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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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made by Ferretti S.p.A. (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The following document of the Company was published on the website of eMarket SDIR in Italy in accordance with and in the manners set forth in the Consob Issuer’s Regulation and in compliance with the provisions of the Instructions accompanying the Rules of the Markets organised and managed by Borsa Italiana S.p.A..

The posting of the document on the website of The Stock Exchange of Hong Kong Limited is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

By order of the Board

**Ferretti S.p.A.**

**Mr. Alberto Galassi**

*Executive Director and Chief Executive Officer*

Hong Kong, 24 April 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.*

**NOTICE TO THE SHAREHOLDERS OF FERRETTI S.P.A. \***  
pursuant to Article 136 of Consob Regulation No. 11971/1999, as subsequently amended

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Proxy Solicitation promoted by KKCG Maritime

Entity in charge of the proxy solicitation and collection of proxies and acting as proxy holder at  
the Shareholders' Meeting Georgeson S.r.l.

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## **INTRODUCTION**

This notice contains the main information regarding the proxy solicitation that Azúr a.s., in its capacity as promoter, intends to carry out pursuant to Articles 136 et seq. of Legislative Decree No. 58 of 24 February 1998 (the "**CFA**"), as well as Articles 135 et seq. of Consob Regulation No. 11971/1999 (the "**Issuers' Regulation**"), with reference to the shareholders' meeting of Ferretti S.p.A. ("**Ferretti**" or the "**Issuer**"), convened in ordinary session on 14 May 2026 at 10:00 a.m. (Italian time).

This notice is transmitted simultaneously to Ferretti, for publication on its website, as well as to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and is also published on the following websites [www.kkcg.com/maritime](http://www.kkcg.com/maritime) and [www.georgeson.com/it](http://www.georgeson.com/it) > *Accedi alla Documentazione afferente alla tua Assemblea*.

## **A. IDENTIFICATION DETAILS OF THE PROMOTER, THE ISSUER AND THE DELEGATED ENTITY**

### **Identification details of the Promoter and of the Delegated Entity**

The entity promoting the proxy solicitation (the "**Solicitation**") is Azúr a.s. (the "**Promoter**" or "**KKCG Maritime**"), a joint stock company incorporated under the laws of the Czech Republic, with registered office in Prague (Czech Republic), Evropská 866/71, Vokovice, 160 00 Prague 6, registered with the Municipal Court of Prague under registration number B 29157.

For the collection of proxies and for the procedures pursuant to Article 136 of the Issuers' Regulation, the Promoter makes use of Georgeson S.r.l., having its registered office at Rome, via Nizza n. 128, enrolled with the Companies' Register of Rome under No. 05847921003, VAT No. 05847921003 ("**Georgeson**" or the "**Delegated Entity**"), a company providing shareholder communication and proxy voting services to listed companies, specialized in proxy solicitation

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\* The English version of this notice is a courtesy translation. The Italian version of the notice is the original version. In the event of any inconsistency, the Italian version shall prevail.

activities and shareholder meeting representation.

**Identifying details of the company issuing the shares in respect of which the grant of proxies is requested**

The issuer of the shares for which proxy voting is sought is Ferretti S.p.A., an Italian joint stock company, with registered office in Cattolica (Rimini), Via Irma Bandiera No. 62, enrolled with the Companies' Register of Romagna – Forlì-Cesena and Rimini, tax code and VAT No. 04485970968 (the "Company" or the "Issuer").

Ferretti shares are listed on The Stock Exchange of Hong Kong Limited and on Euronext Milan.

**B. DATE OF THE SHAREHOLDERS' MEETING AND AGENDA ITEMS**

The Company's shareholders' meeting is convened, on an ordinary basis, for 14 May 2026, in a single call, at 10:00 a.m. (Italian time), and will be held exclusively by means of audio video connection (the "**Shareholders' Meeting**")

The agenda of the Shareholders' Meeting, as set out in the notice of call published, inter alia, on the Issuer's website (<http://www.ferrettigroup.com>, under "Investor Relations – Governance – Shareholders' Meeting") on 2 April 2026, is as follows:

1. *Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend's 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 pursuant to Legislative Decree 125/2024; inherent and consequent resolutions;*
  - 1.2 *Allocation of profit for the year and dividend's 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 *Decision on the number of members of the Board of Directors;*

- 3.2 *Decision on the duration of the 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 *Decision on 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 of its Chairman for the term of offices 2026-2028;*
- 4.2 *Decision on the remuneration of the members of the Board of Statutory Auditors.*

