

<p>Informazione Regolamentata n. 0425-46-2026</p>	<p>Data/Ora Inizio Diffusione 2 Aprile 2026 21:19:46</p>	<p>Euronext Milan</p>
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Societa' : FERRETTI

Utenza - referente : FERRETTIEST01 - SACERDOTI
MARGHERITA

Tipologia : 3.1

Data/Ora Ricezione : 2 Aprile 2026 21:19:46

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Oggetto : BoD approves by the majority vote (with abstention of Mr. Alberto Galassi and the dissenting vote of Mr. Piero Ferrari and Mr. Stefano Domenicali) the "Response document supplement" in relation to the voluntary, partial and conditional tender offer

Testo del comunicato

Vedi allegato



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THE BOARD OF DIRECTORS APPROVES BY THE MAJORITY VOTE (WITH THE ABSTENTION OF MR. ALBERTO GALASSI AND THE DISSENTING VOTE OF MR. PIERO FERRARI AND MR. STEFANO DOMENICALI) THE “RESPONSE DOCUMENT SUPPLEMENT” (THE UPDATED ISSUER’S STATEMENT) IN RELATION TO THE VOLUNTARY, PARTIAL AND CONDITIONAL TENDER OFFER LAUNCHED BY KKCG MARITIME (AZÚR A.S.) (THE “OFFEROR”) TO ACQUIRE UP TO NO. 52,132,861 SHARES OF FERRETTI S.P.A. (“FERRETTI”), REPRESENTING 15.4% OF THE LATTER’S SHARE CAPITAL, AS AMENDED AS A RESULT OF THE REVISION OF THE CONSIDERATION (THE “OFFER”)

THE “INDEPENDENT BOARD COMMITTEE” APPROVES (WITH DIVERGENT VIEWS AMONG THE MEMBERS) THE “LETTER FROM THE INDEPENDENT BOARD COMMITTEE” PURSUANT TO THE HONG KONG CODE ON TAKEOVERS AND MERGERS ISSUED BY THE SECURITIES AND FUTURES COMMISSION OF HONG KONG (“HK TAKEOVERS CODE”)

- **The Board of Directors of Ferretti (with the abstention of Mr. Alberto Galassi and the dissenting vote of Mr. Piero Ferrari and Mr. Stefano Domenicali), by majority, (i) concurs with Altus Capital Limited, in its capacity as independent financial adviser of the “Independent Board Committee” (“Independent Financial Adviser”); (ii) is of the view that, from a financial perspective, the consideration for each Ferretti’s ordinary share tendered to the Offer as increased from Euro 3.50 (*cum dividend*) to Euro 3.90 (*cum dividend*) (the “Revised Consideration”) is not congruous for the Independent Shareholders (*i.e.*, the Shareholders of Ferretti other than the Offeror and the parties acting in concert with the Offeror pursuant to article 101-bis, paragraphs 4 and 4-bis, of Legislative Decree No. 58/1998 (the “CFA”), and/or the provisions of the HK Takeovers Code); and (iii) considers the Offer (including, the Revised Consideration) not fair and not reasonable so far as the Independent Shareholders are concerned.**

Divergence of views among the members of the “Independent Board Committee”: Hao Qinggui, Jiang Lan (Lansi), Jin Zhao, Patrick Sun and Zhu Yi concur with the advice of the Independent Financial Adviser and accordingly recommend the Independent Shareholders not to accept the Offer and Piero Ferrari and Stefano Domenicali dissent and do not concur with the Independent Financial Adviser’s



advice and accordingly recommends the Independent Shareholders to accept the Offer.

Forlì, 2 April 2026 – The Board of Directors of Ferretti – whose shares are admitted to trading on Euronext Milan (EXM:YACHT) and on The Stock Exchange of Hong Kong Limited (stock code: 09638) – met today and approved (with the abstention of Mr. Alberto Galassi and the dissenting vote of Mr. Piero Ferrari and Mr. Stefano Domenicali), by majority the “Response Document Supplement” (the updated Issuer’s Statement), prepared pursuant to Article 103, paragraphs 3 and 3-*bis*, of CFA and Article 39, paragraph 4 of the CONSOB Regulation adopted by resolution No. 11971/1999 (the “**Issuers’ Regulation**”) as well as the HK Takeovers Code, in relation to the Offer, following the Revised Consideration.

