

# FERRETTIGROUP

## Ferretti S.p.A.

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

(Stock Code: 09638)

### PROXY FORM

I/We<sup>1</sup> and 2 \_\_\_\_\_

of being the registered holder(s) of<sup>3</sup> \_\_\_\_\_ ordinary shares of Ferretti S.p.A. (the “Company”) with no nominal value, hereby appoint<sup>4</sup> the authorised representative of TMF Hong Kong Limited, the corporate secretarial service provider of the Company, for the first 20 proxy forms deposited with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

or \_\_\_\_\_ (name(s)) of \_\_\_\_\_ (email address(es))

\_\_\_\_\_ (address(es))

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at 16:00 p.m. Hong Kong time (10:00 a.m. CEST time) on Thursday, May 18, 2023, on the following resolution as indicated below or, if no indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For <sup>5</sup>	Against <sup>5</sup>	Abstain <sup>5</sup>
1.	To approve the Audited Separate Financial Statements and to acknowledge the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2022 together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.			
2.	To approve the allocation of the net income of the Company, for the year ended December 31, 2022, as follows: (i) €2,620 thousand to legal reserve, as per Article 2430 of the Civil Code; (ii) €19,903 thousand as final dividend of approximately €0.0588 per Share; (iii) €8,176 thousand to cover the reserve for transaction costs related to issued share capital; and (iv) €21,696 thousand to the reserve of retained earnings.			
3.	To appoint EY S.p.A. as the independent auditor ( <i>revisore legale dei conti</i> ) of the Company for a term of three financial years, expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending December 31, 2025, and to approve its remuneration of €260,000 for each financial year of its term, for the provision to the Company of the audit of the separate financial statements and the consolidated financial statements. The auditor’s annual remuneration shall be subject to adjustment in accordance with changes in relevant applicable laws or in the requirements for the audit services as well as the annual adjustment linked to the change in consumer price index of Italy.			
4.	To approve the plan for the listing of the Company’s ordinary shares with no nominal value on the Euronext Milan, the Italian stock exchange organized and managed by Borsa italiana S.p.A..			
5.	To appoint EY S.p.A. as the independent auditor ( <i>revisore legale dei conti</i> ) of the Company for a term of nine financial years, expiring on the date of the shareholders’ general meeting called to approve the financial statements for the year ending December 31, 2031, and to approve its remuneration of €333,000 for each financial year of its term, for the provision to the Company of the audit of the separate financial statements and the consolidated financial statements. The auditor’s annual remuneration shall be subject to adjustment in accordance with changes in relevant applicable laws or in the requirements for the audit services as well as the annual adjustment linked to the change in consumer price index of Italy. Such resolution will be effective subject to the perfection of the Dual Listing and will replace the three-year term mandate of the auditor as described in resolution 3.			
6.	To approve the termination of the Share Option Scheme conditional to the commencement of trading of the Shares on Euronext Milan.			

<b>ORDINARY RESOLUTIONS</b>		<b>For<sup>5</sup></b>	<b>Against<sup>5</sup></b>	<b>Abstain<sup>5</sup></b>
7.	To approve that the Board of Directors will consist of nine Directors and will be appointed for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2025.			
7.(a)	To elect Mr. Alberto Galassi as an executive Director of the Group.			
7.(b)	To elect Mr. Tan Xuguang as a non-executive Director and chairman of the Board of Directors.			
7.(c)	To elect Mr. Piero Ferrari as a non-executive Director.			
7.(d)	To elect Mr. Xu Xinyu as a non-executive Director.			
7.(e)	To elect Mr. Li Xinghao as a non-executive Director.			
7.(f)	To elect Mr. Hua Fengmao as an independent non-executive Director.			
7.(g)	To elect Mr. Stefano Domenicali as an independent non-executive Director.			
7.(h)	To elect Mr. Patrick Sun as an independent non-executive Director.			
7.(i)	To elect Ms. Lanshi Jiang as a non-executive Director.			
8.	To approve the basic remuneration of each member of the Board of Directors for each year of its three-year term in the amount of €40,000.			
9.(a)	To elect Mr. Luigi Fontana as effective member of the Board of Statutory Auditors.			
9.(b)	To elect Mr. Fausto Zanon as effective member of the Board of Statutory Auditors.			
9.(c)	To elect Ms. Gianna Adami as effective member of the Board of Statutory Auditors.			
9.(d)	To elect Mr. Fabio Durante as alternate statutory auditor of the Company.			
9.(e)	To elect Ms. Simona Briganti as alternate statutory auditor of the Company.			
10.	To approve the annual amount of €40,000 for the chairman of the Board of Statutory Auditors and €30,000 for each statutory auditor.			
11.	To approve the Regulations of Shareholders' Meetings, which is functional to the Company's admission to listing on the Euronext Milan and shall take effect on the first day where its shares are traded on Euronext Milan and therefore, as of that date.			
<b>EXTRAORDINARY RESOLUTION</b>		<b>For<sup>5</sup></b>	<b>Against<sup>5</sup></b>	<b>Abstain<sup>5</sup></b>
12.	To approve that the new By-laws produced to the Meeting, a copy of which has been signed by the Chairman of the Meeting for the purpose of identification be and are hereby approved and adopted as the By-laws of the Company in substitution for, and to the exclusion of, the current By-laws of the Company on the first day where its shares are traded on the Euronext Milan and therefore, as of that date.			

