

BANCA FARMAFACTORING S.p.A.
Head office in Milan, Via Domenichino No. 5
share capital 131,400,994.34 euros, fully paid-in
R.E.A. of Milan n. 1193335
Tax ID code and VAT No. 07960110158
Registered in the Bank Register under no. 5751, ABI Code no. 3435
The parent company of the banking group of the same name,
registered with the Banking Group Register

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary shareholders' meeting of Banca Farmafactoring S.p.A. (the "**Shareholders' Meeting**") of Banca Farmafactoring S.p.A. is convened at the Head office in Milan, Via Domenichino, no. 5, on a **single call**, on **Thursday 28 January 2021** at **10.00 a.m.** to discuss and resolve on the following

AGENDA

ORDINARY SESSION

1. Allocation of the net income of the fiscal year 2019. Related resolutions.

EXTRAORDINARY SESSION

2. Approval of the merger by incorporation of DEPObank S.p.A. into Banca Farmafactoring S.p.A. project, pursuant to and for the purposes of article 2501-ter of the Italian Civil Code, related resolutions: change of the company name from Banca Farmafactoring S.p.A. to BFF Bank S.p.A. and amendments to articles 1, 4 and 5 of the Articles of Association, with consequent approval of the new Articles of Association, with effect from the effective date of the merger.

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ADDITIONAL INFORMATION ON THE COVID-19 (CORONAVIRUS) HEALTH EMERGENCY

In accordance with what is allowed by art. 106, paragraph 4, of Decree-Law no. 18 of 17 March 2020 on "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*", converted into Law no. 27 of 24 April 2020 (the "*Cura-Italia Decree*") and as extended by effect of paragraph 3 of art. 1, of Law -Decree- no. 125 of 7 October 2020, as well as for the implementation of Directive (EU) 2020/739 of 3 June 2020, in compliance with the fundamental principles of health protection, Shareholders may not physically attend the Shareholders' Meeting, and their intervention may take place **exclusively** through the designated representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Legislative Decree No. 58/1998 (hereinafter, the "**Designated Representative**"), as subsequently amended and supplemented ("**TUF**"), in accordance with the provisions of law and regulations in force, as better specified in the following section of this notice of meeting in the paragraph "*Representative Appointed by the Company*".

It should be noted that the information contained in this notice - and, in particular, the date, place and/or time of the meeting, the terms for the exercise of shareholders' rights,

the procedures for participation in the meeting and/or the procedures for holding the meeting may be subject to changes or updates in view of the current emergency situation related to the COVID-19 and the consequent measures adopted from time to time by the competent Authorities, as well as in order to allow strict compliance with the fundamental principles of safeguarding the safety and health of the Company's Shareholders, employees, representatives and consultants. Any amendments, updates or clarifications to the information contained in this notice of call will be made available in a timely manner through the Company's website www.bffgroup.com and by other means provided for by law.

INFORMATION ON SHARE CAPITAL

Notice is hereby given that, pursuant to art. 125-quater, paragraph 1, letter c), of TUF, as of today, the fully subscribed and paid in share capital of Banca Farmafactoring S.p.A. (hereinafter, the "**Bank**" or the "**Company**"), is equal to Euro **131,400,994.34** (one hundred and thirty-one million four hundred and ninety-four.34), represented by **170,650,642** (one hundred and seventy million six hundred and fifty thousand six hundred and forty-two) ordinary shares with no par value and under dematerialization, each conferring one vote at the Shareholders' Meeting, as set forth in article 5 of the Bank's By-Laws (hereinafter, the "**By-Laws**"), available in the "Governance/Corporate Documents" section of the Company's website www.bffgroup.com. There are no categories of share other than ordinary shares.