**C. PUBLICATION OF THE PROXY SOLICITATION PROSPECTUS AND PROXY FORM**

The proxy solicitation prospectus and the proxy form are published pursuant to Article 136, paragraph 3, of the Issuers' Regulation, by simultaneous transmission to the Issuer, Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and are also made available on the following website [www.georgeson.com/it](http://www.georgeson.com/it) > *Accedi alla Documentazione afferente alla tua Assemblea.*

**D. DATE FROM WHICH THE PERSON ENTITLED TO EXERCISE VOTING RIGHTS MAY REQUEST THE PROSPECTUS AND THE PROXY FORM FROM THE PROMOTER, OR EXAMINE THEM AT THE OFFICES OF THE MARKET MANAGEMENT COMPANY**

All shareholders may obtain or request the documents referred to under point C above, or consult them, starting from 23 April 2026.

**E. PROPOSED RESOLUTIONS IN RESPECT OF WHICH THE PROXY SOLICITATION IS INTENDED TO BE CARRIED OUT**

The Promoter intends to carry out the proxy solicitation with reference to the **third** and **fourth item** on the agenda of the Shareholders' Meeting.

<b>Item on the agenda</b>	<b>Resolution proposal of KKCG Maritime and voting instruction solicited</b>
<b>(item 3 on the agenda):</b> <i>Appointment of the Board of Directors</i>	
3.1. <i>Decision on the number of members of the Board of Directors;</i>	The Promoter proposes to set the number of members of the Company's Board of Directors at 10 (ten).  Voting indication: <b>IN FAVOUR OF THE PROMOTER'S PROPOSAL</b>

<p>3.2. <i>Decision on the duration of the office of the Board of Directors;</i></p>	<p>The Promoter proposes to set the term of office of the directors to be appointed at three financial years, i.e. until the date of the shareholders' meeting convened for the approval of the financial statements as at 31 December 2028.</p> <p><u>Voting indication:</u> <b>IN FAVOUR OF THE PROMOTER'S PROPOSAL</b></p>
<p>3.3. <i>Appointment of the members of the Board of Directors;</i></p>	<p>The Promoter proposes to appoint the following persons as members of the Company's Board of Directors:</p> <ol style="list-style-type: none"> <li>1. Katarína Kohlmayer</li> <li>2. Stefano Domenicali</li> <li>3. Alberto Galassi</li> <li>4. Karel Komárek</li> <li>5. Zuzana Prokopcová</li> <li>6. Piero Ferrari</li> <li>7. Jane Eleanor Bardo Townsend</li> <li>8. Bader Al-Kharafi</li> <li>9. Francesca Filippini Pinto</li> <li>10. Kamil Zeman</li> </ol> <p><u>Voting indication:</u> <b>IN FAVOUR OF THE PROMOTER'S PROPOSAL</b></p>
<p>3.4. <i>Appointment of the Chairman of the Board of Directors;</i></p>	<p>The Promoter proposes to appoint Karel Komárek as Chair of the Board of Directors.</p> <p><u>Voting indication:</u> <b>IN FAVOUR OF THE PROMOTER'S PROPOSAL</b></p>
<p>3.5. <i>Decision on the remuneration of the members of the Board of Directors.</i></p>	<p>The Promoter proposes to set at Euro 40,000 the annual remuneration of each member of the Board of Directors.</p> <p><u>Voting indication:</u> <b>IN FAVOUR OF THE</b></p>

	<b>PROMOTER'S PROPOSAL</b>
<p><b>(item 4 on the agenda):</b></p> <p><i>Appointment of the Board of Statutory Auditors</i></p>	
<p>4.1 <i>Appointment of the members of the Board of Statutory Auditors and of its Chairman for the term of offices 2026-2028;</i></p>	<p>The Promoter proposes to appoint the following persons as effective members of the Company's Board of Statutory Auditors:</p> <ol style="list-style-type: none"> <li>1. Fausto Zanon</li> <li>2. Claudia Costanza</li> </ol> <p>The Promoter proposes to appoint the following person as alternate member of the Company's Board of Statutory Auditors:</p> <ol style="list-style-type: none"> <li>1. Luigi Fontana</li> </ol> <p>Voting indication: <b>IN FAVOUR OF THE PROMOTER'S PROPOSAL</b></p>
<p>4.2 <i>Decision on the remuneration of the members of the Board of Statutory Auditors</i></p>	<p>The Promoter proposes to set the gross annual remuneration payable to the standing statutory auditors at Euro 40,000 for the Chairman of the Board of Statutory Auditors and Euro 30,000 for each of the other standing statutory auditors, in addition to reimbursement of expenses incurred in connection with the office.</p> <p>Voting indication: <b>IN FAVOUR OF THE PROMOTER'S PROPOSAL.</b></p>

The reasons supporting such voting recommendations are set out in the proxy solicitation prospectus made available in accordance with the procedures referred to under the preceding item C), as from the date referred to under the preceding item D).

