

INFORMATION PROSPECTUS

PROXY SOLICITATION

concerning the request for the granting of a proxy for the exercise of voting rights at the ordinary shareholders' meeting of Ferretti S.p.A., convened, on an ordinary basis, for 14 May 2026, in a single call, at 10:00 a.m. (Italian time).

PROMOTER

KKCG Maritime



ISSUER

Ferretti S.p.A.

ENTITY IN CHARGE OF THE SOLICITATION AND COLLECTION OF PROXIES

Georgeson S.r.l.

For further information, please contact the following number:

800.189.912

available on business days from 9:00 a.m. to 6:00 p.m. (Italian time)

or, for calls from abroad:

06 45212906

or consult the websites:

www.kkcg.com/maritime

www.georgeson.com/it > Accedi alla Documentazione afferente alla tua Assemblea

or send an email to:

sollecitazione-kkcg@georgeson.com

*This proxy solicitation is governed by Articles 136 et seq. of Legislative Decree No. 58 of 24 February 1998 (the "**CFA**"), as well as by Articles 135 et seq. of Consob Regulation No. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**").*

This prospectus (the "**Prospectus**") is dated 23 April 2026.

INTRODUCTION

This proxy solicitation is addressed to all shareholders of Ferretti S.p.A., in view of the shareholders' meeting convened, on an ordinary basis, for 14 May 2026, in a single call, at 10:00 a.m. (Italian time).

As further detailed below, this proxy solicitation is promoted by Azúr a.s. (KKCG Maritime), a company indirectly controlled by Valea Foundation, availing itself, for the collection of voting proxies, Georgeson S.r.l., having its registered office at Rome, via Nizza n. 128, enrolled with the Companies' Register of Rome under No. 05847921003, VAT No. 05847921003 ("**Georgeson**" or the "**Delegate Entity**"), a company providing shareholder communications and proxy voting services to listed companies and specialising in proxy solicitation and representation at shareholders' meetings.

This proxy solicitation is carried out pursuant to Articles 136 et seq. of the CFA and Articles 135 et seq. of the Issuers' Regulation.

The English version of this Prospectus is a courtesy translation. The Italian version of the Prospectus is the original version. In the event of any inconsistency, the Italian version shall prevail.

SECTION I – INFORMATION ON THE ISSUER AND THE SHAREHOLDERS' MEETING

1. Issuer's name and registered office

The issuer of the shares for which proxy voting is sought is Ferretti S.p.A., an Italian joint stock company, with registered office in Cattolica (Rimini), Via Irma Bandiera No. 62, enrolled with the Companies' Register of Romagna – Forlì-Cesena and Rimini, tax code and VAT No. 04485970968 (the "**Company**" or the "**Issuer**").

Ferretti shares are listed on The Stock Exchange of Hong Kong Limited and on Euronext Milan.

2. Date, time and place of the shareholders' meeting

The Company's shareholders' meeting is convened, on an ordinary basis, for 14 May 2026, in a single call, at 10:00 a.m. (Italian time), and will be held exclusively by means of audio-video connection (the "**Shareholders' Meeting**")

3. Items on the agenda

The agenda of the Shareholders' Meeting, as set out in the notice of call published, inter alia, on the Issuer's website (<http://www.ferrettigroup.com>, under "Investor Relations – Governance – Shareholders' Meeting") on 2 April 2026, is as follows:

1. *Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend's distribution:*
 - 1.1 *Approval of the financial statements for the year ended 31 December 2025, accompanied by the report of the Board of Directors on the performance of operations, the report of the Board of Statutory Auditors and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31 December 2025, including the consolidated sustainability report pursuant to Legislative Decree 125/2024; inherent and consequent resolutions;*
 - 1.2 *Allocation of profit for the year and dividend's distribution; inherent and consequent resolutions.*
2. *Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998:*
 - 2.1 *Approval of the first section of the Report on the Remuneration Policy and Compensation Paid (i.e., remuneration policy for the financial year 2026) drawn up pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998;*
 - 2.2 *Consultative vote on the second section of the report on the remuneration policy and remuneration paid (i.e., report on the remuneration paid in the financial year 2025) drawn up pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998.*
3. *Appointment of the Board of Directors:*
 - 3.1 *Decision on the number of members of the Board of Directors;*

3.2 Decision on the duration of the office of the Board of Directors;

3.3 Appointment of the members of the Board of Directors;

3.4 Appointment of the Chairman of the Board of Directors;

3.5 Decision on the remuneration of the members of the Board of Directors.

4. Appointment of the Board of Statutory Auditors:

4.1 Appointment of the members of the Board of Statutory Auditors and of its Chairman for the term of offices 2026-2028;

4.2 Decision on the remuneration of the members of the Board of Statutory Auditors.

4. List of the documentation prepared by the Issuer and indication of the website where such documentation is available

As of the date of this Prospectus, the Issuer has prepared and made available to the public, in connection with the Shareholders' Meeting, the following documentation:

1. notice of call of the Shareholders' Meeting;
2. illustrative report of the Board of Directors on the first item on the agenda;
3. illustrative report of the Board of Directors on the second item on the agenda;
4. illustrative report of the Board of Directors on the third and fourth items on the agenda;
5. proxy/sub-proxy form pursuant to Article 135-novies of the TUF for representation at the Shareholders' Meeting;
6. procedures for attending the Shareholders' Meeting for shareholders holding shares through an intermediary participating in the Monte Titoli system;
7. guidance of the Company's Board of Directors regarding the quantitative and qualitative composition of the new Board of Directors;
8. guidance of the outgoing Board of Statutory Auditors of the Company on the composition of the new control body;
9. diversity policy concerning the management and control bodies approved by the Board of Directors of Ferretti.
10. report on corporate governance and ownership structure for the year ended 31 December 2025;
11. report on remuneration policy and compensation paid;
12. KKCG – Slate Board of Directors;
13. KKCG – Slate Board of Statutory Auditors;
14. FIH – Slate Board of Directors;
15. FIH – Slate Board of Statutory Auditors

The above documentation is available to the public, in accordance with applicable law, at the

Issuer's registered office, on the website of the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com), as well as on the Issuer's website (www.ferrettigroup.com), under the section "Investor Relations – Governance – Shareholders' Meeting".

Pursuant to Article 130 of the TUF, the Issuer's shareholders are entitled to inspect all documents filed at the Issuer's registered office and to obtain copies thereof at their own expense.

It is noted that shareholders who intend to adhere to this proxy solicitation must not use the proxy form referred to above under item 5), available on the Issuer's website, **but only the proxy form attached to this Prospectus as Annex 1**, specifically identified as the "Proxy Solicitation Participation Form", available on the websites www.kkcg.com/maritime and www.georgeson.com/it > *Accedi alla Documentazione afferente alla tua Assemblea*.

SECTION II – INFORMATION ON THE PROMOTER

1. Name and legal form of the Promoter

The entity intending to promote the proxy solicitation is **Azúr a.s.** (the "**Promoter**" or "**KKCG Maritime**"), a joint-stock company incorporated under the laws of the **Czech Republic**.

For the collection of voting proxies and for the purposes of the procedures set out in Article 136 of the Issuers' Regulation, the Promoter intends to avail itself of the assistance of Georgeson S.r.l., having its registered office at Rome, via Nizza n. 128, enrolled with the Companies' Register of Rome under No. 05847921003, VAT No. 05847921003.

2. Registered office of the Promoter

The Promoter has its registered office in Prague (Czech Republic), at Evropská 866/71, Vokovice, 160 00 Prague 6, and is enrolled with the Municipal Court of Prague under registration number B 29157.

3. Shareholders holding significant interests and persons exercising, even jointly, control over the Promoter. Description of any shareholders' agreements relating to the Promoter

As of the date of this Prospectus:

- the entire share capital of KKCG Maritime is held by KKCG Group AG, a joint-stock company (Aktiengesellschaft) incorporated and operating under the laws of Switzerland, with registered office at Kapellgasse 21, 6004 Lucerne, Switzerland;
- the entire share capital of KKCG Group AG is held by KKCG Holding AG, a joint-stock company (Aktiengesellschaft) incorporated and operating under the laws of Switzerland, with registered office at Kapellgasse 21, 6004 Lucerne, Switzerland;
- the entire share capital of KKCG Holding AG is held by Valea Holding AG, a joint-stock company (Aktiengesellschaft) incorporated and operating under the laws of the Principality of Liechtenstein, with registered office at Industriering 14, 9491 Ruggell, Liechtenstein;
- the entire share capital of Valea Holding AG is held by Valea Foundation, a foundation (Stiftung) incorporated and operating under the laws of the Principality of Liechtenstein, with seat in Vaduz and registered office at Legacon Treuhand Anstalt, Landstrasse 99, 9494 Schaan, Liechtenstein;
- Valea Foundation has no shareholders and is not controlled by any entity. Karel Komárek is designated as the sole beneficiary (Begünstigter) of Valea Foundation.

As of the date of this Prospectus, no shareholders' agreements relating to the Promoter's shares are in force.

4. Description of the activities carried out

KKCG Maritime

KKCG Maritime is the corporate platform dedicated to maritime business within the KKCG Group. Pursuant to Article 3 of KKCG Maritime's articles of association, the corporate purpose of KKCG Maritime consists primarily in the holding of equity interests and participations in companies, businesses and entities, both domestic and foreign, operating in various sectors, as well as the management of its own assets.

From the date of its incorporation to the date of this Prospectus, KKCG Maritime has carried out activities including strategic development initiatives, participation in acquisition processes, and activities related to the identification and assessment of potential investment opportunities. In particular, on 19 January 2026, KKCG Maritime announced the launch of a voluntary conditional partial public tender offer for up to 52,132,861 shares of the Company, representing 15.4% of the Company's share capital. The acceptance period ended on 13 April 2026, with settlement having taken place on 20 April 2026. During the acceptance period, KKCG Maritime received valid acceptances for a total of 29,611,598 shares, representing approximately 8.748335% of the Company's issued share capital.

KKCG Group

The KKCG Group is active in investments and innovation, operating a diverse range of companies. The KKCG Group employs over 16,000 people in 41 countries across its portfolio companies. In addition to the maritime business, the KKCG Group operates a diversified portfolio of investments businesses, including international gaming, global IT services, traditional and renewable energy and innovative real estate development, each managed through leading subsidiaries active across multiple jurisdictions and organized in four pillar sectors, being entertainment, energy, technology and real estate. Key businesses of the KKCG Group include Allwyn, Aricoma, Avenga, MND Group, KKCG Real Estate and KKCG Maritime.

KKCG Group's founder and chairman is Karel Komárek, a Czech entrepreneur, investor and philanthropist. Mr. Komárek has a 30-year track record in establishing and developing businesses across sectors including entertainment, energy, real estate and technology. He is a long-term supporter of Ferretti: Mr. Komárek was an anchor investor in Ferretti's Euronext debut in Milan in 2023 as well as being a customer of Ferretti over many years.

Mr. Komárek's activities also extend to community development, urban revitalization and culture and arts education, through the Karel Komárek Family Foundation, established together with his wife.

5. Indication of the number and categories of the Issuer's securities held by the Promoter and by companies belonging to the group to which the Promoter belongs (controlling, controlled and/or subject to common control), specifying the nature of the holding and the relevant percentage of the share capital. Indication of the securities in respect of which voting rights may be exercised

As of the date of this Prospectus, the Promoter holds, by way of ownership, No. 78,641,625 ordinary shares of the Issuer, representing 23,233576%% of the Issuer's share capital carrying voting rights.

No other company belonging to the group to which the Promoter belongs holds shares of the Issuer.

6. Where the Promoter has created usufructs or pledges over the Issuer's securities, or has entered into securities lending or repurchase agreements in respect thereof, indication of the number of securities and of the person entitled to exercise the voting rights

As of the date of this Prospectus, the Promoter has created a pledge over No. 78,641,625 shares of the Issuer as security for a loan facility, as communicated to the market on 8 April 2026¹. The voting rights relating to such shares are, as of the date hereof, retained by the Promoter.

As of the date of this Prospectus, the Promoter has not entered into repurchase agreements, securities lending arrangements, or usufruct arrangements in respect of the Issuer's shares.

7. Assumption of financial positions through derivative instruments or contracts having the Issuer's securities as underlying

As of the date of this Prospectus, neither the Promoter nor any company belonging to the group to which the Promoter belongs has assumed financial positions through derivative instruments or contracts having the Issuer's securities as underlying.

8. Conflict of interest situations pursuant to Article 135-decies of the TUF, as well as any other potential conflict of interest that the Promoter may have, directly or indirectly, with the Issuer, specifying the nature and scope of such interests

As of the date of this Prospectus, none of the conflict of interest situations provided for under Article 135-decies of the TUF applies to the Promoter.

With respect to the Delegate Entity, to the best of the Promoter's knowledge, none of the conflict of interest situations provided for under Article 135-decies of the TUF applies.

9. Indication of any financing received for the promotion of the solicitation

The Promoter has not received any financing for the promotion of this proxy solicitation.

10. Indication of any substitute

The Promoter will avail itself of the Delegate Entity Georgeson and hereby reserves the right to be represented/replaced by any of the following persons (who may act severally and in respect of whom, to the best of the Promoter's knowledge, none of the situations referred to in Article 135-decies of the TUF applies):

- Roberta Armentano, born in Castrovillari (CS) on 12.03.1982, Italian tax code RMNRR82C52C349Y;
- Luca Messina, born in Napoli (NA) on 06/04/1985, Italian tax code MSSLCU85D06F839W;
- Silvia Penso, born in Rome (RM) on 05/04/1979, Italian tax code PNSSLV79D45H501L;

¹ The announcement published on 8 April 2026 by the Promoter in respect of the loan facility is available at the following link: https://cdn.kkcg.com/Financing_arrangement_EN_0804_2e21cc4b3b.pdf.

- Andrea Mastrostefano, born in Rome (RM) on 16/11/1973, Italian tax code MSTNDR73S16H501Z

SECTION III – INFORMATION ON THE VOTE

1. Indication of the specific resolution proposals or of any recommendations, statements or other indications accompanying the request for the granting of the proxy

The Promoter intends to carry out the proxy solicitation with reference to the **third item and fourth items** on the agenda of the Shareholders' Meeting.

The solicitation referred to in this Prospectus is aimed at obtaining approval of the following resolution proposals formulated by KKCG Maritime in relation to the above-mentioned items on the agenda and submitted by KKCG Maritime upon the filing of the slate containing the names of the candidates for the office of director of the Company together with the filing of the slate containing the names of the candidates for the office of statutory auditor of the Company:

Item on the agenda	Resolution proposal of KKCG Maritime and voting instruction solicited
(item 3 on the agenda): <i>Appointment of the Board of Directors</i>	
3.1. <i>Decision on the number of members of the Board of Directors;</i>	The Promoter proposes to set the number of members of the Company's Board of Directors at 10 (ten). Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL
3.2. <i>Decision on the duration of the office of the Board of Directors;</i>	The Promoter proposes to set the term of office of the directors to be appointed at three financial years, i.e. until the date of the shareholders' meeting convened for the approval of the financial statements as at 31 December 2028. Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL
3.3. <i>Appointment of the members of the Board of Directors;</i>	The Promoter proposes to appoint the following persons as members of the Company's Board of Directors: 1. Katarína Kohlmayer 2. Stefano Domenicali 3. Alberto Galassi 4. Karel Komárek

	5. Zuzana Prokopcová 6. Piero Ferrari 7. Jane Eleanor Bardo Townsend 8. Bader Al-Kharafi 9. Francesca Filippini Pinto 10. Kamil Zeman Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL
3.4. <i>Appointment of the Chairman of the Board of Directors;</i>	The Promoter proposes to appoint Karel Komárek as Chair of the Board of Directors. Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL
3.5. <i>Decision on the remuneration of the members of the Board of Directors.</i>	The Promoter proposes to set at Euro 40,000 the annual remuneration of each member of the Board of Directors. Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL
(item 4 on the agenda): <i>Appointment of the Board of Statutory Auditors</i>	
4.1 <i>Appointment of the members of the Board of Statutory Auditors and of its Chairman for the term of offices 2026-2028;</i>	The Promoter proposes to appoint the following individuals as effective members of the Company's Board of Statutory Auditors: 1. Fausto Zanon 2. Claudia Costanza The Promoter proposes to appoint the following individual as alternate member of the Company's Board of Statutory Auditors: 1. Luigi Fontana Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL

4.2 <i>Decision on the remuneration of the members of the Board of Statutory Auditors</i>	The Promoter proposes to set the gross annual remuneration payable to the standing statutory auditors at Euro 40,000 for the Chairman of the Board of Statutory Auditors and Euro 30,000 for each of the other standing statutory auditors, in addition to reimbursement of expenses incurred in connection with the office. Voting indication: IN FAVOUR OF THE PROMOTER'S PROPOSAL
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The *curricula vitae* of each candidate for the office of director of the Company and of each candidate for the office of statutory auditor of the Company are attached as Annex 2 and Annex 3, respectively, and are also available on the Issuer's website (www.ferrettigroup.com, under the section "*Investor Relations – Governance – Shareholders' Meeting*").

It is noted that the Promoter will exercise its voting rights only if the proxy is granted for the purpose of voting in favour of the resolution proposals formulated by KKCG Maritime and indicated above.

Lastly, it is specified that shareholders will be entitled to exercise their voting rights with respect to all items on the agenda, even if not subject to the solicitation, by executing the proxy form attached to this Prospectus.

2. Detailed indication of the reasons for which the Promoter proposes the exercise of voting rights in the manner indicated in the Prospectus and in the proxy form. Indication of any plans concerning the Issuer connected with the solicitation

The proxy solicitation referred to in this Prospectus has as its main objective the appointment by KKCG Maritime of the majority of the members of the Company's Board of Directors, as well as the appointment of the members of the Company's Board of Statutory Auditors. Please refer to the presentation of the Promoter's proposed slate of the members of the Board of Directors in Annex 4 for more information regarding the specific objectives of the Promoter and its strategic proposition relating to the Issuer.

Appointment of the Board of Directors

The proposals concerning the appointment of the Board of Directors (item three on the agenda of the Shareholders' Meeting) are driven by the intention to contribute – through the experience and proven investment track record of the Promoter's group– to the further development and growth of the Company.

The Promoter's intention is to remain a long-term shareholder, focused on active value creation and sustainable share price appreciation of the Company, while supporting the execution capabilities of the current management team and backing the leadership of Mr. Galassi ensuring continuity. The Promoter believes that under the management of Mr. Galassi, the Company will

continue to deliver strong operating performance across its core yacht segments and meet its targets.

In particular, despite solid fundamentals, the Company's equity performance has consistently lagged its benchmarks since listing, highlighting a persistent valuation disconnect. In the Promoter's view, this gap is not driven by operational execution, but rather by structural governance constraints that have limited strategic flexibility and capital deployment. The current Board structure, dominated by candidates appointed by Ferretti International Holding (controlled by the Chinese industrial group Weichai Group), has resulted in suboptimal capital efficiency, a conservative capital allocation framework and a restrained approach to M&A, at a time when the European shipbuilding industry is undergoing accelerated consolidation and transformation.

As a result, in the Promoter's view, meaningful value creation opportunities have not been fully captured. Excess balance sheet liquidity has accumulated, shareholder returns have remained conservative and the Company has not capitalised on a broader range of strategic levers, including accretive M&A, vertical integration, dealership expansion, services platforms and selective brand acquisitions. In addition, the Security Division remains underexploited despite clear defence-driven macro tailwinds and growing European demand, representing an additional vector for future growth.

Against this backdrop, the Promoter intends to implement a targeted governance reset aimed at unlocking Ferretti's full value potential. The Promoter's objective is not disruption, but the establishment of a more qualified, best-in-class Board, capable of constructively challenging, supporting and empowering management. In the Promoter's view, improved governance should enable disciplined but proactive capital allocation, clearer strategic prioritisation and a refreshed equity story.

Accordingly, the slate of directors proposed by the Promoter for the renewal of the Board of Directors includes a number of high-profile, highly credible candidates with extensive experience in luxury, maritime, M&A, capital allocation, governance, capital markets and international industrial operations. This collective skill set is particularly valuable at a juncture when inorganic growth is becoming a critical strategic lever across European shipbuilding and adjacent maritime segments. The proposed slate also strengthens leadership capacity while complying with the independence and gender balance requirements, bringing the Company's governance closer to industry best-in-class standards for listed companies.

The effective implementation of the foregoing is subject to the Promoter appointing the majority of the members of the Company's Board of Directors.

Appointment of the Board of Statutory Auditors

With regard to the Board of Statutory Auditors (fourth item on the agenda of the Shareholders' Meeting), the submission of a slate of candidates by the Promoter is intended to ensure the appointment of individuals with proven experience and independence, capable of providing effective oversight of management and ensuring proper compliance with the applicable regulatory framework, in the interest of all shareholders and the market.

The selection of the candidates has been carried out taking into account the professional qualifications, integrity and independence of judgement required for the role, in line with

governance best practices.

3. Proxy not granted in accordance with the proposal specified under item 1 of this Section

Shareholders adhering to the solicitation promoted by KKCG Maritime will only be entitled to vote in favour of the proposals formulated by KKCG Maritime. The Promoter intends to exercise voting rights solely where the proxy is granted in order to vote in favour of the proposals advanced by the Promoter.

