

BFF's Board of Directors calls the ordinary and extraordinary Shareholders' Meeting on 7th October 2021

Gross dividend per share equal to approximately €0.89, to be paid from 13th October 2021.

Milan, 7th September 2021 – Notice is hereby given that the Board of Directors of BFF Bank S.p.A. ("BFF" or the "Bank") has resolved to call the Shareholders' Meeting, in ordinary and extraordinary session, on Thursday, 7th October 2021, in a single call.

In particular, following discussions with the Bank of Italy, the Board of Directors resolved to submit to the Shareholders:

- in the ordinary session, the proposal to approve the allocation of Retained Earnings in the amount of Euro 165,275,418 (equal to the residual 2019-2020 Total Cash Dividends, i.e. the difference between Euro 168,506,806 – amount allocated to Shareholders – and Euro 3,231,388 already distributed) to dividends (the "**Dividends**"). Based on the shares outstanding (n. 185,265,529), and the treasury shares (n. 263,851) held by BFF to date, the dividend per share (DPS) will be equal to approximately Euro 0.89, gross of withholding tax. Due to the fact that as of the ex-dividend date the number of shares of the share capital may vary as a result of the 2016 Stock Option Plan (with the issuance of new shares or assignment of treasury shares), the precise amount of the gross DPS will be defined, and communicated to the market, after the closing of the markets, on the day of the Shareholders' Meeting. In compliance with the Italian Stock Exchange market calendar, the Board of Directors proposed to set Monday, 11th October 2021 as ex-dividend date of coupon n. 4, Tuesday, 12th October 2021 as *record date*, and Wednesday, 13th October 2021 as payment date;
- in the extraordinary session, the proposal to introduce some statutory changes aimed at:
 - adopting adjustments connected with the implementation of regulatory and/or self-regulatory innovations, resulting, in particular, from the entry into force of (i) the Decree of the Ministry of Economy and Finance n. 169 of 23rd November 2020 (the so called "Fit&Proper Regulation"), (ii) the Corporate Governance Code approved in January 2020 by the Corporate Governance Committee, in force as of 1st January 2021, and (iii) the 35th update of Bank of Italy Circular n. 285 of 17th December 2013, dated 2nd July 2021, about the corporate governance of banks and banking groups;
 - taking into account some profiles connected (i) with the evolution of the Bank's ownership

structure – which, as from last 12th February, has become to all intents and purposes a public company, following the loss of a reference shareholder, and the related split of the share capital among several investors, and (ii) with the consequent need to strengthen the involvement of the shareholders in the Shareholders' Meetings' decisions, and to facilitate the exercise of their rights, also in order to ensure a correct governance structure of the Bank.

The full notice of the Shareholders' Meeting will be made available on the Bank's website at <https://investor.bff.com/en/shareholders-meeting-documentation>, as well as on the dissemination and storage mechanism [1Info](#); the documentation related to the items on the agenda will be made available in the manner and within the terms provided for by the regulations in force.

This press release is available on-line on BFF Group's website 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 18.6% Group CET1 ratio at the end of June 2021.

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