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**FERRETTIGROUP**

**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. Tan Ning**

*Director and Chairman of the Board*

Hong Kong, 15 May 2026

*As at the date of this announcement, the Board comprises Mr. Tan Ning and Mr. Stassi Anastasov as executive Directors (designation to be approved); Ms. Zhang Xiaomei, Mr. Jin Zhao and Ms. Katarína Kohlmayer as non-executive Directors (designation to be approved); and Mr. Patrick Sun, Ms. Federica Marchionni, Ms. Zhu Yi and Ms. Donatella Sciuto as independent non-executive Directors (designation to be approved).*



## ORDINARY SHAREHOLDERS' MEETING OF FERRETTI S.P.A.

- **Approved the separate financial statements of Ferretti S.p.A. for the year ended 31 December 2025 and examined the consolidated financial statements of the Ferretti Group for the year ended December 31, 2025**
- **Profit of Ferretti S.p.A. for the year amounted to Euro 44,635,297.39 as of December 31, 2025**
- **Approved the distribution of a dividend to shareholders in the amount of Euro 0.11 for each of the 338,482,654 shares issued and outstanding on the ex-dividend date (*i.e.*, on 15 June 2026), for a maximum amount of Euro 37,233,091.94, with record date on 16 June 2026 and payment date on 17 June 2026**
- **Net new yacht revenues amounted to Euro 1,231.7 million, up 5.0% (Euro 1,173.3 million as of 31 December 2024)**
- **Adjusted EBITDA amounted to Euro 202.8 million, with a margin of 16.5%, up 6.7% and 30 basis points (Euro 190.0 million as of 31 December 2024)**
- **Net financial position of Euro 111.0 million of net cash**
- **Approved by binding vote the first section of the report on the remuneration policy and compensation paid prepared pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 (the "TUF") (*i.e.*, the remuneration policy for the financial year 2026)**
- **Consultative vote in favor of the second section of the report on the remuneration policy and compensation paid prepared pursuant to Article 123-ter of the TUF (*i.e.*, the report on compensation paid in 2025)**
- **Appointment of the Board of Directors, following determination of the number of members and term of office, appointment of the Chairman of the Board of Directors, and determination of the remuneration of the members of the Board of Directors**
- **Appointment of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028, and determination of the remuneration of the members of the Board of Statutory Auditors**

**Forlì, 14 May 2026** – The ordinary Shareholders' Meeting of Ferretti S.p.A. ("Ferretti" or the "Company"), a company listed on the regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A., was held today, on a single call, under the chairmanship of Hao Qinggui, in accordance with the procedures set out in Article 106, paragraph 2, of Italian Decree-Law No. 18/2020 converted into Law No. 27/2020, the effects of which were most recently extended by Decree-Law No. 200/2025 converted, with amendments, into Law No. 26/2026 (the "Shareholders' Meeting").



Mr. Tan Ning, the Chairman of the Board of Directors, declared: *“It is a great honor for me to be elected Chairman of the Board and wish to express my sincere gratitude to the Shareholders for their trust and continued support.*

*I would also like to extend my heartfelt thanks to the outgoing Board of Directors and Board of Statutory Auditors, as well as to the outgoing CEO, Mr Alberto Galassi, for work carried out during his mandate in the past twelve years.*

*The new Board of Directors represents continuity, stability, and growth. It leverages a long-term industrial vision aimed at enhancing the Group and its brands, as well as maintaining the manufacturing presence in Italy and the global commercial network, in line with the path undertaken since 2012”.*

### **Separate and consolidated financial statements as at December 31, 2025**

The Shareholders’ Meeting examined and approved the separate financial statements of Ferretti for the financial year ended December 31, 2025, which reported a profit of Euro 44,635,297.39.

The Shareholders’ Meeting also acknowledged the consolidated financial statements of Ferretti Group, including the consolidated sustainability reporting, for the financial year ended December 31, 2025.

### **Allocation of net profit and distribution of a dividend**

The Shareholders’ Meeting also resolved to allocate the net profit for the year, amounting to Euro 44,635,297.39, as follows:

- to the legal reserve, in the amount of Euro 2,231,764.87, pursuant to Article 2430 of the Italian Civil Code;
- to the distribution, in favor of the shareholders, of Euro 0.11 for each of the 338,482,654 ordinary shares of Ferretti outstanding on the ex-dividend date, by way of dividend, for a maximum aggregate amount of Euro 37,233,091.94;
- to retained earnings, the remaining portion of the net profit, for a minimum aggregate amount of Euro 5,170,440.58.

