

## NOTICE TO SHAREHOLDERS OF FERRETTI S.P.A.

in accordance with Article 136 of Consob Regulation 11971/1999 implementing Legislative Decree 58/1998

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**Proxy Solicitation promoted by Ferretti International Holding S.p.A.**

**Company empowered to collect voting proxies: Sodali & Co. S.p.A.**

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### Introduction

This notice contains the main information relating to the solicitation that Ferretti International Holding S.p.A. (the “**Promoter**” or “**FIH**”), in its capacity as Promoter, intends to carry out, pursuant to Article 136 et seq. of Italian Legislative Decree 58 of 1998, as amended (“**CFA**” or “**Italian Finance Act**”) and Article 135 et seq. of Consob Regulation 11971 of 1999, as amended (the “**Issuer’s Regulation**”), in view of the ordinary shareholders’ meeting (the “**Shareholders’ Meeting**” or “**Meeting**”) of Ferretti S.p.A. (“**Ferretti**”, the “**Issuer**” or the “**Company**”) convened to be held, in a single call, on 14 May 2026, held exclusively by audio-video connection via online webcast on the Company’s website in accordance with the procedures and deadlines set forth in the notice of meeting published, among other places, on the Issuer’s website <https://www.ferrettigroup.com/en-us/Investor-relations/Governance>, on 2 April 2026.

The solicitation will be conducted according to information criteria that ensure the shareholders of Ferretti can cast their votes in an informed manner, and to encourage active participation in the Company’s affairs, particularly in the Meeting and the resolutions it will be called to adopt. This notice is simultaneously (i) transmitted to Consob, to Borsa Italiana S.p.A. and Monte Titoli S.p.A., and (ii) published on the Promoter’s website <https://www.ferrettifih.it> and on the website of Sodali & Co. S.p.A. (“**Sodali & Co.**” or the “**Proxy Agent**”) <https://transactions.sodali.com/>, on the Issuer’s website [www.ferrettigroup.com](http://www.ferrettigroup.com), on the website of the authorized storage mechanism “eMarket STORAGE”, available at [www.emarketstorage.com](http://www.emarketstorage.com) as well as on the website of the authorized storage mechanism “HKEX”, available at [www.hkex.com.hk](http://www.hkex.com.hk).

The solicitation is not promoted towards holders of voting rights who have shares deposited in the Central Clearing and Settlement System.

### A) IDENTIFICATION DATA OF THE PROMOTER, THE ISSUER, AND THE SHARES FOR WHICH VOTING PROXIES ARE REQUESTED

#### Details of the Promoter

Ferretti International Holding S.p.A., a joint-stock company with registered office in Milan, Via Alessandro Manzoni, no. 41, tax code and registered with the Register of Enterprises of Milano, Monza, Brianza, Lodi under no. 07739200967 (the “**Promoter**”) intends to solicit voting proxies.

The Promoter has engaged the services of Sodali & Co. to collect the voting proxies. Sodali & Co. is a company, which offers shareholder communications and voting proxy consultancy to Italian (and foreign) listed companies, and is specialized in proxy solicitation and representation activities at

shareholders' meetings. Sodali & Co. has registered office in Via Giovanni Paisiello 6, Rome, Italy, share capital of €200,000, and is registered in the Rome Companies' Register, tax identification code no. 08082221006.

The Promoter has engaged the services of Sodali & Co Hong Kong Limited to provide voting guidance for the shareholders of Issuer in Hong Kong. Sodali & Co Hong Kong Limited is a private company limited by shares incorporated under the laws of Hong Kong, with company number 72788567, having its registered office at Room 1401, 90 Connaught Road Central, Sheung Wan, Hong Kong, is part of the Sodali & Co group and operates in the field of shareholder services and proxy solicitation activities

### **Details of the Issuer and the shares**

The Promoter intends to request voting proxies in relation to the ordinary shares of "Ferretti S.p.A.", with registered offices in Cattolica (Rimini), Via Irma Bandiera 62, registered with the Companies' Register of Romagna Forlì-Cesena and Rimini, tax code and VAT number 04485970968, ISIN no. IT0005383291, admitted to trading on Euronext Milan (EXM: YACHT) and on HK Stock Exchange (stock code: 09638).

