

BFF Bank S.p.A.
registered office in Milan, Viale Lodovico Scarampo no. 15
Share capital Euro 145.044.186,90 i.v.
R.E.A. of Milan no. 1193335
Tax Code and VAT no. 07960110158
Registered with the Bank Register at no. 5751, ABI Code No. 5000
Parent company of the BFF Banking Group,
enrolled in the Register of Banking Groups

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting (the "**Meeting**") of BFF Bank S.p.A. (the "**Bank**" or "**BFF**" or the "**Company**") is convened at the Bank's registered office at Viale Lodovico Scarampo no. 15, Milan, Italy (the "**Registered Office**" in a **single call**, on **Thursday, April 17, 2025**, at **11:00 a.m.**, to deliberate on the following

AGENDA

1. Approval of the Financial Statements as of December 31, 2024. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditors. Presentation of the consolidated financial statements of BFF Banking Group as of December 31, 2024. Presentation of Sustainability Report.;
2. Allocation of the profit as of December 31, 2024;
3. Approval of the Report on remuneration policy and compensation paid: Section I - Remuneration and Incentive Policy of the BFF Group pursuant to Art. 123-ter, par. 3-bis and 3-ter of Legislative Decree no. 58/1998, as amended and supplemented;
4. Approval of policies for determining compensation in the event of early termination of office or termination of employment, including limits on such compensation;
5. Report on compensation policy and compensation paid: non-binding vote on Section II - Disclosure of compensation paid in financial year 2024;
6. Approval of the new *Stock Grant* Plan pursuant to Art. 114-bis of Legislative Decree no. 58/1998, as amended and supplemented, and grant of related powers.
7. Approval of the new *Long-Term Incentive* Plan, pursuant to Art. 114-bis of Legislative Decree no. 58/1998, as amended and supplemented, and grant of related powers.
8. Authorization to purchase and dispose of treasury shares pursuant to Art. 2357 and 2357-ter of the Italian Civil Code, Art. 132 of Legislative Decree no. 58/1998, and Art. 144-bis of the Regulations approved by Consob Resolution no. 11971/1999, subject to revocation of the not executed authorization resolved by the Shareholders' Meeting on April 18, 2024.

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CAPITAL INFORMATION

Pursuant to Art. 125-*quater*, par. 1, letter c), of Legislative Decree no. 58/1998 ("TUF"), notice is hereby given that, as of today's date, BFF's fully subscribed and paid-up share capital amounts to Euro **145,044,186.90** (One hundred forty-five million and zero forty-four hundred and eighty-six/90), divided into **188,369,074** (one hundred and eighty-eight million three hundred and sixty-nine hundred and seventy-four) ordinary shares with no par value and in dematerialized form, each of which entitles the holder to no. 1 (one) vote at the Shareholders' Meeting, as provided for in Art. 5 of the Bank's Bylaws (the "**Bylaws**"), 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 of call, the Bank holds 391,426 treasury shares for which voting rights are suspended pursuant to Art. 2357-*ter*, par. 2, of the Italian Civil Code.

ENTITLEMENT TO SPEAK AND VOTE AT THE MEETING

Pursuant to Art. 83-*sexies*, par. 2, of the TUF and its implementing provisions, persons are entitled to attend the Shareholders' Meeting and exercise their voting rights, who have submitted to the Bank the appropriate notice issued by a qualified intermediary in accordance with the law, certifying ownership of the voting right on the basis of their accounting records relating to the end of the accounting day of **April 8, 2025**, coinciding with the seventh open market day prior to the date set for the Shareholders' Meeting (the "**Record Date**").

Those who will be holders of the Bank's shares after that date shall not have the right to attend and vote at the Shareholders' Meeting.

The aforementioned communication from the intermediary must be received by the Bank within **April 14, 2025**, a deadline coinciding with the end of the third open market day prior to the date of the Shareholders' Meeting. This is without prejudice to the entitlement to attend and vote if the notice is received by the Bank after the aforementioned deadline, as long as it is received by the start of the meeting proceedings.

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

RIGHT TO ATTEND AND VOTE

Pursuant to Art. 11 of the Bylaws and Art. 135-*novies* of the TUF, Shareholders may be represented at the Shareholders' Meeting by written proxy in accordance with current legal provisions, with the option to use the proxy form available at the Company's Registered Office or on the Website at: <https://investor.bff.com/it/shareholders-meeting-documentation>. The proxy may be given by a paper document signed with a handwritten signature, or by a computer document signed with a qualified electronic signature or digital signature, in accordance with current Italian law.

The representative may, in lieu of the original, deliver or transmit to the Company a copy of the proxy, including in a computer medium, certifying under his or her own responsibility the conformity of the proxy to the original and the identity of the delegating party.

Voting proxies may be notified to the Company, by registered letter with return receipt, to the address of the Company's Registered Office, or by sending them to the certified e-mail address assemblea@pec.bffgroup.com.