<b>POSSIBLE ALTERNATIVE RESOLUTION IN THE EVENT THAT NONE OF THE RESOLUTIONS 9.(A), 9.(B) AND 9.(C) ABOVE RECEIVES THE HIGHEST NUMBER OF VOTES<sup>11</sup></b>		<b>For<sup>5</sup></b>	<b>Against<sup>5</sup></b>	<b>Abstain<sup>5</sup></b>
13.	To elect as chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2025.	Mr. Luigi Fontana <input type="text"/>		
		Mr. Fausto Zanon <input type="text"/>		
		Ms. Gianna Adami <input type="text"/>		
14.	To elect as chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2025.	Mr. Luigi Fontana <input type="text"/>		
		Mr. Fausto Zanon <input type="text"/>		
15.	To elect as chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2025.	Mr. Luigi Fontana <input type="text"/>		
		Ms. Gianna Adami <input type="text"/>		
16.	To elect as chairman of the Board of Statutory Auditors for a term of three financial years, expiring on the date of the shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2025.	Mr. Fausto Zanon <input type="text"/>		
		Ms. Gianna Adami <input type="text"/>		

I/We hereby acknowledge and confirm as follows:

1. I/we am/are duly authorized by my/our proxy to provide his/her personal information (including the email address) above;
2. The Company and its agents are authorized to send the login details to access the online platform to my/our proxy through the email address provided above;
3. I have checked and ensured that all information provided in this proxy form is accurate and complete. Neither the Company nor its agents assume any obligation or liability whatsoever in respect of the accuracy or completeness of the information provided, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
4. if I/we or my/our proxy cast my/our votes through the online platform, such votes are irrevocable once the voting session of the Meeting ends; and
5. if my/our proxy has not received the login details by email by 12:00 noon Hong Kong time, (06:00 a.m. CEST time) CEST time, on Wednesday, May 17, 2023, I/we understand that I/we should reach out to the Hong Kong Share Registrar of the Company for assistance.

Signature<sup>6</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) If the shareholder is a company, full name of the company and legal address to be inserted in BLOCK CAPITALS.
- (3) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (4) If any proxy other than the authorised representative of TMF Hong Kong Limited is preferred, delete the words "the authorised representative of TMF Hong Kong Limited, the corporate secretarial service provider of the Company, for the first 20 proxy forms deposited with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or" and insert the name, address and email address of the proxy desired in the space provided. The email address so provided will be used by the Company or its agents for sending the login details for voting at the Online AGM. You and your proxy should ensure the email address provided will be appropriately secure for this purpose. Any alteration made to this form of proxy must be initiated by the person(s) who signs it. As a matter of Italian law, it is not possible to appoint a director, statutory auditor or employee of the Company or any of its subsidiaries as your proxy. For example, it is not possible to appoint the Chairperson of the Online AGM as your proxy.
- (5) If you wish to vote using all of your shares, please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If you wish to vote using part of your shares, please state the relevant number of shares you would like to use for voting in the relevant boxes under "For", "Against" or "Abstain", to indicate how you wish the proxy to vote on your behalf on a poll. Votes abstained will be counted in the calculation of the required majority. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his/her discretion. Where a "✓" is indicated in more than one space beside a resolution, the vote for that resolution will be void and will not be counted in the calculation of the required majority.

**Please note that TMF Hong Kong Limited will only vote on the resolutions mentioned above in accordance with the express written instructions in a duly completed form of proxy from the relevant Shareholders.** Therefore, if this form is returned duly signed, but without any indication, TMF Hong Kong Limited will not vote on the resolutions.

- (6) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- (7) In the case of joint registered holders of any shares, the vote of the senior who tenders a vote (by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the persons so represented whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either through online platform or by proxy, in respect of such share(s) as if he/she is solely entitled to, but if more than one of such joint holders be present at the meeting through online platform that only one device is allowed per login or by proxy.
- (8) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority by a notary public, shall be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 16:00 p.m. Hong Kong time (10:00 a.m. CEST time), on Tuesday, May 16, 2023, being 48 hours before the time fixed for the holding of the Meeting. The email address provided herein is merely for receiving proxy forms relating to the Meeting and will not be in use after the deadline for depositing the proxy forms.
- (9) A proxy holder does not need to be a shareholder of the Company but must login to the online platform to represent you.
- (10) The chairperson of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every shareholder who is present, or as represented by the proxy or corporate representative, shall have one vote for every share held by him/her. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ferrettigroup.com](http://www.ferrettigroup.com) following the Meeting.
- (11) According to Article 25.6 of the Existing By-laws, there will be a separate vote for the chairman of the Board of Statutory Auditors if there is a tie for the highest number of votes under resolutions 9.(a), 9.(b) and 9.(c). Only one of the possible resolutions 13, 14, 15 and 16 will be proposed to the Meeting and which one is used (if any) will depend on the outcome of resolutions 9.(a), 9.(b) and 9.(c).

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the Meeting (the "Purposes"). If you fail to provide sufficient and accurate information, we may not be able to process your instructions. We may transfer your name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for the Purposes, and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Services Limited  
17M, Hopewell Centre, 183 Queen's Road East, Wanchai,  
Hong Kong  
By email to: [PrivacyOfficer@computershare.com.hk](mailto:PrivacyOfficer@computershare.com.hk)