

PROSPECTUS FOR VOTING PROXY SOLICITATION

regarding the request to confer the right of representation for purposes of voting at the ordinary general meeting of shareholders of Ferretti S.p.A. (“**Ferretti**”), called to take place in a single session on 14 May 2026 at 10:00 a.m., CET time (4 p.m., Hong Kong time) (single call), held exclusively by audio-video connection via online webcast on the Company’s website in accordance with the procedures and deadlines set forth in the notice of meeting published, among other places, on the Issuer’s website.

PROMOTER

Ferretti International Holding S.p.A.

ISSUER

Ferretti S.p.A.



FERRETTIGROUP

PARTY RESPONSIBLE FOR SOLICITATION AND COLLECTION OF PROXIES

Sodali & Co. S.p.A.

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the above channels will be available from Monday to Friday from 9:00 am CET time (3 p.m. Hong Kong Time) to 6 pm CET time (00:00 a.m. Hong Kong Time)

Warning

The proxy solicitation is governed by Articles 136 et seq. of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Italian Finance Act**” or “**CFA**”) and by Articles 135 et seq. of Consob regulation no. 11971 of 14 May 1999 as amended (the “**Issuers’ Regulation**”).

This Prospectus for the proxy solicitation (the “**Prospectus**”) is dated 23 April 2026.

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INTRODUCTION

The solicitation of proxies contained in this prospectus (the “**Prospectus**”) is addressed to all shareholders (the “**Shareholders**”) of Ferretti S.p.A. (“**Ferretti**” or the “**Issuer**”), in view of the ordinary Shareholders’ Meeting (the “**Shareholders’ Meeting**” or the “**Meeting**”) convened to be held, in a single call, on 14 May 2026, held exclusively by audio-video connection via online webcast on the Company’s website in accordance with the procedures and deadlines set forth in the notice of meeting published, among other places, on the Issuer’s website <https://www.ferrettigroup.com/en-us/Investor-relations/Governance>, to resolve upon these items of the agenda of the Shareholders Meeting:

3. Appointment of the Board of Directors:
 - 3.1. Determination of the number of members of the Board of Directors;
 - 3.2. Determination of the term of 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. Determination of 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 its Chairman for the financial years 2026–2028;
 - 4.2. Determination of the remuneration of the members of the Board of Statutory Auditors.

This solicitation of voting proxies is promoted by Ferretti International Holding S.p.A. (“**FIH**” or the “**Promoter**”), which has engaged Sodali & Co. S.p.A. for the collection and management of the voting proxies for the Monte Titoli Shareholders (as defined below) (as applicable, “**Sodali & Co.**” or the “**Proxy Agent**”).

The solicitation is not promoted towards CCAS Shareholders (as defined below). For shareholders of the Issuer in Hong Kong (“**HK Shareholders**”), the Promoter has engaged Sodali & Co Hong Kong Limited to provide voting guidance.

Annex A to this Prospectus also includes, pursuant to the applicable regulations, the specific form for granting a voting proxy to the Proxy Agent (the “**Proxy Form**”), prepared using the template set forth in Annex 5C to the Issuers’ Regulation.

The documentation relating to the slates of candidates to the offices of directors and statutory and alternate auditors (and the related supporting documentation) and the proposed resolutions submitted by the Promoter, is available to the public on the Promoter’s website at <https://www.ferrettifih.it>, on the website of Sodali & Co S.p.A. at <https://transactions.sodali.com/> and on the eMarket STORAGE authorized storage mechanism website at www.emarketstorage.com and on Ferretti’s website <https://www.ferrettigroup.com/>.

The solicitation is carried out in accordance with Articles 136 et seq. of the Italian Finance Act, as well as Articles 135 et seq. of the Issuers’ Regulation. The solicitation is conducted in accordance with information principles designed to ensure that Shareholders are able to express their vote in an informed manner and with the objective of encouraging their active participation in the corporate life of Ferretti and, in particular, in the Shareholders’ Meeting and in the resolutions submitted for approval.

I. SECTION I - Information about the Issuer and the Shareholders' Meeting

I.A Issuer name and registered office

The company which is the issuer of the shares for which the voting proxy is being requested is Ferretti S.p.A. a joint-stock company incorporated under Italian law, having its registered office in Cattolica (Rimini), Via Irma Bandiera 62, registered with the Companies' Register of Romagna Forlì-Cesena and Rimini, tax code and VAT number 04485970968.

The Ferretti shares are dual listed on Euronext Milan regulated market, organized and operated by Borsa Italiana S.p.A. (EXM: YACHT), and on the Stock Exchange of Hong Kong Limited (the "**HK Stock Exchange**") (stock code: 09638), and subject to the dematerialisation regime pursuant to Article 83-*bis* of the Italian Finance Act (ISIN IT0005383291).

I.B Date, Time and Place of the Shareholders' Meeting

The Shareholders' Meeting is convened to take place on 14 May 2026 at 10 a.m. CET time (4 p.m. Hong Kong time) (single call), exclusively by audio-video connection via online webcast on the Company's website in the manner detailed in the notice of call published on the Issuer's website.

I.C Agenda of the Shareholders' Meeting

The Shareholders' Meeting has been called with the following agenda:

The items on the agenda are the following:

1. Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend 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 for the year ended 31 December 2025 pursuant to Legislative Decree 125/2024; inherent and consequent resolutions;
 - 1.2. Allocation of profit for the year and dividend 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. Determination of the number of members of the Board of Directors;
 - 3.2. Determination of the term of 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. Determination of 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 its Chairman for the financial years 2026–2028;
- 4.2. Determination of the remuneration of the members of the Board of Statutory Auditors

I.D List of documentation prepared by the Issuer in view of the General Meeting referred to in the Notice of Meeting pursuant to Article 125-bis, paragraph 4, letter d) of the Italian Finance Act, and indication of website where such documentation is or will be made available

In relation to the Shareholders Meeting, the Issuer has prepared and/or made available:

- (a) Notice of the Shareholders' Meeting;
- (b) Excerpt from the notice of meeting;
- (c) Ordinary proxy form;
- (d) Reports by the Board of Directors on the items on the agenda of the Shareholders' Meeting;
- (e) the list of candidates for appointment as directors of Ferretti proposed by FIH, and proposed resolutions submitted by FIH on the items of the agenda nos. 3.1, 3.2, 3.4, and 3.5;
- (f) the list of candidates for appointment as Ferretti statutory auditors proposed by FIH, and proposed resolutions submitted by FIH on the items of the agenda no. 4.2;
- (g) the list of candidates for appointment as directors of Ferretti proposed by the other Shareholders;
- (h) the list of candidates for appointment as Ferretti statutory auditors proposed by the other Shareholders;
- (i) proposed resolutions submitted by the other Shareholders on the items on the agenda;
- (j) Information document on the participation procedures for the Shareholders holding their shares through an intermediary participating in the Monte Titoli system
- (k) Circular published on the HKEX Website (as defined below) in relation to, amongst others, notice of the Shareholders' Meeting;
- (l) Notice of the Shareholders' Meeting published on the HKEX Website (as defined below);
- (m) Proxy form published on the HKEX Website (as defined below) in relation to the appointment of the authorized representative of TMF Hong Kong Limited, the corporate secretarial service provider of Issuer, as proxy.

The documentation on the items on the agenda has been made available in accordance with the law, at the Issuer's registered office in Cattolica (Rimini), Via Irma Bandiera 62, on its website at www.ferrettigroup.com (Governance/Shareholders' Meeting/), and on the eMarket Storage authorised storage mechanism website at www.emarketstorage.com, by the means described in Chapter I, Title II, Part III of the Issuers' Regulations. Additional documentation relating to the Shareholders' Meeting shall be made available to the public, in accordance with the law. The documentation on the items on the agenda will be also published on the website of the Stock Exchange of Hong Kong Limited (www.hkexnews.com) (the "HKEX Website").

Pursuant to Article 130 of Legislative Decree 58/1998, Shareholders are entitled to inspect all documents filed at the Issuer's registered office and obtain copies at their own expense.

Please note that Monte Titoli Shareholders wishing to participate in this solicitation **should not use the proxy form under item (c) above**, which are available on the Issuer's website, but **should use only the solicitation form attached under Annex "A"** to this Prospectus, which can be found on the Promoter's website <https://www.ferrettifih.it>, on the website of Sodali & Co S.p.A. <https://transactions.sodali.com/> and on Ferretti's website <https://www.ferrettigroup.com/>

Ferretti Shareholders who do **NOT** intend to adhere to the Solicitation but wish to **VOTE IN FAVOUR** of the proposal submitted by the Promoter may do so by:

- taking part personally in the Shareholders Meeting and voting in favour of the proposal exclusively by audio-video connection via online webcast on the Company's website in the manner detailed below, as the physical participation of individual shareholders is not permitted;
- issuing a suitable proxy and giving instructions to the appointed person to vote in favour of the proposal; the form to be used in such cases are available (i) for each holder of voting rights whose shares are deposited with an intermediary participating in the Monte Titoli system (“**Monte Titoli Shareholders**”) at www.ferrettigroup.com (Governance/Shareholders' Meeting/) and (ii) for voting rights holder of shares for those who have shares deposited in the Central Clearing and Settlement System (“**CCASS**”) (the “**CCASS Shareholders**”) at www.ferrettigroup.com (Governance/Investor Relations/HKEX announcements and circular) and/or at the website of HK Stock Exchange at www.hkexnews.hk;
- Alternatively, each Monte Titoli Shareholder may express their vote, in advance and directly, by May 13, 2026, on the various items on the agenda, through the voting platform accessible through the appropriate link found on the Company's website (www.ferrettigroup.com, in the document “Procedures for participation in the Shareholders' Meeting” in the “Investor Relations – Governance – Shareholders' Meeting” section).

Irrespective of whether you want to cast your vote in favour of the Promoter proposed resolutions conferring proxy on FIH or not, you must also to request your intermediary to communicate to Ferretti that you have the right to intervene and to exercise the right to vote in the Shareholders Meeting pursuant to article 83-*sexies* of the Italian Finance Act, based on the records as at 5 May 2026 - the accounting day of the seventh trading day before the Shareholders' Meeting (the “**Record Date**”).

Only shareholders of record as at 5 May 2026 are entitled to attend the Shareholders' Meeting and vote or confer proxy on FIH or utilize a proxy agent by using one of the proxy forms available on the Ferretti website www.ferrettigroup.com.

II.A Name and legal form of the Promoter

The promoter is Ferretti International Holding S.p.A.

To this end, the Promoter has retained Sodali & Co under the terms of a mandate specifically to collect voting proxies and to vote at the Shareholders' Meeting in exercise of the proxies issued, following and in connection with the solicitation. The Proxy Agent is a company which provides advisory and shareholder communications and proxy voting services to listed companies, specialized in performing voting proxy solicitation activities; Sodali & Co S.p.A. has its registered office at Via Giovanni Paisiello 6, Rome, Italy, share capital €200,000, and is registered in the Rome Companies' Register, with tax identification code and VAT no. 08082221006 and Sodali & Co Hong Kong Limited has its registered office at Room 1401, 90 Connaught Road Central, Sheung Wan, Hong Kong, with Company Number no. 72788567.

In adhering to the solicitation and so conferring proxy on the Proxy Agent, the Shareholder authorises Sodali & Co. to represent the Shareholder at the Shareholders' Meeting, and to vote in accordance with the voting instructions issued by the Shareholder.

The voting proxy under solicitation may be granted to the Proxy Agent by both retail shareholders (natural persons and legal entities) and institutional investors.

II.B Registered office

The Promoter's registered office is in Milan, Via Alessandro Manzoni, no. 41, tax code and registered with the Register of Enterprises of Milano, Monza, Brianza, Lodi under no. 07739200967.

II.C Holders of significant stakes and entities exercising, even jointly, control over the Promoter. Description of shareholders' agreements, if any, concerning the same company

FIH is wholly owned by Weichai Holding Group Hong Kong Investment Co., Limited. Weichai Holding Group Hong Kong Investment Co., Limited is wholly owned by Weichai Holding Group Co., Ltd., which in turn is entirely controlled by Shandong Heavy Industry Group Co., Ltd. ("SHIG"). SHIG is owned 70% by the State-owned Assets Supervision and Administration Commission of the Shandong Province ("Shandong SASAC"), 20% by Shandong Development & Investment Holding Group Co., Ltd. (a company owned by Shandong SASAC), and 10% by Shandong Caixin Asset Management Co., Ltd. (a company wholly-owned by Shandong Provincial Finance Department).

As of the date of this Prospectus, no shareholders' agreements relating to FIH's shares are in effect.

II.D Description of FIH's activities

As provided in Article 3 of the FIH's Articles of Association, the corporate purpose of FIH consists exclusively of the acquisition and management of shareholdings, in particular the management of the shareholdings held from time to time in Ferretti, as well as, where applicable, the financing, financial coordination, technical and managerial coordination of Ferretti and of any other company controlled by FIH.

