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F E R R E T T I G R O U P

Ferretti S.p.A.

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

(Stock Code: 09638)

**PROPOSED ELECTION OF THE BOARD OF DIRECTORS
AND
THE BOARD OF STATUTORY AUDITORS**

This announcement is made by Ferretti S.p.A. (the “**Company**”) under Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

ELECTION OF THE BOARD OF DIRECTORS

Reference is made to the circular of the Company dated April 10, 2026 (the “**Circular**”) in relation to the matters to be considered at the annual general meeting of the Company for the year ended December 31, 2025 to be held on May 14, 2026 (the “**AGM**”). The term of the current board of directors (the “**Board of Directors**” or “**Board**”, each a “**Director**”) appointed by the shareholders’ meeting of the Company held on May 18, 2023 shall expire at the AGM. As such, the AGM will also resolve on the number of members, term of office, appointment of members and chairman, and remuneration of the Board of Directors (see Articles 19, 20 and 24 of the By-laws of the Company (the “**By-Laws**”).

On April 19, 2026, the Company received a list of proposed candidates for the Board of Directors from Ferretti International Holding S.p.A. (“**FIH**”), the Company’s controlling shareholder (as defined under the Listing Rules), and another list from Azúr a.s. (“**KKCG Maritime**”), a shareholder of the Company holding approximately 23.25% shareholding interest in the Company as of the date of this announcement. The lists of proposed Directors and other documents submitted by FIH and KKCG Maritime are valid as they are in compliant with Article 19.7 of the By-Laws and Article 144-octies of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999 (the “**Issuers’ Regulation**”) and the lists will be further submitted to the shareholders of the Company (the “**Shareholders**”) at the AGM for consideration and approval.

Pursuant to Article 19.9 of the By-Laws, the election of the Board of Directors shall proceed as follows:

- (i) from the list that obtained the highest number of votes, all Directors to be elected, except the one at the end of the list, shall be drawn in accordance with the sequential order in which the candidates are listed in the list; and
- (ii) from the second list that obtained the highest number of votes — which is not connected in any way, even indirectly, pursuant to the laws and regulations in force at the time, with those who submitted or voted for the list referred to in point (i) above — one Director shall be elected in accordance with the legal provisions, based on the sequential order in which the candidates are listed in the list.

Should the application of the above-described list voting mechanism result in (i) fewer than the minimum number of candidates meeting the independence requirements being elected, and/or (ii) a Board composition that does not comply with the legal provisions on gender balance, the candidates possessing the required qualifications shall be elected in place of those candidates lacking such qualifications who were listed in the list to which the individuals being replaced belonged.

Lists that receive, at the AGM, a percentage of votes lower than half of that required for their submission will not be taken into account.

In respect of the list submitted by FIH, FIH proposed that the term of the Board of Directors shall be for a three-year term from the date of the AGM and the Board shall consist of nine Directors (five of which are candidates who meet the independent requirements as set forth under the applicable law, the By-Laws and the Italian corporate governance code (the “**Corporate Governance Code**”). FIH further proposed that the remuneration of each member of the Board of Directors for each year of its three-year term, excluding remuneration of the Directors vested with particular offices, shall be €40,000.

The list of candidates for the Board of Directors submitted by FIH is as follows:

#	Candidate Name and Surname	Place and Date of Birth
1.	Mr. Tan Ning ⁽²⁾	Shandong (China), on 28 November 1981
2.	Mr. Patrick Sun ⁽¹⁾	Hong Kong Special Administrative Region of the People’s Republic of China, on 21 December 1958
3.	Mr. Stassi Anastassov	Pleven (Bulgaria), on 29 June 1961
4.	Ms. Zhang Xiaomei	Xinjiang (China), on 27 August 1985
5.	Ms. Federica Marchionni ⁽¹⁾	Civitavecchia (Rome, Italy), on 23 December 1971
6.	Mr. Jin Zhao	Shandong (China), on 16 August 1985
7.	Ms. Zhu Yi ⁽¹⁾	Xinjiang (China), on 31 December 1976
8.	Ms. Donatella Sciuto ⁽¹⁾	Varese (Italy), on 5 January 1962
9.	Ms. Marina Berlinghieri ⁽¹⁾	Pisogne (Brescia, Italy), on 13 September 1968