Any prior notification does not exempt the delegate, when accrediting for access to the meeting proceedings, from the obligation to attest to the conformity of the notified copy with the original and to the identity of the delegating party.

DESIGNATED REPRESENTATIVE OF THE COMPANY

The Company has designated Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, No. 19 (hereinafter, the "**Designated Representative**"), as the representative to whom the holders of voting rights may confer, without expense to the delegating party, pursuant to the provisions of Art. 135-*undecies* of the TUF, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy will be effective only for those proposals in relation to which voting instructions are given.

For this purpose, the specific proxy form prepared by the Designated Representative itself, in agreement with the Company, and available, on the website <https://investor.bff.com/it/shareholders-meeting-documentation>, at the Company's registered office or at the above-mentioned registered office of the Designated Representative, shall be used.

The proxy to the Designated Representative, with the voting instructions, must be received at the offices of the Designated Representative itself, in Milan, Via Lorenzo Mascheroni, no. 19, in the manner indicated on the form itself, possibly anticipating a copy by attaching it to an e-mail message to be sent to the address ufficiomi@computershare.it, by the end of the second open market day preceding the date set for the Shareholders' Meeting (*i.e.*, by **April 15, 2025**). The proxy and voting instructions are revocable in the same manner and within the same time limit as for their granting.

The communication to the Company made by the intermediary certifying the entitlement to attend the Meeting is also required in the case of granting the proxy to the Company's Designated Representative; therefore, in the absence of the aforementioned communication, the proxy shall be deemed to be of no effect.

The Designated Representative is available for clarification or information at: 02-46776814, 02-46776821 or at the following e-mail address: ufficiomi@computershare.it.

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

SUPPLEMENTING THE AGENDA AND SUBMITTING NEW PROPOSED RESOLUTIONS

Pursuant to Art. 126-*bis* of the TUF and Art. 9, par. 8, of the Bylaws, Shareholders who, including 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 Shareholders' Meeting (*i.e.*, by **March 24, 2025**, to add to the items to be discussed, indicating in the request the additional items they propose, or submit motions on items already on the agenda.

Requests, together with the intermediary's certification proving the ownership of the shareholding and information enabling the identification of the requesting Shareholders, must - within the above deadline - be received in writing, signed in original, at the Company Headquarters, to the attention of the Corporate Affairs Secretariat, by registered letter with return receipt, or by certified e-mail at assemblea@pec.bffgroup.com.

By the same deadline and in the same manner, the requesting or proposing Shareholders must submit a report to the Board of Directors stating the reasons for the request or proposal.

Of the additions to the agenda, or the submission of additional proposed resolutions on the items already on the agenda, notice will be given by the Bank, in the same forms prescribed for the publication of the notice of the Meeting, at least fifteen days before the Meeting (*i.e.*, by **April 2, 2025**), accompanied by any evaluations of the Board of Directors. At the same time, 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 forms as prescribed for the documents relating to the Shareholders' Meeting.

Additions to the agenda by the 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 that referred to in Art. 125-ter, par. 1, of the TUF.

RIGHT TO ASK QUESTIONS ON AGENDA ITEMS

Pursuant to Art. 127-ter of the TUF, those entitled to vote may ask questions on the agenda items even before the Shareholders' Meeting, by the end of the fifth trading day preceding the date of the Shareholders' Meeting (*i.e.*, by **April 10, 2025**).

Questions - accompanied by the references of the certification sent by the intermediary to the Bank, proving ownership of the voting right - must be received in writing at the Registered Office, to the attention of the Corporate Affairs Secretariat, by registered mail with return receipt, or by certified e-mail at assemblea@pec.bffgroup.com with indication, in the subject line of the e-mail, of the words "**Ordinary Shareholders' Meeting 2025 - Questions on the items on the agenda pursuant to Art. 127-ter of the Legislative Decree no. 58 of February 24, 1998**".

Questions received prior to the Meeting, if relevant, will be answered no later than during the Shareholders' Meeting with the Bank entitled to provide a unified response to questions with the same content. Such response is not due when the requested information is already available in a "*question and answer*" format in the appropriate section of the Website. The Bank will not provide a response to questions that do not comply with the above terms, conditions and procedures.

DOCUMENTATION AND INFORMATION

The documents 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



Courtesy Translation

available to the public, within the terms and in the manner prescribed by current regulations, at the Registered Office and on the *Website* ("*Investor/Governance/Meeting Documents*" section), as well as at the authorized storage mechanism *1info*, managed by Computershare S.p.A., at www.1info.com. Shareholders are entitled to view and request copies.

This notice will be published in excerpt, pursuant to Art. 125-*bis* of the TUF, in the newspaper: IL SOLE 24 ORE, on **March 14, 2025**.

For the Board of Directors
The Chairman
Ranieri de Marchis

Milan, March 13, 2025