



BFF Bank S.p.A.
registered office in Milan , Viale Lodovico Scarampo 15
Share capital: €145,452,366.98 fully paid up
Milan Economic and Administrative Register (R.E.A.) No. 1193335
Tax Code and VAT No. 07960110158
Registered in the Register of Banks under no. 5751, ABI code no. 5000
Parent company of the BFF Banking Group,
registered in the Register of Banking Groups

NOTICE OF CONVOCATION OF THE ANNUAL GENERAL MEETING

The Ordinary General Meeting (the "Meeting") of BFF Bank S.p.A. (the "Bank" or "BFF" or "Company") is convened exclusively by means of telecommunication in a **single call**, for **Tuesday 16 June 2026**, at **11:00 am**, to resolve on the following

AGENDA

1. Approval of the Financial Statements as of December 31, 2025. Reports from the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors. Presentation of the consolidated financial statements of the BFF Banking Group as of December 31, 2025. Presentation of the Sustainability Report.
2. Allocation of net income for the fiscal year ended December 31, 2025.
3. Appointment of a Director to fill a vacancy on the Board of Directors pursuant to Article 2386 of the Italian Civil Code, replacing a director who has stepped down from office.
4. Approval of the Report on Remuneration Policy and Compensation Paid: Section I – Remuneration and Incentive Policy of the BFF Banking Group pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58/1998, as amended and supplemented.
5. Approval of the policies for determining compensation in the event of early termination of office or termination of the employment relationship, including the limits on such compensation.
6. Report on the remuneration policy and compensation paid: non-binding vote on Section II – Disclosure of compensation paid in fiscal year 2025.
7. Authorization 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 by Resolution No. 11971/1999, subject to the revocation of the authorization approved by the Shareholders' Meeting on April 17, 2025, which has not been executed.

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INFORMATION ON SHARE CAPITAL

Pursuant to Article *125-quater*, paragraph 1, letter c), of Legislative Decree No. 58/1998 ("TUF"), we hereby notify that, as at today's date, the share capital of BFF, fully subscribed and paid up, amounts to **€145,452,366.98** (one hundred and forty-five million, four hundred and fifty-two thousand, two hundred and sixty-six point ninety-eight), divided into **188,899,178** (one hundred and eighty-eight million, eight hundred and ninety-nine thousand, one hundred and seventy-eight) ordinary shares with no par value and in dematerialised form, each of which entitles the holder to one (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, the "Website"). There are no classes of shares other than ordinary shares. As at the date of publication of this notice, the Bank does not hold any treasury shares.

ATTENDANCE AT THE GENERAL MEETING

In accordance with the provisions of Article 106(4) of Decree-Law No 18 of 17 March 2020, converted, with amendments, by Law No 27 of 24 April 2020, as most recently extended by Decree-Law No 200 of 31 December 2025, the Company has decided to exercise the option to provide that the participation of those entitled to vote at the Shareholders' Meeting may take place **exclusively through the representative appointed** by the Company pursuant to Article *135-undecies* of the Consolidated Law on Finance (TUF), to whom proxies and/or sub-proxies may also be granted pursuant to Article *135-novies* of the TUF, notwithstanding Article *135-undecies*, paragraph 4, of the TUF, without their physical presence. Furthermore, it is envisaged that participation in the meeting by the representative appointed pursuant to Article *135-undecies* of the TUF, the Directors and Statutory Auditors, as well as all other persons entitled to do so by law, other than those entitled to vote, may take place exclusively via means of telecommunication that allow for their identification. Instructions for participating in the Meeting via telecommunication means will be provided by the Company to those concerned. The Company has appointed *Computershare S.p.A.*, with registered office in Milan, Via Lorenzo Mascheroni, No. 19, as the designated representative pursuant to Article *135-undecies* of the TUF (the "**Designated Representative**").

DESIGNATED REPRESENTATIVE AND RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article *83-sexies*, paragraph 2, of the TUF and the relevant implementing provisions, the following are entitled to attend the Shareholders' Meeting and exercise their voting rights, those who have sent the Bank the relevant notification issued by an authorized intermediary in accordance with the law, certifying their entitlement to vote on the basis of their own accounting records as at the close of business on **5 June 2026**, coinciding with the seventh trading day prior to the date set for the General Meeting (the "**Record Date**").

