

Notice of change in share capital – December 2022

Milan, 30th December 2022 – 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 29th December 2022, BFF’s share capital increased by an amount equal to Euro 18,791.08, through the issuance of 24,404 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 Farmafactoring Banking Group”, originally approved by the Shareholders’ Meeting of 5th December 2016, and modified by the Shareholders’ Meeting of 28th March 2019 (“**SOP 2016**”);
- (iii) the “Stock Option Plan of Banca Farmafactoring Banking Group”, approved by the Shareholders’ Meeting of 2nd April 2020 (“**SOP 2020**”).

The certificate of the change in share capital was filed with the Companies’ Registration List of Milan, Monza Brianza and Lodi, on 29th December 2022.

TABLE 1	Current share capital			Previous share capital		
	Euro (€)	N° of shares	Unitary nomin. value	Euro (€)	N° of shares	Unitary nomin. value
Total of which:	142,870,382.96	185,545,952	W/o nominal value	142,851,591.88	185,521,548	W/o nominal value
Ordinary shares (regular entitlement: 01/01/2022) N° of current coupon: 7	142,870,382.96	185,545,952	W/o nominal value	142,851,591.88	185,521,548	W/o nominal value

With reference to the SOP 2016, it should be further noted that, from the beginning of the exercise period (8th April 2019) until 29th December 2022, 1,719,145 shares (of which 1,039,990

newly issued) were assigned, against 6,775,910 options exercised on a cash-less basis and 417,482 options exercised with the ordinary method over the same period. The number of options assigned, and to date not exercised yet, amounts to 1,040,948, of which 808,948 are vested and exercisable options.

With reference to the SOP 2020, it should be noted that 9,265,000 cash-less options were assigned, exercisable starting from 2023.

The number of treasury shares held by the Bank is equal to 572,790 as of 29th December 2022.

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

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 2021 it reported a consolidated Adjusted Net Profit of €125.3 million, with a 13.8% Group CET1 ratio at the end of September 2022.

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