Furthermore, pursuant to Article 138, paragraph 3, of the Issuers' Regulation, shareholders will be entitled to exercise their voting rights with respect to all items on the agenda, even if not subject to the solicitation.

4. Disclosure of any other information necessary to enable the solicited party to make an informed decision regarding the granting of the proxy

Not applicable.

SECTION IV – INFORMATION ON THE GRANTING AND REVOCATION OF THE PROXY

1. Validity of the proxy

For the purposes of the validity of the proxy, the relevant form must be duly signed and dated by the person entitled to exercise the voting rights or, in the case of a legal entity, by the person vested with legal representation powers.

It is hereby reminded that the persons entitled to exercise voting rights who grant the proxy must request their intermediary to communicate to the Issuer, within the time limits and in accordance with the procedures provided for by applicable law, their entitlement to attend the Shareholders' Meeting and to exercise voting rights.

With reference to attendance and voting, it should be noted that:

a) pursuant to Article 83-sexies of the TUF, entitlement to attend the Shareholders' Meeting and to exercise voting rights is evidenced by a communication to the Issuer, made by the intermediary in favour of the person entitled to exercise voting rights, on the basis of the records as at the end of the accounting day of the seventh open-market day prior to the date set for the Shareholders' Meeting (i.e. 5 May 2026 – Record Date);

b) only those who are entitled to exercise voting rights as of such date (5 May 2026) will be entitled to attend and vote at the Shareholders' Meeting.

2. Deadline for the proxy form to be received by the Promoter

Shareholders intending to adhere to the solicitation referred to in this Prospectus must use the proxy form attached to this Prospectus as Annex 1, which must be received by the Promoter, through Georgeson, **by 11:59 p.m. (Italian time) on 12 May 2026**, by one of the following means (the "**Proxy Deadline**"):

- by email to the following address: sollecitazione-kkcg@georgeson.com;
- by registered mail, courier or hand delivery to the following address: Georgeson S.r.l., via Nizza, n. 128, 00187 – Rome, for the attention of Roberta Armentano

Where the proxy is sent by fax or email, without prejudice to the validity of the proxy so transmitted, it is recommended, for operational purposes, that the original be sent by post.

The following documents must be sent together with the proxy form: (i) in the case of natural persons, a photocopy of a valid identification document; and (ii) in the case of legal entities, a photocopy of the certificate issued by the Companies' Register or of a specific power of attorney, evidencing the representative powers of the person signing the proxy in the name and on behalf of the legal entity.

The Promoter shall not assume any responsibility in the event of failure to exercise voting rights in relation to proxies received after the Proxy Deadline and/or proxies which, even if received by such deadline, are not fully compliant with applicable law.

3. Exercise of voting rights by the Promoter in a manner different from that proposed

Pursuant to Article 137, paragraph 3, of the Issuers' Regulation, the Promoter, where expressly authorised by the person entitled to exercise voting rights, may, in the event that material circumstances arise which were unknown at the time the proxy was granted and which cannot be communicated to the delegating party, and which reasonably lead to believe that the delegating party would have given its approval had it been aware thereof, exercise voting rights in a manner different from that indicated.

Should such circumstances arise and the Promoter has not been authorised to exercise voting rights in a manner different from that indicated, the voting instructions shall be deemed confirmed.

4. Revocation of the proxy

The proxy may at any time be revoked by means of a written notice communicated to the Promoter and **to the Delegate Entity by 13 May 2026.**

* * *

For the purposes of the solicitation and collection of the proxy referred to in this Prospectus, the Promoter will avail itself of the Delegate Entity (i.e., Georgeson), through the following individuals, acting severally (with respect to whom, to the best of the Promoter's knowledge, none of the situations referred to in Article 135-decies of the TUF applies):

- Roberta Armentano, born in Castrovillari (CS) on 12.03.1982, Italian tax code RMNRRT82C52C349Y;
- Luca Messina, born in Napoli (NA) on 06/04/1985, Italian tax code MSSLCU85D06F839W;
- Silvia Penso, born in Rome (RM) on 05/04/1979, Italian tax code PNSSLV79D45H501L;
- Andrea Mastrostefano, born in Rome (RM) on 16/11/1973, Italian tax code MSTNDR73S16H501Z.

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Statements of responsibility

Without prejudice to the information regarding the matters on the agenda made available by the Issuer pursuant to applicable law, the Promoter declares that the information contained in this Prospectus and in the proxy form is adequate to enable the solicited party to make an informed decision regarding the granting of the proxy.

The Promoter is also responsible for the completeness of the information disseminated in the course of the solicitation.

* * *

This Prospectus has been transmitted to Consob simultaneously with its dissemination to the recipients of the solicitation.

LIST OF ANNEXES

- Annex 1: Proxy solicitation participation form
- Annex 2: *Curricula vitae* of each candidate for the office of director of the Company
- Annex 3: *Curricula vitae* of each candidate for the office of statutory auditor of the Company
- Annex 4: Engagement Deck

Signed on the Italian version

Annex 1

PROXY FORM

RELATED TO THE PROXY SOLICITATION PROMOTED BY

KKCG Maritime

with reference to the proxy solicitation prospectus published on 23 April 2026

Azúr a.s. – KKCG Maritime ("**KKCG Maritime**" or the "**Promoter**"), through **Georgeson S.r.l.** ("**Georgeson**" or the "**Delegate Entity**"), with registered office in Prague (Czech Republic), Evropská 866/71, Vokovice, 160 00 Prague 6, registered with the Municipal Court of Prague under registration number B 29157, intends to promote a solicitation of proxies (the "**Solicitation**") relating to the ordinary shareholders' meeting of Ferretti S.p.A. (the "**Company**"), convened, on single call, for 14 May 2026 at 10:00 a.m. (Italian time), in accordance with the terms and conditions set out in the notice of call published, inter alia, on the Company's website www.ferrettigroup.com on **2 April 2026** (the "**Meeting**").

The proxy must be received by the Promoter, through the Appointed Representative, **by 11:59 p.m. (Italian time) on 12 May 2026**, using one of the following methods:

- by email, in PDF format, to: sollecitazione-kkcg@georgeson.com
- by post, ordinary registered mail, courier, or hand delivery to the following address: Georgeson S.r.l., Via Nizza no. 128, 00187 – Rome, *to the kind attention of Roberta Armentano*

The proxy may always be revoked by means of a written statement made known to the Promoter through the Appointed Representative, by the day preceding the Meeting and therefore **by 13 May 2026**, using the same methods set out above.

Execution of this proxy form entails no cost for the shareholder granting the proxy.

Individual Grantor

The undersigned _____ (*first name*) _____ (*last name*)

born in _____, on _____, resident in _____ (*city*)

at _____

_____ (*address*)

Italian tax code _____

Contact details _____ (*telephone number and/or email address*)

(please attach a copy of a valid identity document of the grantor)

Corporate Entity or Other Legal Entity Grantor

_____ (*company name*)

with registered office in _____ (city)

_____ (address)

Italian tax code _____;

VAT number (if different from the tax code) _____

represented by its legal representative *pro tempore* _____

Contact details _____ (telephone number and/or email address)

(please attach the following documentation: copy of the certificate issued by the Companies' Register or the special power of attorney or other deed/document evidencing the powers of representation of the person signing the proxy on behalf of the legal entity or other organisation)

holder of the voting rights for the Meeting as at the end of the accounting day of 5 May 2026 (so-called "record date"), in the capacity of::

_____ (shareholder,
pledgee, lender, usufructuary, custodian, manager, legal representative or attorney with power of sub-delegation)

Information to be completed at the discretion of the delegating party:

- communication no. _____ (reference number of the communication provided by the intermediary)
- any identification codes _____

Please note that the holders of voting rights who grant a proxy are required to request the intermediary holding the account on which the shares are registered to notify the Issuer, within the deadlines and in the manner provided for by applicable law, of their entitlement to attend the Meeting and to exercise voting rights.

For this purpose, shareholders are invited to attach a copy of the certification issued by the depositary intermediary (so-called "attendance card").

ACKNOWLEDGING that the proxy granted to the Promoter may contain voting instructions even with respect to only certain proposals on the agenda of the Meeting;

ACKNOWLEDGING that the Promoter, being a party other than the Issuer, will exercise voting rights only if the proxy is granted for the purpose of voting in favour of the proposed resolutions;

HAVING REVIEWED the prospectus relating to the Solicitation, with particular regard to the potential existence of conflicts of interest;

APPOINTS

the Promoter, and for it Georgeson S.r.l., in its capacity as Appointed Representative for the Solicitation and collection of proxies and as proxyholder for the expression of votes, with registered office in Rome, Via Nizza no. 128, or each of the following substitutes indicated by the Appointed Representative, none of whom, to the best of the Bank's knowledge, is subject to any of the situations referred to under Article 135-decies of Legislative Decree no. 58 of 24 February 1998 ("TUF"):

- Roberta Armentano, born in Castrovillari (CS) on 12 March 1982, tax code RMNRRT82C52C349Y;
- Luca Messina, born in Naples (NA) on 6 April 1985, tax code MSSLCU85D06F839W;
- Silvia Penso, born in Rome (RM) on 5 April 1979, tax code PNSSLV79D45H501L;
- Andrea Mastrostefano, born in Rome (RM) on 16 November 1973, tax code MSTNDR73S16H501Z.

to attend and vote at the aforementioned Meeting in accordance with the instructions set out below, with reference to the following ordinary shares of the Issuer:

No. _____, shares recorded in securities account No. _____
held with (custodian intermediary) _____
ABI _____ CAB _____.

Please note that, pursuant to Article 135-novies of the Italian Consolidated Finance Act (CFA), where a shareholder holds shares deposited in more than one securities account, he/she may appoint a different representative for the shares registered in each securities account or, alternatively, appoint a single representative for the shares registered in the different accounts.

A) RESOLUTIONS SUBJECT TO SOLICITATION^(*)

1. Item 3 of the agenda of the Meeting – “Appointment of the Board of Directors”

- 3.1 decision on the number of members of the Board of Directors;
- 3.2 decision on the term of office of the Board of Directors;
- 3.3 appointment of the members of the Board of Directors;
- 3.4 appointment of the Chairman of the Board of Directors;
- 3.5 decision on the remuneration of the members of the Board of Directors.

3.1. decision on the number of members of the Board of Directors. <i>The Promoter proposes to set the number of members of the Company's Board of Directors at 10 (ten).</i>	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy
3.2. decision on the duration of the office of the Board of Directors. <i>The Promoter proposes to set the term of office of the directors to be appointed at three financial years, i.e. until the date of the shareholders' meeting convened for the approval of the financial statements as at 31 December 2028</i>	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy
3.3. appointment of the members of the Board of Directors. <i>The Promoter proposes to appoint the following persons as members of the Company's Board of Directors:</i> 1. Katarína Kohlmayer 2. Stefano Domenicali 3. Alberto Galassi 4. Karel Komárek 5. Zuzana Prokopcová 6. Piero Ferrari 7. Jane Eleanor Bardo Townsend 8. Bader Al-Kharafi 9. Francesca Filippini Pinto 10. Kamil Zeman	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy
3.4. appointment of the Chairman of the Board of Directors. <i>The Promoter proposes to appoint Karel Komárek as Chair of the Board of Directors</i>	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy

3.5. decision on the remuneration of the members of the Board of Directors. <i>The Promoter proposes to set at Euro 40,000 the annual remuneration of each member of the Board of Directors</i>	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy
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2. Item 3 of the agenda of the Meeting – “Appointment of the Board of Statutory Auditor”:

- 4.1 appointment of the members of the Board of Statutory Auditors and of its Chairman for the term of offices 2026-2028;
- 4.2. decision on the remuneration of the members of the Board of Statutory Auditors.

4.1. appointment of the members of the Board of Statutory Auditors and of its Chairman for the term of offices 2026-2028. <i>The Promoter proposes to appoint the following individuals as effective members of the Company's Board of Statutory Auditors:</i> 1. Fausto Zanon 2. Claudia Costanza <i>The Promoter proposes to appoint the following individual as alternate member of the Company's Board of Statutory Auditors:</i> 1. Luigi Fontana	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy
4.2. decision on the remuneration of the members of the Board of Statutory Auditors. <i>The Promoter proposes to set the gross annual remuneration payable to the standing statutory auditors at Euro 40,000 for the Chairman of the Board of Statutory Auditors and Euro 30,000 for each of the other standing statutory auditors, in addition to reimbursement of expenses incurred in connection with the office</i>	☐ Grants the proxy to vote in favour ☐ Does not grant the proxy

Should circumstances arise which were unknown¹ at the time the proxy was granted and which cannot be communicated, the undersigned, with reference to:

1. **Item 3 on the agenda of the Meeting – “Appointment of the Board of Directors: 3.1 decision on the number of members of the Board of Directors; 3.2 decision on the term of office of the Board of Directors; 3.3 appointment of the members of the Board of Directors; 3.4 appointment of the Chairman of the Board of Directors; 3.5 decision on the remuneration of the members of the Board of Directors.”** Choose one of the following options

1st proposal of the promoter: ☐ AUTHORIZES the Promoter to vote differently from the proposal².

2nd proposal of the promoter: ☐ AUTHORIZES the Promoter to vote differently from the proposal.

¹ The vote may be exercised in a manner other than that indicated only where supervening circumstances arise such as to reasonably lead to the conclusion that the delegating shareholder, had it been aware of such circumstances, would have approved thereof.

² In the absence of such authorization, the proxy shall be deemed confirmed.

- 3rd proposal of the promoter:** ☐ AUTHORIZES the Promoter to vote differently from the proposal.
- 4th proposal of the promoter:** ☐ AUTHORIZES the Promoter to vote differently from the proposal.
- 5th proposal of the promoter:** ☐ AUTHORIZES the Promoter to vote differently from the proposal.

2. **Item 4 on the agenda of the Meeting – “Appointment of the Board of Statutory Auditors: 4.1 appointment of the members of the Board of Statutory Auditors and of its Chairman for the term of office 2026–2028; 4.2 decision on the remuneration of the members of the Board of Statutory Auditors.” Choose one of the following options.**

- 1st proposal of the promoter:** ☐ AUTHORIZES the Promoter to vote differently from the proposal.
- 2nd proposal of the promoter:** ☐ AUTHORIZES the Promoter to vote differently from the proposal.

-
- B)** Section B) of the Consob form provided for under Annex 5C of the Issuers’ Regulation is omitted, as the Promoter does not intend to exercise the voting rights in a manner different from its own proposals in the event that the proxy is not granted in accordance with such proposals.
-

C) Other Resolutions (Not Subject to Solicitation) (*)

Item 1 of the agenda of the Meeting – “1. Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend’s distribution: (i) approval of the financial statements for the year ended 31 December 2025, accompanied by the report of the Board of Directors on the performance of operations, the report of the Board of Statutory Auditors and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31 December 2025, including the consolidated sustainability report pursuant to Legislative Decree 125/2024; inherent and consequent resolutions; (ii) allocation of profit for the year and dividend’s distribution; inherent and consequent resolutions.”. Choose one of the following options

- Option a) ☐ grants the proxy: **in favor**
- Option b) ☐ grants the proxy: **against**
- Option c) ☐ grants the proxy: **abstained**
- Option d) ☐ proxy **not granted**

1. **Item 2 of the agenda of the Meeting – “2. Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998: (i) approval of the first section of the Report on the Remuneration Policy and Compensation Paid (i.e., remuneration policy for the financial year 2026) drawn up pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998; (ii) consultative vote on the second section of the report on the remuneration policy and remuneration paid (i.e., report on the remuneration paid in the financial year 2025) drawn up pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998.”. Choose one of the following options**

- Option a) ☐ grants the proxy: **in favor**
- Option b) ☐ grants the proxy: **not in favor**
- Option c) ☐ grants the proxy: **abstained**
- Option d) ☐ proxy **not granted**
-

With respect to the resolutions referred to in the preceding Section C), should circumstances arise that were unknown at the time the proxy was granted³ the undersigned, with reference to:

3. **Item 1 of the agenda of the Meeting – “1. Financial statements of the Company and consolidated financial statements as at 31 December 2025 and dividend’s distribution: (i) approval of the financial statements for the year ended 31 December 2025, accompanied by the report of the Board of Directors on the performance of operations, the report of the Board of Statutory Auditors and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31 December 2025, including the consolidated sustainability report pursuant to Legislative Decree 125/2024; inherent and consequent resolutions; (ii) allocation of profit for the year and dividend’s distribution; inherent and consequent resolutions.”. Choose one of the following options**

Option a) ☐ confirms the voting instructions.

Option b) ☐ revokes the voting instructions (*)

Option c) amends the voting instructions: c) 1. ☐ in favor c) 2. ☐ against c) 3. ☐ abstained c) 4. ☐ proxy not granted

Option d) ☐ authorizes to vote differently from the proposal.

4. **Item 2 of the agenda of the Meeting – “2. Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998: (i) approval of the first section of the Report on the Remuneration Policy and Compensation Paid (i.e., remuneration policy for the financial year 2026) drawn up pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998; (ii) consultative vote on the second section of the report on the remuneration policy and remuneration paid (i.e., report on the remuneration paid in the financial year 2025) drawn up pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998.”. Choose one of the following options**

Option a) ☐ confirms the voting instructions.

Option b) ☐ revokes the voting instructions (*)

Option c) amends the voting instructions: c) 1. ☐ in favor c) 2. ☐ against c) 3. ☐ abstained c) 4. ☐ proxy not granted

Option d) ☐ authorizes to vote differently from the proposal.

(*) Pursuant to Article 138, paragraph 6, of the Issuers’ Regulation, with reference to resolution proposals for which no voting instructions have been given, the shares are nevertheless taken into account for the purposes of the valid constitution of the Shareholders’ Meeting; such shares are not, however, taken into account for the purposes of calculating the majority and the portion of share capital required for the approval of the resolutions.

The undersigned _____ (name and surname of the signatory, only if different from the shareholder) signs this proxy form in the capacity of (please tick the relevant box)

- ☐ shareholder
- ☐ pledgee
- ☐ securities lender
- ☐ usufructuary
- ☐ custodian
- ☐ asset manager
- ☐ legal representative or attorney-in-fact with power of sub-delegation

³ Where significant circumstances arise that were unknown at the time the proxy was granted and cannot be communicated to the principal, it is possible to choose between: (a) confirmation of the voting instructions already given; (b) revocation of the voting instructions already given; or (c) amendment of the voting instructions already given; d) the authorization granted to the Promoter to cast a vote different from that indicated in Section C) of this form where supervening circumstances arise such as to reasonably lead to the conclusion that the delegating shareholder, had it been aware of such circumstances, would have modified its voting instructions accordingly. If no choice is made, the voting instructions granted shall be deemed to be confirmed.

Date_____

Signature_____

REGULATORY APPENDIX

Legislative Decree No. 58 of 24 February 1998 ("CFA")

Section II-ter – Voting Proxies

Art. 135-novies (Representation at the Shareholders' Meeting)

1. The person entitled to vote may indicate a single representative for each assembly, without prejudice to the right to indicate one or more substitutes.
2. Notwithstanding paragraph 1, the person entitled to vote may delegate a different representative for each of the accounts, intended to record the movements of financial instruments, on the basis of which the communication provided for in Article 83-sexies has been made.
3. Notwithstanding paragraph 1, if the person indicated as the holder of the shares in the communication provided for in Article 83-sexies acts, including through fiduciary names, on behalf of his clients, he may indicate as representative the persons on whose behalf he acts or one or more third parties designated by such parties.
4. If the delegation provides for this option, the delegate may be replaced by a person of his or her choice, subject to compliance with Article 135-decies, paragraph 3, and without prejudice to the right of the represented person to indicate one or more substitutes.
5. The representative may, instead of the original, deliver or transmit a copy, including on electronic support, of the proxy, certifying under his/her own responsibility that the proxy conforms to the original and the identity of the delegating party. The representative shall keep the original of the proxy and keep track of any voting instructions received for one year from the conclusion of the Shareholders' Meeting.
6. The proxy may be granted by means of an electronic document signed in electronic form pursuant to Article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005. Companies shall indicate in their bylaws at least one method of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply in the case of transfer of shares by proxy.
8. Without prejudice to the provisions of Article 2372 of the Italian Civil Code. By way of derogation from Article 2372, second paragraph, of the Italian Civil Code, SGRs, SICAVs, management companies of harmonised funds, as well as non-EU entities carrying out collective asset management activities, may grant a proxy for more than one shareholders' meeting.