The dividend will be paid on June 17, 2026, with ex-dividend date on June 15, 2026, and record date on June 16, 2026.

For further information, please refer to the explanatory report on item 1 (one) on the agenda of the Shareholders’ Meeting, available on the Company’s website, [www.ferrettigroup.com](http://www.ferrettigroup.com), under the section “Investor Relations – Governance – Shareholders’ Meeting”, and on the authorized storage mechanism “eMarket Storage”, at [www.emarketstorage.com](http://www.emarketstorage.com).

### **Report on the remuneration policy for the financial year 2026 and on the remuneration paid in the financial year 2025 pursuant to Article 123-ter of the TUF**

The Shareholders’ Meeting (i) approved by binding vote - pursuant to and for the purposes of Article 123-ter, paragraphs 3-bis and 3-ter, of the TUF - the first section of the report on the remuneration policy and compensation paid prepared pursuant to Article 123-ter of the TUF

(i.e., the remuneration policy for the year 2026); and (ii) expressed a favorable consultative vote - pursuant to and for the purposes of Article 123-ter, paragraph 6, of the TUF - on the second section of the report on the remuneration policy and compensation paid prepared pursuant to Article 123-ter of the TUF (i.e., the report on compensation paid in the financial year 2025).

For further information, please refer to (i) the explanatory report on item 2 (two) on the agenda of the Shareholders' Meeting and (ii) the report on the remuneration policy and compensation paid, both available on the Company's website, [www.ferrettigroup.com](http://www.ferrettigroup.com), under section "Investor Relations – Governance – Shareholders' Meeting" and on the authorized storage mechanism "eMarket Storage", at [www.emarketstorage.com](http://www.emarketstorage.com).

**Appointment of the Board of Directors, following determination of the number of members and term of office, appointment of the Chairman of the Board of Directors, and determination of the remuneration of the members of the Board of Directors**

The Shareholders' Meeting determined that the Board of Directors shall consist of 9 (nine) members and appointed the new Board of Directors, which shall remain in charge for a term of 3 (three) financial years and therefore until the date of the shareholders' meeting called to approve the financial statements for the year ending December 31, 2028, composed of the following persons:

	<b>Name and Surname</b>	<b>Slate of origin</b>
1.	Tan Ning (Chairman of the Board of Directors)	Slate no. 1 submitted by the shareholder Ferretti International Holding S.p.A., holder of approximately 39.517% of the ordinary and voting share capital, which received approximately 52.312% of the votes cast at the Shareholders' Meeting (the "Majority Slate")
2.	Patrick Sun (*)	Majority Slate
3.	Stassi Anastassov	Majority Slate
4.	Zhang Xiaomei	Majority Slate
5.	Federica Marchionni (*)	Majority Slate
6.	Jin Zhao	Majority Slate
7.	Zhu Yi (*)	Majority Slate
8.	Donatella Sciuto (*)	Majority Slate

9.	Katarína Kohlmayer	Slate no. 2 submitted by the shareholder Azùr a.s., holder of approximately 23.234% of the ordinary and voting share capital, which received 47.443% of the votes cast at the Shareholders' Meeting
(*) Candidate directors that meet the independence requirements set forth by the applicable law, the Company's By-laws and the Code of Corporate Governance.		

The Shareholders' Meeting also determined to set the total remuneration to be attributed to each member of the Board of Directors in a yearly net amount of Euro 40,000.00, provided that such remuneration does not include the remuneration of the directors vested with particular offices.

To the best knowledge of the Company, it is hereby noted that, as of today, Katarína Kohlmayer holds directly no. 43.426 shares, representing a 0.01% stake in the share capital of Ferretti.

The *curriculum vitae* of each Director, as well as information relating to the slates of origin, are available on the Company's website, [www.ferrettigroup.com](http://www.ferrettigroup.com), under the section "Investor Relations – Governance – Shareholders' Meeting".