On the same date, prior to today’s Board of Directors meeting, the “Independent Board Committee” approved (with divergent views among the members, namely Piero Ferrari and Stefano Domenicali that dissent and do not concur with the Independent Financial Adviser’s advice and accordingly recommends the Independent Shareholders to accept the Offer), the “Letter from the Independent Board Committee” pursuant to the HK Takeovers Code. In particular, Hao Qinggui, Jiang Lan (Lansi), Jin Zhao, Patrick Sun and Zhu Yi concur with the advice of the Independent Financial Adviser and accordingly recommend the Independent Shareholders not to accept the Offer and Piero Ferrari and Stefano Domenicali dissent and do not concur with the Independent Financial Adviser’s advice and accordingly recommends the Independent Shareholders to accept the Offer.

The Response Document Supplement includes: (i) the “Letter from the Board” containing the Board of Directors’ reasoned assessment of the Offer, taking into account the Revised Consideration, and the fairness, from a financial perspective, of the Revised Consideration; (ii) the “Letter from the Independent Board Committee”, containing the Independent Board Committee’s assessment of the Offer, taking into account the Revised Consideration, and its views to the Independent Shareholders as to whether or not to accept the Offer, pursuant to the HK Takeovers Code; and (iii) the “Letter from the Independent Financial Adviser”, prepared by the Independent Financial Adviser, pursuant to and for the purposes of Article 39, paragraph 1, letter d) of the Issuers’ Regulation and the HK Takeovers Code.

For the purposes of its assessments, the Board of Directors – acknowledged the Revised Consideration and the terms and conditions of the Offer as set out in the offer document published by the Offeror on 2 March 2026 and in the supplement of the offer document published by the Offeror on 26 March 2026 – has taken into account, *inter alia*, the “Letter from the Independent Financial Adviser” prepared by the Independent Financial Adviser, in which the latter considers that the Offer is not fair and not reasonable and, in this regard, recommends that the “Independent



Board Committee” advise the Independent Shareholders not to accept the Offer; and the “Letter from the Independent Board Committee”.

As a result of the meeting, **the Board of Directors (with the abstention of Mr. Alberto Galassi and the dissenting vote of Mr. Piero Ferrari and Mr. Stefano Domenicali), by majority, considers, among other things, the Revised Consideration, from a financial perspective, not congruous for the Independent Shareholders and the Offer (including, the Revised Consideration) not fair and not reasonable so far as the Independent Shareholders are concerned.**

For comprehensive information, reference is made to, and is recommended, a full reading of the Response Document and the Response Document Supplement which are available on Ferretti’s website at www.ferrettigroup.it under the “Investor Relations – OPA” section and on www.emarketstorage.it.

This press release is available on Ferretti’s website at www.ferrettigroup.it under the “Investor Relations – OPA” section and on www.emarketstorage.it.

Copies of this press release, or any part thereof, as well as copies of any subsequent documents to be issued by Ferretti in relation to the Offer, may not and must not be sent, transmitted or distributed, directly or indirectly, in any jurisdiction where such actions would constitute a violation of the applicable laws, and shall not and may not be construed as an offer to purchase or a solicitation of an offer to sell Ferretti’s securities in such jurisdictions.

Ferretti Group

Building on the heritage of Italy’s centuries-old nautical tradition, Ferretti Group is a world leader in the design, construction, and sale of luxury yachts ranging from 8 to 95 meters in length. The Group boasts a unique portfolio of prestigious and exclusive brands: Ferretti Yachts, Riva, Pershing, Itama, CRN, Custom Line, and Wally.

Led by CEO Avv. Alberto Galassi, Ferretti Group owns and operates seven shipyards across Italy, where efficient industrial production is combined with the finest Italian craftsmanship. With a direct presence in Europe, the United States, and Asia, and through a network of carefully selected dealers, the Group reaches customers in over 70 countries worldwide.

Yachts from the Ferretti Group brands, the ultimate expression of Italian creativity and elegance, stand out for their exceptional build quality, state-of-the-art technological solutions, industry-leading safety standards, and outstanding performance at sea, as well as for their exclusive design and timeless appeal.

For more information: www.ferrettigroup.com

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