

THE BOARD OF DIRECTORS OF BFF APPROVES THE DRAFT ANNUAL REPORT OF THE PARENT COMPANY AND THE CONSOLIDATED FINANCIAL STATEMENTS AS OF 31ST DECEMBER 2021

- Approved the proposal for dividend distribution of c. €0.68 per share
- Approved the Annual Remuneration Policy and the resulting alignment of the CEO's contract
- Approved the proposal for the adoption of a new long-term incentive plan in financial instruments
- Approved the proposal to confirm the two co-opted directors pursuant to art. 2386 of the Italian Civil Code
- Convened the Shareholders' Meeting
- No Group exposure to the Russian and Ukrainian markets

Milan, 1st March 2022 – The Board of Directors of BFF Bank S.p.A. (“BFF” or the “Bank”), during today’s meeting chaired by Mr. Salvatore Messina, has approved (i) the Parent Company BFF’s draft annual report and (ii) the consolidated annual report as of 31st December 2021, confirming the results already disclosed to the market with [the press release dated 10th February 2022](#), disseminated after the Board of Directors’ meeting that approved the FY 2021 consolidated financial accounts.

At a consolidated level, BFF Banking Group (the “BFF Group”) closed the FY 2021 with a Reported Net Income of €197.4m, compared to €91.1m in the FY 2020. The Adjusted Net Income, computed excluding extraordinary items, is equal to €125.3m, compared to €97.6m in the FY 2020. The Parent Company BFF closed the FY 2021 with a Reported Net Income of €164.3m, compared to €143.3m in the FY 2020.

The Board of Directors of the Bank has also approved the third consolidated *Non-financial Disclosure* (“**NFD**”), related to 2021 ESG data of BFF Group, pursuant to article 7 of the Legislative Decree n° 254 of 30th December 2016.

Always today, the Board of Directors of the Bank has also resolved to submit a proposal to the ordinary Shareholders’ Meeting, called on 31st March 2022, on a single call (the “**AGM**”), to approve:

- the Annual Report as of 31st December 2021;
- the proposal to pay-out to shareholders in cash, a portion of the 2021 individual net income, equal to Euro 125,280,399, corresponding to a dividend, gross of withholding taxes, of c. Euro 0.679 for each of the n° 185,313,378 ordinary shares currently outstanding. This dividend includes the portion attributable to any treasury shares held by the Bank on the record date. The payment, if approved by the AGM, will take place, pursuant to art. 2.6.2 of the Rules of the Markets organised and managed by Borsa Italiana S.p.A., as well as to art. IA.2.1.2 of the related Instructions, starting from 21st April 2022, with an ex-dividend date on 19th April 2022 (coupon n° 5) and a record date on 20th April 2022;
- the proposal to allocate to the Bank’s “Legal Reserve” Euro 2,341,720;
- the proposal to allocate to the Bank’s “Retained Earnings Reserve” the remaining part of the 2021 individual net income, equal to Euro 36,667,230.

Statement of the Financial Reporting Officer

The Financial Reporting Officer, Mr Claudio Rosi, declares, pursuant to paragraph 2 of article 154-*bis* of the Consolidated Law on Finance (“*Testo Unico della Finanza*”, Legislative Decree n° 58/1998), that the accounting information contained in this press release corresponds to the document results, accounting books and records of BFF Group.

Annual Remuneration Policy

During today's meeting, the Board of Directors approved, subject to the favourable opinion of the Remuneration Committee, the report showing in the First Section the Annual Remuneration Policy for the year 2022 and in the Second Section the remuneration paid in the year 2021, pursuant to art. 123-ter of the Consolidated Law on Finance (“*Testo Unico della Finanza*” Legislative Decree 58/1998). The Remuneration Report, drawn up pursuant to art. 84-quater and in compliance with Annex 3°, Scheme 7-*bis* of the Issuers' Regulation (Adopted with Resolution n° 11971 of 14 May 1999), will be submitted for approval to the AGM. The report will be made available to the public at the registered office of the Bank in Milan - Via Domenichino no. 5 and will be published in the section [Investors > Governance > Shareholders' Meetings Documentation](#) of the Issuer's website, as well as on the authorised storage mechanism [1Info](#).

BFF Banking Group - Incentive Plan 2022

Today, the Board of Directors of the Bank also resolved to submit to the AGM for approval an incentive plan in financial instruments for employees and executive directors of the Bank and/or its subsidiaries, called the "BFF Banking Group - Incentive Plan 2022" (the "**Plan**").

The Plan is aimed at ensuring constant innovation and improvement of the incentive policies already pursued with the stock option plan approved by the ordinary Shareholders' Meeting of December 5, 2016, as amended by the ordinary Shareholders' Meeting of March 28, 2019, and the stock option plan approved by the ordinary Shareholders' Meeting of April 2, 2020.

The Plan, which consists of three tranches for the years 2022, 2023 and 2024 respectively, grants a maximum of n°9,700,000 options, and has been structured in such a way that the dilutive effect of all incentive plans served is less than 5%.

Further information on the specific conditions and purposes of the Plan can be found in the Illustrative Report of the Board of Directors on the item on the agenda of the AGM relating to the adoption of the Plan, drawn up pursuant to Article 114-bis of the Consolidated Law on Finance, and in the Information Document on the Plan drawn up pursuant to Article 84-bis of the Issuers' Regulation. Both these documents will be made available to the public at the registered office of the Bank in Milan - Via Domenichino n° 5, and published in the [Investors > Governance > Shareholders' Meetings Documentation](#) section of the Issuer's website, as well as on the authorized storage mechanism [1Info](#).

Group Chief Executive Officer's contract

The Board of Directors resolved the approval of the contract between the Bank and the Group Chief Executive Officer in order to align it with the provisions of the First Section of the Annual Remuneration Policy for the year 2022, also approved by the Bank's Board of Directors today.

Proposal of confirmation of the two co-opted Directors pursuant to art. 2386 of the Italian Civil Code

The Board of Directors - following the resignation of i) Director Barbara Poggiali on 3rd February 2022, and ii) Director Amélie Scaramozzino on 24th February 2022 - approved to propose to the AGM the confirmation of the two Directors i) Ms. Monica Magrì and ii) Ms. Anna Kunkl, already appointed by the Board of Directors by co-optation pursuant to art. 2386 of the Italian Civil Code, on 10th February 2022 and 1st March 2022, respectively.

Convocation of the Ordinary Shareholders' Meeting

Finally, the Board of Directors resolved to call the ordinary Shareholders' Meeting on 31st March 2022, in a single call.

The notice of call of the Shareholders' Meeting and the documents relating to the items on the agenda will be published in the manner and within the time limits set out by current legislation.

Exposure to the Russian and Ukrainian markets

The Board of Directors of the Bank also noted that BFF Group does not have any commercial exposure to the Russian and Ukrainian markets and is committed to strictly monitoring the activity of the *Payments business unit* in compliance with the restrictions imposed on Russia.

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

BFF Banking Group

BFF Banking Group is the largest independent specialty finance in Italy and a leading player in Europe, specialized for 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 17.6% Group CET1 ratio at the end of December 2021.

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