Art. 135-decies (Conflict of interest of the representative and substitutes)

1. The granting of a proxy to a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances from which such conflict arises and provided that there are specific voting instructions for each resolution in relation to which the representative must vote on behalf of the shareholder. It is up to the representative to prove that he or she has communicated to the shareholder the circumstances giving rise to the conflict of interest. Article 1711, second paragraph, of the Civil Code does not apply.
2. For the purposes of this Article, there shall in any event be a conflict of interest where the representative or substitute:
 - a. controls, even jointly, the company or is controlled by it, even jointly, or is subject to common control with the company;
 - b. is connected with the company or exercises a significant influence over it, or the latter exercises a significant influence over the representative himself;
 - c. is a member of the administrative or supervisory body of the company or of the persons indicated in letters a) and b);
 - d. is an employee or auditor of the company or of the persons indicated in letter a);
 - e. is the spouse, relative or relative within the fourth degree of the subjects indicated in letters from a) to c);

- f. is linked to the company or to the persons indicated in letters a), b), c) and e) by self-employment or subordinate employment relationships or by other relationships of a financial nature that compromise their independence.
3. The replacement of the representative with a substitute in conflict of interest is allowed only if the substitute has been indicated by the shareholder. In this case, paragraph 1 shall apply. The reporting obligations and the related burden of proof remain with the representative.
4. This article shall also apply in the case of transfer of shares by proxy.

Section III – Solicitation of proxies

Art. 136 (Definitions)

1. For the purposes of this section, the following definitions shall apply:
 - a. "proxy of votes" means the conferral of representation for the exercise of voting rights in shareholders' meetings;
 - b. "solicitation" means a request to more than two hundred shareholders on specific voting proposals for voting proxies or accompanied by recommendations, statements or other information likely to influence voting;
 - c. "sponsor" means the entity, including the issuer, or entities that jointly promote the solicitation.

Art. 137 (General provisions)

1. Articles 135-novies and 135-decies shall apply to the granting of voting proxies pursuant to this section
2. The clauses of the Articles of Association which limit representation at shareholders' meetings in any way shall not apply to voting proxies granted in accordance with the provisions of this section.
3. The bylaws may contain provisions to facilitate the expression of votes by proxy by employee shareholders
4. The provisions of this section shall not apply to cooperative societies.
- 4-bis. The provisions of this section also apply to Italian companies with financial instruments other than shares admitted with the consent of the issuer to trading on regulated markets in Italy or in other countries of the European Union, with regard to the conferral of representation for the exercise of voting rights in the shareholders' meetings of the holders of such financial instruments.

Art. 138 (Solicitation)

1. The solicitation shall be made by the sponsor by means of the dissemination of a prospectus and a proxy form.
2. The vote relating to the shares for which the proxy has been granted shall be exercised by the promoter. The promoter may be replaced only by those expressly indicated in the proxy form and in the solicitation prospectus.

Art. 141 (Shareholders' associations)

1. The solicitation to grant voting proxies accompanied by recommendations, statements or other indications capable of influencing the vote, addressed by shareholders' associations to their own members, shall not constitute a solicitation within the meaning of Article 136, paragraph 1, letter b), provided that such associations:
 - a. are established by means of a notarised private deed;
 - b. do not carry out any business activity, except for those activities directly instrumental to the achievement of their associative purpose;
 - c. are composed of at least fifty natural persons, each of whom owns a number of shares not exceeding 0.1 per cent of the share capital represented by shares carrying voting rights.
2. The proxies granted to the shareholders' association pursuant to paragraph 1 shall not be taken into account for the purposes of calculating the limit of two hundred shareholders provided for in Article 136, paragraph 1, letter b).

Art. 142 (Proxy to vote)

1. The voting proxy is signed by the delegating party, may be revoked and may be granted only for individual shareholders' meetings already called, with effect for any subsequent calls; it cannot be issued blank and indicates the date, the name of the delegate and the voting instructions.
2. La delega può essere conferita anche solo per alcune delle proposte di voto indicate nel modulo di delega o solo per alcune materie all'ordine del giorno. Il rappresentante è tenuto a votare per conto del delegante anche sulle materie iscritte all'ordine del giorno, sulle quali abbia ricevuto istruzioni, non oggetto della sollecitazione. Le azioni per le quali è stata conferita la delega, anche parziale, sono computate ai fini della regolare costituzione dell'assemblea.

Art. 143 (Liability)

1. The information contained in the prospectus or in the proxy form and any information disseminated during the solicitation must be suitable to allow the shareholder to make an informed decision; the promoter is responsible for eligibility.
2. The promoter is responsible for the completeness of the information disclosed during the solicitation.
3. In proceedings for compensation for damages resulting from a breach of the provisions of this section and the relevant regulations, the promoter shall bear the burden of proving that it acted with the required diligence.

Art. 144 (Carrying out solicitation and collection)

1. Consob shall establish by regulation rules of transparency and fairness for the conduct of the solicitation and collection of proxies. The regulation, in particular, regulates:
 - a. the content of the prospectus and the proxy form, as well as the methods of dissemination thereof;
 - b. suspend the activity of solicitation and collection of proxies, as well as the conditions and procedures to be followed for the exercise and revocation of the same;
 - c. the forms of collaboration between the promoter and the persons in possession of the information relating to the identity of the members, in order to allow the solicitation to be carried out.
2. Consob shall:
 - a. require that the prospectus and the proxy form contain supplementary information and establish particular methods of dissemination of the same;
 - b. suspend the solicitation activity in the event of a well-founded suspicion of violation of the provisions of this section or prohibit it in the event of ascertained violation of the aforementioned provisions.
 - c. exercise the powers provided for in Articles 114, paragraph 5, and 115, paragraph 1, with regard to the promoters.
4. In cases where the law provides for forms of control over shareholdings in the capital of companies, a copy of the prospectus and the proxy form must be sent to the competent supervisory authorities before the solicitation. The authorities prohibit solicitation if it jeopardizes the pursuit of the objectives inherent in the controls on shareholdings.

Provisions of Consob Regulation no. 11971/1999 (Issuers' Regulation)

Chapter II – Solicitation of proxies

Art. 135 (Definitions)

1. For the purposes of this Chapter, the definitions of "intermediary" and "last intermediary" established in Article 2 of the Single Provision on post-trading adopted by Consob and the Bank of Italy on 13 August 2018, as subsequently amended, shall apply.

Art. 136 (Solicitation procedure)

1. Any person intending to promote a solicitation of proxies shall send a notice to the issuing company, which shall publish it without delay on its website, to Consob, to the market operator and to the central depository of shares.
2. The notice shall indicate:
 - a. the identification data of the promoter and the issuing company of the shares for which the conferral of the proxy is requested;
 - b. the date of the call of the Shareholders' Meeting and the list of items on the agenda;
 - c. the procedures for publishing the prospectus and the proxy form as well as the
 - d. website on which these documents are made available;
 - e. the date from which the person entitled to vote may request the prospectus and the
 - f. proxy form from the promoter or view them from the operator of the market ;
 - g. the resolution proposals for which the solicitation is intended to be carried out
3. The prospectus and the form, containing at least the information provided for in the schedules set out in Annexes 5B and 5C, shall be published at the same time as the issuing company, Consob, the market operator and the central depository and shall be made available without delay on the website indicated by the promoter pursuant to paragraph 2, letter c). Such a website may be that of the issuer, with the consent of the latter. The central depository shall inform the intermediaries without delay of the availability of the prospectus and the proxy form.
5. The promoter shall deliver the form together with the prospectus to anyone who requests it.
6. Any changes to the schedule and the form made necessary by supervening circumstances shall be promptly announced in the manner indicated in paragraph 3.
7. At the request of the promoter:
 - a. the central depository shall communicate electronically, within one working day of receipt of the request, the identification data of the participating intermediaries in whose accounts the shares of the issuing company are registered as well as the relative number of shares;
 - b. intermediaries shall communicate electronically, within three working days of receipt of the request:
 - the identification data of the subjects, who are entitled to vote, who have not expressly prohibited the communication of their data, in relation to which they act as the last intermediaries as well as the number of shares of the issuing company registered in their respective accounts;
 - the identification data of the persons who have opened accounts as intermediaries and the number of shares of the issuing company respectively recorded on these accounts;
 - c. the issuing company shall make available on electronic support, within three working days of receipt of the request, the identification data of the shareholders and the other results of the shareholders' register and other communications received pursuant to legal or regulatory provisions.
8. As from the publication of the notice referred to in paragraph 1, any person who disseminates information relating to the solicitation shall simultaneously notify the market operator and to Consob, which may request the dissemination of clarifications and clarifications.
9. The costs relating to the solicitation shall be borne by the promoter.
10. The mere decision, taken by several parties, to jointly promote a solicitation is not relevant for the purposes of the obligations provided for by Article 122 of the CFA.

Art. 137 (Obligations of conduct)

1. The promoter shall behave with diligence, fairness and transparency.
2. In contacts with the solicited parties, the promoter shall refrain from carrying out the activity with regard to those who have declared themselves not interested, provide the requested clarifications in an understandable manner and illustrate the reasons for the solicitation, highlighting, in any case, the implications deriving from its own business or shareholding relationships or those belonging to its group, with the issuing company or with persons belonging to the latter's group.
3. The promoter, other than the issuing company, informs that, where expressly authorized by the person requested, in the event that significant circumstances occur, unknown at the time of issuing the proxy and which cannot be communicated to him, such as to reasonably suggest that the same, if he had known them, would have given his approval, the vote may be exercised in a manner different from that proposed.

4. The sponsor shall maintain confidentiality regarding the results of the solicitation.
5. The promoter shall give notice by means of a press release, issued without delay in the manner indicated in Article 136, paragraph 3, of the casting of the vote, of the reasons for any vote exercised in a manner different from that proposed pursuant to paragraph 3, and of the outcome of the vote.
6. Pursuant to Article 142, paragraph 2, of the CFA, the person exercising the vote at the Shareholders' Meeting is required to vote on behalf of the delegating party also on the items on the agenda for which the promoter has not made proposals, according to the will expressed by the delegating party in the proxy form pursuant to Article 138, paragraph 3.
7. The promoter may not acquire voting proxies pursuant to Article 2372 of the Civil Code.

Art. 138 (Conferment and revocation of the proxy to vote)

1. For the purpose of granting the proxy, the person entitled to vote shall send the proxy form to the promoter, also as an electronic document signed in electronic form, pursuant to Article 20, paragraphs 1-bis and 1-ter, of Legislative Decree no. 82 of 7 March 2005.
2. The promoter shall decide whether to exercise the vote even in a manner that does not comply with its proposals and shall provide an indication of this choice in the prospectus. If the request for proxies is promoted by the issuing company, the latter is required to exercise the vote even in a manner that does not comply with its proposals.
3. The person entitled to vote who has granted the proxy, even partial, may cast his vote on the items on the agenda for which the promoter has not requested the granting of the proxy, using the same proxy form. For the same matters, the promoter is prohibited from making recommendations, declarations or other indications capable of influencing the vote.
4. In the cases provided for in paragraphs 2 and 3, the promoter, if different from the issuing company, may express, if expressly authorized by the delegating party, a vote that differs from that indicated in the instructions in the event of significant circumstances occurring, unknown at the time of issuing the proxy and which cannot be communicated to the delegating party, such as to reasonably suggest that the latter, if it had known them, it would have given its approval, or in the event of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting.
5. In the cases provided for in paragraph 4, the promoter shall declare at the shareholders' meeting:
 - a. the number of votes cast in a manner that differs from the instructions received or, in the case of additions to the resolution proposals submitted to the Shareholders' Meeting, expressed in the absence of instructions, with respect to the total number of votes exercised, distinguishing between abstentions, votes against and votes in favor;
 - b. the reasons for the vote expressed in a manner that differs from the instructions received or in the absence of instructions
6. In the cases provided for in paragraphs 3 and 4, in relation to the resolution proposals for which no voting instructions have been given and the authorization to express a vote different from that indicated in the instructions has not been granted, the shares shall in any case be taken into account for the purposes of the regular constitution of the shareholders' meeting; however, the same shares are not taken into account for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.
7. The proxy shall be revoked by means of a written declaration, issued in accordance with the procedures provided for in paragraph 1, brought to the attention of the promoter at least the day before the meeting.

Art. 139 (Interruption of the solicitation)

1. In the event of interruption of the solicitation for any reason, the promoter shall give notice in the manner provided for in Article 136, paragraph.
2. Unless otherwise reserved in the prospectus, the promoter shall in any case exercise the right to vote for the shares for which the proxy was granted before the publication of the notice provided for in paragraph 1. This provision does not apply where the interruption of the solicitation is ordered pursuant to Article 144, paragraph 2, letter b) of the CFA.

CURRICULUM VITAE

Full name	Katarína Kohlmayer
Date of birth / Age	26 December 1967 (Age: 58)
Positions held with Ferretti S.p.A. and other members of its group	None
Overview	Katarína Kohlmayer is a senior financial executive and board member with extensive experience in corporate finance, mergers and acquisitions and capital markets. As Chief Financial Officer and a member of the board at KKCG Group, she oversees financial strategy, financing, banking relationships, M&A activities and ESG across a diversified international investment group. She brings significant international investment banking experience from 15 years at Morgan Stanley, with a focus on M&A and capital markets transactions. She is recognised for her strong financial expertise, strategic insight and extensive board-level experience across multiple jurisdictions. She serves on a number of boards of KKCG group companies including publicly listed Allwyn AG. She earned an MBA from Harvard Business School.
Management and control offices held	• Allwyn AG – Member of the Board of Directors (March 2026 – Present) • ALLWYN ENTERTAINMENT LTD (formerly SAZKA GROUP UK 2 LTD) – Director (January 2021 – Present) • ALLWYN ENTERTAINMENT FINANCING (UK) PLC – Director (January 2022 – Present) • Allwyn International AG (formerly Allwyn International a.s.) – Member of the Board of Directors (October 2024 – Present) • Allwyn North America Inc. (formerly Camelot Global Services (North America) Inc.) – Director (March 2023 – Present) • Allwyn Services Czech Republic a.s. (formerly SAZKA Group CZ a.s.) – Member of the Board of Directors (December 2020 – Present) • ALLWYN SERVICES UK LTD (formerly SAZKA GROUP UK LIMITED) – Director (May 2020 – Present) • ALLWYN UK HOLDING LTD (formerly SAZKA GROUP UK HOLDING LTD) – Director (January 2021 – Present) • ALLWYN UK HOLDING B LTD (formerly ALLWYN FINANCING (UK) LTD) – Director (January 2022 – Present)

	• ALLWYN UK HOLDING C LTD – Director (December 2022 – Present) • Allwyn US Holding Inc. – Director (March 2023 – Present) • Azúr a.s. – Member of the Supervisory Board (October 2024 – Present) • Camelot UK Lotteries Limited – Director (February 2023 – Present) • Casinos Austria Aktiengesellschaft – Member of the Supervisory Board (July 2018 – Present) • KKCG Advisory a.s. – Member of the Board of Directors (December 2024 – Present) • KKCG Group AG (formerly KKCG AG) – Member of the Board of Directors (December 2024 – Present) • KKCG LIQUIDITY SOLUTIONS LTD – Director (June 2025 – Present) • KKCG Methanol Holdings LLC (formerly KKCG US LLC) – Manager (March 2016 – Present) • KKCG Services a.s. (formerly KKCG a.s.) – Member of the Board of Directors (January 2025 – Present) • KKCG UK Advisory LTD – Director (November 2024 – Present) • KKCG US Advisory LLC – Director (July 2019 – Present) • Liberty One O&M LLC – Officer (April 2023 – Present) • Liberty One Methanol LLC – Manager (July 2018 – Present) • Liberty Two Methanol LLC – Officer (April 2023 – Present) • Metanol d.o.o. – Director (May 2016 – Present) • MND Group AG – Member of the Board of Directors (December 2016 – Present) • OPAP S.A. (Hellenic Football Prognostic Organization S.A.) – Member of the Board of Directors (Non-Executive) (June 2022 – Present) • Österreichische Lotterien GmbH – Member of the Supervisory Board (May 2022 – Present) • Rezervoarji d.o.o. – Director (May 2016 – Present) • US Methanol LLC – Manager (March 2016 – Present) • US Methanol Midco LLC – Manager (October 2022 – Present)
Major appointments and	• KKCG AG – Group CFO, London, Prague (April 2014 – Present)

other professional experience	• VTB Capital – Managing Director, Moscow, Russia (October 2011 – April 2014) • Morgan Stanley – Managing Director (August 1996 – August 2011)
Educational background	• Harvard Business School – Master of Business Administration (1996) • University of Economics in Bratislava – Degree in Economics (1992)
Additional information	• Owner of 43,426 shares in Ferretti S.p.A. (0.01%) • Languages – Slovak/Czech (native), English (fluent), Russian (fluent), German (working knowledge)

STEFANO DOMENICALI

President & CEO, Formula 1®

Stefano Domenicali has been President & CEO, Formula 1® since January 2021.



Born in Imola in 1965, after studying economics and business at the University of Bologna, he indulged his passion for motorsport and joined Ferrari in Maranello in 1991.

He took on positions of increasing responsibility, becoming Head of Business Planning/Control & International Race Director at the Ferrari-owned Mugello circuit in 1993, and later Personnel and Organizational and Sponsorship Manager.

In 1998 he was appointed Formula 1 team manager. In 2004 he assumed the position of Ferrari's Formula 1 Sports Director and in 2008 became Team Principal of Scuderia Ferrari, contributing to the Ferrari team's many victories.

In 2014 he joined Audi AG as Vice President New Business Initiatives. In 2016 he was appointed Chairman & Chief Executive Officer of Automobili Lamborghini S.p.A. Under his stewardship, Automobili Lamborghini achieved significant milestones with sales up 43%, more than 8 thousand cars delivered, and new models that have contributed to the brand's international success in the luxury segment.

As Formula 1 President and CEO, he is currently Co-chairman of the F1 Commission and Member of the WMSC FIA.

In 2019, he was a Member of the UEFA Organization Committee on the occasion of the European Under-21 Football Championship.

Stefano Domenicali is currently a Member of the Board of Directors of Brunello Cucinelli S.p.A and Ferretti Group.

He has been a member of the Technical Scientific Committee of Hyperloop Italia since 2021 and a member of the International Advisory Board - Bologna Business School.

From 2019 to 2021 he was President of the Automotive Industry of Confindustria Emilia and Member of the Advisory Board for Foreign Investors of Confindustria. From 2020 to 2021 he served as Vice-President of the Altagamma Foundation.

In 2022 on the recommendation of His Most Reverend Eminence Cardinal Mauro Gambetti he was appointed Member of the Sustainability Committee of the Fratelli Tutti Foundation.

The Vatican City Foundation was established to reach out to the world and continue the mission of St. Peter and the Pontiff, his successor.

In 2022, he was awarded the Collare D'Oro maximum sports honor issued by CONI

In October 2000, the Mayor of the City of Imola bestowed upon Stefano Domenicali the City's highest honor "The Grifo of the City of Imola"

In May 2023, the Mayor of the City of Imola bestowed on Stefano Domenicali "The Keys of the City of Imola"

In 2002, he was awarded the honor of Officer of the Order of Merit of the Italian Republic and in 2019 that of Commendatore.

On June 2, 2023, he was appointed Cavaliere del Lavoro decorated with the Ordine al "Merito del Lavoro" (Order of Merit for Labour) by the President of the Italian Republic - June 2023

On October 14, 2023 NIAF's 48th Anniversary Gala honoree Stefano Domenicali the NIAF (National Italian American Foundation) Leonardo da Vinci Award in Sports Management

On November 2023 he was awarded the Premio Leonardo 2023

He combines his passion for racing with basketball, soccer, mountain sports and aviation. Stefano Domenicali gives talks and seminars at leading international university institutions, including Columbia University in New York, Harvard Business School, Stanford University, and SDA Bocconi.

CURRICULUM VITAE

Full name	<i>Alberto Galassi</i>
Date of birth / Age	<i>23 December 1964 (age: 62)</i>
Positions held with Ferretti S.p.A. and other members of its group	• Ferretti S.p.A. – Chief Executive Officer and Executive Director (Appointed to the Board on 23 October 2013; appointed Chief Executive Officer on 23 May 2014) • Director in a number of subsidiaries of the Group
Overview	<i>Mr. Alberto Galassi has over 20 years of corporate and business experience. He began his career as a lawyer before moving into senior executive and board roles across industrial, aviation and sports organisations. For the past 12 years, he has served as Chief Executive Officer of Ferretti, leading the company through a period of significant value creation.</i>
Management and control offices held	• Ferretti S.p.A. – Chief Executive Officer and Executive Director (May 2014 – Present) • Manchester City Football Club – Board member (June 2012 – Present) • Palermo Football Club S.p.A. – Board member (July 2022 – Present)
Major appointments and other professional experience	• Piaggio Aero Industries S.p.A. – Chairman (2014) • Piaggio Aero Industries S.p.A. – Chief Executive Officer (2009 – 2014) • Piaggio Aero Industries S.p.A. – Board member and member of the Executive Committee; responsible for sales and marketing (2000 – 2009) • Novico S.p.A. – Board member (1995 – 1997) • Studio Legale Capece Minutolo – Lawyer, specialising in administrative law and international arbitration (1993 – 2000)

Educational background	• University of Modena, Italy – Degree in Law (1990)
Additional information	• Admitted as a lawyer to the Italian Bar Association in 1996



KAREL KOMAREK

DATE OF BIRTH: 15 March 1969

PLACE OF BIRTH: Hodonin, Czech Republic

NATIONALITY: Czech



PROFESSIONAL SUMMARY

- Karel Komarek is the founder and chairman of the board of KKCG, one of Europe's fastest growing investment and innovation groups, with expertise in lottery and gaming, energy, technology, and real estate. KKCG and its portfolio companies employ over 16,000 people in 40+ countries, primarily in Europe and North America, with more than €15 billion in assets under management.
- Mr. Komarek is an entrepreneur, investor, and philanthropist with a thirty-year track record of building successful businesses and is responsible for the group's long-term strategic development. With investments spanning renewable energy, AI, and human performance technology, from start-ups to industry stalwarts, Mr. Komarek is committed to achieving lasting, sustainable impact, both commercially and charitably.
- Together with his wife Stepanka Komarkova, he co-founded the Karel Komarek Family Foundation (KKFF) which focuses on community development, sustainable transformation of urban spaces and the support of culture and arts education. A former Co-Chair of the Kennedy Center International Committee on the Arts, and Co-Founder of the celebrated Dvorak Prague Music Festival. Mr. Komarek is a proud patron of performing arts and advocate of classical music.
- Aligned with his belief in challenging the status quo and passion for sport, Mr. Komarek co-launched the More Than Equal project, a program seeking the first female Formula 1 World Champion, in 2022.

