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Ferretti S.p.A.

(Incorporated under the laws of Italy as a joint-stock company with limited liability)

(Stock Code: 09638)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made by Ferretti S.p.A. (the "**Company**") pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The following document of the Company was published on the website of eMarket SDIR in Italy in accordance with and in the manners set forth in the Consob Issuer's Regulation and in compliance with the provisions of the Instructions accompanying the Rules of the Markets organised and managed by Borsa Italiana S.p.A..

The posting of the document on the website of The Stock Exchange of Hong Kong Limited is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

By order of the Board
Ferretti S.p.A.
Mr. Alberto Galassi
Executive Director and Chief Executive Officer

Hong Kong, 23 April 2026

As at the date of this announcement, the Board comprises Mr. Alberto Galassi and Mr. Tan Ning as executive Directors; Mr. Hao Qinggui, Mr. Piero Ferrari, Ms. Jiang Lan (Lansi) and Mr. Jin Zhao as non-executive Directors; and Mr. Patrick Sun, Mr. Stefano Domenicali and Ms. Zhu Yi as independent non-executive Directors.

FERRETTIGROUP

Annual Report 2025

FERRETTI S.P.A. (incorporated under the laws of Italy as a joint-stock company with limited liability)
HKEX code 9638 | Euronext code YACHT.MI

WALLY · FERRETTIYACHTS · PERSHING · itama · Riva · CRN · CUSTOM LINE

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EXECUTIVE DIRECTORS
Mr. Alberto Galassi *(Chief Executive Officer)*
Mr. Xu Xinyu (徐新玉)
(resigned on February 28, 2025)
Mr. Tan Ning (譚寧)
(appointed on February 28, 2025)

NON-EXECUTIVE DIRECTORS
Mr. Hao Qinggui (郝慶貴) *(Chairman)*
(appointed as a non-executive Director on February 28, 2025 and redesigned as the Chairman on August 29, 2025)
Mr. Jiang Kui (江奎) *(Chairman)*
(resigned on August 29, 2025)
Mr. Piero Ferrari *(Honorary Chairman)*
Ms. Jiang Lan (Lansi) (蔣嵐)
Mr. Zhang Quan (張泉)
(resigned on February 28, 2025)
Mr. Jin Zhao (金釗)
(appointed on August 29, 2025)

INDEPENDENT NON-EXECUTIVE DIRECTORS
Mr. Stefano Domenicali
Mr. Patrick Sun (辛定華)
Ms. Zhu Yi (朱奕)

AUDIT COMMITTEE
Mr. Patrick Sun (辛定華) *(Chairman)*
Mr. Stefano Domenicali
Ms. Jiang Lan (Lansi) (蔣嵐)
Ms. Zhu Yi (朱奕)

REMUNERATION COMMITTEE
Mr. Stefano Domenicali *(Chairman)*
Mr. Piero Ferrari
Mr. Xu Xinyu (徐新玉)
(resigned on February 28, 2025)
Mr. Tan Ning (譚寧)
(appointed on February 28, 2025)
Mr. Patrick Sun (辛定華)
Ms. Zhu Yi (朱奕)

NOMINATION COMMITTEE
Mr. Hao Qinggui (郝慶貴) *(Chairman)*
(appointed as a member on February 28, 2025 and redesigned as the Chairman on August 29, 2025)
Mr. Jiang Kui (江奎) *(Chairman)*
(resigned on August 29, 2025)
Mr. Alberto Galassi
Mr. Stefano Domenicali
Mr. Patrick Sun (辛定華)
Ms. Zhu Yi (朱奕)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
Mr. Hao Qinggui (郝慶貴) *(Chairman)*
(appointed as a member on February 28, 2025 and redesigned as the Chairman on August 29, 2025)
Mr. Jiang Kui (江奎) *(Chairman)*
(resigned on August 29, 2025)
Mr. Alberto Galassi
Mr. Piero Ferrari
Mr. Xu Xinyu (徐新玉)
(resigned on February 28, 2025)
Mr. Tan Ning (譚寧)
(appointed on February 28, 2025)
Ms. Jiang Lan (Lansi) (蔣嵐)
Ms. Zhu Yi (朱奕)
Mr. Jin Zhao (金釗)
(appointed on August 29, 2025)

STRATEGIC COMMITTEE
Mr. Hao Qinggui (郝慶貴) *(Chairman)*
(appointed as a member on February 28, 2025 and redesigned as the Chairman on August 29, 2025)
Mr. Jiang Kui (江奎) *(Chairman)*
(resigned on August 29, 2025)
Mr. Alberto Galassi
Mr. Piero Ferrari
Mr. Xu Xinyu (徐新玉)
(resigned on February 28, 2025)
Mr. Tan Ning (譚寧)
(appointed on February 28, 2025)
Mr. Patrick Sun (辛定華)
Mr. Jin Zhao (金釗)
(appointed on August 29, 2025)

BOARD OF STATUTORY AUDITORS
Mr. Luigi Capitani *(Chairman)*
Ms. Giuseppina Manzo
Mr. Luca Nicodemi
Ms. Federica Marone *(Alternate auditor)*
Ms. Tiziana Vallone *(Alternate auditor)*

JOINT COMPANY SECRETARIES
Mr. Hao Qinggui (郝慶貴)
(resigned on October 31, 2025)
Ms. Wong Hoi Ting *(ACG, HKACG)*
Ms. Zhang Xiaomei (張曉梅)
(appointed on October 31, 2025)

SECRETARY OF THE BOARD
Mr. Hao Qinggui (郝慶貴)
(resigned on August 29, 2025)
Ms. Zhang Xiaomei (張曉梅)
(appointed on August 29, 2025)

Corporate Information

AUTHORIZED REPRESENTATIVES
Mr. Alberto Galassi
Ms. Wong Hoi Ting

REGISTERED OFFICE AND HEADQUARTER OFFICE
Via Irma Bandiera 62
47841 Cattolica (RN)
Italy

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

AUDITOR
EY S.p.A.
Independent Auditor registered in the Register Held by MEF (Italian Ministry of Economy and Finance) and Recognized PIE Auditor under the Financial Reporting Council Ordinance (Cap. 588)
Via Meravigli, 12
20123 Milan
Italy

EXECUTIVE RESPONSIBLE FOR THE CORPORATE FINANCIAL AND ESG DOCUMENTS
Mr. Marco Zammarchi

HONG KONG LEGAL ADVISER
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15 Queen's Road Central
Central
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ITALY LEGAL ADVISER
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WEBSITE
www.ferrettigroup.com

STOCK CODES
EXM: YACHT.MI
HKEX: 9638

Financial Summary

A summary of the results and the assets, liabilities and non-controlling interests of the Company for the last five financial years is set out below:

RESULTS

	Year ended December 31,				
(in thousands Euro)	**2025**	2024	2023	2022	2021
Net revenue	**1,280,556**	1,240,346	1,134,484	1,030,099	898,421
Profit before tax	**128,733**	126,377	104,022	69,385	40,674
Income tax	**(38,630)**	(38,217)	(20,519)	(8,839)	(3,291)
Profit for the year	**90,104**	88,160	83,503	60,546	37,383
Attributable to:					
Shareholders of the Company	**90,007**	87,918	83,048	60,274	37,545
Non-controlling interests	**96**	242	456	271	(162)
	90,104	88,160	83,503	60,546	37,383

	As at December 31,				
(in thousands Euro)	**2025**	2024	2023	2022	2021
Current assets	**941,880**	912,322	930,247	818,663	505,199
Non-current assets	**777,959**	749,122	672,002	588,893	540,877
Total assets	**1,719,839**	1,661,444	1,602,248	1,407,556	1,046,076
Current liabilities	**708,210**	701,713	(720,037)	(583,408)	(473,440)
Non-current liabilities	**72,701**	61,495	(42,532)	(45,757)	(74,570)
Total liabilities	**780,911**	763,208	(762,569)	(629,165)	(548,010)
Non-controlling interests	**(348)**	1,081	(840)	(384)	212
Equity attributable to Shareholders of the Company	**938,928**	897,155	838,840	778,007	498,278

KEY FINANCIAL RATIOS

	As at/year ended December 31,				
	2025	2024	2023	2022	2021
Profitability Ratios					
Return on equity	**9.8%**	10.2%	10.3%	9.5%	7.8%
Return on total assets	**5.3%**	5.4%	5.5%	4.9%	3.7%
Liquidity Ratios					
Current ratio	**1.3**	1.3	1.3	1.3	1.1
Quick ratio	**0.7**	0.7	0.8	1.1	0.8
Capital Adequacy Ratio					
Gearing ratio	**5.7%**	3.7%	4.0%	5.1%	17.8%

On behalf of the Board, I would like to present to the Shareholders the annual results and consolidated financial statements of the Group for the Reporting Period.

1 Review of Operating Conditions

In 2025, within a selective market environment, the Group's disciplined strategic approach and industrial focus supported a solid operating performance, further reinforcing its international positioning as a global leader in the luxury yacht arena. The Group remains focused on pursuing growth and profitability expansion, supported by ongoing investment in innovation and attention to quality and long-term value creation.

On the business growth, we recorded a sound increase in the net revenue of new yachts during the Reporting Period of €58.4 million, representing an approximately 5.0% increase as compared to the corresponding period in 2024.

As far as the Group's profitability is concerned, its adjusted EBITDA amounted to €202.8 million, representing an increase of approximately 6.7% from the year ended December 31, 2024 (€190.0 million). The increase was also significant in terms of percentages, with an adjusted EBITDA/net revenue of new yachts margin reaching 16.5% or 30 basis points higher than that of 2024. Finally, the Group's profit for the year increased by approximately 2.2% from €88.2 million for the year ended December 31, 2024 to €90.1 million for the Reporting Period.

In 2026, we expect a sustainable growth, which is backed by an order backlog of approximately €1.7 billion as at December 31, 2025, which represents an approximate increase of 3.1% as compared to that as at December 31, 2024.

1.1 Yacht Manufacturing Business

The Group upheld an innovation-driven approach to maintain its market-leading position in its core business, placing great emphasis on research and development. Leveraging the substantial investments in research and development, the Group has been continuously renewing and broadening its product portfolio with technological and design innovation, allowing it to stay abreast of the rapidly evolving preferences and expectations of its clientele.

The launch of new models for composite and made-to-measure yachts, together with a growing interest in super yachts, allowed the Group to attract new customers while also continuing to nurture the interest of the Group's loyal clients.

- The Group's net revenue from sales of composite yachts decreased by 11.4% from €548.1 million for the year ended December 31, 2024 to €485.8 million for the Reporting Period. The Group's order intake for composite yachts was €458.4 million for the Reporting Period, a solid performance with more than 50% coming from models over 80ft.

- The Group's net revenue from sales of made-to-measure yachts increased by 18.4% from €417.8 million for the year ended December 31, 2024 to €494.6 million for the Reporting Period. The Group's order intake for made-to-measure yachts was €608.1 million for the Reporting Period, supporting an excellent product mix.

- The Group's net revenue from sales of super yachts increased by 28.1% from €148.6 million for the year ended December 31, 2024 to €190.3 million for the Reporting Period. The Group's order intake for super yachts was €66.1 million for the Reporting Period, equal to two branded super yachts while in 2024 the mix included two bespoke and three branded super yachts.

1.2 Other Businesses

The Group's other businesses provide synergies with our yacht manufacturing business with a comprehensive portfolio, including: (i) yacht brokerage, chartering and management services; (ii) after-sales and refitting services; (iii) brand extension activities (including exclusive lounges all-over-the-world); (iv) manufacturing and installation of wooden furnishings and kinetics for nautical interiors; (v) manufacturing and sale of coastal patrol vessel by the FSD; and (vi) manufacturing and sale of Wally sailing yachts. With such businesses, we are able to cover all customer' needs throughout the whole yachting "customer journey", from the purchase of luxury yachts to a complete offer of ancillary services to enhance customer satisfaction and loyalty, while providing us with real-time information about market trends and customer preferences.

For the Reporting Period, the Group's net revenue from other businesses segment reached approximately €61.0 million, representing a year-on-year increase of approximately 3.7%.

1.3 ESG Commitment of the Group

By leveraging considerable investments in research and development, the Group has continuously upgraded and expanded its product portfolio with environmentally friendly, technological, and design innovations since 2014 to keep pace with the rapidly evolving expectations of its customers.

Thanks to its innovative drive, the Group was the very first to introduce a pioneering hybrid propulsion solution to the market in 2008, and it continues to innovate in this field. In 2021, the Group launched a collaboration with Rolls-Royce Power Systems to jointly develop hybrid solutions to be installed on future yachts and in 2022, the Group extended the agreement until the end of 2027, which guarantees the supply chain's efficiency, with clear benefits for its customers. The Group also entered the E-luxury segment with the first Riva full-electric powerboat, named El-Iseo, available for sale in January 2024. Furthermore, the Group is committed to expanding its other "green" product offering across all key brands, launching and marketing more eco-friendly solutions and increasing its presence in the sailing yacht market through Wally.

In addition, with a view to reducing the environmental impact of its products, the Group is constantly seeking innovative solutions, which involve the use of eco-friendly and lighter materials.

Moreover, the Group's ESG commitment is not limited to its outstanding product offering, but also targets its shipyards. All shipyards are adjusted to the ISO 14001:2015 (Ravenna will obtain in 2026) environmental certification and increasingly proficient solar panels to reduce both energy consumption and emissions.

The Group firmly believes in the importance of ESG moving forward and aims to become an ESG leader in the global yacht market. As a remark, the Group has been the first in the yacht industry to publish a sustainability report in 2019 and establish the ESG Committee in 2021, which is responsible for helping the Board to devise ESG policies and strategies and reviewing and assessing its sustainability performance.

2 Outlook and Prospects

Once again, the global luxury yacht industry has proven to be resilient in the face of geopolitical uncertainty, underscoring its stability and strength. In this context, the Group has continued to deliver outstanding performance, consistently gaining market share and reinforcing its strategic position not only in high-value segments but also in new emerging and high-growth segments. To continue building on advantage of the expected growth trends of the global luxury yacht industry, enhancing its value proposition and strengthening its overall resilience, the Group's future plans are based on the following strategic pillars:

- The Group will enhance and expand its product offering and product mix ahead of evolving market trends and customer expectations, with the aim to consolidate its market leadership position in both the composite yachts and made-to-measure yachts segments, focusing on the segments with the highest growth potential and profitability.

- The Group will continue to invest in innovation, technologies and products with the aim of providing a more environmentally responsible yachting experience, thanks to the skillful use of more sustainable materials and processes aimed at reducing the environmental impact of products.

- The Group will expand its made-to-measure offering to larger alloy yachts, developing new alloy-hulled super yacht models under the iconic Riva, Pershing and Custom Line brands.

- The Group will also broaden both its yacht brokerage, chartering and management services and its after-sales and refitting services, expanding its brand extension and licensing activities.

- Finally, the Group will keep investing in the internalization of high value-added activities to support its future growth and product portfolio expansion.

3 Appreciation

Last but not least, I would like to express my sincere appreciation to all of our proven and new Shareholders, our potential investors and our customers for their care and support, as well as to all of our staff for their hard work and dedication!

Mr. Hao Qinggui
Chairman and non-executive Director
Hong Kong, March 31, 2026

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group is an established leader in the global luxury yacht industry with a portfolio of iconic brands of long heritage and outstanding high-end manufacturing capabilities. As one of the oldest Italian luxury yacht producers, it has been playing an important role in steering the development of the global luxury yacht industry by acquiring and integrating other leading yacht brands and production facilities since the establishment of the business in 1968. Its seven brands — Riva, Wally, Ferretti Yachts, Pershing, Itama, CRN and Custom Line — are globally recognized as symbols of luxury, exclusivity, Italian design, quality, craftsmanship, innovation and performance. The Group designs, produces and sells luxury composite yachts, made-to-measure yachts and super yachts from 8 to 95 meters, offering the full spectrum of functionalities and an increasing range of ancillary services, catering to the personalized tastes and requirements of its clientele. With its market leadership, rich history and iconic brand portfolio, the Group is positioned as the trend-setter of the global luxury yachting industry and the ambassador of Italian nautical excellence to the world.

For the Reporting Period, the Group achieved an order intake of €1,136.6 million, substantially in line with 2024, which was €1,139.3 million. The Group recorded net revenue of €1,280.6 million, representing an increase of about 3.2% from €1,240.3 million for the year ended December 31, 2024 and net revenue new yachts equal to €1,231.7 million, with an increase of 5.0% when compared to 2024, outperforming the reference market. The Group's adjusted EBITDA in 2025 was €202.8 million, with an increase of about 6.7% from 2024, which was €190.0 million. Adjusted EBITDA margin was equal to 16.5%, up 30 basis points when compared to 16.2% in 2024.

The profit for the year was €90.1 million, marking a growth of approximately 2.2% compared to €88.2 million in 2024. The net financial position as of December 31, 2025 was €111.0 million of net cash.

The Group upheld an innovation-driven approach to maintain its market-leading position in its core business, placing great emphasis on research and development. Leveraging the substantial investments in research and development, the Group has been continuously renewing and broadening its product portfolio with technological and design innovation, allowing it to stay abreast of the rapidly evolving preferences and expectations of its clientele.

The launch of new models for composite and made-to-measure yachts, together with a growing interest in super yachts, allowed the Group to attract new customers while also continuing to nurture the interest of the Group's loyal clients.

The Group's other businesses provide synergy with its yacht manufacturing business with a comprehensive portfolio, including: (i) yacht brokerage, chartering and management services; (ii) after-sales and refitting services; (iii) brand extension activities (including exclusive lounges all-over-the-world); (iv) manufacturing and installation of wooden furnishings and kinetics for nautical interiors; (v) manufacturing and sale of coastal patrol vessel by the FSD; and (vi) manufacturing and sale of Wally sailing yachts. With such businesses, the Group is able to cover all customers' needs throughout the whole yachting "customer journey", from the purchase of luxury yachts to a complete offer of ancillary services to enhance customer satisfaction and loyalty, while providing it with real-time information about market trends and customer preferences.

SIGNIFICANT EVENTS THAT OCCURRED IN 2025

In October 2025, the Group attended the Fort Lauderdale boat show that opens the American nautical season.

In September 2025, the Group participated in the major Mediterranean Boat shows starting with the Ferretti Group Private Preview in Monaco, moving to Cannes and Genova boat shows, and ending with the Monaco Super Yachts Boat show.

In July 2025, the Group increased its ownership to 100% of Sea Lion's share capital, thereby fully consolidating its presence in the company that owns the "Wally" brand.

On June 27, 2025, Ferretti Group and Flexjet, a global leader in private aviation, unveiled "Riva Volare", an exclusive interior design project for Flexjet aircraft cabins, inspired by the style of Riva motorboats.

On June 18, 2025, Ferretti distributed a dividend of €0.10 per each of the 338,482,654 ordinary Shares issued and outstanding as of the ex-dividend date, set for June 16, 2025. The total maximum amount of dividends distributed amounts to €33,848,265.40.

On May 13, 2025, the Shareholder's meeting of Ferretti S.p.A approved:

- the audited consolidated financial statements and the audited separate financial statements as of December 31, 2024;
- the "Report on the Remuneration Policy and on Compensation Paid";
- the integration of the Board of Directors through the appointment, pursuant to article 2386 of the Civil Code, of Mr. Tan Ning and Mr. Hao Qinggui as directors;
- the distribution of an ordinary dividend of €0.10 per Share.

In April and May 2025, the Group participated in the international boat shows in Singapore and Venice.

In January, February and March 2025, the Group participated in the major international boat shows in Düsseldorf, Miami, Dubai and Palm Beach.

FINANCIAL REVIEW

Order intake

In 2025, order intake amounted to €1,136.6 million, almost in line (-0.2%) with 2024, which was €1,139.3 million, despite the gap in super yacht order collection between 2025 and 2024 (ca.€66.1 million in 2025 vs. €294.9 million in 2024).

Order intake by segment

The following table shows the breakdown of the order intake by segment[1]:

(in millions Euro, except for percentages)	**Order intake by segment**				
	2025	**%**	2024	%	**Change[2]**
Composite yachts (<30m)	**458.4**	**40.3%**	425.9	37.4%	**7.6%**
Made-to-measure yachts (30m–43m)	**608.1**	**53.5%**	414.6	36.4%	**46.7%**
Super yachts (>43m alloy)	**66.1**	**5.8%**	294.9	25.9%	**-77.6%**
Other businesses[3]	**4.1**	**0.4%**	4.0	0.3%	**2.5%**
Total	**1,136.6**	**100.0%**	1,139.3	100.0%	**-0.2%**

The **composite yachts** segment totaled €458.4 million in 2025, accounting for about 40.3% of total order intake (from €425.9 million, accounting for about 37.4% of total order intake in 2024). Composite yachts showed a solid performance (+7.6% year-on-year and +30.4% 4th quarter 2025 vs 4th quarter 2024), with more than 50% coming from models over 80ft.

The **made-to-measure yachts** segment totaled €608.1 million in 2025, accounting for about 53.5% of total order intake (from €414.6 million, accounting for about 36.4% of total order intake in 2024). The predominance of this segment over the total order collection supported an excellent product mix in 2025 (+46.7% year-on-year and +97.9% 4th quarter 2025 vs 4th quarter 2024).

The **super yachts** segment totaled €66.1 million in 2025, accounting for about 5.8% of total order intake (from €294.9 million, accounting for about 25.9% of total order intake in 2024). In 2025, orders in this segment were equal to two branded super yachts while in 2024, the mix included two bespoke and three branded super yachts.

The **other businesses** totaled €4.1 million in 2025, accounting for about 0.4% of total order intake (from €4.0 million, accounting for about 0.3% of total order intake in 2024).

1 The Ferretti Yacht 940 model that was originally under the composite yachts segment had been reclassified under the made-to-measure yachts segment in the Reporting Period and in 2024

2 The percentage figures are subject to rounding adjustments and may not be an arithmetic aggregation of the figures preceding them

3 Including Wally sail

Order intake by geographical area

The following table shows the breakdown of order intake by geographical area[4]:

(in millions Euro, except for percentages)	**Order intake by geographical area**				
	2025	**%**	2024	%	**Change[5]**
Europe	**576.0**	**50.7%**	559.0	49.1%	**3.0%**
MEA	**265.6**	**23.4%**	339.5	29.8%	**-21.8%**
APAC	**23.9**	**2.1%**	18.6	1.6%	**28.5%**
AMAS	**271.1**	**23.9%**	222.2	19.5%	**22.0%**
Total	**1,136.6**	**100.0%**	1,139.3	100.0%	**-0.2%**

Europe totaled €576.0 million, accounting for about 50.7% of total order intake in 2025 (from €559.0 million, accounting for about 49.1% of total order intake in 2024). The sound performance in Europe was driven by growing demand from made-to-measure yachts.

MEA totaled €265.6 million, accounting for about 23.4% of total order intake in 2025 (from €339.5 million, accounting for about 29.8% of total order intake in 2024). This region delivered strong results in the made-to-measure and composite segments, while the overall year-on-year comparison suffered from last year's order intake that included three super yachts.

APAC totaled €23.9 million, accounting for about 2.1% of total order intake in 2025 (from €18.6 million, accounting for about 1.6% of total order intake in 2024).

AMAS totaled €271.1 million, accounting for about 23.9% of total order intake in 2025 (from €222.2 million, accounting for about 19.5% of total order intake in 2024). The region delivered double-digit growth (+22.0% year-on-year and +209.4% 4th quarter 2025 vs 4th quarter 2024), with the start of the American nautical season supporting demand in the composite yachts and with a continued improving performance in the made-to-measure segment.

Order backlog

As of December 31, 2025, the order backlog amounted to €1,715.7 million, an increase of approximately 14.5% compared to September 30, 2025 and approximately 3.1% compared to December 31, 2024 (€1,663.9 million).

4 The geographical breakdown in the Reporting Period refers to breakdown by the dealer's area of exclusivity or by the customer's nationality

5 The percentage figures are subject to rounding adjustments and may not be an arithmetic aggregation of the figures preceding them

Order backlog by segment

The following table shows the breakdown of the order backlog by production type[6]:

(in millions Euro, except for percentages)	Order backlog by segment 2025	%	2024	%	Change[7]
Composite yachts (<30m)	**275.3**	**16.0%**	365.8	22.0%	**-24.7%**
Made-to-measure yachts (30m–43m)	**732.7**	**42.7%**	554.3	33.3%	**32.2%**
Super yachts (>43m alloy)	**702.1**	**40.9%**	704.1	42.3%	**-0.3%**
Other businesses[8]	**5.6**	**0.3%**	39.7	2.4%	**-85.9%**
Total	**1,715.7**	**100.0%**	1,663.9	100.0%	**3.1%**

Composite yachts reached €275.3 million as of December 31, 2025, equal to approximately 16.0% of the total backlog (compared to €365.8 million, equal to approximately 22.0% of the total backlog as of December 31, 2024).

Made-to-measure yachts reached €732.7 million as of December 31, 2025, equal to approximately 42.7% of the total backlog (from €554.3 million, equal to approximately 33.3% of the total backlog as of December 31, 2024).

Super yachts reached €702.1 million as of December 31, 2025, equal to approximately 40.9% of the total backlog (from €704.1 million, equal to approximately 42.3% of the total backlog as of December 31, 2024).

Other businesses reached €5.6 million as of December 31, 2025, equal to approximately 0.3% of the total backlog (from €39.7 million, equal to approximately 2.4% of the total backlog as of December 31, 2024).

Net Backlog

The net backlog represents the total backlog orders in portfolio which has not been delivered net of revenue already booked, stood at €828.6 million as of December 31, 2025, up 4.3% compared to September 30, 2025 (€794.7 million), supported by a good product mix with an increasing presence on larger yachts (above 80ft), and down 7.9% when compared to December 31, 2024 (€900.0 million).

In 2025, the Group collected ca. €1,136.6 million of orders corresponding to 214 units, while deliveries reached 225 units. This trend confirms the shift toward larger size models (above 80ft).

6 The Ferretti Yacht 940 model that was originally classified under the composite yachts segment had been reclassified under the made-to-measure yachts segment in the Reporting Period and 2024

7 The percentage figures are subject to rounding adjustments and may not be an arithmetic aggregation of the figures preceding them

8 Including Wally sail

OUTLOOK AND PROSPECTS

Top-tier luxury clients continue to exhibit spending behaviours that defy market trends, contrasting with the aspirational luxury segment. The global yachting industry remains resilient amid geopolitical and macroeconomic uncertainty, highlighting its stability and strength. In this context, the Group has continued to deliver outstanding performance, consistently gaining market share and reinforcing its strategic position not only in high-value segments but also in new emerging and high-growth segments. To continue building on the expected growth trends of the global luxury yacht industry, enhancing its value proposition and strengthening its overall resilience, the Group's future plans are based on the following strategic pillars:

- The Group will enhance and expand its product offering and product mix ahead of evolving market trends and customer expectations, with the aim to consolidate its market leadership position in both composite and made-to-measure segments, focusing on the segments with the highest growth potential and profitability;

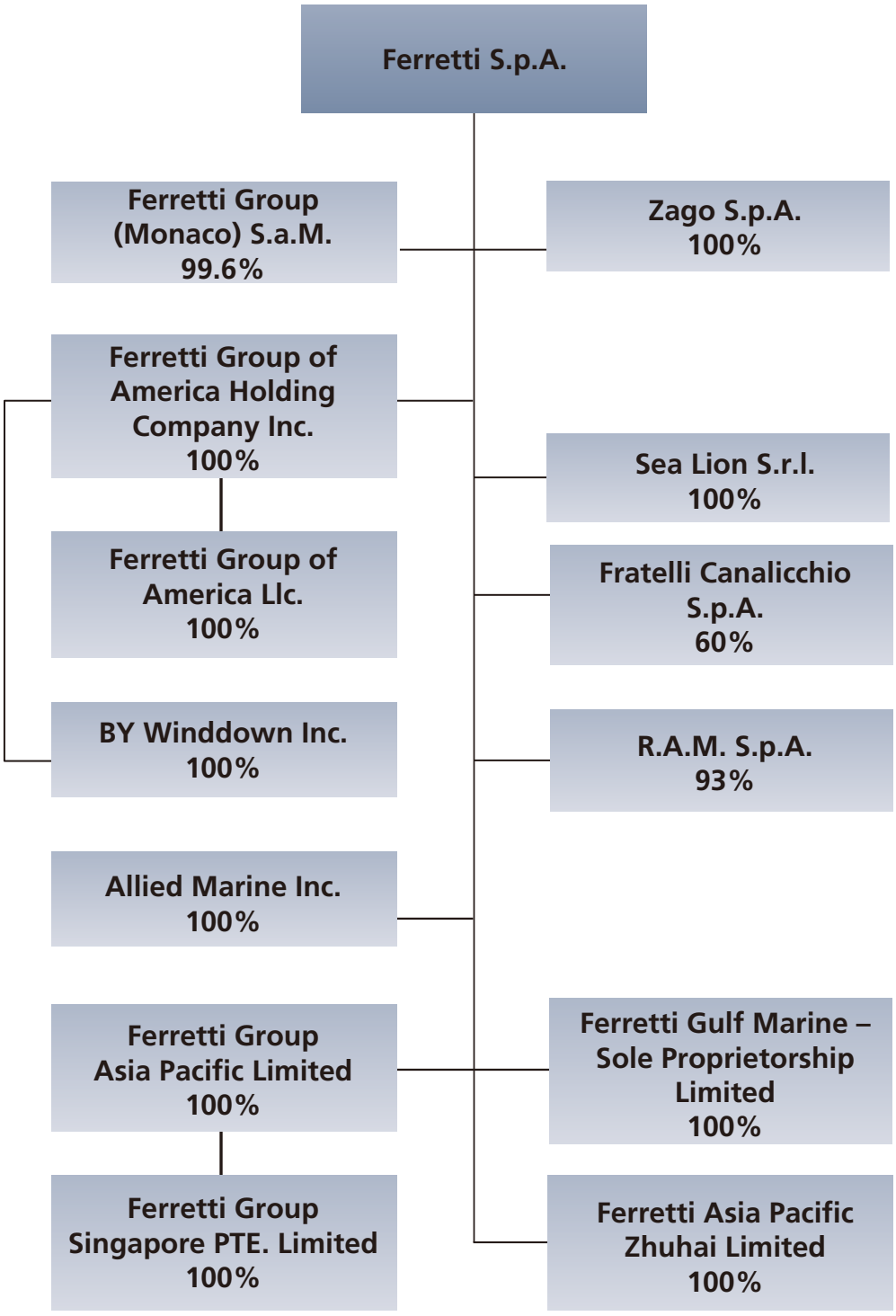
- The Group will continue to invest in innovation, technologies and products with the aim of providing a more environmentally responsible yachting experience, thanks to the skillful use of more sustainable materials and processes aimed at reducing the environmental impact of the products;

- The Group will expand its made-to-measure offering into larger alloy yachts, developing new alloy-hulled super yacht models under its iconic Riva, Pershing and Custom Line brands;

- The Group will also broaden both its yacht brokerage, chartering and management services and its after-sales and refitting services, expanding its brand extension and licensing activities;

- Finally, the Group will keep investing in the internalization of high value-added activities to support its future growth and product portfolio expansion.

GROUP CHART AS AT DECEMBER 31, 2025



FINANCIAL REVIEW

Results of Operations

The table below sets forth selected consolidated income statements items for the years indicated:

(in thousands Euro)	**Year ended December 31, 2025**	2024
Revenue	**1,346,590**	1,301,623
Commissions and other costs related to revenue	**(66,034)**	(61,276)
NET REVENUE	**1,280,556**	1,240,346
Change in inventories of work-in-progress, semi-finished and finished goods	**17,422**	108,286
Cost capitalized	**42,974**	34,604
Other income	**27,910**	30,923
Raw materials and consumables used	**(582,055)**	(639,492)
Contractors costs	**(263,799)**	(254,153)
Costs for trade shows, events and advertising	**(22,219)**	(24,856)
Other service costs	**(121,457)**	(119,415)
Rentals and leases	**(12,973)**	(12,269)
Personnel costs	**(145,310)**	(144,944)
Other operating expenses	**(9,091)**	(12,763)
Provisions and impairment	**(10,419)**	(16,377)
Depreciation and amortization	**(71,762)**	(66,451)
Financial income	**1,678**	6,013
Financial expenses	**(3,423)**	(3,321)
Foreign exchange gain/(losses)	**700**	244
PROFIT BEFORE TAX	**128,733**	126,377
Income tax	**(38,630)**	(38,217)
PROFIT FOR THE YEAR	**90,104**	88,160
Attributable to:		
Shareholders of the Company	**90,007**	87,918
Non-controlling interests	**96**	242

Net Revenue

The Group's net revenue increased by approximately 3.2% from approximately €1,240.3 million for the year ended December 31, 2024 to approximately €1,280.6 million for the Reporting Period.

The increase in the Group's net revenue was due to (i) a decrease of €62.3 million in sales of composite yachts; (ii) an increase of €76.8 million in sales of made-to-measure yachts; (iii) an increase of €41.7 million generated in sales of super yachts; (iv) an increase of €2.2 million in revenue from other businesses; and (v) a decrease of €18.2 million in revenue from pre-owned boats. The Group delivered 225 new vessels during the Reporting Period, compared to 224 new vessels for the year ended December 31, 2024.

Net Revenue of New Yachts

The Group's overall net revenue of new yachts increased by approximately 5.0% from approximately €1,173.3 million in 2024 to approximately €1,231.7 million in 2025. A sound result, underpinned by a solid order backlog, was mainly driven by made-to-measure and super yachts.

The following table shows the breakdown of net revenue of new yachts sales by production type:

(in millions Euro, except for percentages)	**Net revenue of new yachts sales by production type**				
	2025	**%**	2024	%	**Change[9]**
Composite yachts (<30m)	**485.8**	**39.4%**	548.1	46.7%	**-11.4%**
Made-to-measure yachts (30m–43m)	**494.6**	**40.2%**	417.8	35.6%	**18.4%**
Super yachts (>43m alloy)	**190.3**	**15.5%**	148.6	12.7%	**28.1%**
Other businesses[10]	**61.0**	**5.0%**	58.8	5.0%	**3.7%**
Total	**1,231.7**	**100.0%**	1,173.3	100.0%	**5.0%**

(i) Sales of Composite Yachts

The Group's net revenue from sales of composite yachts reached €485.8 million, representing a year-on-year decrease of 11.4% and approximately 39.4% of the Group's total net revenue of new yachts for the Reporting Period. The Group's order intake for composite yachts was €458.4 million for the Reporting Period. The positive performance was driven by more than 50% of orders coming from models over 80ft.

9 The percentage figures are subject to rounding adjustments and may not be an arithmetic aggregation of the figures preceding them

10 Including ancillary activities, such as FSD and Wally sailboats

(ii) Sales of Made-to-Measure Yachts

The Group's net revenue from sales of made-to-measure yachts reached €494.6 million, equal to approximately 40.2% of total net revenue of new yachts, in 2025 (from €417.8 million, equal to approximately 35.6% of total net revenue of new yachts, in 2024). The Group's order intake for made-to-measure yachts was €608.1 million for the Reporting Period. The predominance of this segment over the total order collection supported an excellent product mix in 2025.

(iii) Sales of Super Yachts

The Group's net revenue from sales of super yachts increased by 28.1% from €148.6 million for the year ended December 31, 2024 to €190.3 million for the Reporting Period, representing approximately 15.5% of the Group's net revenue of new yachts, continuing its double-digit growth. In 2025, orders in this segment were equal to two branded super yachts while in 2024, the mix included two bespoke and three branded super yachts.

(iv) Other Businesses

The Group's net revenue from other businesses segment increased by approximately 3.7% from approximately €58.8 million for the year ended December 31, 2024 to approximately €61.0 million for the Reporting Period, representing approximately 5.0% of the Group's net revenue of new yachts.

The table below provides a breakdown by geographical regions[11] of the Group's net revenue for the years indicated:

Net revenue by geographical region

(In million Euro, except for percentages)	**2025**	**%**	2024	%	**Change[12] 2025 vs. 2024**
Europe	**540.5**	**43.9%**	593.5	50.6%	-8.9%
MEA	**372.3**	**30.2%**	269.3	23.0%	38.2%
APAC	**20.6**	**1.7%**	39.6	3.4%	-47.8%
AMAS	**298.3**	**24.2%**	271.0	23.0%	10.1%
Total net revenue of new yachts	**1,231.7**	**100.0%**	1,173.3	100.0%	5.0%
Pre-owned	**48.8**		67.0		-27.1%
Total net revenue	**1,280.6**		1,240.3		3.2%

[11] The geographical breakdown in the Reporting Period refers to breakdown by the dealer's area of exclusivity or by the customer's nationality

[12] Sums might not add up to total due to rounding

The Europe region reached €540.5 million, accounting for about 43.9% of 2025 total net revenue new yachts (from €593.5 million, accounting for about 50.6% of 2024 total net revenue new yachts).

The MEA region reached €372.3 million, accounting for about 30.2% of total 2025 net revenue new yachts (from €269.3 million, accounting for about 23.0% of total 2024 net revenue new yachts).

The APAC region reached €20.6 million, accounting for about 1.7% of total 2025 net revenue new yachts (from €39.6 million, accounting for about 3.4% of total 2024 net revenue new yachts).

The AMAS region reached €298.3 million, accounting for about 24.2% of total 2025 net revenue new yachts (from €270.9 million, accounting for about 23.0% of total 2024 net revenue new yachts).

Change in Inventories of Work-in-process, Semi-finished and Finished Goods

The Group's change in inventories of work-in-process, semi-finished and finished goods decreased by €90.9 million, or 77.7%, from €108.3 million for the year ended December 31, 2024 to €17.4 million for the Reporting Period, mainly due to the normalization of stock levels following the production peaks of prior years.

Cost Capitalized

The Group's cost capitalized increased by €8.4 million, or 24.2%, from €34.6 million for the year ended December 31, 2024 to €43.0 million for the Reporting Period, reflecting a different mix between internal and external capital expenditure of development and industrialization activities.

Other Income

The Group's other income decreased by €3.0 million, or 9.7%, from €30.9 million for the year ended December 31, 2024 to €27.9 million for the Reporting Period, mainly due to lower gains on sales of assets compared to the prior year.

Raw Materials and Consumables Used

The Group's raw materials and consumables used decreased by €61.1 million, or 9.5%, from €639.5 million for the year ended December 31, 2024 to €582.1 million for the Reporting Period, mainly due to a different mix of production and improved procurement efficiencies.

Contractors Costs

The Group's contractors costs increased by €9.6 million, or 3.8%, from €254.2 million for the year ended December 31, 2024 to €263.8 million for the Reporting Period, primarily driven by the intensification of production activities.

Costs for Trade Shows, Events and Advertising

The Group's costs for trade shows, events and advertising decreased by €2.6 million, or 10.6%, from €24.9 million for the year ended December 31, 2024 to €22.2 million for the Reporting Period, reflecting a focus on core marketing initiatives with improved efficiency.

Other Service Costs

The Group's other service costs increased by €2.0 million, or 1.7%, from €119.4 million for the year ended December 31, 2024 to €121.5 million for the Reporting Period, remaining substantially stable year-on-year.

Rentals and Leases

The Group's rentals and leases increased by €0.7 million, or 5.7%, from €12.3 million for the year ended December 31, 2024 to €13.0 million for the Reporting Period, primarily due to higher short-term lease expenses associated with production capacity expansion.

Personnel Costs

The Group's personnel costs increased slightly by €0.4 million, or 0.3%, from €144.9 million for the year ended December 31, 2024 to €145.3 million for the Reporting Period, reflecting substantially stable headcount (over 2 thousand employee).

Other Operating Expenses

The Group's other operating expenses decreased by €3.7 million, or 28.8%, from €12.8 million for the year ended December 31, 2024 to €9.1 million for the Reporting Period, mainly due to the absence of certain settlement costs recorded in the previous year.

Provisions and Impairment

The Group's provisions and impairment decreased by €6.0 million, or 36.4%, from €16.4 million for the year ended December 31, 2024 to €10.4 million for the Reporting Period, reflecting the normalization of risks associated to the activity.

Depreciation and Amortization

The Group's depreciation and amortization increased by €5.3 million, or 8.0%, from €66.5 million for the year ended December 31, 2024 to €71.8 million for the Reporting Period, driven by recent investments in production facilities and product development.

Financial Income and Financial Expenses

Financial income decreased by €4.3 million, or 72.1%, from €6.0 million for the year ended December 31, 2024 to €1.7 million for the Reporting Period, due to lower average cash deposits.

Financial expenses increased slightly by €0.1 million, or 3.1%, from €3.3 million to €3.4 million.

Foreign Exchange (Gains)/Losses

The Group recorded foreign exchange gains of €0.7 million for the Reporting Period, compared to gains of €0.2 million in 2024, reflecting more favorable exchange rate movements.

Income Tax Expenses

The Group recorded income tax expenses of €38.6 million for the Reporting Period, compared to €38.2 million for the year ended December 31, 2024, broadly in line with the higher taxable income and a stable effective tax rate.

Profit for the Year

As a result of the foregoing, the Group's net profit was equal to €90.1 million in 2025, up approximately 2.2% from around €88.2 million in 2024.

Certain Balance Sheet Items

Net Current Assets

The table below sets forth the Group's current assets, current liabilities and net current assets as of the dates indicated:

(in thousands Euro)	**As of December 31, 2025**	2024
Current assets		
Cash and cash equivalents	**159,920**	155,744
Trade and other receivables	**68,145**	74,574
Contract assets	**227,024**	196,719
Inventories	**442,405**	443,594
Advances on inventories	**38,761**	38,160
Other current assets	**3,945**	603
Income tax recoverable	**1,680**	2,929
	941,880	912,322
Current liabilities		
Minority Shareholders' loan	**20**	500
Bank and other borrowings	**34,254**	10,534
Provisions	**57,405**	59,187
Trade and other payables	**478,892**	477,751
Contract liabilities	**128,415**	151,809
Income tax payable	**9,225**	1,932
	708,210	701,713
Net current assets	**233,670**	210,609

The Group had net current assets of €233.7 million as of December 31, 2025, consisting of current assets of €941.9 million and current liabilities of €708.2 million, representing an increase of €23.1 million compared to €210.6 million as of December 31, 2024.

The variance is primarily attributable to:

i) An increase in contract assets of €30.3 million, consistent with the growth of the Group's production activities and higher volumes under execution.

ii) A decrease in contract liabilities of €23.4 million, attributable to a different mix of orders in production. These positive effects were partially offset by:

iii) A net increase of cash and cash equivalents, other current assets and bank and other borrowings of €16.2 million, reflecting the investment cycle and working capital absorption.

iv) A decrease in trade and other receivables of €6.4 million, mainly due to reduced VAT receivable.

v) An increase in Income tax payable of €7.3 million.

All borrowings are denominated in Euro.

Inventories/Advances on Inventories

The Group's inventories and advances on inventories remained broadly stable, decreasing by €1.2 million, or 0.3%, from €443.6 million as of December 31, 2024 to €442.4 million as of December 31, 2025.

This trend reflects the normalization of stock levels after the strong buildup recorded in the previous year, when the Group increased the availability of finished units — especially in the composite segment — to mitigate order delays in specific markets.

The inventory mix at year end 2025 is aligned with the Group's production planning and expected deliveries for early 2026, supporting faster conversion into revenues and contributing positively to net working capital in the coming months.

Trade and Other Receivables

The table below sets forth a breakdown of the Group's trade and other receivables as of the dates indicated:

(in thousands Euro)	**As of December 31, 2025**	2024
Trade receivables		
Accounts receivable from customers	**41,948**	40,162
Impairment	**(4,175)**	(3,725)
	37,772	36,437
Other receivables	**30,372**	38,137
Total	**68,145**	74,574

The Group's trade and other receivables decreased by €6.4 million, or 8.6%, from €74.6 million as of December 31, 2024 to €68.1 million as of December 31, 2025, mainly due to lower other receivables, mainly to the reduction of VAT receivables.

Contract Assets

The Group's contract assets increased by €30.3 million, or 15.4%, from €196.7 million as of December 31, 2024 to €227.0 million as of December 31, 2025, primarily due to the increase of production activities and higher volumes under execution at year-end.

Trade and Other Payables

The table below sets forth a breakdown of the Group's trade and other payables as of the dates indicated:

(in thousands Euro)	**As of December 31, 2025**	2024
Trade payables	**431,372**	427,026
Other payables	**49,606**	52,121
Total	**480,979**	479,147

The Group's trade and other payables increased slightly by €1.9 million, or 0.38%, from €479.1 million as of December 31, 2024 to €481.0 million as of December 31, 2025.

The increase is mainly attributable to ordinary fluctuations in trade payables consistent with the Group's procurement cycle in line with the growth of the Group business.

Contract Liabilities

The Group's contract liabilities decreased by €23.4 million, or 15.4%, from €151.8 million as of December 31, 2024 to €128.4 million as of December 31, 2025.

The reduction reflects the different mix of the ongoing production and the corresponding revenue recognition on contracts with customers.

Capital Expenditures

The Group's capital expenditures as of December 31, 2025 were €89.2 million, of which approximately €30.8 million of maintenance for operations and product portfolio innovation and approximately €58.4 million for business expansion.

More than half of 2025 capex was dedicated to R&D to develop new models and restyle existing ones, and partially also dedicated to complete Ravenna shipyard.

The table below sets out the Group's capital expenditures (except right-of-use assets) for the years indicated:

	Year ended December 31,	
(in thousands Euro)	**2025**	2024
Property, plant and equipment	**75,281**	132,375
Intangible assets	**13,959**	8,474
Total capital expenditures	**89,037**	140,849

Consolidated net financial position

The net financial position as of December 31, 2025 was €111.0 million of net cash, up approximately €45.8 million compared to €65.2 million of net cash as of September 30, 2025, thanks to the release of net working capital supported by the seasonal deliveries and the downpayments of the new order intake (and down €13.6 million compared to December 31, 2024 that was equal to €124.6 million).

Net working capital

The net working capital as of December 31, 2025, was positive at €161.5 million, with a decrease of €28.0 million compared to September 30, 2025, and an increase of approx. €37.0 million compared to December 31, 2024, that was equal to €124.5 million.

Non-IFRS Measures

To supplement the Group's consolidated results which are presented in accordance with IFRS, EBITDA, adjusted EBITDA and adjusted EBITDA/net revenue without pre-owned, being non-IFRS measures, were also presented. The Group is of the view that these measures facilitate comparison of operating performance from period to period by eliminating potential impacts of certain items and believes that these measures provide useful information to understand and evaluate the Group's consolidated income statements in the same manner as they help the Group's management. However, the Group's presentation of EBITDA may not be comparable to similar terms used by other companies. The use of these measures have limitations as an analytical tool, as such, it should not be considered in isolation from, or as substitute for analysis of, the Group's results of operations or financial condition as reported under IFRS.

The Company defines (i) EBITDA as profit after tax plus financial expenses (including the result of operating foreign exchange conversion but excluding exchange rate gains/(losses) related to financial transactions), depreciation and amortization, and income tax expense, and less financial income and income tax benefit; (ii) adjusted EBITDA as EBITDA adjusted by adding back certain special items (including non-recurring costs for litigation and other minor non-recurring events); and (iii) net revenue without pre-owned as net revenue excluding revenue generated from the trading of pre-owned yachts.

The table below sets forth the reconciliations of the Group's non-IFRS measures to the nearest measures prepared in accordance with IFRS for the years indicated:

(in thousands Euro)	**For the year ended December 31, 2025**	December 31, 2024
Net revenue	**1,280,556**	1,240,346
Revenue pre-owned	**(48,842)**	(66,997)
Net revenue of new yachts	**1,231,714**	1,173,349
Operating costs	**(1,028,958)**	(983,341)
Adjusted EBITDA	**202,756**	190,009
Special items	**(1,217)**	(118)
Operating exchange gains/(losses) and Share of loss of a joint venture	**1,057**	(38)
EBITDA	**202,597**	189,853
Depreciations and amortisation	**(71,762)**	(66,451)
Financial income, financial expenses, financial exchange gains	**(2,101)**	2,975
Profit before tax (PBT)	**128,733**	126,377
Income tax	**(38,630)**	(38,217)
Profit after tax (PAT)	**90,104**	88,160
Adjusted EBITDA/Net revenue of new yachts	**16.5%**	16.2%

The Group's adjusted EBITDA for the year ended December 31, 2025 was €202.8 million, with an increase of approximately 6.7% from the year ended December 31, 2024, which was €190.0 million. The adjusted EBITDA/net revenue of new yachts margin was equal to 16.5%, up 30 basis points when compared to 16.2% for the year ended December 31, 2024.

The table below sets forth the details of the special items which were deducted from the EBITDA:

(in thousands Euro)	Year ended December 31, **2025**	2024
Litigations	**1,000**	—
Other (income)/expenses	**217**	118
Total	**1,217**	118

FINANCIAL RATIOS

The table below sets forth selected financial ratios of the Group:

Profitability Ratios	Year ended December 31, **2025**	2024
Return on equity[1]	**9.8%**	10.2%
Return on total assets[2]	**5.3%**	5.4%

Liquidity Ratios/Capital adequacy Ratio	As of December 31, **2025**	2024
Current ratio[3]	**1.3**	1.3
Quick ratio[4]	**0.7**	0.7
Gearing Ratio[5]	**5.7%**	3.7%

Notes:

(1) Return on equity is calculated based on profit attributable to Shareholders for the period divided by the arithmetic mean of the opening and closing balances of equity attributable to Shareholders and multiplied by 100%.

(2) Return on total assets is calculated based on profit for the period divided by the arithmetic mean of the opening and closing balances of total assets and multiplied by 100%.

(3) Current ratio is calculated based on total current assets divided by total current liabilities.

(4) Quick ratio is calculated based on total current assets less inventories divided by total current liabilities.

(5) Gearing ratio is calculated based on total indebtedness divided by total equity and multiplied by 100%.

Return on Equity

The Company's return on equity decreased from 10.2% for the year ended December 31, 2024 to 9.8% for the Reporting Period, primarily due to the increase in the average net equity.

Return on Total Assets

The Company's return on total assets decreased from 5.4% for the year ended December 31, 2024 to 5.3% for the Reporting Period, primarily due to the increase of the average of total assets.

Current ratio

The Company's current ratio remained stable at 1.3 as of December 31, 2025 and 2024.

Quick ratio

The Company's quick ratio remained stable at 0.7 as of December 31, 2025 and 2024.

Gearing ratio

As at December 31, 2025, the Group's gearing ratio was approximately 5.7% (as at December 31, 2024: 3.7%), calculated as the total indebtedness divided by total equity as at the end of the Reporting Period and multiplied by 100%. The increase was mainly due to the increase in total indebtedness due for maturity factor smoothed by the increase of the share capital related to net profit for the year, net of the dividend paid. The Group's gearing ratio continues to demonstrate that the financial position of the Group was healthy as the debt level of the Group was very low as at the end of the Reporting Period.

TREASURY POLICIES

The Group continues to adopt a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Reporting Period. The Board closely monitors the liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

FOREIGN EXCHANGE EXPOSURE

The Group's revenue generating activities and borrowings were denominated in Euro, which is the functional and presentation currency of the Group. The Board considered that the Group was exposed to exchange rate risks in relation to the U.S. dollar. The Group could use foreign currency forward contracts to hedge its exposure to foreign currency risks in connection with forecast transactions and firm commitments. As at December 31, 2025 and 2024, there were no currency forwards in place.

PLEDGE OF ASSETS

As at December 31, 2025, the Group's bank borrowings were secured by certain of the Group's buildings, with the carrying amount of €3.1 million (2024: €2.8 million) (Note 50 to the Consolidated Financial Statements).

LEGAL AND POTENTIAL PROCEEDINGS

As at December 31, 2025, the Group did not have any on-going legal proceedings or potential proceedings threatened to be brought against the Group that would have a material impact to the operations of the Group.

CONTINGENT LIABILITIES

As at December 31, 2025 and 2024, the Group did not have any material contingent liabilities (Note 49 to the Consolidated Financial Statements).

SIGNIFICANT INVESTMENT, ACQUISITION AND DISPOSAL OF SUBSIDIARIES, FUTURE PLAN FOR SIGNIFICANT INVESTMENT OR ACQUISITION OF CAPITAL ASSETS

During the Reporting Period, the Group did not make any significant investment, material acquisition or disposal of subsidiaries, associates and joint ventures. Save for the expansion plans disclosed in the section headed "Future Plans and Use of Proceeds" in the Hong Kong Prospectus, the Company has no specific plan for significant investments or acquisitions of material capital assets.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

In January, February and March 2026, the Group participated in the major international boat shows in Düsseldorf, Miami and Palm Beach.

On January 19, 2026, Azúr a.s. ("**KKCG Maritime**") announced its intention to launch a conditional voluntary partial tender offer to acquire up to 52,132,861 Shares, representing 15.4% of Ferretti's share capital (the "**Offer**"). If the Offer is fully accepted, KKCG Maritime would hold 101,162,888 Shares, equal to 29.9% of Ferretti's share capital. On January 29, 2026, KKCG Maritime announced that it had filed the offer document with CONSOB and the Executive Director of the Corporate Finance Division of the SFC. On January 30, 2026, Ferretti's Board of Directors, in compliance with the provisions of the HK Takeovers Code, established an "Independent Board Committee" composed entirely of the Company's non-executive Directors. On February 27, 2026, KKCG Maritime announced that it obtained, on February 25, 2026, the clearance of the Offer document from CONSOB and, on February 27, 2026, confirmation from the Executive that it had no further comments on the Offer document. On March 2, 2026, KKCG Maritime made available to the public the Offer document approved by the authorities and the acceptance form for the Offer. On March 12, 2026, the Board of Directors of Ferretti approved, by majority, the issuer's statement in relation to the Offer (the "**Response Document**"), with Directors Mr. Piero Ferrari, Mr. Alberto Galassi and Mr. Stefano Domenicali abstaining. The Response Document has therefore been made available to the public on the Company's website. On March 16, 2026, the acceptance period for the Offer began. On March 26, 2026, KKCG Maritime announced an increase of the Offer's consideration from €3.50 per Share to €3.90 per Share and, on the same date, it published the relevant Offer document supplement.

In light of the current international geopolitical landscape, characterized by ongoing tensions and uncertainties (mainly the recent developments in the Middle East since February 28, 2026), it cannot be excluded that risks associated with market and exchange-rate volatility, as well as potential commercial frictions, may emerge. Such factors could, to an extent that is difficult to quantify at this stage, influence the performance of the Shares and/or the timing of issuer's order collection. The nature and scale of any potential effects will depend on the evolution of these geopolitical dynamics, including their intensity, duration and broader repercussions on global economic conditions.

EMPLOYEES AND REMUNERATION POLICY

As at December 31, 2025, the Group had 2,074 employees (as at December 31, 2024: 2,118). Apart from salary remuneration, our employees benefit from the accruals of social security contributions to the National Institute of Social Security in Italy, and to the private funds if provided by the collective bargaining agreement. In addition, the Company granted discretionary bonuses to qualified employees, based on its operating results and individual performance.

ESSENTIAL INTANGIBLE RESOURCES

Essential intangible resources, as indicated by article 15 of Legislative Decree 125/2024 (hereinafter also the "**Decree**"), which constitute a source of value creation for the Group, are those resources without physical consistency on which the business model fundamentally depends and which constitute a source of value creation. On the basis of the conceptual framework provided by the International Integrated Reporting Framework, the following types of capital can be represented:

a) intellectual capital, which includes the intangible assets corresponding to the organizational capital and the value of knowledge;

b) human capital, which concerns people's skills, abilities and experience and their motivation to innovate; and

c) social and relational capital, i.e. institutions and relationships between or within communities, stakeholder groups and other networks, as well as the ability to share information in order to increase individual and collective welfare.

1 ISSUER'S PROFILE

Ferretti is an established player in the global luxury yacht market, leading the global market for luxury yachts over 9 metres (approximately 30 feet), and among the first-ranked players within the super yacht segment.

Since March 31, 2022, Ferretti has been listed on the Hong Kong Stock Exchange, and since June 27, 2023, also on Euronext Milan, a market organised and managed by Borsa Italiana.

1.1 GOVERNANCE SYSTEM ADOPTED BY THE ISSUER

In order to ensure an effective and transparent allocation of roles and responsibilities among its corporate bodies and, in particular, proper balance between the management functions and the control functions, the Issuer has adopted a system of corporate governance that is consistent with the manner in which regulation has evolved, and best practices in Italy and internationally, drawing upon the principles and recommendations set forth in the Corporate Governance Code and the corporate governance code as set out in Appendix C1 to the Listing Rules, to which the Issuer adheres. The corporate governance system has been constructed in accordance with the laws and regulations that govern companies listed in Italy and in Hong Kong.

Ferretti had adopted a traditional system of management and control under article 2380-*bis et seq.* of the Civil Code, in which connection the Board of Directors is responsible for management of the business, and the Board of Directors is responsible for control and supervisory functions[1].

Ferretti's governance system ensures that the Issuer's management and its shareholders are continually in contact. It comprises:

(a) the **Shareholders' Meeting**, which as a body has functions that are exclusively to resolve upon matters that are, by law, circumscribed to those decisions of greatest importance to the Company's existence;

(b) the **Board of Directors**, which is the body responsible for leading and managing the Company and the Group. The Board of Directors places considerable priority upon its role in leading the Group in pursuit of sustainable growth and the consistent creation of value for the Company over the medium and long term. A Nomination Committee, a Remuneration Committee, a Sustainability Committee (also known as the Environmental, Social and Governance Committee), a Strategic Committee and a Controls, Risks and Related Parties Committee (also known as the Audit Committee) (Collectively, the "**Committees**") are each made up of members of the Board of Directors. All have functions of bringing proposals and offering advice, consistent with the recommendations set forth in the Corporate Governance Code; a Related Party Committee (a role fulfilled by the Controls, Risks and Related Parties Committee) has also been established in accordance with the applicable laws and regulations, the RPT Rules and the RPT Procedure;

(1) The matters within the purview of each of the corporate bodies, and the rules under which they operate, are governed by laws and regulations in force, the By-Laws, the Rules of the Shareholders' Meeting, the Rules of the Board of Directors and those of the individual Committees, adopted by the Board of Directors on March 20, 2023; and the Company's own internal procedures.

(c) the **Board of Statutory Auditors** oversees, *inter alia*: (i) compliance with the law and the By-Laws, and also with principles of sound administration; (ii) with respect to the matters within its purview, the adequacy of the Company's organisational structure, internal control system and accounting administrative system, and the reliability of the latter in representing the Issuer's transactions; (iii) the manner in which the corporate governance rules under the codes of conduct to which the Issuer is bound are implemented in practice; and (iv) the effectiveness of the internal audit and risk management system, the external auditing, and the independence of the external auditor; and

(d) the **External Auditor** audits the accounts. It is appointed in accordance with the terms of the deed of incorporation, by the Shareholders' Meeting at the proposal of the Board of Statutory Auditors. The External Auditor performs its duties independently and autonomously and accordingly is not a representative of either the majority or the minority shareholders. The audit firm EY S.p.A. ("**EY**") has been appointed, by resolution of the Shareholders' Meeting of May 18, 2023, to audit the accounts for each of the nine years 2023–2031. EY has also been appointed by the Shareholders' Meeting of January 21, 2025 to act as the "sustainability reporting auditor", and is thus charged with certifying the compliance of the Sustainability Report.

Ferretti has also established a Supervisory Board, responsible for overseeing the effectiveness and adequacy of the Issuer's internal controls and mechanisms, and of its organisational and operational model adopted pursuant to and for the purposes of Decree 231/2001 (the "**231 Model**"); and for reporting upon its implementation. Looking beyond the Supervisory Board, the Issuer's Internal Audit function, the Controls, Risks and Related Parties Committee, the Sustainability Committee and the Board of Statutory Auditors all have an important role in the Issuer's IARMS.

In order to comply with the recommendations set forth in the Corporate Governance Code, on May 18, 2023, the Board of Directors:

(i) pursuant to recommendation 11 under article 3 of the Corporate Governance Code, approved the Rules of the Board of Directors, and the Rules for the individual Committees. These define the rules of operation of the Board of Directors, the Controls, Risks Committee and Related Parties Committee, the Remuneration Committee, the Nomination Committee and the Sustainability Committee, including the manner in which the meetings are minuted and the procedures for handling the supply of information to Directors (for further information on the Rules of the Board of Directors, please see section 4.4, below); and

(ii) pursuant to recommendation 3 under article 1 of the Corporate Governance Code, adopted the Shareholder Engagement Policy (for further information on the terms of that policy, please see Section 12, below).

As the parent company of the Group, Ferretti directs the strategies of its business and of the Group as a whole, and directs and coordinates within the meaning of article 2497 *et seq.* of the Civil Code, in respect of the Italian subsidiaries it controls within the Group, setting forth medium- and long-term strategies in terms of (i) economic and financial results; (ii) investment and industrial objectives; and (iii) commercial and marketing policies.

The values articulated by the Code of Ethics commit all employees to ensure that the Group's activities are carried on in accordance with the law, regulations and the internal procedures adopted by the Group, within a framework of fair competition, with honesty, integrity and propriety, while respecting the legitimate interests of Shareholders, employees, customers, suppliers, and business and financial partners, as well as the communities in the countries where the Group is present.

As at the date of this Report, the Issuer does not qualify as:

(i) a "large company" under the Corporate Governance Code, in that its market capitalisation has in the past three calendar years been below the threshold for large companies thereunder (which is to say, Euro 1 billion); and

(ii) a "company with concentrated ownership" within the meaning of that phrase under the Corporate Governance Code, since, as at the date of this Report, to the best of the Company's knowledge, there are no Shareholders' agreements among its Shareholders.

1.2 QUALIFICATION AS SME

It should be noted that at the date of this Report, the Company qualifies as an SME, pursuant to Article 1, paragraph 1, letter w-*quater*.1), CLFI, and is included in the list of "SME listed share issuers", updated in January 2026, published by CONSOB on its website, at "www.consob.it/web/area-pubblica/emittenti-quotati-pmi", as the market capitalisation of Ferretti (calculated in accordance with Article 2-ter, paragraph 1, of the Issuers' Regulations), from the First Trading Day (i.e., from June 27, 2023), has not exceeded for three consecutive years the threshold set forth in Article 1, paragraph 1, letter w-quater.1), CLFI (i.e., Euro 1 billion). The following chart illustrates Ferretti's market capitalisation from the First Trading Day.

MARKET CAPITALIZATION (*)

FROM 27 JUNE 2023	2024	2025
Euro 991,371,768	Euro 982,971,020	Euro 933,559,336

(*) Pursuant to Article 2-ter, paragraph 1, of the Issuers' Regulation, it corresponds to the simple average of the daily capitalization calculated with reference to the official price, recorded during the year.

1.3 SUSTAINABILITY POLICIES

Under the Corporate Governance Code, the Board of Directors is charged with leading the Company in pursuit of sustainable success, an objective that in practice means the creation of long-term value for the benefit of Shareholders, while taking into consideration the interests of the Group's other major stakeholders.

In line with best practices and the provisions of the Corporate Governance Code, the Board of Directors manages the Company with a view to the pursuit of sustainable success in application of the guidelines of the Group's Business Plan for the period 2023–27 (the "**Business Plan**"), approved at the meeting of the Board of Directors of March 8, 2023.

Additionally, in accordance with the terms of the Hong Kong Stock Exchange's Environmental, Social and Governance Reporting Code as set out in Appendix C2 to the Listing Rules, the Group considers and determines the features and extent of the risks related to environmental, social and governance matters, in relation to the key issues.

Finally, the Company is obliged to prepare a Sustainability Report in accordance with the provisions of Legislative Decree No. 125 of September 6, 2024, which transposed Directive (EU) No. 2022/2464 (the Corporate Sustainability Reporting Directive) into Italian law. For further information regarding the Sustainability Report approved by the Board of Directors on March 31, 2026, please see the Issuer's website at *www.ferrettigroup.com*, in the section "*Investors Relations*" and "*Sustainability*".

With respect to the roles and responsibilities of the Issuer's various administrative, management and control bodies in overseeing the procedures for managing the material risks, impacts and opportunities more particularly identified in the Sustainability Report, as at the date of this Report, Ferretti has not identified those roles and responsibilities, nor formally set out in detail the mechanisms by which responsibilities related to those impacts, risks and opportunities are integrated into the Issuer's mission, the mandates held by the administrative, management and control bodies or the policies related thereto; nor has it defined how the objectives in relation to such issues are to be systematically monitored. Notwithstanding that, the Group intends to continue to pursue analysis and continuous improvement in these areas.

The Sustainability Committee plays a strategic role, across a range of functions, in assisting the Board of Directors in setting and implementing policies and strategies related to environmental, social and governance features. More particularly, the Sustainability Committee is responsible for monitoring ESG issues to assess their direct impact on business strategy and systematically reviewing sustainability performance. As part of its reviewing and verifying the data contained in the Sustainability Report, the Sustainability Committee also has the task of certifying and examining the impacts, risks and opportunities it identifies, ensuring that they are correctly represented and that they align with the Issuer's business strategies and stated objectives, and the relevant ESG standards. In support of decision-making processes, the Sustainability Committee sets specific metrics and objectives, with a view to improving ESG performance consistently over time. Accordingly, it makes practical recommendations that guide the business towards more sustainable and responsible initiatives, ensuring that these proposals are in line with the Company's overall strategy and international best practices. In addition, the Sustainability Committee assists the Board of Directors in analysing and updating the Group's sustainability policy, integrating the results of ESG assessments into decision-making processes, and setting medium-and long-term objectives for better management of impacts, risks and opportunities. The Sustainability Committee also has proactive and advisory roles regarding matters of Corporate Social Responsibility (CSR). It monitors the implementation of sustainability policies and strategies, proposes actions for their correction or further development, and oversees preparation of, and approves, the Sustainability Report, key demonstrations of the Issuer's commitment to transparent and comprehensive reporting. In addition, the Sustainability Committee helps ensure that information about impacts, risks and opportunities is effectively communicated to the administrative and control bodies. For further information regarding the composition and role of the Sustainability Committee, please see paragraph 6.3, below.

Ferretti is committed to ensuring that the administrative, management and control bodies are at all times kept current on sustainability issues, thereby ensuring that a disciplined and intentional framework guides all strategic decisions.

During the Reporting Year, the double materiality analysis conducted in 2024 was confirmed. This is an essential process to identify and map the risks, opportunities and impacts of sustainability on business activities. The double materiality analysis, confirmed in 2025, revealed a number of significant impacts, including some related to climate change, the workforce, and workers in the value chain; and a number of opportunities, including some related to working conditions, equal treatment and business culture.

The Board of Directors has been taking these into account, both in setting long-term strategy and in its most important operational decisions. The meeting also included an account of Directive (EU) No. 2022/2464 (the Corporate Sustainability Reporting Directive), highlighting Ferretti's commitment to adapting to meet regulatory developments on sustainability. Adopting an integrated approach to risk management has made it possible to improve Ferretti's ability to adapt to changes in the regulatory and market environment, bolstering transparency and accountability in corporate governance.

For a list of material impacts, risks and opportunities, their current or possible future effects upon people and the environment, how they arose, and their connection to the Issuer's strategy and business model, as well as details of how the Group looks to respond to these effects, likely time horizons and the Group's level of involvement in the generation of these impacts, please see the Sustainability Report on the Company's website (www.ferrettigroup.com), in the sections, "*Investor Relations*" and "*Sustainability*".

2 INFORMATION REGARDING OWNERSHIP (PURSUANT TO ARTICLE 123-bis(1), CLFI)

2.1 STRUCTURE OF SHARE CAPITAL (PURSUANT TO ARTICLE 123-bis(1)(A), CLFI)

2.1.1 The Company's share capital and shares

As at the date of this Report, the subscribed and paid share capital of the Issuer is Euro 338,482,654.00, comprising 338,482,654 ordinary Shares with no stated nominal value.

As at the date of this Report, no classes of Shares other than ordinary Shares have been issued.

The following table sets forth the structure of the Issuer's Share capital as at the date of this Report.

	SHARE CAPITAL STRUCTURE			
CLASS	NUMBER OF SHARES	NUMBER OF VOTING RIGHTS	LISTED/UNLISTED	RIGHTS AND OBLIGATIONS
Ordinary Shares	338,482,654	338,482,654	Euronext Milan and Stock Exchange of Hong Kong	Each Share confers one voting right

Ferretti Shares are dematerialised securities pursuant to article 83-*bis et seq.*, CLFI.

Ferretti Shares are registered, indivisible, freely transferable, and confer identical rights upon their holders. More specifically, each ordinary Share confers one voting right, and the other economic and administrative rights under the By-Laws and the law.

As at the date of this Report, no financial instruments have been issued that would entitle the holders to subscribe newly-issued Shares.

2.2 RESTRICTIONS UPON TRANSFERS OF SECURITIES (PURSUANT TO ARTICLE 123-*BIS*(1)(B), CLFI)

As at the date of this Report, no restrictions apply to the transfer of Shares in the Issuer. Similarly, there are no restrictions upon ownership of Shares in the Issuer, nor any provisions whereby a prospective Shareholder must seek prior approval.

2.3 MATERIAL HOLDINGS OF SHARES (PURSUANT TO ARTICLE 123-*BIS*(1)(C), CLFI)

Based on the available information, including the notices provided pursuant article 120, CLFI, the shareholders who, as at the date of this Report, directly or indirectly have shareholdings in excess of 5% of the Issuer's voting share capital, including Shares held through any intermediaries, fiduciaries or companies controlled by those Shareholders, are set forth in the following table.

CERTIFYING PERSON	ENTITY HOLDING SHARES IN THE COMPANY	PERCENTAGE OF THE ORDINARY SHARE CAPITAL	PERCENTAGE OF THE VOTING SHARE CAPITAL
Shandong SASAC	Ferretti International Holding S.p.A.	39.531%	39.531%
Valea Foundation	Flipnation Limited	14.485%	14.485%
Danilo Iervolino	Danilo Iervolino	5.277%(*)	5.277%
Float	—	40.707%	40.707%
Total		**100.000%**	**100.000%**

(*) 0.058% of the shares are held by Hong Kong Securities Clearing Company Limited.

For the sake of completeness, please note that on January 19, 2026, KKCG Maritime (Azúr A.S.), pursuant to art. 102 of the CLFI, art. 37 of the Issuers' Regulation and Rule 3.5 of the HK Takeovers Code, launched a voluntary conditional partial public tender offer for up to 52,132,861 Ferretti Shares, representing 15.4% of the Company's share capital. For further information regarding the Offer, please see the Issuer's website at www.ferrettigroup.com, in the section "*Investors Relations — PTO*".

2.4 SECURITIES CONFERRING PARTICULAR CONTROL RIGHTS (PURSUANT TO ARTICLE 123-*BIS*(1)(D), CLFI)

No securities have been issued that confer particular control rights, nor are there persons with particular powers under the terms of laws, regulations or the By-Laws presently in force.

The By-Laws do not contain provisions relating to Shares with multiple votes, or increased voting power.

2.5 EMPLOYEE SHARE SCHEMES: MECHANISM FOR EXERCISING VOTING RIGHTS (PURSUANT TO ARTICLE 123-*BIS*(1)(E), CLFI)

As at the date of this Report, there is no employee share scheme in place.

2.6 RESTRICTIONS UPON VOTING RIGHTS (PURSUANT TO ARTICLE 123-*BIS*(1)(F), CLFI)

As at the date of this Report, the By-Laws impose no restrictions upon voting rights for holders of ordinary Shares, nor upon voting rights for particular percentages or numbers of votes, nor specific conditions for the exercise of voting rights, nor systems under which the economic rights associated with the Shares are, with the Company's cooperation, separated from share ownership, with the exception of article 6.5 of the By-Laws, under which the extraordinary Shareholders' Meeting "*may resolve upon the allocation to the employees of the Company or subsidiaries of financial instruments other than shares, bearing economic rights and optionally also administrative rights, other than the right to vote in the Shareholders' meeting, by establishing terms for the exercise of the rights thus allocated, the ability to make transfers, and grounds on which they would be terminated or redeemed*".

2.7 SHAREHOLDERS' AGREEMENTS (PURSUANT TO ARTICLE 123-*BIS*(1)(G), CLFI)

As at the date of this Report, the Company is not aware of any agreements between Shareholders that have been disclosed pursuant to article 122, CLFI, regarding Shares in the Issuer.

2.8 CHANGE-OF-CONTROL PROVISIONS (PURSUANT TO ARTICLE 123-*BIS*(1)(H), CLFI) AND PROVISIONS OF THE BY-LAWS REGARDING TAKEOVER BIDS (PURSUANT TO ARTICLE 104-*BIS*(1-TER) AND (1), CLFI)

2.8.1 Change-of-control provisions

The Group has the following material agreements that include change-of-control provisions.

Facility Agreement

On July 26, 2024, the Company and a syndicate of leading Italian and international credit institutions including Banco BPM S.p.A., BPER Banca S.p.A., Intesa Sanpaolo S.p.A. and UniCredit S.p.A. (the "**Institutional Lenders**") entered into a facility agreement providing the Company with support in its growth trajectory, by financing, where necessary, its working capital.

The new revolving facility is for a total amount of euro 160 million and a term of five years from the execution date of the facility agreement. No security has been granted over real property or other of the Group's assets.

Under the terms of the agreement, in the event there is a "Change of Control", meaning that: (A) one or more persons other than the Reference Shareholder (*i.e.*, Shandong Sasac), whether acting alone or in concert, pursuant to article 101-bis, CLFI, acquire direct or indirect control of Ferretti, for the purposes of article 93, CLFI; and/or (B) the majority of the members of Ferretti's Board of Directors are persons drawn from a list other than that presented by the Reference Shareholder, each Institutional Lender must notify the Issuer where it does not wish to continue to participate in the syndicate in question.

Finance leases

Ferretti has two finance leases in place (contracts no. 1133995/1 and no. 1133996/1) that were made between CRN S.p.A. (a company subsequently merged into Ferretti) and Alba Leasing S.p.A. on January 17, 2019, that provide, as is market practice for agreements of this kind, terms that, if applied, would entitle Alba Leasing S.p.A. to terminate the agreement in the event of any change in the shareholder structure of Ferretti that occurs without the prior written consent of Alba Leasing S.p.A.

Formal instrument of public domain concession

By a formal instrument made on December 14, 2022, the Port Authority of the East Ligurian Sea granted Ferretti a maritime state compendium in the area around San Bartolomeo (La Spezia), for use in shipbuilding, for a period ending May 23, 2033. Under the terms of the instrument, Ferretti must obtain prior authorisation from the grantor for any share transfers that would result in a change of control at the concession-holder, or otherwise forfeit the concession. On May 11, 2023, the Issuer received acknowledgement from the grantor of the Company's listing.

2.8.2 Provisions of the By-Laws regarding takeover bids

With respect to the laws and regulations presently in force regarding takeover bids, the By-Laws do not provide for any derogation from the provisions on "passivity rule", established under articles 104(1) and (1-*bis*), CLFI, nor does it expressly provide for the application of the neutralization rules pursuant to articles 104-*bis*(2) and (3), CLFI.

2.9 AUTHORITY TO INCREASE SHARE CAPITAL, AND AUTHORISATIONS TO BUY BACK SHARES (PURSUANT TO ARTICLE 123-*BIS*(1)(M), CLFI)

As at the date of this Report, the Board of Directors has been granted authority by the Shareholders' Meeting neither to increase share capital, pursuant to article 2443 of the Civil Code, nor to issue any equity instruments.

As at the date of this Report, the Shareholders' Meeting has not resolved upon any authorisation for the buyback of shares, pursuant to article 2357 *et seq.* of the Civil Code.

2.10 DIRECTION AND COORDINATION ACTIVITIES (PURSUANT TO ARTICLE 2497 ET SEQ. OF THE CIVIL CODE)

As at the date of this Report, the Company is not subject to direction or coordination, within the meaning of article 2497 *et seq.* of the Civil Code, by Ferretti International Holding S.p.A., which holds 39.531% of the share capital. In particular, the presumption under article 2497-*sexies* of the Civil Code does not apply, as:

(a) generally, the decisions relating to the management of the Issuer and its subsidiaries are taken exclusively within the Issuer's Board of Directors, or the corporate bodies of the Issuer's subsidiaries, where they are matters within those bodies' purview;

(b) Ferretti does not receive directives or instructions from Ferretti International Holding S.p.A. regarding its strategic decisions on financial, industrial and commercial matters, nor regarding decisions on investments or extraordinary transactions;

(c) the parent company, Ferretti International Holding S.p.A., is not involved, in any way or on any basis, in the process of preparing, reviewing or approving the Group's business plans or the Company's or the Group's annual budgets. These are prepared by the Company's and the Group's management, and are reviewed and approved only by the Company's Board of Directors, which does so with complete autonomy and without any interference from the parent, Ferretti International Holding S.p.A.;

(d) Ferretti International Holding S.p.A. provides no financial assistance of any sort to Ferretti, and in particular and without limitation, does not grant loans or provide guarantees, patronage letters or other security for the Issuer;

(e) Ferretti International Holding S.p.A. manages no services for Ferretti, and in particular, it provides no cash pooling function;

(f) Ferretti International Holding S.p.A. takes no decisions regarding the management of Ferretti's personnel, nor does it draw up organisational structures for the Company;

(g) Ferretti International Holding S.p.A. does not have group rules or policies regarding the procurement of goods or services, in relation to which matters the Company's Board of Directors has complete autonomy in its decision-making.

It should be mentioned incidentally that the professional expertise and stature of the non-executive and independent directors are a further bulwark in ensuring that the decisions of the Board of Directors are taken in the sole interest of the Company, the Group, and its stakeholders, without any third party imparting instructions or interfering.

As mentioned in paragraph 1 of this Report, above, the Issuer directs and coordinates, within the meaning of article 2497 *et seq.* of the Civil Code, the Italian companies of the Group that it directly or indirectly controls. It sets the other companies' medium-to long-term strategies, in terms of economic and financial results; investment and industrial objectives; and commercial policies and marketing.

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The information required by article 123-*bis*(1)(i), CLFI (regarding "*agreements between the company and its directors [...] that provide for compensation in the event of resignation or dismissal in the absence of gross misconduct or breach of contract, or where the relationship ceases following a takeover bid*") is set forth in the Remuneration Report prepared and published pursuant to article 123-*ter*, CLFI, and article 84-*quater* of the Issuers' Regulations.

The information required by article 123-*bis*(1)(l), CLFI, regarding "*provisions applicable to the appointment and replacement of directors [...] and to the amendment of the By-Laws, other than those additionally provided by applicable laws and regulations*" is set forth in Section 4 of this Report, below.

3 COMPLIANCE (PURSUANT TO ARTICLE 123-bis(2)(A), CLFI)

The Company has endorsed the Corporate Governance Code as at the date of this Report, which has applied since January 1, 2021. It may be accessed by the public on the website of Borsa Italiana's Corporate Governance Committee, at: https://*www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf*.

This Report provides an account of those recommendations with which the Company has not presently complied, in whole or in part, on a "comply or explain" basis as the Corporate Governance Code requires.

Since the Issuer is also listed on the Stock Exchange of Hong Kong, the Issuer is subject to the corporate governance code as set out in the Appendix C1 to the Listing Rules.

4 BOARD OF DIRECTORS

4.1 ROLE OF THE BOARD OF DIRECTORS

The Company's Board of Directors plays a key role of directing the business strategically. This goes beyond the preparation of the Company's business plans and organisational structures, and setting its values and standards. There is a continuous commitment to ensuring value creation over the long term, and pursuing sustainable success, by: (i) promoting sustainable growth in the medium and long term that takes account of the social and environmental aspects that impact the business, through an appropriate system for controls and risk management, including sustainability risks; (ii) ensuring the greatest transparency with the market and investors; and (iii) paying particular attention to significant changes to the business prospects, and the risks to which the Company is exposed.

The Board of Directors is also responsible for confirming that the accounting, administrative and organisational structures are appropriate, as are the controls necessary for monitoring the Company's and Group's performance, and for the other duties it has under applicable laws and regulations.

The Board of Directors devises the corporate governance system that best serves the Company's conduct of its business and the pursuit of its strategies, subject to the limitations imposed by applicable law and regulations, and the Company's By-Laws. Where necessary, it evaluates and promotes appropriate changes, submitting them to the Shareholders' Meeting where such matters are within the meeting's purview.

The Board of Directors plays a central role in organising the business, and strategic and organisational direction are among its functions and responsibilities. It also ensures that the necessary controls are in place for monitoring the performance of the Issuer and that of the other companies of the Group.

Further to the powers it holds under the By-Laws, and consistent with the recommendations of the Corporate Governance Code, the Board of Directors:

(a) determines the strategies of the Issuer and the Group, consistent with pursuit of sustainable success, and monitors those strategies' implementation. In connection with the matters within its purview, the Board of Directors examines and approves strategic, financial and business plans for the Issuer and the Group, periodically monitoring their execution. More particularly, the Board of Directors on March 8, 2023 approved the Business Plan, implementation of which it has monitored continuously. The Board of Directors also approves the Sustainability Report and the results of the double materiality analysis in line with the European Sustainability Reporting Standards;

(b) determines the nature and level of risk compatible with the Issuer's strategic objectives, including in its evaluation all factors that may be significant for the Issuer's sustainable success;

(c) determines the system of corporate governance it considers to best serve the conduct of the business and pursuit of its strategies, as well as the structure of the Group. In particular, the Board of Directors has: (a) appointed the committees from among its number, and assigned them specific functions; (b) appointed and conferred powers upon the Chief Executive Officer and the Executive Director; and (c) approved and revised the Group's organisational model;

(d) promotes engagement with shareholders and the Issuer's other material stakeholders. In this respect the Board of Directors on May 18, 2023 adopted the Shareholder Engagement Policy, which seeks to ensure continuous and open liaison based on mutual understanding of their respective roles, with existing institutional investors, potential investors, asset managers, operators in the financial markets, the Italian and international financial press, ratings agencies and proxy advisors, and with trade associations and shareholders generally. The aim is to increase understanding regarding the Company's and the Group's activities, its financial performance, and its strategies in pursuit of sustainable success in line with the recommendation of article 1 of the Corporate Governance Code, while maintaining appropriate communication channels with these persons (for more information on the Shareholder Engagement Policy, please see Section 12 of this Report, below);

(e) at the proposal of the Chairman of the Board of Directors and the Chief Executive Officer, adopted a procedure for the internal management and external disclosure of the Issuer's documents and information, with particular reference to insider information (for further information, please see Section 5 of this Report, below); and

(f) makes prior examination and approval of transactions by the Issuer and its subsidiaries where these are of significant importance in strategic terms or in terms of business, results of operations or financial condition, with particular attention where one or more Directors directly or indirectly has a conflict of interest. In this respect, the Board of Directors has not set criteria for identifying transactions that are of significant importance in strategic terms or in terms of business, results of operations or financial condition, in that: (i) all transactions not covered by the delegated powers of the Chief Executive Officer are matters for the Board of Directors; and (ii) the Board of Directors sets the criteria that apply to each individual transaction at the time of their approval. That means, with the exception of the powers expressly granted to the Chief Executive Officer, listed in paragraph 4.7.1 of this Report, the Issuer's Board of Directors expresses and must approve the majority of significant transactions, which assures continuous monitoring of performance, while taking an active role in the main business decisions.

For so long as the Shares are listed on the Stock Exchange of Hong Kong, the Board of Directors prepares regular financial reports required by Hong Kong laws and regulations, additional to those required by Italian law. It makes these available to the public in the forms, and at the times, required by the relevant rules.

With respect conflicts of interest and transactions with related parties for the Issuer and the Group, please see Section 10 of this Report.

Pursuant to article 2381 of the Civil Code and recommendation 1, part d), of the Corporate Governance Code, the Board of Directors in the course of the Reporting Year periodically assessed the adequacy of the accounting, administrative and organisational structure of the Issuer and the other companies of strategic importance to the Group, with particular reference to the internal audit and risk management system. For more information, please see Section 9 of this Report.

In the course of the Reporting Year, the Board of Directors on a number of occasions made assessment of general operational performance, taking into consideration the information provided by the Chief Executive Officer, and periodically compared results with forecasts.

The Board of Directors did not consider it necessary or desirable in the Reporting Year to draw up reasoned proposals regarding the corporate governance system for submission to the Shareholders' Meeting, in that it considers the existing system functional to serve the business' s requirements.

For information regarding the Board of Directors' purview over matters of (i) its own composition and functioning; (ii) appointments and its evaluation of its own performance; (iii) the Remuneration Policy: and (iv) IARMS, please see paragraphs 4.3 and 4.4, and 7.1, 8.1 and 9, respectively, of this Report.

4.2 APPOINTMENT AND REPLACEMENT (PURSUANT TO ARTICLE 123-*BIS*(1)(I), FIRST PART, CLFI)

Pursuant to article 19 of the By-Laws, the Board of Directors is made up of a number from seven to eleven Directors, including the Chairman of the Board of Directors and one or more Deputy Chairmen, where appointed.

According to article 10 of the By-Laws "*the Directors are appointed on the basis of lists submitted by shareholders and the outgoing Board of Directors, if the latter wishes to avail itself of the right to present one, and these list Directors sequentially*".

The members of the Board of Directors must meet the particular requirements of professionalism, independence and integrity specified in the applicable laws and regulations, including those applicable to companies with shares quoted on the Stock Exchange of Hong Kong. For so long as the Shares are listed on the Stock Exchange of Hong Kong, at least a third (and not fewer than three) of the members of the Board of Directors must meet the requirements for independence under the regulations of the Stock Exchange of Hong Kong, in addition to those discussed below.

Appointment of the Board of Directors is also made in accordance with the laws and regulations in force regarding gender balance, including those that apply to companies with shares quoted on the Stock Exchange of Hong Kong.

Only Shareholders who, individually or in combination with other Shareholders, hold voting Shares representing at least the percentage required for the Company under the rules in force may submit lists. In this regard, the participation threshold most recently established by CONSOB for Ferretti pursuant to Art. 144-*septies* (1) of the Issuers' Regulations, under its resolution no. 155 of January 27, 2026, is 2.5%.

Each Shareholder, and Shareholders linked by control relationships or that are associates under the Civil Code, or that have entered into a Shareholders' agreement regarding shares in the Company, may only submit and vote in favour of a single list (including voting by agents and fiduciary firms).

Each candidate may appear in only one list, otherwise he/she is ineligible.

Not more than eleven candidates may appear on each list, and must be listed sequentially. Each must satisfy the legal requirements. At least three candidates, placed no lower than second, fifth and seventh on each list, must also meet the requirements of independence under the law and the Corporate Governance Code. Consistent with such laws as are in force, lists that include three or more candidates must be made up of candidates of both genders, in at least the minimum proportions required by law, as the notice calling the Shareholders' Meeting specifies.

Each list is accompanied by comprehensive information regarding the personal and professional characteristics of the candidates, and declarations under which the individual candidates accept their candidature, and confirm, under their own liability, that they meet the requirements under the laws and regulations for the members of the Board of Directors, along with any other documents that the laws and regulations may require.

The lists submitted by shareholders are filed with the Company no later than is required by the laws and regulations in force, which date is indicated in the notice calling the Shareholders' Meeting, to the Company's registered office or by such means of telecommunication as the notice calling the meeting indicates; and made available to the public in accordance with the laws and regulations in force. Where submitted, the list from the Board of Directors must be filed at the Company's registered office no less than 30 days prior to the date of the Shareholders' Meeting, and formally made public as described in the preceding paragraph.

The Shareholders' Meeting having determined the number of Directors for election, they are elected as follows: (1) from the list that obtained the greatest number of votes are taken, based on the order of preference in which the candidates are listed, all of the Directors except for one; and (2) from the list that received the second greatest number of votes, provided it is not connected, directly or indirectly, under the laws and regulations in force, with those who submitted or voted in favour of the list under number (1) above, a director is elected in accordance with the law, based on the order of preference in which the candidates are listed.

Where two lists have received the same number of votes and are second-placed, there is a further round of voting by the Shareholders' Meeting, and the candidate who obtains a simple majority of the votes is elected. Where following application of the above list voting mechanism, (i) the minimum number of candidates meeting independence requirements has not been elected; and/or (ii) the composition of the Board of Directors is not compliant with the law on gender balance, then candidates meeting those requirements are elected in the place of candidates who do not, drawn from the same list. Where only one list is submitted, the directors are taken from the list provided it has been approved by a simple majority vote.

Where a single list is submitted, the Shareholders' Meeting votes upon that list, and where it obtains a relative majority, the candidates are elected in the order of preference, up to the number fixed by the Shareholders' Meeting, subject always to the obligation to appoint the minimum number of independent directors that is established by the By-Laws and the laws and regulations in force, as well as respect for gender balance on the basis of the discipline in force.

In the event that no list is submitted, (or the list submitted does not permit appointment of directors in accordance with the laws and regulations in force, or it is not possible to proceed in accordance with the voting list rules), or not all of the members of the Board of Directors are to be appointed, the Shareholders' Meeting resolves in accordance with statutory majorities, and does not follow the above procedure, but proceeds in a manner that ensures the presence of the minimum number of independent directors under the laws and regulations in force, and compliance with gender balance requirements. No account is taken of list that received support from shareholders that was less than half required for submission of a list.

In the event that a Director does not meet, or ceases to meet, the requirements as to independence and integrity under the laws and regulations, or there are grounds on which they are otherwise ineligible or unelectable, that Director ceases to hold office. A Director's intervening failure to meet independence requirements under the laws or regulations in force does not constitute a ground for causing the whole Board of Directors to cease, where the Board of Directors continues to have the minimum number of members meeting those requirements under the laws and regulations in force.

If in the course of the financial year one or more Directors should cease to hold office, the terms of article 2386 of the Civil Code are applied. If one or more of the Directors who have ceased to hold office was from a list that included unelected candidates, then they may be replaced by appointing people from that list, in the order of preference, provided the candidates are still willing and eligible to hold office. Where no unelected candidates from the outgoing director's list are available, then article 2386 of the Civil Code is applied. The procedures for replacing Directors must ensure that there is at least the minimum number of Directors meeting independence requirements, and compliance with the rules on gender balance in force. If the majority of the Directors appointed by the Shareholders' Meeting ceases to hold office, the whole Board of Directors is dismissed and the Shareholders' Meeting must be called without delay to reappoint the Board of Directors, by the Directors still in office or by the Board of Statutory Auditors.

The By-Laws do not impose independence requirements additional to those under the laws and regulations in force or the terms of the Corporate Governance Code, nor integrity requirements other than those imposed by laws and regulations in force.

The By-Laws do not provide for professional requirements for members of the Board of Directors.

The Company is not subject to other provisions regarding the composition of the Board of Directors, other than those in the Civil Code, the CLFI, the Corporate Governance Code, and the laws and regulations applicable to companies with shares quoted on the Stock Exchange of Hong Kong.

For information regarding the role of the Board of Directors and the Committees in evaluating Directors' performance, and in their appointment and replacement, please see Section 7 of this Report.

4.3 COMPOSITION (PURSUANT TO ARTICLE 123-*BIS*(2)(D), CLFI)

4.3.1 Members of the Board of Directors

The Shareholders' Meeting of May 18, 2023 appointed the following persons to the Board of Directors: Mr. Tan Xuguang (Chairman of the Board of Directors and a non-executive Director), Mr. Alberto Galassi (Chief Executive Officer and an executive Director), Mr. Xu Xinyu (executive Director), Mr. Piero Ferrari (Honorary Chairman and non-executive Director), Mr. Li Xinghao (non-executive Director), Mr. Hua Fengmao (independent non-executive Director), Mr. Stefano Domenicali (independent non-executive Director), Mr. Patrick Sun (independent non-executive Director), and Ms. Jiang Lan (Lansi) (non-executive Director).

On the same date, the Shareholders' Meeting determined that the Board of Directors should have nine members, and that the new Board of Directors would hold office for three financial years, i.e. until the approval of the financial statements as at and for the year ended December 31, 2025.

Nine Directors were appointed at the proposal of the Shareholder, Ferretti International Holding S.p.A. Since the listing of the Company on Euronext Milan took place after the appointment of the Board of Directors, its appointment was not under the list voting mechanism that was added into the By-Laws on June 18, 2023 with effect from the First Trading Day.

With effect from February 19, 2024, Mr. Li Xinghao (non-executive Director) and Mr. Hua Fengmao (independent non-executive Director) resigned from their positions and the Board of Directors on the same date co-opted Mr. Zhang Quan (non-executive Director) and Ms. Zhu Yi (independent non-executive Director). On April 22, 2024, the Shareholders' Meeting confirmed the appointment of Mr. Zhang Quan as a non-executive Director and Ms. Zhu Yi as an independent non-executive Director.

With effect from August 29, 2024, the Chairman of the Company's Board of Directors, Mr. Tan Xuguang, resigned and the Board of Directors on the same date appointed Mr. Jiang Kui by co-option, as a non-executive Director and Chairman of the Board of Directors. On January 21, 2025, the Shareholders' Meeting confirmed the appointment of Mr. Jiang Kui as a non-executive Director and Chairman of the Board of Directors.

With effect from February 28, 2025, Mr. Xu Xinyu (executive Director) and Mr. Zhang Quan (non-executive Director) resigned, and the Board of Directors on the same date appointed Mr. Tan Ning (executive Director) and Mr. Hao Qinggui (non-executive Director), by co-option. The Shareholders' Meeting held on May 13, 2025 confirmed the appointment of Mr. Tan Ning as an executive Director and Mr. Hao Qinggui as a non-executive Director.

With effect from August 29, 2025, the Chairman of the Board of Directors and a non-executive Director Mr. Jiang Kui resigned, and on the same date, the Board of Directors appointed Mr. Jin Zhao (non-executive Director) by co-optation and appointed Mr. Hao Qinggui as Chairman of the Board of Directors.

In compliance with Rule 3.09D of the revised Listing Rules which took effect on December 31, 2023, Mr. Tan Ning, Mr. Hao Qinggui and Mr. Jin Zhao, who had been appointed, respectively, as an executive Director, as a non-executive Director on February 28, 2025 (and subsequently appointed as Chairman of the Board of Directors on August 29, 2025) and, as non-executive Director on August 29, 2025, obtained the legal advice referred to in Rule 3.09D on the respective dates and they confirmed that they understood their obligations as a Director of the Company.

According to Rule 3.09H of the Listing Rules, first-time directors must complete no less than 24 hours of the continuous professional development required by Rule 3.09F within 18 months of the date of their appointment. During the year ended 31 December 2025, Mr. Jin Zhao as a first-time director completed 14 hours of continuing professional development training, with 10 hours of continuing professional development training to be completed.

The following table sets forth the members of the Board of Directors as at the date of this Report.

