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Oggetto : SHAREHOLDERS' MEETING CALL NOTICE

*Testo del comunicato*

Vedi allegato



## SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders' Meeting of Ferretti S.p.A. ("**Ferretti**" or the "**Company**") is called in ordinary and extraordinary session for April 22, 2024, in single call, at 10 a.m. Italian time (4 p.m. Hong Kong time) to discuss and consider the following

### AGENDA

#### Ordinary session

- 1) Separate financial statements and consolidated financial statements as at 31 December 2023 and proposed distribution:
  - 1.1 approval of the separate financial Statements as at 31 December 2023 accompanied by the Board of Directors' Report, the Board of Statutory Auditors' Report and the External Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2023. Inherent and consequent resolutions;
  - 1.2 approval of the allocation of net income for the year and dividend distribution. Inherent and consequent resolutions.
- 2) Report on remuneration policy and compensation paid, pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998:
  - 2.1 approval of Section I of the Remuneration Policy and Report (i.e. remuneration policy for the year 2024) pursuant to Article 123-ter(3-bis) and (3-ter) of Legislative Decree No. 58 of 24 February 1998;
  - 2.2 consultative vote on Section II of the Remuneration Policy and Report (i.e. remuneration report for the year 2023) pursuant to Article 123-ter(6) of Legislative Decree No. 58 of 24 February 1998.
- 3) Authorisation to purchase own shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of 24 February 1998 and Article 144-bis of the CONSOB regulation adopted with resolution No. 11971 of 14 May 1999 and utilization of the inherent reserves. Inherent and consequent resolutions;
- 4) Appointment of two directors to integrate the Board of Directors following co-optation pursuant to Article 2386 of the Italian Civil Code. Inherent and consequent resolutions.

#### Extraordinary session

- 1) Cancellation of repurchased shares without reduction of share capital; consequent amendment of Article 6 of the By-Laws. Inherent and consequent resolutions.

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#### 1. HOSTING OF THE SHAREHOLDERS' MEETING

According to Article 106(2) of Decree-Law No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020, the Shareholders' Meeting s held exclusively by audio-video link via webcast online platform (the "**Platform**") with the methods detailed below, as the physical participation of individual shareholders is not permitted.



Any changes will be promptly disclosed in the same manner as for the publication of the notice and, in any case, through the information channels provided for by the applicable regulations.

## 2. INFORMATION ON THE SHARE CAPITAL

At the publication date of this call notice, the share capital of Ferretti amounts to Euro 338,482,654.00, comprising 338.482.654 ordinary shares all without nominal value. Ferretti does not hold any treasury shares. Each ordinary share assigns the right to 1 (one) vote at the Shareholders' Meeting. Information concerning the amount of the share capital with specification of the number of shares it is divided into are available on the Company's website (<http://www.ferrettigroup.com>).

## 3. RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Those with voting rights have a right to attend the Shareholders' Meeting. In accordance with law and the By-Laws of the Company (the "**By-Laws**"), those who, based on the communication sent to the Company from an intermediary in accordance with applicable legislation and in accordance with the accounting records at the end of the 7<sup>th</sup> trading day before the date set for the Shareholders' Meeting (i.e. **April 11, 2024**, "*record date*"), have the right to attend and vote at the Shareholders' Meeting. Transfers to and from the relevant accounts subsequent to this date do not affect the right to vote at the Shareholders' Meeting; therefore, those holding company shares only subsequent to this date shall not be entitled to attend and vote at the Shareholders' Meeting. The communication of the intermediary must be received by the Company by the end of the third business day before the date fixed for the Shareholders' Meeting (i.e. by **April 17, 2024**).

Communication to Ferretti as above is carried out by the appointed intermediary on the request of those with voting rights. Holders of voting rights are requested to give instructions to the authorised intermediary who keeps the relevant accounts, so that the aforesaid communication is made to the Company. The Company is not responsible for any notice required by the authorised intermediary or for any financial charges for the fulfilment of the obligations pertaining to the latter.

### 3.1. Shareholders with shares admitted into Monte Titoli

In order to participate in the Shareholders' Meeting, holders of voting rights whose shares are deposited with an authorised intermediary participating in the Monte Titoli system (the "**Monte Titoli Shareholders**"), (i) must apply to the intermediary for the issuance of the aforementioned communication legitimizing their participation and (ii) must register their personal details in the registration portal (the "**Portal**") accessible through the Company's website ([www.ferrettigroup.com](http://www.ferrettigroup.com) "Governance" section) by **April 17, 2024**. Thereafter, by **April 19, 2024**, the person entitled to vote may find on such Portal the credential IDs in order for accessing the Platform and attend the meeting.

