Ermenegildo Zegna Group



Ermenegildo Zegna N.V.

Annual Report 2025

Ermenegildo Zegna N.V.

Annual report for the year ended December 31, 2025

TABLE OF CONTENTS

	Page
SHAREHOLDER LETTER	3
PART I: BOARD REPORT	5
1. INTRODUCTION	5
1.1. Preparation of the report	5
1.2. Certain defined terms	6
1.3. Cautionary note regarding forward-looking statements	9
2. COMPANY AND BUSINESS OVERVIEW	11
2.1. History and development of the Company	11
2.2. Business overview	13
2.3. Property, plants and equipment	27
2.4. Employees	28
2.5. Sustainability	29
3. FINANCIAL OVERVIEW	32
3.1. Selected consolidated financial data	32
3.1.1. Results of operations	32
3.1.2. Cash flows	32
3.2. Management's discussion and analysis of financial condition and results of operations	33
3.2.1. Overview	33
3.2.2. Trends, uncertainties and opportunities	34
3.2.3. Results of operations	40
A. Revenues	40
B. Cost of sales	46
C. Gross profit	47
D. Selling, general and administrative expenses	48
E. Marketing expenses	50
F. Financial income and financial expenses	51
G. Foreign exchange gains/(losses)	53
H. Result from investments accounted for using the equity method	53
I. Income taxes	54
J. Results by segment	55
K. Critical accounting estimates	62
L. Non-IFRS financial measures	63
3.2.4. Liquidity and capital resources	76
A. Overview	76
B. Cash flows	76
C. Capital expenditure	80
D. Contractual obligations	81
E. Net Financial Indebtedness/(Cash Surplus)	81
3.3. Outlook	85
4. RISK MANAGEMENT AND RISK FACTORS	86
4.1. Risk management, risk appetite and control framework	86
4.2. Risk Factors	93
5. CORPORATE GOVERNANCE REPORT	115
5.1. Introduction	115
5.2. The Board	115
5.3. General Meetings	130

5.4. Share capital of the Company 131
5.5. The Group's values and compliance with the Code of Ethics 132
5.6. Compliance with the DCGC 137
5.7. Report of the Non-Executive Directors 139
6. COMPENSATION REPORT 141
6.1. Remuneration Policy 142
6.2. Historical compensation 145
7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS 152
8. RESPONSE MEASURES 155
PART II: FINANCIAL STATEMENTS 157
9. CONSOLIDATED FINANCIAL STATEMENTS 157
10. COMPANY FINANCIAL STATEMENTS 243
PART III: OTHER INFORMATION AND AUDITOR'S REPORT 258
11. OTHER INFORMATION 258
12. AUDITOR'S REPORT 262

SHAREHOLDER LETTER

Dear Shareholder,

This is the time of year when I like to spend time in Oasi Zegna - where our story began 116 years ago - reflecting on what the Group has achieved and on the priorities that lie ahead.

2025 was marked by continued geopolitical and macroeconomic uncertainty, a backdrop that has extended into 2026 and intensified with the conflict in the Middle East, unsettling a region that is both important and rapidly growing for the luxury sector and for our Group.

While I sincerely hope for a swift resolution to the conflict, recent years have made clear that a degree of uncertainty is part of today's "new normal" operating environment.

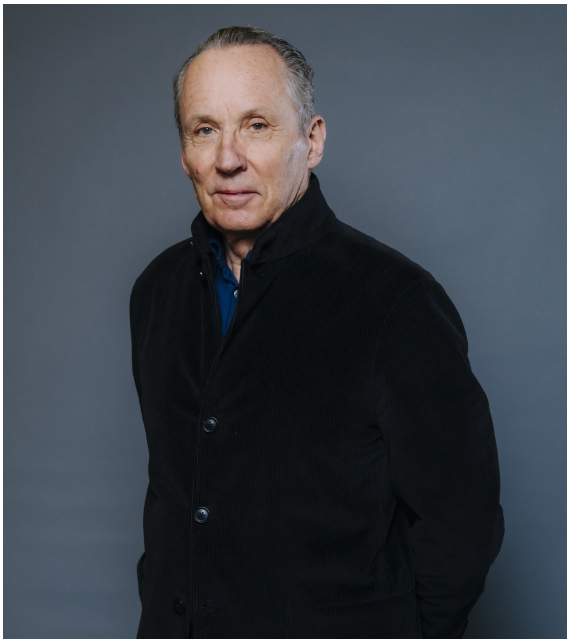
In this context, the role of leadership is clear: to continue planning for the long term while maintaining an agile organization and a disciplined focus on sustainable and balanced growth.

This approach guided our actions throughout 2025. The Group reported revenues of €1.92 billion, up 1.1% on an organic basis, driven by a solid performance in the strategic Direct to Consumer channel, which grew 8% organically, supported by balanced contributions across our three brands. Net profit increased by 20% to €109 million, and we closed the year with net cash of €52 million.

These results reflect more than resilience in a challenging year. They speak to the quality and long-term pillars of the business we continue to build, grounded in authentic brands, disciplined execution, and distinctive industrial capabilities.

A defining moment of 2025 was the new leadership structure we announced in November: on January 1, 2026, I assumed the role of Group Executive Chairman, Gianluca Tagliabue was appointed Group CEO and Edoardo and Angelo Zegna—members of the fourth generation of the Zegna family—became Co-CEOs of the ZEGNA brand.

Preparing the next generation of leadership is a fundamental responsibility of any leader. For a founding family, it also means ensuring continuity across generations based on merit, capability, and long-term vision. These principles guided the Group's succession plan we announced. As pioneers, we approached it with care, foresight, and discipline.



In my role, I will continue to serve as custodian of the Group's values and legacy. I will remain directly involved in our textile platform, a cornerstone of our history and identity, and work closely with the leadership team to define and execute on the Group's long-term vision.

Looking back at 2025, the **ZEGNA** brand continued to pursue a clear and consistent vision of timeless luxury—one that goes beyond the product itself.

From the mountains of Oasi Zegna to the wardrobes we create today, luxury is not about consumption, but about continuity. What truly matters is not what one owns, but what one carries forward.

This belief was expressed through unique client experiences and product offering: from the fashion show in Dubai in June 2025 to the *Family Closet* presented in Milan in January 2026, via the unique *Su Misura* (Made-To-Measure) services we present also during the *Villa Zegna* installations (temporary by-invitation stores with exclusive collections) or in our *Salotti* (permanent by-invitation stores with exclusive collections). Under Alessandro Sartori's artistic direction, ZEGNA continues to push creative boundaries evolving the brand while keeping it firmly rooted in its codes. ZEGNA has continued also to build enduring cultural relevance with coherence as reflected in the signing of a global partnership with Art Basel.

I am confident that the newly appointed Co-CEOs, will continue to lead this journey with determination, courage and consistency, complementing one another.

2025 was also an important year for **Thom Browne**. Sam Lobban joined as CEO with a clear mandate to evolve the organization toward a retail first model and to strengthen the brand's direct relationship with its clients.

During the year, we continued to streamline the wholesale channel and enhance the quality of the Direct-To-Consumer network, with selected new stores in key markets such as the US and a flagship in Tokyo-Ginza.

At the same time, we continued to evolve the product offering while remaining firmly anchored in its clear and distinctive DNA—an invaluable asset that we are committed to protecting and nurturing over time. The ASICS collaboration, launched in early 2026, is an example of this approach.

The brand's success is also reflected in Thom Browne being named American Menswear Designer of the Year at the CFDA Fashion Awards in November.

2025 was a particularly significant year also for **TOM FORD FASHION**, marked by the debut of Haider Ackermann's first fashion show, which met strong acclaim from fashion critics, the international press, buyers, and key opinion leaders. This momentum was further reinforced by Haider Ackermann being named GQ Designer of the Year 2025, recognizing his distinctive vision and influence on contemporary luxury and modern tailoring.

Behind the successes of all three brands lies the strength of our ***Filiera***, a differentiating and defining asset for our Group. Over the past year, we have continued to strengthen our vertically integrated supply chain, which combines a second to none textile platform with the century-old craftsmanship of our artisans to create garments of enduring quality and beauty. Alongside this, our new shoe factory in Parma is progressing as planned and is expected to begin operations by the end of the year, further strengthening the integration of our industrial platform and our commitment to Made in Italy excellence.

At the same time, the work carried out by our *Accademia dei Maestri*, our Group's internal Academy, launched in 2024 and expanded in 2025, plays a key role in preserving and passing on our distinctive know how.

We also made meaningful progress in 2025 along our Group's sustainability journey, consistent with our Founder's belief that business should be developed responsibly. The ZEGNA brand's Italian legal entities achieved the Italian Gender Equality Certification, reflecting our commitment to inclusion and good governance. We also increased the share of traceable and lower impact top priority raw materials to 42%, marking a meaningful step in strengthening transparency across our supply chain, and our recognition on the CDP Climate "A List," underscored the rigor of our climate strategy.

Looking Ahead

We are operating in a world that requires constant adaptability as trends can shift rapidly. Yet, when volatility is high, it becomes even more important to stay anchored to a clear long term vision.

In 2025, the fourth generation of our founding family advanced into key managerial roles, while the Group opened to external leadership with the appointment of its first non family CEO. This transition was undertaken from a position of strength and will further reinforce the Ermenegildo Zegna Group as we continue to build for the future.

Going forward, our priorities remain clear:

1. Protect the authenticity and integrity of each of our brands while developing in a sustainable way.

2. Improve our Group's profitability in a disciplined way and strengthen our cash generation.

3. Continue investing in our unique *Filiera*, which truly sets us apart from our peers.

Let me conclude by expressing my deepest appreciation to our leadership team and to all our people. Their passion, commitment and dedication are my greatest reward.

I would also like to thank the members of our Board of Directors for being challenging and for their valuable guidance, as well as the financial community and, of course, our investors. I am especially grateful to Monterubello, Investindustrial, and Temasek for their continued trust, thoughtful engagement, and unwavering support.

Together, we will honor our past, live our values, and build our future with courage.

Ermenegildo "Gildo" Zegna, Executive Chairman

Milan, April 29, 2026

PART I: BOARD REPORT

1. INTRODUCTION

1.1. Preparation of the report

This annual report has been prepared by Ermenegildo Zegna N.V.'s management and has been approved by Ermenegildo Zegna N.V.'s Board. It contains, inter alia, (i) the board report pursuant to Section 2:391 of the Dutch Civil Code ("**DCC**"), (ii) information to be added pursuant to the Dutch Corporate Governance Code ("**DCGC**"**)** (which includes the Non-Executive Directors Report), (iii) Ermenegildo Zegna N.V.'s Dutch statutory annual accounts as defined in Section 2:361(1) DCC and (iv) the information to be added pursuant to Section 2:392 DCC (to the extent relevant). The financial statements included in sections 10 and 11 of this board report have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Commission ("**EU IFRS**") and Part 9 of Book 2 of the DCC. The report of Ermenegildo Zegna N.V.'s independent auditor, Deloitte Accountants B.V., is included in section 13 of this annual report.

Ermenegildo Zegna N.V. (the "**Company**") results from a cross-border conversion whereby on December 17, 2021, the Italian limited company Ermenegildo Zegna Holditalia S.p.A., by means of the execution of a Dutch notarial deed of cross-border conversion and amendment of its articles of association, converted into a Dutch public limited liability company (*naamloze vennootschap*) and transferred its legal seat from Italy to the Netherlands and amended its articles of association, upon which the Company changed its name to Ermenegildo Zegna N.V. (the "**Conversion**").

1.2. Certain defined terms

In this report, the terms *"Zegna"* and the *"Company"* refer to Ermenegildo Zegna N.V., a Dutch public limited liability company (naamloze vennootschap), and the terms *"Ermenegildo Zegna Group"* and the *"Group"* refer to the Company together with its consolidated subsidiaries. Unless otherwise specified, the terms *"we" "our"* and *"us"* refer to the Group or the Company, as the context may require.

In this report:

"Affiliate" means, with respect to any Person, any other Person who directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such Person. The term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlled" and "controlling" have meanings correlative thereto.

"Articles of Association" means the articles of association of the Company.

"Audit Committee" means the audit committee of the Board.

"Board" means the Company's board of directors.

"Board Regulations" means the regulations of the Board, as amended or supplemented from time to time.

"Business Combination" means the business combination between the Company and IIAC, which was completed on December 17, 2021.

"Compensation Committee" means the compensation committee of the Board.

"Conversion" means the cross-border conversion whereby, on December 17, 2021, the Company, by means of the execution of a Dutch notarial deed of cross-border conversion and amendment of its articles of association, converted into a Dutch public limited liability company (naamloze vennootschap) and transferred its legal seat from Italy to the Netherlands and amended its articles of association, as a result of which the Company assumed its current legal name "Ermenegildo Zegna N.V."

"DCC" means the Dutch Civil Code (Burgerlijk Wetboek).

"DCGC" means the Dutch Corporate Governance Code.

"Director" means an Executive Director or a Non-Executive Director.

"Disposition" has the meaning set forth in section *"3.2.2. Trends, Uncertainties and Opportunities—Disposition of certain businesses."*

"DOSs" means directly operated stores.

"DTC" means direct-to-consumer, it refers to the retail channel which includes directly managed full price boutiques, outlets and the online business.

"Exchange Act" means the United States Securities Exchange Act of 1934, as amended.

"Executive Director" means an executive member of the Board.

"General Meeting" means the corporate body that consists of the shareholders of the Company and all other Persons with meeting rights and also the meeting in which shareholders of the Company and all other Persons with meeting rights assemble, as the case may be.

"Governance and Sustainability Committee" means the governance and sustainability committee of the Board.

"Hedged Positions" means the hedging positions and arrangements that effectively transfer the economic interest of any member of the Sponsor Group in the Company to a third party (e.g., forward sale contracts); provided, that the definition of "Hedged Positions" shall not include hedging positions and arrangements (a) in which the economic interest of any member of the Sponsor Group in the Company is retained (e.g., pledges and margin loans), (b) that minimize exposure to certain risks independent of the business operations of the Company (e.g., currency exchange swaps) or (c) that marginally cap or limit the upside/downside risk of any member of the Sponsor Group while maintaining material economic exposure (e.g., puts, calls and collars), as determined in good faith by the Board and such member of the Sponsor Group.

"IIAC" means Investindustrial Acquisition Corp., a Cayman Islands exempted company.

"IIAC Sponsor" means Investindustrial Acquisition Corp. L.P., a limited partnership incorporated in England and Wales.

"Lead Non-Executive Director" means the Director serving as lead non-executive director.

"Loyalty Register" means the separate part of the Company's shareholder register instrumental to the Company's loyalty voting structure.

"Minimum Holding Requirement" means the beneficial ownership (as such term is defined in Rule 13d-3 under the Exchange Act) by the Sponsor Group, of at least 5% of the issued and outstanding Ordinary Shares, excluding any Hedged Positions as evidenced by the IIAC Sponsor in writing.

"Monterubello" means Monterubello s.s., an Italian società semplice.

"Non-Executive Director" means a non-executive member of the Board.

"NYSE" means the New York Stock Exchange.

"Ordinary Shares" means the ordinary shares, nominal value €0.02 per share, of the Company.

"Person" means an individual, partnership, corporation, limited liability company, joint stock company, unincorporated organization or association, trust, joint venture or other similar entity, whether or not a legal entity.

"Sarbanes-Oxley Act" means the Sarbanes-Oxley Act of 2002, as amended.

"SEC" means the United States Securities and Exchange Commission.

"Securities Act" means the United States Securities Act of 1933, as amended.

"Senior Management Team" means the Group's senior management.

"Special Voting Shares" means, collectively, the Special Voting Shares A, the Special Voting Shares B and the Special Voting Shares C.

"Special Voting Shares A" means the special voting shares class A, nominal value of €0.02 per share, of the Company.

"Special Voting Shares B" means the special voting shares class B, nominal value of €0.08 per share, of the Company.

"Special Voting Shares C" means the special voting shares class C, nominal value of €0.18 per share, of the Company.

"Sponsor Group" means the IIAC Sponsor together with its Affiliates.

"Sponsor Nominee" means the Non-Executive Director to be nominated by the IIAC Sponsor in accordance with the Articles of Association.

"Temasek" means Venezio Investments Pte. Ltd., a Singaporean limited liability company.

"Temasek Investor Rights Agreement" means that certain Share Purchase and Investor Rights Agreement, dated as of July 28, 2025, by and between Temasek and the Company.

"Temasek Minimum Holding Requirement" means the beneficial ownership by Temasek of at least 7.5% of the total issued and outstanding Ordinary Shares at any given time.

"Terms and Conditions of the Special Voting Shares" means the terms and conditions that apply to the issuance, allocation, acquisition, conversion, sale, holding, repurchase and transfer of the Special Voting Shares and certain aspects of the registration of the Ordinary Shares in the Loyalty Register.

"TFI" means Tom Ford International LLC.

"TFI Acquisition" means the acquisition of TFI, as further described in section *"2.1. History and Development of the Company—TFI Acquisition."*

1.3. Cautionary note regarding forward-looking statements

This report contains forward-looking statements. Forward-looking statements provide the current expectations or forecasts of future events of the Company. Forward-looking statements include statements about the Company's expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as "anticipate," "aspire," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "objective," "ongoing," "outlook," "plan," "potential," "predict," "project," "seek," "should," "target," "will" and "would," or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. Examples of forward-looking statements in this report include, but are not limited to, statements regarding the Group's operations, cash flows, financial position and dividend policy.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. The risks and uncertainties include, but are not limited to:

- the ability of the Group to safeguard the recognition, integrity and reputation of its brands, to anticipate trends and to identify and respond to new and changing customer preferences;
- disruptions arising from political, social and economic instability, geopolitical tensions, acts of terrorism, civil unrest or armed conflicts, including the ongoing conflicts in Ukraine and the Middle East, and the imposition of sanctions;
- the impact of trading policies and restrictions and the imposition of tariffs;
- the ability of the Group to successfully implement its strategy;
- the ability of the Group to achieve the expected benefits of businesses we have acquired or may acquire;
- risks related to the operation of the Group's DOSs, including as a result of difficulties in renewing the existing lease agreements, an increase in rental charges, impairment charges or a decline in sales;
- risks related to the sale of products through the Group's direct-to-consumer channel;
- risks related to our wholesale channel, including as concerns points of sale operated by third parties, the risk of insolvency of our wholesale customers, the development of parallel markets, and our dependence on local partners to sell our products in certain markets;
- the ability of the Group to accurately forecast consumer demand;
- fluctuations in the price or quality of, or disruptions in the availability of, raw materials used by the Group for its products or of commodities such as energy, which could cause the Group to incur increased costs, disrupt its manufacturing processes or prevent or delay the Group from meeting its customers' demand;
- the ability of the Group to negotiate, maintain or renew license or co-branding agreements with high-end third party brands;
- disruptions to the Group's manufacturing and logistics facilities, as well as its Directly Operated Stores (DOSs);
- the impact of any current or future disputes, proceedings or litigation on the Group's operations;
- shifts in travel patterns or declines in travel volumes;
- the ability to attract and retain key senior and skilled personnel and preserve craftsmanship skills;
- the impact of pandemics or other public health crises on the Group's business;
- the Group's ability to protect its intellectual property rights;

- disruptions or breaches in the Group's information technology systems compromising the Group's business operations or the personal information of the Group's customers, including as a result of cybercrimes, or the theft or unauthorized use of personal information of the Group's customers, employees or other parties;

- the fact that the market price of the Company's securities may be volatile due to a variety of factors;

- the ability to develop and maintain effective internal controls;

- if we fail to maintain an effective system of internal controls, this could result in a material misstatement in the Company's consolidated financial statements and may subject us to adverse regulatory consequences and affect investor confidence in us and, as a result, the price of our securities and our ability to access the capital markets and other forms of financing in the future may be impaired;

- changes in local economic, business, regulatory, social and political conditions, as well as changes in general economic conditions (such as significant inflation) and in demand for luxury goods;

- exchange rate fluctuations, interest rate changes, credit risk and other market risks;

- the high levels of competition in the luxury goods market;

- compliance with laws, including laws and regulations related to intellectual property, competition, product safety, packaging and labeling, import and processing of certain raw materials and finished goods, data protection and privacy, limits on cash payments, sanctions, workers' health and safety, human rights and the environment, and actions taken by regulatory authorities;

- risks related to climate change and other environmental impacts, as well as an increased focus by regulators and stakeholders on environmental, social and governance matters;

- the enactment of tax reforms and other changes in tax laws and regulations, and

- other factors discussed elsewhere in this report in the section *"4.2. Risk Factors."*

Actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in the section *"4.2. Risk Factors"* of this report. Accordingly, you should not rely on such forward-looking statements, which speak only at the date of this report. The Company undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this report or to reflect the occurrence of unanticipated events.

Although the Company believes the expectations reflected in the forward-looking statements were reasonable at the time made, it cannot guarantee future results, level of activity, performance or achievements. Moreover, neither the Company, nor any other person assumes responsibility for the accuracy or completeness of such forward-looking statements. You should carefully consider the cautionary statements contained or referred to in this section in connection with the forward-looking statements contained in this report and any subsequent written or oral forward-looking statements that may be issued by the Company or persons acting on its behalf.

2. COMPANY AND BUSINESS OVERVIEW

2.1. History and development of the Company

Ermenegildo Zegna N.V. is a Dutch public limited liability company (*naamloze vennootschap*) and is the parent company of the eponymous Group. The company results from the cross-border conversion of Ermenegildo Zegna Holditalia S.p.A., an Italian joint stock company (*società per azioni*) which, on December 17, 2021, transferred its legal seat from Italy to the Netherlands and amended its articles of association.

The Ermenegildo Zegna Group, named after its founder Ermenegildo Zegna was established in 1910 in Trivero (Biella), Northern Italy. The Group was born from a vision: not only to weave the world's finest fabrics but to create a future where craftsmanship, community, and nature coexist in perfect harmony. With this vision, at the beginning of the twentieth century, Ermenegildo built not only a world-class wool mill but also a thriving community, schools, a hospital and gym facilities for his employees and their families. He carved roads through the mountains to connect people to opportunities and long before sustainability became a necessity, he began reforesting a barren landscape, transforming it into the lush and vibrant Oasi Zegna, a living testament to his deep respect for nature.

For 116 years, the Group's business has been guided by his commitment to entrepreneurship, quality, and responsibility. More than a century later, this spirit endures. The Ermenegildo Zegna Group is not just custodian of three authentic brands and a unique Italian Filiera (integrated supply chain), we are also custodians of a greater purpose: to enhance the world around us. At Ermenegildo Zegna Group, in fact, we believe that true luxury is not just about what we create, but how we create it, with integrity, care, and a promise to give back.

The business model adopted within the Group is committed to both vertical integration and a widening span of activities within our industry. A bold vision and a quest for innovation and beauty underpin our expansion. By investing in a culture of beauty we promote knowledge and skills acquisition (human capital), social capital of trust, as well as symbolic capital of identity and recognition (intellectual capital, social and relationship capital). Our commitment inspires everything we do, from the technology we use to create our products to the constant dialogue we have with our customers, our suppliers, our shareholders and all other stakeholders.

This mission has been carried forward through four generations of the Zegna family, with members of the fourth generation now also in leadership positions, continuing a legacy that began with the foundation of a small wool mill in Trivero in 1910.

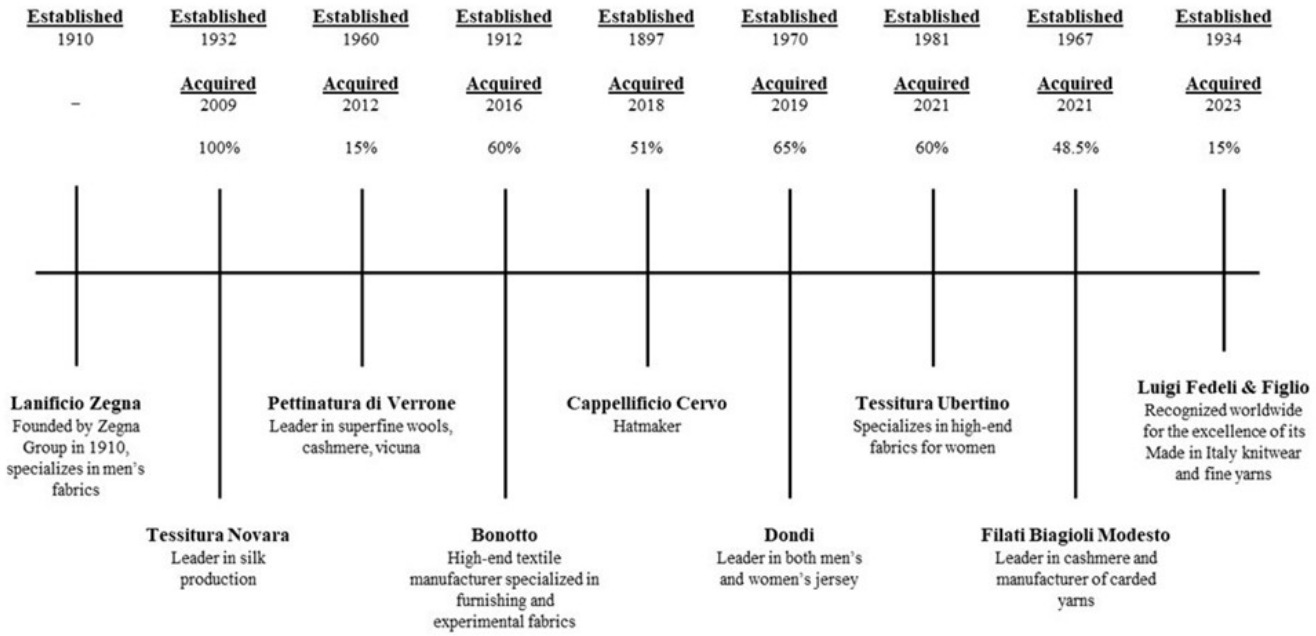
In the 1980s, the ZEGNA internationalization strategy continued with the opening of the first boutique in Paris (1980), followed by boutiques in Milan (1985), New York (1985), London (1987), Tokyo (1989), Beijing (1991) and Hong Kong (1993), making Ermenegildo Zegna one of the first luxury brands to establish a presence in Greater China.

The Company was incorporated as an Italian joint stock company (under the name Ermenegildo Zegna Holditalia S.p.A.) in 1984, being the conversion of a limited partnership called Ermenegildo Zegna e Figli S.a.s.

Between 1979 and the 1990s, the third generation of the Zegna family entered the business. In 1998, Angelo's son, named Ermenegildo (Gildo) Zegna, and Aldo's son, Paolo, became the co-Chief Executive Officers. In 2006, Gildo Zegna became the sole Chief Executive Officer. Under Gildo Zegna's leadership, the Company began a strategy of brand extension, both organically and through strategic acquisitions, as well as full verticalization of its supply chain. As of January 1, 2026, Gildo Zegna has assumed the role of Group Executive Chairman while Edoardo and Angelo Zegna, members of the fourth generation of the Zegna family, have been appointed Co-Chief Executive Officers of the ZEGNA brand. Prior to then, Angelo Zegna served as CEO of ZEGNA's EMEA region and Global Client Strategy Director, while Edoardo Zegna served as Chief Marketing and Digital Officer of the ZEGNA brand as well as Group Sustainability Officer.

Over the years, the Group acquired equity interests in a number of specialized textiles manufacturers as illustrated in the image below, thus creating its "Made in Italy Luxury Textiles Platform" and enhancing control over its textile supply chain.

The Made in Italy Luxury Textiles Platform Acquisitions



Note: Percentages above refer to the equity interest currently owned by the Group.

The Group's expansion continued with the acquisition of Thom Browne and the TOM FORD FASHION business.

In 2018 the Group acquired an 85% interest in Thom Browne, a leading and fast-growing luxury brand focused on high-end menswear and womenswear that was founded by Mr. Thom Browne in 2003 and is based in New York. In June 2021, the Company acquired an additional 5% interest in Thom Browne and in June 2024 Mr. Thom Browne exercised a put option to sell to the Company an additional 2% of Thom Browne Inc. (the parent company of the Thom Browne group), for total consideration of $25 million (€22,752 thousand), following which the Group holds 92% of the Thom Browne group.

On April 28, 2023, the Company completed the acquisition of the remaining 85% equity interest of Tom Ford International ("TFI") that it did not already own (the "TFI Acquisition"), as a result of which the Company now owns 100% of TFI, the company that owns and operates the TOM FORD FASHION business, as part of a transaction in which sole ownership of the TOM FORD brand, its trademarks, and other intellectual property rights have been acquired by The Estée Lauder Companies Inc. ("ELC") and TFI has become a long-term licensee of ELC for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products, by virtue of a long-term licensing and collaboration agreement with ELC for 20 years subject to renewal at TFI's option for one further 10-year period subject to certain minimum performance conditions. The Group is in charge of the end-to-end TOM FORD FASHION business, from collection creation and development to production and merchandising, as well as retail and wholesale distribution. The TOM FORD FASHION business, under the Group, operates a network of 66 directly operated stores globally at December 31, 2025.

For information relating to the purchase price allocation of the TFI Acquisition, see *Note 39 — Business combinations* to the Consolidated Financial Statements included elsewhere within this Annual Report.

On December 17, 2021, the Group consummated the Business Combination. In connection with the Business Combination, on December 20, 2021, the Company's Ordinary Shares started trading on the NYSE under the symbol "ZGN".

Immediately prior to the consummation of the Business Combination, the Company (at the time Ermenegildo Zegna Holditalia S.p.A., an Italian joint stock company) implemented the Conversion and became a Dutch public limited liability company (*naamloze vennootschap*), upon which it changed its name to Ermenegildo Zegna N.V. and underwent a share split.

2.2. Business overview

The Ermenegildo Zegna Group is a global luxury player, with a leading position in the high-end menswear business, internationally recognized for its unique supply chain, the *Filiera*, made up of some of the finest Italian textile producers, fully integrated with the Group's unique luxury manufacturing capabilities.

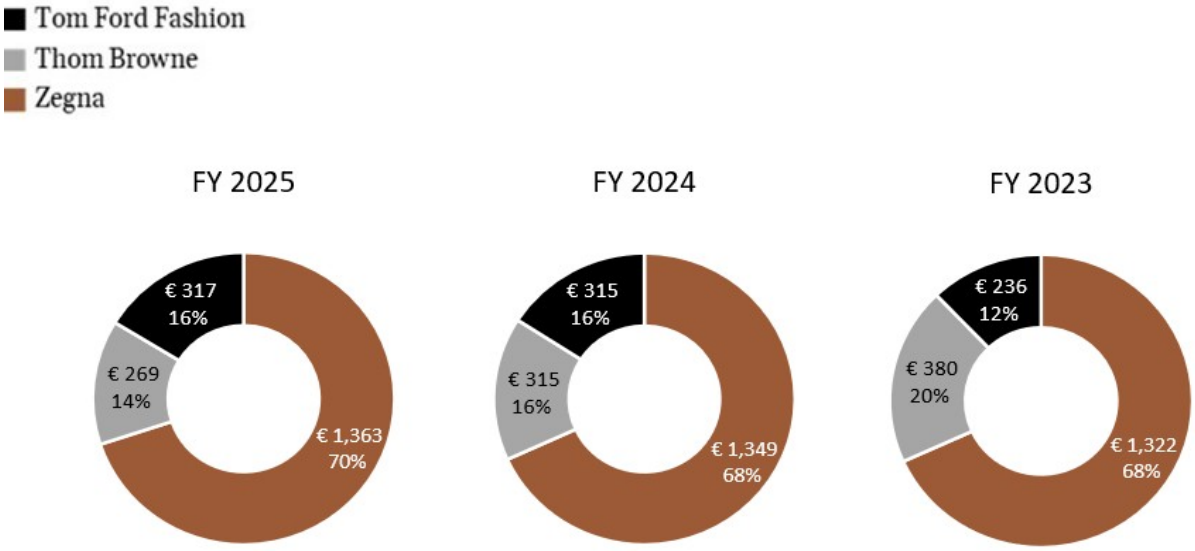
Grounded in a centenary thoughtful vision and a spirit to think and act inclusively and responsibly, the Ermenegildo Zegna Group over the years has continued to uphold its legacy - be a true innovator with an uncompromising focus on quality – while caring for the protection of the environment and nurturing the communities around its business.

Legacy, Italian craftsmanship, quality and innovation are key ingredients of its three complementary brands: ZEGNA, Thom Browne and TOM FORD FASHION. Through them, the Group's reach expands to touch different communities, from the absolute iconic luxury, with its eponymous brand ZEGNA, to modern tailoring, with Thom Browne, to seductive luxury, with TOM FORD FASHION. Through its brands, the Group designs, produces, markets and distributes luxury menswear, footwear, leather goods and other accessories, luxury womenswear (under the Thom Browne and TOM FORD FASHION brands) and children's clothing (under the Thom Browne brand). The three brands also have selected third-party license agreements for specific product categories. Thanks to its *Filiera*, the Group covers the entire value chain from the production of the finest raw materials - under the brands Lanificio Ermenegildo Zegna, Dondi, Bonotto, Tessitura di Novara, Tessitura Ubertino, as well as the minority-owned Filati Biagioli Modesto and Luigi Fedeli & Figlio - to the finished products realized in its luxury manufacturing facilities.

The Group operates in three segments: the Zegna segment (comprising three product lines: ZEGNA brand, Textile and Other, which mainly relates to agreements with third party brands), the Thom Browne segment and, following the TFI Acquisition in 2023, the Tom Ford Fashion segment.

The following charts show consolidated revenues by segment for the years ended December 31, 2025, 2024 and 2023.

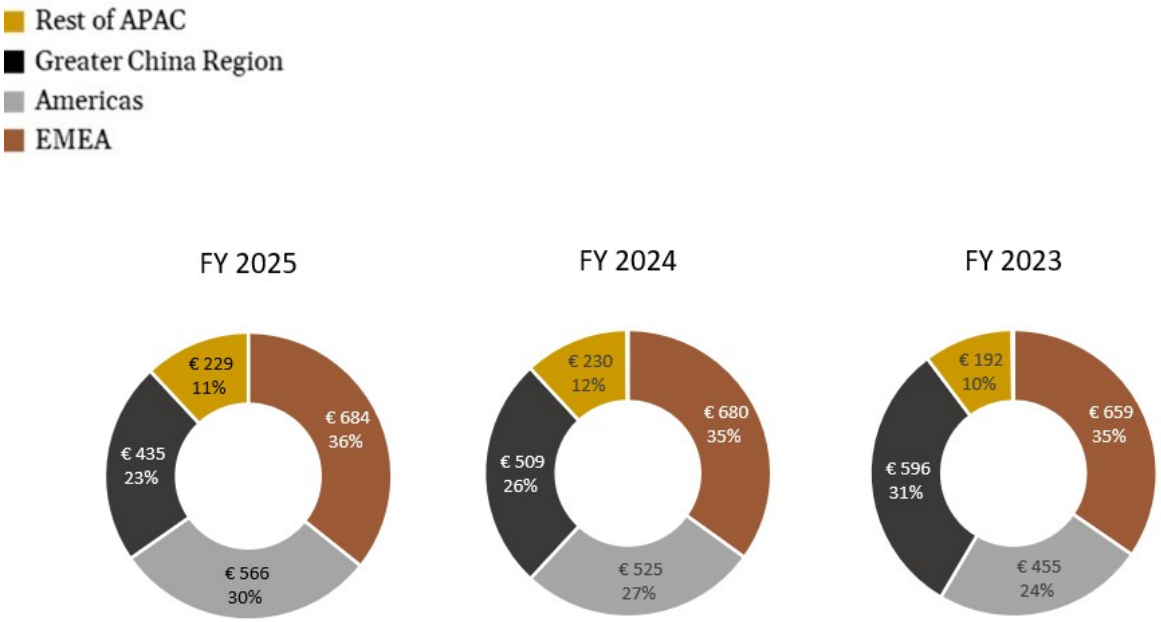
Consolidated revenues by segment and by geographic area (€ millions, except percentages)



Note: Revenues excluding intersegment eliminations, which were equal to €32.2 million in 2025, €31.5 million in 2024 and €33.3 million in 2023

The Group distributes its products worldwide and has a well-balanced presence among all its regions.

The following charts provide a breakdown of consolidated revenues by geographic area for the years ended December 31, 2025, 2024 and 2023.



Note: EMEA comprises Europe, the Middle East and Africa.
Americas includes the United States of America, Canada, Mexico, Brazil and other Central and South American countries.
Rest of APAC includes Japan, South Korea, Singapore, Thailand, Malaysia, Vietnam, Indonesia, Philippines, Australia, New Zealand, India and other Southeast Asian countries.
Revenues excludes "other revenues", mainly royalties, for €3,050 thousand in 2025, €2,343 thousand in 2024 and €2,958 thousand in 2023.

Industry

Industry information contained in this section is based on the Bain-Altagamma Luxury Goods Worldwide Market Study, Fall 2025 (the "Bain-Altagamma Study"), unless otherwise indicated.

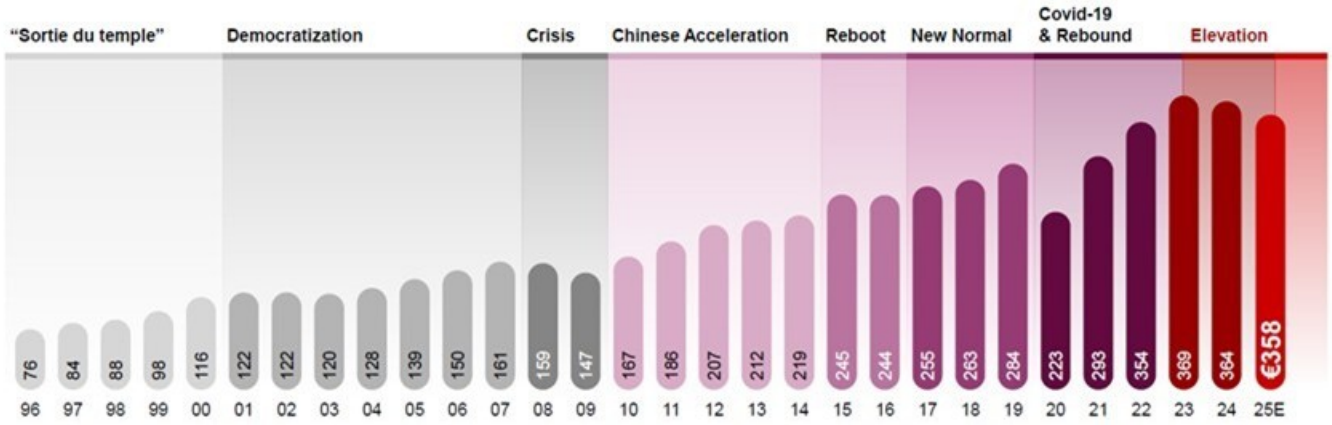
The Ermenegildo Zegna Group operates in the personal luxury goods market, which includes the following product segments: accessories, jewelry, beauty, apparel and watches. By product, we primarily focus on the apparel and accessories segments of the personal luxury goods market. The luxury textiles market, which accounts for 7% of the Group's consolidated revenues after eliminations, is not discussed in this section.

Demand in the personal luxury goods market, especially in the absolute luxury segment, is characterized by a low price-sensitivity. Instead, demand is more likely driven by tangible and intangible factors which fuel brand equity and desirability. Brand equity is made of several important components, including heritage, exclusivity, recognizability, quality, and experience.

According to the Bain-Altagamma Study, in 2025 the global personal luxury goods market had a total estimated value of approximately €358 billion. After a steady growth for more than two decades with a compound annual growth rate ("CAGR") of approximately 6% from 1996 to 2019 and approximately 5% from 2019 to 2024, the personal luxury goods market experienced a mild decrease in 2024 (approximately -2% as compared to 2023) and is expected to decrease by approximately 2% in 2025 as compared to 2024, in each case at current exchange rates.

The chart below sets forth the evolution of sales in the global personal luxury goods market from 1996 to 2025 (the data for 2025 being an estimate).

Personal Luxury Goods Market Evolution – €bn



Source: Bain-Altagamma Luxury Goods Worldwide Market Study, Fall 2025, dated November 20, 2025.

The Bain-Altagamma Study estimates the personal luxury goods market to reach the range between €365-375bn in 2026 with a growth of 3-5% at constant exchange rates as compared to 2025, with the United States leading the growth, supported by robust financial markets, Europe and Japan demonstrating continued resilience and China progressing with a steady recovery.

The personal luxury goods market is characterized by significant barriers to entry, such as, among others: (i) brand heritage, which is embodied by unreplaceable assets like a brand's history, values and DNA; (ii) brand equity, which is the perception of the uniqueness and high reputation of a brand, built over time with, among the others, important investments in advertising; (iii) know-how, characterized by many aspects of the "saper fare" (savoir faire) starting from the design and innovation capacity through the ability to provide products with a superior quality and an utmost experience for clients, and (iv) a high-end distribution network, which embraces prime locations in the most important, highly competitive, luxury streets and malls.

Group Competitive Strengths and Strategic Vision

Competitive Strengths

As Ermenegildo Zegna Group, we operate in the personal luxury goods market. Although in this arena we compete with other global companies, we believe we have unique advantages to successfully further strengthen our presence and leading position. Heritage, Italian craftsmanship, undisputed legacy along with a portfolio of complementary brands with significant untapped growth potentials represent strong and prime assets for the Group.

We believe that the following key competitive strengths have been the primary drivers of the Group's historic success and continue to be pillars of its future growth strategy.

Heritage

Since the foundation of Lanificio Ermenegildo Zegna e Figli S.p.A. ("Lanificio" or "Lanificio Ermenegildo Zegna") at the beginning of the past century, the name Zegna has been synonymous with quality, style and innovation for men's fashion. This has been and continues to be true for the ZEGNA brand and the Ermenegildo Zegna Group.

Luxury Menswear Leadership

The Ermenegildo Zegna Group has a consolidated leadership position in luxury menswear, rooted on its 116-years of history. This undisputed legacy, along with a portfolio of unique and complementary brands, constitutes the Group's main competitive strength. ZEGNA has evolved from being one of the most recognized brands in men's tailoring to become an

iconic brand in the men's timeless luxury segment with a top-class retail network in the most important luxury streets and shopping malls. The addition of Thom Browne in 2018 and TOM FORD FASHION in 2023 has further strengthened the Group's leadership by capturing distinctive and complementary segments of clientele, including also women, while leveraging on the Group's textile and manufacturing know-how.

Luxury Filiera

The Ermenegildo Zegna Group controls an integrated luxury textiles and manufacturing chain, vertically integrated from the sourcing of the finest raw material to the production of high-quality garments. Through the historical Lanificio Ermenegildo Zegna as well as the more recent acquisitions of Dondi, Bonotto, Tessitura Ubertino, and the minority interests in Filati Biagioli Modesto, the Group has built an in-house textiles platform that provides a unique competitive hedge in term of innovation capacity and research of the finest and highest performing fabrics with the best quality.

The textile platform, integrated with state-of-the-art manufacturing capabilities, represents a key competitive advantage that the Group can offer to the brands in its portfolio. It also constitutes a significant barrier to entry in the strategic *Su Misura* (Made-to-Measure) business. The Group offers personalized *Su Misura* products for its three brands with best-in-class lead time ranging from 2 weeks in certain key stores (particularly for ZEGNA) to 4 or 6 weeks. Management believes that the breadth of the offering and the lead times, as well as the service quality and the experience provided to customers, are setting standards in the industry. These services enable us to cultivate meaningful client relationships, develop a loyal customer base and drive new customer engagement.

Complementary Portfolio of Uniquely Positioned Luxury Brands

Ermenegildo Zegna Group is made of three brands complementary across styles, occasions of use, and aesthetic.

ZEGNA. The Group's eponymous brand is a leading brand in the men's timeless luxury segment. Authenticity represents the brand's core and true value. The brand's authenticity is grounded not only on 116 years of unique heritage but also in a responsible vision that began at its foundation and has been passed down through the generations, ensuring that giving back, responsibility towards the environment and community well-being remain key values for the brand. An expression of this vision is a freely accessible natural area covering approximately 100 square kilometers from the small village of Trivero, where the Group originated, to the peaks of the Biella Alps in Italy. This area was created by the Group's founder around 100 years ago and rebranded "Oasi Zegna" in 1993. Oasi Zegna has been and continues to be an important source of inspiration for the ZEGNA brand's collections and for the brand iconic products.

Thom Browne. Distinctive craftsmanship, undisputed tailoring know-how and proud community are the key ingredients of the brand success in both men and womenswear. Thom Browne has a wide range of luxury and fashion clients that appreciate the unique design and quality.

TOM FORD FASHION. Added to the Group in 2023, TOM FORD FASHION completes the Group's offering delivering an alluringly modern aesthetic for a client who pursues recognition, product excellence and impeccable fit.

All three brands have untapped growth potential in terms of products, countries and channels to be exploited in their respective reference markets. Thom Browne and TOM FORD FASHION also give us exposure to the womenswear and leather goods luxury markets.

World-Class International Retail Network

The Group's international retail network and its clienteling business model put the customer at the center. We believe that only a controlled distribution network, along with a unique Customer Relationship Management (CRM) expertise, can provide a distinctive, world class experience to its clients. As of December 31, 2025, the Group has developed an international network of 471 Directly Operated Stores (DOSs) in 35 countries around the world, accounting for 76% of consolidated revenues in 2025. The Group's strengthening of the DTC channels will continue to remain a significant pillar of its future growth strategy for all its brands, ZEGNA being the most advanced on this journey.

Strategic Vision

The Ermenegildo Zegna Group intends to reinforce and extend its leading position in the luxury market by continuing to develop its three brands in their unique and highly complementary reference markets, strengthening its one of a kind *Filiera*, while always seeking to respect the planet and foster its community. In particular, the Group intends to:

a. Continue nourishing ZEGNA as a reference brand in the timeless luxury menswear business, focusing on the top end of the customers' pyramid through an increasingly elevated and personalized product offering and an even more selective clienteling journey;

b. Support the rebalance of Thom Browne's distribution channels, focusing on strengthening its DTC presence, while fostering the brand's global business expansion, in particular in North America, and developing further the womenswear collections and leather goods accessories business, always respecting the Brand's authenticity and unique DNA;

c. Continue to work on aligning the business of TOM FORD FASHION to the brand's world-wide awareness and allure in the luxury sector and support the creative designer's brand vision, consistent with the DNA of the brand;

d. Further integrate all corporate functions to enhance alignment and fully leverage the potential of our brands;

e. Consistently pursue a sustainable development of the Group's business, leveraging on its superior Made-in-Italy integrated know-how. Respect for the planet, community and diversity support and traceability are some of the most important pillars for the Group's future growth. In addition, the Group aims at investing in its directly controlled Made-in-Italy luxury textiles and manufacturing platform, which represents a strategic competitive advantage fueling quality, speed, and innovation capacity.

Group Business Model

The Group carries out its business activities through three operating segments:

1. **the Zegna segment,** which includes all activities related to the following product lines: (i) ZEGNA brand, (ii) Textile and (iii) "Other" (which primarily consists of the results from the sales of finished garments to third-party brands);

2. **the Thom Browne segment,** which includes all activities related to the Thom Browne brand, and

3. **the Tom Ford Fashion segment,** which includes all activities related to the TOM FORD FASHION (TFF) business, which became part of the Group following the TFI Acquisition.

Prior to the TFI Acquisition (completed on April 28, 2023), the Ermenegildo Zegna Group was organized in two segments: the Zegna segment and the Thom Browne segment.

Zegna segment

ZEGNA brand

For the years ended December 31, 2025, 2024 and 2023, the ZEGNA brand generated revenues equal to €1,181,583 thousand, €1,163,722 thousand, and €1,109,491 thousand, respectively, representing 61.6%, 59.8% and 58.3% of our revenues after eliminations. The ZEGNA brand products include luxury leisurewear, footwear, formalwear, leather accessories and other products.

Collections. Since 2022, ZEGNA's collections have evolved from primarily pure formalwear to include a new definition of men's style often referred to as "luxury leisurewear": an understated, versatile wardrobe in which the utmost ZEGNA quality is combined with performance and comfort, designed to meet the changing preferences of customers and their demand for greater comfort, modern aesthetic, excellent quality and product and style durability.

In the meantime, management has also pursued the creation of iconic timeless products, such as the Triple Stitch family in the footwear category, the Oasi collections *(Oasi Cashmere* and *Oasi Lino)* and the *Vellus Aureum* collection, made of an innovative, highly versatile fabric crafted from the finest and rarest wool in the world and used to create entire collections of unique pieces. In 2025, the brand launched its first tailoring-focused advertising campaign in five years, titled "*It's not a suit, it's a ZEGNA!*", introducing the Torino style, a silhouette inspired by the founder's wardrobe. The Torino suit carries the distinctive features of the original design Ermenegildo Zegna created with his tailor: structured shoulders, wide lapels, rounded pockets, and three-button sleeves, all crafted with couture-level precision.

Along with the evolution of its collections, management continues to focus on and strengthen the offering of unique *Su Misura* (Made-to-Measure) collections, including through initiatives such as VILLA ZEGNA and Suite ZEGNA, temporary by-invitation-only stores or events, and the openings of *Salotto,* permanent by-invitation-only ZEGNA stores.

The vertical integration of the Group's supply chain represents a unique enabler for the evolution of ZEGNA collections.

ZEGNA brand collections include:

- Luxury Leisurewear. A versatile wardrobe of ready-to-wear garments built on the brand's tradition of excellence and designed to face the needs of a man living in a fast-paced world. ZEGNA luxury leisurewear ranges from knitwear to jeans, jersey and shirts, fabric and leather outerwear and accessories.

- Tailoring. ZEGNA is historically known for being at the forefront of men's tailoring with its iconic suits. The ZEGNA ready-to-wear formalwear offering ranges from formal suits to tuxedos, shirts, blazers, formal coats, accessories up to new evolutions of formalwear represented by chore jackets.

- *Su Misura* (Made-to-Measure). ZEGNA's offer for both luxury leisurewear and formalwear also includes the *Su Misura* service, whereby customers may, following a meeting with a style advisor, order their custom-made garments with their fabric, style and finish of choice. This service is available not only for suits, but also for shoes, outerwear, shirts, pants, knitwear, denim and jersey.

- Footwear and Leather Accessories. ZEGNA's footwear offer has shifted from a prevalence of more formal shoes towards the increasing importance of highly recognizable Made-in-Italy luxury casual sneakers (such as the Triple Stitch family). ZEGNA also provides customers with the possibility to customize their preferred shoes through our *Su Misura* service. Leather accessories comprise bags, belts and small leather accessories.

- Other ZEGNA brand products. ZEGNA licenses its brand to third parties for the manufacturing and distribution of eyewear and fragrances. All licensed products are generally sold by ZEGNA through its DTC channel and by the licensing partners to wholesale customers and to other prestigious retailers.

ZEGNA collections, designed to define how the modern man should dress for different occasions, are organized in two seasons (Fall/Winter and Spring/Summer) and includes continuative products (called "Essentials") which are generally cross-season models. The brand recently moved from a pure traditional approach with one or two seasonal deliveries in store to the introduction of monthly drops of part of the collections with a 360 degree activation among all touch points, from communication, windows, and clienteling actions.

All the agreements governing licensed products provide for obligations for licensees to comply with high quality standards, to ensure that ZEGNA licensed products are available at selected prestigious points of sale and that they are timely delivered to the distribution network. The agreements have a fixed term and do not contain an automatic renewal mechanism. See section *"4.2. Risk Factors—Risk factors relating to the Group's business, strategy and operations—We could be adversely affected if we are unable to negotiate, maintain or renew our license or co-branding agreements with high end third party brands."*

ZEGNA Brand Strategy

With the 2022 rebranding, ZEGNA's brand journey has evolved in a clear direction: strengthening its positioning as a reference menswear brand in timeless luxury. The new logo and distinctive signifier introduced in 2022 were designed to be iconic and immediately recognizable. The so-called "One Brand Strategy", together with the launch of important collections

such as Oasi Cashmere, Oasi Lino, and, more recently, Vellus Aureum, has enabled the brand to enrich its sales mix toward the top end of the luxury goods pyramid and has provided additional opportunities to support its expansion and reach new clients.

Client centricity and experience are important pillars of ZEGNA's brand strategy. Management intends to continue developing a uniquely recognizable ZEGNA retail experience, fully designed around customers' needs and capable of conveying the brand's values, heritage, and unique legacy. Over the past few years, the ZEGNA customer journey has evolved from engagement solely during purchase transactions to creating deep relations and providing immersive experiences centered on the brand's history, craftsmanship, and values.

An example of this journey is the VILLA ZEGNA project, a temporary by-invitation-only event. The project began with the launch of the Oasi Zegna book in Milan, in April 2024, and subsequently moved to Shanghai in May 2024, New York City in September 2024, Dubai in June 2025 – where the event was paired with the first ZEGNA fashion show held outside of Italy, a milestone moment for the brand in one of the most vibrant and fast-growing luxury markets – and in Miami, in December 2025, during Art Basel Miami. In 2025, ZEGNA also entered into a collaboration with Art Basel, becoming one of its official partners.

In 2025, ZEGNA further evolved its personalized customer journey with the opening of its first Salotto in March, a by-invitation-only space where guests may purchase Su Misura dedicated collections while enjoying their time in a truly personalized ZEGNA environment. During the year, the brand inaugurated four Salotti, located in SKP Beijing, Plaza 66 Shanghai, Paragon Singapore, and the Dubai Mall.

Textile Product Line

For the years ended December 31, 2025, 2024 and 2023, the Textile product line generated revenues after eliminations equal to €134,229 thousand, €138,153 thousand and €150,986 thousand, respectively, representing 7.0%, 7.1% and 7.9% of our revenues after eliminations. The Textile product line is engaged in the design, manufacturing and sale of luxury fabrics under the brands Lanificio Ermenegildo Zegna, Dondi, Bonotto, Tessitura di Novara, Tessitura Ubertino. We believe that the exceptional quality of the textiles used in our garments is one of the principal reasons for the success of the Group through the years. The Group also holds a minority interest in Filati Biagioli Modesto (48.5%) and acquired a 15% interest in Luigi Fedeli & Figlio S.r.l., the world-renowned maker of fine Italian knitwear and yarns.

The activities of the Textile product line are focused on the research and development of excellence in all of our fabrics, in terms of product quality, style, design, and technical features.

Some of the fabrics are developed exclusively for the ZEGNA brand, including those used for the *Oasi Cashmere Oasi Lino* and *Vellus Aureum* collections. The Group otherwise sells fabrics both to the Thom Browne and Tom Ford Fashion segments, and to third party customers, which include other luxury brands, specialized players or tailoring businesses. The textile division regularly takes part in fairs and exhibitions to market the products. In addition, it has a global network of sales representatives that assist with the distribution of such products to tailors worldwide.

Lanificio Ermenegildo Zegna, the wool mill founded in 1910 in Trivero, Italy, has been the backbone of the Group's internationally renowned fine textiles by carefully balancing science with nature and craftsmanship with technology. As a result, Lanificio Ermenegildo Zegna has pioneered sophisticated men's fabrics that are lighter, smoother, more refined, and with improved performance and functionality.

Bonotto (in which we acquired a 60% interest in 2016) is a textile manufacturer based in Molvena, Italy, that was originally founded in 1912. The brand focuses on handcraftsmanship and traditional techniques and is characterized by the creative and experimental dimensions of its fabrics, which take inspiration from the art world. Bonotto is premised on the philosophy of the "slow factory," which rejects the concepts of industrial standardization and mass production at low cost, in favor of traditional but innovative production techniques that create exquisite, precious fabrics.

Dondi (in which we acquired a 65% interest in 2019) is a leader in manufacturing high-quality jersey fabrics for men and women, all Made-in-Italy. Dondi's production cycle covers the phases from fabric design to distribution. Dondi counts among its customers not only the Group's companies, but also some of the most prestigious brands in the fashion world. Dondi's production facilities are based in Carpi, Italy.

Tessitura Ubertino (in which we acquired a 60% interest in June 2021) is a boutique weaving mill based in Pratrivero, Italy. Founded in 1981 by Adalgiso Ubertino, Tessitura Ubertino has been creating premium quality fabrics for women, such as tweed and jacquard, for over 30 years and today it supplies fabrics to major fashion brands.

"Other" Product Line

For the years ended December 31, 2025, 2024 and 2023, the Other product line generated revenues after eliminations equal to €15,610 thousand, €15,546 thousand and €30,131 thousand, respectively, representing 0.8%, 0.8% and 1.6% of our revenues after eliminations. The Other product line is primarily engaged in the manufacturing and the supply of apparel for men to Dunhill and Gucci, and represents a marginal part of the business with limited impact on the Group's results. Until the closing of the TFI Acquisition, the Other product line was also involved in the manufacturing of menswear under the TOM FORD brand.

Thom Browne segment

For the years ended December 31, 2025, 2024 and 2023, the Thom Browne segment generated revenues after eliminations equal to €268,469 thousand, €314,712 thousand and €378,410 thousand, respectively, representing 14.0%, 16.2% and 19.9% of our revenues.

Thom Browne is a renowned luxury brand founded by Mr. Thom Browne in 2003 in New York. Its product offering spans across menswear, womenswear, childrenswear and accessories.

Mr. Browne started designing clothes for friends and family in the early 2000s, and his popularity as a fashion designer has grown ever since. Thom Browne's signature line of grey suits redefined the concept of the male silhouette, and his collections lean heavily on two main colors: grey and navy. The brand uses the highest quality materials to obtain garments that are beautiful, classic, and durable. Its distinctive traits are the absence of any form of a bold logo, the cropped silhouette of the garments, and the use of visual identifiers as trademarks, such as the four white horizontal bands (uniquely located on the left upper sleeve and/or upper pant leg) and/or a grosgrain ribbon or tab in White, Red, White, Blue, White (also uniquely positioned on the garments). Each Thom Browne piece is designed to be aesthetically perfect, classic and long-lasting, inspired by Mr. Browne's philosophy that something beautifully made will never be out of fashion.

In 2018, the Group completed the acquisition of an 85% shareholding of Thom Browne Inc., the holding company of the Thom Browne business. In June 2021, the Group acquired an additional 5% equity interest in Thom Browne Inc and on June 6, 2024, Mr. Thom Browne exercised his put option to sell to the Group an additional 2% of Thom Browne Inc., for consideration of $25 million (€22.8 million), following which the Group holds 92% of the share capital of Thom Browne Inc. Under a put option agreement between Ermenegildo Zegna Group and Mr. Thom Browne, Mr. Thom Browne has the right, but not the obligation, to sell to the Company the remaining 8% of the share capital of Thom Browne Inc. not owned by the Group, in two tranches representing 5% and 3% that are based on the 2028 and 2030 EBITDA of the Thom Browne group, respectively (subject to potential deferral until 2032).

Each year Thom Browne offers pre-collections and main collections, organized into two seasons: Fall/Winter and Spring/Summer.

Strategy. The brand aims to continue leveraging on its unique proposition strengthening its brand equity in menswear and, even more, in womenswear and leather goods, continuing to develop iconic styles while maintaining a creative, thought-provoking design style with strong tailoring aesthetics and an innovative communication approach.

The brand has five main growth levers:

- Increasingly shift towards a DTC-driven organization;
- Enhance brand awareness in key regions (particularly in the United States) and among fashion enthusiasts;
- Rebalance classics (evergreen) and seasonal collections while strengthening the four-bar trademark;
- Boost expansion in underpenetrated categories, in particular in womenswear, shoes and leather goods, while reinforcing strength in the core categories (sleeve units, knitwear, jersey and outerwear);

- Maintain a highly selective presence in the wholesale distribution channel with the aim of developing long-term valuable partnership with tier 1 wholesalers.

Tom Ford Fashion segment

For the years ended December 31, 2025, 2024 and 2023, the Tom Ford Fashion segment generated revenues after eliminations equal to €317,056 thousand, €314,514 thousand and €235,531 thousand (since the consolidation in April 29, 2023) respectively representing 16.5%, 16.2% and 12.4% of our revenues, after eliminations.

TOM FORD is an iconic brand, founded in 2005, perceived as an influential voice in the global luxury industry. The TOM FORD FASHION collections enjoy a seductive, elegant and bold aesthetic characterized by absolute product excellence and impeccable fit.

Since its foundation, the TOM FORD brand partnered with The Estée Lauder Companies Inc. and Marcolin to develop TOM FORD beauty, perfumes and eyewear products. In 2008 and 2010 respectively, TOM FORD launched menswear, in collaboration with the Ermenegildo Zegna Group, and womenswear. On April 28, 2023, the Estée Lauder Companies Inc. completed the acquisition of the TOM FORD brand, its trademarks, and other intellectual property rights. On the same day, the Ermenegildo Zegna Group completed the TFI Acquisition. TFI is consolidated in the Group's results since April 29, 2023. By virtue of a long-term licensing and collaboration agreement with ELC (for a duration of 20 years, with a renewal at TFI's option for one further 10-year period subject to certain minimum performance conditions), the Ermenegildo Zegna Group has become a long-term licensee of ELC for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products. As a result, as of April 29, 2023, TOM FORD FASHION business is reported as a separate operating segment of the Group (prior to the TFI Acquisition, it was reported within the "Other" product line - previously referred to as Third Party Brands - within the Zegna segment).

As a result, the Group is now in charge of the end-to-end TOM FORD FASHION business, from collection creation and development to production and merchandising, as well as distribution.

On September 4, 2024, TOM FORD announced the appointment of Haider Ackermann as its new Creative Director. In his role, Ackermann assumed the creative leadership across all TOM FORD fashion categories, including menswear, womenswear, accessories and eyewear, guiding the creative vision for the overall brand. Under the creative direction of Mr. Ackermann, the brand has started a clear journey in strengthening its position as a reference brand in the "seductive" luxury market, shaped by Italian craftmanship and impeccable quality.

Strategy. TOM FORD FASHION ambition is to create collections that blend innovation with artisan craftsmanship, with the aim of aligning the fashion business to its extraordinary global recognition, by pursuing the following strategies:

- Support the new creative designer brand evolution;
- Enhance the retail experience by focusing on improving productivity of the existing network, while selectively expanding;
- Enhance CRM/clienteling tools, leveraging on the Group's know-how and infrastructure;
- Leverage geographic expansion by fulfilling untapped potentials in markets where the brand has strong recognition, such as the United States;
- Diversify product merchandising by rebalancing the gender mix with the goal of further increasing the contribution of womenswear collections, leather goods accessories and shoes;
- Optimize the supply chain by leveraging on the Group's platform and best practices.

Activities

The Group's primary activities consist in designing, manufacturing, and distributing ready-to-wear shoes and leather goods collections for its three brands.

Activities can be divided into the following major stages, each of which is overseen by dedicated functions, operating independently at the brand level: (i) design; (ii) product development; (iii) sales campaign; (iv) procurement; (v) manufacturing; (vi) logistics; (vii) marketing and advertising, and (viii) distribution. Procurement and manufacturing needs from each brand are partially met through our textile platform and the Group's manufacturing facilities.

From the first sketch to in-the-store delivery, the preparation of each collection takes approximately 12 months.

The activities of the Textile and of the Other product lines follow their own operational phases and logics.

i. Design, Merchandising and Product Development

New collections are created by the design team of each brand, considering each brand's identity, market analyses and seasonal fashion trends. When developing collections, the design team works in close coordination with the merchandising team to make sure that the offer is complete with a congruent price structure and in line with the needs and trends of the market.

The design and merchandising teams then work closely with the product developers and modelers, who transform sketches into models and prototypes. This is a key phase as it allows the design and product teams to assess the look, feel and functionality of the products and to possibly anticipate any issues that may arise during the manufacturing process. Once the prototypes are approved, we develop sample collections.

ii. Sales Campaign

Once ready, the sample collections are presented to wholesale customers and retail buyers at ZEGNA's, Thom Browne's and TOM FORD FASHION's respective showrooms. During the sales campaign, retail buyers and wholesalers place orders on the basis of the brand buying guidelines.

During the sales campaign, the merchandising and the supply chain teams regularly share information on the evolution of the order portfolio to align the initial forecasts for raw material procurement and production planning.

iii. Procurement

Based on forecasts and on the order portfolio, each brand sources the necessary raw materials, trimmings and finished goods through its network of selected suppliers. While the initial purchases are based on forecasts, they adjust and supplement such purchases based on actual orders as the sales campaign progresses.