### **Appointment of the Board of Statutory Auditors and its Chairman for the financial years 2026–2028 and determination of the remuneration of the members of the Board of Statutory Auditors**

The Shareholders' Meeting appointed the Board of Statutory Auditors and its Chairman for the financial years 2026–2028, composed of the following members:

	Name and surname	List of origin
<b>Standing Statutory Auditors</b>		
1.	Luigi Capitani	Slate no. 1 submitted by the shareholder Ferretti International Holding S.p.A., holder of approximately 39.517% of the ordinary and voting share capital, which received 52.312% of the votes cast at the Shareholders' Meeting (the "Majority Slate")
2.	Luca Nicodemi	Majority Slate
3.	Claudia Costanza (Chairman of the Board of Statutory Auditors)	Slate no. 2 submitted by the shareholder Azùr a.s., holder of approximately 23.234% of the ordinary and voting share capital, which received 47.346% of the votes cast at

		the Shareholders' Meeting (the " <b>Minority Slate</b> ")
<b>Alternate Statutory Auditors</b>		
1.	Federica Marone	Majority Slate
2.	Luigi Fontana	Minority Slate

The Shareholders' Meeting also determined the annual remuneration for the Chairman of the Board of Statutory Auditors in the amount of Euro 40,000 and for each of the other standing statutory auditors in the amount of Euro 30,000.

To the best knowledge of the Company it is hereby noted that, as of today, none of the members of the Statutory Auditors holds any Ferretti share.

The *curriculum vitae* of each Statutory Auditor, as well as information relating to the slates of origin, are available on the Company's website, [www.ferrettigroup.com](http://www.ferrettigroup.com), under the section "Investor Relations – Governance – Shareholders' Meeting".

#### **Filing of documentation**

The summary report of voting results is available to the public at the Company's registered office and on the Company's website, [www.ferrettigroup.com](http://www.ferrettigroup.com), under the section "Investor Relations – Governance – Shareholders' Meeting", as well as on the authorized storage mechanism "eMarket Storage", at [www.emarketstorage.com](http://www.emarketstorage.com).

The minutes of the Shareholders' Meeting will be made available to the public, within the terms and in the manner required by law, at the Company's registered office and on the Company's website, [www.ferrettigroup.com](http://www.ferrettigroup.com), under the section "Investor Relations – Governance – Shareholders' Meeting", as well as on the authorized storage mechanism "eMarket Storage", at [www.emarketstorage.com](http://www.emarketstorage.com).

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As of today, the Board of Directors has been convened on an urgent basis for tomorrow, 15 May 2026, in order to resolve, *inter alia*, on the composition of the Board of Directors and its respective Committees, based on the following proposals:

**Tan Ning** (Executive Director)

**Stassi Anastassov** (Chief Executive Officer)

**Patrick Sun** (Non-executive, Independent Director)

**Zhu Yi** (Non-executive, Independent Director)

**Federica Marchionni** (Non-executive, Independent Director)



**Donatella Sciuto** (Non-executive, Independent Director)

**Zhang Xiaomei** (Non-executive Director)

**Jin Zhao** (Non-executive Director)

**Katarína Kohlmayer** (Non-executive Director)

**Audit Committee:**

Patrick Sun (Chairperson), Zhu Yi, Donatella Sciuto

**Nomination Committee:**

Tan Ning (Chairperson), Stassi Anastassov, Parick Sun, Zhu Yi, Federica Marchionni

**Remuneration Committee:**

Zhu Yi (Chairperson), Patrick Sun, Federica Marchionni, Donatella Sciuto, Zhang Xiaomei

**Strategic Committee:**

Tan Ning (Chairperson), Stassi Anastassov, Patrick Sun, Federica Marchionni, Donatella Sciuto, Jin Zhao, Katarína Kohlmayer

**ESG Committee:**

Federica Marchionni (Chairperson), Stassi Anastassov, Zhu Yi, Zhang Xiaomei, Katarína Kohlmayer

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The Financial Reporting Officer, Marco Zammarchi, pursuant to Article 154-*bis*, paragraph 2, of the TUF, declares that the accounting information contained in this press release corresponds to the documentary evidence, accounting books, and records.

**Ferretti Group**

Thanks to Italy's centuries-old yachting tradition, the Ferretti Group is a world leader in the design, construction and sale of luxury yachts and pleasure vessels, with a unique portfolio of prestigious and exclusive brands: Ferretti Yachts, Riva, Pershing, Itama, CRN, Custom Line and Wally. Led by Chief Executive Officer Alberto Galassi, the Ferretti Group owns and manages seven shipyards located across Italy, which combine the efficiency of industrial production with typical world-class Italian craftsmanship, reaching customers in more than 70 countries across the world thanks to





a direct presence in Europe, the United States of America and Asia and its network of approximately 60 carefully selected dealers. The Ferretti Group motor yachts, utmost expression of Made in Italy elegance and creative genius, have always stood out for their exceptional quality, cutting-edge technology, record safety and optimum performance in the sea, as well as their exclusive design and timeless appeal.

For more information: [www.ferrettigroup.com](http://www.ferrettigroup.com)

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