Article 3

3.1 "The corporate purpose of the Company consists exclusively of the acquisition and management of shareholdings and, in particular, the management of the shareholdings held from time to time by the Company in Ferretti S.p.A., registered with the Companies' Register of Rimini under number 04485970968 (or in any other company resulting from its merger, demerger or transformation, or any other corporate restructuring transaction of the same, hereinafter "Ferretti"), and, where applicable, the financing, financial coordination, technical and managerial coordination of Ferretti and of any other company controlled by the Company, together with the provision of services (whether for consideration or free of charge) in favour of the aforementioned companies."

3.2 *“The Company may also carry out any industrial, commercial and financial transaction (provided that it is not carried out with the public) involving movable or immovable property that is necessary or useful for the pursuit of the corporate purpose (including personal and real guarantees, also in favour of third parties, and the granting of loans and guarantees, including mortgage loans), with the express exclusion of any form of solicitation of public savings, the activities reserved to securities brokerage companies (SIM), and any other activity reserved by law.”*

II.E Number and categories of securities of the Issuer held by the Promoter and by companies belonging to the Promoter’s group (controlling, controlled and/or jointly controlled entities), specifying securities held and associated percentage of the share capital. Indication of shares in respect of which voting rights can be exercised.

As of the date of this Prospectus, the Promoter holds 133,805,907 ordinary shares, without par value, equal to 39.531% of the Issuer’s share capital. As of the date of this Prospectus, the other companies belonging to the Promoter’s group do not own Ferretti’s shares.

The Issuer’s shares are freely transferable and each one bears the right to one vote at every ordinary and extraordinary Shareholders’ Meeting, and other economic and administrative rights as per Law and applicable statutes.

II.F Rights of usufruct or pledge established over shares in the Issuer or securities lending or repo contracts entered into in respect of the same shares, with an indication of the number of shares involved and the party which holds the related voting rights

As of the date of this Prospectus, the Promoter has not granted any usufruct or pledge over its own shares and has not entered into any lending or repo contracts in respect of its Ferretti shares.

II.G Financial positions taken by the Promoter through financial instruments or derivative contracts which have shares in the Issuer as the underlying instrument

As at the date of the Prospectus, neither the Promoter nor the companies forming part of its group have taken financial positions through instruments or derivative contracts with Ferretti shares as the underlying instrument.

II.H Description of any situations of conflict of interest as defined by Article 135-decies of the Italian Finance Act, and any other possible situation of conflict of interest that the Promoter has, directly or indirectly, with the Issuer, specifying the subject and extent of said interests

The Promoter controls the Issuer as of the date of this Prospectus pursuant to Article 93 CFA.

No other conflicts of interest exist pursuant to Article 135-*decies* of the Italian Finance Act. In compliance with the principles of transparency, it should be noted that the solicitation of proxies is aimed at obtaining approval of FIH’s proposals in relation to the items no. 3 and 4 on the agenda of the Shareholders’ Meeting of 14 May 2026, including the appointment of the Board of Directors and of the Board of Statutory Auditors.

Please refer to Section III, Paragraph III.A and [Annexes B](#) and [C](#) for further information.

II.I Any financings used to promote the solicitation

The Promoter has not received any financing in order to promote this proxy solicitation.

II.J Proxy substitution

The only Proxy Agent is Sodali & Co.

For the purpose of exercising the solicited proxy, the Promoter hereby reserves the right to be represented/substituted by the Proxy Agent, *i.e.* one of the following separately authorised representatives, for whom none of the situations referred to in Article 135-*decies* of Legislative Decree 58/1998 apply:

- Renato Di Vizia - born in Capaccio (SA) on August 26, 1970 - Tax ID DVZRNT70M26B644G;
- Iolanda Casella - born in Salerno on November 18, 1982 - Tax ID CSLND82S58H703T;
- Marco Maddaloni - born in Rome on February 10, 1984 - Tax ID MDDMRC84B10H501R.

III. SECTION III - Voting information

III.A Indication of the specific proposed resolutions, *i.e.* any recommendations, statements or other guidance intended to accompany the request to confer proxy

The Promoter intends to carry out the solicitation of proxies with respect to the items on the agenda of the Shareholders' Meeting convened to take place on 14 May 2026, as set out in the introduction to this Prospectus, and proposes to vote in favour of the proposals set out below, thereby passing the following resolutions.

* * *

Item on the agenda	Proposal in relation to which the Promoter intends to conduct the solicitation
3. Appointment of the Board of Directors:	
3.1. Determination of the number of members of the Board of Directors;	Express favorable vote to determine in 9 (nine) the number of members of the Ferretti's Board of Directors.
3.2. Determination of the term of office of the Board of Directors;	Express favorable vote to determine in 3 (three) financial years the term of office of the new Board of Directors and therefore up to the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 December 2028.
3.3. Appointment of the members of the Board of Directors;	<p>Express favorable vote to appoint the following candidates to the office of directors, all drawn from the slate filed by the Promoter and published on the Company's website https://www.ferrettigroup.com/en-us/Investor-relations/Governance and also available the Promoter's website https://www.ferrettifih.it and on the website of Sodali & Co S.p.A. https://transactions.sodali.com/:</p> <ol style="list-style-type: none"> 1. Tan Ning(**), born in Shandong, China, on 28 November 1981, Tax Code TNANNG81S28Z210W; 2. Patrick Sun(*), born in the Hong Kong Special Administrative Region of the People's Republic of China, on 21 December 1958, Tax Code SNUPRC58T21Z221F; 3. Stassi Anastassov, born in Pleven, Bulgaria, on 29 June 1961, Tax Code to be assigned; 4. Zhang Xiaomei, born in Xinjiang, China, on 27 August 1985, Tax Code ZHNXMI85M67Z210O; 5. Federica Marchionni(*), born in Civitavecchia (Rome), Italy, on 23 December 1971, Tax Code MRCFRC71T63C773D; 6. Jin Zhao, born in Shandong, China, on 16 August 1985, Tax Code JNIZHA85M16Z210D;

	<p>7. Zhu Yi(*), born in Xinjiang, China, on 31 December 1976, Tax Code ZHUYIX76T71Z210G;</p> <p>8. Donatella Sciuto(*), born in Varese, Italy, on 5 January 1962, Tax Code SCTDTL62A45L682A;</p> <p>9. Marina Berlinghieri(*), born in Pisogne (Brescia), Italy, on 13 September 1968, Tax Code BRLMRN68P53G710N.</p> <p>(*). Identifies the candidates to the office of directors that meet the independence requirements set forth by the applicable law, the Company's By-laws and the Code of Corporate Governance.</p> <p>(**) Identifies the candidate directors for the office of Chair of the Board of Directors.</p>
3.4. Appointment of the Chairman of the Board of Directors;	Express favorable vote to appoint Tan Ning as Chair of the Board of Directors of Ferretti.
3.5. Determination of the remuneration of the members of the Board of Directors.	Express favorable vote to set at a yearly net amount of EUR 40,000.00 the total remuneration to be attributed to each member of the Board of Directors; such remuneration does not include the remuneration of the directors vested with specific offices.
4. Appointment of the Board of Statutory Auditors:	
4.1. Appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028;	<p>Express favorable vote to appoint the following candidates to the office of statutory and alternate auditors, all drawn from the slate filed by the Promoter and published on the Company's website https://www.ferrettigroup.com/en-us/Investor-relations/Governance and also available the Promoter's website https://www.ferretti.fih.it and on the website of Sodali & Co S.p.A. https://transactions.sodali.com/:</p> <p>Candidates for the office of Statutory Auditor:</p> <ol style="list-style-type: none"> Luigi Capitani(*), born in Parma, on 30 November 1965, Tax Code CPTLGU65S30G337T; Luca Nicodemi, born in Milan, on 20 September 1973, Tax Code NCDLCU73P20F205K; Myriam Amato, born in Pavia, on 19 October 1974, Tax Code MTAMRM74R59G388J. <p>(*). identifies the candidate to the office of Chair of the Board of Statutory Auditors (if the Chair is drawn from this slate)</p> <p>Candidates for the office of Alternate Auditor:</p> <ol style="list-style-type: none"> Federica Marone, born in Naples, on 20 October 1975, Tax Code MRNFRC75R60F839Z; Tiziana Vallone, born in Taranto, on 14 April 1969, Tax Code VLLTZN69D54L049G.
4.2. Determination of the remuneration of the members of the Board of Statutory Auditors.	Express favorable vote to determine the compensation for the Chair of the Board of Statutory Auditors at EUR 40,000.00 gross per year and the compensation for each

	standing member of the Board of Statutory Auditors at Euro 30,000.00 gross per year
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The slates filed by and the above proposed resolutions submitted by the Promoter are published on the Company's website <https://www.ferrettigroup.com/en-us/Investor-relations/Governance> and are also available on the Promoter's website <https://www.ferrettifih.it>, on the website of Sodali & Co <https://transactions.sodali.com/> and on the website of Ferretti <https://www.ferrettigroup.com/>:

A *curriculum vitae* of each candidate is attached to this Prospectus as Annex B and C.

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III.B Indication of the reasons why the Promoter proposes voting in the way described in the Prospectus and the Proxy Form. Indication of any programmes regarding the Issuer in connection with the Solicitation.

This section contains the reasons for the proposed resolution formulated by the Promoter in respect of which this solicitation is being made.

Resolutions relating to the appointment of the new Board of Directors

FIH believes that the renewal of Ferretti's governance structure is an essential step to maintain and strengthen the Company's long-term stability, competitiveness and value creation for all Shareholders. In recent years, Ferretti has undergone a phase of significant expansion and strategic repositioning, requiring an enhanced leadership structure with stronger managerial capabilities, broader international experience and a more robust alignment with best-practice governance standards.

The proposed resolutions regarding the appointment of the new Board of Directors is aimed at ensuring that Ferretti continues to be equipped with an administrative body able to guide the Company through its next phase of development, in line with a clear strategic direction, a rigorous approach to operational oversight, and a strong accountability to Shareholders. The candidates proposed by FIH have been selected based on their professional expertise, international background, industry knowledge, and commitment to high governance standards and taking into account the Diversity Policy of the Administrative and Audit Bodies approved by Ferretti's Board of Directors, as amended on 18 May 2023 and the Guidance on the quantitative and qualitative composition of the board of directors of Ferretti deemed as optimal approved by the Company's board of directors and published on 24 February 2026. Their appointment will support Ferretti in maintaining and strengthening its competitive position, responding effectively to evolving market conditions and fostering sustainable, long-term value for all stakeholders.

FIH therefore requests Shareholders to grant their proxy in order to support the appointment of the proposed directors and the related resolutions, which together represent a fundamental step towards ensuring strategic cohesion, high-level governance quality and enhanced operational execution.

Resolutions relating to the appointment of the new Board of Statutory Auditors

The Board of Statutory Auditors plays a central role in overseeing Ferretti's compliance with laws, regulations and corporate governance principles. In view of the Company's ongoing growth and the increasing complexity of its industrial and financial structure, FIH considers it essential to strengthen the supervisory body with a renewed composition featuring highly qualified professionals, particularly with regard to financial oversight, risk management, internal control systems and international regulatory frameworks.

The proposed candidates for Standing and Alternate Statutory Auditors have been selected in accordance with the requirements of Italian law and best practices for listed companies, with particular emphasis on independence, integrity and professional competence in accounting, auditing and corporate oversight, and taking into account the Diversity Policy of the Administrative and Audit Bodies approved by Ferretti's Board of Directors, as amended on 18 May 2023 and the Guidelines from the outgoing Board of Statutory Auditors of Ferretti regarding the composition of the new supervisory body dated 26 March 2026. Their appointment will ensure a more effective

monitoring environment, improved transparency towards the market and the strengthening of Ferretti's internal control system, in line with expectations of both Italian and international stakeholders.

For these reasons, FIH asks Shareholders to support the appointment of the proposed members of the Board of Statutory Auditors and the related resolutions on compensation, thereby ensuring a supervisory body capable of effectively supporting Ferretti in the coming years.

For these reasons, every one of your votes is crucial, and we ask all Ferretti shareholders to grant proxy to us to vote in favour of our list of candidates and our other proposed resolutions.

III.C Proxy not issued in accordance with the proposals set out in paragraph III.A of this section

Shareholders adhering to this solicitation shall only have the right to vote in favour of the resolutions proposed by FIH referred to in paragraph III.A above of this Section, as well as in favour of any and all resolutions that may be proposed at any time, including those of an organisational nature, that are connected with such proposals or that may otherwise be necessary to achieve the result intended through this solicitation.

III.D Additional information to enable the solicited party to make an informed decision regarding the granting of the proxy

There is no other information to disclose.

IV. SECTION IV - Information on granting and revoking the proxy

IV.A Proxy validity requirements

For the proxy to be valid, the Proxy Form must be undersigned and dated:

- If the undersigned is an individual, by the individual entitled to vote at the Shareholders' Meeting;
- If the undersigned is a company, by the party legally authorised to represent the company entitled to vote at the Shareholders' Meeting.

Shareholders entitled to vote who issue proxies must request that their intermediary send the Issuer, within the terms and according to the procedures provided for by current regulations, proof of their entitlement to participate in and vote at the Shareholders' Meeting, as further detailed in Section I, paragraph I.D.

