

**BFF Bank S.p.A.**  
**Head office in Milan, Via Domenichino No. 5**  
**share capital 143.749.686,00 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. 5000**

**The parent company of the banking group BFF Banking Group,  
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 **7 September 2023 at 12.00 am** to discuss and resolve on the following

#### **AGENDA**

1. Proposed distribution of part of the Retained Earnings Reserve recorded in the Bank's balance sheet. Related resolution.

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#### **INFORMATION ON SHARE CAPITAL**

Pursuant to Article 125-quater, paragraph 1, letter c), of the TUF, notice is hereby given that, as of today's date, the fully subscribed and paid-up share capital of BFF is **143,749,686,00** (One hundred forty-three million seven hundred forty-nine and six hundred eighty-sixth,00), divided into no. **186,687,904** (one hundred eighty-six six hundred eighty-seven million nine hundred and four) ordinary shares with no par value and in dematerialized form, each of which entitles the holder to 1 (one) vote at the Shareholders' Meeting, as provided for in Article 5 of the Bank's Articles of Association (the "**Articles of Association**"), available in the "Investor/Governance/Corporate Documents" section of the Bank's website ([www.bff.com](http://www.bff.com), the "**Website**"). There are no classes of shares other than ordinary shares.

As of the date of publication of this notice, the Bank holds No. 574.705 treasury shares for which voting rights are suspended pursuant to Article 2357-ter, second paragraph of the 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, persons who have submitted to the Bank the appropriate notice issued by a legally authorized intermediary certifying ownership of the voting right based on their accounting records as of the end of the accounting day of **August 29, 2023**, which coincides with the seventh open market day prior to the date set for the Shareholders' Meeting (the "**Record Date**"). Those who become holders of the shares after that date will not have the right to attend and vote at the Meeting. The notice from the intermediary must be received by the Bank by **September 4, 2023**, a deadline coinciding with the end of the third trading day prior to the date of the Meeting. This is without prejudice to the entitlement to attend and vote if the notice is received by the Bank after the aforementioned deadline, as long as it is received by the start of the Meeting proceedings. The Bylaws do not provide for voting procedures by mail or electronic means.

#### THE RIGHT TO PARTICIPATE AND VOTE

The persons having the right to vote who intend to participate in the Shareholders' Meeting shall confer, without expenses to their charge (except for any postage expenses), alternatively a proxy or sub-delegation - pursuant to the provisions of Article 135-novies, and notwithstanding Article 135-undecies of the TUF - on all or some of the proposals on the agenda. The proxy or sub-delegation will be deemed valid only for those 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 in the "*Investor/Governance/Shareholders' Meeting Documentation*" section, at the Company's registered office or on request from the Designated Representative himself.

The proxy may be notified to the Company, by registered mail with return receipt, to the address of the Company's registered office, or by sending it to the certified e-mail address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com).

Any prior notification does not exempt the proxy, during accreditation for access to the meeting proceedings, from the obligation to certify the conformity of the notified copy to the original and the identity of the proxy holder.

Any advance notification does not exempt the delegate, when accrediting for access to the meeting proceedings, from the obligation to attest to the conformity of the notified copy with the original and to the identity of the delegating party.

#### DESIGNATED REPRESENTATIVE OF THE COMPANY

The Company has appointed Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, No. 19 (hereinafter, the "**Designated Representative**"), as the representative to whom the holders of voting rights may confer, without expense to the delegating party, pursuant to the provisions of Article 135-undecies of the TUF, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy will be effective only for those proposals in relation to which voting instructions are given. For this purpose, the specific proxy form prepared by the Designated Representative himself, in agreement with the Company, which will be made available, on the website <https://investor.bff.com/it/shareholders-meeting-documentation>, at the Company's registered office or at the registered office of the Designated Representative, must be used.

The proxy to the Designated Representative, together with the voting instructions, must be received at the offices of the Designated Representative himself, in Milan, Via Lorenzo Mascheroni, No. 19, in the manner indicated on the form itself, possibly anticipating a copy by attaching it to an e-mail message to be sent to the address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it), by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., by 05/09/2023). The proxy and voting instructions are revocable in the same manner and within the same time limit as for their granting.

The communication to the Company made by the intermediary certifying the entitlement to participate in the Shareholders' Meeting is also required in the case of granting the proxy to the Company's Designated Representative; therefore, in the absence of the aforementioned communication, the proxy shall be deemed to be of no effect.

The Designated Representative is available for clarification or information at the following numbers: 02-46776814, 02-46776829 or at the following e-mail address: [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

It should be noted that the shares for which the proxy has been given, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting; in relation to the proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

## 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 **14 August 2023**), 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 deadline - be sent in writing, signed in original, to the registered office, for the attention of the Corporate Affairs Secretary, 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 **23 August 2023**) 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 based on a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

## 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 **31 August 2023**).

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 2023 - 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 by **11 April 2023**, by means of publication on the Shareholders' meeting section of the website "**7 September Ordinary Shareholders' Meeting BFF Bank 2023 -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.

## 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 (section

"Investor/Governance/Shareholder's Meeting documentation"), as well as at the authorised storage mechanism 1info, managed by Computershare S.p.A., at the address [www.1info.com](http://www.1info.com) and, more specifically by **August 4, 2023**, which is twenty-one days before the Shareholders' Meeting.

Shareholders are entitled to inspect it and request a copy.

The Articles of Association are available on the website (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 **5 August 2023**.

For the Board of Directors  
THE CHAIRMAN  
Salvatore Messina

Milano, 3 August 2023