POSITION	NAME
Chairman of the Board of Directors(**)(1)(4)(5)	Mr. Hao Qinggui
Chief Executive Officer(1)(4)(5)	Mr. Alberto Galassi
Executive Director(2)(4)(5)	Mr. Tan Ning
Director and Honorary Chairman of the Board(**)(2)(4)(5)	Mr. Piero Ferrari
Director(**)(4)(5)	Mr. Jin Zhao
Director(*)(**)(1)(2)(3)(4)	Ms. Zhu Yi
Director(*)(**)(1)(2)(3)	Mr. Stefano Domenicali
Director(*)(**)(1)(2)(3)(5)	Mr. Patrick Sun
Director(**)(3)(4)	Ms. Jiang Lan (Lansi)

(*) Director's meeting the independence requirements set forth in Article 148(3), CLFI, as referred to in Article 147-(4), CLFI and Rule 3.13 of the Listing Rules.
(**) Non-executive Director
(1) Member of the Nomination Committee
(2) Member of the Remuneration Committee
(3) Member of the Controls, Risk and Related Parties Committee
(4) Member of the Sustainability Committee
(5) Member of the Strategic Committee

In accordance with the provisions of Principle V of the Corporate Governance Code, the Board of Directors is made up of executive and non-executive Directors (the latter meaning Directors without delegated powers of management), all of whom meet the requirements of the law and the Corporate Governance Code, and have the professional qualifications and expertise appropriate to the functions to which they are appointed.

More particularly, the Board of Directors has nine members, of whom two are women (22%), seven are men (78%), three are independent (33%) and two are executive Directors (22%). There is no representation of employees or other workers on the Board of Directors.

All of the members of the Board of Directors meet the integrity requirements under article 2 of the Regulations of the Minister of Justice, No. 162/2000, as referred to by article 147-*quinquies*, CLFI, and are not ineligible to or prohibited from holding office pursuant to article 2382 of the Civil Code or article 148(3), CLFI, as referred to by article 147-*ter*(4), CLFI. In addition, the Directors Mr. Patrick Sun, Ms. Zhu Yi and Mr. Stefano Domenicali meet the independence requirements of article 148(3), CLFI, as referred to in article 147(4), CLFI, and the independence criteria set out in Rule 3.13 of the Listing Rules.

At the date of this Report, the members of the Board of Directors do not have specific expertise regarding sustainability, except for the Chairman of the Board of Directors, Mr. Hao Qinggui, who was appointed as Chairman following the resignation of Mr. Jiang Kui and subsequently confirmed by the Shareholders' Meeting of August 29, 2025. Mr. Hao and Mr. Jiang have appropriate knowledge, skills and experience on social and environmental sustainability issues. Accordingly, the specific skills and competences in the field of sustainability, although subject to evaluation, have neither been fully developed nor formally integrated into decision-making processes as at the date of this Report. The Group therefore intends to continue deepening expertise and improvement in these areas. In particular, Ferretti intends to implement a structured induction programme on ESG matters for the members of the Board of Directors, in order to boost awareness and build the skills necessary for sustainability principles to be integrated into strategic business decisions. Notwithstanding the above, the Sustainability Committee has been established to deal with such issues, its membership drawn from the Board of Directors. It may in the discharge of its duties make use of external advisors with expertise in the area, subject to the terms established by the Board of Directors. For more details on the matters within the purview of the Sustainability Committee, please see paragraph 6.3, below.

The Company has received written confirmation annually from each of the independent non-executive Directors in respect of their independence in accordance with the factors set out in Rule 3.13 of the Listing Rules.

In accordance with the provisions of Principle VI of the Corporate Governance Code, the number of non-executive Directors and their expertise is sufficient to ensure that they have significant weight when the Board of Directors is passing resolutions, and to ensure effective monitoring of the work of the Board of Directors as a whole.

The presence of three independent Directors is intended to achieve good corporate governance as fully as possible, through discussion and debate among the Directors. Furthermore, the contribution of the independent Directors allows the Board of Directors to impartially and appropriately review the handling of potential conflicts of interest between the Company and the Controlling Shareholder. The Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing not less than one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise. Up to the date of this Report, no independent non-executive Director has served in the Company for more than nine years.

Please refer to Table 1 in at the bottom of the Report for details on the membership of the Board of Directors.

The main professional characteristics of the Company's Directors, and their experience in the sectors and geographical locations in which the Issuer works are set forth below:

— **Mr. Hao Qinggui**: aged 45, is the Chairman of the Board and non-executive Director of Ferretti (confirmed as non-executive Director by the Shareholders' Meeting on May 13, 2025 after being co-opted by the Board of Directors on February 28, 2025 and appointed Chairman of the Board by the Board on August 29, 2025). He was the joint company secretary of the Company from August 12, 2024 to October 31, 2025. He has also been serving as the director of international business of Shandong Heavy Industry Group Co., Ltd. ("**SHIG**") since November 2022. Mr. Hao began his career at Weichai Power Co., Ltd. (a company listed on the Stock Exchange (stock code: 02338) and the Shenzhen Stock Exchange (stock code: 000338)) ("**Weichai Power**") in 2004. From July 2004 to December 2011, Mr. Hao served as the manager of the securities department of Weichai Power. He was then the vice director of strategy department of Weichai Power, an assistant to the chairman of advisory board of Linde Hydraulics GmbH & Co. KG. and a vice general manager of Weichai Hydraulic Powertrain Co., Ltd. from December 2011 to February 2015. From February 2015 to September 2019, Mr. Hao served as the director of capital operations and the legal department of Shanghai Operation Centre of Weichai Power. From October 2018 to September 2019, Mr. Hao was also the director of investment, secretary of the board of directors and director of capital operation department of Weichai Power. Mr. Hao joined SHIG in September 2019. He was then the director of investment and the head of legal and capital operation department of SHIG from September 2019 to August 2022, the general counsel of SHIG from August 2022 to November 2022 and secretary of the board of directors of SHIG from August 2023 to December 2024. From June 2020 to September 2023, Mr. Hao was a director of Ceres Power Holdings plc (a company listed on the London Stock Exchange (stock code: CWR)). From May 2024 to May 2025, Mr. Hao was a director of Weichai Power (Luxembourg) Holding S.à r.l.. From June 2024 to June 2025, Mr. Hao was a director of Ferretti International Holding S.p.A. which is the Controlling Shareholder of the Company. From June 2024 to August 2025, Mr. Hao was also the general counsel of the Company. From July 2024 to August 2025, Mr. Hao was the secretary of the Board and also assumed the role as the head of the Board office. Mr. Hao holds a bachelor's degree in law and a bachelor's degree in economics from Harbin Engineering University in the PRC in June 2004.

— **Mr. Alberto Galassi**: aged 61, is the Chief Executive Officer and executive Director of Ferretti. He was appointed to the Board of Ferretti on October 23, 2013 and became the Chief Executive Officer of Ferretti on May 23, 2014. Mr. Alberto Galassi was recently re-appointed as Chief Executive Officer of Ferretti on March 8, 2023. Mr. Alberto Galassi is responsible for the formulation of the strategic direction of Ferretti Group and the day-to-day management of Ferretti Group. Mr. Alberto Galassi also serves as director in a number of our subsidiaries. He graduated in Law from the University of Modena in 1990 and admitted to the Italian Bar Association in 1996, he began his career as a lawyer, specializing in administrative law and international arbitration. In addition to his legal experience, he has over 20 years' corporate and commercial experience and has been a board member in several well-known companies, including Novico S.p.A., an Italian medical device company between 1995 and 1997, and Piaggio Aero Industries S.p.A. ("**Piaggio Aerospace**"), a major industry player in business aviation, defence and security. There, in 2000 he became a member of the Board of Directors and a member of the Executive Committee who was responsible for sales and marketing, playing a crucial role in Piaggio Aerospace's revival and its subsequent international success, becoming its chief executive officer in 2009 and chairman in 2014. He has also been a member of the board of directors of Manchester City Football Club since June 2012 and of Palermo Football Club S.p.A. since July 2022.

— **Mr. Tan Ning**: aged 45, was appointed as an executive Director of Ferretti by the Shareholders' Meeting on May 13, 2025, after being co-opted by the Board of Directors on February 28, 2025. In 2004 he graduated in management from the Shanghai University for Science and Technology. Currently, he is sole director of Ferretti Asia (Zhuhai) Com., Ltd. He has been a member of the board of directors of Changzhou FRP Boatbuilding Co., Ltd ("**Changzhou FRP**") from 2020 to January 2025, vice general executive manager of Changzhou FRP from 2020 to 2021 and general manager of Changzhou FRP from 2022 to 2025. From 2020 to 2025, he held the role of director and general manager of Bostar Marine Technology (Qingdao) Co., Ltd. From 2015 to 2020, he was the vice director of sales, Mainland China, sales and marketing of the Asia Pacific, at Ferretti and from 2012 to 2015, the assistant to the President of the Company. In 2012 and 2013, he was manager of Foreign Affairs Management at Weichai Holdings Group Co., Ltd. From 2007 to 2012, he was manager of International Business at Weichai Power Co., Ltd.

— **Mr. Piero Ferrari**: aged 80, is the Honorary Chairman of the Board and non-executive Director of Ferretti. He was appointed to the Board on June 16, 2016 and is responsible for the high level oversight of the Board and the management and operations of the Group. He is vice chairman and non-executive director of Ferrari N.V. (a company listed on the New York Stock Exchange and Borsa Italiana, under ticker symbols RACE and RACE.MI respectively) and since 1988, he has been vice chairman of Ferrari S.p.A., whose brand is one of the most important luxury brands in the world in the design, production and sale of high-performance luxury sports cars that also participate in Formula 1. His first role at Ferrari was in 1965, when he worked on the production of the Dino 206 Competizione race car. From 1970 to 1988, he held various managerial positions in the motorsport division of Ferrari, with increasing responsibilities. He was also responsible for managing Ferrari's relationships with suppliers, sponsors and Fédération Internationale de l'Automobile (the International Automobile Federation). He founded High Performance Engineering (HPE-COXA) in 1998 and has served as chairman of the company ever since. From 1999 to 2014, he was Chairman of Piaggio Aerospace and from 1998 to 2001, he was president of the Italian Motor Sport Commission. From 2002 to 2014, he was also a director and vice president of BPER Banca S.p.A., a bank listed on Borsa Italiana. He received academic awards such as the honorary degree in Aerospace Engineering conferred by the University of Naples Federico II in September 2004 and the honorary degree in Mechanical Engineering conferred by the University of Modena and Reggio Emilia in November 2005. In October 2004, he also received the title of *Cavaliere del Lavoro* from the President of the Italian Republic, Carlo Azeglio Ciampi.

— **Ms. Zhu Yi**: aged 49, was appointed as an independent non-executive Director of Ferretti on February 19, 2024. In 1998, Ms. Zhu received a bachelor's degree in economics from Shanghai University of Finance and Economics and, in 2001, a master's degree in finance from the same university. She has over 20 years of experience in the investment banking industry, having joined the Morgan Stanley Group in 2002 and worked there until February 2020, where she lastly held the position of managing director, focusing on the automotive, industrial and infrastructure sectors. From 2020 to 2024, she had served as partner in Shanghai Huasheng Youge Equity Investment Management Co., Ltd, a subsidiary of China Renaissance Holdings Limited, a company listed on the Hong Kong Stock Exchange, demonstrating professional and leadership skills in managing different projects and transactions. From 2024 to 2025, Ms. Zhu served as a partner in charge of strategic investments at Mariposa Enterprise Management Consulting Co., Ltd. Since 2025, Ms. Zhu joined Chongqing Afari Intelligent Drive Technology Co., Ltd. as director and chief financial officer.

— **Mr. Stefano Domenicali**: aged 60, Mr. Domenicali was appointed as an independent non-executive Director on December 21, 2021. He is responsible for giving strategic advice and guidance on the business and operations of the Group and ensuring that the interests of all shareholders, in particular minority shareholders, are taken into consideration. He is a graduate in Economics and Commerce from the University of Bologna, with over 30 years of experience in the automotive industry, luxury brands and in organization promotion. He began his professional career in 1991 with Ferrari, where he held various positions, including Formula 1 Sports Director from 2004 and Team Principal of Scuderia Ferrari from 2008, where he won a total of 14 titles in the F1 Constructors' and Drivers' Championships. From 2009 to 2014, he represented Ferrari on the FIA World Motor Sport Council. In November 2014, he became vice president of New Business Initiatives at AUDI AG, a leading premium car manufacturer, and in March 2016 he became chairman and chief executive officer of Automobili Lamborghini S.p.A., a leading manufacturer of sports supercars. He stepped down as President of the FIA Single Seater Commission in 2020 and in January 2021 became president and chief executive officer of Formula 1. In his career in the car industry, he has been successful in both motorsport and commercial roles.

— **Mr. Patrick Sun**: aged 67, he was appointed as an independent non-executive Director on December 21, 2021, and is responsible for giving strategic advice and guidance on the business and operations of the Group and ensuring the interests of all shareholders, in particular minority shareholders, are given due consideration. In 1981, he graduated from the Wharton School of the University of Pennsylvania, USA, with a Bachelor of Science degree in Economics, and he completed the Stanford Executive Program at Stanford Business School in 2000. He has served as an independent non-executive director of Kunlun Energy Company Limited since February 2016, AustAsia Group Ltd since December 2022, and VOYAH Automotive Technology Company Limited since December 2025. He was an independent non-executive director of China Railway Signal & Communication Corporation Limited from May 2015 to August 2018, China NT Pharma Group Company Limited from March 2010 to December 2019, Sihuan Pharmaceutical Holdings Group Ltd. from October 2010 to April 2023, all of which were listed on the Hong Kong Stock Exchange, as well as CRRC Corporation Limited from June 2015 to December 2021 and China Railway Construction Corporation Limited from October 2014 to December 2021, both listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange. Previously, he was executive director and Chief Executive Officer of Value Convergence Holdings Limited from 2006 to 2009, executive director of Sunwah Kingsway Capital Holdings Limited (formerly known as SW Kingsway Capital Holdings Limited) from 2004 to 2006, senior country officer and head of Investment Banking for Hong Kong at J.P. Morgan from 2000 to 2002, and group executive director and head of Investment Banking for Greater China at Jardine Fleming Holdings Limited from 1996 to 2000. He was chairman of the Chamber of Hong Kong Listed Companies from 2013 to 2015, a member of the Takeovers & Mergers Panel and the Takeovers Appeal Committee of the Securities and Futures Commission from 1995 to 1997 and from 1999 to 2001, deputy chairman of the Listing Committee of Hong Kong from 2000 to 2002, and a council member of the Hong Kong Stock Exchange from 1995 to 2000. He is a member of the Association of Chartered Certified Accountants in the UK, and of the Hong Kong Institute of Certified Public Accountants. From October 2008 to November 2020, he was an independent non-executive director of Trinity Limited (in liquidation), whose liquidation was ordered in August 2021 due to the company's non-repayment of debt. Mr. Sun has confirmed that (i) the entire winding-up petition process commenced after his resignation from Trinity Limited; (ii) there was no wrongful act on his part leading to the winding-up of Trinity Limited; and (iii) he is not aware of any actual or potential claim that has been or may in future be made against him as a result of the winding-up of Trinity Limited.

— **Ms. Jiang Lan (Lansi)**: aged 58, Jiang was appointed as a non-executive Director of Ferretti on May 18, 2023. Ms. Jiang has extensive experience in various fields such as company establishment and restructuring, mergers and acquisitions and joint venture negotiation and integration, sales and marketing, strategy and business development, brand development, corporate communications as well as government relations. In particular, Ms. Jiang has extensive experience in the Chinese construction equipment and automobile industry and rich knowledge of general business culture and economic climate in China and Asia markets. Jiang was the executive dean of the Design School of Shanghai Institute of Visual Arts and the group vice president and executive board director of DeTao Group from 2016 to 2021, the senior advisor to the chairman and European affairs of Shandong Linyi Construction Group from 2014 to 2015, the managing director of KJE International Holding Ltd. from 2014 to 2015 and the senior vice president of sales and marketing of Dooran Infracore China Co., Ltd. from 2012 to 2013. In addition, Ms. Jiang has served various management roles in Volvo Group China and Volvo Construction Equipment, including the chief representative of Volvo Construction Equipment Shanghai Representative Office from 1999 to 2002, the director of marketing communications and brand management of Volvo Construction Equipment Region Asia from 2002 to 2005, the vice president of corporate communications and brand of Volvo Group China from 2005 to 2012 and the chairman of Volvo Construction Equipment (China) Co., Ltd. from 2010 to 2012. Ms. Jiang obtained her EMBA at Oxford University in 2015 and a bachelor's degree in education from Beijing Normal University in 1989.

— **Mr. Jin Zhao**: aged 40, is a non-executive Director of Ferretti on August 29, 2025. He is the deputy general manager, general manager in the European region and chief representative for European Power Business of Weichai Group, chairman of the board of directors of Weichai Power (Luxembourg) Holding S.à r.l., and the chairman of the board of directors of FIH. From July 2005 to May 2020, Mr. Jin served as project manager, assistant to the department head, and deputy department head of the application engineering center, as well as director of the international business synergy department of Weichai Power. From May 2020 to January 2022, Mr. Jin successively served as deputy general manager and general manager of Shandong Weichai Import and Export Corp, and as director of the import and export business of Weichai Power. From January 2022 to February 2024, Mr. Jin served as assistant to the general manager, vice president, and executive president of Weichai Power, as well as general manager of the power system business division and general manager of Weichai Power Equipment Co., Ltd.. From 2024 to 2026, Mr. Jin served as chief representative stationed at Baudouin Moteurs (an overseas subsidiary of Weichai Power), and deputy general manager of the global sales centre and general manager of the European, Middle Eastern and African region of Complete Power Equipment Business of Weichai Power. Mr. Jin is a director of Power Solutions International, Inc. (a company listed on NASDAQ under ticker symbol PSIX) Mr. Jin obtained a bachelor's degree in thermal energy and power engineering from Harbin Institute of Technology in July 2005.

To access the Directors' full curricula vitae, please see the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*.

4.3.2Diversity policy and measures

With respect to the provisions of article 123-*bis*(2)(d-*bis*), CLFI, on diversity policies within administrative, management and supervisory bodies, in recognition of the importance of diversity and inclusion in ensuring the Group's success, the Board of Directors on May 18, 2023 adopted a Group policy on diversity in the Board of Directors and the Board of Statutory Auditors (the "**Diversity Policy**"). The policy states principles for pursuing the objective of integrating management, professional and academic features, also of an international nature, while taking also into account balanced gender representation, and the benefits that may flow from having individuals of a variety of ages and experience on the Board of Directors.

Through the Diversity Policy, the Company seeks, in line with stakeholders' expectations and with the pillars that form the foundation of the system of corporate governance and the values of the Code of Ethics, so as to create the necessary preconditions for its Boards of Directors and Statutory Auditors are able to exercise their functions as efficiently and honourably as possible, through decision-making processes that reflect a plurality of diverse, expert contributions. To develop a pipeline of potential successors to the Board and maintain gender diversity, the Board has adopted and implemented structured recruitment, selection and training programmes at various levels within the Group for the purpose of developing a broader pool of skilled and experienced potential Board members.

In terms of implementation, the Diversity Policy seeks to guide the candidates that shareholders put forward for membership of the Board of Directors, so that it achieves a composition that is in line with the diversity criteria identified above.

Secondly, monitoring of the results of the Diversity Policy's application, and proposals for its revision, are matters for the Board of Directors, with support from the Nomination Committee and, where appropriate, the Board of Statutory Auditors. The criteria laid down by the Diversity Policy are thus among the matters that the Board of Directors takes into account when reviewing its own performance, a process that, in line with the recommendations of the Corporate Governance Code, it performs annually, regarding its operations, size and composition, also with respect to its Committees.

For further information, please see the Diversity Policy available on the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*; and the Sustainability Report, similarly available on the Company's website, in the sections, *Investor Relations* and *Sustainability*.

The By-Laws provide for rules on the composition of lists in order to ensure presence on the Board of Directors of a minimum number from the less-represented gender, in accordance with the provisions of applicable laws and regulations. Specifically, lists with three or more candidates must be made up of candidates of both genders, in at least the minimum proportions required by laws and regulations, as the notice calling the Shareholders' Meeting specifies.

With reference to gender diversity in particular, Law No. 160 of December 27, 2019 amended, *inter alia*, article 147-*ter*, CLFI, introduced a new test, under which at least two-fifths of the members of the Board of Directors (rather than the third that applied previously) must be reserved to the less-represented gender for six consecutive terms of office.

As at the date of this Report, two out of the nine Directors belong to the less-represented gender. The Board of Directors was appointed on May 18, 2023, prior to the Company's listing on Euronext Milan. Accordingly, the new test will be adopted by the Issuer when it next appoints a revised Board of Directors.

With reference specifically to Principle VII of the Corporate Governance Code, and in accordance with the priority objective of ensuring appropriate expertise and professionalism among its members, the Board of Directors on May 18, 2023, in reviewing its own performance, acknowledged that the members of the Board and the Committees carried appropriate professional characteristics, experience and seniority, which ensured satisfactory diversity in terms of ages and skillsets, and a Board whose composition was well-balanced.

Ferretti is committed to strengthening its culture of inclusivity and to enhancing diversity, inside and outside the Company.

The Group is committed to creating a work environment that is inclusive and free from discrimination, promoting equal opportunity and respect for diversity in all its forms. Ferretti adopts policies that prohibit all forms of discrimination and is committed to removing cultural, organisational and physical obstacles that can limit individual's full development.

The Issuer's strategy translates into HR practices that seek out the best talent, promote professional development, prevent gender-based pay disparities, and foster dialogue and transition between the different generations present in the organisation.

During selection processes, the Group follows strict non-discrimination precepts, respecting internationally accepted standards and principles. In compliance with principles of equity and inclusion, selection and appointment processes are conducted under strict criteria of impartiality, transparency and meritocracy, eschewing discrimination of all forms, in line with current regulations and international standards on human rights and equal opportunities. In addition, Ferretti promotes inclusive leadership styles and transparent communication, key factors for developing working relationships that are based on respect and mutual trust.

The Diversity Policy is distributed throughout the organisation, via the Company's website, in order to enable every employee fully to express their potential and contribute to the Group's success, and to ensure that there is full awareness and a greater stimulus to the promotion of human rights as an integral part of the Group's values. Through this policy, the Group is committed to ensuring a work environment that is inclusive and respectful of diversity, through its backing of initiatives to strengthen balanced representation and the active involvement of all categories of workers in the Group's corporate governance.

Given the importance it places on a transparent and ethical work environment, the Group has also established a whistleblowing policy that is public and easily accessible not only by employees, but by all stakeholders. This system enables unethical behaviour to be reported, thereby promoting a culture of integrity within the Group.

The Group is firmly committed to operating in accordance with the highest ethical standards, which it considers essential to business success; and to strengthening its image as a leading firm in the international shipbuilding industry. It works to ensure equal opportunities for employment and professional growth throughout its workforce, basing itself exclusively on individuals' capabilities and qualifications. The Group rejects all forms of discrimination, including discrimination based on sex, age, race, colour, faith, religious belief, sexual orientation, marital status, country of origin, disability, citizenship and membership of protected categories. This commitment is realized through strict application of the principles contained in the Code of Ethics, and the adoption and implementation of additional policies that manage the impacts, risks and opportunities related to the workforce.

The Code of Ethics articulates the Group's commitment to ensuring that recruitment, hiring and management is performed in a transparent and fair manner, in full compliance with laws and regulations. It condemns any unlawful conduct such as harassment, discrimination or favouritism. For more details on the Code of Ethics, please refer to Section 9.5.1, below.

Furthermore, with regard to the protection of the most vulnerable workers, the Group is committed to preventing and tackling phenomena such as non-compliance with human rights, human trafficking, forced labour and child labour. It has put in place specific management systems and controls in compliance with the provisions of the Minimum Age Convention (ILO Convention No. 138) and the Worst Forms of Child Labor Convention (ILO Convention No. 182). Ferretti has not, as at the date of this Report, made any policy commitments relating to inclusion and/or positive actions for persons belonging to groups within its workforce who may be particularly potentially vulnerable.

As at December 31, 2025, among the 2,076 employees of the Group (including senior management), the percentages of male employees and female employees are approximately 85% and 15%, respectively. The Board considers that the current gender ratio of the Group's workforce (including senior management) is appropriate for its operations and the Group will aim to continue to maintain gender diversity in its workforce.

The Group is committed to offering fair levels of remuneration that reflect the expertise, capabilities and experience of each individual, while ensuring that equal opportunities are assured and the risk of discrimination is avoided.

Ferretti manages diversity in accordance with applicable rules and practice. It incentivises the various sections within the business to include differently able personnel, whose addition to the workforce is evaluated in accordance with, and taking into consideration, each person's needs and capabilities, including through the adoption of suitable working environment and hours, where practicable. This enables staff to give the best of themselves. As at December 31, 2025, there were 55 differently able members of staff.

4.3.3Maximum number of positions within other companies

In accordance with the recommendations of article 3 of the Corporate Governance Code, each member of the Board of Directors is required to make autonomous decisions on a fully-informed basis, in pursuit of the objective of creating value for shareholders in the medium to long term. Each member also commits to dedicating the time necessary to ensure diligent discharge of his or her duties, irrespective of the positions held outside the Group, in full awareness of the responsibilities implicit in the position they hold.

Accordingly, each candidate to the position of Director makes his/her own assessment prior to their accepting a position in the Company and irrespective of the limits imposed upon holding multiple positions under relevant laws and regulations, as to their ability to perform the duties effectively and with due attention, bearing in mind in particular the overall commitment required by any positions outside the Group.

All members of the Board of Directors are also obliged to promptly inform the Board if they become a director or statutory auditor of another company, in order to enable discharge of the disclosure obligations under applicable laws and regulations.

As at the date of this Report, the Board of Directors has not assumed a position regarding a maximum number of positions on the boards of directors or statutory auditors at other large or otherwise listed companies that it considers compatible with the effective discharge of duties as a Director of the Issuer.

The following table sets forth a list of positions on boards of directors or statutory auditors held, as at the date of this Report, in companies with shares quoted on regulated markets (in Italy or abroad), in banks, insurance firms, or other large companies, the latter meaning those with assets or revenues exceeding Euro 1 billion, or companies that are part of the Group.

NAME	COMPANY	POSITION
Mr. Hao Qinggui	—	—
Mr. Alberto Galassi	Manchester City Football Club	Director
	Palermo Football Club S.p.A.	Director
Mr. Tan Ning	Ferretti Asia (Zhuhai) Com., Ltd	Sole director
Mr. Piero Ferrari	Ferrari N.V.	Vice chairman
	Piero Ferrari Avio S.r.l.	Director
	HPE-OMR S.r.l.	Director
	Kheope S.A.	Director
Mr. Jin Zhao	Ferretti International Holding S.p.A.	Chairman of the board of directors
	Weichai Power (Luxembourg) Holding S.à r.l.	Chairman of the board of directors

NAME	COMPANY	POSITION
Ms. Zhu Yi	—	—
Mr. Stefano Domenicali	Brunello Cucinelli S.p.A.	Director
	Formula One Group	Chairman of the Board of Directors and Managing Director
Mr. Patrick Sun	Aust Asia Group Ltd.	Director
	Kunlun Energy Company Ltd.	Director
	VOYAH Automotive Technology Company Ltd.	Director
Ms. Jiang Lan (Lansi)	KJE International Holdings Limited	Director

4.4 OPERATION OF THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-BIS(2)(D), CLFI)

4.4.1 Conduct and frequency of meetings

The Board of Directors is the body central to the Company's system of corporate governance, with a primary role in leading and managing the Group as a whole. In addition to its remit under the law and the Company's By-Laws, the Board of Directors is exclusively responsible for the most important decisions, in financial and strategic terms, in terms of structural impact upon operations, and with respect to the Company's and the Group's direction and monitoring, and the creation of value over the medium and long term. It has the power and duty to direct and lead the business, pursuing an objective of maximising value for shareholders and other stakeholders. Accordingly, the Board of Directors resolves to approve those transactions that are necessary to achieving the corporate objects, except for those matters that are expressly reserved to the Shareholders' Meeting, by the law or under the By-Laws. The Board of Directors, in accordance with recommendation 1 of the Corporate Governance Code, also:

(a) examines and approves the Company's and the Group's business plans, also based on analysis of the key themes for generating value over the long term, with the support of the relevant Committee;

(b) regularly monitors implementation of the business plan, and assesses the general performance of operations, comparing results achieved with those forecast;

(c) determines the nature and level of risk that is compatible with the Company's strategic objectives, including assessments of all those factors that may be relevant to the Company achieving sustainable success;

(d) determines the Company's system of corporate governance and the Group's structure, and assesses the adequacy of the organisational, administrative and accounting structure of the Company and those of its strategically important subsidiaries, in particular with respect to the internal control and risk management system;

(e) resolves on transactions by the Company and its subsidiaries that have a significant impact upon the Company's strategy, business, results of operations or financial condition; and accordingly establishes general criteria for identifying those significant transactions;

(f) in order to ensure that information is properly managed within the Company, it adopts, at the proposal of the Chairman of the Board of Directors jointly with the Chief Executive Officer, a procedure for the internal management and external release of documents and information regarding the Company, especially inside information;

(g) on each occasion the Board is appointed, it expresses a view as to how the next Board may be best organised, in terms of qualifications and the number of members, taking into account the process for evaluating the size, composition and operation of the Board and its Committees;

(h) at the Chairman's proposal, to be taken jointly with the Chief Executive Officer, it issues a policy for managing engagement with Shareholders generally, in light, *inter alia*, of the engagement policies adopted by institutional investors and asset managers; the policy is described in the report on corporate governance and ownership structure;

(i) determines the powers and responsibilities to be delegated to particular Directors, and identifies who among the executive Directors is to be Chief Executive Officer;

(j) appoints an independent Director as lead independent Director, where the Corporate Governance Code so provides;

(k) adopts a diversity policy with respect to the composition of the Boards of Directors or Statutory Auditors;

In addition to its exercise of the powers it holds by law, the Board of Directors is responsible for resolving, pursuant to paragraph 18.2 of the By-Laws, regarding:

a) merger by absorption with other companies, and proportional spin-offs of companies 90% or more of whose share capital is held by the Company;

b) the opening or closing of secondary offices;

c) the selection of Directors to formally represent the Company;

d) reductions in Share capital, where a Shareholder withdraws from the Company;

e) amendment of the By-Laws where that is required by Italian laws or regulations; and

f) any transfer of the Company's registered office to another location within Italy.

Rules of operation

The Board of Directors' functioning is governed by the By-Laws and the Rules of the Board of Directors and the Committees which were approved by the Board of Directors on March 20, 2023. These are available online on the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*, in accordance with recommendation 11 of the Corporate Governance Code.

These rules enable the Board of Directors to operate correctly and effectively, *inter alia*, to ensure an efficient flow of information to Directors (see Principle IX of the Corporate Governance Code).

The Board of Directors is validly constituted where a majority of the Directors is present, and resolves by the vote in favour of a majority of the Directors present. Directors who abstain, or have declared a conflict of interest, are not included in the calculation of the majority for the purposes of voting. Where votes are equal, the Chairman of the Board of Directors, if present, has a casting vote.

The Board of Directors elects a Chairman of the Board of Directors from among its number, to remain in office for the whole of the Board's term, where the Shareholders' Meeting has not itself made that election.

Pursuant to article 21 of the By-Laws, the Board of Directors may delegate some of its duties to an Executive Committee, whose members are those Directors who are appointed by the Board and, automatically, the Chairman of the Board of Directors and all those Directors with executive responsibilities. The Board of Directors may determine that Committee's objectives, and the terms upon which it exercises the powers it is delegated.

The Board of Directors may appoint one or more executive Directors, and determine their powers. In addition, the Board of Directors may form one or more committees with consultative, proposal-making or supervisory functions, in accordance with applicable provisions of laws or regulations.

Pursuant to article 22 of the By-Laws, the Board of Directors meets in the location stated in the notice calling the meeting, in the municipality in which the Company is registered, or elsewhere (provided that the meeting is held within the European Union, the United Kingdom or a country within Greater China (the PRC, Hong Kong, Macao or Taiwan) if deemed necessary by the Chairman, the Board of Statutory Auditors, or at least two Directors.

The Board of Directors' meetings may also be held by audio-or video conference, provided that:

— the chairman of the meeting is able to establish the identity of those participating in the meeting and their entitlement to do so, to govern the conduct of the meeting, and to observe and declare the outcome of votes;

— the person taking the minutes is able adequately to perceive the proceedings of the meeting that they are recording;

— all the participants are permitted to participate in real time in the discussions, to vote simultaneously, and the ability to receive and transmit, or view, documentation in real time.

The meeting is deemed to have met in the place stated in the notice, where the person recording the minutes must be present, in order that those minutes may be prepared and signed.

The Chairman of the Board of Directors and the person recording the minutes may be in different locations.

The Chairman, or the person acting in his stead where the Chairman of the Board of Directors is unable to act, calls the Board of Directors, sets its agenda, coordinates its work, and ensures that suitable written information regarding the items on the agenda is provided to all of the Directors.

Meetings of the Board of Directors are called at least three days prior to the appointed date, under a notice of meeting sent to each Director by recorded delivery, fax, email or equivalent, provided that it offers proof of receipt. In urgent cases, that period may be reduced to 24 hours. Regular Board meetings are held at quarterly intervals to discuss, the Group's operations, financial performance, to approve interim and annual results and for other significant matters. For regular Board meetings, Board members are given at least 14 days' prior notice in accordance with the Corporate Governance Code.

The Board of Directors is in any event validly constituted, even if no meeting has formally been called, where all the Directors in office are present along with all the standing members of the Board of Statutory Auditors.

Meetings of the Board of Directors are chaired by the Chairman of the Board of Directors or, if the latter is absent or otherwise unable to chairman the meeting, by a Deputy Chairman. If there is more than one Deputy Chairman, the eldest has priority. Otherwise, the chairman is assumed by another Director designated by the Board of Directors.

Following mandatory opinion of the Board of Statutory Auditors, the Board of Directors appoints the executive responsible for preparing the Company's accounting documents, pursuant to article 154-*bis*, CLFI (the "**Accounts Executive**"), and confers suitable powers and resources in order that those duties may be duly discharged.

Rules of the Board of Directors

The Board of Directors has adopted rules that sets terms and procedures for its functioning, compliant with applicable laws and regulations and consistent with recommendation 11 of the Corporate Governance Code. The Rules of the Board of Directors are intended to ensure compliance with applicable provisions of law and of the By-Laws, and, to the fullest extent possible, the principles and recommendations of the Corporate Governance Code to which the Company is bound.

The notice of meeting, which is prepared by the Chairman of the Board of Directors with, if appropriate, support from the Secretary (as defined below), in both Italian and English, states: the place, date and time of the meeting, the items on the agenda, and the manner in which the Directors may participate; as well as the information required by law.

The notice of meeting is sent by the Chairman, or a person instructed by the Chairman, by recorded delivery, fax, email or equivalent, provided it offers proof of receipt, at least three days prior to the date of the meeting, or, in urgent cases, at least 24 hours prior.

The notice is sent to all of the members of the Board of Directors, and the standing members of the Board of Statutory Auditors. The agenda may be amended by notice to the Chairman of the Board of Directors or a person instructed by the Chairman, by the same means as are permitted for despatch of the notice, and within the same periods.

In accordance with the provisions of recommendation 11 of the Corporate Governance Code, any documentation regarding the items on the agenda, which must be drafted in English, is provided by the Chairman, if appropriate with the Secretary's support, at least three days prior to the meeting. It is sent to the members of the Board of Directors and the standing members of the Board of Statutory Auditors, and to any other persons invited to the meeting (where necessary or opportune), by means that ensure the necessary confidentiality, which may include a dedicated IT platform. In specific cases in which it is necessary, or where it regards fast-moving transactions, it may be impossible to provide the documentation within the permitted timeframe. In such circumstances the Chairman of the Board of Directors ensures that it is provided as promptly as possible or directly in the course of the meeting, where necessary. Where the documentation is particularly complex or voluminous, the Chairman of the Board of Directors, if appropriate with the Secretary's support, ensures that it is accompanies by an English-language document that summarises the most important points with respect to the decisions on the agenda. The Directors and the statutory auditors receive prior notice where the documentation is not being provided within the permitted timeframe.

Where the agenda for the meeting includes matters within the purview of the Accounts Executive, that person is invited to attend for the discussion of those matters.

Any persons, whose presence is considered useful in relation to the matters on the agenda, or on the basis they would assist with the Board's work (heads of relevant departments, executive employees, managers, employees, or advisors of the Company or its subsidiaries, or others) may be invited to attend, but are not entitled to vote, and they may speak only during discussion of the matters to which the invitation related, at the Chairman's invitation, to elucidate information or documents, or provide additional background or detail.

Resolutions are evidenced by minutes signed by the Chairman of the Board of Directors and the Secretary, and are immediately effective except as the minutes may state. They are brought to the attention of the affected departments and units, and, to the extent relevant, to the control functions.

Merely in order to facilitate minute-taking and document the contents of those minutes, and unless the Chairman of the Board of Directors decides otherwise, meetings of the Board of Directors are audio and/or video recorded.

The minutes are prepared in Italian and in English, and include the major contributions, summarised by the Secretary of the Board of Directors including, in particular, those parts that provide essential information additional to the documentation; the questions and answers necessary to clarify the documentation; the substantive comments that are relevant or whose inclusion is expressly requested; and the Directors' voting declarations.

After the meeting, draft minutes drawn up by the Secretary to the Board (or of the meeting, as the case may be) are submitted for comment and approval to the members of the Board of Directors and the standing members of the Board of Statutory Auditors.

Those parts of the minutes that regard resolutions that must be given immediate effect may be certified and excerpted by the Chairman of the Board of Directors and the Secretary, and this may occur prior to the Board of Directors' approval of the minutes' final draft, which may include contributions that participants made.

The Directors and the statutory auditors must keep the documents, information and figures received in the course of their duties confidential, including after the end of their terms of office, subject to any obligations imposed by law, legal or supervisory authorities, and they must not seek out or use confidential information for purposes inconsistent with their duties. Those invited to attend meetings of the Board of Directors are subject to the same confidentiality obligations as the Directors and statutory auditors.

Information provided to the Board of Directors

Pursuant to article 22.9 of the By-Laws and article 150, CLFI, and in accordance with best practice, bodies with delegated responsibilities report, orally or in writing, to the Board of Directors and the Board of Statutory Auditors (and absent such bodies, the Directors report to the Board of Statutory Auditors) on the business' s general performance and anticipated future development, transactions with the greatest impact in terms of business, results of operations and financial condition, or otherwise by size or features, carried out by the Company or its subsidiaries, or that are influenced by any person who directs or coordinates the Company's activities. This applies in particular to transactions where the Directors have a direct or indirect conflict of interest. The reports are made at the time of meetings of the Board of Directors and not less than quarterly (and more frequently, where the Board of Directors so determined at the time it delegated the powers). Reports to the Board of Statutory Auditors may also take place directly or at the time of meetings of the Executive Committee, where appointed, where this enables the information to be provided more promptly.

Induction programme

The Rules of the Board of Directors as approved on March 20, 2023 provide that the Company must carry out induction sessions at least twice a year, open to all the Directors. The objective is, in accordance with the terms of the Corporate Governance Code, to ensure appropriate knowledge of the Company and the sector in which the Group operates (as well as the main trends that may impact the Group's growth strategy), its products, business dynamics and their development, also with a view to sustainable success; and its organisation, the principles of proper risk management, and the regulatory and self-regulatory rules to which it is subject. In light of Ferretti's listing on Euronext Milan in June 2023, the Company has yet to organise these induction sessions.

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director received formal, comprehensive and tailored induction on first appointment, to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. All Directors have been updated on the latest developments regarding the statutory and regulatory requirements and also the business and market changes to facilitate the performance of their responsibilities and obligations under the Listing Rules and relevant statutory requirements, and enhance their awareness of good corporate governance practices.

All Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for the Directors are arranged and reading materials on changes and developments to the Group's business and to the legislative and regulatory environments relating to the market and the operations of the Group provided to the Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expense. All Directors have confirmed that they have complied with the requirements under the Listing Rules on directors' continuous professional development by participating in appropriate CPD activities, reading materials relating to regulatory updates and reviewing papers and circulars distributed by the Company.

Activities in the course of the year

During the Reporting Year, six meetings of the Board of Directors were held, on February 28, 2025, March 14, 2025, May 16, 2025, July 31, 2025, August 29, 2025 and October 23, 2025.

The meetings were duly minuted.

Meetings of the Board of Directors on average lasted approximately 90 minutes.

In the year ending on December 31, 2026, in addition to four meetings of the Board of Directors that took place on January 30, 2026, February 24, 2026, March 12, 2026 and March 31, 2026 (in the course of the latter of which, drafts of the consolidated and non-consolidated financial statements as at and for the period ended December 31, 2025 were approved), it is anticipated as at the date of this Report that there will be at least another three meetings, on: May 15, 2026, July 31, 2026 and October 27, 2026 (as stated in the financial calendar disclosed to the market and Borsa Italiana, available on the Issuer's website at *www.ferrettigroup.com*, in the section *Investor Relations*).

In the course of the Reporting Year, compared to a participation rate of approximately 98.2%, the individual Directors participated in meetings, with the following rates: 100% for Mr. Jiang Kui (Chairman, for the period ended August 29, 2025, the effective date of his resignation), 100% for Mr. Hao Qinggui (Chairman), 100% for Mr. Alberto Galassi (Chief Executive Officer), 100% for Mr. Piero Ferrari (Honorary Chairman), 83.3% for Mr. Stefano Domenicali, 100% for Mr. Patrick Sun, 100% for Ms. Jiang Lan (Lansi), 100% for Mr. Zhang Quan and Mr. Xu Xinyu (for the period ended February 28, 2025, the effective date of their respective resignations), 100% for Mr. Tan Ning, and 100% for Ms. Zhu Yi and 100% for Mr. Jin Zhao.

In light of the above, the Company considers that in the Reporting Year, the Directors made appropriate time available for them to perform their duties of office within the Company.

The Chairman of the Board of Directors took steps to ensure that the documentation regarding the items on the agenda were brought to the attention of the Directors and the statutory auditors suitably in advance of the date of the meeting. The supply of comprehensive information promptly is ensured by having the documentation sent not less than three business days prior to the date of the meeting. That deadline was generally met and there were no cases of particular urgency that justified making an exception to that deadline for despatching the documentation.

Additionally, the Chairman of the Board of Directors ensured that the matters on the agenda received sufficient time for all Directors to speak, which ensured constructive debates in the course of the meetings.

The meetings of the Board of Directors take place with the participation of the Board's Secretary, and, where appropriate, of executives from the Issuer responsible for the functions under discussion, and external advisers with roles in the items under discussion, which meant that the Directors were able to explore the matters on the agenda in the necessary detail. Generally, the Chief Executive Officer ensures that executives make themselves available to participate in the meetings, so that those meetings provide regular opportunities for non-executive Directors to acquire adequate information on the Issuer's operations.

Finally, it should be noted that meetings of the Board of Directors are normally also attended by the Accounts Executive.

4.5 ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

On January 21, 2025, the Shareholders' Meeting appointed Mr. Jiang Kui as Chairman of the Company's Board of Directors. On August 29, 2025, Mr. Jiang Kui resigned as a non-executive Director and Chairman of the Board of Directors, and the Board of Directors appointed Mr. Hao Qinggui as the new Chairman of the Board of Directors.

The Chairman of the Board of Directors has the powers conferred by law and the By-Laws with respect to the functioning of the Company's corporate bodies and the legal representation of the Company towards third parties.

In accordance with the provisions of the By-Laws and applicable laws and regulations, the Chairman of the Board of Directors, or where the Chairman of the Board of Directors is unavailable, a person acting in the Chairman's place, convenes the Board, sets its agenda, coordinate its work and ensures that adequate information on the items on the agenda is provided to all Directors.

Exercising the functions assigned by law, the By-Laws and the Rules of the Board of Directors, and also in line with the recommendations of the Corporate Governance Code, the Chairman of the Board of Directors acts as a liaison between the executive Directors and the non-executive Directors and, with the support of the Secretary to the Board of Directors, ensures that the Board of Directors is able to function effectively.

More particularly, without prejudice to the additional powers established by laws and regulations in force, the By-Laws, and the principles and recommendations in the Corporate Governance Code, the Chairman, with support from the Secretary, is responsible for ensuring that:

(a) the information provided prior to the meetings and the additional information provided during the meetings enable the Directors to reach informed decisions in the performance of their duties;

(b) the activity of the Committees is coordinated with that of the Board of Directors;

(c) by agreement with the Chief Executive Officer, the Company's and the Group's executives responsible for relevant functions intervene in Board meetings, also at the request of individual Directors, to provide such in-depth information regarding the items on the agenda as may be opportune;

(d) all of the members of the Board of Directors and the Board of Statutory Auditors may participate, following their appointment and over the course of their term of office, in initiatives to supply them with knowledge of the business sectors in which the Company operates, business dynamics and their development, also with a view to sustainable success; and the principles of proper risk management, and the regulatory and self-regulatory rules to which it is subject,

(e) the induction process is duly provided; and

(f) the adequacy and transparency of the process by which the Board of Directors evaluates its own performance, with the support of the Nominations Committee.

Under provision C.2.7 of Part 2 of the corporate governance code as set out in Appendix C1 to the Listing Rules, the Chairman of the Board of Directors should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors. The Chairman of the Board of Directors has delegated the Secretary (as defined below) to gather any concerns or questions the independent non-executive Directors may have and to report to him, so that the Chairman of the Board of Directors may arrange a meeting with the independent non-executive Directors as and when appropriate. Nevertheless, from time to time, the Chairman of the Board communicates directly with the independent non-executive Directors and other non-executive Directors on a one-to-one or group basis to understand their concerns and to discuss pertinent issues, to ensure an efficient communication between independent non-executive Directors and the Chairman. At the date of this Report, no meeting with the independent non-executive Directors without the presence of other Directors has yet been held.

4.6 SECRETARY TO THE BOARD OF DIRECTORS

Pursuant to article 20.2 of the By-Laws and in accordance with recommendation 18 of the Corporate Governance Code, the Board of Directors appoints, and revokes the appointment, of its secretary (the "**Secretary**"), at the Chairman's proposal. The Secretary needs not be a Director, and the requisite qualifications and qualities are determined by the Board.

The Secretary must in any event satisfy suitable requirements as to their professional standing and independence of judgement, and have appropriate expertise on company law, the regulated markets, and corporate governance, and must have acquired significant experience within a company secretariat at a company of similar size to the Company.

If the Secretary is absent or unable to act, the Board of Directors may at the Chairman's proposal nominate a replacement for any particular meeting, choosing an individual with appropriate professional standing. The Board of Directors, or the Chairman, establishes that the requirements are satisfied at the time of the Secretary's appointment for the particular meeting.

The Secretary assists the Chairman of the Board of Directors with his work, with particular regard to the activities referred to above (see recommendation 18 of the Corporate Governance Code).

In the course of the year, the Secretary provided impartial judgements, advice and assistance to the Board of Directors on every material aspect of the proper functioning of the Company's system of corporate governance (see recommendations 18 of the Corporate Governance Code).

In performing his functions, the Secretary has support from a secretariat appropriate to his duties, taking into account *inter alia* the role played by the Secretary, who may also act as secretary for one or more Committees.

In performing the functions of his office, the Secretary had access to appropriate resources, made available by the Board of Directors, including information regarding the business necessary for his duties; suitable financial resources; and the support of external advisers, all as determined by the Board of Directors.

On July 29, 2024, the Board of Directors appointed Mr. Hao Qinggui, as Head of the Board office and as Secretary to the Board of Directors for the remainder of the Board's term of office and subject to revocation in the event the Board so determines. He thus replaced Mr. Ma Jun in that role. On August 29, 2025, Mr. Hao Qinggui resigned as Head of the Board Office and as Secretary of the Board of Directors, and on the same date the Board of Directors appointed Ms. Zhang Xiaomei as Head of the Board Office and as the new Secretary of the Board of Directors.

The Board appointed Mr. Niccolò Pallesi and Ms. Wong Hoi Ting as the joint company secretaries on December 21, 2021. They are responsible for the secretarial affairs of the Company and for ensuring information flows within the Board and compliance with Board policy and procedures. On August 12, 2024, the Board of Directors appointed Mr. Hao Qinggui in place of Mr. Pallesi.

On October 31, 2025, Ms. Zhang Xiaomei was appointed by the Board of Directors as the joint company secretary in replacement of Mr. Hao Qinggui and Ms. Wong Hoi Ting continues to serve as the other joint company secretary of the Company.

During the Reporting Year, the joint company secretaries have attended not less than 15 hours of professional training.

4.7 EXECUTIVE DIRECTORS

4.7.1 Executive Officers

Pursuant to article 21 of the By-Laws, the Board of Directors may, subject to the restrictions imposed by article 2381 of the Civil Code and the By-Laws, delegate some of its powers and responsibilities to one or more members, for whom it determines the powers and the remuneration.

The Board of Directors may also decide that an Executive Committee should be established, whose members are those Directors who are appointed by the Board and, automatically, the Chairman of the Board of Directors and all those Directors with executive responsibilities. The Board of Directors in its resolution establishing the Executive Committee may also determine its objectives and the manner in which it may exercise its delegated powers.

The Board of Directors in any event has powers to direct and oversee, and to advocate for transactions within the scope of the delegated powers, and the power to revoke such powers' delegation.

Senior managers and attorneys may also be appointed by the Board of Directors, with their powers determined under the appointment.

Additionally, under article 23 of the By-Laws, the Chairman of the Board of Directors formally represents the Company, without restrictions. Directors with executive responsibilities also represent the Company with respect to the matters delegated to them, as do general managers, where they are appointed.

On May 18, 2023, the Board of Directors resolved to appoint Mr. Alberto Galassi as Chief Executive Officer and Mr. Xu Xinyu as an executive Director, granting them the necessary powers for them to perform their duties. Following Mr. Xu Xinyu's resignation on February 28, 2025, the Board of Directors appointed Mr. Tan Ning as an executive Director, granting him the powers previously held by Mr. Xu Xinyu.

Chief Executive Officer

Under a resolution adopted by the Board of Directors on May 18, 2023, Mr. Alberto Galassi was granted the broadest ordinary and extraordinary powers, that he may exercise alone, as may be necessary or merely appropriate to pursuit of the Company's objects, or to implementation of the Company's approved Business Plan, Budget and/or the Industrial Plan, including, without limitation, the power to represent the Company in dealings with third parties, such as:

- representation of the Company in proceedings before any judicial, administrative, tax, ordinary, special or arbitration authority, in criminal or civil proceedings, at any stage and instance, in Italy or elsewhere, with the power to sign claims and documents, in relation to any matter, bringing and supporting claims and defences, in the substantive and at any enforcement stages, and also in bankruptcy proceedings, and to agree, execute and accept waivers, and including the power to appoint lawyers and consultants;

- representation of the Company in all tax matters, including the signing of the Company's annual VAT returns and tax returns, declarations of withholding taxes, reports on results prepared by the tax authorities or the tax police, questionnaires from the tax authorities and any documents required by tax legislation, including the power to appoint lawyers and consultants;

- representation of the Company in relations central, local and other governmental bodies and administrations, ministries, EU bodies and supranational bodies, and with any other political, judicial, military, fiscal, financial, social security or trade union authorities or offices, both in Italy and elsewhere;

- to enable, also by means of special attorneys, any registrations, cancellations, postponements, annotations, signatures, waivers or formality generally, relating to mortgages, pledges, or transcriptions made in favour of the Company, without any limitation, before the registrars of land and other public registers, court employees and third parties, without having to justify their actions to the offices concerned and third parties;

- to sign all acts of ordinary administration, meaning any transaction related to giving effect to resolutions adopted by the Company's competent bodies or representatives, and any transaction execution of which is not expressly reserved by law to others, including the rules governing companies listed on the Hong Kong Stock Exchange, or by the Company's By-Laws to other representatives;

- to agree and give effect to transactions resolved upon or authorized by the competent bodies of the Company or their representatives, signing on behalf of the Company all relevant instruments and agreements, and instruments supplementary thereto and/or amending thereof, and any consequent formalities, with the right to agree any clause or condition in addition to those agreed by the competent bodies or their representatives, and with the right to take any action necessary to best safeguard the Company's rights and entitlements;

- to carry out with general government bodies, and public entities and offices, all such acts and operations as are necessary to obtain concessions, licences and authorisations generally, accepting and executing the relevant final deeds and documents;

- to enter into and carry out transactions relating to the granting and/or obtaining of licences relating to intellectual or industrial property rights;
- more generally, to perform any other act on behalf of the Board of Directors and/or the executive committees;
- to confer and/or delegate powers to other persons, including attorneys or employees within the scope of the powers held;
- to promote and develop adherence to good conduct, regulatory compliance, sound ethics and culture in the Company's operations in compliance with corporate governance principles; and
- accident prevention, and health and safety in the workplace.

The following matters remain the exclusive responsibility of the Board of Directors:

- the receipt and grant of new loans and other financial instruments, other than bank or insurance guarantees, with a value of more than Euro 50 million or a maturity of more than 18 months;
- the issuance of financial instruments to be listed on European or non-European regulated markets and their delisting;
- entry into derivatives contracts (a) with a nominal value exceeding Euro 100 million, and (b) whose sole purpose and/or effect is not to hedge the Company's risks (e.g. interest rate hedging, exchange rate hedging, or commodity hedging). For the avoidance of doubt, entry into any derivatives contracts of a speculative nature should in any case be subject to the approval of the Board of Directors;
- the acquisition or sale of controlling or associated interests in other companies, with a value exceeding Euro 10 million, unless contemplated by the approved Business Plan and/or Budget;
- acquisition or sale of companies or business divisions of strategic importance or otherwise with a value exceeding Euro 20 million, unless contemplated by the approved Business Plan and/or Budget;
- acquisition or sale of assets or other assets of strategic importance or otherwise with a total value exceeding Euro 10 million, unless contemplated by the approved Business Plan and/or Budget;
- entry into relevant transactions with related parties in accordance with applicable laws and regulations;
- determining, in accordance with the Company's internal policies and applicable laws, the remuneration of the Chief Executive Officer and Directors holding particular offices and, if necessary, the allocation of total approved remuneration among the members of the Board of Directors;

- approval of the Group's Business Plan and/or Budget;
- adoption of the Company's corporate governance rules and the definition of the Group's corporate governance guidelines;
- definition of the guidelines for the internal control system, including the appointment of a Director responsible for supervising the internal control system, and determining their duties and powers; and
- any other matter which should be exclusively in the purview of the Board of Directors under applicable laws and regulations, including those governing companies listed on the Hong Kong Stock Exchange, or the By-Laws.

The Chief Executive Officer is also referred to as the CEO and is not a director of another listed company of which a Director of the Company is the CEO.

The allocation of the powers set out above is justified in light of the characteristics of Ferretti's business activities and the Group's organizational structure.

Executive Director

Under a resolution adopted by the Board of Directors on May 18, 2023, given the operational needs of the Board of Directors following the listing of the Company on both the Stock Exchange of Hong Kong market and Euronext Milan, Mr. Xu Xinyu has been granted the power to oversee implementation of the decisions of the Board of Directors and tasked with strengthening the Company's internal audit functions, with the ability to monitor the quality of the Company's operations. The Board of Directors on February 28, 2025 granted Mr. Tan Ning the same powers following Mr. Xu Xinyu's resignation.

4.7.2 Chairman of the Board of Directors

As at the date of this Report, the Chairman of the Board of Directors is not the Issuer's chief executive officer, nor has he been delegated management powers. He does not play a specific role in the development of corporate strategies, nor is he a controlling shareholder of the Issuer.

4.7.3 Honorary Chairman of the Board of Directors

On May 18, 2023, the Board of Directors resolved to appoint Mr. Piero Ferrari as Honorary Chairman. He neither holds any operational duties or responsibilities, has any specific role in preparing strategy, nor is he a Controlling Shareholder of the Company.

4.7.4 Supply of information to the Board of Directors by executive Directors and bodies

During the Reporting Year, the Chief Executive Officer and the executive Director reported adequately and in a timely manner, at least on a quarterly basis, to the Board of Directors and the Board of Statutory Auditors on the activities undertaken concerning the powers conferred, doing so in a manner that enabled the Board to express, in an informed manner, its views on the matters under examination.

4.7.5 Other Executive Directors

As at the date of this Report, there are no Directors with delegated powers or responsibilities other than the Chief Executive Officer and the executive Director.

As at the date of this Report, no executive committee has been established.

4.8 INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR

4.8.1 Independent Directors

As at the date of this Report, the Board of Directors includes three independent Directors out of a total of nine Directors. These are Directors who meet the independence requirements set forth in Article 148(3), CLFI, as referred to in Article 147-*ter*(4), CLFI, and in the Recommendation 7 of the Corporate Governance Code and the criteria indicated in 'Rule 3.13 of the Listing Rules' according to Hong Kong law, as well as the criteria defined by the Board of Directors in accordance with recommendation 7, second paragraph of the Corporate Governance Code and Rule 3.13 of the Listing Rules.

Specifically, under recommendation 5 of the Corporate Governance Code, the Directors Ms. Zhu Yi, Mr. Stefano Domenicali and Mr. Patrick Sun meet the independence requirements.

The number of independent directors is compliant with recommendation 5 of the Corporate Governance Code and the Listing Rules and appropriate, also in light of their respective fields of expertise, the Company's requirements, the functioning of the Board of Directors, and the composition of the Committees.

On May 18, 2023, the Board of Directors approved the quantitative and qualitative criteria to be used in establishing Directors' independence, in order to assess the significance of dealings with the Company and/or the Group, pursuant to recommendation 7 of the Corporate Governance Code.

Specifically, the following are considered "significant":

(a) a Director having a significant commercial, financial or professional relationship with the Company (see recommendation 7, paragraph 1, part (c)), from which he receives income that exceeds at least one of the following parameters:

   (i) his annual compensation for the office of Director, including compensation for participation on Committees;

   (ii) 5% of the average costs incurred by Ferretti in the last three financial years, in relation to relationships of the same commercial, financial or professional nature.

   In any event, the relationship is considered significant where the amount of income paid to the Director exceeds Euro 200,000 (two hundred thousand Euros).

(b) the additional remuneration (recommendation 7, paragraph 2, letter (d), of the Corporate Governance Code) that exceeds his annual compensation for the office of Director, including compensation for participation on Committees,

where:

i "fixed compensation for the position" means: the compensation determined by the Shareholders' Meeting for all Directors, or by the Board of Directors for all non-executive Directors, further to the aggregate amount approved by resolution of the Shareholders' Meeting for the whole of the Board of Directors; any remuneration awarded based on the particular position of the non-executive Director within the Board of Directors (Chairman, Deputy Chairman (where appointed), Lead Independent Director (where appointed), determined in accordance with best practice, further to recommendation 25 of the Corporate Governance Code;

ii "compensation for participation on Committees" means the remuneration any particular Director receives based on their participation in committees established pursuant to the Corporate Governance Code or committees or bodies for which the laws and regulations in force provide, other than remuneration for participating on any executive committees;

iii for the purposes of determining the "additional remuneration" received by a Director of Ferretti, it is the "fixed compensation for the position" and the "compensation for participation on Committees" that the Director receives from companies of the Group that should be taken into consideration.

The independence of a Director may be compromised by being a close relation of a person in one of the aforementioned situations, where "close relations" are, without limitation, parents, children, spouse who is not legally separated, and co-habitees.

The Board of Directors verifies that these requirements are satisfied at the time of the appointment and on any occasion that circumstances relevant to independence transpire, and not less than annually. The Board of Statutory Auditors verifies that the criteria and assessment procedures used by the Board of Directors to assess the independence of its members have been correctly applied.

The Board of Directors assesses the initial and continuing satisfaction of the independence requirements, applying *inter alia* all the criteria set forth in the Corporate Governance Code, based on the information that the individuals in question are required to provide and such other information as is otherwise available to the Board of Directors. The outcomes of these assessments are made public through a press release.

On May 18, 2023, the Board of Directors confirmed, based on the information available to it, in particular that provided by the Directors, that the independence requirements set forth in Article 148(3), CLFI, as referred to in Article 147-*ter*(4), CLFI, and in recommendation 7 of the Corporate Governance Code, and based only on the criteria set forth in Rule 3.13 of the Listing Rules, under the laws of Hong Kong, were met by the following Directors: Mr. Hua Fengmao (who subsequently resigned, effective from February 19, 2023), Mr. Stefano Domenicali and Mr. Patrick Sun; and on February 19, 2024, the Board of Directors based on the information available to it, in particular that provided by the Director in question, verified that the independence requirements were met by Ms. Zhu Yi.

The quantitative and qualitative criteria to be used in establishing Directors' independence, in order to assess the significance of dealings with the Company and/or the Group, pursuant to recommendation 7 of the Corporate Governance Code, were applied following the First Trading Day, and thus beginning with the assessment of the independence of Directors who were co-opted on February 19, 2024.

The outcome of the assessments regarding the independence of Mr. Stefano Domenicali, and Mr. Patrick Sun was favourable, and the market was informed by press release of May 18, 2023. The outcome of the assessment regarding the independence of Ms. Zhu Yi was also favourable, and the market was informed by press release of February 19, 2024, which is available on the Issuer's website at *www.ferrettigroup.com*, in the section *Investor Relations*.

With reference specifically to the terms of article 149(1) (c-*bis*), CLFI, and recommendation 6 of the Corporate Governance Code, the Board of Statutory Auditors confirmed that the criteria and assessment procedures used by the Board of Directors to assess the independence of its members have been correctly applied.

None of the independent Directors have committed to remaining independent for the whole of their term of office and to resigning if necessary. In the event that a Director classified as an independent Director ceases to meet the requirements, he must promptly inform the Board of Directors.

In the course of the Reporting Year, the independent Directors never met without the other Directors.

4.8.2 Lead Independent Director

The Board of Directors did not consider it necessary to appoint a lead independent Director, in that the tests that would require such an appointment under recommendation 13 of the Corporate Governance Code were not met, since:

(a) the Chairman of the Board of Directors is not the Chief Executive Officer and does not hold material management responsibilities;

(b) the Chairman of the Board of Directors does not control the Issuer, nor jointly with any other person; and

(c) the Issuer does not qualify as a "large company" under the Corporate Governance Code.

5 MANAGEMENT OF CORPORATE INFORMATION

The Board of Directors on March 20, 2023 at the proposal of the Chief Executive Officer, adopted the following procedures:

(a) a procedure for handling and disclosing inside information, for governing the handling of Inside Information and Material Information, thus a mapping and identification of such information by the relevant functions within Ferretti; and

(b) a procedure on internal dealing, pursuant to article 19, MAR, to regulate the disclosure obligations towards CONSOB and the public connected with transactions regarding financial instruments issued by the Company, performed by persons discharging managerial responsibilities and persons closely associated with them (as identified under the MAR and the aforementioned procedure).

Both documents are available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

6 COMMITTEES INTERNAL TO THE BOARD OF DIRECTORS (PURSUANT TO ARTICLE 123-*bis*(2)(D), CLFI)

6.1 ESTABLISHMENT OF COMMITTEES

Pursuant to Principle XI and recommendation 16 of the Corporate Governance Code, and the laws and regulations in force, the Board of Directors may establish committees made up of its members, with fact-finding, consultative or proposal-making functions, regarding appointments, remuneration, and control and risks. Pursuant to the Listing Rules, the Board of Directors must establish the Controls, Risks and Related Parties Committee, the Nomination Committee and the Remuneration Committee. In accordance with the Listing Rules, those Committees were established from December 21, 2021.

On May 18, 2023, the Board of Directors resolved to establish the following committees with fact-finding, consultative or proposal-making functions, pursuant to Principle XI and recommendation 16 of the Corporate Governance Code:

(a) the Controls, Risks and Related Parties Committee, which addresses internal controls, risk management and transactions with related parties under the RPT Rules and the RPT Procedure;

(b) the Remuneration Committee, which addresses remuneration;

(c) the Nomination Committee, which addresses the appointment of Directors and procedures for evaluating the performance of the Board of Directors; and

(d) the Sustainability Committee, which addresses issues of sustainability connected with the conduct of the Group's business.

The Committees operate in accordance with their terms of reference, in compliance with the Corporate Governance Code and the corporate governance code as set out in the Appendix C1 to the Listing Rules. The terms of reference of the Board committees are published on the Company's website and the Hong Kong Stock Exchange's website and are available to Shareholders upon request.

On February 19, 2024, pursuant to recommendation 1 of the Corporate Governance Code, the Board of Directors resolved to establish a Strategic Committee, and adopted Rules that would govern its proceedings on the same date.

As at the date of this Report, no Committees have been established beyond those recommended by the Corporate Governance Code, except for the Strategic Committee, which is described in detail in paragraph 6.4, below.

The members and chairmen of the Committees are appointed, and dismissed, by resolution of the Board of Directors. Members of Committees have no claims of any kind in the event of their dismissal from that role.

Except as the Board of Directors may determine otherwise at the time of their appointment, members of the Committees are appointed for the same term as that of the Board of Directors to which they also belong. Early termination of office of the Board of Directors for any reason also results in the immediate forfeiture of the Committees.

In the event that, for any reason, one or more members of a Committee cease to hold office, they are replaced by members of the Board of Directors.

Consistent with recommendation 17 of the Corporate Governance Code, the Board of Directors has in establishing the Committees' membership favoured expertise and experience, and avoided excessive concentration of duties. Specifically: (i) at least one member of the Remuneration Committee has appropriate knowledge and experience on financial matters and remuneration policies, which the Board of Directors is called to assess at the time of appointment; (ii) at least one member of the Controls, Risks and Related Parties Committee has appropriate knowledge and experience on accounting and finance, and risk management, which the Board of Directors is called to assess at the time of appointment; and (iii) at least one member of the Sustainability Committee has appropriate knowledge, expertise and experience on matters of social and environmental sustainability.

In accordance with the Board of Directors' determinations each time it appoints the Controls, Risks and Related Parties Committee, the Nomination Committee and the Remuneration Committee are each made up of at least three Directors, a majority of whom are non-executive and independent, while the Sustainability Committee and the Strategic Committee are each made up of at least three Directors, a majority of whom are non-executive. The Chairman of the Controls, Risks and Related Parties Committee is an independent non-executive Director. The Chairmen of the Sustainability Committee, the Strategic Committee and the Nomination Committee are each a non-executive Director and a Chairman of the Board of Directors.

Consistent with the requirements under the Listing Rules, (i) the Controls, Risks and Related Parties Committee is made up exclusively of non-executive Directors, with Mr. Patrick Sun (an independent non-executive Director) currently serving as its chairman. Mr. Sun has the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules; (ii) the Remuneration Committee has a majority of independent non-executive Directors with Mr. Stefano Domenicali (an independent non-executive Director) currently serving as its chairman; and (iii) the Nomination Committee comprises a majority of independent non-executive Directors, with Mr. Hao Qinggui (Chairman of the Board of Directors) currently serving as its chairman.

The Secretary to the Board of Directors, or another person he identifies from within the Company's secretariat, acts as secretary for each committee.

The Committees are granted a budget to ensure their independence.

The Directors accept appointment to one or more of the Committees only where they consider that they are able to dedicate the time necessary to performing the duties that entails.

During the Reporting Year, and through to the date of this Report, none of the functions for which the Corporate Governance Code recommends establishing a committee have been reserved to the Board of Directors.

6.2 OPERATION OF THE COMMITTEES

With specific reference to the terms of recommendation 11 of the Corporate Governance Code, the functioning of the Committees is governed by the Rules of the Board of Directors and the rules of the individual Committees, as approved by the Board of Directors, respectively, on March 20, 2023 and May 18, 2023, in the same form as had been adopted on December 21, 2021 (and, for the Strategic Committee, on February 19, 2024). These are made available on the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*.

Each Committees' meetings are called by the Chairman or one of its members, at regular intervals that enable them to perform their duties, and not less than once a year (except for the Controls, Risks and Related Parties Committee, which meets at least twice a year with the person responsible for auditing the Company's accounts). Meetings take place in the location stated on the notice of meeting, sent to all of the Committee's members.

The notice of meeting, prepared in English, is despatched by the Secretary, on the instruction of the Chairman of each Committee, by recorded delivery, fax, email or equivalent, provided that it offers proof of receipt. It provides the place, date and time of the meeting, the agenda, the manner in which the members may participate, and the other information required by law. Where necessary or urgent, the notice may be sent not less than 24 hours prior to the meeting, by the same means. A copy of the notice is sent to the Board of Directors (or its Chairman), the Chief Executive Officer (where he is not a member of the relevant Committee), the Board of Statutory Auditors (or its Chairman), the Head of Internal Audit (for the Controls, Risks and Related Parties Committee), and the Chief Human Resources & Organization Officer (for the Remuneration Committee).

Each Committee may validly resolve, even if no meeting has formally been called, when all members are present.

The Chairman of each Committee may, also at the request of the other members, invite to specific meetings the Chairman of the Board of Directors, the Chief Executive Officer (where he is not a member of the relevant Committee), the other Directors, and, with notice to the Chief Executive Officer, the executives and heads of the relevant business functions within the Company or the Group, the Secretary to the Board of Directors, where not acting as secretary to the meeting, and other persons, including persons from outside the Company and the Group, where their presence is considered useful, *inter alia*, to provide additional information regarding one or more of the matters of the agenda. The Chairman of the Board of Statutory Auditors, or another member he designates, participates in the work of the Committees. In such circumstances, the invitees are made aware of the notice of meeting and any documentation, to the extent that is necessary for them to participate effectively in the Committee's work.

The meetings of each Committees may be held by audio-or videoconference, provided that the chairman of the meeting is able to establish the identity of those participating in the meeting, they are able to follow the discussions, participate in the deliberations in real time regarding the meeting's activities, vote simultaneously, and are able to receive, provide and review documents in real time; and the person taking the minutes is able adequately to perceive the proceedings of the meeting that they are recording.

Any documentation regarding the items on the agenda is prepared in English and, where opportune or required, also in Italian. It is made available to the members and, where necessary or opportune, also to any invitees, by the secretary, in a manner that ensures the necessary confidentiality, which may include a dedicated IT platform. Ordinarily, it will accompany the notice of meeting, or, in urgent cases be made available at least 24 hours prior to the meeting, transmitted in the same manner as the notice of meeting.

The meetings of each Committee are chaired by their respective Chairman, of, if he is unable or absent, by the eldest member.

In order for the meetings to be validly constituted, a majority of its members must be present. Resolutions are passed with the approval of an absolute majority of those entitled to vote, or, only for the Controls, Risks and Related Parties Committee (where not acting as the Related Parties Committee), by an absolute majority of those present. In the event of a tied vote, the Chairman of the meeting holds the casting vote. No voting by proxy is permitted.

The minuting of meetings is overseen by the Secretary. Minutes of Committee meetings are prepared in English, with a draft submitted to the Committee's chairman (and to the Chairman of the Board of Statutory Auditors, or to the person acting in their stead, in the case only of the Controls, Risks and Related Parties Committee), and signed by the meeting's chairman. The meetings are considered to have been held in the location in which the chairman was present.

Except as the Committees may provide otherwise, the terms that govern the meetings of the Board of Directors apply to the meetings of the Committees, *mutatis mutandis*.

The Chairman of each Committee coordinates their work, and informs the Board of Directors at the next meeting, and at least annually (or quarterly, for the Controls, Risks and Related Parties Committee), or to such other timetable as the Corporate Governance Code or other applicable laws and regulations may provide from time to time.

For further information regarding the scope of each Committee's work and their composition, please see paragraphs 6.3, 6.4, 7.4, 8.2 and 9.3 of this Report.

Please refer to Table 2 in the Schedules for details of the Committees' membership.

6.3 SUSTAINABILITY COMMITTEE

By resolution of May 18, 2023, the Board of Directors established a Sustainability Committee from among its number.

6.3.1 Composition and operation (pursuant to article 123-bis(2)(d), CLFI)

The following table sets forth the composition of the Sustainability Committee as at the date of this Report.

DIRECTOR	DATE OF APPOINTMENT	REQUIREMENTS SATISFIED
Mr. Hao Qinggui (Chairman)	August 29, 2025*	Non-executive Director
Mr. Tan Ning	February 28, 2025**	Executive Director
Mr. Alberto Galassi	May 18, 2023	Executive Director
Mr. Piero Ferrari	May 18, 2023	Non-executive Director
Ms. Jiang Lan (Lansi)	May 18, 2023	Non-executive Director
Ms. Zhu Yi	February 19, 2024	Independent non-executive Director
Mr. Jin Zhao	August 29, 2025***	Non-executive Director

* Mr. Hao Qinggui was appointed as member of the Sustainability Committee on February 28, 2025 following the resignation of Mr. Zhang Quan. Mr. Hao Qinggui, who was appointed by the Board of Directors on August 29, 2025 as Chairman of the Sustainability Committee following Mr. Jiang Kui's resignation, has appropriate knowledge, expertise and experience on matters of social and environmental sustainability.

** Mr. Tan Ning was co-opted onto the Committee by the Board of Directors on February 28, 2025 following the resignation of Mr. Xu Xinyu.

*** Mr. Jin Zhao was co-opted onto the Committee by the Board of Directors on August 29, 2025 following the resignation of Mr. Jiang Kui.

A majority of the Sustainability Committee is made up of non-executive Directors (including the Chairman).

6.3.2 Functions of the Sustainability Committee, and work performed

The operation of the Sustainability Committee is governed by the Rules of the Sustainability Committee, as approved by the Board of Directors on May 18, 2023 (as amended on February 28, 2025 to reflect the terms of Legislative Decree No. 125 of September 6, 2024, which transposed Directive (EU) No. 2022/2464 (the Corporate Sustainability Reporting Directive)).

The rules of the Sustainability Committee are available on the Company's website at *www.ferrettigroup.com*, in the section *Investor Relations — Governance*.

The Sustainability Committee performs proposal-making and advisory functions for the Board of Directors, on each occasion that the Board of Directors must make evaluations, or reach decisions, involving matters related to sustainability, in connection with the Company's operations or in interactions with stakeholders, including through the integration into business strategies of issues of sustainability; More specifically, the Sustainability Committee:

(a) assumes a role in proposal-making, advising, and supervising, on all areas and issues regarding the activities of the Corporate Social Responsibility ("**CSR**") unit, and CSR policies and strategies, including support to the Board of Directors in analysing matters relevant to value generation over the long term, with respect to the Company's and the Group's business plan;

(b) through its receipt of regular updates from the CSR unit, monitors implementation of the policies and directives set by the Board of Directors in terms of CSR;

(c) provides advice, including those specifically requested, to the Board of Directors in determining and updating the Group's sustainability policy, also with a view to its formal approval by the Board of Directors, and examines the decisions and projects submitted or proposed to the Board of Directors that have a sustainability impact;

(d) assesses the objectives and goals of management initiatives in connection with CSR matters, and reports to the Board of Directors on those considered most effective and consonant with the Company's broader strategies, monitoring their implementation over time;

(e) proposes desirable approaches to growth that are consistent with the main drivers in the regulation of CSR, providing the Board of Directors with recommendations in that regard;

(f) evaluates the procedures for the preparation of the Sustainability Report, pursuant to Legislative Decree No. 125 of September 6, 2024, as to their completeness and reliability, coordinating with the Controls, Risks and Related Parties Committee and without impinging on the latter's competencies in this area, and makes preliminary examinations of the annual disclosure, on which it gives its advice prior to its consideration by the Board of Directors for approval, along with any other documentation regarding disclosures on sustainability matters;

(g) regularly reports to the Board of Directors regarding CSR issues that are relevant to the Company, and any emerging major problems;

(h) evaluates and advises on the suitability, with respect to the CSR goals the Company pursues, of any proposals on CSR matters from Shareholders or other classes of stakeholder;

(i) examines the suitability of the Company's sustainability policies in light of its strategic guidance, monitoring against best practices internationally, and considering the Group's position on sustainability matters relative to the market;

(j) monitors the development, and implementation, of the Company's ESG objectives, checks progress towards achievement of those objectives, and advises on the actions necessary to reach those objectives;

(k) monitors and reports to the Board of Directors on ESG developments, including the main developments affecting the Company's ESG strategies and policies, and its objectives;

(l) manages and identifies the ESG matters at the Group, and assigns them priorities based on their importance;

(m) reviews the annual ESG reports, and the other information on sustainability, and makes recommendations to the Board of Directors on approval;

(n) examines, prior to the Board of Directors' examination, the Sustainability Report, pursuant to Legislative Decree No. 125 of September 6, 2024, providing the Board of Directors with advice thereon.

In the course of the Reporting Year, the Sustainability Committee met twice, on February 28, 2025 and on March 14, 2025.

The Sustainability Committee's meetings were coordinated by the Chairman of the Sustainability Committee Mr. Jiang Kui. The same were duly minuted and the Chairman of the Sustainability Committee informed the Board of Directors at the next opportune meeting.

The duration of the first meeting of the Sustainability Committee was approximately 45 minutes, while the second meeting lasted approximately 15 minutes. The following attended the meeting on February 28, 2025: Mr. Jiang Kui, Mr. Alberto Galassi, Mr. Xu Xinyu, Ms. Jiang Lan (Lansi), Mr. Piero Ferrari, Mr. Zhang Quan and Ms. Zhu Yi. The following attended the meeting on March 14, 2025: Mr. Jiang Kui, Mr. Alberto Galassi, Mr. Tan Ning, Mr. Hao Qinggui, Ms. Jiang Lan (Lansi), Mr. Piero Ferrari, and Ms. Zhu Yi. Ms. Margherita Sacerdoti (Investor Relations & Sustainability Manager of Ferretti) was invited to attend both meetings.

In the course of the Reporting Year, the Sustainability Committee carried out the following activities:

(a) Review of the Company's ESG report for 2024; and

(b) Review of the Company's ESG policies.

Also participating in the Sustainability Committee's meeting were senior individuals from business functions, invited by the Chairman of the Sustainability Committee, and the Chief Executive Officer was informed of the participation of those senior figures who had knowledge relevant to the discussions.

In discharging its duties, the Sustainability Committee may access such information and business functions as may be necessary for it to do so. It may also engage external advisors, upon terms agreed by the Board of Directors.

Finally, in the course of the year ending December 31, 2026, one meeting of the Sustainability Committee has already been held on March 31, 2026, and no further meetings are presently scheduled.

6.4 STRATEGIC COMMITTEE

By resolution of February 19, 2024, the Board of Directors established a Strategic Committee from among its number.

6.4.1 Composition and operation (pursuant to article 123-bis(2)(d), CLFI)

The following table sets forth the composition of the Strategic Committee as at the date of this Report.

DIRECTOR	DATE OF APPOINTMENT	REQUIREMENTS SATISFIED
Mr. Hao Qinggui (Chairman)	August 29, 2025*	Non-executive Director
Mr. Tan Ning	February 28, 2025**	Executive Director
Mr. Alberto Galassi	May 18, 2023	Executive Director
Mr. Piero Ferrari	May 18, 2023	Non-executive Director
Mr. Patrick Sun	May 18, 2023	Independent non-executive Director
Mr. Jin Zhao	August 29, 2025***	Non-executive Director

* Mr. Hao Qinggui was appointed as member of the Strategic Committee on February 28, 2025 following the resignation of Mr. Zhang Quan. Mr. Hao Qinggui was appointed as the Chairman of the Strategic Committee by the Board of Directors on August 29, 2025 following the resignation of Jiang Kui.

** Mr. Tan Ning was co-opted onto the Committee by the Board of Directors on February 28, 2025 following the resignation of Mr. Xu Xinyu.

*** Mr. Jin Zhao was co-opted onto the Committee by the Board of Directors on August 29, 2025 following the resignation of Mr. Jiang Kui.

The majority of the members of the Sustainability Committee is made up of non-executive Directors (including the Chairman).

6.4.2 Functions of the Strategic Committee and duties performed

The Strategic Committee's operation is governed by the Rules of the Strategic Committee, as approved by the Board of Directors on February 19, 2024.

The rules of the Strategic Committee are available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

The Strategic Committee works with the other Committees to support the Board of Directors on the creation of value over the long term for the benefit of shareholders, taking into consideration also the interests of the Company's other stakeholders.

Without prejudice to the powers delegated to the Chief Executive Officer, the Strategic Committee, whose function is merely advisory, is tasked with, *inter alia*:

(a) conducting studies and making recommendations regarding the Company's long-term strategic development plan;

(b) conducting studies and making recommendations regarding major investment and financing proposals that are subject to approval by the Board of Directors;

(c) conducting studies and making recommendations regarding major equity operations, and plans for managing assets that are subject to approval by the Board of Directors;

(d) examining and monitoring implementation of the above matters.

In discharging its duties, the Strategic Committee may access such information and business functions as may be necessary for it to do so. It may also engage external advisors, upon terms agreed by the Board of Directors.

Finally, in the course of the Reporting Year, no meeting of the Strategic Committee has taken place, as the matters on which it is called to provide its opinion were already thoroughly discussed and examined during the individual meetings of the Board of Directors, where the members of the Strategic Committee had the opportunity to express their views and provide their advice.

7 DIRECTORS' REPLACEMENT AND ASSESSMENT OF THEIR OWN PERFORMANCE — NOMINATION COMMITTEE

7.1 DIRECTORS' ASSESSMENT OF THEIR OWN PERFORMANCE

Pursuant to Principle XIV of the Corporate Governance Code, the Board of Directors regularly assesses how effective it is, and the contribution made by individual members, using formal procedures whose implementation it oversees.

Specifically, in accordance with recommendation 22 of the Corporate Governance Code, the Board of Directors, at least once every three years, with its term of office drawing to a close, carries out a formal procedure for assessing its own performance, in order to assess how effective the work of the Board of Directors and the Committees has been, and express a view on the functioning in practice, the size, and the composition, of the Board of Directors and its Committees. That takes into consideration also the role it has had in setting strategies and monitoring operating performance, and the suitability of the internal controls and risk management system. In addition, in accordance with the Listing Rules, the listed companies are required to conduct a formal evaluation of the board's performance review at least every two years.

Following that assessment process, the Board of Directors identifies such corrective actions as it may consider necessary or opportune.

On February 24, 2026, the Board of Directors has carried out such an assessment process, in view of its renewal, on the approval of financial statements as at and for the year ended December 31, 2025, taking note of the positive assessment resulting from the self-evaluation of the proper functioning of the Board of Directors and the Committees, as well as of their size and composition, and of the related recommendations.

This evaluation process, which took place in February 2026, concerned the Reporting Year and was carried out through a questionnaire sent to all Directors. Suggestions and comments were provided with a guarantee of anonymity. The questionnaire was structured in several sections, addressing the topics considered most relevant, and in particular: (i) the size, composition, and functioning of the Board of Directors; (ii) the size, composition, and functioning of the Committees; (iii) communication between the Board of Directors and senior management; and (iv) corporate governance and risk management.

Once completed anonymously by all Directors, the Board of Directors reviewed the results in the meeting held on February 24, 2026. For the assessment of its own functioning, the Board of Directors did not deem it necessary to rely on external consultants.

The Chairman, with the assistance of the Secretary, ensures the adequacy and transparency of this self-evaluation process, taking into account the guidance provided by the Board of Directors and, in particular, by the independent Directors.

7.2 STANCE ON THE COMPOSITION OF THE BOARD OF DIRECTORS

On February 24, 2026, the Board of Directors approved the guidance regarding the optimal quantitative and qualitative composition of the Board of Directors in view of the renewal of the administrative body by the next Ordinary Shareholders' Meeting scheduled for May 14, 2026, published on the Company's website *(www.ferrettigroup.com)*, under the section "*Investor Relations — Governance*".

7.3 REPLACEMENT OF THE EXECUTIVE DIRECTORS

As at the date of this Report, the Company has not formally adopted guidelines on managing the succession of executive Directors, given that Ferretti does not qualify as a large company for the purposes of the Corporate Governance Code.

7.4 NOMINATION COMMITTEE

In accordance with the terms of recommendation 16 of the Corporate Governance Code, the Board of Directors by a resolution of May 18, 2023 established a Nomination Committee from among its number.

The Nomination Committee's composition, meetings, objectives, duties and work are fully consistent with the recommendations of the Corporate Governance Code, as described below.

7.4.1 Composition and operation (pursuant to article 123-bis(2)(d), CLFI)

The following table sets forth the composition of the Nomination Committee as at the date of this Report.

DIRECTOR	DATE OF APPOINTMENT	REQUIREMENTS SATISFIED
Mr. Hao Qinggui (Chairman)	August 29, 2025*	Non-executive Director
Mr. Stefano Domenicali	May 18, 2023	Independent non-executive Director
Mr. Alberto Galassi	May 18, 2023	Executive Director
Mr. Patrick Sun	May 18, 2023	Independent non-executive Director with appropriate knowledge and experience on financial matters and remuneration policies
Ms. Zhu Yi	February 19, 2024**	Independent non-executive Director

* Mr. Hao Qinggui was appointed a member and Chairman of the Nomination Committee by the Board of Directors on August 29, 2025 following the resignation of Mr. Jiang Kui.

** Ms. Zhu Yi was co-opted by the Board of Directors on February 19, 2024 following the resignation of the non-executive Director Mr. Hua Fengmao and therefore on the same date Ms. Zhu Yi was appointed onto the Committee.

The majority of the members of the Nomination Committee meet independence requirements.

7.4.2Functions of the Nomination Committee and duties performed

The operation of the Nomination Committee is governed by the Corporate Governance Code and by the Rules of the Nomination Committee as approved by the Board of Directors on May 18, 2023 (and amended on March 14, 2024 and October 23, 2025).

The rules of the Nomination Committee are available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

The Nomination Committee performs proposal-making and advisory functions for the Board of Directors, on each occasion that the Board of Directors must make evaluations, or reach decisions, involving matters related to appointments of Directors, or their assessment of their performance, thereby providing support to the Chairman of the Board of Directors in monitoring that process to ensure it is adequate and transparent. More particularly, the Nomination Committee is tasked with:

(a) reviewing, at least annually or to such other timetables as the Corporate Governance Code and applicable laws and regulations may provide from time to time, the structure and composition of the Board of Directors and its Committees, and the number of Directors (including their areas of expertise, knowledge and experience), and drawing up proposals for changes to the composition of the Board of Directors and its Committees, in pursuit of full implementation of the Company's corporate governance strategy;

(b) identifying qualified persons suitable to become members of the Board of Directors, selecting the persons for appointment as Directors or making recommendations to the Board of Directors regarding selection;

(c) determining the optimal composition for the Board of Directors and its Committees, providing advice also regarding the kinds of professional roles whose presence on the Board of Directors would be desirable;

(d) providing support in any presentation by an outgoing Board of Directors of a list of candidates for the Board, in a manner that ensures the list is compiled and submitted transparently;

(e) expressing, as a Board of Directors' term of office draws to a close, a stance regarding the Board of Directors' composition, both in quantitative and qualitative terms, taking into account the outcome of the own assessment process;

(f) regularly assessing the independence of the independent non-executive Directors (including on the basis of the applicative, quantitative and qualitative criteria that the Board of Directors has approved), the integrity of the Directors, and the absence of any grounds on which they would be ineligible or unelectable;

(g) drawing up proposals regarding the appointment (also where Directors are being co-opted), or reappointment, of Directors, and, where the Corporate Governance Code and/or applicable laws and regulations so provide, succession planning for Directors, in particular the Chairman and the executive Director; and

(h) making assessments regarding the Company's adoption of diversity policies, for application to the composition of the Board of Directors, Board of Statutory Auditors and the Supervisory Board, regarding aspects such as age, gender, training and professional backgrounds, defining objectives and the means by which they may be achieved.

The Nomination Committee also prepares advice for the Board of Directors on any activities carried out by Directors that are in competition with the Company's, where the Shareholders' Meeting authorises, generally and in advance, exceptions to the rule against competition under article 2390 of the Civil Code.

In the course of the Reporting Year, the Nomination Committee met twice, on February 28, 2025 and August 29, 2025.

During the Reporting Year, the abovementioned meetings were coordinated, respectively, by the Chairman of the Nomination Committee Mr. Jiang Kui. Both meetings were duly minuted, and the Chairman of the Nomination Committee reported them to the next available meeting of the Board of Directors.

Meetings of the Nomination Committee lasted approximately 30 minutes on average, with overall participation of the members Mr. Jiang Kui (who, it is recalled, resigned from the Board of Directors on August 29, 2025), Mr. Alberto Galassi, Mr. Patrick Sun, Ms. Zhu Yi and Mr. Stefano Domenicali, of 100%.

In the course of the Reporting Year, the Nomination Committee issued its opinion regarding the appointment of individuals co-opted by the Board of Directors, in particular Mr. Hao Qinggui and Mr. Tan Ning, who were co-opted by the Board of Directors on February 28, 2025 following the resignations of Mr. Xu Xinyu as an executive Director) and Mr. Zhang Quan as a non-executive Director, as well as Mr. Jin Zhao, who was co-opted by the Board of Directors on August 29, 2025 following the resignation of Mr. Jiang Kui as a non-executive Director and Chairman of the Board of Directors.

The members of the Board of Statutory Auditors attended the work of the Nomination Committee in both meetings.

No member of the Board of Statutory Auditors participated in the work of the Nomination Committee at its meeting of February 19, 2024, having giving reasons for their absence; but all participated at its meeting of August 29, 2024.

Also participating in the Nomination Committee's meetings were senior individuals from business functions, invited by the Chairman of the Nomination Committee, and the Chief Executive Officer was informed of the participation of those senior figures, who had knowledge relevant to the discussions.

In discharging its duties, the Nomination Committee may access such information and business functions as may be necessary for it to do so. It may also engage external advisors, upon terms agreed by the Board of Directors.

Finally, in the course of the year ending December 31, 2026, one meeting of the Nomination Committee has already taken place, on February 24, 2026, to examine the guidance, approved by the Board of Directors on the same date, regarding the optimal quantitative and qualitative composition of the Board of Directors in view of the renewal of the administrative body by the next ordinary Shareholders' Meeting scheduled for May 14, 2026.

By the end of the current financial year, at least one further meeting is planned, which will focus, *inter alia*, on the possible implementation of top management succession procedures.

8 REMUNERATION OF DIRECTORS AND THE REMUNERATION COMMITTEE

8.1 REMUNERATION OF THE DIRECTORS

8.1.1 Remuneration Policy

On March 31, 2026, the Board of Directors at the Remuneration Committee's proposal approved the 2026 Remuneration Policy, on members of the Board of Directors, Executives with Strategic Responsibilities, and, subject always to article 2402 of the Civil Code, members of the Company's and the Group's Board of Statutory Auditors. The policy is subject to mandatory approval from the Shareholders' Meeting that is called to approve the non-consolidated financial statements of the Company as at and for the year ended December 31, 2025.

For further information regarding the 2026 Remuneration Policy, please see Section I of the Remuneration Report, available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

8.1.2 Remuneration of Executive Directors and Senior Management

For further information regarding the remuneration of executive Directors and the Group's senior management, please see the discussion of the 2026 Remuneration Policy in Section I of the Remuneration Report, available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

8.1.3 Share-based remuneration plans

As at the date of this Report, the Company has not implemented any share-based remuneration plan.

8.1.4 Remuneration of the Non-executive Directors

In accordance with the terms of recommendation 29 of the Corporate Governance Code, during the Reporting Year and up to the date of this Report, the remuneration of the non-executive Directors was appropriate to the expertise, professional qualifications and commitment required by the duties they have within the Board of Directors and the Committees. That compensation is not linked to any financial performance targets.

For further information regarding the remuneration of non-executive Directors, please see the discussion of the 2026 Remuneration Policy in Section I of the Remuneration Report, available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

8.1.5 Accrual and payment of remuneration

The Board of Directors, with the assistance of the Remuneration Committee, ensures that the remuneration paid and accrued is consistent with the principles set forth in the 2026 Remuneration Policy, in light of the results that were achieved and other relevant circumstances.

More particularly, as described in Section I of the Remuneration Report, with assistance from the Remuneration Committee the Board of Directors sets ex ante qualitative and quantitative objectives for the short and the medium to long term, to which the executive Directors' variable component of remuneration is linked. These are consistent with the Company's strategic objectives and with the goal of achieving sustainable success, and includes, where relevant, non-financial measures. Periodically, it assesses achievement of those objectives. Based on those evaluations, the Board of Directors, at the proposal of the Remuneration Committee, determines the portion of remuneration that has accrued for each executive Director and has those sums disbursed.

As at the date of this Report, the Group does not provide any incentive system connected with sustainability issues, for members of the administrative, management or control bodies.

8.1.6 Compensation to Directors in the event of dismissal, resignation or termination following a public tender offer (pursuant to article 123-bis(1)(i), CLFI)

As at the date of this Report, no agreements have been made between the Issuer and the Directors that provide for indemnities in the event of resignation or dismissal/revocation without just cause or termination following a public tender offer (including the Offer). Accordingly, the Issuer released no statement at the time of Mr. Xu Xinyu's (executive Director) resignation on February 28, 2025 and of Mr. Jiang Kui's (non-executive Director and Chairman of the Board of Directors) resignation, following the resignation submitted on August 29, 2025, as no entitlement to compensation or other benefits arose to the outgoing Directors as a result.

However, as further detailed in the 2026 Remuneration Policy contained in Section I of the Remuneration Report, the Company intends to enter into agreements with executive Directors that regulate anteriorly financial aspects regarding early termination of employment at the initiative of the Company or the individual upon the occurrence of certain events, based on criteria in line with relevant benchmarks, without prejudice to the Company's statutory obligations.

8.2 REMUNERATION COMMITTEE

In accordance with the terms of recommendation 16 of the Corporate Governance Code, the Board of Directors by a resolution of May 18, 2023 established a Remuneration Committee from among its number.

The Remuneration Committee's composition, meetings, objectives, duties and work are fully consistent with the recommendations of the Corporate Governance Code, except as described below.

8.2.1 Composition and operation (pursuant to article 123-bis(2)(d), CLFI)

The following table sets forth the composition of the Remuneration Committee as at the date of this Report.

DIRECTOR	APPOINTMENT DATE	REQUIREMENTS SATISFIED
Mr. Stefano Domenicali (Chairman)	May 18, 2023	Independent non-executive Director
Mr. Piero Ferrari	May 18, 2023	Non-executive Director
Mr. Tan Ning	February 28, 2025**	Executive Director
Mr. Patrick Sun	May 18, 2023	Independent non-executive Director with appropriate knowledge and experience on financial matters and remuneration policies*
Ms. Zhu Yi	February 19, 2024***	Independent non-executive Director

* Person with appropriate knowledge and experience on financial matters and remuneration policies, as assessed by the Board of Directors at its meeting of May 18, 2023 and subsequently also on February 19, 2024.