IV.B Deadline for sending proxy to the Promoter

The Proxy Form attached to the Prospectus as Annex "A" must reach the Promoter, via the Proxy Agent, duly completed, dated and undersigned, by 11:59 p.m. CET on 12 May 2026 (5:59 a.m. on 13 May 2026 Hong Kong time) by one or other of the following means:

- By email, to the following address: assemblea.ferretti@investor.sodali.com
- By certified email (PEC) to the following address: sodali-informationagent@legalmail.it
- By post via a letter sent by recorded delivery, courier or delivered by hand, to the following address: for Monte Titoli Shareholders, Sodali & Co S.p.A. – Via Giovanni Paisiello 6, 00198 Rome, Italy, marked for the attention of: Retail Department.

If the proxy is sent via email, without prejudice to the validity of the proxy sent, shareholders are recommended to send the original by post or deliver it by hand to Sodali & Co. in any case, or send an information document signed electronically in accordance with the provisions of Article 20, par. 1-*bis* and 1-*ter*, of Italian Legislative Decree no. 82 of 7 March 2005.

The following must be sent together with the Proxy Form:

- for individuals: a photocopy of their identity card;
- for companies or other entities, a copy of the certificate issued by the Companies' Register or the special powers of attorney or another such deed which shows clearly the powers to represent the company vested in the person signing the Proxy Form, as well as a photocopy of the signatory's identity document;
- a copy of the notification referred to in Article 83-*sexies* of the Italian Finance Act sent by the intermediaries to the Issuer.

With reference to participation and voting by parties entitled to do so, it should be noted that:

- under Article 83-*sexies* of the Italian Finance Act, the right to participate in the Shareholders' Meeting and to vote thereat are proven by a notification to be sent to the Issuer by an intermediary which is a member of the centralized management system operated by Monte Titoli S.p.A., on behalf of the party entitled to vote, based on the evidence as at the end of the Record Date;
- only those parties who are proven to be authorised to vote as at the Record Date (*i.e.* 5 May 2026) will be authorised to take part in and vote at the Shareholders' Meeting.

The Promoter accepts no liability for the failure to vote in connection with proxies received after the deadline and/or proxies which, although received within the deadline, do not fully comply with the law.

IV.C Promoter right to exercise the vote in a manner which is not compliant with the instructions received if material circumstances occur

FIH, if expressly authorised by means of the proxy, shall have the right to exercise the vote otherwise from the instructions to vote contained in the proxy form, should both the following circumstances occur:

- if material circumstances occur, unknown at the date of release of the proxy and that cannot be communicated to the delegating party; and
- if these material circumstances are such that it could be reasonable to assume the delegating party would have given its approval if aware of the same,

or in the event of amendments or additions to the proposed resolutions submitted to the Meeting.

Should the above relevant circumstances occur, if FIH has not been authorised to exercise the vote otherwise from the instructions given in the proxy, the vote instructions shall be considered confirmed.

IV.D Proxy revocation

The proxy may be rescinded at any time by issuing a declaration in writing for the Promoter's attention, once again via the Proxy Agent, by and no later than 11:59 p.m. CET on 12 May 2026 (5:59 a.m. (HKT) of 13 May 2026), and in any case by the day prior to the day set for the Shareholders' Meeting.

* * *

Declaration of responsibility

Without prejudice to the information regarding the items on the agenda made available by the Issuer as required by the regulations in force, the Promoter hereby declares that the information contained in the Prospectus and the Proxy Form attached to the Prospectus as Annex "A", are adequate to enable the solicited party to take a decision regarding the issue of the proxy on an informed basis.

The Promoter is also responsible for ensuring that the information disclosed during the solicitation is complete.

* * *

The Prospectus has been sent to Consob at the same time as the solicitation is being released to its recipients.

Milan, 23 April 2026

Promoter

Ferretti International Holding S.p.A.



Jin Zhao

LIST OF ANNEXES

ANNEX A – Voting proxy solicitation form

ANNEX B – Slate of the candidates for the position of Director of Ferretti, including curricula vitae, and proposed resolutions on item 3 on the agenda

ANNEX C – Slate of the candidates for the position of Statutory Auditor of Ferretti, including curricula vitae, and proposed resolutions on item 4 on the agenda

ANNEX D – Regulatory Appendix

ANNEX A

VOTING PROXY SOLICITATION FORM

Proxy solicitation form

Ferretti International Holding S.p.A. (the “**Promoter**” or “**FIH**”), through Sodali & Co. S.p.A. for the holders of voting rights whose shares are deposited with an intermediary participating in the Monte Titoli system (“**Monte Titoli Shareholders**”) (“**Sodali & Co.**” or “**Proxy Agent**”), intends to carry out the solicitation of proxies (“**Solicitation**”) with reference to Ferretti S.p.A. (“**Ferretti**” or the “**Issuer**”) Shareholders’ Meeting (ordinary session) convened to be held, in a single call, on 14 May 2026, at 10 a.m. CET time (single call), exclusively by audio-video connection via online webcast on the Company’s website in the manner detailed in the notice of call published on the Issuer’s website, in accordance with the terms and conditions set forth in the notice of meeting published on the Issuer website www.ferrettigroup.com (Governance/Shareholders’ Meeting) on 2 April 2026.

The proxy must be received by the Promoter, through the Proxy Agent, no later than 11:59 p.m. CET on May 12, 2026 (“**Proxy Deadline**”), by one of the following means (“**Proxy Methods**”):

- By email, to the following address: assemblea.ferretti@investor.sodali.com
- By certified email (PEC) to the following address: sodali-informationagent@legalmail.it
- By post via a letter sent by recorded delivery, courier or delivered by hand, to the following address: for Monte Titoli Shareholders, Sodali & Co S.p.A. – Via Giovanni Paisiello 6, 00198 Rome, Italy, marked for the attention of: Retail Department.

The proxy granted to the Promoter, through the Proxy Agent, can be revoked at any time by means of a written declaration brought to the Promoter’s attention, through the Proxy Agent in the manner indicated above, by 11:59 p.m. on 12 May 2026.

Signing this form is cost free for the delegating party

If the delegating party is an individual

The undersigned.....(name and surname)

born at..... on....., resident in(city),

in..... (address)

Tax identification code.....

Tel. no.; email.....

(please attach a photocopy of valid ID document for the person issuing the proxy)

If the delegating party is a legal/other entity

..... (*entity corporate name*)

with registered office in.....(*city*)

.....(address)

Tax identification code and VAT no.....

Tel. no.....; email.....

As represented by the representative-at-law in force at the time

(please attach a photocopy of the certificate issued by the Companies' Register or the special powers of attorney or other such deed which shows clearly the powers to represent the company vested in the person signing the Proxy Form in the name and on behalf of the company/other entity and a photocopy of the identity card of the person signing the Proxy Form)

recorded as being authorised to vote at the ordinary general meeting as of 5 May 2026 (the "Record Date") in their capacity as:

.....

(holder of the shares, pledgee, reportor, usufructuary, custodian, manager, legal representative or attorney with power of sub-delegation)

To be filled in at the discretion of the delegating party:

- Notification no. (reference to notification issued by the intermediary)
- Identification codes, if any

HAVING NOTED THAT, pursuant to Article 138(2) of the Issuers' Regulation, Shareholders adhering to this solicitation shall only have the right to vote in favour of the resolutions proposed by FIH, as well as in favour of any and all resolutions that may be proposed at any time, including those of an organisational nature, that are connected with such proposals or that may otherwise be necessary to achieve the result intended through this solicitation. Therefore, where the voting instructions issued by the solicited party do not conform to the proposal made by the Promoter, the latter shall not proceed to vote, via the Proxy Agent, in accordance with the instructions received;

HAVING NOTED THAT, the proxy granted to the Promoter may include voting instructions for only some of the matters on the agenda of the Shareholders' Meeting;

HAVING SEEN the report by Ferretti's Board of Directors and the proposed resolutions and the proposed resolutions submitted by FIH;

HAVING SEEN the Prospectus regarding the Solicitation, with reference in particular to the possible existence of conflicts of interest;

HEREBY DELEGATES

the Promoter, and on its behalf the Proxy Agent for the Solicitation and collection of proxies and exercise of voting rights with registered office in Giovanni Paisiello 6, Rome, Italy, or, each of the following persons indicated by the Proxy Agent, in relation to whom, so far as FIH is aware, none of the situations referred to in Article 135-*decies* of Italian Legislative Decree no. 58 of 24 February 1998 (the "**Italian Finance Act**"):

- Renato Di Vizia - born in Capaccio (SA) on August 26, 1970 - Tax ID DVZRNT70M26B644G;
- Iolanda Casella - born in Salerno on November 18, 1982 - Tax ID CSLND82S58H703T;
- Marco Maddaloni - born in Rome on February 10, 1984 - Tax ID MDDMRC84B10H501R,

to participate in and vote at the Shareholders' Meeting referred to above as per the instructions provided below with reference to shares (in the case of Monte Titoli Shareholders) recorded in securities deposit account no. held with (*depository bank*) ABI bank code CAB bank code.....

Shareholders are reminded that under Article 135-novies of the Italian Finance Act, if the shareholder owns shares deposited in different securities deposit accounts, they may issue a proxy to a different representative for each security or alternatively appoint a single representative for all the accounts.

A) RESOLUTIONS COVERED BY THE SOLICITATION *

The Promoter intends to perform the Solicitation for proxies to vote in respect of the two items on the agenda regarding:

Item on the agenda	Proposal in relation to which the Promoter intends to conduct the solicitation	Vote
3. Appointment of the Board of Directors:		
3.1. Determination of the number of members of the Board of Directors;	Express favorable vote to determine in 9 (nine) the number of members of the Ferretti's Board of Directors.	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy
3.2. Determination of the term of office of the Board of Directors;	Express favorable vote to determine in 3 (three) financial years the term of office of the new Board of Directors and therefore up to the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 December 2028.	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy
3.3. Appointment of the members of the Board of Directors;	Express favorable vote to appoint the following candidates to the office of directors, all drawn from the slate filed by the Promoter and published on the Company's website https://www.ferrettigroup.com/en-us/Investor-relations/Governance and also available the Promoter's website https://www.ferrettifih.it and on the website of Sodali & Co S.p.A. https://transactions.sodali.com/ : <ol style="list-style-type: none"> 1. Tan Ning(**), born in Shandong, China, on 28 November 1981, Tax Code TNANNG81S28Z210W; 2. Patrick Sun(*), born in the Hong Kong Special Administrative Region of the People's Republic of China, on 21 December 1958, Tax Code SNUPRC58T21Z221F; 3. Stassi Anastassov, born in Pleven, Bulgaria, on 29 June 1961, Tax Code to be assigned; 	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy

	<p>4. Zhang Xiaomei, born in Xinjiang, China, on 27 August 1985, Tax Code ZHNXMI85M67Z210O;</p> <p>5. Federica Marchionni(*), born in Civitavecchia (Rome), Italy, on 23 December 1971, Tax Code MRCFRC71T63C773D;</p> <p>6. Jin Zhao, born in Shandong, China, on 16 August 1985, Tax Code JNIZHA85M16Z210D;</p> <p>7. Zhu Yi(*), born in Xinjiang, China, on 31 December 1976, Tax Code ZHUYIX76T71Z210G;</p> <p>8. Donatella Sciuto(*), born in Varese, Italy, on 5 January 1962, Tax Code SCTDTL62A45L682A;</p> <p>9. Marina Berlinghieri(*), born in Pisogne (Brescia), Italy, on 13 September 1968, Tax Code BRLMRN68P53G710N.</p> <p>(*). Identifies the candidates to the office of directors that meet the independence requirements set forth by the applicable law, the Company's By-laws and the Code of Corporate Governance.</p> <p>(**). Identifies the candidate directors for the office of Chair of the Board of Directors.</p>	
3.4. Appointment of the Chairman of the Board of Directors;	Express favorable vote to appoint Tan Ning as Chair of the Board of Directors of Ferretti.	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy
3.5. Determination of the remuneration of the members of the Board of Directors.	Express favorable vote to set at an yearly net amount of EUR 40,000.00 the total remuneration to be attributed to each member of the Board of Directors; such remuneration does not include the remuneration of the directors vested with specific offices.	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy
4. Appointment of the Board of Statutory Auditors:		
4.1. Appointment of the members of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028;	Express favorable vote to appoint the following candidates to the office of statutory and alternate auditors, all drawn from the slate filed by the Promoter and published on the Company's website https://www.ferrettigroup.com/en-us/Investor-relations/Governance and also available the Promoter's website https://www.ferrettifih.it and on the	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy

	<p>website of Sodali & Co S.p.A. https://transactions.sodali.com/:</p> <p>Candidates for the office of Statutory Auditor:</p> <ol style="list-style-type: none"> 1. Luigi Capitani(*), born in Parma, on 30 November 1965, Tax Code CPTLGU65S30G337I; 2. Luca Nicodemi, born in Milan, on 20 September 1973, Tax Code NCDLCU73P20F205K; 3. Myriam Amato, born in Pavia, on 19 October 1974, Tax Code MTAMRM74R59G388J. <p>(* identifies the candidate to the office of Chair of the Board of Statutory Auditors (if the Chair is drawn from this slate)</p> <p>Candidates for the office of Alternate Auditor:</p> <ol style="list-style-type: none"> 1. Federica Marone, born in Naples, on 20 October 1975, Tax Code MRNFRC75R60F839Z; 2. Tiziana Vallone, born in Taranto, on 14 April 1969, Tax Code VLLTZN69D54L049G. 	
4.2. Determination of the remuneration of the members of the Board of Statutory Auditors.	Express favorable vote to determine the compensation for the Chair of the Board of Statutory Auditors at EUR 40,000.00 gross per year and the compensation for each standing member of the Board of Statutory Auditors at Euro 30,000.00 gross per year	<input type="checkbox"/> Issues a proxy to vote in favour of the Promoter's proposal <input type="checkbox"/> Does not issue a proxy

All decisions that may be proposed at any time, including those of an organisational nature, which are connected with the aforementioned items on the agenda or are otherwise necessary to achieve the result intended through this Solicitation, shall also be deemed to be included within the scope of the proxy.

