

**BFF Bank S.p.A.**  
**Head office in Milan, Via Domenichino No. 5**  
**share capital Euro 144,157,893.80 i.v..**  
**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 of the same name,**  
**registered with the Banking Group Register**

**NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDER'S MEETING**

The ordinary and extraordinary Shareholders' Meeting of BFF Bank S.p.A. (hereinafter, the "**Bank**" or the "**Company**"), has been convened in Milan, Via Domenichino, No. 5, on a single call, for its ordinary and extraordinary session on 25 March 2021 at 11.00 am to discuss and resolve on the following

**AGENDA**

**ORDINARY PART**

1. Financial Statements as of December 31, 2023. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the Consolidated Financial Statements of the BFF Banking Group as of 31 December 2023.
2. Allocation of the net income of the fiscal year. Related resolutions.
3. Resolutions concerning the first section of the Annual Report on Remuneration Policy and Remuneration Paid Pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58/1998, as amended and supplemented.
4. Resolutions concerning policies for determining remuneration in the event of early termination of office or termination of employment, including limits on such remuneration.
5. Resolutions concerning the second section of the Annual Report on Remuneration Policy and Remuneration Paid Pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
6. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58/1998, and Article 144-bis of the Regulations approved by Consob with resolution 11971/1999, subject to revocation for the part not yet executed, of the authorisation resolved by the Shareholders' Meeting on 14 April 2023.
7. The appointment of the Board of Directors. Related resolutions.
  - 7.1 Determination of the number of members of the Board of Directors.
  - 7.2 Determination of the term of office of the Board of Directors.
  - 7.3 Election of the members of the Board of Directors.
  - 7.4 Appointment of the Chairman of the Board of Directors.
  - 7.5 Determination of the remuneration of members of the Board of Directors.
8. Appointment of the Board of Statutory Auditors. Related resolutions.
  - 8.1 Appointment of the members of the Board of Statutory Auditors.
  - 8.2 Appointment of the Chairman of the Board of Statutory Auditors.
  - 8.3 Determination of the remuneration of regular members of the Board of Statutory Auditors.

**EXTRAORDINARY PART**

1. Approval of the proposed amendments to Articles **15**, **18**, **20** and **25** of the Articles of Association.

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## SHARE CAPITAL INFORMATION

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 BFF, fully subscribed and paid up, is equal to Euro **144,157,893.80** (one hundred and forty-four million one hundred and fifty-eight hundred and ninety-three.00), represented by n. **187,218,044** (one hundred and eighty-seven million two hundred and eighteen thousand four hundred and four) 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 of the Company's website ([www.bff.com](http://www.bff.com), il "**Website**"). There are no categories of share other than ordinary shares.

At the date of publication of this notice, the Bank holds no. 574.705 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 **9 April 2024**, 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 communication from the intermediary must be received by the Company by **15 April 2024**, 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 deadline, provided that it is received before the start of the Shareholders' Meeting.

## RIGHT TO INTERVENE AND VOTE

Pursuant to Article 11 of the Articles of Association and Article 135-novies of the Consolidated Law on Finance, Shareholders may be represented at the Shareholders' Meeting by means of a written proxy in accordance with the provisions of the law in force, using the proxy form available at the address of the Company's registered office: via Domenichino, no. 5, 20149 - Milan (the "**Company Office**"), or on the Company's website <https://investor.bff.com/en/Shareholders-Meeting-Documentation>. The proxy may be given by means of a paper document signed with a handwritten signature, or by means of a computer document signed with a qualified electronic signature or digital signature, in compliance with the Italian regulations in force. The proxy agent may, in lieu of the original, deliver or transmit to the Company a copy of the proxy, also in electronic form, certifying under its own responsibility the conformity of the proxy to the original and the identity of the proxy agent.

Voting proxies may be notified to the Company, by registered letter 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 delegating party.

#### DESIGNATED RAPPRESENTATIVE OF THE COMPANY

The Company has designated Computershare S.p.A., with registered office in Milan, via Lorenzo Mascheroni, no. 19 (hereinafter, the "**Designated Representative**"), as the representative to which holders of voting rights may confer, without expenses to be borne by the delegating party, pursuant to the provisions of art. 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, and available on the website <https://investor.bff.com/it/shareholders-meeting-documentation>, at the Company's registered office or at the aforesaid 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, according to the procedures 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 16/04/2024). The proxy and voting instructions are revocable in the same manner and within the same deadline as for their conferral.

The communication to the Company made by the intermediary certifying the entitlement to participate in the Shareholders' Meeting is also necessary in the case of granting the proxy to the Designated Representative of the Company; therefore, in the absence of the aforesaid communication, the proxy shall be considered invalid.