At the date of publication of this notice, the Bank holds 675.768 treasury shares for which voting rights are suspended pursuant to art. 2357ter, second paragraph, of the Italian Civil Code.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Pursuant to art. 83-sexies of the TUF and related implementing provisions, persons are entitled to attend the Shareholders' Meeting and exercise their voting rights, **exclusively through the Appointed Representative** as specified below, for whom, at their request, the intermediaries authorised by law, in accordance with the terms of the law and regulations indicated below, have made the appropriate communication to the Company, certifying ownership of the voting right on the basis of the evidence in the accounts at the end of the accounting day of **19 January 2021**, coinciding with the seventh trading day prior to the date set for the Shareholders' Meeting (the "**Record Date**"). Those who become owners of the shares after such date shall not be entitled to participate and vote at the Meeting. The aforementioned communication from the intermediary must be received by the Company by **25 January 2021**, a deadline coinciding with the end of the third trading day prior to the date of the Shareholders' Meeting. This shall not affect the right to attend and vote if the communication is received by the Company after the aforementioned deadline, provided that it is received before the start of the Shareholders' Meeting.

Pursuant to art. 106, paragraph 4 of the Cura Italia Decree, participation in the Shareholders' Meeting by those who have the right to vote, as mentioned above, is allowed

exclusively through the representative appointed by the Company pursuant to art. 135-undecies of the TUF, to whom a proxy or sub-delegation must be conferred, in the manner indicated below.

In view of the current situation of epidemiological emergency due to COVID-19 and in compliance with the fundamental principles of health protection, the Directors, the Statutory Auditors, the representatives of the auditing company, the notary public and the Designated Representative may participate in the Shareholders' Meeting by means of telecommunication means that also guarantee their identification, in compliance with the provisions of Article 106, paragraph 2, of the Decree. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the interested parties.

It should also be noted that the Articles of Association do not provide for voting procedures by correspondence or electronic means.

REPRESENTATIVE APPOINTED BY THE COMPANY

The Company has designated Computershare S.p.A., with registered office in Milan, via Lorenzo Mascheroni, no. 19, pursuant to art. 106, paragraph 4, of the Cura Italia Decree, as the entity to which those with voting rights who intend to participate in the Shareholders' Meeting shall confer without expenses to the charge of the delegating party (except for any shipping costs), pursuant to the provisions of art. 135-novies and as an exception to art. 135-undecies of the TUF alternatively a proxy or sub-delegation - with voting instructions - on all or some of the proposals on the agenda. The proxy or sub-delegation shall be effective only for the proposals in relation to which voting instructions are given.

To this end, the specific proxy and/or sub-delegation forms prepared by the Designated Representative himself, in agreement with the Company, must be used, which will be made available on the *website* www.bffgroup.com in the "Governance/General Meeting Documents" section, at the Company's registered office or on request from the Designated Representative himself.

The proxy form pursuant to Article 135-undecies of the TUF to the Designated Representative, together with the voting instructions, and together with a copy of a valid document, must be received by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., by **26 January 2021**) in the manner indicated on the form itself. The proxy and the voting instructions are revocable in the same manner and within the same time limit as for their conferral.

It should also be noted that the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF, which must be received with the voting instructions, together with a copy of a valid document by **27 January 2021**, in accordance with the procedures indicated in the form available on the *website* www.bffgroup.com in the section "Governance/Documents for Shareholders' Meetings", at the Company's registered office or on request from the Appointed Representative.

The communication to the Company made by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting, is also necessary in case of conferral of the proxy or sub-delegation to the Designated Representative of the Company; therefore, in the absence of the aforementioned communication, the proxy or sub-delegation shall be considered ineffective.

The Appointed Representative will be available for clarification or information at 02-46776814 46776818 46776819 46776826 46776829 46776831 or at the following e-mail addresses ufficiomi@computershare.it and ufficiomilano@pecserviziotitoli.it.

It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting; in relation to proposals for which voting instructions have not been conferred, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

The Company reserves the right to supplement and/or amend the above instructions in view of intervening needs as a result of the current COVID-19 epidemiological emergency and its currently unforeseeable developments.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS

Pursuant to Article 126-bis of the Consolidated Finance Act and Article 9, paragraph 8 of the Articles of Association, Shareholders who, also jointly, represent at least one fortieth of the Bank's share capital may request, within ten days of the publication of this notice of call of the Shareholders' Meeting (i.e. by **1 January 2021**), the integration of the items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda.

