

PRESS RELEASE

Payment of €165 million dividends and amendments to Articles of Association approved

Milan, 7th October 2021 – The Shareholders' Meeting of BFF Bank S.p.A. ("BFF" or the "Bank"), Parent Company of BFF Banking Group, has met today, in both ordinary and extraordinary session, in a single call (the "**Meeting**"), and has resolved as follows.

ORDINARY SESSION

- 1) Item 1 on the agenda: ***Allocation of profit reserves. Related and consequent resolutions.*** As proposed by the Board of Directors' in the [press release issued on 7th September 2021](#), the Meeting, having examined the related Board of Directors' Explanatory Report, approved the cash distribution to shareholders of dividends in the amount of Euro 165,275,418.00 (the residual 2019-2020 Total Cash Dividend, i.e. the difference between Euro 168,506,806.00 – the amount allocated to Shareholders – and Euro 3,231,388.00 already distributed in March 2021). This amount includes the portion attributable to the treasury shares held by the Bank on the record date. Payment will take place from Wednesday, 13th October 2021, with ex-dividend date on Monday, 11th October (coupon n° 4) and record date on Tuesday, 12th October.

Based on the number of BFF ordinary shares issued (n. 185,297,725), and on the treasury shares (n. 576,755) held by BFF as of 6th October 2021, the dividend per each outstanding share will be approximately Euro 0.89, gross of withholding taxes. Considering that the number of the outstanding shares on the ex-dividend date may vary because of the 2016 Stock Option Plan (with the issuance of new shares or the assignment of treasury shares), the exact amount of the gross dividend per share will be determined, and communicated to the market, today, after the closing of the markets.

EXTRAORDINARY SESSION

- 1) Item 1 on the agenda: ***Approval of proposed amendments to articles 9, 11, 14, 15, 16, 18, 19, 21 and 22 of the Articles of Association.*** The Meeting, having regard to the Board of Directors' Explanatory Report, approved all the proposed amendments to the Articles of Association, aimed at
 - implementing the provisions introduced by (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, effective as of 1st January 2021, and (iii) the 35th update on 2nd July 2021 of the Bank of Italy Circular n° 285 of 17th December 2013, regarding the corporate governance of banks and banking groups, as well as

- taking into account (i) certain profiles connected with the evolution of BFF's ownership structure, which, as of last 12th February, has become to all intents and purposes a public company, and (ii) the consequent need to strengthen the involvement of shareholders in shareholders' meeting decisions, as well as to facilitate the exercise of their rights, also in order to ensure a proper governance structure of the Bank.

The minutes of today's Meeting, the summary report of the votes – containing the number of shares represented at the Meeting and the shares for which the vote was expressed – the percentage of capital these shares represented, as well as the number of votes in favour and against to the resolutions, and the number of abstentions, will be made available to the public within the terms set by the current legislation, at the registered office of the Bank in Milan – Via Domenichino n. 5, on the authorised storage mechanism [1Info](#), as well as in the [Investors > Governance > Shareholders' Meetings Documentation > Shareholders' Meetings 7th October 2021](#) section of BFF Group's website. The required information regarding its publication will be provided.

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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