing loans of less than EUR 200,000, whether secured or not; participations of 1% or less held at the time of appointment or other investments of equivalent value.

⁽⁶⁾ "Significant political influence" can occur at any level: local (e.g. mayor), regional or national (e.g. within government); in the case of a civil servant (e.g. in public administration) and a representative of a state. The relevance of the conflict of interest depends on any specific obligations or powers arising from the political role that would prevent the individual from acting in the interests of the supervised entity.

10. Incompatibility

The undersigned - given that BFF Bank is a company authorised to carry out banking activities, operating in the factoring market (purchase of receivables from the NHS and Public Administration), accounting for collections and management of receivables from NHS suppliers, collection of savings through deposit accounts, bank payment services and security services - (as per Annex B) declares that he/she is in one of the following situations of incompatibility:

1. INTERLOCKING

The company or group in which a position is held in management, supervisory or control bodies (Board of Directors, Management Board, Board of Statutory Auditors, Supervisory Board) or a top management role (General Manager; Executive in charge of drawing up the corporate accounting documents) carries out activities that compete with those of the Bank or the Group it heads. YES NO

Notes: If the answer is YES, please provide additional clarification in order to assess whether or not the ban on interlocking applies.

2. INCOMPATIBILITY pursuant to Legislative Decree no. 165/2001)

Incompatible roles for public employees pursuant to Legislative Decree no. 165/01, as subsequently amended. YES NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances.

3. LEGAL OR STATUTORY

- a. Breach of the prohibition set out in art. 2390 of the Italian Civil Code. YES NO
- b. Member of Parliament and member of the Government ex art. 6 of Law n. 60/1953 YES NO

Notes: if the answer is YES, please provide additional clarification in order to assess the circumstances

11. Time availability

The undersigned declares that he/she can devote adequate time to the performance of the duties, taking into account the commitment required and the tasks carried out within the Bank (also taking into account preparation of the meetings). In this regard, it should be noted that, in order to carry out the assignment in the financial year 2022, it is estimated that the participation in 14 meetings of the Board of Directors, an average of 7 meetings for each Board Committee, 4 days dedicated to training activities and/or extra-board meetings is required.

In order to allow the Board to assess time availability, you are requested to complete the table below.

A. List of executive and non-executive positions. List the position for which this form is being completed first and all other positions held after that.								
Entity <i>(indicate listed companies with an *)</i>	Company size ⁽¹⁾	Position within the institution: executive director / non-executive director / other	Application of Aggregation or Computation Exclusions <i>(specify waiver)</i>	Additional Responsibilities <i>(such as committee membership, chairing functions, etc.).</i>	No. of meetings per year	Time commitment <i>(days/year)</i>	Additional Information <i>(for example: duration and next expiry date)</i>	Total Dedicated Days (A) ⁽²⁾
BFF	LARGE	NED		CN+CR MEMBER	14 +12	20	3 YEARS -EXP MAR2021	
LAR ESPAÑA	LARGE	NED		CAC MEMBER	11+8	20 (HALF DAYS)	4 periods of 3years (2022)	
CEMEX	LARGE	NED		NONE	4	4	12 years (2031)	
ORYZON GENOMICS	SMALL	NED		CAC+CNR MEMBER	5+6+4	15 (half days)	3 periods of 4 years (2022)	
MAKINGSCIENCE	MEDIUM	NED		NONE	5	5 half days	3 years (2023)	
TOT (A)								
B. Professional/academic activity								
Activities								Total dedicated days (B)
Executive in residence for ESASDE business School								
TOT (B)								
TOTAL DAYS PER YEAR DEVOTED TO ALL ASSIGNMENTS (A + B)								110

⁽¹⁾ Classification based on European Commission Recommendation 2003/361/EC:
 Small enterprises: Turnover ≤ € 10 million; Assets ≤ € 10 million; Employees ≤ 50;
 Medium-sized companies: Turnover ≤ € 50 million; Assets ≤ € 43 million; Employees ≤ 250;
 Large companies: Turnover > € 50 million; Assets > € 43 million; Employees > 250.

⁽²⁾ The overall commitment shown is an estimate of the time required to prepare for and attend meetings.

12. Limit to the number of offices

The undersigned declares that he/she holds, also in light of the table in the preceding point,

- Total no. **5** assignments, of which:
- a. n. 0 executives
 - b. n. 5 non-executive
- You are also asked to indicate
- c. the total number of appointments benefiting from the Aggregation, with an indication of the companies aggregated, and whether, as a result of the Aggregation, the appointment qualifies as executive or non-executive.
 - d. the total number of offices benefiting from the Computation Exclusion

Notes: enter the information in c above.

Clarification:

Except as set forth *below*, each such officer may not hold an aggregate number of positions in banks or other business corporations in excess of one of the following alternative combinations:

- a. No. 1 executive office and no. 2 non-executive office;
- b. No. 4 non-executive office.

For purposes of calculating the above limits, the position held at the Bank (the "**Limits**") shall be included.

The Limits do not apply to members who hold positions in the Bank representing the Government or other public bodies.

