

**BFF Bank S.p.A.**  
**Head office in Milan, Via Domenichino No. 5**  
**share capital 142.929.817,72 euros, fully paid-in**  
**R.E.A. of Milan n. 1193335**  
**Tax ID code and VAT No. 07960110158**  
**Registered in the Bank Register under no. 5751, ABI Code no. 3435**  
**The parent company of the banking group BFF Banking Group,**  
**registered with the Banking Group Register**

### **NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

The ordinary Shareholders' Meeting of BFF Bank S.p.A. has been convened in Milan, Via Domenichino, No. 5, on a **single call**, for its ordinary session on **13 April 2023 at 11.00 am** to discuss and resolve on the following

#### **AGENDA**

1. Financial Statements as of December 31, 2022. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the Consolidated Financial Statements of the BFF Banking Group as of 31 December 2022.
2. Allocation of the net income of the fiscal year. Related resolutions.
3. Resolutions related to the first section of the Annual Report on remuneration policy and compensation paid pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58/1998, as amended and supplemented;
4. Resolutions related to policies for determining compensation in the event of early termination of office or termination of employment, including limits on such compensation;
5. Resolutions related second section pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998.
6. Authorisation for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, art. 132 of Legislative Decree no. 58/1998, and art. 144-bis of the Regulation approved by Consob with resolution 11971/1999. Subject to revocation for the part not yet executed, of the authorization resolved by the Assembly on March 31, 2022. Related resolutions.

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In accordance with the provisions allowed by Article 106, paragraph 4, of Decree Law No. 18 of March 17, 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19," converted into Law No. 27 (the "**Decreto Cura Italia**"), as most recently extended by Article 3, Paragraph 10-undecies of Decree Law No. 198/2022 (the "**Decreto Milleproroghe**"), converted into Law No. 14 of February 24, 2023 headed "Conversion into law, with amendments, of Decree-Law No. 198 of December 29, 2022, attendance at the Shareholders' Meeting may take place exclusively through the granting of proxy to the representative designated by the Bank pursuant to Article 135-undecies of Legislative Decree No. 58/1998, as amended and supplemented (the "**TUF**"), namely Computershare S.p.A, with registered office in Milan, Via Lorenzo Mascheroni, No. 19 (the "**Designated Representative**"), in accordance with the provisions of the law and current regulations.

### INFORMATION ON SHARE CAPITAL

Pursuant to Article 125-quater, paragraph 1, letter c), of the TUF, notice is hereby given that, as of today's date, the fully subscribed and paid-up share capital of BFF is **142,929,817.72** (One hundred forty-two million nine hundred twenty-nine and eight hundred seventeen.72), divided into no. **185,604.558** (one hundred and eighty-five six hundred and four million five hundred and fifty-eight) ordinary shares with no par value and in dematerialized form, each of which entitles the holder to 1 (one) vote at the Shareholders' Meeting, as provided for in Article 5 of the Bank's Articles of Association (the "**Articles of Association**"), available in the "Investor/Governance/Corporate Documents" section of the Bank's website (www.bff.com, the "**Website**"). There are no classes of shares other than ordinary shares.

As of the date of publication of this notice, the Bank holds No. 817.338 treasury shares for which voting rights are suspended pursuant to Article 2357-ter, second paragraph of the Civil Code.

### ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Pursuant to art. 83-sexies of the TUF and related implementing provisions, persons are entitled to attend the Shareholders' Meeting and exercise their voting rights, **exclusively through the Appointed Representative** as specified below, for whom, at their request, the intermediaries authorised by law, in accordance with the terms of the law and regulations indicated below, have made the appropriate communication to the Company, certifying ownership of the voting right on the basis of the evidence in the accounts at the end of the accounting day of **31 March 2023**, coinciding with the seventh trading day prior to the date set for the Shareholders' Meeting (the "**Record Date**"). Those who become owners of the shares after such date shall not be entitled to participate and vote at the Meeting. The communication from the intermediary must be received by the Company by **6 April 2023**, a deadline coinciding with the end of the third trading day prior to the date of the Shareholders' Meeting. This shall not affect the right to attend and vote if the communication is received by the Company after the deadline, if it is received before the start of the Shareholders' Meeting. This is subject to the right to speak and vote if the notice is received by the Company after the deadline, provided that it is received before the start of the meeting proceedings.

