



## SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders' Meeting of Ferretti S.p.A. ("**Ferretti**" or the "**Company**") is called in ordinary session for **January 21, 2025**, in single call, at 10 a.m. Italian time (5 p.m. Hong Kong time), at the Company's offices in Milan, via Manzoni, 41, to discuss and consider the following

### AGENDA

- 1) Assignment of the mandate of certification of the compliance of the sustainability reporting, determination of the related fee and the criteria for adjusting this fee during the assignment; related and consequent resolutions;
- 2) Appointment of one director to integrate the Board of Directors following co-optation pursuant to Article 2386 of the Italian Civil Code; inherent and consequent resolutions;
- 3) Appointment of the Chairman of the Board of Directors; inherent and consequent resolutions.

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#### 1. ATTENDANCE TO THE SHAREHOLDERS' MEETING

For a better organization of the proceedings for the benefit of the participants, attendance to the Shareholders Meeting via audio-video connection through an online webcast platform (the "**Platform**") is allowed and strongly recommended in the manner detailed below. Should it not be desired or possible to connect via the Platform, participation may take place at the place of convocation subject to communication by the shareholder or its proxy to Ferretti (by registered letter with return receipt, to be sent to the registered office of Ferretti in via Irma Bandiera 62, Cattolica (RN), or by email to the address [officeofthegeneralcounsel@ferrettigroup.com](mailto:officeofthegeneralcounsel@ferrettigroup.com)).

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. **January 10, 2025**, "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 open market day before the date fixed for the Shareholders' Meeting (i.e. by **January 16, 2025**).

Communication to Ferretti as above is carried out by the appointed intermediary on the request of those with voting rights. 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 in audio-video link via Platform, holders of voting rights whose shares are deposited with an intermediary participating in the Monte Titoli system (the "**Monte Titoli Shareholders**"), once they have requested to the intermediary the issuance of the aforementioned communication legitimizing their participation, they must register their personal details in the registration portal (the "**Portal**") accessible through the Company's website ([www.ferrettigroup.com](http://www.ferrettigroup.com) within the document "Procedures for attending the Shareholders' Meeting" that can be found in the "Investor Relations – Corporate Governance - Shareholders' Meeting" section) **by January 16, 2025**. The person entitled to vote may attend the Meeting by accessing the Platform with his/her Credential IDs through such Portal.

Alternatively, pursuant to Article 14.5 of the By-Laws, Monte Titoli Shareholders may express their vote, in advance and directly, **by January 20, 2025**, on the various items on the agenda, through the appropriate link found on the Company's website ([www.ferrettigroup.com](http://www.ferrettigroup.com) within the document "Procedures for attending the Shareholders' Meeting" that can be found in the "Investor Relations – Corporate Governance – Shareholders' Meeting" 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 with the shares for which it has received voting instructions from their respective holders.

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 give voting instructions to HKSCC or to obtain its authorization 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), "Investor Relations – Corporate Governance – Shareholders' Meeting" 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, or (ii) through sending a registered letter



with signed receipt to the registered office of the Company (via Irma Bandiera 62, Cattolica (RN)) or (iii) by certified e-mail to [ferretti@pecserviziolitoli.it](mailto:ferretti@pecserviziolitoli.it).

The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting.

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 5:00 p.m. CET (12:00 a.m. Hong Kong time) on the **January 20, 2025**. 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 **January 10, 2025**). 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 email to the address [officeofthegeneralcounsel@ferrettigroup.com](mailto:officeofthegeneralcounsel@ferrettigroup.com).

The applicant must prove ownership of the shares on the record date. For this purpose, the depository intermediary must provide the issuer with the appropriate notice, even after the application has been submitted, provided that it is no later than the 3<sup>rd</sup> (third) day following the record date (i.e., by **13 January 2025**). However, in the event that the shareholder has requested from its depository intermediary the communication of legitimation to participate in the Shareholders' Meeting, it will be sufficient to indicate in the request the references of such communication possibly issued by the authorized 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 the Company within **January 17, 2025**, 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) "Investor Relations – Corporate Governance – Shareholders' Meeting" 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 14.6 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 (and, therefore, within **December 29, 2024**), 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.

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. within December 29, 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 within fifteen days before the date set for the Shareholders' Meeting (i.e. **by January 6, 2025**), 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. APPOINTMENT OF A DIRECTOR TO INTEGRATE THE BOARD OF DIRECTORS AND OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Shareholders' Meeting will be called upon to resolve on the appointment of a director to integrate the Board of Directors by co-optation, with the majorities set forth by law, without the application of list voting (see Article 19 of the Bylaws) as well as the appointment of the Chairman of the Board of Directors (see Article 20 of the Bylaws).

Due to the evaluations on the characteristics of the director co-opted by the Board of Directors on 29 August 2024, Jiang Kui, which have already been carried out during the co-option and verification of the requirements, the Board of Directors proposes to the Shareholders' Meeting to confirm the co-opted director Jiang Kui as a director of the Company. In addition, the Board of Directors of the Company – in consideration of the fact that Jiang Kui also holds the role of Chairman of the Board of Directors of the Company since 29 August 2024 – also proposes to appoint Jiang Kui as Chairman of the Board of Directors at the Shareholders' Meeting. The *curriculum vitae* is available to Shareholders on the Company's website at [www.ferrettigroup.com](http://www.ferrettigroup.com), "Investor Relations – Corporate Governance – Shareholders' Meeting" section.



Shareholders who intend to submit any alternative candidacy to the one presented by the Board of Directors may deposit any proposals with reference to the second and/or third item on the agenda at the Company's registered office well in advance, at least 15 (fifteen) days before the Shareholders' Meeting (and, therefore, by **January 6, 2025**). The candidacy must be accompanied by (i) a statement in which the candidate accepts his/her candidacy and certifies, under his/her own responsibility, the absence of causes of ineligibility and incompatibility, as well as the possession of the requirements prescribed by the laws in force to hold the office of director of the Company, including the declaration as to whether he/she possesses the requirements of independence; (ii) a *curriculum vitae*, containing exhaustive information on the personal and professional characteristics of the candidate; (iii) an indication of the identity of the shareholders who have submitted the candidacy and the overall percentage of shareholding held, attested by appropriate certification issued by the intermediary qualified pursuant to law; and (iv) any other or different statement, information and/or document required by law and the applicable regulations.

The Company reserves the right to verify the relevance of the proposals, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proposers. Relevant proposals received within the above deadlines will be published on the Company's website at [www.ferrettigroup.com](http://www.ferrettigroup.com), "Investor Relations – Corporate Governance – Shareholders' Meeting" section, without delay, in order to allow those entitled to vote to express themselves in an informed manner.

For any other information relating to the procedures for the submission of nominations, please refer to the explanatory report on the second and third items on the agenda of the Shareholders' Meeting, which will be available on the Company's website at [www.ferrettigroup.com](http://www.ferrettigroup.com), "Investor Relations – Corporate Governance – Shareholders' Meeting" section, within the terms set forth by law.

#### 8. 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 via 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 "Investor Relations – Corporate Governance - Shareholders' Meeting" 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 14.4 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) "Investor Relations – Corporate Governance – Shareholders' Meeting" section, the website of the Stock Exchange [www.hkexnews.hk](http://www.hkexnews.hk), as well as in extract in the newspaper "Milano Finanza".

December 19, 2024

For the Board of Directors

The Chief Executive Officer

(Alberto Galassi)