** Mr. Tan Ning was co-opted by the Board of Directors on February 28, 2025 following the resignation of Mr. Xu Xinyu and therefore on the same date Mr. Tan Ning was appointed onto the Committee.

*** Ms. Zhu Yi was co-opted by the Board of Directors on February 19, 2024 following the resignation of the non-executive Director Mr. Hua Fengmao, and therefore on the same date Ms. Zhu Yi was appointed onto the Committee.

The majority of the members of the Remuneration Committee meet the independence requirements, and the Chairman is among the independent Directors.

Recommendation 26 of the Corporate Governance Code provides, *inter alia*, that the "*remuneration committee be made up only of non-executive directors.*" The Company's Remuneration Committee departs from that recommendation in that it includes an executive Director, *(i.e.*, Mr. Tan Ning).

Mr. Tan Ning is a Director to whom the Board of Directors has delegated powers regarding supervision of the implementation of the Board of Directors' decisions, improvements to the Company's internal audit functions, and oversight of the quality of the Company's operations. Mr. Tan Ning's executive role is thus principally focussed on compliance and monitoring of the Company's management and operations.

In light of that role, and his capabilities and professional qualifications, the Company considers that his presence on the Remuneration Committee is consistent with that Committee's function of pursuing a remuneration policy intended to bring about sustainable success for the Company, and especially to ensure that the policy is correctly implemented. Accordingly, the Company's view is that the Remuneration Committee's current composition provides a contribution to good corporate governance practices.

The professional expertise and experience of Mr. Patrick Sun means that recommendation 26 of the Corporate Governance Code regarding appropriate knowledge and experience on financial matters and remuneration policies is satisfied.

8.2.2 Functions of the Remuneration Committee and duties performed

The operation of the Remuneration Committee is governed by the Corporate Governance Code and by the Rules of the Remuneration Committee as approved by the Board of Directors on May 18, 2023.

The rules of the Remuneration Committee are available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

The Remuneration Committee is tasked with assisting the Board of Directors in preparing the remuneration policy (see recommendation 25(a) of the Corporate Governance Code).

The Remuneration Committee: (i) submits proposals and provides advice to the Board of Directors on the remuneration of executive Directors and the other Directors with particular duties, and on setting performance objectives for the variable components of that remuneration (see recommendation 25(b) of the Corporate Governance Code); (ii) monitors the practical application of the Remuneration Policy, checking in practice that the performance objectives have in fact been achieved (see recommendation 25(c) of the Corporate Governance Code); (iii) regularly assesses the suitability and overall consistence of the remuneration policy for the Directors and for management roles (see recommendation 25(d) of the Corporate Governance Code).

In accordance with recommendation 26 of the Corporate Governance Code, in the course of the Reporting Year, Directors refrained from participating in meetings of the Remuneration Committee at which proposals for their own remuneration were under consideration.

In the course of the Reporting Year, the meetings of the Remuneration Committee were coordinated by the Committee's Chairman, and were duly minuted, with the Chairman of the Remuneration Committee that reported it at the first available Board of Directors' meeting.

In the course of the Reporting Year, the Remuneration Committee met three times, on February 28, 2025, March 14, 2025 and August 29, 2025.

Meetings of the Nomination Committee lasted approximately 15 minutes on average, with the members Mr. Stefano Domenicali, Mr. Piero Ferrari, Mr. Patrick Sun, Ms. Zhu Yi and Mr. Xu Xinyu (the latter with reference to the meeting held on February 28, 2025) of 100% and Mr. Tan Ning (the latter with reference to the meetings held on March 14, 2025 and on August 29, 2025) attending half of the meetings.

In the course of the Reporting Year, the Remuneration Committee carried out the following activities:

(a) submitted proposals regarding the emoluments to be awarded to new Directors, when the Board of Directors came up for reappointment;

(b) verified achievement of the 2024 targets under the short-term incentive plan for 2022–2025, as approved by the Board of Directors on April 28, 2022, with respect to the Chief Executive Officer and certain senior management figures within the Group and therefore that the associated bonus had been duly paid; and

(c) examined the Remuneration Policy for the Reporting Year.

During the Reporting Year, the Remuneration Committee has not made use of the services of any advisor for the purposes of obtaining information on remuneration practices in the market.

No member of the Board of Statutory Auditors participated in the work of the Remuneration Committee at its meeting of August 29, 2025, the members having given reasons for their absence; while at the meeting of February 28, 2025 the entire Board of Statutory Auditors attended. At the meeting on March 14, 2025 the Chairman of the Board of Statutory Auditors participated, whilst, the Standing Auditor Ms. Giuseppina Manzo and the Standing Auditor Mr. Luca Nicodemi having given reasons for their absence.

Also participating in the Remuneration Committee's meetings were senior individuals from business functions, invited by the Chairman of the Remuneration Committee, and the Chief Executive Officer was informed of the participation of those senior figures, who had knowledge relevant to the discussions.

In discharging its duties, the Remuneration Committee may access such information and business functions as may be necessary for it to do so. It may also engage external advisors, upon terms agreed by the Board of Directors.

Finally, during the year ending December 31, 2026, two meetings of the Remuneration Committee have already been held, on February 24, 2026 and March 31, 2026.

9 INTERNAL CONTROLS AND RISK MANAGEMENT SYSTEM — CONTROLS, RISKS AND RELATED PARTIES COMMITTEE

9.1 INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

Ferretti's IARMS is, in accordance with the recommendations under article 6 of the Corporate Governance Code and best practices in the sector, the set of rules, procedures and organisational procedures intended to provide sound and proper management of the business, consistent with the Company's strategic objectives, through appropriate processes for identifying, measuring, managing and monitoring the major risks that the Company and its subsidiaries encounters.

An effective internal controls and risk management system contributes to safeguarding the Company's capital, and efficiency and effectiveness of its business operations, the reliability of its financial information, and compliance with laws and regulations.

On May 18, 2023, for the purpose of presenting the application for admission to trading of ordinary Shares in the Company on Euronext Milan, the Board of Directors resolved in favour of adopting an internal controls and risk management system.

That system, which was implemented further during the Reporting Year, enables senior management to obtain, regularly and promptly, a sufficiently comprehensive view of the Company's business, results of operations and financial condition, and the risks to which it and the other main companies of the Group are exposed, while enabling them also: (i) to monitor the major key performance indicators and risk factors regarding the Company and the other main companies of the Group; (ii) to produce information, in particular financial information, in a form that enables analysis appropriate to the kind of business, the organisational complexity, and the management's particular information needs; and (iii) to prepare forward-looking financial information, for the business plan and the budgets, and to check on the achievement of business objectives through a variance analysis.

The IARMS that Ferretti has adopted involves the following parties, each with respect to the matters within its purview:

(a) the Board of Directors, which sets the guidelines for, and assesses the suitability of the IARMS;

(b) the Controls, Risks and Related Parties Committee, tasked, as more particularly set forth in paragraph 9.3, below, with providing support, through appropriate preparatory working and providing proposals, to the Board of Directors in making assessments and decisions regarding the IARMS, and regarding approval of the regular sets of accounts;

(c) the IARMS Director, who is the executive Director Mr. Tan Ning, whose duties include identifying the major business risks and implementing the guidelines set by the Board of Directors, as more particularly described in paragraph 9.2, below;

(d) the Head of the Internal Audit function, Mr. Fabio Innocenzi, who replaced Mr. Matteo Scarpa on March 14, 2025 and is responsible *inter alia* for verifying that the IARMS is appropriate and functioning, as part of the duties described in detail in paragraph 9.4 below;

(e) the Board of Statutory Auditors, which, as a committee with oversight of internal and external auditing pursuant to article 19 of Legislative Decree 39/2010, oversees the effectiveness of the IARMS; and

(f) the Supervisory Board, which is charged with overseeing the effectiveness and appropriateness of Ferretti's internal controls, and its 231 Model.

The Board of Directors, which guides and assesses the suitability of the system of internal controls and risk management, following opinion of the Controls, Risks and Related Parties Committee, in 2025 did the following:

(a) monitored the process of implementation for the 231 Model, which the Board of Directors had approved on December 6, 2022 and, finally, updated by the Board of Directors on February 24, 2026. The objective of the 231 Model is to place the organisational and governance decisions of the Group's main companies on a formal footing, identifying the Group's central functions and the reporting lines from the various subsidiaries and associates, as a means of assuring organisational consistency;

(b) directed the setting of the guidelines for the internal control and risk management system, in order that the main risks faced by the Issuer and its subsidiaries (including those that could become significant in terms of the Company's business sustainability over the medium and long term) were correctly identified and adequately measured, managed and monitored, consistent with the management of the business in line with its strategic objectives;

(c) favourably evaluated the adequacy of the internal controls and risk management system with respect to the characteristics of the business and the risk profile it has assumed; and also the effectiveness of that system;

(d) approved the working plan (2025 Audit Plan) drawn up by the Head of Internal Audit, following consultation with the Board of Statutory Auditors and the IARMS Director; and

(e) examined the main features of the internal controls and risk management system, including an assessment of the system's adequacy.

In performing these tasks, the Board of Directors made use of contributions from the IARMS Director, and the Controls, Risks and Related Parties Committee. With respect to their involvement in the internal controls and risk management system, please see the following sections of this Report.

On March 14, 2024, the Board of Directors approved the Accounts Executive's guidelines for compliance with Law 262/05 (as subsequently amended on March 14, 2025), in terms of ensuring an internal controls system was in place that would reduce to a minimum the risks of error or fraud regarding the Group's financial information (the "**262 Model**").

9.1.1 Main characteristics of the internal controls and risk management system with respect to financial information

The internal controls and risk management system includes among its core components the internal control system for assembling and preparing financial information. That system is intended to ensure the reliability, accuracy, dependability and timeliness of information, including financial information, in its preparation and release.

The administrative and accounting procedures used in drawing up the financial statements and other financial documentation are prepared by the Accounts Executive, who, together with the Chief Executive Officer, confirms their suitability and application in practice when the Company prepares its interim and annual consolidated and non-consolidated financial statements.

(a) Main stages of the internal controls and risk management system with respect to financial information

The methodology following in designing and reviewing the 262 Model is consistent with best practice internationally, and ensures its operation is fully traceable. It comprises three stages:

- Stage A: definition of the perimeter;
- Stage B: Preparation of the Risk Control Matrices; and
- Stage C: Testing.

In terms of identifying and assessing risks on financial information, the Issuer performs its analysis and auditing work on the subsidiaries whose value of production and asset base is above a materiality threshold.

Once the companies of the Group within the perimeter for these purposes are determined, the structure of the Risk Control Matrices is confirmed. These are the documents used by the Accounts Executive to determine the connection between the Company's non-consolidated financial statements and the control objectives, of an accounting or administrative nature. The activities are documented in organisational procedures and existing practices, which provide an account of each process within the scope of the 262 Model.

The risks, as measured and assessed in accordance with international risk assessment practices, regard the operating processes that feed into entries on the general ledger, the estimates and the accounting assertions, with a view to both preventing errors in terms of accuracy and completeness, and preventing fraud.

In relation to identifying and assessing the controls with respect to identified risks, the 262 Model provides for the identification of Key Controls, meaning those controls whose absence or misapplication, in part or in whole, could materially affect the correct representation of the Company's financial position, results of operations and cash flows, in the financial statements.

Assessments of the adequacy and effectiveness of the controls in mitigating risk are qualitative in nature, and based on the outcome of the testing activities carried out in the course of the 262 Model monitoring.

Testing activity is carried out in order to achieve the following objectives:

- confirmation that the controls observed in operating practice and the additional documentation used in drawing up the Company's consolidated and non-consolidated financial statements are applied effectively;

- confirmation that the controls performed are effective, with respect to the objectives of the tests;

- confirmation that the controls are performed in a manner that is consistent with the Risks Control Matrices.

The process seeks to verify that the controls operate effectively against the relevant risks, and are appropriately documented.

These checks are conducted annually or semi-annually in order to ensure that the controls are correctly implemented, their effectiveness relative to the test's objectives may be assessed, and to provide consistency in the manner in which the control activities are performed in relation to the Risk Control Matrices.

(b) Role and functions involved

The system of controls on financial information processes is coordinated and managed by the Accounts Executive, Mr. Marco Zammarchi, who was appointed by the Board of Directors in accordance with laws in force and the By-Laws.

The Accounts Executive makes use of external advisors (DS Advisory S.r.l.) to carry out checks on the operations of the control system, and it is supported in that by a number of organisational units within the Company and by the relevant functions and senior figures within the subsidiaries, with respect in particular to administrative areas (for what concerns the companies of the Group) that, in relation to the matters within their purview, formally certify that the information flows used in preparing financial information are complete and reliable.

The Accounts Executive is directly responsible for checking that the administrative, accounting and financial management is carried out correctly and promptly, since it is his duty to continuously supervise all stages of monitoring and assessing the risks inherent in financial reporting.

The Accounts Executive periodically informs the Board of Statutory Auditors as to the adequacy, including the organisational adequacy, and the reliability, of the administrative and accounting system and reports to the Controls, Risks and Related Parties Committee and the Board of Directors on the activities he has performed and the effectiveness of the internal control system with regard to the risks inherent in financial reporting. The Accounts Executive also reports on the activities he has performed, and their outcome, to the Supervisory Board; and he liaises with the External Auditor with a view to ensuring a constant exchange of ideas and information regarding the assessment and effectiveness of controls relating to administrative and accounting processes.

Further to the activities and controls he performs, the Accounts Executive provides the statements and certificates contemplated by article 154-*bis*, CLFI.

In particular, pursuant to:

(a) article 154-*bis*(2), CLFI, the Company's documents and communications to the market regarding its interim or annual financial information are accompanied by a written statement from the Accounts Executive, confirming that it corresponds with the documentary evidence, books and records;

(b) article 154-*bis*(5), CLFI, the Accounts Executive and the Chief Executive Officer certify the annual non-consolidated financial statements, the condensed interim financial statements, and the annual consolidated financial statements, as to:

   i. the adequacy and effective application of the administrative and accounting procedures during the period to which the documents relate;

   ii. the documents having been prepared in accordance with international accounting standards recognised within the European Union;

   iii. the documents correspond with the books and accounting records;

   iv. the documents provide a true and accurate representation of the Issuer's business, results of operations and financial condition, and collectively the businesses included within the consolidation perimeter;

   v. for the annual consolidated and non-consolidated financial statements, the report on operations provides a reliable analysis of performance and of the results of operations, and of the position of the Issuer and collectively the businesses included within the consolidation perimeter, together with a description of the principal risks and uncertainties to which they are exposed; and

   vi. for the condensed interim financial statements, the interim report on operations provides a reliable analysis of the information referred to by article 154-*ter*(4), CLFI.

9.1.2 Main characteristics of the risk management and internal control systems in relation to the sustainability reporting process

As the tools used to reduce risks that could have negative impacts on business performance and the achievement of objectives, the Group's IARMS operates at a variety of levels of control as traditionally identified, subject to supervision by management and the Board of Directors.

The project for achieving with Directive (EU) No. 2022/2464 (the Corporate Sustainability Reporting Directive) is focused on 'Governance' and the 'Internal Control System for Sustainability Reporting' and seeks to improve the Group's decision-making processes and internal control procedures. The elements that form the framework for the Internal Control System for Sustainability Reporting (the "**ICSSR**") have been identified, along with an operating model and support methodologies.

The sustainability reporting process is governed by a specific reporting procedure, bolstered by references to the ICSSR framework, which is based on the assessment of business risk in relation to sustainability reporting.

In particular, the ICSSR's operating model includes a set of information identified as forming priority data points, selected based on the Group's impact, risk and opportunity assessments as part of the double materiality analysis. The data points that emerged as priorities are those relating to energy consumption, emissions and the EU Taxonomy. Subsequently, those datapoints have been entered into a risk control matrix, where the controls will be formalised and shared with management for regular monitoring.

The internal control system ensures data consistency and accuracy, thereby helping to mitigate key risks associated with the sustainability reporting process. The nature and frequency of the checks vary according to the risks specific to the particular datapoint. Depending on the type of control required, different tools will be used, including internal files created specifically for monitoring and a range of support software.

The main risks in sustainability reporting concern potential errors in the processing or consolidation of data from primary sources, particularly value chain data, over which the Group does not have direct operational control. To mitigate such risks, the Group adopts both preventive and detective controls that are intended to avoid or detect errors; and it is committed to building additional controls where those in place prove unsuitable. The Group works with internal and external experts to establish a system of governance over data collection and control systems.

In order to mitigate reporting risks, the internal business function responsible for monitoring the ICSSR, will periodically provide updates and where appropriate feedback to the Accounts Executive, who will liaise with the Board of Directors and the relevant supervisory bodies.

9.2 EXECUTIVE DIRECTOR IN CHARGE OF THE INTERNAL CONTROLS AND RISK MANAGEMENT SYSTEM

At the meeting of the Board of Directors of February 28, 2025, the executive Director Mr. Tan Ning was appointed as the IARMS Director, replacing Mr. Xu Xinyu who had resigned on the same date as an executive Director of the Issuer.

The role was assigned to a person other than the Chief Executive Officer on the basis of the characteristics of Ferretti's business, the Group's organisational structure, and the nature of the responsibilities held, respectively, by the Chief Executive Officer, Mr. Alberto Galassi, and the executive Director, Mr. Tan Ning (and, previously, Mr. Xu Xinyu) (see paragraph 4.7, above, for more details).

In performing his duties, the IARMS Director (previously Mr. Xu Xinyu and now Mr. Tan Ning), with support from the relevant functions:

(a) oversaw identification of the major business risks, taking into account the strategy and the business characteristics of the Company and the Group;

(b) implemented the guidelines that the Board of Directors had set, procuring the design, implementation and operation of the internal control system, and continuously checking its overall suitability and efficiency; and

(c) dealt with adjusting the internal control system to changes in the businesses, operating conditions, and the legal and regulatory environment.

Mr. Tan Ning may request that the Internal Audit function carry out checks on specific operational areas, and on compliance with internal rules and procedures in the execution of the business, informing the Chairman of the Controls, Risks and Related Parties Committee and the Chairman of the Board of Statutory Auditors.

In carrying out his functions, the IARMS Director promptly makes the Controls, Risks and Related Parties Committee, the Board of Directors, the Board of Statutory Auditors, and the Supervisory Board aware of any major issues encountered or of which he has learnt.

9.3 CONTROLS, RISK AND RELATED PARTIES COMMITTEE

In accordance with Recommendation 16 of the Corporate Governance Code, the Board of Directors resolved on May 18, 2023 to establish the Controls, Risks and Related Parties Committee from among its number.

The Controls, Risks and Related Parties Committee's composition, meetings, objectives, duties and work are fully consistent with the recommendations of the Corporate Governance Code.

9.3.1 Composition and operation (pursuant to article 123-bis(2)(d), CLFI)

The following table sets forth the composition of the Controls, Risks and Related Parties Committee as at the date of this Report.

DIRECTOR	DATE OF APPOINTMENT	REQUIREMENTS SATISFIED
Mr. Patrick Sun (Chairman)	May 18, 2023	Independent non-executive Director with appropriate knowledge and expertise on matters of accounting, finance, auditing and risk management(*)
Ms. Jiang Lan (Lansi)	February 19, 2024(**)	Non-executive Director
Mr. Stefano Domenicali	May 18, 2023	Independent non-executive Director
Ms. Zhu Yi	February 19, 2024(***)	Independent non-executive Director

(*) Person with appropriate knowledge and experience on matters of accounting, finance, auditing and risk management, as assessed by the Board of Directors at its meeting of May 18, 2023.

(**) Ms. Jiang Lan (Lansi) was co-opted by the Board of Directors on February 19, 2024 following the resignation of the non-executive Director Mr. Li Xinghao and therefore on the same date Ms. Jiang Lan (Lansi) was appointed onto the Committee.

(***) Ms. Zhu Yi was co-opted by the Board of Directors on February 19, 2024 following the resignation of the non-executive Director Mr. Hua Fengmao and therefore on the same date Ms. Zhu Yi was appointed onto the Committee.

The Controls, Risks and Related Parties Committee is made up entirely of non-executive Directors, a majority of whom are independent, and the Chairman has been chosen from among those independent Directors (see Recommendations 35 and 7 of the Corporate Governance Code).

The characteristics of its members are such that the Controls, Risks and Related Parties Committee overall has appropriate and satisfactory expertise regarding the business sector in which the Issuer operates, which is material to assessment of the risks it faces. Further, a member of the Controls, Risks and Related Parties Committee has appropriate knowledge and experience on matters of accounting, finance, auditing and risk management (see Recommendation 35 of the Corporate Governance Code).

9.3.2 Functions assigned to the Internal Controls, Risks and Related Parties Committee, and work performed

The operation of the Controls, Risks and Related Parties Committee is governed by the Corporate Governance Code and by the Rules of the Controls, Risks and Related Parties Committee as approved by the Board of Directors on May 18, 2023 (as amended on February 28, 2025 to reflect the terms of Legislative Decree No. 125 of September 6, 2024, which transposed Directive (EU) No. 2022/2464, (the Corporate Sustainability Reporting Directive)).

The rules of the Controls, Risks and Related Parties Committee are available on the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*.

(i) Duties regarding controls and risks

In accordance with recommendations 33 and 35 of the Corporate Governance Code, the Controls, Risks and Related Parties Committee has the task of assisting the Board of Directors by using its investigative, proposal-making and advisory functions, in reaching evaluations and decisions relating to the internal controls and risk management system, as well as those relating to the approval of periodic financial and non-financial reports. More particularly, the Controls, Risks, and Related Parties Committee:

(a) evaluates together with the Accounts Executive, the External Auditor and the Board of Statutory Auditors, the correct application of the accounting standards, and their consistency for the purpose of the preparation of the consolidated financial statements (see Recommendation 35(a) of the Corporate Governance Code);

(b) evaluates the suitability of the periodic financial and non-financial reports, as to its correct representation of the Company's business model and strategies, the impact of its operations, and the performance achieved (see Recommendation 35(b) of the Corporate Governance Code), coordinating where relevant with the Sustainability Committee;

(c) reviews the periodic non-financial information as is relevant to the system of internal controls and risk management (see recommendation 35(c) of the Corporate Governance Code);

(d) express opinions on specific aspects relating to the identification of the main risks for the business (see Recommendation 35(d) of the Corporate Governance Code);

(e) provides support to the Board of Directors in respect of its assessments and decisions regarding the management of risks arising from adverse events of which it has become aware (see Recommendation 35(d) of the Corporate Governance Code);

(f) examines the periodic reports, and other reports of significance, from the Internal Audit function (see Recommendation 35(e) of the Corporate Governance Code);

(g) monitor the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function (see Recommendation 35(f) of the Corporate Governance Code);

(h) may instruct the Internal Audit function to carry out reviews of specific operational areas, giving notice thereof to the Chairman of the Board of Statutory Auditors (see Recommendation 35(g) of the Corporate Governance Code); and

(i) reports to the Board of Directors at least twice a year, at the time of the approval of the annual and interim financial statements, regarding the work performed and the appropriateness of the system of internal controls and risk management (see Recommendation 35(h) of the Corporate Governance Code).

(ii) Duties regarding transactions with related parties.

In terms of the composition and functioning of the Controls, Risks and Related Parties Committee in dealing with transactions with related parties, reference is made to the RPT Procedure.

The Controls, Risks and Related Parties Committee is tasked with carrying out the work regarding transactions with related parties under the RPT Procedure, with respect to both minor and major transactions. With respect to the terms of the RPT Procedure, please see the documentation on the Issuer's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*.

In the course of the Reporting Year, the meetings of the Controls, Risks and Related Parties Committee were coordinated by the Committee's Chairman, and were duly minuted, with the Chairman of the Controls, Risks and Related Parties Committee that reported it at the first available Board of Directors' meeting.

In the course of the Reporting Year, the Controls, Risks and Related Parties Committee met four times, on February 27, 2025, March 14, 2025 (when discussion included transactions with related parties), July 31, 2025 and October 23, 2025.

Meetings of the Controls, Risks and Related Parties Committee lasted approximately 60 minutes on average, with the members Mr. Patrick Sun, Ms. Jiang Lan (Lansi) and Ms. Zhu Yi attending 100% of the meetings, and Mr. Stefano Domenicali, three-quarters of the meetings.

In the course of the Reporting Year, the Controls, Risks and Related Parties Committee, in connection with controls and risks, has carried out the following activities:

(a) reviewed the consolidated and non-consolidated financial statements as at and for the year ended December 31, 2024;

(b) favorable opinion regarding the appointment of the new members of the Supervisory Body;

(c) reviewed the 2025 Audit Plan;

(d) reviewed the interim financial statements as at and for the six months ended June 30, 2025; and

(e) reviewed ISA 260, jointly with the external auditor.

The Controls, Risks and Related Parties Committee reported to the Board of Directors on the work it had performed, and the appropriateness of the IARMS, and informed the Board of Directors regarding the meetings of the Controls, Risks and Related Parties Committee, and the issues addressed therein.

Pursuant to recommendation 17 of the Corporate Governance Code, at least one member of the Board of Statutory Auditors has always attended the meetings of the Controls, Risks and Related Parties Committee.

More particularly, also with reference to the terms of recommendation 17 of the Corporate Governance Code, over the Reporting Year the meetings of the Controls, Risks and Related Parties Committee saw the presence of members of the Board of Statutory Auditors and, where necessary for discussion of the items on the agenda, at the Chairman's invitation and with the agreement of the other attendees, the Accounts Executive, the Head of Internal Audit, and a representative from the external auditor. The attendance of the meetings by those persons with supervisory and audit duties fostered a debate and discussion of the major aspects involved in identifying business risks. The aforementioned persons participated in the meetings of the Controls, Risks and Related Parties Committee at the invitation of the Committee's Chairman.

In discharging its duties, the Controls, Risks and Related Parties Committee may access such information and business functions as may be necessary for it to do so. It may also engage external advisors, upon terms agreed by the Board of Directors.

Finally, during the year ending December 31, 2026, two meetings of the Controls, Risks and Related Parties Committee have already been held, on February 24, 2026 and March 31, 2026. Another meeting is anticipated before the end of the year, regarding *inter alia* the interim financial statements as at and for the six months ending June 30, 2026.

9.4 HEAD OF INTERNAL AUDIT

Mr. Fabio Innocenzi, an employee of the Company, was appointed the Head of Internal Audit from March 14, 2025, in accordance with current recommendations under article 6 of the Corporate Governance Code, replacing Mr. Matteo Scarpa in that role. The remuneration of the Head of Internal Audit is consistent with the Company's internal policies, and he has full autonomy in terms of spending in the discharge of his duties, subject to the limits in the general annual budget allocated to the Internal Audit function, subject to such amendments as may be examined and approved by the Board of Directors at any time at the proposal of the IARMS Director, with favourable opinion of the Controls, Risks and Related Parties Committee and following consultation with the Board of Statutory Auditors.

The Head of Internal Audit, who does not have an area of operational responsibility and who reports directly to the Board of Directors, provides the information that the IARMS Director, the Board of Statutory Auditors and the Controls, Risks and Related Parties Committee request.

Specifically, the Head of Internal Audit:

(a) checks that the IARMS is functioning, appropriate, and operates in accordance with the guidance set by the Board of Directors;

(b) checks, both on a continuous basis and as specific needs arise, consistent with international standards, that the IARMS is operative and suitable, through the Audit Plan that he puts together and which the Board of Directors approves, following advice from the Controls, Risks and Related Parties Committee, based on a structured process of analysis and prioritisation of the major risks;

(c) prepares regular reports detailing his activities, the manner in which risk management is implemented, compliance with the plans drawn up to contain risk, and an assessment of the suitability of the IARMS;

(d) promptly prepares reports on events of particular significance, including where asked to do so by the Board of Statutory Auditors;

(e) provides those reports to the Chairmen of the Board of Statutory Auditors, the Controls, Risks and Related Parties Committee, and the Board of Directors, as well as the IARMS Director, except where the subject matter of those reports is specifically the work of those individuals; and

(f) checks, as part of the Audit Plan, the reliability of the computer systems, including the accounting systems.

The Head of Internal Audit has direct access to all information useful for the performance of his duties and, where deemed necessary, also has access to documentation produced by third parties tasked with controls at the Company or subsidiaries. The Internal Audit function carries out its duties *inter alia* by carrying out spot checks on the processes governing the company's business, with its checks extending to all of the companies of the Group.

In the course of the Reporting Year, the Internal Audit function performed, and was involved in the following activities:

(a) preparation of the Audit Plan for the fiscal year 2025, which was submitted to the Board of Directors at its meeting of March 14, 2025, following review by the Audit, Risks and Related Parties Committee and by the IARMS Director, whose reviews followed consultation with the Board of Statutory Auditors;

(b) checking that the internal controls and risk management system was functioning, suitable and in accordance with the guidelines set by the Board of Directors;

(c) scheduling and executing direct and specific control work, at the Issuer and at the major subsidiaries within the Group, in accordance with the above-mentioned Audit Plan, in order to identify any shortcomings in the internal controls and risk management system in the various risk areas;

(d) evaluation and checking, both on a continuous basis further to the Audit Plan, and in relation to specific needs or to meet international standards, the internal controls and risk management system for adequacy, effectiveness and practical functioning (see recommendation 36(a) of the Corporate Governance Code);

(e) checking, as part of the Audit Plan, the reliability of the computer systems, including the accounting systems (see recommendation 36(e) of the Corporate Governance Code);

(f) preparation of regular reports detailing his activities, the manner in which risk management is implemented, compliance with the plans drawn up to contain risk, and an assessment of the suitability of the IARMS, whose evaluation he oversaw (see recommendation 36(b) of the Corporate Governance Code); and

(g) submission of the reports under the prior item to the IARMS Director, the Chairman of the Board of Statutory Auditors, and the Chairman of the Controls, Risks and Related Parties Committee (see recommendation 36(d) of the Corporate Governance Code).

9.5 THE ORGANISATIONAL MODEL, PURSUANT TO LEGISLATIVE DECREE 231/2001 AND BUSINESS CONDUCT

9.5.1 The 231 Model

At its meeting of December 6, 2022, the Board of Directors resolved to adopt, pursuant to and for the purposes of Legislative Decree 231/2001, a revised version of the 231 Model, comprising: (i) a General Section: (ii) a Special Section; and (iii) schedules, including the Code of Ethics. On February 24, 2026, the Board of Directors approved the third updated version of the 231 Model.

The 231 Model provides for policies and measures to ensure that activities are carried out in accordance with the law, to eliminate situations of risk, and a system of prevention that mitigates the risk of offences that is consistent with the organisational structure and best practice.

The Special Section clarifies the nature of significant offences identified in the areas of risk and the ways in which they might be committed, and the specific organisational safeguards implemented to prevention their commission.

The 231 Model puts in place appropriate systems and mechanisms for penalising any conduct that breaches its terms.

The requirements set forth in the 231 Model complement those of the Code of Ethics that the Board of Directors approved on December 6, 2022, that describes the ethical duties and responsibilities in the conduct of the Company's affairs and in the business to which every employee, and all those with whom the Company comes into contact in its business, are bound in the performance of their work, in the belief that ethical conduct in business is fundamental to its success. The 231 Model and the Code of Ethics are available on the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*.

On July 31, 2025, the Board of Directors reappointed the Supervisory Board for the period ending with the approval of the interim financial statements as at and for the six months ending June 30, 2028, composed by 3 (three) members, Mr. Pier Paolo Beatrizotti, as Chairman, and Ms. Monica Alberti and Mr. Luigi Bergamini, all three from outside the Group and all confirming their previous position. The Supervisory Board has powers to pursue initiatives and oversight that it may exercise autonomously, and is charged with (i) overseeing the effectiveness of the 231 Model, which means checking the consistency between conduct in practice and the 231 Model; (ii) reviewing the 231 Model for adequacy, meaning its practical ability broadly to prevent undesirable behaviour; (iii) carrying out an analysis regarding the 231 Model's ability over time to meet the requirements that it be sound and functional; (iv) oversee the dynamic revision of the 231 Model as necessary, by making specific suggestions, where the gap analysis makes corrections and adjustments necessary; and (v) carrying out follow-ups, to check implementation and the practical functioning of the solutions put forward. The Board of Directors considered at that time that it would not be necessary to appoint within the Supervisory Board a non-executive Director or a member of the Board of Statutory Auditors, or a person with responsibilities for legal or control matters within the Issuer, as the Issuer's internal structures would nonetheless ensure coordination among the various parties in the IARMS and also taking into account the activity carried out by the Director in charge of the IARMS.

On July 31, 2025, the Supervisory Board submitted its annual report on its work in the Reporting Year, and its findings.

Over the course of the Reporting Year, the Supervisory Board met eight times, on 29 January, 4 March, 7 April, 25 June, 17 July, 31 July, 3 October and December 9, 2025 and also carried out specific checks and monitoring as part of its annual plan of work.

9.5.2Business Conduct

Ferretti deploys a traditional administration and control model, in which the governance bodies, including the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors, have a central role in defining and overseeing business conduct.

In addition, the Committees established within the Company ensure a structured and consistent approach to ensuring compliance with principles of responsible governance, which assists with the achievement of corporate objectives and promotes conduct based on sustainability, transparency and ethics.

The double materiality analysis identified business conduct as one of the most significant issues for the Group. This issue may be broken down further, to questions around corporate culture, the management of relationships with suppliers, including payment practices; whistleblower protection; and corruption and bribery.

In the process of assessing impacts, risks and opportunities, the whole of the Group's perimeter was taken into consideration, with greater importance attached to those companies with more employees or that are involved in manufacturing. These businesses were considered particularly material as they are more representative in terms of operations and the potential effects on business conduct issues.

Through its business conduct policies, the Group promotes positive attitudes that strengthen internal cohesion, improve organisational coherence, optimise efficiency and boost the Issuer's reputation as sound and reliable.

The policies are intended to identify, analyse, and manage impacts, risks and opportunities related to business conduct issues, and, if necessary, take measures. These policies not only tackle current issues, but also reflect an ongoing commitment to monitoring and adapting the Issuer's practices to ensure compliance with ethical standards and the promotion of a healthy and responsible business culture.

In particular, corruption and fraud constitute significant threats to corporate integrity, with negative impacts on the Group's reputation, image and financial standing. For this reason, the Group adopts a zero-tolerance policy and actively engages in preventing and countering all forms of illegal acts. This commitment extends not only to employees, but also to advisors, suppliers and business partners, who are made subject to preventive measures, a disciplinary system and the inclusion of mandatory ethical clauses.

The Group also promotes strong and responsible relationships with its suppliers, based on principles of ethics, safety and sustainability. All of the Group's suppliers are informed about the Code of Conduct, which sets strict standards in terms of ethics, respect for human rights, product quality and other aspects, including health and safety in the workplace. In the event of any breach the Code, the Group carefully evaluates each situation, and takes the measures it considers most appropriate.

It should be noted that Ferretti carries out no political influence or lobbying activities.

9.5.3 Whistleblowing system

On August 2, 2023, the Board of Directors approved a whistleblowing procedure through which employees may report irregularities or breaches of applicable laws or regulations, or of internal procedures, in line with domestic and international best practice. It provides a specific, confidential channel that ensures the whistleblower remains anonymous.

The procedure provides information regarding that channel, how it may be used, and in what circumstances, for internal and external whistleblowing, pursuant to article 5(1)(e) of Legislative Decree 24/2023, and the protective measures for whistleblowers, pursuant to Chapter III of Legislative Decree 24/2023. The internal whistleblowing channel that the above-mentioned procedure provides also gives effect to the obligation under article 6(2-*bis*) of Legislative Decree No. 231/2001.

In addition, the whistleblowing policy, drawn up in line with the provisions of Legislative Decree No. 24/2023, prohibits retaliation of any sort against those who make internal or external reports, public disclosures or complaints to relevant authorities. The protection also extends to family members, colleagues and entities linked to such whistleblowers. Measures are in place to prevent retaliatory acts such as dismissal, demotion, transfer, discrimination, harassment or economic or reputational damage.

9.6 EXTERNAL AUDITOR

Pursuant to the provisions of article 17 of Legislative Decree No. 39 of January 27, 2010, as amended by Legislative Decree 135/2016, the Shareholders' Meeting of May 18, 2023 approved an ordinary resolution, on the proposal of the Board of Statutory Auditors, for the appointment, effective from the First Trading Day, of the audit firm EY S.p.A. as auditor for the consolidated and non-consolidated financial statements of the Group as at and for each of the financial years ending December 31, 2023–2031, and to ensure that the accounts were duly kept and the operations correctly recognised in the ledgers in the course of those financial years.

Pursuant to Legislative Decree No. 125 of September 6, 2024 which transposed Directive (EU) No. 2022/2464 (the Corporate Sustainability Reporting Directive), on January 21, 2025 the Shareholders' Meeting appointed EY S.p.A. as sustainability reporting auditor, for a period ending with the approval of the non-consolidated financial statements as at and for the year ending December 31, 2026, in order to provide the compliance certification regarding the Sustainability Report.

In the course of the Reporting Year, the Board of Directors, following consultation with the Board of Statutory Auditors, assessed the findings reached by the external auditor in its supplementary related to the fiscal year 2024 report to the Board of Statutory Auditors.

9.7 ACCOUNTS EXECUTIVE AND OTHER ROLES AND FUNCTIONS

Article 25 of the By-Laws provides that the Board of Directors should, following mandatory, but not binding, consultation with the Board of Statutory Auditors appoint the Accounts Executive, in connection with the preparation of the financial statements and the discharge of the duties under applicable laws and regulations. Candidates for the position must have suitable professional qualifications and relevant experience of at least five years in matters of accounting and finance, and such other requirements as the Board of Directors or the rules (and regulations) in force may determine. The Accounts Executive participates in those meetings of the Board of Directors that are to discuss issues in respect of which he has purview.

On May 18, 2023, the Board of Directors, in light of his significant experience in finance and his in-depth knowledge of the Company and the Group, resolved, following favourable advice from the Board of Statutory Auditors, to appoint Mr. Marco Zammarchi (an employee of the Issuer and its Chief Financial Officer) as the Accounts Executive pursuant to article 154-*bis*, CLFI, with effect from the First Trading Day.

In accordance with the laws and regulations in force, the Accounts Executive is responsible for:

(a) preparing appropriate administrative and accounting procedures, for the preparation of the consolidated and non-consolidated financial statements, as well as any other financial disclosures;

(b) providing written declarations, confirming that the documents and disclosures provided by the Company to the market, relating to the Company's accounting information, including interim information, corresponds with the underlying documents, books and accounting records;

(c) providing, together with the Chief Executive Officer, the certificates under article 154-*bis*(5), CLFI, in the form of a report prepared in accordance with CONSOB's template that is annexed to the non-consolidated financial statements, the condensed interim financial statements and the consolidated financial statements;

(d) participating in the meetings of the Company's Board of Directors where the agenda includes the examination of the Company's financial information;

(e) reporting without delay to the Chief Executive Officer and the Board of Directors, including through the Controls, Risks and Related Parties Committee, on any matters of significant importance believed, if incorrect, to merit inclusion in the certificates required by Art. 154-*bis*, CLFI; and

(f) reporting semi-annually to the Board of Directors, the Controls, Risks and Related Parties Committee and the Board of Statutory Auditors on the work performed.

In accordance with the terms of article 154-*bis*(5-*ter*), CLFI, the Accounts Executive certifies, along with the relevant administrative managing bodies, that the sustainability reporting included within the report on operations was prepared in accordance with the reporting standards applied under Directive 2013/34/EU of the European Parliament and of the Council of June 26, 2013, and the Legislative Decree adopted further to article 13 of Law No. 15 of February 21, 2024, and the specifications adopted under article 8(4) of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020.

At the time of the appointment, the Board of Directors granted the Accounts Executive all such powers and resources as he may require for the performance of his duties under the laws and regulations in force and the By-Laws including direct access to all of the functions and offices, and all such information as is necessary for the production and checking of accounting and financial information, without any particular authorisation.

9.8 COORDINATION BETWEEN THE PERSONS INVOLVED IN THE INTERNAL CONTROLS AND RISK MANAGEMENT SYSTEM

The Issuer has put in place measures for coordinating the various individuals and bodies involved in the internal controls and risk management system, to ensure they effectively and efficiently coordinate and share information. In particular, as mentioned earlier:

(a) the IARMS Director (who was Mr. Xu Xinyu, and from February 28, 2025, Mr. Tan Ning), periodically reports on his work to the Controls, Risks and Related Parties Committee, which, in turn, provides the Board of Directors with its own assessment of the adequacy of the internal controls and risk management system;

(b) the Head of Internal Audit (who was Mr. Matteo Scarpa and, from March 14, 2025, Mr. Fabio Innocenzi), maintains regular information flows with the other corporate bodies and structures with supervisory or monitoring functions in respect of the internal controls and risk management system, such as the Accounts Executive, the Supervisory Board and the External Auditor, each in relation to its particular areas of responsibility;

(c) the participation of the Head of Internal Audit in the meetings of the Supervisory Board and in the meetings of the Controls, Risks and Related Parties Committee allows the Internal Audit function to maintain adequate visibility over the corporate risks the Group faces and manages, issues that have emerged and attracted the attention of the various supervisory and control bodies;

(d) the Board of Statutory Auditors maintains regular information flows with the Board of Directors and the Controls, Risks and Related Parties Committee. In particular, at least one member of the Board of Statutory Auditors should attend every meetings of the Controls, Risks and Related Parties Committee; and

(e) the External Auditor participates in the meetings of the Controls, Risks and Related Parties Committee where invited to do so, in order that it may be apprised of the Committee's activities and decisions, and report on its planning, and the results, of its audit work.

10 DIRECTORS' INTERESTS AND RELATED-PARTY TRANSACTIONS

10.1 PROCEDURE FOR TRANSACTIONS WITH RELATED PARTIES

The Issuer has adopted the RPT Procedure, which governs transactions with related parties carried out, with the Company or subsidiaries, in accordance with the provisions of the RPT Regulation.

The RPT Procedure was preliminarily approved by the Board of Directors of the Issuer on May 18, 2023, and came into force as of the First Trading Day. On February 24, 2026, supported by favourable opinion from the independent directors, the Board of Directors definitively approved the RPT Procedure.

The RPT Procedure is available on the Issuer's website at *www.ferrettigroup.com*, in the section *Corporate Governance*, to which you should refer for further information.

As at the date of this Report, the Company has not adopted any specific operational solutions to facilitate the identification and management of situations in which a Director has an interest, of his own or on behalf of any third party, as it considers that the RPT Procedure and the general principles regarding Directors' responsibilities are sufficient.

With respect to the work performed by the Controls, Risks and Related Parties Committee regarding application of the RPT Procedure, please see paragraph 9.3.2 of this Report.

11 BOARD OF STATUTORY AUDITORS

11.1 APPOINTMENT AND REPLACEMENT OF STATUTORY AUDITORS

Pursuant to Article 27 of the By-Laws, the Board of Statutory Auditors has three standing auditors and two alternate auditors, who were appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders. The minority is entitled to elect the standing auditor who is to act as Chairman of the Board of Statutory Auditors and an alternate auditor.

The Board of Statutory Auditors is appointed on the basis of lists that must be filed at the Company's registered office within the terms provided under relevant laws and regulations, in which candidates are ranked by order of preference. The list consists of two sections, one for candidates for the position of standing auditor, the other for candidates for the position of alternate auditor.

Lists containing three or more candidates must have candidates from both genders in accordance with legal requirements and/or the codes of conduct drawn up by companies managing regulated markets or by trade associations to which the Company belongs.

Only shareholders that individually or together with other shareholders hold shares with voting rights representing the percentage of the share capital required by the laws and regulation in force for the submission of lists of candidates for election to the Company's Board of Directors are entitled to submit lists. The participation threshold most recently established by CONSOB for Ferretti pursuant to Art. 144-*septies*(1) of the Issuers' Regulations, under its resolution no. 155 of January 27, 2026, is 2.5%.

This shareholding must be established by certificates that must be produced, on the day on which the lists are filed, or within such period as the laws and regulation in force regarding the Company's publication of the lists. These details are set forth in the notice calling the meeting.

The list must be accompanied by: (a) information on the identity of the Shareholders who submitted them, with an indication of the total percentage of shareholding held, (b) comprehensive information regarding the personal and professional characteristics of the candidates, (c) the declarations in which the individual candidates accept their candidacy and certify, under their own responsibility, that they meet the requirements under the law and the By-Laws for the office, (d) a list any positions of administration and control each candidate holds in other companies, (e) a declaration by the Shareholders other than those who hold, individually or jointly, a controlling interest or represent the single-largest shareholding, as to the absence of affiliation with the latter, as applicable laws and regulations provide; and (f) any other declaration, disclosure and/or document required by the laws and regulations in force at the time.

In the event that, when the deadline under the laws and regulations in force for the submission of lists expires, a single list has been filed or more than one list has been filed by Shareholders who are connected with each other pursuant to the provisions of the laws and regulations in force, further lists of candidates may be submitted until such latter date as the laws and regulations in force may provide, in which case, the percentage of participation in the Company's share capital required for the submission of a list is halved.

The election of the statutory auditors takes place as follows: (i) two standing auditors and one alternate auditor are elected from the list that obtained the highest number of votes at the Shareholders' Meeting, on the basis of the order in which they are listed in the sections of the list; and (ii) from the list that obtained the second-highest number of votes and that is not connected in any way, directly or indirectly, pursuant to the laws and regulations in force at the time, with those who submitted, or voted for, the list under (i) above, is elected, in accordance with the laws and regulations in force, the remaining standing auditor, who becomes Chairman of the Board of Statutory Auditors; and the remaining alternate auditor, based on the ranking order in the sections of the list.

In the event that more than one list has obtained the same number of votes, a new ballot is held among for all those entitled to vote present at the Shareholders' Meeting, and the candidates on the list that obtains the single-largest number of votes is elected.

In the event that only one list has been submitted, the Board of Statutory Auditors shall be drawn entirely from that list, provided it receives the majorities required by law.

If, as a result of the application of this list voting mechanism, the composition of the Board of Statutory Auditors does not comply with the rules on gender balance, the Shareholders' Meeting appoints statutory auditors who do meet the requirements in place of the candidates who do not meet, drawing the replacements from the same list as those they replace.

In the event that the requirements of the law and the By-Laws are no longer satisfied, a statutory auditor ceases to hold office.

In the event that a statutory auditor is replaced, they are replaced by the alternate member from the same list, provided that they have confirmed they meet the requirements of the office, while complying with the rules in force on gender balance in the Board of Statutory Auditors, for the remainder of the term of office. If such a replacement cannot be made in a manner compliant with the regulations in force, the Shareholders' Meeting appoints a statutory auditor who meets the requirements for compliance.

In the event of the replacement of the Chairman, this office shall be assumed by the statutory auditor who takes his place.

The previous rules on the election of statutory auditors by voting list do not apply to Shareholders' Meetings that must appoint standing and/or alternate auditors to make the Board of Statutory Auditors up to its full number. In such cases, the Shareholders' Meeting resolves by the majority for which the law provides, in compliance with the principle that minorities must receive representation. Procedures for replacing statutory auditors must in any event ensure compliance with the laws and regulations in force regarding gender balance, as specified above.

11.2 COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (PURSUANT TO ARTICLE 123-*BIS*(2)(D) AND (D-*BIS*), CLFI)

As at the date of this Report, the Board of Statutory Auditors in office had been appointed by resolution of the Shareholders' Meeting of June 13, 2023. Earlier in the Reporting Year, the Board of Statutory had comprised the Chairman, Mr. Luigi Capitani, and Mr. Luigi Fontana and Mr. Fausto Zanon (as standing auditors) and Ms. Giulia De Martino and Ms. Veronica Tibiletti (as alternate auditors).

Since the Company was listed on Euronext Milan following the appointment of the Board of Statutory Auditors, this appointment did not take place under the voting mechanism that was included in the By-Laws on June 18, 2023 with effect from the First Trading Day.

The votes resulted in the following persons being elected as members of the Board of Statutory Auditors: (i) Mr. Luigi Capitani, Chairman; (ii) Ms. Giuseppina Manzo, statutory auditor; (iii) Mr. Luca Nicodemi, statutory auditor; (iv) Ms. Tiziana Vallone, alternate auditor; and (v) Ms. Federica Marone, alternate auditor.

The Board of Statutory Auditors is thus comprised of five members, two of whom are men (40%) and three are women (60%). There is no representation of employees or other workers on the Board of Statutory Auditors. As of the date of this Report, the members of the Board of Statutory Auditors do not have specific expertise on sustainability. Accordingly, although specific skills and competences in the field of sustainability are subject to evaluation, they have neither been fully developed nor formally integrated into decision-making processes as at the date of this Report. The Group therefore intends to continue on a path of deepening and continuous improvement in these areas. In particular, Ferretti intends to implement a structured induction programme on ESG matters for the members of the Board of Statutory Auditors, to boost awareness and build the skills necessary for sustainability principles to be integrated into strategic business decisions.

The Board of Statutory Auditors will remain in office until the date of the Shareholders' Meeting called to approve the financial statements as at and for the year ended December 31, 2025.

The following table sets forth the composition of the Board of Statutory Auditors as of the date of this Report.

CHARGE	NAME AND SURNAME	PROFESSION
Chairman	Mr. Luigi Capitani	Chartered Accountant and Registered Auditor
Standing Auditor	Ms. Giuseppina Manzo	Chartered Accountant and Registered Auditor
Standing Auditor	Mr. Luca Nicodemi	Chartered Accountant and Independent Statutory Auditor
Alternate Auditor	Ms. Tiziana Vallone	Chartered Accountant and Independent Statutory Auditor
Alternate Auditor	Ms. Federica Marone	Chartered Accountant and Registered Auditor

Please refer to Table 3 in the appendix for further detail regarding the composition of the Board of Statutory Auditors.

The following are the main professional characteristics and experience related to sectors, products and areas of Ferretti of the members of the Board of Statutory Auditors:

— **Mr. Luigi Capitani**: a graduate in Economics and Commerce from the University of Parma, he has been a Chartered Accountant since 1993 and an Auditor since 1995. Since November 2023 he has also been a member of the Association of Business Recovery Professionals. He mainly deals with extraordinary transactions, corporate finance, business crisis, design and management of trusts and family assets, strategic, tax, corporate and financial consultancy. He has extensive experience in insolvency proceedings and corporate restructuring as well as a tax litigator. He holds positions on boards of directors and statutory auditors, and is a member of supervisory boards pursuant to Legislative Decree 231/2001, at a variety of entities and companies.

— **Ms. Giuseppina Manzo**: a graduate in Economics and Business Law in 2004 from Bocconi University in Milan, a Chartered Accountant since 2009. Since 2009 she has been a registered auditor. She works as a consultant on financial information and corporate finance for medium-sized and large companies and groups, including listed companies, operating mainly in the following sectors: banking, industrial, energy and luxury. She has extensive experience in: (i) the valuation of companies and shareholdings, also for the purposes of impairment testing; (ii) fairness opinions on corporate matters; (iii) advising on financial statements and the application of domestic and international accounting standards (IAS/IFRS); (iv) expert reports, both for parties to litigation and for the tribunal itself, in the context of arbitration and court proceedings concerning valuation issues; and (v) advice on debt sustainability, also pursuant to article 2501 bis of the Italian Civil Code; and specialization with respect to: (i) extraordinary finance transactions, such as mergers, demergers, contributions, transformations, acquisitions, sales and reorganizations of groups, and (ii) processes for the acquisition of share packages.

— **Mr. Luca Nicodemi**: a graduate in Business Administration from Bocconi University, with a specialisation in Finance, he is a Chartered Accountant and Independent Statutory Auditor, and a registered expert witness at the Court of Milan. An expert in corporate governance, he holds important positions in leading football and industrial companies, supervised entities and asset management firms. He has extensive experience in: (i) professional advice (on financial, accounting and tax matters) for M&A transactions, debt restructuring, company valuations for national and international institutional entities (banks, domestic and international private equity funds, sovereign wealth funds, leading investment banks, listed companies, and domestic and international law firms); (ii) valuation, fairness and accounting advice and opinions to leading industrial groups in, *inter alia*, the luxury, infrastructure, banking sectors; and (iii) professional work as a member of the supervisory boards pursuant to Legislative Decree 231/2001 for multinational companies and regulated entities.

— **Ms. Tiziana Vallone**: a graduate in Economics and Commerce at the State University of Bari, she is a chartered accountant, registered auditor and auditor of local authorities. Expert in auditing, corporate finance, corporate law and corporate restructuring, she holds positions on boards of directors and statutory auditors at a number of companies, including multinational and listed companies. She also currently advises as an expert to national roundtables organised by the Ministry of Industry and Made in Italy. She was a lecturer at Bocconi University in Milan until 2006 and currently holds courses at the Order of Chartered Accountants of Milan and the Bar Association of Milan, Bologna and Bergamo on topics of corporate finance, business crisis and risk management. She is a member of various commissions and working groups, such as the Crisis and Business Recovery Commission, where she is the vice-president.

— **Ms. Federica Marone**: a graduate in Economics and Business, specialising in law, at the Parthenope University of Naples, she has been a Chartered Accountant and Auditor since 2006. Until 2023 she was an adjunct lecturer for supplementary teaching activities for the Tax Law course at the Faculty of Law of the Suor Orsola Benincasa University of Naples and still collaborates with the University S. Orsola Benincasa of Naples, Faculty of Law, Chair of Tax Law. Currently she mainly deals with tax litigation and tax breaks.

For further information on the CVs and professional experience of the members of Ferretti's Board of Statutory Auditors, please refer to the Issuer's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*.

There has been no change in the composition and structure of the Board of Statutory Auditors between the end of the Reporting Year and the date of this Report.

The Board of Statutory Auditors is validly constituted where a majority of the statutory auditors is present and it resolves by a vote in favour from an absolute majority of those present.

The meetings of the Board of Statutory Auditors may also be held with the participants in multiple locations, which may be close at hand or remote, and may be connected by video or telephone conferencing, provided that the of the meeting is able to is able to establish the identity of those participating in the meeting and their entitlement to do so, to govern the conduct of the meeting, and to observe and declare the outcome of votes; the person taking the minutes is able to adequately perceive the events being minuted; and all participants are able to participate in real time in the discussions and vote simultaneously, and be able to receive and transmit documentation in real time.

The meeting is deemed held in the place stated in the notice of call, where the person taking the minutes must also be in order to enable them to be prepared and signed.

The Chairman and the person taking the minutes may be in different places.

The Board of Statutory Auditors met twelve times in the course of the Reporting Year, on the following dates: 20 February, 25 February, 13 March, 24 March, 12 May, 4 June (two meetings were held on that day), 28 July, 28 August, 8 October, 19 October and December 10, 2025.

The meetings were duly minuted. The average duration of the Board of Statutory Auditors meetings was approximately 60 minutes.

In the year ending December 31, 2026, there have already been two meetings of the Board of Statutory Auditors on February 24, 2026 and March 31, 2026, and another ten meetings of the Board of Statutory Auditors are currently scheduled to be held.

In the course of the Reporting Year, with respect to the previous Board of Statutory Auditors, the overall participation rate was 86.1%, and specifically: (i) 75% for Mr. Luigi Capitani, (ii) 100% for Ms. Giuseppina Manzo; and (iii) 83.3% for Mr. Luca Nicodemi.

At its meeting of July 4, 2023, the Board of Statutory Auditors confirmed that it satisfied the requirements imposed by law and the Corporate Governance Code, in terms of professional standing, expertise, integrity and independence, and it completed its self-evaluation process, observing that it was consonant with its duties, given its suitably calibrated composition, specifically with reference to features of experience, gender composition and the age of its members. The members of the Board of Statutory Auditors also considered that they had the appropriate time and resources to devote to their duties in the Company. The outcome of these evaluations was subsequently transmitted to the Board of Directors and released to the market.

In carrying out the above evaluations, all the information made available by each member of the Board of Statutory Auditors was considered, as required by the recommendations of the Corporate Governance Code, with consideration of any circumstance that affects or could affect independence in accordance with the CLFI and the Corporate Governance Code (see recommendation 6, as referred to in recommendation 9) and all the criteria set forth in the Corporate Governance Code with respect to the independence of Directors were applied (recommendation 7, as referred to in recommendation 9).

The Board of Statutory Auditors has supervised and continues to supervise the independence of the External Auditor, verifying both its compliance with relevant regulations, and the nature and extent of the services other than accounting control that it and the other entities in its network provide to the Issuer or its subsidiaries.

The Board of Statutory Auditors has continuously maintained regular coordination with the Controls, Risks and Related Parties Committee, the Internal Audit function and the Supervisory Board. For information on the manner in which they coordinate, please see paragraph 9.8 of this Report, above.

Pursuant to Legislative Decree 39/2010 (in implementation of Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC, and repealing Council Directive 84/253/EEC), the Board of Statutory Auditors is assigned the functions of an audit committee, in particular, the functions of supervising: (i) the financial reporting process; (ii) the effectiveness of internal control, internal audit, where applicable, and risk management systems; (iii) statutory audit of the annual accounts and the consolidated accounts; and (iv) the independence of the External Auditor, in particular with respect to the provision of additional services to the audited entity.

The Board of Statutory Auditors supervises compliance with the provisions of Legislative Decree no. 125 of September 6, 2024; the Board of Statutory Auditors is therefore required to carry out both a supervisory role on the adequacy of all the procedures, processes and structures that govern the preparation of the Sustainability Report; and a verification of compliance with the relevant regulations.

For so long as the Company's Shares are admitted to trading on an Italian regulated market, the Board of Statutory Auditors also exercises its other duties and powers under the specific legislation with particular reference to the information to which it is entitled, the Directors are pursuant to Article 150, CLFI, obliged to report on a quarterly basis.

The Chairman of the Board of Directors ensured that the statutory auditors have adequate knowledge of the sector in which the Issuer operates, relevant business dynamics and developments, the principles of correct risk management and the relevant regulatory framework. In particular, during the meetings of the Board of Directors during the Reporting Year, the Statutory Auditors received regular in-depth analysis of each specific sector in which the Issuer has business, in order to better understand the corporate dynamics underlying the business and the related developments that took place over the course of the year.

Statutory auditors' remuneration is set so as to be commensurate with the efforts required, the importance of the role, the size of the business, and the features of the sector in which it operates. In this regard, it should be noted that the Shareholders' Meeting of June 13, 2023 set the remuneration of the Chairman of the Board of Statutory Auditors as an all-inclusive gross annual fee of Euro 40,000 and the remuneration of each of the standing auditors as an all-inclusive gross annual fee of Euro 30,000.

The Issuer has not enacted any specific obligation that statutory auditors promptly inform the other members of the Board of Statutory Auditors and the Chairman of the Board of Directors as to the nature, terms, origin and extent of any interest he has, of his own or on behalf of any third party, in any transaction involving the Issuer, as it considers that such disclosure would in any event be an ethical duty of any member of a board of statutory auditors.

In accordance with the By-Laws, over the course of the Reporting Year the Chief Executive Officer has, together with the executive Director, reported appropriately to the Board of Statutory Auditors on its work, on the general performance of the business and its anticipated future development, the most significant transactions for the business, results of operations and financial condition, and the most significant transactions in terms of size or other features by the Company and its subsidiaries, at the meetings of the Board of Directors and at least quarterly. That is particularly the case for transactions in which any Director has an interest on his own behalf or on behalf of third parties, or that are influenced by any person who directs or coordinates the Company's activities.

With regard to the provision of Article 123-*bis*(2)(d-*bis*), CLFI, on diversity policies as applied to administrative, management and control bodies, recognising the importance of diversity and inclusion to the Group's success, the Board of Directors on May 18, 2023 adopted a Group policy on diversity on boards of directors and statutory auditors, which sets out principles in pursuit of an objective of integrating management, professional and academic features, also of an international nature, while taking also into account balanced gender representation. For further information, please see the Diversity Policy available on the Company's website at *www.ferrettigroup.com*, in the section, *Corporate Governance*; and the Sustainability Report, similarly available on the Company's website, in the sections, *Investor Relations* and *Sustainability*.

With reference to gender diversity in particular, Law No. 160 of December 27, 2019 amended, *inter alia*, article 148, CLFI, introducing a new test, under which at least two-fifths of the members of the Board of Statutory Auditors (rather than the third that applied previously) must be reserved to the less-represented gender for six consecutive terms of office. This new test applies from the first appointment of such boards that occurs after January 1, 2020.

For the sake of completeness, it should be noted that CONSOB, by its resolution No. 21359 of May 13, 2020, consistent with its notice 1/2020 of January 30, 2020, amended article 114-*undecies*.1(3) of the Issuers' Regulations, specifying that where boards have three standing members, the calculation of the component for the less-represented gender under article 148, CLFI, is rounded down, not up.

Since the current Board of Statutory Auditors was appointed on June 13, 2023, prior to the Company's listing on Euronext Milan, the above provisions apply from the next appointment of the Board of Statutory Auditors.

Without prejudice to the above, as at the date of this Report, a third of the standing statutory auditors are in any event from the less-represented gender. Accordingly, the Board of Statutory Auditors' present composition complies with the test under article 148(1-*bis*), CLFI, both in its previous and current form, and with the recommendations under article 2 of the Corporate Governance Code.

In the course of the Reporting Year, no circumstances arose that resulted in any member of the Board of Statutory Auditors having to inform the Company of any interest they held, on their own behalf or on behalf of others, in any particular transaction by the Company.

12 SHAREHOLDER RELATIONS

Shareholders are kept suitably informed of developments at the Company and the Group through the prompt and regular publication of corporate documentation on the Issuer's website at *www.ferrettigroup.com*, in the sections *Investors* and *Corporate Governance*, and, where applicable laws and regulations so require on the Emarketstorage authorised storage mechanism (at *www.emarketstorage.it*).

The Company encourages Shareholders to take an active interest in the Company. During the Reporting Year, the Company has maintained effective and transparent communication with Shareholders by disseminating high-quality information to Shareholders in a timely manner through the publication of annual report, interim report, ESG report as well as the financial results announcements.

The Issuer's website allows investors to access and consult all of the Company's press releases, and, following their approval by the relevant corporate bodies, a complete set of its accounting information (which is to say, the annual financial statements, the interim financial statements, and the interim report). The main documents related to the Group's governance and sustainability are also available for consultation on the Company's website.

On May 18, 2023, the Board of Directors resolved to appoint Ms. Margherita Sacerdoti to be Ferretti's Investor Relator & Sustainability Manager (email, *investorrelations@ferrettigroup.com*), with responsibility for relations with Shareholders generally, including institutional investors, and some specific tasks regarding price-sensitive information and dealings with CONSOB and Borsa Italiana.

On May 18, 2023, the Board of Directors approved, on the proposal of the Chairman and by agreement with the Chief Executive Officer, the Shareholder Engagement Policy that reflected the recommendations of the Corporate Governance Code, domestic and international best practice, and engagement policies that institutional investors and asset managers had compiled (see recommendation 3 of the Corporate Governance Code).

The Shareholder Engagement Policy lays down terms governing: (i) the purpose and scope of the policy itself; (ii) the corporate bodies and organisational structures engaging in dialogue with shareholders and other interested parties; (iii) the instruments that may be used for that dialogue, and the manner in which they are used; (iv) the topics, content and timing of dialogue with shareholders and other interested persons; and (v) the terms upon which the policy may be amended, and the persons to whom requests for establishing dialogue with the Company should be directed.

The main topics discussed at conferences and in meetings with shareholders in the Reporting Year were:

(a) operating performance, the full-year financial statements, and interim financial results;

(b) business strategy;

(c) share performance;

(d) corporate communication and transparency towards the market;

(e) the IARMS; and

(f) ESG policies.

During the Reporting Year, dialogue with the financial community (meaning, investors and analysts) was consistent over time, through a number of initiatives, including:

— participation in roadshows (remotely and in person) in Europe and Asia, Canada and United States to foster direct discussions with investors;

— organisation of analyst and investor events, including visits to production facilities between April and November 2025, to show products and discuss how the market was performing;

— attendance of conferences organised by brokers in the major European financial centres; and

— participation, in September 2025, in the Euronext Sustainability Week organised by Borsa Italiana, which took place virtually and involved both one-to-one and group meetings with institutional investors focused on ESG themes.

The Shareholder Engagement Policy is available on the Issuer's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

For so long as the Shares are listed on the Stock Exchange of Hong Kong, the Company is obliged to establish and keep a Shareholders' register in Hong Kong, in accordance with the laws and regulations of Hong Kong. This may be through a third-party supplier, authorised to supply transfer services in relation to shares quoted on the Stock Exchange of Hong Kong (a "**Hong Kong Branch Register**"), and that is without prejudice to the legal status and prevailing significance of the main register kept pursuant to the laws of Italy.

In this regard, pursuant to article 36 of the By-Laws, the Hong Kong Branch Register may be inspected by Shareholders in the Company and by beneficial owners (meaning the indirect beneficiaries of shares in the Company under the laws of Hong Kong), without expenses and during a period of at least two hours each business day, as permitted by applicable law. The Hong Kong Branch Register may, by notice sent by any electronic means that is accepted for such purposes by the Stock Exchange of Hong Kong, be closed during particular hours or for periods not exceeding 30 days per year in aggregate, as the Board of Directors may determine, generally or in relation to any particular class of Shares.

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With regard to the ways in which the interests and opinions of stakeholders are taken into account in its strategy and business model, the Group recognises the importance of dialogue and of stakeholders' direct involvement, in order to appreciate their various expectations and needs. In this way, the Group develops concrete and targeted plans, capable of meeting the expectations of each stakeholder group in an effective and timely manner.

Over the years, the collaboration with stakeholders has enabled the Group to develop strong personal and professional relationships that have enabled it to consolidate its position as a leader in luxury shipbuilding. This inclusive approach not only fostered innovation and product quality, but also helped strengthen trust and transparency with all stakeholders.

The following table sets forth a summary of the main categories of stakeholders, along with the means and methods of liaison used to understand their needs and expectations.

MAIN CATEGORIES OF STAKEHOLDERS	METHODS OF INVOLVEMENT AND PURPOSES	RESULTS
Industry associations	Attending conferences, events and meetings with marine industry associations	Monitoring of market trends, updates on regulations and innovations
Media	Partnerships with marine, lifestyle and financial media	Spread brand awareness and updates on Group progress and results
Regulatory bodies	Ongoing dialogue with regulators and institutions to ensure compliance with laws, regulations and industry standards	Compliance with laws and regulations, and continuous developments with respect to regulations in shipbuilding
Financial community	Regular meetings with (i) institutional investors and financial analysts; and (ii) financial institutions	Updates on financial results, business performance reviews and market analysis
Employees	• Training activities • Whistleblowing platform • Corporate welfare • Special medical examination	The principles of transparency, independence and integrity are a major feature of the relationships that functions within the Issuer have with the trades unions, fostering an appropriate and non-discriminatory dialogue to create a climate of mutual trust and constructive dialogue

MAIN CATEGORIES OF STAKEHOLDERS	METHODS OF INVOLVEMENT AND PURPOSES	RESULTS
Workers in the value chain	Whistleblowing platform	Workers along the value chain contribute decisively to the quality of services that are provided, to operational efficiency and the achievement of the Group's results. Accordingly, the engagement of and dialogue with these stakeholders are strategically important matters, for which operational responsibility is entrusted to the Supervisory Board.
Affected communities	• Training activities (School of Trades) • Local community engagement initiatives: donating and creating employment opportunities. • Whistleblowing platform	As a result of these initiatives, the Group not only invests in future generations, but also bolsters its commitment to expanding expertise and the development of the Italian shipbuilding sector. In addition, Ferretti's whistleblowing system serves as a means of involving the communities involved, since it is accessible to all. This tool allows you to report any issues safely and transparently.
Customers	• Events and trade shows • Questionnaires • Technical support channels • Customer Satisfaction Index (CSI) • Whistleblowing platform.	Ferretti attaches great importance to the feedback it receives from its customers regarding their yachts. This approach makes it possible to identify any critical issues and intervene in a timely and effective manner, ensuring an optimal yachting experience.

Please note that in defining the risks, impacts and relevant opportunities included in the Sustainability Report, Ferretti did not provide for the consultation of stakeholders.

13 SHAREHOLDERS' MEETINGS

13.1 CALL OF SHAREHOLDERS' MEETING

Pursuant to article 13 of the By-Laws, the ordinary Shareholders' Meeting must be called to meet at least once a year, to consider approval of the financial statements, within 120 days of the end of the financial year, or within 180 days where the Company is obliged to prepare consolidated financial statements, or where there are particular reasons for that longer period regarding the Company's structure or objects, subject always to article 154-*ter*, CLFI, and any laws and regulations in force.

Ordinary and extraordinary Shareholders' Meeting are generally held in the municipality in which the Company has its registered office, except where the Board of Directors resolves that it be held elsewhere, either in Italy or elsewhere in the European Union, the United Kingdom, a country within Greater China (the PRC, the Hong Kong Special Administrative Region, Macao or Taiwan), or the United States of America, subject always to article 14.5 of the By-Laws.

The Shareholders' Meeting is called, in accordance with the laws and regulations in force, by notice published in Italian and English on the Company's website, and publicised by the other means for which applicable laws and regulations provide. The notice contains the information required by the laws and regulations in force, which may reflect the items on the agenda.

The Board of Directors may also call a Shareholders' Meeting where Shareholders representing at least 5% of share capital so request in relation to specified agenda items, and subject always to the limits set forth in the final part of article 2367 of the Civil Code. In the event of an unjustified delay in calling the meeting, the Board of Statutory Auditors may call it instead.

For so long as the shares are listed on the Stock Exchange of Hong Kong, the notice calling the meeting must also be published in Chinese, at least 21 days prior to the date of the Shareholders' Meeting (or such longer period as may apply under the law), and the rules governing communications for companies with shares listed on the Stock Exchange of Hong Kong apply. The notice must also be published, within the same periods, on the website of the Stock Exchange of Hong Kong.

Pursuant to article 126-*bis*, CLFI, Shareholders who individually or together represent at least 2.5% of the share capital may request — except for topics whose proposal falls under the competence of the Board of Directors or is based on a project or report prepared by the Board of Directors — that additional items be added to the agenda, within ten days of the agenda's publication, or within five days where the call is made pursuant to article 125-*bis*(3) or article 104(2), CLFI. Requests should set out the items for inclusion or proposed resolutions on matters already on the agenda. Shareholders requesting to add items to the agenda must provide a suitably detailed report setting out the grounds for the proposed resolutions on any new items whose discussion they are proposing, or the grounds for the further proposals for resolutions on items already on the agenda, and provide that to the Board of Directors by the deadline for submission of additional items.

13.2 RIGHT TO ATTEND SHAREHOLDERS' MEETING

The entitlement to attend and speak at the Shareholders' Meeting and the exercise of voting rights are governed by the laws in force at the time and the provisions of the By-Laws, subject always to the rules applicable to companies with shares listed on the Stock Exchange of Hong Kong.

Those rules provide that all persons who are direct holders of shares under the applicable laws and regulations are entitled to exercise all their rights with respect to the relevant company in the manner provided by applicable law and the By-Laws.

All beneficial owners who are not direct holders of the Shares may exercise all corporate rights, including the right to attend and vote at Shareholders' Meetings, where no other person is entitled to do so on their own behalf, (a) collectively, through the Holder of Record registered in either the Main Register or the Hong Kong Branch Register, or a person authorised by the Holder of Record; or (b) individually, through the Holder of Record or a person appointed by the Holder of Record, or, where the Holder of Record has granted authorisation and/or a proxy, on their own behalf, to the fullest extent permitted by all applicable laws and regulations.

The exercise of corporate rights by beneficial owners, in the name of the Holder of Record, collectively or individually, does not entail any obligation to update the Hong Kong Branch Register or the Main Register.

Where a holder of Shares (or other financial instruments issued by the Company) is a clearing house recognised under applicable laws and regulations as a result of the Shares' listing on the Stock Exchange of Hong Kong, or one or more of its nominees, it may nominate one or more persons to act as proxy and participate in any ordinary or extraordinary Shareholders' Meeting of the Company (or meeting of the holders of the other financial instruments), provided that, where they nominate more than one proxy, the authorisation must specify the number of shares (or other financial instruments) to which the authorisation relates. Any person authorised in the above manner is considered duly authorised without further certification, except where applicable laws or regulations require. They are entitled to exercise the same rights and powers on behalf of the principal (whether a clearing house or a nominee) as if the proxy (or representative) were a shareholder of the Company holding that number of shares (or other financial instruments, as the case may be) as was specified in the authorisation and any certificates that the laws or regulations require.

Entitlement to exercise Shareholders' rights is based upon the records as at the dates set by the Board of Directors, for:

(a) determining the Shareholders entitled to receive payment of dividends, other distributions and rights, and the beneficial owners entitled to receive, under Hong Kong laws and regulations, payment of dividends, other distributions and rights in respect of the Shares held by the Holder of Record. Specifically, with respect to beneficial owners, that date may be before, on, or after the date on which that payment of dividends, or other distributions or rights, is resolved upon, paid or made; and

(b) determining the Shareholders entitled to receive the materials related to the Company's ordinary and/or extraordinary Shareholders' Meeting.

A Shareholder who is entitled to more than one vote is not obliged to apply all of their votes the same way. Divergent voting is valid and legitimate, except as applicable laws and regulations may specify otherwise.

Where the Shares of the Company are admitted to trading on a market such as the Stock Exchange of Hong Kong, which distinguishes between legal ownership and beneficial ownership, Shareholders' rights may, by authorisation from the legal owner, be exercised by beneficial owners, to the fullest extent permitted by applicable laws and regulations.

Under article 15 of the By-Laws, those entitled to vote may be represented by a proxy, in accordance with, and subject to the limits thereon imposed by, the law. The proxy must be granted in written by the principal or their authorised representative, or, where the principal is a company, by written proxy signed by an appropriate officer, representative or other duly authorised person. Where those entitled to vote act on behalf of clients, or other third parties, they may name as proxies the persons for whom they act, or one or more third parties those persons designate.

Where, as a result of the applicable laws and regulations in the place in which the Company's Shares are listed, a Shareholder must abstain from voting on a particular resolution, the vote by them or their proxy in breach of that requirement is not taken into consideration when determining whether the resolution has passed.

For the avoidance of doubt, the Shares in question are included in the calculation of whether the meeting is quorate.

A proxy may be granted electronically, where that is consistent with applicable laws. Electronic notification to the Company of a proxy for the Shareholders' Meeting may be made by sending the document to the email address stated in the notice calling the meeting.

The Company may, for each Shareholders' Meeting, designate a person in the notice of call to whom Shareholders may grant proxies and give voting instructions for all or some of the items on the agenda, within such periods and by such means as the law may provide (under article 135-*undecies*, CLFI).

For the Shareholders' Meetings of January 21, 2025 and of May 13, 2025, the Company decided to make use of the option available under article 106(4) of Decree-Law No. 18 of March 17, 2020, "*Measures to strengthen the National Health Service and economic support for families, workers and businesses in connection with COVID-19*", as converted into law, with amendments, as Law No. 27 of April 24, 2020. That article had previously been extended to the meetings to be held by December 31, 2025 pursuant to Legislative Decree No. 202/2024, as converted with amendments into Law No. 15/2025. In particular, it was determined that (i) voting Shareholders with Shares deposited with an authorised intermediary participating in the Monte Titoli system could attend the Shareholders' Meeting, following registering on the registration portal accessible on the Company's website, via an audio-video link on a webcast platform or alternatively, pursuant to article 14.5 of the By-Laws, they could cast their vote, in advance and directly on the various items on the agenda, via a link on the Company's website; (ii) Shareholders holding shares deposited in the CCASS system could, since HKSCC Nominees Limited ("**HKSCC**") is the holder of the voting rights for such Shares, issue voting instructions to HKSCC, or participate directly in the Shareholders' Meeting where they have requested and obtained authorization from HKSCC; and (iii) other persons entitled to attend (e.g., members of the Board of Directors or the Board of Statutory Auditors, representatives of the Independent Auditors, and executive employees within the Group) could participate in the Shareholders' Meeting only by such means of telecommunications as assure that participants may be duly identified, but there would be no requirement that the chairman of the Shareholders' Meeting and its secretary attend in the same location.

13.3 CONDUCT OF THE SHAREHOLDERS' MEETING

The Shareholders' Meeting is chaired by the Chairman of the Board of Directors, or by the Deputy Chairman, where appointed. If they are absent or unable to act, the Shareholders' Meeting elects a chairman for the meeting by a majority vote of those present. The chairman is assisted by a secretary, who does not have to be a Shareholder, appointed by the Shareholders' Meeting; and one or more vote scrutineers, if the chairman so wishes. Where the law so requires or the chairman of the Shareholders' Meeting wishes, a notary may act as the meeting's secretary.

In determining whether a meeting is quorate, and whether resolutions have passed, the Shareholders' Meeting, in both ordinary and extraordinary session, observes the provisions of the Civil Code, except that resolutions regarding the Company's voluntary liquidation, and/or changes to the By-Laws, require the vote in favour by at least 75% of the share capital represented at the Shareholders' Meeting.

The Shareholders' Meeting, in both ordinary and extraordinary session, is called to meet on a single occasion, unless the Board of Directors states in the notice of meeting that the Shareholders' Meeting may be subject to a second call, or further calls thereafter. Where however Shareholders representing at least 5% of the share capital have requested that the meeting be called, and the request stated the items on the agenda, then, subject to the limits under article 2367, final part, of the Civil Code, the Board of Directors must only permit a first call of that meeting.

The Shareholders' Meeting, in both ordinary and extraordinary session, may take place with participants in multiple locations, which may be close at hand or remote, and may be connected by video and/or telephone conferencing, provided that all participants are able to be identified, and they are able to follow the discussions, participate in the deliberations in real time regarding the meeting's activities, and participate in voting, and that all of the above is recorded in the minutes of the meeting. Where the notice of call so states, those entitled to vote may vote electronically, in the manner the notice specifies.

Pursuant to article 10 of the By-Laws, a Shareholder may withdraw from the Company in those circumstances under which he is permitted to do so by mandatory law.

The right to withdraw a shareholding is not available to Shareholders who did not vote in the context of the approval of resolutions regarding an extension to the Company's term, or the introduction or removal of restrictions upon the circulation of Shares. The Shares' liquidation value is determined under article 2437-*ter* of the Civil Code.

After deduction of at least 5% to the legal reserve for so long as it has not reached one fifth of share capital, under article 30 of the By-Laws, net profits shown on the financial statements are allocated among the Shareholders in accordance with the resolutions passed by the Shareholders' Meeting.

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The Shareholders' Meeting approved the Rules of the Shareholders' Meeting on May 18, 2023 and these have been adopted as from the First Trading Day. They are available on the Company's website at *www.ferrettigroup.com*, in the sections on *Corporate Governance*. The Rules of the Shareholders' Meeting provide, *inter alia*, that:

(a) the chairman of the Shareholders' Meeting (that is, the Chairman of the Board of Directors, or a person designated by the Shareholders' Meeting, where he is absent or unable to act) may take all such measures as are considered opportune to ensure that the meeting proceeds properly and the participants are able to exercise their rights;

(b) the chairman governs discussions, allowing Directors, statutory auditors, general managers, CFOs, other executives, and those persons who have so requested, to speak. Those entitled to exercise voting rights are entitled to speak on each of the items under discussion and to make proposals in that regard. Directors, statutory auditors, the General Manager, the CFO, and other executives may request that they be permitted to speak, where that is considered necessary. Such a request may be brought as soon as the Shareholders' Meeting opens, and at any time before the chairman declares discussion of a particular item closed. In order to ensure that the Shareholders' Meeting is carried out in an orderly fashion, the chairman may establish a deadline for the submission of requests to speak, when discussion of particular items begins, or in the course of their discussion. The chairman establishes how such requests may be made, how they will be effected, and the order in which they are made;

(c) before beginning voting, the chairman readmits to the Shareholders' Meeting any persons who were excluded during discussions under the terms of the Rules, and checks the number of attendees and the number of votes to which they are entitled;

(d) the chairman establishes an order of voting for the various resolutions under consideration, also taking into consideration whether any are alternative to one another, and may order voting on each item after the end of its discussion, or at the end of discussion of some or all of the items on the agenda.

In the course of the Reporting Year, two ordinary Shareholders' Meetings were held, on January 21, 2025, where no. 8 members of the Board (Mr. Piero Ferrari having given reasons for absence) and no. 3 standing statutory auditors were present (Mr. Luigi Capitani, Ms. Giuseppina Manzo and Mr. Luca Nicodemi), and on May 13, 2025, at which all the members of the Board and 3 Standing Auditors (Mr. Luigi Capitani, Ms. Giuseppina Manzo and Mr. Luca Nicodemi) were present.

The Board of Directors reported to the Shareholders' Meeting on its past and future work, and ensured that shareholders were in a position to make informed decisions on the matters before the Shareholders' Meeting.

Specifically, the Board of Directors published the reports prepared in connection with various items on the agenda, pursuant to article 125-*ter*, CLFI, as amended, and article 84-*ter* of the Issuers' Regulations.

Remote attendance of the Shareholders' Meeting members of the Boards of Directors and Statutory Auditors was permitted by means that ensured that could duly be identified and engage in the meeting, and there was no requirement that the chairman and the secretary taking the minutes attend in the same location.

With respect to the rights of Shareholders not described in this Report, please refer to the applicable laws and regulations.

14 SUBSEQUENT CHANGES TO CORPORATE GOVERNANCE PRACTICES

On August 2, 2023, the Board of Directors approved a whistleblowing procedure through which employees may report irregularities or breaches of applicable laws or regulations, or of internal procedures. For information regarding the Company's whistleblowing system, please see paragraph 9.5.3 of this Report.

Otherwise, as at the date of this Report, no further corporate governance practices have been applied by the Issuer beyond its obligations under the laws and regulations in force.

15 CHANGES SINCE THE END OF THE FINANCIAL YEAR

No changes have been made since the end of the Reporting Year with reference to corporate governance.

16 COMMENTS REGARDING THE LETTER DATED DECEMBER 18, 2025 FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

In the course of its meeting of March 31, 2026, the Board of Directors' attention was brought to a letter from the Chairman of the Corporate Governance Committee that had previously been brought to the attention of the Board of Statutory Auditors, with respect to matters within its purview. The letter had been sent to the Chairman of the Board of Directors, the Chief Executive Officer and the Chairman of the Board of Statutory Auditors on December 18, 2025.

It provided certain general indications regarding the application of the Corporate Governance Code that had emerged as a result of monitoring activities, and some recommendations regarding the manner in which the Code was applied, in the following areas: (i) measurability of the components of the remuneration policy; and (ii) the development of dialogue with other relevant stakeholders.

Measurability of the components of the remuneration policy

Further to Recommendation 27 of the Corporate Governance Code, the performance objectives linked to payment of bonuses to the Chief Executive Officer and senior management are objectives related to individual and corporate performance, linked to predetermined, measurable financial metrics of growth. There are no non-financial performance targets and no sustainability targets.

For further information regarding the remuneration of the Chief Executive Office and of the senior management, please see the 2026 Remuneration Policy contained in Section I of the Remuneration Report, available on the Company's website at *www.ferrettigroup.com*, in the section *Corporate Governance*.

Furthermore, it is confirmed that no end-of-office indemnity is provided for the Chief Executive Officer, Mr. Alberto Galassi, or for the executive Director, Mr. Tan Ning.

Development of dialogue with other relevant stakeholders

It is recalled that — although the Company does not qualify as a "*large company*" pursuant to the Corporate Governance Code — as early as May 18, 2023, the Company's Board of Directors, upon proposal of the Chairman and in agreement with the Chief Executive Officer, approved the Shareholders' Engagement Policy, prepared on the basis of the recommendations of the Corporate Governance Code, national and international best practices, as well as the engagement policies adopted by institutional investors and asset managers (cf. Recommendation no. 3 of the Corporate Governance Code).

The Shareholders' Engagement Policy — which defines the "Interested Parties" to whom it is addressed as "*current and potential shareholders of Ferretti S.p.A., as well as those having an interest in relation to the holding of shares, other financial instruments and the rights deriving from shares in the share capital on their own behalf or on behalf of third parties, such as, by way of example, intermediaries, asset managers, institutional investors, proxy advisors and rating agencies*" — governs: (i) the purposes and scope of application of the policy; (ii) the corporate bodies and organizational structures responsible for the dialogue with shareholders and other Interested Parties (i.e., the Board of Directors, which is the body responsible for managing the dialogue process with the "Interested Parties"; the Chief Executive Officer, who is entrusted with the operational management of such dialogue and exercises the delegated powers in coordination with the Chairman and with the support of the Chief Financial Officer and the Investor Relator, as well as any additional corporate functions, where appropriate); (iii) the tools supporting the dialogue and the modalities for conducting it; (iv) the topics, contents and timing of the dialogues with the "Interested Parties" (i.e., corporate strategies, outlook, business model and economic and financial dynamics; corporate governance matters; social and environmental sustainability; the definition of the remuneration policy for executive Directors and key management personnel and its proper implementation; significant transactions and related party transactions; the internal control and risk management system); and (v) the procedures necessary for amending and updating the policy, as well as the contact details to which requests to initiate a dialogue with the Company may be addressed.

Furthermore, the Shareholders' Engagement Policy assigns to the Chairman of the Board of Directors the task of ensuring that "*the Board is kept constantly informed, at the first available meeting, of the development and significant contents of the Dialogue held with the Interested Parties, also providing any clarifications and additional information that, during the meetings, may be requested by the Directors or by the Board of Statutory Auditors*".

This Report outlines the main topics discussed in the course of the dialogue activities carried out with Shareholders during the Reporting Year.

The recommendations were also submitted, within their respective areas of competence, to the Board of Statutory Auditors and to the relevant Committees.

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Milan, March 31, 2026
Ferretti S.p.A.

on behalf of Board of Directors

Alberto Galassi
(Chief Executive Officer)

TABLES

TABLE 1 — COMPOSITION OF THE BOARD OF DIRECTORS AS AT THE END OF THE REPORTING YEAR

				Board of Directors									
Position	Member	Year of birth	Date of first appointment (*)	In office since	In office until	List (in which submitted) (**)	List (M/m) (***)	Executive	Non-executive	Independent per Code	Independent per CLFI	Other appts (****)	Participation rate (*****)
Chairman	Hao Qinggui	1981	February 28, 2025	28 February 2025[1]	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x			0	6/6
Chief Executive Officer	Alberto Galassi	1964	October 23, 2013	May 18, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	N/A	x				2	6/6
Executive Director •	Tan Ning	1981	February 28, 2025	February 28, 2025	Shareholders' Meeting to approve 2025 accounts	N/A	N/A	x				1	6/6
Director and Honorary Chairman	Piero Ferrari	1945	June 1, 2017	May 18, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x			4	6/6
Director	Jin Zhao	1985	August 29, 2025	August 29, 2025	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x			2	2/2
Director	Zhu Yi	1976	February 19, 2024	February 19, 2024	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x	x	x	0	6/6
Director	Stefano Domenicali	1965	December 21, 2021	May 18, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x	x	x	2	5/6
Director	Patrick Sun	1958	December 21, 2021	May 18, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x	x	x	3	6/6
Director	Jiang Lan (Lansi)	1967	May 18, 2023	May 18, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x			1	6/6
DIRECTORS WHO LEFT OFFICE DURING THE REPORTING YEAR													
Chairman	Jiang Kui	1964	August 29, 2024	August 29, 2024	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x			1	5/5
Executive Director •	Xu Xinyu	1963	July 6, 2012	May 18, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	N/A	x				0	1/1
Director	Zhang Quan	1963	February 19, 2024	February 19, 2024	Shareholders' Meeting to approve 2025 accounts	N/A	N/A		x			0	1/1

(1) Mr. Hao Qinggui has been appointed as chairman of the Board of Directors on August 29, 2025.

Number of meetings held during the Reporting Year: 6
Shareholding required to submit a list for the election of one or more members (pursuant to article 147-bis, CLFI): 2.5%

Notes:

The following systems are in the column, "Position":

- indicates the Director in charge of the internal controls and risk management system.

(*) Each Director's date of first appointment is the first occasion on which they were ever appointed to the Issuer's Board of Directors.

(**) This column indicates whether the Director appeared on a list submitted by shareholders or by the Board of Directors.

(***) This column shows whether the list from which the Director was drawn was from a majority group of shareholders (indicated by "**M**"), or a minority group (indicated by "**m**").

(****) This column shows the number of positions the Director holds as a director or statutory auditor in other listed, or materially large, companies. The main Report sets forth full details of the positions held.

(*****) This column shows the participation rate by Directors in meetings of the Board of Directors (the number of meetings attended, and the total number of meetings they could have attended, e.g., 6/8; 8/8 and so forth).

TABLE 2 — COMPOSITION OF THE COMMITTEES, AS AT THE END OF THE REPORTING YEAR

Board of Directors		Executive Committee		Controls, Risks and Related Parties Committee		Remuneration Committee		Nomination Committee		Sustainability Committee		Strategic Committee	
Position and classification	**Member**	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the Board of Directors — non-executive — not independent	Hao Qinggui	N/A	N/A					0/0	C	1/1	C	0/0	C
Chief Executive Officer — executive — not independent	Alberto Galassi	N/A	N/A					2/2	M	2/2	M	0/0	M
Executive Director — executive — not independent	Tan Ning	N/A	N/A			0/0	M			1/1	M	0/0	M
Director and Honorary Chairman of the Board of Directors — non-executive — not independent	Piero Ferrari	N/A	N/A			2/2	M			2/2	M	0/0	M
Director — non-executive — not independent	Jin Zhao	N/A	N/A							0/0	M	0/0	M
Director — non-executive — independent for purposes of CLFI and Corporate Governance Code	Zhu Yi	N/A	N/A	4/4	M	3/3	M	2/2	M	2/2	M		
Director — non-executive — independent for purposes of CLFI and Corporate Governance Code	Stefano Domenicali	N/A	N/A	3/4	M	3/3	C	2/2	M				
Director — non-executive — independent for purposes of CLFI and Corporate Governance Code	Patrick Sun	N/A	N/A	4/4	C	3/3	M	2/2	M			0/0	M
Director — non-executive — not independent	Jiang Lan (Lansi)	N/A	N/A	4/4	M					2/2	M		
Chairman of the Board of Directors — non-executive — not independent	Jiang Kui	N/A	N/A —					2/2	C	2/2	C	0/0	C
Director — non-executive – not independent	Xu Xinyu	N/A	N/A			1/1	M			1/1	M	0/0	M
Director — non-executive — independent for purposes of CLFI and Corporate Governance Code	Zhang Quan	N/A	N/A							1/1	M	0/0	M
		MEMBERS OTHER THAN DIRECTORS											
Meetings held during the Reporting Year		N/A		4		3		2		2		0	

Notes:

* This column indicates the Directors' participation in the Committees' meetings (the number of meetings in which they participated, and the number of meetings in which they could have participated overall.

** This column indicates the Director's position on the Committee, either as Chairman (C) or as a member (M).

TABLE 3 — COMPOSITION OF THE BOARD OF STATUTORY AUDITORS AS AT THE END OF THE REPORTING YEAR

				Board of Statutory Auditors					
Position	Member	Year of birth	Date of first appointment (*)	In office since	In office until	List (M/m) (**)	Independent (for purposes of the Corporate Governance Code)	Participation rate at meetings of the Board of Statutory Auditors (***)	Number of other positions (****)
Chairman	Luigi Capitani	1965	July 3, 2012	June 13, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	x	9/12	11
Statutory Auditor (standing)	Giuseppina Manzo	1981	June 13, 2023	June 13, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	x	12/12	3
Statutory Auditor (standing)	Luca Nicodemi	1973	June 13, 2023	June 13, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	x	10/12	46
Statutory Auditor (alternate)	Tiziana Vallone	1969	June 13, 2023	June 13, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	x	—	16
Statutory Auditor (alternate)	Federica Marone	1975	June 13, 2023	June 13, 2023	Shareholders' Meeting to approve 2025 accounts	N/A	x	—	0

Number of meetings held during the Reporting Year: 12
Shareholding required to submit a list for the election of one or more members (pursuant to article 148, CLFI): 2.5%

Notes:

(*) Each Statutory Auditor's date of first appointment is the first occasion on which they were ever appointed to the Issuer's Board of Statutory Auditors.

(**) This column shows whether the list from which the Statutory Auditor was drawn was from a majority group of shareholders (indicated by "**M**"), or a minority group (indicated by "**m**").

(***) This column shows the participation rate in meetings of the Board of Statutory Auditors (the number of meetings attended, and the total number of meetings they could have attended, e.g., 6/8; 8/8 and so forth).

(****) This column shows the number of positions the statutory auditor holds as a director or statutory auditor for the purposes of article 148-*bis*, CLFI, and the implementing provisions contained in the Issuers' Regulations. The full list of appointments is published by CONSOB online, pursuant to article 144-*quinquiesdecies* of the Issuers' Regulations.

The Board is pleased to present to the Shareholders its report together with the audited consolidated financial statements of the Group for the Reporting Period.

CORPORATE INFORMATION

The Company was incorporated in Italy under the laws of Italy as a limited liability company on July 16, 2004 under the name "Loppi S.r.l.". The Company was converted from a limited liability company to a joint stock company and its name was changed to "Ferretti S.p.A." on July 11, 2006. The Company's registered office is located at Via Irma Bandiera 62, 47841 Cattolica (RN), Italy.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the design, construction and marketing of yachts and recreational boats.

BUSINESS REVIEW

A fair business review of the Group is required by Section 388(2) and Schedule 5 to the Companies Ordinance, including a review of the business of the Company, a discussion and analysis of the Group's performance during the Reporting Period, the material factors underlying its economic results and financial position, a description of the risks and uncertainties facing by the Group, and the future development of the business of the Company, is set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Directors' Report" in this report. Details of material events affecting the Group that have occurred since the end of the Reporting Period are set out in the Management Discussion and Analysis and Note 53 to the Consolidated Financial Statements. These discussions form part of this Directors' report.

RESULTS AND DIVIDENDS

Profit of the Group for the Reporting Period and the state of affairs of the Company and the Group at that date are set out in the Consolidated Financial Statements on pages 159 to 265.

On June 18, 2025, the Company paid the final dividend of €32,848 thousand in aggregate to the owners of the Company in respect of the financial year ended December 31, 2024.

The Board has recommended the payment of a final dividend of €37,233 thousand (€0.11 per Share) (the "**Proposed Final Dividend**") (2024: €0.10 per Share) for the Reporting Period.

The Proposed Final Dividend is subject to the approval of the Shareholders at the Annual General Meeting and will be paid to the Shareholders on June 17, 2026. The Proposed Final Dividend shall be made in Euro to the Shareholders, net of Italian withholding tax, where applicable. The current rate of Italian withholding tax applied to applicable dividend payments is 26%. Further details on the Italian withholding tax are included in the Tax Booklet, which is available on the Company's website at www.ferrettigroup.com.

