

FERRETTI S.P.A.



FERRETTIGROUP

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS ON THE SECOND AND THIRD ITEM ON THE
AGENDA OF THE SHAREHOLDERS' MEETING OF FERRETTI S.P.A., CALLED FOR 21 JANUARY 2025 IN
A SINGLE CALL**

(drafted pursuant to Article 125-ter of Legislative Decree No. 58 of 24 February 1998, as amended and supplemented, and Article 84-ter of the regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as amended and supplemented)

Report approved by the Board of Directors of Ferretti S.p.A. at its meeting on 13 November 2024, available at www.ferrettigroup.com.

Second and third item on the agenda of the Ferretti S.p.A. Shareholders' Meeting, convened for 21 January 2025, in a single call:

- 2. Appointment of one director to integrate the Board of Directors following co-optation pursuant to Article 2386 of the Italian Civil Code; inherent and consequent resolutions**
- 3. Appointment of the Chairman of the Board of Directors; inherent and consequent resolutions**

* * *

Dear Shareholders,

this Report has been prepared pursuant to Article 125-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998, as amended and supplemented (the “**CLFI**”) and Article 84-ter of the Regulation adopted by Consob resolution No. 11971 of 14 May 1999, as amended and supplemented (the “**Issuers' Regulation**”).

This Report was approved by the Board of Directors of Ferretti S.p.A. (the “**Company**” or “**Ferretti**”) at its meeting held on 13 November 2024 and is made available to the public, within the terms of the law and regulations, at the Company's registered office, on the Company's website (www.ferrettigroup.com), as well as with the other methods provided for by the regulations in force.

* * *

With reference to the second and third item on the agenda of the Shareholders' Meeting, Ferretti's Board of Directors intends to submit to your attention the need to appoint one director to replace Tan Xuguang who resigned, effective 29 August 2024, from his position as director and chairman of Ferretti's Board of Directors. Tan Xuguang had held this position since 18 May 2023, the day on which Ferretti's Shareholders' Meeting had appointed him as director and chairman of the Board of Directors of Ferretti.

Following this resignation, the Board of Directors resolved – on the same day – to co-opt, pursuant to Article 2386 of the Italian Civil Code, Jiang Kui as a non-executive director of the Company and to appoint him as chairman of the Board of Directors of Ferretti.

At the time of his co-option, Jiang Kui declared that he meets the requirements of honourableness pursuant to Article 147-quinquies CLFI and that there is no cause of ineligibility provided for by law for him.

Jiang Kui also joined the Nomination Committee, the Strategic Committee and the Sustainability Committee in the role of chairman.

In accordance with the provisions of Article 2386 of the Italian Civil Code, Jiang Kui as co-opted director remain in office until the next Shareholders' Meeting, convened for January 21, 2025.

Therefore, you are invited to proceed with the integration of the Company's Board of Directors, in compliance with Article 19 of the By-laws, and therefore with the majorities required by law, since the list voting regulations set forth in the By-laws and the CLFI do not apply in this case, without prejudice to the obligation to maintain the minimum number of independent directors established by law and in compliance with the laws and regulations in force from time to time on gender balance.

In this regard, the current Board of Directors is composed by 9 (nine) members: Jiang Kui (Chairman,

non-executive), Xu Xinyu (executive), Piero Ferrari (non-executive), Alberto Galassi (executive), Stefano Domenicali (independent non-executive), Zhang Quan (non-executive), Jiang Lan (non-executive), Zhu Yi (independent non-executive), and Patrick Sun (independent non-executive) and, therefore, that 3 (three) directors in office meet the independence requirements set forth in Article 148(3) CLFI, as referred to in Article 147-ter(4) CLFI and Recommendation 7 of the Corporate Governance Code, the criteria set forth in “Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited” as well as the criteria set forth by the Board of Directors pursuant to Recommendation 7(2) of the Corporate Governance Code.

Furthermore, the Company will be required to apply the distribution criterion (pursuant to which at least two-fifths of the members of the administrative body must be reserved for the less represented gender) pursuant to Law no. 160 of 27 December 2019, which amended, *inter alia*, Article 147-ter CLFI, at the time of the first renewal of the entire Board of Directors and, therefore, not even at the next Shareholders’ Meeting where Shareholders are only invited to proceed with the integration of the Company’s Board of Directors.

