

Code of Ethics

Ferretti Group

December 6th, 2022

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1 INTRODUCTION

1.1 PREAMBLE

Ferretti is fiercely committed to expanding its activities and improving its results to consolidate its position at the pinnacle of international yachting. It is especially careful to encourage the application of the principles contained in its Code of Ethics to its business, as it is convinced that ethics in running a business are the foundation of a company's success and represent its image to the full. That image is what constitutes the company's primary, essential value. In drawing up the Code of Ethics, Ferretti has taken into account activities to prevent and combat unlawful acts, which every Italian company is legally bound to do according to Italian Legislative Decree No. 231 dated 8 June 2001 on the subject of entities' administrative liability. Therefore, the Code of Ethics constitutes a fundamental component supporting the "Organisation, Management and Control Model" adopted by Ferretti, pursuant to the aforementioned provisions, to prevent any of the unlawful offences provided for by Italian Legislative Decree 231/2001. The Code of Ethics was drawn up with the intention of sanctioning and disseminating principles and rules of conduct which Ferretti S.p.A. (hereinafter referred to as "Ferretti" or "Company") considers fundamental in order to carry out its business. The Company aims to reconcile its search to be competitive on the market with compliance with legislation on competition, and to encourage a correct, responsible use of resources as part of its corporate social responsibility and environmental protection.

These reasons led Ferretti to its decision to adopt the following Code of Ethics, which sets out the principles that all those working for the Company are obliged to follow and to guarantee compliance.

1.2 CONTENTS

Ferretti's Code of Ethics:

- sets out all the rights, duties and responsibilities towards all parties with which the Company comes into contact to carry out its own corporate purpose (customers, suppliers, employees and/or collaborators, shareholders, institutions). It is therefore a directive containing the rules of conduct to follow in everyday work and which assumes, first and foremost, compliance with the laws and regulations in force, including the Company's internal rules;
- proposes to set reference ethical standards and behavioural rules to guide decisional processes and Company conduct;
- demands consistent behaviour, i.e. actions which, even only in spirit, do not diverge from the corporate ethical principles, from management and all the parties for whom it is intended;
- helps implement the Company policy of social responsibility, as the Company is aware that taking into consideration social and environmental issues contributes towards minimising

exposure to reputation and compliance risks, and strengthens the sense of belonging among its interlocutors.

1.3 APPLICATION PROCEDURES

1.3.1 ADOPTION AND UPDATE

This Code of Ethics adopted on [●] by the Board of Directors of Ferretti S.p.A. is far from being an unchangeable document and should be considered as a tool that will undergo subsequent amendments and supplements depending not only on internal and external changes to the Company, but also on Ferretti's commercial and production experiences over time. The purpose of the above is to ensure total consistency between the guide values taken as the fundamental principles of the Ferretti Group and the behaviours to be adopted according to the provisions of this Code of Ethics.

1.3.2 RECIPIENTS

This Code of Ethics is binding for shareholders, members of Corporate Bodies, Senior Management, employees, including the managers, and for all those who, although external, conduct their business within the Company or at least represent it (hereinafter referred to as the "Recipients").

All the aforementioned Recipients are, therefore, obliged to comply and, within their remit, ensure others comply with the principles in the Code of Ethics. Under no circumstance can the claim to act in Ferretti's interest justify behaviour in contrast with what is set out in this document

Compliance with the rules of the Code of Ethics must, therefore, be considered an essential part of the contractual obligations for Ferretti employees, pursuant to and by effect of the provisions of Art. 2104 *et seq.* of the Italian Civil Code.

It is, therefore, necessary to ensure that all those who work for Ferretti or interface with it, know and comply with the Code of Ethics. Where possible, therefore, a clause will be included in contracts expressly provides for their mandatory compliance with the Code of Ethics when they work for or represent Ferretti.

1.4 ETHICAL VISION

Ferretti aims to maintain and develop the relationship of trust with its stakeholders, that is to say with the categories of individuals, groups or institutions, whose contribution is required to achieve Ferretti's mission or who, nevertheless, have an interest in the company's business activities.

Stakeholders are those who invest in Ferretti's activities, first and foremost the shareholders, followed by Ferretti's collaborators, customers, suppliers and partners.

In a wider sense, stakeholders are also all those individuals or groups, as well as organisations and institutions representing them, whose interests are influenced by the direct and indirect effects

of Ferretti's business activities, such as the local and national communities in which Ferretti operates (hereinafter referred to as "stakeholders").

The search for a correct, transparent relationship with the stakeholders raises, guarantees and protects the Company's reputation in the social context within which it operates.

1.5 ETHICAL BEHAVIOURS

Ethical behaviour implements the Company's system of values as set out in this Code.

On the contrary, unethical behaviour by any individual or organisation fosters prejudice and hostility towards the Company and includes:

- attempting to gain benefits from the collaboration of others by force;
- breaching the rules of social harmony and the correct social and commercial relationships, as envisaged and regulated by laws and regulations in force;
- operating against the provisions of this Code.

Unethical behaviour while conducting company business activities compromises the relationship of trust between Ferretti and its stakeholders.

1.6 THE VALUE OF REPUTATION AND FIDUCIARY DUTIES

A good reputation is an essential, intangible asset for Ferretti.

Externally, it encourages social approval, shareholders' investments and relationships with the institutions, and attracts better human resources, customer loyalty, supplier tranquillity and reliability towards third parties in general.

Internally, it helps decisions to be made and implemented smoothly and work to be organised without any bureaucratic controls and excessive interventions by authorities.

The Code of Ethics clarifies Ferretti's special duties towards its stakeholders (fiduciary duties).

1.7 THE VALUE OF RECIPROCITY

This Code of Ethics is imbued with an ideal of cooperation to give a reciprocal advantage for the parties involved, in accordance with the role of each one.

Therefore, Ferretti requests each of its stakeholders to act towards it according to principles and rules inspired by a similar idea of ethical conduct.

1.8 VALUES

The actions, operations, transactions and in general all the behaviours adopted by the Recipients while implementing the functions within their remit and responsibility, must be imbued with maximum integrity, honesty, fairness, loyalty, transparency, equity, objectivity and respect for the

person and a responsible, cautious use of corporate, environmental and social assets and resources, in order to protect the Company in the work sector in which it operates.

These values and behaviours translate into concrete actions.

As part of the responsibilities of the role covered, each person must give maximum professionalism possible to fulfil the requirements of the clientele and internal users.

