

## BFF Bank S.p.A. Shareholders' Meeting: Approval of the 2025 Financial Statements and the Remuneration Policy

- Approval of the 2025 Financial Statements
- Approval of the 2026 Remuneration Policy and the Severance
- Confirmation of Giuseppe Sica as a Member of the Board of Directors
- Approval of the authorization to purchase and dispose of treasury shares

Milan, 16<sup>th</sup> June 2026 – The Shareholders' Meeting (the "**Shareholders' Meeting**") of BFF Bank S.p.A. ("**BFF**", the "**Bank**" or the "**Group**"), the Parent Company of BFF Banking Group, was held today in ordinary session, in a single call.

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### **Approval of 2025 Financial Statements**

With reference to item 1 on the agenda – *Approval of the Financial Statements as of 31<sup>st</sup> December 2025. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements of BFF Banking Group as of 31<sup>st</sup> December 2025. Presentation of Sustainability Report* – the **Shareholders' Meeting approved the Financial Statements for the year ended as of 31<sup>st</sup> December 2025 reporting a Net Profit of Euro 27,614,903, with votes in favour representing 93.7% of the share capital present and entitled to vote.**

### **Allocation of Net Profit for the 2025 financial year**

With reference to item 2 on the agenda – *Allocation of the Net Profit for the year ended 31<sup>st</sup> December 2025* – the Shareholders' Meeting approved, with votes in favour representing 93.7% of the share capital present and entitled to vote, the following allocation:

- Euro 78,693 to the Legal Reserve;
- Euro 27,536,210 to the Bank's Retained Earnings Reserve.

### ***Confirmation of Giuseppe Sica as a Member of the Board of Directors***

With reference to item 3 on the agenda, the Shareholders' Meeting approved, with votes in favour representing 89.4% of the share capital present and entitled to vote, the appointment of Giuseppe Sica as a Member of the Board of Directors. Giuseppe Sica had been appointed by the Board of Directors on 17<sup>th</sup> March 2026 by co-optation pursuant to Article 2386 of the Italian Civil Code.

### ***Report on Remuneration and Compensation***

The Shareholders' Meeting approved, with votes in favour representing 93.4% of the share capital present and entitled to vote (compared to 61.0% in the previous year), the *Remuneration Policy Report* (item 4 on the agenda); with votes in favour representing 93.7% of the share capital present and entitled to vote (compared to 60.2% in the previous year), the *Policies for determining the compensation in the event of early termination of office* (item 5 on the agenda). The *Report on compensation paid*, item 6 on the agenda, was not approved.

### ***Authorization to purchase and dispose of treasury shares***

The Shareholders' Meeting resolved, with votes in favour representing 93.4% of the share capital present and entitled to vote, to revoke the previous authorisation for the purchase and disposal of the Bank's treasury shares, granted by the Shareholders' Meeting on 17<sup>th</sup> April 2025 and not executed as of today.

The Shareholders' Meeting also resolved to authorise the Board of Directors **to proceed**, on one or more tranches, **with the purchase of BFF ordinary shares**, for the purposes set out in the related Explanatory Report. The purchases may involve a maximum of 9,444,959 BFF ordinary shares (representing 5% of the Bank's share capital, taking into account treasury shares already held) and must be carried out within the limits of distributable profits and available reserves resulting from the latest approved financial statements. The possible launch of share buyback programme will be subject to the authorization by the Bank of Italy pursuant to Article 78 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26<sup>th</sup> June 2013 (the "Capital Requirements Regulation" or the "CRR").

It should also be noted that, in this context, the Bank has withdrawn the application for the authorization to purchase treasury shares, disclosed to the market on 2<sup>nd</sup> and 10<sup>th</sup> November 2025 and submitted to the Bank of Italy on 10<sup>th</sup> November 2025, in relation to the previous Shareholders' authorization.

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The Board of Directors of the Bank, which met following the Shareholders' Meeting, confirmed Giuseppe Sica as Chief Executive Officer.

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The minutes of today's Shareholders' Meeting and the summary voting report, including the number of shares represented at the Shareholders' Meeting and the shares for which votes were cast, the percentage of share capital represented by such shares, as well as the number of votes in favour and against the resolutions and the number of abstentions, will be made available to the public within the time limits set out by applicable law at the Bank's registered office in Milan – Viale Lodovico Scarampo No. 15, on the authorized storage mechanism [1Info](#), as well as in the [Governance > Shareholders' Meetings Documentation > Shareholders' Meeting 16 June 2026](#) section of BFF Group's website. The required information regarding the publication will be provided.

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This press release is available on-line on BFF Group's website [www.bff.com](http://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.

[www.bff.com](http://www.bff.com)

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