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APPROVATO DALLA CONSOB E PUBBLICATO IL PROSPETTO RELATIVO ALL'AMMISSIONE ALLA QUOTAZIONE E ALLE NEGOZIAZIONI DELLE AZIONI ORDINARIE DELLA SOCIETÀ SU EURONEXT MILAN

Milano, 21 giugno 2023 – Facendo seguito al comunicato stampa del 20 giugno 2023, **Ferretti S.p.A.** (“**Ferretti**” o la “**Società**” e, insieme alle sue controllate, il “**Gruppo**”), attualmente quotata sulla Borsa di Hong Kong (ticker:9638 HK) comunica che in data odierna che la Commissione Nazionale per le Società e la Borsa (“**CONSOB**”) ha approvato il prospetto (il “**Prospetto**”) relativo all’ammissione alla quotazione e alle negoziazioni delle azioni della Società su Euronext Milan, mercato regolamentato organizzato e gestito da Borsa Italiana S.p.A. (“**Borsa Italiana**”). La Società annuncia, inoltre, di aver depositato in data 20 giugno 2023 la domanda di ammissione alle negoziazioni delle proprie azioni su Euronext Milan, dopo aver ricevuto da parte di Borsa Italiana S.p.A. il provvedimento di ammissione alla quotazione delle azioni della Società su Euronext Milan nella medesima data.

Il Prospetto è stato pubblicato ai sensi della normativa vigente e reso disponibile presso la sede legale della Società e sul relativo sito web.

Nell'ambito dell'offerta, **Goldman Sachs International**, **J.P. Morgan** e **UniCredit** agiranno in qualità di *joint global coordinators* e *joint bookrunners* (i “**Joint Global Coordinators**”). **Equita** e **Berenberg** agiranno in qualità di *joint bookrunners* (i “**Joint Bookrunners**” e, insieme ai Joint Global Coordinators, i “**Managers**”). **UniCredit** agisce inoltre come listing agent ai fini della quotazione.

CICC agisce come *advisor* finanziario della Società.

Gianni & Origoni, **Shearman & Sterling** e **King & Wood Mallesons** sono gli *advisor* legali della Società e dell’Azionista Venditore e **Linklaters** è l’*advisor* legale dei Joint Global Coordinators e Joint Bookrunners.



Informazioni sul Gruppo Ferretti

Il Gruppo, affermato operatore nel mercato globale degli yacht di lusso, è leader nel mercato globale degli yacht di lusso inboard sopra i 9 metri (circa 30 piedi) con una quota di mercato del circa 15% al 31 dicembre 2022 (fonte: dati del Gruppo basati sul database New Build Estimate al dicembre 2022, pubblicato ad aprile 2023 da Phil Draper & Associates) e tra i primi operatori nel segmento dei super yacht (fonte: dati del Gruppo basati sui dati del SYT iQ, pubblicato nel dicembre 2022 da SuperYacht Times). Il Gruppo progetta, produce e vende yacht di lusso nei segmenti composite, made-to-measure, e super yacht da 8 a 95 metri (circa da 27 a 312 piedi), coprendo un'ampia e diversificata gamma di tipologie, in grado di soddisfare i gusti e le esigenze specifiche della propria clientela. Oltre alla vendita di yacht di lusso di nuova realizzazione, il Gruppo dispone di un'offerta diversificata per soddisfare le esigenze dei propri clienti al di là dell'acquisto di yacht, tra cui: (a) servizi di brokerage, chartering e gestione degli yacht; (b) servizi post-vendita e di refitting; (c) attività di brand extension, come lounge brandizzate, merchandising e servizi di restauro di imbarcazioni storiche; (d) produzione e installazione di componenti nautici, come arredi in legno e sistemi e componenti cinetici; (e) commercio di yacht preowned, offrendo opportunità di rivendita ai propri clienti come leva per facilitare le vendite di nuovi yacht; e (f) vendita di navi da pattugliamento costiero da parte della Ferretti Security Division. Per gli esercizi chiusi al 31 dicembre 2022, 2021 e 2020 e per i tre mesi chiusi al 31 marzo 2023, il Gruppo ha registrato ricavi netti, rispettivamente, di 1.030,1 milioni di Euro, 898,4 milioni di Euro, 611,4 milioni di Euro e 280,3 milioni di Euro e un utile netto, rispettivamente, di 60,5 milioni di Euro, 37,4 milioni di Euro, 22,0 milioni di Euro e 18,6 milioni di Euro.