Each person needs to be totally committed to the activities assigned to them and contribute to achieving the company objectives in compliance with the established values.

Our common goals guiding every person's behaviour are to develop the spirit of belonging to Ferretti and to improve the corporate image.

1.9 STRUCTURE OF THE CODE OF ETHICS

This Code of Ethics consists of this introduction and the following sections:

- *General principles for relationships with the stakeholders*, which provide an abstract definition of the benchmark values in Ferretti's business activities
- *Criteria of conduct towards each class of stakeholder*, providing specific guidelines and rules which Ferretti collaborators are obliged to follow in order to comply with the general principles and prevent the risk of unethical behaviour
- *Implementation procedures*, which describe the benchmark structures to apply and review the Code of Ethics, the control system for compliance with the Code of Ethics and its improvement.

2 GENERAL PRINCIPLES

2.1 INTEGRITY, HONESTY, FAIRNESS AND LOYALTY

Ferretti's respect for the values of integrity, honesty, fairness and loyalty has led to its commitment to:

- encouraging and demanding its staff, collaborators, customers, suppliers and any other third party with which it has a legal relationship to comply with its internal regulations and/or all the laws;
- strict compliance with the anti-money laundering legislation, and refusing to implement any suspicious transaction which is not correct and transparent;
- promoting practices at every level to prevent local and transnational corruption;
- filing every operation and transaction backed by the appropriate documentation, in order to proceed at any time with checks to certify their characteristics and reasons and to identify the person who authorised, implemented, recorded, and verified the operation; as a result, employees and/or collaborators must accurately, promptly and completely record operations in the accounts. They must scrupulously comply not only with statutory and tax

legislation, but also with the internal accounting procedures. Every document must show precisely the data contained in the support documentation, which must be kept carefully for any future inspection. Correct, prompt filing together with documentation storage enables the overall company situation to be reconstructed in retrospect and is one of the objectives Ferretti has always aimed to achieve.

2.2 EQUITY, OBJECTIVITY AND INDIVIDUAL PROTECTION

Ferretti considers it essential to protect individual safety, liberty and freedom. It therefore repudiates not only activities which may harm personal safety, but also any possible exploitation or subjection of persons and every possible form of loan that may encourage the commission of such offences.

Furthermore, Ferretti does not condone any action which enables a foreigner to illegally enter Italy or any other State, of which the person is not a citizen and has no permanent residence therein, in order to gain even indirect profit.

Ferretti also gives primary importance to the protection of minors and to the repression of exploitation of any kind against them.

Furthermore, in order to guarantee total respect for the person, Ferretti is committed to complying and ensuring its employees, suppliers, collaborators and partners comply with the legislation in force on protection of employment, with specific attention to child labour, as outlined in the Minimum Age Convention No. 138/1973 and the Worst Forms of Child Labour Convention No. 182/1999 adopted by the ILO, and the exploitation of women and foreigners from outside the European Union.

If any employee becomes aware during his work of the commission of acts or behaviours which may harm personal safety as identified above, or constitute the exploitation or subjection of a person, he/she must immediately notify his/her superiors, without prejudice to obligations imposed by law.

Furthermore, respect for values of equity and objectivity has meant Ferretti undertakes to:

- avoid any form of discrimination, especially based on race, nationality, gender, age, physical disabilities, sexual orientation, political or trade union opinions, philosophical or religious beliefs;
- not tolerate any form of sexual abuse and physical or psychological harassment anywhere;
- avoid taking decisions or carrying out activities against or in conflict with Company interests or in any way incompatible with compliance with statutory duties while completing tasks;
- show sensitivity and respect towards others and refrain from any behaviour which may be considered offensive.

2.3 TRANSPARENCY AND CONFIDENTIALITY

Ferretti's respect for the principles of transparency and confidentiality has led to its commitment to:

- give truthful, complete, transparent and comprehensible information to enable Recipients to make informed decisions regarding relationships with the Company or in which the latter is involved;
- update, promote and ensure compliance with the "Policy" issued by Ferretti regarding the management, processing and communication to the public of confidential and privileged information, which the Recipients are reminded to comply with;
- protect the confidentiality of data and information which may come into the hands of an employee and/or collaborator of the Company, especially in the event where that data and information, if made public, may influence the price of unlisted securities for which no request has been made for admission to trading on a regulated market. The members of the administrative and control bodies, the employees and collaborators must be fully aware they are forbidden to conduct purchase and sale transactions or other transactions, even via a third party, or advise said transactions to be made, exploiting information discovered as a result of their job. Generally speaking, all Recipients of this Code of Ethics must avoid behaviour which may result in or encourage *insider trading*;
- consider confidentiality as the linchpin of the Company business activities, fundamental for the Company's reputation and the trust placed in it by its clientele. Ferretti employees and/or collaborators are obliged to follow this principle closely, even after their relationship of employment or collaboration has ended, whatever the circumstances. It is, therefore, expressly forbidden to communicate, disseminate or make improper use of data, photographs, recordings or classified information or news regarding the clientele or third parties in general, with which the Company carries on or is about to carry on business. Personal data may be made known only to those who effectively need to know it to carry out their specific functions. Each party in a relationship with the Company must avoid undue communication or dissemination of such data and/or information.

2.4 RESPONSIBILITY

Ferretti's respect for the value of responsibility means that its business activities:

- are inspired by principles of sound, prudent management to be a solid, reliable, transparent business, open to innovation, exponent of the increasingly new requirements of its customers, alert to the requirements of its investors and shareholders, interested in the best development and use of human resources and in the most efficient company organisation;
- pursue the company interests by complying with laws and regulations, and with fair, loyal behaviour, by acknowledging the competition as a positive stimulus to constantly improve the quality of products and services offered to its clientele, and by imbuing its commercial conduct with principles of loyalty and propriety;

- protect the company's reputation and assets;
- seek compatibility between economic initiative and environment needs, not only in compliance with the legislation in force, but also taking into account the best experiences on the subject.

2.5 RELATIONSHIP MANAGEMENT AS REGARDS CRIMINAL OFFENCES INVOLVING WORKPLACE SAFETY

The internationalisation of the company business activities is accompanied by an increase in the risks involving the safety of personnel, plants and information. Ferretti has promised to guarantee a safe environment and to protect not only its staff, but also the assets and information belonging to it as far as is within its control.