Based on the proposition that the very best garments can only come from the best natural resources, the Group has dedicated its efforts through the years to the research of only the finest raw materials and fabrics. A crucial role in this context is played by the Textile Platform division. For instance, each brand sources a portion of its requirements of fabrics from Lanificio, jersey from Dondi, printed fabrics from Bonotto and cashmere from Biagioli.

iv. Manufacturing and Logistics

While the sales campaign is still ongoing, each brand starts planning for its own manufacturing activities. Production quantities are continuously refined based on the results of the sales campaign. A distinctive feature of our manufacturing is that Made in Italy represents the large majority of the overall production of all our brands' products. A portion of such products is manufactured internally at our facilities. ZEGNA is currently the brand with the highest incidence of in-house production.

The Group's production facilities are located in Verrone, Italy, for knitwear; San Pietro Mosezzo, Italy for formal jackets and suits; Parma, Italy, for outerwear and leather accessories; Mendrisio, Switzerland, for jackets, suits, shirts, and Turkey, for shirts. For products or categories that are not manufactured internally, each brand relies on a selected network of

external long-standing suppliers, largely based in Italy. Each sourcing team is committed to carefully selecting all suppliers and managing the relationships with suppliers for their entire duration, aiming to ensure that quality and ESG standards are aligned to the Group's requirements and that timing of deliveries is adequately met.

The Group's outsourced products are manufactured using two different approaches. The most common is the *façon* manufacturing (or *third-parties* production); the second is the "full package" manufacturing process. When using the façon manufacturing model, the brand outsources to external manufacturers the confection stage (i.e. the *Cut-Make-Trim* phase including cutting, sewing, washing and pressing), while remains responsible for providing the designs, product specifications and raw materials. Alternatively, in the "full package" approach, the brand outsources the entire production process.

Once produced internally or through partners, products are delivered to each brand's distribution centers to be transferred to their monobrand stores and wholesale customers. The logistics department of each brand is responsible for organizing and managing the distribution of the finished products, as well as the management of warehouses.

The Group has several logistics centers in Italy, Switzerland, North America, China, Japan and South Korea.

v. Marketing and Advertising

Advertising and promotional activities are critical for luxury companies like us to enhance brand recognizability, influence purchase selection, and encourage brand loyalty over time. The Group invests significant resources in advertising, communication and marketing, which include a full set of activities ranging from pure digital and social media marketing initiatives to events like fashion shows, product collaborations and co-marketing projects. In 2025, 2024 and 2023, marketing expenses amounted to €120,686 thousand, €121,384 thousand and €114,802 thousand, respectively.

ZEGNA's marketing strategy is based on a sophisticated one-to-one or one-to-few marketing approach. ZEGNA manages customer relationships from an omni-channel perspective, seamlessly integrating digital and physical experiences while strengthening engagement through curated moments—such as VILLA ZEGNA events around the world — and the activations during Art Basel, supported by its recently signed global partnership. ZEGNA's marketing campaigns are designed to deliver tailored and inspiring content that reinforces the brand's core values and emphasizes its distinctive heritage.

ZEGNA inspires men to define their style identity, ensuring their character can be found in every detail of their outfits. The brand can count many leaders of business, sports, entertainment, design and culture as friends. Some have even become part of its extended family over the years, acting as ambassadors for the brand. The brand also conducts targeted product placement activities on key opinion leaders, celebrities and influencers.

The Thom Browne brand generally presents its seasonal collections in New York or Paris through spectacular, theatrical and conceptual fashion shows. These shows contribute to positioning the brand at the pinnacle of fashion and creativity and are the source of the narrative for each season helping to generate significant editorial coverage in fashion, art and culture publications, both on paper and online. This innovative approach makes Thom Browne the brand of choice for a number of VIPs and celebrities worldwide. From highly successful actors and musicians, to athletes, actors and musicians of worldwide fame, the brand has proven to have a very strong appeal.

The brand is evolving its marketing strategy by seeking to strengthen customer loyalty through reinforced customer relationship management tools and initiatives, while addressing the marketing message to a wider audience.

TOM FORD FASHION aims at creating consistent storytelling through lookbooks, editorial and campaign assets, and runway shows that create a unified narrative across men's, women's, eyewear and beauty offerings with the goal of establishing the brand as a lifestyle icon.

Seasonal collections are unveiled during sophisticated, elegant, and modern fashion shows that empower the brand to support its positioning within the luxury segment, create engaging content, indulge and entertain top clients and partners, as well as to develop a carefully curated list of VIP attendees.

Each brand has internal teams dedicated to marketing and advertising activities, each following slightly different marketing strategies depending on the brand. To better reach a wide but selected consumer target, we use various communication tools, from organic institutional and product press coverage to media partnerships, a varied media-mix

including digital marketing, digital media campaign, print, billboards, direct marketing and ad hoc initiatives in our boutiques where visual merchandising and windows displays are conceived to consistently adhere to the seasonal marketing strategy plan.

vi. Distribution Channels

Our sales teams bring our customers into our community, sharing with them our creativity and craft, as well as our story and the journey of each item. These relationships are nurtured in-store with respect to our DTC channel and in our showrooms with respect to our wholesale channel, with the aim to deliver a consistent and unique customer experience.

We distribute and sell our products in over 80 countries worldwide through a well-established network comprised of our DTC and wholesale distribution channels.

Our monobrand presence includes our directly managed stores - DOSs (which are divided into full-price boutiques, department stores concessions, outlets and the directly managed online stores) and our franchisees' monobrand stores. Our multi-brand presence includes department stores, specialty stores and e-tailers.

ZEGNA brand

For the year ended December 31, 2025, the ZEGNA brand product line generated revenues after eliminations equal to €1,181,583 thousand, of which €1,045,275 thousand were generated through the DTC channel and €136,308 thousand were generated through the wholesale distribution channel and royalties.

DTC Channel

As of December 31, 2025, ZEGNA operated 282 DOSs, of which 79 were in EMEA, 76 were in the Americas, 74 were in the Greater China Region, and 53 were in Rest of APAC. For the year ended December 31, 2025, the DTC channel generated revenues representing 88% of the ZEGNA brand revenues. ZEGNA focuses on maintaining a direct presence in prestigious and strategic locations. In certain cases ZEGNA enters into joint ventures with local partners in jurisdictions where it would not be able to operate directly without a local partner or where the presence of a local partner is beneficial due to its knowledge of the local market and regulations.

The aesthetics and customer experience of ZEGNA DOSs are carefully planned and designed by ZEGNA Artistic Direction team. Once opened, an internal staff of architects and visual merchandisers constantly maintain and restyle our DOSs as required. In addition, ZEGNA management has in place specific training programs dedicated to sales staff, focusing on product knowledge, outreach/clienteling and customer service.

The DTC channel also includes an e-commerce shop operated directly through *www.zegna.com* website, outlets, concessions within department stores around the world, certain travel retail stores directly operated by the brand and other e-commerce platforms where the brand operates directly through e-concessions.

Wholesale Channel

ZEGNA wholesale channel includes multibrand wholesale accounts and monobrand stores managed by third party partners. As of December 31, 2025, ZEGNA wholesale monobrand distribution network included 112 points of sale of which 41 were in EMEA, 57 were in the Americas, 9 were in the Greater China Region, and 5 were in Rest of APAC. For the year ended December 31, 2025, the wholesale channel – including revenues from multibrand and monobrand wholesale stores and royalties – generated revenues representing 12% of the ZEGNA brand revenues.

ZEGNA wholesale distribution channel has developed different types of agreements with wholesale customers, including in particular:

- Franchisees, which operate monobrand stores exclusively under the ZEGNA brand, in exchange for the payment of royalty fees to ZEGNA based on sales volumes. The franchising agreements governing these relationships typically have a medium term (providing for an automatic renewal or a renegotiation period prior to the term expiry). The contractual arrangements may also provide for minimum purchase obligations by the franchisee, and for the obligation by ZEGNA and/or the franchisee to invest certain amounts in marketing activities.

- Department stores and multibrand specialty stores, which purchase ZEGNA products for resale in their stores, sometimes in specific ZEGNA branded wall units. The contractual arrangements with this type of customer vary based on the relevant store's standard terms.

- Online multibrand stores. ZEGNA brand are also sold via prestigious online multi-brand stores such as MyTheresa and Mr. Porter.

As with the DTC channel, ZEGNA carefully manages and, if necessary, customizes its distribution policies for wholesale customers.

We believe that a very selected wholesale presence is still strategic as it provides constant benchmarking opportunities and external feedback hence allowing a constant monitoring of the positioning of ZEGNA brand and products vis-à-vis those of competitors.

Thom Browne brand

For the year ended December 31, 2025, Thom Browne brand generated revenues after eliminations equal to €268,469 thousand, of which €191,493 thousand were generated through the DTC channel and €76,976 thousand were generated through the wholesale distribution channel.

DTC Channel

As of December 31, 2025, Thom Browne operated 123 DOSs, of which 10 were in EMEA, 35 were in the Americas, 36 were in the Greater China Region, and 42 were in Rest of APAC.

Thom Browne, consistent with its strategy, puts an emphasis on developing customer relationships rather than on positioning in key streets and has accordingly developed a retail network consisting of comparatively smaller locations - which are usually destination stores with highly trained staff - than those of other luxury fashion brands.

Thom Browne's DOSs also include an e-commerce shop operated directly through the website *www.thombrowne.com* and carefully selected directly operated outlet sale locations.

Wholesale Channel

Thom Browne wholesale channel includes multibrand wholesale accounts and monobrand stores managed by third party partners. As of December 31, 2025, Thom Browne's wholesale monobrand distribution network included 18 points of sale, of which 4 were in EMEA, 1 were in the Americas, 9 were in the Greater China Region, and 4 were in Rest of APAC.

On top of the wholesale monobrand stores, the Thom Browne segment's wholesale distribution channel also consists of selected multibrand department and specialty stores globally and e-tailers.

TOM FORD FASHION

For the year ended December 31, 2025, the TOM FORD FASHION generated revenues after eliminations equal to €317,056 thousand, of which €212,215 thousand were generated through the DTC channel and €104,841 thousand were generated through the wholesale distribution channel.

DTC Channel

As of December 31, 2025, TOM FORD FASHION business operated 66 DOSs, of which 12 were in EMEA, 14 were in the Americas, 12 were in the Greater China Region, and 28 were in Rest of APAC.

Wholesale Channel

TOM FORD FASHION wholesale channel includes multibrand wholesale accounts and monobrand stores managed by third party partners. As of December 31, 2025, TOM FORD FASHION's wholesale monobrand distribution network included 65 points of sale, of which operated 16 were in EMEA, 46 were in the Americas and 3 were in Rest of APAC.

The TOM FORD FASHION wholesale distribution channel also consists of a presence in a selected number of wholesale multibrand stores globally.

Intellectual Property

Zegna segment

As of December 31, 2025, and with an overall trademark portfolio including more than 3,900 registrations, the principal owned trademarks or trade names that we use in the Zegna segment's business are "Zegna", the logo "232 Brand Mark" and the new logo "Vellus Aureum" as well as trademarks protecting certain products, certain capsule collections, and the main marketing projects, which we have filed or registered in all the relevant products and services classes and in all of the countries in which we operate in the logo version and/or in the word/standard characters version or in versions which are adapted to various local alphabets or ideographs (e.g., Zegna written in Japanese, Katakana syllabary, in Chinese ideographs, Thai characters, or in the Arabic or Georgian alphabet).

Additionally, we have a portfolio of more than 650 domain names, including (i) registrations in all the countries in which we operate, (ii) the most common Zegna and Ermenegildo Zegna typos and (iii) early and basic protection for our main business and marketing projects.

Besides trademarks, we invest significant resources in protecting other aspects of our brands' uniqueness. With more than 520 design and 9 copyright registrations covering several countries including the European Union, China and the United States, every season we select the most relevant and original products, patterns and, to the extent necessary, protect our rights, labels, and take action to protect their design and defend them against counterfeiting. In addition, we own 17 patents and one copyright for engineering work (thanks to special protections available in Italy), which are a result of our solid roots in fabric making and our pioneering efforts to improve performance and functionality in our products.

We devote significant resources to the protection and enhancement of our intellectual property assets and actively monitor the market, offline and online, for infringements or abuses of our trademarks, domain names and product designs. We are also active in enforcing our rights against third party infringements, including through judicial actions. In addition, we monitor third party applications for registration of trademarks that could be confused with our trademarks, and file oppositions against the applications for, or the registration of such trademarks in accordance with the laws and regulations of the relevant jurisdictions and cooperate with competent authorities worldwide to fight the counterfeiting of our products.

Thanks to the long-standing efforts discussed above, judicial and/or administrative decision in countries including China, Turkey, Mexico, Brazil and India have recognized our trademarks as well known and famous, giving Zegna the ability to benefit from a cross-class protection.

Thom Browne segment

As at the date of this report, Thom Browne Inc. and its subsidiary Thom Browne Japan, Inc. own or control approximately 300 trademark registrations worldwide, with a number of additional applications pending. The principal owned trademarks or trade names that are used by Thom Browne are THOM BROWNE, a four-band design, a grosgrain ribbon in White, Red, White, Blue, White, and THOM GREY, which have been registered or for which applications for registration have been submitted, in text form or design form, in virtually all the jurisdictions in which Thom Browne operates.

In addition, the design marks shown as location marks, such as a tab on the back of a collar on a shirt or jacket, have been registered, or an application for registration has been submitted, including in the native language of certain important markets.

Thom Browne has also registered certain other marks used on its products and in its main marketing projects and maintains an ongoing program to constantly review and update filings and protections to extend the registrations to classes of goods for which new products are introduced from time to time.

In addition, Thom Browne has a portfolio of domain names, including a number of domain names featuring the "Thom Browne" name, such as *ThomBrowne.com*, *Thombrowne.uk* and similar domain names in the jurisdictions in which Thom Browne operates.

Thom Browne devotes significant resources to the protection of its intellectual property assets worldwide through a highly specialized brand protection program. In-house and outside specialists monitor all major markets as well as global social media and websites for misuse of Thom Browne's intellectual property. To the extent infringements are detected, adequate enforcement steps are taken, including in cooperation with the relevant authorities.

Tom Ford Fashion segment

As of the date of this report, TFI and its subsidiaries operating the TOM FORD FASHION business do not generally maintain trademarks, copyrights, patents, or domain names in their own name. Rather, pursuant to the TFF License with The Estée Lauder Companies, TFI is licensed to use the TOM FORD FASHION intellectual property for men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products worldwide.

TOM FORD FASHION cooperates closely with The Estée Lauder Companies to protect against misuse of the licensed TOM FORD FASHION intellectual property. To the extent counterfeiting activities or infringements of the licensed TOM FORD FASHION intellectual property are detected, TOM FORD FASHION cooperates with The Estée Lauder Companies in its enforcement efforts, including in cooperation with the relevant authorities.

Research and Development

Our competitiveness depends on, among other things, our ability to anticipate trends and to identify and respond to new and changing consumer preferences. We therefore devote significant resources to various research and development activities to design, create and develop new products for our collections. As of December 31, 2025, over 330 of our employees were involved in our research and development activities across the Zegna, Thom Browne and Tom Ford Fashion segments.

Our research and development activities mainly relate to the development of new patterns and designs for our fabrics, the research of innovative and technological materials with specific features, the design, modeling and development of new products and the creation of prototypes.

In recent years, our research and development efforts have been dedicated to creating iconic products with high visibility and strong growth potential, designing catwalk collections and selective drops, and developing innovative materials — such as Vellus Aureum, an exclusive high-end fabric crafted from the finest and rarest Merino wool.

Regulatory Environment

We are required to comply with the laws and regulations applying to our products and operations in the various jurisdictions in which we operate, particularly in relation to the protection of intellectual property rights, competition, product safety, packaging and labeling, import and processing of certain raw materials and finished goods, including materials of animal origin, data protection, limits on cash payments, worker health and safety, environment and economic sanctions. We also use certain rare raw materials, such as vicuña yarns or "Vellus Aureum", which are only available in a very limited quantity and may be subject to strict export and processing regulations. Virtually all of our imported products are subject to custom duties and other taxes, which may impact the price of such products. We maintain compliance procedures and policies to assist in managing our import and export activities and ensure compliance with the laws and regulations of the jurisdictions where we operate.

2.3. Property, plants and equipment

We operate through manufacturing facilities, corporate offices, showrooms, warehouses, stores, land and other buildings around the world, which are in part owned by us and in part leased from third parties.

We lease part of the real estate assets used in the Group's business operations from EZ Real Estate S.p.A. ("EZ Real Estate") and Alan Real Estate S.A., both subsidiaries of the Company until November 2021. These real estate assets include buildings that host our manufacturing facilities, corporate offices, showrooms, warehouses, land and other buildings, including our main manufacturing plants and offices in Italy (such as the Group's headquarter offices in Milan, the manufacturing facility in Parma, San Pietro Mosezzo, Verrone and Oleggio, as well as part of the building located in Valdilana mostly occupied by us) and Switzerland (including the offices in Stabio and the manufacturing plant in Mendrisio)

and also include certain ZEGNA stores, namely in Sandigliano and Oleggio (Italy), London (United Kingdom) and Amsterdam (the Netherlands).

We also own certain real estate assets (manufacturing facilities, warehouses and offices) used by Cappellificio Cervo in Sagliano Micca (Italy) and Dondi in Fossoli di Carpi (Italy) and Novi di Modena (Italy).

Our manufacturing facilities currently have capacity to increase production volumes if necessary to meet higher demand.

The following table sets forth information relating to owned real estate assets used in the conduct of our business at the date of this report.

Location	Use	Approximate Square Meters
Italy, Sagliano Micca, Via della Libertà 16	Factory, storage and offices	5,500
Italy, Fossoli di Carpi, Italy, via Budrione Migliarina 2/A	Factory, storage and offices	11,470
Italy, Novi di Modena, fraz. Rovereto sul Secchia, via Foscolo 11	Factory, storage and offices	975
Italy, Valdilana, via Diagonale 327	Factory, storage and offices	2,500

In addition, we lease space from third-parties, mainly related to our DOSs and other direct points of sale around the world, as well as for warehouses, offices and housing for our personnel. At December 31, 2025, we directly operated 471 DOSs, totaling approximately 100,000 square meters of gross area, pursuant to lease agreements.

On February 8, 2024, the Group announced plans to open a new luxury footwear and leather goods production facility in Sala Baganza (Parma, Italy). The facility is currently expected to be completed by the end of 2026 and will expand the Group's production capacity, focusing mainly on men's footwear and leather goods. The new facility will also act as research and development center and is expected to employ over 300 employees at full capacity in 2027. In 2024, the Group purchased plots of land in Sala Baganza (94,441 square meters) and Collecchio (2,631 square meters), for an aggregate amount of €8.8 million, on which the new facility will be built. Subsequently, on September 4, 2025, the Group acquired an additional real estate property in Sala Baganza, for total consideration of €1.0 million. The Group has also made additional investments for the ongoing construction of the facility amounting to €15.8 million (up to December 31, 2025), including €12.5 million in 2025 (these investments were capitalized to property, plant and equipment in the consolidated statement of financial position).

The total carrying value of our property, plant and equipment at December 31, 2025 was €211,244 thousand compared to €204,806 thousand at December 31, 2024.

For information on our principal expenditures on property, plant and equipment, see section *"3.2.4. Liquidity and Capital Resources—C. Capital Expenditure."*

2.4. Employees

We are vertically integrated, in that much of our value chain is not outsourced but is part of the Group. Our workforce, with its artisanal and craftsmanship excellence, adds value to our brands (contributing to intellectual capital), while we are committed to improving their lives and the lives of those in the communities whence they come (contributing to human capital, social and relationship capital and guaranteeing human rights).

At December 31, 2025, 2024 and 2023, respectively, we had the following number of employees, divided into the categories of activity and geographic locations as outlined in the tables below.

	At December 31,		
	2025	2024	2023
White Collars	5,080	4,997	4,734
Blue Collars	2,163	2,188	2,191
Temporary employees	194	210	276
Total	**7,437**	**7,395**	**7,201**

	At December 31,		
	2025	2024	2023
EMEA	4,890	4,800	4,664
North America	706	620	597
Latin America	126	123	121
APAC	1,715	1,852	1,819
Total	**7,437**	**7,395**	**7,201**

The Group reported a nearly 1% increase in the number of employees (excluding temporary staff), rising from 7,185 at the end of 2024 to 7,243 at the end of 2025. The total number of employees (including temporary employees) increased from 7,395 to 7,437. The main drivers of this increase are explained below by reference to the Group's three operating segments:

(i) a net increase of 46 employees in TOM FORD FASHION, reflecting the strengthening of its organizational structure, the internalization of certain roles in the Greater China Region and new hires in connection with the opening of new stores in the United States and in Hong Kong;

(ii) a net increase of 36 employees in Thom Browne, primarily due to the expansion of the retail network and driven by the opening of new stores in the United States and Japan, in support of continued brand development in key strategic markets, and

(iii) a net decrease of 40 employees in ZEGNA, primarily due to a resizing of the APAC organization in response to the challenging macroeconomic environment, partially offset by selective expansion of the ZEGNA retail network in EMEA and the United States, including new store openings in the Middle East and North America.

By region, the number of employees increased by 90 in EMEA and 89 in Americas, while the number of employees decreased by 137 in APAC.

The number of external temporary employees decreased by 16 (from 210 at December 31, 2024 to 194 at December 31, 2025). Such reduction was driven by the direct hiring of approximately 50 employees, who previously collaborated with the Group as temporary staff, in TOM FORD FASHION China, partially offset by the addition of temporary blue-collar workers in Italian manufacturing facilities.

We continue to have good labor relationships with our employees and we are committed to maintaining a positive and constructive relationship with them. To date, we have not experienced any material job action or labor stoppage that has had a material impact on our business.

2.5. Sustainability

Sustainability has been part of our ethos since inception. It is as much part of our DNA and history as the quality of our clothes. This carries over into everything that we do, from the technology we use to create our products to the constant dialogue we have with our customers and suppliers, shareholders, potential shareholders, analysts and other stakeholders.

Conscious of the role we play in the economy and in communities near our operations, the Group recognizes the key role stakeholders hold in the Group's success and the importance of engaging with stakeholders in a transparent, consistent, and ethical manner. In this regard, the Board adopted a Stakeholder Engagement Policy and a Policy on Bilateral Contacts with Shareholders; both policies are available on the corporate website.

In 2025, the Group proceeded to update its materiality analysis in compliance with the 2021 GRI Universal Standards. The analysis was aimed at either confirming or identifying new material topics with respect to the previous analysis conducted in 2024.

The analysis was updated following the four steps provided by the GRI Standards:

(i) Understand the organization's context;

(ii) Identify actual and potential impacts;

(iii) Assess the significance of the impacts;

(iv) Prioritize the most significant impacts for reporting.

Moreover, the Group assessed the alignment with key industry topics and ensured that our materiality approach remained consistent with evolving sector expectations and our Group's internal context.

The overall number of material topics identified by the Group remains in line with the 2024 assessment: 9 material topics that are considered pivotal to value creation, or destruction, for the Group over the short to long-term period.

As a result of the analysis described above, two additional potential negative impacts were identified. The significance of those impacts was assessed following the same parameters used in 2024: Scale, Scope and Irremediable character. By combining the severity of the impacts together with the probability of their occurrence, both impacts resulted to be significant and were included into the materiality assessment, bringing the total number of material impacts to 18.

The Group continued the implementation of its ESG strategy, unveiled in 2022, reaching most of the goals set so far. In 2025, we achieved important milestones across different areas, among which:

Governance

- CDP Climate "A list" recognition;
- Adoption of Group Policies (Responsible Raw Materials Sourcing; Ethical Marketing);
- Participation of the UN Global Compact;
- Winner of the CNMI Sustainable Fashion Awards "Biodiversity & Water Award".

Social

- Achievement of UNI/PdR 125:2022 Gender Parity certification for Italian legal entities of the ZEGNA Brand;
- 49% of managerial positions held by women;
- Achievement of the ISO 45001:2018 Occupational Health & Safety certification for Italian legal entities of the ZEGNA Brand.

Environment

- 42% of traceable & lower-impact top priority raw materials;
- 100% of Group electricity purchased from renewable sources;
- 99% of purchased bovine leather coming from certified Leather Working Group (LWG) tanneries, Gold or Silver, at Group level;
- Over 95% of spending on yarns & fabrics comes from Italian suppliers;
- 176 suppliers engaged (76% response rate) to collect environmental data on energy, water and chemicals;
- Completed first Group water footprint assessment in 2022, in 2024 the Group has adopted a water ambition and impact reduction targets, aligned with Science Based Targets Network (SBTN) evolution, and in 2025 the Group continued collecting suppliers' environmental data and measured the related water footprint.

Other ESG commitments still in progress in 2025, include the following:

- By 2026, over 50% of the top priority raw materials used in Group products will be traceable to their point of origin, exceeding 95% by 2030;
- Impact investing on wool, cashmere & cotton raw material sources with regenerative agriculture and carbon sequestration initiatives.

Also, during 2025 the Group upheld the validity of the assessment of the financial impact of specific climate-related risks and opportunities carried out in 2023, conforming to the recommendations of the Task Force on Climate-related

Financial Disclosures (TCFD). See also section *"4.2. Risk Factors—Risk factors relating to the industry in which the Group operates"*.

The Group's 2025 Sustainability Report, prepared in accordance with GRI and SASB standards, describes detailed information about the Group ESG commitments, goals and performance, including governance, strategy and risk assessment under the TCFD framework.

In relation to best practice provision 1.1.4 of the DCGC, reference is made to this section "*—Sustainability*" and the Group's 2025 Sustainability Report, which is available on our corporate website.

3. FINANCIAL OVERVIEW

3.1. Selected consolidated financial data

The selected consolidated financial data for the year ended December 31, 2025 as compared to for the year ended December 31, 2024, and for the year ended December 31, 2024 as compared to for the year ended December 31, 2023 have been derived from our audited consolidated financial statements and notes thereto set forth in section 9 of this annual report.

The following selected consolidated financial data should be read in conjunction with section "*3.2. Management's discussion and analysis of financial condition and results of operations*" and our consolidated financial statements and related notes appearing elsewhere in this annual report. Our financial statements included herein are prepared in accordance with EU IFRS and with Part 9 of Book 2 of the DCC.

3.1.1. Results of operations

The following is a discussion of the Group's results of operations for the year ended December 31, 2025 as compared to the year ended December 31, 2024, and for the year ended December 31, 2024 as compared to the year ended December 31, 2023.

	For the years ended December 31,					
(€ thousands, except percentages)	**2025**	**Percentage of revenues**	**2024**	**Percentage of revenues**	**2023**	**Percentage of revenues**
Revenues	1,916,947	100.0%	1,946,647	100.0%	1,904,549	100.0%
Cost of sales	(622,910)	(32.5%)	(650,087)	(33.4%)	(680,235)	(35.7%)
Gross profit	**1,294,037**	**67.5%**	**1,296,560**	**66.6%**	**1,224,314**	**64.3%**
Selling, general and administrative expenses	(1,033,871)	(53.9%)	(1,008,324)	(51.8%)	(901,364)	(47.3%)
Marketing expenses	(120,686)	(6.3%)	(121,384)	(6.2%)	(114,802)	(6.0%)
Operating profit	**139,480**	**7.3%**	**166,852**	**8.6%**	**208,148**	**10.9%**
Financial income	41,509	2.2%	26,028	1.3%	37,282	2.0%
Financial expenses	(50,471)	(2.7%)	(51,995)	(2.7%)	(68,121)	(3.6%)
Foreign exchange gains/(losses)	9,000	0.5%	(11,338)	(0.6%)	(5,262)	(0.3%)
Result from investments accounted for using the equity method	524	0.0%	1,061	0.1%	(2,953)	(0.2%)
Profit before taxes	**140,042**	**7.3%**	**130,608**	**6.7%**	**169,094**	**8.9%**
Income taxes	(30,555)	(1.6%)	(39,747)	(2.0%)	(33,433)	(1.8%)
Profit	**109,487**	**5.7%**	**90,861**	**4.7%**	**135,661**	**7.1%**

For additional information relating to constant currency information, see section *"3.2.3. Results of operations—L. Non-IFRS Financial Measures—Constant Currency Information."*

3.1.2. Cash flows

The following table summarizes the cash flows from or used in operating, investing and financing activities for each of the years ended December 31, 2025, 2024 and 2023. For additional information relating to the Group's cash flows, see the consolidated cash flow statement and accompanying notes to the Consolidated Financial Statements included elsewhere in this annual report.

(€ thousands)	For the years ended December 31			Increase/(Decrease)	
	2025	**2024**	**2023**	**2025 vs 2024**	**2024 vs 2023**
Net cash flows from operating activities	335,559	279,129	275,382	56,430	3,747
Net cash flows (used in)/from investing activities	(109,915)	(126,014)	21,786	16,099	(147,800)
Net cash flows used in financing activities	(215,054)	(234,534)	(250,494)	19,480	15,960
Effects of exchange rate changes on cash and cash equivalents	(9,599)	4,270	(4,716)	(13,869)	8,986
Net increase/(decrease) in cash and cash equivalents	**991**	**(77,149)**	**41,958**	**78,140**	**(119,107)**
Cash and cash equivalents at the beginning of the year	219,130	296,279	254,321	(77,149)	41,958
Cash and cash equivalents at the end of the year	220,121	219,130	296,279	991	(77,149)

3.2. Management's discussion and analysis of financial condition and results of operations

Cautionary note

The following discussion of our financial condition and results of operations should be read together with the rest of this document, including the information included under "Note on Presentation," section "2. Company and Business Overview" and the Consolidated Financial Statements included elsewhere in this document. This discussion includes forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described under section "1.3. Cautionary note regarding forward-looking statements" and section "4.2. Risk Factors." Actual results may differ materially from those contained in any forward looking statements.

3.2.1. Overview

The Ermenegildo Zegna Group is a global luxury player, with a leading position in the high-end menswear business, internationally recognized for its unique supply chain, the *Filiera*, made up of some of the finest Italian textile producers, fully integrated with the Group's unique luxury manufacturing capabilities.

Legacy, Italian craftsmanship, quality and innovation are the key ingredients of its three complementary brands: ZEGNA, Thom Browne and TOM FORD FASHION. Through them, the Group's reach expands to touch different communities, from the absolute iconic luxury, with its eponymous brand ZEGNA, to modern tailoring, with Thom Browne, to seductive luxury, with TOM FORD FASHION. Through its brands, the Group designs, produces, markets and distributes luxury menswear, footwear, leather goods and other accessories, luxury womenswear (under the Thom Browne and TOM FORD FASHION brands) and children's clothing (under the Thom Browne brand). The three brands also have selected third-party license agreements for specific product categories. Thanks to its Filiera, the Group covers the entire value chain from the production of the finest raw materials - under the brands Lanificio Ermenegildo Zegna, Dondi, Bonotto, Tessitura di Novara, Tessitura Ubertino, as well as the minority-owned Filati Biagioli Modesto and Luigi Fedeli & Figlio - to the finished products realized in its luxury manufacturing facilities.

The Group operates in three segments: (i) the Zegna segment (comprising three product lines: ZEGNA brand, Textile and Other, which mainly relates to supply agreements with third-party fashion brands, as well as with Thom Browne and TOM FORD FASHION), (ii) the Thom Browne segment, and (iii) the Tom Ford Fashion segment.

The Group primarily operates through its direct-to-consumer ("DTC") distribution channel, which includes a well-established worldwide network of 471 Directly Operated Stores (DOSs) at December 31, 2025, comprised of 282 ZEGNA, 123 Thom Browne and 66 TOM FORD FASHION stores (461 DOSs at December 31, 2024, of which 281 ZEGNA, 116 Thom Browne and 64 TOM FORD FASHION). The Group's DTC network includes boutiques, department store concessions and outlets, as well as directly managed online stores. In addition to the DTC channel, the Group distributes its products worldwide through the wholesale channel, which includes monobrand stores and multibrand points of sale managed by third parties, such as department stores, specialty stores and online e-tailers. Taking into account both the DTC and the wholesale distribution channels, the Group is present in over 80 countries worldwide.

The Group's revenues, profit, Adjusted EBIT and Adjusted Profit for the years 2025, 2024 and 2023 are presented below. For additional information relating to Adjusted EBIT and Adjusted Profit, which are non-IFRS financial measures, see section *"3.2.3. Results of operations—L. Non-IFRS Financial Measures."*

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Revenues	1,916,947	1,946,647	1,904,549
Profit	109,487	90,861	135,661
Adjusted EBIT	162,960	184,020	220,212
Adjusted Profit	129,642	97,776	145,235

3.2.2. Trends, uncertainties and opportunities

General economic conditions, macro events and international tourism

Demand for the Group's products is discretionary and closely linked to general economic conditions, consumer confidence and disposable income. In addition, a significant portion of the Group's revenues is generated by customers who purchase products while traveling, making international tourism and travel patterns an important driver of demand for the Group's products. As a result, changes in macroeconomic conditions and travel activity have influenced, and may continue to influence, the Group's sales performance.

Recent macroeconomic uncertainty, together with geopolitical developments and other disruptive events, has affected consumer behavior and international travel patterns in certain markets. Such developments have influenced, and could continue to influence, discretionary spending and demand for the Group's products, with potential effects on the Group's business, results of operations, financial position and cash flows.

Inflationary pressures experienced in recent years led to higher costs across the Group's operations (primarily in 2023), including in relation to energy, raw materials, logistics, labor and outsourced production. In response, the Group implemented mitigating actions, including selective pricing initiatives and operational efficiency measures, which partially offset cost increases. While inflation moderated in 2024 and declined further in 2025, cost levels remain above pre-COVID-19 pandemic levels. A renewed increase in inflationary pressures could adversely affect the Group's margins if such costs cannot be effectively mitigated or passed on to customers.

In addition, interest rates influence financing conditions and, indirectly, consumer spending behavior. Although policy interest rates have decreased in 2024 and 2025 compared to previous levels, ongoing market volatility and tighter financial conditions could continue to affect demand for discretionary luxury products.

Increased focus on the DTC distribution channel

The strengthening of the Group's DTC distribution channel is and will remain a key pillar of our growth strategy across all of our brands. Each brand's DOS network plays a central role in successfully executing clienteling strategies and delivering a distinctive and personalized client experience.

During the period from 2023 to 2025, we continued to develop our well-balanced international DTC network, increasing the number of DOSs from 390 at December 31, 2023 to 471 DOSs at December 31, 2025, reflecting increases across all brands over that period.

The following table presents the Group's DOS network by segment and geography at December 31, 2025, 2024 and 2023.

# stores	At December 31, 2025 ZEGNA	Thom Browne	TOM FORD FASHION	Group	2024 ZEGNA	Thom Browne	TOM FORD FASHION	Group	2023 ZEGNA	Thom Browne	TOM FORD FASHION	Group
EMEA	79	10	12	101	76	9	11	96	71	9	4	84
Americas	76	35	14	125	72	28	13	113	59	7	12	78
Greater China Region	74	36	12	122	78	40	12	130	79	33	10	122
Rest of APAC	53	42	28	123	55	39	28	122	44	37	25	106
Total Direct to Customer (DTC)	**282**	**123**	**66**	**471**	**281**	**116**	**64**	**461**	**253**	**86**	**51**	**390**

The expansion of the DTC store network was primarily driven by:

- the addition of the TOM FORD FASHION network of stores following the completion of the TFI Acquisition in April 2023;
- the opening of selected new stores (see also *"3.2.4. Liquidity and Capital Resources—C. Capital Expenditure"*), and
- the conversion of wholesale stores to DOSs, including:
  - for the ZEGNA brand:
    - the conversion of the Saks Fifth Avenue store in New York in the first half of 2023;
    - the conversion, effective from January 1, 2024, of 16 stores following the acquisition of the ZEGNA business in South Korea;
    - the conversion in 2024 of 9 Harry Rosen stores in Canada, and
    - the conversion, effective from December 7, 2025, of 2 stores following the acquisition of the ZEGNA business in Qatar;
  - for the Thom Browne brand:
    - the conversion of the Saks Fifth Avenue store in New York in the first half of 2024;
    - the conversion in the second half of 2023 of 17 stores following the acquisition of the Thom Browne business in South Korea, and
    - the conversion in 2024 of 13 Nordstrom stores in the United States and 6 Holt Renfrew stores in Canada, the majority of which are significantly smaller than the average store size in the brand's DTC network;
  - for the TOM FORD FASHION brand:
    - the conversion of the store in Puerto Banus (Spain) in the first half of 2025, Harrods in London (men) and Saks Fifth Avenue in New York (women) in the second half of 2024, and Saks Fifth Avenue New York (men) in the second half of 2023.

The Group's focus on the DTC channel and the expansion of the DTC store network have resulted in a higher proportion of DTC sales compared to wholesale sales over the period from 2023 to 2025. As a percentage of revenues from branded products (which include DTC and wholesale), DTC sales increased from 73.4% in 2023 to 77.6% in 2024 and 82.0% in 2025. This shift in sales mix, together with other factors, contributed to an increase in gross profit as a percentage of revenues from 64.3% in 2023 to 66.6% in 2024 and 67.5% in 2025, reflecting the structurally higher gross margins generated by the DTC channel compared to wholesale.

However, despite higher gross margins, the DTC channel generally entails a higher level of fixed costs than the wholesale channel. In addition, new stores typically require a start-up period of up to three years from opening before reaching expected levels of revenues and profitability, during which time they may operate at profit margins below those of the Group's existing store base.

Furthermore, the increased focus on the DTC channel has required significant capital investments in property, plant and equipment, primarily related to new store openings, as well as increased payments for lease liabilities for our stores. We also made outflows to acquire the ZEGNA and Thom Browne businesses in South Korea in 2024 and 2023, respectively, and the subsequent conversion of stores from wholesale to DTC. When wholesale stores are converted to DTC, the Group may

also repurchase inventory from the wholesaler, resulting in buyback obligations and additional costs in the current or preceding period.

Additionally, during the period from 2023 to 2025, the Group incurred significant operating costs and capital expenditures to:

- support the expansion of the DTC store network and continue to invest in customer experience and brand connectivity;
- reinforce retail and clienteling operations;
- develop talent and organizational capabilities;
- continuously renovate and remodel stores to enhance the customer experience, and
- information technology and customer relationship management tools.

As a result, these factors contributed to continued pressure on the Group's operating profit and operating profit margin in 2024 and 2025 compared to 2023, however we believe that these investments are essential to strengthening our brands, deepening direct relationships with customers and supporting sustainable long-term growth.

For additional information on certain risks relating to the DTC channel, see section *"4.2. Risk Factors—Risk factors relating to the Group's business, strategy and operations—We are subject to certain risks related to the sale of our products through our DTC channel and in particular our directly operated stores."*

Acquisitions and investments in other companies

In addition to the organic growth of our operations, our growth strategy may, from time to time, include strategic acquisitions and investments designed to strengthen our vertical integration and expand into new market segments and/or product categories. The economic and financial outcomes of any such transactions may present uncertainties. See section *"4.2. Risk Factors—Risk factors relating to the Group's business, strategy and operations—We are exposed to risks relating to recent and potential future acquisitions."*

The following paragraphs describe acquisitions and investments in other companies made by the Group for the years ended December 31, 2025, 2024 and 2023. For additional information relating to acquisitions and investments in entities accounted for using the equity method, see *Note 39 — Business combinations* and *Note 17 — Investments accounted for using the equity method* to the Consolidated Financial Statements included elsewhere in this annual report.

TFI Acquisition

On April 28, 2023, the Group completed the TFI Acquisition, through which it acquired TFI, the company that owns and operates the TOM FORD FASHION business, as part of a transaction in which sole ownership of the TOM FORD brand, its trademarks, and other intellectual property rights were acquired by ELC and TFI has become a long-term licensee of ELC for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products, by virtue of a long-term licensing and collaboration agreement with ELC for 20 years with an automatic renewal for one further 10 year period subject to certain minimum performance conditions. The Group is in charge of the end-to-end TOM FORD FASHION business, from collection creation and development to production and merchandising, as well as retail and wholesale distribution. TOM FORD FASHION, under the Group, operates a network of 66 directly operated stores globally at December 31, 2025 (64 directly operated stores at December 31, 2024 and 51 at December 31, 2023). The TOM FORD FASHION business has been identified as one of the Group's three operating and reportable segments.

Before the completion of the TFI Acquisition, the Group already owned 15% of TFI, through its wholly owned subsidiary EZ US Holding Inc., and, through the TFI Acquisition it acquired the remaining 85% equity interest. The transaction implied a value for the acquired 85% stake of TFI of $150 million, on a cash-free and debt-free basis and assuming a normalized working capital. No contingent consideration arrangements were agreed as part of the transaction. As a result of the TFI Acquisition, the Group also obtained 100% of Tizeta S.r.l. ("Tizeta"), of which it previously held a 50% interest. Tizeta, which was previously accounted for using the equity method, is consolidated by the Group following the closing of the TFI Acquisition.

Other acquisitions and investments in entities accounted for using the equity method

On December 7, 2025, the Group acquired the ZEGNA business in Qatar, including its network of two ZEGNA retail stores that were converted from wholesale to DTC stores after previously being managed under franchising arrangements. The business is held through Zegna Doha Trading W.L.L., a newly incorporated entity in which the Group holds a 70% interest, with the remaining 30% held by the local partner, which continues to provide operational support in the region. The purchase consideration was €1.1 million and is expected to be paid in the first half of 2026.

On December 3, 2025, the Group acquired an additional 7.5% interest in Canadian technical trail-running shoe company Norda Run Inc. ("Norda Run") for total consideration of €4.0 million, bringing its total interest in Norda Run to 32.5%. The Group previously acquired an initial 25% interest in Norda Run in March 2023 for consideration of €6.6 million. The luxury outdoor space continues to be an area of focus for the Group, and Norda Run, which produces high-performing all-weather footwear, aligns with the Group's values of creating the distinguished products from high-quality materials.

On January 1, 2024, the Group acquired a 100% interest in Ermenegildo Zegna Korea Co. Ltd for purchase consideration of €11,510 thousand (including cash consideration of €8,970 thousand and €2,540 thousand through the settlement of pre-existing intercompany balances), following which the Group began directly operating its ZEGNA business in South Korea and its network of 16 ZEGNA retail stores, which were converted to direct-to-consumer points of sale after previously being managed under franchising arrangements.

On September 5, 2023, Ermenegildo Zegna Group and Prada Group completed the acquisition of a 30% interest in Luigi Fedeli e Figlio S.r.l., the world-renowned maker of fine Italian knitwear and yarns, with each group acquiring 15% of the company. The Group paid consideration of €4.7 million for 15% of the company.

On July 1, 2023, the Group acquired the Thom Browne business in South Korea and began directly operating the Thom Browne business in South Korea, with its network of 17 stores. The business is owned through Thom Browne Korea Ltd., a newly formed and wholly owned subsidiary, and is operated with external support from the former franchise partner. The Group paid original cash consideration of €7,991 thousand and subsequently paid additional deferred cash consideration in four tranches: two tranches in January and July 2024 of €4,881 thousand and €4,699 thousand, respectively, and two tranches in January and July 2025 of €4,673 thousand and €4,413 thousand, respectively.

Transaction costs of €33 thousand and €6,001 thousand recognized in 2024 and 2023, respectively, primarily for consultancy and legal fees relating to the TFI Acquisition, were presented as an adjusting item in the calculation of Adjusted EBIT, Adjusted EBITDA, Adjusted Profit, Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share. See also section *"3.2.3. Results of operations—L. Non-IFRS Financial Measures."*

Fluctuations in the price of raw materials

The Group requires high quality raw materials for its products, primarily fibers and yarns of wool, silk, cotton, linen, cashmere and related fabrics, as well as leather and certain rare raw materials such as vicuña yarns. The Group's cost of sales and profitability are affected by fluctuations in the price of these and other raw materials, which may be driven by a number of factors, including natural events such as adverse weather conditions and livestock diseases, inflationary pressures, and trade restrictions, tariffs or similar government measures that may affect the cost of importing or exporting raw materials.

The market price of merino wool, one of our key raw materials, is often volatile and subject to significant fluctuations. The Group seeks to mitigate the risk of raw material price increases, including for wool, through procurement policies that generally spread purchases over time and in advance of production requirements in order to average purchase costs. These policies are intended to reduce the impact of short-term price volatility, but do not fully eliminate variability in raw materials costs.

Fluctuations in exchange rates

A significant portion of the Group's operations is conducted in international markets outside the Eurozone, where revenues and expenses are denominated in currencies other than the Euro, which is the Group's functional currency. The Group's main non-Euro currencies are the U.S. Dollar and the Chinese Renminbi, together with various other local currencies. Revenues generated in currencies other than the Euro represented 72%, 71% and 68% of the Group's total revenues in 2025, 2024 and 2023, respectively (see the table below for revenues by currency of origin).

While revenues are primarily denominated in local currencies, a significant portion of the Group's cost base is denominated in Euro, mainly relating to production activities and corporate headquarters and related functions. As a result, the Group is exposed to fluctuations in foreign exchange rates through (i) the translation of financial statements of subsidiaries with functional currencies other than the Euro into Euro for consolidation purposes (translation impact) and (ii) transactions conducted by Group entities in currencies other than their functional currencies (transaction impact).

In general, a depreciation of the U.S. Dollar and the Chinese Renminbi, or other currencies in which the Group operates against the Euro would have a negative impact on the Group's revenues and results of operations, while an appreciation of those currencies against the Euro would have a positive impact. Due to certain liabilities denominated in U.S. Dollars, primarily the financial liability relating to the written put option on non-controlling interests in the Thom Browne group, a depreciation of the U.S. Dollar against the Euro may also have a positive effect on the Group's profit, reflecting impacts recognized within financial income and expenses below operating profit.

The following table presents the Group's revenues by currency of origin for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,					
	2025		2024		2023	
(€ thousands, except percentages)	**Revenues**	**% of Revenues**	**Revenues**	**% of Revenues**	**Revenues**	**% of Revenues**
Euro	534,734	27.9%	570,343	29.3%	612,394	32.2%
U.S. Dollar	490,386	25.6%	460,606	23.7%	391,654	20.6%
Chinese Renminbi	352,260	18.4%	404,272	20.8%	474,987	24.9%
United Arab Emirates Dirham	91,844	4.8%	78,325	4.0%	62,493	3.3%
Japanese Yen	88,539	4.6%	88,793	4.6%	80,096	4.2%
Pound Sterling	75,455	3.9%	71,400	3.7%	62,649	3.3%
South Korean Won	66,427	3.5%	70,833	3.6%	30,751	1.6%
Hong Kong Dollar	37,573	2.0%	45,201	2.3%	44,184	2.3%
Other currencies	179,729	9.4%	156,874	8.1%	145,341	7.6%
Total revenues	**1,916,947**	**100.0%**	**1,946,647**	**100.0%**	**1,904,549**	**100.0%**

Exchange rates for the main foreign currencies used by the Group compared to the Euro are presented below.

	2025		2024		2023	
	At December 31	**Average**	**At December 31**	**Average**	**At December 31**	**Average**
U.S. Dollar	1.175	1.130	1.039	1.082	1.105	1.081
Chinese Renminbi	8.226	8.119	7.583	7.787	7.851	7.660
United Arab Emirates Dirham	4.315	4.150	3.815	3.975	4.058	3.971
Japanese Yen	184.090	169.043	163.060	163.852	156.330	151.990
Pound Sterling	0.873	0.857	0.829	0.847	0.869	0.870
South Korean Won	1,696.940	1,605.452	1,532.150	1,475.404	1,433.660	1,412.880
Hong Kong Dollar	9.146	8.810	8.069	8.445	8.631	8.465
Swiss Franc	0.931	0.937	0.941	0.953	0.926	0.972

The Group seeks to mitigate its exposure to foreign exchange risk primarily through the use of derivative instruments, generally forward contracts for the net sale of foreign currencies, in order to fix exchange rates in advance or define a predetermined range of exchange rates at a future date. For the Zegna and the Tom Ford Fashion segments, sales prices are initially defined in Euro and then converted into other currencies using exchange rates selected by management based on reasonable expectations and assumptions. Forward contracts are typically entered into when seasonal price lists are set, based on estimated revenues and with maturities aligned to expected customer payment dates. Additional hedging transactions may be entered into during the season depending on exchange rate developments. In recent years, the Group has

also implemented similar hedging policies in the Thom Browne segment and since July 2025 it is fully aligned to the other segments.

For information relating to the market risks that the Group is exposed to, see *Note 35 — Qualitative and quantitative information on financial risks* to the Consolidated Financial Statements included within this report.

Tax obligations and changes in tax laws, estimates, treaties and regulations

The Group is subject to taxation in Italy, the United States and China, as well as in various other jurisdictions, with applicable tax rates varying by jurisdiction. Accordingly, the Group's overall effective tax rate is affected by the geographical mix of earnings and by the ability to generate sufficient and suitable future taxable profits against which deferred tax assets may be utilized.

The Group recognizes tax expenses in multiple jurisdictions based on (i) estimates of taxable income, (ii) reserves for uncertain tax positions, (iii) deductible temporary differences, tax loss carry-forwards and tax credits to the extent their future offset is considered probable, (iv) withholding taxes on unremitted earnings, and (v) the manner in which the Group expects to recover or settle the carrying amount of deferred tax assets and liabilities. At any given time, multiple tax years may be subject to examinations by various tax authorities.

In addition, the Group is subject to duties applicable to the importation of its products in various countries where it operates, which may impact the cost of those products. Moreover, countries to which the Group ships its products may impose safeguard quotas to limit the quantity of products that may be imported. The Group relies on free trade agreements and other supply chain initiatives to enhance efficiency in the importation of its products.

Seasonality

The luxury apparel market in which the Group operates is subject to seasonal fluctuations in sales.

In the DTC channel, sales tend to be higher in the last quarter of the year, driven by the holiday shopping season, as well as in January and February, in correspondence with the Chinese New Year celebrations. However, several other events may also affect retail sales, including adverse weather conditions or other macroeconomic and external events.

In the wholesale branded channel, sales are usually higher in the months of the year in which wholesale customers concentrate their purchases. For example, deliveries of seasonal goods to wholesale customers tend to concentrate from November to February for the Spring/Summer collection and from June to September for the Fall/Winter collection.

Operating costs, in contrast, do not generally experience significant seasonal fluctuations, except for certain increases in the months of November and December due to the variable costs associated with sales commissions and leases with variable rent, as well as marketing activities such as events that the Group hosts or participates in, which may not occur evenly throughout the year or between periods.

As a result of the foregoing, the financial results for interim periods may not be indicative of results for the entire fiscal year. Management expects such seasonal trends to continue.

3.2.3. Results of operations

The following is a discussion of the Group's results of operations for the year ended December 31, 2025 as compared to the year ended December 31, 2024, and for the year ended December 31, 2024 as compared to the year ended December 31, 2023.

	For the years ended December 31,					
(€ thousands, except percentages)	**2025**	**Percentage of revenues**	**2024**	**Percentage of revenues**	**2023**	**Percentage of revenues**
Revenues	1,916,947	100.0%	1,946,647	100.0%	1,904,549	100.0%
Cost of sales	(622,910)	(32.5%)	(650,087)	(33.4%)	(680,235)	(35.7%)
Gross profit	**1,294,037**	**67.5%**	**1,296,560**	**66.6%**	**1,224,314**	**64.3%**
Selling, general and administrative expenses	(1,033,871)	(53.9%)	(1,008,324)	(51.8%)	(901,364)	(47.3%)
Marketing expenses	(120,686)	(6.3%)	(121,384)	(6.2%)	(114,802)	(6.0%)
Operating profit	**139,480**	**7.3%**	**166,852**	**8.6%**	**208,148**	**10.9%**
Financial income	41,509	2.2%	26,028	1.3%	37,282	2.0%
Financial expenses	(50,471)	(2.7%)	(51,995)	(2.7%)	(68,121)	(3.6%)
Foreign exchange gains/(losses)	9,000	0.5%	(11,338)	(0.6%)	(5,262)	(0.3%)
Result from investments accounted for using the equity method	524	0.0%	1,061	0.1%	(2,953)	(0.2%)
Profit before taxes	**140,042**	**7.3%**	**130,608**	**6.7%**	**169,094**	**8.9%**
Income taxes	(30,555)	(1.6%)	(39,747)	(2.0%)	(33,433)	(1.8%)
Profit	**109,487**	**5.7%**	**90,861**	**4.7%**	**135,661**	**7.1%**

A. Revenues

The Group generates revenues from the sale of its products and services, as well as from royalties received from licensees and other third parties. Revenues are recognized net of returns and discounts.

In addition to presenting our revenues on a current currency basis, the following analysis of revenues includes the change in revenues on an organic basis, which we refer to as "Organic". The change in revenues on an organic basis is a non-IFRS financial measure. See *"—L. Non-IFRS Financial Measures"* for additional information relating to this measure and for the reconciliations of revenue growth to Organic.

2025 compared to 2024

Revenues for the year ended December 31, 2025 amounted to €1,916,947 thousand, a decrease of €29,700 thousand or -1.5% (+1.1% Organic) compared to €1,946,647 thousand for the year ended December 31, 2024, primarily reflecting (i) the decrease in the Thom Browne segment mainly driven by the Company's strategic decision to streamline the wholesale distribution network starting in 2024, partially offset by (ii) the positive performance of the Zegna segment primarily driven by the ZEGNA brand DTC channel, as well as (iii) the Tom Ford Fashion segment. All segments were negatively impacted by foreign currency exchange rates during the period, primarily due to the appreciation of the Euro against several currencies in which the Group operates, mainly the U.S. Dollar, Chinese Renminbi and Japanese Yen.

2024 compared to 2023

Revenues for the year ended December 31, 2024 amounted to €1,946,647 thousand, an increase of €42,098 thousand or +2.2% (-1.9% Organic) compared to €1,904,549 thousand for the year ended December 31, 2023, driven by (i) the positive performance of the Zegna segment mainly due to the ZEGNA brand, as well as (ii) the Tom Ford Fashion segment, which benefited from a full year contribution in 2024 compared to eight months and two days in 2023 following completion of the TFI Acquisition on April 28, 2023, partially offset by (iii) a decrease in the Thom Browne segment.

The following discussion presents an analysis of revenues by (i) brand and product line, (ii) distribution channel and (iii) geographic area. For further details relating to the revenues of each of the Group's operating segments, see *"—J. Results by Segment"* below.

Revenues by brand and product line

The following table presents a breakdown of revenues by brand and product line for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			Increase/(Decrease)					
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**Organic**	**2024 vs 2023**	**%**	**Organic**
ZEGNA brand	1,181,583	1,163,722	1,109,491	17,861	1.5%	4.7%	54,231	4.9%	5.5%
Thom Browne	268,469	314,712	378,410	(46,243)	(14.7%)	(12.2%)	(63,698)	(16.8%)	(20.5%)
TOM FORD FASHION	317,056	314,514	235,531	2,542	0.8%	3.1%	78,983	33.5%	(0.7%)
Textile	134,229	138,153	150,986	(3,924)	(2.8%)	(3.1%)	(12,833)	(8.5%)	(7.5%)
Other [(1)]	15,610	15,546	30,131	64	0.4%	0.8%	(14,585)	(48.4%)	(32.1%)
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**	**(29,700)**	**(1.5%)**	**1.1%**	**42,098**	**2.2%**	**(1.9%)**

(1) Other mainly includes revenues from agreements with third party brands.

2025 compared to 2024

By brand and product line, the decrease in revenues was mainly attributable to:

(i) a decrease in Thom Browne of €46,243 thousand or -14.7% (-12.2% Organic), driven by the decrease in the wholesale channel of €51,670 thousand, primarily reflecting the Company's strategic decision to streamline the wholesale distribution network starting in 2024. This contraction was only partially offset by an increase of €5,427 thousand in the DTC channel, driven by the continued expansion of the DTC store network with 7 net store openings (123 DTC stores at December 31, 2025 compared to 116 DTC stores at December 31, 2024). This revenue growth in the DTC channel was achieved notwithstanding the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector, and the Group's decision to optimize its DTC network in the region, and

(ii) a decrease in Textile of €3,924 thousand or -2.8% (-3.1% Organic), driven by lower orders for new collections compared to the previous year, reflecting challenges and uncertainties which continue to affect the demand of textile products from luxury brands;

partially offset by:

(iii) an increase in ZEGNA brand of €17,861 thousand or +1.5% (+4.7% Organic), primarily attributable to the increase in the DTC channel of €40,967 thousand, reflecting the positive performance of existing stores and the continued demand for the brand collections, as well as our *Su Misura* (Made-to-Measure) offerings. ZEGNA brand wholesale revenues decreased by €23,106 thousand, primarily reflecting the conversion from wholesale to DTC of several stores in Canada in the second half of 2024, lower sales to Saks Global following changes in the customer's operating and financial circumstances, and the decision to limit the distribution of certain iconic products in order to preserve their exclusivity, and

(iv) an increase in TOM FORD FASHION of €2,542 thousand or +0.8% (+3.1% Organic), driven by (a) the increase in the DTC channel of €11,913 thousand, reflecting the positive performance of existing stores, (b) the benefit of a full year contribution in 2025 of several stores that were opened during the 2024, including several conversion from wholesale to DTC, and (c) the expansion of the DTC store network with 2 net store openings in 2025 (66 DTC stores at December 31, 2025 compared to 64 DTC stores at December 31, 2024), partially offset by (d) the decrease in the wholesale channel of €9,371 thousand, primarily reflecting the strategy to strengthen direct control over distribution and lower sales to Saks Global following changes in the customer's operating and financial circumstances.

2024 compared to 2023

By brand and product line, the increase in revenues was mainly attributable to:

(i) an increase in TOM FORD FASHION of €78,983 thousand or +33.5% (-0.7% Organic), which benefited from a full year contribution in 2024 compared to eight months and two days in 2023 following completion of the TFI Acquisition on April 28, 2023. Revenues for the period from April 29, 2024 to December 31, 2024 were substantially in line with the corresponding period in 2023 (when TFI was part of the Group) with Organic Growth of -0.7% driven by a decrease in the wholesale business which offset the increase in the DTC channel, and

(ii) an increase in ZEGNA brand of €54,231 thousand or +4.9% (+5.5% Organic[1]), primarily attributable to the continued positive performance of both luxury leisurewear and footwear, as well as our *Su Misura* offerings, while performance of formalwear was substantially in line with 2023. Additionally, the ZEGNA brand benefited from a higher average unit retail (AUR) in 2024, primarily driven by a mix of higher value products sold;

partially offset by:

(iii) a decrease in Thom Browne of €63,698 thousand or -16.8% (-20.5% Organic[2]), driven by a decrease in the Thom Browne wholesale channel of €66,342 thousand and reflecting the impact of the decision to streamline the wholesale business during the year, which primarily impacted the EMEA region, as well as negative double-digit performance in the Greater China Region which continued to be impacted by challenging conditions for the luxury sector, only partially offset by positive performance of the DTC channel of €2,644 thousand, reflecting growth in Japan and the conversion of 17 stores from wholesale to DTC following the acquisition of the Thom Browne business in South Korea in the second half of 2023;

(iv) a decrease in Other revenues, which mainly include revenues from third-party brands, of €14,585 thousand or -48.4% (-32.1% Organic), reflecting the impact of revenues recognized in the prior year from the supply agreement with TFI prior to the TFI Acquisition on April 28, 2023, following which revenues with TFI are reported as intercompany revenues and eliminated from the Group's consolidated results, as well as lower orders for third-party brands, and

(v) a decrease in Textile of €12,833 thousand or -8.5% (-7.5% Organic), driven by lower orders for new collections compared to the previous year across several textile brands, reflecting challenges and uncertainties currently affecting the luxury sector.

[1] Excludes foreign exchange impact and revenues in South Korea, both DTC and wholesale for each period, since the Group purchased the ZEGNA business in South Korea on January 1, 2024.

[2] Excludes foreign exchange impact and revenues in South Korea, both DTC and wholesale from January 1 to June 30 each period, since the Group purchased the Thom Browne business in South Korea on July 1, 2023.

Revenues by distribution channel

The following table presents a breakdown of revenues by distribution channel for the years ended December 31, 2025, 2024 and 2023.

(€ thousands, except percentages)	For the years ended December 31,			Increase/(Decrease)					
	2025	**2024**	**2023**	**2025 vs 2024**	**%**	**Organic**	**2024 vs 2023**	**%**	**Organic**
Direct to Consumer (DTC)									
ZEGNA brand	1,045,275	1,004,308	945,313	40,967	4.1%	7.4%	58,995	6.2%	6.1%
Thom Browne	191,493	186,066	183,422	5,427	2.9%	7.9%	2,644	1.4%	(7.6%)
TOM FORD FASHION	212,215	200,302	136,291	11,913	5.9%	9.8%	64,011	47.0%	5.1%
Total Direct to Consumer (DTC)	**1,448,983**	**1,390,676**	**1,265,026**	**58,307**	**4.2%**	**7.9%**	**125,650**	**9.9%**	**4.0%**
As a percentage of branded products [(1)]	*82.0%*	*77.6%*	*73.4%*						
Wholesale branded									
ZEGNA brand	136,308	159,414	164,178	(23,106)	(14.5%)	(12.5%)	(4,764)	(2.9%)	2.5%
Thom Browne	76,976	128,646	194,988	(51,670)	(40.2%)	(40.0%)	(66,342)	(34.0%)	(32.6%)
TOM FORD FASHION	104,841	114,212	99,240	(9,371)	(8.2%)	(8.3%)	14,972	15.1%	(8.5%)
Total Wholesale branded	**318,125**	**402,272**	**458,406**	**(84,147)**	**(20.9%)**	**(20.2%)**	**(56,134)**	**(12.2%)**	**(15.0%)**
As a percentage of branded products [(1)]	*18.0%*	*22.4%*	*26.6%*						
Textile	**134,229**	**138,153**	**150,986**	**(3,924)**	**(2.8%)**	**(3.1%)**	**(12,833)**	**(8.5%)**	**(7.5%)**
Other [(2)]	**15,610**	**15,546**	**30,131**	**64**	**0.4%**	**0.8%**	**(14,585)**	**(48.4%)**	**(32.1%)**
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**	**(29,700)**	**(1.5%)**	**1.1%**	**42,098**	**2.2%**	**(1.9%)**

(1) Branded products refer to the products sold under the three brands that the Group operates, through the DTC or wholesale branded distribution channels.
(2) Other mainly includes revenues from agreements with third party brands.

2025 compared to 2024

By distribution channel, the decrease in branded revenues was mainly attributable to:

(i) a decrease in the wholesale branded channel of €84,147 thousand or -20.9% (-20.2% Organic) as a result of:

(a) a decrease in Thom Browne wholesale revenues of €51,670 thousand or -40.2% (-40.0% Organic), primarily reflecting the Company's strategic decision to increase focus on the DTC channel while streamlining the wholesale business;

(b) a decrease in ZEGNA brand wholesale revenues of €23,106 thousand or -14.5% (-12.5% Organic), primarily reflecting (a) the conversion from wholesale to DTC of several stores in Canada in the second half of 2024, (b) the decision to limit the distribution of certain iconic products in order to preserve their exclusivity, and (c) lower sales to Saks Global following changes in the customer's operating and financial circumstances, and

(c) a decrease in TOM FORD FASHION wholesale revenues of €9,371 thousand or -8.2% (-8.3% Organic), primarily reflecting (a) the strategy to strengthen direct control over distribution, including the conversion of several stores from wholesale to DTC, and (b) lower sales to Saks Global following changes in the customer's operating and financial circumstances;

(ii) a decrease in Textile of €3,924 thousand or -2.8% (-3.1% Organic), driven by lower orders for new collections compared to the previous year, reflecting challenges and uncertainties which continue to affect the demand of textile products from luxury brands;

partially offset by:

(iii) an increase in the DTC channel of €58,307 thousand or +4.2% (+7.9% Organic), as a result of:

(a) an increase in the ZEGNA brand DTC channel of €40,967 thousand or +4.1% (+7.4% Organic), reflecting the positive performance of existing stores and the continued demand for the brand collections, as well as our *Su Misura* offerings. By geographic area, the increase in revenues in ZEGNA brand was driven by the Americas and EMEA, including strong performance in the Middle East, partially offset by the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector, and the Group's decision to optimize its DTC network in the region;

(b) an increase in the TOM FORD FASHION DTC channel of €11,913 thousand or +5.9% (+9.8% Organic), reflecting the positive performance of existing stores, (i) the benefit of full year contribution in 2025 of several stores that were opened during the 2024, including several conversion from wholesale to DTC, and (ii) the expansion of the DTC store network with 2 net store openings in 2025 (66 DTC stores at December 31, 2025 compared to 64 DTC stores at December 31, 2024), and

(c) an increase in Thom Browne DTC channel of €5,427 thousand or +2.9% (+7.9% Organic), reflecting the expansion of the DTC store network with 7 net store openings (123 DTC stores at December 31, 2025 compared to 116 DTC stores at December 31, 2024), including stores in New York (Madison Avenue), Palm Beach, Los Angeles and Tokyo Ginza, as well as the conversion from wholesale to DTC of 6 stores in Canada in the second half of 2024, partially offset by the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector, and the Group's decision to optimize its DTC network in the region.

