

Notice of change in share capital – December 2025

Milan, 10th December 2025 – BFF Bank S.p.A. (“**BFF**” or the “**Bank**”), pursuant to article 85-bis of CONSOB Regulation n° 11971/1999 (Issuers) as subsequently amended, announces the new composition of its share capital (fully subscribed and paid-in), following the partial execution of the share capital increase free of charge, resolved by the Bank’s Shareholders’ Meeting of 2nd April 2020 (“**Share Capital Increase Free of Charge**”).

As a result of the execution of the Share Capital Increase Free of Charge, in the period until 21st November 2025, BFF’s share capital increased by an amount equal to Euro 22,999.90 through the issuance of 29,870 new BFF ordinary shares, assigned to BFF Group’s employees in relation with the remuneration and incentive policies’ requirements, in the context of:

- (i) the Management by Objective incentive system;
- (ii) the “Stock Option Plan of Banca Farmafactoring Banking Group”, approved by the Shareholders’ Meeting of 2nd April 2020 (“**SOP 2020**”);
- (iii) the “Incentive Plan of BFF Banking Group”, approved by the Shareholders’ Meeting of 31st March 2022 (“**Incentive Plan 2022**”).

The certificate of the change in share capital was filed with the Companies’ Registration List of Milan, Monza Brianza and Lodi, on 9th December 2025.

TABLE 1	Current share capital			Previous share capital		
	Euro (€)	N° of shares	Unitary nomin. value	Euro (€)	N° of shares	Unitary nomin. value
Total of which:	145,273,739.30	188,667,194	W/o nominal value	145,250,739.40	188,637,324	W/o nominal value
Ordinary shares (regular entitlement: 01/01/2025) N° of current coupon: 10	145,273,739.30	188,667,194	W/o nominal value	145,250,739.40	188,637,324	W/o nominal value

This press release is available on-line on BFF Group's website www.bff.com within the [Investors > PR & Presentations > Press Releases](#) section.

BFF Banking Group

BFF Banking Group is the largest independent specialty finance in Italy and a leading player in Europe, specialized in the management and non-recourse factoring of trade receivables due from the Public Administrations, securities services, banking and corporate payments. The Group operates in Italy, Croatia, the Czech Republic, France, Greece, Poland, Portugal, Slovakia and Spain. BFF is listed on the Italian Stock Exchange. In 2024 it reported a consolidated Adjusted Net Profit of €143.0 million, with a 13.4% Group CET1 ratio at the end of September 2025.

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