



## **INFORMATION DOCUMENT**

*relating to transactions of greater significance with related parties drawn up pursuant to Article 5 and Annex 4 of Consob Regulation no. 17221 of 12 March 2010 (the "Regulation")*

### **SIGNING OF AN AMENDMENT TO THE LEASE AGREEMENT FOR THE PROPERTY LOCATED IN MILAN, VIA DONIZETTI 48, BETWEEN AEFEE SPA AND FQUATTRO SRL**

#### **PREMISE**

This Information Document, drawn up pursuant to Article 5 of the regulation approved by Consob with Resolution no. 17221 of 12 March 2010 and subsequent amendments (the **Regulation**) and the related Annex 4, concerns the signing of an agreement amending the contract stipulated between Aeffe SpA ( **Aeffe** or the **Company** ) and FQuattro Srl ( **FQuattro** ) for the lease of the property for office and commercial use located in Milan, via Donizetti no. 48 (the **Property** ), in the context of a rationalisation and reorganisation of the spaces of the Property, in exchange for a reduction in the rent (the **Transaction** ).

The aforementioned lease agreement for the Property was signed in 2013 between Ferrim Srl and Aeffe. Following the spin-off of Ferrim Srl, FQuattro acquired ownership of the Property, and on July 1, 2025, a new lease agreement was signed between FQuattro and Aeffe, effective from July 1, 2025, to June 30, 2037 (the **Agreement** ).

Please note that the signing of the Contract and the change in ownership of the Property were the subject of specific communications to the market, dated May 27 and June 30, 2025, respectively. These communications can be found on Aeffe's institutional website, in the "Archive" section of press releases (sorted by date) at <https://aeffe.com/it/comunicati-stampa/>.

This Information Document has been filed at the registered office of Aeffe SpA in San Giovanni in Marignano (RN), Via delle Querce n. 51, and is available on the website [www.aeffe.com](http://www.aeffe.com) and at Borsa Italiana SpA

#### **1. Warnings**

The Transaction qualifies as a related party transaction because:

- a) FQuattro holds 33,173,845 ordinary shares of Aeffe (equal to 30.899% of the share capital) and exercises – jointly with Colloportus Srl, owner of an equal number of Aeffe shares – indirect control over the Company;
- b) the share capital of FQuattro is entirely owned by Mr. Massimo Ferretti;
- c) Mr. Massimo Ferretti is Executive Chairman of Aeffe and Chairman of the Board of Directors of FQuattro;
- d) Mr. Francesco Ferretti, executive director of Aeffe, is also a director of FQuattro.

By virtue of his aforementioned participation and corporate roles, Mr. Massimo Ferretti has interests that potentially and theoretically conflict with those of Aeffe regarding the financial terms of the Transaction; this also applies to the position of Mr. Francesco Ferretti.

However, Aeffe believes that the Transaction does not present any particular risks associated with potential conflicts of interest other than those typically inherent in transactions between related parties, nor risks other than those typically inherent in transactions of a similar nature.





## **2. Information relating to the Operation**

### **2.1. Description of the characteristics, methods, terms and conditions of the Operation.**

The Transaction was initiated with a view to cost containment and taking into account Aeffe's changing needs in recent months, including the reduction in the workforce currently employed at the Property, which serves as a representative office and showroom. This rationalization and reorganization of the space is expected to result in a reduction in rent. More specifically, the Transaction involves:

- the return, starting from 15 November 2025, by Aeffe to FQuattro, of a portion of the Property of approximately 545 m<sup>2</sup> of gross surface area, specifically composed of (i) second basement level: warehouse 132.50 m<sup>2</sup>; (ii) first basement level: warehouse 55.28 m<sup>2</sup>; (iii) ground floor: showroom and office 140.72 m<sup>2</sup>; (iv) mezzanine level: offices 190 m<sup>2</sup>; (v) external areas: paving 26 m<sup>2</sup>;
- the consequent reduction in the annual rent of the Property by €250,000, thus moving from an annual rent of € 973,850 to €723,850, with effect from 15 November 2025.

Since no security deposit was paid, there will be no adjustment in this regard.

### **2.2. Indication of the related parties with whom the transaction was carried out, the nature of the relationship and, where this is disclosed to the administrative body, the nature and extent of the interests of such parties in the Transaction.**

The Transaction is carried out between Aeffe and FQuattro.

Please refer to the "Warnings" section for information regarding the nature of the relationship and the nature and extent of the interests in the Transaction, which were brought to the attention of the Board of Directors held on 14 November 2025.

### **2.3. Indication of the economic reasons and the convenience of the Operation for the company.**

Thanks to the Transaction, the Company is able to continue the recovery process it began following the request for access to the negotiated resolution procedure initiated by the Company and its subsidiary Pollini SpA on October 2nd.

