

## Verification of the requirements for the members of the corporate bodies appointed by the ordinary Shareholders' Meeting on 25<sup>th</sup> March 2021

Milan, 23<sup>rd</sup> April 2021 – The Board of Directors of BFF Bank S.p.A. ("BFF" or the "Bank"), the Parent Company of BFF Banking Group, on the basis of the declarations given by the Directors and the information at the disposal of the Bank – after preliminary investigation by the Nomination Committee –, during today's meeting has verified and confirmed for the Directors and Statutory Auditors appointed by the Shareholders' Meeting on 25<sup>th</sup> March 2021:

- (i) pursuant to Decree n. 169/2020 of the Ministry of the Economy and Finance containing the *"Regulation on the requirements and eligibility criteria for corporate officers of banks, financial intermediaries, credit consortia, electronic money institutions, payment institutions and depositor guarantee schemes"* (the **"Fit&Proper Regulation"**):
  - the existence of the requirements of professionalism, integrity and, where applicable, independence;
  - the fulfilment of the criteria of honesty and competence;
  - the compliance with the limit on the number of positions held as provided for in articles 17, 18 and 19 of the Fit&Proper Regulation;
  - the existence of independent judgement, as required by art. 15 of the Fit&Proper Regulation, also taking into account the existence of appropriate measures aimed at preventing the risk of compromising this independence of the exponent;
  - adequate availability of time for the exercise of the office, taking into account the participation in the internal committees provided by art. 16 of the Fit&Proper Regulation;
- (ii) where applicable, satisfaction of the independence requirement, pursuant to art. 2, recommendation 7, of the Corporate Governance Code;
- (iii) where applicable, compliance with the independence requirement, pursuant to art. 148, paragraph 3 of Legislative Decree n. 58/98, as amended (the Testo Unico della Finanza – "TUF"), and as referred to in art. 147-ter, paragraph 4 of the TUF;
- (iv) the absence of causes of incompatibility for interlocking purposes, pursuant to art. 36 of Law Decree n. 201 of 6<sup>th</sup> December 2011, as well as the compliance of the composition of the Board of Directors as a whole with the indications expressed in the *Guidelines for Shareholders on the qualitative and quantitative composition of the Board of Directors and for*

*the preparation of the list of the Board of Directors* (published on last 19<sup>th</sup> January), and the compliance with the criteria of adequate collective composition, pursuant to art. 11 of the Fit&Proper Regulation.

In particular, the Board of Directors has verified that the Directors Salvatore Messina, Gabriele Michaela Aumann, Amélie Scaramozzino, Domenico Gammaldi, Barbara Poggiali and Giovanna Villa satisfy the independence requirements set out in art. 148, paragraph 3 – as referred to in art. 147-ter, paragraph 4 – of the TUF, as well as in art. 2, recommendation 7, of the Corporate Governance Code of the listed companies, and art. 13 of the Fit&Proper Regulation.

As mentioned above, the Board of Directors also acknowledged the positive outcome of the assessment made by the Board of Statutory Auditors with regard to the suitability requirements set out in points (i), (ii), (iii) and (iv) above.

The *curricula vitae* of the Directors and Auditors can be consulted in the [Investors > Governance > Board of Directors](#) section of the BFF Group's website.

\*\*\*

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

#### **BFF Banking Group**

BFF Banking Group is the largest independent specialty finance in Italy and a leading player in Europe for 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 2020 it reported a consolidated Adjusted Net Profit of € 97.6 million, with a 15.5% Group CET1 ratio at the end of December 2020.

[www.bff.com](http://www.bff.com)

#### **Contacts**

---

##### **Investor Relations**

Caterina Della Mora, Claudia Zolin  
[investor.relations@bff.com](mailto:investor.relations@bff.com)  
+39 02 49905 631 | +39 02 49905 620 | +39 335 1295 008

##### **Media Relations**

Alessia Barrera, Gianluca Basciu  
[newsroom@bff.com](mailto:newsroom@bff.com)  
+39 02 49905 616 | +39 02 49905 623 | +39 340 3434 065

*Iberia*

Mariana Sousa  
+351 210 164 760

*Poland and Central Eastern Europe*

Ewelina Kolad  
+48 42 272 82 90