For the purposes of calculating the Limits, positions held by the representative shall not be considered:

- a. at companies or entities the sole purpose of which is to manage the private interests of a representative or of a spouse who is not legally separated, a person bound by civil union or de facto cohabitation, a relative or a relative-in-law within the fourth degree and which do not require any type of day-to-day management by the representative;
- b. as a professional in a professional company;
- c. as alternate auditor (the "**Computation Exclusions**").

For purposes of calculating the Limits, the aggregate of the positions held in each of the following cases shall be considered as one position:

- a. within the same group;
- b. in banks belonging to the same institutional protection system;
- c. in companies, not part of the group, in which the bank holds a qualifying holding as defined in Regulation (EU) No. 575/2013, Article 4(1), point 36.

If more than one of the cases described in paragraph a), b) and c) above occurs at the same time, the offices are added together. The sum of the positions counted as a single position is considered as an executive position if at least one of the positions held in the above-mentioned situations is executive; in the other cases it is considered as a non-executive position (the "**Aggregation**").

Taking on a non-executive position in addition to the Limits (the "**Additional Position**") shall be permitted provided that it does not impair the ability of the representative to devote adequate time to the position with the Bank to effectively perform his or her duties. For this purpose, the Board shall consider, among other things:

- b. the fact that the representative holds an executive position within the Bank or is a member of Committees;



- c. the size, business and complexity of the Bank or other business company at which the additional assignment would be made;
- d. The duration of the additional assignment;
- e. the level of expertise accrued by the representative for carrying out the position in the Bank and any synergies between the different positions.

The taking on of the Additional Assignment is not permitted to representative who:

- a. holds the position of Chief Operating Officer, or Chairman of the Board of Directors or of a Committee at the Bank;
- b. benefits, for other assignments, from the Aggregation.

The Additional Assignment is not eligible for Aggregation.

The Chief Executive Officer, subject to the Computation Exclusions, may not hold:

- (i) any other executive office;
- (ii) More than two non-executive positions.

For the Chairman and the Chief Operating Officer, the possibility of serving as a member of the Board of Statutory Auditors is excluded.

Attachment A

1. The occurrence of one or more of the situations that are relevant for the purposes of assessing the existence of the requirement of fairness for the Director does not automatically lead to his/her unsuitability, but requires an assessment by the competent body. The assessment is conducted with regard to the principles of sound and prudent management, as well as to safeguarding the Bank's reputation and public trust.
2. The evaluation shall be conducted based on one or more of the following parameters, where relevant:
 - a) objective seriousness of the facts committed or contested, with particular regard to the extent of the damage caused to the protected legal asset, the damaging potential of the conduct or omission, the duration of the violation, any systemic consequences of the violation;
 - b) frequency of behaviors, with particular regard to the repetition of behaviors of the same nature and the time lapse between them;
 - c) stage of the administrative penalty appeal process;
 - d) stage and degree of the criminal proceedings;
 - e) type and amount of the sanction imposed, assessed according to criteria of proportionality, which take into account, among other things, the severity of the sanction also on the basis of the bank's financial capacity;
 - f) the period of time that elapsed between the occurrence of the relevant fact or conduct and the appointment resolution. As a rule, the facts that occurred or the conduct that took place no more than ten years prior to the appointment are taken into account; if the relevant fact or conduct took place more than ten years earlier, they must be taken into account only if they are particularly serious or, in any case, there are particularly qualified reasons why the sound and prudent management of the bank could be affected;
 - g) level of cooperation with the relevant body and the supervisory authority;
 - h) any reparatory conduct undertaken by the interested party to mitigate or eliminate the effects of the violation, even after the adoption of the sentence, sanction or one of the measures referred to in paragraph 3 of the Questionnaire;
 - i) degree of responsibility of the subject in the violation, with particular regard to the effective power structure within the bank, company or entity at which the position is held, the conduct actually carried out, the duration of the position held;
 - j) reasons for the measure taken by administrative bodies or authorities;
 - k) relevance and connection of conduct, behaviour or facts to the banking, financial, securities, insurance and payment services sectors, as well as in matters of anti-money laundering and terrorist financing.
3. In the case referred to in point 3 of the Questionnaire, the sanction imposed is only taken into consideration if there are objective elements capable of proving the individual and specific contribution made by the subject in committing the sanctioned facts. In any case, sanctions equal to the minimum amount are not taken into consideration.
4. The case envisaged in point 3 of the Questionnaire, letter g), is relevant only if there are objective elements capable of proving the individual and specific contribution made by the person to the events that led to the company's crisis, taking into account, among other things, the duration of the period during which the person concerned carried out his/her functions at the company and the period of time that elapsed between the carrying out of the functions and the adoption of the measures mentioned in point 3 of the Questionnaire, letter g).
5. The fairness criterion is not met when one or more of the situations listed in item 3 of the Questionnaire paint a serious, accurate, and concordant picture of conduct that is contrary to the objectives stated in paragraph 1.

Attachment B

MARKET (product markets in which the Bank operates)	COMPANY (indicate the name of the company in which the office is held if there is market overlap)
<i>Securities Services</i>	
Depository Bank	
• Investment funds	
• Pension funds	
Trading on own account	
<i>Payments</i>	
Transit and foreign services	
Customer payments and collections	
Cheques and effects	
<i>Desk services</i>	
Granting of financing	