### **B) DATE OF THE SHAREHOLDERS' MEETING AND AGENDA**

The Shareholders' Meeting is convened to take place on 14 May 2026 at 10 a.m. CET (4 p.m. Hong Kong time) (single call), exclusively by audio-video connection via online webcast on the Company's website in the manner detailed in the notice of call published on the Issuer's website.

The items on the agenda are the following:

1. Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend distribution:
  - 1.1. Approval of the financial statements for the year ended 31 December 2025, accompanied by the report of the Board of Directors on the performance of operations, the report of the Board of Statutory Auditors and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31 December 2025, including the consolidated sustainability report for the year ended 31 December 2025 pursuant to Legislative Decree 125/2024; inherent and consequent resolutions;
  - 1.2. Allocation of profit for the year and dividend distribution; inherent and consequent resolutions.
2. Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998:
  - 2.1. Approval of the first section of the Report on the Remuneration Policy and Compensation Paid (*i.e.*, remuneration policy for the financial year 2026) drawn up pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998;
  - 2.2. Consultative vote on the second section of the report on the remuneration policy and remuneration paid (*i.e.*, report on the remuneration paid in the financial year 2025) drawn up pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998.

3. Appointment of the Board of Directors:
  - 3.1. Determination of the number of members of the Board of Directors;
  - 3.2. Determination of the term of office of the Board of Directors;
  - 3.3. Appointment of the members of the Board of Directors;
  - 3.4. Appointment of the Chairman of the Board of Directors;
  - 3.5. Determination of the remuneration of the members of the Board of Directors.
4. Appointment of the Board of Statutory Auditors:
  - 4.1. Appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028;
  - 4.2. Determination of the remuneration of the members of the Board of Statutory Auditors.

**C) MODALITY TO PUBLISH THE PROSPECTUS AND THE PROXY FORM**

Pursuant to Article 136, paragraph 3, of the Issuer’s Regulation, the prospectus and the proxy form will be published on the website of the Promoter at <https://www.ferrettifih.it>, of Sodali & Co. at <https://transactions.sodali.com/>, on the Issuer’s website [www.ferrettigroup.com](http://www.ferrettigroup.com), on the website of the authorized storage mechanism “eMarket STORAGE”, available at [www.emarketstorage.com](http://www.emarketstorage.com), on the authorized storage mechanism “HKEX”, available at [www.hkex.com.hk](http://www.hkex.com.hk) and transmitted to the Issuer, CONSOB, Borsa Italiana S.p.A., and Monte Titoli S.p.A.

**D) DATE FROM WHICH A PERSON ENTITLED TO VOTE MAY REQUEST, INCLUDING THROUGH AN INTERMEDIARY, A COPY OF THE PROSPECTUS AND THE PROXY FORM, OR TO EXAMINE THESE DOCUMENTS AT THE PREMISES OF BORSA ITALIANA S.P.A.**

The documentation referred to in Section C) above will be available from 23 April 2026.

**E) PROPOSALS FOR WHICH THE PROXY SOLICITATION IS PROMOTED**

The Promoter intends to carry out the solicitation of proxies with respect to the items on the agenda of the Shareholders’ Meeting convened to take place on 14 May 2026, as set out in the introduction to this notice, and proposes to vote in favour of the proposals set out below, thereby passing the following resolutions:

Item on the agenda	Proposal in relation to which the Promoter intends to conduct the solicitation
3. Appointment of the Board of Directors:	
3.1. Determination of the number of members of the Board of Directors;	Express <b><u>favorable vote</u></b> to determine in 9 (nine) the number of members of the Ferretti’s Board of Directors.

