



Essential Information on the Shareholder Agreements Disclosed to Consob Pursuant to Article 122 of Legislative Decree No. 58 of February 24, 1998

AEFFE S.P.A.

1. Preamble

On August 1, 2025, the Board of Directors of Aeffe S.p.A. (the **Company** or **Aeffe**) appointed by co-optation Mr. Marco Gobetti as a member of the Board of Directors until the next Shareholders' Meeting, also assigning him certain special responsibilities (the **Mandate** and, collectively, the **Appointment**).

Also on August 1, 2025 (the **Signing Date**), Aeffe, Colloportus S.r.l. (**Colloportus**), FQuattro S.r.l. (**FQuattro** and, jointly with Colloportus, the Shareholders), and Marco Gobetti (**MG** and, jointly with Aeffe and the Shareholders, the **Parties**) signed an agreement (the **Agreement**), concerning, among other matters (as further specified below): (a) the Shareholders' commitment to exercise their voting rights in Aeffe's Shareholders' Meeting to pass certain resolutions needed to execute the Agreement (including penalty clauses in case of breach) (the **Shareholder Agreements**); and (b) MG's commitment to carry out the Appointment and any other roles he may accept within Aeffe or its group companies with diligence and the best of his professional abilities.

The following essential information is updated pursuant to Article 131 of the Issuers' Regulation to acknowledge that on October 20, 2025:

- The Parties signed an amendment to the Agreement (the "**Amendment Agreement**") to agree (i) that the approval by the competent internal corporate bodies of the Company of the resolutions necessary for the Company to (1) grant MG a performance bonus, by amending the current Aeffe Remuneration Policy, and (2) freely assign to MG no. 2,147,250 ordinary Aeffe shares (the "**MG Shares**") as an additional incentive tool and consideration for MG's commitment to stability, and therefore, in particular, the authorization for the Company to dispose of treasury shares for the aforementioned purposes, may occur even beyond the 90 (ninety) day period from the Signing Date, provided that it takes place no later than January 31, 2026; and (ii) that the final deadline for the assignment of the MG Shares to MG is extended from November 30, 2025 to January 31, 2026;
- The Shareholders have undertaken towards MG (the "**Shareholders' Commitment**") to assign the MG Shares to MG in lieu of the Company under certain specific circumstances.

2. Type of Agreement

The Shareholders' Agreements contained in the Agreement – as amended and supplemented by the Amendment Agreement and the Shareholders' Commitment – qualify as significant shareholders' agreements pursuant to Article 122, paragraph 1, of Legislative Decree No. 58 of February 24, 1998 (**TUF**).

3. Companies whose financial instruments are subject to the Shareholders' Agreements

Aeffe is a company with liability limited by shares (S.p.A.) with registered office at Via delle Querce 51, San Giovanni in Marignano (RN), Tax Code and VAT no. 01928480407, Business Register (REA) no. RN-227228, whose shares are listed in the STAR segment of the Euronext Milan market organized and managed by Borsa Italiana S.p.A., having a fully-paid share capital of Euro 26,840,626.00 represented by 107,362,504 ordinary shares with a nominal value of Euro 0.25 each (the **Aeffe Shares**).

The Agreements concern 66,347,690 Aeffe Shares—i.e., the entire shareholding of the Shareholders—representing 61.797% of the company's share capital.



4. Parties Adhering to the Agreements

The parties adhering to the Shareholders' Agreements contained in the Agreement – as amended and supplemented by the Amendment Agreement and the Shareholders' Commitment – are:

1. Aeffe S.p.A., with registered office at Via delle Querce 51, San Giovanni in Marignano (RN), Tax Code and VAT no. 01928480407,;
2. Colloportus S.r.l., with registered office at Via delle Querce 51, San Giovanni in Marignano (RN), Tax Code and VAT no. 04537810402;
3. FQuattro S.r.l., with registered office at Via delle Querce 51, San Giovanni in Marignano (RN), Tax Code and VAT no 04537820401;
4. Marco Gobetti, born in Vicenza on October 7, 1958, residing in Milan, Via Andrea Appiani 7, tax code GBBMRC58R07L840P.