2024 compared to 2023

By distribution channel, the increase in branded revenues was mainly attributable to:

(i) an increase in the DTC channel of €125,650 thousand or +9.9% (+4.0% Organic), composed of:

(a) an increase in the TOM FORD FASHION DTC channel of €64,011 thousand or +47.0% (+5.1% Organic), primarily benefiting from a full year contribution in 2024 compared to eight months and two days in 2023 following completion of the TFI Acquisition on April 28, 2023, and +5.1% Organic Growth driven by positive performance in the United States and EMEA, as well as the expansion of the DTC store network with 13 net store openings (64 DTC stores at December 31, 2024 compared to 51 DTC stores at December 31, 2023);

(b) an increase in the ZEGNA brand DTC channel of €58,995 thousand or +6.2% (+6.1% Organic), reflecting growth in EMEA (including strong performance in the Middle East), the Americas (primarily the United States) and Japan, as well as an expansion of the store network with 28 net DTC store openings, including the conversion from wholesale to DTC of 16 stores in South Korea starting from January 1, 2024 and 9 Harry Rosen stores in Canada in the second half of 2024 (281 DOSs at December 31, 2024 compared to 253 DOSs at December 31, 2023), partially offset by the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector, and

(c) an increase in Thom Browne of €2,644 thousand or +1.4% (-7.6% Organic), driven by strong performance in Japan, an increase of €21,785 thousand from the Thom Browne business in South Korea, which was acquired in the second half of 2023 and its 17 stores were subsequently converted from wholesale to DTC following an agreement with the former franchise partner, as well as an expansion of the store network with 30 net DTC store openings (116 DOSs at December 31, 2024 compared to 86 DOSs at December 31, 2023, which included the conversion from wholesale to DTC of the Saks Fifth Avenue store in New York, as well as the conversion of 13 Nordstrom stores in the United States and 6 Holt Renfrew stores in Canada, the majority of which are significantly smaller than the average store size in the brand's DTC network), partially offset by performance in the Greater China Region which continued to be impacted by challenging conditions for the luxury sector;

(ii) a decrease in the wholesale branded channel of €56,134 thousand or -12.2% (-15.0% Organic) due to the combined effects of:

(a) a decrease in Thom Browne wholesale revenues of €66,342 thousand or -34.0% (-32.6% Organic), primarily reflecting the impact of the decision to streamline the wholesale business and, to a lesser extent, the aforementioned conversion of 17 stores from wholesale to DTC in South Korea following an agreement with the former franchise partner, and

(b) a decrease in ZEGNA brand wholesale revenues of €4,764 thousand or -2.9% (+2.5% Organic), primarily reflecting the aforementioned conversion from wholesale to DTC of 16 stores in South Korea starting from January 1, 2024 and 9 Harry Rosen stores in Canada in the second half of 2024, partially offset by the positive performance in Rest of APAC, EMEA and the United States;

partially offset by:

(c) an increase in TOM FORD FASHION wholesale revenues of €14,972 thousand or +15.1% (-8.5% Organic), primarily benefiting from a full year contribution in 2024 compared to eight months and two days in 2023 following completion of the TFI Acquisition on April 28, 2023, while Organic Growth was -8.5% primarily due to the conversion of two wholesale stores into retail in the third quarter of 2024 (Harrods in London (men) and Saks Fifth Avenue in New York (women)), as well as lower shipments for the Fall/ Winter 2024 collection ahead of the new collection revealed in March 2025 by the new creative director, Haider Ackermann.

Revenues by geographic area

The following table presents a breakdown of revenues by geographic area for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			Increase/(Decrease)					
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**Organic**	**2024 vs 2023**	**%**	**Organic**
EMEA [(1)]	683,846	680,259	658,694	3,587	0.5%	1.4%	21,565	3.3%	0.4%
Americas [(2)]	566,069	524,790	454,890	41,279	7.9%	12.0%	69,900	15.4%	6.8%
Greater China Region	435,173	509,378	595,515	(74,205)	(14.6%)	(11.9%)	(86,137)	(14.5%)	(13.7%)
Rest of APAC [(3)]	228,809	229,877	192,492	(1,068)	(0.5%)	3.8%	37,385	19.4%	6.9%
Other [(4)]	3,050	2,343	2,958	707	30.2%	31.2%	(615)	(20.8%)	(25.7%)
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**	**(29,700)**	**(1.5%)**	**1.1%**	**42,098**	**2.2%**	**(1.9%)**

(1) EMEA includes Europe, the Middle East and Africa.
(2) Americas includes the United States of America, Canada, Mexico, Brazil and other Central and South American countries.
(3) Rest of APAC includes Japan, South Korea, Singapore, Thailand, Malaysia, Vietnam, Indonesia, Philippines, Australia, New Zealand, India and other Southeast Asian countries.
(4) Other revenues mainly include royalties.

2025 compared to 2024

By geographic area, the decrease in revenues was mainly attributable to:

(i) a decrease in the Greater China Region of €74,205 thousand or -14.6% (-11.9% Organic), reflecting challenging conditions for the luxury sector in the region, in particular in Mainland China, and the Group's decision to optimize its DTC network in the region, and

(ii) a decrease in Rest of APAC of €1,068 thousand or -0.5% (+3.8% Organic) primarily reflecting (a) the appreciation of the Euro against several currencies in which the Group operates, primarily Japanese Yen and

South Korean Won, partially offset by (b) +3.8% Organic Growth driven by positive performance in the DTC channel of Thom Browne and TOM FORD FASHION brands;

partially offset by:

(iii) an increase in Americas of €41,279 thousand or +7.9% (+12.0% Organic), driven by (a) double digit growth of the ZEGNA brand DTC channel, reflecting strong performance in the United States, as well as Mexico and Brazil, (b) the expansion of the Thom Browne DTC store network with 7 net store openings in the region, including new stores in New York (Madison Avenue), Palm Beach and Los Angeles (35 DTC stores at December 31, 2025 compared to 28 DTC stores at December 31, 2024), as well as (c) the conversion of several locations in Canada from wholesale to DTC in the second half of 2024, including 9 Harry Rosen stores for ZEGNA and 6 Holt Renfrew stores for Thom Browne, and

(iv) an increase in EMEA of €3,587 thousand or +0.5% (+1.4% Organic) driven by (a) double digit growth in the DTC channel of the ZEGNA and TOM FORD FASHION brands, partially offset by (b) lower revenues from the wholesale channel for all of the Group's brands, in particular Thom Browne, reflecting the Company's strategic decision to streamline the wholesale distribution network starting in 2024.

2024 compared to 2023

By geographic area, the increase in revenues was mainly attributable to:

(i) an increase in Americas of €69,900 thousand or +15.4% (+6.8% Organic) driven by double-digit growth of the ZEGNA brand DTC channel in the United States, Mexico and Brazil, as well as a full year contribution in 2024 from TOM FORD FASHION;

(ii) an increase in Rest of APAC of €37,385 thousand or +19.4% (+6.9% Organic) driven by the aforementioned conversion of Thom Browne and ZEGNA brand stores from wholesale to DTC in South Korea, strong performance in Japan, mainly for Thom Browne and ZEGNA brand, which both benefited from tourist customers and the depreciation of the Japanese Yen;

(iii) an increase in EMEA of €21,565 thousand or +3.3% (+0.4% Organic) primarily attributable to double-digit growth of the ZEGNA brand driven by the DTC channel and including strong performance in the Middle East, as well as a full year contribution in 2024 from TOM FORD FASHION, including new store openings (including Rome, London Harrods men, Madrid and Taormina), partially offset by Thom Browne, mainly reflecting the decision to streamline the wholesale business;

partially offset by:

(iv) a decrease in the Greater China Region of €86,137 thousand or -14.5% (-13.7% Organic), reflecting challenging conditions for the luxury sector in the region, in particular in Mainland China, and impacting all the Group's brands.

For further details relating to the revenues of each of the Group's operating segments, see *"—J. Results by Segment"* below.

B. Cost of sales

Cost of sales comprises costs directly related to the production, procurement and the supply of goods and services, including direct labor costs, costs for raw materials and components used to manufacture the Group's products (primarily fibers and yarns of wool, silk, cotton, linen, cashmere and related fabrics, as well as leather and certain rare raw materials such as vicuña yarns), costs for semi-finished products, finished goods, consumables and outsourced manufacturing from third parties. Cost of sales also includes depreciation, amortization and impairment of assets, lease expenses, maintenance, write-downs of inventory, freight and duty, and other production-related costs, including manufacturing overhead.

The following table presents cost of sales for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			(Increase)/Decrease			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Cost of sales	(622,910)	(650,087)	(680,235)	27,177	4.2%	30,148	4.4%
Cost of sales as % of revenues	(32.5%)	(33.4%)	(35.7%)				

2025 compared to 2024

Cost of sales for the year ended December 31, 2025 amounted to €622,910 thousand, a decrease of €27,177 thousand or -4.2%, compared to €650,087 thousand for the year ended December 31, 2024, and as a percentage of revenues, cost of sales decreased from 33.4% in 2024 to 32.5% in 2025, primarily driven by a change in distribution channel mix, as further described in *"—Gross profit"* below.

The decrease in cost of sales was primarily attributable to (i) lower sales volumes in Thom Browne (for which revenues decreased by €46,243 thousand in 2025 compared to 2024), which resulted in lower purchases of finished goods and lower costs for duties and freight, (ii) the recognition of a government grant of €4,103 thousand in 2025 to offset research and development costs expensed relating to product innovation in Italy as part of the National Recovery and Resilience Plan funds, and (iii) lower costs relating to the acquisition method of accounting for the TFI Acquisition, which were zero in 2025 compared to €3,587 thousand in 2024, partially offset by (iv) higher costs for ZEGNA brand primarily driven by an increase in revenues.

2024 compared to 2023

Cost of sales for the year ended December 31, 2024 amounted to €650,087 thousand, a decrease of €30,148 thousand or +4.4%, compared to €680,235 thousand for the year ended December 31, 2023, and as a percentage of revenues, cost of sales decreased from 35.7% in 2023 to 33.4% in 2024, primarily driven by a change in distribution channel mix, as further described in *"—C. Gross profit"* below.

The decrease in cost of sales was primarily attributable to (i) lower sales volumes in the Thom Browne segment, (for which revenues decreased by €63,698 thousand in 2024 compared to 2023), (ii) a decrease in inventory write-downs of €6,105 thousand (€25,745 thousand in 2024 compared to €31,850 thousand in 2023), driven by improved inventory management and primarily in the Thom Browne segment, and (iii) lower costs for duties and freight of €3,052 thousand, mainly due to improved inventory management in the Thom Browne segment which resulted in lower relative purchase volumes of finished goods, partially offset by (iv) higher costs for TOM FORD FASHION driven by an increase in revenues of €78,983 thousand and primarily reflecting a full year in 2024 compared to eight months and two days in 2023, and despite lower costs of €11,964 thousand relating to the acquisition method of accounting for the TFI Acquisition (€3,587 thousand in 2024 compared to €15,551 thousand in 2023, including €14,368 thousand related to the purchase price step up of the fair value of the acquired TFI inventory that was sold subsequent to the acquisition and €1,183 thousand related to the order backlog).

C. Gross profit

The following table presents gross profit for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Gross profit	1,294,037	1,296,560	1,224,314	(2,523)	(0.2%)	72,246	5.9%
Gross profit as % of revenues	67.5%	66.6%	64.3%				

2025 compared to 2024

Gross profit for the year ended December 31, 2025 amounted to €1,294,037 thousand, a decrease of €2,523 thousand or -0.2%, compared to €1,296,560 thousand for the year ended December 31, 2024.

Gross profit as a percentage of revenues increased from 66.6% in 2024 to 67.5% in 2025, primarily driven by (i) a higher proportion of DTC sales compared to wholesale sales (DTC sales, which have higher gross profit margins compared to wholesale sales, represented 82.0% of revenues from branded products (which include DTC and wholesale) in 2025 compared to 77.6% in 2024), (ii) the recognition of a government grant of €4,103 thousand in 2025 to offset research and development costs expensed relating to product innovation in Italy as part of the National Recovery and Resilience Plan funds, (iii) lower costs relating to the acquisition method of accounting for the TFI Acquisition, which were zero in 2025 compared to €3,587 thousand in 2024, and (iv) a lower incidence of revenues from outlet stores in the ZEGNA DTC channel, partially offset by (v) negative foreign exchange impact.

2024 compared to 2023

Gross profit for the year ended December 31, 2024 amounted to €1,296,560 thousand, an increase of €72,246 thousand or +5.9%, compared to €1,224,314 thousand for the year ended December 31, 2023.

Gross profit as a percentage of revenues increased from 64.3% in 2023 to 66.6% in 2024, primarily driven by (i) a higher proportion of DTC sales compared to wholesale sales (DTC sales, which have higher margins compared to wholesale sales, represented 77.6% of revenues from branded products (which include DTC and wholesale) in 2024 compared to 73.4% in 2023), (ii) lower write-downs of inventory of €6,105 thousand (€25,745 thousand in 2024 compared to €31,850 thousand in 2023), driven by improved inventory management and primarily in the Thom Browne segment, (iii) lower costs for duties and freight of €3,052 thousand, mainly due to improved inventory management in the Thom Browne segment which resulted in lower purchase volumes of finished goods, and (iv) lower costs of €11,964 thousand relating to the acquisition method of accounting for the TFI Acquisition (€3,587 thousand in 2024 compared to €15,551 thousand in 2023, including €14,368 thousand related to the purchase price step up of the fair value of the acquired TFI inventory that was sold subsequent to the acquisition and €1,183 thousand related to the order backlog).

D. Selling, general and administrative expenses

Selling, general and administrative expenses primarily include costs for sales and administrative personnel, selling expenses, fees for corporate bodies, consultancies and accounting services, royalties and amortization in relation to the TOM FORD FASHION license, and other administrative and general expenses, as well as lease expenses, depreciation, amortization and impairment of assets used for selling and administrative activities.

The following table presents selling, general and administrative expenses for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			(Increase)/Decrease			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Selling, general and administrative expenses	(1,033,871)	(1,008,324)	(901,364)	(25,547)	(2.5%)	(106,960)	(11.9%)
Selling, general and administrative expenses as % of revenues	(53.9%)	(51.8%)	(47.3%)				

2025 compared to 2024

Selling, general and administrative expenses for the year ended December 31, 2025 amounted to €1,033,871 thousand, an increase of €25,547 thousand or +2.5%, compared to €1,008,324 thousand for the year ended December 31, 2024, and as a percentage of revenues, selling, general and administrative expenses increased from 51.8% in 2024 to 53.9% in 2025.

The increase in selling, general and administrative expenses was primarily attributable to:

(i) higher costs to support the expansion of the DTC network for all of the Group's brands, reflecting (a) a full period of operating costs in 2025 for stores that were opened in 2024 (71 net store openings in 2024, 461 stores at December 31, 2024 compared to 390 stores at December 31, 2023), and (b) 10 net store openings in 2025 (471 stores at December 31, 2025 compared to 461 stores at December 31, 2024);

(ii) higher investments in information technology and digital transformation projects, and

(iii) an increase in net impairment of leased and owned stores of €3,843 thousand (€15,039 thousand in 2025 compared to €11,196 thousand in 2024); impairment charges in 2025 included: (a) €10,415 thousand in the Tom Ford Fashion segment, primarily in the Greater China Region and rest of APAC, (b) €4,129 thousand for the Zegna segment, primarily in the Greater China Region, and (c) €495 thousand in the Thom Browne segment;

partially offset by:

(iv) lower costs relating to long-term incentives to management (including both equity-settled and cash-settled share-based payments) of €8,616 thousand (€908 thousand in 2025 compared to €9,524 thousand in 2024);

(v) the effects of actions taken by management to prudently manage and contain costs in light of the challenging conditions currently impacting the luxury sector, which resulted in a decrease in certain discretionary costs, and

(vi) positive impact from foreign currency exchange rates during the period, primarily due to the appreciation of the Euro against several currencies in which the Group operates, mainly the U.S. Dollar, Chinese Renminbi and Japanese Yen.

In 2025, selling, general and administrative expenses included €10,077 thousand relating to expected losses on trade receivables owing from Saks Global following its voluntary filing for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2026.

Selling, general and administrative expenses for the year ended December 31, 2025 and 2024 included €23,480 thousand and €17,168 thousand, respectively, relating to adjusting items in the presentation of Adjusted EBIT as management considers these items not reflective of underlying operating activities. For additional information, see *"—L. Non IFRS Financial Measures—Adjusted EBIT"*.

2024 compared to 2023

Selling, general and administrative expenses for the year ended December 31, 2024 amounted to €1,008,324 thousand, an increase of €106,960 thousand or 11.9%, compared to €901,364 thousand for the year ended December 31, 2023, and as a percentage of revenues, selling, general and administrative expenses increased from 47.3% in 2023 to 51.8% in 2024.

The increase in selling, general and administrative expenses was primarily attributable to:

(i) an increase of €65,543 thousand related to TOM FORD FASHION, reflecting (a) a full year contribution in 2024 compared to eight months and two days in 2023 and (b) additional costs for integration, business expansion (13 net DTC store openings), and to reinforce corporate governance, retail and other business functions, as well as to increase personnel subsequent to the TFI Acquisition in April 2023;

(ii) higher costs to support the expansion of the ZEGNA brand and the Thom Browne DTC network with (a) 28 net store openings for the ZEGNA brand at December 31, 2024 compared to December 31, 2023, including costs to convert 16 stores in South Korea from wholesale to DTC starting from January 1, 2024, and (b) 30 net store openings for Thom Browne at December 31, 2024 compared to December 31, 2023, including costs to convert 17 stores in South Korea from wholesale to DTC starting from July 1, 2023;

(iii) an increase in net impairment of leased and owned stores of €9,414 thousand (€11,196 thousand in 2024 compared to €1,782 thousand in 2023); impairment charges in 2024 primarily related to leased stores in: (a) Europe and United States that are part of the Thom Browne segment, (b) the Greater China Region and South Korea that are part of the Tom Ford Fashion segment, and (c) the United States, EMEA and the Greater China Region that are part of the Zegna segment, and

(iv) costs related to a global retail convention for ZEGNA DTC sales management which was held in Milan in the first half of 2024 (no such event was held in 2023);

partially offset by:

(v) lower costs relating to long-term incentives to management (including equity-settled share-based payments) of €11,308 thousand (€8,472 thousand in 2024 compared to €19,780 thousand in 2023);

(vi) lower transaction costs of €5,968 thousand (€33 thousand in 2024 compared to €6,001 thousand in 2023, which primarily related to consultancy and legal fees related to the TFI Acquisition completed in 2023), and

(vii) net income related to lease agreements of €4,129 thousand recognized in 2023 (and not repeated in 2024) related to the derecognition of lease liabilities following a change in terms of a lease agreement in Hong Kong.

Selling, general and administrative expenses for the years ended December 31, 2024 and 2023 included €17,168 thousand and €11,958 thousand relating to adjusting items in the presentation of Adjusted EBIT as management considers these items not reflective of underlying operating activities. For additional information please refer to *"—L. Non-IFRS Financial Measures—Adjusted EBIT"*.

E. Marketing expenses

Marketing expenses primarily include costs related to advertising and marketing activities, including personnel costs and costs for advertising, communications, media and events, such as fashion shows, store windows and displays. Marketing expenses also include depreciation, amortization and impairment of assets used in advertising and marketing activities.

The following table presents marketing expenses for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			(Increase)/Decrease			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Marketing expenses	(120,686)	(121,384)	(114,802)	698	0.6%	(6,582)	(5.7%)
Marketing expenses as % of revenues	(6.3%)	(6.2%)	(6.0%)				

2025 compared to 2024

Marketing expenses for the year ended December 31, 2025 amounted to €120,686 thousand, a decrease of €698 thousand or -0.6%, compared to €121,384 thousand for the year ended December 31, 2024, and as a percentage of revenues, marketing expenses increased to 6.3% in 2025 from 6.2% in 2024.

Aligned with its brand strategy, the Group continued investing in marketing activities in 2025, with a focus on enhancing the awareness and engagement of its brands.

Below is a summary of the most significant initiatives in 2025 for each of the Group's three brands.

ZEGNA brand

In 2025, ZEGNA hosted a series of significant global events designed to reinforce the brand's international presence and creative leadership. In January, during the Milan Men's Fashion Week, ZEGNA presented its Fall/Winter 2025 Fashion Show and unveiled the *Vellus Aureum* collection. In June, the brand showcased its Spring/Summer 2026 collection for the first time outside of Italy, in Dubai, with an immersive *"VILLA ZEGNA"* experience at the Dubai Opera House that celebrated ZEGNA's heritage and contemporary identity, continuing the narrative previously presented in Shanghai and New York. In December, the brand held a further edition of *VILLA ZEGNA* during Art Basel Miami Beach. In parallel, ZEGNA signed a multiyear global partnership agreement with Art Basel and continued to invest in tailored and highly selective advertising campaigns.

Thom Browne

In February 2025, Thom Browne presented its Fall/Winter 2025 collection with a runway show at The Shed in New York. In May, at the Met Gala, held at the Metropolitan Museum of Art in New York, Thom Browne was among the most worn creators of the evening. Several renowned personalities—including Demi Moore, Zoë Saldaña, and Whoopi Goldberg, among others—chose to appear in Thom Browne. In October, the brand presented its Spring/Summer 2026 collection with a fashion show in Paris.

TOM FORD FASHION

Fashion shows and celebrity dressing continued to serve as key pillars of TOM FORD FASHION's marketing strategy. In March 2025, the brand hosted a Winter 2025 runway show in Paris, marking the debut of Haider Ackermann as Creative Director. In October, the brand presented its Spring/Summer 2026 collection at the Pavillon Vendôme.

2024 compared to 2023

Marketing expenses for the year ended December 31, 2024 amounted to €121,384 thousand, an increase of €6,582 thousand or 5.7%, compared to €114,802 thousand for the year ended December 31, 2023, and as a percentage of revenues, marketing expenses increased from 6.0% in 2023 to 6.2% in 2024.

The increase in marketing expenses was driven by the impact of a full year contribution of TOM FORD FASHION in 2024 compared to eight months and two days in 2023 following the TFI Acquisition, resulting in higher marketing expenses of €7,104 thousand.

Aligned with its brand strategy, the Group continued investing significantly in marketing activities in 2024, with a particular focus on enhancing the brand experience and engagement for the ZEGNA brand.

Below is a summary of the most significant initiatives in 2024 for each of the Group's three brands.

ZEGNA brand

During the Milan Design Week, ZEGNA significantly enhanced its brand presence and visibility by hosting an immersive exhibition at its headquarters and unveiling the new flowerbeds in Piazza del Duomo. This initiative is part of ZEGNA's role as the official curator of the iconic Piazza Duomo flowerbeds for the next three years. During the event, the brand also launched the special edition BORN IN OASI ZEGNA book which recalls over 100 years of the brand's heritage. The brand also hosted two VILLA ZEGNA events during the year, in Shanghai and New York, reflecting ZEGNA's new approach to interacting with customers by offering immersive experiences connected with the brand.

Thom Browne

During the Milan Design Week, Thom Browne hosted a unique installation to announce the launch of its home furnishing collection through a collaboration with Frette, a 160-year-old Italian label. In addition, it also showcased two fashion shows, the first during the Spring/Summer New York Fashion Week and the second during the Fall Couture week in Paris.

TOM FORD FASHION

TOM FORD FASHION held one fashion show, which took place in Milan in February 2024 during the Milan Fashion Week. The brand also continued with its advertising campaigns during the year and various in-store events to celebrate key openings.

F. Financial income and financial expenses

Financial income and financial expenses include the effects of fair value changes on liabilities relating to put options owned by non-controlling interests in the Group's investments in Thom Browne, Inc. and Gruppo Dondi S.p.A., as well as income and expenses relating to the Group's financial assets and liabilities, including interest and the costs of hedging

transactions. Until the completion of the warrant redemption in the first quarter of 2023 (as further described below), financial income and financial expenses also included the fair value changes in liability-classified warrants.

The following table presents financial income and financial expenses for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Financial income	41,509	26,028	37,282	15,481	59.5%	(11,254)	(30.2%)
Financial expenses	(50,471)	(51,995)	(68,121)	(1,524)	(2.9%)	(16,126)	(23.7%)
Net financial expenses	**(8,962)**	**(25,967)**	**(30,839)**	**(17,005)**	**(65.5%)**	**(4,872)**	**(15.8%)**
Financial income as a % of revenues	2.2%	1.3%	2.0%				
Financial expenses as % of revenues	(2.7%)	(2.7%)	(3.6%)				
Net financial expenses as a % of revenues	**(0.5%)**	**(1.4%)**	**(1.6%)**				

2025 compared to 2024

Net financial expenses amounted to €8,962 thousand for the year ended December 31, 2025, a decrease of €17,005 thousand or -65.5%, compared to €25,967 thousand for the year ended December 31, 2024.

The decrease in net financial expenses was primarily attributable to (i) an increase of €28,740 thousand in net gains from the fair value remeasurement of liabilities for put options held by non-controlling interests, of which €25,555 thousand related to Thom Browne non-controlling interests (gain of €22,059 thousand in 2025 compared to a loss of €3,496 thousand in 2024) and 3,185 related to Dondi non-controlling interests (gain of €3,929 thousand in 2025 compared to a gain of €744 thousand in 2024), (ii) a decrease of €4,466 thousand in interest expenses on bank loans and overdrafts driven by lower average borrowings (€11,054 thousand in 2025 compared to €15,520 thousand in 2024), and (iii) higher gain of €2,629 thousand from securities held by the Group, driven by the performance of the financial markets (gains of €5,862 thousand in 2025 compared to gains of €3,233 thousand in 2024), partially offset by (iv) a lower gain of €7,582 thousand reflecting the disposal of a 45% interest in Sharmoon.EZ.Garments Co. Ltd recognized in 2024, (v) an increase of €3,337 thousand in interest and financial charges for lease liabilities driven by an expansion of the leased store network and the extension of several existing leases, (vi) a decrease of €3,062 thousand on income from interest rate swaps, and (vii) higher costs of €2,053 thousand from hedging operations.

2024 compared to 2023

Net financial expenses for the year ended December 31, 2024 amounted to €25,967 thousand, a decrease of €4,872 thousand or -15.8%, compared to net financial expenses of €30,839 thousand for the year ended December 31, 2023.

The decrease in net financial expenses was primarily attributable to (i) a gain of €22,909 thousand recognized in the prior year as a result of the exercise and redemption of warrants in the first quarter of 2023 (following which there are no remaining public or private placement warrants outstanding), and (ii) a gain of €7,582 thousand recognized in 2024 from the disposal of a 45% interest in Sharmoon.EZ.Garments Co. Ltd, following which the Group continues to own a 5% interest in the Company and account for the investment at fair value, partially offset by (iii) a decrease of €17,544 thousand in net gains from the fair value remeasurement of liabilities for put options held by non-controlling interests, mainly driven by the Thom Browne, for which a loss of €3,496 thousand was recognized in 2024 compared to a gain of €11,587 thousand in 2023, and (iv) an increase of €6,629 thousand in interest and financial charges for lease liabilities (including an increase of €2,582 thousand related to TOM FORD FASHION reflecting a full year contribution in 2023 compared to eight months and two days in 2023) driven by an expansion of the leased store network.

For additional details see *Note 10 — Financial income, financial expenses and foreign exchange losses* to the Consolidated Financial Statements included elsewhere in this annual report.

G. Foreign exchange gains/(losses)

Foreign exchange gains/(losses) include realized gains and losses on exchange differences, as well as the foreign exchange impact on the non-controlling interest put option liability relating to the Thom Browne group, which is denominated in U.S. Dollars.

The following table presents exchange gains/(losses) for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			(Increase)/Decrease			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Foreign exchange gains/(losses)	9,000	(11,338)	(5,262)	20,338	179.4%	(6,076)	(115.5%)
Foreign exchange gains/(losses) as % of revenues	0.5%	(0.6%)	(0.3%)				

2025 compared to 2024

Foreign exchange gains for the year ended December 31, 2025 amounted to €9,000 thousand, an increase of €20,338 thousand compared to foreign exchange losses of €11,338 thousand for the year ended December 31, 2024.

The increase in foreign exchange gains was primarily driven by favorable foreign exchange impact related to the Thom Browne non-controlling interest put option liability, which is denominated in U.S. Dollars (foreign currency gains of €14,718 thousand in 2025 compared to foreign currency losses of €7,770 thousand in 2024).

2024 compared to 2023

Foreign exchange losses for the year ended December 31, 2024 amounted to €11,338 thousand, an increase of €6,076 thousand compared to foreign exchange losses of €5,262 thousand for the year ended December 31, 2023.

The increase in foreign exchange losses was driven by (i) unfavorable foreign exchange impact of €13,176 thousand related to the Thom Browne non-controlling interest put option liability (foreign currency losses of €7,770 thousand in 2024, primarily unrealized, compared to unrealized foreign currency gains of €5,406 thousand in 2023), partially offset by (ii) a decrease of €2,798 thousand in cumulative translation losses reclassified from other comprehensive income to profit (€1,907 thousand in 2024 following the Group's sale of its 100% interest in Ezesa Argentina S.A. compared to €4,705 thousand in 2023 related to the investment held in TFI prior to the TFI Acquisition), (iii) €1,877 thousand related to securities held by the Group (foreign exchange gains of €1,022 thousand in 2024 compared to foreign exchange losses of €855 thousand in 2023), (iv) €1,520 thousand related to lease liabilities (foreign exchange gains of €66 thousand in 2024 compared to foreign exchange losses of €1,454 thousand in 2023), and (v) €905 thousand from lower other foreign exchange losses primarily related to transactions in foreign currencies.

H. Result from investments accounted for using the equity method

Result from investments accounted for using the equity method includes the Group's share of income and loss related to our investments in associates and joint arrangements accounted for using the equity method.

The following tables set forth result from investments accounted for using the equity method for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Result from investments accounted for using the equity method	524	1,061	(2,953)	(537)	(50.6%)	4,014	135.9%
Result from investments accounted for using the equity method as % of revenues	0.0%	0.1%	(0.2%)				

2025 compared to 2024

Result from investments accounted for using the equity method for the year ended December 31, 2025 amounted to a profit of €524 thousand, a decrease of €537 thousand compared to a profit of €1,061 thousand for the year ended December 31, 2024, and primarily related (i) a gain of €261 thousand in 2025 relating to the Group's investment in Filati Biagioli Modesto S.p.A., compared to a gain of €900 thousand in 2024, (ii) a gain of €231 thousand in 2025 relating to the Group's investment in Norda Run compared to a gain of €174 thousand in 2024 (the Group increased its interest in the company from 25% to 32.5% in 2025), and (iii) a gain of €32 thousand in 2025 relating to the Group's investment in Luigi Fedeli e Figlio S.r.l., compared to a loss of €13 thousand in 2024.

2024 compared to 2023

Result from investments accounted for using the equity method for the year ended December 31, 2024 amounted to a profit of €1,061 thousand, an improvement of €4,014 thousand compared to a loss of €2,953 thousand for the year ended December 31, 2023, and primarily related to a gain of €900 thousand in 2024 relating to the Group's investment in Filati Biagioli Modesto S.p.A. including the effects of an increase in the interest owned by the Group from 40% to 45% following the conversion of a previous equity contribution into share capital, compared to a loss of €712 thousand in 2023, as well as a loss of €2,587 thousand in 2023 relating to the Group's 15% interest in TFI prior to the TFI Acquisition (including transaction costs incurred by TFI prior to the closing of the TFI Acquisition).

I. Income taxes

Income taxes include the current taxes on the results of the Group's operations and any changes in deferred income taxes.

The following table sets forth income taxes for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			(Increase)/Decrease			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Income taxes	(30,555)	(39,747)	(33,433)	9,192	23.1%	(6,314)	(18.9%)
Income taxes as % of revenues	(1.6%)	(2.0%)	(1.8%)				

2025 compared to 2024

Income taxes for the year ended December 31, 2025 amounted to €30,555 thousand compared to €39,747 thousand for the year ended December 31, 2024, of which €27,687 thousand and €37,821 thousand, respectively, related to corporate income taxes in Italy (the Italian Corporate Income Tax ("IRES")) and other countries in which the Group operates and €2,868 thousand and €1,926 thousand, respectively, related to the Italian Regional Income Tax ("IRAP"), which is calculated on a measure of income defined by the Italian Civil Code as the difference between operating revenues and costs, before financial income and expense, the cost of fixed term employees, credit losses and any interest included in lease payments.

The effective tax rate was 21.8% for the year ended December 31, 2025 compared to 30.4% for the year ended December 31, 2024 (the effective tax rate net of IRAP was 19.8% for the year ended December 31, 2025 compared to 29.0% for the year ended December 31, 2024). The decrease in the effective tax rate in 2025 compared to 2024 was primarily driven by (i) higher non-taxable income in 2025 relating to the remeasurement of the put option liabilities on non-controlling interests of Thom Browne and Dondi, (ii) lower charges for uncertain tax positions, and (iii) the decrease in the withholding tax rate on dividends resulting from the double tax treaty between Italy and China.

2024 compared to 2023

Income taxes for the year ended December 31, 2024 amounted to €39,747 thousand compared to €33,433 thousand for the year ended December 31, 2023, of which €37,821 thousand and €28,943 thousand, respectively, related to general corporate income taxes in Italy and other countries in which the Group operates and €1,926 thousand and €4,490 thousand, respectively, related to IRAP.

The effective tax rate was 30.4% for the year ended December 31, 2024 compared to 19.8% for the year ended December 31, 2023 (the effective tax rate net of IRAP was 29.0% for the year ended December 31, 2024 compared to 17.1% for the year ended December 31, 2023). The increase in the effective tax rate in 2024 compared to 2023 was primarily driven by (i) lower non-taxable income recognized in 2024 from the remeasurement of the put option liabilities on non-controlling interests of Thom Browne and Dondi, (ii) a higher proportion of taxable income in jurisdictions with higher tax rates compared to the previous year, including the effects of certain jurisdictions raising corporate tax rates in response to Pillar Two tax rules which aim to raise the minimum level of tax applicable to companies, and (iii) higher deferred tax assets not recognized in 2024 compared to 2023, partially offset by (iv) higher deferred tax assets recognized from previous years.

J. Results by segment

The following tables set forth revenues (before intersegment eliminations), Adjusted EBIT and Adjusted EBIT Margin by segment for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,			Increase/(Decrease)					
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**Organic**	**2024 vs 2023**	**%**	**Organic**
Revenues									
Zegna	1,363,177	1,348,839	1,322,045	14,338	1.1%	3.7%	26,794	2.0%	2.5%
Thom Browne	268,899	314,818	380,287	(45,919)	(14.6%)	(12.1%)	(65,469)	(17.2%)	(20.8%)
Tom Ford Fashion	317,056	314,514	235,544	2,542	0.8%	3.1%	78,970	33.5%	(0.7%)
Intersegment eliminations	(32,185)	(31,524)	(33,327)	(661)	n.m. (*)	n.m.	1,803	n.m.	n.m.
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**	**(29,700)**	**(1.5%)**	**1.1%**	**42,098**	**2.2%**	**(1.9%)**

(*) Throughout this document "n.m." means not meaningful

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Adjusted EBIT							
Zegna	196,708	187,598	193,466	9,110	4.9%	(5,868)	(3.0%)
Thom Browne	952	27,319	58,969	(26,367)	(96.5%)	(31,650)	(53.7%)
Tom Ford Fashion	(15,539)	(10,116)	(1,741)	(5,423)	(53.6%)	(8,375)	n.m.
Corporate	(19,044)	(19,977)	(30,423)	933	4.7%	10,446	(34.3%)
Intersegment eliminations	(117)	(804)	(59)	687	85.4%	(745)	n.m.
Total Adjusted EBIT	**162,960**	**184,020**	**220,212**	**(21,060)**	**(11.4%)**	**(36,192)**	**(16.4%)**
Adjusted EBIT Margin							
Zegna	14.4%	13.9%	14.6%				
Thom Browne	0.4%	8.7%	15.5%				
Tom Ford Fashion	(4.9%)	(3.2%)	(0.7%)				
Total Adjusted EBIT Margin	**8.5%**	**9.5%**	**11.6%**				

For additional information relating to Adjusted EBIT and Adjusted EBIT Margin, which are non-IFRS financial measures, see *"—L. Non-IFRS Financial Measures—Adjusted EBIT and Adjusted EBIT Margin."*

The following is a discussion of revenues, Adjusted EBIT and Adjusted EBIT Margin for each segment for the year ended December 31, 2025 as compared to the year ended December 31, 2024, and for the year ended December 31, 2024 as compared to the year ended December 31, 2023.

Zegna segment

The following table sets forth revenues, Adjusted EBIT and Adjusted EBIT Margin of the Zegna segment for the years ended December 31, 2025, 2024 and 2023 (before intersegment eliminations).

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Revenues (before intersegment eliminations)	1,363,177	1,348,839	1,322,045	14,338	1.1%	26,794	2.0%
Adjusted EBIT	196,708	187,598	193,466	9,110	4.9%	(5,868)	(3.0%)
Adjusted EBIT Margin	14.4%	13.9%	14.6%				

Revenues

2025 compared to 2024

Revenues (before intersegment eliminations) for the Zegna segment for the year ended December 31, 2025 amounted to €1,363,177 thousand, an increase of €14,338 thousand or +1.1% (+3.7% Organic), compared to €1,348,839 thousand for the year ended December 31, 2024.

The increase in revenues (before intersegment eliminations) for the Zegna segment was primarily attributable to:

(i) an increase in the ZEGNA brand DTC channel of €40,967 thousand or +4.1% (+7.4% Organic), reflecting the positive performance of existing stores and the continued demand for the brand collections, as well as our *Su Misura* offerings. By geographic area, the increase in revenues in ZEGNA brand was driven by the Americas and EMEA, including strong performance in the Middle East, partially offset by the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector, and the Group's decision to optimize its DTC network in the region;

partially offset by:

(ii) a decrease in the ZEGNA brand wholesale branded channel of €23,106 thousand or -14.5% (-12.5% Organic) primarily reflecting (a) the conversion from wholesale to DTC of several stores in Canada in the second half of 2024, (b) the decision to limit the distribution of certain iconic products in order to preserve their exclusivity, and (c) lower sales to Saks Global following changes in the customer's operating and financial circumstances, and

(iii) a decrease in Textile of €3,693 thousand or -2.7%, driven by lower orders for new collections compared to the previous year, reflecting challenges and uncertainties which continue to affect the demand of textile products from luxury brands.

2024 *compared to* 2023

Revenues (before intersegment eliminations) for the Zegna segment for the year ended December 31, 2024 amounted to €1,348,839 thousand, an increase of €26,794 thousand or +2.0% (+2.5% Organic), compared to €1,322,045 thousand for the year ended December 31, 2023.

The increase in revenues (before intersegment eliminations) for the Zegna segment was primarily attributable to:

(i) an increase in the ZEGNA brand DTC channel of €58,995 thousand or +6.2% (+6.1% Organic), reflecting growth in EMEA (including strong performance in the Middle East), the Americas (primarily the United States) and Japan, as well as an expansion of the store network with 28 net DTC store openings, including the conversion from wholesale to DTC of 16 stores in South Korea starting from January 1, 2024 and 9 Harry Rosen stores in Canada in the second half of 2024 (281 DOSs at December 31, 2024 compared to 253 DOSs at December 31, 2023), partially offset by the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector;

partially offset by:

(ii) a decrease in the ZEGNA brand wholesale branded channel of €4,764 thousand or -2.9% (+2.5% Organic) primarily reflecting the aforementioned conversion from wholesale to DTC of 16 stores in South Korea starting from January 1, 2024 and 9 Harry Rosen stores in Canada in the second half of 2024, partially offset by the positive performance in Rest of APAC, EMEA and the United States;

(iii) a decrease in Textile of €12,936 thousand or -8.6%, driven by lower orders for new collections compared to the previous year across several textile brands, reflecting challenges and uncertainties currently affecting the luxury sector, and

(iv) a decrease in Other revenues of €14,501 thousand or -23.6%, primarily due to lower orders for third-party brands, as well as fewer purchases from the Thom Browne segment, partially offset by higher orders from the Tom Ford Fashion segment.

Adjusted EBIT and Adjusted EBIT Margin

2025 compared to 2024

Adjusted EBIT for the Zegna segment amounted to €196,708 thousand for the year ended December 31, 2025, an increase of €9,110 thousand or +4.9% compared to €187,598 thousand for the year ended December 31, 2024. Adjusted EBIT Margin was 14.4% and 13.9%, respectively.

The increase in Adjusted EBIT for the Zegna segment was primarily attributable to:

(i) higher revenues of €14,338 thousand as further described above, and

(ii) an improved gross profit margin due to (a) a higher proportion of DTC sales as described above, which have higher gross profit margins compared to wholesale, (b) the recognition of a government grant of €4,103 thousand in 2025 to offset research and development costs expensed relating to product innovation in Italy as part of the National Recovery and Resilience Plan funds, and (c) a lower incidence of revenues from outlet stores in the ZEGNA DTC channel, partially offset by (d) negative foreign exchange impact;

partially offset by:

(iii) an increase in selling, general and administrative expenses primarily driven by (a) higher variable costs primarily attributable to sales commissions and variable leases reflecting the growth in the ZEGNA brand DTC channel, in particular in EMEA and Americas, (b) investments in information technology and digital transformation projects, partially offset by (c) a decrease in certain discretionary costs, and (d) a positive impact from foreign currency exchange rates during the period, primarily due to the appreciation of the Euro against several currencies in which the segment operates, and mainly the U.S. Dollar, the Chinese Renminbi and Japanese Yen. In 2025, selling, general and administrative expenses for the Zegna segment include €3,184 thousand relating to provisions for expected losses on trade receivables from Saks Global, following its voluntary filing for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2026.

2024 compared to 2023

Adjusted EBIT for the Zegna segment amounted to €187,598 thousand for the year ended December 31, 2024, a decrease of €5,868 thousand or -3.0% compared to €193,466 thousand for the year ended December 31, 2023. Adjusted EBIT Margin was 13.9% and 14.6%, respectively.

The decrease in Adjusted EBIT for the Zegna segment was primarily attributable to:

(i) an increase in selling, general and administrative expenses driven by (a) higher costs to support the expansion of the ZEGNA brand with 28 net store openings at December 31, 2024 compared to December 31, 2023, including costs to convert 16 stores in South Korea from wholesale to DTC starting from January 1, 2024 and (b) costs incurred for business and organizational development, including hiring new personnel and a global retail convention for ZEGNA

DTC sales personnel that was held in Milan in the first half of 2024 (no such event was held in 2023), as well as investments in information technology and digital transformation projects, and

partially offset by:

(ii) higher revenues of €26,794 thousand as further described above, and

(iii) an improved gross profit margin due to a higher proportion of DTC sales, which have higher margins compared to wholesale.

Aligned with its brand strategy, the Zegna segment continued investing significantly in marketing activities in 2024, with a particular focus on enhancing the brand experience and engagement for the ZEGNA brand. Selected initiatives during 2024 included the following:

(i) Milan Design Week 2024 – Salone del Mobile. During the Milan Design Week, ZEGNA significantly enhanced its brand presence and visibility by hosting an immersive exhibition at its headquarters and unveiling the new flowerbeds in Piazza del Duomo. This initiative is part of ZEGNA's role as the official curator of the iconic Piazza Duomo flowerbeds for the next three years;

(ii) the launch of the special edition BORN IN OASI ZEGNA book which recalls over 100 years of the brand's heritage, and

(iii) two VILLA ZEGNA events, in Shanghai and New York, reflecting ZEGNA's new approach to interacting with customers by offering immersive experiences connected with the brand.

Thom Browne segment

The following table sets forth revenues, Adjusted EBIT and Adjusted EBIT Margin of the Thom Browne segment for the years ended December 31, 2025, 2024 and 2023 (before intersegment eliminations).

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Revenues (before intersegment eliminations)	268,899	314,818	380,287	(45,919)	(14.6%)	(65,469)	(17.2%)
Adjusted EBIT	952	27,319	58,969	(26,367)	(96.5%)	(31,650)	(53.7%)
Adjusted EBIT Margin	0.4%	8.7%	15.5%				

Revenues

2025 compared to 2024

Revenues (before intersegment eliminations) for the Thom Browne segment for the year ended December 31, 2025 amounted to €268,899 thousand, a decrease of €45,919 thousand or -14.6% (-12.1% Organic), compared to €314,818 thousand for the year ended December 31, 2024.

The decrease in revenues (before intersegment eliminations) for the Thom Browne segment was primarily attribute to:

(i) a decrease in the wholesale branded channel of €51,346 thousand or -39.9% (-39.7% Organic), primarily reflecting the decision to increase focus on the DTC channel while streamlining the wholesale business;

partially offset by:

(ii) an increase in the DTC channel of €5,427 thousand or +2.9% (+7.9% Organic), reflecting the expansion of the DTC store network with 7 net store openings (123 DTC stores at December 31, 2025 compared to 116 DTC stores at

December 31, 2024), including stores in New York (Madison Avenue), Palm Beach, Los Angeles and Tokyo Ginza, as well as the conversion from wholesale to DTC of 6 stores in Canada in the second half of 2024, partially offset by the performance in the Greater China Region, which continued to be impacted by challenges for the luxury sector, and the Group's decision to optimize its DTC network in the region.

2024 compared to 2023

Revenues (before intersegment eliminations) for the Thom Browne segment for the year ended December 31, 2024 amounted to €314,818 thousand, a decrease of €65,469 thousand or -17.2% (-20.8% Organic), compared to €380,287 thousand for the year ended December 31, 2023.

The decrease in revenues (before intersegment eliminations) for the Thom Browne segment was primarily attribute to:

(i) a decrease in the wholesale branded channel of €68,113 thousand or -34.6% (-33.2% Organic), primarily reflecting the decision to streamline the wholesale business and the conversion of 17 stores from wholesale to DTC following the acquisition of the Thom Browne business in South Korea in the second half of 2023;

partially offset by:

(ii) an increase in the DTC channel of €2,644 thousand or +1.4% (-7.6% Organic), driven by strong performance in Japan, an increase of €21,785 thousand from the Thom Browne business in South Korea, which was acquired in the second half of 2023 and its 17 stores were subsequently converted from wholesale to DTC following an agreement with the former franchise partner, as well as an expansion of the store network with 30 net DTC store openings (116 DOSs at December 31, 2024 compared to 86 DOSs at December 31, 2023, which included the conversion from wholesale to DTC of the Saks Fifth Avenue store in New York, as well as the conversion of 13 Nordstrom stores in the United States and 6 Holt Renfrew stores in Canada, the majority of which are significantly smaller than the average store size in the brand's DTC network), partially offset by performance in the Greater China Region which continued to be impacted by challenging conditions for the luxury sector.

Adjusted EBIT and Adjusted EBIT Margin

2025 compared to 2024

Adjusted EBIT for the Thom Browne segment amounted to €952 thousand for the year ended December 31, 2025, a decrease of €26,367 thousand or -96.5% compared to €27,319 thousand for the year ended December 31, 2024. Adjusted EBIT Margin was 0.4% and 8.7%, respectively.

The decrease in Adjusted EBIT for the Thom Browne segment was primarily attributable to:

(i) lower revenues of €45,919 thousand as further described above;

partially offset by:

(ii) an improved gross profit margin due to a higher proportion of DTC sales as described above, which have higher gross profit margins compared to wholesale, and

(iii) a decrease in selling, general and administrative expenses primarily driven by (a) lower costs relating to long-term incentives to management (including equity-settled share-based payments), (b) the effects of actions taken by management to prudently manage and contain costs in light of the challenging conditions currently impacting the luxury sector, which resulted in a decrease in certain discretionary costs, and (c) a positive impact from foreign currency exchange rates during the period, primarily due to the appreciation of the Euro against several currencies in which the segment operates, and mainly the U.S. Dollar, the Chinese Renminbi, the Japanese Yen and the South Korean Won, partially offset by (d) higher costs to support the expansion of the Thom Browne DTC channel, including 7 net store openings (123 DTC stores at December 31, 2025 compared to 116 DTC stores at December 31, 2024). In 2025, selling, general and administrative expenses for the Thom Browne segment include €2,152 thousand

relating to provisions for expected losses on trade receivables from Saks Global, following its voluntary filing for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2026.

2024 compared to 2023

Adjusted EBIT for the Thom Browne segment amounted to €27,319 thousand for the year ended December 31, 2024, a decrease of €31,650 thousand or -53.7% compared to €58,969 thousand for the year ended December 31, 2023. Adjusted EBIT Margin was 8.7% and 15.5%, respectively.

The decrease in Adjusted EBIT for the Thom Browne segment was primarily attributable to:

(i) lower revenues of €65,469 thousand as further described above;

(ii) higher selling, general and administrative expenses to support the expansion of the DTC network with 30 net store openings at December 31, 2024 compared to December 31, 2023, including costs for the aforementioned conversion of 17 stores from wholesale to DTC in the second half of 2023 following the acquisition of the Thom Browne business in South Korea and the conversion in 2024 of the Saks Fifth Avenue store in New York, as well as 13 Nordstrom stores in the United States and 6 Holt Renfrew stores in Canada, and

(iii) a marginal increase in marketing expenses. Selected marketing-related initiatives during 2024 included the following:

(a) Milan Design Week 2024 – Thom Browne hosted a unique installation to announce the launch of its home furnishing collection through a collaboration with Frette, a 160-year-old Italian label, and

(b) Fashion shows – In 2024, Thom Browne presented two Fashion shows, the first during the New York Fashion week and the second during the Fall Couture week in Paris, with an immersive experience centered on the muslin fabric and with influences of the Olympic games.

partially offset by:

(iv) lower write-downs of inventory driven by improved inventory management, and

(v) lower costs for long-term incentives to management and variable remuneration.

Tom Ford Fashion segment

The following table sets forth revenues, Adjusted EBIT and Adjusted EBIT Margin of the Tom Ford Fashion segment for the years ended December 31, 2025, 2024 and 2023 (before intersegment eliminations).

	For the years ended December 31,			Increase/(Decrease)			
(€ thousands, except percentages)	**2025**	**2024**	**2023**	**2025 vs 2024**	**%**	**2024 vs 2023**	**%**
Revenues (before intersegment eliminations)	317,056	314,514	235,544	2,542	0.8%	78,970	33.5%
Adjusted EBIT	(15,539)	(10,116)	(1,741)	(5,423)	(53.6%)	(8,375)	(481.0%)
Adjusted EBIT Margin	(4.9%)	(3.2%)	(0.7%)				

Revenues

2025 compared to 2024

Revenues (before intersegment eliminations) for the Tom Ford Fashion segment amounted to €317,056 thousand for the year ended December 31, 2025, an increase of €2,542 thousand or +0.8% (+3.1% Organic), compared to €314,514 thousand for the year ended December 31, 2024.

The increase in revenues (before intersegment eliminations) for the Tom Ford Fashion segment was primarily attributable to:

(i) an increase in the DTC channel of €11,913 thousand or +5.9% (+9.8% Organic), reflecting (a) the positive performance of existing stores, (b) the benefit of full year contribution in 2025 of several stores that were opened during the 2024, including several conversions from wholesale to DTC, and (c) the expansion of the DTC store network with 2 net store openings in 2025 (66 DTC stores at December 31, 2025 compared to 64 DTC stores at December 31, 2024);

partially offset by:

(ii) a decrease in the wholesale branded channel of €9,371 thousand or -8.2% (-8.3% Organic), primarily reflecting (a) the strategy to strengthen direct control over distribution, including the conversion of several stores from wholesale to DTC, and (b) lower sales to Saks Global following changes in the customer's operating and financial circumstances.

2024 compared to 2023

Revenues (before intersegment eliminations) for the Tom Ford Fashion segment amounted to €314,514 thousand for the year ended December 31, 2024, an increase of €78,970 thousand or +33.5% (-0.7% Organic), compared to €235,544 thousand for the year ended December 31, 2023.

The increase in revenues (before intersegment eliminations) for the Tom Ford Fashion segment was primarily attributable to:

(i) an increase in the DTC channel of €64,011 thousand or +47.0% (+5.1% Organic), primarily benefiting from a full year contribution in 2024 compared to eight months and two days in 2023 following completion of the TFI Acquisition on April 28, 2023, and +5.1% Organic Growth driven by positive performance in the United States and EMEA, as well as the expansion of the DTC store network with 13 net store openings (64 DTC stores at December 31, 2024 compared to 51 DTC stores at December 31, 2023), and

(ii) an increase in the wholesale branded channel of €14,959 thousand or +15.1% (-8.5% Organic), primarily benefiting from a full year contribution in 2024 compared to eight months and two days in 2023 following completion of the TFI Acquisition on April 28, 2023, while Organic Growth was -8.5% primarily due to the conversion of two wholesale stores into retail in the third quarter of 2024 (Harrods in London (men) and Saks Fifth Avenue in New York (women)), as well as lower shipments for the Fall/Winter 2024 collection ahead of the new collection revealed in March 2025 by the new creative director, Haider Ackermann.

Adjusted EBIT and Adjusted EBIT Margin

2025 compared to 2024

Adjusted EBIT for the Tom Ford Fashion segment amounted to €(15,539) thousand for the year ended December 31, 2025, a decrease of €5,423 thousand compared to €(10,116) thousand for the year ended December 31, 2024. Adjusted EBIT Margin was (4.9%) and (3.2%), respectively.

The decrease in Adjusted EBIT for the Tom Ford Fashion segment was primarily attributable to:

(i) an increase in selling, general and administrative expenses primarily driven by (a) higher costs to support the expansion of the DTC network, reflecting a full period of operating costs in 2025 for stores that were opened in 2024 (13 net store openings) and 2 net store openings in 2025, (b) a full period of certain operating costs relating to investments made throughout 2024 to reinforce business functions and processes, and (c) investments in information technology and digital transformation projects, partially offset by (d) a positive impact from foreign currency exchange rates during the period, primarily due to the appreciation of the Euro against several currencies in which the segment operates, and mainly the U.S. Dollar. In 2025, selling, general and administrative expenses for the Tom Ford Fashion segment include €4,741 thousand relating to provisions for expected losses on trade receivables from

Saks Global, following its voluntary filing for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2026;

partially offset by:

(iii) higher revenues of €2,542 thousand as further described above, and

(iv) lower costs relating to the acquisition method of accounting for the TFI Acquisition, which were zero in 2025 compared to €3,591 thousand in 2024 impacting cost of sales.

2024 compared to 2023

Adjusted EBIT for the Tom Ford Fashion segment amounted to €(10,116) thousand for the year ended December 31, 2024, a decrease of €8,375 thousand compared to €(1,741) thousand for the year ended December 31, 2023. Adjusted EBIT Margin was (3.2%) and (0.7%), respectively.

The decrease in Adjusted EBIT for the Tom Ford Fashion segment was primarily attributable to:

(i) an increase in selling, general and administrative expenses reflecting (a) a full year contribution in 2024 compared to eight months and two days in 2023 and (b) additional costs for integration, business expansion (13 net DTC store openings, partially offset by 6 net wholesale store closures), and to reinforce corporate governance, retail and other business functions, as well as to increase personnel subsequent to the TFI Acquisition in April 2023, and

(ii) higher marketing expenses reflecting a full year contribution in 2024 compared to eight months and two days in 2023. Selected marketing-related initiatives during 2024 included the following:

(a) Fashion shows – In February 2024, TOM FORD hosted a fashion show in Milan, during the Milan fashion week, and

(b) Events – Throughout the year, TOM FORD FASHION hosted various in-store events to celebrate key openings, including the October event for the launch of the China World Chinese flagship.

partially offset by:

(iii) higher revenues of €78,970 thousand as further described above.

Corporate

Corporate includes costs for certain central corporate functions that are not directly attributable to the Group's operating segments. These corporate costs amounted to €19,044 thousand, €19,977 thousand and €30,423 thousand for the years ended December 31, 2025, 2024 and 2023. The decrease in corporate costs in 2025 compared to 2024 is mainly due to lower costs related to insurance coverage for directors and officers.

Corporate costs primarily relate to the compensation of the Group's Board of Directors and costs for functions that are managed centrally on behalf of the entire Group, including general counsel, central finance, internal audit, investor relations, insurance coverage for directors and officers, compliance and certain other centralized activities, such as those related to being a public company, for which the costs are not allocated to the segments. Certain other costs to reinforce the corporate governance and certain functions within the Group are directly attributable to individual segments and were allocated accordingly to the operating segments, as further described in *"—Zegna segment", "—Thom Browne segment"* and *"—Tom Ford Fashion segment"* above.

K. Critical accounting estimates

Please refer to *Note 4 — Key sources of estimation uncertainty, use of estimates and critical accounting judgments —Use of estimates* to the Consolidated Financial Statements included elsewhere in this annual report for information relating to the critical accounting estimates applicable to the Group.

L. Non-IFRS financial measures

The Group's management monitors and evaluates operating and financial performance using several non-IFRS financial measures including: adjusted earnings before interest and taxes ("Adjusted EBIT"), Adjusted EBIT Margin, adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), Adjusted Profit, Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share, Net Financial Indebtedness/(Cash Surplus), Trade Working Capital, Free Cash Flow, revenues on a constant currency basis (Constant Currency) and revenues on an organic growth basis (Organic or Organic Growth). The Group's management believes that these non-IFRS financial measures provide useful and relevant information regarding the Group's financial performance and financial condition, and improve the ability of management and investors to assess and compare the financial performance and financial position of the Group with those of other companies. They also provide comparable measures that facilitate management's ability to identify operational trends, as well as make decisions regarding future spending, resource allocations and other strategic and operational decisions. While similar measures are widely used in the industry in which the Group operates, the financial measures that the Group uses may not be comparable to other similarly named measures used by other companies nor are they intended to be substitutes for measures of financial performance or financial position as prepared in accordance with IFRS Accounting Standards. A definition, explanation of relevance and a reconciliation of each non-IFRS financial measure to the most directly comparable measure calculated and presented in accordance with IFRS Accounting Standards are set out below.

Adjusted EBIT and Adjusted EBIT Margin

Adjusted EBIT is defined as profit or loss before income taxes plus financial income, financial expenses, foreign exchange gains and losses, and the result from investments accounted for using the equity method, adjusted for income and costs which are significant in nature and that management considers not reflective of underlying operating activities, including, for one or all of the periods presented and as further described below, net impairment of leased and owned stores, severance indemnities and provisions for severance expenses, legal costs for trademark dispute, transaction costs related to acquisitions, costs related to the Business Combination, special donations for social responsibility and net income related to lease agreements.

Adjusted EBIT Margin is defined as Adjusted EBIT divided by revenues of the applicable period.

The Group's management uses Adjusted EBIT and Adjusted EBIT Margin for internal reporting to assess performance and as part of the forecasting, budgeting and decision-making processes as they provide additional transparency regarding the Group's underlying operating performance. The Group's management believes these non-IFRS financial measures are useful because they exclude items that management believes are not indicative of the Group's underlying operating performance and allow management to view operating trends, perform analytical comparisons and benchmark performance between periods and among segments. The Group's management also believes that Adjusted EBIT and Adjusted EBIT Margin are useful for investors and analysts to better understand how management assesses the Group's underlying operating performance on a consistent basis and to compare the Group's performance with that of other companies. Accordingly, management believes that Adjusted EBIT and Adjusted EBIT Margin provide useful information to third party stakeholders in understanding and evaluating the Group's operating results.

The following table presents a reconciliation of Profit to Adjusted EBIT and the calculation of the Profit Margin and the Adjusted EBIT Margin for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,		
(€ thousands, except percentages)	**2025**	**2024**	**2023**
Profit	**109,487**	**90,861**	**135,661**
Income taxes	30,555	39,747	33,433
Financial income	(41,509)	(26,028)	(37,282)
Financial expenses	50,471	51,995	68,121
Foreign exchange (gains)/losses	(9,000)	11,338	5,262
Result from investments accounted for using the equity method	(524)	(1,061)	2,953
Operating profit	**139,480**	**166,852**	**208,148**
Adjustments:			
Net impairment of leased and owned stores [(1)]	15,039	11,196	1,782
Severance indemnities and provisions for severance expenses [(2)]	7,999	4,878	4,002
Legal costs for trademark dispute [(3)]	442	1,061	2,168
Transaction costs related to acquisitions [(4)]	—	33	6,001
Costs related to the Business Combination [(5)]	—	—	2,140
Special donations for social responsibility [(6)]	—	—	100
Net income related to lease agreements [(7)]	—	—	(4,129)
Adjusted EBIT	**162,960**	**184,020**	**220,212**
Revenues	1,916,947	1,946,647	1,904,549
Profit Margin (Profit / Revenues)	**5.7%**	**4.7%**	**7.1%**
Adjusted EBIT Margin (Adjusted EBIT / Revenues)	**8.5%**	**9.5%**	**11.6%**

(1) Relates to net impairment of leased and owned stores for 2025, 2024, 2023 includes:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Right-of-use assets	9,941	7,905	832
Property, plant and equipment	5,026	3,233	915
Intangible assets	72	58	35
Total net impairment of leased and owned stores	**15,039**	**11,196**	**1,782**

(2) Relates to severance indemnities of €7,999 thousand, €4,878 thousand and €4,002 thousand in 2025, 2024 and 2023, respectively.

(3) Relates to legal costs of €442 thousand, €1,061 thousand (net of reimbursements) and €2,168 thousand in 2025, 2024 and 2023 respectively, in connection with a legal dispute between Adidas AG and Thom Browne, primarily in relation to the use of trademarks.

(4) Relates to transaction costs of €33 thousand and €6,001 thousand in 2024 and 2023, respectively, primarily for consultancy and legal fees related to the Group's acquisition of the ZEGNA business in South Korea (2024 and 2023), the acquisition of the Thom Browne business in South Korea (2023), the TFI Acquisition (2023) and the acquisition of a 25% interest in Norda Run (2023).

(5) Costs related to the Business Combination of €2,140 thousand in 2023, relate to the grant of equity awards to management in 2021 with vesting subject to the public listing of the Company's shares and certain other performance and/or service conditions.

(6) Relates to donations to support initiatives related to humanitarian emergencies in Turkey in 2023 (€100 thousand).

(7) Net income related to lease agreements of €4,129 thousand in 2023 relates to the derecognition of lease liabilities following a change in terms of a lease agreement in Hong Kong.

Adjusted EBITDA

Adjusted EBITDA is defined as profit or loss before income taxes plus financial income, financial expenses, foreign exchange gains and losses, depreciation, amortization and impairment of assets, and the result from investments accounted for using the equity method, adjusted for income and costs which are significant in nature and that management considers not

reflective of underlying operating activities, including, for one or all of the periods presented and as further described below, severance indemnities and provisions for severance expenses, legal costs for trademark dispute, transaction costs related to acquisitions, costs related to the Business Combination, special donations for social responsibility and net income related to lease agreements.

The Group's management uses Adjusted EBITDA to understand and evaluate the Group's underlying operating performance. The Group's management believes this non-IFRS financial measure is useful because it excludes items that management believes are not indicative of the Group's underlying operating performance and allows management to view operating trends, perform analytical comparisons and benchmark performance between periods. The Group's management also believes that Adjusted EBITDA is useful for investors and analysts to better understand how management assesses the Group's underlying operating performance on a consistent basis and to compare the Group's performance with that of other companies. Accordingly, management believes that Adjusted EBITDA provides useful information to third party stakeholders in understanding and evaluating the Group's operating result.