3.2. Determination of the term of office of the Board of Directors;	Express <b><u>favorable vote</u></b> to determine in 3 (three) financial years the term of office of the new Board of Directors and therefore up to the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 December 2028.
3.3. Appointment of the members of the Board of Directors;	<p>Express <b><u>favorable vote</u></b> to appoint the following candidates to the office of directors, all drawn from the slate filed by the Promoter and published on the Company's website <a href="https://www.ferrettigroup.com/en-us/Investor-relations/Governance">https://www.ferrettigroup.com/en-us/Investor-relations/Governance</a>:</p> <ol style="list-style-type: none"> <li>1. Tan Ning(**), born in Shandong, China, on 28 November 1981, Tax Code TNANNG81S28Z210W;</li> <li>2. Patrick Sun(*), born in the Hong Kong Special Administrative Region of the People's Republic of China, on 21 December 1958, Tax Code SNUPRC58T21Z221F;</li> <li>3. Stassi Anastassov, born in Pleven, Bulgaria, on 29 June 1961, Tax Code to be assigned;</li> <li>4. Zhang Xiaomei, born in Xinjiang, China, on 27 August 1985, Tax Code ZHNXMI85M67Z210O;</li> <li>5. Federica Marchionni(*), born in Civitavecchia (Rome), Italy, on 23 December 1971, Tax Code MRCFRC71T63C773D;</li> <li>6. Jin Zhao, born in Shandong, China, on 16 August 1985, Tax Code JNIZHA85M16Z210D;</li> <li>7. Zhu Yi(*), born in Xinjiang, China, on 31 December 1976, Tax Code ZHUYIX76T71Z210G;</li> <li>8. Donatella Sciuto(*), born in Varese, Italy, on 5 January 1962, Tax Code SCTDTL62A45L682A;</li> </ol>

	<p>9. Marina Berlinghieri(*), born in Pisogne (Brescia), Italy, on 13 September 1968, Tax Code BRLMRN68P53G710N.</p> <p>(*) Identifies the candidates to the office of directors that meet the independence requirements set forth by the applicable law, the Company's By-laws and the Code of Corporate Governance.</p> <p>(**) Identifies the candidate directors for the office of Chair of the Board of Directors.</p>
3.4. Appointment of the Chairman of the Board of Directors;	Express <b>favorable vote</b> to appoint Tan Ning as Chair of the Board of Directors of Ferretti.
3.5. Determination of the remuneration of the members of the Board of Directors.	Express <b>favorable vote</b> to set at a yearly net amount of EUR 40,000.00 the total remuneration to be attributed to each member of the Board of Directors; such remuneration does not include the remuneration of the directors vested with special offices.
4. Appointment of the Board of Statutory Auditors:	
4.1. Appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028;	<p>Express <b>favorable vote</b> to appoint the following candidates to the office of statutory and alternate auditors, all drawn from the slate filed by the Promoter and published on the Company's website <a href="https://www.ferrettigroup.com/en-us/Investor-relations/Governance">https://www.ferrettigroup.com/en-us/Investor-relations/Governance</a>:</p> <p><b><u>Candidates for the office of Statutory Auditor:</u></b></p> <ol style="list-style-type: none"> <li>1. Luigi Capitani(*), born in Parma, on 30 November 1965, Tax Code CPTLGU65S30G337I;</li> <li>2. Luca Nicodemi, born in Milan, on 20 September 1973, Tax Code NCDLCU73P20F205K;</li> <li>3. Myriam Amato, born in Pavia, on 19 October 1974, Tax Code MTAMRM74R59G388J.</li> </ol> <p>(*) identifies the candidate to the office of Chair of the Board of Statutory Auditors (if the Chair is drawn from this slate)</p> <p><b><u>Candidates for the office of Alternate Auditor:</u></b></p> <ol style="list-style-type: none"> <li>1. Federica Marone, born in Naples, on 20 October 1975, Tax Code</li> </ol>

	MRNFRC75R60F839Z;
	2. Tiziana Vallone, born in Taranto, on 14 April 1969, Tax Code VLLTZN69D54L049G.
4.2. Determination of the remuneration of the members of the Board of Statutory Auditors.	Express <b>favorable vote</b> to determine the compensation for the Chair of the Board of Statutory Auditors at EUR 40,000.00 gross per year and the compensation for each standing member of the Board of Statutory Auditors at Euro 30,000.00 gross per year

For further information on the proposals, the voting instructions and the reasons, the Promoter refers to the prospectus to be available on the website stated in Section C), from the date indicated in Section D) above and to the proposed resolutions sent by the Promoter to the Issuer within the terms set forth by the law and published on the Issuer's website at <https://www.ferrettigroup.com/en-us/Investor-relations/Governance>.

## F) OTHER INFORMATION

To ensure the validity of the proxies, the proxy form, which will be available on the website referred to in Section C) from the date indicated in Section D) above, must be signed and dated by the person entitled to vote.