The Appointed Representative is available for clarification or information at the following numbers: 02-46776814, 02-46776821 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 no voting instructions have been conferred, the shares are not counted for the purpose of calculating the majority and the portion of capital required for the approval of resolutions.

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

Pursuant to Article 126-bis of the Consolidated Law on Finance 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 17 March 2024), 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.

The requests, together with the intermediary's certification proving the ownership of the shareholding and information allowing for the identification of the requesting Shareholders, must - within the aforementioned deadline - be received in writing, signed in original, at the Company's registered

office, to the attention of the Corporate Affairs Secretary, by registered mail with return receipt, or by certified e-mail to the address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com).

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

Additions to the agenda, or the submission of additional resolution proposals on items already on the agenda, shall be notified by the Bank, 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 3 April 2024), 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 assessments by the Board of Directors, will be made available to the public, in the same form as prescribed for the documents relating to the Shareholders' Meeting.

Additions to the agenda by Shareholders are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, upon 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 Consolidated Law on Finance.

#### **THE RIGHT TO ASK QUESTIONS ON THE AGENDA ITEMS**

Pursuant to Article 127-ter of the Consolidated Law on Finance, those with voting rights may submit questions on the items on the agenda even before the Shareholders' Meeting, by the end of the fifth trading day preceding the date of the Shareholders' Meeting (i.e. by 11 April 2024).

The questions - accompanied by the references of the certification sent by the intermediary to the Bank, proving ownership of the voting right - must be received in writing at the Company's registered office, to the attention of the Corporate Affairs Secretariat, by registered letter with return receipt, or by certified email to the address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com) indicating, in the subject line of the email, the wording "Ordinary and Extraordinary Shareholders' Meeting 2024 - Questions on the items on the agenda pursuant to Article 127-ter of Legislative Decree No. 127-ter of 24 February 1998. Legislative Decree No. 58 of 24 February 1998".

Questions received prior to the Shareholders' Meeting, if relevant, shall be answered at the latest during the Shareholders' Meeting, with the Bank having the right to provide a single answer to questions having the same content. Such reply shall not be due when the information requested is already available in question-and-answer format in a specific section of the Website. The Bank will not provide a response to questions that do not comply with the terms and conditions set out above.

#### **APPOINTMENT OF THE BOARD OF DIRECTORS**

The appointment of the Board of Directors will take place, pursuant to and in accordance with the procedures set forth in Article 15 of the Bylaws, on the basis of lists submitted by the Board of Directors and/or the Shareholders, each of which may contain a number of candidates not exceeding the number of Directors to be elected, listed by means of a progressive number.

The lists, signed by the Shareholder(s) submitting them, must be filed by the Shareholders at the Company's registered office - to the attention of the Corporate Affairs Secretariat - or by sending them to the certified e-mail address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com), together with the documentation required by law and by the Articles of Association, under penalty of forfeiture, by 25 March 2024, considering that 24 March 2024 is a holiday and the deadline is not expected to be reopened.

In addition to the outgoing Board of Directors, Shareholders who, alone or together with other Shareholders, hold a total number of ordinary shares representing a percentage equal to at least 1 % of the Bank's share capital have the right to submit lists, in accordance with the provisions of Article 15 of the Articles of Association in conjunction with the lesser measure issued by Consob Determination No. 92 of 31 January 2024, with the obligation to prove ownership of the number of shares required to submit lists within the deadline set for their publication by the Company. Ownership of the minimum shareholding required to present the list is determined by taking into consideration the shares registered in the Shareholder's favour on the day the lists are filed with the Company, through the filing of the appropriate certification issued by the depository intermediary. Ownership of the shareholding held on the day on which the lists are deposited with the Bank may also be certified after such deposit, provided that it is received by the deadline for their publication (i.e. by 28 March 2024), by transmitting the aforementioned certification issued by the authorised intermediaries to the Company.

Each Shareholder (including through third parties or trust companies, as well as Shareholders who are parties to a shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance, Shareholders belonging to the same group - meaning the parent company, subsidiaries and companies subject to joint control -) may submit (or participate in the submission of) and vote for only one list. Endorsements and votes cast in violation of this prohibition shall not be attributed to any list.

The Board of Directors resolved to submit its own list of candidates for the office of Director pursuant to Article 15 of the Articles of Association (the "Board List"), which will be made available to the public, no later than the thirtieth day prior to the date of the Shareholders' Meeting, at the Bank's registered office, at Borsa Italiana S.p.A. and on the Bank's website, in the "Governance/General Meeting Documents" section, as well as on the centralised storage mechanism called "iinfo", managed by Computershare S.p.A., which can be consulted at [www.iinfo.it](http://www.iinfo.it).

