

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**FERRETTIGROUP**

**Ferretti S.p.A.**

*(Incorporated under the laws of Italy as a joint-stock company with limited liability)*

**(Stock Code: 09638)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON APRIL 22, 2024;  
(2) DISTRIBUTION OF FINAL DIVIDEND; AND  
(3) CONFIRMATION OF APPOINTMENT OF TWO DIRECTORS**

References are made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Ferretti S.p.A. (the “**Company**”) dated March 28, 2024. Unless otherwise defined, capitalised terms used herein shall denote the same meanings as those defined in the Circular.

**I. POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON  
APRIL 22, 2024**

The annual general meeting (the “**AGM**”) of the Company was held on Monday, April 22, 2024 at 16:00 p.m. Hong Kong time (10:00 a.m. CEST time) by way of electronic means only, and online voting was adopted as the voting mechanism for the AGM.

The following directors of the Company (the “**Directors**”) attended the AGM: Mr. Tan Xuguang (Chairman of the AGM), Mr. Alberto Galassi, Mr. Xu Xinyu, Ms. Jiang Lan (Lansi), Mr. Zhang Quan, Mr. Stefano Domenicali, Mr. Patrick Sun and Ms. Zhu Yi. Mr. Piero Ferrari was absent due to other engagements.

Since the required majority of votes was obtained, each of the following resolutions was duly passed by the shareholders of the Company (the “**Shareholders**”) and the poll results are as follows:

PART 1 — ORDINARY RESOLUTIONS		Number of Votes (Approx. %)		
		For	Against	Abstain
1.(a)	To approve the Audited Separate Financial Statements which shows a profit of €86,354,642.99 for the financial year ended December 31, 2023 and to acknowledge the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2023 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.	233,205,436 (99.965%)	0 (0%)	82,408 (0.035%)
1.(b)	To approve the allocation of the net income of the Company, for the year ended December 31, 2023, as follows: (i) €4,317,732.15 thousand to legal reserve, as per Article 2430 of the Civil Code; (ii) €32,832,817.44 as final dividend of approximately €0.097 per Share; and (iii) €49,204,093.40 to the reserve of retained earnings.	233,286,144 (99.999%)	0 (0%)	1,700 (0.001%)
2.(a)	To approve, pursuant to and for the purposes of Article 123-ter(3-bis) and (3-ter), of Legislative Decree no. 58 of 24 February 1998, the first section of the report on the remuneration policy and compensation paid adopted by the Company and drafted pursuant to Articles 123-ter of Legislative Decree no. 58 of 24 February 1998, no. 58 of 24 February 1998 and 84-quater of the Consob Issuers' Regulations, which illustrates the Company's policy on the remuneration of the members of the management bodies, executives with strategic responsibilities and members of the control bodies with reference to the fiscal year 2024, as well as the procedures used for the adoption and implementation of this policy.	212,418,350 (91.054%)	20,867,794 (8.945%)	1,700 (0.001%)

PART 1 — ORDINARY RESOLUTIONS		Number of Votes (Approx. %)		
		For	Against	Abstain
2.(b)	To express a favourable opinion, pursuant to and for the purposes of Article 123-ter(6), of Legislative Decree No. 58 of 24 February 1998, on the second section of the report on the remuneration policy and compensation paid adopted by the Company and drafted pursuant to Articles 123-ter of Legislative Decree No. 58 of 24 February 1998, and 84-quater of the Consob Issuers' Regulations, which illustrates each of the items that make up the remuneration of the members of the Company's management and supervisory bodies and executives with strategic responsibilities, as well as the remuneration paid to them for any reason and in any form in the fiscal year 2023.	218,659,317 (93.729%)	14,626,827 (6.270%)	1,700 (0.001%)
3.	To give a general mandate to the directors to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of this resolution, subject to the conditions detailed in the Notice of Annual General Meeting. <sup>1</sup>	N/A	N/A	N/A
4.(a)	To confirm the appointment of Mr. Zhang Quan as a non-executive Director of the Company for a term expiring on the date of the shareholders' general meeting called to approve the financial statements for the year ending December 31, 2025, with a basic remuneration of €40,000 per annum.	164,824,975 (70.653%)	68,461,169 (29.346%)	1,700 (0.001%)
4.(b)	To confirm the appointment of Ms. Zhu Yi as an independent non-executive Director of the Company for a term expiring on the date of the shareholders' general meeting called to approve the financial statements for the year ending December 31, 2025, with a basic remuneration of €40,000 per annum.	180,198,079 (77.243%)	53,088,065 (22.756%)	1,700 (0.001%)