Those who become holders of the Bank's shares after that date will not be entitled to attend and vote at the Shareholders' Meeting.

The notification from the intermediary must be received by the Bank by **11 June 2026**, a deadline coinciding with the end of the third trading day prior to the date of the General Meeting. The right to attend and vote remains valid if the notification is received by the Bank after the aforementioned



deadline, provided it is received before the start of the General Meeting.

Shareholders wishing to attend the Meeting must therefore grant the Designated Representative a proxy – together with voting instructions – on all or some of the proposed resolutions regarding the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company, which will be made available on *the Website* in the "*Investor/Governance/Meeting Documentation*" section, at the Company's registered office and at the Designated Representative's registered office.

The proxy should be valid only for those proposals in respect of which voting instructions have been provided.

The proxy form, together with the voting instructions, must be submitted in accordance with the instructions provided on the form itself by the end of the second trading day preceding the date set for the General Meeting (i.e. by **12 June 2026**) using the methods specified on the form. The proxy and voting instructions may be revoked by the same deadline of 12 June 2026.

It should also be noted that, in accordance with the Decree, proxies or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-*novies* of the TUF using the same form as above, which must be received by Computershare S.p.A. in the same manner and within the time limits indicated above. The proxy may be revoked within the same time limits and in the same manner as the granting of the proxy. The notification to the Bank made by the intermediary, certifying the right to attend the Shareholders' Meeting, is also required in the event of the granting of a proxy or sub-proxy to the Designated Representative; therefore, in the absence of the aforementioned notification, the proxy or sub-proxy shall be deemed invalid, i.e. without effect.

The Designated Representative is available for clarification or information on the following numbers: 02-46776814, 02-46776821 or at the following email address: ufficiomi@computershare.it.

Please note that shares for which a proxy has been granted, even partially, are counted for the purposes of the Shareholders' Meeting; in relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share capital required for the approval of resolutions.

Please note that the Articles of Association do not provide for voting by post or by electronic means.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSALS

Pursuant to Article 126-*bis* of the Consolidated Law on Finance and Article 9, paragraph 8, of the Articles of Association, Shareholders who, individually or jointly, represent at least one fortieth of the Bank's share capital may request, within ten days of the publication of this notice convening the Shareholders' Meeting (i.e. by **21 May 2026**), the addition of items to be discussed, indicating in their request the additional matters they propose, or submit proposals for resolutions on matters already on the agenda.

Such requests, together with certification from the intermediary confirming ownership of the shareholding and information enabling the identification of the requesting Shareholders, must – within the aforementioned deadline – be received in writing, signed in original, at the Registered Office, for the attention of the Corporate Affairs Secretariat, by registered post with return receipt, or by certified email to the address assemblea@pec.bffgroup.com, indicating in the subject line of *the email* the



wording **“Ordinary Shareholders’ Meeting 2026 – Addition to the agenda pursuant to Article 126-bis of Legislative Decree No. 58 of 24, 1998”**.

Within the same deadline and in the same manner, the requesting or proposing Shareholders must submit to the Board of Directors a report setting out the reasons for the request or proposal.

The Bank shall give notice of additions to the agenda, or of the submission of further proposals for resolutions on matters already on the agenda, in the same manner as prescribed for the publication of the notice of meeting, at least fifteen days before the Shareholders’ Meeting (i.e. by **1 June 2026**), accompanied by any assessments 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, shall be made available to the public in the same manner as the documentation relating to the Shareholders’ Meeting.

