

Notice of change in share capital – July 2022

Milan, 13th July 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, communicates 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 12th July 2022, BFF’s share capital increased by an amount equal to Euro 4.666,97, through the issuance of 6.061 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**”).

The certificate of the change in share capital was filed with the Companies’ Registration List of Milan, Monza Brianza and Lodi, on 12th July 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:	142.851.591,88	185.521.548	W/o nominal value	142.846.924,91	185.515.487	W/o nominal value
Ordinary shares (regular entitlement: 01/01/2022) N° of current coupon: 5	142.851.591,88	185.521.548	W/o nominal value	142.846.924,91	185.515.487	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 12th July 2022, 1.606.612 shares (of which 1.015.586 newly issued) were assigned, against 6.411.910 options exercised on a cash-less basis and 415.482 options exercised with the ordinary method over the same period. The number of options

assigned, and to date not exercised yet, amounts to 1.406.948 , of which 1.174.948 are vested and exercisable options.

With reference to the SOP 2020, it should be noted that were assigned 9.265.000 cash-less options, exercisable starting from 2023.

The number of the treasury shares held by the Bank is equal to 717.731 as of 13th July 2022.

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 16.7% Group CET1 ratio at the end of March 2022.

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