



**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS ON THE THIRD
ITEM ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

**(DRAWN UP IN ACCORDANCE WITH ARTICLE 125-TER OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998
AND SUBSEQUENT AMENDMENTS AND SUPPLEMENTS)**

(CONVENED FOR 16 JUNE 2026 IN A SINGLE MEETING)

**ITEM 3: Appointment of a Director to complete the Board of Directors pursuant to
Article 2386 of the Italian Civil Code**

**BFF Bank S.p.A.**

Viale Scarampo 15 - 20149 Milan

Tax Code and VAT No. 07960110158

Dear Shareholders,

the Ordinary General Meeting (the “Meeting”), convened exclusively by means of telecommunication, in a single call for 16 June 2026, is called upon to discuss and resolve on the appointment of a Director to fill a vacancy on the Board of Directors (the “BoD”) of BFF Bank S.p.A. (the “Bank” or the “Company”) pursuant to Article 2386 of the Italian Civil Code.

1. INTRODUCTION

It should be noted at the outset that:

- during the meeting held *on* 1 February, the BoD took note of the decision by **Mr Massimiliano Belingheri** to relinquish his powers as Chief Executive Officer, whilst retaining his position as a member of the BoD;
- on that occasion, the Bank’s Board of Directors resolved on the structure of management powers following the decisions taken by Mr Massimiliano Belingheri, appointing **Mr Giuseppe Sica** (formerly the Bank’s CFO) as General Manager, conferring upon him all the powers hitherto attributed to Mr Massimiliano Belingheri;
- following the resignation of Director **Mr Massimiliano Belingheri** – appointed by the Shareholders’ Meeting of 18 April 2024 by list vote and drawn from the list submitted by the outgoing Board of Directors (the “Board List”) – motivated by the intention to further facilitate dialogue within the Board and to enable the Board to proceed with the strengthening of its composition through the appointment of a new Chief Executive Officer, the Board of Directors, during its meeting of 17 March 2026 – resolved to co-opt **Mr Giuseppe Sica** pursuant to and for the purposes of Article 2386 of the Italian Civil Code, subject to the favourable opinion of the Nomination Committee, and having noted Mr Giuseppe Sica’s suitability for the role, appointing him as



Chief Executive Officer and Director responsible for the internal control system, in accordance with the *Corporate Governance* Code.

The resolution was also approved by the Board of Statutory Auditors.

In accordance with the provisions of Article 2386 of the Italian Civil Code, **Mr Giuseppe Sica**, as a co-opted director, shall remain in office until this General Meeting.

Shareholders are therefore invited to proceed with the appointment of a new member to the Bank's Board of Directors, in order to restore the number of nine (9) members as resolved by the General Meeting on 18 April 2024. The appointment must be made in accordance with current legislation – including regulatory provisions – as well as the Articles of Association, with the statutory majorities and on the basis of the nominations submitted by the Shareholders. It should be noted that, in the present case (replenishment of the Board of Directors through the appointment of a single director), the rules on list voting do not apply, without prejudice to the requirements laid down by law and the Articles of Association regarding independence and gender balance.

It is also recalled that the Shareholders' Meeting of 18 April 2024 appointed the current Board of Directors for the three-year period 2024–2026 on the basis of the lists submitted by the shareholders, in compliance with: *i)* the principle of minority representation, *ii)* the minimum quota of independent directors, *iii)* the gender balance required by current legislation.

Following the resignation of Director **Dr Massimiliano Belingheri**, the current composition of the Board of Directors remains in compliance with the legal and statutory requirements regarding independence, gender balance and the protection of minority interests. These requirements will continue to be met regardless of: *i)* the gender of the new director, *ii)* whether or not the independence requirements are met, *iii)* whether the nomination comes from majority or minority shareholders.

2. APPOINTMENT PROCESS

As duly mentioned in the introduction, the Board of Directors, with the support of the Nomination Committee and the Remuneration Committee (each in respect of matters within their remit), unanimously resolved to co-opt **Mr Giuseppe Sica**, who, by virtue of his significant experience, including at an international level, combined with his in-depth knowledge of the banking sector and financial markets, as well as his established experience in



strategic planning and extraordinary finance transactions, was deemed the suitable candidate to serve as a Director of BFF.

The Board considered **Mr Giuseppe Sica** to be suitable for meeting *i)* the legal and Statutory provisions regarding directors' requirements, as well as *ii)* the criteria and objectives for diversity in the composition of the Board of Directors set out in the Board's Diversity Policy (the "**Diversity Policy**").