WORK EXPERIENCE

Mr. Komarek is a Founder / General Manager / Chairman of corporate bodies of various companies within the KKCG Group, among others:

KKCG Group AG, Lucerne, Switzerland <i>Chairman of the Board of Directors</i>	2016 – present
Allwyn AG, Lucerne, Switzerland <i>Chairman of the Board of Directors</i>	2020 – present
Allwyn International AG, Lucerne, Switzerland <i>Chairman of the Board of Directors</i>	2016 – present
US Methanol LLC, USA <i>Director</i>	2016 – present
MND a.s., Hodonin, Czech Republic <i>Chairman of the Board of Directors</i>	2010 – 2026

Mr. Komárek's professional background in non-profit companies outside the KKCG Group:

Karel Komarek Family Foundation <i>Founder</i>	2017 – present
Nadace Promeny Karla Komarka (in 2024 merged with Karel Komarek Family Foundation) <i>Founder</i>	2006 – 2024

OTHER

Languages: Czech (native speaker), English (fluent).

CURRICULUM VITAE – Appendix

Positions held with Ferretti S.p.A. and other members of its group	None
Management and control offices held	• Allwyn AG (CHE) (formerly SAZKA Entertainment AG) – Chairman of the Board of Directors (November 2020 – Present) • Allwyn AG (LUX) – Member of the Board of Directors (March 2026 – Present) • Allwyn International AG (formerly Allwyn International a.s.) – Chairman of the Board of Directors (October 2024 – Present) • AUTOKLUB SPEED v AČR – Chairman of the Members' Meeting (February 2017 – Present) • KKCG Advisory a.s. – Chairman of the Board of Directors (December 2024 – Present) • KKCG Group AG (formerly KKCG AG) – Chairman of the Board of Directors (December 2024 – Present) • KKCG Holding AG – Chairman of the Board of Directors (December 2015 – Present) • Liberty One Methanol LLC – Director (July 2018 – Present) • MND Group AG – Chairman of the Board of Directors (December 2015 – Present) • Montirolo AG – Chairman of the Board of Directors (September 2019 – Present) • More Than Equal Limited – Director (June 2022 – Present) • Nadace Karel Komárek Family Foundation – Chairman of the Foundation Board (June 2017 – Present) • US Methanol LLC – Director (March 2016 – Present) • V Racing AG – Chairman of the Board of Directors (May 2023 – Present) • Valea Art AG – Member of the Board of Directors (June 2022 – Present) • Valea Real Estate AG – Chairman of the Board of Directors (July 2024 – Present) • Villa du Lac AG – Chairman of the Board of Directors (April 2021 – Present) • American Racing Challenger Team USA LLP – Chairman (March 2026 – Present)

Additional information	• <i>Sole beneficiary of Valea Foundation which indirectly through KKCG Group AG owns KKCG Maritime (Azúr a.s.), which as at the date of this declaration holds 49,030,027 shares (14.49%) in Ferretti S.p.A.</i> • <i>Long-term customer of Ferretti S.p.A. products</i>
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CURRICULUM VITAE

Full name	<i>Zuzana Prokopcová (Soukupová, Tairova)</i>
Date of birth / Age	<i>24 February 1974 (age: 52)</i>
Positions held with Ferretti S.p.A. and other members of its group	<i>None</i>
Overview	<i>Experienced senior financial executive and board member with extensive expertise in audit, risk management, accounting, treasury and corporate governance. She has held numerous supervisory board and audit committee roles in financial institutions and industrial companies and currently serves as Chair of the Audit Committee at publicly listed Moneta Money Bank. Her background includes senior leadership positions in banking, extensive audit experience from PwC and advisory services, as well as executive roles in large corporate groups. She brings strong expertise in internal control systems, financial reporting and regulatory compliance.</i>
Management and control offices held	• MONETA Money Bank, a.s. – Member of the Supervisory Board (November 2024 – Present) • MONETA Money Bank, a.s. – Member of the Audit Committee (October 2017 – Present); Chair (November 2024 – Present) • MONETA Stavební Spořitelna, a.s. – Member of the Audit Committee (April 2020 – Present); Chair (November 2024 – Present) • Kofola Československo, a.s. – Member of the Audit Committee (December 2018 – Present); Chair (November 2023 – Present) • Foundation MONETA Clementia – Vice-Chair of the Management Board (April 2021 – Present) <i>Responsibilities include oversight of internal audit, risk management and accounting functions, as well as statutory duties related to supervisory and governance roles.</i>

Major appointments and other professional experience	• PPF Group N.V. – Member of the Supervisory Board and Audit Committee (September 2021 – April 2026) • Česká televize – Vice-Chair of the Supervisory Commission of the Council of Czech Television (November 2020 – November 2024) • PPF Financial Holding, a.s. – Member of the Audit Committee (September 2021 – January 2023) • Wüstenrot hypoteční banka a.s. – Member of the Audit Committee (April 2020 – December 2020) • Moore Stephens s.r.o. – Chief Operating Officer (October 2017 – April 2018) • Český Aeroholding, a.s. – Vice-Chairman of the Board of Directors (June 2014 – March 2016) • PricewaterhouseCoopers Audit, s.r.o., Prague, Czech Republic, Director, Assurance Services & Advisory Services, (July 2010 – June 2014) • PricewaterhouseCoopers, Almaty, Kazakhstan, Director, Assurance Services & Advisory Services (January 2008 – June 2010) • PricewaterhouseCoopers, Moscow, Russia, Director, member of the Regional Assurance Services Management Group (January 2007 – December 2007) • PricewaterhouseCoopers Audit, s.r.o., Prague, Czech Republic, Senior Manager, Assurance Services & Advisory Services, (1998 – 2006) • IBM Česká republika, s.r.o., Prague, Czech Republic, accountant (1993 – 1998)
Educational background	Vysoká škola ekonomická v Praze (University of Economics, Prague) – Degree in Accounting and Financial Management
Additional information	• Fellow Member of the Association of Chartered Certified Accountants (ACCA), UK • Winner of CFO of the Year 2015 (2nd place) awarded by the CFO Club Czech Republic

CURRICULUM VITAE

Full name	<i>Piero Ferrari</i>
Date of birth / Age	<i>22 May 1945 (age: 80)</i>
Positions held with Ferretti S.p.A. and other members of its group	<i>Ferretti S.p.A.</i> – Non-Executive Director (June 2016 – Present)
Overview	<i>Mr. Piero Ferrari is a senior industrial leader with decades of experience in the automotive and motorsport sector, having held senior management and non-executive roles within the Ferrari Group since the 1960s. He has served in leadership positions across industrial, aerospace, and financial institutions, including listed companies, and has received national honours and honorary academic degrees in recognition of his contribution to industry and engineering.</i>
Management and control offices held	• <i>Ferrari N.V.</i> – Vice-Chairman & Non-Executive Director (listed on NYSE and Borsa Italiana) – Present • <i>Ferrari S.p.A.</i> – Vice-Chairman (1988 – Present) • <i>High Performance Engineering (HPE-COXA)</i> – Founder & Chairman (1998 – Present)
Major appointments and other professional experience	• <i>Ferrari (Group)</i> – Various senior management roles in Motor Sport Division (1970 – 1988) • <i>Piaggio Aerospace</i> – Chairman (1999 – 2014) • <i>Italian Motor Sport Commission</i> – Chairman (1998 – 2001) • <i>BPER Banca S.p.A.</i> – Director & Vice President (listed on Borsa Italiana) – 2002 – 2014
Educational background	• <i>University of Naples Federico II</i> – Honorary Degree in Aerospace Engineering (September 2004) • <i>University of Modena and Reggio Emilia</i> – Honorary Degree in Mechanical Engineering (November 2005)
Additional information	• Awarded the title “<i>Knight of Labor</i>” (<i>Cavaliere del Lavoro</i>) by the President of the Republic of Italy – (October 2004) • Extensive experience managing relationships with suppliers, sponsors and the <i>Fédération Internationale de l’Automobile (FIA)</i>.

CURRICULUM VITAE

Full name	<i>Jane Eleanor Bardo Townsend</i>
Date of birth / Age	<i>25/06/1961</i>
Positions held with Ferretti S.p.A. and other members of its group	<i>None</i>
Overview	<i>Experienced corporate and M&A lawyer with over three decades of cross-border transactional and advisory experience across the UK, Continental Europe, the Middle East and Central & Eastern Europe. Former partner of Allen & Overy LLP, with extensive exposure to public and private company transactions, capital markets, governance and risk management. Significant board-level experience gained as a Global Board member of Allen & Overy LLP during a period of international expansion and structural transformation of the legal services industry. Strong governance, analytical and organisational capabilities, with a proven ability to operate effectively in complex, multi-jurisdictional environments.</i>
Management and control offices held	<i>The candidate has not held any directorships in public companies whose securities are listed on any regulated market during the last three years</i>
Major appointments and other professional experience	• Allen & Overy LLP – Global A&O Board member (2010 – 2014) • Allen & Overy LLP – Partner and Head of Legal Services Centre (2012 – 2019) • Allen & Overy LLP – Corporate/M&A Partner, Prague (2002 – 2012) • Allen & Overy LLP – Regional Managing Partner, Central & Eastern Europe (2004 – 2012) • Allen & Overy LLP – Corporate/M&A Senior Associate & Partner, London and Dubai (1995 – 2002) • Frere Cholmeley, London – Corporate/M&A Associate (1986 – 1994) • Frere Cholmeley, London - Trainee Solicitor (1984 - 1986)
Educational background	• St Catherine's College, University of Oxford (1980 – 1983) • City of London Polytechnic (1983 - 1984) • Admitted as a Solicitor of England & Wales (1986)

Additional information	• <i>Engaged in various voluntary and unpaid roles, including governance-related positions within community and charitable organisations (2019 – Present)</i> • <i>Active mentor for women pursuing careers in business, public and not-for-profit sectors</i>
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BADER NASSER AL-KHARAFI

PERSONAL INFORMATION

Date of Birth: 17/08/1977
Gender: Male
Nationality: Kuwaiti
Marital Status: Married with two children

CAREER PROFILE

Currently holding office as Chairman, CEO, VP and board member of several businesses as part of the Kharafi conglomerate, with an MBA and a degree in Mechanical Engineering, and an exceptional track record in spearheading crucial business development as well as consultancy operations for major firms and social institutions.

EDUCATION

2021 – present IE University, Spain DBA
2016 London Business School MBA
2002 Kuwait University BSc Mechanical Engineering

CERTIFICATIONS

July 2008 – Emak International Academy
Managerial Accounting Course
Mar 2007 – Emak International Academy
Financial Management Course
Apr 2004 – Richardson Sales Program, USA
Sales & Marketing Training
Jan 2002 – Kuwait University
Filtration and Separation Technology

PROFESSIONAL EXPERIENCE

Mobile Telecommunications Co. KSC (Zain Group)

Vice Chairman (2014) | Group CEO (2017)
Pioneer mobile operator in the Middle East; 41.4M+ customers across 7 countries.
Zain KSA: Vice Chairman (2015) | Board Member (2011)
Zain Sudan: Chairman (2018) | Board Member (2011)
Atheer Telecom Iraq (Zain Iraq): Board Member (2012)
AlKhatem Iraq: Managing Director (2013)

Mobile Telecommunication Company Lebanon (MTC)

General Manager (2013 – 2020)
Mobile Interim Com “MIC2” S.A.L., Lebanon – Chairman (Apr 2012–2020)

Coutts & Co.

Middle East Advisory Board Member (2014 – present)
Kuwait British Friendship Society – Member of the Board

Gulf Bank Kuwait

Chairman | Member of the Board | Member of Board Corporate Governance Committee
One of Kuwait's leading financial services providers, 56 branches. (2012 – 2025)

Boursa Kuwait

Chairman of the Board (2025 – Present)
Member of the Board of the Executive Committee
Chairman of Board of Nomination and Remuneration Committee
Chairman of Corporate Governance Committee
Member of the Violations Review Committee (Oct 2019 – Mar 2020)
Won Boursa Kuwait privatization auction; acquired 44% equity stake in the local exchange.

National Investment Company (NIC) Kuwait

Vice Chairman (2024–Present)
Chairman, Board of Nomination and Remuneration (Sep 2023–Present)
Chairman, Board of Directors and Investment Committee (Sep 2022–Present)
Trainee (July–Dec 2002)
Portfolio manages approx. KD 3.6 billion.

Gulf Cables & Electrical Industries Company, Kuwait 2004 – Present

Managing Director (2004 – 2006)
Chairman(2006 – 2022)
Vice Chairman of the Board of Directors (2022– Present)
Head of Investment Committee (2022– Present)
Head of Audit Committee (2022– Present)
Head of Nominations and Remuneration Committee (2022– Present)

PROFESSIONAL EXPERIENCE – CONTINUED –

2016–Present	BNK Holding KSCC – Founder Privately held shareholding company, Kuwait. Diversified portfolio: BNK Automotive: Volvo (Sep 2019), Polestar (Mar 2022), BNK Motion, Ride Safe SVN Kuwait – private membership club & beach resort (Dec 2022–Present) BNK Tech – world-class technology & lifestyle brands (May 2025–Present) Bang & Olufsen – Premium Danish audio-visual products (Oct 2025 – Present)
2015–Present	INJAZ Kuwait Chairman (2022–Present) Vice Chairman (2015–2022) Non-profit delivering entrepreneurship and financial literacy programmes, KG to Grade 12.
Apr 2022–May 2024	Heavy Engineering Industries & Shipbuilding Company (HEISCO), Kuwait Vice Chairman (2022 – 2024): Maintains a significant equity stake via the holding company and largest shareholder
Nov 2020–Present	Family Business Council – Gulf (FBCG) Member of the Board
Jul 2019–Jun 2024	Mentor Arabia Member of the Board
Feb 2018–Present	UNHCR Sustainability Board (MENA) Member of the Board Mandated to provide sustainable and innovative solutions for refugees in the MENA region.
2016–Present	Chatham House Member – The Royal Institute of International Affairs
2011–Present	Refreshment Trading Company (Coca-Cola & Sunkist), Kuwait Member of the Board Director of Group Executive Committee Head of Industrial Activities Group Vice President, Industrial Activities (2007–2012) General Manager, Industrial Projects & IT (2005–2007) Department Manager (2004–2005) Coordination Engineer (2003–2004)
Apr 2008–Present	Foulath Holding B.S.C. – Bahrain Member of the Board Bahrain Steel BSCC: Member of the Board (2006–Present) ISO certified; 5M tons/year iron oxide pellets; ~\$580M annual turnover. United Stainless Steel Company (USCO), Bahrain: Board Member (2006–2015)

PROFESSIONAL EXPERIENCE – CONTINUED –

2003–
Present

Mohammed Abdulmohsin Al-Kharafi & Sons WLL

One of the largest privately owned diversified groups in Kuwait & GCC.

135+ companies in 28+ countries; sectors include construction, trading, manufacturing, investments, development, travel & leisure. Annual turnover exceeding US\$2 billion.

- Director of Group Executive Committee / Head of Industrial Activities (2011 – Present)
- Industrial Activities / Group Vice President (2007 – 2012)
- General Manager (2005 – 2007)
- Department Manager (2004 – 2005)
- Coordination Engineer (2003 – 2004)

MAK Holding Industry, Egypt – Chairman / Vice Chairman (2006 – Present)

- EMAK Brake Systems, Egypt – Chairman / Vice Chairman (est. 1991, ISO 14000)
- Arab Aluminum Company SAE, Egypt – Chairman / Vice Chairman
- National Paper Company, Egypt – Chairman / Board Member (2005–2021)
- EMAK Paper Manufacturing, Egypt – Chairman / Board Member (2004–Present)
- Diamond International Motors Company, Egypt – Vice Chairman (2010–2023)

CURRICULUM VITAE

Full name	<i>Francesca Filippini Pinto (Francesca Filippini)</i>
Date of birth / Age	<i>26 August 1971 (age: 54)</i>
Positions held with Ferretti S.p.A. and other members of its group	<i>None</i>
Overview	<i>Senior executive with over 25 years of experience across senior management roles spanning financial services, business, luxury and the art world, including investment banking at Morgan Stanley and private equity at Permira with a specific focus on consumer and luxury firms at both institutions. She also served as General Manager at Christie's auction house. An experienced international leader with board-level exposure across both commercial and non-profit organisations, she brings a combination of strategic leadership, business development and fundraising expertise.</i>
Management and control offices held	• Francesca Pinto Art Advisory – Independent Curator and Art Advisor (May 2023 – Present) • The Bomb Factory Art Foundation, London (arts charity) – Chair of the Board of Trustees (October 2023 – Present) • The Foundling Museum, London (charity) – Trustee (February 2025 – Present)
Major appointments and other professional experience	• Magnum Photos (London/Paris) – Global Gallery and Retail Director (May 2022 – April 2023) • The Photographers' Gallery (London) – Director of Business Development (October 2017 – April 2022) • Christie's South Kensington (London) – General Manager (September 2015 – October 2017) • The Photographers' Gallery (London) – Head of Development (October 2011 – September 2015) • Permira Private Equity (London) – Investment Executive, Consumer & Luxury Team (March 2007 – January 2009) • Morgan Stanley (London and Milan) – Vice President, Investment Banking Division (July 1995 – February 2006)
Educational background	Clore Leadership Programme (Oxford) – Leadership in the Arts (February 2014)

	University of Glasgow / Christie's Education – Master in Modern & Contemporary Art History (MLitt) with Distinction (October 2009 – September 2011) Università Commerciale Luigi Bocconi (Milan) – Degree Summa Cum Laude (110 e lode/110) in Business Administration (1990 – 1995) HEC Paris – CEMS Master in Management (Autumn 1994) Wharton School, University of Pennsylvania, USA – MBA Exchange Programme (Autumn 1992), full scholarship Liceo Classico "T Mamiani", Pesaro – High School Diploma/Maturita' Classica (60/60)
Additional information	• Languages – Italian (mother tongue); English, French and Spanish (fluent), conversational German • Professional affiliations – RSA Fellow; AWITA member • Arts sector involvement – Judge and advisor for multiple art awards (including Louis Roederer Prize, Ian Parry Award, Bar-Tur Award) • Patronage – Active patron of the Design Museum, Camden Arts Centre and The Photographers' Gallery • Technical skills – Proficient in Microsoft Office; experienced user of Bloomberg, Raisers' Edge and related databases • Interests – Contemporary visual arts and design, classical music, singing, sailing, adventure travelling

CURRICULUM VITAE

Full name	<i>Kamil Zeman</i>
Date of birth / Age	<i>15 September 1991 (age: 34)</i>
Positions held with Ferretti S.p.A. and other members of its group	<i>None</i>
Overview	<i>Kamil Zeman is an investment professional with experience in mergers and acquisitions, corporate strategy, and investment management. He began his career in investment banking at J.P. Morgan in London and New York, where he advised on complex cross-border transactions including M&A, corporate strategy, financing, and IPO, gaining a strong foundation in executing large-scale, high-impact deals.</i> <i>Currently, he serves as Executive Director at KKCG Maritime, where he leads origination, execution and asset management of KKCG Group's maritime portfolio, with a focus on driving strategic initiatives and delivering long-term value creation.</i> <i>He is a graduate of University of Warwick with degree in Accounting and Finance.</i>
Management and control offices held	• <i>Aricoma Capital a.s.</i> - Borad member (September 2021 – Present) • <i>Azúr a.s.</i> - Board member (October 2024 – Present) • <i>Ametyst Holding a.s.</i> - Board member (September 2025 – Present) • <i>SATI Foundation EUROPE z.ú.</i> - Member of the supervisory board (February 2022 – Present)
Major appointments and other professional experience	• <i>KKCG Maritime</i> – Executive Director (January 2020 – Present) • <i>J.P. Morgan</i> – Investment Banking Analyst, Diversified Industries M&A (June 2017 – January 2020)

	• <i>Equus Technology Venture Capital</i> – Visiting Associate (November 2016 – May 2017) • <i>Amazon</i> – Financial Analyst (June 2014 – July 2015)
Educational background	• <i>University of Warwick, Warwick Business School</i> – BSc Accounting and Finance (2013 – 2016)
Additional information	• <i>Languages: Fluent in English, Czech, Slovak</i>

