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FERRETTI GROUP

Ferretti S.p.A.

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

(Stock Code: 09638)

ANNOUNCEMENT IN RELATION TO VOLUNTARY CONDITIONAL PARTIAL PUBLIC TENDER OFFER

Reference is made to the announcement of the Offeror dated 19 January 2026, in respect of, among other things, the Offer.

THE OFFER

The Board was notified in writing by the Offeror of the Offer on 19 January 2026.

On 19 January 2026, the Offeror issued an announcement setting out details of the Offer and the information and intention of the Offeror, which was published on the Stock Exchange's website and can be accessed through the following link:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0119/2026011900247.pdf>

As disclosed in the Announcement, the Offeror announces its intention to launch a voluntary conditional partial public tender offer to acquire up to 52,132,861 Shares, representing 15.4% of the Company's subscribed and paid-in share capital. As at the date of the Announcement, the Offeror held, directly, 49,030,027 Shares, representing 14.5% of

the Company's subscribed and paid-in share capital. Based on the Announcement, in the event of full acceptance of the Offer, the Offeror will come to hold 101,162,888 Shares, representing 29.9% of the Company's subscribed and paid-up share capital.

Based on the Announcement, the Offer will be extended to all the Shareholders on a non-discriminatory basis pursuant to the relevant laws, rules and regulations governing the Offer in both Italy and Hong Kong.

Further announcement(s) will be made by the Company in respect of the progress of the Offer as and when necessary and appropriate.

INDEPENDENT BOARD COMMITTEE

Pursuant to the HK Takeovers Code, the Board has established the Independent Board Committee, comprising Mr. Hao Qinggui, Mr. Piero Ferrari, Ms. Jiang Lan (Lansi), Mr. Jin Zhao, Mr. Patrick Sun, Mr. Stefano Domenicali and Ms. Zhu Yi, being all non-executive Directors and independent non-executive Directors, who have no direct or indirect interest in the Offer, to give advice to the Independent Shareholders in respect of the Offer.

The Independent Board Committee will approve the appointment of the Independent Financial Adviser, which will be appointed by the Board to advise the Independent Board Committee in respect of the Offer.

Further announcement(s) will be made by the Company following the appointment of the Independent Financial Adviser.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this announcement. Independent Shareholders are advised to take no action as regards the Offer until they have received the response document to be issued by the Company, the advice of the Independent Board Committee and the advice of the Independent Financial Adviser.

DOCUMENTS IN RELATION TO THE OFFER

It is expected that the Company will issue a response document to the Offer, which sets out, among other things, (a) the letter from the Board, (b) the letter from the Independent Board Committee containing its advice to the Independent Shareholders in respect of the Offer, and (c) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in respect of the Offer, no later than 14 days after the Offeror issuing the Offer Document in accordance with the relevant laws, rules and regulations governing the Offer in both Italy and Hong Kong, or on a later date as permitted pursuant to the HK Takeovers Code.

WARNING AGAINST RELIANCE ON PROFIT FORECAST

Reference is made to (i) the Announcement; and (ii) the announcement in relation to the Unaudited Commercial and Financial Update for the nine months ended 30 September 2025 published by the Company dated 23 October 2025 (the “**Unaudited Financial Update Announcement**”). The offer period of the Offer commenced from 19 January 2026, being the date of the Announcement. The financial information contained in the Unaudited Financial Update Announcement constitutes a profit forecast under Rule 10 of the HK Takeovers Code and should therefore be reported on by the Company’s financial adviser and auditors or accountants in accordance with Rule 10.4 of the HK Takeovers Code.

Except with the consent of the Executive, the Unaudited Financial Update Announcement which has been made before the date of the Announcement must be examined, repeated and reported on in this announcement in accordance with Rule 10.3(d) of the HK Takeovers Code. As the Company needs additional time to engage its financial adviser and auditor or accountant to prepare the relevant reports on the Unaudited Financial Update Announcement in accordance with Rule 10.4 of the HK Takeovers Code, the Company has encountered genuine practical difficulties in meeting the reporting requirements set out in Rule 10.4 of the HK Takeovers Code. The profit forecast will be reported on as soon as reasonably practicable and it is expected that the relevant reports will be contained in the Unaudited Commercial and Financial Update for the year ended 31 December 2025 to be published by the Company in or about February 2026.

Potential investors should note that the profit forecast in the Unaudited Financial Update Announcement have not been reported on in accordance with the requirements under Rule 10 of the HK Takeovers code and do not meet the standard required by Rule 10 of the HK Takeovers Code.

Shareholders and potential investors should therefore exercise caution in placing reliance on the Unaudited Financial Update Announcement in assessing the merits and demerits of the Offer.

WARNING

Shareholders and potential investors of the Company should be aware that the Offer is subject to the satisfaction or waiver (where applicable) of certain Conditions. Accordingly, the Offer may or may not become or be declared unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

None of the Company and its ultimate beneficial owners, Directors, officers, advisers, agents or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Persons who are in any doubt about their position should consult their licensed securities dealer or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“acting in concert”	the meaning ascribed thereto in the HK Takeovers Code
“Announcement”	the announcement of the Offeror dated 19 January 2026, in respect of, among other things, the Offer
“Board”	the board of Directors
“Company”	Ferretti S.p.A., a joint-stock company incorporated under Italian law, the Shares of which are dual listed on Euronext Milan (EXM: YACHT) and the Main Board of the HK Stock Exchange (stock code: 09638)
“Conditions”	the conditions to the Offer, as set out in the section headed “Notice pursuant to Article 102, paragraph 1, of the CFA, Article 37 of the Issuers’ Regulation and Rule 3.5 of the HK Takeovers Code —7. CONDITIONS TO THE OFFER” of the Announcement
“Director(s)”	the director(s) of the Company
“HK Takeover Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee of the Company comprising all non-executive Directors and independent non-executive Directors, who have no direct or indirect interest in the Offer, established by the Board to give advice to the Independent Shareholders in respect of the Offer

“Independent Financial Adviser”	an independent financial adviser of the Company to be appointed by the Board and approved by the Independent Board Committee to advise on the Offer
“Independent Shareholder(s)”	Shareholder(s) other than the Offeror and parties acting in concert with it
“Offer”	the voluntary conditional partial public tender offer by the Offeror to acquire up to 52,132,861 Shares
“Offeror”	Azúr a.s., a joint-stock company incorporated and operating under the laws of the Czech Republic
“Offer Document”	the offer document to be issued by the Offeror in accordance with applicable laws, rules and regulations in Italy and Hong Kong
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 30 January 2026

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

All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.