POLICY ON PAYMENT OF DIVIDENDS

The Company has adopted a general annual dividend policy which aims to provide shareholders with a sustainable return while retaining sufficient capital for future growth. The policy states that the Company intends to declare and pay dividends on an annual basis of no less than 30% of our profit attributable to Shareholders for the relevant year, after deduction of mandatory legal reserves (5%). The dividends will be distributed to Shareholders based on a payment proposal by the Board, after taking into consideration of compliance with any applicable financial covenants and, if any, and further financial needs of the Company.

The declaration of dividends is subject to the discretion of our Directors, and, if necessary, the approval of our Shareholders. The Board will take into account market conditions, its financial condition, results of operations, prospects, cash flow, capital requirements and reserves and potential limitations on the payment of dividends contained in financing agreements to which we are part of and other factors that our Directors consider relevant. Any declaration and payment as well as the amounts of dividends will be subject to the Company's constitutional documents and applicable restrictions under Italian law, including the approval from Shareholders. Our future declarations of dividends may or may not reflect our historical declarations of dividends. In addition, our Directors may reassess our dividend policy in the future.

The Company may distribute dividends by way of cash or by other means that it considers appropriate. According to Italian law, the net profit shown by the Company's financial statements, duly approved, after deducting 5% for the legal reserve, until the latter has reached one-fifth of our Company's share capital, is allocated to Shareholders as dividend or set aside as a reserve, as decided by the ordinary Shareholders' meeting which will resolve upon proposal of the Board.

ANNUAL GENERAL MEETING

The AGM will be held on Thursday, May 14, 2026.

CLOSURE OF THE REGISTER OF MEMBERS

To be eligible to attend and vote in the Annual General Meeting

Those with voting rights have a right to attend the AGM. In accordance with law and 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 7th trading day before the date set for the AGM (i.e. Tuesday, May 5, 2026), have the right to attend and vote at the AGM. Transfers to and from the relevant accounts subsequent to this date do not affect the right to vote at the AGM. 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 AGM (i.e. by Monday, May 11, 2026).

Please refer to the section headed "Guidance for the Annual General Meeting" in the circular of the Company dated April 10, 2026 for details of the actions to be taken by Shareholders in this respect.

No book closure will be required for the determination of Shareholders eligible to vote at the AGM.

To qualify for the payment of the Proposed Final Dividend

No book closure will be required for the determination of the Shareholders who will be entitled to the payment of the Proposed Final Dividend. The Proposed Final Dividend will be paid to the Shareholders recorded on the Company's registers of members on June 16, 2026. Please note that the ex-entitlement date will be 15 June, 2026.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 41 to the Consolidated Financial Statements.

FINANCIAL SUMMARY

A summary of the results as well as the assets and liabilities of the Group for the last five financial years is set out on page 4 of this annual report.

KEY RISKS AND UNCERTAINTIES

Our Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. Please refer to the section headed "Risk Factors" in the Hong Kong Prospectus for details of the risks and uncertainties faced by the Group. The risk factors relating to our business and the industry faced by the Group are set out below:

(i) our business is subject to risks associated with changes in the general macroeconomic, political, social and regulatory conditions in the markets in which we operate;

(ii) our business strategies are subject to uncertainties and risks, which may materially and adversely affect our business, results of operations, financial condition and prospects;

(iii) we face risks associated with our supply chain; if we experience any delay or interrupted supply, or if the quality of the supplies does not meet the required standards, our business, results of operations, financial condition and prospects could be materially and adversely affected;

(iv) we are subject to potential warranty and product liability claims, which could cause material harm to our brand image and reputation and have a material adverse effect on our business, results of operations, financial condition and prospects; and

(v) if we suffer substantial interruptions to our production activities to the extent that we are not able to compensate such interruptions by increasing the utilization rates of our remaining production facilities, our business, results of operations, financial condition and prospects could be materially and adversely affected.

The list above is not exhaustive. There may be other risks and uncertainties in addition to those shown above which are not known to our Group or which may not be material now but could turn out to be material in the future.

DIRECTORS

The Directors as of the date of this Directors' report are:

Executive Directors

Mr. Alberto Galassi *(Chief Executive Officer)*
Mr. Tan Ning (譚寧)

Non-executive Directors

Mr. Hao Qinggui (郝慶貴) *(Chairman) (appointed as a non-executive Director on February 28, 2025 and redesignated as the Chairman on August 29, 2025)*
Mr. Piero Ferrari *(Honorary Chairman)*
Ms. Jiang Lan (Lansi) (蔣嵐)
Mr. Jin Zhao (金釗) *(appointed on August 29, 2025)*

Independent Non-executive Directors

Mr. Stefano Domenicali
Mr. Patrick Sun (辛定華)
Ms. Zhu Yi (朱奕)

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Company are set out in the section headed "Biographical Details of Directors and Senior Management" in this report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Save as disclosed in this report, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period (including sales of any treasury Shares). As at December 31, 2025, the Company did not hold any treasury Share.

RESERVES

Details of the movements in the reserves of both the Group and the Company during the Reporting Period are set out in the Consolidated Statement of Changes in Equity.

DISTRIBUTABLE RESERVES

As at December 31, 2025, the Company's reserves available for distribution to the Shareholders in accordance with the By-Laws amounted to €488.7 million, without including the results for the Reporting Period.

PRE-EMPTIVE RIGHTS

The By-Laws do not provide for Shareholders' pre-emptive rights.

CAPITAL GAINS TAX IN ITALY

Capital gains realized from the sale of securities in an Italian company by Shareholders resident in Hong Kong are not subject to taxation in Italy.

SUBSIDIARIES

Details of the major subsidiaries of the Company as at December 31, 2025 are set out in Note 3 to the Consolidated Financial Statements.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment, giving back to the community and achieving sustainable growth.

For the Group's policies and performance in these aspects during the Reporting Period, please refer to the section headed "Environmental, Social and Governance Report" in this report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Reporting Period, as far as the Directors are aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that have a significant impact on the business and operations of our Group. Reference should be made to the section headed "Regulatory Overview" in the Hong Kong Prospectus for details of relevant laws and regulations that regulate the business and operations of the Group.

KEY RELATIONSHIP WITH STAKEHOLDERS

The Group recognizes that various stakeholders including customers, employees, financial institutions, Shareholders, suppliers and other business associates are key to the Group's success.

The Group believes that it is vital to attract, recruit and retain quality employees. Thus, our Group provides competitive remuneration package and regular training to attract and motivate the employees. During the Reporting Period, the Group did not experience any significant labor disputes or any difficulty in recruiting staff for its operations.

Our Group also understands that it is important to maintain good relationship with customers, financial institutions, Shareholders and suppliers to achieve its long-term goals. Accordingly, our senior management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the Reporting Period, there was no material dispute between our Group and its customers, financial institutions, Shareholders and suppliers.

GOING CONCERN

Based on the current financial position and the available financing facilities, the Group has sufficient financial resources for ongoing operation in the foreseeable future. As such, the financial statements in this report were prepared on a "going concern" basis.

CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 31 to 133 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

According to the information disclosed publicly and as far as the Directors are aware, upon the Hong Kong Listing and up to the date of this annual report, the Company maintained the amount of public float as required under the Listing Rules.

CHARITABLE DONATIONS

During the Reporting Period, the charitable donations made by the Group amounted to €334 thousand (2024: €147 thousand).

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Directors and senior management of the Company receive remuneration from the Group in the form of salaries, contributions to pension schemes, discretionary bonuses and other allowances and other benefits in kind. The emoluments of the Directors and senior management of the Company are determined by the Remuneration Committee with reference to their relevant qualifications, experience, competence and the prevailing market conditions. The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses) paid to the Directors for the Reporting Period is set out in Note 48 to the Consolidated Financial Statements. For the year ended December 31, 2025, Mr. Jiang Kui waived the fees and compensation to which he was entitled for his role.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses and other allowances and other benefits in kind) paid to our Group's five highest paid individuals, including the Directors, for the Reporting Period is set out in Note 16 to the Consolidated Financial Statements.

Save for Mr. Jiang Kui, none of the Directors waived or agreed to waive any remuneration and no payment was made to the Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the Reporting Period.

REMUNERATION OF SENIOR MANAGEMENT BY BAND

The remuneration of the members of the senior management by band for the Reporting Period is set out below:

Annual remuneration by band	Number of members of senior management
Over €1,500,000	1
€900,001–€1,500,000	0
€300,001–€900,000	4
0–€300,000	10

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Save for Mr. Jiang Kui, Mr. Tan Ning, Mr. Hao Qinggui, Mr. Jin Zhao and Ms. Zhu Yi, each of the Directors has been appointed for a term of three years (subject to termination in certain circumstances as stipulated in the relevant letters of appointment) from May 18, 2023 and will remain in force until the Company's annual general meeting called to approve its financial statements for the financial year ended December 31, 2025. The appointments are subject to the provisions of the By-Laws with regard to vacation of office of Directors and removal and re-election of Directors.

Mr. Jiang Kui was appointed as a non-executive Director and Chairman of the Board of Directors, with effect from August 29, 2024 and his appointment was confirmed at the Shareholders' meeting on January 21, 2025. Mr. Jiang Kui had tendered his resignation as a non-executive Director and had ceased to be the Chairman of the Board with effect on August 29, 2025.

Mr. Hao Qinggui was appointed as a non-executive Director with effect from February 28, 2025 for an initial term until the next available Shareholders' meeting of the Company, which is the annual general meeting called to approve its financial statements for the financial year ended December 31, 2025. Following the resignation of Mr. Jiang Kui, the Board appointed Mr. Hao Qinggui, as the Chairman of the Board with effect from August 29, 2025. His appointment is subject to re-election by the Shareholders at the next available Shareholders' meeting of the Company.

Ms. Zhu Yi was appointed as an independent non-executive Director, with effect from February 19, 2024 and her appointment was confirmed at the Shareholders' meeting on April 22, 2024. Her appointment will remain in force until the Company's annual general meeting called to approve its financial statements for the financial year ended December 31, 2025.

Mr. Tan Ning was appointed as an executive Director of the Company with effect from February 28, 2025 for an initial term until the next available Shareholders' meeting of the Company, which is the annual general meeting called to approve its financial statements for the financial year ended December 31, 2025. His appointment is subject to re-election by the Shareholders at such annual general meeting.

Mr. Jin Zhao was appointed as a non-executive Director with the effect from August 29, 2025 for an initial term until the next available Shareholders' meeting of the Company, which is the annual general meeting called to approve its financial statements for the financial year ended December 31, 2025. His appointment is subject to re-election by the Shareholders at such annual general meeting.

None of the Directors has a service contract with any member of our Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, no Director or an entity connected with a Director was materially interested, either directly or indirectly, in any transaction, arrangement or contract which is significant in relation to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during the Reporting Period and up to the date of this report.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance were entered into between the Company or any of its subsidiaries and any Controlling Shareholders or any of its subsidiaries or any contracts of significance for the provision of services to the Company or any of its subsidiaries by any Controlling Shareholders or any of its subsidiaries.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As far as the Company is aware, as at December 31, 2025, the interests and/or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to our Company and the Hong Kong Stock Exchange were as follows:

Name of Director	Capacity/Nature of Interest	Number of Shares[2]	Approximate Percentage of Shareholding
Mr. Piero Ferrari	Interest in a controlled corporation[1]	15,441,768 (L)	4.56% (L)
Mr. Piero Ferrari	Beneficial owner	239,215 (L)	0.07% (L)

Notes:

(1) KHEOPE SA directly holds 15,441,768 Shares. KHEOPE SA is wholly-owned by Mr. Piero Ferrari. Mr. Piero Ferrari is deemed to be interested in the Shares held by KHEOPE SA for the purpose of Part XV of the SFO.

(2) The letter "L" denotes a long position or voting rights connected to the Shares.

Save as disclosed above, as at December 31, 2025, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (as defined in Part XV of SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests and short positions which were taken or deemed to have under such provisions of SFO), or which were required, pursuant to section 352 of SFO, to be entered into the register stated herein, or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

So far as the Directors are aware, as at December 31, 2025, the following persons have an interest or a short position in the Shares and the underlying Shares which would fall to be disclosed to the Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or which were required to be entered in the register kept by the Company under Section 336 of the SFO:

Name of Shareholders	Capacity/Nature of Interest	Number of Shares[1]	Approximate Percentage of Shareholding
SHIG	Interest in a controlled corporation[2]	128,706,213 (L)	38.02% (L)
Weichai Group	Interest in a controlled corporation[2]	128,706,213 (L)	38.02% (L)
Weichai Holding (HK)	Interest in a controlled corporation[2]	128,706,213 (L)	38.02% (L)
FIH	Beneficial owner	128,706,213 (L)	38.02% (L)
Valea Foundation	Interest in a controlled corporation[3]	49,030,027 (L)	14.49% (L)
Komarek Karel	Interest in a controlled corporation[3]	49,030,027 (L)	14.49% (L)

Notes:

(1) (L) — Long Position.

(2) FIH directly holds 128,706,213 Shares. FIH is wholly owned by Weichai Holding (HK). Weichai Holding (HK) is wholly owned by Weichai Group, which is a wholly-owned subsidiary of SHIG. SHIG is owned by Shandong SASAC, Shandong Development & Investment Holding Group Co., Ltd. (a company wholly owned by Shandong SASAC) and the Shandong Caixin Asset Operation Company Limited as to 70%, 20% and 10%, respectively. Each of Weichai Holding (HK), Weichai Group and SHIG is deemed to be interested in the Shares directly held by FIH for the purpose of Part XV of the SFO. From its incorporation in June 2009 to July 2016, SHIG was wholly owned by Shandong SASAC. In July 2016, Shandong SASAC transferred 30% share capital of SHIG to the Shandong Provincial Council for Social Security Fund at nil consideration. In May 2018, the Shandong Provincial Council for Social Security Fund transferred 20% share capital of SHIG to Shandong Guohui Investment Co., Ltd. at nil consideration.

(3) Azúr a.s. holds 49,030,027 Shares. Azúr a.s. is wholly owned by Valea Holding AG, which is in turn wholly owned by Valea Foundation. Komarek Karel is the founder/sole beneficiary of the Valea Foundation, which is a foundation under Liechtenstein law and no individual owns shares.

Save as disclosed herein, the Directors are not aware of any person who, as at December 31, 2025, has an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or which were required to be entered in the register kept by the Company under Section 336 of the SFO.

TERMINATION OF SHARE OPTION SCHEME

The Company adopted a generic Share Option Scheme on May 25, 2022 for the purpose of attracting and retaining the best quality personnel for the development of the Group's businesses, to provide additional incentives to the scheme participants and to promote the long-term financial success of the Group by aligning the interests of holders of the share options to Shareholders.

On May 18, 2023, the Company's Shareholders' Meeting approved a resolution to revoke the Share Option Scheme, effective as of the First Trading Day on Euronext Milan. As a result, the Share Option Scheme has been terminated on June 27, 2023, being the First Trading Day on Euronext Milan.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouse or children under the age of 18 had any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or any of their respective associates had any interest in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Reporting Period.

NON-COMPETITION AGREEMENT

The Company entered into a non-competition agreement (the "**Non-competition Agreement**") with the Controlling Shareholders so as to better safeguard the Group from any potential competition from the Controlling Shareholders and to formalize the principles for the management of potential conflicts of interest with them. Details of the Non-competition Agreement are set out in the section headed "Relationship with Controlling Shareholders — Non-competition Agreement and Undertakings" in the Hong Kong Prospectus. Throughout the Reporting Period and up to the date of this annual report, the Controlling Shareholders have been in compliance with the Non-competition Agreement.

MANAGEMENT CONTRACT

No contract, other than Directors' service contracts and letters of appointment, concerning the management and administration of the whole or any substantial part of the Company's business was entered into, or was effective, during the Reporting Period.

CHANGE IN DIRECTORS' INFORMATION

The change in directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of the Company's 2025 interim report is set out below:

- Mr. Jiang Kui resigned as a non-executive Director and Chairman of the Board, the member and Chairman of each of the Nomination Committee, the Strategic Committee, and the Environmental, Social and Governance Committee with effect from August 29, 2025.

- Mr. Hao Qinggui was appointed as the Chairman of the Board, the Chairman and member of the Nomination Committee and Chairman of each of the Strategic Committee and the Environmental, Social and Governance Committee with effect from August 29, 2025.

- Mr. Jin Zhao was appointed as a non-executive Director and a member of each of the Strategic Committee and Environmental, Social and Governance Committee with effect from August 29, 2025.

Save as disclosed above and expressly indicated in this annual report, since the publication of the Company's 2025 interim report, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

PERMITTED INDEMNITY

There is no permitted indemnity provision in any contract entered into by the Company for the benefit of the Directors that is or was in force during the Reporting Period and until the date when this directors' report is approved by the Board, which is required to be disclosed under section 470 of the Companies Ordinance.

DEBENTURE ISSUED

The Group has not issued any debentures during the Reporting Period.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group, or existed during the Reporting Period.

BORROWINGS

Details of the borrowings of the Group for the Reporting Period are set out in Note 35 to the Consolidated Financial Statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in Note 31 to the Consolidated Financial Statements.

None of the Company's properties are held for development and/or sale or for investment purposes during the Reporting Period.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales or purchases attributable to the Group's five largest customers or suppliers during the Reporting Period is less than 30% of the total sales or purchases and the Directors do not consider any single customer or supplier to have a significant influence on the Group.

None of the Directors or any of their close associates or any Shareholder (which to the best knowledge of the Directors owned more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest suppliers or customers during the Reporting Period.

CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

The related party transactions of the Group during the Reporting Period are set out in Note 47 to the Consolidated Financial Statements. None of them constitutes a non-exempt connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. During the Reporting Period, the Group has not entered into any non-exempt connected transaction or continuing connected transaction which should be disclosed pursuant to Chapter 14A of the Listing Rules.

USE OF NET PROCEEDS FROM THE HONG KONG LISTING

The Group received net proceeds (after deduction of underwriting commissions and related costs and expenses) from the Hong Kong Listing and the exercise of over-allotment option of approximately HKD1,862.9 million. There has been no change in the intended use of net proceeds as previously disclosed in the Hong Kong Prospectus.

Since the Listing Date and up to December 31, 2025, the Group has been gradually utilizing the net proceeds from the Hong Kong Listing according to the manner and proportions disclosed in the Hong Kong Prospectus. For details, please refer to the table below:

	Net amount available upon Hong Kong Listing *(HKD million)*	**Net amount utilized as of December 31, 2025** *(HKD million)**	**Unutilized net amount as of December 31, 2025** *(HKD million)*
Expansion of the Group's product portfolio and further boosting our end-to-end operational excellence	**1,266.7**	**1,870.5**	**(603.7)**
— Consolidating the Group's leadership positioning in the luxury yacht industry and increasing the Group's market share and coverage	428.5	958.1	(529.6)
— Development of new flagship models of super yachts under Riva, Wally, Pershing, and Custom Line brands	465.8	265.9	199.8
— Vertical integration of strategic and high value-adding production activities to ensure the uncompromised excellence in the luxurious design, performance, quality and reliability of the Group's yachts	372.6	646.5	(273.9)
Enhancing the Group's unique portfolio of ancillary services and expanding the Group's offering in the most promising verticals such as yacht brokerage, chartering and management services and after-sales and refitting services	**447.1**	**—**	**447.1**
— Growing the Group's yacht brokerage, chartering and management services	130.4	—	130.4
— Expanding the Group's after-sales and refitting service offering and market presence	316.7	—	316.7
Further development of the Group's brand extension activities and other general corporate matters	**149.0**	**10.0**	**139.0**
Total	1,862.9	1,880.5	(17.6)

* using Euro/HKD exchange rate as at December 31, 2025

During the Reporting Period, the Group has fully utilized the net proceeds from the Hong Kong Global Offering.

EXTERNAL AUDITOR

At the annual general meeting of the Company on May 18, 2023, it was resolved that EY S.p.A. be appointed as an independent auditor of the Company upon the expiration of its current term of office.

Upon completion and in connection with the Italian Listing, as the Company will be qualified as a "Public Interest Entity" pursuant to Article 16 of Legislative Decree No. 39/2010 as amended and as supplemented, the Company is required to appoint its independent auditor for a term of nine financial years.

The Board acknowledged the reasoned proposal of the Board of Statutory Auditors and the re-appointment of the Company's existing independent auditor, EY S.p.A., for a term of nine financial years was considered and approved by the Shareholders at the annual general meeting on May 18, 2023. The term of such appointment shall expire on the date of the Shareholders' general meeting to approve the financial statements for the year ending December 31, 2031.

For the Reporting Period, the remuneration paid or payable to EY S.p.A and EY Advisory S.p.A. in respect of audit and non-audit services provided is set out below:

Service Category	**Fees Paid/ Payable** *(EUR'000)*
Audit related services	497
Non-audit related services	177
Total	674

The audit and audit-related services conducted by the External Auditor mainly comprised statutory audits and reviews for the Group and certain of its subsidiaries. The non-audit services conducted by the External Auditor mainly included financial and technical due diligence services.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors up to the date of this report.

The Hong Kong Stock Exchange has granted to the Company a waiver from strict compliance with Rule 13.88 of the Listing Rules, which requires the appointment of an auditor at each annual general meeting to hold office until the next annual general meeting. Therefore, the Company's auditor is appointed and its remuneration is determined every nine years at the Shareholders' general meeting of the Company under the applicable Italian laws.

TAX RELIEF

Details in relation to the Italian tax framework and relief from taxation are set out in the Tax Booklet. Nonetheless, intending holders and investors of the Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in the Shares. It is emphasized that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of Shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such Shares.

By order of the Board
Mr. Hao Qinggui
Chairman
March 31, 2026

BIOGRAPHIES

Biographies of each member of the Board and senior management are set out below:

Chairman of the Board and Non-executive Director

Mr. Hao Qinggui: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Hao Qinggui" in the Corporate Governance Report for details. (appointed from August 29, 2025)

Executive Directors

Mr. Alberto Galassi: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Alberto Galassi" in the Corporate Governance Report for details.

Mr. Tan Ning: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Tan Ning" in the Corporate Governance Report for details.

Non-executive Directors

Mr. Piero Ferrari: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Piero Ferrari" in the Corporate Governance Report for details.

Ms. Jiang Lan (Lansi): See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Jiang Lan (Lansi)" in the Corporate Governance Report for details.

Independent non-executive Directors

Mr. Stefano Domenicali: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Stefano Domenicali" in the Corporate Governance Report for details.

Mr. Patrick Sun: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Patrick Sun" in the Corporate Governance Report for details.

Ms. Zhu Yi: See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Zhu Yi" in the Corporate Governance Report for details.

Secretary Of The Board

Ms. Zhang Xiaomei, aged 40, was appointed as the general counsel of the Company, alternate authorized representative of the Company to Mr. Alberto Galassi (an executive Director), secretary of the Board and head of the Board office since August 2025.

Ms. Zhang began her career at Weichai Power, a company listed on the Stock Exchange (stock code: 02338) and the Shenzhen Stock Exchange (stock code: 000338) in 2009. From July 2009 to August 2016, Ms. Zhang served as a legal counsel in Weichai Power's legal and compliance department. From August 2016 to October 2018, she was the manager of the same department. Subsequently, from October 2018 to August 2021, Ms. Zhang served as assistant to the director of the legal and compliance department of Weichai Power. From August 2021 to June 2025, Ms. Zhang held the position as the deputy director of the legal and compliance department of Weichai Power.

Additionally, from August 2023 to July 2024, Ms. Zhang served as a legal consultant of Weichai America Corp. ("**Weichai America**"), a wholly-owned subsidiary of Weichai Power. From May 2024 to June 2025, Ms. Zhang also acted as the secretary of the board of directors of Weichai America. Since August 2021, Ms. Zhang has been a member of the board of supervisors of Weichai Ballard Hydrogen Energy Technology Co., Ltd., a joint venture under Weichai Power, and Weifang Weichai Power Technology Co., Ltd., a subsidiary of Weichai Power, respectively. Since July 2024, Ms. Zhang has served as the deputy general manager, director of legal affairs and head of the legal and internal control department of overseas market center of Weichai Power. Since May 2025, Ms. Zhang has also been a member of the supervisory board of KION GROUP AG (a company listed on the German MDAX index), an overseas subsidiary of Weichai Power.

Senior Management during the year 2025

Mr. Alberto Galassi. See section headed "4 Board of Directors — 4.3 Composition — 4.3.1 Members of the Board of Directors — Alberto Galassi" in the Corporate Governance Report for details.

Mr. Marco Zammarchi, aged 61, obtained a degree in Economics and Banking at School of Economics and Management "Richard M. Goodwin" from the University of Siena in 1994 in Siena, Italy. He joined our Group as the chief restructuring officer of C.R.N. S.p.A. on November 5, 2014 and was appointed as the Chief Financial Officer of our Company on October 3, 2016. Mr. Zammarchi is mainly responsible for the management of financial matters and strategic development of our Group. Mr. Zammarchi also serves as a board member of a number of our subsidiaries.

Mr. Zammarchi has over 26 years of experience in financial controlling and was the financial controller/director in various manufacturing companies including Johnson Control Plastics S.p.A., Schmalbach Lubeca Italia S.r.l., Romaco S.p.A. and TI Group Automotive Systems S.p.A. between June 1995 and December 2001. Prior to joining our Group, he worked with Piaggio Aerospace for 12 years from January 2002 and was the chief financial officer of Piaggio Aerospace and director of Piaggio America Inc. (a wholly-owned subsidiary of Piaggio Aerospace) between February 2008 and October 2014.

Mr. Matteo Cecada, aged 54, obtained a master's degree in Aerospace Engineering from the University of Pisa (Italy) in May 1998. He joined our Group as the Chief Operations & Technical Officer on August 1, 2014. Mr. Cecada is responsible for all operations of serial and semi-customs composite products, the production sites (shipyards), the purchase office, the program management, the engineering and the infrastructure management. He is also the employer for the company (Datore di Lavoro) according to Italian Law on Health and Safety. Mr. Cecada also serves as director in one of our subsidiaries, Zago S.p.A.

Mr. Cecada has over 20 years of experience in production management. Prior to joining our Group, Mr. Cecada worked in AgustaWestland S.p.A. (now known as Leonardo Helicopter, a subsidiary of Leonardo S.p.A.) which is one of the most important players in the helicopter industry between September 2011 and July 2014, where he held various positions including the head of Production in Vergiate plant from September 2011 and subsequently the person-in-charge of Vergiate and Tessera F.A.L from December 2012.

Before that, he worked in Piaggio Aerospace since May 2000, where he covered a number of management roles including flight line testing expert, production manager at the Genova Sestri Ponente plant, and was promoted as the director of Genova Sestri Ponente plant in January 2009.

Mr. Giuliano Felten, aged 64, obtained a legal information and technology certificate in 1981 and a degree in international law at the Catholic University of the Holy Hart in Italy in May 1987. He was admitted to the Italian Association of Company Lawyers in May 1987. He was appointed as the FSD Director of our Company on November 1, 2019. Mr. Felten is responsible for the management and operation of the FSD of our Group and serves as the managing director in one of our subsidiary, Ferretti Group (Monaco) S.A.M.

Mr. Felten has over 30 years of industry experience. Prior to joining our Group, he worked in Agusta S.p.A. — an Italian state-owned worldwide leader in the helicopter design and manufacturing industry — where he successively served as an international contract manager and program manager from May 1987 until December 1991.

In January 1992, he joined Costa Masnaga S.p.A., a family owned rolling-stock manufacturer, as a sales manager and successively held higher positions, including the commercial director and commercial & procurement director of the company. He left Costa Masnaga S.p.A. as general manager in April 2002 when he joined Piaggio Aerospace as chief commercial officer where he further served as the deputy general manager of the company since January 2006.

Mr. Felten has served as a member of the board of Pratt & Whitney Canada Turbo Engine Corp. since April 2006, and as the president and chief executive director of Piaggio America Inc. since March 2013.

He served as a lecturer at the International Law Institute of the Catholic University of the Sacred Heart from May 1987 to December 1988.

Mr. Enrico Sgarbi, aged 50, obtained a degree in Law from the University of Modena and Reggio Emilia in March 2003 in Italy. He joined our Group as the Director of Communications of our Company on February 2, 2015 and is responsible for strengthening our brands in the global luxury yacht market.

Prior to joining our Group, from September 2005 to January 2015, Mr. Sgarbi was the head of communications for Piaggio Aero Industries S.p.A., responsible for researching, designing and managing external communication and public relations. He spent over 10 years successfully growing the global presence and position of the company in the business aviation sector and in the security and defense market to make Piaggio Aerospace a pinnacle brand in their market segments.

Mr. Andrea Brasini, aged 51, obtained a bachelor's degree in Political Sciences Alma Mater Studiorum University in Bologna (Sub. Forlì) in March 2001 in Italy. He joined our Group as the Chief Human Resources & Organization Officer of our Company on January 7, 2020 and is responsible for the human resources and organization management of our Group. Mr. Brasini has over 20 years of experience in human resources management. Prior to joining our Company, from April 2000 to August 2004 in construction company Bentini S.p.A., he started as a human resources generalist and was promoted to human resources manager. From September 2004 to January 2008, he served as a human resources director in IRCE S.p.A., where he was responsible for human resources management, and from February 2008 to August 2009, he worked in Ferrari S.p.A. as a human resources manager of the industrial and quality areas. From September 2009 to January 2012, he worked in Fincantieri S.p.A., where he started as a human resources manager and then was promoted as the director of the group.

From February 2012 to December 2019, he served as the chief human resources and organization officer in Furla S.p.A.

Mr. Brasini held an officer position in the Italian Army for the period from January 1994 to April 1995.

Mr. Cristiano Bozzini, aged 54, obtained a doctoral degree in Economics in University of Genova in July 1997 in Italy and for one year he served his country with conscript military service. He was appointed as the Corporate Finance Director of the Company on January 1, 2017. Mr. Bozzini is responsible for treasury, tax, administration, M&A and special projects and supervising the legal department. Mr. Bozzini worked as the chief financial officer in C.R.N. S.p.A. from July 2015 to December 2016. He currently serves as the executive director in several subsidiaries of our Company with delegation to finance activities.

Before joining our Group in July 2015, Mr. Bozzini worked as a finance director in Piaggio Aero Industries S.p.A. with responsibility for administration, tax, finance and M&A from October 2005 to June 2015. He worked between September 1998 and September 2005 in one of the big five audit firms, "Deloitte" Italy, as a senior manager in charge of the audit activities of industrial customers of medium-large enterprises of the Genova office.

Ms. Margherita Sacerdoti, aged 42, obtained a bachelor's degree in History and a master degree in International Relations from University of Milan in Italy in February 2006 and April 2008, respectively. She joined our Group as the Investor Relations, Compliance & Sustainability Manager of our Company on September 30, 2019 and is responsible for engagement with private and public investors, preparation of the annual sustainability report and support to management in addressing ESG strategy and actions, and advising on privacy policy and 231 Model of our Group.

Ms. Sacerdoti has extensive experience in investor relationship, communications and ESG management in listed companies. Prior to joining our Group, she served as an investor relations, sustainability and corporate communications officer in DiaSorin S.p.A., a biotechnology and life science company listed on Borsa Italiana (Euronext) FTSE MIB (stock ticker: DIA) between October 2012 and October 2015, where she was responsible for investor relations management and communication and ESG matter management and served as the investor relations officer in Maire Tecnimont S.p.A., an oil and gas and green chemistry company listed on the Borsa Italiana (Euronext) (stock ticker: MT) between October 2015 and September 2019, where she was responsible for investor relations management and financial market analysis.

She also has experience in international organizations. She worked as an assistant to the head of departments of United Nations headquarters in New York and the European Union (European Parliament) in Brussels, where she was responsible for international conference support and document drafting for the UN General Assembly and for the External Relation Committee of the EU Parliament, as well as in various European policy and sustainability think tanks including The Transatlantic Institute (Brussels) and the Interdisciplinary Center in Herzliya (Tel Aviv) as research fellow to work on research projects.

She has also served as a member of the board of directors of the Italian Investor Relations Association, the official national association for all listed companies and investor relations professionals in Italy, since July 2020.

Mr. Alessandro Tirelli, aged 54, obtained a bachelor's degree in construction engineering in 1999 and a master in business administration at Milan University in 2004. He was appointed as the Chief Sales Officer Serial Business of the Company on October 29, 2024. Mr. Tirelli is responsible for the development and execution of the Ferretti's Brands sales strategy. He is responsible for Global After Sales-Service & Spare Parts area and Sales Contract function. Mr. Tirelli resigned from his position with effect from December 29, 2025.

Between 2006 and 2024, Mr. Tirelli covered several management roles including, Ferretti Group Asia Pacific Sales Director from 2012 to 2019, during which he was responsible for the Asia Pacific start up and, Sales & Marketing Director — Serial Business from 2019 to 2024. He was responsible for selecting and coordinating the dealer network.

Mr. Tirelli has over 20 years of experience in Sales & Marketing. Prior to joining our Company, he worked as Marketing Project Manager in mechanical and automotive company Tenaris Dalmine from 2004 to 2006.

Mr. Giordano Pellacani, aged 46, obtained a degree in Marine Engineering from University of Genova in February 2007. He was appointed as the Chief Commercial Officer of the Company on September 2, 2025. Between October 2024 and September 2025, Mr. Pellacani was Chief Sales Officer Custom Business, responsible for direction, leadership and management of sales for the SY Division. The Heads of Sales Custom line and CRN reported to him.

Between September 2014 and October 2024, Mr. Pellacani worked as the Riva Head of Sales and from January 2019 he had covered role Sales Director Custom Business.

Mr. Pellacani has almost 20 years of experience in Sales & Marketing. Prior to joining our Company, he started as a Middle and Far East Manager in Azimut-Benetti, a company in the yacht industry in January 2009, and was promoted to General Manager for Benetti Asia ltd — Hong Kong before he left the company at May 2014.

Mr. Massimiliano Amato, aged 58, obtained the High school qualification in Construction Engineer and the High school qualification in Captain of Commercial Ship in June 1986 and in June 2004, respectively. He joined our Group as the Chief Quality Officer of the Company on April 23, 2024. Mr. Amato is responsible for the quality assurance of all brands, the Global technical Support and Customer care & Warranty. Mr. Amato resigned from his position with effect from June 30, 2025,

Mr. Amato has over 20 years of experience in After-Sales, Service and Quality. Before joining our Company, he worked in Azimut-Benetti which is in the important nautical industry. From January 2002 to April 2024, he covered several management roles including, Quality-in-Service Manager, After Sales Manager and Chief Quality & Service Officer.

To the Shareholders
of Ferretti S.p.A.

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of Ferretti Group (the Group) set out on pages 159 to 265, which comprise the consolidated statement of financial position as of December 31, 2025, the consolidated income statement, the consolidated comprehensive income statement, the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and the notes to the consolidated financial statements, including relevant information on the accounting standards applied.

In our opinion the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as of December 31, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements.

The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key Audit Matter	Audit Response
Recognition of revenues for the construction of boats For the year ended December 31, 2025, the Group reports significant amount of revenue for the construction of boats, whose obligations are fulfilled over time. These net revenues are recognized on a percentage of completion basis. The processes and methodologies for measuring such revenue are based on complex calculation algorithms and assumptions that for their nature require judgement on regards the estimate of costs planned at the budgeting stage, relating to contracts. More specifically, application of the cost-to-cost method requires the prior estimate of costs throughout the life of individual projects and their updating at each reporting date. Because of the mentioned complexity that characterizes this measurement, we identified this area as a key audit matter. Relevant disclosures are included in notes 4 and 7 to the financial statements.	Our audit procedures in response to the key audit matter concerned, among the others: • the understanding and evaluation of the methodologies used by management; • the test of the process for the determination of the percentage of completion basis; • the understanding and evaluation of the estimation methodology used by the management through inquiries with the management; • the assessment of the reasonableness of the criteria used by the management for the determination of cost-to-cost method applied; • the assessment of the reasonableness of the significant assumption related to estimated costs to complete the individual projects; • the verification of the arithmetic correctness of the calculations performed by the management. Lastly, we have reviewed the disclosure provided in the notes to the financial statement regarding this key audit matter.

Key Audit Matter	Audit Response
Recoverability of intangible asset with an indefinite useful life	
As of December 31, 2025, the Group reports intangible assets of Euro 285 million, mostly for trademarks that have an indefinite useful life (Euro 245 million) and goodwill (Euro 7 million). These intangible assets have been allocated to Group's Cash Generating Units ("**CGUs**"), corresponding to individual Group's trademarks. The processes and methodologies for assessing and determining the recoverable amount of each CGU, in terms of value in use, are based on assumptions sometimes complex, that due to their nature require judgement, particularly with reference to the forecasted future cash flows of each CGU, the determination of the normalized cash flows used for the terminal value estimate and the determination of long-term growth and discount rates applied to the forecasted future cash flows. Because of the judgment required and the complexity of assumptions used to estimate the recoverable amount of the Trademarks, we identified this area as a key audit matter. Relevant disclosures are included in notes 4 and 32 to the financial statements.	Our audit procedures in response to the key audit matter concerned, among the others: • the assessment of the impairment process of intangible assets; • the testing of the CGUs identification process and the allocation of assets and liabilities to the CGUs; • an examination of the forecasted future cash flows for each CGU as well as the verification of the consistency of future cash flows related to each CGU with the business plans 2023–2027 and budget 2026 approved by the Company's board of directors respectively on March 8, 2023 and February 24, 2026; • the assessment of quality of forecasts taking into consideration the historical accuracy of the previous forecast; • the assessment of reasonableness of the long-term growth rates and discount rates. Our procedures were performed with the support of our experts in valuation techniques, who performed an independent recalculation of the recoverable amount of the CGUs and sensitivity analysis of the key assumptions that could have a significant effect on the estimate of the recoverable value. Lastly, we have reviewed the disclosure provided in the notes to the financial statement regarding this key audit matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report 2025 but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Directors are responsible for assessing the Group's ability to continue as a going concern and, when preparing the consolidated financial statements, for the appropriateness of the going concern assumption, and for appropriate disclosure thereof. The Directors prepare the consolidated financial statements on a going concern basis unless they either intend to liquidate the parent Ferretti S.p.A. or to cease operations or have no realistic alternative but to do so.

Those Charged with Governance are responsible, for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we have exercised professional judgment and maintained professional skepticism throughout the audit. In addition:

- we have identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- we have obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;

- we have evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;

- we have concluded on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to consider this matter in forming our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- we have evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- we have obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with Those Charged with Governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Those Charged with Governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with Those Charged with Governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

EY S.p.A.

Gianluca Focaccia
Recognised PIE Auditor
Bologna

March 31, 2026

Consolidated Income Statement

For the year ended December 31, 2025

(in thousands Euro)	*Notes*	**December 31, 2025**	December 31, 2024
Revenue		**1,346,590**	1,301,623
Commissions and other costs related to revenue		**(66,034)**	(61,276)
NET REVENUE	7	**1,280,556**	1,240,346
Change in inventories of work-in-process, semi-finished and finished goods	8	**17,422**	108,286
Cost capitalized	9	**42,974**	34,604
Other income	10	**27,910**	30,923
Raw materials and consumables used	11	**(582,055)**	(639,492)
Contractors costs	12	**(263,799)**	(254,153)
Costs for trade shows, events and advertising	13	**(22,219)**	(24,856)
Other service costs	14	**(121,457)**	(119,415)
Rentals and leases	15	**(12,973)**	(12,269)
Personnel costs	16	**(145,310)**	(144,944)
Other operating expenses	17	**(9,091)**	(12,763)
Provisions and impairment	18	**(10,419)**	(16,377)
Depreciation and amortization	19	**(71,762)**	(66,451)
Financial income	20	**1,678**	6,013
Financial expenses	21	**(3,423)**	(3,321)
Foreign exchange gains	22	**700**	244
PROFIT BEFORE TAX		**128,733**	126,377
Income tax	23	**(38,630)**	(38,217)
PROFIT FOR THE YEAR		**90,104**	88,160
Attributable to:			
Shareholders of the Company		**90,007**	87,918
Non-controlling interests		**96**	242
EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY			
Basic and diluted (€)	44	**0.27**	0.26

Consolidated Income Statement

For the year ended December 31, 2025

(in thousands Euro)	*Notes*	**December 31, 2025**	December 31, 2024
PROFIT FOR THE YEAR		**90,104**	88,160
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:			
Actuarial gain/(loss) on defined benefits plan	40	**819**	658
Income tax effect	34	**(192)**	(158)
		627	500
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Gains/(losses) from the translation of foreign operations		**(7,653)**	2,730
OTHER COMPREHENSIVE INCOME FOR THE YEAR		**(7,026)**	3,230
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**83,077**	91,390
Attributable to:			
Shareholders of the Company		**82,891**	91,148
Non-controlling interests		**96**	242

Consolidated Statement of Financial Position

As at December 31, 2025

(in thousands Euro)	*Notes*	**December 31, 2025**	December 31, 2024
CURRENT ASSETS			
Cash and cash equivalents	24	**159,920**	155,744
Trade and other receivables	25	**68,145**	74,574
Contract assets	26	**227,024**	196,719
Inventories	27	**442,405**	443,594
Advances on inventories	28	**38,761**	38,160
Other current assets	29	**3,945**	603
Income tax recoverable	30	**1,680**	2,929
		941,880	912,322
NON-CURRENT ASSETS			
Property, plant and equipment	31	**484,818**	460,860
Intangible assets	32	**285,368**	280,449
Other non-current assets	33	**7,772**	7,814
		777,959	749,122
TOTAL ASSETS		**1,719,839**	1,661,444

Consolidated Statement of Financial Position

As at December 31, 2025

(in thousands Euro)	*Notes*	**December 31, 2025**	December 31, 2024
CURRENT LIABILITIES			
Minority Shareholders' loan	35	**20**	500
Bank and other borrowings	35	**34,254**	10,534
Provisions	36	**57,405**	59,187
Trade and other payables	37	**478,892**	477,751
Contract liabilities	38	**128,415**	151,809
Income tax payable	39	**9,225**	1,932
		708,210	701,713
NON-CURRENT LIABILITIES			
Bank and other borrowings	35	**19,527**	21,934
Provisions	36	**9,377**	11,863
Non-current employee benefits	40	**6,428**	7,100
Trade and other payables	37	**2,087**	1,396
Deferred tax liabilities	34	**35,282**	19,202
		72,701	61,495
TOTAL LIABILITIES		**780,911**	763,208
SHARE CAPITAL AND RESERVES			
Share capital	41	**338,483**	338,483
Reserves	42	**600,793**	558,672
Equity attributable to shareholders of the Company		**939,276**	897,155
Non-controlling interests	43	**(348)**	1,081
TOTAL EQUITY		**938,928**	898,236
TOTAL LIABILITIES AND EQUITY		**1,719,839**	1,661,444

Consolidated Cash Flow Statement

For the year ended December 31, 2025

	December 31, 2025	December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	**128,733**	126,377
Depreciation and amortization	**71,762**	66,451
Loss/(gain) on disposal of property, plant and equipment	**144**	(6,355)
Provisions	**(4,939)**	(4,638)
Financial income	**(1,678)**	(6,013)
Financial expenses	**3,423**	3,321
Provision/(reversal of provision) against inventories, net	**5,025**	(2,694)
Decrease/(increase) in inventories	**(4,436)**	(104,063)
Change in contract assets and contract liabilities	**(53,700)**	(73,155)
Decrease/(increase) in trade and other receivables	**4,748**	(21,482)
Increase/(decrease) in trade and other payables	**32,246**	30,575
Change in other operating liabilities and assets	**1,165**	9,495
Income tax paid	**(13,666)**	(16,413)
Cash flows from operating activities (A)	**168,828**	1,405
CASH FLOWS FROM (USED) INVESTING ACTIVITIES:		
Purchases of property, plant and equipment and intangible assets	**(96,557)**	(123,139)
Proceeds from disposal of property, plant and equipment and intangible assets	**273**	5,162
Disposal of subsidiaries	**250**	
Other financial investments	**(3,342)**	199
Interest received	**1,468**	6,013
Cash flows used in investing activities (B)	**(97,907)**	(111,765)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	**(33,848)**	(32,833)
New bank and other borrowings	**900**	1,325
Repayment of bank and other borrowing	**(14,844)**	(16,294)
Investment in other assets (note 43)	**(8,577)**	—
Interest paid	**(3,423)**	(2,933)

Consolidated Cash Flow Statement

For the year ended December 31, 2025

	December 31, 2025	December 31, 2024
Cash flows (used in)/from financing activities (C)	**(59,792)**	(50,735)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C)	**11,129**	(161,096)
Cash and cash equivalents at beginning of year (E)	**155,744**	314,109
Effect of foreign exchange rate changes, net (F)	**(6,952)**	2,730
CASH AND CASH EQUIVALENTS AT END OF YEAR (G=D+E+F)	**159,920**	155,744
Cash and cash equivalents as stated in the consolidated statements of financial position	**159,920**	155,744

Consolidated Statement of Changes in Equity

For the year ended December 31, 2025

(in thousands Euro)	**Share capital** *(Note 41)*	**Share premium*** *(Note 42)*	**Legal reserve*** *(Note 42)*	**Translation reserve*** *(Note 42)*	**Other reserves*** *(Note 42)*	**Equity attributable to the Shareholders of the company**	**Non-controlling interests** *(Note 43)*	**Total equity**
At January 1, 2024	338,483	425,041	10,907	5,533	58,876	838,840	840	839,680
Profit for the year					87,918	87,918	242	88,160
Other comprehensive income for the year:								
Actuarial gain on defined benefits plan, net of tax					500	500		500
Exchange differences on translation of foreign operations				2,730		2,730		2,730
Total comprehensive income for the year				2,730	88,418	91,148	242	91,390
Transfer to the legal reserve			4,318		(4,318)			
Dividends					(32,833)	(32,833)		(32,833)
At December 31, 2024	338,483	425,041	15,225	8,263	110,144	897,155	1,081	898,236
Profit for the year					**90,007**	**90,007**	**96**	**90,104**
Other comprehensive income for the year:								
Actuarial loss on defined benefits plan, net of tax					**627**	**627**		**627**
Exchange differences on translation of foreign operations				**(7,653)**		**(7,653)**		**(7,653)**
Total comprehensive income for the year				**(7,653)**	**90,634**	**82,981**	**96**	**83,077**
Transfer to the legal reserve			**3,160**		**(3,160)**			
Dividends					**(33,848)**	**(33,848)**		**(33,848)**
Acquisition of minority interests					**(7,012)**	**(7,012)**	**(1,525)**	**(8.537)**
At December 31, 2024	**338,483**	**425,041**	**18,384**	**610**	**156,758**	**939,276**	**(348)**	**938,928**

* These reserve accounts comprise the consolidated reserves of €600,793 thousand (2024: €558,672 thousand) in the consolidated statements of financial position.

1. CORPORATE INFORMATION

Ferretti S.p.A. (the "**Company**" or "**Ferretti**") is a limited liability company incorporated in Italy. The registered office of the Company is located at Via Irma Bandiera, 47841 Cattolica (Rimini), Via Irma Bandiera 62, Italy.

The Company and its subsidiaries (collectively referred to as the "**Group**") are principally engaged in the design, construction and marketing of yachts and recreational boats.

As at December 31, 2025, the Parent Company of Ferretti is Ferretti International Holding S.p.A..

2. BASIS OF PREPARATION

The financial information presented herein are based on the Consolidated Financial Statements for the year ended December 31, 2025 of the Group.

The Group's consolidated financial statements have been prepared in accordance with the IAS and IFRS issued or revised by the IASB and approved by the European Union (The "**EU**"). The acronym "IAS/IFRS" also refers to all of the interpretations published by the International Financial Reporting Interpretations Committee ("**IFRIC**"), formerly known as the Standing Interpretations Committee.

At the date of presentation of these consolidated financial statements, there were no differences between the IFRSs endorsed by the European Union and applicable to the Group and those issued by the IASB.

The consolidated financial statements have been prepared on the basis that the Group can operate as a going concern since the Company's management has verified that there are no uncertainties with regard to this. They include the statement of financial position, the income statement, the comprehensive income statement, the cash flow statement, the statement of changes in equity and notes of the Group.

The consolidated financial statements have been presented in Euro and prepared on the basis of the accounts for the year ended December 31, 2025 (January 1, December 31), of the companies within the consolidation perimeter, as approved by the Boards of Directors.

For the purposes of clarity and to make this document more readily understandable, all the amounts listed are stated in thousands of Euro, except when otherwise indicated.

2. BASIS OF PREPARATION (CONTINUED)

Climate change: impacts on financial reporting, accounts and financial statement disclosures.

While preparing the annual consolidated financial statements as at December 31, 2025, the management has carefully evaluated the priorities endorsed by ESMA in October with particular reference to the consistency and connectivity between the information related to the climate change-related risks and the information included in the consolidated financial statements and plans.

The Group reaffirmed its commitment to integrating ESG (Environmental, Social, and Governance) criteria into its corporate strategies, in line with the sustainability goals outlined in the 2025 report.

The initiatives undertaken focused in particular on the development of a monitoring system for the collection of non-financial data, as well as the implementation of measures aimed at ensuring responsible environmental resource management, promoting diversity and inclusion, and adopting transparent and ethical governance practices.

During the year, the Group also monitored several key ESG performance indicators, including energy consumption, CO2 emissions, the percentage of women in managerial positions, and the number of training hours provided to staff, in order to assess progress against the established targets.

Consistent with the findings of the 2025 financial year, no ESG-related risks emerged that could have a significant current or prospective impact on the Group's economic, equity, or financial position.

The double materiality analysis updated in preparation for the 2025 Sustainability Report — covering key environmental, climate-related, regulatory, and reputational topics — did not reveal any critical issues likely to economically or financially affect the Group's operations. Ongoing oversight of all topics identified as material through the double materiality assessment enables the Group to maintain high standards of resilience and sustainability, in line with stakeholder expectations and the evolving regulatory landscape.

In this context, the Group has identified several areas for improvement with the objective of further enhancing compliance in the 2026 Sustainability Reporting, which is already aligned with the European Sustainability Reporting Standards (ESRS).

3. CONSOLIDATION AREA AND CONSOLIDATION PRINCIPLES

These financial statements have been prepared by consolidating the financial statements of the Company and its subsidiaries at the reporting dates indicated.

Pursuant to IFRS 10, control arises when the Group is exposed, or has rights, to variable returns from its involvement with the investee and at the same time has the ability to influence those returns through its power over the said investee.

Specifically, the Group controls an investee if, and only if, the Group has:

— power over the investee (i.e., existing rights that give the current ability to direct the relevant activities of the investee);

— exposure, or rights, to variable returns from its involvement with the investee;

— ability to exert power over the investee to influence the amount of the investor's returns.

It is generally presumed that the majority of voting rights implies control. In support of this assumption, where the Group holds less than the majority of voting rights (or similar rights), the Group considers all facts and circumstances relevant to determining whether it controls the investee, including:

— contractual agreements with other vote-holders;

— rights under contractual agreements;

— the Group's actual and potential voting rights.

The Group reconsiders whether it controls an investee if the facts and circumstances indicate that there have been changes in one or more of the three factors relevant to determining control. A subsidiary begins to be consolidated when the Group obtains control of it and ceases to be consolidated when the Group loses control. The assets, liabilities, revenues and costs of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group obtains control until the date the Group no longer controls the company.

3. CONSOLIDATION AREA AND CONSOLIDATION PRINCIPLES (CONTINUED)

The main consolidation criteria applied in preparing the consolidated financial statements are reviewed below:

a) assets and liabilities and revenues and expenses in the financial statements of companies that are consolidated line by line are included in the Group's financial statements, irrespective of the percentage interest held;

b) the carrying amount of investments in subsidiaries held by Ferretti or by other companies included in the consolidation area is offset by the interest in the equity upon recognition of the assets and liabilities of the subsidiary companies. The amount by which the carrying value of the investment in a subsidiaries exceeds the corresponding interest in the underlying equity at the time of acquisition is offset against the incremental value attributable to assets and liabilities. Any residual amount is recognized as goodwill. In accordance with IFRS 3, the Group changed the accounting principles it applies to goodwill prospectively as of the date of transition to the IFRS. Consequently, starting on that date, the Group no longer amortizes goodwill, but it does test it for impairment;

c) Where a negative difference emerges, IFRS 3 does not require the recognition of badwill. In this case, the Group again verifies whether it has properly identified all assets acquired and liabilities assumed and revises the procedures used to determine the amounts to be recognized at the acquisition date. If the new assessment continues to indicate that the fair value of the net assets acquired exceeds their consideration, the difference (gain) is taken to the income statement.

d) The profit or loss of any company acquired or sold during the year is recognized in the consolidated income statement from the actual date of acquisition up to the actual date of sale.

e) Transactions between consolidated companies are eliminated. The same process is also used for debit and credit entries. Specifically, unrealized gains from transactions between Group companies that on the reporting date are reflected in the valuation of inventories or non-current assets, net of any tax effect, are eliminated.

The interest held by non-controlling shareholders in the net assets of consolidated subsidiaries is shown separately from Group interest in equity. The non-controlling interest is determined based on the interest held by non-controlling shareholders in the fair value of assets and liabilities recognized on the original date of acquisition and in subsequent changes in equity. Subsequently, any losses attributable to the non-controlling shareholders in excess of their interest in the underlying equity are charged against Group interest in equity, unless the non-controlling shareholders have a binding obligation to cover those losses and have the resources to do so.

At December 31, 2025, non-controlling interests related to the shareholders that own 7% of share of Ram S.p.A., following the acquisitions of 25% of the share capital of the subsidiary Sea Lion Srl and 15% of the share capital of Il Massello s.r.l..

3. CONSOLIDATION AREA AND CONSOLIDATION PRINCIPLES (CONTINUED)

The table below shows the names, registered offices and interests in capital held directly and indirectly by the Company in subsidiaries at December 31, 2025.

Subsidiaries

(consolidated line by line, with an indication of the percentage of share capital)

Name	Principal country of operation	Registered office	Currency	Share capital (in units)	% controlling interest	
					Direct	Indirect
Zago S.p.A.	Italy	Scorzé (Venice)	Euro	120,000	100%	
Sea Lion Srl	Italy	Forlì (Forlì-Cesena)	Euro	10,000	100%	
Ram S.p.A	Italy	Sarnico (Bergamo)	Euro	520,000	93%	
Allied Marine Inc.	USA	Fort Lauderdale (USA)	US Dollar	10	100%	
Fratelli Canalicchio S.p.A.	Italy	Narni (Terni)	Euro	500,000	60%*	
Ferretti Group of America Holding Company Inc.	USA	Delaware (USA)	US Dollar	10	100%	
BY Winddown Inc.	USA	Miami (USA)	US Dollar	10		100%
Ferretti Group of America Llc.	USA	Fort Lauderdale (USA)	US Dollar	100		100%
Ferretti Group Asia Pacific Ltd.	China	Hong Kong (China)	Hong Kong Dollar	100,000	100%	
Ferretti Group Singapore Pte. Ltd.	Singapore	Singapore	Euro	1		100%
Ferretti Asia Pacific Zhuhai Ltd.**	China	Hengqin (Zhuhai)	Renminbi	1,000,000	100%	
Ferretti Group (Monaco) S.a.M.	Monaco	Principality of Monaco	Euro	150,000	99.6%***	
Ferretti Gulf Marine-Sole Proprietorship Llc.	Arab Emirates	Arab Emirates	Emirati Dirham	300,000	100%	

3. CONSOLIDATION AREA AND CONSOLIDATION PRINCIPLES (CONTINUED)

Subsidiaries (Continued)

* The remaining 40% is subject to put and call options exercisable from September 19, 2027 to September 19, 2028. The terms of put and call options over these non-controlling interests, mean that they give to the Group a present ownership interest in the underlying securities, accordingly this business combination was accounted for on the basis that the underlying shares subject to the put and call options have been acquired. Thus, the Group does not recognize non-controlling interests and recorded liabilities for shareholders under the options.

** Registered as a wholly-foreign-owned enterprise under PRC law.

*** The investment of 0.4% is owned by the two directors of Ferretti Group (Monaco) S.a.M. for their role, as provided for by the Bylaws.

In July 2025, the Group disposed its ownership in Ferretti Tech S.r.l.'s share capital.

These consolidated financial statements are presented in Euro, as this is the currency in which most of the Group's operations are conducted. The separate financial statements of each company in the Group are prepared in the currency of their primary economic environment (functional currency), while for the purposes of the consolidated accounts the financial statements of each foreign entity are presented in Euro.

The assets and liabilities of foreign subsidiaries with functional currencies other than the Euro are translated into Euro at the exchange rate in force at the end of the year. The income statement is translated at the average rate for the year. Any resulting translation differences are recognized in the equity under "Translation reserve", which is part of the financial statements. This reserve is recognized in the income statement as a gain or a loss in the year when the subsidiary involved is sold.

Translation of the Financial Statements of Foreign Companies into Euro

The consolidated financial statements for the year ended December 31, 2025 have been presented in Euro, which is the functional and presentation currency adopted by Ferretti. Each Group company defines its functional currency, which is used to measure the items in the separate financial statements. The Group uses the direct consolidation method. The profit or loss reclassified to the income statement at the time of sale of an international subsidiary represents the amount resulting from the use of this method.

3. CONSOLIDATION AREA AND CONSOLIDATION PRINCIPLES (CONTINUED)

Subsidiaries (Continued)

Group Companies

The assets and liabilities of Group companies are translated into Euro at the spot exchange rate at the reporting date, and the revenues and costs in each separate comprehensive income statement or income statement are translated at the spot exchange rates at the transaction date. The foreign exchange differences resulting from this translation are taken to the comprehensive income statement. Upon the disposal of a foreign operation, the part of the comprehensive income statement relating to such foreign operation is taken to the income statement.

Goodwill on the acquisition of a foreign operation and adjustments to the fair value of the carrying amounts of assets and liabilities arising from the acquisition of a foreign operation are accounted for as assets and liabilities of that foreign operation. They are therefore presented in the functional currency of the foreign operation and translated at the spot exchange rate at year-end.

The conversion into Euro of the financial statements of the non-EU subsidiaries of Ferretti (located in the USA), consolidated line by line, was done adopting the current exchange rate in force at the end of the period of reference for the statement of financial position (1 EUR equal to USD1.17500), and for the income statement items by applying the average exchange rate of the period of reference (1 EUR equal to USD1.12981). Similarly, the conversion into Euro of the financial statements of the subsidiary located in the Arab Emirates, also consolidated line by line, was done adopting the current exchange rate at the reporting date December 31, 2025 (1 EUR equal to AED4.31520) for the statement of financial position, and for the income statement items by applying the average exchange rate of the period from January 1, 2025 to December 31, 2025 (1 EUR equal to AED4.12683).

The Group does not have any assets or liabilities in currencies of hyperinflationary economies.

4. ACCOUNTING POLICIES

The following accounting standards have been consistently applied by all Group companies.

Business Combinations

Business combinations are recognized in accordance with the acquisition method. The cost of an acquisition is determined as the sum of the consideration transferred, measured at fair value on the acquisition date, and the amount of the non-controlling interest in the acquiree. For each business combination, the Group decides whether to measure the non-controlling interest in the acquiree at fair value or in proportion to the share of the non-controlling interest in the acquiree's net identifiable assets. Acquisition costs are expensed and classified under administrative costs.

When the Group acquires a business, it classifies or designates the financial assets acquired or liabilities assumed in accordance with the contractual terms, economic conditions and other pertinent conditions in place on the acquisition date. This includes checking whether an incorporated derivative has to be separated from the primary contract.

4. ACCOUNTING POLICIES (CONTINUED)

Business Combinations (Continued)

The assets, liabilities and identifiable contingent liabilities of the acquired company that meet the criteria for recognition set forth in IFRS 3 are recognized at their fair values on the date of acquisition, except for non-current assets (or disposal groups) that are classified as being held for sale (in accordance with IFRS 5). These assets are recognized at fair value, less costs to sell.

The acquiree measures contingent consideration at fair value at acquisition date. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity. The change in fair value of contingent consideration classified as an asset or liability, in that it is a financial instrument falling within the scope of IFRS 9 — Financial Instruments, must be recognized in profit or loss in accordance with IFRS 9. The contingent consideration not covered by IFRS 9 is valued at fair value at the reporting date and the changes in fair value are recognized through profit or loss.

Goodwill is initially recognized at cost, as the difference of the aggregate of the value of the consideration transferred and the amount attributed to non-controlling interests compared to net identifiable assets acquired and liabilities assumed by the Group. If the fair value of net acquired assets exceeds the total consideration paid, the Group verifies again whether it correctly identified all the assets acquired and all the liabilities incurred and reviews the procedures used to determine the amounts to be recognized at the acquisition date. If the review again identifies a fair value of net acquired assets exceeding the consideration, the difference (profit) is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any impairment losses. For the purposes of impairment testing, goodwill acquired in a business combination is allocated from the acquisition date to each of the Group's cash-generating units that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree have been assigned to those units.

Transactions that do not have a significant impact on the future cash flows of the transferred net assets — The principle of the continuity of values

The adoption of the principle of the continuity of values results in the recognition on the statement of financial position of values that are the same as those that would be used if the companies that are parties to the business combination had always been combined.

Therefore, if the transfer values are higher than the historical values, the buyer/recipient of the transferred assets must make a reversing entry for the amount of the surplus and adjust downward its equity by a charge to a reserve, whether or not the goodwill paid has economic value.

Transactions that have a significant impact on the future cash flows of the transferred net assets

In this case, the transaction is recognized based on the fair value of the transferred net assets at the date transaction accordingly with the method provided by IFRS 3, including the goodwill.

4. ACCOUNTING POLICIES (CONTINUED)

Recognition of revenue from contracts with customers

The Group generates revenue by selling goods and providing services within its core business. Revenue is stated net of value-added tax, discounts and allowances, and after eliminating sales to Group companies.

In accordance with IFRS 15, the Group recognizes revenue after identifying the contracts with its customers and the related performance obligations to be fulfilled, determining the consideration to which it believes it is entitled in exchange for the sale of the goods or the provision of the services, and assessing the manner of fulfillment of the obligations concerned (i.e., at a point in time or over time).

In accordance with IFRS 15, the Group only recognizes revenue when the following requirements have been met:

— the parties to the contract have approved the contract and undertaken to perform their respective obligations;

— the rights of each of the parties in respect of the goods or services to be transferred may be identified;

— the terms of payment for the goods or services to be transferred may be identified;

— the contract has commercial substance;

— it is probable that the consideration for the goods sold or services transferred will be received.

IFRS 15 requires that revenue from contracts with customers be presented separately from other sources of revenue, unless a disclosure is provided that enables them to be separated from other revenue recognized through other comprehensive income or profit or loss. The Group has elected to recognize revenue from contracts with customers through profit or loss in a single line, with the details disclosed in the notes.

IFRS 15 defines revenues as "income arising in the course of an entity's ordinary activities" but excludes certain contracts with customers (such as lease contracts) from its scope of application.

IFRS 15 requires that entities assess all relevant facts and circumstances when they apply all steps of the model to contracts with customers. The Standard also specifies the accounting treatment for the incremental costs of obtaining a contract and costs related directly to the fulfilment of a contract. The Standard also requires that ample disclosure be provided.

Contract work revenues represent performance obligations satisfied over time. In particular, revenues are recognized on a percentage of completion basis and are defined by IFRS 15 as contracts specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, technology and function or their ultimate purpose or use.

4. ACCOUNTING POLICIES (CONTINUED)

Recognition of revenue from contracts with customers (Continued)

When the outcome of a construction contract can be estimated reliably, contract revenues are recognized based on the revenue amounts accrued consistent with the stage of completion of the contract activity at the reporting date that represents the portion of control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or service. Otherwise, revenues are recognized only to the extent of the contract costs incurred that are likely to be recovered.

The stage of completion of the contract activity is determined in accordance with the cost-to-cost method, which is based on the proportion between the contract costs incurred for work performed up to the reference date and the total estimated contract costs. Costs incurred under these contracts are recognized in the year in which they are incurred.

Assets for contract work in process are presented based on the right to the consideration accrued in relation to performance net of related liabilities, namely invoices issued as work progresses and any expected losses. This analysis is carried out contract by contract. If the differential is positive the balance is classified under assets in the item "Contract assets"; if, on the other hand, this differential is negative, the balance is classified under liabilities, in the item "Contract liabilities".

Revenues from the sale of used boats, brokerage services, sale of merchandising, spare parts and the provision of services are performance obligations satisfied at a point in time and revenues are recognized when the control of the asset or service is transferred to the client. The moment the control of the asset or service transfer coincides with the transfer of ownership or possession of the goods to the buyer and so generally with despatch or completion of the service.

Commissions and other costs related to revenue

Commissions, that represents the costs incurred by the Group for the intermediation activities carried out by the dealers and brokers are accounted, are accounted netting the revenues.

4. ACCOUNTING POLICIES (CONTINUED)

Government Grants

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual installments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of reduced depreciation charge. Where the Group receives grants of non-monetary assets, the grants are recorded at the fair value of the non-monetary assets and released to the statement of profit or loss over the expected useful life of the relevant assets by equal annual installments. Where the Group receives government loans granted with no or at a below-market rate of interest for the construction of a qualifying asset, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for "Financial liabilities" above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual installments.

Interest Income and Expense

Interest income is recognized on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Income Taxes

Income taxes comprise current tax expenses and deferred tax expenses.

The liability for current taxes is calculated using the rates in force or effectively in force on the date of the financial statements.

Deferred taxes are the taxes that the Group expects to pay or recover from temporary differences between the reported values of assets and liabilities and the tax values assigned to these assets and liabilities for the purpose of determining the taxable income. They are recognized in accordance with the balance sheet liability method. As a rule, deferred-tax liabilities are recognized for all taxable temporary differences, while deferred tax assets are recognized to the extent that the Group believes that it will probably generate sufficient taxable income in the future to utilize deductible temporary differences. Likewise, deferred-tax assets that arise from a tax loss carryforward are recognized when it is probable that the Group will generate sufficient taxable income to allow their utilization.

4. ACCOUNTING POLICIES (CONTINUED)

Income Taxes (Continued)

Deferred tax liabilities are recognized on taxable temporary differences arising from investments in subsidiaries, affiliated companies and joint ventures, except in those cases where the Company is able to control the offsetting of the temporary differences and it is probable that they will not be offset in the foreseeable future.

The carrying amount of deferred tax assets is reviewed on the date of the financial statements and written down when it is no longer probable that the Group will generate sufficient taxable income to allow the full or partial recovery of these assets.

Deferred taxes are calculated using the tax rate that the Group expects to be in force when the corresponding asset is realized or the liability is satisfied, based on the tax rates (and the tax regulation) set forth in statutes in force or substantially in force on the date of the financial statements. Deferred taxes are recognized directly in earnings, except for those related to items that are recognized directly in equity, in which case the related deferred taxes are also recognized in equity.

The Italian companies Ferretti S.p.A. and Zago S.p.A. have opted for group taxation pursuant to Articles 117 et seq. of TUIR Consolidated Law on Income Tax (Law No. 917 of December 22, 1986).

Amendments to IAS 12 Income Taxes — International Tax Reform — Pillar Two Model Rules

The group has adopted the amendments to IAS 12 starting from last year.

The IASB has amended the scope of IAS 12 to clarify that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements qualified domestic minimum top up taxes described in those rules. The amendments introduce a temporary exception to the accounting requirements for deferred taxes in IAS 12, so that an entity would neither recognize nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes. Following the amendments, the group is required to disclose that it has applied the exception and to disclose separately its current tax expense (income) related to Pillar Two income taxes.

4. ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, bank checking accounts, deposits redeemable upon demand and other highly liquid, short-term financial investments that can be readily converted into cash and are not subject to a significant risk of a change in value.

Trade and other receivables and contract assets

Trade receivables are sums due from customers in respect of the sale of products and services.

Trade receivables are recognized at their face value, less a write-down capable to recognize an estimate of doubtful account losses, following a simplified approach to calculate expected losses. Such losses are taken to the income statement where there is objective evidence that the receivables have become impaired.

With reference to impairment, the IAS 39 model based on the losses incurred was replaced by the Expected Credit Loss ("**ECL**") model, in accordance with IFRS 9, and applied to trade and other receivables.

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance). The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 25 and Note 26 to the financial statements, respectively.

4. ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories of raw materials, auxiliary materials, supplies, semi-finished goods and work in process and finished goods are valued at the lower of purchase or production cost, determined by the average weighted cost method, and the corresponding market or estimated realizable value, which takes into account both any additional future production costs and direct costs to sell.

The cost of inventories also includes incidental expenses and the pro-rata share of direct and indirect production costs that can be reasonably attributed to inventories.

Obsolete and slow-moving inventories are written down to reflect their potential utilization or sale by recognizing a special provision in the financial statements. If in a subsequent fiscal year the reasons for the write-down cease to apply, the original value is reinstated.

Financial Instruments: recognition and measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

- *Initial recognition and measurement*

  At the time of initial recognition, financial assets are classified, depending on circumstances, based on the following measurement methods, namely amortized cost, fair value through other comprehensive income ("**OCI**") and fair value recognized in the income statement.

  The classification of financial instruments at the time of initial recognition depends on the characteristics of the financial asset contractual cash flows and on the business model used by the Group for its operations. Except for trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus the transaction costs, in the case of a financial asset not at fair value recognized in the income statement. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the price of the transaction determined according to IFRS 15.

  For a financial asset to be classified and measured at amortized cost or fair value through OCI, it must generate cash flows that depend only on the principal and interest on the amount of the principal to be repaid (so-called "**solely payments of principal and interest (SPPI)**"). This measurement is indicated as an SPPI test and is carried out at instrument level. The Group's business model for managing financial assets refers to the way in which it manages its financial assets in order to generate cash flows. The business model decides whether the cash flows will derive from the collection of contractual cash flows, the sale of financial assets or both. The purchase or sale of a financial asset requiring its delivery within a period of time generally set by regulation or market practices (so-called regular way trade) is recognized on the deal date, namely the date on which the Group undertook to buy or sell the asset.

4. ACCOUNTING POLICIES (CONTINUED)

Financial Instruments: recognition and measurement (Continued)

Financial Assets (Continued)

- *Subsequent measurement*

  For the purpose of subsequent measurement, financial assets are classified in four categories:

  — financial assets at amortized cost (debt instruments);

  — financial assets at fair value through other comprehensive income with recycling of cumulative gains and losses (debt instruments);

  — financial assets at fair value through other comprehensive income without recycling of cumulative gains and losses upon derecognition (equity instruments);

  — financial assets at fair value through profit or loss.

  1) Financial assets at amortized cost (debt instruments) represent the category of greatest significance for the Group. The Group measures a financial asset at amortized cost if both of the following conditions are met:

     - the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

     - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

     Financial assets at amortized cost are subsequently measured using the effective interest rate method and are tested for impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or becomes impaired.

     The Group reports an expected credit loss for all the financial instruments represented by debt instruments not held at fair value recognized in the income statement. The ECLs are based on the difference between the contractual cash flows due under the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows shall include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

     The expected losses are recognized in two stages. Regarding credit exposure for which there has been no significant increase in the credit risk since initial recognition, credit losses resulting from the estimate of possible default events in the next 12 months (12-month ECL) must be recognized. For credit exposure for which there has been a significant increase in credit risk since initial recognition, the expected losses relating to the residual period of the exposure, regardless of the moment when the default event is expected to occur ("**Lifetime ECL**"), must be recognized in full.

4. ACCOUNTING POLICIES (CONTINUED)

Financial Instruments: recognition and measurement (Continued)

Financial Assets (Continued)

- *Subsequent measurement (Continued)*

2) Financial assets at fair value through OCI (debt instruments): for assets from debt instruments measured at fair value through OCI, interest income, changes in exchange rate differences and impairment losses, together with the reversals, are recognized in the income statement and are calculated in the same way of financial assets measured at amortized cost. The remaining changes in fair value are recognized in OCI. Upon derecognition, the cumulative change in fair value recognized in OCI is reclassified to profit or loss. The Group's debt instrument assets measured at fair value recognized in OCI include investments in listed debt instruments included in other non-current financial assets.

3) Investments in equity instruments: upon the initial recognition, the Group may irrevocably elect to classify its investments as equity instruments recognized at fair value through OCI when they meet the definition of equity instruments under IAS 32 'Financial Instruments: Presentation' and are not held for trading. The classification is determined for each individual instrument. Gains and losses realized on those financial assets are never reversed through the income statement. Dividends are recognized as other income in the income statement when the right to payment has been approved, except when the Group benefits from that income as the recovery of part of the cost of the financial asset, in which case such gains are recognized in OCI. Equity instruments recognized at fair value through OCI are not subject to an impairment test. The Group has chosen to irrevocably classify its unlisted equity investments in this category.

4) Financial assets at fair value through profit or loss are recognized in the statement of financial position at fair value and net changes in fair value are recognized in the statement of profit/(loss) for the year. This category includes derivative instruments and listed equity investments that the Group has not irrevocably chose to classify at fair value recognized in OCI. Dividends on listed equity investments are recognized as other income in the statement of profit/(loss) for the year when the right to payment has been approved.

The embedded derivative contained in a hybrid non-derivative contract, financial liability or main non-financial contract is separated from the main contract and accounted for as a separate derivative. Main non-financial contract is separated from the main contract and accounted for as a separate derivative, if: its economic characteristics and associated risks are not closely related to those of the main contract; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. The embedded derivatives are measured at fair value, with changes in fair value recognized in profit or loss. A restatement only occurs if there is a change in the terms of the contract that significantly alters the otherwise expected cash flows. Significantly the otherwise expected cash flows or a reclassification of a financial asset to a category other than fair value through profit or loss.

4. ACCOUNTING POLICIES (CONTINUED)

Financial Instruments: recognition and measurement (Continued)

Financial Assets (Continued)

- *Subsequent measurement (Continued)*

  For trade receivables and contract assets, the Group applies a simplified approach when calculating the expected losses. The Group does not, therefore, monitor changes in credit risk, but fully recognizes the loss expected at each reporting date.

- *Derecognition*

  A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's combined statements of financial position) when:

  - the rights to receive cash flows from the asset have expired; or

  - the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

  When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial liabilities

- *Initial recognition and measurement*

  Upon initial recognition, financial liabilities are classified among financial liabilities at fair value through profit or loss and loans and borrowings.

  All financial liabilities are initially recognized at fair value, in addition to directly attributable transaction costs, in the cases of loans, financing and payables.

4. ACCOUNTING POLICIES (CONTINUED)

Financial Instruments: recognition and measurement (Continued)

Financial liabilities (Continued)

- *Subsequent measurement*

The valuation of financial liabilities depends on their classification, as described below:

— Financial liabilities at fair value through profit or loss

Financial liabilities at fair value with changes recognized through profit or loss include liabilities held for trading and financial liabilities at fair value with changes recognized through profit or loss.

— Loans and borrowings

This is the category of greatest significance for the Group. Loans are measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the income statement when the liability is extinguished, as well as through the amortization process. Amortized cost is calculated by including the discount or premium, as well as costs and fees, which are an integral part of the effective interest rate. Amortization at the effective interest rate is included among net interest expense in profit or (loss). This category generally includes interest-bearing loans and payables.

— Derecognition

A financial liability is derecognized when the obligation underlying the liability is extinguished, canceled or discharged. Where one existing financial liability is replaced by another attributable to the same borrower with substantially different conditions, or the conditions of an existing liability are substantially modified, such exchange or modification is accounted for by derecognizing the original liability and recognizing a new liability, with any differences between carrying amounts recognized in the income statement.

4. ACCOUNTING POLICIES (CONTINUED)

Property, Plant, Machinery and Equipment

Buildings and land are recognized at their purchase, production or conveyance cost, including any incidental charges, decommissioning costs and direct costs needed to make an asset ready for use. With the exception of land, these assets are depreciated on a straight-line basis, in equal annual installments in accordance with standard depreciation rates based on the residual useful life of the assets.

Buildings under construction for use in manufacturing, as administrative facilities or for purposes that are yet to be determined are recognized at cost, net of write-downs for impairment losses. As for all assets, the depreciation of these assets begins when they are ready for use.

Plant, machinery and equipment are recognized at cost, net of accumulated depreciation and any write-downs for impairment losses. Cost includes decommissioning costs, asset removal costs and the costs incurred for the restoration of the site where the non-current asset is located, if they meet the requirements of IAS 37.

Depreciation is taken on a straight-line basis on the cost of the assets, net of any residual value, based on the assets' estimated useful life, by applying the following rates:

Buildings	
Buildings	3.0%–6.0%
Prefabricated structures	10%
Leasehold improvements	The shorter of the lease term and the estimated useful life of the assets
Plant, machinery and equipment	
Manufacturing plants and automated machines	11.5%–15.0%
Manufacturing and distribution equipment	25.0%
Models and moulds	
Models and moulds	useful life
Other property, plant and equipment	
Office furniture and machines	12.0%
Electronic machines	40.0%
Vehicles	25.0%

4. ACCOUNTING POLICIES (CONTINUED)

Property, Plant, Machinery and Equipment (Continued)

The capitalized costs of leasehold improvements are allocated to the classes of assets to which they belong and are depreciated over the residual duration of the lease or the residual useful life of the type of asset to which the improvement is attributable, whichever is shorter.

When the individual components of a complex item of property, plant and equipment have different useful life, they are recognized separately and depreciated according to their duration (component approach).

In accordance with this principle, the value of land is separate from that of buildings erected on it and only the buildings are depreciated.

Gains or losses on the sale or disposal of assets — which are calculated as the difference between the sales proceeds and the net carrying value of the asset — are recognized in the income statement for the year.

Ordinary maintenance costs are charged in full in the income statement. Maintenance costs that increase the value of an asset are allocated to the related asset and amortized over the remaining useful life of the asset, if they satisfy the definition of asset.

The recoverability of their value is tested in accordance with the criteria provided for by IAS 36. These criteria are explained in the paragraph entitled "Impairment of Assets".

IFRS 16 — Leases

The Group has leases for a series of activities mainly related to the lease of property, plant, machinery, motor vehicles and other equipment. The Group applied a single recognition and measurement approach for all the leases where the Group was a lessee, except for short-term leases (duration less than 12 months) and low-value leases (comprehensive value of the agreement less than €5,000).

Rights-of-use assets

The Group recognizes the rights-of-use assets at the commencement date of the lease (i.e., the date on which the underlying asset is available for use). Rights-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of the lease liability. The cost of the rights-of-use assets comprises the amount of the initial measurement of the lease liability recognized, any initial direct costs incurred, any lease payments made at or before the commencement date, less any lease incentives received. Unless the Group has the reasonable certainty to obtain ownership of the underlying asset by the end of the lease term, rights-of-use assets are depreciated on a straight-line-basis over the shorter period of the end of the estimated useful life or the end of the lease term. The rights-of-use assets are subjected to impairment.

4. ACCOUNTING POLICIES (CONTINUED)

IFRS 16 — Leases (Continued)

Lease liabilities

At the commencement date, the Group measures the lease liabilities at the present value of the lease payments that are not paid at that date. The lease payments comprise fixed payments (including in-substance fixed payments), less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. The lease payments also comprise the exercise price of a purchase option if the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that do not depend on an index or a rate are recognized as costs in the period in which the event takes place or the condition that generated the payment.

The Group uses the average interest rate on borrowings to measure the present value of the payments due for the lease. After commencement date, the carrying amount of the lease liability increases to reflect interest on the lease liability and decreases to reflect the lease payments made. Moreover, the carrying amount of the lease liability is remeasured to reflect any lease modifications, or to reflect revised in-substance fixed lease payments.

Significant judgment for determining the lease term for contracts with an option to extend the lease.

The Group determines the lease term as the period of a lease covered by contract, together with periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option.

Options to extend the lease of vehicles and housing, for employee use, have not been included when determining the lease term, since the Group has a leasing policy for motor vehicles for a period of no more than four years and so will exercise no right of renewal.

Intangible assets with indefinite useful life

Goodwill and other assets that have an indefinite useful life (trademarks) or are not available for use are not amortized on a regular basis. Instead, their recoverable value is tested annually for impairment at the level of the cash generating unit to which management allocated the goodwill. Once recognized, write-downs of these assets may not be subsequently reversed.

When a subsidiary, joint venture or business unit is sold, the goodwill attributable to the subsidiary, joint venture or business unit is included in the computation of the gain or loss generated by the sale.

4. ACCOUNTING POLICIES (CONTINUED)

Intangible Assets Generated Internally — Research and Development Costs

Research costs are charged to the income statement in the period in which they are incurred.

Intangible assets generated internally, mainly in connection with the development of models and moulds and intellectual property, are recognized as assets only if the following conditions are satisfied:

— the asset is identifiable (e.g., software or new processes);

— it is likely that the asset will generate future economic benefits;

— the costs incurred to develop the asset can be measured reliably; and

— there is a technical and financial capacity to complete the asset and render it available for use or sale.

These intangible assets are amortized on a straight-line basis over the length of their useful life from three to five years.

When assets generated internally may not be recognized in the financial statements, development costs are charged to the income statement in the period they are incurred.

Other intangible assets

Consistent with the provisions of IAS 38 — Intangible Assets, other intangibles, whether purchased or produced internally, are recognized as assets when it is likely that their use will generate future economic benefits and their cost can be measured reliably.

These assets are valued at their purchase or production cost. When they have a finite useful life, they are amortized on a straight-line basis over their estimated useful life. Intangible assets with an indefinite useful life are not amortized. They are tested for impairment annually (or more often if there is an indication that an asset may have suffered an impairment loss) to identify any decreases in value.

Trademarks with indefinite useful life are not amortized on a regular basis.

Other intangible assets are initially recognized at their acquisition cost and are amortized on a straight-line basis over their useful life, which is estimated at five years. However, the cost of application and management software licenses is amortized over three years.

4. ACCOUNTING POLICIES (CONTINUED)

Intangible Assets Generated Internally — Research and Development Costs (Continued)

Other intangible assets (Continued)

Other intangible assets are initially recognized at their acquisition cost and are amortized on a straight-line basis over their useful life, which is estimated at five years, except the cost of application and management software licenses which is amortized over three years.

Brands, trade names and other intangible assets with finite useful life are amortized over their estimated useful life. The classification of a brand or trade name as an asset of finite or indefinite useful life is generally based on the following criteria:

— the brand or trade name's overall positioning in its market expressed in terms of volume of activity, international presence and reputation;

— its expected long term profitability;

— its degree of exposure to changes in the economic environment;

— any major event within its business segment liable to compromise its future development;

— its age.

In addition, from business and legal perspective, these trademarks have no terms or can be indefinably renewed and therefore, will always belong to the Group. Having considered these criteria, in the period the Group classified its trademark as assets of indefinite useful life.

Impairment of Assets

At least at each reporting date, the Group reviews the carrying values of its property, plant and equipment and of its intangible assets to determine if there are any indications that the value of these assets has been impaired. If such indications exist, the recoverable value of the affected assets is estimated in order to determine the amount of the write-down that may be required. When the recoverable value of an individual asset cannot be estimated, the Group estimates the recoverable value of the cash-generating unit to which the individual asset has been allocated.

Intangible assets with an indefinite useful life (goodwill and trademarks) are tested annually for impairment, whether there are indications that their value has been impaired or not.

4. ACCOUNTING POLICIES (CONTINUED)

Impairment of Assets (Continued)

The recoverable amount is the greater of an asset's fair value, net of the cost to sell, or its value in use. In determining the value in use, future estimated cash flows are discounted to their present value using an after-tax rate that reflects current market valuation of the value of money and of the specific risks that affect the asset in question.

If the recoverable value of an asset or of a cash-generating unit is estimated to be lower than its carrying amount, the latter is reduced to the asset's lower recoverable value. The corresponding write-down is immediately recognized within the income statement.

When the reasons that justified a write-down cease to apply, the carrying amount of the affected asset or cash-generating unit (but not goodwill) is raised to the new estimated realizable value, but not beyond the net carrying value that the asset would have had, had it not been written down. The reversal is recognized in the income statement.

Equity investments

Associated companies

Associated companies are companies over which the Company exercises a significant influence, but not control. As a rule, an equity interest corresponding to an interest equal to 20% to 50% of the voting rights indicates a significant influence.

Post-employment Employee Benefits

Payments due under defined-contribution plans are charged to the income statement in the period during which they are due.

In the case of defined-benefit plans (which include the employee severance benefit plans of Italian Group companies), the cost of benefits provided is determined in accordance with the projected unit credit method by making actuarial valuations at the end of each year. The new standard re-organizes the information disclosures which must be provided in relation to benefits granted to employees and introduces the obligation to book actuarial gains and losses in the comprehensive income statement, thereby eliminating the possibility of adopting the corridor method. Actuarial gains and losses booked in the comprehensive income statement are not subsequently booked within the income statement. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

4. ACCOUNTING POLICIES (CONTINUED)

Provisions

Provisions are recognized for losses or liabilities the existence of which is certain or probable, but the amount or date of occurrence of which cannot be determined at year-end. Provisions reflect the management's best estimates on the basis of the information available to them.

Provisions are recognized in the financial statements for statutory or contingent obligations (contractual or of a different nature) that arise from a past event and it is likely that the Group will be required to fulfil that obligation. These provisions are established based on management's best estimate of the costs needed to fulfil the obligations on the reporting date. They are discounted, when the discounting effect is material.

Basic and diluted earnings per share (EPS)

Accounting standard IAS 33 — Earnings per Share regulates the calculation and disclosure of information to be provided to users of financial statements regarding basic and diluted earnings per share. The classes of financial instruments identified by the standard that have to be considered when calculating the aforesaid indicators are options, warrants, instruments convertible to shares (e.g. convertible bonds) and similar.

Basic earnings per share are calculated based on earnings for the year attributable to shareholders of the Company divided by the weighted average number of ordinary shares in issue during the financial year.

Diluted earnings per share are calculated based on diluted earnings for the year attributable to shareholders of the Company, divided by the weighted average number of ordinary shares in issue during the financial year amended by the number of potentially dilutive ordinary shares.

The Company has no potentially dilutive financial instruments and so the two indicators are the same.

Use of estimates and assumptions

The preparation of financial statements and the accompanying notes in accordance with the IFRS requires management to formulate estimates and assumptions that have an impact on the revenue, costs, assets and liabilities listed on the statement of financial position and on disclosures about contingent assets and liabilities at the reporting date, including climate changes as described above. The estimates are based on evaluations and prior experience, as well as on assumptions made from time by time assessed based on the specific circumstances. Actual results may therefore differ from these estimates. Estimates and assumptions are reviewed periodically and the effects of any changes are reflected immediately on the income statement. Set out below are the main balance sheet items affected by the use of accounting estimates and the circumstances involving an element of judgment by management.

4. ACCOUNTING POLICIES (CONTINUED)

Use of estimates and assumptions (Continued)

Impairment of non-financial assets

An impairment loss occurs when the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, which is the greater of its fair value less costs to sell and its value in use. The carrying amount of non-current assets is assessed periodically whenever circumstances or events require a more frequent assessment. Goodwill and trademarks are assessed at least annually; these recoverability assessments are carried out in accordance with the criteria specified in IAS 36 and described in more detail in Note 32. The recoverable value of a non-current asset is based on estimates and assumptions used to determine expected future cash flows and the discounting rate applied.

Deferred tax assets

Deferred tax assets were recognized, consistently with IAS 12 requirements, only to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized. The Group has certain deferred tax assets from tax losses and not deducted interest expenses carryforward ("**DTAs**") that, in accordance with the accounting principle, have not been recognized during the Reporting Periods. The Group reassesses at each reporting date, its DTAs, both recognized and unrecognized and it recognizes a previously unrecognized DTAs to the extent that it becomes probable that sufficient taxable profit will be available to enable the asset to be recovered, based on the actual profits before tax reported in each of the years/period comprising the Reporting Periods and based on the expected continuous improvements in future trading conditions and future forecasted profits. The additional DTAs that became recognizable in the Reporting Period.

Provisions

Provisions are based on evaluations and estimates based on historic experience and assumptions that from time to time are considered reasonable and realistic based on the specific circumstances. For further details, reference should be made to Note 36.

Revenue from contracts with customers for contract assets

With reference to revenue from contracts with customers for contract assets, the risk in question regards the incorrect estimate of costs planned at the budgeting stage, relating to contracts valued based on IFRS 15, and hence incorrect revenue recognition. More specifically, application of the cost-to-cost method requires the prior estimate of costs throughout the life of individual projects and their updating at each reporting date, using at times complex assumptions, which by their very nature imply directors making judgments. Such assumptions may be influenced by multiple factors such as, for example, the time period over several years when other projects are being developed, the high level of technology, innovation and customisation of the projects, the presence of variants and price revisions and boat performance guarantees, including an estimate of contractual risks, where applicable. These facts and circumstances make it a complex task to estimate project completion costs and, as a result, to estimate the value of contract work in process at the reporting date.

4. ACCOUNTING POLICIES (CONTINUED)

Commitments

Commitments are those that may give rise to a future outflow of cash or other resources for contractual commitments for the acquisition of property, plant and equipment and intangible assets, for construct or develop investment property or for repairs, maintenance or enhancements. The total commitments the Group has made but not recognized at the reporting date (including its share of commitments made jointly with other investors with joint control of a joint venture) relating to its interests in joint ventures will be eventually disclosed.

Segment Report

For management purposes the Group has a single operating segment relevant for reporting. This segment is the design, construction and marketing of yachts and pleasure craft. Since it is the only operating segment on which the Group reports, no additional analysis of its operating segment is provided.

Geographical information — non-current assets

Since over 90% of the Group's non-current assets is located in Italy, no additional information by geographical sector is provided.

Information on main customers

No single external customer accounts for 10% or more of the Group's revenues.

Changes in accounting policies and disclosure

The accounting policies adopted in the preparation of the 2025 consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended December 31, 2024, except for the adoption of new standards effective as of January 1, 2025.

The Group has not early adopted any principles, interpretations or amendments published but not yet in force.

One amendment applies for the first time in 2025, but does not have an impact on the consolidated financial statements for the year ended December 31, 2025.

4. ACCOUNTING POLICIES (CONTINUED)

Changes in accounting policies and disclosure (Continued)

Lack of exchangeability — Amendments to IAS 21

The amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. When applying the amendments, an entity cannot restate comparative information.

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements.

IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

The standard requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and it also includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, are effective for reporting periods beginning on or after January 1, 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

4. ACCOUNTING POLICIES (CONTINUED)

IFRS 18 Presentation and Disclosure in Financial Statements (Continued)

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements. The initial expected material impacts on Group's financial statements are, as follows:

— Foreign exchange difference will be classified in the category where the related income and expense form the item giving rise to the foreign exchange difference.

— New disclosure will be added: (a) management-defined performance measures; (b) specified expense by nature if expenses are presented by function in the operating category of the statement of profit or loss; and (c) a reconciliation for each line item in the statement of profit or loss between the restated amounts presented applying IFRS 18 and the amounts previously presented applying IAS 1.

— Interest received and interest paid will be classified in the investing activities and financing activities, respectively, on the statement of cash flows.

5. ACCOUNTING STATEMENTS

The consolidated Income Statement is presented in a layout that shows a breakdown of costs by type.

As required by the revised version of IAS 1, the financial statements include a Comprehensive Income Statement, which reflects certain gains and losses previously recognized directly in equity reserves (e.g., gains or losses from changes in the reserve for the translation of the financial statements of foreign subsidiaries and actuarial results arising from the valuation of employee benefits).

The consolidated Statement of Financial Position is presented in a format that provides a breakdown between current and non-current assets and liabilities. An asset or a liability is classified as current when it meets one of the following requirements:

— there is an expectation that it will be realized/settled or will be sold or used during the Group's regular operating cycle;

— it is owned primarily for trading purposes; or

— the Group expects to sell it/settle it within 12 months of the closing date of the financial statements.

If all of these three conditions cannot be met, an asset or liability is classified as non-current.

The consolidated Cash Flow Statement was prepared in accordance with the indirect method, which requires that the profit before taxes be adjusted to eliminate the impact of non-cash transactions, deferrals or provisioning of previous or future operational collections and payments and revenues or costs related to cash flows stemming from investing or financing activities. Income and expenses from long-term financing transactions, with related hedging instruments, and dividends paid are included among financing activities.

The consolidated Statement of Changes in Equity shows how the components of the Group's equity changed in the course of the year.

6. FINANCIAL RISK MANAGEMENT

The following qualitative information, which is being offered to provide a better understanding of the impact of financial instruments on the Group's statement of financial position, income statement and Cash Flow Statement, is also designed to explain more clearly the Group's exposure to the different types of risks associated with financial instruments and the corresponding management policies, as required by IFRS 7.

The table below lists the assets and liabilities by category of measurement.

Financial assets

	December 31, 2025	December 31, 2024
Total financial assets at fair value	**—**	—
Debt instruments at amortized cost		
Trade receivables	**37,772**	36,437
Financial assets included in other receivables	**10,635**	6,785
Other current assets	**3,945**	603
Other non-current assets	**2,789**	3,246
Total financial assets*	**55,142**	47,071

* Financial assets, other than cash and short-term deposits

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial assets (Continued)

Starting from the year 2022, the Company began to sign time deposit accounts agreements with primary banks, in order to benefit of increasing interest rates, with maturities ranging from one week to six months.

No time deposit contracts are in place on December 31, 2025.

The details of contracts in place on December 31, 2024 were as follow:

Fixed Interest Period	Bank	Currency	Amount	Rate %	Expire Date
One week	Credit Agricole CIB Sa	Eur	10,000	2.97%	02/01/2025
Two weeks	China Construction Bank (Europe) S.A.	Eur	10,000	2.86%	07/01/2025
Interest			15		
"Time deposit accounts" under "Cash and Cash Equivalents"			20,015		

The credit risk related to liquid assets is very limited because the counterparties are major national and international banking institutions; the currency of the cash and cash equivalents were mainly denominated in Euro.

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial liabilities

	December 31, 2025	December 31, 2024
Interest-bearing loans and borrowings		
Bank and other borrowings	**24,911**	3,592
Lease liabilities	**28,290**	26,577
Minority Shareholder Loan	**—**	500
Other	**20**	—
Total Interest-bearing loans and borrowings	**53,221**	30,669
Other financial liabilities		
Derivatives not designated as hedging instruments		
Derivatives designated as hedging instruments		
Financial liabilities at fair value through profit or loss		
Liability arising on business combination	**579**	2,299
Total financial instruments at fair value	**579**	2,299
Other financial liabilities at amortized cost, other than interest-bearing loans and borrowings		
Trade and other payables	**435,033**	430,608
Total other financial liabilities	**488,833**	463,576

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair Value Measurement

The carrying amounts and fair values of Group's financial instruments, other than those whose carrying amounts are a reasonable approximation of the fair value, are as follows:

	December 31, 2025		December 31, 2024	
	Carrying amount	**Fair value**	Carrying amount	Fair value
Bank and other borrowings	**24,911**	**24,911**	3,592	3,592
Lease liabilities	**28,290**	**28,290**	26,577	26,577
Minority Shareholder Loan	**20**	**20**	500	500
Other	**579**	**579**	—	—
Liability arising on business combination	**—**	**—**	2,299	2,299
Total	**53,800**	**53,800**	32,968	32,968

The management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables, other current assets and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments, therefore they are not detailed in the above and following tables.