Requests, together with the intermediary's certification proving ownership of the shareholding and information allowing for the identification of the requesting Shareholders, must - within the aforementioned deadline - be sent in writing, signed in original, to the registered office, for the attention of the Corporate Affairs Secretariat, by registered mail with return receipt, or by certified e-mail to or by certified e-mail to assemblea@pec.bancafarmafactoring.it.

Within the same time limit and in the same manner, the requesting or proposing Shareholders must send to the Board of Directors a report containing the reasons for the request or proposal.

Additions to the agenda, or the presentation of further proposals for resolutions on items already on the agenda, will be notified by the Company, in the same manner as prescribed for the publication of the notice of call, at least fifteen days prior to the Shareholders' Meeting (i.e. by **13 January 2021**) accompanied by any evaluations by the Board of Directors. At the same time, the reports prepared by the requesting or proposing Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same form as the documentation relating to the Shareholders' Meeting.

Additions to the agenda by Shareholders are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS

Given that attendance at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Appointed Representative of the Company, for the purposes of this Shareholders' Meeting, in order to make it possible for those interested to exercise their right pursuant to Article 126-bis, paragraph 1, penultimate sentence, of Legislative Decree no. 58/1998 - albeit in a manner and within a timeframe compatible with the Covid-19 health emergency and the imperative need for individual resolution proposals to be known by all those entitled to attend the Shareholders' Meeting and exercise their voting rights in time to provide voting instructions to the Designated Representative - Shareholders may individually submit resolution proposals on the items on the agenda to the Company by 6 p.m. on 19 January 2021 so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimise their right by transmitting to the Company appropriate documentation issued in accordance with the applicable provisions by the intermediary holding the account in which the ordinary shares are registered. The resolution proposals, and the aforementioned documentation relating to legitimation, must be submitted by sending them to the certified e-mail address assemblea@pec.bancafarmafactoring.it with the express reference "Ordinary and Extraordinary Shareholders' Meeting of Banca Farmafactoring 2021 - Individual resolution proposals". The resolution proposals received within the terms and according to the procedures illustrated above shall be published on the Company's website by 26 January 2021, so that holders of voting rights may examine them for the purpose of conferring proxies and/or sub-delegations, with related voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

THE RIGHT TO SUBMIT QUESTIONS ON MATTERS ON THE AGENDA

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on matters on the agenda even before the Shareholders' Meeting, by the end of the fifth open market day prior to the Shareholders' Meeting (i.e. by 19 January 2021).

The requests - accompanied by the references of the certification sent by the intermediary to the Company proving the right to vote - shall be received by certified e-mail to assemblea@pec.bancafarmafactoring.it indicating, in the subject of the e-mail, the wording "Extraordinary Shareholders' Meeting 2020 - Questions on the items on the agenda ex art. 127-ter Legislative Decree no. 58 of 24 February 1998".

Questions received prior to the Shareholders' Meeting, if relevant, will be answered at the latest within two trading days prior to the Shareholders' Meeting, i.e. by 26 January 2021, by means of publication on the website "Ordinary and Extraordinary Shareholders'

Meeting BancaFarmafactoring2021 -Questions", with the right of the Company to provide a single answer to questions with the same content. This response is not due when the requested information is already available in a "question and answer" format in a specific section of the *website*.

The Company will not respond to applications that do not comply with the terms and conditions set out above.

DOCUMENTATION AND INFORMATION

The documentation relating to the items on the agenda, including the illustrative reports of the Board of Directors on the items on the agenda and the proposals for resolutions contained therein, will be made available to the public, within the terms and according to the procedures provided for by the regulations in force, at the Company's registered office and on the *website* www.bffgroup.com (section "*Governance/Documents of the Shareholders' Meeting*"), as well as at the authorised storage mechanism *1info*, managed by Computershare S.p.A., at www.1info.com.

Shareholders are entitled to inspect it and request a copy.

The Articles of Association are available on the *website* www.bffgroup.com (section "*Governance/Corporate Documents*").

Pursuant to Article 125-bis of the Consolidated Law on Finance, an extract of this notice will be published in the following daily newspaper: IL SOLE 24 ORE, on 23 December 2020.

On behalf of the Board of Directors

The Chairman
Salvatore Messina

Milan, 22 December 2020.