Should **circumstances unknown** ⁽¹⁾ at the time of granting this proxy arise or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting., the undersigned, with respect to the resolutions proposed by the Promoter:

Item on the agenda	Vote
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¹ The vote may be cast in a manner different from the instructions only if the supervening circumstances reasonably suggest that the principal, had they been aware of them, would have given their approval.

Items nos. 3.1, 3.2, 3.3, 3.4, and 3.5 on the agenda	<input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposal ⁽²⁾
Item nos. 4.1 and 4.2 on the agenda	<input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposal ⁽³⁾

B) NON-CONFORMING VOTE

The Promoter does not intend to exercise the vote in a manner that is not consistent with its own proposals.

C) OTHER RESOLUTIONS (not subject to this Solicitation) *

In the event that the person granting the proxy intends to confer a proxy with respect to the items on the agenda for which the Promoter has not requested the granting of a proxy, please specify the corresponding voting instructions.

Item on the agenda	Vote
<p>1. Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend distribution:</p> <p>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 for the year ended 31 December 2025 pursuant to Legislative Decree 125/2024; inherent and consequent resolutions;</p> <p>1.2. Allocation of profit for the year and dividend distribution; inherent and consequent resolutions.</p>	<input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<p>2. Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998:</p> <p>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;</p> <p>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.</p>	<input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain

* Pursuant to Article 138, paragraph 6 of Issuers' Regulation, vis-à-vis resolution proposals for which no voting instructions have been given, the shares are nevertheless counted for the purpose of the validity of the shareholders' meeting; however, the same shares are not counted for the purpose of calculating the majority and the share capital required for the approval of resolutions.

² In the absence of such authorisation, the proxy shall be deemed confirmed

³ In the absence of such authorisation, the proxy shall be deemed confirmed

Should **circumstances unknown** ⁽⁴⁾ at the time of granting this proxy arise, the undersigned, with respect to the resolutions referred to under point C) herein

Item on the agenda	Vote
Item no. 1.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽⁵⁾
Item no. 1.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽⁶⁾
Item no. 2.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽⁷⁾
Item no. 2.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions:

⁴ Should material circumstances arise, unknown at the time of granting the proxy and which cannot be communicated to the principal, it is possible to choose among the following options: a) confirmation of the voting instruction already expressed; b) amendment of the voting instruction already expressed; c) revocation of the voting instruction already expressed; d) authorisation for the Promoter to cast a vote different from the one indicated in Section C) of this form, where the supervening circumstances reasonably suggest that the principal, had they been aware of them, would have amended the voting instructions accordingly. If no choice is made, the voting instructions set out under Section C) shall be deemed confirmed.

⁵ In the absence of such authorisation, the proxy shall be deemed confirmed

⁶ In the absence of such authorisation, the proxy shall be deemed confirmed

⁷ In the absence of such authorisation, the proxy shall be deemed confirmed

	<input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽⁸⁾
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In the event of any vote on **amendments or additions** to the resolutions referred to under point C), the undersigned

Item on the agenda	Vote
Item no. 1.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain ⁽⁹⁾ <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽¹⁰⁾
Item no. 1.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain ⁽¹¹⁾ <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽¹²⁾
Item no. 2.1 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against

⁸ In the absence of such authorisation, the proxy shall be deemed confirmed

⁹ The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

¹⁰ In the absence of such authorisation, the proxy shall be deemed confirmed

¹¹ The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

¹² In the absence of such authorisation, the proxy shall be deemed confirmed

	<input type="checkbox"/> Abstain ⁽¹³⁾ <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽¹⁴⁾
Item no. 2.2 on the agenda	<input type="checkbox"/> Confirms the instructions; <input type="checkbox"/> Revokes the instructions; Modifies the instructions: <input type="checkbox"/> In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain ⁽¹⁵⁾ <input type="checkbox"/> Authorises the Promoter to vote in a manner different from the proposals ⁽¹⁶⁾

This section must be completed only if the signatory is not the shareholder.

I, the undersigned, (surname and first name of the signatory only if different from the shareholder)..... sign this Proxy Form in my capacity as (tick the appropriate box)

- pledgee
- reportor
- usufructuary
- custodian
- manager
- legal representative or attorney with power of sub-delegation
- other (specify)

Place _____ Date _____

Signature _____

¹³ The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

¹⁴ In the absence of such authorisation, the proxy shall be deemed confirmed

¹⁵ The Promoter may allow the choice to be differentiated depending on the party proposing the amendments or additions (e.g., the administrative body, the majority shareholder, the minority shareholder, or others)

¹⁶ In the absence of such authorisation, the proxy shall be deemed confirmed



ANNEX B

Slate of the candidates for the position of Director of Ferretti, including curricula vitae, and proposed resolutions on item 3 on the agenda

Ferretti International Holding S.p.A.

Company with registered office in Milan, Via Alessandro Manzoni, 41

Subscribed and paid-up share capital: Euro 146,937,654.00

Tax code and registration number in the Milan Companies Register: 07739200967

To

Ferretti S.p.A.

Via Irma Bandiera n. 62

Cattolica (RN) – Italy

Milan, 19 April 2026

SUBJECT: FERRETTI S.P.A. SHAREHOLDERS' MEETING OF 14 MAY 2026 – FILING OF THE SLATE FOR THE ELECTION OF THE BOARD OF DIRECTORS AND RELEVANT RESOLUTIONS

The undersigned Ferretti International Holding S.p.A., a company with registered office in Milan, via Alessandro Manzoni, no. 41, registered in the Milan Companies' Register under no. 07739200967, holder at the date of this document of no. 133,805,907 ordinary shares of Ferretti S.p.A. (hereinafter, the “**Company**” or “**Ferretti**”), representing 39.531% of the ordinary share capital.

The ownership of the minimum shareholding required by applicable law, the By-laws of Ferretti and the notice of call of the shareholders' meeting referred to herein for the submission of slates and proposals on the items on the agenda is evidenced by the communication provided under Article 43 of the Bank of Italy-Consob Regulation on post-trading (Regulation of central counterparties, central securities depositories and centralized management of 13 August 2018, as amended) delivered to the Company by the authorized intermediaries within the terms set forth by the applicable law,

Having regard to

- the notice of call of the Company's ordinary general meeting convened in single call for 14 May 2026, to resolve on the appointment of the Company's Board of Directors;
- Article 19 of the Company's By-laws;
- the guidance on the quantitative and qualitative composition of the board of directors of Ferretti deemed as optimal approved by the Company's board of directors and published on 24 February 2026 and the Diversity Policy of the Administrative and Audit Bodies referred to therein;

hereby submits

the following slate of candidates for appointment as members of the Board of Directors of the Company, prepared in accordance with applicable laws and regulations and the By-laws:

1. Tan Ning(**), born in Shandong, China, on 28 November 1981, Tax Code TNANNG81S28Z210W, gender male;
2. Patrick Sun(*), born in the Hong Kong Special Administrative Region of the People's Republic of China, on 21 December 1958, Tax Code SNUPRC58T21Z221F, gender male;
3. Stassi Anastassov, born in Pleven, Bulgaria, on 29 June 1961, Tax Code to be assigned, gender male;
4. Zhang Xiaomei, born in Xinjiang, China, on 27 August 1985, Tax Code ZHNXMI85M67Z210O, gender female;
5. Federica Marchionni(*), born in Civitavecchia (Rome), Italy, on 23 December 1971, Tax Code MRCFRC71T63C773D, gender female;
6. Jin Zhao, born in Shandong, China, on 16 August 1985, Tax Code JNIZHA85M16Z210D, gender male;
7. Zhu Yi(*), born in Xinjiang, China, on 31 December 1976, Tax Code ZHUYIX76T71Z210G, gender female;
8. Donatella Sciuto(*), born in Varese, Italy, on 5 January 1962, Tax Code SCTDTL62A45L682A, gender female;
9. Marina Berlinghieri(*), born in Pisogne (Brescia), Italy, on 13 September 1968, Tax Code BRLMRN68P53G710N, gender female.

(*) Identifies the candidate directors that meet the independence requirements set forth by the applicable law, the Company's By-laws and the Code of Corporate Governance.

(**) Identifies the candidate directors for the office of Chair of the Board of Directors.

hereby submits

the following resolution proposals concerning the appointment of the members of the Board of Directors of the Company:

Proposal regarding the determination of the number of members of the Board of Directors (item 3.1 on the agenda):

The undersigned company proposes to determine in 9 (nine) the number of members of Ferretti's Board of Directors.

Proposal regarding the determination of the term of office of the Board of Directors (item 3.2 on the agenda):

The undersigned company proposes to determine in 3 (three) financial years the term of office of the new Board of Directors and therefore up to the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 December 2028.

Proposal regarding the appointment of the Chair of the Board of Directors (item 3.4 on the agenda):

The undersigned company proposes to appoint Tan Ning as Chair of the Board of Directors of Ferretti.

Proposal regarding the determination of the remuneration of the members of the Board of Directors (item 3.5 on the agenda):

The undersigned company proposes to set at a yearly net amount of EUR 40,000.00 the total remuneration to be attributed to each member of the Board of Directors; such remuneration does not include the remuneration of the directors vested with particular offices.

Attached are:

- the certification issued by the authorized intermediary attesting to the ownership by the undersigned company of the minimum shareholding required by applicable law, the By-laws of Ferretti and the notice of call of the shareholders' meeting referred to herein for the submission of slates and proposals on the items on the agenda;
- a declaration whereby each candidate accepts the candidacy and, if elected, the appointment for the office of director of the Company and certifies, under his/her own responsibility, the absence of grounds for ineligibility, disqualification or incompatibility, as well as compliance with the requirements prescribed by applicable laws and regulations, and, where applicable, compliance with the independence requirements referred to in Article 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, the independence requirements referred to in Section 3.13 of the Hong Kong Listing Rules and with the additional requirements set out in the Corporate Governance Code approved by the Corporate Governance Committee of Borsa Italiana S.p.A.;
- a *curriculum vitae* for each candidate containing exhaustive information on their personal and professional characteristics, together with a list of any directorships and control positions held in other companies or entities; and
- copy of the candidates' ID document.

The undersigned company hereby requests that the Company attend to all formalities, including publication, relating to and/or connected with the filing of the slate and the proposed resolutions, within the timeframes and in the manner prescribed by the applicable laws and regulations in force.

TAN NING RENEWAL

Chairman of the Board of Directors

LOCATION: Italy/China**LANGUAGES:** Chinese
(Native), English (Fluent)

Mr. Tan Ning is a seasoned international business executive with nearly 20 years of experience in the shipbuilding and equipment manufacturing sectors. Since joining Ferretti Group in 2012, he has held a number of senior operational and managerial positions within the Group and across its Asia-Pacific operations, gaining extensive international experience in Italy, the United States, and China. He has developed strong expertise in international business coordination, cross-border management, and the oversight of operations across diverse markets. He also brings substantial experience in supporting the Group's strategic development and fostering collaboration across international teams and business functions. He currently serves as Executive Director and Chief Audit Executive (IARMS Director) of Ferretti S.p.A.

Nationality	CN
Gender	M
Age (as at May, 2026)	44
Tenure on Ferretti Board	1

PROFESSIONAL EXPERIENCES**Ferretti S.p.A. (HKEX: 9638; Euronext Milan: YACHT) and its Affiliates**

2025 – present	Executive Director & Chief Audit Executive (IARMS Director)
2018 – present	Director of Ferretti Asia (Zhuhai) Co., Ltd.
2015 – 2020	Vice Director of Sales, Mainland China, Sales and Marketing of the Asia Pacific
2012 – 2015	Assistant to the President

Bostar Marine Technology (Qingdao) Co., Ltd.

2022 – 2025	Director and General Manager
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Changzhou FRP Boatbuilding Co., Ltd.

2020 – 2025	Director and General Manager
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Weichai Holding Group Co., Ltd.