The Bylaws do not provide for voting procedures by mail or electronic means.

Pursuant to art. 106, paragraph 4 of the Cura Italia Decree, participation in the Shareholders' Meeting by those who have the right to vote, as mentioned above, is allowed **exclusively through the representative appointed by the Company pursuant to** art. 135-undecies of the TUF, to whom a proxy or sub-delegation must be conferred, in the manner indicated below.

The Directors, the Statutory Auditors, the representatives of the independent auditors, the Notary Public, the Appointed Representative, as well as the additional persons invited to attend the meeting, may participate in the Shareholders' Meeting by means of telecommunication means that guarantee, also, their identification, [in compliance with the provisions of Article 106, paragraph 2, of the Cura Italia Decree. Instructions for the participation in the Shareholders' Meeting of such persons by means of telecommunication will be made known to them by the Bank.

It should be noted that the Articles of Association do not provide for voting procedures by mail or electronic means.

The Shareholders' Meeting will be considered conventionally held at the Bank's registered office at 5 Via Domenichino, Milan, Italy (the "**Registered Office**").

#### **REPRESENTATIVE APPOINTED AND THE RIGHT TO PARTICIPATE AND VOTE**

The persons having the right to vote who intend to participate in the Shareholders' Meeting shall confer, without expenses to their charge (except for any postage expenses), alternatively a proxy or sub-delegation - pursuant to the provisions of Article 135-novies, and notwithstanding Article 135-undecies of the TUF - on all or some of the proposals on the agenda. The proxy or sub-delegation will be deemed valid only for those proposals in relation to which voting instructions are given.

To this end, the specific proxy and/or sub-delegation forms prepared by the Designated Representative himself, in agreement with the Company, must be used, which will be made available on the *website* in the "*Investor/Governance/Shareholders' Meeting Documentation*" section, at the Company's registered office or on request from the Designated Representative himself.

The proxy form pursuant to Article 135-undecies of the TUF to the Designated Representative, together with the voting instructions, and together with a copy of a valid document, must be received by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., by **11 April 2023**) in the manner indicated on the form itself. The proxy and the voting instructions are revocable in the same manner and within the same time limit as for their conferral.

It should also be noted that the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF, which must be received with the voting instructions, together with a copy of a valid document by **12 April 2023**, in accordance with the procedures indicated in the form available on the *website* [www.bff.com](http://www.bff.com) in the section "*Governance/Documents for Shareholders' Meetings*", at the Company's registered office or on request from the Appointed Representative.

The communication to the Company made by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting, is also necessary in case of conferral of the proxy or sub-delegation to the Designated Representative of the Company; therefore, in the absence of the aforementioned communication, the proxy or sub-delegation shall be considered ineffective.

The Appointed Representative will be available for clarification or information at 02-46776814, 02-46776826, 02-46776829 or at the following e-mail addresses [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting; in relation to proposals for which voting instructions have not been conferred, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

#### **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS**

Pursuant to Article 126-bis of the Consolidated Finance Act and Article 9, paragraph 8 of the Articles

of Association, Shareholders who, also jointly, represent at least one fortieth of the Bank's share capital may request, within ten days of the publication of this notice of call of the Shareholders' Meeting (i.e. by **19 March 2023**), the integration of the items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda.

Requests, together with the intermediary's certification proving ownership of the shareholding and information allowing for the identification of the requesting Shareholders, must - within the aforementioned deadline - be sent in writing, signed in original, to the registered office, for the attention of the Corporate Affairs Secretary, by registered mail with return receipt, or by certified e-mail to or by certified e-mail to [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com).