Each candidate may be presented in only one list under penalty of ineligibility, pursuant to the regulations in force.

Lists of candidates must be completed:

- information on the identity of the shareholders submitting the lists, with an indication of the total percentage of shares held;
- the curriculum vitae of each candidate, signed and dated, - in Italian and English -, issued no earlier than one month before, aimed at identifying for which theoretical profile the candidate is suitable and, therefore, containing exhaustive information on his/her personal and professional characteristics, as well as on his/her skills matured in the banking, financial and/or other relevant fields as better indicated in the Guidelines to Shareholders, accompanied by an indication of the directorships and auditing positions held in other companies and any suitability to qualify as independent;
- a declaration by each candidate accepting the candidacy and attesting, under their own responsibility, that there are no grounds for ineligibility and incompatibility, and that they meet the requirements prescribed by law and the Articles of Association (a facsimile of which is attached to the "Guidelines for shareholders on the qualitative and quantitative composition of the Board of Directors for the preparation of the Board of Directors' list" - the "Guidelines for Shareholders" or the "Guidelines"- made available on the website <https://investor.bff.com/it/orientamenti-del-cda> in the "Investor/Corporate Governance/Shareholder Guidelines" section);
- a declaration by the Shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of relations of connection pursuant to Articles 147-ter, paragraph 3, and 148, paragraph 2, of the Consolidated Law on Finance and Article 144-

quinquies of the "Regulation implementing Legislative Decree No. 58 of 24 February 1998, concerning rules for issuers" (adopted by Consob with resolution No. 11971 of 14 May 1999, as amended and supplemented; the "Issuers' Regulation") with the latter;

- from the 'Fit&Proper' questionnaire in Annex D of the Guidelines to Shareholders.

Having regard to the content of the Decree of the Ministry of Economy and Finance No. 169 of 23 November 2020 (the "Fit & Proper Regulation") issued in implementation, inter alia, of Article 26 of Legislative Decree No. 385/1993, as subsequently amended, and applicable with reference to appointments made after 30 December 2020, and to what is set forth in the Guidelines, each list must comply with the following requirements:

- candidates may not be included in the lists if they do not meet the requirements of:
  - i) integrity and that they do not meet the fairness criteria set out in Articles 3 and 4 respectively of the Fit&Proper Regulation;
  - ii) professionalism and do not meet the competence criteria set out in Articles 7 and 10 respectively of the Fit&Proper Regulation;
  - iii) independence of judgement as referred to in Article 15 and independence as referred to in Article 13 of the Fit&Proper Rules, where applicable.

Each candidate must also (i) comply with the limits on the accumulation of offices provided for in Article 17 of the Fit&Proper Regulation; and (ii) ensure adequate time availability for the performance of the office, pursuant to Article 16 of the Fit&Proper Regulation, taking into account, inter alia, the possibility of serving on endoconsiliar committees. With reference to the details of the number of meetings held during the financial years 2021-2023, please refer to paragraph 6.1 of the Guidelines;

- Pursuant to Article 13 of the Articles of Association, the majority of the directors must meet the independence requirements set forth in the applicable regulations. As indicated in the Guidelines, the Board of Directors shall include at least five independent directors, other than the Chairman of the Board, if the Board consists of nine members;
- pursuant to Article 15 of the Bylaws, the lists containing a number of candidates equal to or greater than three must include i) candidates in the majority meeting the independence requirements provided for by the laws in force at the time; ii) candidates of a different gender, at least to the minimum extent required by the law in relation to the composition of the Board of Directors (i.e. two-fifths)
- lists containing a number of candidates exceeding half the number of directors must indicate the candidate for the office of Chairman of the Board of Directors.

In addition, according to the results of the Board of Directors' self-assessment process, the Bank considers it appropriate to ensure the presence of one third of Directors who have gained (a) adequate experience in the international arena, preferably with reference to the markets in which the Group operates and, in particular, Eastern Europe (i.e. Poland, Czech Republic, Slovakia, Croatia); and (b) in the specific business of custodian bank, payment services and related services. On this point, please refer to paragraphs 5.3 and 7 of the Guidelines to Shareholders.

For the sake of clarity and in the spirit of facilitating the submission of "minority lists" for the appointment of the Board of Directors, it should also be noted that lists with fewer than two independent directors are also allowed if the list itself contains only one name. This can be deduced from a combined reading of Paragraphs 1 and 7 of Article 15 of the Bylaws and is consistent with Paragraph 10(b) of Article 15 of the Bylaws, which reserves a single director for the so-called 'minority



list'.