Dr Giuseppe Sica's profile is also consistent with the following areas set out in the Guidelines: *i)* many years of senior-level experience in the banking and financial sector, having held top-level positions in leading national and international financial institutions, including those of *Chief Financial Officer* at BFF Bank and Banca Monte dei Paschi di Siena; *ii)* he worked for over fifteen years in investment banking at Morgan Stanley, serving as *Managing Director* and head of *the Investment Banking team* for Italian financial institutions; *iii)* he has extensive experience in financial markets, strategic planning and special finance transactions, as well as in financial reporting and relations with institutional investors; *iv)* has gained in-depth knowledge of the *business* model, activities and development prospects of the Bank and the Group, not least in light of his current role as General Manager; *v)* the professional profile of the Nominee demonstrates extensive experience in managing complex and regulated organisational environments, as well as significant familiarity with issues relating to strategy, finance and business development, characteristics that are consistent with those required for the exercise of senior executive roles in financial institutions comparable to the Bank.

With the appointment of **Mr Giuseppe Sica**, the composition of the Board, compared to that prior to the resignation of Mr Massimiliano Belingheri, among other things:

- remains unchanged in terms of the ratio between the number of non-executive and/or independent directors, which was already deemed appropriate at the time;
- remains unchanged in terms of the number of Board members belonging to the under-represented gender, which currently stands at 4 out of 9 and is therefore consistent with the relevant provisions of the Consolidated Law on Finance (TUF) and the *Diversity Policy*;
- remains substantially unchanged in terms of the diversity of age groups within the

Board;

- it maintains the diversity of managerial and professional experience, as the profile of the co-opted Director is in many respects similar to that of the outgoing Director, including in terms of adequate experience gained in an international context, as evidenced by his *curriculum vitae*;
- meets, in light of the combination of the factors mentioned above, the requirements for the qualitative and quantitative composition of the Board of Directors, also on the basis of the Guidelines, which, in turn, reflect the assessments that emerged at the time from the Board of Directors' self-assessment.

3. PROCEDURE FOR SUBMITTING NOMINATIONS

Shareholders wishing to submit nominations for the appointment of a director to fill a vacancy on the Board of Directors are invited to pay close attention to the document entitled ***“Guidelines for Shareholders on the qualitative and quantitative composition of the Board of Directors and for the preparation of the Board of Directors’ list”*** (the “Guidelines”) prepared by the outgoing Board of Directors and published at the General Meeting of 18 April 2024 which appointed the current Board of Directors, made available to shareholders at the following link <https://investor.bff.com/it/guidelines-to-shareholders> and setting out the qualitative and quantitative composition deemed optimal for the effective fulfilment of the duties and responsibilities entrusted to them by law, supervisory regulations and the Articles of Association (in terms, inter alia, of skills, experience, age, gender and international outlook), taking into account the Bank’s characteristics and objectives, to which express reference is made.

In this regard, with reference to the profile of the ideal candidate pursuant to the Guidelines, in light of the composition of the current Board, it is noted that, following the resignation of Mr Massimiliano Belingheri from his executive roles, the Board of Directors has supplemented and subsequently approved the Theoretical Profile of the Chief Executive Officer (the **“CEO Profile”**) attached to the current succession plan for the Chairman and Chief Executive Officer (the **“Succession Plan”**) as, inter alia, referred to in the Guidelines, aimed at defining the criteria and professional characteristics relevant for the identification of suitable candidates to assume executive responsibilities within the administrative body;



Shareholders are therefore recommended to propose any candidates who possess – in addition to the skills indicated in the Guidelines – the skills set out in the CEO Profile attached to this report (**Annex A**).

4. ELIGIBILITY REQUIREMENTS

Attention is also drawn to the requirement that the candidate must meet the eligibility criteria required of bank representatives (and, in particular, of Board members) under the applicable laws, regulations and Articles of Association, which, in the event of appointment by the Shareholders' Meeting, will be subject to assessment and verification by the Board of Directors for the purposes of: *i*) the regulations in force regarding eligibility requirements and criteria, as well as *ii*) the so-called prohibition on *interlocking directorships*, without prejudice to the subsequent assessment procedure by the Supervisory Authority.

It should be noted that, for the purposes of “suitability”, directors, in addition to meeting requirements of integrity (which are the same for all directors), professionalism (graded according to principles of proportionality depending on the role held, for example as an executive or non-executive member of the Board of Directors) and, where applicable, independence, must: *i*) meet criteria of competence and integrity; *ii*) be able to act with independent judgement and an awareness of the duties and rights associated with the position; *iii*) have sufficient time available to fulfil the role (for an estimate of the time to be devoted to the position, see the Guidelines), in compliance with the limits on the accumulation of positions set out in the regulations.