Ferretti must follow the applicable policies and regulations on health and safety and must contribute to making the work environment safe for everyone, in order to guarantee the safety not only of its personnel, but also of the Company equipment and information.

The safety standards and prevention measures on the subject of accidents at work are also guaranteed to Ferretti personnel working in different parts of the world.

Ferretti must explain clearly and make known, in a formal document, the fundamental principles and criteria according to which it makes its decision of every type and at every level, on the subject of workplace health and safety.

These principles and criteria are listed below:

- avoid risks;
- assess the risks that cannot be avoided;
- fight the risks at their source;
- adapt the work to the man, especially as regards the design of work stations and the choice of work equipment and work and production methods, specifically to relieve monotonous and repetitive activities, in order to reduce the effects of this type of work on health;
- take into account the extent to which techniques have evolved;
- replace anything hazardous with something which is not hazardous or is less hazardous;
- replace what is outdated in case it should cause a potential risk for the workers;
- programme prevention activities by aiming for a consistent strategy, which integrates technique, work organisation, work conditions, social relations and the influence of factors of the working environment;
- prioritise collective protection measures rather than individual protection measures;
- give the workers adequate instructions;

- appoint suitably qualified technical and professional individuals to monitor and control the workers, and give them the task of detecting and notifying any behaviour not complying with the provisions of this Code of Ethics and the Organisation, Management and Control Model.

Ferretti uses these principles not only to take the necessary measures to protect its workers' health and safety and prevent professional, information and training risks, but also to prepare an organisation and the necessary means to reduce the risks during work activities to the minimum.

From top management to operational personnel, all Ferretti staff must follow these principles, especially when it comes to making executive decisions or choices.

3 CONDUCT CRITERIA

3.1 GENERAL INFORMATION

Listed below are the general criteria of conduct which all Recipients must uphold towards all categories of stakeholders, while working in the Company.

These criteria shall be always applicable and supplement the criteria of behaviour specifically indicated for any particular category of stakeholders.

3.1.1 PROCESSING OF INFORMATION

Ferretti processes stakeholders' information in full compliance with the confidentiality and privacy of the data subjects.

Specific policies and procedures are applied and constantly updated to protect the information. More specifically, Ferretti:

- identifies an organisation to process the information, which will ensure a correct separation of roles and responsibilities;
- classifies the information according to increasing levels of critical risks and adopts appropriate countermeasures in each phase of processing;
- demands that third parties intervening in the processing of the information sign confidentiality agreements;
- informs its own personnel and external processors on data processing methods and the critical issues related to the information processed;
- adopts policies to protect, keep and store the data;
- adopts hierarchical criteria as regards authorisations and visibility of the information.

3.1.2 ACCOUNTING RECORDS AND MANAGEMENT OF FINANCIAL RESOURCES

The accounting records must be transparent and be based on true, accurate and complete information to guarantee the reliability of the administrative-accounting system and to set out the

Company's economic, capital and financial situation correctly in internal documents, financial statements and other corporate communications and in the information given to the stakeholders. All Recipients are obliged to collaborate so that management data are recorded correctly and promptly in the accounts.

It is, therefore, forbidden to:

- reveal untrue material facts – even if under assessment – or to omit information on the Company's economic, capital or financial situation, the communication of which is required by law (even though the information concerns assets held or managed by the Company on behalf of third parties) in the financial statements, reports or other corporate communications provided for by law for shareholders or the general public, in such a way as to misguide the recipients on the aforementioned situation and cause possible pecuniary damage to the shareholders or creditors, with the intention of deceiving the shareholders or the public and gaining an unjust personal profit or for others;
- make false statements or hide information regarding the Company's economic, capital or financial situation, in reports or other communications, knowing they are false and with the intention of deceiving the recipients of the communications, so as to misguide the recipients of the communications regarding the aforementioned situation, in order to gain an unjust personal profit or for others;
- hide documents or, using other artifices, prevent or at least hinder monitoring or audit activities legally assigned to the shareholders and/or other corporate bodies;
- allocate profits or advances on profits not actually made or intended by law for the reserve, or to distribute reserves, even not consisting of profits which by law cannot be distributed;
- other than in the cases permitted by law, purchase or sign corporate shares or quotas, damaging the endowment fund or the reserves that cannot be distributed by law;
- reduce the share capital and harm the creditors in breach of the provisions of law to protect creditors;
- spuriously subscribe to, or increase Ferretti's share capital, even partly;
- distribute corporate assets among the shareholders before paying the corporate creditors or setting aside the necessary sums to pay them, and cause damage to the creditors;
- use simulated or fraudulent actions to obtain a majority in the shareholders' meeting in order to gain an unjust personal profit or for others;
- spread false information or simulate operations or use other concrete artifices to considerably alter the price of financial instruments.

Recipients who become aware of any omissions, falsifications, negligence in the accounts or documentation on which the accounts records are based, are obliged to refer the facts to the Company's Supervisory Body.

3.1.3 RELATIONSHIPS WITH INTERNATIONAL OPERATORS AND COMPLIANCE WITH INTERNATIONAL TRADE LAWS

Ferretti undertakes to guarantee that all its relationships, including those of a commercial nature, with parties operating internationally take place in full compliance with the laws and regulations in force, with the purpose of avoiding the danger of committing transnational criminal offences.

To this regard, the Company undertakes to adopt all reasonably possible and necessary precautions to verify the reliability of those operators, and the legitimate origin of the capital and of the means used by the latter within the relationships with the Company.

Furthermore, Ferretti undertakes to collaborate fairly and transparently with the Authorities, whether domestic or foreign, should they request information or investigate the relationships between the Company and international operators.

Ferretti repudiates every form of terrorism and intends to adopt suitable measures for its own activities to prevent the danger of becoming involved in acts of terrorism.

Ferretti is aware that the majority of countries, including Italy, have laws to regulate imports, exports and customs procedures, especially for hazardous materials.

For this reason, the Company is aware of the possible negative legal consequences and pays special attention to the restrictions in force in many nations, implementing specific protocols of prevention.

This applies to both imports and exports connected to specific direct and indirect operations.

In addition to traditional transport systems, the import and export operations can occur not only electronically, but also during negotiations or visits to plants.

Ferretti's employees travelling to another country are personally subject to the import restrictions on the goods in their possession.