Signing the amended agreement will allow Aeffe to reduce its economic and financial commitment while maintaining the sales and communications space perfectly efficient and organized, without compromising *brand awareness*. FQuattro will grant the reduction in leased space without the payment of any penalty or indemnity, and the amount of the rent reduction will be more than proportional to the volume of the spaces. FQuattro will grant the reduction in leased space without the application of penalties or indemnities.

### **2.4. Methods for determining the consideration for the Transaction and assessments of its appropriateness with respect to the market values of similar transactions.**

Signing the amendment agreement does not entail any costs or disbursements for Aeffe, which will instead benefit from a saving on rent equal to €250,000 per year.

The Aeffe Control, Risk and Sustainability Committee, entrusted with the matter in its capacity as Related Parties Committee, in accordance with the provisions of the Regulation and the Procedure for Related Party Transactions adopted by Aeffe SpA on July 15, 2021 (the **Internal Procedure**), expressed a favorable opinion on the interest in completing the Transaction itself, as well as on the appropriateness and substantial correctness of the related conditions. The Committee did not deem it necessary to seek the opinion of its own independent experts.

Please note that the members of Aeffe's Board of Statutory Auditors took part in the Committee meeting relating to the examination of the Transaction.



## 2.5. Illustration of the economic, equity, and financial effects of the Transaction. Significance parameters of the Transaction.

Although the overall value of the Transaction (equal to the reduction of the annual fee multiplied by the residual duration of the Contract, and thus by 1,406,249 euros taking into account the fees up to the expiry of the first 6 years of the Contract (July 2031), and by 2,906,249 euros taking into account the fees up to the expiry of the further 6 years of the contract (July 2037)), does not exceed 5% of the total consolidated net equity of Aeffe resulting from the latest published consolidated balance sheet ( *i.e.* 71,665,525 euros as of 06.30.2025), in consideration of the fact that the signing of the Contract was considered to fall within the category of "Transactions with Related Parties of Greater Importance" and was the subject of specific communication to the market and of an information document, it was deemed appropriate to obtain an opinion from the Committee.

Given the object of the Transaction, the remaining alternative ratios provided for in Annex 3 of the Regulation are not applicable, namely (i) the asset relevance ratio, as the ratio between the total assets of the entity being transacted and the total assets of the company, and (ii) the liability relevance ratio, as the ratio between the total liabilities of the acquired entity and the total assets of the company.

The Transaction does not concern Aeffe's ordinary operations and therefore cannot be considered an "Ordinary Transaction" pursuant to the Internal Procedure.

However, the Transaction does not fall within the significance parameters set out in Articles 70 and 71 of Consob Issuers' Regulation No. 11971 of 14 May 1999.

## 2.6. Impact on the remuneration of members of the company's administrative body and/or its subsidiaries.

No change in the compensation of the members of the administrative body of Aeffe and/or its subsidiaries is expected as a result of the Transaction.

## 2.7. Aeffe shares held by Mr. Massimo Ferretti

As of today, the company FQuattro (whose sole shareholder is Mr. Massimo Ferretti) directly holds 33,173,845 ordinary shares of Aeffe, equal to 30.899% of the share capital.

Furthermore, as of today, Mr. Massimo Ferretti directly owns 63,000 ordinary shares of Aeffe.

## 2.8. Bodies involved in the approval and execution of the Operation.

The negotiation was conducted for Aeffe by CEO Simone Badioli, with the support of Group General Counsel Mrs. Giulia Degano and CFO Mr. Rocco Bennici.

In compliance with the provisions of the Internal Procedure, the Company's Control, Risk and Sustainability Committee, entrusted with the matter in its capacity as Related Parties Committee as a body composed of three non-executive and independent directors, was asked to express its assessment of the Transaction.

The Committee was involved in the preliminary investigation phase by receiving a complete and timely flow of information and had the opportunity to request information and make observations. The Committee itself, having examined all the information relating to the Transaction, expressed a favorable opinion on the completion of the Transaction on November 12, 2025 .

unanimously, with the favorable vote of directors Alberta Ferretti, Simone Badioli, Marco Piazzzi, Marco Gobbetti, Daniela Saitta, Bettina Campedelli, Francesca Pace, Marco Francesco Mazzù and the abstention of directors Massimo Ferretti, given his interest in the operation, as well as Francesco Ferretti, as director of FQuattro.



The agreement amending the Contract will be perfected:

- by Aeffe through CEO Simone Badioli, following approval by the Board of Directors;
- from FQuattro through the president of the Board of Directors Massimo Ferretti.

San Giovanni in Marignano, November 16, 2025

For the Board of Directors

The CEO

Simone Badioli