2012 – 2013	Manager of foreign affairs management
2005 – 2007	Business coordination manager

Weichai Power Co., Ltd. (HKEX: 2338; SZSE: 000338)

2007 – 2012	Manager of international business
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EDUCATION

- 2004 *B.A. in Marketing, SHANGHAI UNIVERSITY FOR SCIENCE AND TECHNOLOGY*
- 2017 *Executive Training Program, JACOBS UNIVERSITY BREMEN*

PATRICK SUN **RENEWAL**
Independent Non-Executive Director

LOCATION: Hong Kong
LANGUAGES: Chinese
(Native),
English (Fluent)



Mr. Patrick Sun has worked in the financial services industry in Hong Kong for over 30 years. He was the Senior Country Officer and Head of Investment Banking for Hong Kong at J.P. Morgan. Prior to that, he was Group Executive Director and Head of Investment Banking for Greater China at Jardine Fleming Holdings Limited. Mr. Sun has also held senior positions in several regulatory bodies in Hong Kong. He served as Chairman of The Chamber of Hong Kong Listed Companies from 2013 to 2015. He was also a Council Member of The Stock Exchange of Hong Kong and Deputy Convenor of its Listing Committee, as well as a member of the Takeovers and Mergers Panel and the Takeovers Appeal Committee of the Securities and Futures Commission of Hong Kong. Mr. Sun has extensive experience serving as an independent non-executive director of major listed companies in Hong Kong and Shanghai.

Nationality	GB/CN
Gender	M
Age (as at May, 2026)	67
Tenure on Ferretti Board	4

PROFESSIONAL EXPERIENCES

VOYAH Automotive Technology Co., Ltd. (HKEX: 2489)

2025 – present Independent Non-executive Director

AustAsia Group Ltd. (HKEX: 2425)

2022 – present Independent Non-executive Director

Ferretti S.p.A. (HKEX: 9638; Euronext Milan: YACHT)

2021 – present Independent Non-executive Director

Kunlun Energy Company Limited (HKEX: 0135)

2016 – present Independent Non-executive Director

CRR Corporation Limited (HKEX: 1766; SSE: 601766)

2015 – 2021 Independent Non-executive Director

China Railway Signal & Communication Corporation Limited (HKEX: 3969)

2015 – 2018 Independent Non-executive Director

China Railway Construction Corporation Limited (HKEX: 1186; SSE: 601186)

2014 – 2021 Independent Non-executive Director

Sihuan Pharmaceutical Holdings Group Ltd. (HKEX: 00460)

2010 – 2023 Independent Non-executive Director

China NT Pharma Group Company Limited (HKEX: 1011)

2010 – 2019 Independent Non-executive Director

China Railway Group Limited (HKEX: 0390; SSE: 601390)

2008 – 2014 Independent Non-executive Director

Trinity Limited

2008 – 2020 Independent Non-executive Director

Value Convergence Holdings Limited (HKEX: 0821)

2006 – 2009 Chief Executive Officer and Executive Director

Link Real Estate Investment Trust (HKEX: 0823)

2004 – 2007 Independent Non-executive Director

Sunwah Kingsway Capital Holdings Limited (HKEX: 0188)

2004 – 2006 Executive Director

J.P. Morgan

2000 – 2002 Senior Country Officer and Head of Investment Banking for Hong Kong

Jardine Fleming Holdings Limited

1996 – 2000 Group Executive Director and Head of Investment Banking for Greater China

OTHER POSITIONS

2012 – 2021 Member of the Executive Board for Asia of the Wharton School of the University of Pennsylvania

2013 – 2015 Chairman of the Chamber of Hong Kong Listed Companies

1995 – 2000 Council Member of The Stock Exchange of Hong Kong Limited

2000 – 2002 Deputy Chairman of the Listing Committee of The Stock Exchange of Hong Kong Limited

1995 – 1997 Member of the Takeovers and Mergers Panel and

1999 – 2001 Member of the Takeovers Appeal Committee of the Securities and Futures Commission

EDUCATION

1981 *Bachelor of Science in Economics, WHARTON SCHOOL OF THE UNIVERSITY OF PENNSYLVANIA*

2000 *Stanford Executive Program, STANFORD BUSINESS SCHOOL*

STASSI ANASTASSOV **NEW**

Director

LOCATION: Switzerland**LANGUAGES:** Bulgarian (Native), English, French, Swedish (Fluent)

Mr. Stassi Anastassov is an international business leader with over 30 years of experience across global industrial and consumer businesses in Europe, the United States, the Middle East, and China. He has held senior executive positions, including President and Chief Executive Officer of Duracell, as well as leadership roles at Procter & Gamble, and has extensive experience in operations, brand development, corporate governance, and strategic transformation. He also serves as a board member and advisor to international companies and private equity firms.

Nationality	SE&CH
Gender	M
Age (as at May, 2026)	64
Tenure on Ferretti Board	New

PROFESSIONAL EXPERIENCES**Duracell**

2010 – 2014 President & CEO

Procter & Gamble (NYSE: PG)

2015 Strategic Advisor to CEO – Global Divestitures

2001 – 2010 Vice President – Paper and Snacks, CEEMEA Region

1999 – 2001 General Manager – Near East

1997 – 1999 General Manager – Eastern Europe

1995 – 1997 Marketing Director – Russia & Eastern Europe

1993 – 1995 Marketing Director – European Fabric and Home Care

1990 – 1993 Marketing Manager – Nordic Region

1985 – 1990 Assistant Brand Manager – Nordic Region & France

OTHER POSITIONS

2020 – Present Independent Non-Executive Director of JS Global Lifestyle (HKEX: 1691)

2015 – Present Lead Board Member of Better Shelter

2015 – Present Advisor / Board Member of NEO Silver (France)

2020 – 2024 Senior Advisor of Triton Partners

2020 – 2024 Board Member of Nanfu Battery

2017 – 2021 Senior Advisor of Cerberus Capital Management

2015 – 2020 Senior Advisor of CDH Investments

2010 – 2015 Chairman of Nanfu Battery

EDUCATION1987 *B.A. in Business Administration & International Management, UPPSALA UNIVERSITY*

ZHANG XIAOMEI **NEW**

Director

LOCATION: Italy/China**LANGUAGES:** Chinese
(Native), English (Fluent)

Ms. Zhang Xiaomei is a legal and compliance professional with over 17 years of experience in corporate legal affairs and compliance management. Her expertise includes corporate governance, business legal affairs, cross-border legal risk management and regulatory compliance across multiple jurisdictions. She has extensive experience in advising on corporate governance and regulatory matters, and in supporting the board and senior management on legal and compliance issues. She also brings strong capabilities in identifying and managing legal and regulatory risks in complex business environments. She currently serves as General Counsel and Joint Company Secretary of Ferretti S.p.A.

Nationality	CN
Gender	F
Age (as at May, 2026)	40
Tenure on Ferretti Board	New

PROFESSIONAL EXPERIENCES**Ferretti S.p.A. (HKEX: 9638; Euronext Milan: YACHT)**

2025 – present General Counsel; Secretary of the Board; Head of the Board Office; Alternate Authorized Representative; Joint Company Secretary

Weichai Power Co., Ltd. (HKEX: 2338; SZSE: 000338) and its Affiliates

2024 – 2025 Deputy General Manager, Director of Legal Affairs and Head of the Legal and Internal Control Department of Overseas Market Centre

2024 – 2025 Secretary of the Board of Directors of Weichai America Corp.

2023 – 2025 Legal Consultant of Weichai America Corp.

2021 – 2025 Deputy Director of the Legal and Compliance Department

2018 – 2021 Assistant to the Director of the Legal and Compliance Department

2016 – 2018 Deputy Manager of the Audit and Legal Department / Legal Affairs Department

2009 – 2016 Legal Counsel, Audit and Legal Department

China National Heavy Duty Truck Group Co., Ltd. (CNHTC)

2020 Deputy Head of the Legal Affairs Department (Secondment)

OTHER POSITIONS

2025 – present KION Group AG (XETRA: KGX), Supervisory Board Member

2021 – 2025 Weichai Ballard Hydrogen Energy Technology Co., Ltd., Supervisor

2021 – 2025 Weifang Weichai Power Technology Co., Ltd., Supervisor

EDUCATION

2009 LL.B. in Law, SHANDONG UNIVERSITY

2025 Part-time Master's candidate in Corporate Management, RENMIN UNIVERSITY OF CHINA

FEDERICA MARCHIONNI **NEW**

Independent Non-Executive Director

LOCATION: Italy**LANGUAGES:** Italian (Native),
English, French, Spanish (Fluent)

Ms. Federica Marchionni is a senior executive with extensive international leadership experience in the fashion, luxury, technology and e-commerce industries. She has held chief executive and senior management positions in global organizations, including publicly listed companies, leading business transformation, brand development and global expansion initiatives. Her expertise includes corporate strategy, M&A, supply chain management, global market development and brand positioning.

Nationality	IT
Gender	F
Age (as at May, 2026)	54
Tenure on Ferretti Board	New

PROFESSIONAL EXPERIENCES**Global Fashion Agenda**

2021 – Present Chief Executive Officer

Secoo Holding Limited

2017 – 2020 International CEO & Group CSO

Lands' End, Inc. (NASDAQ: LE)

2015 – 2016 Chief Executive Officer & Board Director

Dolce & Gabbana USA, Inc.

2011 – 2014 President

Ferrari S.p.A (NYSE: RACE; Euronext Milan: RACE)

2010 – 2011 Senior Vice President, Brand Business Unit

Dolce & Gabbana S.r.l.

2001 – 2010 Vice President, Business Development

Ericsson | Philips | Samsung Electronics Co., Ltd. (KRX: 005930)

1996 – 2001 Director, Marketing & Sales (TLC)

OTHER POSITIONS

Present Advisor at Re&Up Technology

EDUCATION1995 *Master Degree in Business Administration (Summa cum laude), UNIVERSITÀ DI ROMA LA SAPIENZA*

JIN ZHAO RENEWAL

Director

LOCATION: China
LANGUAGES: Chinese
 (Native), English (Fluent)


Mr. Jin Zhao is an accomplished international sales and business leader with over 20 years of experience in global markets. He possesses extensive expertise in international business strategy, cross-border operations, product application, and engineering development. He has a strong track record in driving business growth, expanding market presence, and leading complex projects across multiple markets. Mr. Jin is also experienced in managing multicultural teams and fostering strategic partnerships with global stakeholders. His leadership combines commercial insight with technical understanding, enabling him to effectively bridge market needs with product and engineering solutions. He currently serves as Deputy General Manager of Weichai Holding Group Co., Ltd. ("Weichai Group"), General Manager for the European Region and chief representative for European power business of Weichai Group, and a Non-Executive Director of Ferretti S.p.A.

Nationality	CN
Gender	M
Age (as at May, 2026)	40
Tenure on Ferretti Board	1

PROFESSIONAL EXPERIENCES**Weichai Holding Group Co., Ltd.**

2025 – present Deputy General Manager; General Manager in the European Region and Chief Representative for European Power Business

Weichai Power Co., Ltd. (HKEX: 2338; SZSE: 000338) and its Affiliates

2024 – 2026 Deputy General Manager of the Global Sales Centre
 2023 – 2025 Chief Representative stationed at Baudouin Moteurs (an overseas subsidiary of Weichai Power Co., Ltd.)
 2024 – 2025 General Manager of the European, Middle Eastern and African Region of Complete Power Equipment Business
 2022 – 2024 Assistant to the General Manager, Vice President, and Executive President
 2020 – 2022 Director of the Import and Export Business
 2019 – 2020 Director of the International Business Synergy Department
 2015 – 2019 Deputy Department Head of the Application Engineering Centre
 2013 – 2015 Assistant to the Department Head of the Application Engineering Centre
 2005 – 2013 Project Manager

Weichai Power (Luxembourg) Holding S.à r.l.

2025 – present Chairman of the Board of Directors

Ferretti S.p.A (HKEX: 9638; Euronext Milan: YACHT)

2025 – present Non-executive Director

Ferretti International Holding S.p.A.

2025 – present Chairman of the Board of Director

OTHER POSITIONS

2025 – present Director of Power Solutions International, Inc. (NASDAQ: PSIX)

2022 – 2024 General Manager of Weichai Power Equipment Co., Ltd.

2020 – 2022 General Manager of Shandong Weichai Import and Export Corp.

EDUCATION

2005 *Bachelor's Degree in Thermal Energy and Power Engineering, HARBIN INSTITUTE OF TECHNOLOGY*

ZHU YI RENEWAL

Independent Non-Executive Director

LOCATION: Shanghai, China**LANGUAGES:** Chinese
(Native),
English (Fluent)

Ms. Zhu Yi has over 20 years of experience in the investment banking industry. She has long focused on investments in the intelligent manufacturing sector and has extensive investment research experience in the automotive, high-end manufacturing and infrastructure industries. She has a deep understanding of investment trends and opportunities in the era of artificial intelligence.

Nationality	HK/CN
Gender	F
Age (as at May, 2026)	49
Tenure on Ferretti Board	2

PROFESSIONAL EXPERIENCES

Morgan Stanley (NYSE: MS)

2002 – 2020 Managing Director

Shanghai Huasheng Youge Equity Investment Management Co., Ltd.

2020 – 2024 Partner

Ferretti S.P.A. (HKEX: 9638; Euronext Milan: YACHT)

2024 – Present Independent Non-Executive Director

Chongqing Afari Intelligent Drive Technology Co., Ltd.

2025 – Present Director& CFO

OTHER POSITIONS

2024 – 2025 Partner of Mariposa Enterprise Management Consulting Co., Ltd.

