

The Ordinary Shareholders' Meeting of BFF Bank S.p.A. approves the 2022 Financial Statements and a dividend of Euro 0.419 per share

- > *Approved the 2022 Financial Statements and the proposal of distribution of Euro 0.419 dividend per share, which brings the total dividend for the year 2022 to Euro 0.7898 per share*
- > *Approved the Remuneration policy*
- > *Approved the buyback plan*

Milan, 13th April 2023 – The Shareholders' Meeting of BFF Bank S.p.A. ("BFF" or the "Bank"), the Parent Company of BFF Banking Group, met today in an ordinary session and in a single call.

The **Chairman Salvatore Messina** expressed his warm satisfaction: *"The approval of the 2022 Financial Statements, full of rewarding achievements, allows us to look back to the past year with satisfaction, and to look forward to the future with motivated optimism. We thank our shareholders for their commitment, which makes them part of our bank's success every day, and for approving the dividend proposal, a sign of the growing value BFF continues to realize for the Group as a whole and for its investors. Today, we also approved the new remuneration policy, which is the result of an ongoing dialogue with investors, aimed at strengthening a Group culture based on "pay-for-performance," encouraging excellence, and pursuing a sustainable growth."*

With reference to item 1 on the agenda - *Financial Statements as of 31st December 2022. Reports by the Board of Directors, the Board of Statutory Auditors, and the Auditing Firm. Related resolutions. Presentation of the Consolidated Financial Statements of BFF Banking Group as of 31st December 2022* – and, considering the reports of the Board of Directors, the Board of Statutory Auditors, and the Auditing Firm, having examined the financial statements for the year ended as of 31st December 2022, and considering the Group's consolidated financial statements, **the Shareholders' Meeting approved the separate financial statements for the year ended as of 31st December 2022, with a net profit of Euro 261.438.216.**

In addition, as provided in item 2 of the agenda - ***Allocation of the net income of the fiscal year. Related resolutions*** - the Shareholders' Meeting approved the cash distribution to shareholders of part of 2022 individual net income relating to the second semester, amounting to Euro 77.479.836, corresponding to a dividend, gross of withholding tax, of Euro 0.419 for each of the 185.623.140 ordinary shares currently outstanding. It should be noted that in August 2022 an interim dividend was distributed on the basis of the profit for the first half of 2022 equal to Euro 0.3708 per share, which brings the total gross dividend per share for the year 2022 to Euro 0.7898. The dividend of Euro 0.419 per share includes the portion attributable to the treasury shares which the Bank may hold at the record date. The payment, pursuant to art. 2.6.2 of the Regulations of Markets organized and managed by Borsa Italiana S.p.A., as well as art. IA.2.1.2 of the related Instructions, will take place starting from 26th April 2023, with ex-dividend date on 24th April 2023 (coupon n° 7) and record date on 25th April 2023.

The Shareholders' Meeting also resolved to allocate the remaining part of the 2022 individual net profit, amounting to Euro 115.361.074, to the Bank's "Retained Earnings Reserve" and the remaining Euro 47.410 to the "Legal Reserve", bringing this reserve to 20% of the share capital as of today's date.

The Shareholders' Meeting also approved – with reference to items 3, 4 and 5 on the agenda – the **Annual report on remuneration policy**, the policies **for determining compensation in the event of early termination of office** and the **Report on payments**, expressing a non-binding positive resolution on the latter item.

Finally, in accordance with item 6 on the agenda - *Authorization to purchase and dispose treasury shares, pursuant to art. 2357 and 2357-ter of the Italian Civil Code, to art. 132 of the Legislative Decree n. 58/1998, and to art. 144-bis of the Regulation approved by Consob with resolution 11971/1999. Related resolution* – the Shareholders' Meeting, having examined the related Explanatory Report of the Board of Directors, resolved to authorize the Board of Directors to **proceed with the purchase of BFF ordinary shares**, in one or more tranches, and for a period of 18 months from today, for the purposes represented in the aforementioned Explanatory Report; the maximum number of BFF ordinary shares to be purchased is 8.463.819, representing 5% of the Bank's share capital (taking into account treasury shares already owned). The purchases shall be carried out within the limits of the distributable profits and available reserves resulting from the latest approved financial statements.

The minutes of today's Shareholders' Meeting and the summary report of the votes, containing the number of shares represented at the General Meeting and the shares for which the vote was expressed, the percentage of capital these shares represented, as well as the number of votes in

favour and against to the resolutions, and the number of abstentions, will be made available to the public within the terms established by the current legislation, at the registered office of the Bank in Milan – Via Domenichino n. 5, on the authorised storage mechanism [Info](#), as well as in the [Governance > Shareholders' Meetings Documentation > Shareholders' Meetings 13 April 2023](#) section of BFF Group's website. The required information regarding the publication will be provided.

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 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 2022 it reported a consolidated Adjusted Net Profit of €146.0 million, with a 16.9% Group CET1 ratio at the end of December 2022.

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