The share capital of Colloportus is entirely owned by Alberta Ferretti, born in Gradara (Province of Pesaro and Urbino) on May 2, 1950, tax code FRRLRT50E42E122O, while the share capital of FQuattro is entirely owned by Massimo Ferretti, born in Cattolica (Province of Rimini) on April 6, 1956, tax code FRRMSM56D06C357Q.

Alberta Ferretti and Massimo Ferretti, through Colloportus and FQuattro, jointly exercise indirect control over Aeffe pursuant to Article 93 of the TUF and Article 2359, paragraph 1, numbers 1 and 2 of the Civil Code.

5. Contents of the Shareholder Agreements

Pursuant to the Agreement – as amended and supplemented by the Amendment Agreement and the Shareholders' Commitment – the Shareholders have undertaken:

- (i) to exercise their voting rights at the Shareholders' Meeting of Aeffe so as to ensure that MG is reappointed as a member of the Board of Directors of Aeffe (the **Position**) for an additional term beyond the one expiring upon approval of the Company's financial statements for the year 2025, and in any case until the date of approval of the Company's financial statements for the year ending December 31, 2028 (the **Final Expiry Date**);
- (ii) to do what is permitted by the applicable regulations, making their best efforts to ensure that MG is once again granted the Delegation with recognition of the same conditions, treatment, and terms provided for in the Agreement, up until the Final Expiration Date;
- (iii) to exercise their voting rights in favor of the approval of shareholders' resolutions — which must be adopted within ninety (90) days from the Subscription Date — necessary for the Company to:
(a) acknowledge a performance bonus to MG, amending the current Aeffe Remuneration Policy in order to include the possibility of awarding variable compensation not subject to a maximum limit ("cap"), and tied to economic-financial performance objectives, including but not limited to EBITDA growth; and (b) assign to MG no. 2,147,250 Aeffe ordinary shares (the **MG Shares**), as an additional incentive tool and consideration for MG's commitment to stability for a period of 365 days from the Subscription Date, and thus, in particular, authorize the disposal of treasury shares by the Company for the aforementioned purposes.

In the event that MG is not confirmed in the Role until the Final Expiration Date without just cause, and under the same conditions, treatments, and terms set forth in the Agreement, the Company shall be required to pay MG, by way of penalty pursuant to Article 1382 of the Italian Civil Code, a gross amount of Euro 2,000,000.00 (two million/00), jointly guaranteed by the Members in the event of non-payment by the Company.

In the event that MG is not awarded the MG Shares by the deadline of November 30, 2025 (unless MG has meanwhile voluntarily renounced the Role without just cause or the Role has been revoked with just cause by the Company), the Company shall be required to pay MG, by way of penalty pursuant to Article 1382 of the Italian Civil Code, a gross amount of Euro 2,000,000.00 (two million/00).





The Shareholders have also jointly undertaken, on a several and joint basis, towards MG to assign the MG Shares to MG in place of Aeffe in the event of (i) a breach by the Company within the aforementioned deadline, or (ii) if, once the MG Shares have been assigned by the Company, such assignment and/or the related shareholders' resolution is revoked or annulled for any reason.

6. Duration of the Shareholders' Agreements

The Shareholders' Agreements became effective on the Subscription Date and shall cease to be effective upon the reappointment of MG to the Position by the Aeffe Shareholders' Meeting convened, *inter alia*, for the approval of the financial statements relating to the fiscal year ending on December 31, 2025.

7. Filing with the Companies Register

The Shareholders' Agreements were filed with the Rimini Companies Register on August 5, 2025. The excerpt prepared pursuant to and for the purposes of Article 129 of Consob Regulation No. 11971/1999 was published on August 5, 2025 in the newspaper *Italia Oggi*.

The Amending Agreement and the Shareholders' Undertaking were filed today with the Rimini Companies Register.

The excerpt of the Shareholders' Agreements, as amended and supplemented by the Amending Agreement and the Shareholders' Undertaking, prepared pursuant to and for the purposes of Article 129 of Consob Regulation No. 11971/1999, was published today in the newspaper *Italia Oggi*.

8. Website where information regarding the Shareholders' Agreements is published

The essential information relating to the Shareholders' Agreements, as amended and supplemented by the Amending Agreement and the Shareholders' Undertaking, is published, pursuant to Article 130 of Consob Regulation No. 11971/1999, on the Company's website at aeffe.com/it.

23rd October 2025

