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**FERRETTIGROUP**

**Ferretti S.p.A.**

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

**(Stock Code: 09638)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Ferretti S.p.A. (the “**Company**”) will be held with a combination of an in-room meeting at Via Manzoni 41, 20121 Milan and an online virtual meeting through the Online Platform on Wednesday, May 25, 2022 at 4:00 p.m. Hong Kong time (10:00 a.m. CEST time).

The Annual General Meeting will be convened for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

1. To approve the Audited Separate Financial Statements which show a profit of €23,533,000 and the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2021 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, 2021, as follows: (i) €1,176,672.60 to legal reserve, as per Article 2430 of the Civil Code; (ii) €6,707,160.02 as final dividend of approximately €0.0198 per Share; and (iii) the residual amount of the said net income, as well as the earnings retained from previous financial years, to cover the merger loss and other reserves generated by the merger.
3. Conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the ordinary share(s) with no nominal value in the share capital of the Company (the “**Shares**”) in the capital of the Company falling to be issued pursuant to the share option scheme (the “**Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot,

issue and deal with such number of Shares as may be required to be issued pursuant to the exercise of any option granted thereunder and to do such acts and to take all such steps as may consider necessary or expedient to give full effect to the Share Option Scheme.

Yours faithfully  
By order of the Board  
**Ferretti S.p.A.**  
**Mr. Alberto Galassi**  
*Executive Director and Chief Executive Officer*

Hong Kong, April 29, 2022

*Notes:*

- (1) The Meeting will be a hybrid meeting. Shareholders have the option of attending, participating and voting in the Meeting through the Online Platform. Shareholders attending the Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform. Please refer to the section headed “Guidance for the Annual General Meeting” in the circular of the Company dated April 29, 2022.
- (2) A shareholder entitled to attend and vote at the Meeting is entitled to appoint any other person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. Any shareholder of the Company holding two or more shares entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting. However, the Company strongly encourages shareholders to exercise their rights to attend and vote at the Meeting through the dedicated online platform, if a shareholder wishes to vote on any resolution at the Meeting by proxy, he/she should complete the proxy form and is strongly encouraged to appoint the chairman of the Meeting as his/her proxy to vote at the Meeting in accordance with his/her instructions.
- (3) 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.
- (4) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) and any other documents specified in the proxy form itself, shall be 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, by no later than 4:00 p.m. Hong Kong time (10:00 a.m. CEST time), on Monday, May 23, 2022, being 48 hours before the time fixed for the holding of the Meeting. The form of proxy is 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). The completion and return of the proxy form shall not preclude shareholders from attending and voting online at the Meeting (or any adjournment thereof) if they so wish.

(5) The Company's register of members will be closed during the following periods:

(i) *The Meeting*

In order to qualify for attending and voting for the Meeting, all transfer documents accompanied by the relevant share certificates, if issued, must be lodged with:

- (a) the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, if the transfer concerns shares registered in the section of the Company's register of members kept by the Company's Hong Kong Share Registrar, or
- (b) the Company's registered office at Via Irma Bandiera 62, 47841 Cattolica (RN), Italy, if the transfer concerns shares registered in the section of the Company's register of members kept by the Company at its registered office,

in any case no later than 4:30 p.m. Hong Kong time (10:30 a.m. CEST time), on Friday, May 20, 2022. The register of members of the Company (both sections) will be closed from Monday, May 23, 2022 to Wednesday, May 25, 2022, both days inclusive, during which period no shares transfer can be registered.

The shareholders of the Company recorded on the register of members on Monday, May 23, 2022 (*record date*) will be allowed to attend and vote at the Meeting.

(ii) *Proposed Final Dividend*

In order to qualify for the payment of the final dividend, all transfer documents accompanied by the relevant share certificates, if issued, must be lodged with:

- (a) the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, if the transfer concerns shares registered in the section of the Company's register of members kept by the Company's Hong Kong Share Registrar, or
- (b) the Company's registered office at Via Irma Bandiera 62, 47841 Cattolica (RN), Italy, if the transfer concerns shares registered in the section of the Company's register of members kept by the Company at its registered office,

in any case no later than 4:30 p.m. Hong Kong time (10:30 a.m. CEST time), on Monday, May 30, 2022. The register of members of the Company (both sections) will be closed on Tuesday, May 31, 2022, during which period no shares transfer can be registered.

The final dividend will be paid to the shareholders recorded on the Company's register of members on Tuesday, May 31, 2022, and the payment date will be on or before Thursday, June 30, 2022.

(6) 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.

*As at the date of this notice, the board of Directors of the Company comprises Mr. Alberto Galassi as executive Director; Mr. Tan Xuguang, Mr. Piero Ferrari, Mr. Xu Xinyu and Mr. Li Xinghao as non-executive Directors; and Mr. Hua Fengmao, Mr. Stefano Domenicali and Mr. Patrick Sun as independent non-executive Directors.*