

FERRETTI S.P.A.



FERRETTIGROUP

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

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

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

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

- 1. Assignment of the mandate of certifying 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**

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Dear shareholders,

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

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

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On 10 September 2024, Legislative Decree no. 125 of 6 September 2024 (the “**Decree**”) was published in the Official Gazette, transposing Directive (EU) 2022/2464 (the so-called *Corporate Sustainability Reporting Directive*).

With the transposition of the aforementioned Directive, sustainability reporting – which contains “*the information necessary to understand the impact of the company on sustainability issues, as well as the information necessary to understand the way in which sustainability issues affect the company's performance, its results and its situation*” – replaces the non-financial declaration at the time provided for by Legislative Decree 254/2016.

Article 8 of the Decree provides that sustainability reporting is subject to a certificate of compliance by the “*sustainability reporting auditor*”, which can be the same auditing firm appointed to audit the financial statements or a different statutory auditor/auditing firm specifically qualified to carry out the task of certifying sustainability reporting.

Article 18 of the Decree also provides that the mandates to certify the compliance of the non-financial declaration conferred at the time pursuant to Legislative Decree no. 254/2016, maintain their validity until the previously agreed deadline, also for the purpose of carrying out the activity of certifying the compliance of the sustainability report (without prejudice to the right to terminate the mandate early).

Since the non-financial declaration as at 31 December 2023 prepared pursuant to Legislative Decree no. 254 of 30 December 2016 has expired the mandate conferred on the independent auditors to carry out the limited examination of the aforementioned reporting, with reference to the first item on the agenda of the Shareholders' Meeting, the Board of Directors of Ferretti intends to bring to your attention the need to confer the mandate to certify the compliance of the sustainability reporting.

Pursuant to Legislative Decree 39/2010, as amended by the Decree, the Shareholders' Meeting, upon a reasoned proposal from the supervisory body, assigns, in fact, the mandate of certifying the compliance of the sustainability reporting and determines the fee due to the sustainability auditor or the independent auditor for the entire duration of the appointment and any criteria for adjusting this fee during the mandate. The appointment has a duration of three financial years (or, in the event that the mandate is

conferred on the auditing firm, a shorter duration for the purposes of aligning the expiry of the sustainability certification engagement with the audit engagement).

To this end, Ferretti has requested some proposals for the issuance of the attestation report – based on limited assurance – relating to the compliance of sustainability reporting with leading and independent auditing firms.

The Board of Statutory Auditors, having evaluated the proposals received, issued a reasoned opinion (attached to this Report) proposing to Ferretti Shareholders' Meeting that the mandate for certifying the compliance of the sustainability reporting for the financial years 2024 to 2026 be entrusted to the company EY S.P.A. in accordance with the offer made by the same on November 11, 2024 with particular reference to the fees for the entire duration of the assignment indicated therein.

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Dear Shareholders,

in consideration of the above and having taken note of the conclusions reached by the reasoned opinion of the Board of Statutory Auditors indicated herein, we invite you to adopt the following resolution:

“The Shareholders’ Meeting of Ferretti S.p.A., which met in ordinary session,

- *having acknowledged the reasoned opinion of the Board of Statutory Auditors;*
- *examined and discussed the explanatory report prepared by the Board of Directors;*

resolves to

- (i) *assign EY S.p.A. – a company already appointed to audit Ferretti’s accounts – the mandate for carrying out the limited examination of the Sustainability Reporting introduced by EU Directive 2022/2464 (the so-called Corporate Sustainability Reporting Directive) until the date of the Shareholders’ Meeting called to approve the financial statements for the year ending on 31 December 2026 at the conditions, including the consideration due to the external auditor together with the criteria for its adjustment during the term of office, referred to in the offer made by the aforementioned external auditor, the economic terms of which are summarized in the proposal made by the Board of Statutory Auditors, to which please refer;*
- (ii) *give mandate to the Board of Directors, and on its behalf the Chief Executive Officer (CEO) and the Executive Director, severally, to provide for all the obligations and formalities of communication, filing and publication relating to the above, pursuant to the applicable laws and regulations.”*

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Milan, 13 November 2024

The Chief Executive Officer

(Avv. Alberto Galassi)