The following table presents a reconciliation of Profit to Adjusted EBITDA for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Profit	**109,487**	**90,861**	**135,661**
Income taxes	30,555	39,747	33,433
Financial income	(41,509)	(26,028)	(37,282)
Financial expenses	50,471	51,995	68,121
Foreign exchange (gains)/losses	(9,000)	11,338	5,262
Depreciation, amortization and impairment of assets	259,923	235,950	194,952
Result from investments accounted for using the equity method	(524)	(1,061)	2,953
Severance indemnities and provisions for severance expenses [(1)]	7,999	4,878	4,002
Legal costs for trademark dispute [(2)]	442	1,061	2,168
Transaction costs related to acquisitions [(3)]	—	33	6,001
Costs related to the Business Combination [(4)]	—	—	2,140
Special donations for social responsibility [(5)]	—	—	100
Net income related to lease agreements [(6)]	—	—	(4,129)
Adjusted EBITDA	**407,844**	**408,774**	**413,382**

(1) Relates to severance indemnities of €7,999 thousand, €4,878 thousand and €4,002 thousand in 2025, 2024 and 2023, respectively.

(2) Relates to legal costs of €442 thousand, €1,061 thousand (net of reimbursements) and €2,168 thousand in 2025, 2024 and 2023 respectively, in connection with a legal dispute between Adidas AG and Thom Browne, primarily in relation to the use of trademarks.

(3) Relates to transaction costs of €33 thousand and €6,001 thousand in 2024 and 2023, respectively, primarily for consultancy and legal fees related to the Group's acquisition of the ZEGNA business in South Korea (2024 and 2023), the acquisition of the Thom Browne business in South Korea (2023), the TFI Acquisition (2023) and the acquisition of a 25% interest in Norda Run (2023).

(4) Costs related to the Business Combination of €2,140 thousand in 2023, relate to the grant of equity awards to management in 2021 with vesting subject to the public listing of the Company's shares and certain other performance and/or service conditions.

(5) Relates to donations to support initiatives related to humanitarian emergencies in Turkey in 2023 (€100 thousand).

(6) Net income related to lease agreements of €4,129 thousand in 2023 relates to the derecognition of lease liabilities following a change in terms of a lease agreement in Hong Kong.

Adjusted Profit

Adjusted Profit is defined as Profit adjusted for income and costs (net of related tax effects) which are significant in nature and that management considers not reflective of underlying activities, including, for one or all of the periods presented and as further described below, net impairment of leased and owned stores, severance indemnities and provisions for

severance expenses, legal costs for trademark dispute, transaction costs related to acquisitions, costs related to the Business Combination, special donations for social responsibility, net income related to lease agreements and a gain on disposal of investment, as well as the tax effects of the adjusting items.

The Group's management uses Adjusted Profit to understand and evaluate the Group's underlying performance. The Group's management believes this non-IFRS financial measure is useful because it excludes items that management believes are not indicative of the Group's underlying performance and allows management to view performance trends, perform analytical comparisons and benchmark performance between periods. The Group's management also believes that Adjusted Profit is useful for investors and analysts to better understand how management assesses the Group's underlying performance on a consistent basis and to compare the Group's performance with that of other companies. Accordingly, management believes that Adjusted Profit provides useful information to third party stakeholders in understanding and evaluating the Group's results.

The following table presents a reconciliation of Profit to Adjusted Profit for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Profit	**109,487**	**90,861**	**135,661**
Net impairment of leased and owned stores [(1)]	15,039	11,196	1,782
Severance indemnities and provisions for severance expenses [(2)]	7,999	4,878	4,002
Legal costs for trademark dispute [(3)]	442	1,061	2,168
Transaction costs related to acquisitions [(4)]	—	33	6,001
Costs related to the Business Combination [(5)]	—	—	2,140
Special donations for social responsibility [(6)]	—	—	100
Net income related to lease agreements [(7)]	—	—	(4,129)
Gain on disposal of investment [(8)]	—	(7,582)	—
Tax effects on adjusting items [(9)]	(3,325)	(2,671)	(2,490)
Adjusted Profit	**129,642**	**97,776**	**145,235**

(1) Relates to net impairment of leased and owned stores for 2025, 2024, 2023 includes:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Right-of-use assets	9,941	7,905	832
Property, plant and equipment	5,026	3,233	915
Intangible assets	72	58	35
Total net impairment of leased and owned stores	**15,039**	**11,196**	**1,782**

(2) Relates to severance indemnities of €7,999 thousand, €4,878 thousand and €4,002 thousand in 2025, 2024 and 2023, respectively.

(3) Relates to legal costs of €442 thousand, €1,061 thousand (net of reimbursements) and €2,168 thousand in 2025, 2024 and 2023, respectively, in connection with a legal dispute between Adidas AG and Thom Browne, primarily in relation to the use of trademarks.

(4) Relates to transaction costs of €33 thousand and €6,001 thousand in 2024 and 2023, respectively, primarily for consultancy and legal fees related to the Group's acquisition of the ZEGNA business in South Korea (2024 and 2023), the acquisition of the Thom Browne business in South Korea (2023), the TFI Acquisition (2023) and the acquisition of a 25% interest in Norda Run (2023).

(5) Costs related to the Business Combination of €2,140 thousand in 2023, relate to the grant of equity awards to management in 2021 with vesting subject to the public listing of the Company's shares and certain other performance and/or service conditions.

(6) Relates to donations to support initiatives related to humanitarian emergencies in Turkey in 2023 (€100 thousand).

(7) Net income related to lease agreements of in 2023 of €4,129 thousand relates to the derecognition of lease liabilities following a change in terms of a lease agreement in Hong Kong.

(8) Relates to a gain of €7,582 thousand from the disposal of a 45% interest in Sharmoon.EZ.Garments Co. Ltd, which was previously fully impaired by the Group due to a dispute with the other shareholder.

(9) Includes the tax effects of the aforementioned adjustments, calculated as the current and deferred tax effects of pre-tax items excluded from Adjusted Profit using the statutory tax rates related to the jurisdiction that was impacted by the adjustment, after considering if such items are deductible or taxable, the impact of any temporary differences and the ultimate recoverability of deferred tax assets, if applicable.

Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share

Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share are defined as basic earnings per share and diluted earnings per share adjusted for income and costs (net of related tax effects) which are significant in nature and that management considers not reflective of underlying activities, including, for one or all of the periods presented and as further described below, net impairment of leased and owned stores, severance indemnities and provisions for severance expenses, legal costs for trademark dispute, transaction costs related to acquisitions, costs related to the Business Combination, special donations for social responsibility, net income related to lease agreements and a gain on disposal of investment, as well as the tax effects of the adjusting items and excluding the impact of non-controlling interests on the adjusting items.

The Group's management uses Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share to understand and evaluate the Group's underlying performance. The Group's management believes this non-IFRS financial measure is useful because it excludes items that it does not believe are indicative of its underlying performance and allows it to view operating trends, perform analytical comparisons and benchmark performance between periods. Accordingly, management believes that Adjusted Basic and Diluted Earnings per Share provides useful information to third party stakeholders in understanding and evaluating the Group's results.

The following table presents a reconciliation of Profit to Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,		
(€ thousands, except per share data)	**2025**	**2024**	**2023**
Profit	**109,487**	**90,861**	**135,661**
Net impairment of leased and owned stores [(1)]	15,039	11,196	1,782
Severance indemnities and provisions for severance expenses [(2)]	7,999	4,878	4,002
Legal costs for trademark dispute [(3)]	442	1,061	2,168
Transaction costs related to acquisitions [(4)]	—	33	6,001
Costs related to the Business Combination [(5)]	—	—	2,140
Special donations for social responsibility [(6)]	—	—	100
Net income related to lease agreements [(7)]	—	—	(4,129)
Gain on disposal of investment [(8)]	—	(7,582)	—
Tax effects on adjusting items [(9)]	(3,325)	(2,671)	(2,490)
Adjusted Profit	**129,642**	**97,776**	**145,235**
Impact of non-controlling interests [(10)]	11,166	14,199	14,327
Adjusted Profit attributable to shareholders of the Parent Company	**118,476**	**83,577**	**130,908**
Weighted average number of shares for basic earnings per share	259,598,645	251,531,105	247,015,882
Basic earnings per share in €	**0.38**	**0.31**	**0.49**
Adjusted Basic Earnings per Share in €	**0.46**	**0.33**	**0.53**
Weighted average number of shares for diluted earnings per share	261,471,986	254,239,096	252,363,769
Diluted earnings per share in €	**0.38**	**0.30**	**0.48**
Adjusted Diluted Earnings per Share in €	**0.45**	**0.33**	**0.52**

(1) Relates to net impairment of leased and owned stores for 2025, 2024, 2023 includes

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Right-of-use assets	9,941	7,905	832
Property, plant and equipment	5,026	3,233	915
Intangible assets	72	58	35
Total net impairment of leased and owned stores	**15,039**	**11,196**	**1,782**

(2) Relates to severance indemnities of €7,999 thousand, €4,878 thousand and €4,002 thousand in 2025, 2024 and 2023, respectively.

(3) Relates to legal costs of €442 thousand, €1,061 thousand and €2,168 thousand in 2025, 2024 and 2023 respectively, in connection with a legal dispute between adidas and Thom Browne, primarily in relation to the use of trademarks.

(4) Relates to transaction costs of €33 thousand and €6,001 thousand in 2024 and 2023, respectively, primarily for consultancy and legal fees related to the Group's acquisition of the ZEGNA business in South Korea (2024 and 2023), the TFI Acquisition (2023) and the acquisition of a 25% interest in Norda Run (2023).

(5) Costs related to the Business Combination of €2,140 thousand in 2023, relate to the grant of equity awards to management in 2021 with vesting subject to the public listing of the Company's shares and certain other performance and/or service conditions.

(6) Relates to donations to support initiatives related to humanitarian emergencies in Turkey in 2023 (€100 thousand);

(7) Net income related to lease agreements of in 2023 of €4,129 thousand relates to the derecognition of lease liabilities following a change in terms of a lease agreement in Hong Kong.

(8) Relates to a gain of €7,582 thousand from the disposal of a 45% interest in Sharmoon.EZ.Garments Co. Ltd, which was previously fully impaired by the Group due to a dispute with the other shareholder.

(9) Includes the tax effects of the aforementioned adjustments, calculated as the current and deferred tax effects of pre-tax items excluded from Adjusted Basic Earnings per Share and Adjusted Diluted Earnings per Share using the statutory tax rates related to the jurisdiction that was impacted by the adjustment, after considering if such items are

deductible or taxable, the impact of any temporary differences and the ultimate recoverability of deferred tax assets, if applicable.

(10) Represents the Profit attributable to non-controlling interests plus the impact of non-controlling interests on the adjusting items.

Net Financial Indebtedness/(Cash Surplus)

Net Financial Indebtedness/(Cash Surplus) is defined as the sum of financial borrowings (current and non-current) and derivative financial instrument liabilities, net of cash and cash equivalents, derivative financial instrument assets and securities (recorded within other current financial assets in the consolidated statement of financial position).

The Group's management believes that Net Financial Indebtedness/(Cash Surplus) is useful to monitor the level of net liquidity and financial resources available to the Group. The Group's management believes this non-IFRS financial measure aids management, investors and analysts to analyze the Group's financial position and financial resources available, and to compare the Group's financial position and financial resources available with that of other companies.

The following table sets forth the calculation of Net Financial Indebtedness/(Cash Surplus) at December 31, 2025 and 2024.

	At December 31,	
(€ thousands)	**2025**	**2024**
Non-current borrowings	162,123	196,401
Current borrowings	84,066	177,166
Derivative financial instruments — Liabilities	4,576	15,138
Total borrowings and derivative financial instruments	**250,765**	**388,705**
Cash and cash equivalents	(220,121)	(219,130)
Derivative financial instruments — Assets	(7,055)	(1,711)
Other current financial assets (Securities)	(75,682)	(73,639)
Total cash and cash equivalents, derivatives financial instruments and other current financial assets (Securities)	**(302,858)**	**(294,480)**
Net Financial Indebtedness/(Cash Surplus)	**(52,093)**	**94,225**

For additional details relating to Net Financial Indebtedness/(Cash Surplus) see *"3.2.4. Liquidity and Capital Resources—E. Net Financial Indebtedness/(Cash Surplus)."*

Trade Working Capital

Trade Working Capital is defined as current assets less current liabilities adjusted for derivative assets and liabilities, tax receivables and liabilities, cash and cash equivalents, borrowings, lease liabilities, and certain other current assets and liabilities.

The Group's management uses Trade Working Capital to understand and evaluate the Group's liquidity generation/ absorption. The Group's management believes this non-IFRS financial measure is important supplemental information for investors in evaluating liquidity in that it provides insight into the availability of net current resources to fund our ongoing operations. Trade Working Capital is a measure used by management in internal evaluations of cash availability and operational performance.

The following table presents the calculation of Trade Working Capital at December 31, 2025 and 2024.

	At December 31,	
(€ thousands)	**2025**	**2024**
Current assets	1,190,213	1,206,162
Current liabilities	(750,392)	(852,885)
Working capital	**439,821**	**353,277**
Less:		
Derivative financial instruments - Assets	7,055	1,711
Tax receivables	33,142	32,505
Other current financial assets	77,432	77,269
Other current assets	118,473	105,742
Cash and cash equivalents	220,121	219,130
Current borrowings	(84,066)	(177,166)
Current lease liabilities	(140,937)	(142,957)
Derivative financial instruments - Liabilities	(4,576)	(15,138)
Current provisions for risks and charges	(23,098)	(16,792)
Tax liabilities	(26,762)	(32,389)
Other current liabilities	(144,708)	(158,672)
Trade Working Capital	**407,745**	**460,034**
of which trade receivables	*227,087*	*248,790*
of which inventories	*506,903*	*521,015*
of which trade payables and customer advances	*(326,245)*	*(309,771)*

Trade Working Capital decreased by €52,289 thousand to €407,745 thousand at December 31, 2025 compared to €460,034 thousand at December 31, 2024, driven by lower trade receivables of €21,703 thousand, lower inventories of €14,112 thousand and higher trade payables and customer advances of €16,474 thousand. The increase in trade payables and customer advances was primarily attributable to higher advances received from retail customers and the timing of supplier payments. The decrease in trade receivables was primarily attributable to foreign currency impact, as well as an increase in the loss allowance, while the decrease in inventories was also primarily attributable to foreign currency impact, as well as by lower finished goods primarily reflecting management's actions to optimize inventory levels across all brands, partially offset by higher purchases of premium raw materials and accessories with higher unit costs.

Free Cash Flow

Free Cash Flow is defined as net cash flows from operating activities less payments for property, plant and equipment (net of proceeds from disposals), intangible assets, right-of-use assets and lease liabilities.

The Group's management believes that Free Cash Flow is a useful metric for management, investors and analysts to assess the Group's ability to generate cash, including in comparison to other companies. Free Cash Flow should not be considered representative of residual cash flows available for discretionary purposes.

The following table presents the Free Cash Flow for the years ended December 31, 2025, 2024 and 2023:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Net cash flows from operating activities	335,559	279,129	275,382
Payments for property, plant and equipment	(80,504)	(100,104)	(57,034)
Payments for intangible assets	(22,392)	(25,425)	(20,843)
Payments for right-of-use assets	(2,917)	—	—
Payments of lease liabilities	(147,671)	(143,549)	(125,732)
Free Cash Flow	**82,075**	**10,051**	**71,773**

For an explanation of the drivers in Free Cash Flow, see *"3.2.4. Liquidity and Capital Resources—B. Cash Flows"* above.

Revenues on a constant currency basis (Constant Currency)

In addition to presenting our revenues on a current currency basis, we also present certain revenue information on a constant currency basis (Constant Currency), which excludes the effects of foreign currency translation from our subsidiaries with functional currencies different from the Euro.

We calculate Constant Currency revenues by applying the current period average foreign currency exchange rates to translate prior period revenues of foreign subsidiaries expressed in local functional currencies different than the Euro.

We use revenues on a Constant Currency basis to analyze how our underlying revenues have changed between periods independent of the effects of foreign currency translation.

Revenues on a Constant Currency basis are not a substitute for revenues on a current currency basis or any IFRS-related measures, however we believe that revenues excluding the impact of foreign currency translation provide additional useful information to management and to investors in analyzing and evaluating our revenues and operating performance.

Revenues on an organic growth basis (Organic or Organic Growth)

In addition to presenting our revenues on a current currency basis, we also present certain revenue information on an organic growth basis (Organic or Organic Growth). Organic Growth is calculated as the change in revenues from period to period, excluding the effects of (a) foreign exchange, (b) acquisitions and disposals and (c) changes in license agreements where the Group operates as a licensee.

In calculating Organic performance, the following adjustments are made to revenues:

(a) Foreign exchange – Current period average foreign currency exchange rates are used to translate prior period revenues of foreign subsidiaries expressed in local functional currencies different than the Euro.
(b) Acquisitions and disposals – Revenues generated by businesses and operations acquired in the current year are excluded. Revenues generated by businesses and operations acquired in the prior year are excluded from the current year for the same period that corresponds to the pre-acquisition period in the prior year. Additionally, where a business or operation was a customer prior to an acquisition, the related pre-acquisition revenues are excluded from the current and prior periods. Revenues generated by businesses and operations disposed of in the current year or prior year are excluded from both periods as applicable.
(c) Changes in license agreements where the Group operates as a licensee – Revenues generated from license agreements where the Group operates as a licensee that are new or terminated in the current year or prior year are excluded from both periods (except if the effects are already included in acquisitions and disposals). Additionally, revenues generated from license agreements where the Group operates as a licensee that experienced a structural change in the scope or perimeter in the current year or prior year are excluded from both periods, including changes to product categories, distribution channels or geographies of the underlying license agreements.

We believe the presentation of revenues on an Organic basis is useful to better understand and analyze the underlying change in the Group's revenues from period to period on a consistent perimeter and constant currency basis.

Revenues on an Organic basis are not a substitute for revenues on a current currency basis or any IFRS-related measures, however we believe that revenues excluding the effects of (a) foreign exchange, (b) acquisitions and disposals and (c) changes in license agreements where the Group operates as a licensee provide additional useful information to management and to investors in analyzing and evaluating our revenues and operating performance.

The tables below show a reconciliation of reported revenue performance to Constant Currency, excluding the effects of foreign exchange, and to Organic performance, which excludes also acquisitions and disposals and changes in license agreements where the Group operates as a licensee, by segment, by brand and product line, by distribution channel and by geographic area for the year ended December 31, 2025 compared to the year ended December 31, 2024 (FY 2025 vs FY 2024) and for the year ended December 31, 2024 compared to the year ended December 31, 2023 (FY 2024 vs FY 2023).

Segment

	FY 2025 vs FY 2024					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
Zegna	1.1%	*(2.7%)*	3.8%	*0.1%*	*—%*	3.7%
Thom Browne	(14.6%)	*(2.5%)*	(12.1%)	*—%*	*—%*	(12.1%)
Tom Ford Fashion	0.8%	*(2.3%)*	3.1%	*—%*	*—%*	3.1%
Total	**(1.5%)**	*(2.6%)*	**1.1%**	*—%*	*—%*	**1.1%**

	FY 2024 vs FY 2023					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
Zegna	2.0%	*(1.4%)*	3.4%	*0.7%*	*0.2%*	2.5%
Thom Browne	(17.2%)	*(0.8%)*	(16.4%)	*4.4%*	*—%*	(20.8%)
Tom Ford Fashion	33.5%	*(0.8%)*	34.3%	*35.0%*	*—%*	(0.7%)
Total	**2.2%**	*(1.2%)*	**3.4%**	*5.7%*	*(0.4%)*	**(1.9%)**

Brand and product line

	FY 2025 vs FY 2024					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
ZEGNA brand	1.5%	*(3.2%)*	4.7%	*—%*	*—%*	4.7%
Thom Browne	(14.7%)	*(2.5%)*	(12.2%)	*—%*	*—%*	(12.2%)
TOM FORD FASHION	0.8%	*(2.3%)*	3.1%	*—%*	*—%*	3.1%
Textile	(2.8%)	*0.3%*	(3.1%)	*—%*	*—%*	(3.1%)
Other [(1)]	0.4%	*(0.4%)*	0.8%	*—%*	*—%*	0.8%
Total	**(1.5%)**	*(2.6%)*	**1.1%**	*—%*	*—%*	**1.1%**

	FY 2024 vs FY 2023					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
ZEGNA brand	4.9%	*(1.5%)*	6.4%	*0.9%*	*—%*	5.5%
Thom Browne	(16.8%)	*(0.8%)*	(16.0%)	*4.5%*	*—%*	(20.5%)
TOM FORD FASHION	33.5%	*(0.8%)*	34.3%	*35.0%*	*—%*	(0.7%)
Textile	(8.5%)	*(1.0%)*	(7.5%)	*—%*	*—%*	(7.5%)
Other [1]	(48.4%)	*(0.2%)*	(48.2%)	*(0.1%)*	*(16.0%)*	(32.1%)
Total	**2.2%**	*(1.2%)*	**3.4%**	*5.7%*	*(0.4%)*	**(1.9%)**

(1) Other mainly includes revenues from agreements with third party brands.

Distribution channel

	FY 2025 vs FY 2024					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
Direct to Consumer (DTC)						
ZEGNA brand	4.1%	*(3.4%)*	7.5%	*0.1%*	*—%*	7.4%
Thom Browne	2.9%	*(5.0%)*	7.9%	*—%*	*—%*	7.9%
TOM FORD FASHION	5.9%	*(3.9%)*	9.8%	*—%*	*—%*	9.8%
Total Direct to Consumer (DTC)	**4.2%**	*(3.7%)*	**7.9%**	*—%*	*—%*	**7.9%**
Wholesale branded						
ZEGNA brand	(14.5%)	*(2.0%)*	(12.5%)	*—%*	*—%*	(12.5%)
Thom Browne	(40.2%)	*(0.2%)*	(40.0%)	*—%*	*—%*	(40.0%)
TOM FORD FASHION	(8.2%)	*0.1%*	(8.3%)	*—%*	*—%*	(8.3%)
Total Wholesale branded	**(20.9%)**	*(0.7%)*	**(20.2%)**	*—%*	*—%*	**(20.2%)**
Textile	**(2.8%)**	*0.3%*	**(3.1%)**	*—%*	*—%*	**(3.1%)**
Other [1]	**0.4%**	*(0.4%)*	**0.8%**	*—%*	*—%*	**0.8%**
Total	**(1.5%)**	*(2.6%)*	**1.1%**	*—%*	*—%*	**1.1%**

	FY 2024 vs FY 2023					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
Direct to Consumer (DTC)						
ZEGNA brand	6.2%	*(1.5%)*	7.7%	*1.6%*	*—%*	6.1%
Thom Browne	1.4%	*(2.2%)*	3.6%	*11.2%*	*—%*	(7.6%)
TOM FORD FASHION	47.0%	*(1.2%)*	48.2%	*43.1%*	*—%*	5.1%
Total Direct to Consumer (DTC)	**9.9%**	*(1.6%)*	**11.5%**	*7.5%*	*—%*	**4.0%**
Wholesale branded						
ZEGNA brand	(2.9%)	*(1.5%)*	(1.4%)	*(3.9%)*	*—%*	2.5%
Thom Browne	(34.0%)	*—%*	(34.0%)	*(1.4%)*	*—%*	(32.6%)
TOM FORD FASHION	15.1%	*(0.2%)*	15.3%	*23.8%*	*—%*	(8.5%)
Total Wholesale branded	**(12.2%)**	*(0.5%)*	**(11.7%)**	*3.3%*	*—%*	**(15.0%)**
Textile	**(8.5%)**	*(1.0%)*	**(7.5%)**	*—%*	*—%*	**(7.5%)**
Other [1]	**(48.4%)**	*(0.2%)*	**(48.2%)**	*(0.1%)*	*(16.0%)*	**(32.1%)**
Total	**2.2%**	*(1.2%)*	**3.4%**	*5.7%*	*(0.4%)*	**(1.9%)**

(1) Other mainly includes revenues from agreements with third party brands.

Geographic area

	FY 2025 vs FY 2024					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
EMEA [1]	0.5%	*(0.9%)*	1.4%	*—%*	*—%*	1.4%
Americas [2]	7.9%	*(4.1%)*	12.0%	*—%*	*—%*	12.0%
Greater China Region	(14.6%)	*(2.7%)*	(11.9%)	*—%*	*—%*	(11.9%)
Rest of APAC [3]	(0.5%)	*(4.3%)*	3.8%	*—%*	*—%*	3.8%
Other [4]	30.2%	*(1.0%)*	31.2%	*—%*	*—%*	31.2%
Total	**(1.5%)**	*(2.6%)*	**1.1%**	*—%*	*—%*	**1.1%**

	FY 2024 vs FY 2023					
	Revenues Growth	*less Foreign exchange*	**Constant Currency**	*less Acquisitions and disposals*	*less Changes in license agreements where the Group operates as a licensee*	**Organic**
EMEA [1]	3.3%	*—%*	3.3%	*3.4%*	*(0.5%)*	0.4%
Americas [2]	15.4%	*(1.0%)*	16.4%	*10.3%*	*(0.7%)*	6.8%
Greater China Region	(14.5%)	*(1.5%)*	(13.0%)	*0.7%*	*—%*	(13.7%)
Rest of APAC [3]	19.4%	*(5.2%)*	24.6%	*18.1%*	*(0.4%)*	6.9%
Other [4]	(20.8%)	*—%*	(20.8%)	*4.9%*	*—%*	(25.7%)
Total	**2.2%**	*(1.2%)*	**3.4%**	*5.7%*	*(0.4%)*	**(1.9%)**

(1) EMEA includes Europe, the Middle East and Africa.

(2) Americas includes the United States of America, Canada, Mexico, Brazil and other Central and South American countries.

(3) Rest of APAC includes Japan, South Korea, Singapore, Thailand, Malaysia, Vietnam, Indonesia, Philippines, Australia, New Zealand, India and other Southeast Asian countries.

(4) Other revenues mainly include royalties.

3.2.4. Liquidity and capital resources

A. Overview

The Group's principal sources of liquidity are cash flows from operations, borrowings available under bank credit lines and other forms of indebtedness, as well as available cash and cash equivalents. Liquidity is required to meet the Group's obligations and to fund its business. Short-term liquidity is primarily used to fund ongoing operating requirements, including the purchase of raw materials, consumables and goods for production, personnel costs, and other operating expenses. In addition to its general working capital and operational needs, the Group uses cash for the following purposes: (i) capital expenditures to support its existing and future commercial network and production facilities, as well as for information and technology infrastructure, (ii) principal and interest payments under its financial obligations, (iii) acquisitions, and (iv) returns of capital to shareholders, primarily through dividends, although the Group may also return capital to shareholders through share repurchases or other corporate activities. Capital expenditures are primarily related to the opening of new stores and the renovation of existing stores, investments in production facilities to support new technologies and evolving operational needs, and upgrades to information technology systems.

The Group believes its cash generation, together with its available liquidity, will be sufficient to meet its short-term and long-term liquidity requirements, including its financial obligations, operating needs, and planned capital expenditures, for the foreseeable future.

In recent years, the Group has reduced its overall debt and refinanced a portion of its short-term maturities through bilateral committed revolving credit facilities. These facilities are intended to lower financing costs while maintaining adequate liquidity, operational flexibility, and capacity to support future expansion initiatives.

B. Cash flows

The following table summarizes the cash flows from or used in operating, investing and financing activities for each of the years ended December 31, 2025, 2024 and 2023. For additional information relating to the Group's cash flows, see the consolidated cash flow statement and accompanying notes to the Consolidated Financial Statements included elsewhere in this annual report.

	For the years ended December 31			Increase/(Decrease)	
(€ thousands)	**2025**	**2024**	**2023**	**2025 vs 2024**	**2024 vs 2023**
Net cash flows from operating activities	335,559	279,129	275,382	56,430	3,747
Net cash flows (used in)/from investing activities	(109,915)	(126,014)	21,786	16,099	(147,800)
Net cash flows used in financing activities	(215,054)	(234,534)	(250,494)	19,480	15,960
Effects of exchange rate changes on cash and cash equivalents	(9,599)	4,270	(4,716)	(13,869)	8,986
Net increase/(decrease) in cash and cash equivalents	**991**	**(77,149)**	**41,958**	**78,140**	**(119,107)**
Cash and cash equivalents at the beginning of the year	219,130	296,279	254,321	(77,149)	41,958
Cash and cash equivalents at the end of the year	220,121	219,130	296,279	991	(77,149)

Net cash flows from operating activities

2025 compared to 2024

Net cash flows from operating activities amounted to €335,559 thousand in 2025 compared to €279,129 thousand in 2024. The positive change of €56,430 thousand between periods was primarily attributable to the combined effects of:

(i) €43,402 thousand from a positive change in cash flows from other operating assets and liabilities (cash absorbed of €42,971 thousand in 2025 compared to cash absorbed of €86,373 thousand in 2024, which included bonuses earned by key management in previous years that were paid in 2024);

(ii) €29,078 thousand from a positive change in cash flows used by inventories, trade receivables and trade payables (cash absorbed of €2,488 thousand in 2025 compared to €31,566 thousand in 2024), and

(iii) lower taxes paid of €15,322 thousand (€37,450 thousand in 2025 compared to €52,772 thousand in 2024);

partially offset by:

(iv) a decrease in profit excluding non-cash items of €29,922 thousand (€458,058 thousand in 2025 compared to €487,980 thousand in 2024, and

(v) higher interest paid of €1,450 thousand (€39,590 thousand in 2025 compared to €38,140 thousand in 2024).

2024 compared to 2023

Net cash flows from operating activities amounted to €279,129 thousand in 2024 compared to €275,382 thousand in 2023. The positive change of €3,747 thousand between periods was primarily attributable to the combined effects of:

(i) €80,556 thousand from a positive change in cash flows used by inventories, trade receivables and trade payables (cash absorbed of €31,566 thousand in 2024 compared to €112,122 thousand in 2023), primarily driven by improved inventory management in 2024 and actions taken in the prior year to build up raw materials and finished products in order to support the growth of the business, including inventory of the Essentials collections in line with the Zegna One Brand strategy and the classic collections of Thom Browne, and

(ii) lower taxes paid of €1,216 thousand (€52,772 thousand in 2024 compared to €53,988 thousand in 2023);

partially offset by:

(iii) €56,608 thousand from a negative change in cash flows from other operating assets and liabilities (cash absorbed of €86,373 thousand in 2024 compared to cash absorbed of €29,765 thousand in 2023), including bonuses earned by key management in previous years that were paid in 2024;

(iv) a decrease in profit excluding non-cash items of €12,443 thousand (€487,980 thousand in 2024 compared to €500,423 thousand in 2023), and

(v) higher interest paid of €8,974 thousand (€38,140 thousand in 2024 compared to €29,166 thousand in 2023).

Net cash flows (used in)/from investing activities

2025 compared to 2024

Net cash flows used in investing activities amounted to €109,915 thousand in 2025 compared to net cash flows used in investing activities of €126,014 thousand in 2024. The positive change of €16,099 thousand between periods was primarily attributable to the combined effects of:

(i) lower payments for investments in property, plant and equipment of €19,600 thousand (€80,504 thousand in 2025 compared to €100,104 thousand in 2024). For additional information relating to the Group's investments see *"—C. Capital Expenditure"*;

(ii) lower net cash outflows from business combinations (net of cash acquired) of €19,307 thousand (zero in 2025 compared to €19,307 thousand in 2024, of which €9,727 thousand related to the acquisition of the ZEGNA business in South Korea and €9,580 thousand related to deferred consideration paid for the prior year acquisition of the Thom Browne business in South Korea);

(iii) lower payments for acquisitions of current financial assets and derivative instruments of €11,206 thousand (€15,135 thousand in 2025 compared to €26,341 thousand in 2024);

(iv) lower payments for investments in intangible assets of €3,033 thousand (€22,392 thousand in 2025 compared to €25,425 thousand in 2024). For additional information relating to the Group's investments see *"—C. Capital Expenditure",* and

(v) lower net cash used in non-current financial assets of €2,961 thousand (net cash used of €879 thousand in 2025 compared to net cash used of €3,840 thousand in 2024);

partially offset by:

(vi) lower proceeds from disposals of current financial assets and derivative instruments of €25,115 thousand (proceeds of €16,306 thousand in 2025 compared to proceeds of €41,421 thousand in 2024);

(vii) lower proceeds from sale of investment of €7,582 thousand (proceeds of zero in 2025 compared to proceeds of €7,582 thousand in 2024 from the sale of a 45% interest in Sharmoon.EZ.Garments Co. Ltd.);

(viii) higher cash used in acquisition of investments accounted for using the equity method of €4,394 thousand (cash used of €4,394 thousand in 2025, including payments of €4,040 thousand for the acquisition of an additional 7.5% interest in Norda Run., compared to zero in 2024), and

(ix) higher payments related to right-of-use assets of €2,917 thousand, which were made to enter lease agreements (€2,917 thousand in 2025 compared to zero in 2024).

2024 compared to 2023

Net cash flows used in investing activities amounted to €126,014 thousand in 2024 compared to net cash flows from investing activities of €21,786 thousand in 2023. The negative change of €147,800 thousand between periods was primarily attributable to the combined effects of:

(i) lower proceeds from disposals of current financial assets and derivative instruments of €228,896 thousand (€41,421 thousand in 2024 compared to €270,317 thousand in 2023) in line with actions taken in 2023 by the Group to dispose of financial asset securities holdings primarily to fund the TFI Acquisition and capital expenditures, as well as to repay borrowings;

(ii) higher payments for investments in property, plant and equipment of €43,070 thousand (€100,104 thousand in 2024 compared to €57,034 thousand in 2023). For additional information relating to the Group's investments see *"—C. Capital Expenditure",* and

(iii) higher payments for investments in intangible assets of €4,582 thousand (€25,425 thousand in 2024 compared to €20,843 thousand in 2023). For additional information relating to the Group's investments see *"—C. Capital Expenditure"*;

partially offset by:

(iv) lower net cash outflows from business combinations (net of cash acquired) of €98,379 thousand (€19,307 thousand in 2024 (of which €9,727 thousand related to the acquisition of the ZEGNA business in South Korea and €9,580 thousand related to deferred consideration paid for the prior year acquisition of the Thom Browne business in South Korea) compared to €117,686 thousand in 2023, of which €109,110 thousand for the TFI Acquisition completed on April 28, 2023 and €7,991 thousand paid for the acquisition of the Thom Browne business in South Korea);

(v) payments in 2023 for the acquisition of investments accounted for using the equity method, including €6,580 thousand for the acquisition of a 25% interest in Norda Run, €4,656 thousand for the acquisition of a 15% interest in Luigi Fedeli e Figlio S.r.l. and €4,500 thousand for a capital contribution to Filati Biagioli Modesto S.p.A. For additional information relating to these transactions, see *Note 17 — Investments accounted for using the equity method* within the Consolidated Financial Statements included elsewhere in this annual report;

(vi) lower payments for acquisitions of current financial assets and derivative instruments of €10,615 thousand (€26,341 thousand in 2024 compared to €36,956 thousand in 2023), and

(vii) cash proceeds of €7,582 thousand from the sale of a 45% interest in Sharmoon.EZ.Garments Co. Ltd.

Net cash flows used in financing activities

2025 compared to 2024

Net cash flows used in financing activities amounted to €215,054 thousand in 2025 compared to €234,534 thousand in 2024. The positive change of €19,480 thousand between periods was primarily attributable to the combined effects of:

(i) higher cash generated from sale of shares held in treasury of €107,216 thousand (€107,216 thousand in 2025 compared to zero in 2024), related to the sale of 14.1 million ordinary shares to Temasek as part of a strategic partnership announced in July 2025 (net of transaction costs of €1.2 million), and

(ii) lower payments of €23,502 thousand for the acquisition of non-controlling interests in 2025 (zero in 2025 compared to €23,502 thousand in 2024, which included €22,752 thousand for the acquisition of an additional 2% of the Thom Browne group as a result of Mr. Thom Browne exercising a put option and €750 thousand for the acquisition of the remaining 30% interest in Ermenegildo Zegna Madrid S.A. not previously owned by the Group);

partially offset by:

(iii) higher net repayments of borrowings of €97,740 thousand (repayments of borrowings net of proceeds of €128,801 thousand in 2025 compared to repayments of borrowings net of proceeds €31,061 thousand in 2024);

(iv) higher deferred payments for business combinations of €9,086 thousand (€9,086 thousand in 2025 compared to zero in 2024), related to the acquisition of the Thom Browne business in South Korea;

(v) higher payments of lease liabilities of €4,122 thousand (€147,671 thousand in 2025 compared to €143,549 thousand in 2024);

(vi) higher dividends paid to non-controlling interest of €700 thousand (€6,832 thousand in 2025 compared to €6,132 thousand in 2024), and

(vii) higher dividends paid to owners of the parent of €201 thousand (€30,491 thousand in 2025 compared to €30,290 thousand in 2024).

2024 compared to 2023

Net cash flows used in financing activities amounted to €234,534 thousand in 2024 compared to €250,494 thousand in 2023. The positive change of €15,960 thousand between periods was primarily attributable to the combined effects of:

(i) lower net repayments of borrowings of €70,665 thousand (repayments of borrowings net of proceeds of €31,061 thousand in 2024 compared to €101,726 thousand in 2023), primarily reflecting actions taken in 2023 to repay borrowings, primarily with cash proceeds from the disposal of certain financial investments held by the Group;

partially offset by:

(ii) payments of €23,502 thousand for the acquisition of non-controlling interests in 2024, including €22,752 thousand for the acquisition of an additional 2% of the Thom Browne group as a result of Mr. Thom Browne exercising a put option and €750 thousand for the acquisition of the remaining 30% interest in Ermenegildo Zegna Madrid S.A. not previously owned by the Group;

(iii) higher payments of lease liabilities of €17,817 thousand (€143,549 thousand in 2024 compared to €125,732 thousand in 2023);

(iv) cash proceeds received in 2023 that did not repeat in 2024: (a) €4,409 thousand from warrant holders exercising 408,667 warrants at an exercise price of $11.50 per ordinary share exchanged, and (b) €3,654 thousand from sales of shares held in treasury, and

(v) higher dividends paid to owners of the parent of €5,259 thousand (€30,290 thousand in 2024 compared to €25,031 thousand in 2023).

C. Capital expenditure

Capital expenditure is defined as the sum of cash outflows that result in additions to property, plant and equipment and intangible assets.

The following table presents a breakdown of capital expenditure by category for the years ended December 31, 2025, 2024 and 2023:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Payments for property, plant and equipment	80,504	100,104	57,034
Payments for intangible assets	22,392	25,425	20,843
Capital expenditure	**102,896**	**125,529**	**77,877**
Capital expenditure as % of revenues	5.4%	6.4%	4.1%

The Group's main capital expenditure primarily relates to investments in our store network (new store openings, store renewals or relocations, remodeling or franchising contributions), which amounted to €61 million, €77 million and €48 million for the years ended December 31, 2025, 2024 and 2023, respectively, and primarily related to the Zegna segment. Other relevant investments for the periods presented mainly related to (i) production activities for €19 million, €25 million and €10 million for the years ended December 31, 2025, 2024 and 2023, respectively, including investments for the new luxury footwear and leather goods production facility in Sala Baganza (Parma, Italy), for which the land was acquired in 2024, and (ii) information technology for €13 million, €14 million and €13 million for the years ended December 31, 2025, 2024 and 2023, respectively, and primarily for intangible assets related to digital and business transformation projects.

Store network

The following table presents capital expenditure to develop our store network split by segment:

	For the years ended December 31,		
(€ millions)	**2025**	**2024**	**2023**
Zegna	39	55	41
Thom Browne	14	9	6
Tom Ford Fashion	8	13	1
Capital expenditure related to the store network	**61**	**77**	**48**

Zegna segment

The main new store openings in the Zegna segment are presented below:

- in 2025:
  - EMEA - Porto Cervo (Italy), Doha (Qatar), shoe corner in Dubai Mall (UAE) and Riyadh Solitaire Mall (Saudi Arabia);
  - Americas - Miami Design District, Troy (United States) and Puebla (Mexico);
  - Greater China Region - Shanghai Plaza 66, Guangzhou Taikoo Hui and Macau;
- in 2024:
  - EMEA - Monte Carlo, Riyadh (Saudi Arabia), Astir Marina (Greece), Taormina (Italy), Puerto Banus (Spain), Paris (France), Fiumicino Airport (Italy) and Zurich Airport (Switzerland);
  - Americas - New York Meatpacking District, Honolulu and Miramar (United States);
  - Greater China Region - Nanchang, Nanjing, Shanghai Airport, Wuhan and Hong Kong;
  - Rest of APAC - Kuala Lumpur (Malaysia) and Changi Airport (Singapore);

- in 2023:
    - EMEA - Porto (Portugal), St.Moritz (Switzerland), Courchevel (France), Copenhagen (Denmark), Dubai (UAE) and Kuwait City (Kuwait);
    - Americas - New York (three stores, including East Hampton), Beverly Hills and Atlanta (United States);
    - Greater China Region - Beijing, Nanjing, Wuhan, Nanning and Taipei.

Thom Browne segment

The main new store openings in the Thom Browne segment are presented below:

- in 2025:
    - Americas - Los Angeles, Palm Beach and 2 stores on Madison Avenue in New York (United States);
    - EMEA - men and women corners in London Selfridges (UK);
    - Rest of APAC - Tokyo Ginza (Japan);
- in 2024:
    - Greater China Region - Beijing, Wuhan, Shenyang, Kunming and Macau;
    - Rest of APAC - Kobe (Japan) and Daejeon (South Korea);
    - Americas - New York Saks 5th Avenue (United States);
- in 2023:
    - Greater China Region - Wuhan, Shenzhen, Harbin and Jinan;
    - Rest of APAC - Nagoya and Yokohama (Japan).

Tom Ford Fashion segment

The main new store openings in the Tom Ford Fashion segment are presented below:

- in 2025:
    - EMEA - Puerto Banus (Spain);
    - Americas - Toronto Yorkdale (Canada);
    - Greater China Region - Hong Kong Pacific Place;
    - Rest of APAC - Osaka (Japan) and Busan (South Korea);

  in 2024:
    - EMEA - Milan, Rome and Taormina (Italy); Madrid (Spain) and London Harrods (United Kingdom);
    - Greater China Region - Beijing, Shanghai, Nanjing and Hangzhou;
    - Rest of APAC - Fukuoka and Kobe (Japan) and Singapore;

  in 2023:
    - Americas - New York (United States);
    - Rest of APAC - Seoul (South Korea).

D. Contractual Obligations

For information on our significant contractual commitments at December 31, 2025 and 2024, see *Note 27 — Borrowings* and *Note 35 — Qualitative and quantitative information on financial risks* to the Consolidated Financial Statements included elsewhere in this annual report.

E. Net Financial indebtedness/(Cash Surplus)

Net Financial Indebtedness/(Cash Surplus) is defined as the sum of financial borrowings (current and non-current) and derivative financial instrument liabilities, net of cash and cash equivalents, derivative financial instrument assets and

securities (recorded within other current financial assets in the consolidated statement of financial position). Net Financial Indebtedness/(Cash Surplus) is a non-IFRS financial measure. See *"3.2.3. Results of operations—L. Non-IFRS Financial Measures"* for important information relating to non-IFRS financial measures.

The Group's management believes that Net Financial Indebtedness/(Cash Surplus) is useful in monitoring the Group's net liquidity position and available financial resources, and assists management, investors and analysts in analyzing and comparing the Group's financial position and financial resources with those of other companies.

The following table presents the calculation of Net Financial Indebtedness/(Cash Surplus) at December 31, 2025 and 2024.

	At December 31,	
(€ thousands)	**2025**	**2024**
Non-current borrowings	162,123	196,401
Current borrowings	84,066	177,166
Derivative financial instruments — Liabilities	4,576	15,138
Total borrowings and derivative financial instruments	**250,765**	**388,705**
Cash and cash equivalents	(220,121)	(219,130)
Derivative financial instruments — Assets	(7,055)	(1,711)
Other current financial assets (Securities)	(75,682)	(73,639)
Total cash and cash equivalents, derivatives financial instruments and other current financial assets (Securities)	**(302,858)**	**(294,480)**
Net Financial Indebtedness/(Cash Surplus)	**(52,093)**	**94,225**

Net Financial Indebtedness/(Cash Surplus) amounted to €(52,093) thousand at December 31, 2025 compared to €94,225 thousand at December 31, 2024, primarily reflecting the combined effects of (i) cash received of €107,216 thousand (net of transaction costs of €1.2 million) from the sale of 14.1 million ordinary shares to Temasek as part of a strategic partnership announced in July 2025, (ii) positive Free Cash Flow of €82,075 thousand, (iii) a positive change in the fair value of derivative financial instruments of €15,906 thousand, and (iv) proceeds of €721 thousand from capital contributions received from non-controlling interests, partially offset by (v) dividends paid to owners of the parent of €30,491 thousand and dividends paid to non-controlling interests of €6,832 thousand, (vi) negative effects from exchange rates on cash and cash equivalents of €9,599 thousand, primarily driven by an appreciation of the Euro compared to the U.S. Dollar and the Chinese Renminbi, (vii) payments of €9,086 thousand for deferred consideration relating to the 2023 acquisition of the Thom Browne business in South Korea, and (viii) payments of €4,040 thousand for the acquisition of an additional 7.5% interest in Norda Run.

For additional information relating to the change in cash and cash equivalents, see *"—B. Cash Flow."* For additional information relating to Free Cash Flow, which is a non-IFRS financial measure, see *"3.2.3. Results of operations—L. Non-IFRS Financial Measures—Free Cash Flow."*

The main components of Net Financial Indebtedness/(Cash Surplus) are further explained below.

Borrowings

The Group enters into and manages debt facilities centrally in order to satisfy the short and medium-term needs of each of its subsidiaries with an aim of maximizing efficiency and cost-effectiveness. The Group enters into and maintains bilateral committed credit lines with a diversified pool of lenders for a total amount that is considered consistent with the Group's overall needs and to ensure adequate liquidity is available at any time to satisfy and comply with all of its financial obligations and commitments, as well as guarantee a suitable level of operational flexibility for any expansion programs.

The key interest rate terms of the Group's borrowings and the amount outstanding at December 31, 2025 and 2024 are presented in the tables below based on their maturity dates.

(€ thousands, except percentages)	**Interest rates (bps)**	**Amount**	**Within 1 year**	**Between 1 and 2 years**	**Between 2 and 3 years**	**Between 3 and 4 years**	**Beyond 4 years**
Fixed	0.75% - 2.95%	12,776	4,693	4,031	4,052	—	—
Variable	0.78% - 2.01%[1]	233,413	79,373	94,655	54,683	4,702	—
At December 31, 2025		**246,189**	**84,066**	**98,686**	**58,735**	**4,702**	**—**

(1) Represents the spread over the variable component of the interest rate, which is generally based on Euribor.

(€ thousands, except percentages)	**Interest rates (bps)**	**Amount**	**Within 1 year**	**Between 1 and 2 years**	**Between 2 and 3 years**	**Between 3 and 4 years**	**Beyond 4 years**
Fixed	0.74% - 2.32%	49,441	36,689	4,669	4,031	4,052	—
Variable	0.77% - 3.90%[1]	324,126	140,477	79,013	95,232	4,702	4,702
At December 31, 2024		**373,567**	**177,166**	**83,682**	**99,263**	**8,754**	**4,702**

(1) Represents the spread over the variable component of the interest rate, which is generally based on Euribor.

At December 31, 2025, the Group has committed revolving lines amounting to an aggregate of €335 million with a maturity ranging between 3 to 5 years (€335 million at December 31, 2024 with a maturity ranging between 4 to 6 years). The lines were undrawn at December 31, 2025 (€40 million at December 31, 2024). Certain of these committed revolving lines have interest rates linked to the following two important Environment, Social and Governance ("ESG") targets previously disclosed by the Group: (i) at least 50% of top priority raw materials are traced to their geography of origin and from lower-impact sources by 2026, and (ii) 100% of the electricity is from renewable sources in Europe and the United States by 2024, a target that was achieved by the Group. As these lines were undrawn, the achievement of the target had a limited impact on interest rates. These lines amounted to €190 million at December 31, 2025 and 2024 and were undrawn.

For additional information, see *Note 27 — Borrowings* to the Consolidated Financial Statements included elsewhere in this annual report.

Debt covenants

Certain of the Group's borrowings and revolving credit lines are subject to financial covenants requiring the Group to maintain a ratio of Net Financial Indebtedness to adjusted EBITDA equal or lower than 3.0x (calculated on an annual basis based on a definition of adjusted EBITDA specified in the related agreements, which may differ from the similarly named non-IFRS financial measure included elsewhere in this annual report), as well as negative pledges, pari passu, cross-default and change of control clauses. Failure to comply with these covenants may require the Group to fully repay the outstanding amounts on demand. At December 31, 2025 and December 31, 2024, the Group had Net Financial Indebtedness/(Cash Surplus) of €(52,093) thousand and €94,225 thousand, respectively, resulting in a ratio of Net Financial Indebtedness to adjusted EBITDA of (0.24)x and 0.40x, respectively, therefore the Group was in compliance with the covenants.

Derivative financial instruments

The Group enters into certain derivative contracts in the course of its risk management activities, primarily to hedge the interest rate risk on its bank debt and the currency risk on sales made in currencies other than the Euro. The Group only enters into these contracts for hedging purposes as the Group's financial management policy does not permit trading in financial instruments for speculative purposes. Derivative financial instruments meeting the hedge requirements of IFRS 9 — *Financial Instruments* ("*IFRS 9*") are accounted for using hedge accounting. Changes in the fair value of derivative financial instruments not qualifying for hedge accounting are recognized in profit or loss in the relevant reporting period. The interest rate and currency derivatives used by the Group are over the counter ("*OTC*") instruments, meaning those negotiated bilaterally with market counterparties, and the determination of their current value is based on valuation techniques that use input parameters (such as interest rate curves, foreign exchange rates, etc.) observable on the market (level 2 of the fair value hierarchy defined in IFRS 13 — *Fair Value Measurement*). Derivatives are measured at fair value each reporting date by

taking as a reference the applicable foreign currency exchange rates or the interest rates and yield curves observable at commonly quoted intervals.

The following table presents the Group's outstanding hedges at December 31, 2025 and 2024.

	At December 31,					
	2025			2024		
(€ thousands)	**Notional Amount**	**Positive Fair Value**	**Negative Fair Value**	**Notional Amount**	**Positive Fair Value**	**Negative Fair Value**
Foreign currency exchange risk						
Foreign currency derivatives	835,812	6,993	(4,315)	756,316	1,596	(14,699)
Interest rate risk						
Interest rate swaps	81,295	62	(261)	82,631	115	(439)
Total derivatives instruments - Asset/(Liabilities)	**917,107**	**7,055**	**(4,576)**	**838,947**	**1,711**	**(15,138)**

For additional information relating to derivative financial instruments, see *Note 21 — Derivative financial instruments* to the Consolidated Financial Statements, included elsewhere in this annual report.

Cash and cash equivalents

The table below presents a breakdown of the Group's cash and cash equivalents at December 31, 2025 and 2024.

	At December 31,		Increase/(Decrease)	
(€ thousands, except percentages)	**2025**	**2024**	**2025 vs 2024**	**%**
Cash on hand	1,667	2,465	(798)	(32.4%)
Bank balances	218,454	216,665	1,789	0.8%
Cash and cash equivalents	**220,121**	**219,130**	**991**	**0.5%**

The Group may be subject to restrictions which limit its ability to use cash. In particular, cash held in China is subject to certain repatriation restrictions and may only be repatriated as dividends. The Group does not believe that such transfer restrictions have any adverse impacts on its ability to meet liquidity requirements. Cash held in China at December 31, 2025 amounted to €27,668 thousand (€22,105 thousand at December 31, 2024).

Other current financial assets (Securities)

The table below sets forth the breakdown of the Group's securities included within Net Financial Indebtedness/ (Cash Surplus), which are recorded within other current financial assets, at December 31, 2025 and 2024.

(€ thousands, except percentages)	At December 31,		Increase/(Decrease)	
	2025	**2024**	**2025 vs 2024**	**%**
Fair value through profit and loss				
Private equity	21,565	23,954	(2,389)	(10.0%)
Private debt	11,720	10,395	1,325	12.7%
Hedge funds	11,370	10,285	1,085	10.5%
Real estate funds	10,005	9,713	292	3.0%
Money market funds	10,713	3,864	6,849	177.3%
Equity	3,262	3,204	58	1.8%
Total fair value through profit and loss	**68,635**	**61,415**	**7,220**	**11.8%**
Fair value through other comprehensive income/(loss)				
Fixed income	3,896	6,439	(2,543)	(39.5%)
Floating income	3,151	5,785	(2,634)	(45.5%)
Total fair value through other comprehensive income/(loss)	**7,047**	**12,224**	**(5,177)**	**(42.4%)**
Securities (recorded within other current financial assets)	**75,682**	**73,639**	**2,043**	**2.8%**

For additional information relating to the Group's securities, see *Note 22 — Other current financial assets* to the Consolidated Financial Statements, included elsewhere in this annual report.

Off-balance sheet arrangements

As part of the TFI Acquisition, the Group has become a long-term licensee for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products for 20 years with an automatic renewal for one additional 10 year period subject to certain minimum performance conditions (TFF License). As part of the TFF License, the Group is required to pay minimum annual guaranteed royalties for the first 10 years of the TFF License, the remaining amount of which amounted to an aggregate of $173.4 million (€147.6 million) (undiscounted) at December 31, 2025. For the remaining term of the TFF License the minimum annual guaranteed royalties to be paid by the Group will be calculated based on a percentage of the net sales of the preceding annual period. The TFF License also requires the Group to make minimum investments for marketing activities as a percentage of net sales of the licensed products as per customary market practices. For additional information relating to the TFI Acquisition and the TFF License, see *Note 39 — Business combinations* within the Consolidated Financial Statements included elsewhere within this annual report.

Recent developments

See *Note 40 — Subsequent events* to the Consolidated Financial Statements included elsewhere in this annual report.

3.3. Outlook

In 2026, the global luxury goods sector has been estimated to grow between 3% and 5%, according to the Bain–Altagamma study published in November 2025. However, recent developments in the Middle East have heightened uncertainty surrounding the global economic outlook for 2026 and reduced visibility on demand trends across the luxury sector.

Against this backdrop, while acknowledging the potential risks associated with the duration of the conflict and its possible effects on global economic growth and consumer demand, the Group remains focused on the execution of its strategic priorities, with the objective of delivering its 2027 targets.

4. RISK MANAGEMENT AND RISK FACTORS

4.1. Risk management, risk appetite and control framework

The management and the Board are responsible for identifying the risks associated with the Group's strategy and activities and for reviewing the Company's risk management and control systems in relation to operational, compliance and reporting risks of the Group (the "**Systems**").

Our business performance depends on our ability to identify opportunities while assessing and maintaining an appropriate risk appetite. Our approach to risk management ("Enterprise Risk Management" or "ERM") embraces the entire organization in all the dimensions of our business and operations in a dynamic mode with a long-term strategic view. The ERM methodology consists of identifying, assessing and managing a variety of risks and it is formalized in the ERM guidelines, which are based on the main international best practices (COSO ERM). The ERM process involves the entire organization and governance bodies, each within their scope of competence. The ERM methodology is deployed over seven stages: (i) definition of the scope, ie. the business area that is concerned, (ii) identification of the risks, (iii) assessment of the said risks, (iv) establishment of the risk matrix evidencing the scoring of the risks and the priorities, which are reported to the Audit Committee, (v) development of risk management strategies, (vi) implementation of the strategies and (vii) monitoring of their impact. Risk assessment and strategies are carried out by relying directly on the risk owners complemented by objective data (eg. occurrence of events materializing the risk).

The evaluation of the operating effectiveness of the Systems is the outcome of the process described above.

Also, the Systems are regularly monitored and adjusted to effectively address both internal and external changes that could have a significant impact on the organization's risk profile, ensuring they remain aligned with evolving requirements and circumstances. However, given the inherent limitations of internal risk management and control systems, the assessment of the effectiveness of the design and operation of the Systems cannot provide absolute certainty that material risks have been identified and mitigated at all times.

To ensure the effective implementation of this process, our ERM system is structured along three lines. The first line consists of operational teams that act as risk owners, managing the risks in day-to-day activities, implementing controls and ensuring operational effectiveness. The second line consists of the Group Compliance and Risk Management function, which provides oversight and support, ensures that risk management objectives are met and monitors controls. This function also assists risk owners in setting target risk exposures twice a year, and reports risk-related information throughout the organization. The third line is the Group Internal Audit Function, which provides independent assurance that policies are followed and processes are carried out in line with management's risk strategy. This risk management framework and the key global risks identified as significant are discussed with our Senior Management and the Audit Committee. Since October 2025, the Internal Audit Organization assumed responsibility for the management of the Group Enterprise Risk Management Framework under the "combined assurance model" of the COSO framework. The aim is to increase efficiency in risk management by reducing redundancy and speeding up the implementation of risk management measures. To avoid conflict of interest, this combination is supported by organizational guardrails.

The Company has established a comprehensive risk catalog covering risks factors that could have a material adverse effect on its business, strategic objectives, brand's reputation, results of operations and financial condition, classified in 10 categories:

(i) External: all the risks arising from external forces that may affect a company's performance or render obsolete or ineffective its decisions regarding its strategies, operations, customer and supplier relationships, organizational structure, or financing. These forces are beyond management's control and could significantly alter the fundamentals that drive the business model and, in the extreme, put the company out of business.

(ii) Strategic: all the risks related to missed or wrong management of those variables being strategic for the Group, affecting process efficiency as well as economical/financial results.

(iii) Financial: all the risks arising when cash flows and financial resources are not managed cost-effectively, and policies and procedures do not adequately allow hedging of exposure to fluctuations in financial market variables (e.g., currency rates, interest rates, commodities).

(iv) Human Resources and organization: all the risks that issues related to the Human Resources and Organizational management process might lead to the inability/incapacity of personnel to sustainably achieve Group goals.

(v) Reputation: all the risks related to the potential harm or negative impact on an organization's image and brand, or public perception. These risks arise from various factors, including negative publicity, social media backlash, product recalls, legal issues, and ethical misconduct that can affect customer satisfaction.

(vi) Operational: all risks that arise from day-to-day operations and processes within the business. It encompasses a wide range of risks that can affect the efficiency, effectiveness, and overall performance of the Company, including risks related to supply chain management, inventory management, logistics, product pricing and quality, and business interruption.

(vii) Information Technology: all the risks associated with the use of technology and information systems within the organization. These risks arise from various factors, including hardware and software failures, cybersecurity breaches, data breaches, system disruptions, unauthorized access, and human errors in IT operations.

(viii) Reporting to the outside: all risks associated with management reporting processes to third parties (e.g. investors, regulators), such as risks arising from the unavailability of information, inefficient or ineffective reporting.

(ix) Governance: Risks and threats related to the effectiveness, transparency, and accountability of an organization's governance structure and decision-making processes.

(x) Compliance: All risks associated with non-compliance with laws, regulations, industry standards or internal policies, fraud (internal or external) that may result in legal proceedings, including fines/penalties. These risks also include non-compliance with regulations or contractual requirements, failures which could expose the Group to legal consequences.

The consistency and updating of the risk catalogue is evaluated on an annual basis by the Group Risk Management Function with the advice of the Group CFO.

Within each category of risk, we have included risk factors in section "*4.2. Risk Factors*" that contain a summary of the principal risk factors that could have a material adverse effect on our business, results of operations and financial condition.

Risks in the catalog are ranked in the ERM based on a combination of level of risk (from very low to extreme) and level of mitigation (from insufficient to highly controlled).

During 2025, the most significant risks were:

RISK CATALOGUE	External risk	RISK EVENT	GROUP RISK RATING	MITIGATION MEASURES
Change Consumer Preferences	Yes	The risk that due to rapid changes in consumer preferences and trends, the Group's products, may not be aligned with the evolving tastes in the luxury sector. The failure to promptly adapt to these shifts may jeopardize the brand's relevance in the sector, potentially resulting in decreased sales and revenue.	MEDIUM-HIGH	• **Advanced market intelligence & predictive analytics:** The Group invests significant resources in market analysis, trend forecasting, and consumer behavior research to anticipate shifts in luxury sector preferences. • **Enhanced customer engagement:** Digital tools are deployed to enrich the customer experience, gather real-time feedback, and strengthen brand loyalty. • **Retail environment refresh:** Stores undergo regular renovations to align with evolving aesthetic standards and reinforce the brand's positioning in the luxury market.
Geopolitical	Yes	The risk that geopolitical tension in key markets may result in reduced consumer confidence, lower discretionary spending and limited international mobility factors.	MEDIUM-HIGH	• **Continuous monitoring of geopolitical developments** and their impact on luxury demand, consumer confidence, international mobility. • **The diversity of the brands' geographic footprints** helps limit the Group's exposure to uncertainties or even to deterioration in a given country's economic or security environment. • **Prioritization of strategic investments** critical to brand desirability, client experience, and long-term positioning. • **Identification of flexible management of discretionary and non-critical costs** that can be postponed, or scaled back if needed. • **Agile budgeting and scenario planning** to ensure financial resilience under reduced international mobility, and demand volatility.
Economic Downturns	Yes	The risk that economic downturns could lead to consumer cutbacks on luxury purchases with a material adverse effect on Group business, results of operation and financial conditions.	MEDIUM-HIGH	• **Flexible management** of discretionary and non-essential spending and initiatives that can be postponed or suspended in the event of a downturn. • **Demand sensitivity monitoring:** continuous analysis of customer resilience. • **Investment prioritization** safeguarding investments that are critical to the long-term strategy of the three Brands.

Cybersecurity	Yes	The risks related to the malfunctions or interruptions of hardware and software systems and to the loss of confidentiality or integrity of information that can affect our ability to keep our operations running efficiently and damage our reputation.	MEDIUM-HIGH	• **Implementation of protective measures** such as identity and access management, infrastructure and architecture security, client and server end-point protection and network security. • **Group-wide business cybersecurity insurance** to mitigate the risk of liabilities that may result from cybersecurity incidents. • Establishment of a mandatory Group-wide Cybersecurity Incident Management system. • Implementation of specific controls and cybersecurity standards for third-party providers. • **Introduction of regular training and awareness** campaigns addressed to Group employees to understand and comply with Group policies and applicable regulations, including those related to cybersecurity. • **Introduction of phishing simulations** to increase employees' awareness and vigilance towards cyber threats.
Sourcing & Purchasing of no core services and goods	No	This risk refers to uncertainties or lack of compliance with our standards that may affect the supply of products or services from suppliers, potentially causing delays, higher costs, quality issues.	MEDIUM	• **Strengthening and standardization of key procurement categories** to enhance supplier reliability, internal controls and cost efficiency, reducing exposure to disruptions, delays and quality issues.
External Fraud	Yes	The risk that external individuals or entities (customers, suppliers, etc.) act illegally. Such acts might affect corporate image, reduce volume of sales or generate losses, such as thefts, unauthorized usage trademarks/patents and black-market phenomena with the intent to deceive or defraud the company for personal gain.	MEDIUM	• **Regular awareness and training initiatives** for functions most exposed to fraud risks, combined with strengthened controls to prevent illegal acts, undue payments, counterfeiting and unauthorized use of trademarks. • **Whistleblowing and reporting channels:** secure and anonymous reporting mechanisms.

Change Management	No	The risk refers to both challenges brought by digital transformation and the capability of the Group to adapt and/or integrate processes of the different segments.	MEDIUM	• **Structured transformation governance** encompassing the definition and progressive implementation of a target operating model based on clear functional governance and common standards. • **Technology integration roadmap** supporting effective integration across segments and enabling a controlled and consistent transformation.
Human Rights	Yes	The risk involves behaviors or actions within the organization that may violate established standards, including instances of mobbing, harassment, or discrimination. This risk refers to the possibility that the Group may be implicated in human rights violation conducted at suppliers, contractors and subcontractors, which implies financial penalties and reputational issues	MEDIUM	• The Group upholds the highest ethical and compliance standards, which are reflected in its **Code of Ethics**. • Responsible business practices are extended throughout the value chain. The Group requires suppliers to adhere to a **Suppliers' Code of Conduct** setting out the obligations they must comply with, including (without limitation) respect for human rights and business integrity. Suppliers are required to impose the same standards and obligations on their own suppliers. • To support consistent implementation, the Group has established **a supplier onboarding process** designed to evaluate and confirm alignment with corporate standards and compliance requirements. • A **multi-channel whistleblowing system** accessible to third parties offers a safe way for people to report any misconduct they may encounter. • Supplier and sub-supplier practices are monitored through **regular audits**, with results escalated to the highest level of management. This reporting reinforces strong oversight, accountability and a clear "tone from the top".

