

COMUNICATO STAMPA

**Avvio dell’offerta tramite procedura di *accelerated book-building*
dall’azionista BFF Luxembourg S.à r.l.**

Milano, 11 febbraio 2021.

Su richiesta dell’azionista BFF Luxembourg S.à r.l. (“**BFF Lux**”), si riporta di seguito il testo del comunicato stampa relativo all’avvio di una procedura di *accelerated book-building* su azioni ordinarie di Banca Farmafactoring S.p.A. da parte di BFF Lux.

Il presente comunicato è disponibile on-line sul sito del Gruppo BFF www.bffgroup.com nella sezione *Investors > Comunicati Stampa*.

BFF Banking Group

BFF Banking Group è l’operatore leader specializzato nella gestione e nello smobilizzo pro soluto di crediti commerciali vantati nei confronti delle Pubbliche Amministrazioni in Europa. Il Gruppo opera in Italia, Croazia, Francia, Grecia, Polonia, Portogallo, Repubblica Ceca, Slovacchia e Spagna, oltre a Germania, Olanda e Irlanda dove è attivo attraverso depositi on-line, salendo così a un totale di 12 Paesi in Europa. BFF è quotato in Borsa Italiana. Nel 2020 ha registrato un Utile Netto Consolidato e Rettificato di € 97,6 milioni, con un coefficiente CET1 di Gruppo a fine dicembre 2020 pari a 15,5%. www.bffgroup.com

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BFF Luxembourg S.à r.l. avvia la cessione di massime n. 11.806.970 azioni ordinarie detenute in Banca Farmafactoring S.p.A., pari a circa il 6,919% dell'attuale capitale sociale di Banca Farmafactoring S.p.A.

Lussemburgo, 11 febbraio 2021. BFF Luxembourg S.à r.l. (“**BFF Lux**”) annuncia l'avvio di una operazione di cessione di massime n. 11.806.970 azioni ordinarie (le “**Azioni**”) di Banca Farmafactoring S.p.A. (“**BFF**”, o la “**Società**”) pari a circa il 6,92% del capitale sociale di BFF alla data del presente comunicato (l’“**Offerta**”).

Le Azioni corrispondono all'intera partecipazione residua detenuta da BFF Lux in BFF, a seguito della ricezione in data odierna di una richiesta di esercizio con consegna fisica con riferimento a circa 1,76 milioni di azioni BFF da parte dell'Amministratore delegato della Società ai sensi del relativo “Lock up and Option Agreement” esistente.

L'Offerta sarà realizzata attraverso una procedura di *accelerated bookbuilding* rivolta a determinate categorie di investitori istituzionali.

Il *bookbuilding* avrà inizio immediatamente. BFF Lux si riserva il diritto di variare i termini o la tempistica dell'Offerta in qualsiasi momento. BFF Lux darà comunicazione dell'esito del collocamento al termine dello stesso.

Jefferies è stata incaricata da BFF Lux quale Sole Global Coordinator dell'Offerta (il “Sole Global Coordinator”).

Rothschild & Co e Linklaters agiscono, rispettivamente, in qualità di *financial e legal advisor* di BFF Lux.

La Società non riceverà alcun provento dall'Offerta.

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In connection with any offering of the shares of Banca Farmafactoring S.p.A. (the "**Shares**"), the Sole Global Coordinator and any of its affiliates acting as an investor for its own account may take up as a proprietary position any Shares and in that capacity, may retain, purchase or sell for their own account such Shares. In addition, the Sole Global Coordinator or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Sole Global Coordinator (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Sole Global Coordinator does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Any offer and sale of the Sale Shares in Canada will be made on a private placement basis only and is exempt from the requirement that the Company prepares and files a prospectus under applicable Canadian securities laws. Any resale of the Sale Shares into Canada must be made in accordance with applicable Canadian securities laws, which may vary depending on the relevant jurisdiction, and which may require resales to be made in accordance with Canadian prospectus requirements, a statutory exemption from the prospectus requirements, in a transaction exempt from the prospectus requirements or otherwise under a discretionary exemption from the prospectus requirements granted by the applicable local Canadian securities regulatory authority. These resale restrictions may under certain circumstances apply to resales of the Sale Shares outside of Canada. There will be no public offering of the Sale Shares in Canada. This Announcement does not contain all of the information that would normally appear in a prospectus under applicable Canadian securities laws. No securities commission or similar authority in Canada has reviewed or in any way passed upon this Announcement or the merits of the Sale Shares. Any representation to the contrary is an offense. This Announcement is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of the Sale Shares in Canada.

No offer and sale of Sale Shares is or will be made in Canada, except to persons who are: (a) a "accredited investor" within the meaning of Section 1.1 of National Instrument 45-106 – Prospectus Exemptions ("NI 45-106") of the Canadian Securities Administrators or subsection 73.3(1) of the Securities Act (Ontario) (the "OSA"), as applicable, and is either purchasing the Sale Shares as principal for its own account, or is deemed to be purchasing the Sale Shares as principal for its own account in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (b) not created or used solely to purchase or hold the Sale Shares as an accredited investor under NI 45-106; (c) a "permitted client" within the meaning of National Instrument 31-103 – Registration Requirements, Exemptions and Ongoing Registrant Obligations ("NI 31-103") of the Canadian Securities Administrators; and (d) entitled under applicable Canadian securities laws to purchase the Sale Shares without the benefit of a prospectus under such securities laws.