Within the same time limit and in the same manner, the requesting or proposing Shareholders must send to the Board of Directors a report containing the reasons for the request or proposal.

Additions to the agenda, or the presentation of further proposals for resolutions on items already on the agenda, will be notified by the Company, in the same manner as prescribed for the publication of the notice of call, at least fifteen days prior to the Shareholders' Meeting (i.e. by **29 March 2023**) accompanied by any evaluations by the Board of Directors. At the same time, the reports prepared by the requesting or proposing Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same form as the documentation relating to the Shareholders' Meeting.

Additions to the agenda by Shareholders are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

#### **SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS**

Given that attendance at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Appointed Representative of the Company, for the purposes of this Shareholders' Meeting, in order to make it possible for those interested to exercise their right pursuant to Article 126-bis, paragraph 1, penultimate sentence, of Legislative Decree no. 58/1998 - albeit in a manner and within a timeframe compatible with the health emergency and the imperative need for individual resolution proposals to be known by all those entitled to attend the Shareholders' Meeting and exercise their voting rights in time to provide voting instructions to the Designated Representative - Shareholders may individually submit resolution proposals on the items on the agenda to the Company by 6 p.m. on **29 March 2023** so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimise their right by transmitting to the Company appropriate documentation issued in accordance with the applicable provisions by the intermediary holding the account in which the ordinary shares are registered. The resolution proposals, and the aforementioned documentation relating to legitimation, must be submitted by sending them to the certified e-mail address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com) with the express reference "**Ordinary Shareholders' Meeting 13 April 2023 of BFF Bank 2023 - Individual resolution proposals**". The resolution proposals received within the terms and according to the procedures illustrated above shall be published on the Company's website **by 23,59 p.m. on 29 March 2023**, so that holders of voting rights may examine them for the purpose of conferring proxies and/or sub-delegations, with related

voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

#### THE RIGHT TO SUBMIT QUESTIONS ON MATTERS ON THE AGENDA

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on matters on the agenda even before the Shareholders' Meeting, by the end of the seventh open market day prior to the Shareholders' Meeting (i.e. by **31 March 2023**).

The requests - accompanied by the references of the certification sent by the intermediary to the Company proving the right to vote - shall be received by certified e-mail to [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com) indicating, in the subject of the e-mail, the wording "**Ordinary Shareholders' Meeting 2023 - Questions on the items on the agenda ex art. 127-ter Legislative Decree no. 58 of 24 February 1998**".

Questions received prior to the Shareholders' Meeting, if relevant, will be answered at the by **11 April 2023**, by means of publication on the Shareholders' meeting section of the website "*13 April Ordinary Shareholders' Meeting BFF Bank 2023 -Questions*", with the right of the Company to provide a single answer to questions with the same content. This response is not due when the requested information is already available in a "question and answer" format in a specific section of the *website*.

The Company will not respond to applications that do not comply with the terms and conditions set out above.

#### DOCUMENTATION AND INFORMATION

The documentation relating to the items on the agenda, including the illustrative reports of the Board of Directors on the items on the agenda and the proposed resolutions contained therein, will be made available to the public, within the terms and according to the procedures provided for by the regulations in force, at the Company's registered office and on the website (section "*Investor/Governance/Shareholder's Meeting documentation*"), as well as at the authorised storage mechanism *1info*, managed by Computershare S.p.A., at the address [www.1info.com](http://www.1info.com) and, more specifically by **March 23, 2023**, which is twenty-one days before the Shareholders' Meeting. Shareholders are entitled to inspect it and request a copy.

The Articles of Association are available on the website (section "*Investor/Governance/Corporate Documents*").

Pursuant to Article 125-bis of the Consolidated Law on Finance, an extract of this notice will be published in the daily newspaper IL SOLE 24 ORE on **10 March 2023**.

For the Board of Directors  
THE CHAIRMAN  
Salvatore Messina

Milano, 9 march 2023