- (1) *Candidate directors that meet the independence requirements set forth by the applicable law, the Company's By-Laws and the Code of Corporate Governance.*
- (2) *Candidate directors for the office of Chairman of the Board of Directors.*

In respect of the list submitted by KKCG Maritime, KKCG Maritime proposed that the term of the Board of Directors shall be for a three-year term from the date of the AGM and the Board shall consist of ten Directors (four of which are candidates who meet the independence requirements pursuant to the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the "CFA"), the Corporate Governance Code and the Listing Rules). KKCG Maritime further proposed that the remuneration of each member of the Board of Directors for each year of its three-year term is €40,000.

The list of candidates for the Board of Directors submitted by KKCG Maritime is as follows:

#	Candidate Name and Surname	Place and Date of Birth
1.	Ms. Katarína Kohlmayer	Stara Lubovna (Slovakia), on 26 December 1967
2.	Mr. Stefano Domenicali ⁽²⁾	Imola (Italy), on 11 May 1965
3.	Mr. Alberto Galassi ⁽³⁾	Modena (Italy), on 23 December 1964
4.	Mr. Karel Komárek ⁽¹⁾	Hodonín (Czech Republic), on 15 March 1969
5.	Ms. Zuzana Prokopcová ⁽²⁾⁽⁴⁾	Prague (Czech Republic), on 24 February 1974
6.	Mr. Piero Ferrari	Castelvetro (Modena, Italy), on 22 May 1945
7.	Ms. Jane Eleanor Bardo Townsend ⁽²⁾	Wimbledon (UK), on 25 June 1961
8.	Mr. Bader Al-Kharafi	Hertfordshire (UK), on 17 August 1977
9.	Ms. Francesca Filippini Pinto ⁽²⁾	Pesaro (Italy), on 26 August 1971
10.	Mr. Kamil Zeman	Ivancice (Czech Republic), on 15 September 1991

- (1) *Proposed candidate for the office of Chairman of the Board of Directors.*
- (2) *Candidate who has declared that he/she meets the independence requirements pursuant to the CFA, the Corporate Governance Code, and the HK Listing Rules.*
- (3) *Candidate possessing the specific professional skills required for the role of Chief Executive Officer.*
- (4) *Candidate possessing the specific professional skills in accounting and financial matters required by the Listing Rules.*

Upon approval of the resolutions in relation to the election of the Board of Directors by the Shareholders at the AGM, the Company will enter into or renew, as applicable, the service contract with each Director. The term of office of each Director shall become effective from the date of approval by the Shareholders at the AGM until the expiration of the annual general meeting of the Company for the year ending December 31, 2028.

Upon obtaining approval at the AGM, the new Board will determine the designation of executive Directors, and the compositions of the audit committee, nomination committee, remuneration committee, environmental, social and governance committee and strategic committee of the Company at the Board meeting to be held after the AGM.

ELECTION OF THE BOARD OF STATUTORY AUDITORS

Reference is made to the Circular in relation to the matters to be considered at the AGM. Under Italian law, the Company is required to have a board of statutory auditors (the “**Board of Statutory Auditors**”, each a “**Statutory Auditor**”) appointed by the Shareholders’ meeting for a period of three years. The Board of Statutory Auditors is vested with the authority to supervise the Company on its compliance with the applicable laws, regulations and the By-Laws, compliance with the principles of proper management and, in particular, on the adequacy of the organizational, administrative and accounting structure adopted by the Company and on its functioning. The Board of Statutory Auditors currently consists of three effective Statutory Auditors and two alternate Statutory Auditors.

The term of the current Board of Statutory Auditors appointed by the Shareholders’ meeting of the Company held on May 18, 2023 shall expire at the AGM. As such, the AGM will also resolve on the appointment of members and chairman and remuneration of the Board of Statutory Auditors (see Article 27 of the By-Laws).

On April 19, 2026, the Company received a list of proposed Statutory Auditors from FIH and another list from KKCG Maritime. The lists of proposed Statutory Auditors and other documents submitted by FIH and KKCG Maritime are valid as they are in compliant with Article 27.8 of the By-Laws and Article 144-sexies of the Issuers’ Regulation and the lists will be further submitted to the Shareholders at the AGM for consideration and approval.

