

**BFF Bank S.p.A.**  
**Head office in Milan, Via Domenichino No. 5**  
**share capital 142.692.766,52 euros, fully paid-in**  
**R.E.A. of Milan n. 1193335**  
**Tax ID code and VAT No. 07960110158**  
**Registered in the Bank Register under no. 5751, ABI Code no. 3435**  
**The parent company of the banking group of the same name,**  
**registered with the Banking Group Register**

## **NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

The ordinary Shareholders' Meeting of BFF Bank S.p.A. has been convened in Milan, Via Domenichino, No. 5, on a **single call**, for its ordinary session on **22 June 2022 at 9.00 am** to discuss and resolve on the following

### **AGENDA**

1. Integration, for the remaining part of the three-year period 2021-2023, of the Board of Statutory Auditors through the:
  - 1.1. appointment of a Standing Auditor. Related and consequent resolutions.
  - 1.2. appointment of the Chairman of the Board of Statutory Auditors. Related and consequent resolutions.
  - 1.3. integration of the Alternate Auditors. Related and consequent resolutions.

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### **ADDITIONAL INFORMATION ON THE COVID-19 (CORONAVIRUS) HEALTH SITUATION**

In view of the continuing uncertainty regarding the development of the Covid-19 pandemic, and in order to allow the Shareholders' Meeting to be held and the Shareholders' rights to be exercised in complete safety, BFF Bank S.p.A. has decided to avail itself of the option provided for by art. 106, paragraph 4, of Decree-Law no. 18 of 17 March 2020 on *"Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19"*, converted into Law no. 27 of 24 April 2020 (the **"Cura-Italia Decree"**) and as extended by effect of paragraph 6 of art. 3, of Law -Decree- no. 228 of 2021, in compliance with the fundamental principles of health protection, Shareholders may not physically attend the Shareholders' Meeting, and their intervention may take place **exclusively** through the designated representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Legislative Decree No. 58/1998 (hereinafter, the **"Designated Representative"**), as subsequently amended and supplemented (**"TUF"**), in accordance with the provisions of law and regulations in force, as better specified in the following section of this notice of meeting in the paragraph *"Representative Appointed by the Company"*.

It should be noted that the information contained in this notice - and, in particular, the date, place and/or time of the meeting, the terms for the exercise of shareholders' rights, the procedures for participation in the meeting and/or the procedures for holding the meeting may be subject to changes or updates in view of the current health situation related to the COVID-19 and the consequent measures adopted from time to time by the competent Authorities, as well as in order to allow strict compliance with the fundamental principles of safeguarding the safety and health of the Company's Shareholders, employees, representatives and consultants. Any amendments, updates or clarifications to the information contained in this notice of call will be made available in a timely manner through the Company's website <https://it.bff.com/en/> and by other means provided for by law.

### INFORMATION ON SHARE CAPITAL

Notice is hereby given that, pursuant to art. 125-quater, paragraph 1, letter c), of TUF, as of today, the fully subscribed and paid in share capital of BFF Bank S.p.A. (hereinafter, the "**Bank**" or the "**Company**"), is equal to Euro **142.692.766,52** (one hundred and forty-two million, six hundred and ninety-two thousand and seven hundred and sixty-six million,52), represented **185.313.378** (one hundred and eighty-five million, three hundred and thirteen thousand and fifteen hundred and seventy-eight) ordinary shares with no par value and under dematerialization, each conferring one vote at the Shareholders' Meeting, as set forth in article 5 of the Bank's By-Laws (hereinafter, the "**By-Laws**"), available in the "Governance/Corporate Documents" section of the Company's website [www.bff.com](http://www.bff.com). There are no categories of share other than ordinary shares.

At the date of publication of this notice, the Bank holds 905,776 treasury shares for which voting rights are suspended pursuant to art. 2357ter, second paragraph of the Italian Civil Code.

### ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Pursuant to art. 83-sexies of the TUF and related implementing provisions, persons are entitled to attend the Shareholders' Meeting and exercise their voting rights, **exclusively through the Appointed Representative** as specified below, for whom, at their request, the intermediaries authorised by law, in accordance with the terms of the law and regulations indicated below, have made the appropriate communication to the Company, certifying ownership of the voting right on the basis of the evidence in the accounts at the end of the accounting day of **13 June 2022**, coinciding with the seventh trading day prior to the date set for the Shareholders' Meeting (the "**Record Date**"). Those who become owners of the shares after such date shall not be entitled to participate and vote at the Meeting. The aforementioned communication from the intermediary must be received by the Company by **17 June 2022**, a deadline coinciding with the end of the third trading day prior to the date of the Shareholders' Meeting. This shall not affect the right to attend and vote if the communication is received by the Company after the aforementioned deadline, provided that it is received before the start of the Shareholders' Meeting. Resta ferma la legittimazione all'intervento e al voto qualora la comunicazione pervenga alla Società oltre il già menzionato termine, purché entro l'inizio dei lavori assembleari.