External risks are considered and scenario analyses carried out as part of our strategy update and budgeting and forecasting process. In addition, sensitivity analyses are performed for the purpose of impairment testing and financial risk management. In general, the results of the Group are more sensitive to those external risks that can determine material changes to consumer spending patterns and discretionary income growth. Such external factors mainly include geopolitical and economic downturns as further detailed in section "*4.2 Risk factors relating to the industry in which the Group operates - Global economic conditions and macro events and Geopolitical tensions and uncertainties regarding ongoing conflicts*".

Our approach to risk management is to protect the Group from potential financial losses, damage to reputation, and other negative impacts. ERM helps management to define the risk target and tolerance as well as assess and prioritize risks for their potential impact and likelihood. In this sense, ERM provides decision-makers with a structured, reliable basis for evaluating risks and making informed and balanced decisions. Furthermore, ERM helps management define the appropriate strategies to mitigate the identified risks. These strategies may include implementing or reinforcing internal controls, ensuring certain risks are managed, or changing the way business is managed. Additionally, the management is committed to constantly monitoring the effectiveness of risk management measures and making any necessary adjustments. This process is crucial to ensuring the continuity of our business operations and to protecting the Group's interests. The financial impact of certain risks (e.g., cyber and crime risks) is also mitigated through an insurance program subscribed by the Group.

Our risk appetite reflects in our strategy, our ethical principles and our corporate culture, for it is an integral part of corporate decision-making levels. Specific aspects of our risk appetite are further described in various chapters of this report, including in section "*3.2.2. Trends, Uncertainties and Opportunities*" and with respect to Financial risk management, in the "*Note 38 — Qualitative and quantitative information on financial risks*" to the Consolidated Financial Statements included elsewhere in this annual report.

A. Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in the Group's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Disclosure controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives.

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures at December 31, 2025. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level at December 31, 2025.

B. Previously Disclosed Material Weaknesses

For the year ended December 31, 2024, our Group management identified deficiencies in our internal control over financial reporting that constituted material weaknesses in the principles associated with the Control Activities component, substantially affecting Tom Ford Fashion, specifically relating to segregation of duties and inadequate design, implementation or operating effectiveness of control activities, across a multiple number of financial statement account balances and disclosures.

As a result of the aforementioned material weakness, the Group identified a material weakness in the Information and Communication component of the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), specifically related to the principle associated with the inability to generate and provide quality information and communication necessary to support the functioning of internal control.

Remediation of Previously Disclosed Material Weaknesses

During 2025, under the oversight of the Audit Committee of the Board of Directors, the Group continued to implement a remediation plan to remediate the material weaknesses identified at December 31, 2024, as noted below.

During 2025 the Company completed a significant number of initiatives and actions to remediate the previously reported material weaknesses, which included the following:

Control Activities

- The Company implemented proper segregation of duties at Tom Ford Fashion through the design and implementation of new control activities, including access and manual controls, as well as assignment of roles and responsibilities.

- The Company designed and implemented new business process controls across multiple financial statement account balances and disclosures, including payroll and inventory throughout the Group as well as leases at Zegna and purchasing at Tom Ford Fashion.

- The Company has improved the extent and retention of its documentation when performing controls and provided training sessions on practices and procedures for new control owners.

Information and Communication

The remedial actions completed to address the Control Activities material weakness provided the ability to generate quality information and communication necessary to support the functioning of the Company's system of internal control.

After implementing the above initiatives and actions, the Company completed the necessary testing and concluded that the material weaknesses outlined above have been remediated at December 31, 2025.

C. Management's Annual Report on Internal Control over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined by Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with IFRS and includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that our receipts and expenditures are being made only in accordance with the authorizations of our management and directors of the Group; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has evaluated the effectiveness of internal control over financial reporting at December 31, 2025 based on the criteria established in Internal Control Integrated Framework (2013) issued by the COSO. Based on this assessment, our management has concluded that our internal control over financial reporting was effective at December 31, 2025.

Changes in Internal Control over Financial Reporting

Except for the changes described above, there have been no changes in the Group's internal control over financial reporting that have occurred during the period covered by this annual report, that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Statement by the Board of Directors

Based on the assessment performed and with reference to b.p.p. 1.4.3 DCGC, the Board of Directors of the Company, confirms, to the best of its knowledge, that:

- this report provides sufficient insights into any material deficiency in the effectiveness of the internal risk management and control systems (please refer to section *"4.1. — Risk management, risk appetite and control framework"* of this Annual Report);

- the Systems provide reasonable assurance that the financial reporting does not contain material inaccuracies (see above, section *"4.1. - C. Management's Annual Report on Internal Control over Financial Reporting"*);

- the Systems provide limited assurance that the sustainability reporting contained in the Sustainability Report does not contain material inaccuracies (please refer to Independent Auditor's Report in the Group's 2025 Sustainability Report);

- as at December 31, 2025, the Board of Directors is not aware that the Systems do not provide reasonable comfort that the most significant operational and compliance risks identified in this report are effectively managed. "Reasonable comfort" is to be read as comfort considering the Company's risk appetite in light of its strategic objectives, the complexity of its structure and operations, the inherent limitations to these Systems and other disclosures on these Systems as reported elsewhere in the Company's reporting;

- based on the current state of affairs, it is justified that the consolidated and the Company's financial reporting is prepared on a going concern basis (for additional details see also *Note 2 — Basis of preparation* to the Consolidated Financial Statements of this Annual Report); and,

- this report states the material risks, as referred to in b.p.p. of the 1.2.1 DCGC, and the uncertainties, to the extent they are, in the Board of Directors' judgement, relevant to the expectation of the Company's continuity for a period of twelve months after the preparation of this report (please refer to sections *"4.1 — Risk management, risk appetite and control framework"* and *"4.2 — Risk Factors"* of this Annual Report).

Due to inherent limitations to risk management and control systems, the above does not imply that the Systems provide certainty as to the realization of strategic, operational, compliance and reporting objectives, nor that they can prevent all misstatements, inaccuracies, fraud, operational issues, and non-compliance with laws and regulations.

This statement is solely made for the purposes of compliance with b.p.p. 1.4.3 of the DCGC and does not constitute an attestation under Section 404 of the Sarbanes-Oxley Act or any other form of in-control statement or attestation.

4.2. Risk factors

The following are the principal risk factors that could have a material adverse effect on our business, results of operations and financial condition.

Risk factors relating to the Group's business, strategy and operations

Our business depends on the recognition, integrity and reputation of our brands.

We design, manufacture, promote and sell luxury goods under a number of brands, including ZEGNA and Thom Browne. Pursuant to a long-term license agreement with The Estée Lauder Companies, we also operate the TOM FORD FASHION ("TFF") business. Our sales and our ability to achieve premium pricing depend on the perception, recognition and reputation of such brands, which are among our most valuable assets. The perception, recognition and reputation of our brands are influenced by several factors, including product design, the distinctive character and the quality of our products and customer service and experience, the image of our stores and those of our franchisees and other wholesale customers, the success of our advertising and communication activities and our general corporate profile, some of which are outside of our control. Factors that may adversely affect our brands' image include our inability to respond adequately to the needs and expectations of our customers with regard to the quality, style, creative vision, design and distinctive character, as well as the social and environmental sustainability, of our products, the service we provide in our stores and the customer experience that we offer, the dissemination by third parties of information that is untrue or defamatory, the commencement of litigation proceedings against us, as well as factors attributable to the parallel distribution and counterfeiting of our products. Brand appeal is closely tied to the creative vision and expression of its leadership. As we strive to align our brands' creative output with evolving market demands, we may face difficulties in maintaining such brands' identity and appeal. Changes in the

creative director's expression of talent can significantly influence how consumers perceive our brands. If the brand's creative output fails to resonate with the target audience, that could lead to a loss of brand appeal.

As we expand into new marketing channels, we may pursue new collaborations with designers, artists, promoters and influencers to attract new customers and drive engagement with existing customers. Such collaborators could engage in behavior, make statements or use their platforms in a manner that reflects poorly on our brand or otherwise adversely affect us. We may be unable prevent such actions, and the actions we take to address them may not be effective in all cases. Any of the foregoing factors could harm the recognition, appeal, integrity and reputation of our brands, causing us to lose existing customers or fail to attract new customers, or otherwise having a material adverse effect on our business, results of operations and financial condition.

Our reputation may also suffer as a result of factors or actions attributable to our direct ("tier I") suppliers as well as those attributable to indirect ("tier II" or lower-tier) suppliers. While we closely monitor our suppliers to ensure that they comply with all applicable laws and regulations and require them contractually to respect our ethical and compliance standards throughout their supply chain, if suppliers fail to comply with applicable law and contractual standards, including those relating to labor, social security, health and safety, and human rights, or if they deliver products that are defective or differ from our specifications or quality standards or do not comply with applicable law, this could have adverse effects on our production cycle, cause delays in product deliveries to our customers, damage our reputation and have a material adverse effects on our business, results of operations and financial condition. See also "*—Risk factors relating to the industry in which the Group operates—We are subject to legal and regulatory risk"* and *"—Risk factors relating to the industry in which the Group operates—We are subject to risks associated with increased focus by stakeholders on environmental, social and governance matters.*"

Our success depends on our ability to anticipate trends and to identify and respond to new and changing consumer preferences.

Our continued success depends in part on our ability to set and define product and fashion trends, and in part on our ability to identify and respond to changing consumer preferences in a timely manner. We recognize the importance of adapting to the evolving expectations of new generations of consumers and elevating our brand within the luxury market. This includes continuing to embrace digital innovation and sustainability practices. Our products must appeal to an evolving customer base whose preferences cannot be predicted with certainty and are subject to increasingly rapid change, while preserving the image and recognition of our brands. Although we dedicate considerable resources to market analysis and the identification of new fashion trends, we may not be able to promptly anticipate fashion trends or to quickly adapt to these trends during the design and manufacturing stages. If we fail to identify or promptly respond to new trends or changing consumer preferences, including concerns or perceptions regarding the sustainability and environmental impact of our products, our brands' reputation may be affected, which could result in unsold products, a decline in sales to customers as well as a worsening of our luxury positioning, and could have a material adverse effect on our business, results of operations and financial condition.

We operate in many countries around the world and, accordingly, we are exposed to various international business, regulatory, social and political risks.

We operate in over 80 countries worldwide through a direct and indirect distribution network. For the year ended December 31, 2025, 36% of our revenues were generated in EMEA, 30% were generated in the Americas, 23% were generated in the Greater China Region, and 11% were generated in Rest of APAC.

Our operations in various international markets expose us to several risks, including those arising from: competition with local competitors (which may have greater resources and/or more favorable market positions); the diversity of consumers' tastes and preferences and our ability to anticipate or respond to such tastes and preferences; the appetite and ability of consumers to spend on luxury goods, including potential reductions in discretionary or luxury spending due to geopolitical events, macroeconomic volatility or broader economic uncertainty; changes or deterioration in the political, social and economic environments in the countries where we operate; changes in regulations, including tax regulations, the imposition of new tariffs, duties or other protectionist measures, and financial sanctions; strict regulations affecting the import and processing of certain raw materials and finished goods; the occurrence of acts of terrorism or similar events, conflicts, geopolitical tensions, civil unrest or situations of political instability; parallel imports of goods at terms inconsistent with our guidelines and distribution of our products, in violation of exclusive territorial rights granted to other importers and licensees (the so-called "gray market"), which may force us to reposition our pricing in certain countries and erode our

profitability. These or other factors may harm our business in international markets or cause us to incur significant costs in these markets, and we may be unable to pass such costs on to our customers. Any of the foregoing factors could have a material adverse effect on our business, results of operations and financial condition. See also "*—Risk factors relating to the industry in which the Group operates—Global economic conditions and macro events could adversely impact demand for our products*" and "*—Risk factors relating to the industry in which the Group operates—Geopolitical tensions and uncertainties regarding ongoing conflicts could have a material adverse effect on our business, results of operations and financial condition.*"

Developments in Greater China and other growth and emerging markets may adversely affect our business.

We operate in a number of growth and emerging markets, both directly and through our distribution partners. In particular, a significant portion of our sales are in the Greater China Region (which for our reporting purposes includes the Chinese mainland, Hong Kong S.A.R., Macau S.A.R. and Taiwan), representing 23%, 26% and 31% of our revenues in 2025, 2024 and 2023, respectively, where we have had a direct retail presence since 1991. While these markets experienced sustained economic growth and increases in personal income and wealth in recent years, demand for luxury products slowed in 2024 due to a decline in consumer confidence, driven by, among other factors, economic uncertainty, a decline in the real estate sector, and evolving consumer preferences, particularly in relation to overseas shopping. While 2025 showed initial signs of improvement, growth remains subdued and customers continue to adopt a cautious approach to discretionary spending. Geopolitical tensions and further slowdown in the rate of growth there and in other growth emerging markets could cause a decline in our sales, or limit the opportunity for us to increase sales of our products and revenues in those regions in the near term. For example, any increase in tensions around Taiwan, including threats of military actions or escalation of military activities, as well as the rising of protests, could adversely affect our sales in the Greater China Region.

Economic and political developments in emerging markets, including economic crises, political instability or geopolitical tensions, have had and could have in the future material adverse effects on our business, results of operations and financial condition. Government actions such as tax changes, measures aimed at limiting the import of foreign goods or the active discouragement of luxury purchases, or measures aimed at regulating excessively high incomes may also impact the market for luxury goods in these markets. Such regulatory action and related statements by governmental authorities may also affect the social acceptability of spending on luxury goods. Consumer spending habits in these markets may also change due to other factors that are outside of our control.

Maintaining our position in these growth and emerging markets is a key component of our global strategy. However, initiatives from several global luxury goods manufacturers have increased competitive pressures for luxury goods in several emerging markets. As these markets continue to grow, we anticipate that additional competitors, both international and domestic, will seek to enter these markets and that existing market participants will try to aggressively protect or increase their sales. Increased competition may result in pricing pressure, reduced margins and our inability to increase or maintain our sales levels, which could have a material adverse effect on our results of operations and financial condition. See also *"—Risk factors relating to the industry in which the Group operates—The markets in which we operate are highly competitive."*

Failure to implement our strategy could adversely affect our results of operations.

Our ability to increase revenues, enhance operating performance and generate profits and cash flows depends significantly on the successful execution of our strategic plan across our portfolio of brands. See section *"2.2. Business Overview"* for a description of our strategy at the Group level and for each brand. Certain elements of our strategy may increase our exposure to specific products, customer segments or distribution channels, which could reduce diversification and increase sensitivity to changes in consumer preferences or demand. If demand for such products weakens or if our strategic assumptions regarding customer behavior prove to be incorrect, our revenues and results of operations could be adversely affected. The execution of our strategy also requires effective coordination of creative direction, marketing initiatives and product development with broader business objectives. If our investments in these areas do not align with consumers' demand and expectations, that may lead to inefficient investments or cost allocations and missed opportunities for sales and growth, which could affect our business and results of operations.

In addition, our strategy includes continued investment to grow the direct to consumers channel, including the opening of new stores, which involves significant capital expenditures and operational complexity. If the execution of our stores roll-out plan is not successful, or if newly opened stores perform below expectations, we may not achieve the return on investment or the growth and profitability that we anticipate.

Our strategy is premised upon certain assumptions about the global economic environment, the evolution of demand for luxury goods in the various regions in which we operate or seek to operate, our competitive position and the ability of our management team to effectively carry out our strategic plan. If we fail to implement our strategic plan, if our assumptions prove to be incorrect or if the geopolitical situation triggers an economic crisis or a conflict situation in the regions where we operate, our ability to increase our revenues and profitability could be affected, which could have a material adverse effect on our business, results of operations and financial condition.

We are exposed to risks relating to recent and potential future acquisitions.

Our growth strategy may, from time to time, include acquisitions. Such acquisitions may cause us to face uncertainties concerning the economic and financial outcomes of such transactions. With respect to both past and future acquisitions (including the TFI Acquisition which closed on April 28, 2023), we may be exposed to liabilities (including tax liabilities) not detected during the due diligence process or not covered by contractual provisions. Furthermore, other assessments of the acquired business made at the time of the initial investment could prove to be incorrect. The achievement of the anticipated benefits of an acquisition is subject to a number of uncertainties, including general competitive factors in the marketplace, the economic environment, our ability to integrate the businesses in an efficient and effective manner and establish and implement effective operational principles and procedures. We may also encounter unexpected difficulties and costs if we are unable to retain certain key employees and achieve minimal unplanned attrition, which could increase our hiring and training costs and disrupt our business, or in connection with hiring new senior managers. The process of coordinating and integrating businesses acquired by the Group has required and will continue to require significant management and financial resources that may otherwise have been focused on the ordinary course management of our activities. The integration process also requires the application of financial reporting and management control systems to the acquired companies, as well as the integration of IT systems, compliance and risk management policies (which may apply different standards, procedures and tools), and the training of new personnel. Each of these needs could require considerable resources from us, entailing significant costs. If we incur liabilities as a result of acquisitions and these liabilities exceed the contractual indemnification caps, or if indemnification is not available for any other reason, this could have a material adverse effect on our business, results of operation and financial condition. Furthermore, we are exposed to the risk that the evaluations and assumptions underlying investment decisions could turn out to be incorrect, which could lead to unexpected difficulties in the process of integrating the acquired assets or companies with our business, or costs and other unforeseen liabilities for the Group, and we may not obtain the benefits and synergies expected from such transactions. Any of the above circumstances could have adverse effects on our business, results of operations and financial condition.

We are subject to certain risks related to the sale of our products through our DTC channel and in particular our directly operated stores.

In our distribution model, the DTC channel consists of full price mono-brand stores (boutique) managed directly by us, or outlets managed by us and concessions with department stores, as well as a directly managed online boutique and other e-commerce platforms through which we sell directly to our customers. In recent years, part of our strategy has involved accelerating and amplifying our operations through the DTC channel across our brands. At December 31, 2025, we operated 282 ZEGNA, 123 Thom Browne and 66 TOM FORD FASHION DOSs (281 ZEGNA, 116 Thom Browne and 64 TOM FORD FASHION DOSs at December 31, 2024). The DTC channel generated revenues of €1,449.0 million in 2025 and €1,390.7 million in 2024 (or 82.0% and 77.6% of our consolidated revenues from branded products, respectively). The risks related to managing currently existing DOSs mainly relate to possible difficulties in renewing the existing lease agreements, an increase in rental charges, decline in sales and impairment charges.

Our DOSs are located in properties that we lease from third parties. There is significant competition among retail operators in our industry to obtain commercial spaces in prestigious locations in major cities, towns and resort destinations worldwide. Accordingly, to find prime locations for new stores or to renew our lease agreements, we may have to compete with other operators, including those in our same industry, some of which have greater economic and financial resources than us or otherwise more bargaining power. If we are unable to renew our lease agreements with economic terms consistent or more beneficial than those currently applicable, or if we are forced to accept rental charges which are substantially higher than the existing ones, this could have a material adverse effect on our business, results of operations and financial condition.

Our DOSs have a high level of fixed costs. A decrease in revenues from the retail channel could, in light of the high level of fixed costs, have a material adverse effect on our business, results of operations and financial condition.

We analyze the performance of each of our DOSs and market trends in order to assess whether to open new DOSs (or move DOSs to a different location), renew existing leases, or close DOSs that are underperforming. If our analysis is inadequate or based on the wrong assumptions, we could select sub-optimal locations for our stores, or keep or open underperforming stores, which could have a material adverse effect on our business, results of operations and financial condition. In the event we decide to close an underperforming DOS, the terms of the lease may not allow us to terminate the lease without significant penalties (such as payment of rent until the expiry of the contractual term).

In addition, the performance of our DOSs may be difficult to forecast, and in particular with respect to any newly opened DOSs it may take longer than expected to reach planned levels of profitability. If actual cash flows generated by our DOSs are lower than anticipated, the carrying value of lease-related assets and other store assets may exceed their recoverable amount, which could require us to record impairment charges. In 2025, we recorded impairment losses relating to certain store assets for €15,039 thousand (€11,196 thousand in 2024).

In addition, although we have adopted internal policies and training initiatives to ensure that the staff in our DOSs operate in a manner consistent with the image and prestige of our brands, there can be no assurance that such staff will abide by such policies or that inappropriate or illicit behavior by certain employees will not occur. If there is any allegation brought against us as a result of negligence or other impermissible conduct by our DOS staff, we may be exposed to legal or other proceedings or increased public scrutiny, which may result in substantial costs, diversion of resources and management's attention and potential harm to our reputation.

The operations of our retail channel and DOSs are also subject to risks such as information technology system failure, work stoppage, wars, conflicts, civil unrest, natural disasters, fire and government-imposed shutdowns. Any interruption of activity in our retail channel and DOSs due to these or other similar events out of our control could result in disruption to our operations and a reduction in sales, which could have a material adverse effect on our business, results of operations and financial condition.

Failure to accurately forecast consumer demand could lead to excess inventories or inventory shortages.

To meet anticipated demand for our products in the DTC channel, we forecast inventory needs and arrange manufacturing activities based on our estimates of future demand for particular products. Our ability to accurately forecast demand for our products could be affected by several factors, including an increase or decrease in customer demand for our products or for products of our competitors, changing consumer preferences, changing product trends, our failure to accurately forecast consumer acceptance of new products, product introductions by competitors, unanticipated changes in general market conditions and weakening of economic conditions or consumer confidence in future economic conditions. If we fail to accurately forecast consumer demand, we may experience excess inventory levels or a shortage of products available for sale in our stores or for delivery to customers.

Inventory levels in excess of customer demand may result in an increase in inventory obsolescence, leading to inventory write-downs or write-offs and the sale of excess inventory at discounted prices, any of which could cause our gross margin to suffer, impair the strength and exclusivity of our brands, and have a material adverse effect on our results of operations, financial condition, and cash flows.

Conversely, if we underestimate customer demand for our products and fail to arrange sufficient manufacturing capacities in advance, then we may not be able to deliver products to meet our requirements and we may experience inventory shortages. Inventory shortages in our stores or third-party distribution centers could result in delayed shipments to customers, lost sales, a negative customer experience, lower brand loyalty, and damage to our reputation and customer relationships, any of which could have a material adverse effect on our results of operations, financial condition, and cash flows.

In the wholesale channel, we are subject to certain risks arising from points of sale operated by third parties, and we are dependent on our local partners to sell our products in certain markets.

In the wholesale channel, we sell our products to franchisees, specialty stores, department stores and online retailers. For the years ended December 31, 2025 and 2024, revenues attributable to the wholesale channel for ZEGNA brand, Thom Browne and TOM FORD FASHION amounted respectively to €318.1 million and €402.3 million (or 18% and 22% of our consolidated revenues from branded products, respectively). The termination or loss of existing commercial relationships with our primary wholesale customers, the failure to develop new commercial relationships on economically favorable terms

(or at all) or a significant decrease in wholesale channel revenues could have a material adverse effect on our business, results of operation and financial condition. In addition, any failure by retailers not directly operated by us to manage their stores, or by our local partners to act, in a manner consistent with the image and prestige of our brands or in line with any agreed contractual commitments (including in terms of sale prices), or failure by online retailers to comply with consumer protection laws or provide accurate product descriptions, could damage the competitive position and image of our brand, with potential material adverse effects on our business, results of operations and financial condition. See *"—Our business depends on the recognition, integrity and reputation of our brands."*

In certain of the geographic markets in which we operate, the distribution of our products is carried out, sometimes exclusively, through franchising agreements with local operators. Although we generally have not experienced significant problems in the past with such wholesale customers, the loss of one or more important commercial relationships with, or the occurrence of material disagreements with, our distribution partners or a failure to renew or develop commercial relationships on economically favorable terms (or at all) with them could have a material adverse effect on our business, results of operations and financial condition.

Furthermore, the possibility of parallel markets developing through wholesalers poses additional risks. These parallel markets arise when products are sold outside official distribution channels, often at lower prices. This may undermine our pricing strategy, brand equity and customer loyalty. In addition, any actions taken against parallel markets may result in a decline in sales that may be not be offset by an increase in sales through official channels.

Our operations are also subject to the risk of insolvency of our wholesale customers, including as a result of potential debt restructurings or other actions taken by third parties that may jeopardize our ability to collect amount due in a timely manner, or at all. If any of our wholesale customers are in financial distress or become insolvent, that may result in a reduction of future business with that customer, and may also lead to excessive inventory of unsold finished products and unused semi-finished products or raw materials, which we may be unable to sell to other wholesale customers or through the DTC channel. There can be no assurance that we will be able to successfully mitigate such risk, and our business, results of operations and financial condition could be materially adversely affected.

For example, on January 13, 2026, our wholesale customer Saks Global filed for bankruptcy protection under Chapter 11 of Title 11 of the United States Code. As a result thereof, in 2025 we recorded an allowance for potential losses on trade receivables of €10,077 thousand. Although we have decided to continue doing business with Saks Global both on a wholesale basis and through our existing concessions (DTC), the Chapter 11 proceedings are ongoing and subject to significant uncertainty. The ultimate recovery of amounts owed to us will depend on the outcome of the bankruptcy proceedings. We may be required to record additional allowances for expected credit losses or write-offs, which could adversely affect our results of operations and financial condition.

Fluctuations in the price or quality of, or disruptions in the availability of, raw materials used in our products could cause us to incur increased costs, disrupt our manufacturing processes or prevent or delay us from meeting our customers' demands.

We require high quality raw materials in order to produce our products. The market price of the raw materials that we require for our production depends on many factors that are largely out of our control and which are difficult to predict. The primary raw materials we use are fibers and yarns of wool, silk, cotton, linen, cashmere and fabrics of the same composition, as well as leather and vicuña. The availability of wool, cashmere, leather and silk depends on unpredictable factors which are outside our control, including flooding, droughts and climate change effects affecting harvests and farming activities in the areas where these raw materials originate (mainly Australia and New Zealand for wool, Greater China and Mongolia for cashmere, Turkey, Egypt and the United States for cotton, Europe and the Caribbean for linen, Greater China for silk and Europe, Australia, New Zealand and the United States for leather). Moreover, diseases and pests could affect livestock and plants and, as a result, fiber quality. We also use rare raw materials, such as ultra-fine wool and vicuña and other fine yarns, fabrics and specially selected calf leather, which are only available in a very limited quantity and subject to strict export and processing regulations, which may change. Moreover, the use of traceability or certification requirements for certain collections, such as Oasi Cashmere, Oasi Lino and Vellus Aureum, could restrict our ability to source sufficient certified materials to meet customer demand.

Possible legislative, political and economic developments, potential social instability or the introduction of export restrictions or tariffs in the countries in which our suppliers operate, or the introduction of import restrictions on products from such countries, could have a negative impact on our procurement activities. These and other factors could affect the

availability and price of the raw materials required for our production. For instance, the price of cashmere rose significantly over the last three years, and fine linen fiber prices continued to grow as a result of various factors, including droughts that reduced the available quantity of high quality flax. The price of other raw materials has also been affected by the high inflationary environment globally.

If the supply of such raw materials decreases (including due to shortages or to a decrease in the number of producers or suppliers of raw materials), we may face difficulties in obtaining sufficient supplies of high-quality raw materials, and the relevant prices may increase. Thus, we could face supply shortages in the medium term and rising costs of purchasing, which we may be unable to pass on to our customers. In addition, our suppliers could cancel or delay the delivery of raw materials to us, may fail to provide raw materials that meet our high-quality standards or may fail to comply with our increasingly stringent sustainability and traceability requirements. This could delay our manufacturing process or cause us to incur increased costs to obtain raw materials of the quality we require. Any of the foregoing factors could have a material adverse effect on our business, results of operations or financial condition. Suppliers' actions may also damage our reputation. See *"—Our business depends on the recognition, integrity and reputation of our brands."*

We could be adversely affected if we are unable to negotiate, maintain or renew our license or co-branding agreements with high end third party brands.

We are a party to various agreements with third party brands, as licensee or supplier, and license agreements, as licensor and licensee.

In accordance with the definitive agreements for the acquisition of TFI, which closed on April 28, 2023, TFI entered into a license agreement, pursuant to which TFI is the licensee of The Estée Lauder Companies for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile and home design products, for a term of 20 years, subject to renewal at TFI's option for one further 10-year period subject to certain minimum performance conditions (the "TFF License"). Under the TFF License, we are required to pay royalties to the licensor. If we are unable to run the licensed business efficiently (considering the royalties and other costs), our profitability may be adversely affected. In addition, the TFF License provides for certain minimum guaranteed royalties payable to The Estée Lauder Companies regardless of the level of sales actually achieved.

We are also party to certain license agreements whereby we grant, for a certain period of time, the use of our brands to third parties for the production of products in adjacent luxury sectors (including fragrances, eyewear, beachwear and underwear). For the year ended December 31, 2025, royalties relating to these arrangements were €3.1 million. If any of these licensees were not to perform their obligations towards the Group (including by failing to ensure the required quality, sustainability or traceability standards, not complying with our directions with respect to distribution channels and after sale services, breaching obligations related to our intellectual property rights, or failing to comply with the timeline for product launches), we may be unable, in a commercially reasonable time, to replace such licensee with another producer capable of ensuring equivalent quality and production standards, or procure its services upon the same or substantially the same financial terms. Our inability to maintain a presence in these adjacent luxury sectors or to provide products in these sectors of a quality comparable to that of our other products may reflect negatively on the reputation and integrity of our brands.

From time to time, we enter into co-branding projects with different brands for the design, production and sale of certain selected co-branded products. We also enter into collaborations with other brands to offer new products lines (as we did with Norda Run, Baccarat and Frette, and more recently with the Thom Browne collaboration with ASICS America Corporation). If we fail to negotiate, enter into or renew such relationships in a mutually satisfactory manner for both brands, in particular with respect to the distribution of the co-branded products and the ownership and protection of the intellectual property rights related to these projects, we may be unable to replace the revenues generated in the past from these collaborations.

If any of the foregoing licensing agreements or co-branding projects with third party brands are terminated for any reason, not renewed upon their expiration or renewed but with less favorable terms and conditions, this could have a material adverse effect on our business, results of operations and financial condition.

We depend on our manufacturing and logistics facilities, which are subject to disruption.

We operate manufacturing and logistics facilities in Italy, Switzerland and Turkey and logistics facilities in the People's Republic of China, Hong Kong, Japan, South Korea, and the United States, as well as minor logistics facilities other

countries. These facilities are subject to operational risks, including mechanical and information technology system failure, work stoppage, civil unrest, increases in transportation costs, natural disasters, flooding, fire, government-imposed shutdowns and disruption to supplies of raw materials or of commodities such as energy. Any interruption of activity in our manufacturing or logistics facilities due to these or other similar events outside of our control could result in disruption to our operations and a reduction in sales, which could have a material adverse effect on our business, results of operations and financial condition. See *"—Our financial condition and results of operations may be adversely affected by the occurrence of a global pandemic or other health crises."*

Our business depends on tourist traffic and demand.

A significant amount of our sales is generated by customers who purchase products while travelling. Consequently, adverse economic conditions (such as financial crises or exchange rate volatility), global political developments, other social and geopolitical tensions, instability, disorders, riots, civil wars or military conflicts, natural disasters such as fire, floods, blizzards, global pandemics, and earthquakes or other events, as well as travel restrictions imposed by governments, which result in a shift in travel patterns or a decline in travel volumes, have had in the past, and may have in the future, an adverse effect on our business, results of operations and financial condition. See also *"—Our financial condition and results of operations may be adversely affected by the occurrence of a global pandemic or other health crises," "—Risk factors relating to the industry in which the Group operates—Global economic conditions and macro events could adversely impact demand for our products"* and *"—Risk factors relating to the industry in which the Group operates—Geopolitical tensions and uncertainties regarding ongoing conflicts could have a material adverse effect on our business, results of operations and financial condition."*

We depend on highly specialized craftsmanship and skills.

One of the distinguishing features of certain of our products is the highly specialized craftsmanship involved in their manufacturing, which is also a result of the experience that our specialized employees have acquired over the course of the years.

Although we try to preserve these craftsmanship skills and ensure that they are passed on to the next generations, the number of our specialized employees may decrease in the future and their craftsmanship skills may no longer be readily available. If this were to occur, it could affect our ability to ensure the distinctive quality of certain of our products in the future, which in turn could have a material adverse effect on our business, results of operations and financial condition.

In such circumstances, we could be forced to rely, in whole or in part, on external specialized craftmanship, which would require enhanced oversight to ensure that the production throughout the supply chain complies with the same standards of quality, ethics and operational integrity that apply to our employees.

Our business success depends on certain key senior personnel as well as skilled personnel, and their loss or unavailability could adversely affect our business.

The performance of our business depends significantly on the efforts and abilities of some key senior personnel. Such key personnel have substantial experience and expertise in the luxury goods business and have made significant contributions to the success of our business.

Although we have a succession planning process in place for certain key roles, if any key personnel were to leave us abruptly, or become otherwise unable or unwilling to continue in their roles, we may not be able to replace them in a timely fashion or with individuals of equivalent experience and capabilities. This includes a potential departure of a Creative Director, which could lead to a period of uncertainty that significantly impacts our brand's image and reputation. In addition, the replacement of key personnel generates significant hiring costs. The failure to retain or replace such key personnel with other skilled personnel capable of integrating into our operations efficiently could lead to delays in the development of collections, inefficiencies in management of our business, and, accordingly, could have a material adverse effect on our business, results of operations and financial condition.

In addition, our future success depends on our ability to continue to attract, retain and motivate skilled employees, and to develop internal talent that will step into key roles. Competition for employees is becoming more intense. The ability to attract, hire and retain skilled personnel depends on our ability to provide meaningful work at competitive compensation.

The inability to do so effectively would constrain our ability to timely complete certain projects, which could adversely affect our business, results of operations and financial condition.

Our financial condition and results of operations may be adversely affected by the occurrence of a global pandemic or other health crises.

A significant outbreak, epidemic or pandemic of a contagious disease, such as COVID-19, in any geographic area in which we operate or we plan to operate could result in a health crisis adversely affecting the economy, consumer spending and behavior, tourism, overall demand for our products, supply chain and financial markets in such areas. Any preventative or protective government-mandated restrictive measures and the responsive actions adopted by the private sector and individual consumers in response to any such health crisis, such as travel restrictions, quarantines, or site closures, may adversely impact our business operations, store traffic, employee availability, supply chain, financial condition, liquidity and cash flows. Any of the foregoing events could adversely affect our business, results of operations and financial condition.

In addition, any widespread public health crisis may also exacerbate other risks disclosed in this section *"4.2. Risk Factors,"* including, but not limited to, our competitiveness, demand for our products, shifting consumer preferences, exchange rate fluctuations, and availability and price of raw materials.

We depend on the protection of our intellectual property rights.

We believe that our intellectual property is essential to the success of our products and to our competitive position. We dedicate significant resources to the protection of our intellectual property assets (including trademarks, designs, production processes and technologies, utility patents and other distinctive marks) in the jurisdictions in which we operate. There can be no assurance, however, that we will succeed in protecting our intellectual property rights.

With respect to designs in particular, design rights do not prevent our competitors from developing products that are substantially equivalent to or better than our products, while not infringing our intellectual property rights. Moreover, any actions we take to establish and protect our designs, trademarks, patents, and other intellectual property rights may not be adequate to prevent counterfeiting, imitation of our products by competitors or other third parties or to prevent these persons from asserting rights in, or ownership of, our brand trademarks and other intellectual property rights. We may therefore be forced to spend significant resources to defend our intellectual property from infringement or from third party claims. In addition, should third parties register intellectual property rights which overlap with ours, or should we attempt to enter new markets where third parties have registered intellectual property rights which are similar to those which we would wish to register, we may be constrained from developing our business in such markets or we may have to spend more resources to support our registration. Moreover, applications to register intellectual property may face objections from the trademark offices we seek to register them in and may not mature into registrations. If we were to face judicial or administrative challenges involving our registered intellectual property rights, for instance requesting cancellation on grounds of non-use, we may not be able to successfully resolve these types of conflicts to our satisfaction. Each of the above could have a material adverse effect on our business, results of operations and financial condition. In addition, the laws of certain countries may not protect trademarks, designs, copyrights and other intellectual property rights to the same extent as the laws of the United States or the European Union.

Third parties could also make claims or bring legal action against us for an alleged infringement of such third parties' intellectual property rights. As a result, we may be required to discontinue the sale of certain products, pay damages, incur licensing costs, modify our production processes and/or products, or have the scope or validity of our intellectual property rights determined in court in order to be authorized to sell such products.

For instance, on June 28, 2021 Adidas AG ("adidas") commenced an action against Thom Browne, Inc. in the Southern District of New York, for, among other things, trademark infringement, unfair competition, dilution and various state claims, in connection with the use of Thom Browne's five color grosgrain ribbon and the four bars on sleeves and pants on its sporting goods, sportswear and athletic wear, allegedly infringing the three stripe marks of adidas. The case was assigned to a jury trial and, on January 12, 2023, the jury found that at no time did Thom Browne, Inc. infringe on any of adidas's trademarks. Adidas' appeal was denied. In addition, based on evidence submitted in another trial against Thom Browne Inc., adidas has filed a motion requesting a new trial based on discovery flaws. Such motion was denied, and adidas has appealed the lower Court's denial of its motion. A decision is expected in the first half of 2026. Should the appeal be decided in favor of adidas, a new trial may take place.

Meanwhile, the opposition filed by adidas against several trademarks which Thom Browne Inc. filed for registration in the European Union was substantially denied, but Adidas has filed another opposition, pending which the registration of the relevant trademarks remains on hold.

In the UK, adidas filed before the High Court of Justice in London claims for infringement alleging infringement of adidas' marks by Thom Browne Inc.'s use of its grosgrain ribbon signature as well as the four bar design, which were fully dismissed on November 22, 2024. As adidas did not appeal the decision denying its claims of trademark infringement, this decision is now final.

In Germany, adidas commenced a lawsuit in 2022 before the Nuremberg-Furth District Court against Thom Browne, Inc. and Thom Browne Retail Italy S.r.l., alleging Thom Browne's four-bar signature infringed adidas's three stripe mark. In first instance, the Court rejected adidas' claims for infringement. Adidas appealed the decision and the case is pending.

Thom Browne intends to continue to vigorously defend its position in all the aforementioned proceedings. These or any other such events may entail significant losses in addition to legal costs, with possible adverse effects on our business, results of operations and financial condition. For information on legal costs incurred in connection with this matter up to December 31, 2025, see section *"3.2.3. Results of operations—L. Non-IFRS Financial Measures"* and *"Note 5 — Segment reporting"* to the Consolidated Financial Statements included elsewhere in this document.

A disruption in our information technology, including as a result of cybercrimes, could disrupt our business operations and compromise confidential and sensitive information.

We depend on our information technology and data processing systems to operate our business, and a significant malfunction or disruption in the operation of our systems, human error, interruption to power supply, or a security breach that compromises the confidential and sensitive information stored in those systems or halts their functioning, could disrupt our business and adversely impact our ability to operate. Our ability to keep our business operating effectively depends on the functional and efficient operation by us and our third-party service providers of our information, data processing and telecommunications systems, including our product design, manufacturing, distribution, sales and marketing, billing and payment systems. We rely on these systems to operate and manage substantially all aspects of our business, including to support core business processes and decision-making across retail operations, production and logistics, billing, financial reporting, payments, treasury and inventory management. Recently, we have also been enhancing our solutions for advanced analytics and customer experience, furthering use of artificial intelligence and machine learning ("AI") for areas such as marketing, digital experience, product recommendation and matching, learning customer preferences, customer profiling and segmentation. Generative AI is being tested to augment creative and content creation processes on an assistive basis. The legal and regulatory environment relating to AI in the jurisdictions where we operate is uncertain and rapidly evolving, and includes laws and regulations targeted specifically at AI (such as Regulation (EU) 2024/1689 of the European Parliament and of the Council, commonly known as the EU Artificial Intelligence Act, which entered into force on August 1, 2024, with different provisions taking effect as of different dates) as well as provisions in intellectual property, privacy, consumer protection, employment and other laws applicable to the use of AI. These evolving laws and regulations could require changes in our use of AI and increase our compliance costs and the risk of non-compliance. Our use of AI could require significant expenditures (in terms of investments, compliance and effective change management) and also lead to novel and urgent cybersecurity risks, including new or enhanced governmental or regulatory scrutiny, litigation, confidentiality or security risks, ethical concerns or other complications that could adversely affect our reputation, business, results of operations and financial condition.

All of our systems are susceptible to malfunctions and interruptions due to equipment damage, power outages, connection interruption, and a range of other hardware, software and network problems. Those systems are also susceptible to cybercrime, or threats of intentional disruption, which are increasing in terms of sophistication (including through the use of AI technologies) and frequency, with the consequence that such cyber incidents may remain undetected. In addition, having a portion of our workforce working in a hybrid work environment, where our employees are often working remotely, could also increase our vulnerability to risks related to our hardware and software systems, including risks of phishing and other cybersecurity attacks. For any of the foregoing reasons, we may experience system malfunctions or interruptions. Although our systems are diversified, including multiple server locations, third party cloud providers and a range of software applications for different regions and functions, and we periodically assess and implement actions to ameliorate risks to our systems, a significant or large scale malfunction or interruption of our systems could adversely affect our ability to manage and keep our operations running efficiently, and damage our reputation if we are unable to track transactions and deliver products to our customers. A malfunction that results in a wider or sustained disruption to our business could have a material

adverse effect on our business, results of operations and financial condition. In addition, our recently acquired businesses may use different information technology and data processing systems than those used at a broader group level, which could make it more complex to prevent or timely address any of the foregoing events.

In addition to supporting our operations, we use our systems to collect and store confidential and sensitive data, including information about our business, our customers and our employees. Any unauthorized access to our information systems may compromise the privacy of such data and expose us to claims as well as reputational damage. Ultimately, any significant violation of the integrity of our data security could have a material adverse effect on our business, results of operations and financial condition. See *"—We are exposed to the risk that personal information of our customers, employees and other parties collected in the course of our operations may be damaged, lost, stolen, divulged or processed for unauthorized purposes."*

We are exposed to the risk that personal information of our customers, employees and other parties collected in the course of our operations may be damaged, lost, stolen, divulged or processed for unauthorized purposes.

In carrying out our business, we collect, store and process personal data of our customers, employees and other parties with whom we deal, including data we gather for product development and marketing purposes. Therefore, we are subject to a variety of strict and ever-changing data protection and privacy laws on a global basis, including the EU General Data Protection Regulation, the Personal Information Protection Law of the People's Republic of China and the California Invasion of Privacy Act.

These laws are complex and subject to continuously evolving interpretations, including as a result of the use of information technology. As a result, we may be subject to claims and investigations with respect to our interpretation and application of such laws.

We are exposed to the risk that personal data we store and use may be damaged or lost, stolen, divulged or treated or processed for unauthorized purposes by the individuals responsible for data management or by unauthorized individuals (including third parties and the Group's employees). The destruction, damage to or loss of personal data, as well as its theft, unauthorized treatment or processing or dissemination, could significantly impair our reputation and impact our operations; it could also lead to governmental investigations and the imposition of fines by competent authorities, with possible adverse effects on our business, results of operations and financial condition. See also *"—A disruption in our information technology, including as a result of cybercrimes, could disrupt our business operations and compromise confidential and sensitive information."*

We are subject to certain risks related to related party transactions.

We have engaged, and continue to engage, in relationships of a commercial nature with related parties. These relationships consist mainly in the purchase of raw materials and industrial services, licensing and sustainability-related agreements, financial guarantees and collaterals, and certain contributions to Fondazione Zegna. In addition, we lease certain real estate properties from related parties. See section *"7. Major Shareholders and Related Party Transactions."*

We believe that the terms and conditions of our transactions with related parties are at arm's length and on commercial terms that are normal in the respective markets, considering the characteristics of the goods or services involved. However, there can be no assurance that if such transactions had been concluded between or with third parties, such parties would have negotiated or entered into agreements or carried out such transactions under the same or substantially similar terms and conditions. In addition, there is no assurance that we will be able to renew these agreements at the end of their term at the same terms and conditions.

We are exposed to currency related risks.

We operate in numerous markets worldwide and are exposed to market risks stemming from fluctuations in currency exchange rates. In particular, changes in exchange rates between the Euro and the main foreign currencies in which we operate affect our revenues and results of operations. The exposure to currency risk is mainly linked to the differences in geographic distribution of our sourcing and manufacturing activities from those in our commercial activities, as a result of which our cash flows from sales are denominated in currencies different from those related to purchases or production activities. In particular, we incur a large portion of our capital and operating expenses in Euro while we receive the majority of our revenues in currencies other than Euro (mainly in U.S. Dollars and currencies pegged to the U.S. Dollar, Chinese

Renminbi, Japanese Yen, Hong Kong Dollars and British Pound). Therefore, our results may be adversely affected if these currencies depreciate against the Euro, which has been the general trend for most of these currencies during the course of 2025. Such risk is heightened given the extended time period between the moment when the sale prices of a collection are set and the moment when revenues are converted into Euro, which may extend up to 18 months. In addition, foreign exchange fluctuations might also negatively affect the relative purchasing power of our clients, which could also have an adverse effect on our results of operations. See section *"3.2.2.—Trends, Uncertainties and Opportunities."*

An appreciation of the U.S. Dollar against the Euro may adversely affect our results of operations due to certain significant liabilities on our Consolidated Statement of Financial Position which are originally denominated in U.S. Dollars. In particular, we recognize a financial liability corresponding to the present value of the exercise price in U.S. Dollars of the put option granted to the non-controlling interest in our investment in the Thom Browne group, which is remeasured at fair value at the end of each period. The remeasurement of the liability at each reporting date is recognized through profit or loss based on the latest available information. For additional information, see *Note 28 — Other non-current financial liabilities* to the Consolidated Financial Statements included elsewhere in this document. Any appreciation or depreciation in the U.S. Dollar against the Euro results in a corresponding unrealized loss or gain in the Consolidated Statement of Profit and Loss foreign exchange line item. In 2025, the U.S. Dollar depreciation against the Euro resulted in an unrealized gain of €14.7 million for the year ended December 31, 2025. More recently, the first months of 2026 have been characterized by high volatility in foreign exchange markets.

Exchange rate fluctuation may also adversely affect our competitive position as compared to other operators in the luxury goods market, who may incur costs in other currencies with more favorable exchange rates relative to the currencies of our principal markets.

In the Zegna segment, the Tom Ford Fashion segment and, since July 2025, the Thom Browne segment, we seek to manage risks associated with fluctuations in currency through financial hedging instruments, mainly forward contracts or collar (plain vanilla zero cost option) for the sale of foreign currencies. However, there can be no assurance that we will be able to hedge currency related risks successfully, and our business, results of operations and financial condition could nevertheless be adversely affected by fluctuations in market rates, particularly if such fluctuations are extended over time.

In addition, because the Euro is the functional currency used in our consolidated financial statements, fluctuations in exchange rates used to translate figures in our subsidiaries' financial statements that were originally expressed in a foreign currency could have a significant impact on results, net financial indebtedness, and consolidated net shareholders' equity as expressed in Euro in our consolidated financial statements.

We are exposed to risks relating to fluctuations in interest rates and other market risks.

We have entered into Euro-denominated financing agreements and revolving credit facilities providing for a floating interest rate. As of December 31, 2025, floating rate loans represented approximately 95% of our total borrowings, for a financed amount of approximately €233.4 million. In addition, we also have undrawn Euro-denominated revolving, floating rate credit facilities available. Although we have entered into derivative financial instruments to hedge part of our exposure to interest rate risk, an increase in interest rates during the term of such financing agreements, which would result in higher interest payments thereunder, could have a material adverse effect on our business, results of operations and financial condition. In addition, an increase in the interest rate in different countries could have a material impact on the hedging cost related to derivatives instruments to hedge our exposure in foreign currencies. See *"—We are exposed to currency related risks."*

As of December 31, 2025, we had approximately €75.7 million of securities invested in listed and unlisted financial instruments (recorded within other current financial assets). We do not enter into investments for trading or speculative purposes. The primary objective of our investment activities is to preserve principal while maximizing the income that we receive from our investments without significantly increasing risk of loss. In connection with our investment activities, we may be exposed to market risk, i.e. the risk of loss related to changes in market prices, volatility, counterparty and liquidity of financial instruments, which could have a material adverse effect on our business, results of operations and financial condition.

Risk factors relating to the industry in which the Group operates

The markets in which we operate are highly competitive.

The markets for our products are characterized by high levels of competition and the presence of a number of established operators and new entrants, some of which have significant financial resources or well-known and fashionable brands. To succeed, we must interpret and anticipate the tastes, preferences and lifestyles of our customers and anticipate changes in those tastes, preferences and lifestyles, as well as identify fashion and luxury market trends, while producing high quality, desirable luxury products and exceptional customer experiences. Our competitors may be more successful in interpreting market trends or may be able to produce their products at lower costs. In particular, our larger competitors may be better equipped to changing conditions that affect the competitive market, including transformation in the customer experience supply chain operations and the use of new digital technologies and artificial intelligence in the business, heightening customer expectations. In addition, newer entrants may be viewed as more desirable by fashion-conscious consumers. Our failure to compete effectively in our chosen markets, including through a failure to identify and respond to new and changing trends and consumer preferences, or through a failure to successfully invest in innovative initiatives, could have a material adverse effect on our business, results of operations and financial condition.

Geopolitical tensions and uncertainties regarding ongoing conflicts could have a material adverse effect on our business, results of operations and financial condition.

The war between Russia and Ukraine and the military conflicts and tensions in the Middle East, have heightened geopolitical tensions and have had an abrupt impact on the global economy. In general, any acts of terrorism, war, armed conflicts, geopolitical tensions or socio-political upheaval may lead to a slow-down in certain segments of the global economy, escalate the price of certain raw materials or commodities (including energy), and affect the amount of discretionary income available for certain customers, or their propensity, to buy luxury products, as well as reduce the social acceptability of luxury purchases. As a result, the ongoing conflicts and sanctions, any escalation or expansion thereof, and any other similar events could have a material adverse effect on demand for our products, costs, customers, suppliers and the economies of the jurisdictions in which we operate and, in turn, our business and financial results.

With regards to the conflict between Russia and Ukraine, the extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, and could be material and adverse. Many governments around the world, including those of the United States, the European Union, the United Kingdom and other jurisdictions, have imposed sanctions on certain industries and parties in Russia, Belarus and the Ukrainian regions of Donetsk and Luhansk, as well as export controls on certain industries and products, including luxury goods. Certain of these sanctions prohibit the export of luxury goods above a certain value to those regions. Pursuant to the aforementioned sanctions, we have suspended indefinitely deliveries to our franchisees and distributors in Russia. It is uncertain whether and when we will be able to resume deliveries to the Russian market. An expansion of the conflict to other European countries, the United States or other parts of the world, or the worsening of the world economic situation in terms of inflation, energy prices and purchase power, is likely to translate into a lower propensity to spend on luxury good products and potentially impact our business.

On February 28, 2026, the U.S. and Israel conducted coordinated strikes against Iran's military and governmental targets, which rapidly escalated into a military conflict across the Middle East, including retaliatory strikes by Iran and expanded regional hostilities. Such events, including the escalation or expansion of existing hostilities, could adversely affect our revenues and results of operations. In light of our recent investments to expand our direct operations in the Middle East, if our new stores in the region do not perform in line with the forecasts, we may have to record impairment charges.

Global economic conditions and macro events could adversely impact demand for our products.

Our revenues may be affected by overall general economic conditions within the different countries in which we operate. Deteriorating general economic conditions may affect disposable incomes and reduce consumer wealth impacting client demand and appetite for luxury goods, which may negatively impact our revenues and profitability. Furthermore, during recessionary periods, social acceptability of luxury purchases may decrease and higher taxes may be more likely to be imposed on certain luxury goods including our products, which may affect our sales.

We sell our products throughout the world. In particular, we conduct our business in EMEA, the Americas and APAC, with Greater China and the United States being our two largest single markets. Our presence in various international markets exposes us to the risks connected, among other things, with the macroeconomic conditions of the countries in which

we operate. Sales could be affected by various events and factors, such as, for example, market instability, natural disasters, the trade environment, stagflation, inflation, interest and tax rates, energy prices, the availability of consumer credit, disposable consumer income, consumer indebtedness level, unemployment and consumer confidence in future economic conditions. As a result, volatile or slowing economic conditions in any of the regions in which we operate may adversely affect our revenues and results of operations in those regions. See also *"—Risk factors relating to the Group's business, strategy and operations—Developments in Greater China and other growth and emerging markets may adversely affect our business"* and *"—Geopolitical tensions and uncertainties regarding ongoing conflicts could have a material adverse effect on our business, results of operations and financial condition."*

If any of these events, which are difficult to predict, occur, this could have an adverse effect on the demand for luxury goods in a specific country or could cause a contraction in tourist flow, and may have a material adverse effect on our business, results of operations and financial condition.

Significant inflation could adversely affect our results of operations and financial condition.

In recent years, economies around the world have experienced significant inflationary pressures, coupled with government measures to fight inflation and prevent or mitigate economic recessions. While global inflation remains above pre-COVID-19 pandemic levels, recent years have shown a steady and moderate decrease, with inflation recorded in 2025 lower than that recorded in 2024. If inflation increases in the future, we could face further increases in costs for raw materials, energy costs, labor costs or other production costs, which could adversely affect our business and results of operations if we are not able to pass on the increased costs to our customers, or successfully implement other mitigating actions. The foregoing could reduce our profit margins, with a material adverse effect on our results of operations and financial condition. In addition, in high inflationary environments, central banks may increase interest rates as a policy response in order to increase borrowing costs, reduce overall demand and slow inflation.

Significant increases in the costs of other products required by consumers, as well as a raise in interest rates may affect consumer spending power and result in overall reduced spending. A significant increase in the price of our products as a result of inflationary pressure could result in a decline in our sales.

If new trade restrictions are imposed or existing restrictions become more burdensome, we may be unable to sell our products profitably in certain countries.

We purchase certain raw materials and finished goods from various countries and we import our products into all the regions in which we operate. Substantially all of our import operations are subject to complex trade and customs laws, regulations and tax requirements. As a result, we are exposed to the risk that changes in trade policies, including the imposition of new customs duties, tariffs, quotas, export controls, or other trade restrictions by countries in which we operate may materially affect our cost of goods sold, operational flexibility and retail prices, and, subsequently, the demand for our products and our profit margins. Because such changes may occur rapidly and with little notice, the magnitude, timing and duration of such impacts are difficult to predict. Even if we implement mitigation measures, we may not be able to fully offset the risks, especially in the near term or under adverse macroeconomic conditions (e.g., global economic slowdown, lower consumer spending, currency fluctuations). Recent global developments, including increases in import tariffs, the possibility of retaliatory tariffs, shifts in trade agreements, and political and regulatory uncertainty, have made trade policy increasingly volatile worldwide. It is unknown whether and to what extent new tariffs will be adopted, or the effect that any such actions would have on our business, financial condition and results of operations, as well as on our industry, or on the purchase ability of consumers globally.

Any significant change or escalation in trade policies, tariffs or customs-related regulations in countries relevant to our supply chain or sales markets could have a material adverse effect on our business, financial condition and impact global economic activity, our global supply chain and/or demand for our products, each of which could materially and adversely affect our business, results of operations and financial condition.

We are subject to legal and regulatory risk.

We are required to comply with the laws and regulations applying to our products and operations in the various jurisdictions in which we operate, particularly in relation to the protection of intellectual property rights, competition, product safety and traceability, packaging and labeling, import and processing of certain raw materials and finished goods, data

protection and privacy, limits on cash payments, sanctions, workers' health and safety, human rights and the environment (such as laws and regulations related to water usage or carbon emissions).

New legislation (or amendments to existing legislation) may require us to adopt stricter standards, which could lead to increased costs for adapting product characteristics, performing due diligence across the supply chain and reporting thereon, requiring us to collect external data on which we have little or no control. It could also lead us to change our suppliers or limit our operations, which may have a material adverse effect on our business, results of operations and financial condition.

In addition, regulatory and enforcement scrutiny of labor practices in the fashion and luxury industry has increased in certain jurisdictions, including Italy, where recent investigations and judicial measures involving third-party manufacturers and subcontractors of certain fashion brands have focused on alleged labor law violations and working conditions in extended supply chains. Although we are not the subject of any such proceedings, similar investigations or enforcement actions could in the future involve our suppliers or other business partners, including indirect suppliers over whom, despite our efforts, we may have limited visibility or control. Any such developments could have material adverse effects on our reputation, business, results of operations and financial condition. See *"—Risk factors relating to the Group's business, strategy and operations—Our business depends on the recognition, integrity and reputation of our brands."*

If our suppliers are unable to provide the certificates of origin demanded by the Group in a timely manner, our supply chain and in turn, our deliveries in the United States, could be adversely impacted. See also *"—Risk factors relating to the Group's business, strategy and operations—We are exposed to the risk that personal information of our customers, employees and other parties collected in the course of our operations may be damaged, lost, stolen, divulged or processed for unauthorized purposes"* with regards to risks relating to laws on data protection and privacy.

In addition, we are subject to the U.S. Foreign Corrupt Practices Act of 1977, as amended, and other anti-bribery, anti-corruption and anti-money laundering laws in the countries in which we conduct activities. We and our distribution partners may have direct or indirect interactions with officials and employees of government agencies or state owned or affiliated entities and other third parties where we may be held liable for corrupt or other illegal activities, even if we do not explicitly authorize them. We are also subject to sanctions legislation, which may lead to commercial and economic sanctions, prohibitions and other restrictive measures imposed by the different authorities and governments involved, including the European Union, the United States, the United Nations and other international organizations. See also *"—Geopolitical tensions and uncertainties regarding ongoing conflicts could have a material adverse effect on our business, results of operations and financial condition."* From time to time, we may conduct some limited activities in countries subject to sanctions or other restrictive measures. While we believe that our activities are in compliance with the applicable laws and sanctions legislation, including embargoes, we cannot exclude the possibility that we or our distribution partners may violate such laws. Any violation of the foregoing laws could lead to regulatory and/or judicial proceedings and sanctions (including civil penalties, denial of export privileges, injunctions, asset seizures and revocations or restrictions of licenses, as well as criminal fines and imprisonment), which may have a material adverse effect on our reputation, business, results of operations and financial condition.

We are subject to risks associated with climate change and other environmental impacts.

Our business is subject to risks associated with climate change. The widespread impact of climate-related effects can lead to reduced availability or quality of our core raw materials, with consequent possible increases in price or in available volumes for selected top-quality specimen thereby adversely affecting our financial performance. Additionally, the increased frequency and intensity of extreme physical events (including storms, floods and extended periods of drought) and the increase of water scarcity issues, in geographical areas where manufacturing sites, farms and crops are located could also lead to business interruptions in our production processes or at our production facilities, supply chain disruption, scarcity of raw materials and more frequent closures of DOSs or lost sales as customers prioritize basic needs or may not be able to reach our points of sale. Moreover, the impact of climate change and water scarcity on crops could also adversely affect the availability of biomass for animal feed, resulting in scarcity of raw materials (e.g., wool in Australia) and increase in prices. Finally, the increasing introduction of new national and international laws and regulations aimed at reducing the potential impacts of climate change and protecting biodiversity and water availability may hinder our efforts to enter specific markets and may cause increased costs and complexity to comply with new and evolving climate change regulatory requirements and obligations. Any failure on our part to comply with such laws and regulations could lead to adverse consumer actions and investment decisions by investors, as well as expose us to government enforcement action and private litigation. Each of the foregoing factors could have a material adverse effect on our business, results of operations and financial condition.

We are subject to risks associated with increased focus by stakeholders on environment, social and governance matters.

In recent years, companies across all industries are subject to increased scrutiny from a variety of stakeholders, including consumers, employees, investors, proxy advisory firms, media, environment activists, ESG rating agencies and NGOs on corporate responsibility (including environment, social and governance ("ESG") matters, such as traceability and transparency, sustainability claims and product labeling requirements, carbon emissions, responsible sourcing, animal welfare, deforestation, the use of energy and water, the recyclability or recoverability of products, packaging and raw materials, human rights, labor rights and diversity, equality and inclusion practices). If we do not adapt to or comply with investor or other stakeholder expectations and standards on ESG matters (or meet sustainability goals and targets that we have set), as they continue to evolve, or if we are perceived to have not responded appropriately or quickly enough to growing concern for ESG and sustainability issues, regardless of whether there is a regulatory or legal requirement to do so, we may face increased litigation risk, reputational damage and our business, results of operations and financial condition could be materially and adversely affected. Various global and national organizations including ESG rating agencies, research analysts, and disclosure and standards organizations evaluate our disclosures of ESG data. These organizations have developed ratings processes for evaluating companies on their approach to ESG matters, and the results of these ratings are publicly available. Any negative score could adversely impact our reputation and brand value, investor sentiment, and the trust placed in us by our stakeholders, which could have an adverse impact, among other things, on our share price and cost of capital.

There are social and environmental impacts associated with how the raw materials essential to our business are obtained. The labor practices involved in the sourcing and the manufacturing processes of such raw materials throughout our supply chain may raise issues such as inadequate wages, violation of human and labor rights, poor working conditions, court-imposed preventive or supervisory measures, and the use of forced or child labor. Certain sourcing and manufacturing processes can lead to environmental degradation, including loss of biodiversity, air and water pollution, water scarcity and resource depletion. In addition, the use of certain raw materials, including those of animal origin, and the conditions under which they are sourced, may raise concerns about animal welfare and social acceptability and expose us to potential reputational damage. If our suppliers' sourcing and manufacturing practices do not comply with applicable laws and regulations, human and labor rights and ethical standards, or are perceived as harmful to animals or the environment, that may lead to public backlash and diminished consumer trust. If we fail to develop a robust network of suppliers that meet our qualification criteria or if we fail to adequately monitor such suppliers' compliance with applicable laws, our contractual requirements and our ethical and environmental standards, we may struggle to ensure the quality and sustainability of our raw materials or products and may be exposed to investigations, sanctions or other preventive or remedial measures imposed by competent authorities, all of which could ultimately impact our ability to meet consumer expectations and maintain our competitive position. If any of our suppliers fails to comply with our requirements on traceability of raw materials or sourcing methods, we may be unable, in a commercially reasonable time, to replace such supplier with another supplier capable of ensuring equivalent quality and quantitative standards, and we may be unable to procure the relevant raw materials on similar or more favorable commercial terms. Any of these factors may result in disruption to our supply chain, delays in our production activities, increased costs and reputational damage. Furthermore, our supplier's failure to meet our requirements may affect also our ability to complete the calculation and disclosure of our progress against our sustainability strategy and ESG goals, which could potentially have an adverse impact on the ESG ratings we receive from ESG rating agencies.

We have announced and plan to announce our progress and accomplishments on sustainability strategy and ESG goals, as well as possibly add new aspirations and commitments. There can be no assurance that our stakeholders will agree with our strategy or will be satisfied with our disclosures, or that we will be successful in achieving our goals. If our ESG practices do not meet our stakeholders' expectations and standards, or if we fail (or are perceived to fail) to implement our strategy or achieve our goals, our reputation could be damaged, causing our investors or consumers to lose confidence in us and our brands, negatively impacting our employee retention and our business, and having a negative effect on our sales and results of operations. In addition, implementing our ESG strategy and pursuing our ESG goals involves costs and investments which could adversely affect our results of operations.

Risk factors relating to Tax Matters

Changes in tax, tariff or fiscal policies could adversely affect demand for our products.

Imposition of any additional taxes and levies on our products could adversely affect the demand for our products and our results of operations. Changes in corporate and other taxation policies as well as changes in export and other incentives given by various governments, or import or tariff policies, could also adversely affect our results of operations. Considerable

uncertainty surrounds the introduction and scope of tariffs by countries around the world, as well as the potential for trade actions, and the imposition of tariffs and trade restrictions as a result of international trade disputes or changes in trade policies may adversely affect our sales and profitability. See also *"—Risk factors relating to the industry in which the Group operates—If new trade restrictions are imposed or existing restrictions become more burdensome, we may be unable to sell our products profitably in certain countries."* The occurrence of any of the above may have a material adverse effect on our business, results of operations and financial condition.

Changes to taxation or the interpretation or application of tax laws could have an adverse impact on our results of operations and financial condition.

Our business is subject to various taxes in different jurisdictions (mainly Italy), which include, among others, the Italian corporate income tax (*"IRES"*), regional trade tax (*"IRAP"*), value added tax (*"VAT"*), excise duty, registration tax and other indirect taxes. Our business outside of Italy is subject to corporate income taxes in every country where we do business, through our subsidiaries and/or branches; remittances from those subsidiaries back to Italy may be subject to withholding taxes. We are exposed to the risk that our overall tax burden may increase in the future.