3.1.4 RELATIONSHIPS WITH THE COMPETITION

It is fundamentally important that the market is based on fair competition. Ferretti and its collaborators are, therefore, committed to maximum compliance with the laws to protect competition and the market in any jurisdiction.

Antitrust and unfair competition laws are in force in many countries. They are strict, complex laws and their field of application often goes far beyond the frontiers. They provide for severe sanctions in the event a company or private individuals breach them.

Antitrust and unfair competition laws prohibit agreements that restrict or slow down trade, e.g. price fixing, tender rigging, market splitting, unfair price fixing and agreements on retail prices.

Unfair competition practices include making false statements about the competition, the improper use of the industrial secrets of the competition, giving the competition information on prices and the territories, restricting procurement sources of the competition and any behaviour that will induce suppliers to cancel contracts entered into with the competition.

Many jurisdictions provide for prior authorisation for operations such as company mergers, acquisitions, joint ventures or similar transactions, especially if said operations involve competitors.

No collaborator may be involved in initiatives or have contacts with competitors (e.g. price agreements) which may appear to breach legislation protecting competition and the market. In the event a person becomes aware of such a breach, he/she shall immediately report it to one of his/her superiors.

3.1.5 PROTECTION OF INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

Intellectual property is one of Ferretti's most important assets. It is essential to guarantee that it is adequately protected. Intellectual property includes trademarks, copyright, industrial secrets, know-how, patents and a wide range of additional confidential information, such as budgets, business plans, research and technical data, personnel records and financial data in general.

Confidential information must be shared exclusively within Ferretti or with professional consultants appointed for the purpose by the Company. It is equally important to protect the intellectual property, know-how and confidential information of third parties held by Ferretti and the Recipients. Failure to protect may lead to legal proceedings, fines and other penalties for the employee and the Company.

The principles applied to relationships with customers must also apply to Ferretti's commercial relationships with its suppliers, with which it undertakes to develop fair, transparent dealings. More specifically, it guarantees the following:

- standard procedures of selection and management of Suppliers that guarantee equal dignity and opportunities. The Supplier selection process will take into account objective, transparent evaluations of their professionalism and entrepreneurial structure, of the quality, price and procedures to provide the service and delivery. Furthermore, it will assess the extent to which they are appreciated on the market, their ability to face the obligations of confidentiality which the nature of the service offered imposes, their corporate responsibility criteria and their compatibility and adequacy based on Ferretti's requirements and dimensions;
- criteria and systems of constant monitoring of the performance quality and of the goods/services supplied;
- supply contracts based on equity and especially as regards payment terms and the cost of administrative formalities.

Adherence to the aforementioned principles is guaranteed by the adoption of and compliance with internal procedures regarding purchases and supplier selection.

The suppliers are aware they must carry out their activities according to standards of conduct consistent with those indicated in this Code of Ethics. More specifically, they must guarantee their reliability in the business, respect the rights of their workers, invest in quality and responsibly manage their environmental and social impact.

3.2 CONDUCT CRITERIA IN RELATIONSHIPS WITH THE SHAREHOLDERS

3.2.1 SHAREHOLDERS

A Ferretti shareholder holds quotas of Company share capital.

3.2.2 CORPORATE GOVERNANCE

The corporate bodies comply fully with the rules established by the corporate Articles of Association, the Internal Regulations and by national and EU legislation in force.

The corporate governance system aims to:

- maximise the medium-long term value of the company in order to increase the benefit for the shareholders and for future generations;
- distribute the benefits according to the statutory rules;
- respect the shareholders' rights;
- monitor business risks;
- achieve socially responsible management;
- safeguard the corporate assets.

Business management at Ferretti takes inspiration from due diligence and finds the exploitation of the greater amount of information it has compared to its shareholders for personal or group purposes totally incompatible.

Ferretti shareholders are committed to complying with the decisions taken by the management bodies according to the powers granted to them.

All shareholders have equal opportunities to influence business management. Specific groups of shareholders are not permitted to obtain privileged treatment in exchange for the support of those in management.

3.2.3 ACTIVITIES OF MEMBERS OF THE CORPORATE BODIES

The corporate bodies comply fully with the rules established by the corporate Articles of Association, the Internal Regulations and by national and EU legislation in force.

More specifically, the corporate bodies must:

- guarantee their conduct is inspired by autonomy, independence and fairness in their relationships with public institutions and private parties (including company creditors, economic associations and national and international operators);
- behave with integrity, loyalty and a sense of responsibility towards the Company;

- guarantee regular and informed participation in the meetings and activities of the corporate bodies;
- refrain from acting in situations where there is a conflict of interest within their own activity;
- facilitate the monitoring and/or review activities by the shareholders, the other corporate bodies, the Supervisory Body and every other individual appointed with tasks of control;
- make restricted use of the information which comes to their knowledge for business and avoid using their position to obtain personal advantages. External communications must comply with the law and safeguard price sensitive information and information covered by industrial secret;
- comply, within their remit and limits of their responsibilities, with the rules of conduct established for Employees and Collaborators in the paragraph "Conduct criteria in relationships with employees and collaborators".

Members of the Corporate Bodies and Top Management at Ferretti are obliged to comply with this Code.

All members of the Corporate Bodies and Ferretti managers can hold relationships or take on obligations with the Company they run, manage or control only in compliance with the general and sector specific rules of law, statutory regulations and related internal provisions.

3.3 CONDUCT CRITERIA IN RELATIONSHIPS WITH THE SHAREHOLDERS AND THE MARKET

3.3.1 PROTECTION OF SHAREHOLDERS

Ferretti S.p.A. maintains a constant dialogue with the Shareholders, also via its company Internet website, in compliance with the laws and regulations which state every investor and potential investor has the right to receive the same information in order to make judicious investment choices.

Ferretti S.p.A. is committed to providing transparent, truthful and prompt information.

Ferretti S.p.A. promotes correct information to guarantee that the decisions of the institutional investors, shareholders, financial analysts and financial backers are based on the knowledge of the strategic corporate guidelines and management results.

Communication will be made according to the criteria established by the decisions of CONSOB (Italian National Commission for Companies and the Stock Exchange) and in compliance with the internal procedures on the subject.

3.3.2 ABUSE OF PRIVILEGED INFORMATION

The directors, employees and collaborators of Ferretti Group who, within their remit, become aware of "privileged" information not available to the general public that directly or indirectly concerns the Ferretti Group or its securities, are obliged to handle it correctly.