Such nominations must also be accompanied by:

- declarations – in Italian and/or English – in which the individual candidates (*i*) accept the nomination, and (*ii*) certify, on their own responsibility, that there are no grounds for ineligibility or incompatibility, and that the requirements prescribed by law and the Articles of Association are met – a template of which, in accordance with the Guidelines for Shareholders, is available on the Company's website in the section [Investors > Governance > Shareholders' Meeting Documentation > 2026 Shareholders' Meeting](#);
- the *curriculum vitae* – in Italian and English – of each candidate, signed and dated, containing comprehensive information on their personal and

professional background, as well as the expertise gained in the banking and financial sectors and/or other relevant fields, as further detailed in the Guidelines for Shareholders, accompanied by a list of the administrative and supervisory positions held in other companies, and their eligibility to qualify as independent;

- The “Fit & Proper” questionnaire – in accordance with Annex D to the Guidelines for Shareholders – is available on the Company’s website under the section [Investors > Governance > Meeting Documentation > 2026 Annual General Meeting](#);

Although there are no specific procedures for the submission of nominations, Shareholders are invited to submit them via certified email to assemblea@pec.bffgroup.com , so as to enable the Company to publish them at least 15 days prior to the date of the General Meeting.

5. PROPOSAL TO THE SHAREHOLDERS’ MEETING

With regard to the co-optation of **Mr Giuseppe Sica**, the Board of Directors, in light of the considerations set out above, taking into account not only his individual characteristics but also the overall composition of the Board in terms of both quality and quantity, has reached the unanimous conclusion that, by virtue of his professional qualities and the experience he has gained, he possesses a profile suitable for the role of Director of the Bank, appointing him first as General Manager and subsequently as Chief Executive Officer of BFF.

Furthermore, during the assessment of the suitability and qualifications of **Mr Giuseppe Sica**, carried out at the time of his appointment as General Manager and confirmed following his co-optation, the Board, taking into account the suitability requirements and criteria set out above, resolved in favour of the candidate’s suitability to hold the office of Director, Chief Executive Officer and General Manager of BFF, confirming that he meets the requirements of professionalism and integrity, satisfies the criteria of competence and probity, has the time necessary to perform the role effectively, and complies with the limits on the accumulation of roles, whilst recognising his independence of judgement. On that occasion, the Board also reiterated its assessments regarding its own adequacy in terms of size, composition and functioning, and the guidelines on the professional characteristics



professionalism required for appointment as a director, as well as Chief Executive Officer of the Bank.

In light of the assessments of the characteristics, requirements, experience and knowledge of **Mr Giuseppe Sica**, already carried out during his co-optation and the verification of his qualifications, the Board of Directors proposes to the Shareholders' Meeting the confirmation of the co-opted Director, Mr **Giuseppe Sica**, as a Director.

He has also confirmed his willingness to accept the nomination.

The candidate's *curriculum vitae*, together with the declarations of acceptance of the nomination for the office of director, and the "Fit & Proper" questionnaire, in accordance with *the format* attached to the Guidelines, is published, together with this report, on the Bank's *website* at the following path: Investor > Governance > Shareholders' Meeting Documentation > 2026 Shareholders' Meeting.

It should also be noted that, pursuant to the provisions of Article 15 of the Articles of Association, for the appointment of Directors, as this is a co-optation, the General Meeting shall resolve by a statutory majority, without the application of list voting.

Shareholders retain the right to propose candidates, who may be nominated in accordance with the statutory deadlines.

Should the proposal to appoint **Mr Giuseppe Sica** put forward by the Board of Directors not be approved by the General Meeting, any further nominations will be put to a vote in accordance with the current General Meeting Regulations, which can be viewed at the following link: <https://investor.bff.com/it/procedure-e-regolamenti>, it being understood that, following the appointment, the Board will be required to carry out its own checks to ensure compliance with the requirements of current regulations, including those set out in the Articles of Association, regarding the qualifications of bank representatives.

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That being said, should you agree with the contents and arguments set out in the Directors' Report just presented, we submit the following proposal for your approval:



“The General Meeting of BFF Bank S.p.A., having examined the Board of Directors’ report on this item on the agenda,

resolves

- 1. to appoint a new member to the Board of Directors, confirming the appointment of the director already co-opted by the Board of Directors on 17 March 2026, Mr Giuseppe Sica, born in Salerno (SA) on 19 April 1977 and resident in London (UK), 6 Winsham Grove, London SW11 6NS, Tax Code SCAGPP77D19H703L, who shall remain in office until the expiry of the current Board of Directors’ term and, therefore, until the Shareholders’ Meeting convened to approve the financial statements for the financial year 2026;*
- 2. to grant Director Dr Giuseppe Sica, pursuant to Article 2389, first paragraph, of the Italian Civil Code, the same total gross annual remuneration awarded to the other members of the Board of Directors, amounting to €60,000, to be allocated pro rata temporis, in addition to the reimbursement of documented expenses incurred in the performance of his duties”.*

* * *

For the Board of Directors THE

CHAIRMAN

(Ranieri de Marchis)

Milan, 30 April 2026