

## VOTING PROXY SOLICITATION FORM

### Proxy solicitation form

Ferretti International Holding S.p.A. (the “**Promoter**” or “**FIH**”), through Sodali & Co. S.p.A. for the holders of voting rights whose shares are deposited with an intermediary participating in the Monte Titoli system (“**Monte Titoli Shareholders**”) (“**Sodali & Co.**” or “**Proxy Agent**”), intends to carry out the solicitation of proxies (“**Solicitation**”) with reference to Ferretti S.p.A. (“**Ferretti**” or the “**Issuer**”) Shareholders’ Meeting (ordinary session) convened to be held, in a single call, on 14 May 2026, at 10 a.m. CET 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, in accordance with the terms and conditions set forth in the notice of meeting published on the Issuer website [www.ferrettigroup.com](http://www.ferrettigroup.com) (Governance/Shareholders’ Meeting) on 2 April 2026.

The proxy must be received by the Promoter, through the Proxy Agent, no later than 11:59 p.m. CET on May 12, 2026 (“**Proxy Deadline**”), by one of the following means (“**Proxy Methods**”):

- 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 Monte Titoli Shareholders, Sodali & Co S.p.A. – Via Giovanni Paisiello 6, 00198 Rome, Italy, marked for the attention of: Retail Department.

The proxy granted to the Promoter, through the Proxy Agent, can be revoked at any time by means of a written declaration brought to the Promoter’s attention, through the Proxy Agent in the manner indicated above, by 11:59 p.m. on 12 May 2026.

**Signing this form is cost free for the delegating party**

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### If the delegating party is an individual

The undersigned.....(name and surname)  
born at..... on....., resident in .....(city),  
in..... (address)  
Tax identification code.....  
Tel. no. ....; email.....  
(please attach a photocopy of valid ID document for the person issuing the proxy)

### If the delegating party is a legal/other entity

..... (entity corporate name)  
with registered office in.....(city)  
.....(address)  
Tax identification code and VAT no.....  
Tel. no.....; email.....  
As represented by the representative-at-law in force at the time .....

(please attach a photocopy of the certificate issued by the Companies’ Register or the special powers of attorney or other such deed which shows clearly the powers to represent the company vested in the person

**signing the Proxy Form in the name and on behalf of the company/other entity and a photocopy of the identity card of the person signing the Proxy Form)**

recorded as being authorised to vote at the ordinary general meeting as of 5 May 2026 (the “**Record Date**”) in their capacity as:

.....  
(holder of the shares, pledgee, reportor, usufructuary, custodian, manager, legal representative or attorney with power of sub-delegation)

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To be filled in at the discretion of the delegating party:

- Notification no. .... (reference to notification issued by the intermediary)
- Identification codes, if any .....

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**HAVING NOTED THAT**, pursuant to Article 138(2) of the Issuers’ Regulation, Shareholders adhering to this solicitation shall only have the right to vote in favour of the resolutions proposed by FIH, as well as in favour of any and all resolutions that may be proposed at any time, including those of an organisational nature, that are connected with such proposals or that may otherwise be necessary to achieve the result intended through this solicitation. Therefore, where the voting instructions issued by the solicited party do not conform to the proposal made by the Promoter, the latter shall not proceed to vote, via the Proxy Agent, in accordance with the instructions received;

**HAVING NOTED THAT**, the proxy granted to the Promoter may include voting instructions for only some of the matters on the agenda of the Shareholders’ Meeting;

**HAVING SEEN** the report by Ferretti’s Board of Directors and the proposed resolutions and the proposed resolutions submitted by FIH;

**HAVING SEEN** the Prospectus regarding the Solicitation, with reference in particular to the possible existence of conflicts of interest;

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#### HEREBY DELEGATES

the Promoter, and on its behalf the Proxy Agent for the Solicitation and collection of proxies and exercise of voting rights with registered office in Giovanni Paisiello 6, Rome, Italy, or, each of the following persons indicated by the Proxy Agent, in relation to whom, so far as FIH is aware, none of the situations referred to in Article 135-decies of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Italian Finance Act**”):

- 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,

to participate in and vote at the Shareholders’ Meeting referred to above as per the instructions provided below with reference to ..... shares (in the case of Monte Titoli Shareholders) recorded in securities deposit account no. .... held with (depository bank) ..... ABI bank code ..... CAB bank code.....

*Shareholders are reminded that under Article 135-novies of the Italian Finance Act, if the shareholder owns shares deposited in different securities deposit accounts, they may issue a proxy to a different representative for each security or alternatively appoint a single representative for all the accounts.*

## A) RESOLUTIONS COVERED BY THE SOLICITATION \*

The Promoter intends to perform the Solicitation for proxies to vote in respect of the two items on the agenda regarding:

Item on the agenda	Proposal in relation to which the Promoter intends to conduct the solicitation	Vote
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.	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>
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.	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>
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> and also available the Promoter's website <a href="https://www.ferrettifih.it">https://www.ferrettifih.it</a> and on the website of Sodali &amp; Co S.p.A. <a href="https://transactions.sodali.com/">https://transactions.sodali.com/</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</li> </ol>	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>

	<p>December 1971, Tax Code MRCFRC71T63C773D;</p> <p>6. Jin Zhao, born in Shandong, China, on 16 August 1985, Tax Code JNIZHA85M16Z210D;</p> <p>7. Zhu Yi(*), born in Xinjiang, China, on 31 December 1976, Tax Code ZHUYIX76T71Z210G;</p> <p>8. Donatella Sciuto(*), born in Varese, Italy, on 5 January 1962, Tax Code SCTDTL62A45L682A;</p> <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><u>favorable vote</u></b> to appoint Tan Ning as Chair of the Board of Directors of Ferretti.	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>
3.5. Determination of the remuneration of the members of the Board of Directors.	Express <b><u>favorable vote</u></b> to set at an 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 specific offices.	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>
<b>4. Appointment of the Board of Statutory Auditors:</b>		
4.1. Appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028;	<p>Express <b><u>favorable vote</u></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> and also available the Promoter's website <a href="https://www.ferrettifih.it">https://www.ferrettifih.it</a> and on the website of Sodali &amp; Co S.p.A. <a href="https://transactions.sodali.com/">https://transactions.sodali.com/</a>:</p> <p>Candidates for the office of Statutory Auditor:</p>	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>