Alternatively, pursuant to Article 14.5 of the By-Laws, Monte Titoli Shareholders may express their vote, in advance and directly, by April 19, 2024, on the various items on the agenda, through the appropriate link found on the Company's website ([www.ferrettigroup.com](http://www.ferrettigroup.com) "Governance" section).

### 3.2. Shareholders with shares admitted into the Central Clearing and Settlement System ("**CCASS**")

The voting rights holder of shares deposited in the CCASS system is HKSCC Nominees Limited ("**HKSCC**"), which participates in the meeting through the Platform.

Holders of shares deposited in the CCASS system (the "**CCASS Shareholders**") can then give voting instructions to HKSCC or they can participate directly in the Shareholders' Meeting after requesting and obtaining the relevant authorization from HKSCC.



A Voluntary Announcement - containing more details for CCASS Shareholders to obtain HKSCC authorization and to participate directly in the Shareholders' Meeting via the Platform - is published on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and on the Company's website ([www.ferrettigroup.com](http://www.ferrettigroup.com) "Governance" section).

#### 4. REPRESENTATION AT THE SHAREHOLDERS' MEETING

Each person entitled to attend and exercise voting rights may be represented at the Shareholders' Meeting by proxy (or sub-delegation) granted pursuant to Article 135-*novies* of the of Legislative Decree 58/98 (the "**TUF**") and Article 15.2 of the By-Laws. In particular, such proxy may be granted by means of a signed paper document or also an electronic document signed in electronic form in accordance with Article 135-*novies*, paragraph 6 of the TUF and Article 15.5 of the By-Laws.

For this purpose, a proxy form for Monte Titoli Shareholders is available on the company website ([www.ferrettigroup.com](http://www.ferrettigroup.com)). Proxy, together with a copy of the currently valid identity document of the principal and, in the case of a legal entity, a copy of an identity document of the pro tempore legal representative, may be notified to the Company: (i) through uploading such documents in the Portal at same time of the registration, (ii) through sending a registered letter with signed receipt to the registered office of the Company (Irma Bandiera 62, Cattolica (RN)); or (iii) by certified e-mail to [ferretti@pecserviziotitoli.it](mailto:ferretti@pecserviziotitoli.it).

The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority of the share capital percentage required to approve the motions.

The proxy form for the CCASS Shareholders will be published on the Stock Exchange and on the Company's website in due course.

In order to allow the Company to receive and verify the proxies (or sub-delegations) in advance of the beginning of the Meeting, the proxy shall be received by 6:00 p.m. Italian time (12:00 a.m. Hong Kong time) on the **April 19, 2024**. The proxy may always be revoked within the above time limit.

Any prior notifications will not exempt the delegate from the obligation to certify, under his/her own responsibility, the conformity of the notified proxy to the original one and the identity of the person granting the proxy, at the time of his accreditation to access the Shareholders' Meeting works.

The delegate must preserve the original proxy and the voting instructions eventually received (if any) for one year after the end of the Shareholders' Meeting works.

No procedures for voting via correspondence are available.

The Company does not avail itself of the faculty to appoint a representative to whom Shareholders can grant a proxy with voting instructions regarding all or any of the items on the agenda of the Shareholders' Meeting.

#### 5. RIGHT OF SHAREHOLDERS TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA

In accordance with Article 127-*ter* of the TUF, those with the right to vote may submit questions regarding the matters on the Agenda, also before the Shareholders' Meeting. Applications must be received within 7 (seven) open market days prior to the date of the Meeting (the "record date", i.e., by **April 11, 2024**). The Company does not guarantee a response to questions received after this deadline.



Questions may be submitted: (i) by registered letter with return receipt, to be sent to the registered office of Ferretti in via Irma Bandiera 62, Cattolica (RN), or (ii) by certified email to the address [officeofthegeneralcounsel@ferrettigroup.com](mailto:officeofthegeneralcounsel@ferrettigroup.com).