Contatti

Ferretti Group

Head of Media Relations

Giovanni Bogetto

Email: giovanni.bogetto@ferrettigroup.com

T. +39 02 83994 000

Investor Relations

Email: investorrelations@ferrettigroup.com

Mob: +39 3357959913

Barabino & Partners

Federico Vercellino

f.vercellino@barabino.it

Mob: +39 331.5745171

Anna Bottolo

a.bottolo@barabino.it

Mob: +39 349.9789618



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This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129, as subsequently amended (the “**Prospectus Regulation**”), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities of the Company in any member state of the European Economic Area or in the United Kingdom (each a “**Relevant State**”). A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the “**Delegated Regulations**”) and any applicable Italian laws and regulations, has been approved by CONSOB and has been made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, and any applicable Italian laws and regulations and a draft international offering circular has been made available in connection with the offering. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the offering documents which include detailed information regarding the Company and the risks involved in investing in the securities.

This announcement is only addressed to and is only directed at persons in Relevant States who are “qualified investors” (“**Qualified Investors**”) within the meaning of Article 2(e) of the Prospectus Regulation and, with respect to the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018. In the United Kingdom, this announcement is being distributed to, and is only directed at, Qualified Investors (i) who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**FPO**”), (ii) who fall within Article 49(2)(a) to (d) of the FPO or (iii) to whom it may otherwise lawfully be communicated (all such persons in (i) and (ii) above being together referred to as “**Relevant Persons**”). This announcement and information contained herein must not be acted on or relied upon (a) in the United Kingdom, by persons who are not Relevant Persons, and (b) in any Relevant State other than the United Kingdom, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal, or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“**U.K. MiFIR**”); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the “**U.K. MiFIR Product Governance Rules**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that the Offer Shares are: (a) compatible with an end target market of retail investors and investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (b) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the “**U.K. Target Market Assessment**”). Notwithstanding the U.K. Target Market Assessment, distributors should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules. For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.



This press release contains statements that are, or may be deemed to be “forward-looking statement”, projections, objectives, estimates and forecasts reflecting management’s current views with respect to certain future events. Forward-looking statements, projections, objectives, estimates and forecasts are generally identifiable by the use of the words “may”, “will”, “should”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “goal”, or “target” or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Company’s future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Company or any Group company participates or is seeking to participate. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results: forward-looking statements may and often do differ materially from actual results. The Group’s ability to achieve its projected objectives or results is dependent on many factors which are outside management’s control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions.

All forward-looking statements included herein are based on information available to the Group as of the date hereof. No Group company undertakes any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to any Group company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

The date of admission to trading on Euronext Milan (the “**Admission**”) may be influenced by factors such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company’s intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorized person specializing in advising on such investments. This announcement does not constitute a recommendation concerning the Offering. The value of Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned.

This announcement has been issued by and is the sole responsibility of the Company. No representation or warranty, express or implied, is made by any of the Managers, or any of their respective affiliates, directors, personally liable partners, officers, employees, advisers or agents as to the accuracy or completeness or sufficiency of the information contained in this announcement (or whether any information has been omitted therefrom), and nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers in this respect, whether as to the past or future. The information in this announcement is subject to change.

None of the Managers assumes any responsibility for its accuracy, completeness or sufficiency or for any other statement made or purported to be made by them, or on their behalf, in connection with the Company, the Shares or the Offering. Accordingly, each of the Managers and each of the respective affiliates disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement.

The Managers are each acting exclusively for the Company and/or the Selling Shareholder and for no-one else in connection with any the Offering or any transaction mentioned in this announcement and will not regard any other



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In connection with the Offering, the Managers and any of their affiliates may take up a portion of the shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the prospectus, once published, to the shares being issued, offered, subscribed, acquired, placed, or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.