



Remuneration Highlights 2026

June 2026

CEO/GM remuneration framework aligned with market practice



The 2026 framework reflects the feedback collected through shareholder engagement, while remaining anchored to the Bank's current prudential constraints.

2026 framework	2026 performance drivers are defined for management purposes only; variable pay could only be reconsidered once applicable capital and regulatory conditions are restored, the relevant gates are met, and the required corporate approvals have been obtained.
CEO / GM pay	€760k total fixed pay (€700k RAL + €60k Board fee), with no additional compensation under art. 2389(3).
Potential variable pay	If reactivated, the CEO / GM could have up to 100% of fixed pay in STI and up to 100% in LTI, with no compensation effect between the two and within the overall 2:1 cap. Variable remuneration is not active in the current framework.
Future termination discipline	Future severance plus non-compete arrangements are capped at the lowest of 24 months of fixed pay and €1.75m, in line with best market practice.

The proposed 2026 policy has been shaped with close regard to the concerns raised by the market in recent years and introduces targeted changes intended to move the framework toward clearer governance and pay-for-performance alignment.

Section I – CEO/GM 2026 STI: updated framework



The 2026 STI structure preserves pay-for-performance discipline, while any payout remains conditional on restored capital and regulatory capacity.

Current status: no STI 2026 is assigned or payable unless prudential conditions are restored and the competent corporate bodies approve activation.

Entry gates before any payout

- 1 **LCR** ≥ RAF risk tolerance
- 2 **TCR** ≥ RAF risk tolerance
- 3 **EBTDA^{RA}** positive
- 4 **Additional** EBTDA^{RA} Actual / Target ≥ 70%

If any gate is not met, variable remuneration is not paid.

Potential STI payout opportunity

Only if the framework is activated

of Fixed Pay

Overall cap: 100% of fixed.

The 2026 drivers are aligned with prudentially revised financial targets and may include financial and/or ESG elements.

Safeguards if MBO is activated

Deferral	40% upfront / 60% deferred over 5 years
Instruments	51% in financial instruments, with 1-year retention
Corrections	Malus and clawback apply
Governance	Activation subject to required approvals

No double dipping / no compensatory effects: the LTI opportunity is capped at 100% of fixed remuneration and does not offset, replace or compensate for STI outcomes; the 2:1 variable/fixed limit is assessed ex ante across the full life-cycle.

Section II – 2025 implementation: broad outcomes



The 2025 remuneration outcomes were primarily shaped by the non-opening of the capital gate, affecting short-term, deferred and equity-linked variable remuneration.

1 Effects following lifting of prior restrictions

Restrictions lifted

Prior supervisory restrictions on variable remuneration were lifted on 2 Nov 2025.

What this enabled

2024 STI for employees was paid; 2025 drivers could be converted into MBO 2025 only if policy conditions were satisfied.

Actions implemented

On 2 Nov 2025, the first tranche of LTI 2025 and the Employee Stock Grant were assigned.

Focus: Employee Stock Grant 2025

97%

take-up

778

employees

€2,065

max value per beneficiary at grant

196

Shares per beneficiary

0.1%

dilution impact

Current market reference: latest available Borsa Italiana quote for BFF was €2.32 per share (last trade 22 May 2026).

2 Impact of non-opening of 2025 gates

Gate test at year-end

- LCR and profitability gates were met
- the TCR gate was not reached.

Consequences

- No 2025 STI became payable for management.
- Deferred variable remuneration from prior years due in 2026 was also affected, where still subject to 2025 gate testing.
- The second tranche of the 2022 LTI plan did not satisfy vesting conditions.
- Malus / non-exercisability effects also applied to deferred LTI / SOP awards with 2026 exercise windows tested against 2025 results.

Disclosure on 2025 variable remuneration outcomes reflects the year-end assessment of liquidity, capital and profitability gates.

Former CEO exit arrangements: no discretionary pay



Dedicated disclosure on the exit arrangements of former CEO Massimiliano Belingheri*: no discretionary severance (golden parachute) was recognised; non-compete agreement was activated as per the pre-existing contractual obligation.

No golden parachute, contractual non-compete only

Golden Parachute

- The Board considered that the conditions for recognising a golden parachute **were not met**.

Non-compete agreement

- No discretionary pay, **only pre-existing contractual obligation**
- Total contractual consideration: €4.08m
- Upfront: €1.893m in cash and €0.555m in phantom shares subject to 1-year retention
- Deferral: €1.632m pro-rata over five years, with 51% in instruments.

Process on non-compete

1

Legal assessment

After legal assessment, the pre-existing non-compete was confirmed as a contractual obligation.

2

Timing of payment

In line with contractual enforceability and the protection of the Bank's interests, the Board resolved to start payment from the resignation of executive delegations.

3

Safeguards

Non-compete remains also subject to malus, clawback as well as deferral safeguards.

* Mr. Belingheri relinquished executive delegations on 1 February 2026; the leadership transition was announced on 2 February 2026 and Board resignation became effective on 17 March 2026.