To this regard, Ferretti S.p.A. has adopted an appropriate procedure which regulates the processing and communication both inside and outside the Company of documents and information regarding Ferretti S.p.A. and its subsidiaries.

3.3.3 TRANSPARENT OPERATIONS

In order to guarantee maximum transparency, natural and legal persons with strategical powers within the Ferretti Group must notify the market of the transactions made on the Ferretti securities or on any other securities issued in the ways and times provided for by the legislation in force.

To this regard, the Company has adopted a "Procedure for Internal Dealing" which regulates this aspect.

3.4 CONDUCT CRITERIA IN RELATIONSHIPS WITH EMPLOYEES AND COLLABORATORS

3.4.1 EMPLOYEES AND COLLABORATORS

This Code defines an employee or collaborator as every person who, irrespective of the legal qualification of the relationship, holds a work relationship with Ferretti that aims to achieve the Company purposes.

3.4.2 RELATIONSHIPS WITH EMPLOYEES AND COLLABORATORS

Ferretti is committed to developing the attitudes and potential of its personnel during their work remit, so that the skills and legitimate aspirations of each individual are fully obtained as part of achieving the corporate objectives.

The entire corporate staff must conform to these aims and especially the human resources department.

Ferretti acknowledges that its personnel is the fundamental, essential factor in the company's development and believes it is important to establish and maintain relationships with its employees and collaborators based on reciprocal trust.

Ferretti is committed to offering equal opportunities of work and professional growth to all its employees on the basis of their skills and professional qualifications, without any discrimination.

Ferretti does not tolerate illegal acts of discrimination (including any unlawful form of abuse) on grounds of gender, age, race, colour, faith, religion, tastes or sexual orientation, marriage status, origin, descent, citizenship, military status, handicaps or disabilities or belonging to any other protected category in compliance with the legislation in force. Neither will it tolerate any form of nepotism or favouritism. Therefore, it insists that in internal and external work relationships there is no abuse of any kind, e.g. the creation of hostile work environment for individual persons or groups of persons, the unjustified interference in another person's work or the creation of obstacles and impediments to another person's professional prospects.

At the time of recruitment, candidates shall be assessed based on how well they match the profiles Ferretti requires. An assessment shall also be made of their professional characteristics and aptitude which can be developed further within the company organisation.

Staff are employed solely under regular employment contracts as no unlawful work is tolerated. The candidate must be informed of all the characteristics of the work relationship.

When the work relationship begins, staff are given clear, specific information on the legislative aspects and pay. Furthermore, throughout the work relationship, the employee or collaborator receives instructions which will enable him/her to understand the nature of his/her appointment and allow him/her to perform appropriately according to his/her qualification. Communication with all employees is based on values of listening, clarity, transparency and collaboration.

Ferretti is committed to training all employees and to encourage their participation in refresher courses and training programmes, so that the skills and legitimate aspirations of every individual can be realised at the same time as the corporate objectives are achieved.

As a result:

- by means of the relevant functions, Ferretti selects, hires, pays and manages its personnel on the basis of merit and competence, without any political, trade union, religious, racial, language or gender discrimination in compliance with all the laws, employment agreements, regulations and directives in force;
- the corporate evaluation system is managed transparently and objectively. It must duly consider the compliance of personnel with the rules of this Code of Ethics, which constitutes the basis for the application of a system of incentives and career advancement envisaged by contractual legislation to strengthen motivation, award equally and encourage excellent results.

Safeguarding the employee's moral and physical integrity is needed to carry out any work activity. As a result, Ferretti makes every effort to guarantee the protection of the health and safety of its employees and collaborators and also undertakes to consolidate and disseminate the culture of safety by raising awareness of the risks and encouraging responsible conduct by all personnel.

Ferretti undertakes to comply and ensure its suppliers comply with the legislation in force on employment, paying special attention to child labour and women in the workplace.

More specifically, Ferretti is especially careful to avoid the risk of illegally recruiting and exploiting underpaid labour (the so-called *caporalato*), pursuant to Article 603 *bis* of Italian Criminal Code. For this purpose, it takes all the necessary precautions to protect health, safety or provide personal protection and a healthy workplace in compliance with the legislation in force when hiring men and women workers, even if they are hired via a third party agency.

3.4.3 PROTECTION OF PRIVACY

Ferretti respects the confidentiality of the personal information of its employees and allows access to personal records only to duly authorised individuals.

Ferretti is obliged to protect its employees' personal information when it accesses their confidential data and can share it exclusively for legitimate corporate purposes, subject to obtaining appropriate authorisations and only in cases where it effectively needs to know it according to the provisions of the Privacy Code and European legislation.

Personal data can have a very wide definition and vary from one country to another: examples of personal data include personal identification numbers, telephone numbers, information regarding age, gender and health conditions.

More specifically, Ferretti respects the individual right of the data subjects to protect their personal data and provides them with a complete, updated privacy notice on its processing of both ordinary and possibly sensitive data collected or which will be collected during its activities. Ferretti requires informed consent to be given each time it becomes necessary.

Except in cases specifically notified to the data subjects, their data may not be communicated, disclosed or used for other purposes either inside or outside the Company.

Persons working for the Company in top management or subordinate positions are forbidden to change in any way the functioning of the IT and telematic system, or to intervene in any way on the data, information and software installed for the purpose of committing one of the offences mentioned in Italian Legislative Decree 231/2001.

3.4.4 OBLIGATIONS OF EMPLOYEES AND COLLABORATORS

The professionalism and commitment of the staff represent a specific obligation, as they are essential conditions to achieve Ferretti's objectives. Employees and collaborators must comply with the provisions of this Code of Ethics.

More specifically, they undertake to comply with the following rules of conduct with due diligence and loyalty:

- every situation or personal activity, which may lead to even a potential conflict of interest with the Company or which could interfere with the ability to take impartial decisions in Ferretti's best interest, must be avoided. There is a conflict of interest where personal, social and financial activities of the employee or any of his/her activities and relationships interfere or may interfere with his/her loyalty towards Ferretti. As an example: holding a second job, the possession of a financial interest in a project or investment of Ferretti, obtaining a personal advantage thanks to the knowledge of substantial information not publicly known or other confidential information. In any event, each employee must promptly declare to the Company, according to the provisions of the corporate procedures, any situations of conflict of interest arising from family relationships with persons employed by customers or suppliers or who are consultants or directors for legal persons unrelated to Ferretti, but in relationships with the latter.
- Staff are forbidden to accept – even indirectly – any money, gifts, services, or favours in connection with relationships held with any third party with which the Company has an

existing relationship for the purpose of influencing its decisions, in view of more favourable treatment or undue services or for any other purpose.