CURRICULUM VITAE

Full name	Fausto Zanon
Age	31 May 1958 (Age: 67)
Positions held with Ferretti S.p.A. and other members of its group	Member of the Board of Statutory Auditors of Ferretti S.p.A. (January 2012 – December 2023) I am currently in the Board of Statutory Auditors of the following subsidiaries of Ferretti S.p.A.: Zago S.p.A., F.Ili Canalicchio S.p.A. and RAM S.p.A.
Overview	Fausto Zanon is an Italian certified public accountant and statutory auditor with extensive experience in audit, corporate governance, and financial reporting. He has held senior roles in leading international audit firms and has served for many years in management and control bodies of industrial, financial, and regulated entities, including listed companies and public-interest organizations.
Management and control offices held	• Ferretti S.p.A. – Member of the Board of Statutory Auditors – (January 2012 – December 2023) • NEIP III SICAF S.p.A. – Member of the Board of Statutory Auditors – (present)

Nome completo	Fausto Zanon
Età	31 maggio 1958 (Età: 67)
Incarichi ricoperti presso Ferretti S.p.A. e altre società del gruppo	Componente del Collegio Sindacale di Ferretti S.p.A. (gennaio 2012 – dicembre 2023) Attualmente componente del collegio sindacale delle seguenti società del Gruppo Ferretti: Zago S.p.A., F.Ili Canalicchio S.p.A. e RAM S.p.A.
Profilo	Fausto Zanon è un dottore commercialista e revisore legale con una consolidata esperienza in ambito di revisione contabile, corporate governance e informativa finanziaria. Ha ricoperto ruoli apicali in primarie società di revisione internazionali e ha svolto incarichi di amministrazione e controllo presso società industriali, finanziarie e organismi di interesse pubblico, incluse società quotate.
Incarichi di amministrazione e controllo ricoperti	• Ferretti S.p.A. – Componente del Collegio Sindacale – (gennaio 2012 – dicembre 2023) • NEIP III SICAF S.p.A. – Componente del Collegio Sindacale – (in corso)

	• Itago SGR S.p.A. – Member of the Board of Statutory Auditors – (present) • Ambrosia S.p.A. – Member of the Board of Statutory Auditors – (present) • RAM S.p.A. – Member of the Board of Statutory Auditors – (present) • Zago S.p.A. – Member of the Board of Statutory Auditors – (present) • F.Ili Canalicchio S.p.A. – Member of the Board of Statutory Auditors – (present) • Calligaris S.p.A. – Member of the Board of Statutory Auditors – (present) • Pratic S.p.A. – Member of the Board of Statutory Auditors – (present) • Stellagroup Italia S.p.A. – Member of the Board of Statutory Auditors – (present) • Fip Mec S.p.A. – Member of the Board of Statutory Auditors – (present) • AREP APS – Member of the Board of Statutory Auditors – (present)		• Itago SGR S.p.A. – Componente del Collegio Sindacale – (in corso) • Ambrosia S.p.A. – Componente del Collegio Sindacale – (in corso) • RAM S.p.A. – Componente del Collegio Sindacale – (in corso) • Zago S.p.A. – Componente del Collegio Sindacale – (in corso) • F.Ili Canalicchio S.p.A. – Componente del Collegio Sindacale – (in corso) • Calligaris S.p.A. – Componente del Collegio Sindacale – (in corso) • Pratic S.p.A. – Componente del Collegio Sindacale – (in corso) • Stellagroup Italia S.p.A. – Componente del Collegio Sindacale – (in corso) • Fip Mec S.p.A. – Componente dell'organo di controllo – (in corso) • AREP APS – Componente del Collegio Sindacale – (in corso)
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	- Fondazione Opera Immacolata Concezione ETS – Vice-Chairman of the Supervisory Board – (present) - Fondazione Rotary Italia Nord Est – Sole Statutory Auditor – (present)		- Fondazione Opera Immacolata Concezione ETS – Vicepresidente del Consiglio di Sorveglianza – (in corso) - Fondazione Rotary Italia Nord Est – Sindaco Unico – (in corso)
Major appointments and other professional experience	- Price Waterhouse – Audit Professional – (September 1983 – October 1990) - Price Waterhouse (Windsor, UK) – Audit Professional (Exchange Program) – (1988 – 1988) - Price Waterhouse – Audit Manager – (1989 – November 1990) - Deloitte & Touche – Partner, Head of Treviso Office – (November 1990 – December 2018) - Fausto Zanon Advisory – Independent Professional Practice – (January 2019 – present) - Alessandro Calligaris & C. S.a.p.A. – Managing Partner – (January 2019 – present)	Principali incarichi e altre esperienze professionali	- Price Waterhouse – Attività di revisione – (settembre 1983 – ottobre 1990) - Price Waterhouse (Windsor, Regno Unito) – Attività di revisione (programma di exchange) – (1988 – 1988) - Price Waterhouse – Manager (Dirigente) – (1989 – novembre 1990) - Deloitte & Touche – Partner, Responsabile dell'ufficio di Treviso – (novembre 1990 – dicembre 2018) - Fausto Zanon Advisory – Esercizio della professione in forma autonoma – (gennaio 2019 – in corso) - Alessandro Calligaris & C. S.a.p.A. – Socio amministratore – (gennaio 2019 – in corso)
Educational background	Degree in Economics and Business Administration – University of Padua	Formazione	Laurea in Economia e Commercio – Università degli Studi di Padova

Additional information	Admitted to the profession of Certified Public Accountant in 1985 Registered Statutory Auditor (1992 – Present) Former Audit Partner at Deloitte & Touche, with responsibility for major Italian corporate groups Languages: Italian (native), English (professional proficiency)
Ulteriori informazioni	Abilitato all'esercizio della professione di Dottore Commercialista dal 1985 Iscritto al Registro dei Revisori Legali dal 1992 Già Partner di Deloitte & Touche con responsabilità su importanti gruppi societari italiani Lingue: italiano (madrelingua), inglese (livello professionale)

CURRICULUM VITAE

Full name	Claudia Costanza
Age	3.4.1967 (Age: 59)
Positions held with Ferretti S.p.A. and other members of its group	None
Overview	Claudia Costanza is an Italian certified public accountant and statutory auditor with over 30 years of professional experience in corporate, tax, and regulatory advisory services. She is characterized by: Strong expertise in corporate governance, statutory auditing, and internal control systems Longstanding experience in board-level oversight roles, particularly within industrial, food, sports, energy, financial services, including listed companies; Proven leadership capabilities as founding partner and manager of a large professional team

Nome completo	Claudia Costanza
Età	3 aprile 1967
Incarichi ricoperti presso Ferretti S.p.A. e altre società del gruppo	Nessuno
Profilo	Claudia Costanza è una dottore commercialista e revisore legale italiana con oltre 30 anni di esperienza professionale nei servizi di consulenza societaria, fiscale e regolamentare. Si contraddistingue per: Solida competenza in materia di corporate governance, revisione legale e sistemi di controllo interno; Consolidata esperienza in ruoli di supervisione a livello di organi societari, in particolare nei settori industriale, alimentare, sport, energetico, dei servizi finanziari anche di società quotate; Comprovate capacità di leadership quale socia fondatrice e responsabile di un ampio team professionale;

	High professional standing, having served in public interest entities, regulated intermediaries, and listed issuers		Elevato profilo professionale, avendo ricoperto incarichi presso enti di interesse pubblico, intermediari vigilati ed emittenti quotati.
Management and control offices held	• CLM Associati – Founding partner (January 2004 – Present) • Claudia Costanza – Independent Practice (December 1994 – December 2003) • Enervit S.p.A. – Standing Statutory Auditor • Mutti S.p.A. – Standing Statutory Auditor • Manifattura Valcison S.p.A. – Chair of the Board of Statutory Auditors • Ferrarini S.p.A. – Standing Statutory Auditor • RIA S.p.A. – Standing Statutory Auditor • Wealthness SIM S.p.A. – Statutory Auditor • Nutramis S.r.l. – Statutory Auditor • Reload S.p.A. – Chair of the Board of Statutory Auditors • Itaca Equity S.r.l. – Sole Statutory Auditor	Incarichi di amministrazione e controllo ricoperti	• CLM Associati – Socio fondatore (gennaio 2004 – in corso) • Claudia Costanza – Esercizio della professione in forma individuale (dicembre 1994 – dicembre 2003) • Enervit S.p.A. – Sindaco effettivo • Mutti S.p.A. – Sindaco effettivo • Manifattura Valcison S.p.A. – Presidente del Collegio Sindacale • Ferrarini S.p.A. – Sindaco effettivo • RIA S.p.A. – Sindaco effettivo • Wealthness SIM S.p.A. – Sindaco • Nutramis S.r.l. – Sindaco • Reload S.p.A. – Presidente del Collegio Sindacale

	• Energia & Servizi S.r.l. – Sole Statutory Auditor • Società Idroelettrica Meridionale S.p.A. – Standing Statutory Auditor • Agricola Moderna S.p.A – Standing Statutory Auditor • E Qui S.r.l. – Chair of the Board of Statutory Auditors • Round Midnight 3 S.r.l. – Director • ESG S.r.l. – Director • CLM Data S.r.l. – Sole Director • Vistage Lombardia S.r.l. – Director		• Itaca Equity S.r.l. – Sindaco Unico • Energia & Servizi S.r.l. – Sindaco Unico • Società Idroelettrica Meridionale S.p.A. – Sindaco effettivo • Agricola Moderna S.p.A – Sindaco effettivo • E Qui S.r.l. – Presidente del Collegio Sindacale • Round Midnight 3 S.r.l. – Consigliere • ESG S.r.l. – Consigliere • CLM Data S.r.l. – Amministratore Unico • Vistage Lombardia S.r.l. – Consigliere
Major appointments and other professional experience	• LTP S.r.l. – Special Attorney	Principali incarichi e altre esperienze professionali	• LTP S.r.l. – Procuratore speciale
Educational background	Degree in Business Administration – Università Luigi Bocconi, Milan Advanced Postgraduate Course in Tax Law – Università Luigi Bocconi	Formazione	Laurea in Economia Aziendale – Università Luigi Bocconi, Milano Corso di perfezionamento in Diritto Tributario – Università Luigi Bocconi

Additional information	Member of the Register of Chartered Accountants of Milan since (No. 4100) (December 1994 – Present) Registered Statutory Auditor with the Italian Ministry of Economy and Finance (No. 67115) (December 1995 – Present) Languages: English (good), Spanish (good oral), French (basic)
Ulteriori informazioni	Iscritta all'Albo dei Dottori Commercialisti di Milano dal 12 dicembre 1994 (n. 4100) Iscritta al Registro dei Revisori Legali presso il Ministero dell'Economia e delle Finanze dal 4 dicembre 1995 (n. 67115) Lingue: inglese (buono), spagnolo (buona conoscenza orale), francese (conoscenza di base)

CURRICULUM VITAE

Full name	Luigi Fontana
Age	21 March 1966 (Age: 60)
Positions held with Ferretti S.p.A. and other members of its group	• Ferretti S.p.A. – Statutory Auditor May 2014– July 2023) • Ferretti International Holding S.p.A. – Statutory Auditor, (June 2014 – November 2023) • CRN S.p.A. – Statutory Auditor, (April 2021 – December 2021)
Overview	Luigi Fontana is an Italian certified public accountant and statutory auditor with long-standing experience in corporate governance, statutory auditing, and tax advisory. He has served in management and control bodies of industrial, financial, and listed companies, including banking and investment services entities, and has extensive experience in complex corporate and insolvency proceedings.
Management and control offices held	• Colorificio Pardo S.p.A. – Member of the Board of Directors, (January 1992 – April 1997) • I.A.T.LI. S.p.A. – Member of the Board of Directors, (July 2010 – July 2013) • Emilia Frutta S.c. coop. a r.l. – Statutory Auditor, (October 2002 – November 2005)

	• Azienda Agricola Rondine Bianca S.r.l. – Statutory Auditor, (June 2003 – October 2005) • Fiorano Due S.p.A. – Statutory Auditor, (June 2003 – February 2006) • F. Immobiliare S.r.l. – Statutory Auditor, (January 2002 – October 2012) • P.A. S.p.A. – Statutory Auditor, (January 2009 – December 2012) • BPER Trust Company S.p.A. – Statutory Auditor, (February 2012 – April 2015) • Cassa di Risparmio di Bra S.p.A. – Statutory Auditor, (April 2018 – July 2020) • Piaggio Aviation S.p.A. – Statutory Auditor, (December 2017 – October 2019) • Banca Popolare dell'Emilia Romagna Soc. Coop. – Substitute Statutory Auditor, (April 2012 – May 2015) • Piaggio Aero Engines Canada S.p.A. – Chairman of the Board of Statutory Auditors, (March 2006 – July 2009) • Campanino S.p.A. – Chairman of the Board of Statutory Auditors, (May 2011 – June 2014) • Modena Football Club S.p.A. – Chairman of the Board of Statutory Auditors, (November 2013 – December 2016) • C.P.C. S.r.l. – Chairman of the Board of Statutory Auditors, (May 2013 – December 2017) • Optima S.p.A. SIM – Chairman of the Board of Statutory Auditors, (April 2021 – November 2023) • Ferretti S.p.A. – Statutory Auditor, (May 2014– July 2023) • Ferretti International Holding S.p.A. – Statutory Auditor, (June 2014 – November 2023) • Restart S.p.A. – Statutory Auditor, (June 2022 – June 2023)
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	• CRN S.p.A. – Statutory Auditor, (April 2021 – December 2021) • RAM S.p.A. – Statutory Auditor, (April 2024 – Present) • Zago S.p.A. – Statutory Auditor, (April 2024 – Present) • Banca Cesare Ponti S.p.a. – Statutory Auditor, (April 2025 – Present) • Trenton S.p.a. - Statutory Auditor (May 2023 – Present) • Palermo Football Club S.p.a. - Chairman of the Board of Statutory Auditors (October 2024- Present) • Fratelli Canalicchio S.p.a. - Chairman of the Board of Statutory Auditors (April 2025 – Present) • Banco di Sardegna S.p.a. - Substitute Statutory Auditor (April 2025- Present) • BPER Real Estate S.p.a. - Substitute Statutory Auditor (April 2024- Present) • BI Banca S.p.a. - Substitute Statutory Auditor (April 2023- Present) • SARDALEASING - Substitute Statutory Auditor (April 2024 – Present) • RI. MA. FER. S.r.l. – Member of the Board of Directors, (January 2007 – Present)
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Major appointments and other professional experience	• S.A.M.CA S.p.A. – Liquidator, (January 1995 – December 1999) • GEFIN S.r.l. – Liquidator, (January 2011 – December 2013) • Club “La Meridiana”, Casinalbo (Modena) – Chairman of the Board of Directors, (January 2008 – December 2013) • Carpi Informatica S.r.l. – Official Receiver, (period not specified) • Green Car di Meo Andrea & C. S.a.s. – Official Receiver, (period not specified) • Salustamp S.r.l. – Official Receiver, (period not specified) • Veronesi Trasporti S.r.l. – Official Receiver, (period not specified) • Freschi Corni Samuele – Official Receiver, (period not specified) • Premier-Inn S.r.l. – Official Receiver, (period not specified) • Bianchini Costruzioni S.r.l. – Official Receiver, (period not specified) • Edi.Mest S.r.l. – Official Receiver, (period not specified) • Borgo Residence S.r.l. – Official Receiver, (period not specified) • Nova S.r.l. – Official Receiver, (period not specified) • Time Ristrutturazioni S.r.l. – Judicial Commissioner, (period not specified) • La Quattro Società Consortile a.r.l. – Judicial Commissioner, (period not specified) • Fritz Hansberg S.p.A. – Judicial Commissioner, (period not specified)
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	• Local Professional Association of Modena – Member of Study Commissions, (January 1998 – Present) • AMA S.R.L. - Official Receiver
Educational background	Degree in Economics and Business Administration – University of Modena and Reggio Emilia (1991)

Additional information	Admitted to the profession of Certified Public Accountant; registered with the Order of Chartered Accountants of Modena since 7 February 1994 (No. 456/A) Registered Statutory Auditor since 26 May 1999 (No. 75732) Founder and partner of Studio Fontana & Zanardi – Chartered Accountants Association (since 2000) Languages: Italian (native), English (good spoken and written proficiency)
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KKCG Maritime Slate Introduction

Continuity and Renewed Governance

April 2026



Executive Summary

Since its founding in 1995 by **Mr. Karel Komarek**, **KKCG Group** has evolved into a **privately owned multinational investment and innovation platform** with a strong track record of building and scaling global businesses. Today, KKCG manages more than **€15bn of assets**, employs over **16,000 people**, and operates across **41 countries through more than 300 companies**, supported by offices in **London, Prague, Lucerne and Boston**. **KKCG Maritime** represents the Group's dedicated maritime investment platform, combining deep sector expertise with an owner-operator mindset and long-term approach to value creation.

KKCG is a **long-standing and committed supporter of Ferretti**, having acted as an **anchor investor at the time of the Milan listing** and progressively increased its shareholding to 23.23%. Our intention is to remain a **long-term shareholder**, focused on **active value creation and sustainable share price appreciation**, while supporting the execution capabilities of the current management team and **backing the leadership of Mr. Galassi ensuring continuity**. We believe that under the management of Mr. Galassi, Ferretti will **continue to deliver** strong operating performance across its core yacht segments and meet its targets.

Despite solid fundamentals, **Ferretti's equity performance has consistently lagged behind its benchmarks since listing**, highlighting a persistent valuation disconnect. In our view, this gap is not driven by operational execution, but rather by **structural governance constraints** that have limited strategic flexibility and capital deployment. The **current Board composition, dominated by Weichai appointed candidates**, has resulted in **suboptimal capital efficiency**, a conservative capital allocation framework and a restrained approach to M&A at a time when the European shipbuilding industry is undergoing accelerated consolidation and transformation.

As a result, meaningful value creation opportunities have not been fully captured. Excess balance sheet liquidity has accumulated, shareholder returns have remained conservative, and Ferretti has not capitalised on a broader set of strategic levers, including **accretive M&A, vertical integration, dealership expansion, services platforms and selective brand acquisitions**. In addition, the **Ferretti Security Division** remains underexploited despite clear **defence-driven macro tailwinds** and growing European defence demand, representing an additional vector for future growth.

Against this backdrop, **KKCG Maritime seeks a targeted governance reset** aimed at unlocking Ferretti's full value potential. Our objective is not disruption, but the establishment of a **more qualified, best-in-class Board**, capable of constructively challenging, supporting and empowering management. Improved governance should enable **disciplined but proactive capital allocation**, clearer strategic prioritisation and a refreshed equity story.

Accordingly, our proposed **slate of Board directors includes a number of high-profile, highly credible candidates** with extensive experience in **luxury, maritime, M&A, capital allocation, governance, capital markets and international industrial operations**. This collective skill set is particularly valuable at a juncture when **inorganic growth is becoming a critical strategic lever across European shipbuilding and adjacent maritime segments**. The proposed slate also strengthens leadership capacity while complying with the independence and gender balance requirements, bringing Ferretti's governance closer to **industry best-in-class standards** for listed companies.

In summary, KKCG Maritime's proposal seeks to unlock Ferretti's full value through a governance reset and strategic acceleration, positioning the company to fully realise its potential as a leading global yacht and maritime industrial platform.

Agenda



- 1 KKCG Maritime Overview**
- 2 How Current Governance Constrains Ferretti's Strategic Potential**
- 3 Our Vision to Accelerate Growth**
- 4 KKCG Maritime Slate Introduction**

KKCG Maritime Overview

KKCG Maritime is a part of KKCG Group, an investment and innovation group with expertise in building successful global businesses

KKCG Group At a Glance

- KKCG Group is a private multinational financial and investment group
- Founded in 1995 by Mr. Karel Komárek
- Incorporated in Switzerland
- Offices in Lucerne, Prague, London, and Boston
- Operating in highly regulated segments (gaming, payment services)
- Commitment to support the communities where it operates



€15bn
In assets



>16,000
Employees

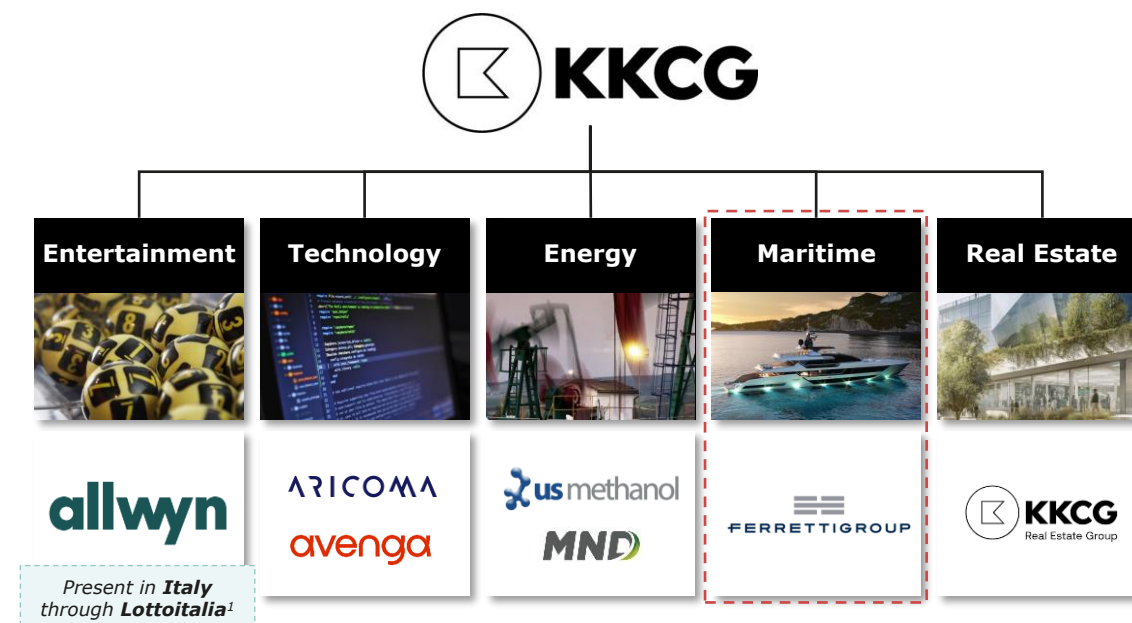


41
Countries



300
Companies

Business Pillars



Note: (1) secured in 2016 and successfully renewed in 2025 via a Joint Venture with IGT Lottery S.p.A.