EDUCATION

1998 *Bachelor's Degree in Economics, SHANGHAI UNIVERSITY OF FINANCE AND ECONOMICS*

2001 *Master's Degree in Finance, SHANGHAI UNIVERSITY OF FINANCE AND ECONOMICS*

DONATELLA SCIUTO **NEW**

Independent Non-Executive Director

LOCATION: Milano, Italy**LANGUAGES:** Italian (Native),
French, English (Fluent)

Ms. Donatella Sciuto is an academic, professor in Computer Science and Engineering, currently Rector of Politecnico di Milano. She is an expert in digital electronics design, cybersecurity and artificial intelligence, research management and strategies. She has served as a leader on scientific and corporate boards, especially in Risk Control Committees.

Nationality	IT
Gender	F
Age (as at May, 2026)	64
Tenure on Ferretti Board	New

PROFESSIONAL EXPERIENCES**Politecnico di Milano**

2023 – 2028 Rector

2010 – 2022 Vice Rector (Prorettore Delegato di Ateneo), from 2015 Executive Vice Rector

Dassault Systèmes SE (Euronext Paris: DSY)

2025 – 2028 Member of the Board of Directors

Tech Europe Foundation

2025 – 2028 Member of the Board of Directors

Fondazione TOG

2024 – 2027 Member of the Board of Directors

Biblioteca Europea di Informazione e Cultura (BEIC)

2023 – 2028 Member of the Board of Directors

Fondazione TIM

2023 – 2026 Member of the Board of Directors

Fondazione Corriere della Sera

2023 – 2027 Member of the Board of Directors

Fondazione Anthem - AdvaNced Technology for Human centEred Medicine (ANTHEM)

2023 – 2027 Member of the Board of Directors

Centro Nazionale di Ricerca in High-Performance Computing, Big Data and Quantum Computing (Fondazione ICSC)

2022 – 2026 Member of the Board of Directors

STMicroelectronics N.V. (NYSE: STM; Euronext Paris: STM)

2022 – 2025 Non-Executive Independent Member of the Supervisory Board

Italian Institute of Technology

2021 – 2025 Member of the Board

F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. (Euronext Milan: FILA)

2020 – 2027 Non-Executive Independent Member of the Board of Directors

Human Technopole Foundation

2018 – 2022 Member of the Supervisory Board

Rai Way S.p.A. (Euronext Milan: RWAY)

2017 – 2023 Non-Executive Independent Member of the Board of Directors

Avio S.p.A. (Euronext Milan: AVIO)

2017 – 2026 Non-Executive Independent Member of the Board of Directors

Valore D

2016 – 2019 Member of the Board of Directors

University of Illinois at Chicago

2016 – 2020 International Faculty Affiliate, Department of Computer Science

CINECA Interuniversity Consortium

2011 – 2017 Member of the Board of Governors (Consiglio Consortile), representing Politecnico di Milano;

2015 – 2017 Member of the Board of Directors and of the Board of Directors of subsidiary KION S.p.A.

Bank of Italy

2013 – 2028 Member of the Board of Governors (Consiglio Superiore)

2016 – 2021 Chair of the Internal Audit Committee

Fondazione Ansaldo

2011 – 2014 Member of the Scientific Board

OTHER POSITIONS

- 2025 – 2028 Member of the Advisory Board of Okinawa Institute of Science and Technology (OIST)
- 2025 – 2028 Member of the scientific committee of Fondazione Enel
- 2025 – 2028 Member of the scientific committee of Fondazione Terna
- 2024 – 2028 Member of the Advisory board of Chalmers University of Technology
- 2024 – 2027 Member of the Scientific Committee of Fondazione Bruno Kessler
- 2022 – 2025 Member of the Scientific-Technical Committee of Agenzia per la Cybersicurezza Nazionale
- 2010 – 2022 Vice Rector (Prorettore Delegato di Ateneo) of Politecnico di Milano, from 2015 Executive Vice Rector
- 2015 – 2018 Member of the Scientific Board of the School of the Security and Intelligence Department of the Italian government
- 2012 – 2013 President of IEEE Council on Electronic Design Automation (international scientific society) where she held previously the role of Financial Chair and Vice President

EDUCATION

- 1992 *Master in Business Administration (CEGA), BOCCONI UNIVERSITY*
- 1988 *PhD in Electrical and Computer Engineering, UNIVERSITY OF COLORADO*
- 1984 *Laurea in Ingegneria Elettronica, POLITECNICO DI MILANO*

MARINA BERLINGHIERI **NEW**

Director

LOCATION: Milano, Italy**LANGUAGES:** Italian (Native),
French, English (Fluent)

Ms. Marina Berlinghieri is a public affairs and institutional relations professional with extensive experience in national and international institutional environments. She served as Member of the Italian Parliament from 2013 to 2022 and held several leadership roles within parliamentary committees, particularly in European affairs. She has extensive experience in public affairs, political relations, and international institutional cooperation, including participation in the Parliamentary Assembly of the Council of Europe and international parliamentary delegations.

Nationality	IT
Gender	F
Age (as at May, 2026)	57
Tenure on Ferretti Board	New

PROFESSIONAL EXPERIENCES

Fabbrica d'Armi Pietro Beretta S.p.A.

2022–Present Senior Consultant – Institutional Relations

Burson Italia

2022–Present Senior Consultant – Public Affairs

Fondazione Uomo Natura Ambiente ETS

2022–Present Head of External Relations (Board Member)

Comitato Nazionale Caccia e Natura (CNCN)

2022–Present Vice Chair – Head of Institutional Relations

Hill & Knowlton

2022–Present Senior Consultant – Public Affairs

Italian Chamber of Deputies

2013–2022 Member of Italian Parliament

Comune di Pisogne

2009–2014 Member of Town Council; Coordinator of Cultural and Tourism Policies

Istituto Superiore Giacomo Antonietti

1997–2013 Catholic Religion Teacher; Coordinator of International and Intercultural Projects

Istituto Comprensivo G. Corna Pellegrini

1989–2003 Catholic Religion Teacher; Vice Headmaster (1997–2001)

OTHER POSITIONS

2018–2022 Member of the Italian Delegation to the Parliamentary Assembly of the Council of Europe (PACE)

2014–2022 Member of the Parliamentary Association “Friends of China”

2014–2022 Member of the Network “Friends of Western Balkans”

2014–2022 Member of the International Panel of Parliamentarians for Freedom of Religion or Belief (IPPFoRB)

2014–2022 Honorary President of Sino Innovation Institute Milano

EDUCATION

1996 *Bachelor in Religious Studies (Magistero in Scienze Religiose), UNIVERSITÀ CATTOLICA DEL SACRO CUORE*

1987 *Classical High School Diploma, LICEO CLASSICO “DECIO CELERI”*

ANNEX C

Slate of the candidates for the position of Statutory Auditor of Ferretti, including curricula vitae, and proposed resolutions on item 4 on the agenda

Ferretti International Holding S.p.A.

Company with registered office in Milan, Via Alessandro Manzoni, 41

Subscribed and paid-up share capital: Euro 146,937,654.00

Tax code and registration number in the Milan Companies Register: 07739200967

To

Ferretti S.p.A.

Via Irma Bandiera n. 62

Cattolica (RN) – Italy

Milan, 19 April 2026

SUBJECT: FERRETTI S.P.A. SHAREHOLDERS' MEETING OF 14 MAY 2026 - SUBMISSION OF THE SLATE FOR THE ELECTION OF THE BOARD OF STATUTORY AUDITORS AND RELEVANT RESOLUTIONS

The undersigned Ferretti International Holding S.p.A., a company with registered office in Milan, via Alessandro Manzoni, no. 41, registered in the Milan Companies' Register under no. 07739200967, holder at the date of this document of no. 133,805,907 ordinary shares of Ferretti S.p.A. (hereinafter, the "**Company**" or "**Ferretti**"), representing 39.531% of the ordinary share capital.

The ownership of the minimum shareholding required by applicable law, the By-laws of Ferretti and the notice of call of the shareholders' meeting referred to herein for the submission of slates and proposals on the items on the agenda is evidenced by the communication provided under Article 43 of the Bank of Italy-Consob Regulation on post-trading (Regulation of central counterparties, central securities depositories and centralized management of 13 August 2018, as amended) delivered to the Company by the authorized intermediaries within the terms set forth by the applicable law,

Having regard to

- the notice of call of the Company's ordinary general meeting convened in single call for 14 May 2026, to resolve on the appointment of the Company's board of statutory auditors;
- Article 27 of the Company's By-laws;
- The Diversity Policy of the Administrative and Audit Bodies approved by Ferretti's Board of Directors, as amended on 18 May 2023;
- The Guidelines from the outgoing Board of Statutory Auditors of Ferretti regarding the composition of the new supervisory body dated 26 March 2026;

hereby submits

the following slate of candidates for appointment as members of the Company's Board of Statutory Auditors, prepared in accordance with applicable laws and regulations and the By-laws:

Candidates for the office of Statutory Auditor:

1. Luigi Capitani(*), born in Parma, on 30 November 1965, Tax Code CPTLGU65S30G337I, gender male;
2. Luca Nicodemi, born in Milan, on 20 September 1973, Tax Code NCDLCU73P20F205K, gender male;
3. Myriam Amato, born in Pavia, on 19 October 1974, Tax Code MTAMRM74R59G388J, gender female.

(* identifies the candidate to the office of Chair of the Board of Statutory Auditors (if the Chair is drawn from this slate)

Candidates for the office of Alternate Auditor:

1. Federica Marone, born in Naples, on 20 October 1975, Tax Code MRNFRC75R60F839Z, gender female;
2. Tiziana Vallone, born in Taranto, on 14 April 1969, Tax Code VLLTZN69D54L049G, gender female.

submits

the following resolution proposals concerning the appointment of the members of the Board of Statutory Auditors of the Company:

Proposal regarding the determination of the remuneration of the members of the Board of Statutory Auditors (item 4.2 on the agenda):

The undersigned company proposes to determine the compensation for the Chairman of the Board of Statutory Auditors at EUR 40,000.00 gross per year and the compensation for each standing member of the Board of Statutory Auditors at Euro 30,000.00 gross per year.

Attached are:

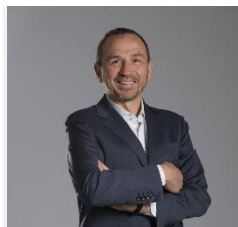
- the certification issued by the authorized intermediary attesting to the ownership by the undersigned company of the minimum shareholding required by applicable law, Ferretti's By-laws and the notice convening the shareholders' meeting referred to above for the submission of slates and proposals on the items on the agenda;
- a declaration whereby each candidate accepts the candidacy and, if elected, the appointment for the office of Standing Auditor or Alternate Auditor of the Company and certifies, under his/her own responsibility, the absence of grounds for ineligibility, disqualification or incompatibility, as well as compliance with the requirements prescribed by applicable legislation and the By-laws for the office;
- a *curriculum vitae* for each candidate containing exhaustive information on their personal and professional characteristics, together with a list of any directorships and control positions held in other companies or entities; and
- copy of the candidates' ID document.

The undersigned company confirms that this slate fully complies with the guidelines and with the provisions of the Diversity Policy of the Administrative and Audit Bodies referred to therein.

The undersigned company hereby requests that the Company attend to all formalities, including publication, relating to and/or connected with the filing of this slate and the proposed resolutions, within the timeframes and in the manner prescribed by the applicable laws and regulations in force.

LUIGI CAPITANI RENEWAL

Statutory Auditor

LOCATION: Italy
LANGUAGES: Italian (Native),
 English, French (Fluent)


Mr. Luigi Capitani is a chartered accountant and statutory auditor with extensive experience in corporate finance, tax law, and business restructuring. He has been involved in extraordinary transactions, corporate governance, and insolvency procedures, and has served on the boards of directors and boards of statutory auditors of numerous companies, including listed entities and financial institutions.

Nationality	IT
Gender	M
Age (as at May, 2026)	60
Tenure on Ferretti Board	3

PROFESSIONAL EXPERIENCES**Ferretti S.p.A. (HKEX: 9638; Euronext Milan: YACHT)**

2023 – present Chairman of the Board of Statutory Auditors

Studio Capitani Picone

1994 – present Founding Partner

Crédit Agricole Italia S.p.A.

2022 – present Chairman of the Board of Statutory Auditors

Crédit Agricole Group Solutions

2015 – present Chairman of the Board of Statutory Auditors

Fiere di Parma S.p.A.

2023 - present Chairman of the Board of Statutory Auditors

Barilla Holding S.r.l.

2007 - present Chairman of the Board of Statutory Auditors

Numero 5 S.r.l.

2020 - present Chairman of the Board of Statutory Auditors

Ferretti International Holding S.p.A.

2012 – present Chairman of the Board of Statutory Auditors

Zago S.p.A.

2012 – present Chairman of the Board of Statutory Auditors

RAM S.p.A.

2022 – present Chairman of the Board of Statutory Auditors

Il Massello S.r.l.

2022 – 2025 Chairman of the Board of Statutory Auditors

Fondazione Barilla

2014 – present Chairman of the Board of Statutory Auditors

Italian Rugby Federation (FIR)

2024 – present Chairman of the Board of Statutory Auditors

ENIA S.p.A.