It follows, therefore, that following the Shareholders’ Meeting of 21 January 2025, the minimum requirements required by the currently applicable law and by the Company’s By-laws with regard to the composition of the Board of Directors are met.

You are also invited to appoint the Chairman of the Board of Directors, as pursuant to paragraph 20.1 of the By-Laws, the appointment of the Chairman of the Board of Directors is primarily the responsibility of the Shareholders’ Meeting. The same paragraph provides, in fact, that the Board of Directors may appoint a Chairman from among its members if the Shareholders’ Meeting has not done so.

With reference to the abovementioned co-option of Jiang Kui, it should be noted that the Board of Directors unanimously came to the conclusion that Jiang Kui was the most suitable candidate to be appointed to the Board of Directors to replace Tan Xuguang and to assume the role of Chairman.

Moreover, when verifying the eligibility and honourability requirements of Jiang Kui, in the context of the co-optation, on 29 August 2024, the Board unanimously ascertained the existence of all the requirements prescribed by the laws and regulations in force and applicable as well as by the By-laws for a correct composition of the Board of Directors.

We therefore propose you to confirm Jiang Kui as director and also appoint him as Chairman of the Board of Directors.

The *curriculum vitae* of Jiang Kui will be made available to Shareholders on the Company’s website (www.ferrettigroup.com) together with the Shareholders’ Meeting documents.

This is without prejudice to the possibility for Shareholders to propose any other nomination by depositing any proposals with reference to the second and/or third item on the agenda at the Company’s registered office sufficiently in advance, and at least 15 (fifteen) days prior to the Shareholders’ Meeting. The nominations must be accompanied by (i) declarations in which the individual candidates accept their candidacy and attest, under their own responsibility, the absence of causes of ineligibility and incompatibility, as well as the possession of the requirements prescribed by the regulations in force to hold the office of director of the Company, including the declaration regarding the possession of the requirements of independence, if any; (ii) a *curriculum vitae*, containing exhaustive information on the personal and professional characteristics of each candidate; (iii) an indication of the identity of the shareholders who have submitted the nomination and the overall percentage of shareholding held, attested by appropriate certification issued by the intermediary qualified pursuant to law; and (iv) any other or different declaration, information and/or document required by law and the applicable regulations.

The Company reserves the right to verify the relevance of the proposals, their completeness and their

compliance with applicable regulations, as well as the legitimacy of the proposers. The relevant resolution proposals received by the above deadlines will be published on the Company's website at www.ferrettigroup.com, in the "Investor Relations – Corporate Governance" section, without delay, in order to allow those entitled to vote to express themselves in an informed manner.

* * *

Dear Shareholders,

in consideration of the above, we invite you to pass the following resolution for the integration of the Board of Directors, confirming and maintaining the total number of members of the Board of Directors for the fiscal years 2023-2024-2025, determined by the Shareholders' Meeting of 18 May 2023, at 9 (nine) Directors:

"The Shareholders' Meeting of Ferretti S.p.A., meeting in ordinary session,

- *having acknowledged the resignation, on today's date, of Director Jiang Kui, appointed by co-optation pursuant to Article 2386 of the Italian Civil Code and Article 19 of the By-laws, at the Board of Directors' meeting held on 29 August 2024 to replace Director and Chairman Tan Xuguang;*
- *having acknowledged that Jiang Kui was also the Chairman of the Board of Directors;*
- *having examined and discussed the explanatory report prepared by the Board of Directors;*
- *having noted the proposed resolutions [and nominations submitted];*

resolves to

- (i) *appoint as Director of Ferretti S.p.A., so integrating the current Board of Directors, the Director already co-opted, Jiang Kui, who will remain in office until the date of termination of the term of office of the Board of Directors currently in office and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2025;*
- (ii) *provide that the Director Jiang Kui will be entitled to an annual emolument for the office held in accordance with the provisions of the Shareholders' Meeting of 18 May 2023 for the fiscal years 2023-2024-2025 in the amount due pro tempore;*
- (iii) *appoint the Director Jiang Kui as Chairman of the Board of Directors;*
- (iv) *give mandate to the Board of Directors, and on its behalf the Chief Executive Officer and the Executive Director, severally, to take care of all communication, filing and publication formalities inherent to the above resolution, pursuant to the applicable laws and regulations."*

* * *

Milan, 13 November 2024

The Chief Executive Officer

(Avv. Alberto Galassi)