Changes in tax laws or regulations, or in the position of the relevant Italian and non-Italian authorities regarding the application, administration or interpretation of these laws or regulations, particularly if applied retrospectively, could have a material adverse effect on our business, results of operations and financial condition. For instance, on December 27, 2023, Italian Legislative Decree No.209/2023 adopted a tax reform on international taxation, including the implementation into Italian domestic law of Council Directive (EU) 2022/2523 (the "Pillar Two Directive"). The Pillar Two Directive was designed to transpose into binding EU law the so called "Pillar Two" of the Two-Pillar Solution to Address the Tax Challenges of the Digitalisation of the Economy, agreed upon by over 130 jurisdictions under the Organisation for Economic Co-operation and Development/G20 Inclusive Framework on Base Erosion and Profit Shifting (the "OECD/G20 Inclusive Framework"), which provided for the introduction of a global minimum tax at a rate of 15%. Under the Italian tax reform, in-scope multinational enterprise groups are subject to a top-up tax of at least 15%.

Although at this stage such reform has not led to material adverse tax consequences for us, in the future we could become subject to a significant top-up tax. In addition, we have noticed additional tax compliance burden.

Tax laws are complex and subject to subjective valuations and interpretive decisions, and we periodically may be subject to tax audits aimed at assessing our compliance with direct and indirect taxes. The tax authorities may not agree with the positions that we have taken or intend to take on tax laws applicable to our ordinary activities and extraordinary transactions. In case of challenges by the tax authorities to our interpretations, we could face long tax proceedings that could result in the payment of additional tax and penalties, with potential material adverse effects on our business, results of operations and financial conditions.

Passive Foreign Investment Company tax considerations for US holders

A non U.S. corporation is treated as a "passive foreign investment company," or a "PFIC," for U.S. federal income tax purposes with respect to a U.S. holder if for any taxable year in which such U.S. holder held shares of our stock, after the application of applicable "look-through rules" (i) 75 percent or more of our gross income for the taxable year consists of "passive income" (including dividends, interest, gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business, as defined in applicable Treasury Regulations), or (ii) at least 50 percent of our assets for the taxable year (averaged over the year and determined based upon value) produce or are held for the production of "passive income." U.S. persons who directly own, or are treated as indirectly owning, shares of a PFIC are generally subject to annual reporting requirements and potentially disadvantageous U.S. federal income tax treatment with respect to any distributions they receive from the PFIC, and the gain, if any, they derive from the sale or other disposition (directly or indirectly) of their shares in the PFIC.

While we believe that shares of our stock are not stock of a PFIC for U.S. federal income tax purposes during the reporting period, this conclusion is based on a factual determination made annually and thus is subject to change. Moreover, our common shares may become stock of a PFIC in future taxable years if there were to be changes in our assets, income or operations.

We intend to be treated exclusively as a resident of the Republic of Italy for tax purposes, but other tax authorities may seek to treat us as a tax resident of another jurisdiction as a result of which we could be subject to increased and/or different taxes.

We intend to maintain our management and organizational structure in such a manner that (i) our place of effective management would be in Italy and we should be regarded as a tax resident of Italy for Italian domestic law purposes; (ii) we should be considered to be exclusively tax resident in Italy for purposes of the applicable tax treaties, including the Convention between the Kingdom of the Netherlands and the Republic of Italy for the avoidance of double taxation and the prevention of fiscal evasion with respect to taxes on income and on capital (the *"Italy-Netherlands Tax Treaty"*), and (iii) we should not be regarded as a tax resident of any jurisdiction other than Italy for purposes of the domestic tax laws of such jurisdiction or for the purposes of any applicable tax treaty. However, the determination of our tax residency depends primarily upon our place of effective management, which is largely a question of fact, based on all relevant circumstances. Therefore, no assurance can be given regarding the final determination of our tax residency by tax authorities. In addition, changes to applicable laws and income tax treaties, including a change to the provisional reservation made by Italy under the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the *"MLI"*) made at the time of signing the MLI with respect to Article 4 (Dual Resident Entities) of the MLI, or interpretations thereof and changes to applicable facts and circumstances (e.g., a change of board members or the place where board meetings take place), may have a bearing on the determination of our tax residency and the consequent tax treatment.

If the competent tax authorities of a jurisdiction other than Italy take the position that we should be treated as (exclusively) tax resident of that jurisdiction for purposes of an applicable tax treaty, we would be subject to corporation tax and all distributions made by us to our shareholders would be subject to any applicable dividend withholding tax in such other jurisdiction(s) as well as in Italy. To resolve any dual tax residency issue, we may have access to a mutual agreement procedure and/or dispute resolution mechanisms under an applicable tax treaty and the dispute resolution mechanism under the EU Arbitration Directive (if it is an EU jurisdiction), or we could submit our case for judicial review by the relevant courts. These procedures would require substantial time, costs and efforts, and it is not certain that double taxation issues can be resolved in all circumstances.

Our dividends are generally subject to Italian dividend withholding tax. We believe that our dividends are not subject to Dutch dividend withholding tax, regardless to whom they are made, because the rule based on which a company incorporated under Dutch law is deemed to be a Dutch tax resident should not apply to a company incorporated under Italian law and converted into a Dutch company, such as the Company. This view has been confirmed by the Dutch tax authorities in a tax ruling, which was obtained in September 2022 and covers the tax years from January 1, 2022 to December 31, 2026. After we obtained the tax ruling, the Dutch State Secretary of Finance issued Decree of June 16, 2023, no. 2023-11648 (*Besluit toepassing voorschriften internationaal belastingrecht in de winstsfeer*), paragraph 4.1, which confirmed the same principle. Prior to the expiry of the current tax ruling, we intend to submit a new tax ruling request to renew the current position that, in light of the aforementioned principle, our dividends are not subject to Dutch withholding tax.

The consequences of the loyalty voting program are uncertain.

No statutory, judicial or administrative authority directly discusses how the receipt, ownership or disposition of Special Voting Shares under the Company's loyalty voting program should be treated for Italian or U.S. tax purposes and, as a result, the tax consequences in those jurisdictions are uncertain.

The fair market value of the Special Voting Shares, which may be relevant for tax purposes, is a factual determination and is not governed by any guidance that directly addresses such a situation. Because, among other things, the Special Voting Shares will not be transferable (other than, in very limited circumstances, together with the associated Ordinary Shares) and a shareholder will receive amounts in respect of the Special Voting Shares only if the Company is liquidated, we expect to take the position that the fair market value of each Special Voting Share is minimal. However, the relevant tax authorities could assert that the value of the Special Voting Shares as determined by the Company is incorrect.

The tax treatment of the loyalty voting program is unclear and shareholders are urged to consult their tax advisors in respect of the consequences of acquiring, owning and disposing of Special Voting Shares.

We benefit or seek to benefit from certain special tax regimes, which may not be available in the future.

We currently calculate taxes due in Italy based, among other things, on certain tax incentives recognized by Italian tax regulations for research and development expenses.

In addition, we benefit from the measures introduced in Italy by art. 110 of Law Decree no. 104/2020, converted into Law no. 126/2020, which re-opened the voluntary step-up of tangible assets, with the application of a 3% substitutive tax rate.

Furthermore, Italian Law no. 190/2014, as subsequently amended and supplemented, introduced an optional Patent Box regime in the Italian tax system. The Patent Box regime is a tax exemption related to, among others, the use of intellectual property assets. Business income derived from the use of each qualified intangible asset is partially exempted from taxation for both IRES and IRAP purposes. We have applied the Patent Box tax regime for the 2015-2021 tax period, in line with applicable tax regulations in Italy. The amount of the tax benefits that we have received from the Patent Box Regime is subject to uncertainty to the extent that, given the complexity of such regime, the tax authorities could challenge our application the relevant rules.

The Patent Box tax regime has been revised and the current regime no longer provides for a partial exemption of the business income derived from the use of qualified intangible assets. Under the new regime, the amount of qualifying expenses, relevant for both IRES and IRAP purposes, is increased by 110%. Qualifying R&D expenses are those related to copyrighted software, patents, designs and models used directly or indirectly by the taxpayer to carry on its business activity. The election for the regime is valid for five tax years (and can be renewed). The election cannot be revoked. We have applied for the new Patent Box Regime for the tax period from 2022 to 2026 and we may renew the election in the future.

Changes to any of the foregoing regulations or interpretation thereof might adversely affect the availability of such exemptions and result in higher tax charges, which may result in a material adverse effect on our business, results of operations and financial condition.

We are subject to risks related to the complexity and uncertainty in interpretation of transfer pricing rules.

We operate in over 80 countries worldwide with integrated industrial, commercial, stylist and communication functions, trademarks used in different jurisdictions and are subject to taxation in Italy and in other foreign countries in which our subsidiaries are located. Within the Group, transactions between related parties located in different countries are carried out in the ordinary course of business and are mainly related to the purchase and sale of goods and the provision of services.

These transactions are subject to transfer pricing rules defined globally by the Organization for Economic Co-operation and Development (*"OECD"*) and local tax laws. In this respect, our intercompany prices are set up consistently with the guidance provided by the OECD Transfer Pricing Guidelines and we and our subsidiaries prepare specific transfer pricing documentation with respect to such transactions.

Although we believe that our transfer pricing policies are compliant with the international tax laws, due to the complexity of these rules and the uncertainties in their interpretation, the tax authorities might challenge the prices of certain of our intercompany transactions and propose transfer pricing adjustments. Consequently, such adjustments may increase the related taxes and impose penalties and late payment interests, which may result in a material adverse effect on our business, results of operations and financial condition.

Risk factors relating to holding our Ordinary Shares

An active and liquid trading market for our Ordinary Shares may not be maintained, the market price may be volatile and investors may suffer a loss.

Our Ordinary Shares are listed on the NYSE under the ticker "ZGN". However, there can be no assurance that an active and liquid trading market for our Ordinary Shares will be maintained. Active, liquid trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors. The actual market price of the Ordinary Shares may fluctuate because of several factors, including those described in this section *"4.2. Risk Factors*,*"* and including low liquidity, as a result of which the price of our Ordinary Shares may not reflect our actual operating performance and may be lower than the price investors paid to purchase the Ordinary Shares.

The price of the Ordinary Shares may be volatile.

The price of Ordinary Shares may fluctuate due to a variety of factors, including: variations in our operating performance and the performance of our peers in general; actual or anticipated fluctuations in our annual or interim operating results; publication of research reports by securities analysts about the Group or our competitors or the luxury goods industry; the public's reaction to our press releases, other public announcements and filings with the SEC; our failure or the failure of our competitors to meet analysts' projections or guidance that we or our competitors may give to the market; the impact of global health crises on the global economy; additions and departures of key personnel; changes in laws and regulations affecting our business; commencement of, or involvement in, litigation involving us; mergers, acquisitions or significant corporate restructurings; harm to our reputation, including due to dissemination by third parties of information that is untrue or defamatory; changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; changes in investors' market risk premium and resulting potential changes in their asset allocation strategies; the volume of Ordinary Shares available for public sale; general economic and political conditions such as recessions, interest rates, fuel prices, foreign currency fluctuations, inflation, international tariffs, social, political and economic risks and acts of war or terrorism, and the other factors described in this section *"4.2. Risk Factors."* These market and industry factors may materially reduce the market price of Ordinary Shares regardless of the Group's operating performance.

In addition, the price of our Ordinary Shares may be depressed in case of substantial sales of our Ordinary Shares by shareholders or the anticipation by the market of a possible sale. Pursuant to the Temasek Investor Rights Agreement, Temasek and certain of its affiliates are subject to a 36-month lock-up with respect to 26,821,043 Ordinary Shares acquired by them. Such lock-up will expire on July 30, 2028, from which date Temasek and its affiliates will be able to sell such Ordinary Shares.

Reports published by analysts, including projections in those reports that differ from our actual results, could adversely affect the price and trading volume of our shares.

Securities research analysts may establish and publish their own periodic projections for the Company. These projections may vary widely and may not accurately predict the results we actually achieve. Our share price may decline if our actual results do not match the projections of these securities research analysts. Similarly, if one or more of the analysts who write reports on us downgrades our stock or publishes inaccurate or unfavorable research about our business, our share price could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, our share price or trading volume could decline.

The loyalty voting program may affect the liquidity of the Ordinary Shares and reduce share price.

The implementation of the Company's loyalty voting program could reduce the trading liquidity and adversely affect the trading prices of the Ordinary Shares. The loyalty voting program is intended to reward shareholders for maintaining long-term share ownership by granting persons holding Ordinary Shares continuously for at least two years the option to elect to receive Special Voting Shares. Special Voting Shares cannot be transferred (except in very limited circumstances) and, if Ordinary Shares participating in the loyalty voting program are transferred they must be deregistered from the Loyalty Register and any corresponding Special Voting Shares transferred to us for no consideration (*om niet*). This loyalty voting program is designed to encourage a stable shareholder base and, conversely, it may deter trading by shareholders that may be interested in participating in the loyalty voting program. Therefore, the loyalty voting program may reduce liquidity in Ordinary Shares and adversely affect their trading price.

Our majority shareholders exercise control over the Company, which may limit other shareholders' ability to influence corporate matters and could delay or prevent a change in corporate control. The interests of our majority shareholders may differ from those of our other shareholders.

At March 6, 2026, Monterubello held approximately 56.90% of the Ordinary Shares issued and outstanding and 71.50% of our voting power. Please see section *"7. Major Shareholders and Related Party Transactions."* As a result, Monterubello is able to influence our management and affairs and control the outcome of matters submitted to our shareholder meetings for approval, including the election of directors and any sale, merger, consolidation, or sale of all or substantially all of our assets. In addition, the loyalty voting program established by the Articles of Association may make it more difficult for a third party to acquire, or attempt to acquire, control of the Company, even if a change of control were considered favorably by shareholders holding a majority of Ordinary Shares. As a result of Monterubello's ownership and the loyalty voting program, a relatively large proportion of the voting power in the Company could be concentrated in a relatively

small number of shareholders who would have significant influence over the Company. Monterubello and other shareholders participating in the loyalty voting program may have the power to effectively prevent or delay change of control or other transactions that may otherwise benefit the Company's shareholders, which may also prevent or discourage shareholder initiatives aimed at changing the Company's management or strategy or otherwise exerting influence over the Company. In addition, Monterubello will exercise its voting power in its own interest, which may not be in line or even be in conflict with the interests of the remaining shareholders.

The Company is a Dutch public company with limited liability, and its shareholders may have rights different to those of shareholders of companies organized in the United States.

The rights of the shareholders of the Company may be different from the rights of shareholders of companies governed by the laws of U.S. jurisdictions. the Company is a Dutch public company with limited liability (*naamloze vennootschap*). Its corporate affairs are governed by the Articles of Association, the Board Regulations and Dutch law. The rights of the Company's shareholders and the responsibilities of members of the Board may be different from the rights of shareholders and the responsibilities of members of board of directors of companies governed by the laws of other jurisdictions including the United States. The responsibilities of the Executive Directors and Non-Executive Directors may be different from the rights and obligations of board members in companies governed by the laws of U.S. jurisdictions. In the performance of its duties, the Board is required by Dutch law to consider the Company's interests and the interests of its shareholders, employees and other stakeholders, in all cases with due observation of the principles of reasonableness and fairness. It is possible that some of these parties have interests that are different from, or in addition to, the interests of shareholders. There can be no assurance that Dutch law will not change in the future or that it will serve to protect investors in a similar fashion afforded under corporate law principles in the U.S., which could adversely affect the rights of investors.

The Company is a "foreign private issuer" under the rules and regulations of the SEC and, thus, is exempt from a number of rules under the Exchange Act and permitted to file less information with the SEC than a company incorporated in the United States.

As a "foreign private issuer" the Company is exempt from rules under the Exchange Act, that impose certain disclosure and procedural requirements for proxy solicitations under Section 14 of the Exchange Act. In addition, our officers, directors and principal shareholders are exempt from the "short-swing" profit recovery provisions of Section 16(b) of the Exchange Act and the rules under the Exchange Act relating thereto. Moreover, the Company is not required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act, nor required to comply with Regulation FD, which restricts the selective disclosure of material information. Accordingly, there may be less publicly available information concerning the Company than there is for U.S. public companies.

If we fail to maintain an effective system of internal controls, this could result in material misstatements in our consolidated financial statements and a failure to comply with applicable laws and regulations, which may adversely affect our business and the price of our securities.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected on a timely basis. As disclosed in our annual reports filed with the SEC in prior years, we previously identified certain material weaknesses in our internal control over financial reporting, most recently as of December 31, 2024. While we have been able to remedy such material weaknesses and we concluded that, as of December 31, 2025, our internal control over financial reporting was effective, we may fail to maintain effective controls in the future.

Material weaknesses in our internal control over financial reporting could result in a misstatement of our accounts or disclosures, which may result in a material misstatement in our annual or interim consolidated financial statements. If we identify additional material weaknesses in the future, fail to remediate such material weaknesses, or otherwise fail to develop and maintain an effective system of internal controls, we may not be able to produce timely and accurate consolidated financial statements, which may subject us to adverse regulatory consequences and adversely affect investor confidence in us and, as a result, the price of our securities and our ability to access the capital markets and other forms of financing in the future.

For further details on previously identified material weaknesses and the remediation steps that we have taken to remediate them, see section *"4.1. Risk management, risk appetite and control framework."*

The Company's ability to pay dividends may be limited and the level of future dividends is subject to change.

While our dividend policy is to target a payout ratio of 25% to 30% of the profit attributable to shareholders of the Parent Company, without reducing dividends and at least maintaining or increasing dividends each year, the payment of dividends in the future will be subject to business conditions, financial conditions, earnings, cash balances, commitments, strategic plans and other factors that the Board may deem relevant at the time it recommends approval of the dividend. In addition, our dividend policy will be subject to change based on changes in statutory requirements, market trends, strategic developments, capital requirements and a number of other factors. Under the Articles of Association and Dutch law, dividends may be declared on the Ordinary Shares only if the amount of equity exceeds the paid up and called up capital plus the reserves that have to be maintained pursuant to Dutch law or the Articles of Association. Further, even if the Company is permitted under the Articles of Association and Dutch law to pay cash dividends on its shares, it may not have sufficient cash to pay dividends in cash on its shares. The Company is a holding company and its operations are carried out through its subsidiaries. As a result, the Company's ability to pay dividends will primarily depend on the ability of its subsidiaries to generate earnings and to provide the Company with the necessary financial resources.

It may be difficult to enforce U.S. judgments against us.

The Company is a company incorporated under the laws of the Netherlands, and a substantial portion of its assets are outside of the United States. Most of our Directors and members of the Senior Management Team and independent auditors are resident outside the United States, and all or a substantial portion of their respective assets may be located outside the United States. As a result, it may be difficult for U.S. investors to effect service of process within the United States upon these persons. It may also be difficult for U.S. investors to enforce within the United States judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. In addition, there is uncertainty as to whether the courts outside the United States would recognize or enforce judgments of U.S. courts obtained against us or our directors and officers predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. Therefore, it may be difficult to enforce U.S. judgments against us, our directors and officers and independent auditors.

5. CORPORATE GOVERNANCE REPORT

5.1. Introduction

Ermenegildo Zegna N.V., a Dutch public limited liability company (*naamloze vennootschap*), results from the Conversion of Ermenegildo Zegna Holditalia S.p.A., an Italian joint stock company, into Ermenegildo Zegna N.V. on December 17, 2021. The securities of the Company are listed on the NYSE. The Company has its corporate seat in Amsterdam, the Netherlands, its address at Viale Roma 99/100, 13835 Valdilana loc. Trivero, Italy, and is registered with the Dutch Trade Register under number 84808640. The Company's place of effective management is in Italy.

In this section of the annual report, the Company describes relevant elements of its corporate governance practices and provides the information required by Dutch law and the DCGC. With respect to the DCGC, it is noted that the Company endorses the governance principles and best practice provisions of the DCGC and adheres to the DCGC apart from the deviations explained under "*Compliance with the DCGC*". The Company has made every effort to report in line with the DCGC, to the extent possible, and will continue to do so for the years that lie ahead.

The Company is governed by the laws of the Netherlands, the DCGC and by the Articles of Association. The DCGC contains governance principles and best practices for one-tier boards, executive and non-executive directors, shareholders and general meetings, financial reporting, auditors, disclosure compliance and enforcement standards. The DCGC applies on a comply-or explain basis meaning that the Company is required to disclose whether or not it is complying with the various provisions of the DCGC. If the Company does not comply with one or more of those provisions, the Company is required to explain the reasons for such non-compliance.

The DCGC is publicly available on the Monitoring Commission Corporate Governance Code website at www.mccg.nl. The Articles of Association are publicly available on the Company's website at www.zegnagroup.com. In addition, given that the Company' shares trade on the NYSE, the Company is also subject to certain laws and regulations in the US.

5.2. The Board

One-tier board

The Company has a one-tier board, consisting of one or more Executive Directors having responsibility for the day-to-day management of the Company and one or more Non-Executive Directors having oversight responsibilities but not responsibility for the day-to-day management. The number of Executive Directors is determined by the Board in accordance with the Company's Articles of Association, provided that the majority of the Board consists of Non-Executive Directors. The Non-Executive Directors' duties include, among other things, the oversight of (i) the Executive Directors' performance of duties, (ii) the Company's general affairs and business, while rendering advice and direction to the Executive Directors, (iii) the effectiveness of the Company's internal risk management and control systems, (iv) the integrity and quality of the financial and sustainability reporting, as well as the performance of any duties allocated to them pursuant to Dutch law or the Articles of Association. The Executive Directors shall timely provide the Non-Executive Directors with the information they need to carry out their duties. The Board as a whole is responsible for the strategy of the Company with a focus on sustainable long-term value creation for the Company, taking into account the relevant stakeholders' interests. The Board may allocate its duties and powers among the Directors and the committees of the Board in accordance with the Board Regulations or otherwise in writing.

Pursuant to the Articles of Association, the general authority to represent the Company is vested in the Board and any Executive Director.

Subject to the terms and conditions of the Temasek Investor Rights Agreement, which was entered into on July 28, 2025, the Company has agreed that Temasek will have the right to propose to the Board to nominate one individual to serve as a Non-Executive Director, for appointment by the General Meeting. Such nomination right will first apply with respect to the 2026 General Meeting, and the parties agreed that the initial director nominee will be Mr. Nagi A. Hamiyeh.

On November 24, 2025, the Company announced that, effective January 1, 2026, Mr. Ermenegildo (Gildo) Zegna, former Group Chairman and Chief Executive Officer, would assume the role of Group Executive Chairman, while Mr. Gianluca A. Tagliabue, formerly Group Chief Financial Officer and Chief Operating Officer, would assume the role of acting

Group Chief Executive Officer, pending his appointment as an Executive Director by the 2026 General Meeting, when Mr. Tagliabue is expected to assume the role of Group Chief Executive Officer.

The Group Executive Chairman focuses on providing strategic direction and guidance on the brands' identity, as well as driving long-term value creation. He also oversees the Group's Textile Division, the Group General Counsel's office (including Internal Audit), and the External Relations department, which encompasses Sustainability, Investor Relations, and Corporate Communications. The Group Chief Executive Officer is responsible for all the Group's brands, for shaping and executing the Group's long-term strategy, driving business performance across all brands, and further strengthening the integration of the Group's corporate functions. He also oversees the Group's manufacturing operations. Among others, the CEOs of the Group's brands and the Group CFO report to the Group CEO.

Composition, nomination, appointment and dismissal of the Board

Pursuant to the Articles of Association, the Company has a one-tier board consisting of one or more Executive Directors and one or more Non-Executive Directors. The Board determines the number of Executive Directors and Non-Executive Directors, provided that the majority of the Board consists of Non-Executive Directors. The Board is currently composed of eleven members.

The Board may in its discretion grant one of the Non-Executive Directors the title Vice Chairman and may grant such additional titles as the Board deems appropriate to any Director. The Board determines which Non-Executive Director will act as Lead Non-Executive Director and chair (*voorzitter*) as referred to under Dutch law.

The Directors are appointed by the General Meeting on a binding nomination by the Board, provided that one Non-Executive Director is appointed on a binding nomination by the IIAC Sponsor if at the time of the convocation of the relevant General Meeting the Sponsor Group satisfies the Minimum Holding Requirement (*Minimum Deelnemingsvereiste*), as defined in the Articles of Association. The nomination of the Sponsor Nominee by the IIAC Sponsor is subject to the approval of the Board in its discretion if he or she has not previously served as Director.

The IIAC Sponsor's right to nominate a Non-Executive Director will lapse with immediate effect if the Sponsor Group fails to satisfy the Minimum Holding Requirement, provided that if such failure is not caused by a sale or transfer of Ordinary Shares by any member of the Sponsor Group, the IIAC Sponsor's nomination right will lapse if such failure continues for a period of 20 trading days from the date on which any member of the Sponsor Group had knowledge of such failure. Upon the termination of the nomination right, the Sponsor Nominee (or any temporary Director replacing a Sponsor Nominee) shall resign from the Board with immediate effect at the request of the Company.

In addition, in pursuance of the Temasek Investor Rights Agreement entered into on July 28, 2025 by and between the Company and Temasek, starting from the 2026 General Meeting, for so long as Temasek satisfies the Temasek Minimum Holding Requirement at the time of notice of a General Meeting, Temasek has the right to propose to the Board to nominate one individual to serve as a Non-Executive Director (the "Temasek Nominee") for appointment by the General Meeting. The Temasek Nominee will initially be Mr. Nagi A. Hamiyeh, and the Company will use its reasonable efforts to cause the Board to, in accordance with the Articles of Association, make a binding nomination for the appointment of the Temasek Nominee as Non-Executive Director at the next annual General Meeting scheduled by the Board after receiving Temasek's proposal. In any case, the proposal of the Temasek Nominee is subject to, among other things, the approval of the Board in its discretion as well as to such nominee's satisfaction of all criteria and qualification for service as a Non-Executive Director.

From January 2026 and up until the 2026 General Meeting, Mr. Nagi A. Hamiyeh is entitled to attend meetings of the Board in a non-voting observer capacity, with the right to participate in discussions and to receive the materials to be discussed at Board meetings during or in advance of such meetings. Subsequent to the 2026 General Meeting and for so long as Temasek continues to satisfy the Temasek Minimum Holding Requirement, the Chairman of the Board may, in his discretion, invite an individual nominated in writing by Temasek (the "Temasek Observer") to attend certain board meetings in a non-voting observer capacity.

The General Meeting will at all times be allowed to overrule a binding nomination for the appointment of a Director by a simple majority of the votes cast, representing more than one-third of the Company's issued share capital. If a majority of the votes are cast in favor of overruling the binding nomination, but that majority does not represent more than one third of the Company's issued share capital, a new General Meeting may be convened at which the resolution to overrule the binding

nomination may be adopted by a simple majority of the votes cast, regardless of the Company's issued share capital represented by that majority.

In the event the binding nomination for the appointment of any Director other than the Sponsor Nominee is overruled, the Board is allowed to make a new binding nomination to fill the vacancy. In the event that also this binding nomination is overruled, the General Meeting shall be free to appoint a Director to fill the vacancy. In the event the binding nomination for the appointment of the Sponsor Nominee is overruled, the IIAC Sponsor may make a new binding nomination to fill the vacancy, provided that at the time of the convocation of the relevant General Meeting, the Sponsor Group satisfies the Minimum Holding Requirement.

Each Director is appointed for a term ending at the close of the first annual General Meeting following his or her appointment. Each Director may be reappointed.

The General Meeting may at all times suspend or dismiss a Director. Such resolution will require a majority of at least two-thirds of the votes cast, representing more than half of the Company's issued share capital, or, if such resolution is proposed by the Board, by a simple majority of the votes cast, representing more than half of the Company's issued share capital.

Current Board and Senior Management Team

At the date of this report, the Board is composed of eleven members as set forth in the following table. Unless otherwise indicated, the business address of each person listed below is c/o Ermenegildo Zegna N.V., Viale Roma 99/100, 13835 Valdilana loc. Trivero, Italy. All current members of the Board were reappointed during the annual General Meeting held on June 26, 2025. The term of office of each member of the Board will end at the close of the next annual General Meeting. Each Director may be reappointed.

Name	Year of Birth	Position
Mr. Ermenegildo Zegna di Monte Rubello	1955	Group Executive Chairman and Executive Director
Mr. Andrea C. Bonomi	1965	Non-Executive Director
Ms. Angelica Cheung	1966	Non-Executive Director
Mr. Domenico De Sole	1944	Non-Executive Director
Mr. Sergio P. Ermotti	1960	Lead Non-Executive Director and Non-Executive Director
Mr. Ronald B. Johnson	1958	Non-Executive Director
Ms. Valerie A. Mars	1959	Non-Executive Director
Mr. Michele Norsa	1948	Non-Executive Director
Mr. Henry Peter	1957	Non-Executive Director
Ms. Anna Zegna di Monte Rubello	1957	Non-Executive Director
Mr. Paolo Zegna di Monte Rubello	1956	Non-Executive Director

Mr. Andrea C. Bonomi has been nominated as the Sponsor Nominee, while the other Directors have been nominated by the Board.

Mr. Sergio P. Ermotti has been designated by the Board as Lead Non-Executive Director, being the chair (*voorzitter*) as referred to under Dutch law.

Summary biographies of the Directors are set out below.

Ermenegildo (Gildo) Zegna di Monte Rubello (Group Executive Chairman and Executive Director)

Gildo Zegna is currently the Executive Chairman of Ermenegildo Zegna Group. Until December 31, 2025, Mr. Zegna served as Chairman and Chief Executive Officer.

A member of the Zegna family's third generation, Mr. Zegna oversees the company founded by his grandfather and namesake in 1910. In December 2021, he led the Group through its public listing on the New York Stock Exchange, making history as the first Italian luxury group listed on the world's largest stock exchange.

Mr. Zegna was born in Turin, Italy, in 1955, and graduated from the University of London in 1978. After starting his career at Bloomingdale's in New York, he joined the family business in 1982, leading the Company's business in North America and then in Spain. In 1989, he joined the company's Board of Directors and served as Co-Chief Executive Officer from 1998 to 2006.

In addition to his role at the Group, he is also Chairman of the board of directors of Monterubello, Thom Browne Inc. and, starting from 2023, of Tom Ford International LLC. He also served as a member of the board of directors of Fiat Chrysler Automobiles N.V. from 2014 to 2021. In 2021, he was appointed as Chairman of the board of Filati Biagioli Modesto S.r.l. and since 2023 he serves as a member of the board of directors of Luigi Fedeli & Figlio S.r.l.

Since 2013, he has been a member of the Strategic Committee and Advisor of Camera Nazionale della Moda Italiana (The National Chamber for Italian Fashion) and has been an active member of the Council for the United States and Italy. In 2011, Mr. Zegna was nominated Cavaliere del Lavoro by the President of the Italian Republic and, in 2016, received the Leonardo Prize, a prestigious award given to an Italian leader who has meaningfully promoted Italy's image on a global scale, from the President of the Italian Republic.

Mr. Zegna oversaw the successful acquisition and integration of Thom Browne in 2018, the rebranding of Zegna in 2021 and, more recently, the TFI Acquisition and entry into the TFF License. Prior to this, Mr. Zegna was actively involved in the Company's expansion in America and Europe, and in 1991 he oversaw the opening of the brand's first store in China.

Under his leadership, the Group – which started as a single wool mill in Trivero, Italy – has grown into a leading Italian luxury group building on a portfolio of three complementary luxury brands and encompassing a one-of-a-kind Made in Italy Luxury Textile Laboratory Platform that produces some of the world's finest textiles and fabrics.

Andrea C. Bonomi (Non-Executive Director)

Mr. Bonomi is currently a member of the Board, a position he has held since 2021.

Mr. Bonomi is Investindustrial's Founder and Chairman of the Industrial and Advisory Teams' Committees. Prior to founding Investindustrial in 1990, Mr. Bonomi was responsible for the Saffa Group (a diversified holding company) and investments in Europe and the United States. Prior to Saffa, he worked at Kleinwort Benson in London, where he was responsible for Spain and Italy, and at Lazard Frères & Co. in New York.

Mr. Bonomi has been a private equity investor for 30 years and has served as chairman or director in a number of industrial and financial companies, including BPM, RCS MediaGroup, Permasteelisa, 21 Investimenti, 21 Centrale Partners and Inversiones Ibersuizas.

He is a Trustee of the New York University, a member of the NYU President's Global Council and Private Equity Awards "Hall of Fame" (2018) inductee.

Born in New York City (USA) in 1965, Mr. Bonomi holds a B.Sc. in Business Administration from New York University.

Angelica Cheung (Non-Executive Director)

Ms. Cheung is currently a member of the Board, a position she has held since 2021, and also serves as member of the Governance and Sustainability Committee.

Ms. Cheung was the founding Editor-in-Chief of Vogue China and served as its Editor-in-Chief from 2005 to 2020.

In February 2021, Ms. Cheung joined Sequoia Capital China as Venture Partner where she focuses on investments in the fashion/lifestyle/entertainment industry. In 2022, she was appointed as a member of board of directors of AMI 9 Holding (AMI Paris) and Holzweizer Oslo, as well as and Rare Inc. (WE11DONE), a position she held until 2025. Starting from January 2026, Ms. Cheung serves as member of the board of directors of Four Seasons Hotels Limited. She is Asia ambassador for the British Fashion Council and joined the International Advisory Board of Durham University Business School in 2025.

Born in Beijing (China) in 1966, Ms. Cheung holds degrees in law and literature from Beijing University as well as a M.B.A. from the University of South Australia.

Domenico De Sole (Non-Executive Director)

Mr. De Sole is currently a member of the Board, a position he has held since 2005, and also serves as member of the Compensation Committee.

Mr. De Sole is the co-founder of luxury retailer Tom Ford International, LLC and has been the Chairman of its board of directors from its formation in 2005 until the consummation of the TFI Acquisition. During this time, Mr. De Sole also advised private equity firms in transactions in the field of fashion business.

From 1984 to 1994, Mr. De Sole served as President and Chief Executive Officer of Gucci America, and, from 1994 to 2004, he served as the President and Chief Executive Officer of Gucci Group, which during his tenure made significant acquisitions such as YSL, Bottega Veneta and Balenciaga. Mr. De Sole has served on the board of directors of numerous public and private company, and he currently serves as director of Pirelli & C. S.p.A. and Tod's S.p.A. He formerly served as Chairman of Sotheby's, and director of Conde Nast, Bausch & Lomb Incorporated, Delta Airlines, Inc., Gap, Inc., Newell Brands Inc. and Procter & Gamble.

Born in Rome (Italy) in 1944, Mr. De Sole graduated from the University of Rome with a law degree and received a L.L.M. from Harvard Law School where he also currently serves as a member of the Dean's Advisory Board.

Sergio P. Ermotti (Non-Executive Director)

Mr. Ermotti is currently a member of the Board, a position he has held since 2021. Mr. Ermotti serves as the Chair (*voorzitter*) under the Dutch law and has been granted the title of Lead Non-Executive Director.

Mr. Ermotti has been Group Chief Executive Officer of UBS Group AG and President of the Executive Board of UBS AG since April 2023. He was also the Group Chief Executive Officer from 2011 to 2020. He re-joined UBS from Swiss Re Ltd, where he served as Chairman of the Board of Directors from April 2021 to April 2023.

Prior to joining UBS in 2011, he was at UniCredit Group, where from 2007 to 2010 he served as Group Deputy Chief Executive Officer and Head of Corporate & Investment Banking and Private Banking, after having served as Head of the Markets & Investment Banking Division since 2005. Between 1987 and 2004, he held various positions at Merrill Lynch & Co. in the areas of equity derivatives and capital markets. He became Co-Head of Global Equity Markets and a member of the Executive Management Committee for Global Markets & Investment Banking in 2001.

Born in Lugano (Switzerland) in 1960, Mr. Ermotti is a Swiss-certified banking expert and a graduate of the Advanced Management Program at Oxford University.

Ronald B. Johnson (Non-Executive Director)

Mr. Johnson is currently a member of the Board, a position he has held since 2019, and also serves as member of the Audit Committee and the Governance and Sustainability Committee. Mr. Johnson is also a member of the board of directors of Ermenegildo Zegna Corporation, a subsidiary of the Company in the United States.

Mr. Johnson is the founder of Enjoy Technology Inc., where he served as Chief Executive Officer from 2014, through the sale of the majority of the assets of the company in 2022 and the shutdown of the remainder of the company in the same year. He also served as a member of the board of directors of Globality, Inc. and Philz Cofee Inc. and is currently member of the board of Fish Six Restaurant Corp (d/b/a The Melt).

Previously, Mr. Johnson served as Chief Executive Officer of JCPenney Company, Inc. from November 2011 to April 2013, Senior Vice President of Retail at Apple Inc. from January 2000 to October 2011, and Vice President of Merchandising at Target Corporation from September 1984 to December 1999.

Born in Minneapolis (USA) in 1958, Mr. Johnson holds a B.A. in Economics from Stanford University and a M.B.A. from Harvard Business School.

Valerie A. Mars (Non-Executive Director)

Ms. Mars is currently a member of the Board, a position she has held since 2021. Ms. Mars also serves as chairperson of the Audit Committee and member of the Compensation Committee.

Starting from January 2026, Ms. Mars serves as member of the board of directors of PureCycle Technologies, Inc.

Ms. Mars served as Senior Vice President & Head of Corporate Development for Mars, Incorporated, a diversified food business operating in over 120 countries, where she focused on acquisitions, joint ventures and divestitures for the company until her retirement, effective as of December 31, 2024.

Previously, Ms. Mars served as a member of the board of directors of Fiat Chrysler Automobiles N.V. from 2014 until its merger with Peugeot S.A. in 2021, Ahlstrom-Munksjo, a Finnish/Swedish listed specialty paper business, from 2018 until its delisting in 2021, and Celebrity Inc., a NASDAQ listed company, from 1994 to 2000.

Ms. Mars is also involved in a number of community and educational organizations and currently serves on the board of directors of Conservation International, where she chairs the Audit Committee.

Born in New York City (USA) in 1959, Ms. Mars holds a Bachelor of Arts degree from Yale University and a M.B.A. from the Columbia Business School.

Michele Norsa (Non-Executive Director)

Mr. Norsa is currently a member of the Board, a position he has held since 2017. He also serves as chairperson of the Governance and Sustainability Committee and member of the Audit Committee.

Mr. Norsa served as Chief Executive Officer of Salvatore Ferragamo S.p.A. from 2006 to 2016 and later as Executive Vice Chairman until December 31, 2021; since 2025, he has been acting as Chairman Special Advisor. In 2022, he was appointed as a member of the board of directors of Palazzo Feroni Finanziaria S.p.A., engaged in the business of real estate and luxury hospitality. He is also director of Horacio Pagani S.p.A. and member of the International Advisory Board of the China Europe International Business School in Shanghai (CEIBS). Furthermore, he is a member of the board of directors and of the audit committee of Azimut Benetti S.p.A and, since July 2025, of Compagnia de' Frescobaldi S.p.A. Since September 2023, Mr. Norsa has become Global Senior Advisor of the Boston Consulting Group. Previously, Mr. Norsa served on the board of directors of Thom Browne Inc., Rocco Forte Hotels, Oettinger Davidoff Group and Hugo Boss, and successfully led two IPOs in the luxury sector (Salvatore Ferragamo S.p.A. in 2011 and Valentino Fashion Group S.p.A. in 2005).

Mr. Norsa has extensive experience in the fashion, consumer goods and publishing sectors with Marzotto, Benetton, Sergio Tacchini, Rizzoli Editore and Mondadori Editore.

Born in Lecco (Italy) in 1948, Mr. Norsa graduated in Business and Economics from Università Cattolica del Sacro Cuore in Milan.

Henry Peter (Non-Executive Director)

Mr. Peter is currently a member of the Board, a position he has held since 2014. He also serves as chairperson of the Compensation Committee and as director of Consitex SA, a subsidiary of the Company.

Mr. Peter serves on the board of directors of Swiss Life Holding AG (Switzerland's largest life insurance company) and, among others, of Banque Lombard Odier & Cie SA, where he chairs the Audit Committee, and is Chairman of the board of directors of Sigurd Rück AG, a captive reinsurance company of the Italian Saipem S.p.A. Group. He is also Chairman of the board of directors of Brembo Reinsurance AG, a captive reinsurance company of the Italian Group Brembo S.p.A. He was a member of the Swiss Takeover Board between 2004 and 2015 and is a member of the Sanctions Commission of the SIX Swiss Exchange since 2007 of which is now Chairman.

Born in Boston (USA) in 1957, Mr. Peter holds a Ph.D. in law from the University of Geneva. Since 1988 and until 2024, Mr. Peter has been a partner in a Lugano law firm, currently Kellerhals Carrard Lugano SA, of which he is serving as

"Of Counsel" since 2025. From 1997, he has also served as professor of business law, and from 2017 as President of the Geneva Center for Philanthropy, at the University of Geneva; having retired on December 31, 2024, he is now *emeritus professor*.

Since 2001 and until 2024, Mr. Peter has been Vice-Chairman of Swiss Sports Disciplinary Chamber of the Swiss Olympic Association in charge of disciplinary cases. He also serves as Chairman or member of the board of various non-profit Foundations and Organisations.

Anna Zegna di Monte Rubello (Non-Executive Director)

Ms. Zegna is currently a member of the Board, a position she has held since 2018.

Ms. Zegna is also Zegna Family Ambassador and Strategic Advisor of Oasi Zegna since 2025. This role is the result of her working in various positions since 2014; prior to that, she directed the Store Planning at Zegna from 1995 to 1998 and the Group Image until 2017. Ms. Zegna is a member of the board of directors of Monterubello as well as Chairman of Fondazione Zegna, where she oversees the planning and coordination of local and international humanitarian initiatives related to conservation, sustainable development and education. She is also member of the board of directors of the non-profit foundation Fondo Ambiente Italiano (FAI).

Previously, Ms. Zegna headed the public relations department of Gianni Versace from 1982 to 1984 before joining Zegna in 1984 as Head of Corporate Advertising and External Relations Manager. In 1993, along with Laura Zegna, Ms. Zegna developed the Oasi Zegna project, which has over the years become a model of environmental sustainability. In 1998, she won a Green Globe Award for her work at the Company in support of environmental issues and was appointed to the management committee of Touring Club Italiano in 2002. In 2007, in recognition of her social commitment, she received a MarcoPolo Award from the prestigious Babson College in Boston. In 2023, she was nominated by AIDAF (the Italian Association of Family Businesses) as Ambassador of Italian Enterprise Culture.

Born in Turin (Italy) in 1957, Ms. Zegna holds a degree in Political Sciences from the University of Lausanne and did her post-graduate studies in advertising and marketing at Watford College.

Mr. Ermenegildo Zegna di Monte Rubello and Ms. Anna Zegna di Monte Rubello are siblings.

Paolo Zegna di Monte Rubello (Non-Executive Director)

Mr. Paolo Zegna is currently a member of the Board, where he has served as Chairman from 2006 until December 2021. Previously, he served as a member of the Board from 1989 to 1998 and was Co-Chief Executive Officer from 1998 to 2006.

Mr. Paolo Zegna is also Vice-Chairman of the board of directors of Monterubello and Chairman of the board of directors of Lanificio Ermenegildo Zegna e Figli S.p.A. and Achill Land Pty Ltd., and a member of the board of directors of Bonotto S.p.A., Gruppo Dondi S.p.A. and Elah Dufour S.p.A.

He has been an invited member of the Directive Council of the Association Confindustria Moda, born to replace the previous Association Sistema Moda Italia, which represents companies of the entire supply chain and is the official interlocutor in relations with Italian and international institutions and organizations. He is also member of the Director Council of Euratex, the European Association of the Textile and Clothing State Members, as representative of the Italian Association. He also served as Vice President of the Altagamma Foundation, which is committed to gathering high-end cultural and creative companies and increasing the competitiveness of the high-end industry, and is now a board member by invitation of its President.

Born in Turin (Italy) in 1956, Mr. Paolo Zegna holds a degree in Economics from the University of Geneva.

Mr. Paolo Zegna di Monte Rubello is a cousin to Mr. Ermenegildo Zegna di Monte Rubello and Ms. Anna Zegna di Monte Rubello.

Board Observers

Pursuant to the Temasek Investor Rights Agreement, following the 2026 General Meeting and as long as Temasek satisfies the Temasek Minimum Holding Requirement, Temasek has the right to nominate (i) a non-voting observer who may be invited by the chairman of the Board, in his discretion, to attend certain meetings of the Board, and (ii) a Non-Executive Director for appointment at the 2026 General Annual Meeting of the Company. In accordance with the Temasek Investor Rights Agreement, Mr. Nagi A. Hamiyeh, who is expected to be nominated pursuant to (ii) above, has been a non-voting observer to the Board since January 2026, and will cover such role up until the 2026 General Meeting.

Senior Management Team

As of the date of this report, the Senior Management Team of the Group comprises the following individuals:

- Ermenegildo Zegna di Monte Rubello as Group Executive Chairman;
- Gianluca A. Tagliabue as acting Group Chief Executive Officer;
- Gian Franco Santhià as Group Chief Financial Officer;
- Angelo Zegna di Monte Rubello as Co-Chief Executive Officer of the ZEGNA brand;
- Edoardo Zegna di Monte Rubello as Co-Chief Executive Officer of the ZEGNA brand;
- Alessandro Sartori as Zegna Artistic Director;
- Franco Ferraris as Head of Textile;
- Sam Lobban as Chief Executive Officer of Thom Browne;
- Thom Browne as Founder and Chief Creative Officer of Thom Browne, and
- Lelio Gavazza as Chief Executive Officer of TOM FORD FASHION.

Summary biographies of members of the Senior Management Team are set out below.

Ermenegildo (Gildo) Zegna di Monte Rubello

For the biography of Gildo Zegna, please see *"—Board of Directors."*

Gianluca A. Tagliabue

Mr. Tagliabue currently serves as acting Group Chief Executive Officer, position he has held since January 2026.

Mr. Tagliabue joined the Group in January 2016 as Chief Financial Officer and Head of Business Development. He served as Group Chief Financial Officer and Chief Operating Officer, from January 2020 to December 2025. Before joining the Group, Mr. Tagliabue was the Chief Financial Officer and Senior Vice President, Strategy and Shared Services of Oakley Group from 2012 to 2015, based in California, USA. Previously, he served as Group Business Development Director and International Business Development Director (Retail, Sun & Luxury) of the Luxottica Group from January 2011 to June 2012 and from June 2010 to December 2010, respectively. Mr. Tagliabue has over 10 years of experience in strategic consulting, having worked at Value Partners, in Italy and Brazil, as Partner from 2005 to 2010 and as Senior Manager from 2001 to 2005, and earlier at Gemini Consulting.

Born in Milan (Italy) in 1968, Mr. Tagliabue holds a degree in Business Administration from Bocconi University in Milan.

Gian Franco Santhià

Gian Franco Santhià serves as Chief Financial Officer of the Ermenegildo Zegna Group, effective January 1, 2026. He is responsible for the Group's global financial management, planning, control, and governance, supporting long-term sustainable growth across all brands and departments.

Mr. Santhià joined the Group in 2012 as Chief Financial Officer EMEA, later serving as Chief Operating Officer EMEA and as Group Control & Chief Accounting Officer (since 2020). Over his tenure, he was involved in the Group's listing on the New York Stock Exchange (2021), and the acquisition of TOM FORD FASHION (2023).

Before joining the Group, he held senior leadership roles at Giorgio Armani Group, in the role of General Manager and Chief Financial Officer of Trimil, an Armani-Zegna joint venture where he led industrial restructuring, operational efficiency initiatives, international finance and, finally, the dissolution and subsequent merger of Trimil into GA Operations S.p.A in 2011–2012. Prior to that, also in the Giorgio Armani Group, he served in the role of Director of Planning, Control & Organization at SIMINT S.p.A and also held various roles at Gruppo Finanziario Tessile.

Born in Biella (Italy) in 1962, Mr. Santhià holds a degree in Economics from Bocconi University.

Angelo Zegna di Monte Rubello

Angelo Zegna serves as Co-Chief Executive Officer of the ZEGNA brand, effective January 1, 2026. A fourth-generation member of the Zegna family, Angelo leads the brand's retail and wholesale strategy, product development, and merchandising.

Angelo has held key leadership roles across ZEGNA's regions and functions. He served as Chief Executive Officer for the EMEA Region and Global Client Strategy Director, where he implemented strategic growth initiatives to accelerate regional performance and global client development. Earlier, he oversaw ZEGNA's retail business in the United States, spearheading transformative programs focused on client experience and commercial excellence.

Earlier in his career, Angelo contributed to strategic and operational projects at Luxottica in São Paulo and New York and worked as a consultant with Bain & Company in Mumbai, where he focused on strategy and performance improvement across emerging markets.

Born in Lugano (Switzerland) in 1988, Angelo holds an M.B.A. from Harvard Business School and a Bachelor of Science from Georgetown University's School of Foreign Service.

Mr. Angelo Zegna is the son of Mr. Ermenegildo Zegna di Monte Rubello and the brother of Mr. Edoardo Zegna di Monte Rubello.

Edoardo Zegna di Monte Rubello

Edoardo Zegna serves as Co-Chief Executive Officer of the ZEGNA brand, effective January 1, 2026. A fourth-generation member of the Zegna family, Edoardo oversees the brand's creative direction and expression across design, marketing, communications, and media, ensuring coherence and emotional connection at every touchpoint.

Within the ZEGNA brand, Edoardo has previously held a series of leadership roles central to its digital transformation and creative evolution, including as Head of Omnichannel (2014-2018) and Head of Content and Innovation (2018-2021), where he advanced the brand's digital storytelling and client engagement. Since 2021, he has served as ZEGNA's Chief Marketing and Digital Officer and as the Ermenegildo Zegna Group's Chief Sustainability Officer, leading the Group's strategy and vision in sustainability.

Previously, Edoardo was part of the founding team at San Francisco-based online clothing company Everlane, where he served as Head of Product from 2011 to 2014.

Born in New York (United States) in 1986, Edoardo holds a degree from Georgetown University's McDonough School of Business.

Mr. Edoardo Zegna is the son of Mr. Ermenegildo Zegna di Monte Rubello and the brother of Mr. Angelo Zegna di Monte Rubello.

Alessandro Sartori

Mr. Sartori is currently the Artistic Director of ZEGNA, a position he has held since 2016, and oversees all the brands and creative functions in the ZEGNA brand product line. He started his professional career at the Company in 1989 and worked as a menswear designer for over 10 years. In 2003, Mr. Sartori was appointed Creative Director of Z Zegna. During his eight-year tenure as Creative Director, he oversaw the launch of the brand, including its first runway show in New York City in 2007.

In 2011, Mr. Sartori joined Berluti, a Paris-based menswear brand which had become part of the LVMH group in 2003, as Artistic Director where he was responsible for developing the brand.

Born in Trivero (Italy) in 1966, Mr. Sartori studied textile and fashion design.

Franco Ferraris

Mr. Ferraris is currently the Head of Textiles, a position he has held since 1992.

Mr. Ferraris has served as the Chief Executive Officer and General Manager of Lanificio Ermenegildo Zegna e Figli S.p.A. since 1992, where he has been serving as Managing Director starting from 2022. He is also the Chairman of the board of directors of Bonotto S.p.A., Gruppo Dondi S.p.A. and Tessitura Ubertino S.r.l. Mr. Ferraris also serves on the board of directors of a number of private companies in the industrial services and real estate sector, including Finissaggio e Tintoria Ferraris S.p.A., Pettinatura di Verrone S.r.l., F2 S.r.l., Immobiliare Giulia s.s. and Immobiliare Magda s.s.

From 2015 to 2023, he served as the Chairman of Fondazione Cassa di Risparmio di Biella, which plays an active role in supporting initiatives aimed at promoting the cultural, economic and social growth of the Province of Biella.

Born in Turin (Italy) in 1956, Mr. Ferraris holds a degree in Business and Economics from the University of Ancona. Mr. Franco Ferraris is the spouse of Ms. Anna Zegna di Monte Rubello.

Sam Lobban

Sam Lobban is currently the Chief Executive Officer of Thom Browne, a position he has held since September 2025.

Previously, he spent 7 years with Nordstrom, which he joined as Vice President of Men's Designer and New Concepts, where he developed innovative retail experiences and strategic collaborations with leading brands, including Thom Browne. He then expanded his role across designer merchandising strategies supporting men's, women's, and children's categories. Since 2022, and before joining Thom Browne, Mr. Lobban was serving as Executive Vice President and General Merchandising Manager for Apparel & Designer. In this role, he led product strategy and vision across women's and men's apparel, as well as all designer categories.

Prior to Nordstrom, Mr. Lobban was part of the founding team of Mr. Porter, where he was instrumental in launching exclusive capsule collections with major brands and in introducing new category concepts. Mr. Lobban began his career at Selfridges, starting on the retail floor and then moving through various roles within the men's buying & merchandising teams.

Mr. Lobban is a British fashion executive and merchandising innovator. Beyond his corporate responsibilities, Mr. Lobban has contributed to the broader fashion industry as a member of the CFDA/Vogue Fashion Fund, British Fashion Council's NEWGEN and FashionEast selection committees. He has been recognized for his ability to blend creative vision with strategic execution, making significant contributions to the evolution of modern retail.

Mr. Lobban was born in Welwyn Garden City (U.K.) in 1987.

Thom Browne

Mr. Browne is the Founder and Chief Creative Officer of Thom Browne, a position he has held since 2002, before the acquisition of Thom Browne by the Company in November 2018.

Mr. Browne is widely recognized for challenging and modernizing today's uniform, the suit. Mr. Browne began his eponymous business in the early 2000s with five suits in a small "by appointment" shop in New York City's West Village and, in the following years, expanded it to include complete ready-to-wear and accessories collections for both men and women. Mr. Browne has also become known for his highly conceptual runway presentations, which have gained global attention for their thought provoking and dramatic themes and settings.

In October 2022, Mr. Browne was elected chairman of the Council of Fashion Designers of America, succeeding Mr. Tom Ford starting from January 1, 2023.

Born in Allentown, Pennsylvania, in 1965, Mr. Browne holds a Bachelor of Science from the University of Notre Dame.

Lelio Gavazza

Lelio Gavazza is the Chief Executive Officer of TOM FORD FASHION, a position he has held since September 2023. He is currently responsible for the end-to-end management of the TOM FORD FASHION business, from collection development to merchandising, through production as well as retail and wholesale distribution.

Previously, he spent 14 years at Bulgari, where he consolidated his strong expertise in luxury with a focus on jewelry, watches, accessories, and perfumes in both retail and wholesale. In such role, Mr. Gavazza extensively promoted the Bulgari brand and Made in Italy in the world leveraging on the Italian DNA of the company and promoting the Italian lifestyle as a key element of differentiation. During his time at Bulgari, he covered several roles from Managing Director of Greater China to Managing Director for Europe, Middle East and Africa and to Executive Vice President Sales and Retail for Bulgari Group in 2017. Prior to Bulgari, he was Chief Executive Officer of SharMoon / Ermenegildo Zegna Garments Ltd. in China for more than two years, Chief Operations Officer of Mantero Seta S.p.A. for five years and a member of the Board of Directors of Mantero Orient, operating in Shanghai (China) from 2002 to 2007.

An engineer by background, before entering the luxury arena, Mr. Gavazza gained experience in the chemical field, focusing on activities in the supply chain, with responsibilities in different roles, and a four-year experience in Strategic Consulting.

Born in Asti (Italy) in 1965, Mr. Gavazza holds a Bachelor's degree in Chemical Engineering from Genova University.

Board Regulations and Decision-Making

Pursuant to the Articles of Association, the Board has adopted regulations dealing with its internal organization, the manner in which decisions are taken, the place and manner in which meetings are held, the composition, the duties and organization of committees of the Board and any other matters concerning the Board, Directors and committees established by the Board.

Pursuant to the Board Regulations, the Board strives to adopt its resolutions by consensus. If this is not possible, resolutions are adopted by a majority of votes cast, unless provided otherwise by the Board Regulations. In the event of a tied vote, the proposal is rejected, unless the Board Regulations provide otherwise. Each Director shall have one vote.

Pursuant to the Board Regulations, the Board will only adopt resolutions at a meeting if the majority of the directors entitled to vote is present or represented at the meeting. If the Lead Non-Executive Director and the Chairperson believe there is an urgent situation that requires an immediate resolution by the Board, they may decide that the aforementioned quorum requirement does not apply provided that (i) at least two Directors entitled to vote are present or represented at the meeting including at least one Executive Director (provided, however, that any such Executive Director is entitled to vote on the matters being considered), and (ii) reasonable efforts have been made to involve the other Directors in the decision-making.

The Board Regulations prescribe that the Board has the powers, authorities and duties vested in it by and pursuant to Dutch law and the Articles of Association. The Board shall focus on sustainable long-term value creation for the Company and the business. To this end the Board considers, whenever relevant, the impact the actions of the Company and its affiliated enterprises have on people and environment and weights the stakeholder interests in this context. In accordance with the Board Regulations, the Board shall develop a strategy for sustainable long-term value creation by the Company and its business and shall approve, monitor and assess the implementation and execution of such strategy.

The Articles of Association and Dutch law provide that resolutions of the Board regarding an important change in the Company's identity or character or its associated business enterprise are subject to the approval of the General Meeting. Such resolutions include in any event: (i) the transfer of the business enterprise, or practically the entire business enterprise to a third party; (ii) concluding or cancelling a long-lasting cooperation of the Company or a subsidiary with another legal entity or company or as a fully liable partner in a partnership, provided that the cooperation or cancellation is of material significance to the Company; and (iii) acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third of the Company's assets, as shown in the consolidated balance sheet with explanatory notes according to the last adopted annual accounts, by the Company or a subsidiary.

Conflicts of interest and transactions with 10% Company's shareholders

Pursuant to the Articles of Association and the Board Regulations, a Director will not participate in the deliberations and decision-making process if such Director has a direct or indirect personal conflict of interest with the Company and its associated business enterprise. The Board decides whether a Director has a conflict of interest, without such Director being present. If the Board is unable to adopt a resolution as a result of all Directors being unable to participate in the deliberations and decision-making process due to a conflict of interest, the resolution may nevertheless be adopted by the Board, disregarding the identified conflict of interests for the specific instance.

Transactions carried out during the financial year 2025 by the Group with related parties, including Directors and legal or natural persons who hold at least ten percent of the shares in the company, have been duly identified and analyzed and are reported in detail in section "*8. Related Party Disclosures*" and "*Note 36 — Related party transactions*" to the Consolidated Financial Statements (section 10). Necessary information regarding potential conflicts of interests with Directors or with the executives with strategic responsibilities and their close family have been obtained. During 2025, the Company has not entered into transactions with legal or natural persons who hold at least ten percent of the shares in the Company that are of material significance to the Company and/or to such persons, and (iii) best practice provisions 2.7.3, 2.7.4 and 2.7.5 of the DCGC have been complied with.

Committees of the Board

Pursuant to the Articles of Association, the Board has power to establish any committees and may allocate specific duties, tasks and procedures to any such committees.

The Board has established three standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Governance and Sustainability Committee.

Each standing committee is comprised of at least three Directors. Each of the Company's committee has a written charter, adopted by the Board. The current charters can be found on the Company's website at www.zegnagroup.com.

As of the date of this report, all members of the Company's Audit Committee, Governance and Sustainability Committee and Compensation Committee are considered independent under the DCGC rules. All members of the Audit Committee and the Governance and Sustainability Committee, as well as two out of three members of the Compensation Committee, are considered independent under the NYSE listing standards.

The Audit Committee

The Audit Committee is responsible for assisting and advising the Board in the oversight of, among other things: (i) the integrity of the Company's financial statements, including any published interim reports; (ii) the adequacy and effectiveness of the Company's internal control over financial reporting, financial reporting procedures and disclosure controls and procedures; (iii) the Company's policy on tax planning; (iv) the Company's policy on reservations and dividends; (v) the Company's financing; (vi) the Company's application of information and communication technology; (vii)

the systems of internal controls that management and/or the Board have established; (viii) the Company's compliance with legal and regulatory requirements; (ix) the Company's compliance with recommendations and observations of internal and independent auditors; (x) the open and ongoing communications regarding the Company's financial position and results of operations between the Board, the independent auditors, the Company's management and internal audit department; (xi) the Company's policies and procedures for addressing certain actual or perceived conflicts of interest; (xii) the qualifications, independence, oversight and remuneration of the independent auditors and any non-audit services provided to the Company by the independent auditors; (xiii) the determination of the process for selecting the external auditor or the audit firm (and/or the independent registered public accounting firm), if applicable, and the nomination to extend the assignment to carry out the statutory audit; (xiv) the performance of the Company's internal auditors and of the independent auditors; (xv) the design and operation of the internal risk management and control systems, risk assessment guidelines and policies including major financial risk exposure (whether strategic, financial, operating, sustainability, cybersecurity, compliance related or otherwise), and the steps taken to monitor and control such risks, and (xvi) the implementation and effectiveness of the Company's ethics and compliance program.

The Audit Committee is comprised of at least three Non-Executive Directors. Each member of the Audit Committee is required (i) not to have any material relationship with the Company or to serve as auditors or accountants for the Company; (ii) to be "independent," for purposes of the NYSE rules, Rule 10A-3 of the Exchange Act and the DCGC, and (iii) to be "financially literate" and have "accounting or selected financial management expertise" (as determined by the Board). At least one member of the Audit Committee must be a "financial expert" as defined by the Sarbanes- Oxley Act and the rules of the SEC. No Audit Committee member may serve on more than four audit committees for other public companies, absent a waiver from the Board which must be disclosed in the Company's annual report. Unless decided otherwise by the Audit Committee, the independent auditors of the Company, the Chief Financial Officer and the head of internal audit will attend its meetings. The Chief Executive Officer is entitled to attend meetings of the Audit Committee unless the Audit Committee determines otherwise and should attend the meetings of the Audit Committee if the Audit Committee so requires. The Audit Committee meets with the independent auditors at least once per year outside the presence of the Executive Directors and management.

In 2025, the Audit Committee comprised Valerie A. Mars (as chairperson), Ronald B. Johnson and Michele Norsa. Each of the members is independent for purposes of the NYSE rules, Rule 10A-3 of the Exchange Act and the DCGC.

In 2025, eleven (11) meetings of the Audit Committee took place, besides several decisions adopted in writing. All members of the Audit Committee at the time of each meeting, attended the meetings of the Audit Committee. External auditors were invited and attended all most of the meetings. Report of each meeting and decision was made to the Board. The main activities carried out by the Audit Committee in 2025 were the following:

- Review of the audited and unaudited financial statements and financial disclosures, including the review of the accounting policies and the methodology and plans used for the impairment tests;
- Review of the financial and risk sections of the annual reports in relation to the financial year 2024 and review of the filings with the SEC and of related corporate communications;
- Regular oversight of the Group's internal control over financial reporting, Enterprise Risk Management implementation, misconduct reporting and follow-up and risk management in general, including supply chain management, cybersecurity risk and relevant incident reporting, if required;
- Review of the internal audit plan and its execution, assessment of the internal audit function's organization and resources;
- Review of the external auditor's performance, fees and audit plan;
- Updates on litigation and compliance program with subsequent adoption (or amendment) of compliance policies, as required;
- Updates on sustainability-related initiatives, regulations and reporting;
- Analysis of the dividend policy and dividend proposal;

- Review and approval, under delegation by the Board, of related party transactions;

- Separate private sessions with the management, with the external independent auditor and with the head of the internal audit function;

- Self-assessment of the functioning of the Audit Committee.

The Compensation Committee

The Compensation Committee is responsible for, among other things, assisting and advising the Board in: (i) determining executive compensation consistent with the Company's remuneration policy; (ii) reviewing and approving the remuneration structure for the Non-Executive Directors; (iii) administering equity incentive plans and deferred compensation benefit plans; (iv) discussing with management the Company's policies and practices related to compensation and issuing recommendations with respect to such compensation, and (v) preparing the remuneration report in accordance with the DCGC.

The Compensation Committee is comprised of at least three Non-Executive Directors. More than half of its members (including the chairperson) are independent under the DCGC. Unless decided otherwise by the Compensation Committee, the head of human resources of the Company or its relevant subsidiaries may be invited to attend the discussions of the Compensation Committee other than discussions relating to the compensation of Non-Executive Directors.