The fair values of financial assets and liabilities are included in the amount for which an instrument could be exchanged in a current transaction between consenting parties other than a forced or liquidation sale.

The fair values of the non-current part of bank and other borrowings have been calculated by discounting expected future cash flows using the rates currently available for instruments with similar terms, credit risk and maturities.

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair Value Measurement (Continued)

IFRS 7 requires that the financial instruments recognized at fair value on the Consolidated statement of financial position be classified based on a hierarchical ranking that reflects the reliability of the inputs used to measure fair value. The following levels are used:

— Level 1 — prices quoted in an active market for the assets or liabilities that are being measured;

— Level 2 — inputs other than the quoted prices of Level 1 but which are directly (prices) or indirectly (derived from prices) observable in the market;

— Level 3 — inputs that are not based on observable market data.

The table below lists assets and liabilities for which fair values are disclosed:

	December 31, 2025				December 31, 2024			
Financial statement line item	**Level 1**	**Level 2**	**Level 3**	**Total**	Level 1	Level 2	Level 3	Total
Bank and other borrowings	**—**	**24,911**	**—**	**24,911**	—	3,592	—	3,592
Lease liabilities	**—**	**28,290**	**—**	**28,290**	—	26,577	—	26,577
Minority Shareholders' Loan	**—**	**—**	**—**	**—**	—	500	—	500
Other	**—**	**20**	**—**	**20**	—	—	—	—
Liability arising on business combination	**—**	**—**	**579**	**579**	—	—	2,299	2,299

The liability arising on business combinations under Level 3 for €2,299 thousand for the year ended December 31, 2024, refers to the value of the put and call options for the acquisition of the non-controlling interest of Fratelli Canalicchio S.p.A. and Il Massello S.r.l. exercisable from September 2027 to September 2028. The put and call option related to Il Massello S.r.l. has ceased due to the anticipated acquisition of the non-controlling interest for the 15% of the share capital occurred on April 15, 2025, so for the year ended December 31, 2025 the liability arising on business combination under Level 3 for €579 thousand refers only to the value of the put and call options for the acquisition of the non-controlling interest of Fratelli Canalicchio S.p.A..

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair Value Measurement (Continued)

	Liability arising on business combination non-Current — Level 3
At December 31, 2024 and January 1, 2025	
Liability arising on business combination for Fratelli Canalicchio S.p.A.	483
Liability arising on business combination for Il Massello	1,816
At December 31, 2024	2,299
Cancellation of liability arising on business combination for Il Massello S.r.l.	(1,816)
Changes not measured at fair value through profit or loss	**96**
At December 31, 2025	**579**

The financial debt has been calculated on the basis of the agreements with non-controlling interests that links the price of exercise of this put/call option to the financial performance of the subsidiaries and the Net Present Value has been discounted using the rate of 9.5%.

The increase from December 31, 2025 to December 31, 2024 (Euro 96 thousand), is due to the shortening of the remaining period before the exercise of the options.

The following table presents a sensitivity analysis of the Bank and other borrowings non-current — Level 3, keeping all other variables constant.

(in thousand Euro)	At December 31, 2025 Liability arising on business combination non-current — Level 3
Change % interest rate	
-0.5%	**155**
+0.5%	**(155)**

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity Risk

The liquidity risk is the risk that an entity may find it difficult to perform obligations arising from financial and trade liabilities in accordance with stipulated terms and due dates.

The Group continuously monitors the cash flow through the planning of the expected cash flows and the necessary financing sources on a weekly basis, over a monthly horizon, taking also into account the seasonality of the Group's business.

In most of the transactions, the sales policies adopted by the Group continue to call for payment of any contractually owed balances when the boat is delivered and the collection of security deposits and advances in accordance with contractually established schedules, particularly in accordance with the size of the boat.

The table below, which provides a quantitative analysis of the liquidity risk, shows a breakdown of future financial flows based on the financial liabilities outstanding at December 31, 2025 and at the end of the previous fiscal year, with a breakdown of the Group's financial payables by contractually stipulated due dates:

	Balance at December 31, 2025	Future financial flows					Total Financial Flows
		Less than 3 months	4 to 9 months	10 to 12 months	1 to 5 years	More than 5 years	
Bank and other borrowings (excluding lease liabilities)	(24,911)	(23,468)	(200)	(100)	(622)	(880)	(25,270)
Minority Shareholders' Loan	—	—		—			—
Other	(20)	—		(20)		—	(20)
Liability arising on business combination	(579)	—		—	(579)	—	(579)
Lease liabilities	(28,290)	(2,966)	(5,852)	(2,862)	(17,456)	(2,217)	(31,353)
Trade and other payables	(435,033)	(354,026)	(79,425)	(1,582)			(435,033)
Total	(488,833)	(380,460)	(85,477)	(4,564)	(18,658)	(3,097)	(492,255)

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity Risk (Continued)

	Balance at December 31, 2024	Future financial flows Less than 3 months	4 to 9 months	10 to 12 months	1 to 5 years	More than 5 years	Total Financial Flows
Bank and other borrowings (excluding lease liabilities)	(3,592)	(1,622)	(290)	(145)	(844)	(1,071)	(3,973)
Minority Shareholders' Loan	(500)	—	—	(500)	—	—	(500)
Other	—	—	—	—	—	—	—
Liability arising on business combination	(2,299)	—	—	—	(2,299)	—	(2,299)
Lease liabilities	(26,577)	(2,455)	(4,840)	(2,362)	(16,767)	(3,333)	(29,757)
Trade and other payables	(430,608)	(327,715)	(101,349)	(1,537)	—	—	(430,602)
Total	(463,576)	(331,793)	(106,480)	(4,544)	(19,911)	(4,404)	(467,131)

The tables above analyze the maximum risk entailed by the financial liabilities (including trade payables). All flows shown are nominal undiscounted future flows, determined based on the remaining contractual due dates with regard both to principal and interest.

Guarantees on loans, consisting of mortgages, are described in Note 51. They are permitted guarantees on the basis of the Facility Agreement not in use as at the Reporting date, as described in Note 35.

There are no financing agreements with suppliers included in Trade and other payables.

Market and Interest Rate Risk

This is the risk that the fair value and future financial flows of a financial instrument may fluctuate due to changes in market prices. The market risk includes the following subcategories:

— Currency risk (the risk that the value of financial instruments may fluctuate due to changes in foreign exchange rates);

— Interest rate risk (the risk that the value of financial instruments may fluctuate due to changes in market interest rates);

— Price risk (the risk that the value of financial instruments may fluctuate due to changes in market prices).

The risk more specifically related to the Group's business is the risk of fluctuations in exchange rates. This risk relates to the possibility of changes in the Euro amount corresponding to the net foreign currency exposure for invoices issued, outstanding orders and, marginally, invoices payable and cash balances in foreign currency accounts.

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Market and Interest Rate Risk (Continued)

The Group is primarily exposed to the exchange rate risk in relation to the US Dollar as a result of the sales made by the subsidiary Ferretti Group of America Llc.

During 2025 and 2024 no cash flow hedging was done in view of the exchange rate trend. In any case, as of December 31, 2025 and 2024, there were no currency forwards in place.

The following table presents a sensitivity analysis, at the end of each of the financial years, of the Group's profit before tax and equity (excluding losses carried forward) to a reasonably possible change in the exchange rate with the US dollar, keeping all other variables constant.

(in thousand Euro)	**At December 31, 2025**		At December 31, 2024	
Change % EUR/USD exchange rate	**+/- Profit before tax**	**+/- Equity**	+/- Profit before tax	+/- Equity
-5%	**1,359**	**13,581**	2,713	15,526
+ 5%	**(1,230)**	**(12,288)**	(2,455)	(14,047)

The interest risk is the risk that the value of future financial flows could fluctuate due to changes in market interest rates.

The following is a sensitivity analysis determined on the basis of the exposure as at the reporting dates December 31, 2025 and December 31, 2024 of the Group's financial debt (assuming that Euribor is above zero, considering the zero-floor condition generally applied to the Group's main borrowings).

(in thousand Euro)

Change in 6M Euribor		**At December 31, 2025**		At December 31, 2024	
(+)	(-)	**(+)**	**(-)**	(+)	(-)
+50 BP	-50 BP	**155**	**(155)**	151	(151)
+100 BP	-100 BP	**310**	**(310)**	301	(301)
+200 BP	-200 BP	**620**	**(620)**	603	(603)
+300 BP	-300 BP	**930**	**(930)**	904	(904)

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit Risk

The credit risk is the risk of potential losses due to the inability of counterparties to fulfill commercial or financial obligations. This risk can arise when a counterparty defaults for technical/commercial reasons (disputes about the nature/quality of a product, interpretation of contract clauses, etc.) or when one party causes the other party to incur a loss by failing to comply with an obligation.

In light of the type of customers targeted by the Group's products and services and the commercial policies it has adopted — which envisage, in most of transactions, that the balance of the contract amount, net of advances collected, is paid before or concurrently with the delivery of the boat — the Group believes that its credit risk is not material. The payment of advances is associated with both the defined contractual due dates and the achievement of production milestones.

At the procedural level, in the limited number of cases in which the sales policies mentioned above are not applicable, the Group's receivables and the accrued advances to be paid are monitored periodically to verify compliance with contractual payment terms.

The table below reports residual amounts — i.e., already net of any write-downs — which even if expired at the reporting date (December 31, 2025) are considered fully recoverable:

	Balance as at December 31, 2025		Past due			
		Not due	30 days	30–60 days	60–90 days	Beyond 90 days
Cash and cash equivalents	159,920	159,920	—	—	—	—
Trade receivables*	37,772	29,437	873	541	1,189	5,733
Other current assets	3,945	3,945	—	—	—	—
Financial assets included in other receivables	10,635	10,635	—	—	—	—
Financial assets included in other non-current assets	2,789	2,789	—	—	—	—
Total at December 31, 2025	215,062	206,726	873	541	1,189	5,733

(*) Net of the allowance for doubtful accounts of €4,175 thousand.

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit Risk (Continued)

	Balance as at December 31, 2024	Not due	Past due 30 days	30–60 days	60–90 days	Beyond 90 days
Cash and cash equivalents	155,744	155,744	—	—	—	—
Trade receivables*	36,437	18,347	3,155	4,078	465	10,391
Other current assets	603	603	—	—	—	—
Financial assets included in other receivables	6,785	6,785	—	—	—	—
Financial assets included in other non-current assets	3,246	3,246	—	—	—	—
Total at December 31, 2024	202,815	184,726	3,155	4,078	465	10,391

(*) Net of the allowance for doubtful accounts of €3,725 thousand.

The table below reports the amount of trade receivables — i.e., already net of any write-downs — which even if expired at the reporting date (December 31, 2025) are considered fully recoverable. The ageing analysis is presented on the basis of the collection due date of the relevant invoices and categorised into time bands based on analysis used by the management to monitor the Group's cash flow.

	Balance at December 31, 2025	**Not due**	**Past due 30 days**	**30–60 days**	**60–90 days**	**Beyond 90 days**
%	**10%**	**0%**	**0%**	**41%**	**1%**	**40%**
Trade receivables	**41,947**	**29,437**	**873**	**916**	**1,205**	**9,517**
Provision for doubtful accounts	**4,175**	**0**	**0**	**375**	**16**	**3,784**
Total at December 31, 2025	**37,772**	**29,437**	**873**	**541**	**1,189**	**5,733**

	Balance at December 31, 2024	Not due	Past due 30 days	30–60 days	60–90 days	Beyond 90 days
%	9%	0%	0%	0%	45%	24%
Trade receivables	40,162	18,347	3,162	4,078	841	13,732
Provision for doubtful accounts	3,725	0	7	1	376	3,341
Total at December 31, 2024	36,437	18,347	3,155	4,078	465	10,391

6. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit Risk (Continued)

The table below reports an analysis of the future financial flows of the trade payables outstanding as at December 31, 2025. The ageing analysis is presented on the basis of the payment terms of the purchasing invoices and categorised into time-bands based on analysis used by the management to monitor the cash flow forecast.

		Future financial flows					
	Balance at December 31, 2025	Less than 3 months	4 to 9 months	10 to 12 months	1 to 5 years	More than 5 years	Total
Trade payables	431,372	350,365	79,425	1,582	—	—	431,372

CAPITAL MANAGEMENT

The goals of managing the Group's capital are safeguarding continuing operation and improving financial performance, as indicated by profit before tax, financial charges (Notes 20–22), depreciation and amortization (Note 19), of €201,539 thousand for the year ended December 31, 2025 (2024: €189,891 thousand), in addition to maintenance of sound capital ratios in support of its business and maximizing value for shareholders.

The Group manages its financial structure and adjusts it in response to changes in economic conditions and the risk characteristics of the underlying assets.

The Group is not subject to externally imposed capital requirements.

No changes were made to capital management objectives, policies or processes during the current or previous years.

NOTES TO THE MAIN COMPONENTS OF THE INCOME STATEMENT

The following notes provide a review of the individual components of the income statement for the fiscal year ended December 31, 2025, compared with those in the income statement for the fiscal year ended December 31, 2024.

7. NET REVENUE

The following table provides the breakdown of the item net revenue for the year ended December 31, 2025, compared with the same item for the year ended December 31, 2024:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Total Revenue from contracts with customers	**1,346,590**	1,301,623
Commissions and other costs related to revenue	**(66,034)**	(61,276)
Total Net Revenue	**1,280,556**	1,240,346

The table below shows the breakdown of net revenue by production type[14]:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Composite yachts	**485,789**	548,103
Made-to-measure yachts	**494,631**	417,815
Super yachts	**190,304**	148,646
Other businesses	**60,991**	58,785
Total Net Revenue without Pre-owned	**1,231,714**	1,173,349
Pre-Owned	**48,842**	66,997
Total Net Revenue	**1,280,556**	1,240,346

[14] The Ferretti Yacht 940 model that was originally under the composite yachts segment had been reclassified under the made-to-measure yachts segment in the year 2025 and 2024.

7. NET REVENUE (CONTINUED)

Revenue arising from other businesses is broken down below.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Boat brokerage	**8,948**	9,658
Sales and provision of carpentry products and services and kinematics and steel	**20,741**	19,531
FSD	**5,143**	4,809
Provision of services and sales of replacement parts, merchandise and other goods	**19,939**	16,583
Wally sailboats	**6,220**	8,204
Total Other businesses	**60,991**	58,785

In accordance with IFRS 15, the Group identified the revenue streams, including the main ones:

— Sale of yachts to order;

— Sale of used boats.

Regarding the sale of yachts to order (sale of composite yachts, made-to-measure yachts and super yachts), the Group considers that the only performance obligation contained in the sales contracts is the building of the vessel, with no significant accessory services or further activities.

This performance obligation is satisfied over time of construction of boats. The payment terms are agreed with the customers on a case by case basis to match cash requirements for the production. Advance payments are agreed with each customer on the basis of the time needed to construct the boats and are paid before the completion of the construction. These contracts do not include obligations for returns, refunds and other similar obligations, however the vessels are covered by a warranty which is included in a range between 12 and 24 months.

"Commissions and other costs related to revenue" mainly represents the costs incurred by the Group for the intermediation activities carried out by the dealers and brokers.

"Boat brokerage" refer to the activity related to yacht brokerage and yacht charters performed by the U.S. subsidiary Allied Marine.

"Sales and provision of carpentry products and services and kinematics and steel" relates mainly to subsidiaries Zago S.p.A. and Fratelli Canalicchio S.p.A., concerning assembly works and wooden furnishings for yachts of over 100 feet produced by third-party sites and cruise ships and automatic kinetic systems for yachts.

7. NET REVENUE (CONTINUED)

"Provision of services and sales of replacement parts, merchandise and other goods" partly refers to the refit activity that the Group carried out, and partly regard the sale of replacement parts and other assistance services rendered in Italy and worldwide on boats previously sold. In addition, in 2025 as well the Group continued to sell Riva brand luxury accessories, as part of the Riva Brand Experience project.

The breakdown of net revenue by geographical area was as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Europe	**540,462**	593,477
Mea	**372,274**	269,326
Apac	**20,641**	39,571
America	**298,337**	270,975
Total Net Revenue without Pre-owned	**1,231,714**	1,173,349
Pre-Owned	**48,842**	66,997
Total Net Revenue	**1,280,556**	1,240,346

In accordance with IFRS 15, net revenue are shown below with a breakdown into obligations fulfilled at a point in time and those that are fulfilled over time.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
At a point in time	**98,966**	110,353
Over time	**1,181,590**	1,129,994
Total net Revenue	**1,280,556**	1,240,346

The table below shows the amount of revenue from recognized contract liabilities which had been included among contract liabilities at the beginning of the year:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Revenue from contract liabilities	**147,886**	185,101

7. NET REVENUE (CONTINUED)

The following table shows the amount of transaction price for existing contracts outstanding at December 31, 2025 which will be converted into revenue from contracts with customers within one year or after one year.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Within one year	**613,400**	533,986
After one year	**215,206**	366,018
	828,606	900,003

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognized as revenue after one year relate to sale of new boats, of which the performance obligation is to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognized as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained, that is included in contract liabilities. Transactions for contracts outstanding at the end of the previous year amounted to €533,986 thousand and which were expected to be converted into revenues within one year were substantially realized during the current year.

8. CHANGE IN INVENTORIES OF WORK-IN-PROCESS, SEMI-FINISHED AND FINISHED GOODS

The change in inventories of work-in-process, semi-finished and finished goods refers to inventories of boats not covered by orders.

9. COST CAPITALIZED

This item, amounting to €42,974 thousand, consists mainly of costs incurred for labor, materials and manufacturing overhead that were capitalized under the item "Models and moulds". These costs were incurred primarily for the internal production of models and moulds used to build fiberglass-reinforced plastic forms which constitute the hull and other structural elements of the boats classified in this item as per industry practice.

10. OTHER INCOME

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Income from relationship with suppliers	**15,157**	15,684
Damage settlements	**4,613**	2,510
Rebilling of miscellaneous costs to customers and dealers	**1,607**	1,341
Rental income	**464**	870
Gains on sales of assets	**60**	6,361
Other	**6,010**	4,157
Total Other income	**27,910**	30,923

The item "Income from relationship with suppliers" mainly regards (i) invoices to suppliers due to noncompliance of materials received; (ii) proceeds from sundry activities not directly connected with shipbuilding such as income from promotional, marketing and co-branding agreements entered into with other internationally-renowned firms; (iii) Cost over-accruals, mainly referred to differences on cost forecasts recorded in the previous years for the supplies of services and raw materials, whose final account proved to be lower; and (iv) the contributions received from suppliers which co-operate with the Group.

The item "Damage settlements" refers primarily to the insurance income related to damages occurred to some moulds during a fire in the warehouse of a supplier for €3,043 thousand, for €777 thousand to some insurance claims related to bad weather damages due to rain and hail, for €256 for a reimbursement received by a supplier.

11. RAW MATERIALS AND CONSUMABLES USED

This item primarily reflects purchases of raw and ancillary materials and the change for the year in the corresponding inventories.

12. CONTRACTORS COSTS

This item consists mainly of the costs incurred to outsource certain phases of the production process. This is because the boat building process can include the use of external companies as contractors for the construction and assembly of onboard equipment installed in Group boats.

13. COSTS FOR TRADE SHOWS, EVENTS AND ADVERTISING

The main components of this item are advertising and promotional expenses and expenses incurred to attend industry trade shows. This item also includes costs of communication and image consulting.

14. OTHER SERVICE COSTS

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Transportation and customs clearing costs	**29,746**	27,891
Technical consulting	**13,247**	13,838
Insurance	**9,131**	8,213
Utilities	**8,403**	7,610
Tax, legal and administrative consulting services	**7,858**	10,027
Maintenance	**6,264**	6,012
Fees paid to members of corporate governance bodies	**5,831**	5,224
Entertainment expenses	**5,621**	5,534
Travel and per diem expenses	**5,308**	6,336
Recruiting and training costs	**3,362**	3,332
Other	**26,687**	25,397
Total other service costs	**121,457**	119,415

The item "Technical consulting" amounting to €13,247 thousand refers to consultancy on production issues and services rendered by engineering firms and designers with regard to the design of boats and new models of vessels, interiors and other studies and research bearing on the shipbuilding process. It also includes the costs of certifications or services from other entities of a technical nature.

The item "Tax, legal and administrative consulting services" mainly included €2,601 thousand for legal advice and notaries' fees and €2,820 thousand relating to administrative consulting, including accounts auditing, and tax assistance. Moreover, €706 thousand referred to IT consulting.

During the Reporting Period, "Fees paid to members of corporate governance bodies" included €5,526 thousand for fixed and variable compensation, benefits and social security contributions paid to Directors, as well as €181 thousand in fees paid to Statutory Auditors and €124 thousand for the Supervisory Body.

With regard to the Note "Fees paid to Directors, Statutory Auditors, members of the Supervisory Body and Independent Auditors", please see the schedule relating to the fees received by the Group's corporate bodies.

The item "Recruiting and training costs" mainly refers to the costs incurred by Group companies for the company canteen and meal vouchers (as provided for contractually), as well as remuneration for project workers and the costs of training.

The item "Other" consists mainly of costs incurred for services of various types, such as outsourced services for approximately €11 million, services related to brokerage activities for €5.4 million, security services for €1,3 million, janitorial services for €4.8 million, industrial reclamation and discharges for €2 million.

15. RENTALS AND LEASES

The Group recognized the right-of-use assets and the lease liabilities, excluding short-term leases and leases related to low-value assets. The right-of-use assets of most lease contracts were recognized based on the carrying amount, discounted using the incremental borrowing rate. For some lease contracts, the right-of-use assets were recognized based to the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease previously recognized. Lease liabilities were recognized at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of first time application.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Short-term rentals and leases	**4,987**	3,807
Rentals and leases for low-value assets	**3,135**	3,340
Royalties	**4,851**	5,122
Total rentals and leases	**12,973**	12,269

16. PERSONNEL COSTS

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Wages and salaries	**103,794**	104,382
Social security contributions	**34,651**	33,906
Non-current employee benefits and other provisions	**6,865**	6,656
Total personnel costs	**145,310**	144,944

The five highest-paid employees during the year ended December 31, 2025 and 2024 include a director, whose details are given in Note 49, and four employees, who are not directors and whose personnel costs are as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Wages and salaries	**6,192**	5,361
Social security contributions	**368**	278
Non-current employee benefits and other provisions	**68**	79
Total personnel costs	**6,628**	5,718

16. PERSONNEL COSTS (CONTINUED)

The number of highest-paid non-Director employees whose remuneration fell into the following ranges were as follows (for 2023 it was included in the special cash bonus paid under the Management Incentive Plan):

	December 31, 2025	December 31, 2024
HK$3,500,001–HK$4,000,000	**1**	2
HK$4,500,001–HK$5,000,000	**2**	1
HK$5,500,001–HK$15,500,000	**1**	1
Total number of employees	**4**	4

17. OTHER OPERATING EXPENSES

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Taxes and fees other than income taxes	**2,030**	1,830
Cost under-accruals	**1,657**	504
Settlement agreements and damages compensations	**1,383**	6,130
Memberships in trade associations	**1,004**	1,036
Re-billable costs	**584**	1,665
Advertising and promotional material	**471**	625
Charity	**334**	147
Losses on receivables	**294**	0
Losses on asset sales	**205**	6
Reward vouchers and other benefits for employees	**72**	65
Sundry operating costs	**1,057**	756
Total other operating expenses	**9,091**	12,763

The item "Taxes and fees other than income taxes" includes the cost of IMU (municipal property tax), stamp duty, Tari (waste tax) and other minor taxes.

The item "Cost under-accruals" refers mainly to the higher costs incurred during the financial year in excess of the provisions recognized in the financial year ended December 31, 2024 for supplies pertaining to the previous years.

The item "Settlement agreements and damages compensations" relates to some agreements entered into in the course of the year ended December 31, 2025 with customers and the costs resulting from a litigation related to a dismissed business.

The item "Sundry operating costs" includes mainly gifts, fines, stamp duties, etc.

18. PROVISIONS AND IMPAIRMENT

This item is shown net of utilizations and releases to income made for the year ended December 31, 2025 and 2024.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Allocations to the provision for product warranties	**12,116**	19,377
Provision for miscellaneous risks, net	**(2,302)**	(3,660)
Allocations to the provision for doubtful accounts	**606**	660
Total provisions and impairment	**10,419**	16,377

19. DEPRECIATION AND AMORTIZATION

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Depreciation of property, plant and machinery	**52,052**	49,966
Depreciation of rights-of-use assets	**11,160**	11,362
Amortisation of intangible assets	**8,550**	5,122
Total depreciation and amortisation	**71,762**	66,451

Reference should be made to the tables on property, plant, equipment and intangible assets for additional details.

20. FINANCIAL INCOME

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Interest income from banks	**1,366**	5,408
Interest and other financial income	**312**	605
Total financial income	**1,678**	6,013

21. FINANCIAL EXPENSES

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Interests paid to banks and other loans	**1,473**	1,236
Interest on lease liabilities	**734**	579
Interest on provision for severance benefits and pensions	**201**	201
Other financial expenses	**1,014**	1,305
Total financial expenses	**3,423**	3,321

22. FOREIGN EXCHANGE GAINS/(LOSSES)

As at December 31, 2025, the Group does not have exchange rate risk hedging contracts in force; as a result, creditor and debtor balances denominated in foreign currency are subject to changes on the basis of the exchange rates in force at December 31, 2025.

23. INCOME TAX

As shown in the table that follows, the "income tax" amount for the year ended December 31, 2025 was tax expenses of €38,630 thousand, as detailed below:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Corporate income tax (IRES)	**(15,333)**	(7,157)
Regional tax (IRAP)	**(5,712)**	(5,301)
Federal taxes and other foreign taxes	**(644)**	(457)
Total current taxes	**(21,690)**	(12,916)
R&D tax credit	**0**	636
Prior-year taxes	**(998)**	(2)
Deferred taxes	**(15,942)**	(25,935)
Total income tax	**(38,630)**	(38,217)

23. INCOME TAX (CONTINUED)

The IRES *(Imposta sul reddito delle società)* taxable base of Ferretti S.p.A. and the subsidiary Zago S.p.A. calculated within the framework of national tax consolidation, was positive and therefore, a provision was made for this tax based on the 24% rate currently in force in Italy. The slightly increase is attributable to the higher taxable income for the year.

Also, the IRAP *(Imposta regionale sulle attività produttive)* taxable base of Ferretti S.p.A. was positive, and therefore a provision was made for this tax based on the rate in force in the regions in which the value of production is calculated.

For companies based in the United States, federal and state taxes of €639 thousand are due, as a result of the taxable income during the period.

The amount of the deferred taxes is mainly attributable to the use of losses carryforward for the amount of €11,473 thousand (Note 34).

The following table provides a reconciliation between the nominal and effective tax rate of the Group for the fiscal year ended December 31, 2025 and 2024:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Theoretical taxable base*	**128,733**	126,377
IRES 24%	**(30,896)**	(30,330)
IRAP 3.90%	**(5,021)**	(4,929)
Total theoretical tax	**(35,917)**	(35,259)
Recognition of R&D receivable	**—**	636
Undeductible costs	**(1,991)**	(1,210)
Other differences	**(722)**	(2,383)
Effective tax recognised in the income statement	**(38,630)**	(38,217)

(*) Figure referred to the profit before tax.

23. INCOME TAX (CONTINUED)

The Group has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the Group neither recognizes nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

On December 28th, 2023, the government of Italy enacted the Pillar Two income taxes legislation effective from January 1st, 2024 (see Legislative Decree no. 209/2023 and the subsequent Ministerial Decrees, hereinafter "**the Italian Pillar Two rules**").

According to the Pillar Two model rules published by the OECD, Shandong Heavy Industry Group ("**SHIG**") — located in China for tax purposes — would qualify as Ultimate Parent Entity ("**UPE**") as it consolidates all its subsidiaries on a line-by-line basis. As a consequence, the Pillar Two perimeter would be identified with all the entities that are included on a line-by-line method in the Consolidated Financial Statements of SHIG, including Ferretti S.p.A. and its subsidiaries ("**Ferretti sub-group**"). Even if China has not yet implemented the Pillar Two discipline, SHIG, as the UPE, will be in charge of the calculation of the jurisdictional effective tax rate according to the Pillar Two Rules as it may be the data owner for the whole Group with reference to Transitional CbCR Safe Harbours ("**TSH**") and jurisdictional ETR calculations.

According to the Italian Pillar Two rules, Ferretti S.p.A. qualifies as the partially-owned parent entity ("**POPE**") for Pillar Two purposes, as (i) it owns profit rights in other entities that are included in the Consolidated Financial Statements of SHIG and (ii) more than 20% of its profit rights are held by entities that are not included in this consolidation perimeter.

Under the Italian Pillar Two rules, since Ferretti S.p.A. is a POPE not fully owned by another POPE and that is located in a jurisdiction that has implemented the Pillar Two legislation, it is required to pay, in Italy, the top-up tax (if any) up to their allocable share in its subsidiaries which are located in low-taxed jurisdictions (i.e., that are taxed at an effective tax rate determined in accordance to the Italian Pillar Two rules of less than 15%).

23. INCOME TAX (CONTINUED)

SHIG has performed an assessment of the TSH on the basis of the OECD rules on "*Safe Harbour and Penalty Relief*" issued on December 20, 2022 (and the subsequent Administrative Guidances), which are intended as "qualifying international agreement on safe harbours" for the purposes of the EU Directive n. 2523/2022 (art. 32) and the Italian Pillar Two rules. This assessment is based on the group's accounting data for the fiscal year 2025 as reported from the Group entities in the consolidation process, before making any adjustments that would eliminate income or expense attributable to intra-group transactions.

Based on FY 2025 financial data, no significant impact in terms of potential top up tax the Income Inclusion Rule ("**IIR**") is expected for the Ferretti sub-group. Furthermore, as from January 1, 2025, following the entry into force of the so-called "domestic minimum top-up tax" pursuant to Article 19 of the Italian Pillar II legislation (the so-called Undertaxed Payment Rule — "**UTPR**"), Ferretti S.p.A. may be required to pay in Italy any top-up tax up to the amount of its allocable share relating to low-tax jurisdictions of the group, even in the absence of any direct or indirect participation by Ferretti S.p.A.

Based on the information provided by the UPE SHIG, no additional tax would be due in Italy under the Undertaxed Payments Rule ("**UTPR**") with reference to the 2025 financial year. In any event, pursuant to the so-called "UTPR Safe Harbour", with reference to 2025 no taxes should arise to be paid in relation to the UPE's jurisdiction.

This preliminary assessment has been performed considering a number of technical positions based on the content of the TSH rules and other guidelines currently available. In this regard, considering the lack of specific interpretations and explanations by the OECD, the EU Directive, the Italian law, such technical positions shall be confirmed once the expected clarifications will be provided at OECD, EU and domestic level.

The group is continuing to assess the impact of the Pillar Two income taxes legislation on its future financial performance.

NOTES TO THE MAIN ASSET ITEMS

The following Notes provide a breakdown of the individual components of the consolidated statement of financial position as at December 31, 2025 compared with December 31, 2024.

CURRENT ASSETS

24. CASH AND CASH EQUIVALENTS

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Bank and postal accounts	**159,905**	135,625
Checks	**—**	89
Time deposit	**—**	20,015
Cash and securities on hand	**16**	15
Total cash and cash equivalents	**159,920**	155,744

The items listed above can be converted readily into cash and are not exposed to a significant risk that their value may change. There are no obligations or restrictions on use except for time deposits accounts which do not bear interests at the agreed rate, if not maintained util the maturity date. Amounts collected and held in escrow accounts are classified as current assets, under the line item "Other current assets".

The carrying amount of "Cash and cash equivalents" is deemed to be aligned with their fair value at the reporting date.

During the year ended December 31, 2024, the Company has signed time deposit accounts agreements with five primary banks, in order to benefit of increasing interest rates, with maturities ranging from one month to six months.

The time deposits accounts with a maturity of more than three months are classified as current financial assets (see Note 29), if any. As at December 31, 2025 there weren't in place.

The credit risk related to liquid assets is very limited because the counterparties are major national and international banking institutions and the currency of the cash and cash equivalents were mainly denominated in Euro (for details see Note 6).

A detailed analysis of the changes that occurred in this item is provided in the cash flow statement.

25. TRADE AND OTHER RECEIVABLES

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Trade receivables	**37,772**	36,437
Other receivables	**30,372**	38,137
Total trade and other receivables	**68,145**	74,574

Trade receivables

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Accounts receivable from customers	**41,948**	40,162
(Less) Provision for doubtful accounts	**(4,175)**	(3,725)
Total trade receivables	**37,772**	36,437

"Accounts receivable from customers" as at December 31, 2025 relate primarily to sales and services other than boat sales, for which the balance is generally received before delivery based on the contractual terms and conditions in force. Therefore, they refer to paid after-sales services, sales of material and spare parts, merchandising and provision of joinery works. These are considered to be receivable within 12 months.

The provision for doubtful accounts, calculated by the Group in compliance with IFRS 9, changed as follows in the two years of reference:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
At beginning of year	**3,725**	3,495
Impairment losses, net	**606**	660
Amount written off as uncollectible	**(156)**	(430)
At end of year	**4,175**	3,725

25. TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables (Continued)

An impairment analysis is performed at the end of each of the reporting dates to measure expected credit losses. The provision rates are based on the aging for each specific customer. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

For an analysis of the aging of trade receivables by the due date and net of the provision for doubtful accounts, refer to Note 6, Management of financial risks.

In view of the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

Other receivables

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Other tax receivables	**5,127**	16,282
Accruals, deferrals and other receivables	**25,245**	21,855
Total other receivables	**30,372**	38,137

Other tax receivables mainly refer to VAT.

The item "Accruals, deferrals and other receivables" may be broken down as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Receivables owed by social security institutions	**352**	413
Commissions advances	**6,629**	8,025
Advances, prepayments and sundry receivables from suppliers	**11,717**	7,797
Others	**148**	114
Accruals and deferrals	**6,400**	5,506
Total accruals, deferrals and other receivables	**25,245**	21,855

25. TRADE AND OTHER RECEIVABLES (CONTINUED)

Other receivables (Continued)

"Receivables owed by social security institutions" at December 31, 2025 refer mainly to receivables from the Italian workman's compensation agency (INAIL) of €179 thousand, for advances and payments to employees, as well as, for the residual amount, advances against the Redundancy Fund paid to employees on behalf of the Italian social security administration (INPS), still to be refunded for €2 thousand.

The balance relating to "Advances, prepayments and sundry receivables from suppliers" as at December 31, 2025 mainly refers for about the advances paid to suppliers for services that have not yet been completed or work progress payments for goods not yet delivered.

As at December 31, 2025, the loss allowance of other receivables was assessed to be minimal.

26. CONTRACT ASSETS

"Contract assets" consist of the amount payable by customers arising from contracts completed at the end of this accounting period, stated net of contract liabilities.

"Contract assets" are measured over time since they meet all the requirements set out in IFRS 15 and are recognized using the input method according to the percentage completed.

The following table provides the breakdown arising from "Contract assets" as at December 31, 2025, compared to those as at December 31, 2024.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Gross value of contract assets	**899,361**	767,259
Advances collected	**(672,337)**	(570,540)
Total contract assets	**227,024**	196,719

27. INVENTORIES

(in thousands Euro)	December 31, 2025 Gross value	Allowance for write-downs	Net amount	December 31, 2024 Gross value	Allowance for write-downs	Net amount
Raw materials and components inventory	**70,008**	**(7,311)**	**62,697**	72,154	(6,952)	65,203
Work in progress and semi-finished goods	**176,714**		**176,714**	161,922		161,922
New boats	**179,947**		**179,947**	181,726	0	181,726
Used boats	**39,162**	**(16,115)**	**23,047**	45,959	(11,216)	34,744
Total inventories	**465,831**	**(23,426)**	**442,405**	461,762	(18,167)	443,594

The "Raw materials and components inventory" is adjusted by an allowance for write-downs of €7,311 thousand at December 31, 2025 (€6,952 thousand at December 31, 2024) that reflects an estimate of slow-moving and/or potentially obsolete inventory items.

The item "Work in progress and semi-finished goods" includes boats not covered by orders at the end of the year.

The item "New boats", refers to boats not covered by orders, whose production had been completed at the closing date of the financial year.

The carrying amount of the used boats was adjusted by means of an allowance for write-downs of €16,115 thousand, in order to bring the purchase cost down to its estimated realizable value.

The expected time for inventories to be recovered is as follows:

(in thousands Euro)	December 31, 2025	December 31, 2024
Within one year	**376,821**	405,525
Beyond one year	**65,584**	38,069
Total inventories	**442,405**	443,594

28. ADVANCES ON INVENTORIES

The item "Advances on inventories" refers to the advances that the Group pays to its suppliers for purchases of raw materials.

29. OTHER CURRENT ASSETS

The item "Other current assets" totaled €3,945 as at December 31, 2025 and €603 thousand as at December 31, 2024 detailed as follow:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Escrow accounts	**3,575**	234
Incidental borrowing costs	**369**	369
Total Other Current Assets	**3,945**	603

The escrow accounts for €3,575 thousand as at December 31, 2025 refers to the deposits received by the subsidiary Allied Marine Inc. for its brokerage service (€234 thousand at December 31, 2024). These funds, which are provided by customers upon the signing of an order, are held in escrow until the boat is delivered to the corresponding customer.

The "Incidentals borrowing costs" refer for €369 thousands to the committed "Revolving Credit Facility" finalized on July 26, 2024 and available until July 2029 (Note 35).

30. INCOME TAX RECOVERABLE

As at December 31, 2025, income tax recoverable includes mainly tax credits recognized under Italian incentive laws ("**Industria 4.0**" and "**Credito d'imposta Ricerca e Sviluppo e Design e Ideazione estetica 2024**") for €1,346 thousand and advances for IRES and IRAP and federal taxes for €214 thousand paid in excess of the amount due at year end by some Group subsidiaries.

NON-CURRENT ASSETS

31. PROPERTY, PLANT AND EQUIPMENT

Movements in this item in the year 2025 were as follows:

(in thousands Euro)	Land and buildings	Plant, machinery and equipment	Other property, plant and equipment	Models and moulds	Total
At January 1, 2025					
Cost	**432,913**	**95,666**	**60,562**	**364,532**	**953,671**
Accumulated depreciation	**(119,820)**	**(58,325)**	**(36,870)**	**(277,797)**	**(492,812)**
Net carrying amount	**313,093**	**37,340**	**23,691**	**86,735**	**460,860**
At January 1, 2025, net of accumulated depreciation	**313,093**	**37,340**	**23,691**	**86,735**	**460,860**
Additions — owned assets	**21,256**	**13,899**	**5,262**	**34,864**	**75,281**
Additions — right-of-use assets	**11,375**	**925**	**2,016**	**0**	**14,316**
Disposals	**(185)**	**(43)**	**(15)**	**0**	**(244)**
Disposals — right-of-use assets	**0**	**0**	**0**	**0**	**0**
Depreciation — owned assets	**(14,846)**	**(6,254)**	**(4,712)**	**(25,281)**	**(51,094)**
Depreciation — right-of-use assets	**(8,944)**	**(1,074)**	**(1,142)**	**0**	**(11,160)**
Impairment — owned assets			**(1,320)**	**(959)**	**(2,279)**
Reclassification	**2,727**	**(4,395)**	**1,610**	**0**	**(58)**
Exchange realignment	**(45)**	**(782)**	**22**	**0**	**(805)**
At December 31, 2025, net of accumulated depreciation	**324,431**	**39,616**	**25,413**	**95,360**	**484,818**
At December 31, 2025, net of Cost	**467,161**	**104,911**	**67,063**	**389,865**	**1,029,000**
Accumulated depreciation	**(142,730)**	**(65,295)**	**(41,651)**	**(294,506)**	**(544,181)**
Net carrying amount	**324,431**	**39,616**	**25,413**	**95,360**	**484,818**

As at December 31, 2025, the net carrying amounts of land and buildings, plant, machinery and equipment, and other equipment and vehicles included right-of-use assets amounting to €17,997 thousand, €1,491 thousand and €2,400 thousand, respectively. As at December 31, 2025 the Group has reviewed the useful life and there weren't impairment indicators.

31. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Movements in this item in 2024 were as follows:

(in thousands Euro)	Land and buildings	Plant, machinery and equipment	Other property, plant and equipment	Models and moulds	Total
At January 1, 2024					
Cost	350,538	78,251	60,284	330,443	819,516
Accumulated depreciation	(97,861)	(53,017)	(33,749)	(252,812)	(437,170)
Net carrying amount	252,678	25,233	26,805	77,631	382,347
At January 1, 2024, net of accumulated depreciation	252,678	25,233	26,805	77,631	382,347
Additions — owned assets	77,831	14,225	5,184	35,135	132,375
Additions — right-of-use assets	9,204	1,575	1,704	0	12,483
Disposals	(17)	(78)	(5,067)	0	(5,162)
Disposals — right-of-use assets	0	0	0	0	0
Depreciation — owned assets	(14,322)	(5,354)	(4,988)	(25,302)	(49,966)
Depreciation — right-of-use assets	(9,472)	(89)	(1,800)	0	(11,362)
Reclassification	(2,562)	1,143	1,483	(728)	664
Exchange realignment	(246)	685	371	0	809
At December 31, 2024, net of accumulated depreciation	313,093	37,340	23,692	86,736	460,860
At December 31, 2024					
Cost	432,913	95,666	60,562	364,532	953,671
Accumulated depreciation	(119,820)	(58,325)	(36,870)	(277,797)	(492,812)
Net carrying amount	313,093	37,340	23,691	86,735	460,860

As at December 31, 2024, the net carrying amounts of land and buildings, plant, machinery and equipment, and other equipment and vehicles included right-of-use assets amounting to €15,566 thousand, €1,641 thousand and €1,526 thousand, respectively.

32. INTANGIBLE ASSETS

Movements in this item in the year ended December 31, 2025 were as follows:

(in thousands Euro)	Goodwill	Indefinitive life Trademarks	Other intangible assets	Total
At January 1, 2025				
Cost	**8,914**	**244,946**	**83,894**	**337,754**
Accumulated amortization			**(57,304)**	**(57,304)**
Net carrying amount	**8,914**	**244,946**	**26,590**	**280,449**
At January 1, 2025, net of accumulated amortization	**8,914**	**244,946**	**26,590**	**280,449**
Additions	**0**	**204**	**13,756**	**13,959**
Disposals	**0**	**0**	**(29)**	**(29)**
Amortization	**0**	**0**	**(7,229)**	**(7,229)**
Impairment	**(1,817)**	**0**	**0**	**(1,817)**
Reclassification				**0**
Exchange realignment	**0**	**0**	**35**	**35**
At December 31, 2025, net of accumulated amortization	**7,097**	**245,150**	**33,123**	**285,368**
Cost	**7,097**	**245,150**	**97,656**	**349,903**
Accumulated amortization			**(64,533)**	**(64,533)**
Net carrying amount	**7,097**	**245,150**	**33,122**	**285,368**

32. INTANGIBLE ASSETS (CONTINUED)

Movements in this item in the year ended December 31, 2024 were as follows:

(in thousands Euro)	Goodwill	Indefinitive life Trademarks	Other intangible assets	Total
At January 1, 2024				
Cost	8,914	244,599	75,321	328,834
Accumulated amortization	0	0	(52,182)	(52,182)
Net carrying amount	8,914	244,599	23,140	276,652
At January 1, 2024, net of accumulated amortization	8,914	244,599	23,140	276,652
Additions	0	347	8,127	8,474
Disposals	0	0	0	0
Amortization	0	0	(5,123)	(5,123)
Impairment	0	0	0	0
Reclassification	0	0	0	0
Exchange realignment	0	0	446	446
At December 31, 2024, net of accumulated amortization	8,914	244,946	26,590	280,449
Cost	8,914	244,946	83,894	337,754
Accumulated amortization	0	0	(57,304)	(57,304)
Net carrying amount	8,914	244,946	26,590	280,449

Goodwill

Goodwill is related to the investment in Zago S.p.A., including the part related to the subsidiary Il Massello S.r.l. now merged in Zago S.p.A. (€2.738 thousand),in Ferretti Group (Monaco) S.a.M. and in Fratelli Canalicchio S.p.A., as shown in the table below.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Zago S.p.A.	**3,100**	4,916
Ferretti Group (Monaco) S.a.M.	**1,299**	1,299
Fratelli Canalicchio S.p.A.	**2,699**	2,699
Total goodwill	**7,097**	8,914

32. INTANGIBLE ASSETS (CONTINUED)

On April 15, 2025, the Group acquired the remaining interest of 15% in the share capital of the subsidiary Il Massello S.r.l. and, considering the price of this additional investment that reduced the financial liability associated to the estimated value of the related put/call option (Note 32), decreased the amount of goodwill by the same amount of Euro 1,816 thousand. On December 31, 2025 the company Il Massello S.r.l. was merged in Zago S.p.A. with accounting and tax effect since January 1, 2026.

Trademarks

A breakdown of the value of "Trademarks" as at December 31, 2025, compared to those as at December 31, 2024 is as follows

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Ferretti Yachts	**95,318**	95,318
Crn	**46,528**	46,528
Custom Line	**36,718**	36,718
Riva	**30,848**	30,848
Wally	**25,434**	25,434
Pershing	**8,609**	8,609
Easy Boat	**9**	9
Costs for trademark registration	**1,684**	1,481
Total trademarks	**245,150**	244,946

Impairment test on indefinite useful life intangible assets

On December 31, 2025, the Group carried out impairment tests on these assets.

Based on the process of identification of Cash Generating Units (CGUs), the value of trademarks is allocated to the individual CGUs, as they have been identified based on the trademarks produced and marketed.

The main assumptions underlying the impairment test performed to determine value in use, which are those concerning operating cash flows, discount rate and growth rate, are reviewed below:

a. the free cash flows used to determine value in use were those derived from the management's most recent forecasts with a two-year time period considering the budget for 2026 and business plan for 2027;

b. the impairment test was performed considering as the value in use of the CGUs, which includes their terminal value, determined in accordance with the perpetuity criterion; and

32. INTANGIBLE ASSETS (CONTINUED)

Trademarks (Continued)

Impairment test on indefinite useful life intangible assets (Continued)

c. the main criteria used to determine the value in use are summarized in the following table, and are the same for all the CGUs:

	December 31, 2025	December 31, 2024
Interest rate for riskless assets	**3.42%**	3.50%
Discount rate pre-tax — WACC	**12.96%**	12.68%
Perpetuity growth rate (g-rate)	**2.00%**	2.00%

d. the Group's management adopted a discount rate in a configuration pre-tax effects that reflects current market valuations of the cost of money and the specific risk associated with each CGU. In the calculation of the terminal value, the Group uses a long-term growth rate of 2.0% after considering publicly available data and market perspective.

The impairment test results did not indicate any need to write down the intangible and tangible assets for the Group's CGUs. The Group also carried out a second-level test, considering and verifying goodwill impairment at that level. The impairment test carried out did not show any need for write-downs.

The Group also conducted sensitivity analyzes of the parameters applied in the base version of the test, increasing or decreasing the WACC discount rate and/or the g-rate.

On the basis of the analysis done, the management of the Group has not identified that a reasonable possible change in the key parameters that could cause the carrying amount of the CGUs to exceed the recoverable amount as at the end of 2025 and 2024.

Other Intangible Assets

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Concessions	**14,406**	14,188
Intellectual property rights	**18,318**	11,716
Other intangible assets	**399**	685
Total other intangible assets	**33,122**	26,590

32. INTANGIBLE ASSETS (CONTINUED)

Other Intangible Assets (Continued)

This item includes:

— "Concessions" refers chiefly to (i) for a net book value of €12,619 thousand, the costs incurred to acquire an area of approximately 17,000 sq.m. of the Ravenna shipyard pursuant to a public land-use concession, used as a dry dock and a quay with docks and launching structure. The Group applied for a new concession for the same area, with an increase of the quay for the construction of piers and partial filling of the dry dock that was approved by the competent Authority in November 2024 for a period of 40 years, which is in the process of being formally signed; (ii) the costs incurred to acquire docking rights until 2053 in a marina located in Cattolica within the framework of the Detailed Public Initiative Plan for Port Facilities in the Municipality of Cattolica, for a net book value of €566 thousand; (iii) the docking right in the marina Porto Mirabello, in the Gulf of La Spezia, the net value of the investment is €572 thousand; the right will remain valid until 2067;

— "Intellectual property rights" with a net book value of €18,318 thousand include the costs of the projects carried out by the Group, which extended to the main business areas, in view of constant improvement and complete integration of the various Group companies operating in Italy and abroad, as part of the reorganization of the Group initiated in previous years. This item also includes the design work to develop naval platforms for the construction of the CRN models. The Group conducted research and development on innovative solutions for each model to be applied to all units built. In particular, the projects being developed include: the creation of special gates, built on land before the steel boat structure arrives in the shipyard; standardization of the plant processes; study of the installation of plastic pipes to optimize footprint; development of an engine room optimized for the passage of pipes and conduits; and the study and development of light-weight furnishings, with support from the Engineering Department.

— the residual value of the item "Other intangible assets" (€399 thousand) referred to the net value of licenses for new IT applications and the net value of patents.

As at December 31, 2025 the Group has reviewed the useful life and there weren't impairment indicators.

33. OTHER NON-CURRENT ASSETS

A breakdown of this item is as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Equity investments designated at fair value through income statement	**5**	5
Deposits	**1,814**	1,881
Commissions advances	**3,925**	3,485
Other assets	**1,152**	1,227
Incidental borrowing costs	**875**	1,216
Total other non-current assets	**7,772**	7,814

33. OTHER NON-CURRENT ASSETS (CONTINUED)

a) Equity investments

The balances mainly include equity investment in industry consortia. During the financial year ended at December 31, 2024 the equity investment in Nouveau Port Golf Juan which owns certain commercial premises currently occupied by a restaurant was written down as the state concession will expire at the end of July 2024.

b) Commissions advances

The balances mainly refer to advances on commissions paid on the basis of interim receipts from customers for boats that will be delivered after the following year.

c) Other assets

The item "Other assets" chiefly refer to prepaid expenses due after year-end (insurance premiums, guarantees, etc.).

d) Incidents borrowing costs

The item "Incidentals borrowing costs" refers for €875 thousands to the expenses borne for the signing of the agreement for a new committed "Revolving Credit Facility" finalized on July 26, 2024 and available until July 2029 (Note 35).

34. DEFERRED TAX ASSETS

In detail, movements for the year ended December 31, 2025 are as follows:

(in thousands Euro)	Provisions	Inventory write-downs	Provision for doubtful accounts	Differences in depreciation and amortization for reporting rather than tax purposes	Goodwill relevant for income tax purposes	Tax losses	Other sundry differences	Total
At December 31, 2024 and January 1, 2025	**18,457**	**5,029**	**614**	**12,830**	**734**	**11,987**	**985**	**50,637**
Credited/(charged) to:								
profit or loss	**(971)**	**1,137**	**31**	**(2,134)**	**8**	**(11,417)**	**(225)**	**(13,571)**
other reserves	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**
At December 31, 2025	**17,486**	**6,166**	**645**	**10,697**	**742**	**570**	**760**	**37,065**

34. DEFERRED TAX ASSETS (CONTINUED)

(in thousands Euro)	Depreciation of land and other assets valued at less than 516/k	Trademarks	Leases	Other	Total
At December 31, 2024 and January 1, 2025	**1,315**	**60,659**	**5,163**	**2,697**	**69,835**
Charged/(credited) to:					
profit or loss	**14**	**652**	**(74)**	**1,777**	**2,369**
other comprehensive income	**—**	**—**	**—**	**192**	**192**
Exchange differences	**—**	**—**	**—**	**(49)**	**(49)**
At December 31, 2025	**1,330**	**61,311**	**5,089**	**4,616**	**72,346**

In detail, movements for the year ended December 31, 2024 are as follows:

(in thousands Euro)	Provisions	Inventory write-downs	Provision for doubtful accounts	Differences in depreciation and amortization for reporting rather than tax purposes	Goodwill relevant for income tax purposes	Tax losses	Other sundry differences	Total
At December 31, 2023 and January 1, 2024	18,604	4,309	614	11,139	906	41,378	955	77,905
Credited/(charged) to:								
profit or loss	(146)	720	—	1,691	(172)	(29,391)	30	27,268
other reserves	—	—	—	—	—	—	—	—
At December 31, 2024	18,457	5,029	614	12,830	734	11,987	985	50,637

34. DEFERRED TAX ASSETS (CONTINUED)

(in thousands Euro)	Provisions	Inventory write-downs	Provision for doubtful accounts	Differences in depreciation and amortization for reporting rather than tax purposes	Goodwill relevant for income tax purposes	Tax losses	Other sundry differences	Total
At December 31, 2023 and January 1, 2024	18,604	4,309	614	11,139	906	41,378	955	77,905
Credited/(charged) to:								
profit or loss	(146)	720	—	1,691	(172)	(29,391)	30	27,268
other reserves	—	—	—	—	—	—	—	—
At December 31, 2024	18,457	5,029	614	12,830	734	11,987	985	50,637

For the purpose of their presentation in financial statements, some tax assets and liabilities have been set off each other in the statement of financial position. Below is an analysis of Group's deferred tax assets:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Deferred tax liabilities	**35,282**	19,202
Total deferred tax liabilities	**35,282**	19,202

The Company in 2025 has utilised the tax assets arising from tax losses of €11,987 thousand for offsetting the taxable profits of the entities included in Group tax consolidation scheme as provided by the Italian tax regulations.

34. DEFERRED TAX ASSETS (CONTINUED)

The amount of €570 thousand as at December 31, 2025 is related the tax losses carryforward of the Group subsidiaries not included in the tax consolidation scheme and in the fiscal year 2025 it has been recognized an additional deferred tax assets arising from tax losses carried forward ("**DTAs**") for €56 thousand, consistently with IAS 12 requirements, only to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

At each reporting date, the Group reassesses its DTAs, (both recognized and unrecognized) and it recognizes previously unrecognized DTAs to the extent that it is probable that sufficient taxable profit will be available to enable the asset to be recovered, based on the actual profits before tax and based on the expected continuous improvements in future prospects and future forecast profits.

The payment of dividends by the Company to its shareholders did not entail related tax effects.

NOTES TO THE MAIN LIABILITIES AND EQUITY ITEMS

CURRENT LIABILITIES

35. MINORITY SHAREHOLDERS' LOAN AND BANK AND OTHER BORROWINGS

	December 31, 2025			December 31, 2024		
	Effective interest rate	**Maturity**	**Amount (in thousands Euro)**	Effective interest rate	Maturity	Amount (in thousands Euro)
Due to banks — secured	**Euribor* + 1.6**	**2026**	**184**	Eurobir* + 1.6	2025	180
Due to banks — unsecured	**1.0–3.5**	**2026**	**1,189**	1.0–3.5	2025	1,766
Incidental borrowing costs			**0**			0
Due to banks net of incidental borrowing costs			**1,373**			1,947
Lease liabilities	**1.7–6.6**	**2055**	**10,651**	1.7–6.6	2055	8,587
Due for maturity factor	**Euribor* + 0.9–1.2**	**2026**	**22,230**			
Minority Shareholders' Loan			**—**			500
Other		**2026**	**20**			
Total short-term financial payables			**34,274**			11,034

	December 31, 2025			December 31, 2024		
	Effective interest rate	**Maturity**	**Amount (in thousands Euro)**	Effective interest rate	Maturity	Amount (in thousands Euro)
Due to banks — secured	**Euribor* + 1.6**	**2030**	**1,229**	Eurobir* + 1.6	2024	1,419
Due to banks — unsecured	**1.0–3.5**	**2027**	**80**	1.0–3.5	2024	227
Incidental borrowing costs			**0**			0
Due to banks net of incidental borrowing costs			**1,309**			1,646
Lease liabilities	**1.7–6.6**	**2055**	**17,639**	1.7–6.6	2055	17,989
Liabilities arising on Business Combinations		**2027**	**579**			2,299
Total medium-/long-term financial payables			**19,527**			21,934
Total bank and other borrowings			**53,801**			32,968

(*) If Euribor is lower than zero, Euribor should be deemed equal to zero

35. MINORITY SHAREHOLDERS' LOAN AND BANK AND OTHER BORROWINGS (CONTINUED)

The Minority Shareholders' Loan as at December 31, 2024 refers to the loan of the company Fratelli Canalicchio S.p.A. granted by the minority shareholders, that during the current year has been totally reimbursed for €500 thousand.

The bank debt refers to several revolving facilities and term loan facilities related to the subsidiaries Ex Il Massello Srl (now merged in Zago S.p.A.), Fratelli Canalicchio S.p.A. and Ram S.p.A..

On July 26, 2024 the Group has signed a loan agreement with a pool of banks including Banco BPM S.p.A., BPER Banca S.p.A., Intesa Sanpaolo S.p.A. and UniCredit S.p.A. to support the Company in its growth path by financing, if necessary, the working capital.

The new revolving line is committed for a total amount of €160 million and a duration of 5 years from the date of signature of the Loan Agreement.

The Loan Agreement is subject to a financial covenant relating a compliance to the leverage ratio of Total Net Debt (as defined in the Loan Agreement) to EBITDA (as defined in the Loan Agreement), to be calculated at consolidated level on a yearly basis (test date December 31, of each year); this ratio cannot exceed a threshold of 2.5x on the test date.

The Group can not create guarantees on its assets otherwise provided by the Loan Agreement.

In addition, the Loan Agreement provides, in case of utilisation, an annual clean-down period, for a minimum of three consecutive business days (it being understood that no fewer than three months may elapse between one clean-down period and another) and includes several mandatory early repayment clauses in certain circumstances.

The interest rate applicable to the Loan is equal to the sum of the EURIBOR and the applicable spread (0,90% on annual bases).

Finally, no guarantee has been provided on the Group's real estate or other assets and there are no commitments for that.

The new revolving line is not in use as at December 31, 2025 and all covenants had been fulfilled.

The item "Liabilities arising on Business Combinations" of Bank and other borrowings refers for €579 thousand to the value of the put and call options for the acquisition of the non-controlling interest of Fratelli Canalicchio S.p.A., exercisable from September 2027 to September 2028. The acquisition of Il Massello S.r.l. (now merged in Zago S.p.A.) has been completed on April 15, 2025 so the related debt has been extinguished.

With regard to the analysis of bank and other borrowings based on maturity, please refer to Note 6 "Financial risk management".

All borrowings are denominated in Euro.

36. PROVISIONS

The item is detailed as follow:

	December 31, 2025	December 31, 2024
Current portion	**57,924**	59,187
Non-current portion	**8,858**	11,863
Total provision	**66,783**	71,050

The table below shows the changes that occurred in "Provisions" for the year ended December 31, 2025 and the year ended December 31, 2024:

(in thousands Euro)	**Provision for product warranties**	**Provisions for miscellaneous risks**	**Total provisions**
Balance at January 1, 2025	**32,180**	**38,870**	**71,050**
Additions	**12,116**	**25,803**	**37,919**
Utilisations during the period	**(18,482)**	**(23,704)**	**(42,186)**
Total at December 31, 2025	**25,812**	**41,490**	**66,783**

(in thousands Euro)	Provision for product warranties	Provisions for miscellaneous risks	Total provisions
Balance at January 1, 2024	33,931	40,971	75,344
Additions	19,377	25,803	43,890
Utilisations during the period	(21,128)	(23,704)	(48,185)
Total at December 31, 2024	32,180	38,870	71,050

36. PROVISIONS (CONTINUED)

a. Provision for product warranties

The "Provision for product warranties" reflects the best possible estimate based on available information of the warranty obligations that may be incurred after the reporting date for products sold before that date.

The amount added annually to this provision, for all Group companies, is based on past experience and future expectations and takes into account new-product launches and the impact of a warranty period of 24 months, even though virtually all warranty claims are received within the first 12 months after a product is sold. A portion of the provision for product warranties is classified as non-current.

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Current portion	**16,435**	20,317
Non-current portion	**9,377**	11,863
Total provision for product warranties	**25,812**	32,180

b. Provisions for miscellaneous risks

The item "Provisions for miscellaneous risks" can be broken down as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Legal proceedings and tax and employment law litigation	**4,998**	3,232
Dealer incentives	**17,410**	16,276
Provisions for completion of boats	**1,547**	3,243
Provisions for other risks	**17,534**	16,119
Total provisions for miscellaneous risks	**41,490**	38,870

Provisions for "Legal proceedings and tax and employment law litigation" refer, as far as the legal part is concerned, to potential liabilities arising from the Group's core activity regarding current litigation involving actions for liability due to breach of contract in general and/or contractual liability arising from flaws in the product sold, and other actions concerning claims for compensation for damages by third parties.

36. PROVISIONS (CONTINUED)

The provisions in item "Dealer incentives" were established to cover the costs that the Company could incur under a system that awards bonuses to dealers who reach predetermined customer service targets.

The "Provisions for other risks" were established to cover liabilities that are likely to arise as a result of identified issues that Group companies could face in the normal course of business.

37. TRADE AND OTHER PAYABLES

The table below sets forth a breakdown of the Group's trade and other payables as of the dates indicated:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Trade payables	**431,372**	427,026
Other payables	**47,519**	52,121
Total trade and other payables	**478,892**	479,147

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Trade and other payables — current	**478,892**	477,751
Trade and other payables — non-current	**2,087**	1,396
Total trade and other payables	**480,979**	479,147

37. TRADE AND OTHER PAYABLES (CONTINUED)

a. Trade payables

A breakdown of this item is as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Accounts payable to suppliers	**431,372**	427,026
Total trade payables	**431,372**	427,026

"Accounts payable to suppliers" relate to the amount due to suppliers for ordinary commercial supplies of services and materials, at arm's length.

For an analysis of future flows of trade payables, based on their maturity, please refer to Note 6 "Financial risk management".

b. Other payables

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Payables due to pension and social security institutions	**13,905**	14,264
Amounts payable to employees	**23,147**	21,886
Amounts payable to directors	**509**	2,339
Other tax payable	**3,958**	4,253
Miscellaneous payables	**3,592**	3,522
Accrued expenses	**752**	1,161
Deferred income	**1,657**	3,300
Deferred income — non current	**—**	1,396
Total other payables	**47,519**	52,121

The item "Payables due to pension and social security institutions" reflects the amounts owed to these institutions as at December 31, 2025 by Group companies and their employees for the December payroll and for accrued and deferred remuneration.

The item "Amounts payable to employees" refers to the December payroll to be paid in the following month and to the liability for accrued and unused vacations and personal days, as well as to the accrued portion of the performance and production bonus.

The item "Amounts payable to directors" refers to remuneration which has accrued but was not yet paid as of December 31, 2025.

37. TRADE AND OTHER PAYABLES (CONTINUED)

b. Other payables (Continued)

The item "Other tax payable" chiefly refers to taxes withheld accrued that will be paid in January 2026.

The items "Accrued expenses and deferred income" consists mainly of insurance premiums and other transactions recognized on an accrual basis.

The item "Deferred income-non current", totalling €2,087 thousand at December 31, 2025, relates mainly to tax credits for €2,057 thousand and for €17 thousand to prepayments of public grants received by the Group. Said deferred income was classified under "Non-current liabilities" for the portion due after the following year. These grants will be recognized in the income statement along with the amortization periods of the corresponding assets once the underlying framework agreements expire.

The Group's management believes that the carrying amount of "Total trade and other payables" is close to their fair value.

38. CONTRACT LIABILITIES

"Contract liabilities" equal to Euro128,415 thousand as of December 31, 2025 and Euro151,809 thousand as of December 31, 2024, include amounts paid by customers for orders not yet fulfilled, based on the sales conditions normally applied. More specifically, this item represents both the part of advances exceeding production already completed and the part of advances received and for which the order has not progressed as at the reporting date.

39. INCOME TAX PAYABLE

The item "Income tax payable" equal to Euro9,225 as of December 31, 2025 and Euro1,932 as of December 31, 2024 refers to income taxes accrued that will be paid in the following year.

NON-CURRENT LIABILITIES

40. NON-CURRENT EMPLOYEE BENEFITS

The breakdown of this item as at December 31, 2025 and December 31, 2024 are as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Provision for employee benefits	**5,579**	6,239
Provision for leaving indemnity	**850**	861
Total non-current employee benefits	**6,428**	7,100

a. Employee benefits

Under IAS 19, modified by IFRS 2, employee benefits provided in accordance with Italian laws that govern the payment of employee severance indemnities should be treated as post-employment benefits provided under a defined-benefit plan and, consequently, should be valued in accordance with the Projected Unit Credit Method. However, in view of the new provisions introduced by the 2007 Budget Law (Law No. 296 of December 27, 2006), the entities authorized to provide a technical analysis of this issue (Abi, Assirevi and the National Board of Actuaries) concluded that the severance benefits that vest from January 1, 2007 on (or on the date that the option for employees who opted to pay into supplemental pension funds starts) and are invested in supplemental pension funds or deposited in the Treasury Fund maintained by the INPS should be treated as being part of a defined-contribution plan and, as such, are no longer subject to actuarial valuation.

The 2015 Stability Law, which allows employees, on request, to receive in their payslips the accrued portion of severance pay from March 1, 2015 until June 30, 2018 (if they have at least 6 months in service) has no effect on the valuations, as the provision for accrued severance pay is not kept by the Group companies.

40. NON-CURRENT EMPLOYEE BENEFITS (CONTINUED)

a. Employee benefits (Continued)

The process of determining the Group's obligations toward its employees, which was carried out by Mr. Tommaso Viola ("**Mr. Viola**"), being an Italian independent actuary and a member of the Italian "Ordine Nazionale degli Attuari", with the same procedure followed at December 31, 2024, involved the following steps:

i. projection of vested severance indemnity benefits on the valuation date and of the benefits that will vest until the uncertain date when the employment relationship is terminated or payment of an advance on vested severance indemnity benefits;

ii. discounting at the valuation date of the expected cash flows that the Group will allocate to its employees in the future;

iii. in each valuation year, for each employee, the calculation of the annual severance pay increase was made net of the 17% substitute tax (on the annual revaluation amount of severance pay), as provided for in the 2015 Stability Law.

The following table provides the movements in the item "Provision for employee benefits" as at December 31, 2025 and December 31, 2024:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Present value of the initial obligation	**6,239**	6,579
Acquisition of subsidiaries	**0**	61
Interest cost	**197**	197
Service cost	**217**	232
Actuarial gains	**(504)**	(265)
Use for indemnities paid and advances	**(571)**	(567)
Present value of the final obligation	**5,579**	6,239

40. NON-CURRENT EMPLOYEE BENEFITS (CONTINUED)

a. Employee benefits (Continued)

At December 31, 2025, the following assumptions were made:

Demographic Assumptions

i. Probability of death of active employees (grouped by age and gender) obtained by reducing by 30% the death probabilities for the Italian population in 2024 (source: ISTAT);

ii. yearly probability of termination of employment for various reasons (resignation, dismissal), based on the experience for the population in the last five years and applied to all employees aged 65 or younger, equal to 2.6%;

iii. yearly probability of requests for payment of advances on vested severance indemnity benefits, based on the experience for the population in recent four years and applied to all employees with seniority of one year or more, of 1%;

iv. the frequency of employment termination due to resignation by employees achieving the right to receive an old-age or seniority-based pension was also conservatively assumed to be 100%. The requirements for obtaining an old-age or seniority-based pension were assumed to be the same as those set forth in the current regulations of the Italian Social Security Administration (INPS). At present, no employees have requested early retirement.

Financial Assumptions

v. Annual inflation rate: 2.0% for the entire valuation period;

vi. annual revaluation rate of severance indemnity benefits: fixed at 1.5% for the entire valuation period plus 75% of the inflation rate;

vii. technical discounting rate applied to value defined-benefit plan obligations and the current service cost relating to December 31, 2025: 3.9%;

viii. technical discounting rate for the valuation of financial charges for the period January 1, 2025 to December 31, 2025, equal to the discounting rates for valuations of the defined-benefit obligations at December 31, 2024 (interest cost): 3.3%;

ix. technical discounting rate at December 31, 2025, based on the yield of the iBoxx Euro 10+ AA Allostock Corporate Bond Index: 3.9613%.

40. NON-CURRENT EMPLOYEE BENEFITS (CONTINUED)

a. Employee benefits (Continued)

Financial Assumptions (Continued)

In 2025, an actuarial gain amounting to €819 thousand (before tax), gross of fiscal effect, was recognized under the "Other equity reserves" item.

The amounts recognized in the income statement are summarized below:

(in thousand Euro)	December 31, 2025
Interest cost	**197**
Service cost	**217**
Total	**414**

b. Provision for leaving indemnity

As required by the new supplemental company agreement signed in July 2012 by the Company and the unions representing its employees, each year the Group sets aside a provision for seniority bonuses. These bonuses are payable to employees who, starting on September 1, 2012, have completed or will complete more than 12 years of service.

On a transitional basis, a different loyalty bonus will be paid on termination of the contracts to the employees at some sites who previously received a different bonus and had already accrued more than 12 years' service. The amount previously accruing for all workers will remain unchanged.

As was the case for the Provision for employee severance indemnities, the Group's liability toward its employees was determined by Mr. Viola.

The actuarial valuation model is based on technical assumptions, which include the demographic and financial assumptions used to generate the computation parameters. An overview of the assumptions adopted is provided below.

40. NON-CURRENT EMPLOYEE BENEFITS (CONTINUED)

b. Provision for leaving indemnity (Continued)

At December 31, 2025, the following assumptions were made:

Demographic Assumptions

— Probability of death of active employees (grouped by age and gender) obtained by reducing by 30% the death probabilities for the Italian population in 2024 (source: ISTAT);

— probability of termination of employment for various reasons (resignation, dismissal), equal to 2.6% annually for all employees aged 65 or younger;

— the frequency of employment termination due to resignation by employees achieving the right to receive an old-age or seniority-based pension was also assumed to be 100%. The requirements for obtaining an old-age or seniority-based pension were assumed to be the same as those set forth in the current regulations of the Italian Social Security Administration (INPS). In this regard, it should be borne in mind that no employees have requested early retirement at the present moment.

Financial Assumptions

— Technical discounting rate applied to value defined-benefit obligations and the current service cost relating to December 31, 2025: 3.9%;

— technical discounting rate for the valuation of financial charges for the period January 1, 2025 to December 31, 2025, equal to the discounting rates for valuations of the defined-benefit obligations at December 31, 2024 (interest cost): 3.3%;

— technical discounting rate at December 31, 2025, based on the yield of the iBoxx Euro 10+ AA Allostock Corporate Bond Index: 3.9613%.

The actuarial valuation performed in accordance with the method explained above shows that the provision had a value of €384 thousand at December 31, 2025, including the respective contributions.

The provision for indemnities payable upon termination of employment, which had a balance of €466 thousand at December 31, 2025, is attributable to Zago S.p.A.

40. NON-CURRENT EMPLOYEE BENEFITS (CONTINUED)

b. Provision for leaving indemnity (Continued)

Financial Assumptions (Continued)

The table below provides an analysis of the sensitivity of the parameters applied in the actuarial valuation to an increase or decrease in the technical discounting rate for measuring the value of the final obligation in relation to future employee benefits.

	Increase/ (decrease) of the interest rate of %	**Increase/ (decrease) of Provision for employee benefits Euro thousand**
December 31, 2025	**0.25**	**105**
	(0.25)	**(108)**

	Increase/ (decrease) of the interest rate of %	Increase/ (decrease) of Provision for employee benefits Euro thousand
December 31, 2024	0.25	117
	(0.25)	(129)

SHARE CAPITAL AND RESERVES

As at December 31, 2025 the share capital and reserves were unchanged in respect to the amount as at December 31, 2024, except for the profit for the year ended December 31, 2024.

Equity amounted to €938,928 thousand as at December 31, 2025 (€898,236 as at December 31, 2024), as detailed below together with the main components of "Share capital and reserves".

41. SHARE CAPITAL

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Issued and fully paid	**338,483**	338,483

The share capital, fully subscribed and paid up, is formed of 338,482,654 ordinary shares without par value.

42. RESERVES

The share premium reserve amounted to €425,041 thousand as at December 31, 2025.

The legal reserve, set up pursuant to applicable laws, amounts to €18,384 thousand.

The translation Reserves, amounting to €610 thousand at December 31, 2025, reflects the foreign exchange differences that arise from the conversion of the equity opening balances and income statement of the US subsidiaries of the Company, which are translated into Euro at the U.S. dollar exchange rate in force at December 31, 2025 and at the average exchange rate for the period, respectively. During the year, the reserve changed negatively by €7,653 thousand, as reported in the consolidated comprehensive income statement.

The item "Other reserves", at €156,758 thousand at December 31, 2025, mainly includes:

— the overall effect of the income/(loss) on defined-benefit plans: the reserve amounting to €1,829 thousand at December 31, 2025 was set up in accordance with IAS 19 -Employee Benefits; during the period the amount of the reserve changed by €627 thousand, net of the tax effect, as reported in the consolidated Comprehensive income statement;

— the remaining part is mainly referred to accumulated earnings/(losses)

42. RESERVES (CONTINUED)

Dividends

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Dividends	**33,848**	32,833

The General Shareholders' Meeting convened on April 22, 2024, authorized a dividend payout for €32,833 thousand (equal to €0.097 per share). The dividend has been paid to market participants in Europe on June 26, 2024 and to market participants in Hong Kong on the next business day.

The General Shareholders' Meeting convened on March 14, 2025, authorized a dividend payout for €33,848 thousand (equal to €0.10 per share). The dividend has been paid to market participants on June 18, 2025.

43. NON-CONTROLLING INTERESTS

Non-controlling interests are non material and represented by 7% of Ram S.p.A.'s shares.

Non-controlling interests as at December 31, 2024 included also 15% of Il Massello S.r.l. and 25% of Sea Lion S.r.l..

On April 15, 2025, the Group acquired the remaining 15% interest in Il Massello S.r.l. and from that date the Group controls 100% of the share capital of the company through the subsidiary Zago S.p.A.. The investment consisted in a cash payment of €3.00 and as a consequence was released the financial liability raised from the business combination in 2022, related to the value of the put and call options over these non-controlling interests (Note 4). Il Massello was merged into Zago S.p.A. on December 31, 2025 with accounting and tax effects as at January 1, 2026.

In July 2025, the Group increased its ownership to 100% of Sea Lion S.r.l.'s share capital, thereby fully consolidating its presence in the company that owns the "Wally" brand. The investment consisted in a cash payment of €8,537 thousand.

44. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY BASIC AND DILUTED

Earnings per share were calculated as the ratio of net profit for the year attributable to shareholders of the Company to the weighted average number of shares in issue during the year, as indicated in the table below, and coincides with the earnings per share diluted due to the absence of partially dilutive instruments.

	December 31, 2025	December 31, 2024
Profit attributable to shareholders of the company (in thousands Euro)	**90,007**	87,918
Weighted average number of shares during the year	**338,482,654**	338,482,654
Earnings per share attributable to shareholders of the company: basic and diluted (in Euro)	**0.27**	0.26

45. BUSINESS COMBINATIONS

2025

No business combination was made in the fiscal year ended December 31, 2025.

2024

No business combination was made in the fiscal year ended December 31, 2024.

46. CASH FLOWS

Group's main non-monetary transactions

For the years ended December 31, 2025 and 2024, the Group had non-cash additions to rights-of-use assets and lease liabilities of €13,959 thousand and €12,483 thousand, respectively.

Changes in liabilities arising from financing activities

Bank and other borrowings *(excluding lease liabilities)* *(in thousands Euro)*	**December 31, 2025**	December 31, 2024
At the beginning of the year	**6,392**	7,825
Changes in financing activities:		
Acquisition of a subsidiary	**0**	0
New borrowings	**23,130**	1,325
Repayment	**(2,392)**	(2,900)
Other	**(1,640)**	142
Total at the end of the year	**25,491**	6,392

Lease liabilities *(in thousands Euro)*	**December 31, 2025**	December 31, 2024
At the beginning of the year	**26,576**	26,044
Changes in financing activities:		
New lease	**14,316**	13,247
Interest expenses	**376**	579
Lease payment	**(12,979)**	(13,294)
Total at the end of the year	**28,290**	26,576

Total cash outflows for leasing

Total cash outflows for leasing included in the consolidated cash flow statements are as follows:

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Operating activities	**3,406**	3,313
Financing activities	**12,979**	13,294

47. RELATED PARTY TRANSACTIONS

Transactions with related parties, as defined by IAS 24, concern arrangements, not always formalized with the conclusion of standardized contracts, relating primarily to the supply of services, including advisory. These transactions form part of normal business operations and, in the Company's judgment, are in general settled under arm's length conditions.

Although the Company considers that transactions with related parties have been carried out in general under arm's length conditions, there is no guarantee that, if they had been concluded between or with third parties, the latter would have negotiated and entered into the related contracts, or carried out the transactions, under the same conditions and with the same procedures adopted by the Group.

The breakdown of the Group's balances with related parties at December 31, 2025 and December 31, 2024 is set out below:

(in thousands Euro)	Trade and other receivables	Trade and other payables
Fellow subsidiaries:		
Weichai Power Co., Ltd	**484**	**(645)**
Other related companies:	**—**	
HPE S.r.l.	**—**	**(100)**
Ferrari S.p.A.		**(28)**
Still S.p.A.		**(79)**
Other related parties	**28**	**(449)**
Total related parties at December 31, 2025	**512**	**(1,301)**

47. RELATED PARTY TRANSACTIONS (CONTINUED)

(in thousands Euro)	Trade and other receivables	Shareholders' debt	Trade and other payables
Fellow subsidiaries:			
Weichai Power Co., Ltd	484		(645)
Shandong Weichai Import & Export Co., Ltd	1,350		
Other related companies:	—		
HPE S.r.l.	—		(100)
Ferrari S.p.A.			(298)
Societè Int. Moteurs Baudouin			(114)
Still S.p.A.			(142)
Other related parties	28	500	(186)
Total related parties at December 31, 2024	1,862	500	(1,495)

The balance of trade and other payables to Weichai Power Co., Ltd amounting to €645 thousand at December 31, 2025 and 2024 refers wholly to the agreements on the right to sponsor the "Riva" brand on the Ferrari single-seater helmet during the FIA Formula One championship.

The balance of trade and other payables to HPE S.r.l. amounting to €100 thousand at December 31, 2025 refers to the supply of services such as design, simulation, calculation, development, implementation and launch on the market of new concepts and style for the Company's products.

47. RELATED PARTY TRANSACTIONS (CONTINUED)

A breakdown of the Group's transactions with related parties for the years ended December 31, 2025 and December 31, 2024 is set out below:

(in thousands Euro)	**Net revenue**	**Other revenue**	**Costs for the use of raw materials, services, rentals and leases**
Company's Directors			**(220)**
Related companies:			
HPE S.r.l.			**(200)**
Still S.p.A.			**(115)**
Other related parties			**(69)**
Total related parties at December 31, 2025	**—**		**(604)**

(in thousands Euro)	Net revenue	Other revenue	Costs for the use of raw materials, services, rentals and leases
Company's Directors	6,850		(320)
Other related companies:			
Societè Int. Moteurs Baudouin			(162)
WM S.A.M.			(595)
Ferrari S.p.A.			(1,391)
HPE S.r.l.			(200)
Still S.p.A.			(292)
Other related parties			(889)
Total related parties at December 31, 2024	6,850		(3,849)

47. RELATED PARTY TRANSACTIONS (CONTINUED)

The costs with regard to HPE S.r.l. amounting to €200 thousand as at December 31, 2025 refer primarily to the supply of services such as design, simulation, calculation, development, implementation and launch on the market of new concepts and style for the Company's products.

In addition, it is reported that during the period the Company incurred costs amounting to €418 thousand, which relate to engineering costs for the development of the Ancona shipyard that have been considered to be accessory costs to the plant construction and hence are shown in this item.

In application of IFRS 16, costs paid to three companies considered related parties, relating to the rent for offices and production facilities, have not been considered.

Compensation of key management personnel of the Group

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Fees	**4,401**	3,737
Wages and salaries	**3,600**	3,727
Social security contributions	**609**	825
Employee severance indemnities and other allocations	**174**	187
Total compensation paid to key management personnel	**8,784**	8,476

48. FEES PAID TO DIRECTORS, STATUTORY AUDITORS, MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT AUDITORS

The remuneration paid to Ferretti S.p.A.'s Directors is provided below (in thousands Euro):

(in thousands Euro)	**December 31, 2025**	December 31, 2024
Fees	**4,828**	4,177
Social security contributions	**18**	32
Total fees and compensation	**4,846**	4,209

Fees are broken down as follows (in thousand Euro):

2025

(in thousands Euro)				
Name and surname	**Post held**	**Fees and compensation for the post held**	**Social security contributions**	**Total**
Hao Qinggui	Chairman of the Board of Directors	**22**	**—**	**22**
Jiang Kui**	Chairman of the Board of Directors	**—**	**—**	**—**
Alberto Galassi***	Director and Chief Executive Officer	**4,401**	**—**	**4,401**
Tan Ning	Director	**54**	**—**	**54**
Xu Xinyu	Director	**17**	**3**	**20**
Piero Ferrari	Vice Chairman of the Board of Directors	**70**	**—**	**70**
Zhang Quan	Director	**10**	**—**	**10**
Jiang Lan (Lansi)	Director	**57**	**—**	**57**
Stefano Domenicali	Director	**64**	**15**	**79**
Patrick Sun	Director	**57**	**—**	**57**
Jin Zhao	Director	**19**		**19**
Zhu Yi	Director	**57**	**—**	**57**
Total		**4,828**	**18**	**4,846**

48. FEES PAID TO DIRECTORS, STATUTORY AUDITORS, MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT AUDITORS (CONTINUED)

2024

(in thousands Euro)

Name and surname	Post held	Fees and compensation for the post held	Social security contributions	Total
Tan Xuguang*	Chairman of the Board of Directors	—	—	—
Jiang Kui**	Chairman of the Board of Directors	—	—	—
Alberto Galassi***	Director and Chief Executive Officer	3,737	—	3,737
Piero Ferrari	Vice Chairman of the Board of Directors	70	—	70
Xu Xinyu	Director	78	18	96
Zhang Quan	Director	49	—	49
Li Xinghao	Director	8	—	8
Hua Fengmao	Director	8	—	8
Jiang Lan (Lansi)	Director	57	—	57
Stefano Domenicali	Director	64	14	78
Patrick Sun	Director	57	—	57
Zhu Yi	Director	49	—	49
Total		4,177	32	4,209

* In the year ended December 31, 2024, the Chairman Tan Xuguang waived the fees and compensation to which he is entitled for his role.

** In the year ended December 31, 2025 and 2024, the Chairman Jiang Kui waived the fees and compensation to which he is entitled for his role.

*** Alberto Galassi is an Executive Director and the Chief Executive Officer of the Company.

The remuneration paid to Ferretti S.p.A.'s Statutory Auditors and members of the Supervisory Body in the year ended December 31, 2025 are shown in the table below (in thousand Euro):

(in thousands Euro)

Post held	Fees and compensation for the post held	Social security contributions	Total
Board of Statutory Auditors	**100**	**4**	**104**
Supervisory Body	**71**	**3**	**74**
Total	**171**	**7**	**178**

48. FEES PAID TO DIRECTORS, STATUTORY AUDITORS, MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT AUDITORS (CONTINUED)

The remuneration paid to Ferretti S.p.A.'s Statutory Auditors and members of the Supervisory Body for the year ended December 31, 2024 are shown in the table below (in thousands Euro):

(in thousands Euro)			
Post held	Fees and compensation for the post held	Social security contributions	Total
Board of Statutory Auditors	104	4	108
Supervisory Body	73	3	76
Total	177	7	184

The fees, including all related expenses paid to the independent auditors in relation to the auditing of the financial statements for the years ended December 31, 2025 and 2024 are shown below (in thousands Euro):

2025

(in thousands Euro)		
Name	**Nature of the fees and compensation**	**Fees and compensation**
EY S.p.A.	Fees for the auditing of accounts	**497**
EY S.p.A.	Fees for other services	**79**
EY Advisory S.p.A.	Fees for other services	**98**
Total		**674**

48. FEES PAID TO DIRECTORS, STATUTORY AUDITORS, MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT AUDITORS (CONTINUED)

2024

(in thousands Euro)

Name	Nature of the fees and compensation	Fees and compensation
EY S.p.A.	Fees for the auditing of accounts	461
EY S.p.A.	Fees for other services	205
EY Advisory S.p.A.	Fees for other services	194
Studio Legale Tributario	Fees for other services	81
Total		941

49. CONTINGENT LIABILITIES

The Group's management believes there are no significant risk tied to the Group's core business that might give rise to liabilities not reflected in the financial statements.

50. MORTGAGES ON PROPERTIES

As at December 31, 2025 and 2024, the Group's secured bank loans were secured by mortgages on properties with carrying amount of €3.1 million and €2.8 million, respectively.

51. COMMITMENTS

As at December 31, 2025 no commitment was reported (December 31, 2024: Nil).

52. GUARANTEES PROVIDED TO/RECEIVED FROM THIRD PARTIES

For purposes of comprehensive disclosure, the following paragraphs provide a detail of the guarantees provided and the commitments undertaken by the Group as at December 31, 2025.

The following types of guarantees were issued to secure payables and other obligations:

Ferretti S.p.A.:

— a surety policy for a total amount of €7.5 million issued by Liberty Mutual Insurance Europe SE for the benefit of the Emilia Romagna Revenue Agency in connection with the Group VAT credit surplus for 2023;

— a surety policy for a total amount of €5.6 million issued by Liberty Mutual Insurance Europe SE for the benefit of the Emilia Romagna Revenue Agency in connection with the Group VAT credit surplus for the third quarter 2023;

— a surety policy for a total amount of €21.3 million issued by Allianz Trade (Euler Hermes) for the benefit of the Emilia Romagna Revenue Agency in connection with the Group VAT credit surplus for 2022;

— an insurance policy issued by Reale Mutua Assicurazioni for the Iseo, Endine and Moro Lake Authority for concession charges of €53 thousand;

— a surety policy for a total amount of €851 thousand issued by Elba Assicurazioni as a guarantee for contractual obligations associated with the supply of several patrol boats to the Carabinieri Corps;

— four surety policies for a total amount of €493 thousand issued by Liberty Mutual Insurance Europe SE as a guarantee for contractual obligations associated with the supply of patrol boats to the Ministry of Defense;

— guarantees totalling €235.5 million issued by various banks in favor of customers as a guarantee of the advances paid for the construction of several boats;

— guarantees totalling €1.3 million issued by various banks in favor of certain suppliers, following negotiated supply conditions;

— a surety policy for a total amount of €145 thousand issued by Revo in favor of the central Adriatic Sea Port Authority to guarantee compliance with the obligations undertaken following the public concession;

— a surety policy for a total amount of €8.8 million issued by Liberty Mutual Insurance Europe SE in favor of the central Adriatic Sea Port Authority to guarantee the investments with the obligations undertaken following the concession as required by the regulation;

52. GUARANTEES PROVIDED TO/RECEIVED FROM THIRD PARTIES (CONTINUED)

Ferretti S.p.A.: (Continued)

— a surety policy for a total amount of €1 million by Allianz Assicurazioni in favor of the central Adriatic Sea Ancona Port Authority to insurance of the investments;

— a surety policy for a total amount of €450 thousand by Liberty Mutual Insurance Europe SE in favor of the central-northern Adriatic Sea Ravenna Port Authority to insurance of the investments;

— a surety policy for a total amount of €2.6 million by Allianz Assicurazioni in favor of the central-northern Adriatic Sea Ravenna Port Authority to insurance of the investments;

— a surety policy for a total amount of €139 thousand by Liberty Mutual Insurance Europe SE in favor of the central Adriatic Sea Ravenna Port Authority to guarantee compliance with the obligations undertaken following the concession as required by the Navigation Code;

— a surety policy for a total amount of €242 thousand by Liberty Mutual Insurance Europe SE in favor of the central Adriatic Sea Ravenna Port Authority to guarantee compliance with the obligations undertaken following the concession as required by the Navigation Code;

— a surety policy for a total amount of €5 thousand by Sace in favor of the Ravenna Municipality;

— a surety policy for a total amount of €155 thousand by Allianz Trade (Euler Hermes) in favor of the "Snam rete gas";

— a surety policy of €30 thousand received from Unipol Assicurazioni in favor of the Ancona Customs Agency for excise incentives on diesel used in engine tests;

— a surety policy of €103 thousand Euro, received from Liberty Mutual Insurance Europe SE for the benefit of the Italian Customs and Monopolies Agency of Ancona — seafront for a global guarantee (tax relief measures);

— a surety policy of €77 thousand Euro, received from Coface in favor of the central-northern Adriatic Sea Port Authority to guarantee compliance with the obligations undertaken following the sub-entry into the Rosetti state maritime concession for 16,070 square meters;

— a surety policy of €304 thousand Euro, received from Sace in favor of the Eastern Ligurian Sea Port Authority to guarantee compliance with the obligations undertaken following the concession n. 103 dated 14/02/22, as required by the Navigation Code;

— two surety policy of €6.7 million received from Generali Italia S.p.A. in favor of the Union of Italian Chamber of commerce related to Carnet ATA convention;

— a surety policy for a total amount of €2.6 million issued by Liberty Mutual Insurance Europe SE for the benefit of the Emilia Romagna Revenue Agency in connection with the Group VAT credit surplus for the third quarter 2024.

52. GUARANTEES PROVIDED TO/RECEIVED FROM THIRD PARTIES (CONTINUED)

Zago S.p.A.:

— a surety policy of €662 thousand issued by Coface for the benefit of a customer in connection with advances received or as guarantee on furnishing and fixture.

— sureties of €3.8 million issued by Liberty Mutual Insurance Europe SE for the benefit of a customer in connection with advances received or as guarantee on furnishing and fixture, counter guaranteed by Ferretti S.p.A.;

— a surety policy of €702 thousand issued by Allianz Trade for the benefit of a customer in connection as guarantee on furnishing and fixture.

— a surety policy of €73 thousand received from Coface for the benefit of the Real Estate Zentrum for the rental agreement.

— a surety policy for a total amount of €0.6 million issued by Liberty Mutual Insurance Europe SE for the benefit of the Pesaro Revenue Agency in connection with the VAT credit surplus for the third quarter 2025.

Ram S.p.A.:

— a surety policy of €45 thousand received from Liberty Specialty Markets Assicurazioni for the benefit of the Bergamo Customs Agency for the temporary import of boats;

— a surety policy of €0.2 million received from Generali Italia S.p.A. in favor of the Union of Italian Chamber of commerce related to Carnet ATA convention.

53. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

In January, February, and March 2026, the Group participated in the major international boat shows in Düsseldorf, Miami and Palm Beach.

On January 19th, 2026, Azúr a.s. ("**KKCG Maritime**") announced its intention to launch a conditional voluntary partial tender offer to acquire up to 52,132,861 Shares, representing 15.4% of the Company's share capital (the "**Offer**"). If the Offer is fully accepted, KKCG Maritime would hold 101,162,888 Shares, equal to 29.9% of the Company's share capital. On January 29, 2026, KKCG Maritime announced that it had filed the offer document with CONSOB and the executive director of the Corporate Finance Division of the SFC. On January 30, 2026, Ferretti's Board of Directors, in compliance with the provisions of the Hong Kong Code on Takeovers and Mergers ("**HK Takeovers Code**"), established an "Independent Board Committee" composed entirely of the Company's non-executive directors. On February 27th, 2026, KKCG Maritime announced that it obtained, on February 25th, 2026, the clearance of the Offer document from CONSOB and, on February 27th, 2026, confirmation from the Executive that it had no further comments on the Offer document. On March 2nd, 2026, KKCG Maritime made available to the public the Offer document approved by the Authorities and the acceptance form for the Offer. On March 12th, the Board of Directors of Ferretti approved, by majority, the issuer's statement in relation to the Offer (the "**Response Document**"), with directors Piero Ferrari, Alberto Galassi and Stefano Domenicali abstaining. The Response Document has therefore been made available to the public on the Company's website. On March 16th, 2026, the acceptance period for the Offer began. On March 26th, 2026, KKCG Maritime announced an increase of the Offer's consideration from €3.50 per share to €3.90 per share and, on the same date, it published the relevant Offer document supplement.

In light of the current international geopolitical landscape, characterized by ongoing tensions and uncertainties (mainly the recent developments in the Middle East since February 28, 2026), it cannot be excluded that risks associated with market and exchange-rate volatility, as well as potential commercial frictions, may emerge. Such factors could, to an extent that is difficult to quantify at this stage, influence the performance of the Shares and/or the timing of Issuer's order collection. The nature and scale of any potential effects will depend on the evolution of these geopolitical dynamics, including their intensity, duration and broader repercussions on global economic conditions.

54. APPROVAL OF THE FINANCIAL STATEMENTS

The Financial Statements, Management Discussion and Analysis and Directors' Report were approved and authorized for issue by the Board on March 31, 2026.

