

Appointment of a new Director

Milan, 10th February 2022 – Following the [press release published on 3rd February 2022](#), regarding the resignation of Barbara Poggiali from her position as independent, non-executive Director, as well as Chairman of the Remuneration Committee and member of the Appointment Committee of BFF Bank S.p.A. ("BFF" or the "Bank"), and pursuant to article IA.2.6.7, paragraph 3, of the Instructions to the Regulation of Markets organised and managed by Borsa Italiana S.p.A., it is hereby announced that the Board of Directors, which met today, resolved - on the proposal of the Appointment Committee, which has been integrated pro tempore in the meantime and subject to the approval of the Board of Statutory Auditors - to:

- i) appoint - in accordance with the urgent procedure referred to in paragraph 2.5 of the "Supervisory provisions concerning the procedure for assessing the suitability of directors of banks, financial intermediaries, electronic money institutions, payment institutions and depositor guarantee schemes" - Monica Magrì to the position of Director, by co-optation pursuant to Article 2386 of the Italian Civil Code, who shall remain in office until the next Shareholders' Meeting, scheduled for 31 March 2022;
- ii) appoint Ms. Monica Magrì as a member of the Appointments Committee;
- iii) appoint Giovanna Villa, from the minority list, already Chairman of the Committee for the Evaluation of Transactions with Related Parties and Connected Persons ("OPC"), also Chairman of the Remuneration Committee.

It should be noted that Monica Magrì - who from today joins the Board of Directors of the Bank as an independent non-executive director - is currently the Chief Human Resources Officer of the Fedrigoni Group, and has many years of consolidated international experience with leading financial groups in the field of organisational and cultural transformation.

He held leading roles in cutting-edge organisations such as UniCredit Community, coaching executives and talent within the group.

She holds a diploma in ontological coaching from Newfield Network US, and is certified as an executive coach (Newfield Certified Coach and ICF International Coaching Federation). Finally, she holds a master degree in "Advanced European Studies in Administration and Politics" from the College of Europe in Bruges (Belgium).

Ms Magrì's Profile is available in the [Investors > Governance > Board of Directors](#) section of BFF Group's website.

On the basis of the information provided by Ms. Magrì, as of today she does not hold, either directly or indirectly, any BFF shares.

Taking note of the declarations made, and of the documentation presented by the new Director, the Board of Directors of the Bank carried out a prior verification:

- i. on the existence of the requirements set forth in Decree no. 169/2020 of the Ministry of Economy and Finance on the *"Regulation on the requirements and criteria for eligibility to perform the duties of corporate officers of banks, financial intermediaries, confidi, electronic money institutions, payment institutions and depositor guarantee schemes"* (the "Fit&Proper Regulation");
- ii. on the possession of the independence requirement, as per Article 2, recommendation 7, of the Corporate Governance Code;
- iii. regarding the possession of the requirement of independence, as per Article 148, paragraph 3, of Legislative Decree no. 58/98, as subsequently amended (the "TUF"), and as referred to in Article 147-ter, paragraph 4, of the TUF;
- iv. that there are no grounds for incompatibility for interlocking purposes, pursuant to Article 36 of Law Decree no. 201 of 6 December 2011;
- v. on the compliance of the composition of the Board of Directors as a whole with the indications expressed in the *Guidelines for Shareholders on the quali-quantitative composition of the Board of Directors and for the preparation of the list of the Board of Directors* (made public on 19th January 2021 in the section of the Group's website BFF [Governance > Shareholder documentation](#) related to the Shareholders' Meeting of 25th March 2021), and the fulfilment of the criteria of adequate collective composition, as per Article 11 of the Fit&Proper Regulation.

The checks on requirements will be carried out within the time limits laid down in the relevant legislation.

Following the new appointment, the Committees are composed as follows:

Remuneration Committee:

- o Giovanna Villa - Chairman - Independent Director
- o Amélie Scaramozzino - Independent Director
- o Piotr Henryk Stepniak - Non-executive Director

Appointment Committee:

- o Domenico Gammaldi - Chairman - Independent director
- o Monica Magri - Independent Director
- o Federico Fornari Luswergh - Non-executive Director.

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

BFF Banking Group

BFF Banking Group is the largest independent specialty finance in Italy and a leading player in Europe, specialized 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 18.5% Group CET1 ratio at the end of December 2021.

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