Pursuant to art. 106, paragraph 4 of the Cura Italia Decree, participation in the Shareholders' Meeting by those who have the right to vote, as mentioned above, is allowed **exclusively through the representative appointed by the Company pursuant to** art. 135-undecies of the TUF, to whom a proxy or sub-delegation must be conferred, in the manner indicated below.

In view of the current situation of epidemiological emergency due to COVID-19 and in compliance with the fundamental principles of health protection, the Directors, the Statutory Auditors, the representatives of the auditing company, the notary public and the Designated Representative may participate in the Shareholders' Meeting by means of telecommunication means that also guarantee their identification, in compliance with the provisions of Article 106, paragraph 2, of the Decree. The instructions for participation in the Shareholders' Meeting by mean of telecommunications will be made known by the Company to the interested parties.

It should also be noted that the Articles of Association do not provide for voting procedures by correspondence or electronic means.

### REPRESENTATIVE APPOINTED BY THE COMPANY

The Company has designated Computershare S.p.A., with registered office in Milan, via Lorenzo Mascheroni, no. 19, pursuant to art. 106, paragraph 4, of the Cura Italia Decree, as the entity to which

those with voting rights who intend to participate in the Shareholders' Meeting shall confer without expenses to the charge of the delegating party (except for any shipping costs), pursuant to the provisions of art. 135-novies and as an exception to art. 135-undecies of the TUF alternatively a proxy or sub-delegation - with voting instructions - on all or some of the proposals on the agenda. The proxy or sub-delegation shall be effective only for the proposals in relation to which voting instructions are given.

To this end, the specific proxy and/or sub-delegation forms prepared by the Designated Representative himself, in agreement with the Company, must be used, which will be made available on the website [www.bff.com](http://www.bff.com) in the "Investor/Governance/General Meeting Documents" section, at the Company's registered office or on request from the Designated Representative himself.

The proxy form pursuant to Article 135-undecies of the TUF to the Designated Representative, together with the voting instructions, and together with a copy of a valid document, must be received by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., by **20 June 2022**) in the manner indicated on the form itself. The proxy and the voting instructions are revocable in the same manner and within the same time limit as for their conferral.

It should also be noted that the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF, which must be received with the voting instructions, together with a copy of a valid document by **21 June 2022**, in accordance with the procedures indicated in the form available on the website [www.bff.com](http://www.bff.com) in the section "Governance/Documents for Shareholders' Meetings", at the Company's registered office or on request from the Appointed Representative.

The communication to the Company made by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting, is also necessary in case of conferral of the proxy or sub-delegation to the Designated Representative of the Company; therefore, in the absence of the aforementioned communication, the proxy or sub-delegation shall be considered ineffective.

The Appointed Representative will be available for clarification or information at 02-46776814 46776819 46776826 46776829 or at the following e mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it). It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting; in relation to proposals for which voting instructions have not been conferred, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

The Company reserves the right to supplement and/or amend the above instructions in view of intervening needs as a result of the current COVID-19 epidemiological situation and its currently unforeseeable developments.

#### INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS

Pursuant to Article 126-bis of the Consolidated Finance Act and Article 9, paragraph 8 of the Articles of Association, Shareholders who, also jointly, represent at least one fortieth of the Bank's share capital may request, within ten days of the publication of this notice of call of the Shareholders' Meeting (i.e. by **23 May**), the integration of the items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda.

Requests, together with the intermediary's certification proving ownership of the shareholding and information allowing for the identification of the requesting Shareholders, must - within the aforementioned deadline - be sent in writing, signed in original, to the registered office, for the attention of the Corporate Affairs Secretariat, by registered mail with return receipt, or by certified e-

mail to or by certified e-mail to [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com).

Within the same time limit and in the same manner, the requesting or proposing Shareholders must send to the Board of Directors a report containing the reasons for the request or proposal.

Additions to the agenda, or the presentation of further proposals for resolutions on items already on the agenda, will be notified by the Company, in the same manner as prescribed for the publication of the notice of call, at least fifteen days prior to the Shareholders' Meeting (i.e. by **7 June 2022**) accompanied by any evaluations by the Board of Directors. At the same time, the reports prepared by the requesting or proposing Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same form as the documentation relating to the Shareholders' Meeting.

Additions to the agenda by Shareholders are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

#### **SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS**

Given that attendance at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Appointed Representative of the Company, for the purposes of this Shareholders' Meeting, in order to make it possible for those interested to exercise their right pursuant to Article 126-bis, paragraph 1, penultimate sentence, of Legislative Decree no. 58/1998 - albeit in a manner and within a timeframe compatible with the health situation and the imperative need for individual resolution proposals to be known by all those entitled to attend the Shareholders' Meeting and exercise their voting rights in time to provide voting instructions to the Designated Representative - Shareholders may individually submit resolution proposals on the items on the agenda to the Company **by 6 p.m. on 7 June 2022** so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimise their right by transmitting to the Company appropriate documentation issued in accordance with the applicable provisions by the intermediary holding the account in which the ordinary shares are registered. The resolution proposals, and the aforementioned documentation relating to legitimisation, must be submitted by sending them to the certified e-mail address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com) with the express reference "**Ordinary Shareholders' Meeting 22 June 2022 of BFF Bank 2022 - Individual resolution proposals**". The resolution proposals received within the terms and according to the procedures illustrated above shall be published on the Company's website by **8 June 2022**, so that holders of voting rights may examine them for the purpose of conferring proxies and/or sub-delegations, with related voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

#### **THE RIGHT TO SUBMIT QUESTIONS ON MATTERS ON THE AGENDA**

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on matters on the agenda even before the Shareholders' Meeting, by the end of the seventh open market day prior to the Shareholders' Meeting (i.e. by **13 June 2022**).