- Any requests or offers of money, gifts or any type of favour, received by staff according to what is established in the preceding point, must be promptly notified to a senior member of staff.
- The information acquired while carrying out the activities assigned must remain strictly confidential and duly protected in compliance with the provisions of Italian Legislative Decree No. 196 of 30/06/2003 as amended, and with EU Regulation 2016/679, and it cannot be used, communicated or disclosed to third parties.
- Care must be taken of personal skills and professionalism. They must be enriched with the experience and collaboration of colleagues to create an environment in which all colleagues feel well accepted and encouraged to achieve their own professional goals.
- Each employee/collaborator of the operational units, management or commercial network must be ready to collaborate to the highest degree in order to achieve customer satisfaction. Each one must comply with all the applicable laws and regulations while conducting business, in compliance with all the laws protecting market integrity. Unlawful commercial practices are forbidden: each employee/collaborator must comply with the laws in force and the internationally accepted principles on competition, trade, finance and any other subject.
- The decisions taken must be based on principles of sound and prudent management, by means of careful assessment of the potential risks and with the knowledge that one's own choices contribute to achieving positive corporate results.
- Every person is obliged to operate with due diligence to protect corporate assets, scrupulously and responsibly using the resources entrusted to him/her and avoiding improper uses which may cause damage, reduce efficiency or contrast Ferretti's interest.
- IT resources, such as hardware, software, data and the networks that are a part of them shall be used properly, as they are assets of significant importance for the Company and play an essential role to achieve the corporate objectives. These assets enable internal and external communications and allow information to be kept and company activities to be carried out. Communications made using the computer, telephones, mobile devices or other electronic resources and the information they contain belong to the Company. Ferretti has the right to monitor the activity of these tools in order to guarantee they are used to lawfully carry out corporate business in compliance with company policies and procedures. E-mails are considered company records and are often subject of special attention during investigations by the supervisory bodies and in case of litigation.
- Anyone responsible for the preparation of financial statements or other similar documents must make use of maximum collaboration and provide clear, complete information and accurate data and processing.

- There must always be collaboration with the Judicial Authority in any investigations and proceedings it conducts.

3.5 CONDUCT CRITERIA IN RELATIONSHIPS WITH CUSTOMERS

3.5.1 CUSTOMERS

A customer is the person who uses products or services of the Company for any purpose.

3.5.2 RELATIONSHIPS WITH CUSTOMERS

Ferretti carries on its commercial and production activity in compliance with all the applicable laws and regulations in force wherever it operates in the world. In its business relationships, Ferretti will act fairly and in compliance with all the laws aiming to protect market integrity.

Ferretti is constantly sensitive and attentive to continually improving the quality of its relations with its clientele, as this is fundamental for the process of creating and distributing Company value. In fact, customers constitute an integral part of the Company's corporate assets.

In relationships with the customers, each Recipient of this Code of Ethics represents the Company, of which he/she is an integral part. For this purpose, the Recipients are obliged to carry out their own activities with the customers showing professionalism, competence, availability, fairness, courtesy and transparency. The excellent quality of the goods and services offered and the guarantee of giving an immediate, qualified response to the requests, constitute the distinctive features of Ferretti's relationship with its clientele.

Behaviour shall always be imbued with professional respect for the confidentiality of the information collected during the activity and compliance with the laws in force regarding personal data protection.

In order to protect Ferretti's image and reputation – built up through the commitment, dedication and professionalism of its structures – the relationships with the clientele must:

- be completely transparent and fair, in order to create a strong relationship which enables the customer to always understand the characteristics and value of all the goods and services available purchased or offered;
- maintain high standards of quality in terms of products and services, and maximise customer satisfaction. The internal procedures and electronic technologies used support these aims and are also used to continually monitor the clientele;
- accurately identify customer profiles, which are a fundamental starting point to offer products that are consistent with their requirements;
- promptly acknowledge claims, aiming to resolve any disputes. Claims constitute an opportunity for improvement, for overcoming conflict and regaining customer trust and satisfaction;

- take care and pay attention to every customer or category of customers, without any discrimination on the basis of their nationality, religion or gender;
- comply with the law, especially with the provisions on anti-money laundering, and the fight against unlawful handling and use of money, goods or utilities of dubious provenance;
- be independent from any improper conditioning either internal or external;
- regularly monitor objectives such as customer satisfaction and loyalty, which is rewarded in order to promote relationships. Ferretti is open to suggestions and proposals from customers regarding services and products.

Furthermore, when starting commercial relationships with new customers and managing existing agreements, the available information must be taken into account to avoid:

- direct or indirect relationships with parties known or suspected of being involved in unlawful activities, especially those connected with arms and drug trafficking, money-laundering and terrorism, and in any case with persons lacking the necessary requisites of professionalism and commercial reliability;
- funding unlawful activities to produce or sell highly polluting or hazardous products for the environment and health;
- entering into financial relationships with those economic activities which, even indirectly, hinder human development and contribute to a breach of fundamental human rights (e.g. exploiting the use of child labour).

In the event a person becomes aware of such unlawful activities or customer relations which could harm Ferretti's reputation, he/she shall immediately report it to one of his/her superiors.

To avoid incorrect behaviour, any third parties representing Ferretti must be subjected to appropriate investigations and checks (know your customer - KYC). They must commit to complying with our Code of Ethics and must be carefully managed.

3.6 CONDUCT CRITERIA IN RELATIONSHIPS WITH SUPPLIERS

3.6.1 SUPPLIERS

Suppliers are those who provide goods, services, labour and the resources required to implement the activities or provide the services.

3.6.2 SELECTION OF SUPPLIERS

The processes to procure goods and services seek the maximum competitive advantage for Ferretti, and give each supplier equal opportunities; they are also based on pre-contractual and contractual conduct based on essential, reciprocal loyalty, transparency and collaboration.

More specifically, Ferretti's collaborators in charge of these processes are obliged to:

- not preclude anyone in possession of the required requisites from the possibility of competing to enter into an agreement, by adopting objective, documentable criteria in the selection of the candidate shortlist;
- during the supplier selection phase, ensure sufficient competition to provide an appropriate candidate shortlist (for example, by considering at least three companies); any exceptions must be authorised and documented.