2005 – 2014 Member of the Board of Statutory Auditors

Bormioli Rocco S.p.A.

2011 – 2011 Member of the Board of Statutory Auditors

Unieuro S.p.A.

2016 – 2019 Member of the Board of Statutory Auditors

OTHER POSITIONS

2015 – present	Member of the Supervisory Body of First Retailing S.p.A.
2022 – present	Member of the Board of Directors of Gazzetta di Parma S.p.A.
2022 – present	Member of the Board of Directors of Gazzetta di Parma Finanziaria S.p.A.
2015 – present	Member of the Board of Trustees of Fondazione 13 Marzo
2021 – present	Member of the Board of Trustees of Fondazione AGS
2015 – 2016	Chairman of the Board of Directors of Agrinascente S.p.A.
2021 – 2022	Member of the Board of Directors of Overmach S.p.A.
2015 – 2022	Member of the Board of Directors of FE.PA. S.p.A.

EDUCATION

1984	<i>Classical High School Diploma, LICEO CLASSICO G.D. ROMAGNOSI</i>
1990	<i>Degree in Economics and Business, UNIVERSITY OF PARMA</i>

LUCA NICODEMI RENEWAL

Statutory Auditor

LOCATION: Italy**LANGUAGES:** Italian (Native),
English (Fluent)

Mr. Luca Nicodemi is a senior financial advisor and statutory auditor with over 20 years of experience in M&A, corporate governance, restructuring and cross-border transactions. He has extensive board and auditing experience in listed and multinational companies across sectors including pharmaceutical, luxury, industrial and real estate. He also serves as a court-appointed expert, arbitrator and ESG auditor, with significant exposure to China–Italy transactions.

Nationality	IT
Gender	M
Age (as at May, 2026)	52
Tenure on Ferretti Board of Statutory Auditors	3

PROFESSIONAL EXPERIENCES**Ferretti S.p.A. (HKEX: 9638; Euronext Milan: YACHT)**

2023 – present Standing Auditor

Nextalia SGR S.p.A.

2021 – present Industrial Advisor

Sanofi S.r.l. (Euronext Paris: SAN; NASDAQ: SNY)

2021 – present Member of the Board of Statutory Auditors

AstraZeneca S.p.A. (LSE: AZN; NASDAQ: AZN)

2025 – present Member of the Board of Statutory Auditors

Roche Group (SIX: ROG)

2019 – present Member of the Board of Statutory Auditors

Rothschild & Co Italia S.p.A.

2019 – present Chairman of the Board of Statutory Auditors

Savills Investment Management SGR S.p.A.

2019 – present Member of the Board of Statutory Auditors

FSI SGR S.p.A. / Casalasco Società Agricola S.p.A.

2023 – present Chairman of the Board of Statutory Auditors

Gruppo Ernesto Pellegrini

2021 – present Member of the Board of Statutory Auditors

DIGITED S.p.A.

2021-present Member the Board of Statutory Auditors

Lorenzi S.p.A.

2021-present Member the Board of Statutory Auditors

Vittoria S.p.A.

2021-present Member the Board of Statutory Auditors

Prometeon Srl (former Pirelli Industrial S.p.A.)

2016-Present Chairman of the Board of Statutory Auditors

Bormioli Pharma S.p.A.

2016-Present Chairman of the Board of Statutory Auditors

Nactarome S.p.A.

2016-Present Chairman of the Board of Statutory Auditors

Diatech S.p.A.

2016-Present Chairman of the Board of Statutory Auditors

F.I.S. - Fabbrica Italiana Sintetici S.p.A.

2023-Present member of the Board of Statutory Auditors

Pirelli & C. S.p.A. (Euronext Milan: PIRC)

2017 – 2023 Former Member of the Board of Statutory Auditors

F.C. Internazionale Milano S.p.A.

2016 – 2021 Former Chairman of the Board of Statutory Auditors

Court of Milan

2026 – Present Enrolled in the Register of Arbitrators and Special Referees

Nextalia SGR S.p.A.

2025 Economic and financial evaluation of a real estate transaction in the luxury hospitality field

Farmindustria

2025 Advisor to the Chairman

Court of Milan

2025 Appointment in multiple economic and financial evaluations

Fresenius Group

2025 Economic and financial evaluation in support of a group spin-off transaction

LVMH Moët Hennessy Louis Vuitton SE

2024 Economic and financial evaluation of a target in an M&A transaction

Edizione S.p.A. / 21 Invest S.p.A.

2024 Strategic and financial advisor for dual M&A acquisition transactions

Ferrolì S.p.A.

2023 Economic and financial evaluation in support of a group turnaround transaction

Prada S.p.A. (HKEX: 1913)

2019 Economic and financial evaluation in support of a group spin-off transaction

Gavio Group

2019 Economic and financial evaluation in support of a group spin-off transaction

Chinese Consortium Buyer of Esaote S.p.A.

2018 Financial advisory services to the consortium for the leveraged buyout (LBO) procedure and refinancing activities with Bank of China

Pininfarina S.p.A.

2007 – 2017 Financial, tax and accounting advisor to bank creditors in connection with the debt restructuring and sale procedures to Mahindra Group Secoo Holding Limited

2017 – 2020 International CEO & Group CSO

OTHER POSITIONS

2011 – Present Founding Partner of Studio Nicodemi

2026 – Present Court-appointed Arbitrator and Special Referee of the Court of Milan

2026 – Present Licensed Sustainability and ESG Auditor authorized for ESG reporting assessment pursuant to EU Directive 2022/2464

2023 – 2024 Licensed CPA and M&A Agent of CONI – FIGC – FIFA (Italian Football Federation)

2020 Mentor supporting graduate and exchange students of Bocconi Chinese Students Association in cooperation with Fudan University

2020 Recipient of the Capital Elite Award of Italy-China Foundation for professional advisory services to outbound Chinese corporations

2017 Recipient of the Capital Elite Award of Italy-China Foundation for professional advisory services to outbound Chinese corporations

2016 Lecturer of Corporate Finance, Financial Debt Restructuring and Distressed Value Investing at Bocconi University

EDUCATION

1992 *Graduation, ISTITUTO GONZAGA*

1997 *BA in Corporate Finance, BOCCONI UNIVERSITY*

MYRIAM AMATO **NEW**

Statutory Auditor

LOCATION: Italy**LANGUAGES:** Italian (Native),
English, French (Fluent)

Ms. Myriam Amato is a professional with a degree in Business Economics from Bocconi University, specializing in the statutory auditing of national and multinational companies. She has gained significant experience as a CFO of a listed company, managing IPO processes and corporate reorganizations, which has allowed her to acquire extensive knowledge in corporate governance. She is a qualified Chartered Accountant and an enrolled Statutory Auditor in listed companies and financial institutions.

Nationality	IT
Gender	F
Age (as at May, 2026)	51
Tenure on Ferretti Board of Statutory Auditors	New

PROFESSIONAL EXPERIENCES

Revinet S.p.A.

2019 – Present Partner and Director

Hera Comm S.p.A.

2017 – Present Chairman of the Board of Statutory Auditors

In Rete Distribuzione Energia S.p.A.

2017 – Present Standing Auditor

Hera Trading S.r.l.

2017 – Present Chairman of the Board of Statutory Auditors

Hera S.p.A. (Euronext Milan: HER)

2017 – Present Chairman of the Board of Statutory Auditors

Doorway S.p.A

2019 – Present Chairman of the Board of Statutory Auditors

Hera Luce S.r.l.

2017 – Present Chairman of the Board of Statutory Auditors

Tamburi Investment Partners S.p.A. (Euronext Milan: TIP)

2018 – Present Chairman of the Board of Statutory Auditors

Herambiente S.p.A.

2017 – Present Standing Auditor

AcegasApsAmga S.p.A.

2019 – Present Standing Auditor

Wolmann S.p.A.

2020 – Present Chairman of the Board of Statutory Auditors

Tremonti S.r.l.

2021 – Present Standing Auditor

Recycla S.p.A.

2024 – Present Chairman of the Board of Statutory Auditors

TRS Ecology

2024 – Present Standing Auditor

Triveneta Luce Società Consortile a Responsabilità Limitata

2024 – Present Chairman of the Board of Statutory Auditors

Il Sole 24 Ore S.p.A.

2022 – 2024 Standing Auditor

LIS Pay S.p.A.

2022 – 2024 Standing Auditor

Credimi S.p.A.

2015 – 2022 Standing Auditor

Kipoint S.p.A.

2020 – 2022 Standing Auditor

Ernst & Young S.p.A.

2006 – 2013 Senior Manager

Studio Necchi Sorci & Associati / Studio Pastori

2003 – 2006 Chartered Accountant

Deloitte & Touche S.p.A.

2000 – 2003 Senior Auditor

OTHER POSITIONS

- 2015 – 2018 Group CFO of Giglio Group S.p.A.
2013 – Present Member of the Governance of Listed Companies and Accounting Standards Committees of the Order of Chartered Accountants of Milan
2013 – Present Member of ANDAF
2013 – Present Member of NedCommunity
2013 – Present Member of PWA

EDUCATION

- 2000 *Degree in Business Economics, BOCCONI UNIVERSITY*
2002 *Master's Degree in Tax Law, BOCCONI UNIVERSITY*
2002 *Qualification as Chartered Accountant*
2003 *Enrolment in the Register of Statutory Auditors*

FEDERICA MARONE RENEWAL

Alternate Auditor

LOCATION: Naples, Italy

LANGUAGES: Italian (Native),
English (Fluent)

Ms. Federica Marone is a graduate in Economics and Business Administration with a specialization in law from Parthenope University of Naples. She has been a certified public accountant and auditor since 2006. She is an adjunct professor teaching supplementary courses in Tax Law at the Faculty of Law and the Faculty of Green Economy at Suor Orsola Benincasa University in Naples. She practices as a certified public accountant, providing business consulting to medium and large enterprises, particularly companies operating in the luxury and food sectors, and is an expert tax defence attorney. She drafts tax opinions to ensure the correct interpretation of regulations and has held various positions, including CEO, board member, member of the board of statutory auditors, and statutory auditor at several corporations.

Nationality	IT
Gender	F
Age (as at May, 2026)	50
Tenure on Ferretti Board of Statutory Auditors	3

PROFESSIONAL EXPERIENCES**Ferretti S.p.A. (HKEX: 9638; Euronext Milan: YACHT)**

2023 – Present Alternate Auditor

Marone & Associati

2004 – Present Associate

1999 – 2003 Professional Activity

Fantozzi & Associati (Tax Law Firm)

2003 Professional Activity

ICCA S.p.A.

2015 – Present Statutory Auditor

ICCA Trade S.r.l.

2019 – Present Sole auditor

OTHER POSITIONS

2013 – Present Contract teaching supplementary activities in Tax Law at Suor Orsola Benincasa University of Naples

2005 – 2010 External collaboration with Suor Orsola Benincasa University Institute for the II Level Master “The training of the defender and the tax judge”

EDUCATION

1993 *Classical High School Diploma, LICEO CLASSICO JACOPO SANNAZARO*

2002 *Degree in Economics and Commerce, UNIVERSITY OF NAPLES PARTHENOPE*

2002 – 2003 *IPSOA Tax Master II Level, MILAN*

2003 *Master “The tax process”, ORDER OF CHARTERED ACCOUNTANTS OF NAPLES*

2004 *Master II Level “The training of the defender and the tax judge”, SUOR ORSOLA BENINCASA UNIVERSITY*

TIZIANA VALLONE RENEWAL

Alternate Auditor

LOCATION: Italy
LANGUAGES: Italian (Native),
 English, French (Fluent)


Ms. Tiziana Vallone is an economist and finance expert specializing in risk management, banking and corporate governance. She has held leadership roles in financial institutions, regulatory bodies and corporate boards, contributing to financial research, policy-making and the development of risk management frameworks in the banking sector.

Nationality	IT
Gender	F
Age (as at May, 2026)	57
Tenure on Ferretti Board of Statutory Auditors	3

PROFESSIONAL EXPERIENCES**Studio Vallone**

2004 – Present Chartered Accountant and Statutory Auditor

Mario Negri Pension Fund

2017 – Present Member of the Board of Directors

Leonardo Capital SIM S.p.A.

2022 – Present Chairman of the Board of Statutory Auditors

Red Fish LongTerm Capital S.p.A.

2023 – Present Member of the Board of Statutory Auditors

Setramar Spa Group

2024 – Present Member of the Board of Statutory Auditors

Niche Fusina Rolled Products S.r.l.

2025 – Present Member of the Board of Statutory Auditors

Near S.p.A.

2026 – Present Non-Executive Director

Intermonte SIM S.p.A.

2021 – 2025 Non-Executive Director

Kryalos SGR S.p.A.

2022 – 2025 Member of the Board of Statutory Auditors

Il Sole 24 Ore S.p.A.

