

Notice of change in share capital – December 2025 and January 2026

Milan, 23rd January 2026 – BFF Bank S.p.A. ("**BFF**" or the "**Bank**"), pursuant to article 85-bis of CONSOB Regulation n° 11971/1999 (Issuers) as subsequently amended, announces the new composition of its share capital (fully subscribed and paid-in), following the partial execution of the share capital increase free of charge, resolved by the Bank's Shareholders' Meeting of 2nd April 2020 ("**Share Capital Increase Free of Charge**").

As a result of the execution of the Share Capital Increase Free of Charge:

- in the period until 17th December 2025, BFF's share capital increased by an amount equal to Euro 118,107.99 through the issuance of 153,387 new BFF ordinary shares and
- in the period until 21st January 2026, BFF's share capital increased by an amount equal to Euro 56,846.02 through the issuance of 73,826 new BFF ordinary shares

assigned to BFF Group's employees in relation with the remuneration and incentive policies' requirements, in the context of:

- (i) the Management by Objective incentive system;
- (ii) the "Stock Option Plan of Banca Fama Factoring Banking Group", approved by the Shareholders' Meeting of 2nd April 2020 ("**SOP 2020**");
- (iii) the "Incentive Plan of BFF Banking Group", approved by the Shareholders' Meeting of 31st March 2022 ("**Incentive Plan 2022**");
- (iv) the "One-off free Allocation of Shares to Employees", approved by the Shareholders' Meeting of 17th April 2025 ("**Stock Grant 2025**").

The certificates of the changes in share capital were filed with the Companies' Registration List of Milan, Monza Brianza and Lodi, on 19th December 2025 and 22nd January 2026, respectively.

TABLE 1

	Current share capital			Previous share capital		
	<i>Euro (€)</i>	<i>N° of shares</i>	<i>Unitary nomin. value</i>	<i>Euro (€)</i>	<i>N° of shares</i>	<i>Unitary nomin. value</i>
Total of which:	145,448,693.31	188,894,407	W/o nominal value	145,273,739.30	188,667,194	W/o nominal value
Ordinary shares (regular entitlement: 01/01/2025) N° of current coupon: 10	145,448,693.31	188,894,407	W/o nominal value	145,273,739.30	188,667,194	W/o nominal value

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

BFF Banking Group

BFF Banking Group is the largest independent specialty finance in Italy and a leading player in Europe, specialized in 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 2024 it reported a consolidated Adjusted Net Profit of €143.0 million, with a 13.4% Group CET1 ratio at the end of September 2025.

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