Definitions

"AMAS"	North America, Central America and South America
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held on Thursday, May 14, 2026 and any adjournment thereof
"APAC"	Asia-Pacific
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee" or "Controls, Risks and Related Parties Committee"	audit committee of the Company, which is also referred to as Controls, Risks and Related Parties Committee pursuant to Italian law
"Board" or "Board of Directors"	the board of Directors
"Board of Statutory Auditors"	the board of statutory auditors of the Company
"Borsa Italiana"	Borsa Italiana S.p.A., a joint stock company (società per azioni) incorporated under the laws of Italy, with registered office at Piazza degli Affari 6, Milan, Italy, which is, inter alia, the market operator of Euronext Milan
"By-Laws"	the by-laws of the Company, as amended from time to time
"Chairman"	the Chairman of the Board
"Chief Executive Officer"	the chief executive officer of the Company
"China" or "PRC"	the People's Republic of China and for the purposes of this annual report only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan
"Civil Code"	the Royal Decree No. 262 of March 16, 1942, as amended from time to time
"CLFI" or "Consolidated Law of Financial Intermediation"	Legislative Decree No. 58 of February 24, 1998, as amended from time to time
"Code of Ethics"	the set of defined, recognised and agreed values that are established by the code of ethics of the Company to govern the conduct of directors, employees and all those who work with the business of the Company
"Companies Ordinance"	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

Definitions

"Company", "our Company", "the Company", "Ferretti" or "Issuer"	Ferretti S.p.A., a company incorporated under the laws of Italy as a joint-stock company with limited liability, the shares of which are dually listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 9638) and the Euronext Milan (EXM: YACHT.MI)
"CONSOB"	Italian authority for the supervision of financial markets (Commissione Nazionale per le Società e la Borsa), with its registered office in Rome, at Via Giovanni Battista Martini 3, Italy
"Consolidated Financial Statements"	the financial statements of the Group audited by the auditor for the financial year ended December 31, 2025
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and, with respect to our Company, refers to any or all of SHIG, Weichai Group, Weichai Holding (HK) and FIH
"Corporate Governance Code"	the Corporate Governance Code for listed companies, as approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana, ABI, ANIA, Assonime, Confindustria, and Assogestioni, available at www.borsaitaliana.it in the section, Corporate Governance in the Market Rules
"Corporate Governance Committee"	the corporate governance committee for listed companies, promoted by Borsa Italiana, ABI, ANIA, Assogestioni, Assonime, and Confindustria
"Corporate Governance Report"	the report on corporate governance and structures, as required to be prepared and published pursuant to article 123-*bis*, CLFI
"Director(s)"	the director(s) of the Company
"EBITDA"	earnings before interest, taxes, depreciation and amortization
"ESG"	Environmental, Social and Governance
"ESG Committee" or "Environmental, Social and Governance Committee" or "Sustainability Committee"	environmental, social and governance committee of the Company
"Euro", "EUR" or "€"	the lawful currency of the member states of the European Union participating in the third stage of the European Union's Economic and Monetary Union
"Euronext Milan"	the Euronext Milan, organized and managed by Borsa Italiana
"FIH"	Ferretti International Holding S.p.A., a joint-stock company (società per azioni) incorporated and organized under the laws of Italy and one of our Controlling Shareholders

"First Trading Day"	June 27, 2023, the date on which trading in Shares began on Euronext Milan
"FSD"	Ferretti Security Division business, a division of the Company that designs, develops and manufactures coastal patrol vessels
"Group", "Ferretti Group", "we" or "us"	the Company and its subsidiaries
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"HK Takeovers Code"	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Listing"	the public offering of the Shares on the Main Board of the Hong Kong Stock Exchange as defined and described in the Hong Kong Prospectus
"Hong Kong Prospectus"	the prospectus of the Company dated March 22, 2022 in relation to the Hong Kong Listing
"Hong Kong Stock Exchange", "Stock Exchange of Hong Kong" or "Stock Exchange"	The Hong Kong Stock Exchange Limited
"IARMS"	the internal controls and risk management system of the Company
"IAS"	International Accounting Standards, as issued by the International Accounting Standards Board
"IFRS"	International Financial Reporting Standards, as issued by the International Accounting Standards Board
"Issuers' Regulation"	the Italian Regulation adopted with CONSOB resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented, containing the regulations implementing the CFA, concerning the discipline of issuers
"Italian Listing"	the listing of the Shares on the Euronext Milan managed and organized by Borsa Italiana
"Listing Date"	March 31, 2022, the date on which the Shares were listed on the Hong Kong Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time

"Management Incentive Plan"	a management incentive plan approved on December 21, 2021, setting out incentives for the Group's senior management and other employees
"MAR" or "Market Abuse Regulation"	Regulation (EU) No 596/2014, as amended from time to time
"Market Rules"	means the rules governing the markets organised and operated by Borsa Italiana
"MEA"	Middle East and Africa
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
"Nomination Committee"	nomination committee of the Company
"Remuneration Committee"	remuneration committee of the Company
"Remuneration Policy"	Section I of the Remuneration Report, which sets forth clearly and in a comprehensible manner (a) the Company's and the Group's policy on the remuneration of members of the Board, the ESRs, and, subject always to the terms of article 2402 of the Civil Code, the members of the Board of Statutory Auditors; and (b) the bodies involved, and the procedures used, in preparing, approving and revising that policy, and its term
"Remuneration Report"	the report on remuneration policy, and compensation paid, prepared pursuant to article 123-*ter*, CLFI, article 84-*quater* of the Issuers' Regulations, in accordance with Schedule 7-*bis* to those regulations, which is available, as the law requires, from the Company's registered office and its website at *www.ferrettigroup.com*, in the section *Corporate Governance*
"Reporting Period" or "Reporting Year"	the year ended December 31, 2025
"RPT Procedure"	the procedure that governs transactions with related parties that are effected by the Company, or through subsidiaries, in accordance with the terms of the CONSOB Related Parties Rules, as approved on a preliminary basis by a meeting of the Board in May 18, 2023 and subsequently approved on February 24, 2026, following favourable review by the independent Directors
"RPT Rules"	the regulations on transactions with related parties 17221 of March 12, 2010, as amended from time to time
"SFC"	The Securities and Futures Commission
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

"Shandong SASAC"	Stated-owned Assets Supervision and Administration Commission of Shandong Province
"Share(s)"	ordinary share(s) with no nominal value in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Shareholders' Meeting"	the Shareholders' meeting of the Company
"Shareholder Engagement Policy"	the policy for managing engagement with Shareholders and other material stakeholders, as approved by the Board on May 18, 2023
"Share Option Scheme"	the share option scheme adopted by the Company on May 25, 2022
"SHIG"	Shandong Heavy Industry Group Co., Ltd.*, a company with limited liability incorporated under the laws of the PRC and one of our Controlling Shareholders
"SMEs"	small and medium-sized enterprises whose shares are listed, pursuant to article 1(1)(w-*quater*)(1) of the CLFI, and article 2-*ter* of the Issuers' Regulations
"Strategic Committee"	strategic committee of the Company
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
"Sustainability Report"	means the sustainability report for the year ended December 31, 2025, as approved by the Board of Directors on March 31, 2026 and published on the Company's website (at www.ferrettigroup.com), within the sections Investor Relations and Sustainability, pursuant to Legislative Decree No. 125 of September 6, 2024 which transposed Directive (EU) No. 2022/2464 (the Corporate Sustainability Reporting Directive)
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Supervisory Board"	the supervisory board established by the Company pursuant to Legislative Decree 231/2001
"Tax Booklet"	a tax booklet published on the website of the Company, which provides the Italian tax framework relating to the ownership of the Shares
"Weichai Group"	Weichai Holding Group Co., Ltd.*, a company with limited liability incorporated under the laws of the PRC and one of our Controlling Shareholders
"Weichai Holding (HK)"	Weichai Holding Group Hongkong Investment Co., Limited, a company incorporated under the laws of Hong Kong and one of our Controlling Shareholders

"USA"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"U.S. dollar" or "USD"	United States dollars, the lawful currency of the United States
"%"	per cent
"2026 Remuneration Policy"	the Remuneration Policy for the 2026 financial year, as approved by a meeting of the Board held on March 31, 2026, at the proposal of the Remuneration Committee, and subject to approval from the Shareholders' Meeting called to resolve upon the financial statements of the Company as at and for the year ended December 31, 2025

The English names of PRC nationals, enterprises, departments, facilities, certificates, regulations, titles and the like marked with "" are translations of their Chinese names and are included in this annual report for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name will prevail.*

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FERRETTI GROUP

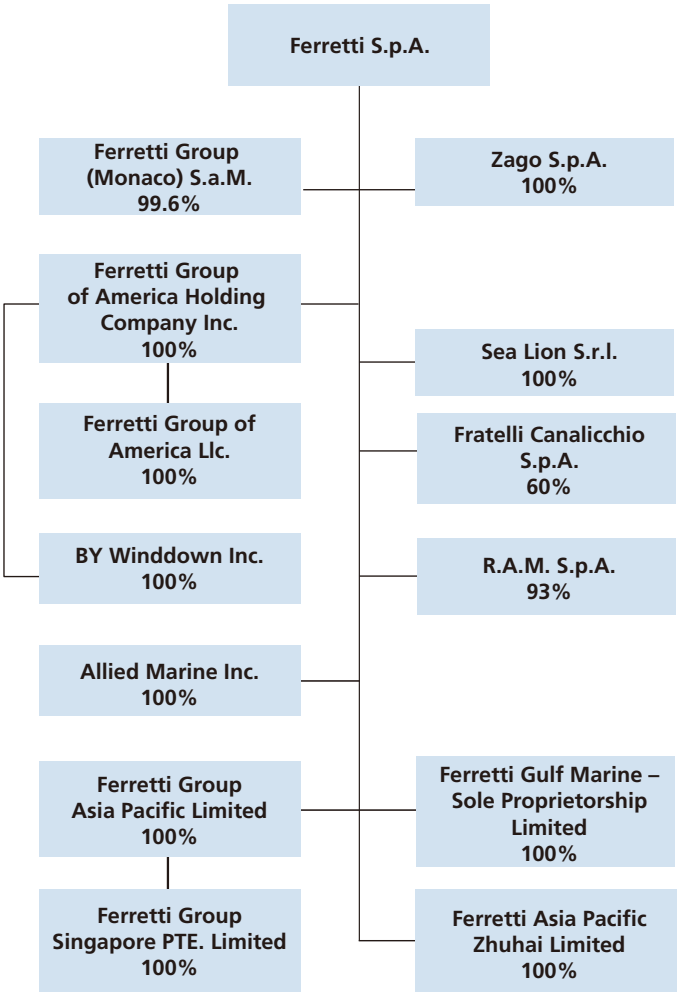
Ferretti Group: Our Profile

Italy is internationally recognised as one of the leading centres for high-end boating. Thanks to its history of combining tradition, industrial vision and organisational solidity, the Ferretti Group is a point of reference in this scenario. The Group's positioning is rooted in a set of distinctive values and a clearly defined identity, which, over time, have contributed to the establishment of a benchmark model in the luxury yacht sector.

The business model is based on a structured integration between production capacity and craftsmanship skills: The Group's seven Italian shipyards operate as an efficient industrial system where technology and innovation are combined with the quality of Made in Italy. This combination enables the Ferretti Group to dominate the highly competitive global market. It targets high-profile shipowners and operates through a select network of dealers in Europe, Asia, and the United States.

The Ferretti Group is the preferred choice of shipowners who are looking for aesthetic excellence and performance, as well as advanced technological solutions and a high level of customisation. The Group's yachts are characterised by their exclusive interior designs and innovative systems that enhance comfort, safety and efficiency.

Group structure



[1] In 2025, Massello S.r.l. was merged into Zago S.p.A.

Products and Services

The Ferretti Group is a global leader in the design and construction of yachts, with a range of boats spanning from 8 to 95 metres in length. The product portfolio is designed to meet the needs of a diverse global customer base and includes brands and models that differ in type, size, performance, design style, materials used and level of customisation.

To help you understand the Group's full range of products and services, it is organised into three main segments:

Composite Yachts	*Made-to-measure yachts*	*Super yachts*
Boats in this category have a maximum length of 30 metres (100 feet) and are characterised by hulls made of composite materials such as fibreglass or carbon fibre. Composite yachts are designed with a set of predefined accessories, materials, and decorative elements, which can be customised according to the shipowner's preferences. The "one-piece flow" production process ensures that these yachts can be delivered quickly without compromising on quality and innovation.	This category includes almost entirely custom-built boats, ranging in length from 30 to 43 metres (100 to 140 feet). The ability to thoroughly customise interior layouts, furnishings and accessories is what makes made-to-measure yachts stand out, while they also benefit from the stability and production advantages offered by fibreglass or carbon fibre hulls that are predefined according to the model.	The super yachts range includes larger boats with metal alloy hulls, measuring up to 95 metres (311 feet) in length. This category is further divided into two types: ▪ Fully-Custom Yachts: unique creations, made entirely to measure to meet the specific needs of customers, both for exteriors and interiors. ▪ Flagship Models: yachts with fully customisable interiors that reflect the distinctive design of renowned brands such as Riva, Pershing, Custom Line and the sailing super yachts of the Wally brand. Due to their exclusive nature, the production process for these yachts is complex and time-consuming, with the duration depending on the customisation requested.

Level of personalisation	**List of predefined options to choose from (colours, fabrics, etc.)**	**Layout and interior details**	**Hull and exterior and interior design**
Build time	2–8 months	7–15 months	28–48 months
Sales channel	Dealer	Broker	Broker

The group's brands:

WALLY FERRETTIYACHTS PERSHING itama Riva CRN CUSTOM LINE

The Ferretti Group enhances its core business with a range of high value-added services that expand and strengthen the Group's offer throughout the entire life cycle of the boat. The main complementary activities include:

- *Design and manufacture of interior fittings:* Bespoke solutions developed through the use of fine woods, advanced handling technologies and a craftsmanship that allows us to create distinctive and highly personalised environments on board.

- *Maritime safety solutions:* The Group develops boats for patrolling and monitoring coastal, regional and international areas through its Ferretti Security Division (FSD). These boats are aimed at government agencies and competent authorities.

- *After-sales and refitting services:* Interventions focused on the updating, maintenance and renovation of boats with the aim of preserving their efficiency, aesthetics and value over time.

- *Brand extension activities:* Strategic initiatives are aimed at consolidating the Group's brand recognition and engaging new customer segments.

- *Brokerage and yacht management:* Integrated services that support shipowners and potential buyers in the sale and purchase, operational management and optimisation of the cruising experience.

The economic contribution generated by support activities is a strategic element for the Group, as it mitigates the cyclical and seasonal effects that characterise its core business.

It should be noted that in the 2025 Sustainability Reporting, the Group has not omitted any information relating to its know-how or innovation results.

The table below illustrates how the Ferretti Group transforms its resources and skills (input) into products, services, and strategic initiatives (output) to generate sustainable results and impacts that benefit customers, investors, and all stakeholders (outcome).

INPUTS	OUTPUTS	OUTCOMES
Financial — Share capital — Interest-bearing debt — Investments in Research & Development	**Yachts & boats** — Composite Yachts, Made-to-measure Yachts, Super Yachts	**Financial** — Revenue — EBITDA
Technological — Development and innovation centers — Advanced design and engineering	**Innovation & Nautical performance** — Hybrid and electric propulsion systems	**Technological** — Performance and exclusivity — Innovative products — Development of the nautical sector
Intellectual — Patents and intellectual property — Engineering and craftsmanship expertise	**Experience and Personalisation** — Tailored customisation options — Luxury interior design	**Intellectual** — Reputation
Human — Technical and craftsmanship skills — Personnel training and development — Work safety and well-being	**Customer & After-sales Services** — Ferretti Group Service Points — Maintenance and refitting — Loan and lease services	**Human** — Talent — Experience & Know-How — Integrity — Health & Safety
Infrastructure — Production and testing centres — Global supply chain	**Shipyards & Operating structures** — Exclusive marina and showroom — Events and tests at sea	**Infrastructure** — Work experience — Employee wellbeing — Boat performance
Social/Relational — Collaborations with designers and architects — Relations with governments and institutions — Engagement with shipowners and VIP customers	**Events & Partnerships** — WallyBeacon — Energy Boat Challenge — Boat shows and international trade fairs — Partnerships with luxury brands	**Social/Relational** — Growth of local communities — Stakeholder engagement — Strategic partnerships
Natural — Renewable energy sources — Optimisation of the boat life cycle	**Sustainability & energy efficiency** — More durable and sustainable yachts	**Natural** — Emission reduction — Circular economy

ESRS 2: GENERAL DISCLOSURES

Basis for preparation

This section of the Annual Report presents the consolidated Sustainability Reporting (hereinafter also referred to as the "**Reporting**") of the Ferretti Group (hereinafter also referred to as "**the Group**" or "**Ferretti Group**"), prepared in accordance with Legislative Decree no. 125 of 6 September 2024 (hereinafter also referred to as "**the Decree**"), transposing Directive (EU) 2464/2022, known as the "Corporate Sustainability Reporting Directive" (CSRD).

The Ferretti Group prepared this Reporting in accordance with the ESRS *Sector-Agnostic* standards[2] (hereinafter also referred to as "**the ESRS**" or "**the Standards**") for the period from 1 January to 31 December 2025, in line with its financial reporting. The Reporting remains annual and includes comparisons with data for the 2024 financial year, the first year of reporting in accordance with ESRS standards.

The principle of incorporation by reference has been applied, including certain information from the Corporate Governance Report in the Consolidated Sustainability Reporting. This approach ensures consistency and integration between various company documents, providing a comprehensive, structured overview of disclosed information.

The reporting scope encompasses all companies fully consolidated within the Consolidated Financial Statements. The information contained in the Reporting, with particular reference to Policies, Actions, Targets (PAT) and Metrics, refers to the entire reporting scope.

The information contained in the Consolidated Sustainability Reporting was prepared considering the sustainability topics material to the Group, as identified in accordance with the principle of Double Materiality established by ESRS 1 "General Requirements". As required by ESRS 2 "General Disclosures", the document illustrates and explores the topics identified as material to the Group following the Double Materiality Assessment. In this context, the impacts, risks and opportunities (IROs) were identified, as well as the most significant sustainability topics related to the Group's activities and its value chain. For further details on the concept of "materiality", please refer to the "Materiality Definition Process" paragraph in this document.

In compliance with ESRS standards, the Reporting extends its scope of information to include the upstream and downstream value chain, in order to provide a comprehensive overview of the material impacts, risks and opportunities of the Group. As described in the "Double Materiality Assessment" paragraph, the analysis took into account not only the impacts, risks and opportunities related to the Group's internal activities, but also those related to its value chain.

With regard to disclosure, both qualitative and quantitative information has been reported for certain indicators, limited to the scope of the Group. This is because, in the first three years of reporting, the Decree allows the omission of information relating to the value chain, provided adequate reasons are given. Where complete data could not be collected along the value chain, estimates or proxy variables based on reasonable and verifiable data were used instead. Where the estimated information concerns quantitative metrics, the underlying assumptions, calculation bases and relative level of accuracy are explained. Currently, the quantitative data available for the value chain concerns Scope 3 emissions, but the Group is committed to taking the necessary measures to gradually integrate and expand this information in the coming years.

[2] Single European standard for consolidated sustainability reporting, prepared by EFRAG and officially published on 31 July 2023 (Delegated Regulation 2772/2023, Annex I)

It should be noted that the financial resources allocated to the action plans have not been included in this report if they are considered insignificant, i.e. when the amount is less than the threshold of EUR20,000.

In preparing the forward-looking information contained in these financial statements, the Group has made assumptions and assessments of future events that, by their nature, involve a degree of uncertainty. These assumptions are based on estimates and forecasts that could undergo changes in terms of size and timing, depending on how the reference conditions evolve. Consequently, forward-looking information must be interpreted with the uncertainties that characterise it in mind, as these could lead to significant deviations from what is expected. The Group constantly monitors these factors, updating its estimates and assumptions as necessary to ensure the accuracy of the presented information.

In preparing the Reporting, consideration was given to the fundamental qualitative characteristics that information must have (relevance and fair representation) and the qualitative characteristics that improve information (comparability, verifiability and comprehensibility), as defined and described in ESRS 1 "General Requirements" in Appendix B "Qualitative Characteristics of Information".

As an entity required to prepare the Consolidated Sustainability Reporting pursuant to Article 4 of Legislative Decree 125/2024, the Ferretti Group has included the required disclosure on "EU Taxonomy" (Regulation (EU) 2020/852 and related Delegated Regulations (EU) 2021/2178, 2021/2139, 2023/2485 and 2023/2486) in this document, with reference to the Group's environmentally-sustainable activities. When analysing and preparing the related disclosures, the Group adopted a prudent approach, basing it on its understanding and interpretation of the applicable regulatory requirements and current knowledge.

The ESRS Content Index, which can be found in the "Appendix" section of this document, provides details of the reported indicators. This section also includes the "Appendix B" table, which provides a link between the information required by other European Union regulations containing sustainability reporting requirements and the ESRS disclosure requirements — both cross-cutting and topical — subject to disclosure in the Group's 2025 Consolidated Sustainability Reporting.

The process of preparing the Reporting, overseen by the Investor Relations & Sustainability department under the supervision of the Chief Financial Officer, involved the heads of the Group's various departments, both in the context of the Double Materiality process — described in detail in the dedicated chapter — and in the preparation of qualitative and quantitative content. Currently, the Ferretti Group does not have a specific mandate or a management-level committee tasked with the direct supervision of governance processes, controls, and procedures related to the monitoring, management, and control of impacts, risks, and opportunities.

The Reporting was submitted to the Board of Directors of Ferretti S.p.A. for approval during the meeting to approve the separate and consolidated financial statements on 31 March 2026. It is subject to limited assurance in accordance with the Standard on Sustainability Assurance Engagements (SSAE) (Italy).

It should also be noted that, as part of the ESG project, the Group has launched a specific initiative dedicated to the development of an internal control system for sustainability reporting, with the aim of strengthening decision-making processes and internal control procedures, currently not yet formalised. For further details on the internal control system for sustainability reporting, please refer to the "Risk management and internal controls on consolidated sustainability reporting" section in this document.

The consolidated Sustainability Reporting is published on the corporate website, "Social Responsibility" section, "2025 Report & Archive" and "Annual Financial Report — Investor Relations/Reports and Presentations", following approval by the Board of Directors.

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ESRS 2 Governance

The Ferretti Group has adopted a corporate governance system based on compliance with current regulations, the Articles of Association and Internal regulations, with the aim of ensuring responsible, transparent and sustainable management. The activities of the corporate bodies are geared towards creating medium-to long-term value, protecting the Group's assets, safeguarding shareholders' rights and managing business risks in an informed manner. The corporate governance model is based on the principles of fairness, integrity and transparency, ensuring equal treatment for all shareholders and excluding any improper or privileged use of company information for personal or group purposes.

The Group adopts a traditional administration and control model, in which governance is entrusted to three bodies: the Shareholders' General Meeting, the Board of Directors (BoD) and the Board of Statutory Auditors.

The Board of Directors is responsible for the management and administration of Ferretti S.p.A., as the parent company, and, in a coordinated manner, for the overall strategic direction of the Ferretti Group.

The Board has established several internal committees: the Nomination Committee, the Remuneration Committee, the Sustainability Committee (ESG), the Strategic Committee and the Controls and Risks Committee. Each committee makes proposals and provides advice to the Board, in line with the recommendations of the Corporate Governance Code. The Related Parties Committee, whose functions are assigned to the Controls and Risks Committee, operates in accordance with the regulations in force, the Related Party Transactions Regulation (RPT) issued by Consob and the RPT Procedure adopted by the Group.

The Group has not yet finalised the mechanisms through which responsibilities relating to impacts, risks and opportunities are integrated into the corporate mission, the mandates of the administrative, management and supervisory bodies, and related policies.

Furthermore, a systematic process for monitoring the targets related to these topics has not yet been defined. Similarly, although they are subject to assessment, specific skills in the field of sustainability are not yet fully developed or formally integrated into decision-making processes. The Group intends to continue strengthening and improving these areas continuously.

The operational assessment of sustainability impacts, risks and opportunities is currently carried out by management and the front line of the company, in line with their respective areas of responsibility and the Group's risk management system. The Sustainability Committee is responsible for overseeing these topics and reports directly to the Board of Directors, ensuring constant and structured monitoring. The Board of Directors then validates these assessments, approves the Consolidated Sustainability Reporting, and monitors its integration into the strategy and business model.

Board of Directors

The Board of Directors of Ferretti S.p.A. has extensive ordinary and extraordinary management powers. These include decisions on significant transactions, such as mergers, reductions in share capital and amendments to the Articles of Association. It is responsible for approving the business plan, periodically evaluating results and defining the Ferretti Group's governance system and risk management. In accordance with current legislation, the Board of Directors adopts policies aimed at regulating dialogue with shareholders and the management of corporate information, including that relating to the disclosure of inside information.

The members of the Board must have the necessary skills and professionalism to carry out their tasks, and must also meet the independence and integrity requirements set out in the applicable laws and regulations. This includes provisions relating to companies listed on the Hong Kong Stock Exchange and Euronext Milan. Currently, there is no administrative body with specific expertise in ESG matters. However, the Board of Directors has an ESG Sustainability Committee responsible for addressing these topics. For further details, please refer to the "ESG Sustainability Committee" paragraph. Training was also provided for board members to refine their skills in overseeing sustainability matters. The BoD is also responsible for approving the Consolidated Sustainability Reporting.

The Board consists of nine members, including two women (22%), seven men (78%), four independent members (44%) and two executive members (22%). Its composition is subject to periodic assessment, including at least one review per year or following significant events, to ensure compliance with the requirements regarding the independence and integrity of directors. There is no representation of workers on the Board of Directors.

The table below shows the composition of the BoD of Ferretti S.p.A. as at 31 December 2025:

Name	Age	Gender	Office	Executive/ Non-Executive	Independence	Experience relating to the company's sectors, products and geographical areas
Hao Qinggui (Powill)	44	m	Chairman and Non-executive director	Non-executive	no	He developed his career at Weichai Power and Shandong Heavy Industry Group, where he held senior positions in legal, financial, and capital management. He was a member of the Boards of Directors of listed companies and international holding companies, including Ceres Power, Weichai Power Luxembourg Holding and Ferretti International Holding. He has a law degree and an economics degree from Harbin Engineering University.
Alberto Galassi	61	m	Chief Executive Officer and Executive Director	Executive	no	He enjoyed a multidisciplinary career, beginning in the legal field before moving on to strategic leadership roles at Piaggio Aerospace, where he contributed to the company's international relaunch. As CEO and Executive Director, he currently leads the Group's strategy and sits on the Boards of Directors of major sporting and commercial organisations.

Name	Age	Gender	Office	Executive/ Non-Executive	Independence	Experience relating to the company's sectors, products and geographical areas
Piero Ferrari	80	m	Honorary chairman and Non-executive director	Non-executive	no	He held increasingly responsible positions within Ferrari's motor-sport division, helping to establish the brand's global presence. Today, as deputy chairman and founder of HPE-COXA, he is a leading figure in the luxury and high-end engineering sector and has received numerous awards. He heads the Strategic Product Committee at the Ferretti Group.
Tan Ning (Tonny)	44	m	Executive director	Executive	no	He is Executive Director and Chief Audit Executive (IARMS Director) of the Ferretti Group, as well as the sole Director of Ferretti Asia (Zhuhai) Co., Ltd. He gained extensive managerial experience as General Manager of both Changzhou FRP Boatbuilding and Bostar Marine Technology (Qingdao), having previously held positions of responsibility in APAC sales and international management at Weichai. He holds a degree in Management from Shanghai University for Science and Technology.
Zhu Yi	49	f	Independent Non-Executive Director	Non-executive	yes	She has over 20 years' experience in investment banking, having held a senior position at Morgan Stanley as Managing Director. Having led research and projects in the automotive, industrial and infrastructure sectors, she was appointed partner at Shanghai Huasheng Youge Equity Investment Management, where she demonstrated excellent leadership skills.
Jin Zhao	41	m	Independent Non-Executive Director	Non-executive	no	Deputy General Manager of Weichai Holding Group and Chairman of the Board of Directors of Ferretti International Holding S.p.A. He currently also holds senior positions in Weichai's international operations, including Chief Representative at Baudouin Moteurs, Deputy General Manager of the Global Sales Centre and Head of the European area and business power in Europe. He developed his career at Weichai Power, leading strategic divisions in engineering, exports, and power systems. He graduated from the Harbin Institute of Technology.

Name	Age	Gender	Office	Executive/ Non-Executive	Independence	Experience relating to the company's sectors, products and geographical areas
Stefano Domenicali	60	m	Independent Non-Executive Director	Non-executive	yes	He has twenty years' experience in the automotive and luxury sectors. He started his career at Ferrari, before moving on to senior roles at Lamborghini and Formula 1. His transformative leadership and strategic vision have contributed significantly to innovation and international competitiveness in the sector.
Patrick Sun	67	m	Independent Non-Executive Director	Non-executive	yes	He has built a solid career in financial markets, holding leadership positions at institutions such as J.P. Morgan and Sunwah Kingsway Capital. He currently serves on numerous Boards of Directors of listed companies.
Jiang Lan (Lansi)	58	f	Non-executive director	Non-executive	no	She has built a solid career in the automotive and construction industries, gaining significant experience at Volvo and Doosan Infracore in China. She is currently Managing Director at KJE International Holdings.

Board of Statutory Auditors

As an independent Supervisory Body, the Board of Statutory Auditors monitors compliance with the law and the Articles of Association, ensuring compliance with the principles of correct administration. In particular, it supervises the adequacy and proper functioning of the Company's organisational, administrative and accounting structure.

Through its control activities, the Board helps to ensure the Group is managed responsibly and sustainably, promoting transparency, operational efficiency, and sound decision-making processes. To promote integration between strategic decisions and business operations, it periodically reviews the processes and procedures adopted, assessing the effectiveness of internal controls and the consistency of risk mitigation measures.

The Board of Statutory Auditors consists of five members, including two men (40%) and three women (60%). The composition is decided by the Shareholders' General Meeting to ensure compliance with the independence and integrity requirements, thereby ensuring balanced and transparent representation. As at 31 December 2025, it is composed as follows:

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Luigi Capitani	60	m	Chairman	Founding partner of Studio Capitani Picone (Parma) since 1994, specialising in extraordinary operations, corporate finance, corporate crises and trust and family asset management. An expert in strategic, tax, corporate and contractual consulting, he has held positions on Boards of Directors, Boards of Statutory Auditors and supervisory bodies pursuant to Law 231/2001. He also has experience of insolvency proceedings, corporate restructuring, and tax defence.
Luca Nicodemi	52	m	Standing Auditor	He holds a degree in Business Economics from Bocconi University, with a specialisation in Finance, and is a Chartered Accountant, Statutory Auditor and Court-Appointed Technical Consultant registered with the Court of Milan. He is an expert in corporate governance and holds important positions in football, industry, and SGR-regulated entities. He has extensive experience of providing financial, accounting and tax consultancy services for M&A transactions, debt restructuring and business valuations to national and international institutions. He also provides fairness, accounting and tax opinions to industrial groups operating in the luxury, infrastructure and banking sectors. Furthermore, he is a member of the Supervisory Body for multinational companies and supervised entities, as set out in Legislative Decree 231/2001.
Giuseppina Manzo	45	f	Standing Auditor	She is an expert in financial statements and corporate finance and is currently an advisor at Wepartner S.p.A. She has a solid experience in assessing companies and equity investments, fairness opinions, accounting advice (IAS/IFRS), opinions on debt sustainability, and assistance in arbitration and legal proceedings. Her specialisations include extraordinary finance transactions, mergers, acquisitions and corporate reorganisations. Previous experience at Studio Provasoli, Banca Intesa and Hitachi Europe, focusing on financial advisory, auditing and the adoption of international accounting standards.

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Tiziana Vallone	56	f	Alternate Auditor	She holds a degree in Economics and Business from the University of Bari and is a Chartered Accountant, External Auditor and Auditor for Local Authorities. She is an expert in auditing, corporate finance, company law and restructuring, and holds administrative and supervisory positions in multinational and listed companies. She currently provides expert advice in support of the national business crisis committees of the Ministry of Industry and Made in Italy. She gained academic experience by teaching at Bocconi University in Milan until 2006. She currently holds courses on topics such as corporate finance, business crises and risk management for the Milan Association of Chartered Accountants and the Milan, Bologna and Bergamo Bar Associations. She is also a member of a number of committees and working groups, including the Crisis and Corporate Restructuring Committee, where she serves as deputy chairwoman.
Federica Marone	50	f	Alternate Auditor	She holds a degree in Economics and Business, specialising in law, from the University of Naples Parthenope, and has been practising as a Chartered Accountant and Auditor since 2006. Until 2023, she undertook additional teaching duties as a lecturer in Tax Law at the Faculty of Law at Suor Orsola Benincasa University in Naples. She currently works as a Chartered Accountant and Tax Lawyer, drafting opinions and holding positions such as director, liquidator, auditor and statutory auditor in various joint-stock companies.

Supervisory Body

The Supervisory Body (SB) is established by the Board of Directors of the Parent Company, in accordance with the provisions of Article 6 of Legislative Decree 231/2001. The SB is responsible for supervising the effectiveness, adequacy and actual implementation of the adopted Organisation, Management and Control Model, verifying its correct application within the organisational structure of the company and, where relevant, of the Group. The Body operates with full autonomy and independence, and has the power to initiate audits and propose any necessary corrective measures. It maintains direct and constant communication with the Board of Directors and the Board of Statutory Auditors, ensuring the timely and transparent transmission of information necessary for the adoption of measures to improve or mitigate risks, in line with the overall strategic targets of the parent company.

The members of the SB are selected on the basis of strict criteria of autonomy, independence, professionalism and integrity. They must have specific expertise in the field of inspection, consultancy and risk analysis, as well as a thorough understanding of the regulations and administrative and accounting techniques. The SB is responsible for monitoring compliance with the Organisation, Management and Control Model by corporate bodies, employees and all other recipients, also assessing the need for any updates in the event of significant regulatory or organisational changes. The SB's decisions are supported, where necessary, by all business functions and by external consultants for specialist tasks. This ensures a comprehensive and risk prevention approach, in line with the company's strategy.

The SB consists of three members, two men and one woman (67% and 33%, respectively). Members are subject to strict independence requirements and must not hold executive positions on the Board of Directors, nor entertain significant relations with the Company or the Chief Executive Officer. They may loose office automatically if they no longer meet the eligibility criteria. They may only be removed for just cause, such as failing to attend meetings or being convicted of offences that compromise their ability to perform their duties. Should a member of the Board of Directors resign, be disqualified or be removed, the Board shall promptly appoint a replacement to ensure the continuity of supervisory functions. The board structure of the SB, combined with its independence and the powers conferred upon it, ensures the constant monitoring and proactive management of corporate risks, thereby contributing significantly to the proper implementation of the Model and the maintenance of the Company's overall strategy.

The table below shows the composition of the Supervisory Body as at 31 December 2025:

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Paolo Beatrizzotti	52	m	Chairman	Chartered accountant with extensive experience in business consultancy, management control and auditing. He has coordinated internal and external teams in the management of orders, the preparation of financial statements and the implementation of control systems, supporting due diligence activities and restructuring operations at both national and international levels. He also held leadership roles in consultancy work relating to corporate governance and administrative liability, as well as in temporary management positions, including roles as CFO.
Monica Alberti	51	f	Member	Lawyer with specialist knowledge of corporate and employment criminal law, as well as the administrative liability of legal entities (Legislative Decree 231/2001), environmental criminal law, and offences relating to health and safety, food, tax, corporate, bankruptcy and town planning. In recent years, she also worked in the field of web reputation and the protection of reputation for private individuals, companies and public bodies. She coordinated the preparation and implementation of the organisational, management and control models required by Legislative Decree 231/2001, providing advice and legal representation in criminal proceedings.

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Luigi Bergamini	61	m	Member	He graduated from the University of Modena with a degree in Law and passed the bar exam at the Court of Appeal in Bologna. He gained professional experience at law firms in Modena and Rome, after which he worked as a legal consultant for Piaggio Aerospace in Genoa. He has also served on the Board of Statutory Auditors at Piaggio Aerospace, and he currently holds this position at the Ferretti Group in Forlì.

ESG Sustainability Committee

The "ESG" Sustainability Committee (hereinafter the "**ESG Committee**") plays a strategic and cross-cutting role in supporting the Board of Directors in defining and implementing policies and strategies relating to environmental, social and governance matters. Its mandate includes the constant monitoring of ESG topics to assess their impact on corporate strategy and analyse sustainability performance in a structured manner. As part of the review and validation of the data included in the Consolidated Sustainability Reporting, the ESG Committee is responsible for verifying and certifying the identified impacts, risks and opportunities, ensuring that they are represented accurately and in line with the business strategies, defined targets and applicable ESG standards.

To facilitate effective decision-making, the Committee establishes metrics and targets with the aim of continuously improving ESG performance. In this context, it draws up operational recommendations to guide the organisation towards sustainable and responsible initiatives, ensuring that these are consistent with the Group's overall strategy and with international best practices. Moreover, the Committee supports the Board of Directors in analysing and updating the sustainability policy, incorporating the results of ESG assessments into the setting of medium-to long-term targets and into the decision-making process, with a view to ensuring more effective management of impacts, risks and opportunities.

The ESG Committee has the right to access all company information necessary for the performance of its functions. In appropriate cases, the Committee may engage external consultants, provided their independence has been verified. This support enables in-depth analyses and comparative studies to be carried out, with remuneration and reimbursements defined by the Board of Directors, thereby ensuring operational autonomy and continuity in the performance of their duties.

The Committee adopts a proactive and advisory approach to Corporate Social Responsibility (CSR), monitoring the implementation of sustainability policies and strategies, proposing corrective measures and development initiatives. It also oversees the preparation of and approves the Consolidated Sustainability Reporting, which is considered as an essential tool for ensuring transparency and completeness in the communication of the company's commitment. To support these activities, the Ferretti Group has implemented an internal control and risk management system, defined as the set of tools designed to mitigate risks that could have a negative impact on business performance and the achievement of targets. This system comprises different control levels that are traditionally identified and supervised by the Board of Directors.

1ST LEVEL

Control and risk management tasks of each business process, under the responsibility of line management and functions

2ND LEVEL

Tasks relating to the management of certain specific risks, under the responsibility of specific competent functions

3RD LEVEL

Assurance tasks entrusted to the Internal Audit function

The Committee also ensures that information on impacts, risks and opportunities is effectively communicated to the administrative and control bodies. For further details, please refer to the "Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies" paragraph in this chapter. Currently, the consideration of impacts, risks and opportunities is not systematically integrated, through a structured process, into the supervision of the strategy, decisions regarding significant transactions and risk management.

The ESG Committee closely monitors the development of the business targets, setting performance targets and monitoring progress to identify any deviations. Where necessary, it suggests ways to promote continuous improvement. It also analyses external and market trends that can influence ESG strategies, guiding the process of identifying material topics. To keep the Group up to date with the global context, the Committee assesses international best practices and incorporates the most relevant elements into its strategies.

The ESG Committee regularly reviews proposals and feedback from shareholders and stakeholders, assessing their consistency with strategic targets and promoting open and transparent dialogue between the company and its ecosystem. To ensure a coordinated approach to managing ESG topics, the Committee can set up dedicated working groups, responsible for developing policies, monitoring performance, identifying risks, and implementing sustainability initiatives. It also periodically reviews its internal regulations and proposes any necessary updates to the Board of Directors. This ensures that sustainability is integrated into the long-term strategy, thereby contributing to the creation of lasting value for all stakeholders.

The ESG Committee consists of seven members, of which five men (71%) and two women (29%), in particular:

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Hao Qinggui (Powill)	44	m	Non-executive Chairman	For further details, see "The Board of Directors" paragraph
Piero Ferrari	80	m	Non-executive	For further details, see "The Board of Directors" paragraph
Tan Ning (Tonny)	43	m	Executive	For further details, see "The Board of Directors" paragraph
Alberto Galassi	61	m	Executive	For further details, see "The Board of Directors" paragraph
Jin Zhao	40	m	Independent	For further details, see "The Board of Directors" paragraph
Jiang Lan (Lansi)	58	f	Independent	For further details, see "The Board of Directors" paragraph
Zhu Yi	49	f	Independent	For further details, see "The Board of Directors" paragraph

Remuneration Committee

The Remuneration Committee provides advice and makes proposals in support of the Board of Directors. The Committee's role is to ensure that the Group's remuneration policies are consistent with its medium-to long-term strategic targets and in line with the interests of shareholders and other stakeholders. In compliance with the principles of the Corporate Governance Code, the Committee works in collaboration with the other internal committees, helping to promote sustainable and long-term value creation.

It assists the Board in setting the remuneration policy by making proposals and offering advice on the remuneration structure for directors and executives with strategic responsibilities, ensuring transparency and monitoring the implementation of the decisions taken. In this context, the Committee examines and approves remuneration proposals for executives, ensuring they are consistent with the business targets, and makes proposals or issues opinions on the remuneration of executive directors and directors with special powers, as well as setting performance targets for the variable component of remuneration.

The Committee provides guidance on benefits, pension benefits and other allowances for executive directors and executives with strategic responsibilities, proposes monetary incentive plans and remuneration plans based on shares or other financial instruments, whilst ensuring that no director is involved in decisions regarding their own remuneration. It takes into account market practices and the policies adopted by comparable companies, assessing the type of contract, responsibilities and working hours, and checks the overall consistency of remuneration with company policy.

It regularly monitors the implementation of the remuneration policy, the achievement of performance targets and the overall adequacy of the policies, integrating these activities with internal control and risk management systems, as well as with the sustainability reporting framework. It reviews in advance the Annual Report on remuneration policy and remuneration paid, making it available to the Shareholders' General Meeting, and assesses shareholders' feedback on incentive plans.

These activities help the Remuneration Committee ensure that the Group's remuneration policies are transparent, competitive, consistent with market best practices and in line with sustainability targets, thereby promoting sustainable growth and safeguarding the interests of all stakeholders. The Remuneration Committee consists of five members, four of whom are men (80%) and one a woman (20%); it is structured to ensure maximum transparency and consistency in the adoption of remuneration policies, thereby contributing to the effective and responsible management of the company's remuneration strategies.

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Stefano Domenicali	60	m	Independent Chairman	For further details, see "The Board of Directors" paragraph
Patrick Sun	67	m	Independent	For further details, see "The Board of Directors" paragraph
Zhu Yi	49	f	Independent	For further details, see "The Board of Directors" paragraph
Piero Ferrari	80	m	Non-executive	For further details, see "The Board of Directors" paragraph
Tan Ning (Tonny)	43	m	Executive	For further details, see "The Board of Directors" paragraph

Nomination Committee

The Nomination Committee supports the Board of Directors with decisions relating to the Board's composition, renewal and self-assessment, thereby strengthening effective, transparent governance focused on achieving the Group's strategic targets. The Committee ensures that the Board is appropriately composed in terms of skills, experience and diversity. It promotes the inclusion of qualified individuals who are capable of addressing current and future challenges, particularly those relating to sustainability and risk management.

One of the main responsibilities of the Nomination Committee is to periodically review the structure, size and composition of the Board of Directors. This involves carrying out a thorough assessment of the skills, knowledge and experience of its members. Particular attention is paid to the independence of non-executive directors and the diversity of their backgrounds, which are key factors for effective risk management and the full exploitation of strategic opportunities. As part of this process, the Committee identifies qualified candidates for appointment as directors and recommends them to the Board for selection.

The Nomination Committee is also responsible for overseeing the planning of the succession of directors, paying particular attention to the offices of Chairman and Chief Executive Officer. Through strategic analysis, it proposes changes to the composition of the Board of Directors to ensure it remains aligned with the strategy and the best market practices. It assesses the implementation of diversity policies and considers the activities of directors that could potentially compete with the Group, thereby helping to safeguard the company's interests and create long-term sustainable value. Furthermore, the Committee works closely with the other governance bodies, promoting the exchange of information and the sharing of best practices, with a view to integrating risk management and control functions into the overall reporting framework.

The Nomination Committee consists of five members, four men (80%) and one woman (20%), in detail:

Name	Age	Gender	Office	Experience relating to the company's sectors, products and geographical areas
Hao Qinggui (Powill)	44	m	Non-executive Chairman	For further details, see "The Board of Directors" paragraph
Patrick Sun	67	m	Independent	For further details, see "The Board of Directors" paragraph
Stefano Domenicali	60	m	Independent	For further details, see "The Board of Directors" paragraph
Zhu Yi	49	f	Independent	For further details, see "The Board of Directors" paragraph
Alberto Galassi	61	m	Executive	For further details, see "The Board of Directors" paragraph

Information provided to the company's administrative, management and supervisory bodies, and sustainability issues addressed by them

In 2024, Ferretti carried out its first Double Materiality Assessment, an essential tool for identifying and mapping sustainability-related impacts, risks and opportunities (IROs). In 2025, in light of changes in the external environment and within the organization, the analysis was updated, confirming the issues identified as material in the first year, to which the pay gap and total remuneration were added as new issues. This update was presented to and approved by the Board of Directors on 23 October 2025 during an ESG training session for its members, ensuring an informed and structured approach to strategic decision-making. The process involved management and the heads of the main corporate functions through targeted discussions and joint assessments, ensuring consistency with the long-term strategy and the full integration of IROs into corporate decisions.

The ESG Sustainability Committee meets annually to update the Board of Directors on sustainability issues. During this meeting, the Consolidated Sustainability Report is presented, providing a detailed overview of the impacts, risks and opportunities (IROs) associated with the company's operations. These factors were considered by the Board of Directors when defining the long-term strategy and in key operational decisions. Furthermore, the Board was updated on regulatory developments that took place during the year, confirming the company's commitment to keeping pace with regulatory changes. The adoption of an integrated approach to risk management continues to strengthen the company's ability to adapt to changes in the regulatory and market environment, enhancing transparency and accountability in governance.

Integration of sustainability-related performance in incentive schemes

The Ferretti Group's Remuneration Policy is designed to attract, enhance and retain highly qualified professionals, ensuring a remuneration system adapted to the current needs and future development of the Group. The adopted model is coherent and structured, with specific forms for the main corporate figures — members of the Board of Directors (executive and non-executive), Board of Statutory Auditors and Executives with Strategic Responsibilities — and combines fixed and variable elements.

The variable component, which is linked to the achievement of financial targets and strategic indicators, supports the achievement of company results and promotes alignment with the Group's growth vision. The fixed component, supplemented by benefits and other additional elements, recognises individual contributions and value of key skills.

For the members of the administrative, management and supervisory bodies, there are no variable incentive schemes linked to sustainability criteria.

Statement on due diligence

The following table provides a mapping of how the Ferretti Group applies key elements of due diligence in relation to people and the environment and where these elements appear in the Consolidated Sustainability Reporting.

Key elements of due diligence	Paragraphs in the Sustainability Statements
a) Embedding due diligence in governance, strategy and business model	• *"GOV-2 Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies"* • *"SBM-1 Strategy, business model and value chain (Sustainability Plan)"* • *"IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities";*
b) Engaging with affected stakeholders in all key steps of the due diligence	• *"SBM-2 Interests and views of stakeholders",* • *"S1–2 Processes for engaging with own workers and workers' representatives about impacts",* • *"S1–3 Processes to remediate negative impacts and channels for own workers to raise concerns",* • *"S2–2 Processes for engaging with value chain workers about impacts",* • *"S2–3 Processes to remediate negative impacts and channels for value chain workers to raise concerns",* • *"S3–2 Processes for engaging with affected communities about impacts",* • *"S3–3 Processes to remediate negative impacts and channels for affected communities to raise concerns",* • *"S4–2 Processes for engaging with consumers and end-users about impacts",* • *"S4–3 Processes to remediate negative impacts and channels for consumers and end-users to raise concerns",* • *"S4–4 Taking action on material impacts on consumers and end-users, and approaches to mitigating material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions",* • *"G1–1 Corporate culture and business conduct policies",*

Key elements of due diligence	Paragraphs in the Sustainability Statements
c) Identifying and assessing adverse impacts	• *"IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities";* • *"ESRS 2 IRO-1 Description of the processes to identify and assess material climate-related impacts, risks and opportunities",* • *ESRS 2 IRO-1 – Description of the processes to identify and assess material pollution-related impacts, risks and opportunities",* • *"ESRS 2 IRO-1 – Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities",* • *"ESRS 2 IRO-1 – Description of the processes to identify and assess material biodiversity-related impacts, risks and opportunities",* • *"Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities",* • *"ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model",*
d) Taking actions to address those adverse impacts	• *"E1-3 Actions and resources in relation to climate change policies",* • *"E2-2 Actions and resources related to pollution",* • *"E3-2 Actions and resources related to water and marine resources",* • *"E4-3 — Actions and resources related to biodiversity and ecosystems",* • *"E5-2 Actions and resources related to resource use and circular economy",* • *"S1-4 Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions",* • *"S2-4 Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions",*

Key elements of due diligence	Paragraphs in the Sustainability Statements
	• *"S3-4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions",* • *"S4-4 Taking action on material impacts on consumers and end-users, and approaches to mitigating material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions",* • *"MDR-A – Actions and resources in relation to material sustainability matters",*
e) Tracking the effectiveness of these efforts and communicating	• *"E1-3 Actions and resources in relation to climate change policies",* • *"E2-2 Actions and resources related to pollution",* • *"E3-2 Actions and resources related to water and marine resources",* • *"E4-3 — Actions and resources related to biodiversity and ecosystems",* • *"E5-2 Actions and resources related to resource use and circular economy",* • *"S1-4 Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions",* • *"S2-4 Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions",* • *"S3–4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions",* • *"S4–4 Taking action on material impacts on consumers and end-users, and approaches to mitigating material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions",* • *"MDR-A — Actions and resources in relation to material sustainability matters",*

Risk management and internal controls over sustainability reporting

In 2025, work continued on the project to bring the company into line with the CSRD, focusing on both "Governance" and the "Internal Control System for Sustainability Reporting". This aims to improve the Group's decision-making processes and internal control procedures. The components of the framework for the Internal Control System for Sustainability Reporting (SCIIS) have been identified, along with the operational model and supporting methodologies.

With regard to the process of sustainability reporting, the Company has adopted a specific procedure designed to govern the reporting process. This procedure also incorporates references to the SCIIS framework, which is based on the assessment of business risk in relation to sustainability reporting.

The SCIIS operational model has now been implemented; design testing has been carried out, and testing of the effectiveness of the controls will be completed by the time this document is approved. The internal control system is based on the guidelines of the CoSO Framework, in line with the Corporate Sustainability Reporting Directive (CSRD).

In particular, the SCIIS operating model includes a set of information identified as priority datapoints, selected on the basis of a list of parameters, such as complexity, dissemination of ownership, incentive system and maturity of the data collection process. Subsequently, these datapoints were included in a "risk control matrix", where controls were formalised and shared with Management in order to periodically monitor them.

A walk-through was carried out for the set of selected data points to examine the entire flow of data, from primary information collection to final consolidation and validation. This was done in order to define controls and the associated roles and responsibilities. The internal control system supports the consistency and accuracy of data, thus helping to mitigate the main risks related to the sustainability information reporting process. The nature and frequency of controls vary according to the specific risks of each datapoint. Depending on the type of control required, different tools will be used, including software and internal files specifically created for monitoring.

The main risks in the consolidated sustainability reporting concern potential errors in the processing or consolidation of data from primary sources, which could compromise the completeness, accuracy, fair presentation and comparability of the information, with particular attention paid to data from the value chain, over which the Group has no direct operational control. To mitigate these risks, the Group implements both preventive and detective controls designed to prevent or detect errors, and is committed to developing further controls should the existing ones prove to be inadequate.

The Group works with internal and external experts to establish governance on data collection and control systems. In addition, as part of the activities included in the Annual Audit Plan, the Internal Audit Function adopts an "integrated" approach to assess the effectiveness of internal controls governing business processes and/or the areas under review, including with regard to sustainability reporting (or where such controls have an impact on it), where applicable.

The results of the risk and control assessments have helped to clarify roles and responsibilities within the sustainability governance framework and data collection processes. Furthermore, these assessments have provided an impetus for continuous improvement in data collection, streamlining the existing data generation tools. The results of the risk and control assessments have contributed to a clearer definition of roles and responsibilities within the sustainability governance system and data collection processes. Furthermore, these assessments have provided an impetus for continuous improvement in data collection, streamlining the existing data generation tools.

The internal company function responsible for monitoring the internal control system relating to sustainability information, with a view to mitigating reporting risks, will provide regular updates and any potential feedback to the Accounts Executive, who interfaces with the competent administrative and supervisory bodies.

Strategy, business model and value chain

The Ferretti Group is founded on three core values: passion, innovation and excellence. Passion is the driving force behind every project, transforming ideas into boats that embody enthusiasm and dedication. Each yacht is designed to provide a unique sailing experience, blending design, luxury and technology seamlessly to ensure an unforgettable voyage.

Innovation is the driving force propelling the Group into the future. The creation of new models involves a combination of tradition and progress, facilitated by ongoing investment in research and development and the utilisation of advanced technologies. This approach is evident at every stage: from the design and selection of materials to the construction of safe, high-performance, state-of-the-art yachts that embody the excellence of Italian craftsmanship.

Ultimately, excellence is the guiding principle behind every decision. For the Ferretti Group, excellence means uncompromising quality, attention to detail and the ability to offer exclusive products that embody authentic luxury and continuous innovation. These values guide the Group's strategy and support constant growth, with the aim of setting trends in the luxury yachting sector and creating boats that epitomise elegance and technology.

Vision

"Shaping the future of the luxury yachting industry and serving as a source of inspiration for the entire sector. Creating emotion, inspiring dreams and stirring desire, in a constant quest for the highest standards of quality, innovation and uniqueness. Thanks to its technological, sustainability and financial achievements, the Ferretti Group aims to be the most influential player in the luxury yacht sector."

Mission

Our mission is to deliver exceptional yachting experiences to shipowners worldwide. We are committed to achieving the highest standards of quality, style and customer care, combining exclusive design, impeccable performance and cutting-edge technology. The Ferretti Group is the ideal choice for those who wish to experience nautical excellence in the utmost comfort and complete safety."

The Ferretti Group's commitment to sustainability is closely intertwined with its mission, reflecting the Group's dedication to continuously enhancing the boating experience and promoting environmental responsibility. The company's vision is not just about building yachts that are the best in terms of design and performance; it is also about being committed to creating a more sustainable future. This is achieved by adopting advanced technologies, environmentally friendly solutions, and responsible production processes.

The Ferretti Group is committed to the environment, as demonstrated by its design choices and the adoption of technological solutions that reduce the environmental impact of boating. Innovation, which has always been a hallmark of the Group, is focused on developing systems that combine high performance with marine conservation, whilst preserving the natural habitat of the boats. Every technological development is designed to ensure safety, efficiency and respect for the environment, seamlessly combining sustainability and performance.

Since 2024, the Ferretti Group has embarked on a structured sustainability programme, preparing its first consolidated sustainability reporting and setting clear objectives with targets for 2025/2027. In 2025, the Group strengthened this commitment, achieving its first tangible results through the adoption of innovative technologies and design choices aimed at protecting the sea and reducing emissions. At the same time, it continued the responsibility initiatives along the value chain launched the previous year, further strengthening transparency practices and continuing the pilot project to evaluate Tier 1 suppliers based on ESG criteria. This approach underscores the Group's commitment to making sustainability a strategic pillar, through initiatives that combine performance, safety and respect for the environment, steering the luxury yachting sector towards a more responsible future.

The Group has defined qualitative and quantitative sustainability-oriented targets. These targets are subject to a regular review process to monitor their implementation and, where necessary, take corrective action. Although a structured system for the formal monitoring of policies and initiatives has not yet been implemented, the process is evolving and control mechanisms will gradually be strengthened. Unless otherwise stated, the targets relate to Ferretti S.p.A.. For further details, please refer to the "Targets" sections of the following chapters.

It should be noted that Ferretti S.p.A. does not currently have a systematic and detailed assessment of its significant products and services, nor of the markets and customer groups, in relation to its sustainability targets. In compliance with the provisions of Directive 2013/34/EU and the ESRS regulations, Ferretti S.p.A. has considered the possibility of taking advantage of the exemption relating to the detailed disclosure of revenue broken down by significant segment, as set out in Article 18, paragraph 1, sub-paragraph (a) of the Directive. This exemption was deemed applicable as the Company mainly operates in a single sector — the construction and sale of luxury yachts — where the environmental, social and governance impacts do not vary significantly across different product lines or markets.

However, at the Ferretti Group level, as part of the Integrated Annual Report, detailed financial and economic information is presented in the Management Discussion and Analysis section, including a breakdown of revenue by product line (Composite Yachts, Made-to-Measure Yachts, Super Yachts and Other Businesses) and by geographic area (Europe, MEA, AMAS, APAC).

Whilst recognising the importance of a systematic and detailed assessment of its significant products and services for the purposes of fully integrated sustainability reporting, Ferretti S.p.A. is committed to developing more advanced methodologies and tools to incorporate these elements in future financial years.

Currently, the company provides a general overview of its business model and value chain. However, it has not yet formally established a comprehensive description of the methods used to collect, process and protect such data. The Group is committed to developing further monitoring tools and improving its reporting in this area, with the aim of providing an even more detailed and transparent overview in future.

The Ferretti Group value chain

The Ferretti Group has a well-defined and targeted process for building its upstream value chain. This involves a network of suppliers and partners who are involved in every stage of production, from the selection of raw materials to the distribution and sale of its yachts. The choice of materials, including steel, aluminium, fine wood, glass, and advanced technological components, is crucial for ensuring the quality and excellence of the boats. The downstream value chain includes customer-shipowners and the Dealership network.

Upstream Value Chain

Engine suppliers

Responsible for supplying the engines that power the Ferretti boats, which are essential components for the performance and reliability of the yachts.

Equipment suppliers

They supply all the essential accessories and equipment needed to ensure boats function properly, including electrical and lighting systems, and safety equipment.

Fiberglass and glazing suppliers

They supply lightweight yet resistant materials, such as fibreglass and glazing, for use in constructing boat hulls and transparent structures. These materials ensure both robustness and visibility.

Suppliers of furniture, deck materials and decks

They supply materials and furnishings for the interiors and exteriors of boats, including furniture, carpets and resistant materials for decks and covers.

Suppliers of electronics and complex components

They are responsible for supplying advanced electronic systems for navigation, boat management and on-board entertainment, as well as complex components such as control systems, sensors and displays.

Suppliers of upholstery and decor

They supply materials for internal furnishings, including fabrics, coatings, curtains and upholstery, which help create the luxurious and comfortable environment on board.

Logistics service providers

These are essential for ensuring the efficient and prompt transportation of the materials and components required for the construction and maintenance of yachts, thereby enabling production schedules to be met.

Downstream value chain

Downstream the supply chain are the shipowner customers who directly purchase the boats and the dealership responsible for sales and marketing activities.

Interests and views of stakeholders

The Ferretti Group places great value on dialogue and the active engagement of stakeholders, viewing these as essential tools for understanding their expectations and priorities. This approach has enabled us to build strong, lasting relationships over time, thereby reinforcing the Group's position as a leader in the luxury yachting sector. Engaging with stakeholders on an ongoing basis has not only spurred innovation and improved product quality, but has also fostered trust and transparency, which are key elements for sustainable growth.

The main categories of stakeholders engaged and the tools and methods used to gather their needs and expectations are summarised below:

Key stakeholder	Engagement	Outcome
Industry Associations	• Participation in conferences, events and meetings with associations of the nautical sector.	*Monitoring of market trends, updates on regulations and innovations.*
Media	• Collaborations with the media of the nautical, lifestyle and economic and financial sector.	*Spreading brand awareness and updates on the Group's progress and results.*
Regulatory bodies	• Constant dialogue with regulatory bodies and institutions to comply with laws, regulations and sector standards.	*Regulatory compliance and ongoing developments in maritime regulations.*
Financial community	Periodic meetings with: • Institutional investors and financial analysts; • Relations with credit institutions.	*Update on financial results, business performance assessment, market analysis and Double Materiality Assessment.*
Employees	• Training activities; • Whistleblowing Platform; • Extraordinary medical examination.	*For further details, please refer to Chapter S1 Own workforce — Processes for engaging with workforce and Channels for own workforce to raise concerns*
Workers in the value chain	• Whistleblowing Platform.	*For further details, please refer to Chapter S2 Workers in the value chain — Tools for engaging with workers in the value chain*
Affected communities	• Training activities (Scuola dei Mestieri); • Local community engagement initiatives: donations and the creation of job opportunities; • Whistleblowing Platform.	*For further details, please refer to Chapter S3 Affected Communities — Tools for engaging with affected communities*
Customers	• Events and trade fairs; • Questionnaires; • Technical support channels; • Customer satisfaction survey (CSI); • Whistleblowing Platform.	*For further details, please refer to Chapter S4 Costumers — Tools for engaging with customers*

In addition to the above, certain categories of stakeholders were involved in the materiality assessment process to gather their views on the significant impacts identified in the first phase of analysis. For further details, please refer to the "*Double Materiality Assessment*" section within the "*ESRS 2: General Disclosures*" paragraph. The Ferretti Group considers dialogue with stakeholders as a key strategy for understanding their priorities and expectations. This ongoing interaction has enabled us to build strong, lasting relationships, thereby strengthening the Group's leadership in the luxury yachting sector. This collaborative approach not only fosters product innovation and quality, but also helps to build trust and transparency, laying the foundations for sustainable and shared growth. However, the Group does not yet have formal processes in place for systematically gathering feedback from key stakeholders and incorporating it into the development of its strategy and business model. No specific changes have been made, nor are there any plans for additional measures to adapt the strategy in light of the feedback received, and there are currently no definite plans to introduce such measures in the short term. Nor is the communication to the administrative, management and supervisory bodies regarding stakeholders' interests and views yet systematically organised.

Material impacts, risks and opportunities and their interaction with strategy and business model

For a list of the material impacts, risks and opportunities that contributed to identifying the material topics subject to the disclosure requirements set out in the ESRS, please refer to the summary table at the beginning of each chapter of reference. Each table highlights the current or anticipated effects of impacts, risks and opportunities on people and the environment, their origin or connection with the corporate strategy and business model, as well as the monitoring tools adopted by the Group to address these effects. The time horizons and level of engagement of the Group in the generation of impacts are also indicated.

In 2025, the list of impacts, risks and opportunities (IROs) was updated with the input of financial analysts, who were interviewed on the material topics identified in the previous reporting. Following this consultation, the pay gap and total remuneration were identified as material topics.

In 2024, the Ferretti Group carried out an analysis of the current financial effects of physical risks related to climate change; for further details, please refer to Chapter E1-Climate Change. With regard to the opportunities identified as part of the Double Materiality, no current financial effects were identified. A resilience analysis of the strategy and business model has not yet been carried out in relation to its ability to address the identified impacts and risks and seize emerging opportunities. However, the Group recognises the importance of this assessment and is committed to further developing it in the coming financial years, with the aim of strengthening its ability to adapt and grow in a changing environment.

Double Materiality Assessment

The Ferretti Group started conducting materiality analyses right from its first non-financial reports, refining the process over time to ensure continuous improvement. In 2024, the first year of implementation of the ESRS principles, a structured update of the analysis was carried out in accordance with the principle of Double Materiality set out in ESRS 1 "General Requirements". The Double Materiality is in fact divided into two dimensions: impact (social and environmental effects) and financial (risks and opportunities that influence the company's economic performance). Material topics are identified and contextualised through an analytical process that takes into account the interconnections between these dimensions. The Double Materiality Assessment enabled the Group to identify and report on the most significant sustainability topics, including environmental impacts and human rights. The Double Materiality Assessment process adopted is shown below, with the aim of providing an overview of the approach taken by the Group to identify impacts, risks and opportunities (hereinafter also just "**IROs**") and to assess their materiality.

Materiality definition process

The first stage of the Double Materiality process involved carrying out a preliminary review of the Materiality Analysis, which was conducted in accordance with previous reporting standards (GRI). This work made it possible to address some aspects related to the ESRS that were not covered in the last reporting year and to assess the validity of the topics already mapped, taking into account the latest trends and best practices. During the process, the analysis was subjected to thorough reviews with the aim of refining and updating the topics identified, taking into account new information and emerging requirements.

Following the completion of this preliminary work, a process was launched to map potential IROs applicable to the Group, with the aim of drawing up a long list of IROs. The steps followed for the creation of the long list were as follows:

- **Preparation** of a preliminary list of sustainability topics, based on the results obtained from the previous materiality analysis and the information that emerged from the analysis of the internal and external context;

- **Correlation** of the aspects identified with the topics, sub-topics and sub-sub-topics set out in Annex A Application Requirements 16 of ESRS 1 "General Requirements";

- **Mapping** of impacts, risks and opportunities (long list impact and long list financial) through an in-depth analysis of the Group's business and its value chain, with the aim of identifying direct and indirect impacts from internal operations and from the activities of strategic suppliers and customers. As part of this work, the relevant IROs were identified[3], taking into account the main operations carried out by the Group and its partners along the supply chain. Each impact was associated with its own "boundary", determining the point in the value chain in which it is generated, dividing it into upstream, own operations and downstream. The analysis was carried out following due diligence procedures for sustainability, focusing on business activities and business relationships, with the aim of identifying potential impacts, risks and opportunities in an accurate and structured manner. The main inputs considered concerned both the Group's own operations and the activities carried out by strategic suppliers and customers, ensuring a complete and integrated vision of actual and potential impacts along the entire value chain.

- **Sharing** of the long lists of IROs with the Investor Relations & Sustainability function, in order to refine them further and obtain final approval. In 2025, stakeholders were consulted, as further specified in point "3) Stakeholder Engagement" of the following section.

[3] The risks related to the topics, sub-topics and sub-sub-topics set out in the ESRS were analysed and mapped, so as to prioritise sustainability risks over other categories. At the same time, the Group is defining the Enterprise Risk Management Model (ERM) to identify and assess potential ESG risks, with the aim of strengthening the ability to anticipate evolutionary scenarios and preparing adequate mitigation measures. As in the 2024 financial year, there have been no emerging ESG risks that could significantly impact the Group's financial position, the results of the operations and of the cash flows in the current or future periods.

1) Assessment of IROs

The process of assessing the long list of IROs was carried out involving Management and the front line of the company. Each impact, risk and opportunity was assessed based on the Severity and Likelihood, using specific scales for each. The magnitude was differentiated by impacts (based on *scale*[4]*, scope*[5] *and irremediability*[6]) and by risks/opportunities (based on *economic/financial, qualitative and reputational aspects*). The likelihood took into account the past frequency (event that has occurred in the last 3 years), the future forecast (event that could occur in the next 3 years) and the percentage of times in which the event can occur on all cases.

In accordance with ESRS standards, an "inherent" assessment of the IROs was adopted, i.e. without taking into account the controls already in place within the Group. During the assessment, various aspects were taken into account in accordance with the guidelines and recommendations set out in ESRS 2 "*General Disclosures*", including:

- **Human rights**: For potentially negative impacts related to this aspect, the severity was preferred with respect to likelihood, assigning a maximum severity regardless of the likelihood of occurrence.
- **Interdependencies**: The points of connection between impacts, risks and opportunities were assessed in cooperation with function managers.
- **Time horizons**[7]: The assessment was carried out over a specific time horizon for each impact, risk and opportunity, divided into short, medium and long term (within one year, 1–5 years, over 5 years).
- **Boundary**: The impacts, risks and opportunities were divided according to their origins: own operations, upstream and downstream value chain.
- **Dependencies on natural, human and social resources**: During the identification of risks and opportunities, no significant dependencies were mapped for the Group.
- **Affected factors**: Impacts were assessed in relation to affected factors such as the environment, communities, and employees.

4 Scale/materiality: "how grave the negative impact is or how beneficial the positive impact is for people or the environment."

5 Scope/boundary: "how widespread the negative or positive impacts are. In the case of environmental impacts, the scope may be understood as the extent of environmental damage or a geographical perimeter. In the case of impacts on people, the scope may be understood as the number of people adversely affected."

6 Irremediable character: "whether and to what extent the negative impacts could be remediated, i.e., restoring the environment or affected people to their prior state." It should be noted that the degree of remediability was found to apply only to negative impacts.

7 In defining the reference time horizon, it was considered that a period of 1–5 years would be appropriate for analysing significant IROs. This range allows a balanced assessment of the financial effects and short-to medium-term social and environmental implications.

2) Validation of IROs

To identify[8] the impacts, risks and opportunities (IROs) material to the Ferretti Group, a threshold mechanism was adopted[9], defining a minimum level of materiality required for an IRO to be considered material to the Group. This materiality threshold was determined according to the available technical guidelines, in particular those of the ESRS, which provide criteria to establish the materiality of the aspects to be included in the consolidated sustainability reporting.

IROs were positioned within a matrix, enabling the identification of a short list of the most significant sustainability topics for the Ferretti Group. The identification of the materiality threshold for each Long List made it possible to aggregate and identify the material topics.

3) Stakeholder Engagement

Following an internal assessment in 2025, the Ferretti Group reinforced the Double Materiality process by conducting individual interviews with a number of financial analysts. The feedback received on sustainability priorities and on the perception of the topics identified by the Group was integrated into the definition of materiality, allowing the topics identified in the initial phase to be validated and confirmed. Moreover, the Sustainability Reporting and the Group's related material topics were brought to the attention of the trade unions by the Worker Representative.

4) Formalisation of final results

The final results of the Double Materiality Assessment, updated in 2025 based on the results of the Stakeholder Engagement, were shared to and approved by the Board of Directors of the Ferretti Group on 23 October 2025, during the ESG training session for the members of the BoD. This analysis will be submitted annually to a review process, including an assessment of changes in the internal and external context in relation to the results validated in the previous Double Materiality assessment, in order to ensure a timely and consistent update.

The "Appendix B — List of information elements referred to in cross-cutting and topical standards from other EU legislative acts" provides a list of the disclosure requirements that the Group has fulfilled in the preparation of the 2025 Consolidated Sustainability Reporting based on the results of the Double Materiality. The paragraphs of the Reporting in which the relevant information can be found are precisely indicated.

Each chapter sets out a short list of the material IROs that contributed to identifying the material topics covered by the disclosure requirements under the ESRS.

8 The upstream chain was defined on the basis of a critical analysis of spending on incoming materials, while the downstream chain was outlined based on business activities and main customers. The Group recognises the need to gain a deeper understanding of its value chain and to establish specific policies and targets for the effective management of IROs; these aspects will serve as drivers for the next update of the materiality analysis and will enable the Group to gain a better understanding of the topics currently considered material.

9 Implementation Guidance — 3.5 Deep dive into impact materiality — Setting thresholds.

E1-CLIMATE CHANGE

Management of climate change-related impacts, risks and opportunities

The Group carried out a double materiality assessment identifying climate change as one of the most material topics for the organisation. The topic was divided into three main areas: climate change mitigation, adaptation and energy management. The Ferretti Group conducted an internal analysis to identify and assess sources of climate impact, examining its own operations and the entire value chain to identify the main sources of greenhouse gas (GHG) emissions. The analysis considered the energy consumption of the plants and extended the study to emissions generated along the entire value chain, from the production cycle to logistics activities, both upstream and downstream. To measure the contribution to climate change, total GHG emissions have been quantified throughout all the Group's activities, distinguishing between direct and indirect emissions, adopting methodologies recognised and aligned with international standards to identify areas for improvement and develop effective reduction strategies.

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Climate change adaptation	Current impact	Contribution to climate change through the generation of greenhouse gas (GHG) emissions in the course of production activities and the heating of buildings (scope 1 and 2)	The Group has identified the impact in its own operations	Medium Term	• Analysis of physical climate risks • Quality and Environmental Policy
Climate change adaptation	Current impact	Contribution to climate change through the generation of greenhouse gas (GHG) emissions across the value chain (Scope 3).	The Group has identified upstream and downstream impacts in the value chain	Medium Term	
Energy	Current impact	Contribution to reducing the availability of natural resources suitable for energy production.	The Group has identified the impact in its own operations and upstream in the value chain	Medium Term	

Analysis of physical climate risks

At present, the Ferretti Group has not yet carried out an analysis of the resilience of its strategy and business model with respect to climate change. Nevertheless, the Group is committed to implementing a structured Enterprise Risk Management system, with the aim of strengthening its ability to adapt to a constantly changing context.

In 2024, the Ferretti Group also carried out an in-depth analysis of physical climate risks to assess their materiality, with the aim of mapping and understanding the potential impacts on its activities. To carry out this analysis, the Group examined its production sites, focusing on understanding and managing the risks related to extreme climate events, such as rising sea levels, storms, floods and abnormal temperatures, as well as long-term phenomena such as global warming.

The assessment was developed on the basis of different climate reference scenarios, consistent with IPCC (Intergovernmental Panel on Climate Change) projections. In particular, the scenarios are based on different temperature increases and their physical and transition consequences at a global scale.

Three scenarios representing temperature trends up to 2100 were identified to carry out the analysis: the "best-case" scenario, an intermediate projection, and the "worst-case" scenario, as described below.

- Scenario 1 ("**best-case**" scenario): The "best-case scenario" corresponds to the RCP 2.6 (Representative Concentration Pathway) scenario, which is in line with the objectives of the Paris Agreement and the Kyoto Protocol, and aims to limit global warming to well below 1.5°C compared to pre-industrial levels by 2100. This is a "peak-and-decline" scenario, which assumes that greenhouse gas emissions will decrease significantly over time.

- Scenario 2 "intermediate projection": The intermediate projection is based on the RCP 4.5 scenario, which is the most likely outcome given the current commitments made by countries. It forecasts a temperature rise of between 2 and 3°C by 2100, exceeding the limits set by the 2015 Paris Agreement and the Kyoto Protocol. It is based on a carbon concentration sufficient to cause an average global warming of 4.5 watts per square metre on the Earth's surface.

- Scenario 3 ("**worst-case**" scenario): The scenario considered is RCP 8.5, which assumes a "business-as-usual" approach and that greenhouse gas emissions will remain high in the absence of significant policy measures to mitigate climate change. This scenario involves a level of carbon concentration that causes global warming equivalent to an average of 8.5 watts per square metre across the entire planet.

The analysis was carried out over three time horizons:

- Short term, to assess the immediate impacts and the measures required to ensure the resilience of operations;

- Medium term, to consider the evolving climate impacts on the maritime sector;

- Long-term, to assess structural adaptation strategies.

Physical risks are related to the increase in economic costs and financial losses, due to the growing severity and frequency of extreme weather events related to climate change. They include both acute and long-term risks, i.e. chronic risks. Assessments of the potential financial impacts were carried out using the RCP 8.5 worst-case scenario and a short-term time horizon (2030). This decision is based on the fact that the 2030 time horizon offers a clearer and more concrete view of the impact of climate-related risks, such as river flooding, storms and wildfires.

Acute climate risks

Extreme weather events, such as storms, floods, fires and heatwaves, can have a significant impact on business activities. Such events have the potential to disrupt the availability of goods, services and energy, leading to production stoppages, damage to critical infrastructure and delays in deliveries. Furthermore, they may result in additional costs for repairs and replacements, as well as potential contractual penalties. An increase in the frequency and intensity of these events could result in higher supply costs and insurance premiums for assets. Shipyards, which are typically located in coastal areas, are particularly vulnerable to storms, floods and fires. This can result in structural damage, operational disruption and production delays, leading to significant economic impacts.

Chronic climate risks

Chronic weather events linked to climate change, such as rising temperatures, rising sea levels and reduced water availability, can have a significant impact on business in the long term. Such changes may lead to operational delays or disruptions, making it necessary to adjust production strategies and reorganise assets and the distribution of production across the Group's shipyards. Without effective management, these phenomena could threaten business continuity, resulting in delivery delays, infrastructure damage and potential contractual penalties.

Production sites are exposed to a wide range of climate-related risks, including sudden changes in temperature, fluctuations in wind patterns and heavy rainfall. High temperatures can affect the health of personnel working outdoors, reduce operational efficiency and lead to an increase in energy consumption. Conversely, extreme cold can hinder critical activities such as welding, causing delays in processes and potential defects in manufactured goods, resulting in additional heating costs. Moreover, changes in wind direction and rainfall intensity can have a negative impact on outdoor infrastructure, such as cranes and boats under construction, thereby increasing operational risks and management costs.

The analysis carried out showed that the Ferretti Group's exposure to physical climate risks is not materially significant, as the potential financial impacts are below the established materiality thresholds. Specifically, the estimated cost of any potential damage is less than 2% of EBITDA, while the potential physical damage to assets does not exceed 10% of the site's total value. Therefore, based on the analysis carried out, no significant physical climate risks have been identified that could have a material impact on the Group's activities. The results of the physical climate risk analysis carried out in 2024 are considered valid for 2025 as well, given that there have been no significant changes to the Group's operational scope or the reference climate scenario.

The Group has applied the methodology outlined in the section on Double Materiality assessment for the purposes of assessing climate transition risks. The identification process began with a long list of risks and opportunities, which was subsequently examined by the Group's contact persons, who found no significant issues. Consequently, the analysis carried out does not reveal any significant climate transition risks that could have a material impact on the Group's activities.

Transition plan for climate change mitigation

The Ferretti Group has not yet adopted a transition plan, but it intends to publish one in 2028, thereby confirming its commitment over recent years. The aim is to mitigate the effects of climate change on its activities, whilst leading the transition towards a sustainable economy. This approach is consistent with the targets set out in the Paris Agreement and aims to achieve climate neutrality by 2050. At present, no assets or production activities have been identified as being incompatible with the transition to a climate-neutral economy, nor have climate scenarios been assessed for their consistency with the key climate-related assumptions set out in the financial statements. However, further analyses will be carried out alongside the development of the Transition Plan.

Integration of sustainability-related performance in incentive schemes

At present, the Ferretti Group has no incentive schemes linked to sustainability topics for the members of its administrative, management and supervisory bodies.

Policies

The Ferretti Group has policies in place designed to consolidate a business model that incorporates long-term sustainable development. The key policies adopted include the Quality and Environmental Policy and the Group Code of Ethics. However, at present these policies are not fully aligned with ESRS standards. As a result, no specific measures have been introduced to manage the impacts, risks and opportunities associated with climate change mitigation and adaptation in a structured manner.

The Ferretti Group's Code of Ethics pays considerable attention to the care and responsibility that all Group workers must demonstrate towards the environment and its protection. Specifically, the chapter on general principles includes an explicit reference to "Handling of cases relating to environmental offences committed through negligence". The Group Code of Ethics is published on the official website of the Ferretti Group. Further details can be found in chapter "G1-Business Conduct".

In 2020, the Group formalised the Quality and Environmental Policy of Ferretti S.p.A., which was drawn up and approved by the General Management. This policy sets out the company's commitments to its Stakeholders, ensuring compliance with applicable regulations and the voluntary agreements it has signed. Following definition and approval by the General Management, operational responsibility for the implementation of the Policy lies with the individual functions: its implementation is integrated into the Improvement Plans, and each Department is responsible for carrying out the necessary actions and ensuring that the agreed deadlines are met. This Policy relates to the ISO 9001 and ISO 14001 Integrated Management System of Ferretti S.p.A., and applies to the company's certified sites. The primary objective is to continuously improve the performance of the Management System, ensuring Stakeholder satisfaction and strengthening the company's image, while protecting the environment with a particular focus on pollution prevention and sustainable development.

Actions

In an effort to reduce the environmental footprint of its products, the Ferretti Group has launched a number of initiatives aimed at reducing the weight of its yachts. This is because weight directly impacts fuel consumption, the use of purchased materials, and associated greenhouse gas emissions.

The Group recognises that the implementation of the planned actions depends to a significant extent on the availability and proper allocation of resources. These resources are vital for ensuring the continued effectiveness of our initiatives in the face of changing supply and demand, and for supporting strategic acquisitions and substantial investment in research and development (R&D).

The following outlines the main initiatives that have already been implemented, are currently being implemented or are planned, with the aim of achieving the Group's targets and managing IROs in the following areas: promoting energy efficiency, energy transition and renewables, climate change mitigation, resilience and adaptation.

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources (CapEx/OpEx) allocated for the action[10]
Energy efficiency improvements at production sites	Own operations	Long term (2015-ongoing)	*Ongoing*	€155,915 (Tangible fixed assets)
Development of photovoltaics	Own operations	Long term (2019-ongoing)	*Ongoing*	€343,641 (Tangible fixed assets)
Purchase of certified Guarantees of Origin (GO)	Own operations	Short term (2024–2025)	*Realised*	€22,000[11]
Data acquisition system for emission monitoring	Own operations and Downstream value chain	Short term (2024–2025)	*Realised*	€48,750

The Group's commitment to energy efficiency, supported by diagnostic analyses conducted in Mondolfo in 2015 and subsequently expanded to include Cattolica, Sarnico, Forlì, Ancona and La Spezia in 2024, has resulted in the adoption of progressively effective measures and the integration of advanced technologies to optimise energy consumption. In an effort to reduce its carbon footprint, the Group launched a programme in 2015 to modernise the lighting systems in its production sheds. This initiative has gained significant momentum over the last three years, particularly in 2025 when large-scale projects involving the installation and replacement of LED technology were carried out. Since then, this solution has been adopted in every new project, reinforcing an approach focused on innovation and sustainability, as demonstrated by the new production site — created through the refurbishment of existing facilities belonging to Il Massello S.r.l. — which came into operation in December 2025, and the new site in Ravenna, which opened in 2024 but will see further work completed during 2025, such as, for example, the installation of sub-meters for monitoring electricity consumption (active from late 2025 and to be used in 2026). This approach demonstrates the Ferretti Group's commitment to combining operational efficiency with environmental responsibility, thereby making a tangible contribution to reducing the energy impact of its activities.

10 Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

11 The amount of financial resources is estimated by multiplying the total annual electricity consumption — calculated by adding together the consumption figures recorded as at 31 October and the forecast for November and December — by the unit tariff specified in the GO contract.

At the end of 2019, the Ferretti Group launched a programme to generate its own energy, installing photovoltaic systems on the roof of the new warehouse at its Ancona plant. This commitment was further strengthened in 2020 with the installation of additional photovoltaic systems on the new buildings in La Spezia, coinciding with an increase in the site's production capacity, and on the new paint shop in Forlì (2022), which became fully operational between 2021 and 2023.

In 2022, in line with its strategic vision of a low-carbon future, the Group decided to extend the installation of photovoltaic systems to all the roofs of its existing plants. The aim was to achieve a significant increase in installed capacity and in the amount of energy it generates and consumes itself. The project involved the installation of systems on existing sheds at the Cattolica, Forlì, Mondolfo and Sarnico sites. Work commenced in 2023, was completed in 2024, and the systems are now operational.

For further details on the plants in Ancona, La Spezia, Ravenna and those of Il Massello S.r.l. — some of which are due to be completed in 2025 and others in 2026 — please refer to the following "*Targets*" section.

It should also be noted that every new building constructed by the Group (such as, for example, the new site in Ravenna) includes the installation of a rooftop photovoltaic system, where space allows, for the self-consumption of generated energy.

Installing photovoltaic panels is one of the Group's measures to mitigate climate change. For the 2025 financial year, the reduction in emissions has been estimated and quantified by taking into account the contribution of self-consumption from photovoltaic systems, which results in a saving of approximately 1,232 tonnes of CO_2e.

This commitment to renewable energy also applies to companies that have recently joined the Group: in addition to Il Massello S.r.l., which was mentioned earlier, F.lli Canalicchio S.p.A. also has photovoltaic systems. Moreover, in line with its investments in the development of new infrastructure, the Group systematically adopts innovative energy-saving solutions, including heat pumps to replace natural gas systems and inverters combined with extraction systems.

During 2025, the Group purchased Guarantees of Origin (GO), achieving 100% coverage of Ferretti S.p.A.'s electricity consumption and ensuring that all the energy used comes from certified renewable sources. This initiative strengthens the Group's commitment to the energy transition, building on the existing measures regarding energy efficiency and optimisation of energy consumption.

Following a structured process that began in 2024 with the launch of four pilot projects, the definition of the system architecture, the selection of a supplier and the signing of the relevant contract, the Ferretti Group has developed and implemented an integrated data acquisition system for monitoring fuel consumption and emissions on its boats. In 2025, the service was launched, providing customers with access to a dedicated web portal for continuous energy consumption monitoring.

Targets

Management has set ambitious and specific targets for each shipyard, focusing on energy efficiency, waste management and reduction, the monitoring and reduction of emissions, and the optimisation of water use.

The table below outlines the non-quantitative climate change targets set by the Ferretti Group, along with the activities that will be launched in 2024. The aim of these targets is to promote energy efficiency, increase production from renewable sources, closely monitor emissions and mitigate the effects of climate change. Furthermore, they support the management of the related impacts, risks and opportunities. The defined targets are not fully aligned with the ESRS standards as they are qualitative. For more details on the monitoring of targets, policies and actions, please refer to the "*Strategy, business model and value chain*" paragraph.

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Purchase of certified Guarantees of Origin (GO)	Purchase certified Guarantees of Origin to ensure greater use of energy supplied from renewable sources	ESRS Metrics and targets E1–4, E1–5 *(Energy consumption ad mix)*	2024	2025	*Achieved (see the previous paragraph on actions)*
Installation of photovoltaic systems in the Ancona, La Spezia, Ravenna, Il Massello plants	Install photovoltaic systems to reduce electricity consumption from fossil fuels, cut energy costs, and help the company achieve its sustainability targets	ESRS Metrics and targets E1–4, E1–5 *(Energy consumption ad mix)*	2024	2026	*Ongoing and target year extended*
Scope 3 emission monitoring	Implement a Scope 3 emission monitoring system to improve the management of key emission hotspots throughout the entire supply chain, both upstream and downstream	ESRS Metrics and targets E1–4, E1–6 *(Gross Scope 1, 2, 3 GHG emissions and GHG emissions)*	2024	2026	*Ongoing and target year extended*

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
ISO 14001 certification	Obtaining ISO 14001 certification for the Ravenna plant by 2026 by implementing an effective environmental management system to improve regulatory compliance of our operations	ESRS Policies E1–2 — *(Policies related to climate change mitigation and adaptation)*	2024	2026	*Ongoing and target year extended*
Data acquisition system for emission monitoring	Developing an integrated data acquisition system to monitor emissions from boats	ESRS Metrics and targets E1–4, E1–6 *(Gross Scope 1, 2, 3 GHG emissions and GHG emissions)*	2024	2025	*Achieved (see the previous paragraph on actions)*
App for emission monitoring	Developing a user-friendly interface to monitor the collected data (consumption and emissions for individual boats, information on other plants and environmental conditions) and creating a database to enable data-driven decision-making in the design process for future boats.		2025	2026	*Ongoing*
Pilot Project related to the use of HVO for tests at sea	Exploring the use of HVO biofuels in the tests at sea of the Superyacht Division to mitigate the impact of Scope 3 emissions; different options are currently being considered from both a technical and commercial perspective.	E5–3 — Targets related to resource use and circular economy	2025	2026	*Ongoing*

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Launch of a product featuring a lower-emission powertrain	Expand the product portfolio by launching a new model of hybrid-powered or technologically innovative boat to reduce CO2 emissions	ESRS Metrics and targets E1–4 — *(Targets related to climate change mitigation and adaptation)*	2024	2026	*Ongoing*

In 2025, the Group completed the installation of the photovoltaic systems at its Ravenna plant, brought 50% of the systems at La Spezia (the first of the two sheds) into operation, and began work on the systems at Ancona. Construction of the Ancona systems is scheduled for 2026, with operations set to commence in Q3 2026, whilst the remaining part of the La Spezia systems (second shed) will also be completed during the same year.

As for Il Massello, a 165 kW photovoltaic system was installed and completed in 2025.

A comprehensive calculation of emissions for the year 2025 has been carried out and subsequently published in this reporting, providing a more accurate and detailed picture of the indirect impacts generated along the value chain. The analysis covered the GHG Protocol categories that were relevant to both the sector and the Group. This provided a comprehensive overview of the impacts along the use phase. A Scope 3 emission monitoring system is currently being implemented, which will be fully operational by 2026, with the aim of further improving the management of the main emission hotspots throughout the upstream and downstream supply chain.

Obtaining the ISO 14001 certification for the Ravenna plant by implementing an effective Environmental Management System (EMS). The certification, which was originally scheduled for 2025, has been brought forward to the second quarter of 2026. This will allow time for preparatory work to be completed and for the full audit cycle to be conducted.

Work has begun on developing a user-friendly digital application that will monitor and collect data relating to on-board systems, including energy consumption and environmental emissions from boats, via a cloud-based platform. The app is based on a data acquisition system installed on board the boats to enable real-time detection and storage of important parameters such as fuel consumption, the use of electricity, atmospheric emissions and wastewater management.

The aim is to provide captains, crews, shipowners and shipyards with an intuitive, accessible tool that can be used to view and analyse the actual use of onboard systems and their environmental impact. The tool will also allow users to review historical trends, compare performance and receive recommendations for optimising energy and operational efficiency. In the medium to long term, the development of a database will enable us to assess the implementation of predictive maintenance models and other services aimed at improving performance and customer care.

This initiative is part of the company's broader efforts to digitalise and become more sustainable, with the aim of promoting a culture of environmental responsibility throughout the operational life of its boats. The app will also facilitate the collection and processing of ESG indicators that are useful for non-financial reporting. This will contribute to a more transparent and data-driven approach to managing environmental performance.

Testing HVO biofuels at sea makes it possible to reduce climate-changing emissions from a Well-to-Propeller perspective, i.e. by taking into account the entire fuel production and usage cycle. This promotes a more sustainable approach to testing activities, which, despite having a relatively minor impact on the production cycle of the boat, represent the phase with the highest emissions. This technology can be adopted for engines from various brands, influencing boat design choices and ensuring greater alignment with the Group's ESG targets. The estimated total volume is between 150 and 200 thousand litres, with delivery on-site by road transport.

Ferretti is working to expand its product portfolio by developing a new boat model equipped with a more sustainable powertrain, whether hybrid or based on innovative technologies. The initiative aims to reduce CO_2 emissions during the use of the boat and to meet the growing demand for more efficient and environmentally friendly sailing solutions, whilst contributing to the achievement of the Group's sustainability targets.

At present, the Ferretti Group has not set any GHG emission reduction targets, either in absolute terms or in terms of intensity. Nor has it established specific targets for Scope 1, 2 and 3 emissions. The base year and the benchmark for measuring progress have yet to be identified, and no targets have been set for 2030 or 2050. Moreover, a scientifically based methodology for aligning any targets with the goal of limiting global warming to 1.5 °C has not yet been adopted. Consequently, a description of decarbonisation levers and their quantitative contributions is not currently available.

Metrics

The Ferretti Group complies with current environmental regulations, adopting sustainable solutions to limit emissions and minimise its environmental impact[12]. The Group has mapped the energy consumption and energy mix of its plants based in part on the energy audits carried out. The development of this activity has provided a better understanding of the current situation and has identified further measures aimed at optimising consumption (measures characterised by long payback periods and which are therefore currently under consideration).

The table below shows the Group's energy consumption, calculated in megawatt hours (MWh). 31% of energy is self-generated from non-renewable sources, while the remaining 68% comes from renewable energy sources. Energy from renewable sources is partly purchased and partly self-generated via photovoltaic systems (2,794.25 MWh).

12 Law 152/2006 – Environmental regulations

Energy consumption

ENERGY CONSUMPTION AND MIX

	MWh	2024	2025
1)	Fuel consumption from coal and coal products (MWh)	—	**—**
2)	Fuel consumption from crude oil and petroleum products (MWh)	13,984.88	**21,082.74**
3)	Fuel consumption from natural gas (MWh)	19,658.11	**21,100.68**
4)	Fuel consumption from other non-renewable sources (MWh)	—	**—**
5)	Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources (MWh)	24,011.67	**5,738.62**[13]
6)	**Total energy consumption from fossil sources (MWh)**	**57,654.65**	**47,922.03**
	Share of fossil fuels in total energy consumption (%)	96%	**68%**
7)	**Consumption from nuclear sources (MWh)**	**1,256.22**	**375.91**
	Share of nuclear energy in total energy consumption (%)	2%	**1%**
8)	Fuel consumption from renewable sources, including biomass (also includes industrial and municipal waste of biological origin, biogas, renewable hydrogen, etc.) (MWh)	—	**—**
9)	Consumption of electricity, heat, steam and cooling from renewable sources, whether purchased or self-generated (MWh)	—	**19,321.36**[13]
10)	Consumption of self-generated renewable energy without the use of fossil fuels (MWh)	1,432.72	**2,794.25**
11)	**Total energy consumption from renewable sources (MWh)**	**1,432.72**	**22,115.61**
	Share of renewable sources in total energy consumption (%)	**2%**	**31%**
	Total energy consumption (MWh)	**60,343.60**	**70,413.56**

[13] Between 2024 and 2025, there was a significant reduction in electricity consumption from fossil fuel sources, accompanied by an increase in the use of electricity from renewable sources. This change is primarily attributable to the purchase by Ferretti S.p.A. of 19,321 MWh of renewable energy certified by guarantees of origin.

DATA SOURCES AND CALCULATION METHODOLOGY:

Where possible, primary data from bills provided by various suppliers relating to the consumption of electricity, fossil fuels[14], natural gas and district heating, as well as internal energy reports compiled by representatives from the various operational departments, were used to calculate the energy consumption of Ferretti S.p.A. and the Group companies. For Ferretti S.p.A., guarantees of origin (GO) certificates are also available for electricity purchased from renewable sources. Data relating to the production and self-consumption of energy from photovoltaic systems were collected via the monitoring and measurement systems installed at the electrical panels of the systems (meters or photovoltaic system monitoring systems). Where primary data was unavailable, estimates or re-calculations were made based on the most recent monthly available data, in order to ensure full coverage of the reporting period.

ENERGY INTENSITY BASED ON NET REVENUE

Energy intensity was calculated by dividing energy consumption, measured in MWh, by the Ferretti Group's net revenue for the year 2025.

MWh/mln €	2024[15]	**2025**
Total energy consumption of activities in high climate impact sectors (MWh)	60,343.60	**70,413.56**
Net revenue from activities in high climate impact sectors (mln €)	1,240.35	**1,280.56**
Total energy consumption of activities in high climate impact sectors compared to net revenue from these activities	**48.65**	**54.99**

The energy intensity was calculated because Ferretti's activity is classified under the NACE 30.12 code (30.12 Building of pleasure and sporting boats) and falls within the high climate impact sector.

GHG emissions

The calculation of the Ferretti Group's carbon footprint makes it possible to analyse and report on the greenhouse gas (GHG) emissions generated by the organisation's activities. The activity data relate to the 2025 financial year, which is used as the base year for future assessments of emissions reductions.

The carbon footprint, expressed in CO_2 equivalent (CO_2e), offers a clear and concise overview of greenhouse gas emissions in 2025. The structure and format of this paragraph are developed in accordance with *ESRS* standards, as well as the internationally recognised guidelines of the Greenhouse Gas Protocol Initiative (GHG Protocol), produced by the World Resources Institute (WRI) and the World Business Council for Sustainable Development (WBCSD, 2021)[16].
This reporting considers the following greenhouse gases expressed in CO_2 equivalent (CO_2e):

— CO_2 (carbon dioxide)

14 In the absence of precise data on fuel consumption volumes, an estimate was made for Ferretti S.p.A. based on the expenditure incurred on the purchase of fuel.

15 In 2025, the 2024 data was reviewed, resulting in improvements compared to the previous report

16 The Global Warming Potential reported by the IPCC (Sixth Assessment Report) was used, calculated over a period of one hundred years. The GHG Protocol Guidelines, "Corporate Accounting and Reporting Standard (2004)" are available at https://ghgprotocol.org/corporate-standard

— CH_4 (methane)

— N_2O (dinitrogen oxide)

— SF_6 (sulphur hexafluoride)

— HFCs (hydrofluorocarbons)

— PFCs (perfluorocarbons)

— NF_3 (nitrogen trifluoride)

According to the relevant categories, the GHG Protocol's calculation methodology specifies which emissions must be included in the carbon emissions inventory. Reporting is broken down by type of emission source.