Ferretti will take special care to verify and check the requisites of integrity and reliability of the other parties, controlling the available information (including financial information), in order to ascertain the legitimacy of the activities of the other parties before entering into any business relationship.

In any event, if the supplier while working for Ferretti adopts any behaviour which is not in line with the general principles of this Code, Ferretti has the right to take suitable measures and even preclude any future chances of collaboration.

3.6.3 PROTECTION OF THE ETHICAL ASPECTS OF SUPPLIES

A breach of the general principles of the Code of Ethics involves disciplinary mechanisms to avoid the commission of offences which can be traced back to Ferretti activities.

For this purpose, special clauses are prepared in the individual agreements.

More specifically, any agreements with suppliers from countries "at risk", identified as such by recognised organisations, introduce contractual clauses which provide for:

- Self-certification by the supplier of compliance with specific corporate obligations (e.g. measures to guarantee workers' basic rights are respected, the principles of equal treatment and of non-discrimination, the prevention of child labour).
- The possibility to perform audits at the production units or operational plants of the supplier to verify compliance with these requisites.

3.7 CONDUCT CRITERIA IN RELATIONSHIPS WITH THE COMMUNITY

3.7.1 COMMUNITY

The term community refers to the system consisting of a territory, its people and its institutions.

"Territory" is understood to be a specific physical space with its natural and historic needs.

"People" means the group of persons who live and work in the territory.

"Institutions" are the entities that enable the community to function and the other forms of social organisation.

3.7.2 RELATIONSHIPS WITH PUBLIC ADMINISTRATION

Relationships with Public Administration consist mainly of those which: (i) are instrumental in obtaining any authorisations required to carry out the corporate activity; (ii) aim to assess the

implications of laws and regulations for the company activities; (iii) are required to answer requests made to Ferretti by the Public Administration when carrying out its institutional activity.

Relationships with Public Administration must always be clear, transparent and fair and must not be susceptible to any ambiguous or misleading interpretations.

Ferretti identifies and defines the communication channels with all contact persons of local, national and international Public Administration authorities (including but not limited to, Ministries, Antitrust Authority, Communications Authority, Data Protection Authority, Revenue Office, etc.).

More specifically, the Recipients must not attempt to inappropriately influence the decisions of Public Administration by offering money or other services, such as employment or trade opportunities which may be to the advantage of public officials or persons providing a public service and their families.

Ferretti cannot pay direct or indirect contributions of any kind or put aside funds to support public servants belonging to Public Administration, unless permitted by the laws and regulations in force and on condition that: (i) they are duly approved by the competent corporate functions; (ii) they are duly documented in the accounts and from a management point of view; (iii) they do not place any Recipient in a position of conflict of interest.

More specifically, it is prohibited to:

- offer the aforementioned persons gifts – even for festivities, except for gifts with a symbolic value (roughly EUR 100.00, also as a discount as envisaged by Italian Law 190/2012) ascribable to normal relations of commercial courtesy and, in any case, such that they cannot generate in the other party or in another impartial third party the impression they aim to gain for or grant to the Company any undue advantages, or to give the impression of unlawfulness or immoral actions;
- examine or propose opportunities of employment of Public Administration employees (or their family members and the like) and/or commercial opportunities of any other kind which could be unduly advantageous beyond the ordinary treatment reserved for the clientele;
- make unjustified or not contractually envisaged entertainment expenses or with purposes other than the mere promotion of the company image;
- provide or promise to provide, solicit or obtain information and/or documents that are confidential or could compromise the integrity or reputation of one or both parties;
- favour suppliers and sub-suppliers in purchasing processes only because they have been indicated by Public Administration employees as a condition to implement further activities;
- knowingly produce false documents or documents containing false or altered data, remove or omit documents, omit information due, in order to unduly change the decisions of the Public Administration in favour of the Company or in favour of its clientele;

- be deceitful so as to induce the Public Administration to make an error in its technical-economic assessment of the products and services offered/supplied or unduly influence the decision by the Public Administration;
- use or submit false statements or documents, as well as documents certifying untrue facts or information, or to omit information due in order to gain undue contributions, loans, subsidised mortgages or other payments of the same type by the State, the European Union or other public entities.

The Recipients are obliged to check that public payments, contributions or subsidised funds paid in favour of Ferretti are used to carry out the activities or implement the initiatives for which they were granted; any use other than the one for which they were paid is prohibited.

In both regular and specific communications and reports, Ferretti guarantees the completeness and integrity of the information provided and the objectivity of the assessments, promptly fulfilling any obligations requested.

Whoever receives explicit or implicit requests or proposals of benefits of any kind from Public Officials, those in charge of Public Services or from other persons who are, in any way, Public Administration employees, must immediately:

- interrupt any relationship with them;
- report what has happened to a direct superior.

As regards relationships with national, EU and foreign Supervisory Authorities, and especially when sending regular communications and reports, Ferretti guarantees the completeness and integrity of the information provided and the objectiveness of the assessments and will promptly fulfil any obligations requested by Public Administration. Furthermore, the relationships with the Supervisory Authorities also depend on maximum collaboration, and should at all costs avoid hindering the institutional activity.

3.7.3 RELATIONSHIPS WITH POLITICAL ORGANISATIONS AND TRADE UNIONS

The principles of transparency, independence and integrity must also characterise the relationships between the competent corporate functions and the political organisations and trade unions. The relationships with the latter aim to encourage correct discussion without any discrimination or diversity of treatment, in order to encourage an atmosphere of reciprocal trust and a constant dialogue in the search of highly flexible solutions.

Relationships with the representatives of political organisations and trade unions are reserved to the competent Company functions authorised to do so.

Personal participation of Recipients of the Code of Ethics in political organisations shall take place outside working hours and without any connection with the work carried out at Ferretti.

Ferretti does not support demonstrations or initiatives with an exclusively political purpose. In fact, it abstains from any direct or indirect pressure on political representatives and does not permit payment of any direct or indirect contributions in money or kind or in any other form to political

parties, movements, committees, political organisations and trade unions or to their representatives or to associations with which there may be a conflict of interest.

3.7.4 RELATIONSHIPS WITH THE MASS MEDIA

Ferretti acknowledges the fundamental informative role played by the Mass Media to the public. For this purpose, it undertakes to fully collaborate with all media, without any discrimination, and with respect for their roles. Ferretti's communications to any media must be truthful, clear, transparent, unambiguous and not instrumental. They must also be consistent, homogeneous and accurate in compliance with corporate policies and programmes.