We take pride in being a strategic and value-added partner to our portfolio companies



✓ Experienced company builders

KKCG has a proven track record in **transforming local companies into global champions** including the transformation of a distressed lottery operator into a global entertainment platform and creating a pan-European IT services player via M&A roll-up



✓ Long-term value creators

As a private investment company, we maintain a **long-term commitment** to our strategic investments focusing on **value creation**, innovation, **CSR and sustainability**



✓ Talent access & resources

With over 16,000 employees, we can draw on diverse talent, expertise and **strategic advice** from across the group and our global networks, including an in-house IT services company ready to help with **digitalization, software development and AI**



✓ Maritime enthusiasts

We employ **in-house industry veterans** who support the development of our maritime vertical, and our founder, Mr. Karel Komárek, is himself an experienced sailor with **direct experience with superyacht construction and development**



✓ Financial stability

With €15 billion of AUM and diversified exposure to resilient sectors we pride ourselves on our firm's **stability** even in turbulent years and we are ready to **support our businesses** in times of both prosperity and hardship

KKCG Maritime Overview

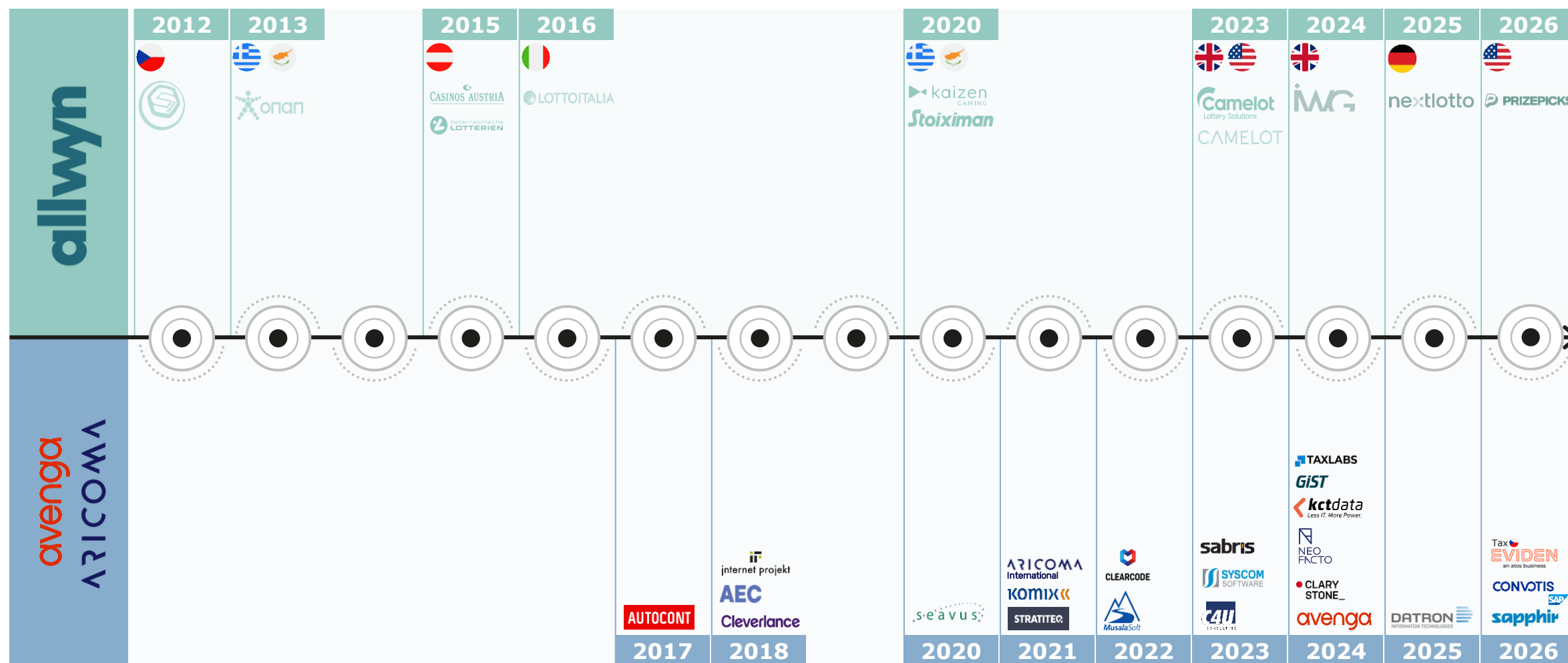
KKCG founder Mr. Karel Komárek is a visionary entrepreneur with an outstanding track record, who brings a long-term value creation mindset to investments



Business	▪ Karel Komárek is KKCG's founder and Chair ▪ He is an entrepreneur, investor, and philanthropist with a thirty-year track record of building successful businesses across a broad range of sectors including leisure, entertainment, real estate, technology, transport and energy
Strategy	▪ He combines deep understanding of consumer and market insights with cutting-edge technology and design, underpinned by a determination to create long-term value creation in the maritime industry
Impact	▪ He is driven by a desire to build and make a difference and achieve lasting sustainable impact in all he does. This has seen him reshape industries, deliver strong sustained returns to investors and shareholders, and found cultural and sporting initiatives that bring innovative new thinking and challenge the status quo.
Maritime	▪ Karel Komárek is a passionate sailor and supporter of maritime ventures, having recently co-founded American Racing Challenger Team USA, contributing to the return of a U.S. challenger to the prestigious America's Cup.
Philanthropy	▪ Together with his wife, he founded the Karel Komárek Family Foundation (KKFF), which supports community development, sustainable urban transformation, and arts and cultural education. He is a dedicated patron of the performing arts, co-founding the Dvořák Prague Music Festival. Karel Komárek also co-founded More Than Equal, a program to develop the first female F1 Champion.

KKCG Maritime Overview

KKCG has a proven track record of delivering successful inorganic growth...



KKCG Maritime Overview

...transforming local players into global champions

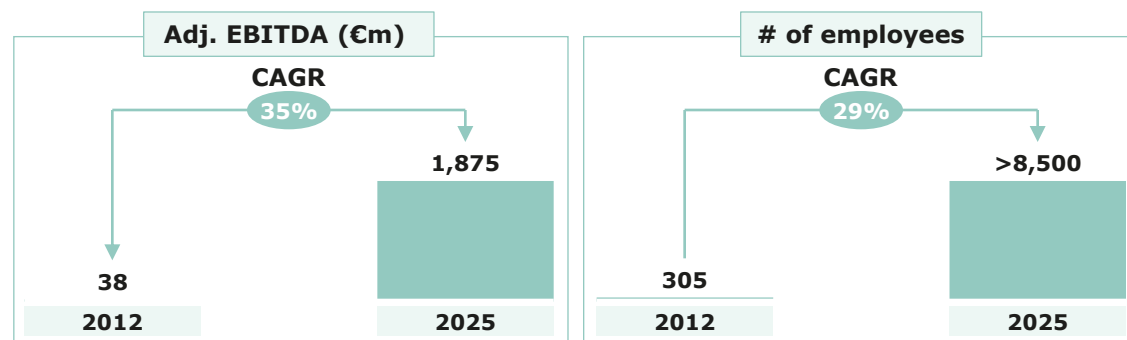


- Allwyn** is a multi-national gaming entertainment company, lottery-led and with leading market positions and trusted brands across Europe and North America, listed on the Athens Stock Exchange.

Established in 2012
via acquisition of Czech lottery operator Sazka

Leading lottery operator in

Concession business expertise



Awarded **the license to operate the UK National Lottery** under the Fourth License, which runs from 1 February 2024 for 10 years



In 2026, Allwyn completed a business combination with OPAP, Greece's leading gaming business, becoming **the second-largest listed gaming entertainment company**

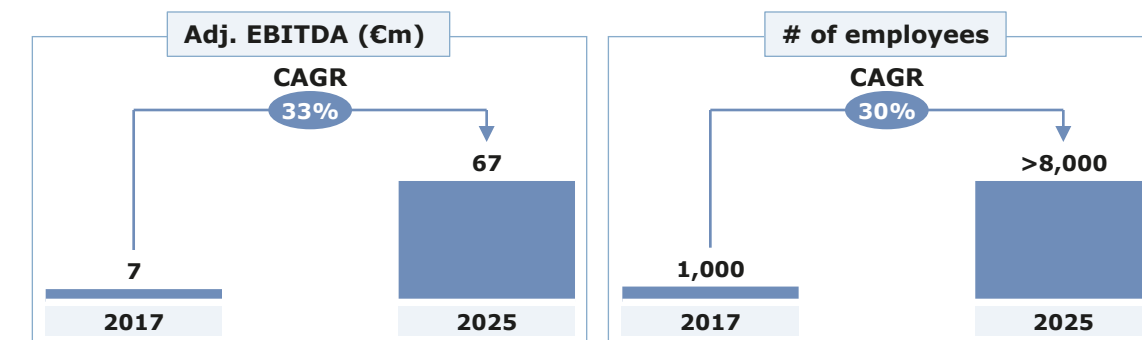


- Aricoma Group** is a buy-and-build IT consolidation platform operating under two brands: Aricoma and Avenga serving clients in Europe, the Americas and beyond.

Main geographic presence

Integration expertise
Successful integration of over 20 companies in less than 10 years

Core divisions
avenga | **ARICOMA**
Custom software solutions | Core IT services



Acquisition, integration, **centralisation and professionalisation** of 22 individual companies in less than 10 years



Scaling our workforce to thousands of FTEs has provided us with valuable experience in **hiring and retaining skilled labour**

Agenda



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- 2 How Current Governance Constrains Ferretti's Strategic Potential**
- 3 Our Vision to Accelerate Growth**
- 4 KKCG Maritime Slate Introduction**

How Current Governance Constrains Ferretti's Strategic Potential

KKCG has been an anchor investor and a long-standing supporter of Ferretti

"Two anchor investors, Mr. Danilo Iervolino and **Mr. Karel Komárek**, have been allocated in total 35.4% of the offer shares, equivalent to approximately 10% of the company's issued shares."

Jun-23



Anchor investor in
Milan IPO

2023

Stake
increase

2024 / 2025

Partial
VTO

2026



Stake

5.0%

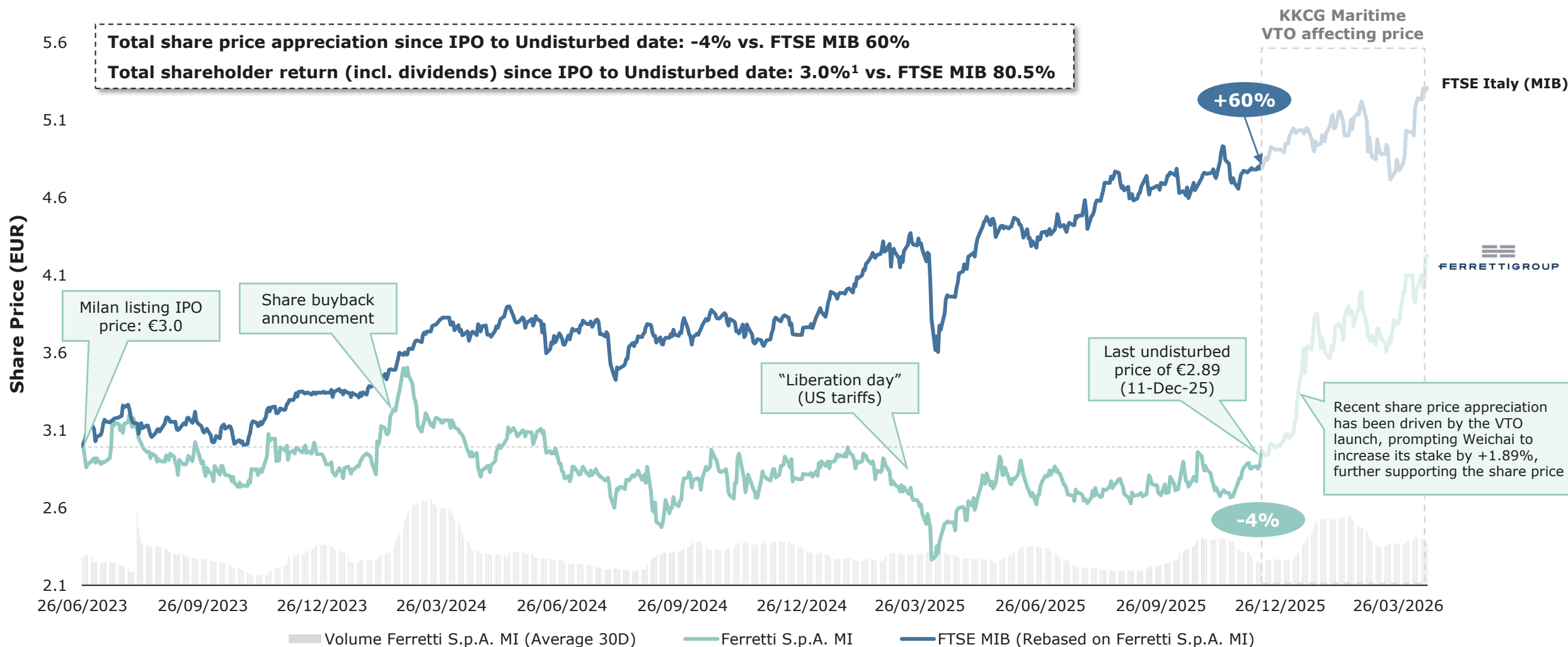
10.0%

14.5%

23.2%

How Current Governance Constrains Ferretti's Strategic Potential

However, Ferretti's share price has underperformed the benchmark and remained mostly below the IPO price since listing (*before the impact from the KKCG Maritime VTO launch*)



How Current Governance Constrains Ferretti's Strategic Potential

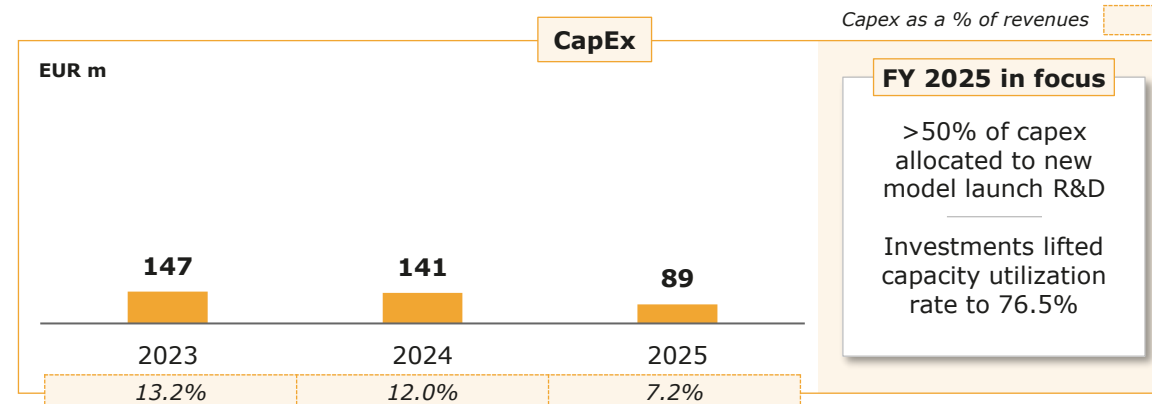
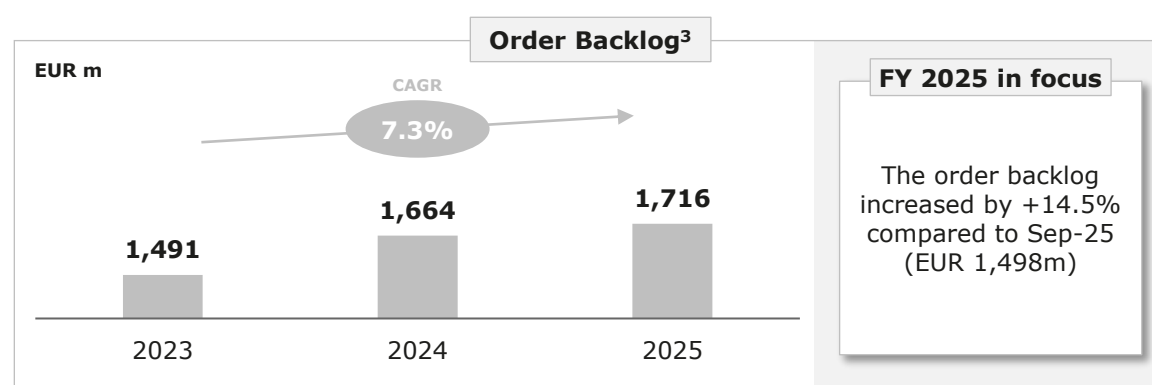
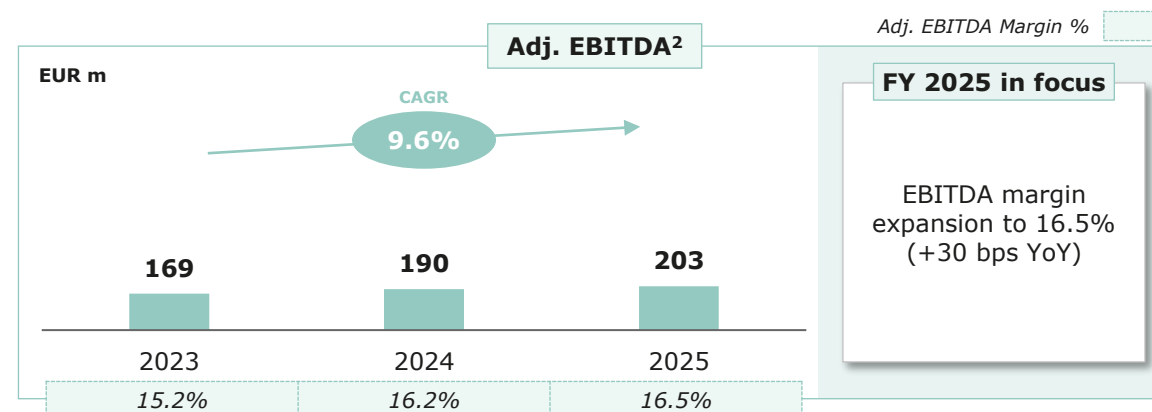
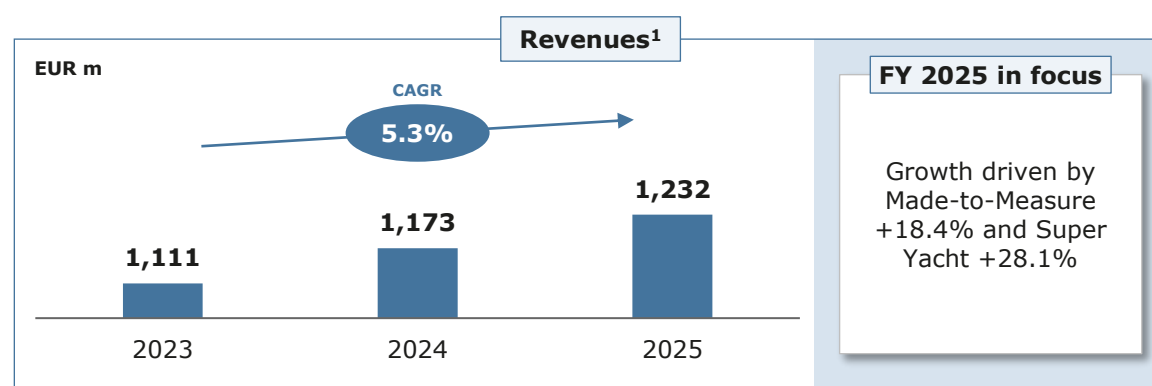
The weak share price performance persisted despite management having executed a successful turnaround of the core business and consistently delivering solid results



Alberto Galassi
CEO Ferretti Group

"We achieved all the objectives we had set for ourselves, accurately interpreting market dynamics and, as a result, delivering outstanding performance: revenues grew faster than the reference sector and margins improved significantly"

Forlì, 24 February 2026



Source: Publicly available information

Notes: ¹Excluding revenue from pre-owned yachts; ²Adjusted EBITDA equals to EBITDA plus non-recurring costs; ³Order Backlog: total value of confirmed orders, net of commissions, for new vessels not yet delivered

How Current Governance Constrains Ferretti's Strategic Potential

In our view, the situation is a result of suboptimal Weichai-nominated board composition that restricts strategic decisions and contributes to tensions with management

“

*"A **new board no longer controlled by Weichai** could revive a number of initiatives (such as **M&A, buyback**) put on hold in recent years."*

 | 04 March 2026

“

*"However, the only chance for the group to **take part in a possible tender** is if the **Chinese company Weichai**, which **has been blocking any attempts at growth for years**, keeping the group led by CEO Alberto Galassi **in a state of immobility despite a net cash position of EUR 111 million**, is reduced to a **minority shareholder**."*

 | 07 March 2026

How Current Governance Constrains Ferretti's Strategic Potential

Effective governance and a strong board can unlock inorganic growth, critical to strategic expansion amid consolidation in European shipbuilding

Ferretti's strategic focus on inorganic growth

J.P.Morgan

JP Morgan | 27 February 2026

"On the **future growth** and **M&A opportunities**, the CEO noted "It's really, **really urgent time for M&A**...Now there are **incredible opportunities**. Now the market is reasonable. Now the **prices are back to planet Earth**. I think **it's the year (2026) for acquisition** and **growing not only organically**. So there's a lot of work to be done still to provide satisfaction and to provide value to the investors and shareholders."