The main emission factors used to calculate emissions include databases such as those of the International Energy Agency (IEA), the Department for Environment, Food & Rural Affairs (DEFRA) and the Ecoinvent Life Cycle Inventory (LCI).

To estimate GHG emissions, each activity data is multiplied by an appropriate emission factor:

Total emissions *($kgCO_2eq$)*

$$= \sum EF_{\ activity\ data} \left(\frac{kgCO_2e}{UoM_{\ activity\ data}} \right) * \left[activity\ data\ (UoM_{activity\ data}) \right]$$

where:

- **kg CO_2eq**: GHG emissions are quantified as the amount of greenhouse gases emitted by an activity, expressed in terms of kilograms of CO_2 equivalent (kg CO_2 eq);
- **EF** *(emission factor)*: the emission factor converts the quantity of the primary data into the resulting GHG emissions, expressed in CO_2 eq, emitted per unit of activity data;
- **UoM** *(unit of measurement)*: the activity data represents the quantity — whether generated or used — that describes the activity, expressed in terms of energy (kWh), mass (kg or t), volume (m3 or l) or value (€);

Emissions have been categorised according to the GHG Protocol methodology, and where possible, further broken down by type of source (for example, a breakdown by emission source is available for Scope 1 and Scope 2), The total calculation of tonnes of CO_2 equivalents also includes other greenhouse gases (GHGs), including CH_4 and N_2O.

Direct greenhouse gas emissions (Scope 1)

Emissions classified as Scope 1 under the GHG Protocol refer to direct greenhouse gas emissions. These emissions are released into the atmosphere as a direct result of the activities of the Ferretti Group. This category includes emissions from sources owned or controlled by the company, such as the combustion of fuels in industrial processes, heating and cooling operations, company vehicles and any refrigerant gas leaks. For the Ferretti Group, the energy sources taken into account include the consumption of natural gas for heating and cogeneration, stationary diesel, fuels used for the company fleet (diesel, petrol and LPG), and fuels used for boat testing.

The fuel data for each of these activities was collected using the standard unit of measurement and multiplied by the relevant emission factors, taken from the Department for Energy Security and Net Zero (DESNZ UK GHG Emission Factors 2025).

Indirect greenhouse gas emissions (Scope 2)

Scope 2 emissions include indirect greenhouse gas emissions resulting from the generation of electricity, heat and steam purchased and consumed by the Group. Scope 2 emissions are estimated mainly by multiplying the volumes of purchased energy by country-specific emission factors.

- Location-based emissions are calculated using country-specific average emission factors, reported Database Emissions Factors 2025 — Data product — IEA.

- Market-based emissions take into account purchased renewable energy and assume that conventional electricity is supplied as residual energy. For the Ferretti S.p.A. plant, where electricity is supplied from renewable sources through the purchase of a Guarantee of Origin, the amount of electricity covered by the Guarantee of Origin will have an emission factor of 0. The emission factors used are AIB 2024 for the residual mix and the Database Emissions Factors 2025 — Data product — IEA for countries outside the European Union.

The Ferretti Group included in the calculation of Scope 2 the consumption of electricity and heat from district heating.

Indirect greenhouse gas emissions (Scope 3)

When analysing the Ferretti Group's carbon footprint, particular emphasis is placed on the Scope 3[17] category. This category includes several sub-categories that are relevant to calculating greenhouse gas emissions. Scope 3 emissions, which are considered material for the Ferretti Group, are reported in accordance with the categories set out in the GHG Protocol, as shown below:

- **Category 1: Purchased goods and services** — This category includes all emissions associated with the production of goods and services purchased or acquired by the company Data from the Procurement Department's management system was used to calculate this category. In accordance with the Greenhouse Gas Protocol (GHGP), to estimate emissions arising from the purchase of tangible goods, where data on unit weight and material description was available, the average-data method was adopted, using the Ecoinvent 3.9 Cut-off cumulative conversion database. For less significant items, or in cases where information on unit weight was unavailable, the spend-based method was applied, in which the monetary value of the purchase was converted into emissions using factors from the DEFRA UK and England's Carbon Footprint to 2021 database, which provides emission factors in kg CO2eq/£ for the year 2021, thus requiring these emission factors to be adjusted to convert them into euros and discounted to 2025.

- **Category 2: Capital goods** — Includes emissions from the production of goods capitalised by the company[18]. The monetary values of the assets, derived from the fixed assets register, have been converted into emissions by applying the emission factors contained in the DEFRA UK & England's Carbon Footprint to 2021 databases, following the same calculation methodology used for Scope 3 Category 1.

- **Category 3: Fuel and energy-related activities not included in scope 1 and scope 2** — this category includes all upstream and downstream emissions resulting from fuels and electricity used within the company's operational boundaries. The data used for these calculations is the same as that used for Scope 1 and 2 GHG emissions calculations, but its processing is based on emission factors that include the impact generated by the production of the energy carrier and the losses associated with transport and distribution. For fuels, the Department for Energy Security & Net Zero (DESNZ UK GHG Emission Factors 2025) database was used; whilst for electricity, the emission factors from the Life Cycle Upstream Emissions Factors 2025 — Data product — IEA database were used.

- **Category 4: Upstream and downstream transportation** — These represent the emissions associated with transporting goods to and from the company. Where available, emission figures provided directly by the service provider were used, thereby applying a supplier-specific approach. In the absence of such information, the distance-based methodology was adopted. The kilometres travelled were multiplied by the corresponding emission factor from the DESNZ UK GHG Emission Factors 2025 database, taking into account the weight transported, the mode of transport used, and including both the Tank-to-Wheel (TTW) and Well-to-Tank (WTT) contributions. In the absence of detailed transport data, the spend-based method was adopted, based on the expenditure incurred by the company to carry out the transport, converted into emissions using the monetary emission factors from DEFRA UK & England's Carbon Footprint to 2021.

17 No industry averages or other proxy variables were used. However, for certain items in categories 3.1, 3.4 and 3.6, the calculation methodology provided for the use of the spend method where the activity data method could not be applied, since the available data was expressed in economic terms rather than quantities.

18 It should be noted that data on capital goods was not available for companies within the Asian boundaries and was therefore excluded from this accounting for emissions.

- **Category 5: Waste Management** — This category includes emissions generated by the treatment of waste generated by the company. The average-data method was used to calculate emissions. Data on the quantity of waste produced, expressed by weight, were obtained from waste intake and discharge records or from reports provided by waste disposal operators, and subsequently converted into emissions by applying emission factors from the DESNZ UK GHG Emission Factors 2025 database, differentiated according to the method of disposal.

- **Category 6: Business Travelling** — Includes emissions from business travel undertaken by employees. For the calculation of emissions, the spend-based method was primarily used, drawing on data from the DEFRA UK and England's Carbon Footprint to 2021 databases. Specifically, the expenditure recorded in the Procurement Office's management system was multiplied by the emission factor corresponding to the mode of transport used, in order to estimate the emissions associated with each journey. Where detailed data provided by the agency responsible for organising travel was available, the distance-based method was adopted, calculating emissions using the emission factors from the DESNZ UK GHG Emission Factors 2025 database, based on the kilometres travelled and the mode of transport used.

- **Category 7: Employee commuting**[19] — Takes into account the emissions generated by employees travelling to and from work. The data used to calculate emissions from staff travel was collected through internal surveys of staff at the various sites. Emissions were estimated using the distance-based method, applying the emission factors from the DESNZ UK GHG Emission Factors 2025 database based on the number of kilometres travelled and the mode of transport used.

- **Category 11: Use of sold product** — This category covers the emissions produced by boats during their useful life. The emissions calculation takes into account fuel consumption over the entire service life of boats delivered in 2025. The estimates are broken down by boat type (fibreglass — service life 40 years; steel — service life 50 years) and operational profile (at anchor or underway). The hourly fuel consumption, derived from the speed profiles provided in reports by engine suppliers for certain boat categories, was then standardised for the other product categories and multiplied by the number of years in the service life of each boat.

Any other categories not included here have been excluded from this analysis, as they are either inapplicable or not relevant to the context in question.

[19] In order to estimate the commuting-related emissions of Ferretti S.p.A. employees, data from Ferretti S.p.A.'s Home-to-Work Travel Plan (PSCL) was used. In particular, the per capita emissions figure calculated for the 1,299 employees covered by the PSCL was also applied to the remaining 660 employees of Ferretti S.p.A., Canalicchio S.p.A. and Ferretti Singapore PTE, Limited thereby providing an overall estimate for the Group's entire workforce.

GREENHOUSE GAS EMISSIONS[20]

t CO_2eq	2024	**2025**
Gross Scope 1 GHG emissions	7,543.29	**9,788.36**
Percentage of Scope 1 GHG emissions covered by regulated emissions trading schemes (%)	0	**0**
Gross Scope 2 location-based GHG emissions	6,533.70	**5,564.52**
Gross Scope 2 market-based GHG emissions	11,289.17	**1,800.30**
Total gross indirect GHG emissions (Scope 3)[21]	2,899,308.04	**3,363,250.51**
1. Purchased goods and services	301,567.94	**273,738.37**
2. Capital goods	18,156.46	**12,018.70**
3. Fuel and energy-related activities	3,259.49	**2,374.00**
4. Upstream transportation and distribution	11,428.56	**10,919.64**
5. Waste generated in operations	183.95	**298.50**
6. Business travelling	1,138.10	**1,543.12**
7. Employee commuting	3,522.00	**2,423.14**
11. Use of sold products	2,560,051.54	**3,059,935.04**
Total GHG emissions (location-based)	**2,913,385.04**	**3,378,603.39**
Total GHG emissions (market-based)	**2,918,140.51**	**3,374,839.17**

Between 2024 and 2025, there was a significant reduction in Scope 2 market-based emissions, mainly due to Ferretti S.p.A.'s purchase of 19,321 MWh of certified renewable energy through certificates of origin.

20 The reporting period coincides with the accounting of data provided by the entire value chain, corresponding to the 2025 financial year (1 January–31 December). No data relating to additional periods were taken into account. No negative effects were identified arising from significant events or changes in circumstances relevant to GHG emissions between the reporting dates of the entities in the value chain and the date of the general-purpose financial statements.

21 In an effort to expand and improve data collection along its value chain, both upstream and downstream, the company has only obtained limited information from its logistics suppliers so far. Although the current proportion of available data is not yet significant, the company is actively working to strengthen its engagement with the supply chain.

It should be noted that the disclosure regarding Scope 3 greenhouse gas emissions has certain inherent limitations, due to the lower availability of primary data along the value chain. Consequently, the calculation of these emissions is based in part on secondary data, information and evidence provided by third parties, the accuracy of which may vary. The Group is committed to continuously improving data quality in order to increase the accuracy of its estimates and ensure increasingly reliable and transparent reporting.

GHG INTENSITY BASED ON NET REVENUE

The Scope 1, 2 and 3 greenhouse gas intensity is calculated by dividing the total Scope 1, Scope 2 (market-based) and Scope 3 emissions by the Ferretti Group's total net revenue for 2025.

t CO2eq/mln €	2024[22]	**2025**
Total GHG emissions (location-based) (t CO2eq)	2,913,385.04	**3,378,603.39**
Total GHG emissions (market-based) (t CO2eq)	2,918,140.51	**3,374,839.17**
Net revenue (mln €)	1,240.35	**1,280.56**
Total GHG emissions (location-based) per net revenue	**2,348.85**	**2,638.38**
Total GHG emissions (market-based) per net revenue	**2,352.68**	**2,635.44**

The carbon intensity was calculated because Ferretti's activity is classified under the NACE 30.12 code (30.12 Building of pleasure and sporting boats), and falls within the high climate impact sector.

Currently, the company has not implemented any projects specifically designed to remove greenhouse gases or mitigate emissions financed through carbon credits.

At present, the company does not use internal carbon price mechanisms, despite recognising the potential of these tools in supporting decision-making processes and encouraging the adoption of climate-related policies and targets.

22 In 2025, the 2024 data was reviewed, resulting in improvements compared to the previous report.

EU TAXONOMY

Introduction

To respond to the environmental challenges imposed by the climate crisis and concretely implement the objectives of the European Green Deal, the European Union has set specific climate and energy targets to be achieved by 2030 and 2050. In this context, the private sector is expected to actively participate in the implementation of sustainable projects and activities. With this in mind, the European Institutions have defined the "Taxonomy of economic activities", i.e. a classification of economic activities that can be considered "environmentally sustainable". The Taxonomy was introduced through Regulation (EU) 2020/852 (hereinafter "**Regulation**"), published in the Official Journal of the European Union on 22 June 2020 and entered into force on 12 July 2020. The Regulation, which applies to all Companies obliged to draw up a Non Financial Statement in accordance with the provisions of Directive 2014/95/EU, implemented in Italy by means of Legislative Decree 254/2016, provides investors, companies and public institutions with reliable and shared criteria and tools to identify environmentally-sustainable economic activities. For the classification of economic activities, the document divides them into "eligible" and "aligned". An economic activity is defined as "eligible" if it is included in the Delegated Regulation in relation to one or more environmental targets, namely: climate change mitigation, climate change adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, protection and restoration of biodiversity and ecosystems. The activity, if eligible, has the potential to contribute substantially to the target setting. On the other hand, an economic activity is "aligned" if, in addition to being eligible, it is carried out in accordance with: — the technical screening criteria, which are divided into substantial contribution criteria, prepared on a scientific basis and specific to each of the targets, and DNSH (Do No Significant Harm) criteria, which ensure that the activity does not cause significant harm to any of the remaining five targets; — the minimum safeguards, i.e. the safeguards implemented by the Group to ensure respect for human rights and international standards in the management of its organisation and along the supply chain. Over time, the Regulation has already undergone additions and extensions by means of Delegated Acts that have introduced additional economic activities and modified some criteria.

In 2021, the European Commission published the "*Climate Delegated Act*"[23], aimed at regulating economic activities that can contribute substantially to the two climate targets, while in 2023 the "*Environmental Delegated Act*"[24] was published, which, in addition to regulating the remaining four environmental targets, made some changes to the models to be used for the publication of key performance indicators (KPIs) of non-financial companies. During the same year, Delegated Regulation 2023/2485 was also published, with which amendments were made to the *Climate Delegated Act*, both in terms of new economic activities and in terms of technical screening criteria. With regard to the 2025 reporting year, the Group is required to provide information regarding the share of turnover, capital expenditures (CapEx) and operating expenditures (OpEx) associated with the economic activities considered eligible and aligned with the Taxonomy, with reference to the economic activities included in the "*Climate Delegated Act*".

[23] Delegated Regulation (EU) 2021/2139.

[24] The Environmental Delegated Act, European Commission, C (2023) 2486, adopted on 27 June 2023 and entered into force on 1 January 2024.

Evaluation of the Ferretti Group's activities

Eligibility analysis

In order to assess the possible eligibility for the six environmental targets outlined by the Regulation, the Ferretti Group has carried out a mapping of its economic activities, identifying activities 3.3 Manufacture of low-carbon technologies for transport and 7.6 Installation, maintenance and repair of renewable energy technologies, limited to the installation of photovoltaic panels, as the main activities related to its core business and the objective of climate change mitigation, considering the specific characteristics of the "Commission Notice on the interpretation of certain legal provisions of the Disclosures Delegated Act under Article 8 of EU Taxonomy Regulation on the reporting of eligible economic activities and assets 2022/C 385/01". This communication, published on 6 October 2022 by the European Commission, specifies that qualifiers such as "low carbon" should be considered exclusively to check compliance with technical screening criteria and not for the purposes of eligibility.

Alignment Analysis

In order to assess the alignment of Turnover, CapEx and OpEx with respect to activity 3.3 Manufacture of low-carbon technologies for transport and 7.6 Installation, maintenance and repair of renewable energy technologies linked to the climate change mitigation target, the Group carried out an audit of the following elements:

— **Compliance with substantial contribution criteria;**

— **Compliance with Do No Significant Harm (DNSH) Criteria;**

— **The fulfilment of minimum safeguards.**

Analysis of substantial contribution criteria

The requirements set out in the Regulation to demonstrate the substantial contribution to the climate change mitigation target for activity 3.3 Manufacture of low-carbon technologies for transport are as follows:

— m. sea and coastal passenger water transport vessels, not dedicated to transporting fossil fuels, that:

I. have zero direct (tailpipe) CO_2 emissions;

II. until 31 December 2025, hybrid and dual fuel vessels derive at least 25 % of their energy from zero direct (tailpipe) CO_2 emission fuels or plug-in power for their normal operation at sea and in ports;

III. until 31 December 2025, the vessels have an attained Energy Efficiency Design Index (EEDI) value 10 % below the EEDI requirements applicable on 1 April 2022 if the vessels are able to run on zero direct (tailpipe) CO_2 emission fuels or on fuels from renewable sources.

In this regard, during the 2025 financial year, the Group sold only one boat that meets these requirements, the Riva El-Iseo model (R27E), i.e. the all-electric propulsion version of the Iseo model. Finally, it should be noted that the Group is actively dedicated to the research and development of solutions aimed at creating increasingly environmentally friendly boats.

The requirements of the Regulation to meet the criterion of substantial contribution to the climate change mitigation target for activity 7.6 Installation, maintenance and repair of renewable energy technologies are as follows:

— *a. Installation, maintenance and repair of solar photovoltaic systems and ancillary technical equipment*.

Do No Significant Harm

The purpose of the DNSH compliance review in relation to the DNSH criteria is to ensure that the individual activities identified do not cause harm to the other environmental targets. In particular, in order to comply with the DNSH criteria, activity **3.3 Manufacture of low-carbon technologies for transport** must comply with the following criteria:

— Climate change adaptation: The criteria outlined in Appendix A of the Climate Delegated Act require an analysis to be carried out to identify and assess chronic and acute physical climate risks (listed in Section II of the same Appendix) that affect the activity. This requires a robust assessment of climate risk and vulnerability, based on a precise process set out in the Delegated Act itself. Although the Group has carried out a specific analysis of physical climate risks, no mitigation measures have been implemented or assessed. This is why this criterion has not been met.

— Sustainable use and protection of water and marine resources: the criteria outlined in Appendix B of the Climate Delegated Act require an analysis of the risks of environmental degradation related to both the maintenance of water quality and the prevention of water stress, or an environmental impact assessment according to Directive 2011/92/EU of the European Parliament and of the Council. To date, the Group does not carry out this type of analysis and for this reason the criterion is not met.

— Transition to a circular economy: the criteria outlined by the Climate Delegated Act require the activity to assess the availability of and, where feasible, adopts techniques that support:

  a. reuse and use of secondary raw materials and re-used components in products manufactured;

  b. design for high durability, recyclability, easy disassembly and adaptability of products manufactured;

  c. waste management that prioritises recycling over disposal, in the manufacturing process;

  d. information on and traceability of substances of concern throughout the life cycle of the manufactured products.

The Ferretti Group is committed to investing in the research of innovative materials and techniques capable of reducing the impact of its products. However, the Group does not believe that to date it has the necessary information available for a full evaluation of the criterion. Therefore, the criterion is considered as not fulfilled as a precautionary measure.

— Pollution prevention and control: the criteria outlined in Appendix C of the Climate Delegated Act require an assessment to be made of specific substances potentially included in manufacturing processes. The Ferretti Group complies with local and international laws regarding the use of hazardous substances. However, since it has not carried out a specific assessment, conservatively, it considers the criterion to be unfulfilled.

— Protection and restoration of biodiversity and ecosystems: The criteria outlined in Appendix D of the Climate Delegated Act require an Environmental Impact Assessment (EIA) procedure to be carried out and the implementation of mitigation and compensation measures necessary for the protection of the environment. To date, the Group does not carry out this type of analysis and for this reason the criterion is not met.

With regard to activity **7.6 Installation, maintenance and repair of renewable energy technologies**, the criteria set out in Appendix A of the Climate Delegated Act must be complied with; please refer to the section above for the relevant specifications.

Minimum safeguards

In order to verify compliance with the criteria defined by the minimum safeguards, the Ferretti Group carried out an assessment of the main corporate structures and policies, aiming to assess compliance with a series of international standards and principles, including the Organisation for Economic Co-operation and Development (OECD) guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights, and the main conventions of the International Labour Organisation (ILO), such as the International Bill of Human Rights. The Ferretti Group pays great attention to respect for human rights and the proper conduct of business, making these elements a solid foundation of its business. In order to ensure and promote these principles, the Group has implemented a public Code of Ethics, which serves as a reference to outline the main guidelines for business conduct. The Group is also committed to the fight against gender inequalities, making use of a "Diversity policy of the Administrative and Control Bodies". The adoption of this policy underlines the focus on diversity in its various forms, both within the Board of Directors and within the Group at large. During the selection process, the Group adopts strict principles of non-discrimination, respecting internationally accepted standards and principles. Upholding the importance of a transparent and ethical work environment, the Group has established a whistleblowing policy, making it public and easy to access for all its various stakeholders. This system makes it possible to report any unethical behaviour, thus promoting a culture of integrity in the Group. With regard to corruption, the Ferretti Group has adopted Model 231, with a particular focus on corruption crimes, further reaffirming its commitment to legality and transparency. However, with a conservative and prudential approach, the Group recognizes the need for further progress in terms of due diligence policies and supply chain control. **In this perspective, it does not yet consider its practices fully aligned with the parameters required by the minimum safeguards, continuing to work to improve these aspects.**

Contextual Information & Accounting Policy

This paragraph describes the methodological and accounting approaches used to calculate the Turnover, CapEx and OpEx KPIs required by the regulations, based on what is reported in the Annexes of Delegated Act 2178/2021 of the Regulation, analysing the information based on the activities deemed eligible and, if necessary, aligned. The calculation methods, the structure of the different indicators analysed in relation to the activities defined by the EU taxonomy and the methods of numerical extraction are presented in order to quantify the items included in the numerator of each indicator. It should be noted that items relating to intercompany transactions are excluded from the analysis carried out to calculate the indicators, in accordance with the Regulation.

The elaboration of the indicators required the involvement of the Group's administrative and accounting structures which, on the basis of the indications set out in Annex I to Delegated Act 2178/2021, identified the accounting items to be associated with the various KPIs, starting with the consolidated financial statement items. Additionally, it should be noted that the Capex and Opex KPIs do not incorporate any elements related to the requirements for a plan to expand economic activities aligned with the taxonomy or to enable economic activities eligible to alignment with the taxonomy, as described in §1.1.2.2 of Annex I of Delegated Act 2178/2021.

Turnover

In line with the provisions defined by Annex I of the Delegated Act 2021/4987, the Turnover KPI has been calculated as the ratio between the share of net revenues obtained from products or services, including intangibles, associated with taxonomy-aligned economic activities (numerator) and the Group's net revenues (denominator). In accordance with the international accounting reference IAS 1.82(a) cited by the Regulation, in order to avoid double counting, any revenue generated by the sale of Intercompany products or services has been excluded from the calculation of the KPI. Consequently, the denominator of the Turnover KPI corresponds to the item "Net revenues" presented in the Consolidated Income Statement, showing a value of EUR 1,280,556 thousand. In accordance with the requirements of the Annexes of the Disclosure Delegated Act 2021/4987, in calculating the numerator, the Group considered revenues related to economic activities identified as eligible for activities 3.3 — Manufacture of low carbon technologies for transport (Climate Change Mitigation) of EUR 1,182,086 thousand.

CapEx

As described in the Regulation, the calculation of the denominator of the CapEx KPI includes the additions to assets presented during the 2025 financial year for property, plant and equipment, intangible assets and right of use of assets (in accordance with IFRS 16), including those deriving from business combinations, considered before depreciation, impairment and any revaluation, including those deriving from restatements and impairments, excluding changes in fair value.

In accordance with the provisions defined by Annex I of the Delegated Act 2021/4987, the denominator of the CapEx KPI was calculated starting from the items "Increases in owned assets" and "Increases in assets for rights of use" recorded during the year excluding the goodwill. To cover the accounting references required by IAS 16, IAS 38 and IFRS 16, a breakdown of the denominator composition with reference to the asset categories mentioned, is given below:

— Intangible assets with a finite life: EUR 13,959 thousand;

— Property, plant and equipment: EUR 75,281 thousand;

— Rights of use related to property, plant and equipment: EUR 14,316 thousand.

The value considered in the denominator of the Capex KPI therefore amounts to EUR 103,556 thousand.

Activity 3.3 Manufacture of low carbon technologies for transport

Eligibility check — To identify the numerator, an analysis of the additions associated to point (a)[25] of § 1.1.2.2 of Annex I of the Disclosure Delegated Act was carried out. In particular, the Group's business figures were extracted to show CapEx only from the production of composite yachts, made-to-measure yachts, super yachts, FSD boats and Wally sailboats for a total value of EUR 72,167 thousand.

Activity 7.6 Installation, maintenance and repair of renewable energy technologies

Eligibility check — To determine the numerator, an analysis was carried out of investments in energy-producing plants with photovoltaic panel installations. In particular, the items relating to cross-cutting investments concerning the various plants (Forlì, Sarnico) and those carried out at the Ravenna plant were identified, amounting to a total of EUR 344 thousand.

OpEx

For the calculation of the OpEx KPI, the chart of accounts of the Group was analysed in detail in order to isolate cost items attributable to the categories defined by Annex I of the Delegated Act 2021/4987 as follows:

— Building renovation measures,

— Short-term leases,

— Maintenance and Repair,

— Day-to-Day Servicing of assets.

With reference to the FAQ[26] published by the European Commission, the expenses incurred by the Group for the cleaning of the assets have been included in the calculation of the denominator with reference to the category "any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment". The denominator of the OpEx KPI is EUR 16,075 thousand.

[25] Capital expenditure included in the denominator that is related to assets or processes associated with taxonomy-aligned economic activities.

[26] FAQ 12 of Commission Notice C (2022) 385/01 of 06.10.2022

Activity 3.3 Manufacture of low carbon technologies for transport

Eligibility analysis — For the identification of the operating expenditure values associated with the numerator of the Opex KPI, the Group mainly identified expenses related to the maintenance of owned assets, maintenance of non-owned assets and cleaning related to "Day to Day servicing of assets" related to point (a)[27] of § 1.1.2.2 of Annex I of the Disclosure Delegated Act, for a total value of EUR 10,042 thousand. In particular, the above-mentioned categories included in the management accounts of Ferretti S.p.a. were considered instrumental to the performance of core business activities, as they are functional to the manufacture of boats.

Activity 7.6 Installation, maintenance and repair of renewable energy technologies

Eligibility analysis — To determine the numerator, an analysis was carried out of the operating costs related to the maintenance of the photovoltaic systems installed at the Group's plants (Forlì, Cattolica, Mandolfo and Sarnico), for a total value of EUR 14 thousand.

It should be noted that, as activities related to the gas and nuclear sectors, included in the Complementary Delegated Act (Delegated Regulation 2022/1214), were not deemed eligible, the relevant tables are not published.

[27] Par. 1.1.3.2 of Delegated Regulation (EU) 2021/2178: operating expenditure related to assets or processes associated with taxonomy-aligned (eligible) economic activities, including training and other human resources adaptation needs, as well as direct non-capitalised R&D costs.

Tables pursuant to Regulation (EU) 2020/852

Proportion of turnover from products or services associated with Taxonomy-aligned economic activities — Disclosure covering year 2025

Financial Year 2025		Year 2025	Substantial contribution criteria						DNSH criteria ("Does Not Significantly Harm")											
Economic activities (1)	Code/Codes (2)	Turnover (3) currency	Proportion of Turnover (4) %	Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Circular economy (8) %	Pollution (9) %	Biodiversity and ecosystems (10) %	Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water and marine resources (13) Y/N	Circular economy (14) Y/N	Pollution (15) Y/N	Biodiversity and ecosystems (16) Y/N	Minimum safeguards (17) Y/N	Proportion of Taxonomy aligned turnover N (18) %	Proportion of Taxonomy aligned turnover N-1 (19) %	Category (enabling activity or) (20) E	Category (transitional activity) (21) T
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1 Environmentally sustainable activities (Taxonomy-aligned)																				
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		—€	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	N	N	N	N	N	N	N	0.00%	0.00%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Activity 1: Manufacture of low carbon technologies for transport	**3.3 CCM** 3.3 CCA	€1,182,086K	92.31%	92.31%	[redacted]												0.00%	0.00%	E	
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		€1,182,086K	92.31%	92.31%													0.00%	0.00%	[redacted]	
Total (A.1 + A.2)		€1,182,086K	92.31%	92.31%													0.00%	0.00%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																				
Turnover of Taxonomy non-eligible activities (B)		€98,470K	7.69%																	
Total (A + B)		€1,280,556K	100%																	

	Proportion of Turnover/Total turnover	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0.00%	92.31%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	0.00%
BIO	0.00%	0.00%

Proportion of CapEx from products or services associated with Taxonomy-aligned economic activities — Disclosure covering year 2025

Financial Year 2025		Year 2025		Substantial contribution criteria						DNSH criteria ("Does Not Significantly Harm")										
Economic activities (1)	Code/Codes (2)	Absolute CapEx (3) currency	Proportion of CapEx (4) %	Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Circular economy (8) %	Pollution (9) %	Biodiversity and ecosystems (10) %	Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water and marine resources (13) Y/N	Circular economy (14) Y/N	Pollution (15) Y/N	Biodiversity and ecosystems (16) Y/N	Minimum safeguards (17) Y/N	Proportion of taxonomy-aligned CapEx N (18) %	Proportion of taxonomy-aligned CapEx N-1 (19) %	Category (enabling activity or) (20) E	Category (transitional activity) (21) T
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1 Environmentally sustainable activities (Taxonomy-aligned)																				
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		—€	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	N	N	N	N	N	N	N	0.00%	0.00%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
				%	%	%	%	%	%											
Activity 1: Manufacture of low carbon technologies for transport	**3.3 CCM** 3.3 CCA	€72,167 K	69.69%	69.69%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%	E	
Activity 2: Installation, maintenance and repair of renewable energy technologies	**7.6 CCM** 7.6 CCA	€344 K	0.33%	0.33%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%	E	
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		€72,511 K	70.02%	70.02%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%		
Total (A.1 + A.2)		€72,511 K	70.02%	70.02%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
CapEx of Taxonomy non-eligible activities (B)		€31.045 K	29.98%																	
Total (A + B)		€103,556 K	100%																	

	Proportion of CapEx/Total CapEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0.00%	70.02%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	0.00%
BIO	0.00%	0.00%

Proportion of OpEx[28] from products or services associated with Taxonomy-aligned economic activities — Disclosure covering year 2025

Financial Year 2025		Year 2025		Substantial contribution criteria						DNSH criteria ("Does Not Significantly Harm")										
Economic activities (1)	Code/Codes (2)	Absolute OpEx (3) currency	Proportion of OpEx (4) %	Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Circular economy (8) %	Pollution (9) %	Biodiversity and ecosystems (10) %	Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water and marine resources (13) Y/N	Circular economy (14) Y/N	Pollution (15) Y/N	Biodiversity and ecosystems (16) Y/N	Minimum safeguards (17) Y/N	Proportion of Taxonomy-aligned OpEx N (18) %	Proportion of Taxonomy-aligned OpEx N-1 (19) %	Category (enabling activity or) (20) E	Category (transitional activity) (21) T
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1 Environmentally sustainable activities (Taxonomy-aligned)																				
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		— €	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	N	N	N	N	N	N	N	0.00%	0.00%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Activity 1: Manufacture of low carbon technologies for transport	**3.3 CCM** 3.3 CCA	€10,042 K	62.47%	62.47%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%	E	
Activity 2: Installation, maintenance and repair of renewable energy technologies	**7.6 CCM** 7.6 CCA	€14 K	0.09%	0.09%																
OpEx of Taxonomy non-eligible activities (B)		€10,056 K	62.55%	62.55%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%		
TOTAL (A1+A2)		€10,056 K	62.55%	62.55%	0.00%	0.00%	0.00%	0.00%	0.00%								0.00%	0.00%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
OpEx of Taxonomy non-eligible activities (B)		€6,019 K	37.45%																	
Total (A+B)		€16,075 K	100%																	

28 With regard to the OpEx related to activity 7.6 "Installation, maintenance and repair of renewable energy technologies", it should be noted that, as this activity has only recently been launched, the associated cleaning and maintenance costs have been considered non-material.

	Proportion of OpEx/Total OpEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0.00%	62.55%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	0.00%
BIO	0.00%	0.00%

Disclosure referred to in Annex XII Delegated Regulation (EU) 2021/2178

If financial or non-financial undertakings do not carry out, finance or have exposure to any of the activities listed in rows 1 to 6 of Template 1 in Annex XII to the DDA, they must answer "No" to the questions in the following template. Furthermore, answering "No" to all questions means that you may omit completing and disclosing information for templates 2 to 5 of that annex in relation to the relevant applicable KPIs.

Template 1 — Nuclear energy-and fossil gas-related activities

Row	Nuclear energy-related activities	
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
	Fossil gas-related activities	
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

E5 — RESOURCE USE AND CIRCULAR ECONOMY

Management of circular economy-related impacts, risks and opportunities

The double materiality assessment carried out by the Ferretti Group identified the circular economy as a material topic for the Group's activities, in accordance with the methodology described in the "Double Materiality Assessment" paragraph, which involved examining assets and activities in direct operations and throughout the value chain, both upstream and downstream. The material sub-topics are resource inflows and use by the Group and waste management. It should be noted that, in carrying out these analyses, the affected communities were not involved.

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Resource inflows, including resource use	Current impact	Use of non-renewable resources with a consequent impact on their availability	The Group has identified the impact in its own operations and upstream in the value chain	Medium Term	• Code of Ethics • ISO 9000 certification • Environmental Policy • New Product Development Procedure
Waste	Current impact	Improper disposal of production-related hazardous waste, resulting in negative impacts on the environment and the health of living organisms	The Group identified the impact in the upstream and downstream value chain, and in its own operations	Long Term	
Resource outflows related to products and services	Opportunities	Implementation of circular economy initiatives through: (1) the use of recycled materials (2) recovery of production waste for recycling (3) projects aimed at extending the useful life of products		Short Term	

Policies

The Ferretti Group places particular emphasis on the principles of the circular economy, integrating them into its production processes and strategic decisions. The company's Code of Ethics further emphasises the importance of environmental protection. Moreover, the "New Product Development" procedure, which is linked to ISO 9001 certification, defines the environmental and eco-sustainable requirements that the Design Department must meet. It should be noted that these policies do not fully comply with the ESRS Standards.

Specifically, the "New Product Development" procedure addresses specific aspects and some of the main material impacts, risks and opportunities to the Ferretti Group in relation to the circular economy, including: a focus on processes with a lower environmental impact; the selection of components and materials designed to ensure the sustainability of the product's useful life and the availability of information on potentially significant environmental impacts during the transport, delivery or use of the products.

The Ferretti Group recognises the need to consolidate the integration of these principles into its company policies, committing to progressively reduce the use of virgin resources, favouring the use of recycled materials and promoting the sustainable sourcing and use of renewable resources. The aim is to move towards an increasingly informed approach to managing impacts, risks and opportunities in operations and along the entire value chain, both upstream and downstream, by integrating these activities into a process of continuous development of company policies.

For a more detailed description of the policies adopted in the areas of the environment and the circular economy, please refer to chapter "*E1 — Climate Change*".

Actions

To optimise the use of resources and integrate the principles of the circular economy into its processes, the Ferretti Group implements targeted actions to reduce waste, improving production efficiency and promoting a longer-lasting and more sustainable use of its products. These initiatives are linked to policy objectives and aim to maximise the value of the materials used, promoting design solutions that meet market needs and encouraging more efficient and long-term usage models. The resources allocated to these actions form part of a broader strategy aimed at combining innovation and sustainability in the management of the lifecycle of boats.

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources (CapEx/OpEx) allocated for the action[29]
Use of modular systems for bottom boards and decks	Own operations	Long term (2025-ongoing)	*Ongoing*	€36,506
Production using 3D Steel printers	Own operations	Long term (2024-ongoing)	*Ongoing*	€15,000 (CRN 145 project)
Obsolete Project	Own operations	Long term (2024-ongoing)	*Ongoing*	N/A[30]
Refitting Project	Own operations	Long term (2022-ongoing)	*Ongoing*	N/A[30]
Registration on a circular economy platform	Own operations	Long term (2025-ongoing)	*Ongoing*	N/A[30]

[29] Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

[30] It was not possible to determine the financial resources allocated for the 2025 reporting year.

Modular systems are being introduced for constructing floor structures in technical areas and decks for on-board equipment, replacing traditional iron and aluminium wire netting. Modular solutions enable a significant reduction in weight and installation time, whilst improving on-board production efficiency. In line with the circular economy, modularity makes the use of materials more efficient by reducing waste and limiting the use of virgin raw materials. The adoption of these systems also eliminates welding activities, reducing the emission of fumes and potentially harmful substances, with both environmental and health and safety benefits for operators. Pilot tests are currently underway (one has already been completed on CRN 145), and, at the same time, we are working with the supplier to assess the availability of data relating to certifications and the carbon footprint. The effectiveness and sustainability of modular systems are supported by specific certifications that ensure compliance with environmental and quality standards. For further details on the Group's objectives regarding this initiative, please refer to the following section.

In line with previous reports on the Fibreglass Division, the Ferretti Group uses 3D printing to optimise production processes, making more efficient use of materials and reducing waste. The Super yacht Division is testing additive manufacturing (3D printing) through pilot projects currently underway on the CRN 145 — where the technology will be introduced on board in 2026 -and on the CRN 146, RIVA 54/02 and subsequent models. Further information on the Group's objectives relating to this initiative can be found in the following paragraph.

To further promote the principle of circular economy, a Selection procedure was introduced, managed by the After Sales Services department, aimed at identifying and recovering obsolete materials from production warehouses and originally intended for scrap. Last year, over 5,000 items were recovered and subsequently sold for a total of EUR 200,000. These materials are reused in refit projects, sold as spare parts or used in promotional campaigns, generating additional economic value and greater customer satisfaction, with a view to reducing waste and optimising resources.

The refitting of yachts is a concrete example of how the principles of the circular economy are applied in the marine sector, as it allows a boat to be renovated and its useful life extended rather than being replaced.

The process involves the recovery and renovation of existing materials and components, alongside the adoption of more efficient and environmentally friendly technologies — such as hybrid engines and solar panels — and the use of sustainable materials for both interiors and exteriors. The refit project, which includes maintenance work and changes, not only improves the efficiency and durability of yachts, but also reduces the consumption of natural resources and the environmental impact, promoting recycling and reducing waste.

This approach has shown exceptional growth in recent years. In the Retail Works Business sector, which includes refit, repairs, technical consulting, maintenance plans and other related activities, the number of projects managed rose from 85 in 2024 to 99 in 2025, while the prices issued increased from 475 in 2024 to 853 in 2025. At the same time, in the Spare Parts Business (supply of spare parts) segment, the number of orders processed rose from 2,985 in 2024 to 3,221 in 2025, whilst the number of shipments made increased from 1,331 in 2024 to 1,335 in 2025.

Zago completed its registration on a digital circular economy platform dedicated to waste management, with the aim of promoting the recovery and recycling of materials generated by the company activities. The initiative enables the company to connect with specialised operators, promoting a more sustainable management model that is in line with the principles of the circular economy.

Targets

The Ferretti Group has set specific, non-quantitative targets relating to resource use and the circular economy, in line with its sustainability strategy and regulatory requirements. These targets were introduced to increase resource efficiency, reduce environmental impact and stimulate innovation in production processes, whilst ensuring compliance with the requirements to monitor the effectiveness of the policies and actions adopted.

In particular, the identified initiatives are designed to optimise the use of materials, reduce waste through a preventative approach to waste generation, and strengthen circular economy technologies to facilitate the recovery of materials.

In this context, the defined targets are directly related to resource inflows and outflows, with a particular focus on circular product design, increasing the circular material use rate, reducing production waste and ensuring efficient waste management. The targets set are not derived from regulatory requirements, but are part of a long-term strategy aimed at consolidating sustainability within the company's practices and policies and responding proactively to environmental and regulatory challenges.

The company also recognises the importance of promoting the sustainable sourcing and use of resources, in line with the principles of the circular economy, although specific strategies in this regard are still under consideration. It should be noted that the implementation and monitoring procedures, as well as the expected outcomes and any stakeholder engagement in relation to the targets, are still being developed. The identified targets do not fully comply with ESRS standards as they are of a qualitative nature. For further details on the monitoring of targets, policies and actions, please refer to chapter "*ESRS 2 — General Disclosures*", paragraph "*Strategy, business model and value chain*".

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Pilot Project on the replacement of thermoplastic resins with thermosetting resins	Launch of a pilot project to replace thermoplastic resins with recyclable thermosetting resins, with the aim of facilitating the recovery of raw materials after use. The initiative aims to reduce waste and improve the efficiency of production processes, while also helping the company to achieve its innovation and responsible resource management targets.	E5–3 — Targets related to resource use and circular economy	2024	2026	*Ongoing*

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Enhancing the use of 3D printing in engineering	The enhancement of 3D printing reduces waste from production scraps, making resource management more efficient. The involvement of the engineering area expands the use of this technology across production departments and strengthens in-house technical skills.	E5–3 — Targets related to resource use and circular economy	2024	2025: Fiberglass Division 2026: Steel Division	*Achieved in 2025 for the Fibreglass Division and extended to 2026 for the Steel Division*
Use of modular systems	Significant reduction in on-board installation times, elimination of welding activities and reduction of waste in line with the circular economy	E5–3 — Targets related to resource use and circular economy	2025	2026	*Ongoing*

Continuation of the pilot project launched to replace thermoplastic resins with recyclable thermosetting resins, with the aim of facilitating the recovery of raw materials at the end of their life cycle. The initiative, which aims to reduce waste and improve production efficiency, is currently underway: in 2025, a specific material was identified and testing and assessment of its potential applications began.

The enhancement of 3D printing technology significantly reduces waste from production scraps, promoting more efficient resource management. Thanks to additive manufacturing, material is only used where necessary, enabling components to be custom-made with greater precision, repeatability and in a shorter development time. In addition to the benefits in terms of efficient use of materials, 3D printing eliminates the need for welding operations, thereby reducing the fumes, slag and residues typically associated with such processes, with positive effects on environmental impact and the working environment. The involvement of the engineering area has enabled the technology to be used across the production departments, optimising process parameters and strengthening in-house technical skills. In this context, the Ferretti Group achieved its 2025 targets for the Fibreglass Division and will extend its use to the Steel Division by 2026, contributing to greater sustainability by reducing the use of virgin raw materials and improving waste management and recyclability.

Expanding the adoption of the modular system for constructing the deck structure on other boats, with the aim of optimising production efficiency by reducing weight and installation times. The aim is to replace traditional iron and aluminium wire netting with modular systems for technical areas and the decks of on-board equipment, thereby simplifying assembly, eliminating the need for welding and reducing waste in line with the circular economy. The target for 2026 is to increase the use of the CRN 146 and Riva 70 models.

Metrics

Inflows

The Ferretti Group uses a variety of materials to build its boats. These materials can be categorised as either renewable or non-renewable resources. Wood and teak are the main renewable materials used for making furniture and interior fittings, as well as for finishing outdoor decks.

With regard to non-renewable materials, the company makes significant use of ferrous steels, aluminium alloys and stainless steel, which are essential components in the construction of metal yacht hulls. Similarly, resins, foams, and glass and carbon fibres are used in composite-built ships and boats. Copper, bronze and lead are used in on-board equipment and systems, while paints and fillers are essential for finishing products.

Currently, packaging is not included in the reporting because its environmental impact is considered to be negligible compared to that of the total amount of materials used. However, the Ferretti Group regards the traceability of packaging materials as an area for continuous improvement and is committed to developing solutions that enable more accurate monitoring, whilst taking into account the current complexity of this process.

RESOURCE INFLOWS

Required description E5–4		Total 2024	**Total 2025**
a)	The overall total weight[31] of products and technical and biological materials used during the reporting period (t)	14,273.11 t	**13,514.70 t**
b)	% of biological materials used to manufacture the undertaking's products and services (including packaging) that is sustainably sourced	0	**0**
c)	the weight in both absolute value and percentage, of secondary reused or recycled components, secondary intermediary products and secondary materials used to manufacture the undertaking's products and services (including packaging)*	0	**0**

* With regard to point (c), no data is available on the weight in both absolute value and percentage, of secondary reused or recycled components, secondary intermediary products and secondary materials (including packaging) used by the undertaking, including details on the recycled content and recyclability of the materials.

Data source and calculation method: For the purposes of this report, inflows are determined using an integrated process that combines internal databases, traceability Excel files and data from the SAP system, supported by technical estimates where necessary. For each boat, reference is made to the weight factor calculation file, in which each component is classified within material groups defined on the basis of internal drawings, supplier documentation and technical specifications. The weight of each component, together with its group, enables the percentage share of each material on the total weight to be determined. Where data is unavailable, estimates based on past experience and similar projects are used instead. The internal database,

[31] Inflows are estimated on the basis of data relating to the number of units delivered. The information is processed via an internal database used for calculating the boat weight and stability, and is integrated with traceability data from suppliers and from the SAP system for materials purchased directly.

which is already used for stability calculations, is queried on a per-order basis and provides fields relating to product codes, installed quantities, technical weights and centre of gravity coordinates, with logical links that enable subsequent aggregation by material group. The traceability Excel file, which is unique to each boat, integrates this data with information extracted from the SAP system for materials purchased directly, organising the list of components and including weights, centres of gravity and product classification; consistency checks are also carried out to ensure completeness and consistency with the bills of materials. The data extracts and processing carried out are documented through system exports, intermediate files, supplier communications, and technical files shared with the auditors. All these activities enable the reliable aggregation of material proportions and the determination of the total weight of products and materials purchased during the reporting period.

Outflows

Due to the exclusive nature of Ferretti Group products, the extent to which they can be repaired varies depending on factors such as the extent of the damage and whether structural components or replaceable parts are affected.

DURABILITY OF OUTFLOWS

Products and materials	Displacement Motorboat	High Performance Motoryacht
Expected durability of products placed on the market[32]	n/a	n/a
Industry average[33]	45 years	50 years

Currently, no data is available on the proportion of recycled content in products and packaging. However, plans are in place to start collecting and reporting this information. Consequently, there is no process in place to prevent double counting where reused and recycled materials overlap.

In terms of its contribution to the circular economy, the Ferretti Group does not currently have a system in place to monitor how much circularity is incorporated into its products and materials, or how much of these are recycled or reused after initial use. Similarly, there are currently no established indicators to assess the pre-consumer waste management in the context of business activities. Currently, the company does not provide detailed descriptions of products and materials developed in accordance with durability, reusability, repairability and recyclability principles. It also lacks data on the expected durability of its products compared to the industry average. The Group recognises the materiality of these topics and is considering adopting appropriate measures to improve the monitoring and reporting of such information in future.

32 Currently, Ferretti does not monitor or collect data on the expected durability of products placed on the market.

33 Study presented by ICOMIA: "Pathways to Propulsion Decarbonisation for the Recreational Marine Industry"

Waste

The Ferretti Group, in compliance with environmental directives and with a circular economy-oriented approach, maps and monitors the typical waste streams of the nautical sector. In particular, the company identifies the following as its main streams: resins, metals, wood products, plastics, paints, solvents and adhesives.

At the same time, the Ferretti Group provides a breakdown of the waste composition, highlighting the presence of recyclable materials such as metals, non-metallic minerals, plastics and textiles. These figures attest to the company's ongoing commitment to sustainable waste management and the efficient use of resources throughout the entire production chain.

WASTE GENERATED

Waste	2024	2025
Total amount of waste (t)	**4,468.59**	**4,667.23**
Total amount in tonnes of hazardous waste intended for:	**192.92**	**75.59**
Preparation for reuse	2.71	**—**
Recycling	—	**—**
Other recovery operations	190.21	**75.59**
Total amount in tonnes of non-hazardous waste intended for:	**4,005.59**	**4,095.19**
Preparation for reuse	281.39	**—**
Recycling	—	**1.35**
Other recovery operations	3,724.20	**4,093.84**
Total amount in tonnes of hazardous waste intended for:	**145.75**	**225.44**
Incineration	—	**—**
Landfill	13.43	**—**
Other recovery operations	132.32	**225.44**
Total amount in tonnes of non-hazardous waste intended for:	**124.34**	**270.99**
Incineration	21.23	**—**
Landfill	37.41	**—**
Other recovery operations	65.70	**270.99**
Total amount in tonnes of non-recycled waste:	**4,468.59**	**4,665.87**
% of non-recycled waste	**100.00%**	**99.97%**

HAZARDOUS and RADIOACTIVE WASTE

Waste[34]	2024	2025
Total amount of hazardous waste (t)	338.66	**301.03**
Total amount of radioactive waste (t)	—	**—**

Data source and calculation method: To define and categorise outflows, the company uses waste forms (FIR), from which the destination codes are extracted, and the Modello Unico di Dichiarazione Ambientale (MUD) environmental declaration form, which shows the quantities generated by production activities. Where applicable, estimates are used for municipal waste not subject to MUD reporting, with the volumes of the dedicated bins used to quantify weekly collections.

ENVIRONMENTAL ASPECTS RELEVANT TO THE VALUE CHAIN — E2 POLLUTION — E3 WATER RESOURCES — E4 BIODIVERSITY

Impact, risk and opportunity management

The Double Materiality Assessment conducted by the Ferretti Group for the 2025 financial year involved an initial qualitative assessment of the value chain, enabling the identification and assessment of associated impacts, risks and opportunities. The activity revealed material topics relating to internal operations and the entire supply chain, both upstream and downstream. As this was the first analysis of the value chain, the Group carried out the assessment in consultation with management. The Group recognises the importance of managing the value chain accurately, and plans to conduct more in-depth analyses in the coming financial years. It should be noted that no specific consultations were carried out to identify the IROs.

The topics identified in this perspective mainly concern pollution, water resources and biodiversity, for which the material IROs are listed below.

E2-Pollution

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Pollution of water	Potential Impact	Pollution generated by the discharge of pollutants into groundwater and into the sea	The Group has identified downstream impacts in the value chain	Medium Term	N/A

Following the Double Materiality Assessment, pollution was not identified as a material topic for Ferretti's operations, plants or business activities. However, it emerged as a material topic along the value chain, both upstream and downstream, as evidenced by the analysis carried out through the development of a sector map (source: UNEP FI/PSI[35]). Currently, no sites in the value chain have been identified where pollution is a material topic.

35 UNEP-FI (United Nations Environment Programme Finance Initiative) and PSI (Principles for Sustainable Insurance)

E3-Water resources

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Water	Current impact	Impacts on water resources resulting from water consumption for domestic and industrial purposes associated with activities in the value chain (upstream), with a focus on water-stressed areas	The Group has identified upstream impacts in the value chain	Long Term	N/A

Following the Double Materiality Assessment, topics related to water and marine resources were not included in the reporting, as they were found to be materially relevant solely to the supply chain. However, the analysis carried out through the development of a sector map (source: UNEP FI/PSI) showed the materiality of these topics along the entire value chain, both upstream and downstream. Currently, no sites in the value chain have been identified where pollution is a material topic.

E4-Biodiversity and ecosystems

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Direct impact drivers on biodiversity loss	Current impact	Damage to biodiversity caused by the depletion of resources during the procurement phase and by pollution generated when the boat is in use	The Group has identified downstream and upstream impacts in the value chain	Medium Term	N/A

Using the methodology described in the "Double Materiality Assessment" paragraph, Ferretti has identified and assessed the actual and potential impacts on biodiversity and ecosystems at its sites and along the value chain. Specifically, a quantitative analysis was carried out using the HeatMap tool. This tool is based on sector maps from external and open-source providers (UNEP-FI and PSI). These maps assign an expected impact level to various economic sectors in relation to topics related to environmental, social and governance factors.

However, the following have not yet been identified and assessed: the dependencies on biodiversity and ecosystems, risks and opportunities related to the transition and the physical impacts arising from biodiversity and ecosystems, or systemic risks related to these topics. Furthermore, a formalised Environmental Risk Management (ERM) system specific to these topics has not yet been implemented. As regards the impact of the Group's activities on local communities, no consultations were held with the affected communities regarding sustainability assessments related to shared biological resources and ecosystems, nor were specific criteria defined to identify sites or production processes with negative impacts on these communities. Moreover, local communities were not involved in the Double Materiality Assessment, nor were they included in the process of assessing significant impacts on sustainability topics.

In 2023, Ferretti carried out an analysis[36] to identify sites in biodiversity-sensitive areas, pinpointing plants located within 10 km from protected areas. However, the impact of these activities on these areas has not been assessed, nor has any analysis been conducted of the potential damage to natural habitats or protected species. Consequently, the need to adopt biodiversity mitigation measures, such as those provided for in: Directive 2009/147/EC of the European Parliament and of the Council on the conservation of wild birds; Council Directive 92/43/EEC on the conservation of natural habitats and of wild fauna and flora; an Environmental Impact Assessment (EIA), as defined in Article 1(2), point (g), of Directive 2011/92/EU of the European Parliament and of the Council on the assessment of the effects of certain public and private projects on the environment; and, for activities located in third countries, in accordance with equivalent national provisions or international standards, such as the International Finance Corporation (IFC) Performance Standard 6: Biodiversity Conservation and Sustainable Management of Living Natural Resources, has not yet been assessed.

Policies

Although the Ferretti Group has various corporate tools and policies related to sustainability, including its Code of Ethics and management systems, it has not yet adopted specific policies addressing topics such as pollution, water management and biodiversity, as these are not considered a priority in relation to its current sustainability strategies and the operational management of the business. However, the Group plans to develop appropriate tools over the coming years to ensure more structured and transparent management of material impacts, risks and opportunities in these areas.

Actions

During this reporting period, the Ferretti Group has not taken, nor does it intend to take in the coming years, any specific action on these topics, due to the still partial knowledge of its value chain. However, the Group is committed to formalising initiatives in these areas in future financial years, with the ultimate aim of achieving its strategic targets.

Targets

The Ferretti Group's strategy does not include specific targets relating to pollution, water and biodiversity. As mentioned above, these topics were found to be material only in relation to the value chain. The Group's current limited understanding of the value chain has not yet allowed it to set strategic targets to pursue. A better understanding is expected to be gained over the coming financial years, enabling the material topics and their sub-topics to be defined in more detail. This will enable the Ferretti Group to set targeted priorities on aspects relating solely to the value chain, including in terms of targets.

[36] The results of the analysis conducted in 2023 are considered valid for 2025 as well, in the absence of significant changes in the Group's operational scope.

S1-OWN WORKFORCE

Management of own workforce-related impacts, risks and opportunities

The Double Materiality Assessment highlighted the own workforce as one of the material topics for the Ferretti Group, with specific reference to sub-topics relating to working conditions and equal treatment and opportunities for all. These aspects involve the entire workforce. Blue-collar workers, in particular, may be more exposed to health and safety risks due to the nature of their work. The actual and potential impacts on the internal workforce have not yet been fully incorporated into the Group's business model and strategy.

It should be noted that these general material impacts are not the result of any transition plans, since the Group has not yet introduced any. Moreover, no impacts or risks relating to forced labour or child labour have been identified in any of the countries in which the Group operates. Finally, it should be noted that no specific measures have yet been adopted to mitigate the potential negative impacts of the transition to a zero-emission or green economy.

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Working conditions Equal treatment and opportunities for all	Potential Impact	Dissatisfaction, demotivation and a decline in workers' well-being, resulting from job insecurity, inadequate pay, unsuitable working environments and a lack of initiatives designed to foster sharing and a sense of belonging	The Group has identified the impact in its own operations	Long Term	• Code of Ethics • Whistleblowing Policy • MBO Regulation • Selection Policy • Recruitment Policy • Diversity and Inclusion Policy • Working Time Policy
Working conditions	Potential Impact	Work-life imbalance caused by working hours not being met, difficulty commuting between home and work and a lack of adequate policies to support a healthy work-life balance	The Group has identified the impact in its own operations	Long Term	

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Working conditions	Current impact	Incidents, accidents and occupational illnesses, with potential negative impacts on the health and safety of the workforce	The Group has identified the impact in its own operations	Short Term	
Equal treatment and opportunities for all	Potential Impact	Violations of workers' rights due to lack of representation of vulnerable groups and minorities	The Group has identified the impact in its own operations	Long Term	
Equal treatment and opportunities for all	Potential Impact	Violence and harassment within the company, which could have an impact on the well-being and safety of workers if adequate preventive and remedial measures are not put in place	The Group has identified the impact in its own operations	Long Term	
Equal treatment and opportunities for all	Current impact	Workforce satisfaction through the development of professional skills by means of training activities provided to its employees and merit-based courses	The Group has identified the impact in its own operations	Long Term	
Working conditions	Opportunities	Improvement of company performance guaranteed by workforce satisfaction and the creation of a fair and inclusive work environment	The Group has identified the impact in its own operations	Long Term	
Equal treatment and opportunities for all	Opportunities	Improvement of business performance and development of innovative ideas thanks to workforce satisfaction through professional skills development	The Group has identified the impact in its own operations	Long Term	

Policies

The Group is strongly committed to conducting its business in accordance with the highest ethical standards, which are considered fundamental to the company's success and to consolidating its image as a leader in the international boating industry. Within this framework, it guarantees equal employment and professional growth opportunities for its entire workforce, based solely on skills and qualifications. The Ferretti Group rejects all forms of discrimination, including discrimination based on gender, age, race, colour, faith, religious belief, sexual orientation, marital status, national origin, disability, citizenship or membership of protected categories.

This commitment is reflected in the strict application of the principles set out in the Code of Ethics, as well as in the adoption and implementation of additional policies designed to manage the impacts, risks and opportunities relating to its workforce.

The Code of Ethics attests to the Group's commitment to carry out its personnel selection, recruitment and management processes in a transparent and fair manner, in full compliance with current regulations and condemning any illegal behaviour such as harassment, discrimination or favouritism. For more details on the Code of Ethics, see the chapter "G1- Business Conduct".

Furthermore, with regard to the protection of the most vulnerable workers, the Group is committed to preventing and combating phenomena such as human rights violation, human trafficking, forced labour and child labour, by adopting dedicated management systems and controls that comply with the Minimum Age Convention (ILO no. 138) and the Worst Forms of Child Labour Convention (ILO no. 182). It should be noted that this specification has not been found in other policies.

The following sections will describe in more detail the policies relating to the own workforce, whose operational responsibility rests with the Chief HR & Organization Officer.

The MBO internal Regulations clearly and systematically lay down the procedures for managing the incentive system by objectives. In particular, it regulates the procedures for compiling the MBO form and provides precise indications for assigning and evaluating the targets assigned to each employee, taking into account the area to which it belongs and the specific professional responsibilities. In this way, the regulations ensure a transparent and consistent process, aligned with the company's strategic targets and aimed at enhancing the individual's contribution to the achievement of the Group's overall results.

The Ferretti Group's Selection Procedure provides a precise description of the entire process, from the analysis of needs to the planning of interventions all the way to the implementation of the selection process and the time of the commitment. It applies to all company personnel: managers, middle managers, white-collar and blue-collar workers/intermediaries, at all Group sites.

The procedure consists of two main phases: the pre-development phase analyses the needs and defines the priorities through accurate planning; the development phase involves recruitment, which involves internal and external recruiting activities, a series of interviews and the final evaluation of candidates. At the end, a report is drawn up that summarises the profiles examined, followed by the definition of the contractual package and the signing of the job proposal. Finally, before the end of the probationary period, the HR Department verifies the effectiveness of the process through discussions with the head of the applicant function, thus guaranteeing a structured and transparent selection process that is in line with organisational development targets.

The recruitment procedure includes all activities aimed at implementing the HR selection process within the company.

The recruitment procedure also establishes how new hires are inducted, defining clear steps to ensure effective reception and progressive integration into the company environment. These activities encompass all aspects of communication, organisation and contractual formalities, from the signing of the letter of employment to any subsequent updates of the employment relationship, such as role changes, promotions or internal reallocations.

The Ferretti Group is committed to guaranteeing an inclusive working environment free from discrimination, promoting equal opportunities and respect for diversity in all its forms. The company adopts policies that prohibit any discriminatory form and dedicates itself to removing cultural, organisational and material obstacles that can prevent the full enhancement of people.

The company strategy is embodied in human resources management practices geared towards attracting and recruiting the best talent, promoting professional development, preventing the gender pay gap and fostering constructive dialogue between generations. In addition, the company promotes inclusive leadership styles and transparent communication, which are essential to build working relationships based on respect and mutual trust.

Lastly, the Diversity and Inclusion policy is disseminated at all levels of the organisation through the corporate website, to ensure that each employee can fully express their potential and contribute to the Group's success, and so that there is full awareness and further impetus for the promotion of human rights as an integral part of the Ferretti Group's value system.

With this policy, the Group is committed to ensuring an inclusive and diversity-respecting working environment, promoting initiatives aimed at consolidating balanced representation and active involvement of all professional categories in corporate governance processes.

The Working Time Policy implements and applies current legislation on working time to the company, ensuring clear and structured management of work services. It defines in detail the attendance system, the way absences are justified as well as the management of breaks and time-off in lieu, protecting workers' rights and promoting a balance between professional and private life. The aim is to ensure transparency and compliance, while optimising the organisation of work to foster an efficient and productive context for all of the Group's employees.

The staff education and training procedure is a fundamental factor for improving product quality, the effectiveness of the Quality System and the overall success of the company. The Chief HR & Organisation Officer guides the process of identifying, assessing and bridging the gap between the skills required for different activities and those currently held by employees. Within this framework, training activities are geared towards preventing accidents and protecting the wellbeing of workers through continuous training on safety regulations and preventive best practices, as well as towards developing technical and managerial skills.

The process begins with a periodic analysis of training needs, conducted by the Training Supervisor together with the Function Managers and with the support of each site Health & Safety Officer, also highlighting needs related to prevention and safety obligations. Requests are collected and integrated with the needs expressed by the company management to support business development. Based on the data acquired, the Training Supervisor draws up a training plan that is then submitted to the HR Management for validation, ensuring a dynamic and continuous approach to training.

The recording of training activities and individual experiences testifies to the training that has taken place, while the process of analysis, planning and approval makes it possible to identify the areas concerned, define the topics to be developed, select the participants and trainers and establish indicative timelines, ensuring that the training stays aligned with organisational priorities and current safety regulations.

Processes for engaging with workforce

The Group announces that its commitment to engagement translates into maintaining solid institutional and industrial relations. Relations between corporate functions and trade union organisations are characterised by transparency, independence and integrity, promoting correct and non-discriminatory dialogue, aimed at creating a climate of mutual trust and promoting constructive dialogue.

In this context, the Group has consolidated stable relationships over time, managed in a serene and constructive manner thanks to the constant involvement of trade union representatives through regular meetings. In particular, in February 2022, Ferretti S.p.A. signed an agreement with national and European trade unions and the shipyard workers' representative bodies, renewing the second-level company integrative contract (CIA), valid until 31 December 2024. Furthermore, in December 2024, negotiations were concluded for the renewal of the Ferretti S.p.A. CIA, which will be valid from 1 January 2025 to 31 December 2027. Among other things, it provides for a strengthening of work-life balance measures and organisational flexibility, an expansion of safeguards to support parenthood and personal wellbeing, as well as a significant enhancement of welfare provisions, financial incentives, supplementary pensions and pathways for professional development and growth. Finally, it should be noted that all employees are subject to collective bargaining agreements, which guarantee continuous dialogue with workers' representatives, also in relation to human rights, allowing the perspective of employees to be enhanced.

Ferretti S.p.A. and Zago S.p.A. periodically carry out anonymous surveys on home-work mobility to analyse employee habits and evaluate possible interventions to improve travel sustainability. The last report was conducted by means of a self-compiled online questionnaire, in accordance with the official guidelines on work commute plans, using the dedicated MMSurvey application. Building on this, in 2025 the two companies began work on the Home-to-Work Travel plan, which also included Ferretti S.p.A.'s new headquarters in Ravenna.

To encourage maximum participation, the campaign was accompanied by digital information materials and official communications sent by e-mail to all personnel. The data collected allows us to understand the needs of the workforce and their propensity for more sustainable mobility solutions, thus contributing to the definition of targeted strategies to optimise travel and reduce environmental impact. The implementation and management of the plan are the responsibility of the HR function and, in particular, its Director, who has operational responsibility.

Channels for own workforce to raise concerns

In addition, the Ferretti Group has implemented a number of processes aimed at mitigating the negative impact on its workforce and providing formal channels for raising concerns, thereby ensuring a rapid and effective response system.

In addition to the periodic fitness examination, each worker may request an extraordinary medical examination if they believe that they are in a condition that may compromise their health; in this way, they have the opportunity to share their concerns with the appointed doctor, who assesses together with the employee any prescriptions or limitations necessary to protect their health. Health and risk records are managed in full compliance with privacy regulations. It should be noted that a system has not yet been implemented to assess its effectiveness.

The Ferretti Group has a policy in place that allows internal whistleblowing notifications to be sent in two different ways:

- Online application: the employee accesses the dedicated portal (https://ferretti.uat.integrity.complylog.com), also accessible from the website, selects "Submit a case" and fill the form, possibly attaching a voice message after registration and consent. Once sent, the report generates an ID token that allows the reporter to follow its progress and interact with the Manager via a specific messaging system.

- Meeting with the Manager: The worker can send the request to the Manager's e-mail address and participate in a dedicated meeting, during which the report is formalised by audio recording, if authorised, or through a report that is then verified and confirmed by the reporter.

Upon receipt, the Manager sends a confirmation of receipt within seven days and assigns an identification code (case ID) to the report, recording it in the dedicated electronic register. The Manager then assesses the relevance and grounds of the report. If the report is irrelevant or unfounded, the Manager informs the reporter within three months and updates its status to "Closed". Otherwise they initiate an investigation, during which the parties involved may be heard and further information requested, updating the status from "Under consideration" to "Under investigation".

At the end of the investigation, the report and related documentation are stored securely, both in electronic and paper format, for a maximum period of five years or for the time required by the procedure, ensuring data traceability and confidentiality.

In its disclosure document dedicated to the channel, the Ferretti Group sets out, in accordance with Legislative Decree 24/2023, specific protective measures designed to prevent any form of retaliation against reporters, in line with the applicable regulatory provisions.

To encourage the dissemination of these procedures, a dedicated section has been prepared on the company intranet; furthermore, in the event of updates, periodic communications will be sent and new hires will be provided with specific information at the time of entry into the company.

Actions

Unless otherwise specified, no procedures are currently in place to monitor and assess the effectiveness of these measures.

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources allocated for the action[37] (CapEx/ OpEx)
Corporate Welfare System	Own operations	2025	Realised	N/A[38]
Development of new skills and HSE training for personnel	Own operations	2025	Realised	€273,591 (Personnel training)
"Protagonists of Sustainability" Training Course	Own operations	2024/2025	Realised	—[39]
People Management Academy	Own operations	2025	Realised	€30,170 (Personnel training)
Data processing	Own operations	Long-term (updated annually)	Ongoing	€66,400[40] (Legal advice)
Remote working for Ferretti S.p.A. and Zago S.p.A.	Own operations	2025	Realised	—
Safety at work measures	Own operations	2025	Ongoing	€1,316,714
Projects for prevention and protection	Own operations	2025	Ongoing	—[41]

The Ferretti Group ensures its employees a broad and structured company welfare[42] system that integrates the benefits provided for by national collective bargaining with additional facilities made available directly by the Group. This approach translates into a broad range of services and benefits aimed at personnel in order to improve professional and personal well-being.

37 Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

38 Since the welfare system is an individual employee choice, financial resources have not been established as they depend on the number of memberships.

39 The cost of the "Protagonists of Sustainability" training course was incurred in 2024, so there are no financial resources allocated for action in the current financial year.

40 Financial resources are broken down as follows: fee EUR 21,600 + EUR 19,200 of activity per day of the DPO for the total Italian Group companies.

41 Financial resources relating to prevention and protection projects are included in those relating to workplace safety.

42 It should be noted that the company welfare system applies to Ferretti S.p.A. and Zago S.p.A. The rest of the group is covered by the welfare defined by the national reference contract.

Benefits provided for by the national collective bargaining agreements

In accordance with national collective bargaining agreements, the Group offers the following benefits:

- Life insurance: for managers;
- Healthcare: available to managers as reimbursement for medical expenses or through the Fondo Altea fund for workers in the timber sector, Metasalute and EBM Salute for the metalworking sector;
- Social security: managed through the Fondo ARCO fund for the timber sector, the Fondo COMETA fund for the metalworking industry category and Previndai for executives;
- Assistance for workers seconded abroad: for all company personnel.

Additional benefits offered by the Group

In addition to contractual benefits, Ferretti Group offers further advantages, including:

- Unisalute Healthcare: aimed at managers and expatriates;
- Coverage for work-related and non-work-related injuries: guaranteed to executives and directors;
- Kasko insurance: valid for the use of personal cars during company missions;
- Corporate Welfare System: according to national category and/or second-level bargaining agreements.

Ferretti S.p.A. and Zago S.p.A. allow employees to convert up to 50% of the result bonus into welfare goods and services, thus benefiting from significant tax advantages. The available solutions include numerous options designed to meet personal and family needs, enhancing corporate support in managing quality of life and work.

The Ferretti Group's commitment to strengthening its welfare system confirms its focus on people's welfare, recognised as an essential factor for the company's growth and success.

The training and development of human capital is a strategic pillar for the Ferretti Group, with the aim of supporting constant growth in employee skills and preserving market leadership in the long term. Training initiatives are aimed at enhancing the professional and personal skills of resources. The Group has adopted a structured training plan that includes courses dedicated to strengthening personal, interpersonal and communication skills, as well as technical and specialist competencies. Health, safety and environment (HSE) courses were also provided, aimed at raising awareness and preparing staff in the assessment and prevention of risks in the workplace, in line with ISO 14001 requirements.

Training is aimed at white collar employees and is managed through an e-learning platform, which allows them to learn more about the 17 Goals of the 2030 Agenda and to acquire an active role in the sustainability journey. The project started in October 2024 and ended in 2025.

The "People Management Academy" programme was developed to form and consolidate a network of managers and supervisors capable of inspiring, delegating and involving their team, effectively contributing to the achievement of company targets. The project, active between 2024 and 2025, involves a significant number of participants and aims to strengthen strategic skills in people management. The main topics include emotional awareness and intelligence, effective communication, delegation and feedback, and the role of the manager as coach. In 2025, two new classes were also activated involving 20 resources between managers and supervisors.

Ferretti S.p.A. protects the confidentiality of employees' personal data, ensuring access to information only to authorised persons and for legitimate business purposes, in compliance with the Privacy Code and European regulations. Personal data includes elements such as identification numbers, contact details, personal and health data, processed by the company only after clear disclosure and, when required, informed consent. With specific exceptions, such data may not be shared or used for purposes other than those stated. Ferretti prohibits any alteration or manipulation of computer systems and company data with unlawful purposes, in line with Legislative Decree 231/2001. In 2025, together with the DPO, a remediation plan is being prepared to update the policy on data processing, whose conclusion is expected within the year. In addition, Suppliers and Brokers dedicated to privacy issues are scheduled to audit activities between the end of 2025 and the beginning of 2026, coordinated by the DPO.

During 2025, the possibility to work remotely was introduced and made fully operational for all employees one day per week, in line with the provisions of supplementary contracts. The initiative has facilitated greater organisational flexibility and contributed to improving the work-life balance.

Specific projects were assessed, compatible with the tasks performed, manageable through remote work. The benefit is recognised to personnel with full-time permanent contracts, excluding the probationary period. Employees are entitled to up to 4 days per month, which must not be consecutive, cannot be split into smaller periods nor can they be recovered or carried over if not taken. The use of remote work is limited in duration and is governed by a specific individual agreement.

Thanks to a long-standing commitment and targeted policies, Ferretti S.p.A. has reduced its accident frequency rate (the number of accidents per million hours worked) by 82% compared with 2010. This result was made possible by a detailed analysis of the accident risks present on the Group's shipyards and by the implementation of preventive and corrective actions, both of an organisational and plant engineering nature.

The main risks identified in the production process include: chemical risk, carcinogenic risk (PLD), work at height, moderate biomechanical and noise risks, extremely low vibration risk and mechanical risk. Continuous monitoring and the measures adopted demonstrate the Group's commitment to an increasingly safe and secure working environment. Another tool implemented involves ongoing health and safety training, delivered both in accordance with legal requirements and tailored to the specific needs of the workforce, in collaboration with main relevant figures.

The Group has implemented significant investments on shipyards to improve safety and prevent accidents. The main measures, carried out over the years and continued in 2025, include the installation of lifelines on all overhead cranes, the introduction of a badge-based machine qualification system for the woodworking sector, and the remediation of mezzanines at the Cattolica shipyard. Each new site incorporates the best practices and improvement actions defined by Ferretti.

To prevent potential accidents, employees receive targeted training through detailed guidelines and practical sessions on the specific risks related to their tasks. Their work is subsequently supervised and coordinated by expert contact persons, who are formally appointed only after having completed appropriate training. These contact persons participate monthly in Safety Meetings, meetings dedicated to sharing procedures and good practices, and to analysing critical situations, accidents or near misses, with the aim of defining and implementing corrective measures.

In the event of an accident or near miss, a report is drawn up which includes a description of the event, the corrective actions identified, those responsible for their implementation and the relevant timeframe. These events are then discussed during the monthly OMT Meetings, with the participation of the employer and plant managers to spread awareness of the risks and prevent the occurrence similar situations at all production sites.

Targets

The sustainability targets relating to the workforce are set by management, without the involvement of employee representatives for the current reporting period, through integrated planning and monitoring processes, and apply to the entire workforce. The company has set time-bound and results-oriented targets to minimise negative impacts, maximise positive impacts, and effectively manage the risks and opportunities associated with its workforce. These targets support the measurement of progress and the implementation of corrective actions, helping to create an increasingly safe working environment and align corporate strategy with international sustainability standards. It should be noted that not all of these are measurable targets that comply with ESRS requirements. For more information on the monitoring of targets, policies and actions, please refer to the paragraph "Strategy, business model and value chain".

Target[43]	Short target description	Reference ESRS	Base Year	Target Year	Target status
Increase in training hours at Group level	An increase in the number of training hours provided by Group companies, ensuring a 10% increase by 2025.	ESRS S1-13	2024 *13 per capita h*	2025 *+10% (considering total 2024 hours)*	*Not achieved*
Remote working for Ferretti S.p.A. and Zago S.p.A.	Introduce and offer employees the option of working remotely one day a week, with a view to improving flexibility in the workplace and promoting a healthy work-life balance.	ESRS S1-15	2024	2025	*Achieved (see the previous paragraph on actions)*

[43] Please note that the objective "Training programme for young people through the Scuola dei Mestieri", which in 2024 had been included in Chapter S1 — Own workforce, has been moved to Chapter S3 — Affected communities, as it relates more closely to the theme of communities than to that of the own workforce, whilst retaining both aspects.

Target[43]	Short target description	Reference ESRS	Base Year	Target Year	Target status
Gender equality assessment	Initial assessment of the company's approach to gender equality, aimed at identifying any gaps in relation to current regulatory requirements and defining the	ESRS S1-9	2026	2026	*Implementation in 2026*
Ferretti S.p.A.'s severity index has fallen below 0.4%	To reduce the accident severity index to below 0.4% by continuously improving workplace safety. This commitment focuses on promoting preventive measures and raising awareness, thereby contributing to the well-being of employees and the achievement of social sustainability standards.	ESRS S1-5	2024 ~0.4[44]	2025 <0.4%	*Achieved (see the previous paragraph on actions)*
Frequency Index	Number of accidents/1 million hours worked (internal)	ESRS S1-5	2024	2025 <8	*Not achieved*

During the year, the target of a 10% increase in training hours was not achieved. The result was affected by several factors. Attendance at the sustainability course was lower than expected, which had a significant impact on the total number of hours delivered. In addition to this, during the second half of the year, the Human Resources Department called for cost-cutting measures, which led to the postponement until 2026 of the launch of certain training programmes that had already been planned. The fact that the 2025 edition of the Scuola dei Mestieri (School of Trades) did not take place also contributed to a further reduction in the total number of hours, with significant implications for achieving the annual target.

In 2026, an initial assessment of the company's approach to gender equality was launched, aimed at identifying any gaps in relation to current regulatory requirements and defining the necessary corrective measures.

During the year, the target of reducing the accident frequency index was not achieved. The rate of recordable work-related injuries in 2025 has, in fact, exceeded the set target. An analysis of the dynamics highlights a number of factors that may have contributed to this outcome. On the one hand, the arrival of new, young staff with limited operational experience has led to an increase in incidents resulting from trivial circumstances, often linked to a lack of familiarity with procedures and safety best practices. On the other hand, the significant increase in hours worked has made it more difficult to manage safety prevention initiatives, particularly given the imbalance between the volume of work and the availability of EHS resources, both at head office and in the field.

Metrics

Characteristics of the undertaking's employees

The information regarding the total number of employees has been verified and compared with the most representative figure given in the financial statements, i.e. the total number of employees of 2,076, confirming the consistency and reliability of the data provided. The data was extracted from the HR database (HE Ready INAZ) for staff employed as at 31.12.2025. As regards the AMAS region, the data is provided directly by AMAS HR via the HRIS — ADP system.

NUMBER OF EMPLOYEES BY GENDER (HEAD COUNT)

Number of employees (head count)	2024	**2025**
Male	1,794	**1,756**
Female	324	**320**
Other	0	**0**
Not communicated	0	**0**
Total employees	2,118	**2,076**

Data source and calculation method: The workforce was determined by extracting data from the company's HR system, HE Ready — INAZ, taking into account all staff employed as at 31 December 2025 and those who left the company during the financial year. As regards the AMAS region, personnel data is provided directly by the company's HR department via the HRIS — ADP system, having already been consolidated and validated internally prior to transmission.

NUMBER OF EMPLOYEES AT THE END OF THE PERIOD BY COUNTRY (HEAD COUNT)

Country	No. of employees 2024	**No. of employees 2025**
Italy	2,040	**2,007**
Monaco	2	**2**
Spain	1	**1**
Singapore	2	**2**
Hong Kong	7	**7**
Abu Dhabi	1	**2**
United States of America	65	**55**
Total employees	2,118	**2,076**

Data source and calculation method: The workforce was determined by extracting data from the company's HR system, HE Ready — INAZ, taking into account all staff employed as at 31 December 2025 and those who left the company during the financial year. As regards the AMAS region, personnel data is provided directly by the company's HR department via the HRIS — ADP system, having already been consolidated and validated internally prior to transmission.

NUMBER OF EMPLOYEES BY TYPE OF CONTRACT, BROKEN DOWN BY GENDER (HEAD COUNT)[45]

	2024					2025				
Reporting period	Women	Men	Other	Not Communicated	Total	**Women**	**Men**	**Other**	**Not Communicated**	**Total**
Number of permanent employees	300	1,678	0	0	1,978	**305**	**1,697**	**0**	**0**	**2,002**
Number of temporary employees	24	116	0	0	140	**15**	**57**	**0**	**0**	**72**
Number of non-guaranteed hours employees	0	0	0	0	0	**0**	**2**	**0**	**0**	**2**
Total number of employees	324	1,794	0	0	2,118	**320**	**1,756**	**0**	**0**	**2,076**

	2024					2025				
Reporting period	Women	Men	Other	Not Communicated	Total	**Women**	**Men**	**Other**	**Not Communicated**	**Total**
Number of full-time employees	313	1,785	0	0	2,098	**308**	**1,744**	**0**	**0**	**2,052**
Number of part-time employees	11	9	0	0	20	**12**	**12**	**0**	**0**	**24**
Total number of employees	324	1,794	0	0	2,118	**320**	**1,756**	**0**	**0**	**2,076**

Data source and calculation method: The workforce was determined by extracting data from the company's HR system, HE Ready — INAZ, taking into account all staff employed as at 31 December 2025 and those who left the company during the financial year. As regards the AMAS region, personnel data is provided directly by the company's HR department via the HRIS — ADP system, having been consolidated and validated internally prior to transmission.

[45] Most of the company's employees are on permanent contracts, with a small number of temporary and part-time workers employed during specific stages of production.

NUMBER OF EMPLOYEES BY TYPE OF CONTRACT, BROKEN DOWN BY REGION (HEAD COUNT)

	2024				2025			
Reporting period	EMEA	AMAS	APAC	TOTAL	**EMEA**	**AMAS**	**APAC**	**TOTAL**
Number of permanent employees	1,905	65	8	1,978	**1,938**	**55**	**9**	**2,002**
Number of temporary employees	138	0	2	140	**70**	**0**	**2**	**72**
Number of non-guaranteed hours employees	0	0	0	0	**2**	**0**	**0**	**2**
Total number of employees	2,043	65	10	2,118	**2,010**	**55**	**11**	**2,076**

	2024				2025			
Reporting period	EMEA	AMAS	APAC	TOTAL	**EMEA**	**AMAS**	**APAC**	**TOTAL**
Number of full-time employees	2,023	65	10	2,098	**1,986**	**55**	**11**	**2,052**
Number of part-time employees	20	0	0	20	**24**	**0**	**0**	**24**
Total number of employees	2,043	65	10	2,118	**2,010**	**55**	**11**	**2,076**

TURNOVER OF OWN WORKFORCE

Reporting period	2024	**2025**
Number of employees	2,118	**2,076**
Number of terminated employees	191	**196**
Employee Turnover Rate	9%	**9%**

Data source and calculation method: The workforce was determined by extracting data from the company's HR system, HE Ready — INAZ, taking into account all staff employed as at 31 December 2025 and those who left the company during the financial year. As regards the AMAS region, personnel data is provided directly by the company's HR department via the HRIS — ADP system, having already been consolidated and validated internally prior to transmission.

Characteristics of non-employees in the company's own workforce

The workforce of Ferretti S.p.A. consists mainly of direct employees, but also includes a proportion of non-employees who contribute to the company's production and operational activities. In particular, the company relies on 26 non-employees.

To ensure transparency in reporting, Ferretti adopts a structured methodology for calculating the number of non-employees, based on the head count. Data is collected at the end of the reporting period, ensuring constant monitoring of the workforce.

The most common types of non-employees working for Ferretti include collaborators on a coordinated or continuous basis, contract workers and (curricular or extracurricular) internships.

NUMBER OF NON-EMPLOYEES (HEAD COUNT)

Number of non-employees (head count)	2024	**2025**
Number of self-employed collaborators (agents)	1	**3**
Number of workers provided by enterprises engaged in personnel search, selection and supply activities (temporary staff)	34	**19**
Other types relevant to the company (trainees and other types of contract)	23	**4**
Total non-employees	58	**26**

Interns	2024	**2025**
Number of interns	23	**4**

Data source and calculation method: The workforce was determined by extracting data from the company's HR system, HE Ready — INAZ, taking into account all staff employed as at 31 December 2025. As regards the AMAS region, personnel data is provided directly by the company's HR department via the HRIS — ADP system, having already been consolidated and validated internally prior to transmission.

Collective bargaining coverage and social dialogue

The working and employment conditions of employees are strongly determined and influenced by collective bargaining agreements, which set minimum standards and guarantee rights and benefits in accordance with current regulations.

The Ferretti Group ensures strong worker representation in social dialogue, working with trade unions and EEA institutions to promote a fair and participatory working environment. Currently, there are no agreements between the company and its employees for representation by a European Works Council (EWC), a European Company (SE) Works Council or a European Cooperative Society (SCE) Works Council.

Data source and calculation method: The data relating to collective bargaining coverage is extracted from the HR HE Ready — INAZ system via the personal-contractual fields that indicate the applicable collective agreement. Information on worker representation is processed in compliance with current regulations in the countries in which the Group operates.

Reporting period	2024 Collective bargaining coverage		2024 Social dialogue	2025 Collective bargaining coverage		2025 Social dialogue
Coverage rate[46]	Employees — EEA (for countries with > 50 companies representing > 10% of total employees)	Employees — Non-EEA (estimated for regions with > 50 employees representing > 10% of total employees)	Workplace representation (EEA only) (for countries with > 50 companies representing > 10% of total employees)	Employees — EEA (for countries with > 50 companies representing > 10% of total employees)	Employees — Non-EEA (estimated for regions with > 50 employees representing > 10% of total employees)	Workplace representation (EEA only) (for countries with > 50 companies representing > 10% of total employees)
0-19%						
20-39%						
40-59%						
60-79%						
80-100%	Italy		Italy	Italy		Italy

Diversity metrics

The data was extracted from the HR database (HE Ready INAZ) for staff employed as at 31.12.2025. As regards the AMAS region, the data is provided directly by AMAS HR via the HRIS — ADP system.

BREAKDOWN OF EMPLOYEES BY GENDER

Reporting period	2024 Men	Women	Other	Not communicated	Total	2025 Men	Women	Other	Not communicated	Total
Top Management Employees[47]	106	24	0	0	130	**95**	**21**	**0**	**0**	**116**
Top Management percentage	81.5%	18.5%			100%	**81.9%**	**18.1%**	**0%**	**0%**	**100%**
Total number of employees	1,794	324	0	0	2,118	**1,756**	**320**	**0**	**0**	**2,076**
Percentage on total employees	5.9%	7.4%	0%	0%	6.1%	**5.4%**	**6.6%**	**0%**	**0%**	**5.6%**

EMPLOYEES BY AGE GROUP

Job category	2024 Under 30	30–50 years	Over 50 years	Total	2025 Under 30	30–50 years	Over 50 years	Total
Total	263	1,157	698	2,118	**242**	**1,105**	**729**	**2,076**

46 Employees from AMAS and APAC regions were not included as they do not represent at least 10% of total employees.

47 In preparing the disclosure on gender at top management, the undertaking shall use the definition of top management as one and two levels below the administrative and supervisory bodies.

Data source and calculation method: Metrics were calculated from the extraction of data from the company's HR system HE Ready — INAZ, considering all staff employed as at 31 December 2025. As regards the AMAS region, personnel data is provided directly by the company's HR department via the HRIS — ADP system, having already been consolidated and validated internally prior to transmission.

Adequate wages

Wages are determined in full accordance with the applicable National Collective Bargaining Agreements (CCNL), which define wage levels considered appropriate to the standards envisaged. Remuneration disbursed in foreign currencies was converted by using, for the APAC region, the average exchange rate for each month, while for the AMAS region, the exchange rate in force on 31 December 2025 was used.

The remuneration paid to personnel operating abroad is consistent with the regulations in force in the relevant countries and with the basic principles laid down in the respective national laws.

Finally, for the purpose of determining the Entry Wage figure, workers with apprenticeship contracts were not considered.

Social protection

The Group ensures full compliance with the regulations in force in each country in which it operates, applying them in full to all staff. In particular, for FGA and Allied Marine, the provisions of the labour laws of the United States and the State of Florida applicable to employees employed in such contexts are adopted. In these jurisdictions, social protection is not automatically granted, except in cases where the worker voluntarily opts for temporary or permanent disability insurance.

Overall, Ferretti provides its employees with a system of economic protection in the event of loss of income resulting from events such as illness, unemployment, occupational injury, supervening disability, parental leave or retirement. In the reporting period, the number of employees covered by a social protection system amounted to 2021, or 97.35% of the total workforce (2,076 employees).

Training and skills development metrics

AVERAGE TRAINING HOURS PER EMPLOYEE BY GENDER

Average training hours[48] per employee	2024 Men	2024 Women	2024 Other	2024 Not communicated	2024 Total	**2025 Men**	**2025 Women**	**2025 Other**	**2025 Not communicated**	**2025 Total**
Total	10	11	—	—	10	**9**	**10**	**—**	**—**	**9**

Data source and calculation method: For Ferretti S.p.A., Zago S.p.A., Il Massello and RAM S.p.A., the training data was extracted from the HR Formazione — INAZ database, reflecting the situation as at 31 December 2025. For the other Group companies, data are instead collected and managed using Excel sheets. In both cases, training hours and participants are recorded through an attendance register compiled for each training initiative.

Currently, the company does not provide for periodic employee performance and career development reviews.

Health and safety metrics

The Ferretti Group strictly complies with occupational health and safety regulations, ensuring a safe and secure environment for all its employees[49]. Guaranteeing a safe and comfortable working environment is not only a priority for the Group but is also a strategic and development factor for the entire company.

In 2025, there were no serious accidents (i.e. resulting in more than six months' absence) within the Group. The Group will continue to strive to prevent accidents and, where possible, to reduce accident and injury rates.

WORKERS COVERED BY THE HEALTH AND SAFETY SYSTEM

	2024 Employees	2024 Non-employees	2024 Total	**2025 Employees**	**2025 Non-employees**	**2025 Total**
Number of workers covered by the health and safety system	0	0	0	**0**	**0**	**0**
Total number of its workforce	2,118	58	2,176	**2,076**	**26**	**2,102**
Percentage	0%	0%	0%	**0%**	**0%**	**0%**

48 It should be noted that an estimate of the training hours was made for the company Canalicchio, supported by a justification recorded in the management system.

49 Legislative Decree 81/2008

DEATHS

	2024			2025		
	Employees	Non-employees	Total	**Employees**	**Non-employees**	**Total**
Number of deaths related to work-related injuries	0	0	0	**0**	**0**	**0**
Number of deaths related to occupational diseases	0	0	0	**0**	**0**	**0**

WORK-RELATED INJURIES AND OCCUPATIONAL DISEASES[49]

	2024 Employees	**2025 Employees**
Number of total hours worked	3,061,914	**3,079,085**
Number of work-related injuries[51]	29	**33**
Accident incidence rate	9.5	**10.7**

	2024 Employees	**2025 Employees**
Number of recordable occupational diseases	2	**5**

	2025 Employees	**2025 Employees**
Number of days lost due to work-related injuries	878	**792**
Number of days lost due to occupational diseases	279	**—[52]**

Data source and calculation method: The number of hours worked is provided by HR, while the number of work-related injuries and occupational diseases is derived from the reports filed.

51 Commuting accidents related to regular travel to and from the workplace are not taken into account.

52 The number of days lost due to occupational diseases is not available for Ferretti S.p.A.

Work-life balance metrics

The Group recognises the right of all its employees to take leave for family reasons, in full compliance with the provisions of the applicable collective bargaining agreements. Moreover, full professional protection is guaranteed at the end of parental leave, ensuring the employee's full reinstatement.

LEAVE FOR FAMILY REASONS

	2024					2025				
	Men	Women	Other	Not communicated	Total	**Men**	**Women**	**Other**	**Not communicated**	**Total**
Percentage of employees entitled to family leave	100%	100%	0%	0%	100%	**100%**	**100%**	**0%**	**0%**	**100%**
Employees who took parental leave as a percentage of those entitled to it	23%	25%	0%	0%	23%	**23%**	**16%**	**0%**	**0%**	**22%**

Data source and calculation method: The data relating to work-life balance was obtained from the extraction of staff employed as at 31.12.2025 from the HR READY — INAZ database, while for the AMAS region the information is provided directly by the HR function through the HRIS — ADP system.

Compensation metrics (pay gap and total compensation)

To support a fair and transparent compensation policy, key compensation metrics are regularly monitored, including the average gender pay gap and the ratio of the highest compensation to the median compensation of employees. These analyses identify any internal inequalities and take corrective actions to promote greater equity and inclusion within the organisation.

The gender pay gap has been calculated in accordance with ESRS standards, as the difference between the average hourly pay of men and that of women, divided by the average hourly pay of men and multiplied by 100. The analysis takes into account pay differences between men and women, highlighting variations across different occupational levels. Positive percentages indicate that the average pay for men is higher than that for women, whilst negative percentages indicate that the average pay for women is higher than that for men.

The overall gender pay gap is negative despite the fact that, within individual occupational categories, the figures are positive. This result is mainly attributable to the different gender distribution across occupational categories. In particular, around 69% of male employees are classified as manual workers, whilst over 75% of women are concentrated in clerical and higher-level roles. This different composition of the workforce affects the overall average pay, as the greater presence of women in categories characterised by higher average pay levels results, at an aggregate level, in a higher average pay for women than for men, thereby influencing the overall result.

	2024	**2025**
Managers	2.50%	**0.87%**
Middle managers	–3.54%	**8.24%**
White collar workers	5.35%	**4.14%**
Blue collar workers	9.15%	**8.34%**
Gender pay gap	–0.74%	**–3.75%**

The total annual remuneration ratio is calculated by comparing the total annual remuneration of the highest-paid individual in the Group to the median total annual remuneration of employees, excluding the highest-paid individual from the calculation. The calculation includes all employees and considers the different components of remuneration, including basic salary, allowances and bonuses.

	2024	**2025**
Remuneration Ratio	107.47	**88.40**

Incidents, complaints and serious human rights impacts

In accordance with the disclosure requirement for work-related accidents and serious human rights impacts involving the organisation's workforce, the Group reports that, for the reporting period, there were no incidents of human rights violations within its structure. Therefore, there are no complaints, significant impacts, sanctions, fines or claims related to these issues.

The Group reaffirms its commitment to ensuring respect for workers' fundamental rights, through the implementation of prevention measures and monitoring systems aimed at ensuring safe, fair and dignified working conditions.

S2-WORKERS IN THE VALUE CHAIN

Management of impacts, risks and opportunities and tools for engaging with of workers in the value chain

The Double Materiality Assessment confirmed the topic of workers in the value chain as one of the Group's priorities, broken down into the sub-topics relating to working conditions, equal treatment and opportunities for all and other work-related rights.

The main material impacts for workers along the value chain, also referred to in the Group's Code of Ethics, concern the risk of discrimination, exploitation and occupational health and safety issues. In addition to these, there is the vulnerability of particularly exposed groups, such as women, minorities, migrants and minors, with additional risks arising from sub-optimal supply chain management. Since most of the Group's suppliers operate in Italy and Europe, the risk of phenomena such as child labour or forced labour is considered not material.

The Group's impacts concern all workers present along in the value chain, which is composed of a complex network of players from different sectors and geographic areas. The workers in the supply chain, who contribute essential raw materials, components and services to the production of the Group's yachts, are upstream. These include suppliers of engines, fiberglass, glazing, furniture, deck materials and decks. A strategic role is also played by suppliers of electronics, upholstery, decorative elements and complex components, as well as logistics partners that ensure the efficient management of material flows. On the other hand, downstream are customers and companies specialising in the disposal of waste generated by the production process.

The Group conducted an analysis of the potential impacts, risks and opportunities related to workers in the value chain, assessing their connection with the strategy and business model, in accordance with ESRS 2 SBM-3, paragraph 48. From the review conducted, there is no significant evidence directly linking these impacts to the strategy or business model, nor requiring them to be adjusted. Similarly, no material risks or opportunities arising from dependencies on workers in the value chain were identified that could substantially influence the company's strategic management. Furthermore, there are no widespread or systemic impacts: negative impacts are potential and related to individual events, such as industrial accidents or specific business relationships. The Group recognises the need to further strengthen due diligence policies and control mechanisms along the supply chain, adopting a prudent approach and committing to closing any gaps with respect to the relevant international standards. Even in the absence of significant critical issues in the immediate future, constant monitoring of the value chain remains essential to prevent risks and seize opportunities, in line with ESG principles and industry best practices.