Relationships with the press and with other mass media are reserved for the appropriate corporate bodies and functions.

More specifically, the Communication Department of Ferretti is responsible for coordinating and approving the release of information outside the Company and is responsible for general commercial and financial information. The Legal Department of Ferretti, on the other hand, supervises the aspects connected with the provisions of law and regulations.

To guarantee univocal information and to support those who come into contact with the media, the statements made on behalf of Ferretti must be subjected to the prior authorisation of the competent corporate bodies and functions.

Any requests for information from external sources, such as communication media, financial analysts and supervisory bodies, must be sent to the Communication Department of Ferretti or to its Legal Department, depending on the type of information.

Any invitations to give interviews or communications regarding the Company must be agreed with the Communication Department of Ferretti.

Ferretti's advertising complies with the ethical values in this Code of Ethics, and repudiates the use of vulgar or offensive messages. Ferretti looks after the information published on the corporate website to make it a complete, effective tool in line with market expectations.

4 IMPLEMENTATION PROCEDURES

4.1 RESPONSIBILITIES FOR IMPLEMENTATION

All assignments on the subject of dissemination and implementation of this Code are reserved for the Board of Directors.

To implement the activities required to apply this Code, specific competencies have been assigned to the Supervisory Body, as indicated in the following paragraphs.

4.2 DUTIES OF THE SUPERVISORY BODY FOR THE IMPLEMENTATION AND CONTROL OF THE CODE OF ETHICS

As regards the Code of Ethics, the Supervisory Body has the following duties:

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- to promote consistency between the principles of the Code of Ethics and the corporate policies, in collaboration the Managers of the functions involved;
- to answer requests for clarification on the Code of Ethics;
- to check the application of and compliance with the Code of Ethics via the Ethical Internal Auditing, which consists of ascertaining and encouraging the continual improvement of the ethics within Ferretti's business activities by means of an analysis and assessment of the processes to monitor ethical risks;
- to monitor initiatives to promote the knowledge and understanding of the Code of Ethics. More specifically: to guarantee the development of ethical communication and training activities; to analyse the proposals for a review of the corporate policies and procedures with significant impact on corporate ethics and to prepare instructions for any corrective actions;
- to receive and analyse the reports of breaches of the Code of Ethics and implement the relevant preliminary investigations and notify the Board of Directors of the result;
- to provide advice regarding the adoption of disciplinary provisions;
- to propose to the Board of Directors the amendments and supplements to be made to the Code of Ethics;
- to express binding opinions regarding the review of policies and procedures in order to guarantee their consistency with the Code of Ethics;
- to submit to the Board of Directors a work plan to illustrate the activities to be carried out and the regular reports to summarise the interventions made.

These activities are carried out with the support of the corporate functions involved and free access is given to all the documentation considered useful.

4.3 IMPLEMENTATION AND CONTROL PROCEDURES

Implementation of the Code of Ethics, together with its control and effective application, depends on everyone's commitment and responsibility, as well as on the awareness of the contents of this document and of the Values that inspired it. Stakeholders are asked to:

- read the Code;
- understand the principles of conduct explained therein;
- contact the bodies in charge of disclosing, raising awareness of and ensuring compliance with the Code, for getting advice on the application of the Code;
- comply with the Code and actively contribute to its practical implementation, even by reporting any dubious conduct.

4.4 COMMUNICATION

The Code of Ethics is brought to the internal and external stakeholders' knowledge via appropriate communication activities.

Special communication activities are envisaged to raise awareness of the Code of Ethics among all internal and external stakeholders, which are implemented at the time of the initial release of the Code and of its subsequent reviews.

All staff are presented with a copy of the Code of Ethics. As for the communication activities, significant reviews of the Code of Ethics and the regulatory system connected to it will generate new training for all company personnel.

The Code of Ethics will also be published in a special section on the company Intranet and on the Company's official website to make it more accessible to the stakeholders.

The culture and principles of the Code of Ethics are promoted via all the available internal and external communication tools.

The Code of Ethics shall be expressly accepted by all Recipients, who shall declare to have received, read and shared every part of it and who undertake to behave in line with the aforementioned Code and comply with all the provisions contained therein.

4.5 TRAINING ACTIVITIES

The Department of Human Resources will include initiatives to raise awareness of the values and the rules of conduct defined in this Code of Ethics in the annual training plan, and to disseminate the Code via the corporate Intranet.

More specifically, it will be recommended to all newly employed persons and those who are in contact for any reason with Ferretti to read thoroughly the Code of Ethics in order to understand it.

4.6 PENALTIES

All Recipients must promptly report to the Supervisory Body any presumed breaches of this Code of Ethics which they become aware of or any non-compliant behaviour with Ferretti's rules of conduct.

Ferretti's Supervisory Body will proceed to verify whether the presumed breaches are founded and will listen to the person who has reported it and/or the presumed perpetrator.

Information regarding official documents resulting from non-compliance of the rules and regulations (e.g. provisions by the judicial police, request for legal assistance sent by managers and/or employees if court proceedings are begun, etc.) must be sent to the Ferretti's Supervisory Body.

Appropriate disciplinary actions will be taken against the perpetrators of unlawful conduct, irrespective of any criminal proceedings taken up by the Judicial Authority, and the competent company functions will be notified of the disciplinary actions taken.

Therefore, compliance with the rules of this Code of Ethics must be considered an essential part of the contractual obligations for employees. Any breach of the provisions of this Code of Ethics constitutes a non-fulfilment of the obligations envisaged by the work contract and/or a disciplinary breach, according to the local applicable legislation and the procedures envisaged by the National Collective Bargaining Agreement applicable to Ferretti's workers, with all legal consequences,

including with regard to maintaining the employment relationship. Said breach may lead to compensation for damages arising from same.

Compliance with the principles of this Code of Ethics constitutes part of the contractual obligations of collaborators, consultants and by other parties in business relationships with the Company. Any breach of the provisions contained herein may constitute non-fulfilment of the contractual obligations accepted, with all the consequences of law regarding the termination of the contract or post assigned and compensation for the damages arising from it.

Ferretti undertakes to include express resolution clauses regarding the possible breach of the Code of Ethics in its contracts with suppliers, collaborators and external consultants.