	<ol style="list-style-type: none"> <li>1. Luigi Capitani(*), born in Parma, on 30 November 1965, Tax Code CPTILGU65S30G337T;</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>Candidates for the office of Alternate Auditor:</p> <ol style="list-style-type: none"> <li>1. Federica Marone, born in Naples, on 20 October 1975, Tax Code MRNFRC75R60F839Z;</li> <li>2. Tiziana Vallone, born in Taranto, on 14 April 1969, Tax Code VLLTZN69D54L049G.</li> </ol>	
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	<input type="checkbox"/> <b>Issues a proxy to vote in favour</b> of the Promoter's proposal <input type="checkbox"/> <b>Does not issue a proxy</b>

All decisions that may be proposed at any time, including those of an organisational nature, which are connected with the aforementioned items on the agenda or are otherwise necessary to achieve the result intended through this Solicitation, shall also be deemed to be included within the scope of the proxy.

Should **circumstances unknown** <sup>(1)</sup> at the time of granting this proxy arise or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting., the undersigned, with respect to the resolutions proposed by the Promoter:

Item on the agenda	Vote
Items nos. 3.1, 3.2, 3.3, 3.4, and 3.5 on the agenda	<input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposal <sup>(2)</sup>

<sup>1</sup> The vote may be cast in a manner different from the instructions only if the supervening circumstances reasonably suggest that the principal, had they been aware of them, would have given their approval.

<sup>2</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

Item nos. 4.1 and 4.2 on the agenda	<input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposal <sup>(3)</sup>
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## B) NON-CONFORMING VOTE

The Promoter does not intend to exercise the vote in a manner that is not consistent with its own proposals.

## C) OTHER RESOLUTIONS (not subject to this Solicitation) \*

In the event that the person granting the proxy intends to confer a proxy with respect to the items on the agenda for which the Promoter has not requested the granting of a proxy, please specify the corresponding voting instructions.

Item on the agenda	Vote
<p>1. Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend distribution:</p> <p>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;</p> <p>1.2. Allocation of profit for the year and dividend distribution; inherent and consequent resolutions.</p>	<p><input type="checkbox"/> In favour</p> <p><input type="checkbox"/> Against</p> <p><input type="checkbox"/> Abstain</p>
<p>2. Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998:</p> <p>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;</p> <p>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.</p>	<p><input type="checkbox"/> In favour</p> <p><input type="checkbox"/> Against</p> <p><input type="checkbox"/> Abstain</p>

\* Pursuant to Article 138, paragraph 6 of Issuers' Regulation, vis-à-vis resolution proposals for which no voting instructions have been given, the shares are nevertheless counted for the purpose of the validity of the shareholders' meeting; however, the same shares are not counted for the purpose of calculating the majority and the share capital required for the approval of resolutions.

<sup>3</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

Should **circumstances unknown** <sup>(4)</sup> at the time of granting this proxy arise, the undersigned, with respect to the resolutions referred to under point C) herein

Item on the agenda	Vote
Item no. 1.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(5)</sup>
Item no. 1.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(6)</sup>
Item no. 2.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(7)</sup>
Item no. 2.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions:

<sup>4</sup> Should material circumstances arise, unknown at the time of granting the proxy and which cannot be communicated to the principal, it is possible to choose among the following options: a) confirmation of the voting instruction already expressed; b) amendment of the voting instruction already expressed; c) revocation of the voting instruction already expressed; d) authorisation for the Promoter to cast a vote different from the one indicated in Section C) of this form, where the supervening circumstances reasonably suggest that the principal, had they been aware of them, would have amended the voting instructions accordingly. If no choice is made, the voting instructions set out under Section C) shall be deemed confirmed.

<sup>5</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

<sup>6</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

<sup>7</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

	<input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(8)</sup>
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In the event of any vote on amendments or additions to the resolutions referred to under point C), the undersigned

Item on the agenda	Vote
Item no. 1.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <sup>(9)</sup> <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(10)</sup>
Item no. 1.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <sup>(11)</sup> <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(12)</sup>
Item no. 2.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against

<sup>8</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

<sup>9</sup> The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

<sup>10</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

<sup>11</sup> The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

<sup>12</sup> In the absence of such authorisation, the proxy shall be deemed confirmed



	<input type="checkbox"/> Abstain <sup>(13)</sup> <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(14)</sup>
Item no. 2.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <sup>(15)</sup> <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals <sup>(16)</sup>

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**This section must be completed only if the signatory is not the shareholder.**

I, the undersigned, (surname and first name of the signatory only if different from the shareholder)..... sign this Proxy Form in my capacity as (tick the appropriate box)

- ☐ pledgee  
☐ reportor  
☐ usufructuary  
☐ custodian  
☐ manager  
☐ legal representative or attorney with power of sub-delegation  
☐ other (specify) .....

Place\_\_\_\_\_ Date\_\_\_\_\_

Signature \_\_\_\_\_

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<sup>13</sup> The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

<sup>14</sup> In the absence of such authorisation, the proxy shall be deemed confirmed

<sup>15</sup> The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

<sup>16</sup> In the absence of such authorisation, the proxy shall be deemed confirmed