PART 2 — EXTRAORDINARY RESOLUTION		Number of Votes (Approx. %)		
		For	Against	Abstain
5.	To grant to the directors the power to cancel the repurchased shares of the Company and make consequential amendments to Article 6.1 of the By-laws indicating in the same paragraph the number of shares that will actually exist as a result of the execution of said cancellation. <sup>1</sup>	N/A	N/A	N/A

<sup>1</sup> As disclosed in the Company's announcement dated April 2, 2024, as more time is required to prepare for the specific matters involved, including an assessment of the legal and regulatory requirements pursuant to the laws and regulations in Hong Kong and Italy, resolutions numbered 3 and 5 above and as set out in proxy form enclosed to the Circular were no longer applicable and therefore no vote was conducted or counted by the Company for these resolutions.

As at the date of the AGM, the total number of the Company's shares (the "Shares") in issue, being the total number of Shares entitling the holders to attend and vote for or against or abstain from the resolutions at the AGM was 338,482,654. The Shareholders and authorised proxies or corporate representatives, holding an aggregate of 233,287,844 Shares, representing 68.922% of the total Shares, were in attendance at the commencement of the AGM.

No Shareholders were required to abstain from voting on the resolutions at the AGM nor any person has indicated in the Circular that he/she/it intends to abstain from voting on or voting against the resolutions at the AGM. There was no restrictions on the Shareholders to cast votes on any of the resolutions proposed at the AGM. There was no Shareholders actually voted but excluded from calculating the poll results of the AGM.

Computershare S.p.A. acted as scrutineer for the vote-taking at the AGM.

## **II. DISTRIBUTION OF FINAL DIVIDEND**

Following the approval by the Shareholders at the AGM, details relating to the payment of the final dividend for the year ended December 31, 2023 to the Shareholders are as follows:

The Company will distribute a final dividend of approximately €0.097 per Share for the year ended December 31, 2023 for a total amount of €32,832,817.44.

The final dividend will be paid on Wednesday, June 26, 2024 and will be made in Euro to the Shareholders. No book closure will be required for the determination of Shareholders entitled to the payment of the final dividend. The final dividend will be paid to Shareholders recorded on the Company's registers of members on Tuesday, June 25, 2024. Please note that the ex-entitlement date will be Monday, June 24, 2024.

The final dividend paid to non-Italian resident Shareholders (i.e. Shareholders who do not carry on business in Italy through a permanent establishment situated therein) will be paid net of 26% Italian withholding tax.

Shareholders should seek independent professional advice in relation to the procedures and timing involved in obtaining a refund of Italian withholding tax, if applicable.

### III. CONFIRMATION OF APPOINTMENT OF TWO DIRECTORS

The appointment of Mr. Zhang Quan as a non-executive Director of the Company and Ms. Zhu Yi as an independent non-executive Director of the Company was confirmed at the AGM for a term expiring at the same time as the other current Directors (i.e. on the date of the Shareholders' general meeting to be held for approval of the financial statements of the Company for the year ending December 31, 2025), with a basic remuneration of €40,000 per annum.

Biographical details of Mr. Zhang Quan and Ms. Zhu Yi are set out in Appendix I to the Circular of the Company dated March 28, 2024.

By order of the Board

**Ferretti S.p.A.**

**Mr. Alberto Galassi**

*Executive Director and Chief Executive Officer*

Hong Kong, April 22, 2024

*As at the date of this announcement, the Board comprises Mr. Alberto Galassi and Mr. Xu Xinyu as executive Directors; Mr. Tan Xuguang, Mr. Piero Ferrari, Ms. Jiang Lan (Lansi) and Mr. Zhang Quan as non-executive Directors; and Mr. Stefano Domenicali, Mr. Patrick Sun and Ms. Zhu Yi as independent non executive Directors.*