Shareholders are invited, when determining the number of members of the Board of Directors and when submitting lists, to take into account the Guidelines to Shareholders, which describe, among other things, the analysis carried out by the Board of Directors on the qualitatively and quantitatively suitable composition of the Board of Directors in order to properly perform its functions, in accordance with the applicable provisions on corporate governance.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009, in particular with reference to the declaration concerning the absence of relations of connection, even indirect, pursuant to Article 147-ter, paragraph 3, of the Consolidated Law on Finance and Article 144-quinquies of the Issuers' Regulations, with Shareholders who hold, even jointly, a controlling or relative majority interest, where identifiable on the basis of communications on significant shareholdings pursuant to Article 120 of the Consolidated Law on Finance. 144-quinquies of the Issuers' Regulations, with Shareholders that hold, even jointly, a controlling or relative majority shareholding, where identifiable on the basis of the notifications of significant shareholdings pursuant to Article 120 of the Consolidated Law on Finance, or the publication of shareholders' agreements pursuant to Article 122 of the Consolidated Law on Finance.

Lists for which the above provisions are not observed are considered as not submitted.

Further information on the presentation, filing and publication of the lists can be found in Article 15 of the Bylaws and in the "Illustrative Report of the Board of Directors on the Ninth Item on the Agenda", available on the website <https://investor.bff.com/>, respectively, in the "Governance/Corporate Documents" section and in the "Governance/General Meeting Documents" section, as well as on the centralised storage mechanism called "1info", managed by Computershare S.p.A., available at [www.1info.it](http://www.1info.it).

The lists (other than the List of the Board of Directors, for which the aforementioned deadlines apply) duly submitted will be made available to the public at the Company's registered office and on the website <https://investor.bff.com/> in the section "Governance/Shareholders Documents", as well as at the authorised storage mechanism 1info, managed by Computershare S.p.A., at [www.1info.com](http://www.1info.com), no later than 28 March 2024, coinciding with the twenty-first day prior to the date of the Shareholders' Meeting.

#### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

The Board of Statutory Auditors will be appointed, pursuant to and in accordance with the procedures set forth in Article 22 of the Articles of Association, on the basis of lists submitted by the Shareholders, each of which may contain a number of candidates not exceeding the number of members to be elected, listed by progressive numbering.

The lists, signed by the Shareholder(s) submitting them, must be filed at the Company's registered office - to the attention of the Corporate Affairs Secretariat or by sending them to the certified e-mail address [assemblea@pec.bffgroup.com](mailto:assemblea@pec.bffgroup.com) - under penalty of forfeiture, by 24 March 2024, a holiday coinciding with the twenty-fifth day prior to the date of the Shareholders' Meeting, unless extended in the cases provided for by the regulations in force (as specified below).

Shareholders who, alone or together with other Shareholders, hold a total of ordinary shares representing a percentage of at least 1% of the Bank's share capital, in conjunction with the provisions of Consob's Determination No. 92 of 31 January 2024, are entitled to submit lists. Ownership of the above-mentioned minimum shareholding shall be determined by taking into account the shares registered in favor of the Shareholder on the day on which the lists are filed with the Company, by

means of the filing of the appropriate certification issued by the depository intermediary. Ownership of the shareholding held on that date may also be certified later, provided it is received by the deadline for the publication of the lists (i.e. by 28 March 2024).

Lists containing three candidates must ensure compliance with the gender balance at least to the minimum extent required by law (i.e. two-fifths), rounded down to the nearest unit. It is also recommended that the composition of the lists ensure the appointment of at least one alternate auditor belonging to the less represented gender, necessary to guarantee compliance with the gender quotas also in case of replacement.

If, as of 24 March 2024, only one list has been filed, or only lists submitted by Shareholders who are connected to each other pursuant to Article 144-quinquies of the Issuers' Regulation, lists may be submitted until the third day following that date (i.e. by 27 March 2024). In this case, the 1% threshold for the submission of lists is reduced by half and will therefore be equal to 0.5% of the Bank's share capital.

Each Shareholder (including through third parties or trust companies, as well as Shareholders who are party to a shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance, Shareholders belonging to the same group - meaning the parent company, subsidiaries and companies subject to joint control -) may submit (or participate in the submission of) and vote for only one list. Endorsements and votes cast in violation of this prohibition shall not be attributed to any list.

Each candidate may only be presented on one list under penalty of ineligibility, pursuant to current legislation.