Shareholders may not add items to the agenda for matters 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 report prepared by them, other than that referred to in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

RIGHT TO SUBMIT INDIVIDUAL PROPOSALS FOR RESOLUTIONS PRIOR TO THE SHAREHOLDERS’ MEETING

In addition to the foregoing, given that participation in the Meeting is permitted exclusively through the Designated Representative, those entitled to participate in the Meeting who wish to submit proposals for resolutions on items on the agenda are invited to do so in advance, by 1 June 2026, in the same manner as indicated in the preceding paragraph. These proposals will be published on the Company’s website and on the authorised storage mechanism *1info*, managed by Computershare S.p.A., at www.1info.com by 3 June 2026, in order to enable those entitled to vote to make an informed decision, taking these new proposals into account, and to allow the Designated Representative to collect voting instructions, including on these proposals. The applicant must provide appropriate documentation proving their entitlement to attend the Meeting and the granting of a proxy to the Designated Representative for participation in the Meeting.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-ter of the Consolidated Law on Finance, those entitled to vote may submit questions on the items on the agenda, even prior to the Shareholders’ Meeting, by the end of the seventh trading day preceding the date of the Shareholders’ Meeting (i.e. by **5 June 2026**).

Questions – accompanied by references to the certification sent by the intermediary to the Bank, proving entitlement to voting rights – must be received in writing at the Registered Office, for the attention of the *Corporate Affairs Secretary*, by registered post with return receipt, or via certified email to the address assemblea@pec.bffgroup.com, indicating in the subject line of *the email* the wording **“2026 Ordinary Shareholders’ Meeting – Questions on items on the agenda pursuant to Article 127-ter of Legislative Decree No. 58 of 24 February 1998”**.

Questions received prior to the Meeting, once their relevance to the items on the Meeting’s agenda and the requester’s standing have been verified, will be answered at least three days before the Meeting, and therefore by **11 June 2026**, by publication on the Website, in the dedicated section **“16 June 2026 Ordinary General Meeting of BFF Bank S.p.A. – Questions”**, with the Bank being entitled to



provide a single response to questions with the same content. Such a response is not required where the requested information is already available in a "question and answer" format in a specific section of the Website. The Bank will not respond to questions that do not comply with the procedures, terms and conditions set out above.

APPOINTMENT OF A DIRECTOR TO FILL A VACANCY ON THE BOARD OF DIRECTORS PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE

The appointment of the Director shall take place, in accordance with Article 15 of the Articles of Association, without the use of a list voting system, by a relative majority vote based on the nominations submitted. Interested shareholders may submit any nominations well in advance, at least fifteen days before the date of the Shareholders' Meeting (i.e. **by 1 June**), to the Registered Office, for the attention of *the Corporate Affairs Secretary*, or via certified email to assemblea@pec.bffgroup.com. Nominations duly submitted will be made available to the public at the Company's registered office and on *the website* www.bff.com, in the "*Investor/Governance/Shareholders' Meeting Documentation*" section, as well as via the authorised storage mechanism 1info, managed by Computershare S.p.A., at www.1info.com, by **3 June 2026**.

Proposals must be accompanied by:

- a declaration in which the individual candidates accept their nomination and certify, on their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed by law and the Articles of Association (a *template* of which is available on *the website* www.bff.com in the "*Investor/Corporate Governance/Shareholders' Meeting Documentation*" section);
- *the curriculum vitae* of each candidate, signed and dated, containing comprehensive information on their personal and professional background, as well as on the expertise gained in the banking, financial and/or other relevant fields as further specified in the Guidelines for Shareholders, accompanied by details of any administrative and supervisory positions held in other companies;
- the "Fit & Proper" questionnaire available on *the website* www.bff.com in the "*Investor/Corporate Governance/Shareholders' Meeting Documentation*" section.

Information regarding the requirements for members of the Board of Directors, as well as the terms and procedures for submitting nominations and the related voting, is set out in the explanatory report prepared by the Board of Directors on the relevant agenda item, to which reference should be made.

DOCUMENTATIONS AND INFORMATION

The documentation relating to the items on the agenda, including the explanatory reports of the Board of Directors on the agenda items and the proposed resolutions contained therein, will be made available to the public, in accordance with the terms and procedures laid down by current legislation, at the Registered Office and on *the Website* (section "*Investor/Governance/Shareholders' Meeting Documentation*"), as well as via the authorized storage mechanism 1info, managed by Computershare S.p.A., at www.1info.com.

Shareholders are entitled to inspect the documents and request a copy.



This notice will be published in extract form, pursuant to Article *125-bis* of the Consolidated Law on Finance, in the newspaper **Il Sole 24 Ore** on **10 May 2026**.

The Chairman of the Board of Directors

Ranieri de Marchis

Milan, 30 April 2026