The proxy form has to be received by the Promoter, via Sodali & Co., by **11:59 p.m. (CET) on 12 May 2026 (5:59 a.m. (HKT) on 13 May 2026)**, using one of the following modalities:

- By email, to the following address: [assemblea.ferretti@investor.sodali.com](mailto:assemblea.ferretti@investor.sodali.com)
- By certified email (PEC) to the following address: [sodali-informationagent@legalmail.it](mailto:sodali-informationagent@legalmail.it)
- By post via a letter sent by recorded delivery, courier or delivered by hand, to the following address: for each holder of voting rights whose shares are deposited with an intermediary participating in the Monte Titoli system ("**Monte Titoli Shareholders**"), to Sodali & Co S.p.A. – Via Giovanni Paisiello 6, 00198 Rome, Italy, marked for the attention of: Retail Department.

If the proxy is sent via email, without prejudice to the validity of the proxy sent, shareholders are recommended to send the original by post or deliver it by hand to Sodali & Co., or send an information document signed electronically in accordance with the provisions of Article 20, par. 1-*bis* and 1-*ter*, of Italian Legislative Decree no. 82 of 7 March 2005.

The following must be sent together with the proxy form:

- for individuals: a photocopy of their identity card;
- for companies or other entities, a copy of the certificate issued by the Companies' Register or the special powers of attorney or another such deed which shows clearly the powers to represent the company vested in the person signing the proxy form, as well as a photocopy of the signatory's identity document;
- a copy of the notification referred to in Article 83-*sexies* of the Italian Finance Act sent by the intermediaries to the Issuer.

With reference to participation and voting by parties entitled to do so, it should be noted that:

- under Article 83-*sexies* of the Italian Finance Act, the right to participate in the Shareholders' Meeting and to vote thereat are proven by a notification to be sent to the Issuer by an intermediary which is a member of the centralized management system operated by Monte Titoli S.p.A., on behalf of the party entitled to vote, based on the evidence as at the end of the record date (*i.e.* 5 May 2026) (the “**Record Date**”);
- only those parties who are proven to be authorised to vote as at the Record Date (*i.e.* 5 May 2026) will be authorised to take part in and vote at the Shareholders' Meeting.

The Promoter accepts no liability for the failure to vote in connection with proxies received after the deadline and/or proxies which, although received within the deadline, do not fully comply with the law.

FIH, if expressly authorised by means of the proxy, shall have the right to exercise the vote otherwise from the instructions to vote contained in the proxy form, should both the following circumstances occur:

- if material circumstances occur, unknown at the date of release of the proxy and that cannot be communicated to the delegating party; and
- if these material circumstances are such that it could be reasonable to assume the delegating party would have given its approval if aware of the same,

or in the event of amendments or additions to the proposed resolutions submitted to the Meeting.

Should the above relevant circumstances occur, if FIH has not been authorised to exercise the vote otherwise from the instructions given in the proxy, the vote instructions shall be considered confirmed.

The proxy may be revoked at any time by writing to the Promoter no later than 11:59 p.m. (CET) of **12 May 2026** (5:59 a.m. (HKT) of 13 May 2026).

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The persons who have the right to vote and who issue the proxy must request their intermediary to notify the Issuer, in accordance with current legislation, of their entitlement to attend the Meeting and to exercise their right to vote.

In relation to the right to attend and exercise the right to vote, as indicated in the notice of call published on Ferretti's website at <https://www.ferrettigroup.com/en-us/Investor-relations/Governance>, please note that:

- (a) Shareholders must request their financial intermediary to notify the Issuer of their entitlement to attend the shareholders' meeting and to exercise voting rights pursuant to Article 83-*sexies* of the CFA, on the basis of the records as at the end of the accounting day on **5 May 2026** (the “*record date*”);
- (b) only those entitled to vote on **5 May 2026** will be permitted to attend and vote at the Meeting.

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To exercise the voting proxies within the solicitation procedure, the Promoter reserves the right to be substituted by one of the following persons:

- Renato Di Vizia - born in Capaccio (SA) on August 26, 1970 - Tax ID DVZRNT70M26B644G;

- Iolanda Casella - born in Salerno on November 18, 1982 - Tax ID CSLND82S58H703T;
- Marco Maddaloni - born in Rome on February 10, 1984 - Tax ID MDDMRC84B10H501R.

With respect to such persons, to the best of the Promoters' knowledge, none of the circumstances giving rise to a conflict of interest pursuant to Article 135-*decies* of the CFA applies.

23 April 2026