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AMMISSIONE A QUOTAZIONE DELLE AZIONI ORDINARIE DI FERRETTI S.P.A. SU EURONEXT MILAN APPROVATA DA BORSA ITALIANA S.P.A.

INIZIO DEL PERIODO DI OFFERTA

Milano, 20 giugno 2023 – Facendo seguito al comunicato stampa del 29 maggio 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) annuncia che in data odierna Borsa Italiana S.p.A. (“**Borsa Italiana**”) ha approvato l’ammissione alla quotazione delle azioni ordinarie (le “**Azioni**”) della Società su Euronext Milan, mercato regolamentato organizzato e gestito da Borsa Italiana (“**Euronext Milan**”).

La Società annuncia, inoltre, che l’inizio del periodo di offerta (il “**Periodo di Offerta**”) è previsto per il 21 giugno e terminerà il 22 giugno 2023, salvo proroga o cessazione anticipata che saranno rese note mediante avviso pubblicato sul sito internet della Società. L’inizio delle negoziazioni delle Azioni della Società su Euronext Milan, previsto indicativamente per il 27 giugno 2023, resta subordinato all’ottenimento delle necessarie autorizzazioni da parte della Commissione Nazionale per le Società e la Borsa (“**CONSOB**”) e di Borsa Italiana, ivi inclusi il provvedimento di approvazione del prospetto (il “**Prospetto**”) e il provvedimento di ammissione alle negoziazioni delle Azioni su Euronext Milan. Il Prospetto sarà pubblicato ai sensi della normativa vigente e sarà reso disponibile presso la sede legale della Società e sul relativo sito web.

L’offerta (l’“**Offerta**”) consisterà in massimo n. 88.454.818 Azioni, pari a circa il 26,1% del capitale sociale della Società (le “**Azioni in Offerta**”), detenute e offerte in vendita da Ferretti International Holding S.p.A. (l’“**Azionista Venditore**”). Nell’ipotesi di vendita di tutte le Azioni in Offerta e di mancato esercizio dell’Opzione di Over-Allotment (come di seguito definita), le Azioni in Offerta costituiranno circa il 26,1% del capitale sociale della Società.

È altresì previsto che l’Azionista Venditore concederà a **UniCredit**, in qualità di *stabilization manager* (lo “**Stabilization Manager**”), per conto dei Joint Global Coordinators e Joint Bookrunners (come di seguito definiti), un’opzione per l’acquisto di un massimo di ulteriori n. 8.845.482 Azioni aggiuntive al prezzo di offerta (le “**Azioni di Over Allotment**”), pari a circa il 10% del numero massimo delle Azioni in Offerta (l’“**Opzione di Over Allotment**”).



Nell'ipotesi di esercizio integrale dell'Opzione di Over-Allotment, le Azioni in Offerta saranno pari a n. 97.300.300 Azioni, pari a circa il 28,7% del capitale sociale della Società.

Il prezzo per Azione nell'ambito dell'Offerta sarà determinato sulla base del bookbuilding che coinvolge gli investitori istituzionali.

L'Offerta sarà riservata esclusivamente a investitori qualificati negli stati membri dello Spazio Economico Europeo e nel Regno Unito e a investitori istituzionali esteri al di fuori degli Stati Uniti d'America ai sensi della Regulation S dello United States Securities Act del 1933, come successivamente modificato (il "**Securities Act**") e, negli Stati Uniti d'America, solamente ai "qualified institutional buyers" come definiti e ai sensi della Rule 144A del Securities Act, con esclusione di quei Paesi nei quali l'offerta non è consentita in assenza di autorizzazioni da parte delle autorità competenti, in conformità con le leggi vigenti, o di esenzioni di legge o regolamenti applicabili. Non vi sarà alcuna offerta al pubblico indistinto in Italia e/o in nessuna ulteriore giurisdizione.

Si prevede, inoltre, che la Società e l'Azionista Venditore sottoscrivano impegni di lock-up, efficaci per un periodo di 90 giorni, con i Managers (come di seguito definiti), in linea con la prassi di mercato e soggetti alle consuete eccezioni e possibilità di rinuncia da parte dei Managers.

Le Azioni in Offerta saranno depositate presso Monte Titoli. Se gli azionisti che attualmente detengono Azioni della Società ammesse al CCASS e negoziate sulla Borsa di Hong Kong intendono negoziare su Euronext Milan, tali azioni devono essere riposizionate nei loro conti titoli gestiti da un intermediario italiano. Tale ritiro dal CCASS sarà considerato come un trasferimento transfrontaliero. Qualora il trasferimento non comporti un cambiamento del beneficiario effettivo, non saranno necessarie note contrattuali o il pagamento dell'imposta di bollo *ad valorem* a Hong Kong.

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** agirà 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.

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Stabilization Legend

In connection with the Offering, the Stabilization Manager or any of its agents, on behalf of the Managers, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, effect transactions with a view to supporting the market price of the Shares during the stabilization period at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (excluding Hong Kong Stock Exchange) or otherwise and may be undertaken at any time during the period starting on the date on which trading in the Shares on Euronext Milan commences and ending no later than 30 calendar days thereafter. Neither the Stabilization Manager nor any of its agents will be obligated to effect stabilizing transactions, and no assurance is given that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be ceased at any time without prior notice. Save as required by law or regulation, neither the Stabilization Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions in connection with the Offering. None of the Company, the Selling Shareholder or any of the Managers makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. The Selling Shareholder will grant the Stabilization Manager, on behalf of the Managers, the Over-Allotment Option, exercisable in whole or in part during a period of 30 calendar days after the date on which trading in the Shares on Euronext Milan commences to purchase up to 10% of the aggregate number of Offer Shares, solely for the purposes of covering over-allotments or short positions, and stabilization activities if any, in connection with the Offering.

Disclaimer

This communication is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Australia, Japan, South Africa (or in any other jurisdiction where it is unlawful to do so).

This press release is not an offer for sale of securities in the United States or in any other jurisdiction. Securities may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or an exemption from registration under the Securities Act. The Company has not registered and does not intend to register any part of the offering in the United States or to conduct a public offering of any securities in the United States. Any securities sold in the United States will be sold only to qualified institutional buyers pursuant to, and as defined in, Rule 144A under the Securities Act or upon another exemption from the registration requirements of Section 5 under the Securities Act.

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, will be approved by CONSOB and will be made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, and any applicable Italian laws and regulations and an international offering circular will be 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.

The distribution of this document in certain countries may constitute a breach of applicable law. Shares of the Company have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or South Africa and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or South Africa except under circumstances which will result in the full compliance with the applicable laws and regulations promulgated by the relevant regulatory authorities in effect at the relevant time.

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 person (whether or not a recipient of this announcement) as a client in relation to the Offering or any such transaction and will not be responsible to any other person other than the Company and the Selling Shareholder for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction, matter or arrangement referred to in this announcement.

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.



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