So far, Ferretti has **deployed capital in a limited way**, focusing mainly on acquisitions to **support vertical integration of the supply chain** and **expand capacity**, despite significant consolidation across the industry

Recent acquisitions

Production Site, San Vitale (Ravenna)

EUR 80m¹

2023



Supplier of wooden furniture for yachts

2022

fratelli CANALICCHIO

Supplier of static exteriors and kinetic systems for yachts

2022

Active consolidation across the sector



Recent transactions highlight an **accelerating consolidation cycle**, as **investors** and **strategic players** **reshape the competitive landscape** and seek **scale, capability upgrades** and **access to premium market segments**

Agenda



- 1 KKCG Maritime Overview**
- 2 How Current Governance Constrains Ferretti's Strategic Potential**
- 3 Our Vision to Accelerate Growth**
- 4 KKCG Maritime Slate Introduction**

Our Vision to Accelerate Growth

Ferretti operates across three core segments including a portfolio of complementary and highly regarded leisure yacht brands

	Composite	Made-to-measure	Super yachts
			
Vessel models	35 models, yachts <100ft (up to 30m) Composite hull	10 models, yachts >100ft (28m – 43m) Composite hull	2+ offering, yachts >100ft (39 – 95m) Alloy hull
Brands	WALLY FERRETTIYACHTS PERSHING Itama Riva	Riva CUSTOM LINE	WALLY PERSHING Riva CRN
End market	Affluent private owners, leisure driven demand, owner operated	Ultra-High Net Worth Individuals private & charter use	Ultra-High Net Worth Individuals fully custom, trophy asset
Revenues¹ FY25A EURm	486	495	190 Other ³ : 61
Order backlog² FY25A EURm	275	733	702 Other ³ : 6
Market position⁴	#1 ⁵ 27.1% Market Share	#1 22.8% Market Share	n.a.

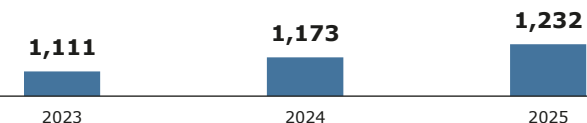
Source: Publicly available information

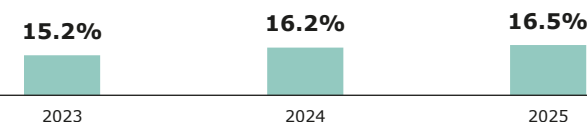
Notes: ¹Based on revenues excluding sale of pre-owned yachts; ²Order Backlog: total value of confirmed orders, net of commissions, for new vessels not yet delivered; ³Other includes ancillaries, FSD and Wally sail; ⁴Ferretti company's presentation; ⁵Position held in the Large Composite segment, covering 80–99 ft yachts

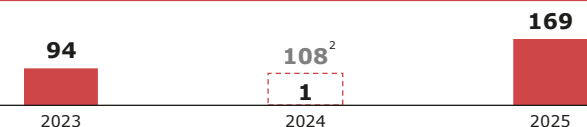
Our Vision to Accelerate Growth

Established management led by CEO Alberto Galassi has delivered strong operational execution across multiple value-creation levers

Sustained and resilient revenue momentum

Revenues¹
(EURm)
CAGR
5.3%

EBITDA margin expansion demonstrates profitability turnaround

EBITDA Margin
(%)

Enhanced focus on cash flow generation

Operating cash flow
(EURm)

Broadening product portfolio offering across segment and price points

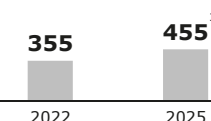
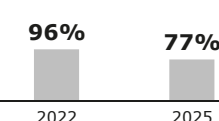
Innovation-led growth and product differentiation

Proven capital market access and readiness

HKEX
香港交易所
Since 31 March 2022

 **BORSA ITALIANA**
Since 23 June 2023

Successful track record of production expansion

Production area
(k m²)

Capacity Utilization
(%)


Source: Publicly available information

Note: (1) Excluding revenue from pre-owned yachts; (2) Before the impact of extraordinary working capital needs, reflecting a market-wide dynamic. (3) 70k m² from Ravenna acquisition and 30k m² from subsequent expansion in an adjacent area

Our Vision to Accelerate Growth

The new board will support execution of the proven existing management strategy while enabling M&A, capturing new growth opportunities, enhancing governance and shareholder remuneration

Management priorities...



Continue to expand **product portfolio**



Expand made-to-measure into **alloy segment**, expanding offering of **branded super yachts**



Vertically integrate strategic & high value-adding activities



Ramp up **ancillary services** and **diversified business** offering

... enhanced by board level cohesion

1 Thematic accretive M&A strategy

2 Capturing European defence demand

3 Shareholder remuneration

4 New governance model



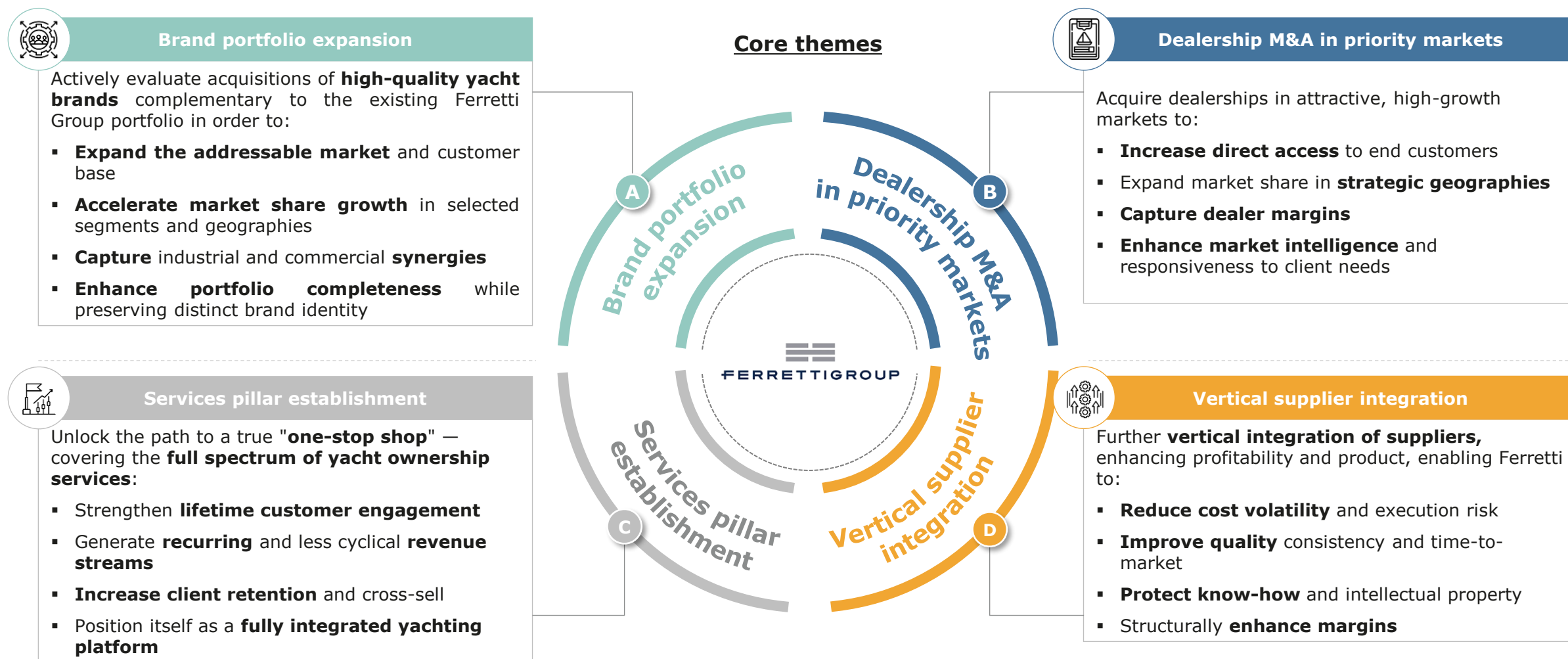
Alberto Galassi
CEO Ferretti Group

"Management's objective and consistently executed strategy remain clear: profitable growth, industry leadership and long-term value creation for all stakeholders."

Forlì, 24 February 2026

Our Vision to Accelerate Growth

- 1 The new Ferretti Board considers accretive M&A a priority to drive future growth, supported by the strong M&A experience of our candidates



Our Vision to Accelerate Growth

- 2 Security division remains limited due lack of support by the outgoing board controlled by Weichai, offering a compelling growth avenue under the new board

Business Unit Description

Established in **2016**, **Ferretti Security Division (FSD)** leverages Ferretti's yacht engineering know-how to deliver **high-performance patrol, security and defence vessels** for public and institutional operators (Navy, Coast Guard)



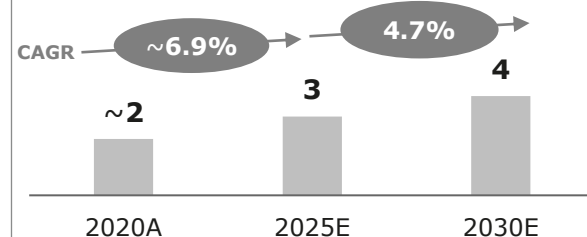
Sector Dynamics

Coastal and maritime security has become a growing priority globally, driving **fleet modernization** to ensure **effective protection** of their own shorelines and those of allied countries

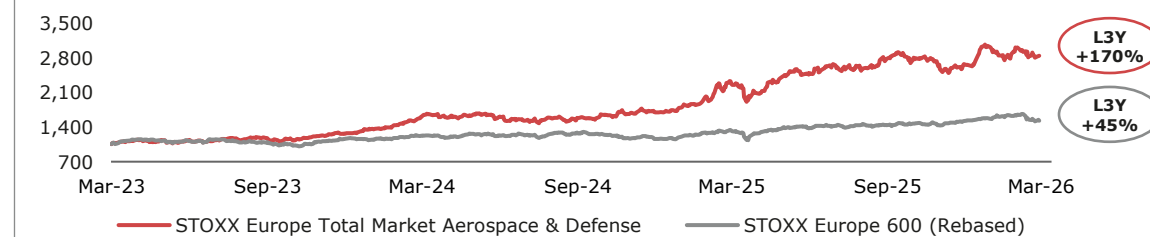
FSD 150LC	FSD 195	FSD 245	FSD 320 HSCB ²	FSD N800 HY
				
- Length: LOA¹ 50(ft) - Max speed: > 40 (knots)	- Length: LOA 66(ft) - Max speed >55 (knots)	- Length: LOA 79(ft) - Max speed: >40 (knots)	- Length: LOA 105(ft) - Max speed: >38 (knots)	- Length: LOA 45(ft) - Max speed: >30.5 (knots)

Sustained defence spending expected over the next years

Global defence spending (USD tn)



European defence sector vs. European equities performance



Our Vision to Accelerate Growth

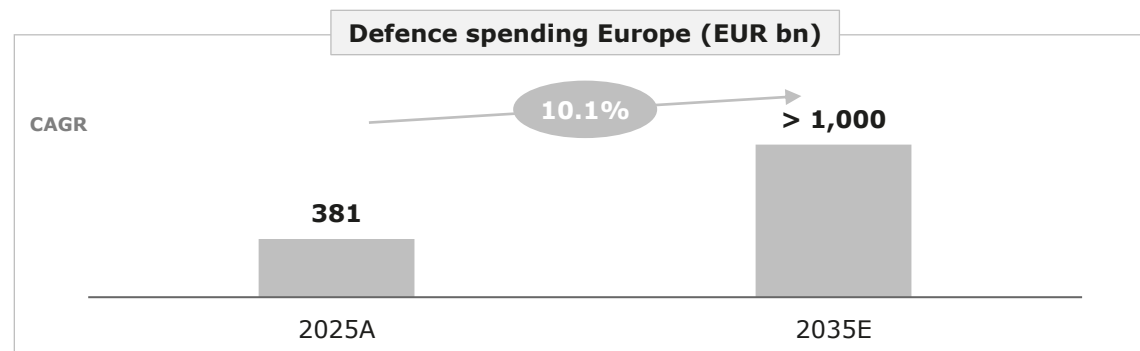
- 2 The new board consisting of European nationals should unlock the opportunity presented by Europe's rapidly growing defence market, driven by recurring multi-year fleet-renewal programs for maritime law-enforcement agencies

European defence



Il Sole 24 Ore | 27 February 2026

"At the recent **Hague summit**, the **32 NATO member states** agreed to raise defence spending from **2% to 5% of GDP**. For **Italy**, this would mean **increasing total allocations over the next decade from the current EUR 45 billion¹ (around 2% of GDP, split into €35 billion for defence and €10 billion for security) to EUR 145 billion¹, of which EUR 100 billion for defence and EUR 45 billion for security.**"



Key market dynamics

1

Ageing naval and coast guard assets require **accelerated replacement** to maintain readiness, modern standards and coverage across **Europe's extensive maritime zones**

2

Evolving security dynamics in the **Mediterranean** are driving demand for **enhanced patrol, surveillance and rapid-response capabilities**

3

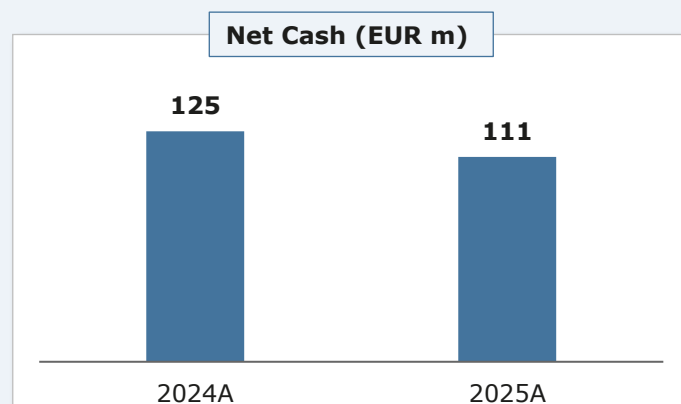
Rising **Italian and European defence budgets** supporting **sustained procurement cycles** in **naval and maritime security assets**

FSD could position itself as the partner of choice for the European Coast Guard and the wider maritime security ecosystem, leveraging its experience in advanced patrol vessel design and **mission-critical maritime solutions** without deviating from Ferretti Group's core luxury yachting strategy

Our Vision to Accelerate Growth

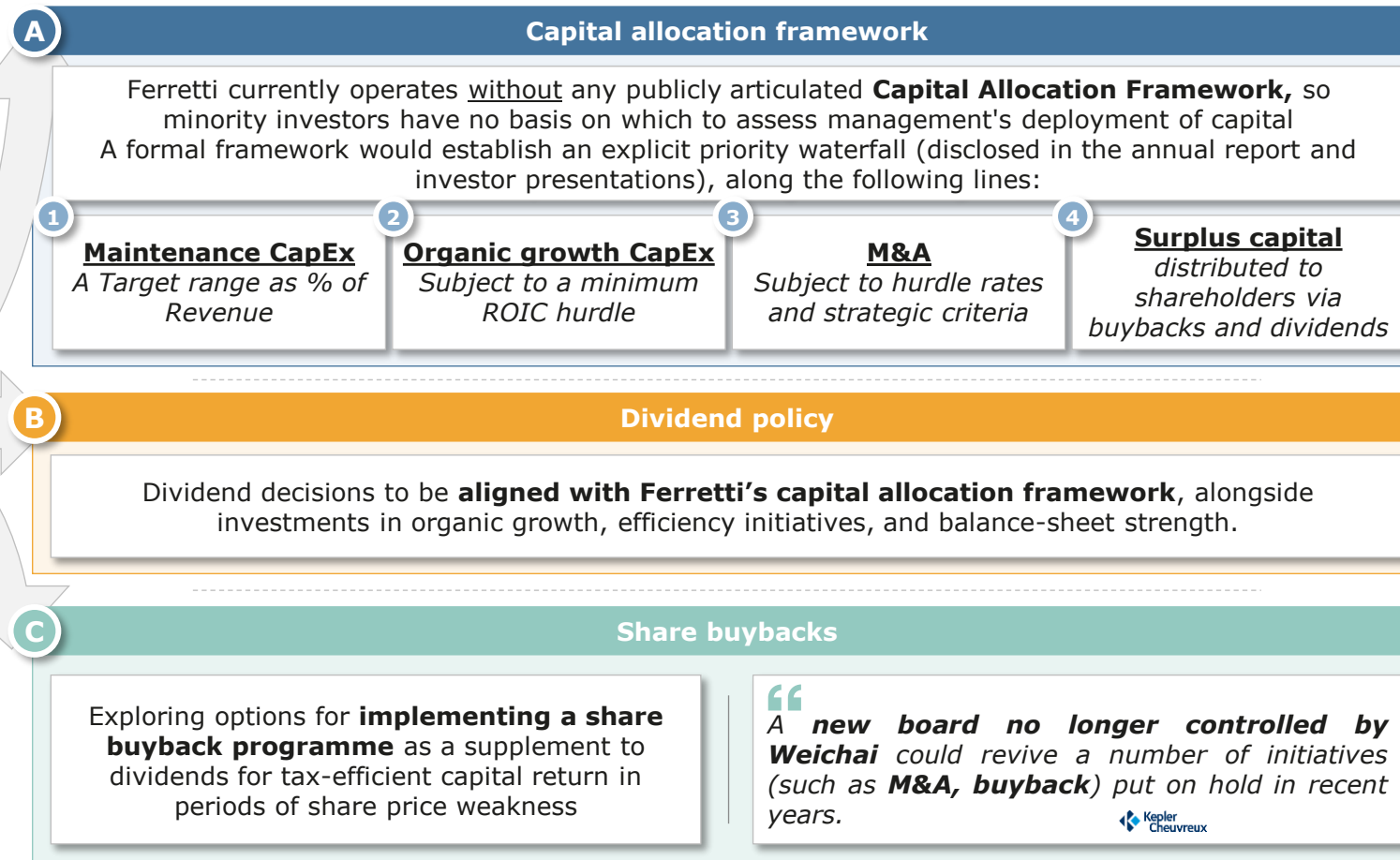
- 3 Excess cash on the balance sheet, a conservative dividend policy and constrained M&A activity resulting in suboptimal capital efficiency

Ferretti has a strong cash position



Thanks to **consistent cash generation** over recent years, the company has been able to **maintain a solid cash position**; this liquidity could be deployed more actively through **M&A** or a **potential share buyback**

Board priorities



Our Vision to Accelerate Growth

- 4 The new Board will introduce a Long-term Incentive Plan for management to align interest and reinforce sustainable share price growth

Current



The current management remuneration **does not include any long-term variable component**



This position is inconsistent with governance best practice for a listed company and directly **at odds with shareholder interests**



Long-Term Incentive Plan was approved in principle on 21 April 2023 "for an amount not exceeding 3% of market capitalisation" but then remuneration report states it **"has not been approved by the appropriate bodies"**



Future



Implement a Long-Term Incentive Plan aligned with shareholder value creation, consistent with the framework approved in principle in April 2023 and market standards for dual-listed companies



Design the LTIP to promote long-term performance with **KPIs linked to multi-year financial and strategic targets** (3-5 years) with a direct impact on **share price performance**



Introduce robust **governance mechanics**, such as minimum CEO shareholding requirements

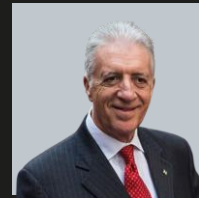
Agenda



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KKCG Maritime Slate Introduction

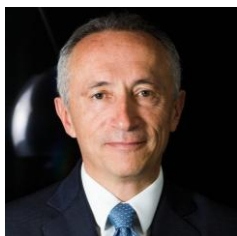
Our proposed Board slate balances management continuity with the addition of new skills, experience and perspectives