2022 – 2025 Chairman of the Board of Statutory Auditors

OTHER POSITIONS

2021 – 2022 Expert supporting the national business crisis tables of the Ministry of Economic Development, appointed by decree of 22 September 2021

2023 – 2025 Expert supporting the national business crisis tables of the Ministry of Industry and Made in Italy

EDUCATION

1993 *Degree in Economics and Commerce, STATE UNIVERSITY OF BARI ALDO MORO*

1994–1995 *Master's Degree in Corporate Tax Law, LUIGI BOCCONI UNIVERSITY OF MILAN*

2010–2011 *Specialization Course on Listing Processes, BORSA ITALIANA / ODCEC MILAN*

2013–2014 *Master's Degree in Administration, Management and Control of Pension Funds, LIUC UNIVERSITY*

ANNEX D

Regulatory appendix

Provisions of Italian Legislative Decree no. 58 of 24 February 1998

Section II-ter

Proxies

Article 135-novies

(Representation at the shareholders' meeting)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

Article 135-decies

(Conflicts of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second paragraph of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);

- d)* is an employee or auditor of the company or of the persons indicated in paragraph *a)*);
- e)* is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs *a)* to *c)*);
- f)* is bound to the company or to persons indicated in paragraphs *a)*, *b)*, *c)* and *e)* by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, paragraph 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a CONSOB regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in paragraph 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to paragraph 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Article 135-undecies.1

(Participation in the shareholders' meeting by the designated representative)

1. The articles of association can rule that participation in the shareholders' meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or sub-proxies in accordance with Article 135-*novies*, departing from Article 135-*undecies*, paragraph 4.
2. Submission of resolution proposals at a shareholders' meeting is not allowed. Without prejudice to the provisions of Article 126-*bis*, paragraph 1, first sentence, those who have voting rights can individually submit resolution proposals on the meeting's agenda items or proposals whose submission is in any case allowed by the law not later than fifteen days prior to the date of the first or only call of the meeting. The resolution proposals are made public on the company Internet site within two days from expiry of the term. Legitimization to the individual submission of resolution proposals is subordinate to the receipt by the company of the communication contemplated by Article 83-*sexies*.
3. The right to ask questions referred to in Article 127-*ter* is exclusively exercised before the meeting. The company provides at least three days prior to the meeting the answers to the questions received.
4. Paragraph 1 is also applied to the companies admitted to trading in a multilateral negotiation system.

Article 135-duodecies

(Company cooperative)

1. The provisions of this section shall not apply to cooperatives.

Section III

Solicitation of proxies

Article 136

(Definitions)

1. For the purposes of this section, the following definitions shall apply:

- a) “proxy”, means of representation conferred for the exercise of votes at shareholders’ meetings;
- b) “solicitation”, a request to more than two hundred shareholders for proxy to be conferred in relation to specific voting proposals, or accompanied by recommendations, statements or other indications capable of influencing the vote;
- c) “promoter”, the person or persons, including the issuer, acting in concert to promote the solicitation.

Article 137

(General provisions)

1. For the purposes of this section, Articles 135-*novies* and 135-*decies* shall apply to proxies.

2. Articles of Association that in any way limit representation in shareholders' meetings shall not apply to proxies given pursuant to the provisions of this chapter.

3. The Articles of Association may contain rules aimed at facilitating voting by proxy by employee shareholders.

4. The provisions of this section shall not apply to cooperatives.

4-*bis*. The provisions of this section also apply to Italian companies with financial instruments other than shares admitted with the consent of the issuer to trading on regulated markets in Italy or other European Union Member States with regards to the conferral of representation to exercise voting rights in shareholders’ meeting by the owners of the said financial instruments.

Article 138

(Solicitation)

1. Solicitation is performed by the promoter through dissemination of a statement and a proxy form.

2. The vote relating to shares for which proxy is conferred is exercised by the promoter. The promoter may be substituted only by a person specifically indicated in the proxy form and in the solicitation statement.

Article 139

(Requirements for promoters)

...*omissis*...

Article 140

(Persons authorised to engage in solicitation)

...*omissis*...

Article 141

(Shareholders’ associations)

1. Requests for proxy are accompanied by recommendations, statements or other indications capable of influencing the vote shall not constitute solicitation pursuant to Article 136, paragraph 1, paragraph b) by shareholders' associations, targeting their own members, which:

- a) are constituted by authenticated simple agreement;
- b) do not exercise business activities other than those directly instrumental to the purpose of the association;
- c) are composed of at least fifty natural persons, each of which owning a number of shares not exceeding 0.1 per cent of the share capital represented by shares with voting rights.

2. Proxy conferred upon the association by shareholders pursuant to paragraph 1 shall not be considered in calculating the limit of two hundred shareholders envisaged in Article 136, paragraph 1, paragraph *b*).

Article 142

(Proxies)

1. Proxies shall be signed by the givers, may be revoked and may be given only for one shareholders' meeting that has already been called, remaining effective for subsequent calls where applicable; they may not be given blank and shall show the date, the name of the appointee and the voting instructions.

2. Proxy may also be conferred for only a number of the voting proposals indicated in the proxy form or for only certain items on the agenda. The representative shall vote on behalf of the person conferring proxy also on items of the agenda for which he or she has received instructions, even if not included in the solicitation. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting.

Article 143

(Liability)

1. The information contained in the proxy statement or the proxy form and any sent out during a solicitation or collection of proxies must enable shareholders to make an informed decision; its suitability for this purpose shall be the liability of the promoter.

2. The promoter shall be liable for the completeness of information sent out during a solicitation.

3. In actions for damages arising from violation of the provisions of this section and the related regulations the burden of proof of having acted with the due diligence required shall be on the promoter.

Article 144

(Performance of solicitations and collections of proxies)

1. Consob shall issue a regulation on the transparency and correctness of solicitations and collections of proxies. In particular, the regulation shall lay down rules for:

- a*) the content of proxy statements and proxy forms and the procedures for their distribution;
- b*) the procedures for solicitation and the collection of proxies, and the conditions and procedures for casting proxy votes and revoking proxies;
- c*) the forms of cooperation between the promoter and the persons possessing the information on the identity of shareholders in order to permit the performance of solicitations.

2. Consob may:

- a*) request that the statement and proxy form include additional information to establish their specific dissemination methods;
- b*) suspend solicitation activities in the event of a grounded suspicion of breach of the provisions of this section or prohibit it in the event of ascertained breach of said provisions;

c) exercise the powers envisaged in Article 114 paragraph 5 and Article 115 paragraph 1 against the promoters.

3. ...*omissis*...

4. In cases in which the law envisages forms of control over investments in company share capital, a copy of the statement and proxy form must be sent to the competent supervisory authority prior to solicitation. The authorities shall prohibit any solicitation that compromises the purpose of the control of capital investments.

Provisions of the regulation adopted under resolution no. 11971 of 14 May 1999 (Regulations for Issuers)

TITLE IV

VOTING RIGHTS

[omissis]

Chapter II

Solicitation of proxies

Article 135

(Definitions)

1. For the purposes of this Chapter, the definitions of "intermediary" and "last intermediary" established in Article 2 of the Single Provision on post-trading adopted by Consob and the Bank of Italy on 13 August 2018, as subsequently amended, apply.

Article 136

(Solicitation procedure)

1. Anyone intending to promote a proxy solicitation shall send a notice to the issuing company, that promptly publishes it on its Internet site, to Consob, to market operator and to the central depository.

2. The notice shall indicate:

- a) the identity of the promoter and the company issuing the shares for which the proxies are sought;
- b) the date of the shareholders' meeting and the list of items at the agenda;
- c) how the proxy statement and the proxy form are published as well as the Internet site that these documents are available on;
- d) the date beginning from which the party with the voting right may request the prospectus and the delegation form from the promoter or view it at the market operator;
- e) the proposals for which the solicitation is to be carried out.

3. The prospectus and the form, containing at least the information provided under the schedules in Annexes 5B and 5C, will be published through the contextual transmission to the issuing company, CONSOB, the market operator and the central depository, and made promptly available on the Internet site indicated by the promoter in accordance with sub-paragraph 2, letter c). This Internet site may be the issuer's Internet site if the issuer so agrees. The central depository will promptly inform the intermediaries of the availability of the proxy prospectus and the proxy form.

4. ...omissis...

5. The Promoter shall deliver the form along with the prospectus to whomever requests it.

6. Any change in the prospectus and form made necessary by circumstances that have arisen shall be immediately communicated with the procedures set forth in sub-section 3.

7. Upon request of the promoter:

a) the central depository shall communicate the identification details of the participating intermediaries on the accounts of which the issuing company shares are registered, in addition to the relative quantity of shares, using computer support and within one business day of receiving the request;

b) the intermediaries will communicate receipt of the request, using computer support and within three business days from receiving the request:

- the identification details of the parties that have the voting rights, and that have not expressly prohibited communication of their details, in relation to which they operate as last intermediaries, in addition to the number of shares of the issuing company registered on the respective accounts;

- the identification details of the parties that have opened accounts as intermediaries and the quantity of shares of the issuing company respectively registered on said accounts;

c) the issuing company will make the identification details of the shareholders and the other records on the shareholders' register and the other disclosures received in accordance with the law or regulations available on computer support and within three business days from receipt of the request.

8. Starting from when the notice provided under sub-paragraph 1 has been published, anyone who releases information that is pertinent to the solicitation will simultaneously notify the market operator and CONSOB, who may request publication of more details or clarifications.
9. The promoter will bear the solicitation related costs.
10. The mere decision, by more than one party, to jointly promote a solicitation is irrelevant for the purposes of the duties provided under Article 122 of the Consolidated Act.

Article 137

(Conduct obligations)

1. The promoter will act with diligence, correctness and transparency.
2. In its contacts with the solicited parties, the promoter will abstain from carrying out its activity with persons who declare that they are not interested, provide comprehensible responses to requests for clarifications and explain the reasons for the solicitation, making clear in every case the implications resulting from business or shareholding relationships with it or persons belonging to its group, with the issuing company or entities belonging to its group.
3. If the promoter is different from the issuing company, it will note that, where expressly authorised by the solicited party, if significant events occur which were not known when the proxy was being issued, and cannot be communicated to the solicited party, and it could be reasonably inferred that if this party had known of these significant events it would have given its approval, the vote may be exercised differently from the way it was proposed.
4. The Promoter will keep the results of the solicitation secret.
5. The Promoter will announce how it voted with a press release, issued without delay in the manner indicated in Article 136, sub-paragraph 3, in addition to the reasons behind any vote exercised differently to what had been proposed in accordance with sub-paragraph 3, and the result of the voting.
6. In accordance with Article 142.2 of the Consolidated Act, anyone who exercises the vote at shareholders' meetings must also vote on behalf of the delegating party for matters on the agenda that the promoter has not made proposals on, in accordance with the wish expressed by the delegating party in the proxy form in accordance with Article 138.3.
7. The promoter may not acquire voting proxies in accordance with Article 2372 of the Italian Civil Code.

Article 138

(Conferring and revoking proxies)

1. For the conferment of the delegate, the subject with the voting right transmits to the promoter the delegation form, also as an electronic document signed in electronic mode, in accordance with of Article 20, subsection 1-bis and 1-ter, of the Legislative Decree n° 82 of 7 March 2005.
2. The promoter will decide whether to exercise the vote even in a way that does not reflect the actual proposal and will note this choice in the proxy statement. If the proxy solicitation has been promoted by the issuing company, it must exercise the vote, even if it does not reflect the actual proposals.
3. The party with voting rights who has given a full or partial proxy, may use the same proxy form to vote for the items on the agenda for which the promoter has not requested the proxy. The promoter may not make recommendations, declarations or give other indications which could influence the vote regarding these items.
4. In the cases provided under sub-paragraphs 2 and 3, the promoter, if different from the issuing company, may express, where expressly authorised by the delegating party, a different vote to the one indicated in the instructions if significant events should occur that were not known when issuing the proxy, and that cannot be communicated to the delegating party, and it could be reasonably inferred that if the delegating party had known of these significant events it would have given its approval, or in the event of changes or additions to the proposed motions submitted to the shareholders' meeting.
5. In the cases provided under sub-paragraph 4, the promoter will state at the meeting: a) the number of votes expressed differently to the instructions received, or, in the event of additions to the proposed motions submitted to the shareholders' meeting, expressed without instructions, with respect to the total number of votes exercised,

distinguishing between abstentions, votes against and votes in favour; b) the reasons behind the vote expressed differently to the instructions received or in the absence of instructions.

6. In the cases provided in sub-paragraphs 3 and 4, in relation to the proposals for motions for which voting instructions were not given and where authorisation was not provided to express a different vote to the one indicated in the instructions, the shares will in any case be used to calculate whether a quorum has been reached to form the shareholders' meeting; however, these shares will not be used in order to calculate majorities and the capital quota required to approve resolutions.

7. The proxy will be revoked by written statement, issued as prescribed by subsection 1, made known to the promoter at least the day before the shareholders' meeting.

Article 139

(Interruption of the solicitation)

1. In the case of the interruption, for any reason whatsoever, of the soliciting, the promoter discloses the same with the procedures contemplated by Article 136, subsection 3.

2. Unless there is a provision to the contrary in the proxy statement, the promoter will exercise the vote pertaining to the shares that the proxy was given for prior to publication of the notice provided under sub-paragraph 1. This provision is not applied if the interruption of the soliciting is provided for by Article 144, subsection 2, letter b), of the Consolidated Law on Finance.