In 2025, the Compensation Committee comprised Henry Peter (as chairperson), Domenico De Sole and Valerie A. Mars. Each of the members is independent under the DCGC rules and each of Henry Peter and Valerie A. Mars is considered independent for purposes of the NYSE rules.

In 2025, five (5) meetings of the Compensation Committee took place, during which all members of the Compensation Committee were present. Report of each meeting was made to the Board. The Compensation Committee assisted the Non-Executive Directors in the determination of the compensation of the Executive Director for 2024, taking into consideration the relevant Pay-Ratio as well as in the setting of his compensation for 2025 after having conducted scenario analysis. The Compensation Committee also assisted the Non-Executive Directors in the setting of the compensation of Non-Executive Directors for 2024 in accordance with the Remuneration Policy adopted by the Company and reviewed the remuneration sections of the annual reports in relation to financial year 2024. The Compensation Committee advised the Board on the proposed remuneration packages in connection with the new leadership structure announced on November 24, 2025, as well as on the adoption of revised ESG objectives and performance targets applicable to the long-term equity incentive plan for the 2026–2028 three-year period ("2026-2028 LTI Plan").

The Governance and Sustainability Committee

The Governance and Sustainability Committee is responsible for, among other things, assisting and advising the Board with: (i) recommendations on the criteria, professional and personal qualifications for candidates to serve as Directors; (ii) the periodic assessment of the size and composition of the Board; (iii) the periodic assessment of the performance of individual Directors and of the reporting on this to the Board; (iv) proposals to the Non-Executive Directors for the nomination and re-nomination of Directors to be appointed by the General Meeting; (v) the supervision of the policy on the selection and appointment criteria for senior management and on succession planning; (vi) the monitoring, evaluation and reporting on the group's sustainable development policies and practices, management standards, performance and governance globally; (vii) the review, assessment and formulation of recommendations as to strategic guidelines for sustainability-related issues; (viii) the review of the annual sustainability report, the advise on and the oversight of the integrity of the sustainability reporting and other related corporate communications.

The Governance and Sustainability Committee is comprised of at least three Non-Executive Directors. More than half of its members are independent under the DCGC.

In 2025, the Governance and Sustainability Committee comprised Michele Norsa (as chairperson), Ronald B. Johnson and Angelica Cheung, each of whom is independent for purposes of the NYSE rules and the DCGC.

In 2025, three (3) meetings of the Governance and Sustainability Committee took place, during which all members of the Governance and Sustainability Committee were present. Report of each meeting was made to the Board. In

consultation with the Lead Non-Executive Director, the Governance and Sustainability Committee prepared the annual evaluation of the functioning of the Board and committees and the individual performance of the Directors. The Governance and Sustainability Committee supported the Board in carrying out the Directors' independence analysis and the review of their continuation, both analyses being performed on an individual basis, carefully examining the impact of certain events on the Group's governance structure and the committee's composition. In the field of sustainability, the Governance and Sustainability Committee reviewed the Sustainability Report, including reporting under GRI and SASB standards and TCFD framework. It also reviewed the governance sections of the annual reports. The Governance and Sustainability Committee was involved in overseeing the succession planning process. To this end, the Committee, in close collaboration with the Lead Non-Executive Director, advised the Board on the adoption of the new leadership structure, effectiveness as of January 1, 2026, in a manner that ensured a clear and seamless transition. The Committee also verified that succession planning was designed to preserve efficiency, accountability and organizational stability throughout the transition. The Governance and Sustainability Committee received regular updates on the Group's climate strategy as well as on new sustainability-related initiatives. In this regard, the Committee reviewed the positive outcome of the ESG scores obtained by the Group under S&P Global CSA and CDP Climate, Water and Forests ratings. The Committee is informed on an ongoing basis on the latest ESG requirements, the evolution of the ESG legal landscape and the Groups' readiness to face the most significant changes. The Governance and Sustainability Committee was regularly informed on the process of monitoring supply chain and human rights compliance and received updates on the suppliers' risk assessment, with the purpose of increasing transparency and traceability.

Board diversity

The Board acknowledges that a diverse board composition contributes to a better understanding of the industry and the corporate environment in which the Company and the Group operate, and in turn fosters the Company's capacity to create sustainable long-term value. The Board generally considers that its composition should attempt to reflect the geographic spread of its business as well as the strategic orientations of the Company and the Group.

Therefore, in accordance with the DCGC, the Board has adopted a diversity and inclusion policy for the Board of Directors of Ermenegildo Zegna N.V. (the "*Diversity and Inclusion Policy*") to ensure gender representation and diversity in the composition of the Board and to promote inclusiveness of its practices, in accordance with applicable law and in pursuit of best market practices.

The principles and the diversity and inclusion aspects laid down in the Diversity and Inclusion Policy aim to ensure that the Board has sufficient diversity of views and has the expertise needed for a good understanding of current affairs and longer-term risks and strategic opportunities related to the business of the Company and the Group. Diversity also helps the Board to consider the nature and complexity of the Company's business, as well as the social and environmental context in which the Company and the Group operate. The Diversity and Inclusion Policy also affirms the value of an inclusive working environment, where ideas and insights of each member are respectfully heard and considered, as a strategic advantage for the creation of sustainable long-term value.

Notwithstanding the above, and without prejudice to the binding nomination rights of specific investors pursuant to the relevant investors' rights agreements (See also above "— *Composition, nomination, appointment and dismissal of the Board*"), the selection of candidates for appointment to the Board is primarily based on merit. With due regard thereof, the Board and its Governance and Sustainability Committee shall seek to fill vacancies by considering candidates that bring a diversity of (amongst others): (i) nationality/cultural background, (ii) age, (iii) gender, (iv) experience (v) competencies and (vi) educational and professional background. The Board considers each of these aspects key drivers for promoting debate, balanced decision making and operating independently and critically vis-à-vis other directors and the Company.

The Company's aim is that the Board composition reflects the geographic spread and strategic orientations of its business and, therefore, comprises directors with an Asian, European and/or North American background (nationality, working experience or otherwise) and that the group of the Non-Executive Directors comprises at least 30% male and at least 30% women members.

In 2025, the Group met these diversity targets:

- At least 30% of Non-Executive Directors are women (three out of ten Non-Executive Directors);

- Non-executive directors include directors with an Asian, European and/or North- American background (nationality, working experience or otherwise), consistent with the geographic presence of the Group's business;

- Non-executive directors have a strong and balanced diversity of skills and complementary expertise that elicits fruitful discussions and enables the Board to perform its oversight duties in the best interests of the Group.

The Company is proud that it has achieved its initial goal as set out in the diversity policy and remains committed to strengthen the diversity of the composition of the Board.

When selecting candidates for appointment to the Board, rules and generally accepted principles of non-discrimination are also taken into account.

The composition of the Board furthermore follows the profile of the Board, annexed to the Board Regulations. The profile aims to have a composition of the Board such that is a requisite mix of specific experience, qualifications and skills in order to assure that the Board as a whole has the necessary tools to perform its functions effectively in light of the Company's structure and its business.

5.3. General Meetings

General Meetings will be held in Amsterdam, Haarlemmermeer (which includes Schiphol Airport), The Hague or Rotterdam, the Netherlands. The annual General Meeting shall be held no later than six months after the end of the financial year on the date and at the place mentioned in the convocation notice. Additional extraordinary General Meetings may also be held whenever considered appropriate by the Board. Pursuant to Dutch law, one or more shareholders, who solely or jointly represent at least 10% of the issued and outstanding share capital, may request the Board to convene a General Meeting. If the Board has not taken the steps necessary to ensure that a General Meeting is held within the relevant statutory period after the request, the requesting person(s) may, at his/her/their request, be authorized by a court in preliminary relief proceedings to convene a General Meeting.

General Meetings shall be convened by an announcement in a Dutch daily newspaper and a notice, which shall include an agenda stating the items to be discussed, including for the annual General Meeting, among other things, the discussion and adoption of the annual accounts, appropriation of the Group's profits, and proposals relating to the Board, including the appointment or re-appointment of Directors and the filling of any vacancies in the Board. In addition, the agenda shall include such items as have been included therein by the Board. One or more shareholders, alone or together, representing at least 3% of the issued and outstanding share capital may also request to include items in the agenda of a General Meeting.

Requests must be made in writing and received by the Board at least 60 days before the day of the meeting. No resolutions shall be adopted on items other than those which have been included in the agenda.

In accordance with the DCGC, a shareholder may only request the inclusion of an item on the agenda after consulting the Board in that respect. If one or more of the Company's shareholders intend to request that an item be put on the agenda for a General Meeting that may result in a change in the Company's strategy, pursuant to the DCGC, the Board may invoke a response time of a maximum of 180 days until the day of the General Meeting. In addition, if shareholders request a change to the composition of the Board or of corresponding provisions in the Articles of Association, and in the case of an unsolicited public offer, the statutory response time may be invoked by the Board, being a period of, depending on the circumstances, no more than 250 days.

The General Meeting is presided over by the Chairperson or, if the Chairperson is absent, by the Lead Non-Executive Director. If both the Chairperson and the Lead Non-Executive Director are absent, the General Meeting is chaired by one of the other Directors or any other person designated for that purpose by the Board.

The Directors may attend a General Meeting in person or by electronic means of communication. The chairperson of the meeting may decide at his or her discretion to admit other persons to the meeting.

The external auditor of the Company may attend the annual General Meeting in which the annual accounts are discussed and may be questioned by the General Meeting in relation to its report on the fairness of the Company's financial statements.

Record Date

When convening a General Meeting, the Board is allowed to determine that persons with the right to vote or attend such meeting are considered those persons who have these rights at the 28th day prior to the date of the meeting (the "Record Date") and are registered as such in a register to be designated by the Board for such purpose, regardless of whether they have these rights at the date of the meeting. In order for a person to be able to attend a General Meeting and to have the right to vote in such meeting, such person must notify the Company in writing of his or her intention to do so no later than on the day and in the manner mentioned in the convocation notice for the General Meeting.

Voting Rights and Quorum at General Meetings

Each Ordinary Share and each Special Voting Share A confers the right to cast one vote, each Special Voting Share B confers the right to cast four votes and each Special Voting Share C confers the right to cast nine votes in a General Meeting. For more information about the Special Voting Shares, please refer to *"5.4. Share capital of the Company."* No votes may be cast at a General Meeting on shares held by the Company or the Company's subsidiaries. Nonetheless, the holders of a right of usufruct in respect of Ordinary Shares are not excluded from the right to vote on such shares, if the right of usufruct or the right of pledge was granted prior to the time such share was acquired by the Company or any of the Company's subsidiaries. The Company may not cast votes on shares in respect of which the Company or a subsidiary holds a right of usufruct or a right of pledge. Ordinary Shares which are not entitled to voting rights pursuant to the preceding sentences will not be taken into account for the purpose of determining the number of shares on which votes may be cast, or the amount of the share capital that is present or represented at a General Meeting. Unless Dutch law or the Articles of Association state otherwise, all resolutions adopted at the General Meeting are adopted with a simple majority of the votes cast.

No quorum requirements apply.

Pursuant to Dutch law, when determining the extent to which shareholders vote, are present or represented, or the extent to which the share capital is present or represented, no account shall be taken of shares in respect of which the law or the Articles of Association provide that no votes may be cast.

Meetings of Holders of Shares of a Specific Class

Meetings of holders of shares of a specific class will be held whenever the Board calls such meetings.

Meetings of holders of shares of a specific class may be convened no later than on the sixth day before the day of such meeting. The provisions applicable to General Meetings, except those concerning the frequency, notice period and the Record Date, will apply mutatis mutandis to the meetings of holders of shares of a specific class.

5.4. Share capital of the Company

General

The Company's share capital comprises Ordinary Shares, Special Voting Shares A, Special Voting Shares B and Special Voting Shares C. As described under "*Voting Rights and Quorum at General Meetings*" in this section, each Ordinary Share and Special Voting Share A entitles a holder thereof to cast 1 (one) vote. A holder of a Special Voting Share B has the right to cast 4 (four) votes and a holder of a Special Voting Share C has the right to cast 9 (nine) votes.

At December 31, 2025, the Company's authorized share capital amounted to €18,700,000, divided into 400,000,000 Ordinary Shares, with a nominal value of €0.02 each, 200,000,000 Special Voting Shares A, with a nominal value of €0.02 each, 50,000,000 Special Voting Shares B, with a nominal value of €0.08 each and 15,000,000 Special Voting Shares C, with a nominal value of €0.18 each. In order to facilitate the Company's loyalty voting structure, the Articles of Association provide for transitional provisions to increase the authorized share capital when the Board makes the required filings with the Dutch Trade Register.

At December 31, 2025, there were 268,240,430 Ordinary Shares and 154,981,350 Special Voting Shares A issued and outstanding.

At December 31, 2025, 34,464,296 Ordinary Shares were held by the Company in treasury.

All issued and outstanding Ordinary Shares and Special Voting Shares are held in registered form. No share certificates may be issued. All issued Ordinary Shares and Special Voting Shares A have been fully paid up.

Loyalty Voting

The Company has adopted a loyalty voting structure, in order to strengthen the stability of the Company and foster the development and the continuous involvement of a stable base of long-term the Company shareholders.

The Special Voting Shares are governed by the provisions included in the Articles of Association and the Terms and Conditions of the Special Voting Shares. These documents govern the issuance, allocation, acquisition, conversion, sale, holding, repurchase and transfer of the Special Voting Shares and certain aspects of the registration of the Ordinary Shares in the Loyalty Register.

The purpose of the loyalty voting structure is to grant long-term shareholders extra voting rights by means of granting Special Voting Shares, without entitling such shareholders to any economic rights, other than those pertaining to the Ordinary Shares. However, under Dutch law, the Special Voting Shares cannot be totally excluded from economic entitlements. As a result, pursuant to the Articles of Association, holders of Special Voting Shares will be entitled to a minimum dividend (an amount of one percent of the aggregate nominal value of all issued and outstanding Special Voting Shares), which is allocated to separate special voting shares dividend reserves. Any distribution out of a special voting shares dividend reserve or the partial or full release of any such reserve will require a prior proposal from the Board and a resolution of the meeting of holders of the relevant class of Special Voting Shares, and will be made exclusively to the holders of the relevant class of Special Voting Shares in proportion to the aggregate nominal value of the relevant class of their Special Voting Shares. The powers to vote upon the distribution from the special voting shares dividend reserve and the cancellation of all issued Special Voting Shares of a specific class are the only powers that are granted to the meeting of holders of Special Voting Shares of the relevant class pursuant to Articles of Association.

5.5. The Group's values and compliance with the Code of Ethics

Code of Ethics

The Group has adopted a Code of Ethics that applies to all employees, officers and directors, including those officers responsible for financial reporting, and to anyone who acts or has business dealings with the Group. The Code of Ethics is available on the website www.zegnagroup.com. The Code of Ethics is the cornerstone of the Group governance model, aimed at disseminating and promoting across the organization the ethical principles in which the Group strongly believes and complies with. These ethical principles are summarized below.

Legality

When carrying out activities on behalf of or in the interests of the Group, the persons subject to the Code of Ethics shall conduct themselves in full compliance with applicable laws and regulations in the countries they operate in.

Equality and impartiality

The Group promotes and protects the respect of human dignity and opposes all forms of discrimination based on age, sex, sexual orientation, personal and social condition, race, language, nationality, political opinion, trade union membership and religious belief. When carrying out the various corporate activities and making all related decisions, the persons subject to the Code of Ethics must conduct themselves in an impartial manner in the best interests of the Group. They shall make decisions professionally and objectively based on neutral and objective evaluation methods.

Transparency, correctness and reliability

All of the actions, operations, negotiations and, more generally, the conduct of those subject to the Code of Ethics shall be based on the utmost transparency, correctness and reliability.

Professionalism

The Group considers professionalism a value essential to its growth and establishment on domestic and international markets. A professional work environment is devoid of politics and requires all employees to focus on doing their very best and supporting others to produce high quality work. Accordingly, business activities take place with the professionalism, commitment and due diligence required given the nature of the duties and the responsibilities entrusted to each person.

Confidentiality

The Group considers confidentiality an essential rule for all of its actions. This means that information remains confidential, with the most rigorous compliance with applicable legislation on personal data security.

Value of human resources

Human resources are indispensable and precious to the existence and future development of the Group. Merit based assessment criteria have been adopted so as to develop the skills and abilities of all employees and equal opportunities are guaranteed to all. Human resources management aims to improve the abilities of each employee, also through training courses and development activities. Working conditions are designed to ensure that employees perform their duties in a climate of collaboration, respect and calm.

In order to guarantee full respect for the individual, the Group is involved in the fight against child labour in each of the countries it operates in and avoids all forms of exploitation of child labour. The Group respects human rights and guarantees employment founded upon principles of dignity and respect and without any form of coercion, mistreatment, abuse or corporal punishment.

Health and safety

The Group undertakes to organize and maintain safe and healthy workplaces in compliance with health and safety regulations in the countries in which it operates. It promotes a safety-oriented culture and awareness of the risks involved in workplace activities. It expects employees at all levels to act responsibly and respect the safety system adopted and the company procedures that form part of it.

Environmental protection

The Group seeks to protect the environment. All activities of the Group will seek to strike the right balance between economic growth and the creation of value with respect for and protection of the environment.

Fair competition

The Group firmly believes that fair and healthy competition makes a positive contribution to the pursuit of its corporate mission. Accordingly, it complies with competition rules in the countries it operates in and does not engage in or encourage conduct that could lead to forms of unfair competition.

These values and the Code of Ethics aim to provide essential guidance to leadership, employees, and other stakeholders, including shareholders and suppliers, on how to act in a responsible and ethical manner. This will help to spread a strong sense of ethical integrity and a corporate culture that is highly geared towards compliance with applicable laws and regulations in all countries in which the Group operates. The Group strives to an open, sustainable and transparent culture and to enable the openness and transparency.

To incorporate such principles into the day-to-day business practices, the Group has adopted a comprehensive ethics and compliance framework, translating the principles of the Code of Ethics into a structured set of policies. With regard to business conduct and integrity, the Group has adopted policies covering anti-corruption, anti-money laundering and sanctions, tax and antitrust compliance. In relation to people and human rights, the Group has implemented dedicated policies on human rights, diversity, equity and inclusion, and parental leave.

During the course of 2025, the Group has also adopted policies on occupational and health and safety, environmental management, chemicals management and animal welfare. Also, the revised version of the Supplier Code of

Conduct adopted in 2025, in line with more ambitious standards, evolving industry norms and regulatory requirements and increasing customer expectations, clearly outlines the suppliers' obligations when working with the Group and reinforces the Group's efforts to promote responsible and sustainable practices throughout the supply chain.

In continuity with previous years, in 2025 the Group prepared further policies related to responsible raw materials sourcing and ethical marketing.

Since an adequate system for reporting and investigating any suspected or actual breaches of the Code of Ethics and/or of any applicable law and regulation is crucial, the Group has adopted a Misconduct Reporting Policy aimed at reporting any misconduct. The Misconduct Reporting Policy has been further updated in January 2026, to reflect the reporting channels currently available and to ensure continuous alignment with applicable laws, regulatory expectations and market best practices. Under this policy, employees and other interested parties are encouraged to report to the Group Ethics Committee, comprising the Group General Counsel, the Group Chief People Officer and the Group Internal Audit Director, any suspected or actual breach of the Code of Ethics and/or of any applicable law and regulation that might occur in the work-related context. Whistleblowers acting in good faith are protected from any kind of discrimination or retaliation, in accordance with the principles of transparency, traceability and confidentiality.

The Code of Ethics is communicated to employees and third parties in the most appropriate manner, in English and in the other ten languages used in the Group. The Group organizes systematic communication campaigns and regular training sessions to ensure the consistent application of the Code of Ethics and the Group policies. Employees are asked to inform third parties with whom they have business dealings about the provisions of the Code of Ethics. The Compliance and the Internal Audit functions, with the support of Legal Affairs and Human Resources functions, monitor the effectiveness of and the compliance with the Code of Ethics and the Group policies, as well as the execution of internal training activities.

Potential non-compliance with the Code of Ethics and/or with the Group policies is identified through compliance reviews and periodic and/or specific audits performed by the Group Internal Audit function, as well as through the misconduct reports received through the internal dedicated channels. All potential cases of non-compliance identified in 2025 were duly investigated and, where a deviation from the Code of Ethics occurred, appropriate and proportionate actions were taken.

The Audit Committee is systematically informed of any misconduct report regarding accounting, internal controls and auditing matters. The Audit Committee receives regular updates on the status of misconduct reporting activities and reports thereon to the Board at the immediately following meeting.

More detailed information on the Code of Ethics can be found in the 2025 Sustainability Report.

The Group's people & culture

The Ermenegildo Zegna Group recognizes the pivotal role of our people in driving sustainable growth and fostering a positive societal impact. Our commitment to environmental, social and governance principles extends beyond mere compliance; it is an integral part of our organizational DNA. Our People Strategy is built on 6 pillars, each addressing key aspects of people management and organizational development: Talent Attraction & Acquisition, Performance & Career Management, Learning & Development, Employee Engagement & Well-being, Diversity, Equity & Inclusion, HR Digitalization & Process Optimization.

The culture within the Group is inclusive, equitable, safe, sustainable, transparent, open, authentic, innovative, and collaborative because we prioritize diversity and respect for all individuals, ensure fair treatment and opportunities for everyone, prioritize health and well-being, integrate sustainable practices into every aspect of our business, maintain clear communication and accountability in all our endeavors, foster an environment of openness, uphold honesty and integrity in all interactions, encourage innovation to drive positive change, and believe in the power of collaboration to achieve our goals.

No-one is discriminated on the basis of age, gender, sexual orientation social and personal status, race, language, nationality, political opinions, union membership and religious beliefs and all have the opportunity to improve themselves, to contribute to the Group and to thrive in their craft or profession.

Based on feedback and evaluation from stakeholders, it is currently not desired to implement significant changes to the values and culture outlined above because it aligns with our core values and has been positively received by our

employees, customers, and partners. The values and culture outlined in this paragraph, and the conduct promoted within the enterprise, contribute to sustainable long-term value creation by fostering employee engagement, attracting top talent, enhancing brand reputation, building trust with stakeholders, and promoting innovation and continuous improvement to achieve our goals, maintain a positive work environment and ultimately drive business success. The following initiatives are being implemented to further enhance people engagement and performance within this cultural context: employee feedback surveys to assess culture and DE&I alignment, ongoing training and development programs to reinforce desired behaviors, and leadership-led initiatives to promote diversity, equity, and inclusion within the organization.

Diversity, Equity & Inclusion

We are grounded in the desire to embrace diversity in its many forms. We understand that there is value and cultural richness in diversity. Our brands are sold globally, and therefore we embrace how diversity can bring a global perspective to how we run our business and how we market our brands.

We respect and celebrate the unique gifts of other cultures and communities, and particularly those where we have a presence.

On April 5, 2023 the Board approved a diversity, equity and inclusion policy (the "*DE&I Policy*") setting forth the global Group approach and related measures to invite diversity, build equity and promote inclusion, where:

- *Diversity* refers to all the many ways that people differ, such as the visible forms of diversity (e.g., skin color, race and gender), those that can be both visible and invisible (e.g., age, ethnicity, nationality, culture, religion and physical ability) and those that are invisible (e.g., gender identity, hidden disabilities, sexual orientation, education, values);
- *Equity* is about creating fair access, opportunity and advancement for everyone only according to their knowledge, qualifications, competences, performance and motivation and not with regards to other personal conditions, creating an equal playing field within the Group; and
- *Inclusion* means fostering a welcoming and fair environment where we can all bring our authentic selves to work and we can all connect and contribute meaningfully. Inclusion is the fabric that holds together all the different threads, to bring more to our world. Ultimately, it's about everyone feeling that sense of belonging as part of a team as well as within Group as a whole.

Our approach is characterized by a desire to hear our people and to understand their unique needs. We believe that there is power and value in diversity, and that individuals should be seen and heard. An organization that treats its people with respect and dignity, and values them for their unique gifts, is stronger and more resilient. Human diversity is a fact; we choose to include this diversity, weaving the talents and unique expressions of our people into our organizational tapestry, whereby every voice is valued, every perspective is heard, and every individual is empowered.

The DE&I Policy set forth target measures to incentivize gender balance in Top Management positions, as *infra* defined, from 2023 onward, aiming to reach an increase of women representation in the Top Management by 30%, with an annual average linear progression of about 10%, resulting into a gender ratio 70% men vs. 30% women at the end of 2025.

For the year ended December 31, 2025, approximately 32% in Top Management positions are women (i.e. 52 persons), while as of December 31, 2024 it was approximately 27,2%.

In 2025 we achieved the target of gender balance in Top Management, following the implementation of a series of initiatives aimed at the management level of the Group. The introduction of periodic dashboards and monitoring actions has enabled us to track our progress, monitor new hires and turnover, while also identifying actions to improve the effectiveness of our hiring processes. The Group is committed to maintaining the target in the years ahead.

Top Management refers to CEO's direct reports along with top positions focused on the definition of the functional / local business strategy instrumental for the implementation of the Group Strategy.

For percentage of women on the Board and further details on diversity of Board composition please refer to section "*5.2 The Board — Board Diversity"* of this report for additional information.

The following table sets forth information relating to employees by gender (excluding temporary staff) as of December 31, 2025 and 2024.

EMPLOYEES BY GENDER

	At December 31, 2025					At December 31, 2024				
	Men	**Women**	**Other**	**Not disclosed**	**Total**	**Men**	**Women**	**Other**	**Not disclosed**	**Total**
Employees	2,822	4,419	—	2	**7,243**	2,800	4,379	—	6	**7,185**
Delta vs 2024	*0.8%*	*0.9%*	*—%*	*(66.7%)*	*0.8%*					
% on the total	*39.0%*	*61.0%*	*—%*	*—%*	*100.0%*	*39.0%*	*60.9%*	*—%*	*0.1%*	*100.0%*

In 2025, consistently with previous year, women composed about 61% of our overall headcount. The distribution share between men and women remained unchanged between 2025 and 2024 with similar ratios for both categories.

The following table gives insight into the inflow, progression and retention of employees.

EMPLOYEES NEW HIRES AND TURNOVER

	At December 31, 2025	2025		At December 31, 2024
	Employees	**Employees new hires**	**Employees Turnover**	**Employees**
Men	2,822	630	608	2,800
Women	4,419	985	945	4,379
Other	0	0	0	0
Not disclosed	2	0	4	6
Total	**7,243**	**1,615**	**1,557**	**7,185**

In 2025 we experienced a turnover rate of 22%, accounting for 1,557 exits. These were outweighed by 1,615 new recruits, indicating robust and responsive growth in our workforce. The gender distribution among new hires remained steady compared to the previous year, with women constituting 61% of the intake.

DE&I key initiatives implemented in 2025

In 2025, an important step in the Group's progress on gender equality was the achievement of the Italian Gender Equality Certification (UNI/PdR 125:2022) by the following Italian legal entities: Ermenegildo Zegna N.V., EZ Service S.r.l., IN.CO. S.p.A., and EZI S.p.A. To support the ongoing implementation of the related requirements, a Gender Equality Steering Committee was established and composed of representatives from various functions. The Committee oversees the monitoring and implementation of gender equality related KPIs, strategic plan and initiatives. Over the years, the Group aims not only to maintain the certification but also to extend the program to other entities. Alongside this, activities related to policy development, awareness, and DE&I training continued as planned.

The Group also continued to build on the DE&I Policy approved in April 2023 which commitments have been further strengthened.The parental leave Policy approved in 2023 and formally implemented in 2024, ensures that all eligible employees receive six weeks (30 working days) of fully paid parental leave for childbirth, adoption, child custody, and alternative forms of birth, in accordance with local regulations. Where the law is more favorable, no additional provisions apply. This benefit is granted regardless of gender, sexual orientation, marital or relationship status, or any other protected characteristic.

Moreover, in 2025 we continued to refine our talent acquisition and retention strategy to strengthen our Group's commitment to DE&I and progress toward our goal of becoming an equal opportunity employer, one of our key ESG priorities. Building on the global recruiting procedure introduced in 2023, which established a standardized and transparent framework for attracting, assessing, and selecting qualified candidates, we enhanced the training provided to HR teams and

hiring managers throughout the year. The training reinforced our focus on mitigating unconscious biases across the entire selection process, including CV screening and interview management.

The "WE TALK ABOUT…" program remained an important platform for cultural dialogue, with new editions held throughout 2025.

Finally, discrimination monitoring within the organization is conducted through internal audits and oversight by the ethics committee, ensuring a workplace that remains free from discrimination.

5.6. Compliance with the DCGC

In 2025, the Company complied with all but a limited number of the provisions of the DCGC. The new best practice provisions of the 2025 DCGC did not require any amendments to the Group's governance documents and the new requirements are incorporated in this report. For clarity purposes, the Company has listed below the remaining deviations from the DCGC and the reasons for deviating:

(a) *Best practice provision 2.1.7 (iii) / 5.1.1.* Best practice provisions 2.1.7 and 2.1.8 set the composition and independence criteria for the Non-Executive Directors. Best practice provision 2.1.7 provides for certain limitations to the number of non-independent Non-Executive Directors. Out of the 10 Non-Executive Directors, three directors are non-independent under the Dutch rules due to their affiliation with a shareholder directly or indirectly holding more than 10% of the shares of the Company (Ms. Anna Zegna di Monte Rubello, Mr. Paolo Zegna di Monte Rubello and Mr. Andrea C. Bonomi). The Non-Executive Directors Ms. Anna Zegna di Monte Rubello and Mr. Paolo Zegna di Monte Rubello belong to the Zegna di Monte Rubello family, which controls Monterubello s.s., while Mr. Andrea C. Bonomi has been nominated as the Sponsor Nominee. As a result, Zegna does not comply with best practice provision 2.1.7 (iii) / 5.1.1. The Company believes that Zegna and all of its stakeholders benefit from the participation of both affiliates of Monterubello s.s., and the Sponsor Nominee, who are strongly recognized by their peers at the Board, in particular in respect of their expertise and valuable knowledge of the Company's business and the industry in which the Company operates, outweighing any perceived disadvantages of them not qualifying as independent under the DCGC. For the outcome of the independence evaluation, please refer to "*5.7. Report of the Non-Executive Directors — Independence of the Non-Executive Directors*".

(b) *Best practice provision 2.2.4.* In 2025, a sound succession planning for the CEO and sole Executive Director was in place. On November 24, 2025, the Company announced that, effective January 1, 2026, Mr. Ermenegildo (Gildo) Zegna, former Group Chairman and Chief Executive Officer, would assume the role of Group Executive Chairman, while Mr. Gianluca A. Tagliabue, formerly Group Chief Financial Officer and Chief Operating Officer, would assume the role of acting Group Chief Executive Officer, pending his appointment as an Executive Director by the 2026 General Meeting, at which Mr. Tagliabue is expected to assume the role of Group Chief Executive Officer. With respect to the succession plan of the Non-Executive Directors, the Company has not prepared a retirement schedule as referred to in best practice provision 2.2.4 of the DCGC. This is a consequence of the structure of the Articles of Association, pursuant to which Directors are appointed for a term ending at the close of the first annual General Meeting following their appointment.

(c) *Best practice provisions 2.3.6 / 5.1.2.* In 2025 the Chief Executive Officer has also been granted the title Chairperson but did not qualify as the chairperson (*voorzitter*) within the meaning of the DCGC. In accordance with the Articles of Association and the Board Regulations the Board has granted Mr. Sergio P. Ermotti the title Lead Non-Executive Director. The Lead Non-Executive Director served as the chairperson (*voorzitter*) of the Board under Dutch law and within the meaning of the DCGC. In view thereof, certain of the tasks set out in best practice provisions 2.3.6 and 5.1.2 have been carried out by the Chief Executive Officer / Chairperson, in deviation from best practice provision 2.3.6 and 5.1.2. The Lead Non-Executive Director was only supposed to chair the meetings of the Board in absence of the Chairperson as a result of the division of tasks between the Chief Executive Officer / Chairperson and the Lead Non-Executive Directors, which are still considered to be in the best interests of the Company.

(d) *Best practice provision 3.1.2.* During 2025 the Board has granted performance shares to the Chief Executive Officer as part of his remuneration. In deviation of best practice provision 3.1.2 of the DCGC, the performance shares to be

awarded to the Chief Executive Officer will not be subject to a five years holding period. Although in deviation of the DCGC, the foregoing is market practice among companies listed on the NYSE.

(e) *Best practice provision 3.2.3.* The 2025-2027 Senior Executive Agreement of Gildo Zegna provides for a termination indemnity in excess of one-year base salary if such agreement is terminated, among other things, at the initiative of Gildo Zegna himself, regardless of whether he maintains his position as Chairperson of the Board. However, in the event he is appointed Executive Chairman, the termination indemnity will be due when he leaves such position (See also "7 — *New Senior Executive Agreement 2025-2027*"). These severance provisions are considered consistent with US market practice, although in deviation from best practice provision 3.2.3 of the DCGC.

(f) *Best practice provision 3.3.2.* The remuneration of the Non-Executive Directors is payable 50% in cash and 50% in shares subject to a lock-up period of two years. The Non-Executive Directors may decide, based on a proposal of the Compensation Committee, to grant additional cash and/or equity awards to an individual Non-Executive Director for any given year in case of exceptional achievements of that Non-Executive Director, provided, however, that any such additional grant should not result in a significant discrepancy between the size of the award and the Company's results and performance. Remuneration in the form of Ordinary Shares is in accordance with market practice among companies listed on the NYSE, although in deviation from best practice provision 3.3.2 of the DCGC.

(g) *Best practice provision 4.1.8.* The Executive Director and the Non-Executive Directors nominated for appointment should attend the General Meeting at which votes will be cast on their nomination pursuant to best practice provision 4.1.8 DCGC. By publishing the relevant biographical details and curriculum vitae of each nominee for (re)appointment, the Company ensured that the General Meeting be well informed in respect of the nominees for (re)appointment and, in practice, only the Chief Executive Officer attended the 2025 General Meeting.

(h) *Best practice provision 4.3.3.* As per article 8.2.6 of the Company's Article of Association, a resolution to suspend or dismiss a Director other than at the proposal of the Board requires a two-thirds majority of the votes cast, representing more than 50% of the Company's issued share capital. Although in deviation of best practice provision 4.3.3. of the DCGC which provides that the threshold may not be higher than a simple majority of the votes cast representing more than one-third of the issued share capital, this is in line with article 2:134(2) DCC, which provides for the same majority and quorum requirements. The Board believes that this deviation provides the Board the needed stability to execute the strategy to create long term value for all stakeholders.

The General Meeting may overrule a binding nomination for the appointment of the IIAC Sponsor Nominee (as defined in the Articles of Association). If a majority of votes is cast in favour of overruling this binding nomination but such majority does not represent more than one-third of the Company's issued share capital, a new General Meeting may be convened at which meeting the same majority requirements still apply (simple majority representing more than one-third of the share capital). The latter is in deviation of best practice provision 4.3.3. of the DCGC which prescribes that if a simple majority votes in favour of overruling the binding nomination but such majority does not represent one-third of the Company's share capital, a new General Meeting may be convened at which the resolution may be passed by a simple majority of the votes cast, irrespective of the Company's share capital being represented. The Board believes that this deviation provides the Board the needed stability to execute the strategy to create sustainable long-term value for all stakeholders.

(i) *Best practice provision 5.1.3.* Sergio P. Ermotti serves as the Lead Independent Director and thereby as chairperson (*voorzitter*) of the Board under Dutch law and within the meaning of the DCGC. He also serves as CEO and President of the Group Executive Board of UBS, with whom Zegna has a lasting and significant relationship. As result, in deviation of best practice provision 5.1.3, Sergio P. Ermotti in his role as chairperson (*voorzitter*) does not qualify as independent under DCGC. However, the Company believes that Sergio P. Ermotti's educational and professional background and competences benefit the Company, its shareholders and other stakeholders when acting in his role as Lead Independent Director and outweighs any potential downside of having a non-independent chairperson (*voorzitter*).

5.7. Report of the Non-Executive Directors

This is the report of the Non-Executive Directors of the Company over the financial year 2025, as referred to in best practice provision 5.1.5. DCGC and it provides further information on the performance of the Non-Executive Directors duties throughout 2025.

For personal information and term of appointment of Non-Executive Directors, please refer to "*5.2 — Current Board and Senior Management Team*".

Board activity and involvement of the Non-Executive Directors in the establishment of the Company's strategy

In accordance with the Articles of Association, the Executive Directors and the Non-Executive Directors are jointly responsible for the strategic management of the Company. The Non-Executive Directors do not have responsibility for the day-to-day operations of the Company or the Group which is vested with the Executive Director(s).

The Non-Executive Directors oversee the Executive Director(s)' performance of duties and supervise the Company's general affairs and its business. The Non-Executive Directors shall also oversee the effectiveness of the Company's internal risk management and control systems on operational, compliance and reporting risks and the integrity and quality of the financial and sustainability reporting. In discharging their duties during the financial year 2025, the Non-Executive Directors monitored the design and execution of the Group's strategy with the aim of creating sustainable long-term value for the Company's stakeholders, including its shareholders.

Throughout the entire year and on a regular basis, the Executive Director, engaged in the day-to-day management, interacted with the Non-Executive Directors to discuss and define the Group's strategic objectives across the three segments (the Zegna segment, the Thom Browne segment and the Tom Ford Fashion segment), taking into consideration the market trends, the growth levers in the main regions in which the Group operate, and the drivers of long-term value creation specific to each of the three brands, including strategic decision relating to the partnership with Temasek announced on July 29, 2025 as well as the selection of Rodrigo Bazan's replacement upon his resignation from the position of Chief Executive Officer of Thom Browne, resulting in Sam Lobban assuming the role of new Chief Executive Officer of the brand on September 2, 2025. By doing so, they reviewed the main internal and external growth initiatives.

The Non-Executive Directors have reviewed and advised on budgets and mid-term plans, weighing in particular the impact of the evolving situation of the US tariffs and other external economic factors. They have taken decisions on allocation of resources, including investments and dividend distribution. The Board heard external experts and studied selected use cases of artificial intelligence, assessing the investments to be made in this field. They discussed engagement with our stakeholders, including shareholders, and advised on the corporate communication.

Also, the Non-Executive Directors worked intensively on succession planning in close cooperation with the Chairman and CEO. They determined the new leadership structure of the Group and of the Zegna brand. This led to the division of the roles of Executive Chairman and CEO, to the appointment of Gianluca A. Tagliabue as a Group CEO, as well as to the nomination of Angelo and Edoardo Zegna, members of the fourth generation of the Zegna family, as co-CEOs of the Zegna brand, as announced on November 24, 2025.

The Non-Executive Directors received regular updates on the works performed by each committee regarding succession planning as well as internal control over financial reporting, risk management, sustainability strategy and commitments, legal and compliance matters and took them into consideration in their decisions.

The Non-Executive Directors have also been involved in the review or approval of the related party transactions, have set the objectives and compensation of the Executive Director and adopted long-term equity incentive plans.

Doing so, the Non-Executive Directors have contributed to the establishment and oversight of the implementation of the Group sustainable long-term strategy.

The Non-Executive Directors prepared, reviewed and discussed the conclusions of the annual evaluation of the Board, Committees and each Director. See also, "6 — *Evaluation of the Board, the committees and the Directors*".

Board meetings and attendance

In 2025, 10 (ten) meetings of the Board were convened.

Meetings of the Board are generally followed by an executive session, i.e. a meeting of the Non-Executive Directors chaired by the Lead Non-Executive Director who reports thereon to the Chairperson. In 2025, 5 (five) such executive sessions took place.

In accordance with Articles of Association and Board Regulations, Directors may attend the meetings of the Board remotely, provided that all participants can hear each other simultaneously. In 2025, the individual attendance of Directors was 97% on average.

The table below summarizes attendance rate of Directors.

Name	Board meetings	% Attendance
Ermenegildo Zegna di Monte Rubello	10/10	100%
Andrea C. Bonomi	9/10	90%
Angelica Cheung	10/10	100%
Domenico De Sole	10/10	100%
Sergio P. Ermotti	10/10	100%
Ronald B. Johnson	10/10	100%
Valerie A. Mars	10/10	100%
Michele Norsa	10/10	100%
Henry Peter	10/10	100%
Anna Zegna di Monte Rubello	9/10	90%
Paolo Zegna di Monte Rubello	9/10	90%

Independence of the Non-Executive Directors

The Board has determined that, during fiscal year 2025, Ms. Cheung, Mr. Johnson, Ms. Mars, Mr. Norsa, Mr. Peter and Mr. De Sole (six out of the ten Non-Executive Directors) were independent under best practice provisions 2.1.8 of the DCGC.

Upon effectiveness of his appointment as a CEO and President of the Group Executive Board of UBS effective on April 5, 2023, Mr. Ermotti has been in the situation described under (iii) of best practice provisions 2.1.8 of the DCGC in light of the lasting and significant relationship between the Company and UBS and, as a result thereof, he no longer qualifies as independent under the DCGC.

Mr. Zegna di Monte Rubello (Paolo) and Ms. Zegna di Monte Rubello are both representatives of Monterubello s.s., the majority shareholder of the Company, and are therefore not independent under the aforementioned best practice provision. Mr. Bonomi is also a representative of a shareholder holding more than ten percent of the Ordinary Shares, and does therefore also not qualify as independent under the DCGC.

As a result, the Company deviated from best practice provision 2.1.7 (iii) of the DCGC.

For an explanation in respect of this deviation, please refer to "*5.6 — Compliance with the DCGC.*"

Evaluation of the Board, the committees and the Directors

In accordance with the DCGC, the Board regulations, and the charters of the three committees, the Board carries out annual evaluations of the functioning of the Board and of the three committees. This also includes evaluations of the performance of each individual director.

In continuity with 2024, the 2025 Board evaluation was conducted through an online anonymous questionnaire. The questionnaire focused on Board composition, organization & dynamics, and deepened on recommendations made during the

previous evaluations. It included also the evaluation of the committees of the Board and the individual assessment of each Director.

The outcome of the assessment was analyzed by the Governance & Sustainability Committee and presented to the Board with proposed actions for consideration. The Non-Executive Directors discussed the findings without the Chairman and Chief Executive Officer being present. Each Committee deliberated on its own evaluation and the Lead Non-Executive Director reviewed the results of the self and peer individual reports.

The conclusion concluded that the Board's overall performance had improved compared to 2024. The main highlights of the evaluation were as follows: (i) the Board's size and composition were reviewed positively, (ii) the collective leadership of the Chair and Lead Non-Executive Director continued to ensure satisfactory Board dinamycs as well as open participation of all Board members in the discussions, (iii) the committees contributed positively to the Board's overall performance and (iv) the Board's functioning was overall effective. Regarding specific decisions, the Board expressed great satisfaction with the way leadership succession planning had been handled and its outcome. In terms of future actions, the Non-Executive Directors recommended the adoption of some practical and logistic measures to improve the Board's effectiveness further, and reiterated that there was scope to increase generational diversity and bring new skills to the board, while bearing in mind independence criteria and gender representation.

The evaluations of the committees concluded that there was no immediate need to amend the size or composition of the Audit Committee, the Compensation Committee or the Governance and Sustainability Committee, nor was there any reason to amend their charters.

The Non-Executive Directors have been promptly and regularly informed by each committee on the activities carried out and, in accordance with best practice provision 2.3.5. DCGC, are in the opinion that each committee has properly carried out its duties throughout all the financial year.

For a detailed description of the composition of the Board committees, the number of meetings and the main items discussed during 2025 please refer to section "*5.2. The Board — Committees of the Board*."

6. COMPENSATION REPORT

Introduction

This section provides information related to the remuneration that was earned by the Board and the Senior Management Team for the year ended December 31, 2025.

The form and amount of remuneration received by the Board was determined in accordance with the remuneration policy (the *"Remuneration Policy"*) adopted on December 17, 2021, further amended on June 28, 2022 at the General Meeting, in accordance with Dutch law and the Articles of Association.

The remuneration received by the Senior Management Team was determined consistent with the Group's constant practice, based on principles aimed to ensure talent retention and align the remuneration with the Group's strategy, the Group's performance and each individual's contribution to such performance.

The Non-Executive Directors of the Board oversee the remuneration policy, the remuneration plans and practices of the Group and recommend changes when appropriate. More than half of the members of the Compensation Committee (including the chairperson) are independent pursuant to the DCGC. The Company may from time to time amend the Remuneration Policy, subject to the General Meeting adopting such amendment with the required majority.

This compensation report consists of two sections:

- Remuneration Policy: details our current remuneration policy, available on our corporate website, which governs compensation for Executive and Non-Executive Directors and aligns remuneration of the Board with successful delivery of the Group's long-term strategy and sustainable long-term value creation with the goal of ensuring that the directors' interests are closely aligned to those of the Company's stakeholders, including its shareholders.

- Historical compensation for the year ended December 31, 2025: details the remuneration features in 2025 and actual remuneration received by or awarded to each Executive and Non-Executive Director and the Senior Management Team, compared with the previous year.

6.1. Remuneration Policy

Pursuant to Section 2:135(1) DCC, the General Meeting has adopted a Remuneration Policy for our Directors.

The Remuneration Policy provides a framework for the Non-Executive Directors to determine the remuneration of the Executive Directors and the Non-Executive Directors. The Remuneration Policy provides a structure that aligns remuneration of the Board with successful delivery of the Group's long-term strategy and sustainable long-term value creation, and therefore aims to ensure that the Directors' interests are closely aligned to those of the Company's stakeholders, including its shareholders. The purpose of the Remuneration Policy is to define a competitive remuneration package, designed to attract, retain and motivate Directors who possess the necessary leadership qualities and requisite skills and experience in the relevant areas of the Group's business, while also providing appropriate flexibility to tailor remuneration practices based on specific circumstances.

While formulating the Remuneration Policy, the Non-Executive Directors have taken into consideration the Group's strategy and core values, which are focused on long-term value creation and sustainable development of the Group. Pay ratios within the Group, Pay ratio and scenario analyses have also been considered. The Remuneration Policy is based upon the following principles:

General

1. The remuneration of the Board follows the pay-for-performance principle and incentivizes Directors to create long-term value for shareholders and other stakeholders through achievement of strategic objectives;

2. The remuneration is appropriately balanced between fixed and variable remuneration components, aiming to ensure long-term value creation and alignment of Directors' interests with the Group's strategic objectives;

3. The remuneration of the Board is competitive in relation to the market in which the Group operates, the relative size of the business, the specificity of the Group's governance structure and the duties and responsibilities of the Board resulting therefrom;

With Respect to Executive Director(s)

4. The remuneration is predominantly long-term in nature, with long-term equity incentives linked to the achievement of the Group's strategic objectives in the highly competitive industry the Group operates in;

With Respect to Non-Executive Directors

5. The remuneration of the Non-Executive Directors is designed to attract and retain Non-Executive Directors who have the talent and skills to foster the long-term value creation of the Group while respecting its core values;

6. The remuneration of the Non-Executive Directors consists of cash consideration and share-based compensation, in accordance with market practice among companies listed on the NYSE and to ensure structural alignment of the Non-Executive Directors' interests with the interests of the Company's stakeholders, including its shareholders, and

Evaluation

7. The Non-Executive Directors will evaluate the objectives and structures of the Remuneration Policy at regular intervals, to ensure the policy is fit for its intended purpose. The Non-Executive Directors will be assisted by the Compensation Committee.

Executive Director(s)

On the basis of the Remuneration Policy objectives, the compensation of Executive Director(s) consists of the elements discussed below.

Base Salary

The base salary is set at a level to attract, motivate and retain Executive Director(s).

Reimbursement of Expenses

The Group will reimburse the expenses and costs reasonably incurred in relation to the performance of the Executive Director's duties.

Short-Term Incentives

The objective of any short-term variable compensation is to incentivize the Executive Director(s) to achieve annual targets and objectives that are related to the short-term focus of the Group. The annual short-term incentive payment to be granted to an individual Executive Director will not exceed 200% of that individual Executive Director's base salary. Notwithstanding the foregoing, the Non-Executive Directors may decide, based on a proposal of the Compensation Committee, to increase the short-term incentive payable to an individual Executive Director for any given year in case of exceptional achievements of such Executive Director.

Long-Term Incentives

The objective of any long-term equity incentive is to provide a retention tool for the Executive Director and to align the long-term interests of the Executive Director with those of the Group and its stakeholders. The granting of long-term equity incentives also aims to motivate the Executive Directors to pursue and implement the Group's sustainability strategy. Furthermore, by granting a long-term incentive in the form of equity, the Executive Director participate directly in the growth of the value of the Group to which he or she contributes. The amount of equity awarded to the Executive Director will be determined by the Non-Executive Directors, taking into account the applicable performance conditions, which may include both financial and non-financial conditions, and continuous service requirements with the intent of creating long-term shareholder value. The Non-Executive Directors may resolve, upon recommendation of the Compensation Committee, to grant equity awards in accordance with any equity incentive plan approved by the General Meeting and to be further implemented by the Board.

The Executive Director may be entitled to annually acquire Ordinary Shares up to a maximum value of his or her base salary and annual variable cash compensation awarded for the previous year, at a value per share based on an enterprise value corresponding to 12 times the Group's Adjusted EBIT of the year preceding the year in which the Executive Director wishes to acquire the Ordinary Shares.

Recoupment of Incentive Compensation (Adjustment and Clawback)

Any grant, award or actual payment in relation to the short-term and long-term incentives may during any relevant performance and/or vesting period and during a period of three years following the actual award, in the sole discretion of the Non-Executive Directors and whether or not at the instigation of the Compensation Committee:

1. Be decreased or eliminated if such grant, award or actual payment was deemed to be unacceptable according to principles of reasonableness and fairness, and

2. Clawed back if such grant, award or actual payment took place on the basis of incorrect data (including data that has been maliciously altered and therefore, is incorrect).

On September 12, 2023, the Board adopted a new clawback policy in accordance with the listing requirements of the New York Stock Exchange. Such clawback policy, which became effective on December 1, 2023, provides for the recovery of certain erroneously share-based compensation from current or former Executive Director(s) of the Company in the event that the Company is required to prepare an accounting restatement.

Remuneration in the Event of Termination

The Group may pay severance compensation in accordance with the terms and conditions of the applicable services agreement of an individual Executive Director. Such severance compensation will not exceed 200% of the Executive Director's annual base salary. Severance benefits may also include outplacement services and continuation of insurance and other benefits that have been paid or made available to the Executive Director prior to the termination of service. The specific terms of the severance package of a Executive Director will be established in his or her services agreement, all in accordance with the framework provided in the Remuneration Policy.

Benefits

The Group may provide to the Executive Director customary benefits such as company cars (or a car allowance), travel expenses and work related costs, medical insurance, accident insurance, D&O insurance, tax assistance and relocation allowances. In addition, in individual cases, company housing and other benefits may also be offered, such as annual clothing allowances. Such benefits are in line with general prevailing market practice, while also providing the Non-Executive Directors with enough flexibility to tailor the remuneration and benefits practices to a specific situation.

Loans, Advances and Guarantees

The Group will not provide any loans, advances or guarantees to Executive Director(s).

Non-Executive Director(s)

On the basis of the Remuneration Policy objectives, the compensation of Non-Executive Directors consists of the elements discussed below. Each year, the Non-Executive Directors will review the remuneration levels and structure applicable to the Non-Executive Directors and consider whether any adjustment is required.

Annual Base Remuneration

The Group will pay each Non-Executive Director an annual base fee of €150,000 payable 50% in cash and 50% in Ordinary Shares, subject to a restricted stock award (*"Equity Awards"*). The Lead Non-Executive Director will be entitled to an additional fee of €15,000 for the additional duties and responsibilities related to that role, payable in cash.

The number of Equity Awards granted to the Non-Executive Directors will be established, based on the closing stock price of the last trading day of the month preceding the date of grant, converted into Euros at the reference rate published by the European Central Bank on the closing of the same day, rounded down to the nearest whole share. The date of grant for the Equity Awards will be determined by the Non-Executive Directors. The Equity Awards will vest on the second anniversary of the date of grant.

Annual Committee Fee

The Group will pay each Non-Executive Director serving on one of the Group's committees of the Board an additional fee as set forth below:

- Audit Committee – €30,000 (chairperson), €15,000 (other members)
- Compensation Committee – €20,000 (chairperson), €10,000 (other members)
- Governance and Sustainability Committee – €20,000 (chairperson), €10,000 (other members)

Additional Cash and/or Equity Awards

Notwithstanding the annual base fee and committee fees received by the Non-Executive Directors, the Non-Executive Directors may decide, based on a proposal of the Compensation Committee, to grant additional cash and/or equity awards to an individual Non-Executive Director for any given year in case of exceptional achievements of that Non-Executive Director, provided, however, that any such additional grant should not result in a significant discrepancy between the size of the award and the Group's results and performance.

Reimbursement of Expenses

The Group will reimburse the expenses and costs reasonably incurred in relation to the performance of the Non-Executive Director's duties, in accordance with the Group's expense policy, if any.

Benefits

The Group will subscribe to the benefit of the Non-Executive Directors a liability insurance with a coverage in line with the general market practice prevailing among companies similar to the Group.

Loans, Advances and Guarantees

The Group will not provide any loans, advances or guarantees to Non-Executive Directors, unless the majority of the Non-Executive Directors give prior written approval.

6.2. Historical compensation

Board of Directors — Executive Director

Gildo Zegna has been the sole Executive Director since the closing of the Business Combination, and also the Chief Executive Officer. As of January 1, 2026, Gildo Zegna has assumed the role of Group Executive Chairman.

New Senior Executive Agreement 2025-2027

Until December 31, 2024, Gildo Zegna's remuneration was governed by the senior executive agreement for the period 2020-2024, which was restated in July 2021 and further amended in August 2022 in conformity with the Remuneration Policy (the "Former Senior Executive Agreement"). In 2024, the Compensation Committee, with the support of an independent external expert selected by the Compensation Committee, reviewed the Former Senior Executive Agreement and proposed a new remuneration structure. In designing such remuneration structure, the Compensation Committee took into consideration, inter alia, (i) the principles of the Remuneration Policy, in particular pay-for-performance, contribution to long-term value creation and alignment with the Company's strategic objectives, (ii) peers' practices, and (iii) feedback received from stakeholders including shareholders. Upon recommendation from the Compensation Committee, the Non-Executive Directors determined the remuneration structure of Gildo Zegna for the period 2025-2027 and a new senior executive agreement was concluded, effective January 1, 2025 (the "2025-2027 Senior Executive Agreement"). The remuneration granted to Gildo Zegna for the year ended December 31, 2025 reflects the provisions of the 2025-2027 Senior Executive Agreement applied to Gildo Zegna for all functions discharged in 2025 (i.e., Group Chairman, Group Chief Executive Officer and Chief Executive Officer of the ZEGNA brand). The remuneration disclosed herein represents all fixed and variable compensation earned by Mr. Zegna from the Company and its subsidiaries in all such capacities.

In setting Gildo Zegna's remuneration package, the Non-Executive Directors applied the following principles:

- his remuneration, with 50% awarded in the form of shares and 30% of the total short-term and long-term variable components of the remuneration at target related to the stock performance, appropriately focuses on the creation of long-term value for shareholders and other stakeholders;

- the weight of variable components represents more than 80% of the total target opportunity, is subject to stringent payout curves and is designed in a manner to not reward non-performance and to strongly incentivize outperformance, in compliance with the pay-for-performance principle;

- at target, the proportion between cash and equity components is such that the remuneration is predominantly long-term in character.

Under the 2025-2027 Senior Executive Agreement, the remuneration structure of Gildo Zegna for the years 2025 to 2027 is split into three parts: (i) an annual base salary representing a gross amount equivalent to €2,000,000; (ii) a short-term cash incentive with a maximum opportunity equal to 200% of annual base salary and (iii) a long-term equity incentive

composed of three successive grants of rights to receive Ordinary Shares, each based on performance criteria measured over a performance period of three years, as further detailed below.

Base salary

The base salary earned by Gildo Zegna, Executive Director, Chairman and CEO, for the year ended December 31, 2025 amounted to €2,013,509 (reflecting currency exchange rates used for consolidation for remuneration originally paid in Swiss Francs) (€2,055,232 for the year ended December 31, 2024).

Short-term Incentive Plan

Gildo Zegna was eligible to earn short-term incentive cash compensation, based on key performance indicators of the Group's profitability and cash generation, up to a maximum of 200% of his annual base salary. The Non-Executive Directors determined the short-term variable cash compensation earned by Gildo Zegna for the year ended December 31, 2025 by applying the performance achieved for each of the relevant indicators to the formula and pre-set target values set out in the 2025-2027 Senior Executive Agreement, resulting in an earned incentive of €1,800,000 (€1,575,000 for the year ended December 31, 2024).

Share-based compensation

On December 17, 2021, in connection with the completion of the Business Combination, the Board approved an equity incentive plan (the "EIP"), which was approved by the General Meeting on December 17, 2021. The CEO Long Term Incentive Plan 2022-2024 (the "CEO LTIP 2022-2024") and the Executive Long Term Incentive Plan 2025-2027 (the "Executive LTIP 2025-2027") were adopted by the Board as sub-plans of the EIP.

CEO LTIP 2022-2024

In accordance with the Former Senior Executive Agreement, the Board adopted the CEO LTIP 2022-2024, which sets out the modalities of the arrangements agreed upon for the years 2022-2024. Under the CEO LTIP 2022-2024, the Group granted to Gildo Zegna up to a maximum of 2,520,000 performance share units ("PSUs") that vested in three tranches in 2023, 2024 and 2025 based on the achievement of defined performance targets and the Group Chairman and CEO's continued service to the Group through the date of vesting. Each of the performance targets was measured and settled independently of the other targets and the number of shares to be assigned upon vesting depended on the level of achievement of financial performance targets over the performance period. The achievement rate could eventually be discounted by up to 10% if certain objectives relevant for the business and reflecting the contribution to sustainable long-term value creation, such as reduction of carbon emissions, assessment of water footprint, measurement of employee satisfaction, completion of suppliers and sub-suppliers' audits, traceability of key raw materials, achievement of employee training targets *("ESG Multiplier"*), were not achieved. All costs pertaining to the CEO LTIP 2022-2024 were recognized prior to 2025.[1]

Executive LTIP 2025-2027

In accordance with the 2025-2027 Senior Executive Agreement, the Board adopted the Executive LTIP 2025-2027, a long-term equity incentive composed of three successive grants of rights to receive Ordinary Shares upon satisfaction of pre-defined performance and service conditions assessed over a period of three years (first grant: vesting period January 1, 2025 – December 31, 2027; second grant: vesting period January 1, 2026 – December 31, 2028; third grant: vesting period January 1, 2027 – December 31, 2029). Each grant at target represents the right to receive a number of Ordinary Shares corresponding to 300% of Mr. Zegna's annual base salary. The number of Ordinary Shares subject to each grant is calculated by dividing this target opportunity by the average share price of the Ordinary Shares in the 30 calendar days preceding the beginning of each vesting period. For each grant, the number of shares earned is capped at a maximum of 133% of the number of shares granted at target. The pre-defined performance conditions are tied by 50% to shareholder return relative to a peer group, 25% to Aggregate Basic Earnings per Share and 25% to Delta Adjusted Net Financial Indebtedness/

[1] *The Non-Executive Directors determined the level of achievement of the performance conditions under the CEO LTIP 2022-2024. As a result of such determination, Gildo Zegna received 368,943 Ordinary Shares for the year 2024 which were delivered in 2025.*

Cash Surplus, and their achievement rate may be discounted by up to 10% if certain objectives of the ESG Multiplier are not achieved.

The first grant represents for Gildo Zegna a target opportunity of 744,416 PSUs, that vest at the end of 2027 based on the achievement of defined performance and service conditions over the period from January 1, 2025 to December 31, 2027. For the year ended December 31, 2025, the Group recognized €765,733 as share-based compensation expense in relation to this grant.

Remuneration in the Event of Termination

The 2025-2027 Senior Executive Agreement provides that in the event that, for any reason, Gildo Zegna leaves his position as Group CEO, regardless of whether he maintains his position as Chairperson of the Board, he will be entitled to a termination indemnity of an amount equal to two years of annual base salary. In the event he is appointed Executive Chairman, the severance payment will be due when he leaves such position. For the year ended December 31, 2025, the Group recognized an expense of €103,112, representing the portion recognized during the year for the liability relating to the CEO's termination indemnity and which amount is reported as pension benefits in the table that appears below in the sub-section *"Historical compensation for the year ended December 31, 2025."*

Board of Directors - Non-Executive Directors

In 2025, Non-Executive Directors received an annual base fee of €150,000, paid 50% in cash and 50% in Ordinary Shares, granted pursuant to a restricted share units plan ("RSUs"). Non-Executive Directors acting as members of committees received an additional fee as defined by the Remuneration Policy.

The aggregate amount of compensation earned by all Non-Executive Directors in their roles as directors of the Company for the year ended December 31, 2025 was €1,718,320, of which €905,000 was paid in cash and €813,320 was paid in Ordinary Shares (€1,663,726 for the year ended December 31, 2024, of which €905,000 was paid in cash and € 758,730 was paid in Ordinary Shares).[2]

For the year ended December 31, 2025, the Group also recognized €30,000 earned by Mr. Paolo Zegna di Monte Rubello and €111,689 earned by Mr. Henry Peter, in relation to their remuneration as Directors of Group's subsidiaries (€30,000 earned by Mr. Paolo Zegna di Monte Rubello and €109,861 earned by Mr. Henry Peter respectively in 2024).

[2] *For the services rendered in 2024, each Non-Executive Director received 7,162 Ordinary Shares in February 2026. For the services rendered in 2025, each Non-Executive Director will receive 9,432 Ordinary Shares in February 2027.*

Historical compensation for the year ended December 31, 2025

The following table summarizes the compensation received by the members of the Board for the year ended December 31, 2025.

Name	Office Held	Fixed Compensation	Variable compensation in cash	Share-based compensation	Pension benefits [1]	Fringe Benefits [2]	Other Compensation [3]	Total
					in €			
Mr. Ermenegildo Zegna di Monte Rubello	Chairperson, Chief Executive Officer and Executive Director	2,013,509	1,800,000	765,733	563,223	30,000	14,547	**5,187,012**
Total – Executive Director		**2,013,509**	**1,800,000**	**765,733**	**563,223**	**30,000**	**14,547**	**5,187,012**
Mr. Andrea C. Bonomi	Non-Executive Director	75,000	—	81,332	11,783	—	—	**168,115**
Ms. Angelica Cheung	Non-Executive Director	85,000	—	81,332	19,969	—	—	**186,301**
Mr. Domenico De Sole	Non-Executive Director	85,000	—	81,332	—	—	—	**166,332**
Mr. Sergio P. Ermotti	Lead Non-Executive Director and Non-Executive Director	90,000	—	81,332	11,709	—	—	**183,041**
Mr. Ronald B. Johnson	Non-Executive Director	100,000	—	81,332	—	—	—	**181,332**
Ms. Valerie A Mars	Non-Executive Director	115,000	—	81,332	—	—	—	**196,332**
Mr. Michele Norsa	Non-Executive Director	110,000	—	81,332	—	—	—	**191,332**
Mr. Henry Peter	Non-Executive Director	206,689	—	81,332	17,777	—	—	**305,798**
Ms. Anna Zegna di Monte Rubello	Non-Executive Director	75,000	—	81,332	12,224	—	—	**168,556**
Mr. Paolo Zegna di Monte Rubello	Non-Executive Director	105,000	—	81,332	8,192	10,000	—	**204,524**
Total – Non-Executive Directors		**1,046,689**	**—**	**813,320**	**81,654**	**10,000**	**—**	**1,951,663**

(1) Relates to social contributions and termination indemnities.

(2) Relates to customary benefits (e.g., clothing allowance) provided to Gildo Zegna and Mr. Paolo Zegna di Monte Rubello.

(3) Relates to the difference between the short-term variable cash compensation recognized in 2024 and the actual payment made in 2025.

The following table summarizes the compensation received by the members of the Board for the year ended December 31, 2024.