Lists of candidates must be submitted with:

- by information on the identity of the Shareholders who submitted the lists, with an indication of the total percentage of shareholding held;
- by a declaration of the Shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of relations of connection pursuant to Article 148, paragraph 2, of the Consolidated Law on Finance and Article 144-quinquies of the Issuers' Regulations with the latter;
- by the declaration with which each candidate accepts the candidacy and certifies, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by law and the Bylaws (a facsimile of which is attached to the "Guidelines on the Qualitative and Quantitative Composition of the Board of Statutory Auditors" (the "CS Guidelines"), available on the website [www.bffgroup.com](http://www.bffgroup.com) in the section "Governance/ Shareholders' Meeting Documents");
- the curriculum vitae of each candidate, in Italian and English, signed and dated, containing exhaustive information on the personal and professional characteristics of the person concerned and the skills acquired in the field of banking, finance and/or other relevant fields as better specified in the CS Guidelines, with an indication of the administration and control positions held in other companies.

It should be noted that:

- Candidates may not be included in the lists if they do not meet the requirements of honourableness, professionalism, independence and independence of judgement provided for, respectively, in Articles 3, 9 14 and 15 of the Fit&Proper Regulation, and if they do not meet the criteria of (i) fairness, (ii) competence, and (iii) adequate collective composition of the bodies, as provided for in Articles 4, 10 and 11 of the Fit&Proper Regulation.



Furthermore, each member of the Board of Statutory Auditors must comply with the limits on the accumulation of offices set forth in Article 17 of the Fit&Proper Regulation, which provides that they may not hold, alternatively, more than

- no. 1 executive position and no. 2 non-executive positions;
- no. 4 non-executive appointments.

For the purposes of calculating the above limits, the office held at the Bank is also taken into account.

The limits on the accumulation of offices must also be verified taking into account the exemptions and methods of aggregation of offices set forth in Article 18 of the Fit&Proper Regulation.

In addition, the violation of the prohibition for Statutory Auditors to hold or exercise similar offices in competing companies or groups of companies, pursuant to Article 36 of Law Decree no. 201/2011, converted with amendments into Law no. 124 of 22 December 2011, the so-called interlocking prohibition, is a cause of incompatibility that entails forfeiture of the office within the terms prescribed by law.

In any case, each Statutory Auditor must dedicate an adequate amount of time to the performance of his or her duties, as indicated in Article 16 of the Fit&Proper Regulation.

- Lists containing more than one candidate shall be divided into two sections: one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor. The first candidate in each section must be selected from among those listed in the Register of Statutory Auditors who have practised as statutory auditors for a period of more than three years;
- Lists containing a number of candidates equal to or greater than three must include candidates belonging to the less represented gender in both the Standing Auditor section and the Alternate Auditor section, so that the candidates of the less represented gender account for at least two-fifths of the total (rounded up, in the case of a fractional number, to the next higher unit).

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009, referred to above.

Lists for which the above provisions are not observed shall be considered as not submitted.

When submitting lists, Shareholders are invited to take into account the document prepared by the Bank's Board of Statutory Auditors, the CS Guidelines, available on the website [www.bffgroup.com](http://www.bffgroup.com), in the "Governance/Corporate Documents" section.

Further information on the presentation, filing and publication of the lists can be found in Article 22 of the Articles of Association and in the Board of Directors' Explanatory Report on the twelfth item on the agenda, available on the website [www.bffgroup.com](http://www.bffgroup.com), respectively, in the section "Governance/Corporate Documents" and in the section "Governance/Meeting Documents" as well as on the centralized storage mechanism called "1info", managed by Computershare S.p.A., available at [www.1info.it](http://www.1info.it).

The lists duly submitted will be made available to the public at the Company's registered office and on the website [www.bffgroup.com](http://www.bffgroup.com), in the section "Governance/Attending Shareholders' Meetings", as well as on the authorised storage mechanism 1info, managed by Computershare S.p.A., at [www.1info.com](http://www.1info.com), by 28 March 2024, coinciding with the twenty-first day prior to the date of the Shareholders' Meeting.



#### **DOCUMENTATION AND INFORMATION**

The documents relating to the items on the agenda, including the illustrative reports of the Board of Directors on the items on the agenda and the resolution proposals 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 ("Investor/Governance/Meeting Documents" section), as well as at the authorized storage mechanism 1info, managed by Computershare S.p.A., at [www.1info.com](http://www.1info.com).

Shareholders are entitled to view and request copies.

This notice will be published in excerpts, pursuant to Article 125-bis of the TUF, in the daily newspaper: IL SOLE 24 ORE, on 8 March 2024.

For the Board of Directors  
THE CHAIRMAN  
Salvatore Messina

Milan, 7 march 2024