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Working conditions **Equal treatment and opportunities for all** **Other work-related rights**	Potential Impact	Incidents of human rights violations along the value chain (health and safety, forced and child labour, etc.) due to a lack of enforcement of local and international standards for the protection of workers	The Group has identified upstream and downstream impacts in the value chain	Long Term	• Code of Ethics • Whistleblowing Channel

Processes for involving workers in the value chain

There is currently no structured channel available that allows workers in the value chain to interact directly with the company, nor has a systematic involvement process been formalised in impact assessment and monitoring activities. Recognising the importance of dedicated tools for responsible and inclusive management, the Group is considering the introduction of mechanisms that promote more structured interaction with the employees involved. Among the ongoing initiatives is the development of the Supplier Portal, designed to improve the flow of information and communication with suppliers in our capacity as employers, although it does not constitute a direct channel of communication with individual workers. The implementation of the Supplier Portal is a strategic objective that the Group plans to complete between 2026 and 2027. Furthermore, the Group has reporting channels in place, such as the whistleblowing channel, for which reference is made to the chapter "*G1-Business Conduct*" for more details.

Policies

The Board of Directors of the Ferretti Group has defined and implemented the Code of Ethics, the implementation of which it guarantees. In the absence of a specific code of conduct for suppliers, this document governs working relationships and the conduct of operators within the value chain, setting out clear obligations regarding respect for human rights, the prevention of discrimination and harassment, as well as measures to protect health and safety at work. The provisions apply both to own workforce employees and to suppliers' workers along the entire supply chain.

To ensure compliance with these principles, the Code of Ethics provides for monitoring and control processes and requires formal adherence by contractual counterparties through specific clauses. Furthermore, the Group undertakes to remedy any negative impacts.

The Group pays particular attention to the protection and well-being of workers throughout the entire value chain, incorporating principles of social and ethical sustainability into the management of its relationships with suppliers. Partners are also selected and assessed on the basis of criteria relating to occupational health and safety management, to ensure that conditions comply with the highest regulatory and ethical standards. Contracts include specific clauses for the protection of ethical aspects, such as self-certification on respect for fundamental rights and equal treatment, also providing for the possibility of direct controls at operating sites, particularly in countries considered to be at higher risk.

To reinforce its commitments, the Group has introduced initiatives aimed at promoting the principles of the Code of Ethics along the value chain. These include training programmes for suppliers, which aim to promote respect for human rights, health and safety at work, and conduct based on ethics and responsibility. Any breaches are closely monitored and may result in corrective action, up to and including the termination of the working relationship. At the same time, specific training programmes have been put in place for activities carried out at production sites, with the aim of strengthening the culture of health and safety[53]. The Code of Ethics is made available to all stakeholders via the corporate website, ensuring transparency and accessibility.

The Ferretti Group attaches the utmost importance to the protection of minors and the prevention of all forms of exploitation. In line with the Code of Ethics, the company is committed to ensuring that employees, suppliers, contractors and partners comply with current legislation on labour protection and human rights, with particular emphasis on combating child labour, in accordance with the guidelines of the Minimum Age Convention (No. 138/1973) and the Worst Forms of Child Labour Convention (No. 182/1999) adopted by the ILO. Similar attention is paid to the protection of women and foreign workers from outside the European Union, in accordance with the principles enshrined in the European Charter of Fundamental Rights.

The Group ensures compliance with all applicable regulations regarding the prevention of child and forced labour. During the 2021–2025 reporting period, no violations or suspected violations were identified within the supply chain.

[53] Currently, the Ferretti Group does not adopt structured practices to identify environmental and social risks along the supply chain, nor does it have a system for their implementation and monitoring. Furthermore, there are currently no specific practices in use to promote products and services with a lower environmental impact in the selection of suppliers, nor mechanisms for their implementation and monitoring. However, the Group recognises the importance of these issues and, in 2025, launched a Pilot Programme for the assessment of suppliers according to ESG criteria.

Actions

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources allocated for the action[54] (CapEx/OpEx)
Traceability of purchased raw materials	Own operations	2025	Realised	N/A[55]

In 2025, the Group implemented a specific initiative aimed at improving the traceability of purchased raw materials, with the aim of ensuring greater transparency throughout the supply chain and strengthening control over procurement processes. Given that Ferretti S.p.A. does not source raw materials such as wood and steel directly, but instead receives finished goods, stricter documentation requirements have been introduced for suppliers — including certificates of origin and declarations of compliance with EUDR regulations — and a sampling verification process has been established, prioritising those partners with the greatest impact on turnover. Together, these measures make it possible to monitor traceability throughout the supply chain, reduce the risk of deforestation or environmental degradation associated with imported products, and enhance the level of transparency and control over procurement processes.

Targets

The Ferretti Group sets sustainability targets relating to its workforce across the value chain through an integrated planning and monitoring process, aimed at reducing negative impacts, enhancing positive ones, and managing risks and opportunities. The targets are set on a time-bound basis, but do not currently include the specific quantitative targets required by the ESRS; they are defined through an internal process that identifies the necessary actions and measure progress in addressing impacts. This process was handled entirely by management, without the direct involvement of workers' representatives. As the action plans have not yet been fully implemented, no performance monitoring systems have been put in place, nor has it been possible to gather feedback on them.

The defined targets do not fully comply with the ESRS standards as they are qualitative. For more details on the monitoring of targets, policies and actions, please refer to the chapter "*ESRS 2 — General Information*", under the paragraph "*Strategy, business model and value chain*".

54 Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

55 It is specified that this action was carried out by functions within the organisation for which no financial resources were used.

S2 target	Description	Reference ESRS	Base	Target	Target status
Pilot Project for the assessment of Tier 1 suppliers according to ESG criteria	Launch a pilot project to assess Tier 1 suppliers according to ESG criteria. The initiative aims to integrate sustainability into the supply chain by monitoring and incentivising suppliers to comply with ethical, social and environmental standards aligned with corporate responsibility and sustainability targets.	S2–5	2024	2026	Ongoing
Traceability of purchased raw materials	Implement an advanced traceability system that guarantees the origin and environmental sustainability of raw materials used, ensuring that imported products do not contribute to deforestation or environmental degradation, in line with EUDR regulations.	S2–5	2024	2025	Achieved (see the previous paragraph on actions)
Supplier Portal	Ferretti S.p.A. is developing a digital portal dedicated to integrated supplier management, with the aim of streamlining the processes of qualification, security, monitoring and retrieval of data and documentation required by law	S2–5	2025	2026/2027	In progress and extended target year

In 2025, the Pilot Project for the assessment of Tier 1 suppliers according to ESG criteria continued, with the aim of integrating sustainability into the supply chain and encouraging compliance with ethical, social and environmental standards. At this stage, an ESG questionnaire was sent to a Tier 1 supplier in Germany in order to gather contextual data and test the analysis model. The results will make it possible to determine how the project can be extended to other suppliers in the coming years.

Ferretti S.p.A. has launched a tender for the development of a portal dedicated to supplier management, designed as a single tool to integrate and streamline various processes. The platform will enable digital control of shipyards access, ensuring compliance with safety procedures and coordination with the relevant personnel, as well as facilitating the exchange of information between the company and its suppliers. A tracked self-nomination system will be introduced, enabling suppliers to upload the required criteria via a to-do list, thereby facilitating the selection of suitable candidates.

The portal will manage the qualification process, vendor ratings and contract retrieval, whilst integrating features for monitoring resources and shipyard activities. The portal will contain various types of questionnaires, including ESG questionnaires, which will be useful in supporting assessment and monitoring processes. The platform will also be able to manage the entry of individual suppliers' workers onto the shipyard, ensuring greater efficiency and safety.

During 2025, the solution is not yet operational: the software selection phase was completed with the IT area and the project is currently being evaluated at the software house. Once the contract has been signed, implementation will begin, involving defined milestones and a phased roll-out across Ferretti's plants. The aim is to simplify the management of supplier and operating flow data, with full activation expected by 2026/2027.

S3-AFFECTED COMMUNITIES

Management of impacts, risks and opportunities and engagement of affected communities

The Double Materiality Assessment recognised affected communities as one of the material topics for Ferretti Group, embodied in the ESRS sub-topic relating to the economic, social and cultural rights of communities. The analysis reveals that both actual and potential impacts stem mainly from the company strategy to develop a network of local suppliers, as well as from the production of luxury yachts, an industry that requires specialised craftsmanship skills and a close relationship with local communities.

The company is aware that its strategy and business model are interwoven with the needs and dynamics of communities, helping to guide company priorities responsibly. The Ferretti Group has adopted a strategy that favours the inclusion of communities and investment in philanthropic projects, such as the "Scuola dei Mestieri" programme and the "Master's Degree Course in Marine Engineering" which support the resilience and sustainability of local communities.

In 2025, whilst recognising the importance of the views, interests and rights of the communities concerned, the Ferretti Group has not yet directly incorporated these aspects into its strategy and business model.

In relation to the risks and opportunities arising from material impacts on affected communities, among others, the Ferretti Group has identified the following affected communities: communities living or working near production sites, such as those in Forlì and Ravenna, which are directly concerned by company operations, particularly in production and logistics activities, which may generate both positive and negative social and economic impacts; communities engaged in procurement and logistics areas, affected in terms of economic benefits and employment opportunities.

In addition, to manage the risks and capitalise on the opportunities arising from these interactions, the company has implemented a set of monitoring measures, including regular assessments of the impacts and interdependencies between the company and the affected communities. The proactive management of these impacts enables the organisation to pursue a business model that meets not only its own operational requirements, but also the expectations and needs of local communities.

In the process of assessing impacts, risks and opportunities, priority was given to manufacturing companies with a large number of employees, since they play a significant role in interacting with local communities. These companies were deemed particularly relevant as they are more representative from an operational perspective and because of their potential impact on the economic, social and environmental dynamics of the regions in which they operate.

It is reported that no serious human rights issues and incidents were identified in relation to the affected communities.

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Economic, social and cultural rights of communities	Potential Impact	Implement and foster local hiring programs, donations, volunteering and philanthropic activities, contributing to the enrichment of local communities in terms of economic resources, personal development and professional growth opportunities	The Group has identified the impact in its own operations and downstream in the value chain	Medium Term	• Code of Ethics
Economic, social and cultural rights of communities	Opportunities	Ability to define a support plan for one's own local supply chain, which includes craftsmen and people with specific skills handed down from generation to generation[56]		Medium Term	

Policies

The Ferretti Group is strongly committed to promoting the welfare of the communities in which it operates, recognising the value of continuous dialogue and the creation of shared value with the territories. In its Code of Ethics, the company systematically addresses the issue of human rights, affirming its commitment to sustainable and responsible practices. In 2025, the organisation continued to operate without a formally adopted policy for managing significant impacts on communities and the associated risks and opportunities. Therefore, the initiatives were planned on an annual basis in line with the company's priorities and emerging needs, in accordance with the available budget. This structure has ensured a flexible and responsive approach, capable of adapting quickly to changing circumstances and ensuring the dynamic management of initiatives to support local communities. At the same time, a policy on donations was drawn up during 2025. The document, which is currently being finalised, will be formally adopted in 2026 with the aim of establishing a more rigorous framework for impact, risk and opportunity management arising from disbursements, ensuring a stronger alignment between targets, actions and results.

[56] Despite the Ferretti Group's commitment to local communities and its supply chain, no specific measures had yet been defined in 2025 regarding the possible development of a support plan for suppliers. However, there are support actions in the management of payments to suppliers, for more information on these, please refer to chapter G1-Business Conduct.

Processes for engaging with affected communities

The Ferretti Group places great importance on the importance of an ongoing dialogue with local communities and their representatives, which is essential to understand and manage the impacts of its activities. Training initiatives (Scuola dei Mestieri and Master's Degree Course in Marine Engineering, described in detail in the "Actions" section below) are the main tool the Group uses to engage the territory, creating concrete opportunities for young people and responding to the needs of the nautical labour market. Despite the Ferretti Group's commitment to engaging with the affected communities, by 2025 the Group had not yet introduced targeted measures to gain a deeper understanding of the views of the communities involved, particularly those most exposed to the impacts or at risk of marginalisation. However, the Group has reporting channels in place, such as the whistleblowing channel; please refer to the section "G1 — Corporate Conduct" for further details.

These initiatives take shape through collaboration with local institutions, educational bodies and businesses, which help define the curriculum by identifying the most required skills and promoting the growth of new talent. Although there is no formalised process with defined stages of involvement and integration of community perspectives in the decision-making process, the continuous discussion with stakeholders makes it possible to tailor training programmes to the sector's actual needs, ensuring a positive impact for participants and the local economy.

The HR function plays a central role in coordinating initiatives and gathering feedback from the organisations involved, helping to refine the programmes over time. Attention is primarily focused on creating professional opportunities and strengthening ties with the territory, without a specific focus on managing potential negative impacts or vulnerable groups.

The Ferretti Group monitors the effectiveness of the initiatives through the participants' job placement rate and discussions with partners. With these initiatives, the Group not only invests in new generations, but also strengthens its commitment to the growth of skills and the development of the Italian nautical sector.

The Ferretti Group does not consider indigenous peoples to be among the relevant affected communities in its own operations and value chain, as the Group's activities are primarily concentrated in industrialised contexts and in sectors that do not interact directly with territories inhabited by indigenous peoples.

Actions

The following initiatives represent the Ferretti Group's commitment to generating a positive impact in the community. Although not formally referable to specific policies, targets or structured action plans, they reflect the Group's desire to contribute in a concrete and responsible way to social and environmental wellbeing. These measures were not designed to address significant negative impacts on communities, as no such impacts have been identified, but to achieve significant positive outcomes for the affected communities. Furthermore, the organisation has not taken any specific measures to prevent or mitigate any significant adverse impacts on the affected communities, as no significant adverse impacts relating to them have been identified.

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources allocated for the action[57] (CapEx/ OpEx)
Scuola dei Mestieri[58]	Stakeholders	2024/2025	Realised	—[59]
Master's Degree Course in Marine Engineering at the University of Bologna, Forlì Campus	Stakeholders	2024/2028	Ongoing	€1 million in 5 years (Charity)
Supporting children in El Salvador	Stakeholders	2023/2025	Realised	—[60]
Il Gusto per la Ricerca (The Taste for Research)	Stakeholders	2025	Realised	€28,000 (Charity)
Donation to the "Il Battello" school in Sarnico	Stakeholders	2025	Realised	€5,000 (Charity)
Other local initiatives	Stakeholders	2025	Realised	N/A

57 Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

58 The action refers to the potential impact on the growth of local communities, in terms of economic resources, personal development and career opportunities.

59 No funding is available as there are no active schools in 2025; they will resume from 2026.

60 There are no Capex and Opex charged to the year 2025, as the initiative was launched in 2023, and the related costs of EUR 1,000,015 were recognised in the same year.

The Ferretti Group's "Scuola dei Mestieri" project, launched in 2022, continued to grow through to 2025, with plans to continue its development in 2026 as well, with the aim of training the next generation of high-end nautical professionals. Aimed at young people between 18 and 29 years, the programme integrates theoretical training and practical experience, providing immediately usable skills in the workplace. The initiative, which goes beyond the traditional internship concept, consists of several stages: classroom sessions led by the Group's managers and experts, practical workshops and on-the-job training in production departments, creating concrete pathways to employment.

The project benefited from a significant commitment in terms of economic and human resources, with dedicated funds reported in the company financial statements and incremental according to operational needs and the growing demand for qualified personnel. The programme was carried out with two editions of about three months each (500 total internship hours). The first, held at the Forlì site from 13 November 2023 to 17 February 2024, involved 11 participants; the second, held at the Ravenna site from 7 October 2024 to 24 January 2025, involved 14 trainees. The training programme led to the qualification of marine carpenters, through a structured course comprising an initial theoretical phase, practical workshop activities and on-the-job experience directly on shipyard. Participants were supervised by tutors and the HR team, who drew up evaluation sheets at the end of the course; the most deserving profiles were placed on fixed-term contracts, with more than half of the trainees being hired.

In parallel, the Ferretti Group has developed a continuous monitoring system to evaluate the programme effectiveness. Progress is monitored during and after the completion of the course, and each intake is evaluated on the basis of the number of participants who secure permanent employment within the company or in the marine industry, as well as the improvements in technical and operational skills achieved.

This investment in training and professional development strengthens the competitiveness of the Ferretti Group and, at the same time, contributes to the sustainability and long-term growth of the entire high-end nautical sector.

In 2024, the Ferretti Group, in collaboration with the University of Bologna and with the support of local institutions, launched a Master's Degree Course in Marine Engineering, with the aim of training highly specialised professionals for the high-end yachting industry. The course, held at the Forlì campus, combines a solid theoretical grounding with practical experience developed in collaboration with the Group, enabling students to acquire skills that can be put to immediate use in industrial settings.

A Memorandum of Understanding was signed between Ferretti, the Emilia-Romagna Region, the University of Bologna, the Cassa dei Risparmi Foundation, the Chamber of Commerce and the Municipality of Forlì, which led to the activation, at the Forlì campus and starting from the Academic Year 2024/25, of the new Master's Degree Course in Marine Engineering. Ferretti S.p.A. actively contributed to the definition of professional profiles, job outlets and educational plan, participating through projects for laboratory activities, internships and theses. Financial support is given to the operation of laboratories, purchase of equipment, support for tutoring contracts, the organisation of teaching and research initiatives, participation in international events and the purchase of consumables.

The programme is developed in stages, with a defined overall duration and continuous monitoring of the effectiveness of the course. Assessment of students, carried out by the university both during and at the end of the course, is designed to facilitate stable employment in the nautical sector and to support innovation in shipyards. The effectiveness of the programme is checked through the employment rate of graduates and the improvement of technical skills, assessing each programme on the basis of the number of students finding employment in the industry or other similar industries.

The initiative is a strategic investment in employment, innovation and skills development, as well as a key tool for recruiting future technicians and managers with a progressive strengthening of training capacity and impact on the territory.

The Ferretti Group continued its collaboration with David Beckham's Fund 7 for UNICEF Italy, with the aim of raising funds for children in El Salvador. As part of the initiative, the Group donated a limited edition boat, the Riva Anniversario, a model created to celebrate the 180 years of Riva and the 60 years of the iconic Aquarama, auctioning it for fundraising. All proceeds from the auction went to support child-friendly projects in El Salvador, with a focus on child protection, education and social inclusion. The funds raised will enable UNICEF to strengthen access to child protection systems, improve access to education and promote safe spaces for children, including those with disabilities.

The project is developed through several phases, including the allocation of funds and the implementation of field initiatives in El Salvador. Fundraising was monitored, through reports published in 2025 by UNICEF, to ensure that funds were used effectively, and that social and humanitarian targets were achieved over time. Each year, progress will be assessed through the analysis of access to education, child protection and the improvement of living conditions in the most vulnerable areas of the country. The results achieved will also be measured by the direct impact on the beneficiaries and the sustainability of the initiatives undertaken.

The charity dinner "Il Gusto per la Ricerca" will take place at the Cantiere di Sarnico, featuring around ten Michelin-starred chefs (Carlo Cracco, the Cerea brothers, Antonino Cannavacciuolo). The event will be held on the shipyard premises and carries a participation fee of EUR 1,000 per person. All proceeds will go to "La Miglior Vita Possibile — Padova", an association committed to building the New Centre for Paediatric Palliative Care and Pain Management — the Veneto Paediatric Hospice. We are also currently selecting a foster home or a support centre for children in need in the province of Brescia, as well as a project aimed at improving the quality of care in paediatric haematology and oncology.

In 2025, the Ferretti Group supported "*Il Battello — Società Cooperativa Sociale ONLUS*", an organisation that has been active in the Basso Sebino area since 1993. The Cooperative runs social, educational and employment support services designed to promote socialisation, social integration and employment for people with disabilities and those from disadvantaged backgrounds.

In addition to the main projects already mentioned, the Ferretti Group promotes various initiatives for the benefit of the territory and the local community. These include educational and training guided tours at the Ferretti Group Superyacht Yard in Ancona, aimed at schools and higher education institutions in the Marche region, often organised in collaboration with the Marche Region, Confindustria Ancona, the Ancona Municipality and the Marche Yachting & Cruising Association. The visits, led by the shipyard's technicians and managers, give students an up-close insight into the production process and career prospects within the nautical sector. Similar initiatives are also held in Forlì, at the Group's shipyards, for students from the University of Bologna, and in La Spezia for students from the University of Genoa, particularly those on the Nautical Engineering and Yacht Design courses. Further visits are also organised as part of the IFTS course dedicated to the nautical sector promoted by the CNA in Forlì, with a specific focus on the shipyard activities relating to Models, Moulds and VTR (fiberglass), which are of particular educational and technical interest.

Furthermore, in May 2025, the Group, under the CRN brand, took part in the preview of the exhibition "Boats and Ships — Shapes, Structures, Materials", organised by the State Tactile Museo Omero and the "Uomini delle Navi" Association, as part of the "Tipicità in Blu" festival. The exhibition, designed to be fully accessible to blind and visually impaired people, included a tactile model on a 1:50 scale accompanied by visual content, Braille and photographic materials, offering a multi-sensory experience that made shipbuilding culture accessible to a wide and diverse audience.

Targets

In 2025, whilst maintaining a constant focus on local communities and continuing to monitor the effectiveness of its initiatives, the Ferretti Group has set itself specific objectives regarding the management of significant impacts and opportunities for the affected communities. For more details on the monitoring of targets, policies and actions, please refer to the section "Strategy, business model and value chain".

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Policy for formalising donations and engaging with local communities	Definition of a procedure/policy for the formalisation of charitable activities, donations and commitment to local communities.	*ESRS 2 S3–5*	2026	2026	Implementation in 2026
Training programme for young people through the Scuola dei Mestieri	Involving around 15 young people through the Scuola dei Mestieri, offering a training programme that combines theory, practice and hands-on experience in the high-end shipbuilding sector.	*ESRS 2 S3–5*[61]	2024 *11 Young people involved in 2024*	2026 *+25% (considering a class of 12)*	Ongoing and target year extended

In 2026, the company intends to develop and adopt a procedure/policy dedicated to managing charitable initiatives, donations and commitment projects in favour of local communities. The aim is to ensure a structured, transparent and consistent approach that guarantees the traceability of allocated resources, the assessment of the social impact generated, and alignment with the Group's strategic sustainability priorities. This policy will consolidate and strengthen the company's role as a responsible player in the territories in which it operates, promoting dialogue with stakeholders and the creation of shared value.

To consolidate and expand the Ferretti Group Scuola dei Mestieri, launched in 2022, as a structured training programme that combines theory, practical experience and on-the-job learning to prepare the next generation of professionals in the high-end yachting sector. The initiative aims to improve young people's job prospects and facilitate their entry into the workforce, with a view to further expansion in 2026 through an increase in class sizes and training capacity.

S4-CUSTOMERS

Management of impacts, risks and opportunities and customer engagement

The Double Materiality Assessment has identified "customers" amongst the material topics for Ferretti Group. In particular, with reference to the protection of customers' personal safety while using yachts.

The table below provides a detailed description of the impacts associated with the sub-topic deemed relevant to Ferretti Group customers, in line with the scope of disclosure required by ESRS 2. It should be noted that, at present, no significant opportunities have been identified, nor have any categories of customers been identified as vulnerable or particularly exposed to impacts, risks or opportunities arising from the purchase or use of the Group's yachts. Customers potentially exposed to significant impacts include all those who use Ferretti products. The Ferretti Group is committed to providing them with accurate and accessible information on products and services, in order to promote their correct and safe use, preventing any improper or potentially harmful use.

The report also specifies, for each aspect examined, whether the IROs are relevant to upstream or downstream operations in the value chain. The most significant impacts and risks have been integrated into the corporate strategy, as the issues addressed are part of the policies and actions adopted by the Ferretti Group. The identified impact is commercially material to the Group, as the enhancement of the customer experience increases customer satisfaction[62], fostering loyalty and increasing the likelihood of recurring purchases.

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Personal safety of customers	Potential Impact	Technical malfunctions (e.g. detachment/falling of the headliner, anchoring efficiency), inadequate maintenance and failure to update safety regulations can negatively impact the lives of the occupants and compromise the integrity of the boat	The Group has identified the impact in its own operations and downstream in the value chain	Long Term	• Code of Ethics • ISO-9001

The Ferretti Group classifies any significant adverse impacts as isolated incidents, as they are attributable to specific circumstances. In particular, technical faults, inadequate maintenance or a failure to update safety regulations can have adverse consequences for the safety of those on board and the integrity of the boat, although these tend to be isolated incidents rather than systemic or widespread problems.

The Ferretti Group gathers customer feedback through dedicated channels, such as the customer service department and targeted feedback initiatives. Furthermore, ISO 9001 certification requires the organisation to adopt structured systems to monitor customer satisfaction, for example through surveys, complaint management and post-sales feedback. These tools and processes support the monitoring of actual and potential impacts, promoting the continuous improvement of products and services. Although taken into account, these inputs do not currently directly inform the Group's strategy and business model in a structured manner.

62 Customers include shipowners, dealers, chartering companies (dealers and dealer charts).

Policies

The Group continues to pursue the highest standards in all business processes that have an impact on the quality of products and services, with the primary objective of ensuring maximum customer satisfaction in compliance with laws and regulations on product liability. The Group has defined a framework to effectively manage the most material customer-related impacts, risks and opportunities. This approach is based on the principles enshrined in the Code of Ethics, which constitutes an essential guide for all company activities, and in the Company Policies, which aim to ensure transparency, accountability and a high standard of quality in every area of operation. These tools lay the foundation for fostering strong, trust-based and sustainable relationships with all stakeholders involved. All the Group's policies apply to and provide cover for all customers. Although the Ferretti Group is committed to ensuring high standards of quality and customer satisfaction, the policies described below have not been formalised in accordance with ESRS requirements.

The Ferretti Group recognises transparency, fairness and integrity in relations with customers as fundamental, key principles of its Code of Ethics. Building mutual trust is essential to ensure maximum satisfaction and create strong and long-lasting bonds. In this context, equal treatment is essential: the Group is committed to ensuring that every customer receives fair and respectful treatment, without discrimination linked to nationality, religion, gender or other personal characteristics.

Further details on the Code of Ethics are available in chapter *G1-Business Conduct* and on the official website of the Ferretti Group.

Responsibility for implementing the Code of Ethics lies with the Board of Directors of Ferretti S.p.A., which ensures that customers' rights are adequately protected and that the company's practices remain in compliance with current regulations.

Furthermore, the management systems adopted by the Ferretti Group, although not compliant with the ESRS, include the ISO 9001 certification, an international standard that attests to the implementation of a quality management system geared towards continuous improvement. This certification guarantees that all company processes are structured to respond effectively and consistently to customer needs, with a focus on their satisfaction, product conformity and the management of any non-compliances.

The ISO 9001 certification provides an approach based on risk management and resource optimisation, guaranteeing that the Ferretti Group constantly monitors the quality of its yachts and services, implementing corrective and preventive actions where necessary. Furthermore, through the active involvement of customers and the analysis of their feedback, the quality management system contributes to perfecting the company's performance, improving the reliability, safety and durability of products for customers. The certification statement is available on the Group's official website. This certification is under the supervision of the Chief Quality & Services Officer, which ensures careful supervision, guaranteeing the protection of customers' rights and the compliance of business practices with current regulations.

Processes for engaging with customers

The Ferretti Group attaches the utmost importance to the communications and feedback of its customers regarding their yachts. This approach makes it possible to identify any critical issues and intervene in a timely and effective manner, ensuring an optimal navigation experience.

The Group works tirelessly to ensure services of the highest quality, placing customer satisfaction at the heart of its operations. To this end, a customer satisfaction measurement system has been implemented, based on the collection and analysis of customer feedback via structured questionnaires. To prevent negative impacts caused by malfunctions or compromised product integrity, the Group actively collects feedback from its customers through these questionnaires, monitoring any critical issues and taking action to ensure high standards of safety and quality. The strategic CRM function, which holds operational responsibility, manages the entire process of collecting and analysing feedback, administering the questionnaires at specific points in the after-sales experience: upon delivery of the boat, six months after purchase, and one year after purchase.

In 2025, the redemption rate stood at 25%, with a total of 70 responses out of 283 questionnaires sent out: 34 shipowners at the time of delivery, 23 six months after purchase, and 13 one year after purchase.

This approach enables us to identify the causes of any issues and implement targeted measures for continuous improvement, ensuring that high quality standards are maintained and that even the most demanding customers are fully satisfied.

This process is a crucial element in the quality management and assessment of company impacts on customers, in line with the principle of due diligence and the disclosure obligations related to their involvement. The results obtained enable the company to identify any critical issues at an early stage, take corrective measures to address complaints and exploit opportunities that have arisen, thus contributing to continuous improvement of the customer experience. In fact, ongoing and structured interaction with customers enables a thorough understanding of their needs, integrating their views into decision-making processes and orienting strategy towards increasingly innovative, safe and sustainable solutions.

The company measures the effectiveness of customer engagement through a structured and accountable approach based on the collection and analysis of satisfaction questionnaire results and Net Promoter Score (NPS) monitoring. Once the final data is consolidated, it is shared with top management, in particular with the Commercial and Quality functions, in order to take specific, targeted actions to meet customer needs.

Managing the impacts that Ferretti Group's activities may generate on its yacht customers requires the active involvement of stakeholders. In this context, the Group's top management plays a key role in the decision-making process and implementation of improvement strategies. For the sales area, the Chief Commercial Officer ensures continuous interaction with the market, collecting feedback and identifying opportunities for improvement. For the quality area, the Chief Quality and Services Officer oversees aspects of product safety and performance, ensuring that company standards are aligned with industry best practice. Finally, for the technical area, the Chief Technical & Operations Officer oversees design and operational solutions, guaranteeing that high innovation and reliability standards are met.

In addition, the Group's official websites feature dedicated communication and reporting channels, designed to ensure transparency and responsiveness in its dialogue with stakeholders, as described in detail in the following section.

Finally, the Ferretti Group strengthens customer engagement through exclusive events and networking opportunities, including the Private Preview at the Yacht Club de Monaco, the Cannes Yachting Festival, the Singapore Yachting Festival and the Monaco Yacht Show, featuring numerous previews, on-board tours, sea trials and events dedicated to owners (such as the Owners' Night). These events, including those organised by the CRN brand, are not merely business opportunities but genuine moments for strategic engagement. Indeed, they allow us to present new models in exclusive settings, listen directly to expectations and preferences, and strengthen the customer community.

Through a structured monitoring and management system, complemented by dedicated events, the Ferretti Group ensures an ongoing and transparent dialogue with its customers, thereby strengthening trust and enhancing the overall experience.

Processes to remediate negative impacts and channels for customers to raise concerns

The Ferretti Group customers can report concerns not only via the whistleblowing channel, but also by requesting assistance via the "Customer Support" section on the Group's official website (Contacts — Ferretti Group). There are channels within these sections through which customers can contact the support service: e-mail addresses and telephone numbers for the regions in which support is requested (E.M.E.A., Asia Pacific and Americas) and e-mail contacts broken down according to the yacht model requiring the assistance from customer service. In addition, if the purchase was made through an authorised dealer, the latter may also be contacted to handle the complaint.

Ferretti actively promotes the provision of direct channels of communication with customers, integrating these tools into its business relationships and ensuring that every interaction is characterised by professionalism, expertise and transparency. In this regard, the company implements internal procedures and utilises advanced digital technologies to enable customers to raise concerns, express their needs and make suggestions, as well as to receive prompt assistance.

At the same time, Ferretti has implemented structured procedures for monitoring and addressing reported issues. The system involves the ongoing analysis of complaints and feedback, with the aim of verifying the effectiveness of communication channels, monitoring the achievement of satisfaction and loyalty targets, and taking targeted action to resolve any issues. The monitoring process also involves stakeholders, guaranteeing that each report is evaluated and integrated into the decision-making process so as to further improve customer relations. The company makes sure that customers are informed and encourages them to use these channels to express concerns or needs and to receive assistance. In support of this commitment, procedures have been adopted to protect people from retaliation if they make use of such tools, thus guaranteeing a safe and transparent dialogue environment.

Actions

To manage material customer impacts, the Ferretti Group implements specific support actions, as shown in the table below. These actions aim to mitigate or remediate significant negative impacts on customers.

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources (CapEx/OpEx) allocated for the action[63]
Update and revision of operating procedures	Downstream value chain and own operations	2025	Realised	N/A[64]
Field Failure Report	Own operations	2025	Realised	N/A[63]
Updating of the quality process with the introduction of pre-delivery indicators	Own operations	2025	Realised	N/A[63]
Creation of effective, semi-automated reports to monitor various KPIs in real time	Own operations	2025	Realised	€27,123

In 2025, work continued on updating and reviewing the company's operating procedures, with a particular focus on warranty claims management processes. In this context, the Group has updated three key procedures:

- "*Guarantee Management*", accompanied by the issuance of new operating instructions for technical support and network monitoring;
- "*Corrective Action and Improvement Management*", which introduced the new instruction "Failure Report Management" and the start, in March 2025, of the new management dedicated to reporting complaints from the network;
- "*Non-Compliance Management*", which updates have made it possible once again to emit Quality Notices (AQ) via the SAP ERP system for the management of issues relating to external supplies.

63 Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

64 It is specified that actions marked "N/A" were carried out by functions within the organisation for which no financial resources were used.

These measures aim to improve the effectiveness of monitoring, non-compliance management and complaint handling processes, ensuring greater timeliness, traceability and service quality.

The initiative, launched last year and completed in 2025, concerns the Field Failure Report. If any significant issues are identified during the service, the Quality Assurance Supervisor issues a Failure Report, generated via the company's CRM system used to manage reports received from the network. The Failure Report (FR) collects detailed information on the failure, loss of performance or deterioration with significant impact on costs and the customer's perception of quality. The document is prepared by the guarantee manager and sent to the product improvement manager, who reviews it and activates the competent parties to correct or facilitate the resolution of the material impact associated with the technical malfunctions of the yachts. The following are the key elements typically included in the FR.

Managed through a web-based platform, the Failure Report includes the priority level assigned to the failure and provides a detailed description of the problem, the context in which it occurred, relevant statistics, images and the components involved — including part and serial numbers — as well as any other relevant information that may assist in advancing the analysis and resolution of the issue. The system has 16 priority levels and the priority level is increased by +16 if the fault can have an impact, even a potential impact, on safety.

Depending on the type of failure and its impact, determined by means of a predefined matrix, preventive or corrective measures are taken. Preventive actions may include laboratory tests on materials (e.g. wood types and paints), bench tests for mechanical movements or the definition of new operating instructions for assembly. Remedial measures, on the other hand, may involve direct intervention, such as repairing the problem on board. The effectiveness of the solutions adopted is verified through bench or laboratory tests. If the problem, deemed resolved, reoccurs during product operation, a new Fault Report is opened, linked to the original one, but characterised by a new causal cluster called "ineffective solution". These reports are closely monitored and receive the highest priority, except for any safety-related critical issues, both actual and potential.

To improve the quality culture, the Ferretti Group introduced new indicators in the pre-delivery process. Two separate assessments were developed: the first at the end of the production process and the second during the pre-delivery phase, with the aim of monitoring the yacht's condition and identifying any issues that still need to be resolved before delivery. Analysis of the data collected through these two surveys has enabled us to define performance indicators aggregated at both the individual shipyard and Group level, which were subsequently transformed into quality targets with economic materiality.

On the basis of the results of the questionnaires submitted to customers, the Group prioritised the areas of intervention and activated targeted corrective actions to respond to the reported critical issues, with the effect of improving the yacht user experience. The improvements implemented have been documented and integrated into business processes, ensuring continuous improvement in product quality and the services offered. During 2025, the Group consolidated the digitalisation of its internal processes by introducing a workflow application system dedicated to managing Group Product Improvement, replacing tasks that were previously carried out manually. The adoption of the platform has facilitated more effective communication of KPIs across different business functions and provided centralised, automated reporting, helping to improve operational efficiency and standardise practices across the Group's various brands. Over the course of the year, the project has made further progress, with the full automation of reporting and the continuous availability of key monitoring metrics, including critical areas and the NPS. At the same time, the level of detail in the data has been increased, making it possible to analyse the data not only by brand but also by model, thereby enabling more precise assessments that are specifically geared towards improving performance.

The Ferretti Group has also set up a number of additional initiatives with the aim of making a positive contribution to improving social outcomes for customers. Among these actions, the company has developed information campaigns aimed at raising customer awareness on the responsible use of products and strengthening direct communication channels. In terms of monitoring and evaluating the effectiveness of these actions, the Ferretti Group uses an integrated system of key performance indicators (KPIs) and feedback mechanisms, such as satisfaction questionnaires and periodic interviews. The data collected is analysed regularly by top management, which examines the results to verify the achievement of set objectives and identify any areas for improvement. In this way, the company can promptly take corrective measures, guaranteeing that the initiatives undertaken produce the desired positive impact on customers and contribute to consolidating the relationship of trust and reputation of the Ferretti Group.

In 2025, the Group did not set out any specific actions linked to measurable customer-related targets

During 2025, there were no serious human rights issues or incidents in relation to Ferretti Group customers.

Targets

Ferretti has set targets aimed at refining its range of products and services, reducing the negative impact on its customers, and optimising the management of risks and opportunities identified in this area. A short-term time horizon for their achievement was adopted for all the targets set.

The targets set by the Group to manage the impacts, risks and opportunities relating to its customers are set out in the table below. The defined targets do not fully comply with the ESRS standards as they are qualitative. For more details on the monitoring of targets, policies and actions, please refer to the paragraph "Strategy, business model and value chain".

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Promoting cross-functional integration for the adoption of survey-based Action Plans	Update the governance process by integrating cross-functional discussions to analyse survey results and define a shared Action Plan aimed at continuous improvement of processes, products and services.	ESRS 2 S4–2 *(Customer Involvement on Impacts)*	2024	2026	Ongoing and target year extended

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Warranty Index Reduction	Reduce the Warranty Index, defined as the ratio of warranty expenses to turnover, with a target set at 2. This will be achieved through activities to monitor and improve the effectiveness of the actions undertaken. Reducing warranty issues will help improve product quality and customer satisfaction, in line with the company's sustainability and performance targets.	ESRS 2 S4–4 *(Interventions on material impacts on customers)*	2024	2026	Ongoing
Touch Point Expansion for CSI with End-of-Warranty Survey	Integrate an additional Customer Satisfaction Index (CSI) touch point by sharing a survey with one's own customers at the end of the warranty period. Currently, customer touch points include delivery, 6 months, 1 year, and 2 years after purchase. This new feedback form aims to enhance the customer experience and gather more comprehensive feedback in order to optimise our processes and services.	ESRS 2 S4–4 *(Interventions on material impacts on customers)*	2024	2026	Ongoing
Updating of the quality process with the introduction of pre-delivery indicators	Introduce indicators into the pre-delivery process to strengthen the culture of quality, monitor performance in a structured manner, identify areas for improvement, set quality targets and assess their economic impact, supported by regular updates and dedicated review sessions.	ESRS 2 S4–4 *(Interventions on material impacts on customers)*	2024	2025	Achieved (see the previous paragraph on actions)

Target	Short target description	Reference ESRS	Base Year	Target Year	Target status
Creation of effective, semi-automated reports to monitor various KPIs in real time	Creation of automatic reporting, starting from the data collected by the system, to monitor indicators in real time and highlight, in a timely and effective manner, any critical issues to be addressed.	ESRS 2 S4–4 *(Interventions on material impacts on customers)*	2024	2026	Achieved (see the previous paragraph on actions)

The organisation of ad hoc meetings to analyse the results of the surveys and define a shared Action Plan, is necessary to promote discussion between the different corporate functions and translate the feedback gathered into targeted actions to improve processes, products and services. This target was achieved in 2025; indeed, during the year, the first work group meeting was held with all the relevant departments (Sales, After-Sales, Quality and Operations) to present the results for 2024.

The Warranty Index is an indicator that measures the ratio of warranty expenses to Group turnover. The target is to reduce this figure relative to turnover in 2026; this will be achieved through activities designed to monitor and improve the effectiveness of the actions undertaken. The decrease in warranty issues will promote an increase in product quality and satisfaction levels.

The expansion of touchpoints planned for the end of the warranty period, which will begin in 2024 through questionnaires designed to gauge customer satisfaction, is a key element in the monitoring and continuous improvement of after-sales services and yacht production. This new phase enables us to gather more detailed and strategic feedback, which helps us refine our operational processes and enhance the overall customer experience. For organisational reasons, the completion of this target, originally scheduled for 2025, has been postponed to 2026.

G1-BUSINESS CONDUCT

The role of the administrative, management and supervisory bodies

The Group adopts a traditional administration and control model, in which the governance bodies — Shareholders' General Meeting, Board of Directors and Board of Statutory Auditors — play a central role in defining strategic priorities and overseeing the corporate conduct. The Board of Directors is responsible for the strategic direction and overall management of the Company, with a clear distinction of roles and responsibilities between executive and non-executive directors.

The Group's governance structure relies on specialist committees that assist the Board of Directors in addressing key issues relating to corporate management. These include the Controls and Risks Committee, the Remuneration Committee, the Nomination Committee and the ESG Committee. Each committee focuses on specific areas: from risk management and monitoring to transparency in remuneration policies, from the selection and succession of directors to the integration of ESG principles into strategies and decision-making processes. These committees ensure a structured and consistent approach to governance, promoting adherence to the principles of accountability and contributing to the achievement of the company's targets. Their work promotes sustainability, transparency and ethical conduct, incorporating these values into decision-making processes. For further details, please refer to chapter "*ESRS 2: General Disclosures*".

Management of business conduct-related impacts, risks and opportunities

The Double Materiality Assessment identified corporate conduct as one of the Group's most material issues, recognising its crucial role in ensuring integrity and transparency throughout the entire value chain. This topic encompasses sub-topics relating to corporate culture, the proper management of supplier relationships — including payment practices —, whistleblower protection and active and passive corruption.

The process of assessing impacts, risks and opportunities covered the entire corporate group, with priority given to entities characterised by high production volumes and a significant number of employees. These entities have been identified as particularly sensitive, as they form the operational core of the Group and, consequently, are the areas where any issues relating to corporate conduct could have the most significant impact.

IMPACTS, RISKS AND OPPORTUNITIES RELATED TO BUSINESS CONDUCT

Material sub-topic	IRO	IRO Description	Value chain	Time horizon	Instruments and controls implemented
Protection of whistleblowers	Potential Impact	A breach of reporter protection, with potential negative consequences for the safety and well-being of those involved, following incidents of non-compliance with local and corporate regulations on reporting channels.	The Group has identified the impact in its own operations	Medium Term	• Code of Ethics • Model 231 • Whistleblowing Policy • Policy on Diversity in the Administrative and Supervisory Bodies
Management of relationships with suppliers, including payment practices	Potential Impact	Non-compliance with contractual conditions vis-à-vis suppliers, including payment terms, resulting in economic difficulties for these companies.	The Group has identified the impact in its own operations and upstream in the value chain	Short Term	• ISO 14001 • ISO 9001
Corporate culture	Opportunities	Increased productivity and improved internal company climate, contributing to a shared vision of rules and correct behaviour.		Medium Term	

Policies

Through its codes of conduct, the Ferretti Group encourages behaviour that strengthens internal cohesion and fosters a corporate culture based on integrity. These policies help to ensure organisational consistency, improve operational efficiency and uphold a solid and trustworthy reputation among stakeholders; all of which are essential for long-term competitiveness and sustainability.

These policies are designed to identify, analyse and manage the impacts, risks and opportunities related to business conduct issues, providing for targeted measures where necessary. They do not merely address current issues, but reflect an ongoing commitment to monitoring and updating procedures, with a view to ensuring compliance with ethical standards and promoting a robust, transparent and responsible corporate culture.

This commitment is embodied in the rigorous application of the principles enshrined in the Code of Ethics, a document that defines values and rules of conduct that are essential to all the company's activities. Together with other pillars such as purpose, mission and vision, the Code helps to build a solid corporate culture, guiding the Group's decisions and conduct. Attached to Model 231, the Code is drawn up in accordance with Legislative Decree 231 of 8 June 2001 and represents one of the cornerstones of the "Organisation, Management and Control Model", adopted to prevent unlawful conduct and ensure full regulatory compliance. It should be noted that, as of today, the document in question does not fully comply with the requirements set out by the ESRS.

The Code of Ethics does not merely set out rights, duties and responsibilities towards customers, suppliers, employees, contractors, partners and institutions; it is actively communicated to all internal and external stakeholders through dedicated communication initiatives and training programmes. Each time the Code is adopted or updated, a copy is distributed to personnel, who are required to acknowledge receipt, reading and acceptance, and to commit to abide by its principles. To ensure maximum accessibility, the document is published both on the corporate intranet and on the institutional website. On the occasion of significant revisions to the Code or related regulatory system, the Group organises training sessions for all personnel, thereby reinforcing their understanding of and adherence to its principles. The Code of Ethics sets out the Group's commitment to respecting human rights and the main international conventions on human rights and labour. Special attention is also paid to responsible information management and privacy protection: the Group guarantees the confidentiality of data collected in the course of its activities, adopting an approach that complies with current data protection legislation.

The Group is committed to promoting the values and principles set out in the Code of Ethics, which serve as a guide for all business decisions and establish standards of conduct based on integrity and responsibility. These principles not only guide strategic decisions, but also foster a culture centred on sustainability, transparency and the conservation of resources, with a particular focus on environmental and social considerations. Adopting a consistent approach across the organisation is considered essential to safeguarding the Group's reputation and ensuring compliance with applicable regulations, by embedding these values within the organisational fabric and operational processes.

The centrality of values such as fairness and objectivity guides the Ferretti Group in creating an inclusive and respectful working environment, free from discrimination and harassment. The organisation promotes responsible behaviour, encourages open dialogue and values the contributions of its people, whilst ensuring compliance with current legislation and the ethical principles that form the foundation of its corporate culture.

The Boards of Directors of Ferretti S.p.A., Zago S.p.A., Il Massello S.r.l., RAM S.p.A. and Canalicchio S.p.A. adopted an Organisation, Management and Control Model 231 to ensure transparency and fairness in corporate management. Designed to prevent offences under Legislative Decree 231/2001 such as corruption and bribery and extortion, this Model also regulates conflict of interest situations and provides for measures to protect information confidentiality. It also incorporates the behavioural principles of the Code of Ethics.

In 2022, a risk assessment[65] was carried out to verify the effectiveness of the system and identify the areas most exposed to corruption risks. The results, set out in the "Risk Assessment Report and Risk Management Plan", identified the Corporate Finance, Treasury, Accounting, Chief Technical & Operations Officer and CEO functions as being the most vulnerable.

To ensure the dissemination and understanding of the Model, Ferretti S.p.A. provided a dedicated section on the company intranet, which is constantly updated with the most recent documentation. This digital platform enables employees to access the information they need quickly and easily, thereby promoting awareness of and correct application of the relevant provisions. Each update to the Policy is accompanied by an official communication addressed to all staff, setting out the main points and the changes made, to ensure that every employee is informed clearly and promptly, thereby promoting a full understanding of the provisions and their correct implementation. In 2025, the Organisation, Management and Control Model 231 was updated and formally adopted by the Board of Directors on 24 February 2026.

[65] The results of the analysis conducted in 2022 are considered valid for 2025 as well, in the absence of significant changes in the Group's organizational structure and operational scope.

The Group's anti-corruption policies are clearly and systematically communicated to all recipients, — employees, suppliers and stakeholders — to ensure their full understanding and encourage the adoption of the required behaviours. This initiative helps to bolster the company's reputation, reinforcing the principles of transparency and accountability that guide the Group's operations.

Ferretti S.p.A. promotes a solid corporate culture in relation to administrative responsibility and risk prevention, in accordance with Legislative Decree 231/2001. To this end, training courses have been provided and further initiatives are planned, aimed at both top management and the rest of the workforce. The training courses for managers and the Supervisory Body are compulsory and cover the Organisation, Management and Control Model, an analysis of predicate offences, areas of risk and prevention protocols. Top management receive tailored training sessions, whilst the rest of the workforce attend structured courses with content tailored to their specific roles, supplemented by online modules for those working in high-risk areas. When updating the Model 231, the Supervisory Body identified the functions most exposed to the material risks for the purposes of the decree and, following the relevant assessment, did not consider it necessary to introduce a specific training module on corruption and bribery offences, as these matters are already adequately covered by the Model and the risk mapping adopted. Consequently, the business functions exposed to these risks are already covered by the controls and training programmes in place. For the Supervisory Body, the training programme is developed in collaboration with external consultants and includes in-depth sessions on the technical structure of the Model, the autonomy and independence of the Supervisory Body, and the control and reporting tools. In 2025, RAM S.p.A. also adopted and implemented its Organisation, Management and Control Model, in accordance with Legislative Decree 231/2001, and provided the relevant training. At the same time, the Supervisory Body distributed a questionnaire to employees to assess their level of understanding of the 231 Regulations, with the aim of raising staff awareness and identifying any areas for improvement.

The Group has introduced a **whistleblowing policy** to ensure that any conduct that does not comply with ethical principles or breaches of the Model 231 can be reported. The tool, which is available to all stakeholders, promotes a culture based on integrity and accountability. Managers, employees and third parties that work in the interest of the company are required to report any unlawful conduct.

The Companies[66] manage reports via a shared application, accessible exclusively to members of the Supervisory Body (SB), which ensures that the identity of the reporters remains strictly confidential. The SB, in accordance with the regulations, does not merely forward reports, but carries out a thorough analysis and, where deemed appropriate, refers them to the relevant functions so that the necessary measures can be taken.

The Group uses the Euronet platform for handling whistleblowing reports, ensuring the highest standards of security and confidentiality, with the possibility for reporters to remain anonymous. The dedicated policy is available to all employees via the company intranet, while reports can be made by anyone via the Group's website. The entire process is managed by the Supervisory Body, with the support of the Compliance Manager, who reviews reports and, following a preliminary assessment, forwards them to the relevant departments — such as HR or Procurement — depending on the nature of the case.

Reports must be detailed, based on verifiable evidence and submitted in good faith. Once received, the Manager assesses their relevance and validity and, if necessary, it initiates an investigation to further investigate the facts and define possible corrective actions.

66 The whistleblowing system applies to Ferretti S.p.A., RAM S.p.A., Il Massello S.r.l., Fratelli Canalicchio S.p.A. and Zago S.p.A. and individually to each of them.

Moreover, in compliance with Legislative Decree 24/2023, the policy prohibits any form of retaliation against those who submit internal or external reports, public disclosures or complaints to the competent authorities. Protection also extends to family members, colleagues and parties connected to the whistleblower. Specific measures are in place to prevent retaliatory acts such as dismissals, demotions, transfers, discrimination, harassment or economic and reputational damage.

The Ferretti Group is committed to guaranteeing the excellence of its processes and products through a rigorous quality management system, supported by internationally recognised certifications.

A significant milestone in this process is **ISO 9001:2015 certification**[67]*, obtained for the first time in 2006. This standard certifies the implementation of processes focused on continuous improvement, product and service quality, and customer satisfaction. In 2023, the certification was extended to include RAM S.p.A., further consolidating the Group's approach to integrated quality management.

In parallel, the Ferretti Group obtained and retained its **ISO 14001:2015 certification**[68]* for environmental management systems. This certification, which is currently in force at the head office and all shipyards, including the Ancona site certified in 2023, demonstrates the company's commitment to sustainability and the integration of a product life cycle perspective to meet market needs in terms of performance, aesthetics and environmental friendliness.

During 2025, the 24-month surveillance audit was carried out by the certification body RINA to maintain the ISO 9001 and ISO 14001 certifications, which are managed as an Integrated System. The assessment covered the Forlì site — the Group's central operations hub — and the shipyards in La Spezia and Sarnico, with entirely positive results: no issues, just a few comments aimed at continuous improvement.

For RAM S.p.A., the 24-month surveillance audit was carried out in December 2025, again with an extremely positive outcome and no findings.

To date, the Ravenna shipyards, the Superyacht Division in Ancona (for ISO 9001 only), and the Tortolì and Massa shipyards are excluded from the scope of certification of Ferretti S.p.A.'s Integrated System.

The **Policy on Diversity** in the Administrative and Supervisory Bodies, for which the Chief HR & Organisation Officer is operationally responsible, reflects the Group's commitment to promoting and valuing diversity in all its forms, both within the Board of Directors and across the entire organisation. The Ferretti Group recognises that a diversity of experiences, skills and perspectives is a key factor in effective governance and in responsible, innovation-driven corporate management.

The selection and appointment processes are guided by the principles of fairness and inclusion and are conducted in accordance with strict criteria of impartiality, transparency and meritocracy. Each phase is designed to exclude any form of discrimination, in full compliance with current regulations and international standards on human rights and equal opportunities.

67 All plants are ISO 9001:2015 certified, with the exception of Pian Di Rose (PU), Fort Lauderdale (USA) and the Super Yacht Division in the Ancona plant.

68 ISO 14001:2015 certification only applies to the plants of Ferretti S.p.A. (Forlì, Cattolica, Mondolfo, Ancona, Sarnico, La Spezia).

Supplier Management

The Ferretti Group promotes solid and responsible relations with its suppliers, based on principles of ethics, safety and sustainability. All the Group's suppliers are informed about the Code of Ethics, which defines strict standards on ethical business, respect for human rights, product quality and other aspects that also include safety at work. In the event of violations of the Code, the Group carefully assesses each situation and takes the most appropriate measures.

Selection of suppliers is coordinated by the Procurement Department, in close collaboration with function managers and project engineers. The qualification process is based on pre-established criteria designed to ensure reliability and quality, such as technical expertise, financial soundness, company size and logistical capacity. Other factors taken into account include geographical location, performance indicators and the quality of support services, both in the pre-sales and after-sales phases.

Ferretti S.p.A. has begun updating the framework agreement, which will be submitted for signature by all suppliers, in order to standardise the regulations governing key aspects such as waste management and obligations regarding sustainability and safety. The framework agreement includes, amongst its annexes, the Regulations for companies operating within production sites and the Environmental Requirements, which define specific conduct regarding the use of personal protective equipment (PPE), the tidiness and cleanliness of the workstation, the presence of a designated person, adherence to working hours and other essential operational practices.

To ensure regulatory compliance and safety at production sites, all suppliers working directly at the Group's facilities attend training sessions on the safety measures set out in company policies. This approach not only ensures that the highest standards are applied, but also promotes awareness of the importance of a safe and respectful working environment for the people involved. For further details, see chapter "*S2-Workers in the Value Chain*".

Ferretti S.p.A. follows a rigorous Passive cycle procedure, designed to optimise invoice management and ensure that payment deadlines are met. This procedure involves an integrated workflow designed to resolve issues promptly and to set specific payment terms for each category of supplier.

The management of payments is consolidated through an operating practice that provides for two monthly transfer sessions: the first by the 5th day of the month and the second by the 20th, based on the schedule communicated by the Treasury to the functions involved in Cash Management, excluding suppliers in Maturity and RiBa/Rid cases, and providing for any errors in the allocation of suppliers to be promptly reported to pagamenti@ferrettigroup.com for the appropriate corrections. Invoices subject to registration anomalies or to be received are not considered payable, and the requesting function is instructed to resolve such anomalies by the due date, while payment lists are updated according to cash availability and monitoring of collection trends.

Over the years, the improvement of contractual conditions, particularly for production suppliers, has been facilitated by the use of the maturity mechanism: in this way, the supplier benefits from the certainty of payment at maturity (with the possibility of discounting the invoice in advance if necessary), while Ferretti S.p.A. can, if necessary, extend payment terms up to 180 days, in some cases up to 210 days; as at 31 December 2025, maturity had been granted to 55 suppliers, with a total exposure of about EUR 68 million, equal to about 21% of trade payables.

Although the other Italian companies of the Group are not formally included in the passive cycle procedure, they apply similar standard terms. In particular, the Passive cycle procedure establishes the following payment conditions:

— production suppliers: 90 days (60 for foreign suppliers);

— service providers (opex): 30 days for insurance services, 60 days for IT (30 for foreign suppliers) and 120 days for other services (90 for foreign suppliers);

— investment suppliers (capex): between 30 and 60 days, depending on the type of supply

In the reporting period, the average time taken by the Italian companies of the Group to pay an invoice was 103 days. Furthermore, 48% of payments within the Group are made within the standard payment terms, with 56% of suppliers being paid within the agreed terms.

The data presented has been processed using a methodology that ensures a reliable and consistent picture. The assumptions underpinning the methodology are briefly described below: for the calculation of standard, contractual and actual DPOs as at 31 December 2025, an extraction was carried out of the balancing items from the SAP system (FBL1N), excluding dealers, legal proceedings and RIDs, while maturity and RIBA suppliers were taken into account. Only transactions with a balancing date between 1 January and 31 December 2025 were taken into account, eliminating complimentary invoices and blocked batches identified by the abbreviations L (legal proceedings), B (disputes), D (dealers) and V (already paid items to be offset). The standard payment conditions were analysed according to the passive cycle procedure, ensuring a consistent evaluation with respect to the contractual conditions adopted by the company.

In the Ferretti Group, companies located in the APAC region apply standard payment terms with an average payment time of two weeks. Group companies operating in America, on the other hand, adopt a 30-day NET payment term for all their suppliers. As the group does not manufacture boats in America, these companies do not have specific suppliers for production-related categories and, consequently, have not been included in the calculation of the percentage of payments made in accordance with the group's standard terms, as their suppliers are not among the most significant.

As at the date of the financial statements, there were no legal proceedings pending for late payment for the Group.

Actions

Main actions	Scope of actions (value chain, stakeholders)	Time horizon	Status (realised, ongoing, planned)	Financial resources allocated for the action[69] (CapEx/ OpEx)
Questionnaire related to Legislative Decree 231/2001 and the Code of Ethics	Own operations	2024–2025	Realised	N/A[70]
Implementation of Model 231 for RAM S.p.A. with associated training provision	Own operations	2024–2025	Realised	N/A[70]
ESG Induction for members of the Board of Directors and of the Board of Statutory Auditors	Own operations	2024–2025	Realised	N/A[70]

Between 2024 and 2025, Ferretti S.p.A. monitored the knowledge and application of Legislative Decree 231/2001 and the Organisation, Management and Control Model (MOG). In particular, employees were sent a specific questionnaire to assess the MOG understanding level and its effective dissemination within the company. The analysis of the results, carried out in 2025, helped to strengthen the culture of compliance and confirmed that the model had been correctly implemented by members of the organisation. No financial resources are required for this activity as the questionnaire was implemented by the Supervisory Body.

In 2025, RAM S.p.A. implemented the Organisation, Management and Control Model in accordance with Legislative Decree 231/2001, in line with the plan drawn up in 2024, formally adopting the MOG in February 2025 following a review of processes, the definition of procedures and the introduction of control measures. To support implementation, the single-member Supervisory Body met with company representatives between February and September 2025, providing on-site training on the Model and on measures to prevent offences. Taken together, these activities have strengthened internal controls and helped to consolidate a governance framework based on transparency, fairness and responsible management of corporate risks.

Over the course of the year, the Ferretti Group has strengthened its governance practices by organising a training programme on ESG issues for members of the Board of Directors and the Board of Statutory Auditors of Ferretti S.p.A. The session, organised in collaboration with KPMG and held during the Board of Directors' meeting on 23 October 2025, explored European legislation on sustainability reporting, the requirements of the ESRS, the implications for the business model and the role of supervisory bodies in managing ESG risks. The initiative aimed to strengthen the awareness and skills required to integrate sustainability principles into decision-making processes and represents a significant step towards aligning the Group's governance with international best practices and stakeholder expectations.

69 Current total of financial resources utilised and attributable to the figures in the financial statements. There is currently no provision for future financial resources.

70 It is specified that this action was carried out by functions within the organisation for which no financial resources were used.

Targets

The targets currently defined are primarily qualitative in nature and are therefore not fully aligned with ESRS standards. For further information on the monitoring of the targets, policies and actions taken, please refer to the section "Strategy, business model and value chain".

The targets directly involve the individual Companies and indirectly the entire Group, with the exception of induction activities on ESG issues, reserved exclusively for members of management bodies.

G1 target	Description	Reference ESRS	Base	Target	Target status
Updating the Code of Ethics of Ferretti S.p.A.	Ferretti S.p.A. updates the Code of Ethics to strengthen integrity, transparency and responsibility, in line with its values and corporate culture.	ESRS 2 -G1	2025	2026	Ongoing
Updating of Model 231 of Ferretti S.p.A.	Ferretti S.p.A. updates and revises Model 231 to ensure regulatory compliance, incorporating legislative and organisational changes.	ESRS 2 -G1	2024	2026	Ongoing
Training activities on the updated Model 231 of Ferretti S.p.A.	Ferretti S.p.A. has planned a training programme on the 231 Organisation, Management and Control Model, aimed at managers and employees, to spread the culture of legality and strengthen regulatory compliance.	ESRS 2 -G1	2024	2026	Ongoing
Delivery of training courses on Model 231 for the company Zago S.p.A.	Planning and delivery of training courses dedicated to Model 231 for the company Zago S.p.A., with the aim of ensuring the comprehensive understanding of the responsibilities and obligations under the regulations.	ESRS 2 -G1	2024	2026	Ongoing
Implementation of Model 231 for RAM S.p.A. with associated training provision	Implementation of Model 231 in RAM S.p.A., with process analysis, definition of procedures and introduction of control measures, accompanied by specific training on the model and crime prevention.	ESRS 2 -G1	2024	2025	Achieved (see the previous paragraph on actions)

G1 target	Description	Reference ESRS	Base	Target	Target status
ESG Induction for members of the Board of Directors and of the Board of Statutory Auditors	Carrying out a structured induction programme on ESG issues addressed to the Board of Directors and Board of Statutory Auditors of Ferretti S.p.A., with the aim of strengthening the awareness and skills needed to integrate sustainability principles into strategic corporate decisions.	ESRS 2 -G1	2024	2025	Achieved (see the previous paragraph on actions)
Group-wide ERM structuring	Define and implement an integrated risk management system involving all business functions, ensuring a unified view and consistent management of risks globally.	ESRS 2 -G1	2024	2027	Ongoing and target year extended

Ferretti S.p.A. will update its Code of Ethics by 2026, with the aim of establishing an even more coherent and structured framework of values, capable of consistently guiding behaviour, decision-making processes, and internal and external relationships. The initiative aims to strengthen an ecosystem of widespread integrity, based on transparency, accountability and the upholding of the founding principles of the corporate culture, promoting a model of conduct that supports the Group's sustainable growth and the full reliability of its activities in every operational context.

During 2025, Ferretti S.p.A. updated its Organisation, Management and Control Model (MOG) in part on the basis of the findings from the questionnaire administered to employees in 2024. The Model was formally adopted by the BoD on 24 February 2026, confirming the Company's commitment to ensuring the correct application of Legislative Decree 231/2001. A training programme on the updated MOG has been planned for 2026, aimed at managers and staff, with the aim of promoting a culture of legality and strengthening regulatory compliance.

Group companies that have recently adopted the Organisation, Management and Control Model (MOG) are also involved in dedicated training initiatives, with the aim of ensuring a full understanding of the responsibilities and procedures required by the regulations. These include Zago S.p.A., which during the year merged with Il Massello S.r.l., a company that had adopted the MOG in December 2024. Training courses are scheduled to be delivered by 2026, in line with compliance standards and governance best practices.

The goal set by the Ferretti Group is to implement an integrated Enterprise Risk Management (ERM) system involving all business functions, ensuring a unified view and consistent management of risks at Group level. This project is of strategic importance to the Group, as it enables the strengthening of governance controls, improves the ability to prevent and respond to risks, and ensures alignment with international best practices. The project was launched in 2025 but not completed; due to organisational requirements and the need for coordination between the various companies, the target year has been rescheduled from 2025 to 2027.

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ESRS S2–5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities.	S2-Workers in the value chain | Targets
S3 AFFECTED COMMUNITIES	
ESRS 2 SBM-2 Interests and views of stakeholders	S3-Affected communities | Management of impacts, risks and opportunities and engagement of affected communities
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model	S3-Affected communities | Management of impacts, risks and opportunities and engagement of affected communities
ESRS S3–1 Policies related to affected communities	S3-Affected Communities | Policies
ESRS S3–2 Processes for engaging with affected communities about impacts	S3-Affected Communities | Processes for engaging with affected communities
ESRS S3–3 Processes to remediate negative impacts and channels for affected communities to raise concerns	S3-Affected Communities | Processes for engaging with affected communities
ESRS S3–4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions	S3-Affected Communities | Actions
ESRS S3–5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities.	S3-Affected Communities | Targets

ESRS 2 Disclosure Requirement	Related ESRS paragraph
S4 CONSUMERS AND END USERS	
ESRS 2 SBM-2 Interests and views of stakeholders	S4-Customers | Policies S4-Customers | Processes for engaging with customers
ESRS 2 SBM-3 Impacts, risks and opportunities and their interaction with the strategy and business model	S4-Customers | Management of impacts, risks and opportunities and customer engagement
ESRS S4–1 Policies related to consumers and end-users	S4-Customers | Policies
ESRS S4–2 Processes for engaging with consumers and end-users about impacts	S4-Customers | Management of impacts, risks and opportunities and customer engagement S4-Customers | Processes for engaging with customers
ESRS S4–3 Processes to remediate negative impacts and channels for consumers and end-users to raise concerns	S4-Customers | Processes to remediate negative impacts and channels for customers to raise concerns
ESRS S4–4 Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions	S4-Customers | Actions
ESRS S4–5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities.	S4-Customers | Targets
G1 BUSINESS CONDUCT	
ESRS 2 GOV-1 The role of the administrative, supervisory and management bodies	G1-Business conduct | The role of the administrative, management and supervisory bodies
ESRS 2 IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities	G1 Business conduct | Management of business conduct-related impacts, risks and opportunities
ESRS G1–1 Business conduct policies and corporate culture	G1-Business conduct | Policies
ESRS G1–2 Management of relationships with suppliers	G1-Business conduct | Supplier management
ESRS G1–6 Payment practices	G1-Business conduct | Supplier management

Appendix B — List of information elements referred to in cross-cutting and topical standards from other EU legislative acts

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS 2 GOV-1 Board's gender diversity, paragraph 21, letter d)	Annex I, Table 1, Indicator no. 13		Commission Delegated Regulation (EU) 2020/1816 (5), Annex II		ESRS 2: General Disclosures | ESRS 2 Governance
2 GOV-1 Percentage of board members who are independent, paragraph 21, letter e)			Commission Delegated Regulation (EU) 2020/1816, Annex II		ESRS 2: General Disclosures | ESRS 2 Governance
ESRS 2 GOV-4 Statement on due diligence, paragraph 30	Annex I, Table 3, Indicator no. 10				ESRS 2: General Disclosures | ESRS 2 Governance | Statement on due diligence
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities, paragraph 40, letter d), point i)	Annex I, Table 1, Indicator no. 4	Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453 (6), Table 1-Qualitative information on Environmental risk and Table 2-Qualitative information on Social risk	Commission Delegated Regulation (EU) 2020/1816, Annex II		The Ferretti Group is not active in the production of fossil fuels, chemicals, controversial weapons and tobacco cultivation and production
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40, letter d), point ii)	Annex I, Table 2, Indicator no. 9		Commission Delegated Regulation (EU) 2020/1816, Annex II		The Ferretti Group is not active in the production of fossil fuels, chemicals, controversial weapons and tobacco cultivation and production
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40, letter d), point iii)	Annex I, Table 1, Indicator no. 14		Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818 (7) and Annex II of Delegated Regulation (EU) 2020/1816		The Ferretti Group is not active in the production of fossil fuels, chemicals, controversial weapons and tobacco cultivation and production
Involvement in activities related to cultivation and production of tobacco, paragraph 40, letter d), point iv)			Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818 and Annex II of Delegated Regulation (EU) 2020/1816		The Ferretti Group is not active in the production of fossil fuels, chemicals, controversial weapons and tobacco cultivation and production
ESRS E1–1 Transition plan to reach climate neutrality by 2050, paragraph 14				Article 2, paragraph 1, of Regulation (EU) 2021/1119	E1-Climate change | Transition plan for climate change mitigation

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS E1–1 Undertakings excluded from Paris-aligned Benchmarks, paragraph 16, letter g)		Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 1: Banking book — Indicators of potential climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Article 12, paragraph 1, letters a d) a g), and paragraph 2, of (UE) Delegated Regulation 2020/1818		E1-Climate change | Transition plan for climate change mitigation
ESRS E1–4 GHG emission reduction targets, paragraph 34	Annex I, Table 2, Indicator no. 4	Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 3: Banking book — Indicators of potential climate change transition risk: alignment metrics	Article 6 of Delegated Regulation (EU) 2020/1818		E1-Climate change | Targets
ESRS E1–5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors), paragraph 38	Annex I, Table 1, Indicator no. 5 and Annex I, Table 2, Indicator no. 5				E1 - Climate change | Metrics
ESRS E1–5 Energy consumption and mix, paragraph 37	Annex I, Table 1, Indicator no. 5				E1 - Climate change | Metrics
ESRS E1–5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43	Annex I, Table 1, Indicator no. 6				E1 - Climate change | Metrics
ESRS E1–6 Gross Scope 1, 2, 3 and Total GHG emissions, paragraph 44	Annex I, Table 1, Indicators nos. 1 and 2	Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 1: Banking book — Indicators of potential climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Articles 5, paragraph 1,6 and 8, paragraph 1, of Delegated Regulation (EU) 2020/1818		E1 - Climate change | Metrics
ESRS E1–6 Gross GHG emissions intensity, paragraphs 53 to 55	Annex I, Table 1, Indicator no. 3	Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 3: Banking book — Indicators of potential climate change transition risk: alignment metrics	Article 8, paragraph 1, of Delegated Regulation (EU) 2020/1818		E1 - Climate change | Metrics

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS E1–7 GHG removals and carbon credits, paragraph 56				Article 2, paragraph 1, of Regulation (EU) 2021/1119	Ferretti did not implement projects for GHG removals and carbon credits
ESRS E1–9 Exposure of the benchmark portfolio to climate-related physical risks, paragraph 66			Annex II of Delegated Regulation (EU) 2020/1818 and Annex II of Delegated Regulation (EU) 2020/1816		For the financial year 2024, which corresponds to the first year of sustainability reporting according to ESRS, the Ferretti Group decided to use the phase-in option in relation to the disclosure of the expected financial effects of physical and material transition risks
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes, paragraph 67, letter c)		Article 449 bis of Regulation (EU) no. 575/2013; points 46 and 47 of the Commission Implementing Regulation (EU) 2022/2453; Template 5: Banking portfolio - Indicators of potential climate change physical risk: exposures subject to physical risk			
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes, paragraph 67, letter c)		Article 449 bis of Regulation (EU) no 575/2013; point 34 of the Commission Implementing Regulation (EU) 2022/2453; Template 2: Banking book - Indicators of potential climate change transition risk: loans collateralised by immovable properties - Energy efficiency of the collateral			
ESRS E1–9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			Annex II of Delegated Regulation (EU) 2020/1818		
ESRS E2–4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Annex I, Table 1, Indicator no. 8; Annex I, Table 2, Indicator no. 2; Annex 1, Table 2, Indicator no. 1; Annex I, Table 2, Indicator no. 3				It is not material according to the Double Materiality Assessment of the Ferretti Group
ESRS E3–1 Water and marine resources, paragraph 9	Annex I, Table 2, Indicator no. 7				
ESRS E3–1 Dedicated policy, paragraph 13	Annex I, Table 2, Indicator no. 8				
ESRS E3–1 Sustainability of the oceans and seas, paragraph 14	Annex I, Table 2, Indicator no. 12				

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS E3–4 Total water recycled and reused, paragraph 28, letter c)	Annex I, Table 2, Indicator no. 6.2				
ESRS E3–4 Total water consumption in m3 per net revenue on own operations, paragraph 29	Annex I, Table 2, Indicator no. 6.1				
ESRS 2 IRO-1-E4 paragraph 16, letter a), point i)	Annex I, Table 1, Indicator no. 7				
ESRS 2 IRO-1-E4 paragraph 16, letter b)	Annex I, Table 2, Indicator no. 10				
ESRS 2 IRO-1-E4 paragraph 16, letter c)	Annex I, Table 2, Indicator no. 14				
ESRS E4–2 Sustainable land/ agriculture practices or policies, paragraph 24, letter b)	Annex I, Table 2, Indicator no. 11				
ESRS E4–2 Sustainable oceans/seas practices or policies, paragraph 24, letter c)	Annex I, Table 2, Indicator no. 12				
ESRS E4–2 Policies to address deforestation, paragraph 24, letter d)	Annex I, Table 2, Indicator no. 15				
ESRS E5–5 Non-recycled waste, paragraph 37, letter d)	Annex I, Table 2, Indicator no. 13				E5-Resource use and circular economy | Metrics
ESRS E5–5 Hazardous waste and radioactive waste, paragraph 39	Annex I, Table 1, Indicator no. 9				E5-Resource use and circular economy | Metrics
ESRS 2-SBM3-S1 Risk of incidents of forced labour, paragraph 14, letter f)	Annex I, Table 3, Indicator no. 13				S1-Own workforce | Management of own workforce-related impacts, risks and opportunities
ESRS 2-SBM3-S1 Risk of incidents of child labour, paragraph 14, letter g)	Annex I, Table 3, Indicator no. 12				S1-Own workforce | Management of own workforce-related impacts, risks and opportunities
ESRS S1–1 Human rights policy commitments, paragraph 20	Annex I, Table 3, Indicator no. 9 and Annex I, Table 1, Indicator no. 11				S1-Own workforce | Management of own workforce-related impacts, risks and opportunities

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS S1–1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21			Commission Delegated Regulation (EU) 2020/1816, Annex II		S1-Own workforce | Policies
ESRS S1–1 Processes and measures for preventing trafficking in human beings, paragraph 22	Annex I, Table 3, Indicator no. 11				S1-Own workforce | Policies
ESRS S1–1 Workplace accident prevention policy or management system, paragraph 23	Annex I, Table 3, Indicator no. 1				S1-Own workforce | Policies
ESRS S1–3 Grievance/complaints handling mechanisms, paragraph 32, letter c)	Annex I, Table 3, Indicator no. 5				S1-Own workforce | Channels for own workforce to raise concerns
ESRS S1–14 Number of fatalities and number and rate of work-related accidents, paragraph 88, letters b) and c)	Annex I, Table 3, Indicator no. 2		Commission Delegated Regulation (EU) 2020/1816, Annex II		S1-Own workforce | Metrics | Health and safety metrics
ESRS S1–14 Number of days lost to injuries, accidents, fatalities or illness, paragraph 88, letter e)	Annex I, Table 3, Indicator no. 3				S1-Own workforce | Metrics | Health and safety metrics
ESRS S1–16 Unadjusted gender pay gap, paragraph 97, letter a)	Annex I, Table 1, Indicator no. 12		Commission Delegated Regulation (EU) 2020/1816, Annex II		It is not material according to the Double Materiality Assessment of the Ferretti Group
ESRS S1–16 Excessive CEO pay ratio, paragraph 97, letter b)	Annex I, Table 3, Indicator no. 8				It is not material according to the Double Materiality Assessment of the Ferretti Group
ESRS S1–17 Incidents of discrimination, paragraph 103, letter a)	Annex I, Table 3, Indicator no. 7				S1-Own workforce | Metrics | Incidents, complaints and severe human rights impacts
ESR S1–17 Non-respect of UNGPs on Business and Human Rights and OECD, paragraph 104, letter a)	Annex I, Table 1, Indicator no. 10 and Annex I, Table 3, Indicator no. 14		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		S1-Own workforce | Metrics | Incidents, complaints and severe human rights impacts

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS 2 SBM-3 — S2 Significant risk of child labour or forced labour in the value chain, paragraph 11, letter b)	Annex I, Table 3, Indicator nos. 12 and 13				S2-Workers in the value chain | Management of impacts, risks and opportunities and tools for engaging with workers in the value chain
ESRS S2–1 Human rights policy commitments, paragraph 17	Annex I, Table 3, Indicator no. 9 and Annex I, Table 1, Indicator no. 11				S2-Workers in the value chain | Policies
ESRS S2–1 Policies related to value chain workers, paragraph 18	Annex I, Table 3, Indicator nos. 11 and 4				S2-Workers in the value chain | Policies
ESR S2–1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 19	Annex I, Table 1, Indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		S2-Workers in the value chain | Policies
ESRS S2–1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 19			Commission Delegated Regulation (EU) 2020/1816, Annex II		S2-Workers in the value chain | Policies
ESRS S2–4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Annex I, Table 3, Indicator no. 14				S2-Workers in the value chain | Actions
ESRS S3–1 Human rights policy commitments, paragraph 16	Annex I, Table 3, Indicator no. 9 and Annex I, Table 1, Indicator no. 11				S3-Affected Communities | Policies
ESRS S3–1 Non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines, paragraph 17	Annex I, Table 1, Indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		S3-Affected Communities | Policies
ESRS S3–4 Human rights issues and incidents, paragraph 36	Annex I, Table 3, Indicator no. 14				S3-Affected Communities | Actions

Disclosure Requirement and corresponding information element	SFDR reference	Third pillar reference	Benchmarks regulation reference	EU climate law reference	Disclosure
ESRS S4–1 Policies related to consumers and end-users, paragraph 16	Annex I, Table 3, Indicator no. 9 and Annex I, Table 1, Indicator no. 11				S4-Customers | Policies
ESR S4–1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 17	Annex I, Table 1, Indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		S4-Customers | Policies
ESRS S4–4 Human rights issues and incidents, paragraph 35	Annex I, Table 3, Indicator no. 14				S4-Customers | Actions
ESRS G1–1 United Nations Convention against Corruption, paragraph 10, letter b)	Annex I, Table 3, Indicator no. 15				G1-Business conduct | Policies
ESRS G1–1 Protection of whistleblowers, paragraph 10, letter d)	Annex I, Table 3, Indicator no. 6				G1-Business conduct | Policies
ESRS G1–4 Fines for violation of anti-corruption and anti-bribery laws, paragraph 24, letter a)	Annex I, Table 3, Indicator no. 17		Annex II of Delegated Regulation (EU) 2020/1816		It is not material according to the Double Materiality Assessment of the Ferretti Group
ESRS G1–4 Standards of anti-corruption and anti-bribery, paragraph 24, letter b)	Annex I, Table 3, Indicator no. 16				It is not material according to the Double Materiality Assessment of the Ferretti Group

HK REGULATION — APPENDIX C2 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

References to the chapters/sections set out in this document refer to the Ferretti Group 2025 Consolidated Sustainability Report.

A. ENVIRONMENT

Aspect A1: Emissions	
HK Regulation Request	**Disclosure**
Information on Policies	Please refer to Chapter E-1 Climate change — Policies
Compliance with relevant laws and regulations that have a significant impact on the issuer	The Group fully adheres to all the laws in force and operates in accordance with the applicable regulations on the subject of emissions
KPI A1.1-Emission types and related emissions data	As regards the reporting of this information, please refer to Chapter E-1 Climate change — Metrics. Pollution-related emissions were not included in the report, as they were considered a non-material issue in terms of the Group's scope. For details, please refer to the Double Materiality Assessment Chapter.
KPI A1.2-Direct (Scope 1) and indirect (Scope 2) GHG emissions (in tonnes) and, where relevant, intensity (e.g. per unit of production volume, per plant).	For reporting Scope 1 and 2 emissions, see chapter E-1 Climate change — Metrics.
KPI A1.3-Total amount of hazardous waste produced (in tonnes) and, where relevant, intensity (e.g. per unit of production volume, per plant).	As regards the reporting of this information, please refer to Chapter E5-Resource use and circular economy — Metrics.
KPI A1.4-Total quantity of non-hazardous waste produced (in tonnes) and, where relevant, intensity (e.g. per unit of production volume, per plant).	As regards the reporting of this information, please refer to Chapter E5-Resource use and circular economy — Metrics.
KPI A1.5-Description of the emission targets set and actions taken to achieve them.	For this financial year, the Group has not adopted any quantitative targets(s) relating to emissions. For qualitative targets, please refer to Chapter E5-Resource use and circular economy — Targets.
KPI A1.6-Description of how hazardous and non-hazardous waste is managed, and a description of the reduction targets set and actions taken to achieve them.	Ferretti SpA has gradually increased the percentage of waste initiated into the reuse process, and waste management is carried out in accordance with Legislative Decree 152/06. For this year, the Group has not adopted any quantitative targets(s) relating to waste management.

Aspect A2: Use of resources	
HK Regulation Request	**Disclosure**
Policies on the efficient use of resources, including energy, water and other raw materials.	As regards the reporting of this information, please refer to Chapter E5-Resource use and circular economy — Policies. With regard to water resources, it has not been considered a non-material issue in terms of the Group's scope. For details, please refer to the Double Materiality Assessment Chapter.
KPI A2.1-Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000) and intensity (e.g. per unit of production volume, per plant).	For reporting Scope 1 and 2 emissions, see chapter E-1 Climate change — Metrics.
KPI A2.2-Total water consumption and intensity (e.g. per unit of production volume, per plant).	Information on water resources was not included in the report, as it was considered a non-material issue in terms of the Group's scope. For details, please refer to the Double Materiality Assessment Chapter.
KPI A2.3-Description of the energy efficiency targets set and actions taken to achieve them.	For this financial year, the Group has not adopted any quantitative targets(s) relating to emissions. For qualitative objectives, please refer to Chapter E1-Climate change — Targets.
KPI A2.4-Description of any problems in finding suitable water for this purpose, efficiency objectives in the use of fixed water and the actions taken to achieve them.	Information on water resources was not included in the report, as it was considered a non-material issue in terms of the Group's scope. For details, please refer to the Double Materiality Assessment Chapter.
KPI A2.5-Total packaging material used for finished products (in tonnes) and, where relevant, with reference to the quantity produced per unit.	No packaging material is used in the delivery of yachts to the end customer.

Aspect A3: The environment and use of natural resources	
HK Regulation Request	**Disclosure**
Policies to reduce the significant impacts of the issuer on the environment and natural resources.	As regards the reporting of this information, please refer to Chapter E-1 Climate change — Policies and Chapter E5-Resource use and circular economy — Policies.
KPI A.3.1-Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them.	As regards the reporting of this information, please refer to Chapter E5-Policies and E5-Resource use and circular economy — Management of impacts, risks and opportunities related to the circular economy

Aspect A4: Climate Change	
HK Regulation Request	**Disclosure**
Policies for identifying and mitigating significant climate issues that have had impacts on the issuer and those that could have impacts in the future.	Please refer to Chapter E-1 Climate change — Policies
KPI A4.1-Description of significant climate issues that have affected the issuer and those that could impact it, and of the actions taken to deal with them.	As regards the reporting of this information, please refer to chapter E-1 Climate Change — Management of impacts, risks and opportunities related to climate change

B. SOCIAL

Aspect B1: Employees	
HK Regulation Request	**Disclosure**
Policies	Please refer to Chapter S-1 Own workforce — Policies
Compliance with relevant laws and regulations that have a significant impact on the issuer.	The Group fully adheres to all the laws in force and operates in accordance with the applicable regulations concerning the Group's own workforce
KPI B1.1-Total workforce by gender, type of employment (e.g. full-time or part-time), age group and geographical region.	As regards the reporting of this information, please refer to Chapter S-1 Own workforce — Metrics.
KPI B1.2-Employee turnover rate by gender, age group and geographical region	As far as this report is concerned, please refer to the table below (KPI B1.2)

Aspect B2: Health and Safety	
HK Regulation Request	**Disclosure**
Policies	Please refer to Chapter S-1 Own workforce — Policies
Compliance with relevant laws and regulations that have a significant impact on the issuer	The Group fully adheres to all the laws in force and operates in accordance with the applicable regulations on the subject of Health and Safety
KPI B2.1-Number and rate of workplace fatalities occurring in the three previous years, including the base year.	As far as this report is concerned, please refer to the table below (KPI B2.1)
KPI B2.2-Days lost due to work-related injuries.	Please refer to Chapter S-1 Own workforce — Metrics
KPI B2.3-Description of the occupational health and safety measures adopted, and how they are implemented and monitored.	Please refer to Chapter S-1 Own workforce — Actions

Aspect B3: Training and Development	
HK Regulation Request	**Disclosure**
Policies to improve employee knowledge and skills for performing work tasks. Description of training activities.	Please refer to Chapter S-1 Own workforce — Policies. Please also refer to the table below (KPI B3)
KPI B3.1-The percentage of trained employees by gender and employee category.	As far as this report is concerned, please refer to the table below (KPI B3.1)
KPI B3.2-The average number of completed training hours per employee, broken down by gender and employee category.	As far as this report is concerned, please refer to the table below (KPI B3.2)

Aspect B4: Working Standards	
HK Regulation Request	**Disclosure**
Policies	Please refer to Chapter S-1 Own workforce — Policies
Compliance with relevant laws and regulations that have a significant impact on the issuer.	The Group fully adheres to all the laws in force and operates in accordance with the applicable regulations on the subject of workers
KPI B4.1-Description of the measures taken to examine recruitment practices in order to avoid child labour and forced labour.	Please refer to Chapter S-1 Own workforce — Policies
KPI B4.2-Description of steps taken to eliminate such practices when discovered.	Please refer to Chapter S-1 Own workforce — Policies and channels that allow the Group's own workers to raise concerns.

Aspect B5: Supply Chain Management	
HK Regulation Request	**Disclosure**
Policies	Please refer to Chapter S-2 Workers in the value chain — Policies
KPI B5.1-Number of suppliers by geographical region	It should be noted that most Ferretti Group suppliers are based in Italy and non-Italian subsidiaries are structured and reliable multinationals. In the current reporting year, the number of suppliers broken down by geographical area was not reported in the Consolidated Sustainability Reporting, as it is not required by the ESRS standards.
KPI B5.2-Description of practices related to supplier engagement, number of suppliers where such practices are implemented, and how they are implemented and monitored.	Please refer to chapter G-1 Business conduct — Management of suppliers
KPI B5.3-Description of the practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored	Please refer to Chapter S-2 Workers in the value chain — Policies
KPI B5.4-Description of the practices used to promote environmentally preferable products and services in the selection of suppliers, and how they are implemented and monitored.	Please refer to Chapter S-2 Workers in the value chain — Policies

Aspect B6: Product Responsibility	
HK Regulation Request	**Disclosure**
Policies	Please refer to Chapter S-4 Customers — Policies
Compliance with relevant laws and regulations that have a significant impact on the issuer.	The Group fully adheres to all the laws in force and operates in accordance with the applicable regulations on the subject of products
KPI B6.1-Percentage of total products sold or shipped subject to recall for safety and health reasons.	In 2025, no product sold or shipped by the Ferretti Group was subject to recall for safety and health reasons.
KPI B6.2-Number of complaints received relating to products and services and how they are managed.	In 2025, the Ferretti Group received 9,200 work orders related to products and services, managed in accordance with internal customer service and support procedures.
KPI B6.3-Description of practices related to the observance and protection of intellectual property rights.	The Ferretti Group adopts specific practices to protect intellectual property rights. Service points and service dealers operate under contracts that include non-disclosure agreement (NDA) clauses in order to safeguard confidential information. The group's suppliers are managed by the purchasing department and are bound by contracts with intellectual property protection clauses. For other players in the service sector, there is no NDA contract, as no intellectual property documents are provided, except in cases expressly regulated by specific, dedicated NDAs
KPI B6.4-Description of the quality assurance process and recall procedures.	Please refer to Chapter S-4 Customers — Policies
KPI B6.5-Description of consumer data protection and privacy policies, and how they are implemented and monitored.	In the event of incidents of personal data breaches, the Ferretti Group has drafted a document aimed at managing these incidents in order to remedy possible negative impacts on customers. The "Data Breach Management" document indicates all the necessary procedures to be followed in the event of a data breach, as well as the mitigation actions to be taken in support of data subjects. The following policy is monitored by the Compliance Manager and DPO, in order to verify that it is implemented correctly and that the Group's customers are properly protected and safeguarded

Aspect B7: Anti-corruption	
HK Regulation Request	**Disclosure**
Policies	The Organisation, Management and Control Model adopted by Ferretti SpA pursuant to Legislative Decree 231/2001 represents a pillar of corporate governance. First approved in 2019 and updated on 6 December 2022, the Model includes control protocols for sensitive activities, with the aim of preventing the offences described in the legislation.
Compliance with relevant laws and regulations that have a significant impact on the issuer.	The Group fully adheres to all the laws in force and operates in accordance with the applicable regulations on the subject of anti-corruption
KPI B7.1-Number of closed legal proceedings concerning corruption brought against the issuer or its employees during the reporting period and the outcomes of the cases.	The Ferretti Group has not registered any convictions or financial penalties for violation of anti-corruption and anti-bribery laws
KPI B7.2-Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Please refer to Chapter G1 Business conduct — Policies
KPI B7.3-Description of anti-corruption training provided to directors and personnel.	Please refer to Chapter G1 Business conduct — Policies

Aspect B8: Community Investment	
HK Regulation Request	**Disclosure**
Community engagement policies to understand the needs of communities where the issuer operates and to ensure that its activities take into account the interests of communities.	Please refer to Chapter S3 Affected communities — Policies
KPI B8.1-Areas of intervention (e.g. education, environmental concerns, work needs, health, culture, sport).	Please refer to Chapter S3 Affected communities — Actions
KPI B8.2-Contributed resources (e.g. money or time) in the intervention area.	Please refer to Chapter S3 Affected communities — Actions

EMPLOYEE TURNOVER (KPI B1.2)

TERMINATED EMPLOYEES BY AGE GROUP (N.)

Terminated employees (by age group)	Under 30	30–50 years	Over 50 years
2025			
Terminated employees	34	93	69

TERMINATED EMPLOYEES BY AGE GROUP (RATE %)[71]

Terminated employees (by age group)	Under 30	30–50 years	Over 50 years
2025			
Terminated employees	14.05	8.42	9.47

TERMINATED EMPLOYEES BY GENDER (N.)

Terminated employees (by gender)	Men	Women	Total
2025			
Terminated employees	169	27	196

TERMINATED EMPLOYEES BY GENDER (RATE %)[72]

Terminated employees (by gender)	Men	Women	Total
2025			
Terminated employees	9.62	8.44	9.44

TERMINATED EMPLOYEES BY REGION (N.)

Terminated employees (by region)	2025
Italy | Spain | Monaco	178
United States	18
Hong Kong | Singapore | Abu Dhabi	0
Total	**196**

71 The following formula was used to calculate terminated employee turnover by age group: Number of terminated employees in the specific age group / Number of employees by age group (under 30 years of age = 242, 30-50 years of age = 1,105 and over 50 years of age = 729).

72 The following formula was used to calculate terminated employee turnover by gender: Number of terminated employees by gender / Number of employees by gender (1,756 men, 320 women).

TERMINATED EMPLOYEES BY REGION (RATE %)[73]

Terminated employees (by region)	2025
Italy | Spain | Monaco	8.86
United States	32.73
Hong Kong | Singapore | Abu Dhabi	0
Total	**9.44**

HIRED EMPLOYEES BY AGE GROUP (N.)

Hired employees (by age group)	Under 30	30–50 years	Over 50 years
2025			
Hired employees	57	74	23

HIRED EMPLOYEES BY AGE GROUP (TURNOVER %)[74]

Hired employees (by age group)	Under 30	30–50 years	Over 50 years
2025			
Hired employees	23.55	6.70	3.16

HIRED EMPLOYEES BY GENDER (N.)

Hired employees (by gender)	Men	Women	2025 total
Hired employees	131	23	154

HIRED EMPLOYEES BY GENDER (TURNOVER %)[75]

Hired employees (by gender)	Men	Women	2025 total
Hired employees	7.46	7.19	7.42

73 The following formula was used to calculate terminated employee rate by region: Number of terminated employees by region / Number of employees by region (Italy | Spain | Monaco = 2,010, United States = 55 and Hong Kong | Singapore | Abu Dhabi = 11).

74 The following formula was used to calculate hired employee turnover by age group: Number of hired employees in the specific age group / Number of employees by age group (under 30 years of age = 242, 30-50 years of age = 1,105 and over 50 years of age = 729).

75 The following formula was used to calculate hired employee turnover by gender: Number of hired employees by gender / Number of employees by gender (men = 1,756, women = 320).

HIRED EMPLOYEES BY REGION (N.)[76]

Hired employees (by region)	2025
Italy | Spain | Monaco	145
United States	8
Hong Kong | Singapore | Abu Dhabi	1
Total	**154**

HIRED EMPLOYEES BY REGION (TURNOVER %)

Hired employees (by region)	2025
Italy | Spain | Monaco	7.21
United States	14.55
Hong Kong | Singapore | Abu Dhabi	9.09
Total	**7.42**

HEALTH AND SAFETY (KPI B2.1)

INJURIES

Injuries	2023	2024	2025
Number of hours worked	3,205,134	3,061,914	3,079,085
Number of accidents	27	29	33
Fatality rate[77]	0	0	0
Rate of recordable work-related accidents (calculated at 1,000,000 hours worked)[78]	5.93	9.47	10.72

[76] The following formula was used to calculate hired employee turnover by region: Number of employees per region / Number of employees per region (Italy | Spain | Monaco = 2,010, United States = 55 and Hong Kong I Singapore | Abu Dhabi = 11).

[77] Calculated as: number of deaths/number of employees x100

[78] Calculated as: n. of injuries/hours worked x1,000,000

TRAINING (KPI B 3, B3.1 AND B3.2)

TRAINING AREAS

Training hours per training area	2025	% 2025
Quality, Health, Safety and Environment	10,463	53%
Information Technology	3,035	15%
Technical Training	1,753	9%
Language Training	907	5%
Soft Skills	1,921	10%
Cross Skills	1,188	6%
On-the-job Training (New hire only AMAS)	320	2%
Other Training	0	0.0%
Total	**19,587**	**100%**

THE PERCENTAGE OF TRAINED EMPLOYEES BY GENDER AND EMPLOYEE CATEGORY

Percentage of trained employees by employee category and gender	Men	Women
Senior management	51.85%	100%
Managers	61.76%	80.95%
White-collar workers	82.30%	66.12%
Blue-collar workers	62.86%	55.36%
Total (percentage)	**67.65%**	**65.31%**

AVERAGE TRAINING HOURS PER TRAINED EMPLOYEE BY GENDER

Average hours of training per trained employee	Men	Women	Total
Senior management	16	32	17
Managers	19	13	17
White-collar workers	17	16	16
Blue-collar workers	12	12	12
Total	**14**	**15**	**14**