It is noted that the Promoter will exercise its voting rights only if the proxy is granted for the purpose of voting in favour of the resolution proposals formulated by KKCG Maritime and indicated above.

Lastly, it is specified that shareholders will be entitled to exercise their voting rights with respect to all items on the agenda, even if not subject to the solicitation, by executing the proxy form attached to the proxy solicitation prospectus.

## F. FURTHER INFORMATION

For the purposes of the validity of the proxy, the relevant form, made available at the locations referred to under the preceding item C) as from the date referred to under the preceding item D), must be duly signed and dated by the person entitled to exercise the voting rights or, in the case of a legal entity, by the person vested with legal representation powers.

The proxy form attached to the proxy solicitation prospectus as Annex 1, which must be received by the Promoter, through Georgeson **by 11:59 p.m. (Italian time) on 12 May 2026**, by one of the following means (the "**Proxy Deadline**"):

- by email to the following address: [sollecitazione-kkcg@georgeson.com](mailto:sollecitazione-kkcg@georgeson.com);
- by registered mail, courier or hand delivery to the following address: Georgeson S.r.l., via Nizza, n. 128, 00187 – Rome, for the attention of Roberta Armentano

Where the proxy is sent by fax or email, without prejudice to the validity of the proxy so transmitted, it is recommended, for operational purposes, that the original be sent by post.

The following documents must be sent together with the proxy form: (i) in the case of natural persons, a photocopy of a valid identification document; and (ii) in the case of legal entities, a photocopy of the certificate issued by the Companies' Register or of a specific power of attorney, evidencing the representative powers of the person signing the proxy in the name and on behalf of the legal entity.

The Promoter shall not assume any responsibility in the event of failure to exercise voting rights in relation to proxies received after the Proxy Deadline and/or proxies which, even if received by such deadline, are not fully compliant with applicable law.

Pursuant to Article 137, paragraph 3, of the Issuers' Regulation, the Promoter, where expressly authorised by the person entitled to exercise voting rights, may, in the event that material circumstances arise which were unknown at the time the proxy was granted and which cannot be communicated to the delegating party, and which reasonably lead to believe that the delegating party would have given its approval had it been aware thereof, exercise voting rights in a manner different from that indicated.

The proxy may at any time be revoked by means of a written notice communicated to the Promoter and **to the Delegate Entity by 13 May 2026**.

It is hereby reminded that the persons entitled to exercise voting rights who grant the proxy must request their intermediary to communicate to the Issuer, within the time limits and in accordance with the procedures provided for by applicable law, their entitlement to attend the Shareholders' Meeting and to exercise voting rights.

With reference to attendance and voting, it should be noted that:

- a) pursuant to Article 83-sexies of the TUF, entitlement to attend the Shareholders' Meeting and to exercise voting rights is evidenced by a communication to the Issuer, made by the

intermediary in favour of the person entitled to exercise voting rights, on the basis of the records as at the end of the accounting day of the seventh open-market day prior to the date set for the Shareholders' Meeting (i.e. 5 May 2026 – Record Date);

b) only those who are entitled to exercise voting rights as of such date (5 May 2026) will be entitled to attend and vote at the Shareholders' Meeting.

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For the purposes of the solicitation and collection of the proxy referred to in this Prospectus, the Promoter will avail itself of the Delegate Entity (i.e., Georgeson), through the following individuals, acting severally (with respect to whom, to the best of the Promoter's knowledge, none of the situations referred to in Article 135-decies of the TUF applies):

- Roberta Armentano, born in Castrovillari (CS) on 12.03.1982, Italian tax code RMNRRT82C52C349Y;
- Luca Messina, born in Napoli (NA) on 06/04/1985, Italian tax code MSSLCU85D06F839W;
- Silvia Penso, born in Rome (RM) on 05/04/1979, Italian tax code PNSSLV79D45H501L;
- Andrea Mastrostefano, born in Rome (RM) on 16/11/1973, Italian tax code MSTNDR73S16H501Z.

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The proxy solicitation promoted by KKCG Maritime is not addressed, directly or indirectly, to, and may not be accepted, directly or indirectly, by persons located in countries where a specific authorization is required for such purpose.

Prague, 23 April 2026