The requests - accompanied by the references of the certification sent by the intermediary to the Company proving the right to vote - shall be received by certified e-mail to [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com) indicating, in the subject of the e-mail, the wording "Ordinary Shareholders' Meeting 2021 - Questions on the items on the agenda ex art. 127-ter Legislative Decree no. 58 of 24 February 1998".

Questions received prior to the Shareholders' Meeting, if relevant, will be answered at the latest within two trading days prior to the Shareholders' Meeting, i.e. by 28 March 2022, by means of publication on the website "25 March Ordinary Shareholders' Meeting BFF Bank 2022 -Questions", with the right of the Company to provide a single answer to questions with the same content. This response is not due when the requested information is already available in a "question and answer" format in a specific section of the *website*.

The Company will not respond to applications that do not comply with the terms and conditions set out above.

#### **INTEGRATION AND APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS**

The Bank's Articles of Association state that the Board of Statutory Auditors must be made up of three standing auditors, including the Chairman, and two alternate auditors, in compliance with the gender balance.

Following the resignation of Claudia Mezzabotta as Standing Auditor and Chairman of the Board of Statutory Auditors and the replacement of Carlo Carrera as Alternate Auditor, the Board of Statutory Auditors is composed of persons belonging to the same gender and without both Alternate Auditors.

Therefore, in consideration of the need to i) integrate the composition of the Board of Statutory Auditors and, ii) appoint the Chairman of said Board, it is advisable to submit proposals and nominations indicating

- a) the name of a new Statutory Auditor belonging to the less represented gender, indicating at the same time the name of the person who would take on the role of Chairman of the Board of Statutory Auditors; and
- b) the names for the integration of the Alternate Auditors, including through the confirmation of the Alternate Auditor Carlo Carrera, who, pursuant to law, will remain in office until the Shareholders' Meeting called herein.

Interested shareholders may deposit any proposals of candidature well in advance, and indicatively at least fifteen days before the Shareholders' Meeting, i.e. by **7 June 2022**, at the Company's registered office, for the attention of the Corporate Affairs Secretary, or by certified email at [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com).

The duly submitted nominations will be made available to the public at the Company's Registered Office and on the website [www.bff.com](http://www.bff.com) in the section "Investor/Governance/Assembly Documents", as well as at the authorised storage mechanism 1info, managed by Computershare S.p.A., at [www.1info.com](http://www.1info.com), by **8 June 2022**.

Moreover, since the provisions of the Bylaws and the law that provide for the so-called list voting mechanism for the renewal of the entire Board of Statutory Auditors do not apply, the Shareholders' Meeting will be called, pursuant to Article 22 of the Bylaws, to resolve by relative majority on the candidates submitted by the Shareholders for the purpose of the integration of the Board of Statutory Auditors.

Further information on the presentation, filing and publication of the nominations is contained in the "Explanatory Report of the Board of Directors on the fourth item on the agenda", available on the website [www.bff.com](http://www.bff.com), in the "Investor/Governance/Corporate Documents" section and in the "Investor/Governance/Membership Documents" section, respectively.

#### **DOCUMENTATION AND INFORMATION**

The documentation relating to the items on the agenda, including the illustrative reports of the Board of Directors on the items on the agenda and the proposed resolutions contained therein, will be made available to the public, within the terms and according to the procedures provided for by the regulations in force, at the Company's registered office and on the website [www.bff.com](http://www.bff.com) (section "Investor/Governance/Membership Meeting documentation"), as well as at the authorised storage mechanism [iinfo](http://www.iinfo.com), managed by Computershare S.p.A., at the address [www.iinfo.com](http://www.iinfo.com) and more precisely:

- by **23/5/2022**, i.e. thirty days prior to the Shareholders' Meeting, the explanatory report on item on the agenda of the Ordinary Shareholders' Meeting;

Shareholders are entitled to inspect it and request a copy.

Following the restrictive provisions issued by the competent Authorities, Shareholders are advised that access to the registered office cannot be guaranteed.

The Articles of Association are available on the website [www.bff.com](http://www.bff.com) (section "Investor/Governance/Corporate Documents").

Pursuant to Article 125-bis of the Consolidated Law on Finance, an extract of this notice will be published in the daily newspaper IL SOLE 24 ORE on 14 May 2022.

For the Board of Directors  
THE CHAIRMAN  
Salvatore Messina

Milano, 13 may 2022