Pursuant to Article 27.10 of the By-Laws, the election of the Board of Statutory Auditors shall proceed as follows:

- (i) from the list that obtained the highest number of votes at the Shareholders' meeting, two effective statutory auditors and one alternate statutory auditor shall be elected, based on the order in which they are listed in the sections of the list; and
- (ii) from the second list that obtained the highest number of votes and that is not connected in any way, even indirectly, pursuant to the laws and regulations in force at the time, with those who submitted or voted for the list referred to in the preceding point (i), the following are elected, in accordance with the applicable legal provisions: the remaining effective statutory auditor, who shall assume the office of chairman of the Board of Statutory Auditors, and the remaining alternate statutory auditor, in the order in which they are listed in the sections of the list.

In the event that multiple lists receive the same number of votes, a new runoff vote shall be held among those lists by all eligible voters present at the AGM, with the candidates of the list obtaining the relative majority being elected.

In respect of the list submitted by FIH, FIH proposed that the Board of Statutory Auditors shall consist of three effective Statutory Auditors and two alternate Statutory Auditors for a three-year term from the date of the AGM. FIH further proposed that the remuneration of the chairman of the Board of Statutory Auditors shall be €40,000 gross per year and of each Statutory Auditor shall be €30,000 gross per year.

The list of candidates for the Board of Statutory Auditors submitted by FIH is as follows:

Candidates for the position of Effective Statutory Auditor

#	Candidate Name and Surname	Place and Date of Birth
1.	Mr. Luigi Capitani(*)	Parma (Italy), on 30 November 1965
2.	Mr. Luca Nicodemi	Milano (Italy), on 20 September 1973
3.	Ms. Myriam Amato	Pavia (Italy), on 19 October 1974

(*) *Candidate to the role of Chairman of the Board of Statutory Auditors (should the Chairman be drawn from this slate)*

Candidates for the position of Alternate Statutory Auditor

#	Candidate Name and Surname	Place and Date of Birth
1.	Ms. Federica Marone	Naples (Italy), on 20 October 1975
2.	Ms. Tiziana Vallone	Taranto (Italy), on 14 April 1969

In respect of the list submitted by KKCG Maritime, KKCG Maritime proposed that the Board of Statutory Auditors shall consist of two effective Statutory Auditors and one alternate Statutory Auditor for a three-year term from the date of the AGM. KKCG Maritime further proposed that gross the annual remuneration of the chairman of the Board of Statutory Auditors shall be €40,000 and of each Statutory Auditor shall be €30,000, in addition to reimbursement of expenses incurred in connection with the role.

The list of candidates for the Board of Statutory Auditors submitted by KKCG Maritime is as follows:

Candidates for the position of Effective Statutory Auditor

#	Candidate Name and Surname	Place and Date of Birth
1.	Mr. Fausto Zanon	Marmirolo (Mantova, Italy), on 31 May 1958
2.	Ms. Claudia Costanza	Palermo (Italy), on 3 April 1967

Candidates for the position of Alternate Statutory Auditor

#	Candidate Name and Surname	Place and Date of Birth
1.	Mr. Luigi Fontana	Modena (Italy), on 21 March 1966

Biographical details of the Directors and Statutory Auditors proposed by FIH and KKCG Maritime will be provided to the Shareholders in a supplemental circular for the AGM, together with a supplemental notice of the AGM and a revised proxy form, to be published on the websites of the Company at www.ferrettigroup.com and the Stock Exchange at www.hkexnews.hk in due course.

By order of the Board

Ferretti S.p.A.

Mr. Alberto Galassi

Executive Director and Chief Executive Officer

Hong Kong, April 21, 2026

As at the date of this announcement, the Board comprises Mr. Alberto Galassi and Mr. Tan Ning as executive Directors; Mr. Hao Qinggui, Mr. Piero Ferrari, Ms. Jiang Lan (Lansi) and Mr. Jin Zhao as non-executive Directors; and Mr. Patrick Sun, Mr. Stefano Domenicali and Ms. Zhu Yi as independent non-executive Directors.