Those who declare ownership of shares at the question presentation date have the right to obtain a response. For this purpose, a certificate issued by the custodian intermediary must be produced, even after the submission of the application, provided that it is issued by the 3rd (third) day after the record date (i.e. **by April 14, 2024**), and effective until said date, certifying the ownership of the shares by the applicant. It is however not necessary where the intermediary has sent to the Company the communication for attendance at the Shareholders' Meeting. In case the shareholder has asked his/her filing intermediary for the communication of legitimacy to attend the Shareholders' Meeting, it will be sufficient to indicate in the request the references of such communication that may have been issued by the qualified intermediary.

Only questions relating to matters on the Agenda will be taken into consideration. In order to facilitate the organisation of the answers, it is requested that the questions contain the reference to the page number of the relevant Explanatory Report of the Board of Directors on the items on the Agenda or a differing document made available for the Shareholders' Meeting. The Company may provide a single reply to questions with the same subject matter.

The questions received by the above deadline will be answered by **April 18, 2024**, after having verified their relevance and the legitimacy of the applicant, by means of publication in the section of the Company's website at the address [www.ferrettigroup.com](http://www.ferrettigroup.com) "Governance" section.

#### 6. SUPPLEMENTATION TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PROPOSALS ON MATTERS FROM SHAREHOLDERS HOLDING AT LEAST 2.5% OF THE SHARE CAPITAL

In compliance with the Article 126-bis of the TUF and Article 16.6 of the By-Laws, the shareholders who, also jointly, represent at least 2.5% (two point five per cent) of the share capital may request within 10 (ten) days from the publication of this call notice, to add to the list of matters to be discussed, or to submit proposals for motions on matters already on the Agenda, indicating in the request the additional matters proposed and/or the proposed motions. Considering that this deadline would expire on a public holiday (i.e. April 1, 2024) it is extended to **April 2, 2024**.

Pursuant to Article 126-bis, paragraph 3 of the TUF, the addition of the matters to the Agenda is not permitted for those matters on which the Shareholders' Meeting passes motions, as prescribed by law, by Board of Directors proposal or in relation to a project or report prepared by the Board, other than that set out in Article 125-ter, paragraph 1 of the TUF.

The question must be submitted in writing and sent (i) by registered letter with confirmation of receipt addressed to the registered office of Ferretti in via Irma Bandiera 62, Cattolica (RN), or (ii) by certified email to the address [ferrettispa@pec.it](mailto:ferrettispa@pec.it), together with the certificates issued by the authorised intermediary(ies) in compliance with their accounting records, certifying possession of at least 2.5% of the share capital. Within this term (i.e. by April 2, 2024) and according to the same procedures, the applicant shall send to the Board of Directors of the Company a report on the issues they propose to be covered and/or containing the explanation and the reasons for the submission of further resolution proposals on issues already on the Agenda.

Supplementations admitted by the Board of Directors or the presentation of further proposals for motions on items already on the Agenda will be communicated fifteen days before the date set for the Shareholders' Meeting (i.e. by April 7, 2024), according to the same legal terms set out for the call notice. At the same time as publication



of the supplementation notice or of the presentation, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting shareholders, accompanied by any evaluations of the administrative body, will be made available to the public.

## 7. DOCUMENTATION

Documentation regarding the matters on the Agenda will be made available to the public in accordance with law at the registered office of the Company in Irma Bandiera 62, Cattolica (RN), on the authorised storage mechanism "eMarket STORAGE" at [www.emarketstorage.com](http://www.emarketstorage.com), on the Company website [www.ferrettigroup.com](http://www.ferrettigroup.com) in the "Governance" section and the website of the Stock Exchange ([www.hkexnews.com](http://www.hkexnews.com)).

The shareholders have the right to obtain a copy, at their own expense, of this documentation, by sending a request to the Company at [officeofthegeneralcounsel@ferrettigroup.com](mailto:officeofthegeneralcounsel@ferrettigroup.com).

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This call notice is published, in compliance with the provisions of Article 125-*bis* of the TUF, Article 84 of the Issuers' Regulation and Article 14.3 of the By-Laws, at the authorised distribution mechanism "eMarket SDIR" at the address [www.emarketstorage.com](http://www.emarketstorage.com), on the Company's website at the address [www.ferrettigroup.com](http://www.ferrettigroup.com) "Governance" section, the website of the Stock Exchange [www.hkexnews.hk](http://www.hkexnews.hk), as well as in extract in the newspaper "Il Corriere della Sera".

March 22, 2024

For the Board of Directors

The CEO

(Alberto Galassi)

Fine Comunicato n.0425-8-2024

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