Non-independent candidates						Independent candidates			
									
Karel Komárek Founder & Chairman of the Board of Directors KKCG	Alberto Galassi CEO & Member of the Board of Directors Ferretti Group	Katarína Kohlmayer CFO & Member of the Board of Directors KKCG	Piero Ferrari Vice Chairman of the Board of Directors Ferrari N.V.	Bader Nasser Al-Kharafi CEO & Vice Chairman Zain Group Chairman Boursa Kuwait	Kamil Zeman Executive Director & Member of the Board of Directors KKCG Maritime	Stefano Domenicali CEO & President Formula 1	Zuzana Prokopcová Member of the Supervisory Board Moneta Money Bank	Jane Townsend Ex-Member of the Global Board of Directors Allen & Overy	Francesca Filippini Pinto Independent Curator and Art Advisor Francesca Pinto Art Advisory
Candidate <u>Chairman</u> of the Board	Candidate <u>CEO</u> & Member of the Board of Directors	Candidate Member of the Board of Directors	Candidate Member of the Board of Directors	Candidate Member of the Board of Directors	Candidate Member of the Board of Directors	Candidate <u>Independent</u> Member of the Board of Directors	Candidate <u>Independent</u> Member of the Board of Directors	Candidate <u>Independent</u> Member of the Board of Directors	Candidate <u>Independent</u> Member of the Board of Directors
 	 	 Morgan Stanley		 	 J.P.Morgan	  	 	ALLEN & OVERY 	CHRISTIE'S 

KKCG Maritime Slate Introduction

The architect of Ferretti's transformation and why continuity matters

Alberto Galassi



- **CEO of Ferretti Group** since 2014, leading its turnaround and 2022 Hong Kong IPO; formerly CEO & Chairman of Piaggio Aero Industries.
- Attorney specialised in international commerce and arbitration **with over 30 years of experience across luxury maritime, aerospace, and industry.**

Professional experience

- **2014 – present** – Ferretti S.p.A., *Chief Executive Officer*
- **2009 – 2014** – Piaggio Aero Industries S.p.A., *Chief Executive Officer*
- **2000 – 2009** – Piaggio Aero Industries S.p.A., *Board Member and member of the Executive Committee responsible for sales and marketing*
- **1993 – 2000** – Studio Legale Capece Minutolo, *Lawyer*

Other relevant experiences

- **2012 – present** – Manchester City Football Club, *Board member*
- **2022 – present** – Palermo Football Club S.p.A., *Board member*

Academic background

- University of Modena, Italy – Degree in Law (1990)

Relevant skills and contributions

Industry Expertise

- **Deep operational understanding of Ferretti's seven-brand portfolio** and 40+ model launches since 2014
- **Decades-long leadership** in high-value Italian manufacturing

Value Creation

- **Restored Ferretti** to profitability after a financially distressed acquisition, growing revenues to €1.2 billion in 2025

Brand Stewardship

- **Preserved Ferretti Group's Italian identity** and product DNA despite governance structures

M&A Capital Markets

- **Spearheaded** the 2022 Hong Kong and the 2023 Milan listing, **navigating a complex dual-jurisdiction capital markets process**

Governance

- **Board experience** spanning aerospace, luxury goods, and professional football
- Extensive experience in managing **diverse stakeholders** across public markets, institutional investors, and ultra-high-net-worth clients

KKCG Maritime Slate Introduction

Best-in-class governance: a slate focusing on deep business knowledge, independence and diversity of skills and gender

Market best-practice criteria

- **Separation** of **Chair and CEO** roles
- At least **40% of independent candidates**
- **No** incumbent **candidates who attended less than 75% of** board and relevant committee **meetings** during the past year
- At least **40%** of candidates belonging to the **less represented gender**
- A well-rounded skill set **aligned with the company's business model and strategy**
- **No candidates** involved in **legal** breaches, serious **misconduct**, or **poor past performance** on the board

Our slate of gold standard nominees

#	Name	Candidate profile	Current mandates in public boards
1	Karel Komarek	Candidate Chairman	1
2	Alberto Galassi	Candidate CEO	1
3	Stefano Domenicali	Independent	2
4	Katarina Kohlmayer	Member	1
5	Zuzana Prokopcová	Independent	1
6	Piero Ferrari	Member	2
7	Jane Townsend	Independent	0
8	Bader Nasser Al-Kharafi	Member	5
9	Francesca Filippini	Independent	0
10	Kamil Zeman	Member	0

KKCG Maritime Slate Introduction

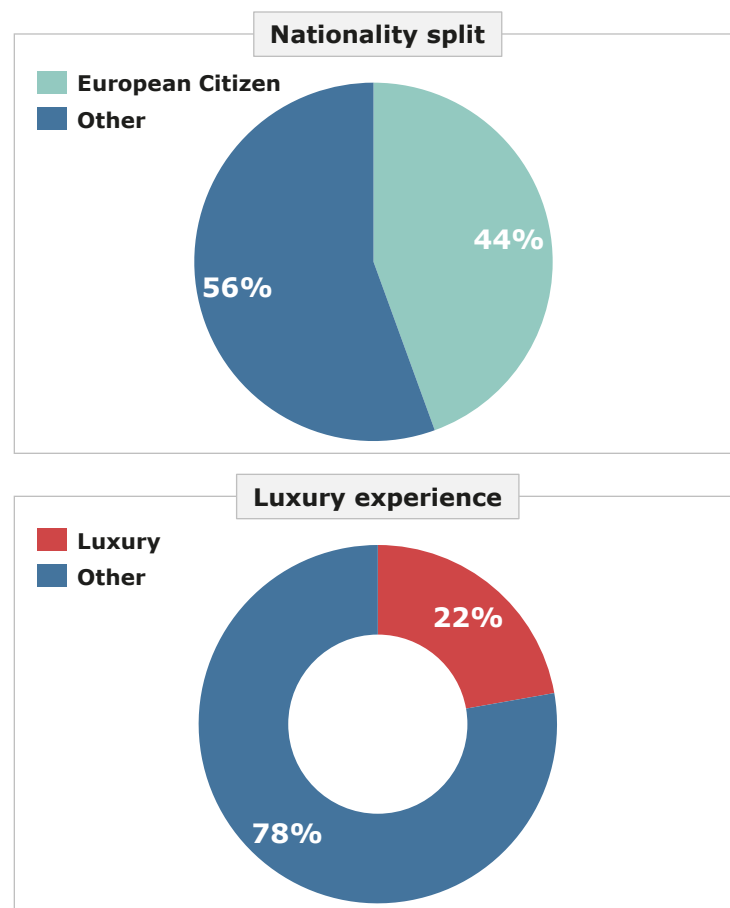
Industry veterans, experienced operators and dealmakers: a slate built to accelerate Ferretti's next phase of development

	Maritime Expertise	Business Management	Audit & Risk	M&A and Capital Markets	ESG	Technical & Engineering	Cybersecurity & IT	European Citizenship
Karel Komárek	●	●		●	●		●	●
Stefano Domenicali	●	●				●		●
Alberto Galassi	●	●		●	●	●	●	●
Katarína Kohlmayer		●	●	●	●			●
Zuzana Prokopcová			●		●			●
Piero Ferrari	●	●			●	●		●
Jane Townsend		●		●	●			●
Bader Nasser Al-Kharafi	●	●	●	●	●	●	●	
Francesca Filippini Pinto		●		●				●
Kamil Zeman	●	●	●	●			●	●
% share on total slate	60%	90%	40%	70%	70%	40%	40%	90%

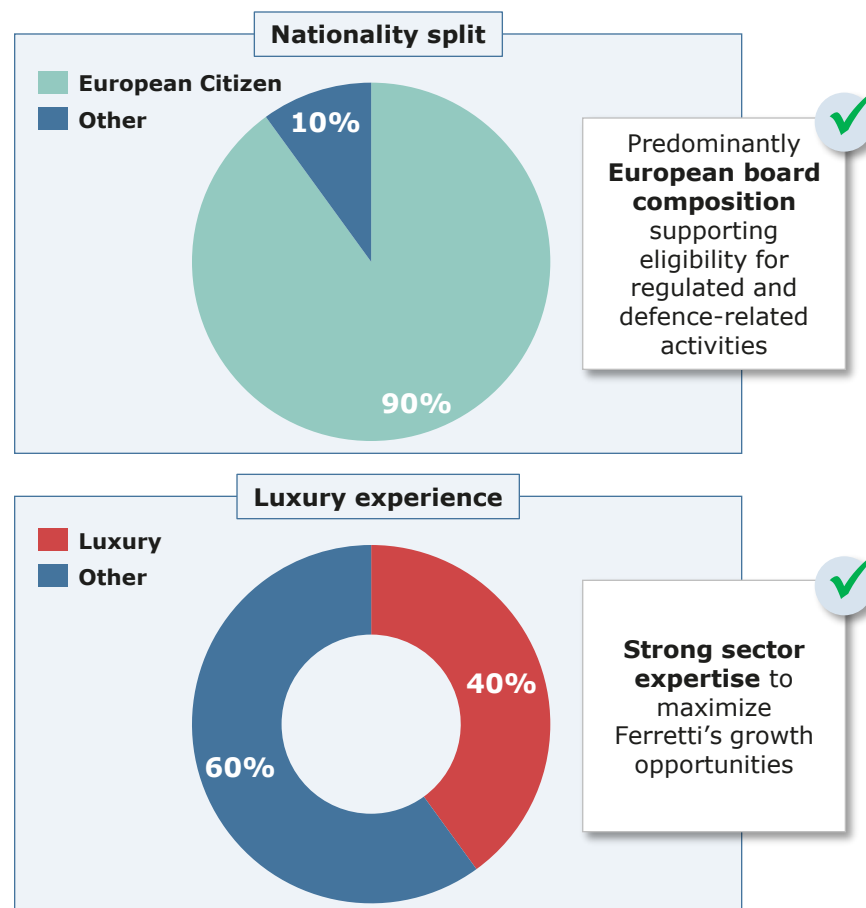
KKCG Maritime Slate Introduction

A board aligned with Ferretti's business and heritage

Alternative Slate



KKCG Maritime Slate



Independent outlook

“

Further details on the strategic priorities of the two slates are expected to emerge in the coming days. However, **we believe that the managerial continuity expressed by KKCG Maritime represents a meaningful value driver, in light of the current management's track record and the prevailing market environment, characterized by high volatility and geopolitical uncertainty.**

Conversely, **the absence of a clear indication regarding the top executive role in the Weichai slate**—considering that Alberto Galassi's inclusion in KKCG Maritime's slate likely implies a change in top management should the Weichai slate prevail—**introduces an element of uncertainty regarding the company's strategic direction.**

EQUITA | 21 April 2026

”

In practical terms, election of the KKCG slate would represent a meaningful shift away from the current shareholder-led governance structure, **towards a board composition more closely aligned with European and international listed-company governance norms.**

UBS | 20 April 2026

Governance transformation as a strategic priority to unlock shareholder value and enable execution of company growth plan

Key themes

- ✓ Review the **company's by-laws** with a view **to further aligning** board composition rules with international standards for listed companies and proposing targeted improvements for shareholder approval
- ✓ Promoting constructive cooperation between **the board and the company's management** and support for the management's initiatives at the level of the board
- ✓ Empowering company management to execute **large scale M&A and growth projects**
- ✓ Improve **transparency and disclosure standards**
- ✓ Reinforce **risk management** framework and internal control systems
- ✓ Align **executive remuneration** with long-term value creation

KKCG Maritime Slate Introduction

KKCG Maritime nominees for the Board of Statutory Auditors: Depth of audit experience complemented by Ferretti insight

**Fausto Zanon***Statutory Auditor*

Ferretti S.p.A. (2012-2023)

Fausto Zanon is an Italian certified public accountant and **statutory auditor with extensive experience in audit, corporate governance, and financial reporting.**

He has held senior roles in leading international audit firms and has served for many years in management and control bodies of **industrial, financial, and regulated entities**, including listed companies and public-interest organizations.



Deloitte.

**Claudia Costanza***Founding partner*

CLM Associati

Claudia Costanza is an Italian certified public accountant and statutory auditor with **over 30 years of professional experience in corporate, tax, and regulatory advisory services.**

She has expertise in corporate governance, statutory auditing, and internal control systems and longstanding experience in board-level oversight roles including listed companies;

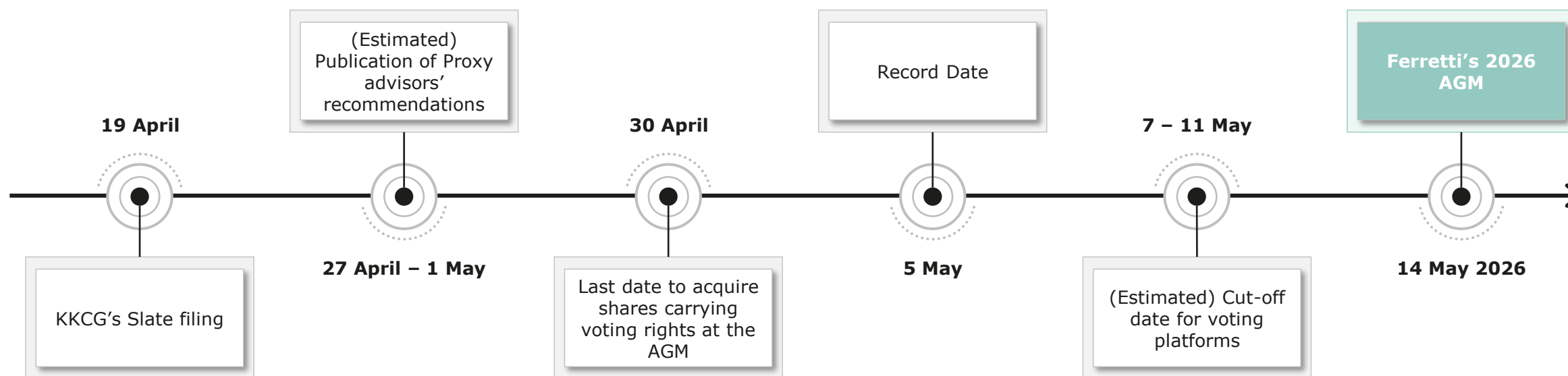
**Luigi Fontana***Statutory Auditor*

Ferretti S.p.A. (2014-2023)

Luigi Fontana is an Italian certified public accountant and statutory auditor with **long-standing experience in corporate governance, statutory auditing, and tax advisory.** He has served in management and control bodies of industrial, financial, and listed companies, including banking and investment services entities, and has extensive experience in complex corporate and insolvency proceedings.



Key Dates



Contacts

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Appendix

Appendix

Non-independent candidate profiles (1/2)

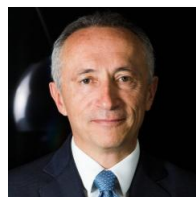
**Karel Komárek**

Founder & Chairman of the Board of Directors

KKCG

Karel Komárek is an entrepreneur, investor, and philanthropist with more than thirty years of experience building and scaling successful businesses, and the founder of KKCG, one of Europe's fastest-growing investment and innovation groups.

His track record spans energy, technology, real estate, and entertainment, combining long-term strategic vision with a focus on future-oriented industries such as renewable energy and artificial intelligence, alongside a strong commitment to philanthropy and cultural initiatives.

**Alberto Galassi**

CEO & Member of the Board of Directors

Ferretti S.p.A.

Alberto Galassi has over 20 years of corporate and business experience. He began his career as a lawyer before moving into senior executive and board roles across industrial, aviation and sports organisations.

For the past 12 years, he has served as Chief Executive Officer of Ferretti, leading the company through a period of significant value creation.

**Katarína Kohlmayer**

CFO & Member of the Board of Directors

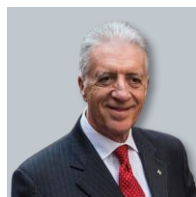
KKCG

Katarína Kohlmayer is a senior financial executive and board member with extensive experience in corporate finance, mergers and acquisitions and capital markets. As Chief Financial Officer and a member of the board at KKCG Group, she oversees financial strategy, financing, banking relationships, M&A activities and ESG across a diversified international investment group.

She brings significant international investment banking experience from 15 years at Morgan Stanley, with a focus on M&A and capital markets transactions. She is recognised for her strong financial expertise, strategic insight and extensive board-level experience across multiple jurisdictions. She serves on a number of boards of KKCG group companies including publicly listed Allwyn AG. She holds an MBA from Harvard Business School.

Appendix

Non-independent candidate profiles (2/2)

**Piero Ferrari**

Vice Chairman of the Board of Directors

Ferrari N.V.

Piero Ferrari is a senior industrial leader with decades of experience in the automotive and motorsport sector, having held senior management and non-executive roles within the Ferrari Group since the 1960s.

He has served in leadership positions across industrial, aerospace, and financial institutions, including listed companies, and has received national honours and honorary academic degrees in recognition of his contribution to industry and engineering. He currently serves as a Non-Executive Director and Honorary Chairman of Ferretti.

**Bader Nasser Al-Kharafi**

CEO & Vice Chairman

Zain Group

Bader Nasser Al-Kharafi is a Kuwaiti business leader and investor, serving as Vice Chairman and Group CEO of Zain Group, Chairman of Boursa Kuwait, Investment Advisory Board of Coutts Bank and Board of Coca Cola Kuwait. He has extensive experience across telecommunications, finance, and industrial sectors, with a strong track record in managing large-scale international operations and investments.

He is recognised for his strategic leadership, investment expertise, and role in expanding diversified business portfolios, as well as for his influence in regional capital markets and corporate governance.

He brings extensive experience in Audit and Risk, having served as a director and most recently as Chairman of Gulf Bank, and currently holding positions at National Investment Company (NIC) and Coutts Bank, among others. He is also a leading steward of ESG in the region through his roles at Zain, NIC, and GC¹.

**Kamil Zeman**

Executive Director & Member of the Board of Directors

KKCG Maritime

Kamil Zeman is an investment professional with experience in mergers and acquisitions, corporate strategy, and investment management. He began his career in investment banking at J.P. Morgan in London and New York, where he advised on complex cross-border transactions including M&A, corporate strategy, financing, and IPO, gaining a strong foundation in executing large-scale, high-impact deals.

Currently, he serves as Executive Director at KKCG Maritime, where he leads origination, execution and asset management of KKCG Group's maritime portfolio, with a focus on driving strategic initiatives and delivering long-term value creation.

He is a graduate of University of Warwick with degree in Accounting and Finance.

Appendix

Independent candidate profiles (1/2)

**Stefano Domenicali***CEO & President*

Formula 1

Stefano Domenicali has over 20 years of extensive experience in the automobile industry, luxury brands and organisation promotion.

His career spans senior leadership roles across motorsport, premium automotive manufacturing and global sports organisations, combining deep operational expertise with high profile commercial and governance responsibilities. He currently serves as an Independent Non-Executive Director at Ferretti.

**Zuzana Prokopcová***Member of the Supervisory Board*

Moneta Money Bank

Zuzana Prokopcová is an experienced senior financial executive and board member with extensive expertise in audit, risk management, accounting, treasury and corporate governance. She has held numerous supervisory board and audit committee roles in financial institutions and industrial companies.

Her background includes senior leadership positions in banking, audit and advisory services, as well as executive roles in large corporate groups, with strong experience in oversight of internal control systems, financial reporting and regulatory compliance.

**Jane Townsend***Ex-Member of the Global Board of Directors*

Allen & Overy

Jane Townsend is an experienced corporate and M&A lawyer with over three decades of cross-border transactional and advisory experience across the UK, Continental Europe, the Middle East and Central & Eastern Europe. Former partner of Allen & Overy LLP, with extensive exposure to public and private company transactions, capital markets governance and risk management.

Significant board-level experience gained as a Global Board member of Allen & Overy LLP during a period of international expansion and structural transformation of the legal services industry. Strong governance, analytical and organisational capabilities, with a proven ability to operate effectively in complex, multi-jurisdictional environments.

Appendix

Independent candidate profiles (2/2)

**Francesca Filippini Pinto***Independent Curator and Art Advisor*

Francesca Pinto Art Advisory

Francesca Filippini Pinto is a senior executive with over 25 years of experience across senior management roles spanning business, luxury and the art world. Experienced international leader with board-level exposure in both commercial and not-for-profit organisations, combining strategic leadership, business development and fundraising expertise.

Appendix

How to vote

Contact your custodian bank to register your shares for the Ferretti S.p.A. 14 May 2026 Shareholders' Meeting

The different options to vote are described in the procedure document available on the company website:

Corporate governance - Ferretti Group

The voting options are as follows:

- Attendance via webcast
- Electronic vote before the Meeting
- Attendance by Proxy

Moreover, KKCG is promoting a Proxy Solicitation, in which case, in order to vote, the procedure is as follows:

Fill in and send the signed Proxy Solicitation Form (available here: KKCG link) to sollecitazione-kkcg@georgeson.com together with:

- A copy of a valid identification document of the principal
- In the case of a legal entity, a copy of the identification document of the pro tempore legal representative and a copy of the certificate issued by the Companies' Register or of the special power of attorney, or any other deed/document showing the representation powers of the individual signing the proxy on behalf of the legal entity/other entity
- The bank certification confirming that your shares have been duly registered