Name	Office Held	Fixed Compensation	Variable compensation in cash	Share-based compensation	Pension benefits [1]	Fringe Benefits [2]	Other Compensation [3]	Total
					in €			
Mr. Ermenegildo Zegna di Monte Rubello	Chairperson, Chief Executive Officer and Executive Director	2,055,232	1,575,000	(451,507)	1,398,910	30,000	77,657	**4,685,292**
Total – Executive Director		**2,055,232**	**1,575,000**	**(451,507)**	**1,398,910**	**30,000**	**77,657**	**4,685,292**
Mr. Andrea C. Bonomi	Non-Executive Director	75,000	—	75,873	14,088	—	—	**164,961**
Ms. Angelica Cheung	Non-Executive Director	85,000	—	75,873	19,965	—	—	**180,838**
Mr. Domenico De Sole	Non-Executive Director	85,000	—	75,873	—	—	—	**160,873**
Mr. Sergio P. Ermotti	Lead Non-Executive Director and Non-Executive Director	90,000	—	75,873	15,221	—	—	**181,094**
Mr. Ronald B. Johnson	Non-Executive Director	100,000	—	75,873	—	—	—	**175,873**
Ms. Valerie A Mars	Non-Executive Director	115,000	—	75,873	—	—	—	**190,873**
Mr. Michele Norsa	Non-Executive Director	110,000	—	75,873	—	—	—	**185,873**
Mr. Henry Peter	Non-Executive Director	204,861	—	75,873	40,787	—	—	**321,521**
Ms. Anna Zegna di Monte Rubello	Non-Executive Director	75,000	—	75,873	12,216	—	—	**163,089**
Mr. Paolo Zegna di Monte Rubello	Non-Executive Director	105,000	—	75,873	8,148	10,000	—	**199,021**
Total – Non-Executive Directors		**1,044,861**	**—**	**758,730**	**110,425**	**10,000**	**—**	**1,924,016**

(1) Relates to social contributions and provision for termination compensation.

(2) Relates to customary benefits, (e.g. clothing allowance) provided to Gildo Zegna and Mr. Paolo Zegna di Monte Rubello.

(3) Relates to the difference between the short-term variable cash compensation recognized in 2023 and the actual payment made in 2024.

The following table summarizes the compensation received by Mr. Ermenegildo Zegna di Monte Rubello, the Group's only Executive Director, for the years ended December 31, 2025 and 2024.

For the years ended December 31,	Fixed Compensation	Variable compensation in cash	Share-based compensation	Pension benefits	Fringe Benefits	Other Compensation	Total
2025	2,013,509	1,800,000	765,733	563,223	30,000	14,547	**5,187,012**
2024	2,055,232	1,575,000	(451,507)	1,398,910	30,000	77,657	**4,685,292**

Senior Management Team

For 2025, Zegna's Senior Management Team consisted of:

- Ermenegildo Zegna di Monte Rubello as Chief Executive Officer;
- Gianluca Ambrogio Tagliabue as Chief Operating Officer and Chief Financial Officer;
- Alessandro Sartori as Zegna Artistic Director;
- Franco Ferraris as Head of Textiles;
- Rodrigo Bazan as Chief Executive Officer of Thom Browne until August 31, 2025;
- Sam Lobban as Chief Executive Officer of Thom Browne from September 2, 2025;
- Thom Browne as Founder & Chief Creative Officer of Thom Browne;
- Lelio Gavazza as Chief Executive Officer of Tom Ford Fashion.

The following section provides the aggregate amount of compensation earned by the Senior Management Team (excluding Gildo Zegna, whose compensation is included in the discussion above).

For the year ended December 31, 2025, the Group recognized €8,121,980 in relation to fixed compensation, which includes base salary, consulting fees and compensation for service as a director of the Group's subsidiaries (€8,218,026 for the year ended December 31, 2024).

For the year ended December 31, 2025, the Group recognized €2,172,653 in relation to short-term variable cash compensation under the Performance Management Program (the *"PMP"*), which provides eligible employees, including the Senior Management Team, with an opportunity to earn a cash incentive payment to the extent that pre-established business and individual performance goals are achieved (€2,796,705 for the year ended December 31, 2024).

For the year ended December 31, 2025, the Group recognized a credit to costs of €(3,468,267) in relation to long-term incentive plans, of which €(3,175,050) was for cash-based long-term incentives and €(293,217) was for share-based compensation (costs of €7,142,686 for the year ended December 31, 2024, of which €3,392,052 was for cash-based long-term incentives and € 3,750,634 was for share-based compensation). In particular:

- To further align the interests of the Senior Management Team with those of the shareholders and promote retention of senior management, in February 2022, the Board adopted a long-term incentive plan (as a sub-plan of the EIP), pursuant to which certain members of the Senior Management Team (excluding Gildo Zegna), were granted PSUs, representing 70% of the total awards granted, and retention RSUs, representing the remaining 30% of the total awards granted, each of which represents the right to receive one Ordinary Share (the "Long-Term Incentive Awards 2022-2025"). In particular, under the terms of the plan, PSUs vested in 2025 based on the level of achievement of financial performance targets and a multiplier reflecting the achievement of certain environmental, social and governance objectives over the performance period contributing to the creation of sustainable long-term value from 2022 to 2024, and subject to the participant's continued service through December 31, 2024. The RSUs vest in 2026, subject to the participant's continued service through December 31, 2025 (and good leaver provisions, in the case of an earlier termination of employment). In total, 262,500 PSUs and RSUs have been granted to certain members of Senior Management Team (excluding Gildo Zegna) under this plan. For the year ended December 31, 2025, the Group recognized €177,741 as share-based compensation expense in relation to the Long-Term Incentive Awards 2022-2025 (€615,325 for the year ended December 31, 2024).

- In September 2023, because new participants in the long-term incentive plan could no longer be designated after June 30, 2023, the Board adopted an RSU plan (the "2023 RSU Plan") (as a sub-plan of the EIP). In 2025, the Group granted 139,845 RSUs under the 2023 RSU Plan to members of the Senior Management Team (excluding Gildo Zegna), which each represent the right to receive one Ordinary Share and that vest in

three tranches between 2026 and 2028 (the "2025-2028 RSUs"). For the year ended December 31, 2025, the Group recognized €152,028 as share-based compensation expense in relation to the 2025-2028 RSUs and €283,464 in relation to RSUs granted in previous years under the 2023 RSU Plan (€1,284,094 for the year ended December 31, 2024).

- To reinforce a meritocratic compensation approach, align with the Group's overarching strategy, and foster sustainable shareholder value over the long term, on January 30, 2024 the Zegna Board approved a new 2024-2026 Long-Term Incentive Plan ("LTI Plan"). This plan applies to the ZEGNA brand division and the rest of the Group, including the Thom Browne and Tom Ford Fashion segments and Group functions. The new LTI Plan moves from the one-off Long-Term Incentive Awards 2022-2025 plan to three-year rolling plans with annual allocation cycles each one subject to the achievement of targets defined every year for each allocation cycle. The 2024-2026 and 2025-2027 LTI plans set targets on the following criteria: Revenues, Adjusted EBIT, Delta Adjusted NFI, ESG Multiplier and relative total shareholder return ("TSR") (based on a selection of peers of 13 European and U.S. companies in the luxury business listed in Europe, Asia or the U.S.A, including the Company). The performance results for each criterion will be evaluated at the end of each three-year performance cycle, following the approval of the audited financial statements by the Board. The payout curve will ensure that only meeting the targets and overperformance are rewarded and underperformance is penalized. For the 2024-2026 and 2025-2027 allocation cycles the Group granted to members of the Senior Management Team, respectively, 168,000 and 275,850 rights to receive shares. As a result, the Group recognized €509,648 for the year ended December 31, 2025 in relation to the LTI Plan awards to the Senior Management Team (€249,601 for the year ended December 31, 2024).

- In 2025, the Group recognized a credit to costs of €(4,591,150) in relation to the forfeiture of a bonus awarded in 2024 that included both cash-based and share-based compensation.

For the year ended December 31, 2025, the Group recognized €448,617 in pension and post-employment benefits (€476,440 for the year ended December 31, 2024) and €53,253 in fringe benefits (€41,576 for the year ended December 31, 2024). In addition, aggregate compensation of senior management for 2025 includes €2,608,708 arising from changes in senior management during the year.

Pay ratio

In line with the Dutch Corporate Governance Code, and as an information taken into consideration for the determination of the compensation of the Executive Director and the analysis of the executives compensation structure, the Group has calculated the pay ratio, within the Company and its affiliated enterprise.

The internal pay ratio is calculated as the ratio between (i) the total annual remuneration of the CEO and (ii) the average annual remuneration of the employees of the Company and the Group companies whose financial data the Company consolidates, where:

- the total annual remuneration of the CEO includes all remuneration components (such as fixed remuneration, variable remuneration in cash (bonus), the share-based part of the remuneration, social security contributions, pension, expense allowance, etc.), as included in the (consolidated) financial statements on an IFRS basis;

- the average annual remuneration of the employees is determined by dividing the total wage costs in the financial year (as included in the (consolidated) financial statements on an IFRS basis) by the average number of full time equivalent (FTE) during the financial year; and

- the value of the share-based remuneration is determined at the time of assignment, in line with the applicable rules under the applied reporting requirements.

The following table presents the internal pay ratio for 2025, 2024 and 2023.

(€ thousands)	At December 31, 2025	At December 31, 2024	At December 31, 2023
Total Group Labor cost	**531,631**	**510,626**	**487,144**
Group Chairman and CEO's Labor cost	5,187	4,685	13,453
Total Labor cost (Net of Group Chairman and CEO)	**526,444**	**505,941**	**473,691**
FTE	7,185	7,137	6,581
Average Cost	73.27	70.90	71.98
Pay Ratio	**70.80**	**66.09**	**187**

Methodological note: The Group discloses the evolution of the pay ratio from 2022 onwards since the Business Combination, pursuant to which the Company's Ordinary Shares were listed on the NYSE starting from December 20, 2021, was implemented on December 17, 2021 and the pay ratio between the compensation of the Executive Director for the year ended as of December 31, 2021 and the average global employee salary for the same year would misrepresent and not give a true and fair view of the "normalized" outcome of the remuneration policy of the Company, with the risk of distorting future analysis.

Whilst there was a significant drop in the pay-ratio in 2024 compared to 2023 due to the Group Chairman and CEO's Labor cost significant reduction in 2024, the pay-ratio in 2025 is in the same range as the pay-ratio in 2024.

7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

The following table sets forth information relating to the beneficial ownership of our Ordinary Shares as of March 6, 2026, based on the information in the Company's shareholder register and other sources available to us, by: each person who is known to be the beneficial owner of more than 5% of our issued and outstanding Ordinary Shares and Special Voting Shares, and each of the persons who currently are, or were during the year 2025, Directors and members of the Senior Management Team.

On December 18, 2023, 149,734,550 and 5,246,800 Special Voting Shares A were assigned, respectively, to Monterubello and to Ermenegildo (Gildo) Zegna di Monte Rubello under the terms of the loyalty voting program. Monterubello is the controlling shareholder of the Company through its 56.9% shareholding interest in the Company's issued and outstanding Ordinary Shares (as of March 6, 2026). As a result of its participation in the loyalty voting program, Monterubello's voting power is approximately 71.5% (as of March 6, 2026).

For further information on the Company's loyalty voting structure, see section *"5.4. Share capital of the Company."*

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, or has the right to acquire that security within 60 days (including through the exercise of any options or warrants).

The percentages in the table below are computed on the basis of 268,312,050 Ordinary Shares issued and outstanding and 154,981,350 Special Voting Shares A issued and outstanding as of March 6, 2026. The percentages of ownership and voting power in this report are calculated based on the number of outstanding shares (excluding shares held in treasury).

Beneficial Owner	Number of Ordinary Shares	% of Ordinary Shares	Number of Special Voting Shares A	% of Special Voting Shares A Outstanding
>5% holders				
Monterubello s.s.[1][2]	152,734,550	56.9 %	149,734,550	96.6%
Strategic Holding Group S.à r.l.[3]	30,282,195	11.3%	—	—
Temasek Holdings (Private) Limited[4]	27,242,276	10.1 %	—	—
Directors				
Ermenegildo Zegna di Monte Rubello[5]	8,519,279	3.2%	5,246,800	3.4%
Andrea C. Bonomi	22,648	(*)	—	—
Angelica Cheung	22,648	(*)	—	—
Domenico De Sole	170,348	(*)	—	—
Sergio P. Ermotti	1,715,313	(*)	—	—
Ronald B. Johnson	170,348	(*)	—	—
Valerie A. Mars	170,348	(*)	—	—
Michele Norsa	170,348	(*)	—	—
Henry Peter	512,648	(*)	—	—
Anna Zegna di Monte Rubello	200,348	(*)	—	—
Paolo Zegna di Monte Rubello	430,348	(*)	—	—
Senior Management Team				
Gianluca Ambrogio Tagliabue	139,575	(*)	—	—
Thom Browne	—	—	—	—
Franco Ferraris	25,000	(*)	—	—
Lelio Gavazza	124,096	(*)	—	—
Sam Lobban	—	—	—	—
Gian Franco Santhià	34,616	(*)	—	—
Alessandro Sartori	117,242	(*)	—	—

Beneficial Owner	Number of Ordinary Shares	% of Ordinary Shares	Number of Special Voting Shares A	% of Special Voting Shares A Outstanding
Angelo Zegna di Monte Rubello	126,447	(*)	—	—
Edoardo Zegna di Monte Rubello	290,497	(*)	—	—

(*) Less than 1% of the class of shares outstanding.

(1) Monterubello is an Italian società semplice whose quotas are currently held by members of the Zegna family. The directors of Monterubello, as of December 31, 2025, were Ermenegildo Zegna di Monte Rubello (chairman of the board of directors), Paolo Zegna di Monte Rubello (vice chairman of the board of directors), Anna Zegna di Monte Rubello, Angelo Zegna di Monte Rubello, Giovanni Schneider, Alessandro Andrea Trabaldo Togna, Franca Calcia and Riccardo Mulone. Monterubello participates in our loyalty voting program.
(2) As of March 6, 2026, Monterubello's voting power in Zegna is approximately 71.5%. Such percentage is calculated as the ratio of (i) the aggregate number of Ordinary Shares and Zegna Special Voting Shares A beneficially owned by Monterubello to (ii) 268,312,050 Ordinary Shares issued and outstanding and 154,981,350 Zegna Special Voting Shares A issued and outstanding as of March 6, 2026.
(3) Based on filings with the SEC (Schedule 13G/A filed on February 13, 2024, File No. 005-93353) (the "Schedule 13G/A"). Strategic Holding Group S.à r.l. is governed by a five-member board of managers, which at the time of the SEC filing included Kamel Aliat, Amélie Flammia, John Crostarosa Mowinckel, Marjorie Simoes and Anuj Amarshi. Action by the five-member board of managers is by simple majority vote. No individual manager on the board of managers has voting or dispositive control over the reported securities and, therefore, no individual manager has or shares beneficial ownership of such securities.
(4) Based on filings with the SEC (Schedule 13F-HR filed on February 17, 2026, File No. 028-13088).
(5) Mr. Zegna participates in our loyalty voting program. As of March 6, 2026, Mr. Zegna's voting power in Zegna is approximately 3.2%. Such percentage is calculated as the ratio of (i) the aggregate number of Ordinary Shares and Zegna Special Voting Shares A beneficially owned by Ermenegildo Zegna di Monte Rubello to (ii) 268,312,050 Ordinary Shares issued and outstanding and 154,981,350 Zegna Special Voting Shares A issued and outstanding as of March 6, 2026.

Based on the information in the Company's shareholder register, as of March 6, 2026, 94,568,519 Ordinary Shares were held in the United States. At the same date, 4 record holders had registered addresses in the United States.

Transactions between the Company and 10% Company's shareholders

Pursuant to best practice provision 2.7.5 of the DCGC, all transactions between the Company and legal or natural persons who hold at least ten percent of the shares in the Company should be agreed on terms that are customary in the market. Decisions to enter into transactions with such persons that are of material significance to the Company and/or to such persons should require the approval of the Non-Executive Directors.

Since December 17, 2021, the date as of which the Company became a Dutch public limited liability company, the Company has not entered into transactions with legal or natural persons who hold at least ten percent of the shares in the Company that are of material significance to the Company and/or to such persons.

Related Party Transactions

The related parties of the Group are all entities and individuals, including their close family members, capable of exercising control, joint control or significant influence over the Group and its subsidiaries, including the Group's controlling shareholder, Monterubello, as well as other companies owned by Monterubello and its shareholders. Related parties also include the Company's associates and joint arrangements, members of the Board and executives with strategic responsibilities, as well as their families and entities controlled by them. They include transactions carrying a potential conflict of interest in the meaning of the provision 2.7.3 of the DCGC.

The Group carries out transactions with related parties on commercial terms that are normal in the respective markets, considering the characteristics of the goods or services involved.

In accordance with its charter, the Audit Committee is responsible for reviewing and approving, ratifying or disapproving of all transactions or proposed transactions with related persons that would require disclosure pursuant to the policy. Under the related party transactions policy, transactions with related parties exceeding certain amounts shall be submitted to the Audit Committee for prior approval or ratification. In determining whether to approve or ratify or disapprove a related party transaction, the Audit Committee must take into account, among other factors it deems appropriate, whether the transaction is proposed to be undertaken in the ordinary course of business of the Company and whether it is concluded on an arm's-length basis or on terms that are comparable to the terms available to an unrelated party. As its charter permits, the Audit Committee may request the services of third-party service providers. The Audit Committee is composed of members who are all independent for purposes of the NYSE rules, Rule 10A-3 of the Exchange Act and the DCGC.

Transactions carried out by the Group with these related parties are primarily of a commercial and financial nature and mainly relate to:

Transactions with associates

- The purchase of raw materials, in particular carded yarns from Filati Biagioli Modesto.
- The purchase of finished products from Norda Run Inc. and Luigi Fedeli e Figlio S.r.l.
- A supply agreement with TFI and its subsidiaries (the "TFI Group"), prior to the completion of the TFI Acquisition in April 2023, following which TFI Group is part of the Ermenegildo Zegna Group and is no longer a related party that requires separate disclosure.

Transactions with Monterubello and companies controlled by Monterubello or its shareholders, our Directors or members of the Senior Management Team

- The purchase of raw materials, in particular of wool, from Gruppo Schneider S.p.A. and its subsidiaries (the "Schneider Group").
- The purchase of industrial services, in particular of fabrics' finishing, from Finissaggio e Tintoria Ferraris S.p.A.
- The purchase of industrial services from Pettinatura di Verrone S.r.l.
- The rental of properties from EZ Real Estate or its subsidiaries under lease agreements.
- The Group receives licensing, marketing and other sustainability-related services from Oasi Zegna.
- Support to the activities of Fondazione Zegna, a charitable organization which provides an opportunity for charitable work on the part of the Zegna family and Group employees. Fondazione Zegna supports and funds projects in cooperation with non-profit organizations operating in various fields and different parts of the world.
- Put contract entered into as part of the Group's investments in the Thom Browne group, whereby the Group has been required to, and may in the future be required to, purchase all or a portion of the remaining non-controlling interests in Thom Browne, Inc. The Group currently owns 92% of Thom Browne, Inc. For additional information relating to the Thom Browne put contract see *Note 28 — Other non-current financial liabilities* to the Consolidated Financial Statements.

Transactions with other related parties connected to Directors and shareholders

- Transactions with UBS Group AG and its subsidiaries (together referred to as the "UBS Group AG") for borrowings, revolving credit lines and financial assets the Group holds (mainly cash and cash equivalents and other securities), as well as derivative contracts in the course of the Group's risk management activities. UBS Group AG also provides certain financial guarantees to third parties on behalf of the Group. Following Mr. Sergio Ermotti's appointment as Group Chief Executive Officer of UBS Group AG effective April 5, 2023, UBS Group AG and its subsidiaries qualify as related parties of the Group.

Transactions carried out by the Group with these related parties have been duly identified and analyzed and are reported in detail in "*Note 36 — Related party transactions"* to the Consolidated Financial Statements included elsewhere in this annual report. Necessary information regarding potential conflicts of interests with members of Board or with the executives with strategic responsibilities and their close family have been obtained.

Best practice provisions 2.7.3 and 2.7.4 of the DCGC have been complied with.

8. RESPONSE MEASURES

Under Dutch law, various response measures for a company against takeovers are possible and permissible within the boundaries set by Dutch law and Dutch case law. The Company has not adopted any specific response measures, but there are several procedures and other requirements in place that may have the effect of making a takeover of the Company more difficult or less attractive:

(a) for a five-year period following December 17, 2021, the Board is authorized by the General Meeting to issue Ordinary Shares and to limit or exclude pre-emptive rights in that regard, which could enable the Company to dilute the holding of an acquirer by issuing Ordinary Shares to third parties and, thus, make it more difficult for a shareholder or potential acquirer to obtain control over the Company;

(b) the Articles of Association provide that Directors will be appointed upon a binding nomination, which nomination may only be overruled by the General Meeting by a simple majority of the votes cast, representing more than one-third of the Company's issued share capital;

(c) the Articles of Association provide that the dismissal of Directors, unless proposed by the Board, requires a majority of at least two-thirds of the votes cast, representing more than half of the Company's issued share capital; and

(d) the Articles of Association provide that certain matters, including the amendment of the Articles of Association, may only be resolved upon by the General Meeting at the proposal of the Board.

This annual report has been signed by:

Signed by

By: **E. Zegna di Monte Rubello**
Title: Executive Chairman

Signed by

By: **A. Zegna di Monte Rubello**
Position: Non-Executive Director

Signed by

By: **P. Zegna di Monte Rubello**
Position: Non-Executive Director

Signed by

By: **V.A. Mars**
Position: Non-Executive Director

Signed by

By: **S.P. Ermotti**
Title: Lead Non-Executive Director

Signed by

By: **A.C. Bonomi**
Position: Non-Executive Director

Signed by

By: **R.B. Johnson**
Position: Non-Executive Director

Signed by

By: **D. De Sole**
Position: Non-Executive Director

Signed by

By: **H. Peter**
Position: Non-Executive Director

Signed by

By: **A. Cheung**
Position: Non-Executive Director

Signed by

By: **M. Norsa**
Position: Non-Executive Director

PART II: FINANCIAL STATEMENTS

9. CONSOLIDATED FINANCIAL STATEMENTS

Ermenegildo Zegna N.V.
CONSOLIDATED STATEMENT OF PROFIT AND LOSS
for the years ended December 31, 2025, 2024 and 2023

		For the years ended December 31,		
(€ thousands, except per share data)	**Notes**	**2025**	**2024**	**2023**
Revenues	6	1,916,947	1,946,647	1,904,549
Cost of sales	7	(622,910)	(650,087)	(680,235)
Gross profit		**1,294,037**	**1,296,560**	**1,224,314**
Selling, general and administrative expenses	8	(1,033,871)	(1,008,324)	(901,364)
Marketing expenses	9	(120,686)	(121,384)	(114,802)
Operating profit		**139,480**	**166,852**	**208,148**
Financial income	10	41,509	26,028	37,282
Financial expenses	10	(50,471)	(51,995)	(68,121)
Foreign exchange gains/(losses)	10	9,000	(11,338)	(5,262)
Result from investments accounted for using the equity method	17	524	1,061	(2,953)
Profit before taxes		**140,042**	**130,608**	**169,094**
Income taxes	11	(30,555)	(39,747)	(33,433)
Profit		**109,487**	**90,861**	**135,661**
Attributable to:				
Shareholders of the Parent Company		*98,582*	*77,083*	*121,529*
Non-controlling interests		*10,905*	*13,778*	*14,132*
Basic earnings per share in €	12	0.38	0.31	0.49
Diluted earnings per share in €	12	0.38	0.30	0.48

The accompanying notes are an integral part of these Consolidated Financial Statements

Ermenegildo Zegna N.V.
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME AND LOSS
for the years ended December 31, 2025, 2024 and 2023

(€ thousands)	Notes	For the years ended December 31, 2025	2024	2023
Profit		**109,487**	**90,861**	**135,661**
Other comprehensive (loss)/income, net of tax:				
Items that will subsequently be reclassified to the statement of profit and loss:				
Foreign currency exchange differences arising from the translation of foreign operations	10	(79,056)	32,448	(15,887)
Net gain/(loss) from cash flow hedges	21	11,012	(13,255)	(7,553)
Net (loss)/gain from financial instruments measured at fair value		(137)	216	635
Items that will not subsequently be reclassified to the statement of profit and loss:				
Net actuarial (loss)/gain from defined benefit plans		(148)	408	1,025
Total other comprehensive (loss)/income, net of tax:	25	**(68,329)**	**19,817**	**(21,780)**
Total comprehensive income		**41,158**	**110,678**	**113,881**
Attributable to:				
Shareholders of the Parent Company		*33,744*	*95,548*	*100,583*
Non-controlling interests		*7,414*	*15,130*	*13,298*

The accompanying notes are an integral part of these Consolidated Financial Statements.

Ermenegildo Zegna N.V.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at December 31, 2025 and 2024

(€ thousands)	Notes	At December 31, 2025	2024
Assets			
Non-current assets			
Intangible assets	14	554,086	614,363
Property, plant and equipment	15	211,244	204,806
Right-of-use assets	16	652,441	581,437
Investments accounted for using the equity method	17	24,181	19,690
Deferred tax assets	11	164,047	166,029
Other non-current financial assets	18	38,496	41,486
Total non-current assets		**1,644,495**	**1,627,811**
Current assets			
Inventories	19	506,903	521,015
Trade receivables	20	227,087	248,790
Derivative financial instruments	21	7,055	1,711
Tax receivables		33,142	32,505
Other current financial assets	22	77,432	77,269
Other current assets	23	118,473	105,742
Cash and cash equivalents	24	220,121	219,130
Total current assets		**1,190,213**	**1,206,162**
Total assets		**2,834,708**	**2,833,973**
Liabilities and Equity			
Equity attributable to shareholders of the Parent Company	25	1,031,011	916,120
Equity attributable to non-controlling interests	26	68,070	66,767
Total equity		**1,099,081**	**982,887**
Non-current liabilities			
Non-current borrowings	27	162,123	196,401
Other non-current financial liabilities	28	105,632	146,448
Non-current lease liabilities	29	590,652	518,728
Non-current provisions for risks and charges	30	20,697	23,550
Employee benefits	31	30,100	34,945
Deferred tax liabilities	11	76,031	78,129
Total non-current liabilities		**985,235**	**998,201**
Current liabilities			
Current borrowings	27	84,066	177,166
Current lease liabilities	29	140,937	142,957
Derivative financial instruments	21	4,576	15,138
Current provisions for risks and charges	30	23,098	16,792
Trade payables and customer advances	32	326,245	309,771
Tax liabilities		26,762	32,389
Other current liabilities	33	144,708	158,672
Total current liabilities		**750,392**	**852,885**
Total equity and liabilities		**2,834,708**	**2,833,973**

The accompanying notes are an integral part of these Consolidated Financial Statements.

Ermenegildo Zegna N.V.
CONSOLIDATED CASH FLOW STATEMENT
for the years ended December 31, 2025, 2024 and 2023

(€ thousands)	Notes	For the years ended December 31, 2025	2024	2023
Operating activities				
Profit		109,487	90,861	135,661
Income taxes	11	30,555	39,747	33,433
Depreciation, amortization and impairment of assets	13	259,923	235,950	194,952
Financial income	10	(41,509)	(26,028)	(37,282)
Financial expenses	10	50,471	51,995	68,121
Foreign exchange (gains)/losses	10	(9,000)	11,338	5,262
Accruals to the provision for obsolete inventory	19	2,472	25,745	31,850
Accruals/(Releases) for other provisions		8,445	8,180	(1,168)
Result from investments accounted for using the equity method	17	(524)	(1,061)	2,953
Other non-cash expenses, net	38	47,738	51,253	66,641
Change in inventories		(23,606)	(5,896)	(72,770)
Change in trade receivables		(3,048)	(12,572)	(51,022)
Change in trade payables including customer advances		24,166	(13,098)	11,670
Change in other operating assets and liabilities	38	(42,971)	(86,373)	(29,765)
Interest paid		(39,590)	(38,140)	(29,166)
Income taxes paid		(37,450)	(52,772)	(53,988)
Net cash flows from operating activities		**335,559**	**279,129**	**275,382**
Investing activities				
Payments for property, plant and equipment		(80,504)	(100,104)	(57,034)
Payments for intangible assets		(22,392)	(25,425)	(20,843)
Payments related to right-of-use assets		(2,917)	—	—
Proceeds from disposals of non-current financial assets		289	334	2,345
Payments for purchases of non-current financial assets		(1,168)	(4,174)	(2,623)
Proceeds from the sale of investment		—	7,582	—
Proceeds from disposals of current financial assets and derivative instruments	22	16,306	41,421	270,317
Payments for acquisitions of current financial assets and derivative instruments	22	(15,135)	(26,341)	(36,956)
Business combinations, net of cash acquired	38	—	(19,307)	(117,686)
Acquisition of investments accounted for using the equity method	17	(4,394)	—	(15,734)
Net cash flows (used in)/from investing activities		**(109,915)**	**(126,014)**	**21,786**
Financing activities				
Repayments of borrowings	27	(178,738)	(290,781)	(306,150)
Proceeds from borrowings	27	49,937	259,720	204,424
Payments of lease liabilities	29	(147,671)	(143,549)	(125,732)
Repayments of other non-current financial liabilities	28	(110)	—	—
Deferred payments for business combinations	38	(9,086)	—	—
Sales of shares held in treasury	38	107,216	—	3,654
Dividends to owners of the parent		(30,491)	(30,290)	(25,031)
Dividends paid to non-controlling interests		(6,832)	(6,132)	(6,068)
Contribution from non-controlling interests		721	—	—
Payments for acquisition of non-controlling interests		—	(23,502)	—
Proceeds from the exercise of warrants	28	—	—	4,409
Net cash flows used in financing activities		**(215,054)**	**(234,534)**	**(250,494)**
Effects of exchange rate changes on cash and cash equivalents		(9,599)	4,270	(4,716)
Net increase/(decrease) in cash and cash equivalents		**991**	**(77,149)**	**41,958**
Cash and cash equivalents at the beginning of the year	24	**219,130**	**296,279**	**254,321**
Cash and cash equivalents at the end of the year	24	**220,121**	**219,130**	**296,279**

The accompanying notes are an integral part of these Consolidated Financial Statements.

Ermenegildo Zegna N.V.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the years ended December 31, 2025, 2024 and 2023

(€ thousands)	Share capital	Share premium	Legal reserves					Reserve for treasury shares	Other reserves	Retained earnings	Total equity attributable to shareholders of the Parent Company	Total equity attributable to non-controlling interests	Total equity
			Currency translation difference	Cash flow hedge reserve	Reserve for remeasurement of defined benefit plans	Financial assets at FVOCI reserve	Other legal reserves						
At January 1, 2023	**5,939**	**721,187**	**5,295**	**13,379**	**1,252**	**(795)**	**25,278**	**(451,174)**	**(169,732)**	**528,320**	**678,949**	**53,372**	**732,321**
Profit	—	—	—	—	—	—	—	—	—	121,529	121,529	14,132	135,661
Other comprehensive income/(loss)	—	—	(15,151)	(7,553)	1,123	635	—	—	—	—	(20,946)	(834)	(21,780)
Total comprehensive income	**—**	**—**	**(15,151)**	**(7,553)**	**1,123**	**635**	**—**	**—**	**—**	**121,529**	**100,583**	**13,298**	**113,881**
Legal reserves	—	—	—	—	—	—	(3,145)	—	3,145	—	—	—	—
Dividends to shareholders of the Parent Company	—	—	—	—	—	—	—	—	—	(25,031)	(25,031)	—	(25,031)
Dividends to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	(6,068)	(6,068)
Sale of treasury shares, net	—	—	—	—	—	—	—	3,902	(248)	—	3,654	—	3,654
Exercise of warrants	115	64,500	—	—	—	—	—	—	(1,236)	—	63,379	—	63,379
Issuance of Special Voting Shares A	3,100	(3,100)	—	—	—	—	—	—	—	—	—	—	—
Share-based payments	—	—	—	—	—	—	—	—	19,780	—	19,780	—	19,780
Settlement of share-based payments	—	—	—	—	—	—	—	10,650	(11,093)	443	—	—	—
Other changes	—	—	—	—	—	—	—	—	5,388	(6,408)	(1,020)	—	(1,020)
At December 31, 2023	**9,154**	**782,587**	**(9,856)**	**5,826**	**2,375**	**(160)**	**22,133**	**(436,622)**	**(153,996)**	**618,853**	**840,294**	**60,602**	**900,896**
Profit	—	—	—	—	—	—	—	—	—	77,083	77,083	13,778	90,861
Other comprehensive income/(loss)	—	—	31,138	(13,255)	367	215	—	—	—	—	18,465	1,352	19,817
Total comprehensive income	**—**	**—**	**31,138**	**(13,255)**	**367**	**215**	**—**	**—**	**—**	**77,083**	**95,548**	**15,130**	**110,678**
Legal reserves	—	—	—	—	—	—	(3,159)	—	3,159	—	—	—	—
Dividends to shareholders of the Parent Company	—	—	—	—	—	—	—	—	31	(30,321)	(30,290)	—	(30,290)
Dividends to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	(6,132)	(6,132)
Share-based payments	—	—	—	—	—	—	—	—	8,472	—	8,472	—	8,472
Settlement of share-based payments	—	—	—	—	—	—	—	18,277	(19,297)	1,020	—	—	—
Other changes	—	—	—	—	—	—	—	—	—	2,096	2,096	(2,833)	(737)
At December 31, 2024	**9,154**	**782,587**	**21,282**	**(7,429)**	**2,742**	**55**	**18,974**	**(418,345)**	**(161,631)**	**668,731**	**916,120**	**66,767**	**982,887**
Profit	—	—	—	—	—	—	—	—	—	98,582	98,582	10,905	109,487
Other comprehensive income/(loss)	—	—	(75,584)	11,022	(139)	(137)	—	—	—	—	(64,838)	(3,491)	(68,329)
Total comprehensive income	**—**	**—**	**(75,584)**	**11,022**	**(139)**	**(137)**	**—**	**—**	**—**	**98,582**	**33,744**	**7,414**	**41,158**
Legal reserves	—	—	—	—	—	—	369	—	(369)	—	—	—	—
Dividends to shareholders of the Parent Company	—	—	—	—	—	—	—	—	—	(30,491)	(30,491)	—	(30,491)
Dividends to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	(6,832)	(6,832)
Sale of treasury shares, net	—	—	—	—	—	—	—	117,676	(10,460)	—	107,216	—	107,216
Share-based payments	—	—	—	—	—	—	—	—	4,417	—	4,417	—	4,417
Settlement of share-based payments	—	—	—	—	—	—	—	13,466	(16,269)	2,803	—	—	—
Other changes	—	—	—	—	—	—	—	—	5	—	5	721	726
At December 31, 2025	**9,154**	**782,587**	**(54,302)**	**3,593**	**2,603**	**(82)**	**19,343**	**(287,203)**	**(184,307)**	**739,625**	**1,031,011**	**68,070**	**1,099,081**

The accompanying notes are an integral part of these Consolidated Financial Statements.

1. General information

Ermenegildo Zegna N.V. (hereinafter referred to as the "Company" or the "Parent Company" and together with its consolidated subsidiaries, or any one or more of them, as the context may require, the "Ermenegildo Zegna Group" or the "Group") is the holding company of the Group and is incorporated as a public company (*naamloze vennootschap*) under the laws of the Netherlands and its ordinary shares are listed on the New York Stock Exchange under the "ZGN" ticker. The Company is domiciled in Amsterdam, the Netherlands, and the Company's registered office is Viale Roma 99/100, Valdilana (Biella), Italy.

The Ermenegildo Zegna Group is a global luxury player, with a leading position in the high-end menswear business, internationally recognized for its unique supply chain, the *Filiera*, made up of some of the finest Italian textile producers, fully integrated with the Group's unique luxury manufacturing capabilities.

Legacy, Italian craftsmanship, quality and innovation are the key ingredients of its three complementary brands: ZEGNA, Thom Browne and TOM FORD FASHION. Through them, the Group's reach expands to touch different communities, from the absolute iconic luxury, with its eponymous brand ZEGNA, to modern tailoring, with Thom Browne, to seductive luxury, with TOM FORD FASHION. Through its brands, the Group designs, produces, markets and distributes luxury menswear, footwear, leather goods and other accessories, luxury womenswear (under the Thom Browne and TOM FORD FASHION brands) and children's clothing (under the Thom Browne brand). The three brands also have selected third-party license agreements for specific product categories. Thanks to its Filiera, the Group covers the entire value chain from the production of the finest raw materials - under the brands Lanificio Ermenegildo Zegna, Dondi, Bonotto, Tessitura di Novara, Tessitura Ubertino, as well as the minority-owned Filati Biagioli Modesto and Luigi Fedeli & Figlio - to the finished products realized in its luxury manufacturing facilities.

2. Basis of preparation

Statement of compliance with IFRS

The financial information relating to Ermenegildo Zegna N.V. is presented in the consolidated financial statements. Accordingly, in accordance with article 2:402(1) of the Dutch Civil Code, the company financial statements only contain an abridged profit and loss account.

These consolidated financial statements of Ermenegildo Zegna N.V. have been prepared in accordance with the IFRS® Accounting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board (the "IASB"), as well as IFRS Accounting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code. There is no effect on these consolidated financial statements resulting from differences between IFRS Accounting Standards as issued by the IASB and IFRS Accounting Standards as adopted by the European Union.

These financial statements were approved and authorized for issuance by the Board of Directors of Ermenegildo Zegna N.V. on April 29, 2026. The annual report in the form 20-F filed with the U.S. Securities and Exchange Commission was approved and authorized for issuance by the Board of Directors of Ermenegildo Zegna N.V. on March 19, 2026. The adoption of the financial statements and the adoption of the dividend are reserved for the shareholders at the Annual General Meeting of Shareholders on June 26, 2026.

Contents and structure of the Consolidated Financial Statements

The consolidated financial statements include the consolidated statement of profit and loss, the consolidated statement of comprehensive income and loss, the consolidated statement of financial position, the consolidated cash flow statement, the consolidated statement of changes in equity and the accompanying notes (collectively referred to as the "Consolidated Financial Statements").

The financial reporting formats presented by the Group have the following characteristics:

- the Group presents the consolidated statement of profit and loss by function, which is most representative of the way the Chief Operating Decision Maker and management view the business, and is consistent with international practice;

- the consolidated statement of comprehensive income and loss is presented as a separate statement and, in addition to presenting the components of profit and loss recognized directly in the consolidated statement of profit and loss during the period, presents the components of profit and loss not recognized in profit or loss as required or permitted by IFRS Accounting Standards;

- the consolidated statement of financial position presents assets and liabilities by current and non-current items. Current items are those expected to be realized within 12 months from the reporting date or to be sold or consumed in the normal operating cycle of the Group;

- the consolidated cash flow statement has been prepared using the "indirect method," as permitted by IAS 7 — *Statement of Cash Flows* ("IAS 7"), and presents cash flows by operating, investing and financing activities;

- the consolidated statement of changes in equity presents the movements in shareholder's equity;

- the notes to the consolidated financial statements comprise a summary of the material accounting policy information and other explanatory information.

The Consolidated Financial Statements are presented in Euro, which is the functional and presentation currency of the Company, and amounts are stated in thousands of Euros, unless otherwise indicated.

The Consolidated Financial Statements have been prepared on a going concern basis and applying the historical cost method, modified as required for certain financial assets and liabilities (including derivative instruments), which are measured at fair value, as further described in the accounting policy information below. Income and expenses are accounted for on an accrual basis.

3. Summary of material accounting policy information

New amendments effective from January 1, 2025

The following new amendments effective from January 1, 2025 were adopted by the Group for the preparation of these Consolidated Financial Statements.

In August 2023, the IASB issued amendments to IAS 21 — *The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability* to clarify how an entity has to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determine the exchange rate to use and the disclosures to provide. The amendments were effective for the Group from January 1, 2025 and there was no impact from their adoption.

New standards, amendments and interpretations not yet effective

The standards, amendments and interpretations issued by the IASB that will have mandatory application in 2026 or subsequent years are listed below:

In April 2024, the IASB issued IFRS 18 — *Presentation and Disclosure in Financial Statements*, primarily in response to investors' concerns about comparability and transparency of entities' performance reporting. IFRS 18 replaces IAS 1 — *Presentation of Financial Statements*, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 — *Accounting Policies, Changes in Accounting Estimates and Errors* and IFRS 7 — *Financial Instruments: Disclosures*. Furthermore, the IASB has made minor amendments to IAS 7 — *Statement of Cash Flows* and IAS 33 — *Earnings Per Share*. IFRS 18 introduces new requirements to: (i) present specified categories and defined subtotals in the statement of profit or loss; (ii) provide disclosures related to management-defined performance measures (MPMs) in the notes to the financial statements, (iii) and improve aggregation and disaggregation. The Group currently reports various non-GAAP financial measures (also referred to as alternative performance measures) to its investors that may meet the definition of a management-defined

performance measure under IFRS 18, including Adjusted EBIT, Adjusted EBITDA and Adjusted Profit. The standard is effective on or after January 1, 2027 and the Group is evaluating the potential impact from its adoption.

In May 2024, the IASB issued IFRS 19 — Subsidiaries without Public Accountability: Disclosures, which permits eligible subsidiaries to use IFRS Accounting Standards with reduced disclosures better suited to the needs of the users of their financial statements, as well as to keep only one set of accounting records to meet the needs of both their parent company and the users of their financial statements. In August 2025, the IASB issued amendments to IFRS 19 that will provide reduced disclosure requirements for new and amended IFRS Accounting Standards issued between February 2021 and May 2024 that were not considered when IFRS 19 was first issued. The standard and amendments are effective on or after January 1, 2027 and earlier application is permitted. The Group does not expect any impact from their adoption.

In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 — *Financial Instruments* and IFRS 7 — *Financial Instruments: Disclosures*, with the aim of addressing diversity in practice by making the requirements more understandable and consistent. The amendments: (a) clarify the date of recognition and derecognition of certain financial assets and liabilities, with a new exception for certain financial liabilities settled through an electronic cash transfer system to be derecognized before the settlement date if certain criteria are met; (b) clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion; (c) add new disclosures for certain instruments with contractual terms that can change cash flows (such as certain instruments with features linked to the achievement of environment, social and governance ("ESG") targets), and (d) update the disclosures for equity instruments designated at fair value through other comprehensive income ("FVOCI"). The amendments are effective on or after January 1, 2026 and earlier application is permitted. The Group is evaluating the potential impact from the adoption of these amendments. The Group is currently evaluating any potential effects arising from the updated recognition and derecognition requirements, including possible implications for balance sheet cut-off presentation. In parallel, the Group is considering the updated guidance in relation to the SPPI assessment and is assessing any changes that may be required to its financial instruments disclosures to address the updated requirements.

In July 2024, the IASB issued *Annual Improvements to IFRS Accounting Standards — Volume 11* which contains amendments to five standards as result of the IASB's annual improvements project. The IASB uses the annual improvements process to make necessary, but non-urgent, amendments to IFRS Accounting Standards that will not be included as part of another major project. The amended standards are: IFRS 1 — *First-time Adoption of International Financial Reporting Standards*, IFRS 7 —*Financial Instruments: Disclosures* and its accompanying Guidance on implementing IFRS 7; IFRS 9 — *Financial Instruments*; IFRS 10 — *Consolidated Financial Statements,* and IAS 7 — *Statement of Cash Flows*. The amendments are effective on or after January 1, 2026 and earlier application is permitted. The Group is evaluating the potential impact from the adoption of these amendments.

In December 2024, IASB issued Amendments for nature-dependent electricity contracts which amended IFRS 9 — *Financial Instruments* and IFRS 7 — *Financial Instruments: Disclosures* to help companies better report the financial effects of nature-dependent electricity contracts, which are often structured as power purchase agreements (PPAs), in the light of the increased use of these contracts. The amendments are effective on or after January 1, 2026 and earlier application is permitted. The Group does not expect any impact from their adoption.

In November 2025, the IASB issued Amendments for translation to a hyperinflationary presentation currency which amended IAS 21 — *The Effects of Changes in Foreign Exchange Rates*, to clarify how companies should translate financial statements from a non-hyperinflationary currency into a hyperinflationary one. The amendments are effective on or after January 1, 2027 and earlier application is permitted. The Group does not expect any impact from their adoption.

In December 2025, the IASB issued Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37 - Disclosures about Uncertainties in the Financial Statements — These amendments add to that guidance examples that illustrate how an entity applies the requirements in the Standards to report the effects of uncertainties in its financial statements. As accompanying materials to IFRS Accounting Standards, these illustrative examples do not have an effective date. However, companies are expected to implement any changes in their reporting on a timely basis. There were no impacts to the Group's financial statements as a result of these illustrative examples.

Material accounting policy information

Basis of consolidation

Subsidiaries

Subsidiaries are entities over which the Group has control. Control is achieved when the Group has the power over the investee, it is exposed, or has rights to, variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. Subsidiaries are consolidated on a line by line basis from the date on which the Group obtains control. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Subsidiaries are deconsolidated from the date when control ceases. When the Group ceases to have control over a subsidiary, it derecognizes the assets (including any goodwill) and liabilities of the subsidiaries at their carrying amounts, derecognizes the carrying amount of non-controlling interests in the former subsidiary and recognizes the fair value of any consideration received from the transaction. Any retained interest in the former subsidiary is then remeasured to its fair value.

The Group recognizes any non-controlling interests ("NCI") in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interests' share of the acquiree's identifiable net assets. Net profit or loss and each component of other comprehensive income/(loss) are attributed to the owners of the parent and to the non-controlling interests.

All intra-group balances and transactions and any unrealized gains and losses arising from intra-group transactions are eliminated in preparing the Consolidated Financial Statements.

Foreign currency transactions

The functional currency of the Group's entities is the currency of their primary economic environment. Transactions in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign currency exchange rate prevailing at that date. Exchange differences arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the period or in previous financial statements are recognized in the consolidated statement of profit and loss.

Consolidation of foreign entities

Upon consolidation, all assets and liabilities of Group entities with a functional currency other than the Euro are translated using the closing rates at the date of the consolidated statement of financial position. Income and expenses are translated into Euro at the average foreign currency exchange rate for the period. Translation differences resulting from the application of this method are recognized within other comprehensive income/(loss) and accumulated in the currency translation reserve until the disposal of the investment, at which date the accumulated amount is reclassified to profit/(loss). Average foreign currency exchange rates for the period are used to translate the cash flows of foreign subsidiaries in preparing the consolidated statement of cash flows. Goodwill, assets acquired and liabilities assumed arising from the acquisition of entities with a functional currency other than the Euro are recognized in the Consolidated Financial Statements in the functional currency and translated at the foreign currency exchange rate at the acquisition date. These balances are translated at subsequent balance sheet dates at the relevant foreign currency exchange rate.

The following table presents the principal foreign currency exchange rates used by the Group to translate other currencies into Euro:

	2025		2024		2023	
	At December 31,	Average	At December 31,	Average	At December 31,	Average
U.S. Dollar	1.175	1.130	1.039	1.082	1.105	1.081
Swiss Franc	0.931	0.937	0.941	0.953	0.926	0.972
Chinese Renminbi	8.226	8.119	7.583	7.787	7.851	7.660
Pound Sterling	0.873	0.857	0.829	0.847	0.869	0.870
Hong Kong Dollar	9.146	8.810	8.069	8.445	8.631	8.465
Singapore Dollar	1.511	1.476	1.416	1.446	1.459	1.452
United Arab Emirates Dirham	4.315	4.150	3.815	3.975	4.058	3.971
Japanese Yen	184.090	169.043	163.060	163.852	156.330	151.990
South Korean Won	1,696.940	1,605.452	1,532.150	1,475.404	1,433.660	1,412.880

Interests in associates and in joint arrangements

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee without having control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Associates and joint ventures are accounted for using the equity method of accounting, from the date significant influence or joint control is obtained, respectively.

Under the equity method, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the profit/(loss) and other comprehensive income/(loss) of the investee. The Group's share of the investee's profit/(loss) is recognized in the consolidated statement of profit and loss. Distributions received from an investee reduce the carrying amount of the investment. Post-acquisition movements in other comprehensive income/(loss) are recognized in other comprehensive income/(loss) with a corresponding adjustment to the carrying amount of the investment. Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. When the Group's share of the losses of an associate or joint venture exceeds the carrying amount of the Group's investment, the Group discontinues recognizing its share of further losses. Additional losses are provided for, and a liability is recognized, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the related investee. The Group discontinues the use of the equity method from the date the investment ceases to be an associate or joint venture, or when it is classified as available-for-sale.

Scope of consolidation

Ermenegildo Zegna N.V. is the parent company of the Group and it holds, directly or indirectly, interests in the Group's subsidiaries. The following table presents the Group's scope of consolidation at December 31, 2025 and 2024:

Company	Registered office	Share capital (functional currency)	Held directly by	% Group At December 31,	
				2025	2024
Companies consolidated on a line-by-line basis					
Parent company					
Ermenegildo Zegna N.V.	Amsterdam (Netherlands)	9,153,722			
Italian subsidiaries					
In.co. S.p.A.	Valdilana (BI)	4,050,000	Ermenegildo Zegna N.V.	100%	100%

Company	Registered office	Share capital (functional currency)	Held directly by	% Group At December 31, 2025	% Group At December 31, 2024
Tizeta S.r.l.	Sesto Fiorentino (FI)	284,278	Ermenegildo Zegna N.V. (36.4%) / Tom Ford International LLC (36.4%) / Tom Ford Distribution S.r.l. (27.2%)	100%	100%
Lanificio Ermenegildo Zegna e Figli S.p.A.	Valdilana (BI)	3,100,000	Ermenegildo Zegna N.V.	100%	100%
Ezi S.p.A.	Milan	5,750,000	Ermenegildo Zegna N.V.	100%	100%
EZ Service S.r.l.	Valdilana (BI)	500,000	Ermenegildo Zegna N.V.	100%	100%
Bonotto S.p.A.	Colceresa (VI)	1,239,600	Ermenegildo Zegna N.V.	60%	60%
Cappellificio Cervo S.r.l.	Biella	300,000	Ermenegildo Zegna N.V.	51%	51%
Thom Browne Services Italy S.r.l.	Milan	10,000	Thom Browne Trading SA	92%	92%
Thom Browne Retail Italy S.r.l.	Milan	10,000	Thom Browne Services Italy S.r.l.	92%	92%
Gruppo Dondi S.p.A.	Carpi (MO)	1,502,800	Ermenegildo Zegna N.V.	65%	65%
Tessitura Ubertino S.r.l.	Valdilana (BI)	100,000	Ermenegildo Zegna N.V.	60%	60%
Tom Ford Distribution S.r.l.	Sesto Fiorentino (FI)	117,616	Tom Ford Switzerland Sagl (85.02%) /Tom Ford International LLC (14.98%)	100%	100%
Foreign subsidiaries					
Ermenegildo Zegna Giyim Sanayi ve Tic. A. S.	Istanbul (Turkey)	118,291,439	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna H.m.b.H.	Wien (Austria)	610,000	Ermenegildo Zegna N.V.	100%	100%
Société de Textiles Astrum France S.à.r.l.	Paris (France)	500,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna GmbH	Munich (Germany)	500,000	Ermenegildo Zegna N.V.	100%	100%
Zegna Japan Co., LTD	Minato-Ku-Tokyo (Japan)	100,000,000	Ermenegildo Zegna N.V.	100%	100%
Fantasia (London) Limited	London (UK)	499,800	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna S.A. de C.V.	Ciudad de Mexico (Mexico)	459,600,000	Ermenegildo Zegna N.V.	100%	100%
Ezeti Portugal. S.A.	Lisbon (Portugal)	800,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Madrid S.A. (3)	Barcelona (Spain)	901,500	Ezeti S.L.	—%	100%
Ezeti S.L.	Barcelona (Spain)	500,032	Italco S.A.	100%	100%
Italco S.A.	Sant Quirze (Spain)	1,911,300	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Czech s.r.o	Prague (Czech Republic)	1,350,000	Ermenegildo Zegna N.V.	100%	100%
Co.Ti. Service S.A.	Stabio (Switzerland)	27,940,000	Ermenegildo Zegna N.V.	100%	100%
Consitex S.A.	Stabio (Switzerland)	15,000,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Corporation	New York, NY	500,000	Ermenegildo Zegna N.V.	100%	100%
Zegna (China) Enterprise Management Co., Ltd.	Shanghai (China)	58,309,140	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna (China) Co., LTD	Shanghai (China)	50,000,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Far-East Pte LTD	Singapore	21,776,432	Consitex S.A.	100%	100%
Ermenegildo Zegna Hong Kong LTD	Hong Kong	538,240,000	Ermenegildo Zegna N.V.	100%	100%
E.Z. Trading (Hong Kong) LTD	Hong Kong	82,120,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Canada Inc.	Toronto (Canada)	700,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Australia PTY LTD	Sydney (Australia)	18,000,000	Ermenegildo Zegna Far-East Pte LTD	100%	100%
E. Z. New Zealand LTD	Auckland (New Zealand)	5,800,000	Ermenegildo Zegna N.V.	100%	100%
E. Z. Thai Holding Ltd	Bangkok (Thailand)	3,000,000	Ermenegildo Zegna N.V.	49%	49%
The Italian Fashion Co. LTD	Bangkok (Thailand)	16,000,000	E. Z. Thai Holding Ltd (34%)/ Ermenegildo Zegna Far-East Pte LTD (31%)	65%	65%
Zegna South Asia Private LTD	Mumbai (India)	902,316,770	Ermenegildo Zegna N.V.	51%	51%
ISMACO TEKSTİL LİMİTED ŞİRKETİ	Istanbul (Turkey)	10,000,000	Ermenegildo Zegna N.V.	100%	100%
Ezesa Brasil Participacoes LTDA	San Paolo (Brazil)	77,481,487	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna (Macau) LTD	Kowloon Bay (Hong Kong)	4,650,000	Consitex S.A.	100%	100%

Company	Registered office	Share capital (functional currency)	Held directly by	% Group At December 31, 2025	% Group At December 31, 2024
Ermenegildo Zegna Malaysia Sdn. Bhd.	Kuala Lumpur (Malaysia)	3,000,000	Ermenegildo Zegna Far-East Pte LTD	100%	100%
Ermenegildo Zegna Maroc S.A.R.L.A.U.	Casablanca (Morocco)	530,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Vietnam LLC	Hanoi City (Vietnam)	132,294,900,000	Ermenegildo Zegna N.V.	90%	90%
Zegna Gulf Trading LLC	Dubai (UAE)	300,000	Consitex S.A.	49%	49%
Zegna Consitex Arabia for Trading LLC	Riyadh (KSA)	28,600,000	Consitex S.A.	70%	70%
Zegna Doha Trading WLL (6)	Doha (Qatar)	2,000,000	Ermenegildo Zegna N.V.	70%	—%
EZ US Holding Inc. (7)	Wilmington (U.S.A.)	1,000,099	Ermenegildo Zegna N.V.	—%	100%
E.Zegna Attica Single Member Societé Anonyme	Athens (Greece)	650,000	Ermenegildo Zegna N.V.	100%	100%
Zegna for Retail of Readymade and Novelty Clothes W.L.L.	Kuwait City (Kuwait)	125,000	Zegna Gulf Trading LLC	49%	49%
Ermenegildo Zegna Denmark ApS	Aarhus (Denmark)	400,000	Ermenegildo Zegna N.V.	100%	100%
EZ CA Holding Corp.	Toronto (Canada)	1,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Korea Co. Ltd.	Seoul (Korea)	11,134,170,000	Ermenegildo Zegna N.V.	100%	100%
Ermenegildo Zegna Monaco S.a.r.l.	Principato di Monaco	150,000	Ermenegildo Zegna N.V. (99%) / Consitex S.A. (1%)	100%	100%
Thom Browne Inc.	Wilmington (U.S.A.)	5,510	Ermenegildo Zegna N.V.	92%	92%
Thom Browne Japan Inc.	Tokyo (Japan)	1,000,000	Thom Browne Inc.	92%	92%
Thom Browne Trading SA	Stabio (Switzerland)	100,000	Thom Browne Inc.	92%	92%
Thom Browne France Services	Paris (France)	50,000	Thom Browne Trading SA	92%	92%
Thom Browne UK Limited	Beckenham (UK)	1	Thom Browne Trading SA	92%	92%
Thom Browne (China) Co., Ltd.	Shanghai (China)	195,973,210	Thom Browne Trading SA	92%	92%
Thom Browne (Macau) Limited	Hong Kong	500,000	Thom Browne Trading SA	92%	92%
Thom Browne Canada	Vancouver (Canada)	100	Thom Browne Trading SA	92%	92%
Thom Browne Hong Kong Limited	Hong Kong	500,000	Thom Browne Trading SA	92%	92%
Thom Browne Eyewear (T.B.E.) SA	Stabio (Switzerland)	1,000,000	Thom Browne Trading SA	92%	92%
Thom Browne Eyewear France SAS	Paris (France)	40,000	Thom Browne Eyewear SA	92%	92%
Thom Browne Korea Ltd.	Seoul (South Korea)	100,000,000	Thom Browne Trading SA	92%	92%
Tom Ford International LLC	Delaware (U.S.A.)	11,000,099	Ermenegildo Zegna N.V.	100%	100%
Tom Ford Switzerland Sagl	Stabio (Switzerland)	1,000,000	Tom Ford International LLC	100%	100%
Tom Ford Showroom Limited	London (UK)	1	Tom Ford Distribution S.r.l.	100%	100%
Tom Ford Retail UK Limited	London (UK)	1	Tom Ford International LLC	100%	100%
Tom Ford Studio Limited	London (UK)	50,000	Tom Ford International LLC	100%	100%
T.F. Property Ltd (2)	London (UK)	1	Tom Ford International LLC	—%	100%
Tom Ford Retail LLC	New York (U.S.A.)	2,060,000	Tom Ford International LLC	100%	100%
Tom Ford Retail Hong Kong Limited	Hong Kong	1,000,000	Tom Ford International LLC	100%	100%
Tom Ford Hong Kong Limited	Hong Kong	1,000	Tom Ford International LLC	100%	100%
Tom Ford Retail Macau Limited (4)	Macau	25,000	Tom Ford Retail Hong Kong Limited (96%) / Tom Ford Hong Kong Limited (4%)	—%	100%
Tom Ford Retail Korea (Yuhan Hoesa)	Seoul (Korea)	50,000,000	Tom Ford International LLC	100%	100%
Tom Ford Retail Japan GK (Godo Kaisha)	Tokyo (Japan)	10,000,000	Tom Ford International LLC	100%	100%
Tom Ford Clothing Retail Shanghai Company Limited	Shanghai (China)	37,000,155	Tom Ford Retail Hong Kong Limited	100%	100%
Italian associates and joint arrangements					
Filati Biagioli Modesto S.r.l. (1)	Montale (PT)	16,884,402	Ermenegildo Zegna N.V.	48.5%	45%
Luigi Fedeli e Figlio S.r.l.	Monza (MB)	3,358,000	Ermenegildo Zegna N.V.	15%	15%
Foreign associates and joint arrangements					
Norda Run Inc. (5)	Toronto (Canada)	8,069,414	EZ CA Holding Corp.	32.5%	25%
Other investments valued at fair value					
Acquedotto Piancone S.r.l.	Valdilana (BI)	42,000	Lanificio Ermenegildo Zegna e Figli S.p.A.	67%	67%
Pettinatura di Verrone S.r.l.	Verrone (BI)	3,000,000	Lanificio Ermenegildo Zegna e Figli S.p.A.	15%	15%

Company	Registered office	Share capital (functional currency)	Held directly by	% Group At December 31, 2025	% Group At December 31, 2024
Sharmoon.EZ.Garments Co. Ltd	Wenzhou (China)	100,000,000	Ermenegildo Zegna N.V.	5%	5%
F2 S.r.l.	Schio (VI)	90,000	Bonotto S.p.A.	29%	29%
Consorzio Re.Crea	Milan	1,038,543	Ermenegildo Zegna N.V.	15.4%	15.4%

The following changes in the scope of consolidation of the Group occurred during the year ended December 31, 2025.

(1) In April 2025, the interest held in Filati Biagioli Modesto S.p.A was increased from 45% to 48.5% following the exercise of a put option.

(2) On May 6, 2025, T.F. Property Ltd, a fully owned subsidiary of Tom Ford International LLC, was liquidated.

(3) On July 22, 2025, Ermenegildo Zegna Madrid S.A. was absorbed by Ezeti S.L. through a merger duly registered with the Mercantile Registry of Barcelona.

(4) On September 29, 2025, Tom Ford Retail Macau Limited, a subsidiary jointly controlled by Tom Ford Retail Hong Kong Limited and Tom Ford Hong Kong Limited, was dissolved.

(5) On December 3, 2025, the Group acquired an additional 7.5% interest in Norda Run Inc.

(6) On December 7, 2025, the Group acquired the ZEGNA business in Qatar from the previous franchise partner. The business is held through Zegna Doha Trading W.L.L., a newly incorporated entity in which the Group holds a 70% interest.

(7) On December 17, 2025, EZ US Holding Inc. was absorbed by Tom Ford International LLC through a statutory merger.

Property, plant and equipment

Cost

Property, plant and equipment is initially recognized at cost, which comprises the purchase price, any costs directly attributable to bringing the assets to the location and condition necessary to be capable of operating in the manner intended by management, capitalized borrowing costs and any initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Self-constructed assets are initially recognized at their production cost, including labor costs. Subsequent costs are capitalized only if they increase the future economic benefits embodied in the related assets. All other expenditures are expensed as incurred. When parts are replaced, the carrying amount of the parts that are replaced are written off in the consolidated statement of profit and loss.

Property, plant and equipment is presented net of accumulated depreciation, calculated on the basis of the useful lives of the assets, and any impairment losses.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

Category of Property, Plant and Equipment	Depreciation Rate
Buildings	3% - 10%
Plants and machinery	12.5% - 17.5%
Industrial and commercial equipment	20% - 25%
Leasehold improvements	10% - 25%
Other tangible assets	10% - 25%

Land and assets under construction are not depreciated.

If the asset being depreciated consists of separately identifiable components whose useful life differs from that of the other parts making up the asset, depreciation is charged separately for each of its component parts through application of the "component approach."

Property, plant and equipment is tested for impairment when impairment indicators are identified, such as a scheduled closure of a store or site, a redundancy plan or a downward revision of market forecasts. When an asset's recoverable amount is less than its net carrying amount, an impairment loss is recognized. Where the recoverable amount of an individual asset cannot be determined precisely, the Group determines the recoverable amount of the cash-generating unit ("CGU") or group of CGUs to which the asset belongs. Any gain or loss on disposal of property, plant and equipment is recognized in profit or loss.

Intangible assets with an indefinite useful life

Goodwill and brands with an indefinite useful lives

Goodwill originating on acquisitions of subsidiaries, and brands with an indefinite useful lives that are acquired separately, are initially recognized in accordance with IFRS 3 — *Business Combinations*, as further described below, and are recorded within intangible assets. In accordance with IAS 36 — *Impairment of assets* ("IAS 36"), goodwill and brands with an indefinite useful lives are not amortized and are tested for impairment annually, or more frequently if facts or circumstances indicate that the asset may be impaired. Goodwill and brands with an indefinite useful lives are allocated to each of the Group's CGUs (or groups of CGUs) expected to benefit from the synergies of the combination. CGUs (or groups of CGUs) to which goodwill and brands with an indefinite useful lives have been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired, in order to verify that the recoverable amount of the CGU (or groups of CGUs) is not less than the carrying amount of the CGU (or groups of CGUs).

The recoverable amount of all CGUs and groups of CGUs is based on a value in use calculation which uses cash flow projections based on most recent budget forecast calculations, which are prepared separately for each CGU and approved by management. These budget and forecast calculations generally cover a period of three years. A long-term growth rate is calculated and applied to project future cash flows after the third year. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Intangible assets with a finite useful life

An identifiable non-monetary asset without physical substance, controlled by the Group and capable of producing future economic benefits is recognized as intangible assets.

Intangible assets with a finite useful life include trademarks, licenses, software, and development costs.

Concession, licenses, trademarks and patents

Concession, licenses, trademarks and patents are recognized at cost or at the value attributed upon acquisition and include the cost of trademark registration in the various countries in which the Group operates, assuming there are no risks or limitations on control over their use.

The Group's main intangible asset with a finite useful life is the license agreement entered into in 2023 as part of the acquisition of Tom Ford International ("TFI") in April 2023 (the "TFI Acquisition"), through which the Group is a long-term licensee of Estée Lauder Companies Inc. ("ELC") for the TOM FORD brand for men's and women's fashion and accessories. The estimated useful life of the license agreement is 30 years, which includes the 20 guaranteed years as per the contract plus the automatic renewal period of 10 years, which is subject to certain minimum performance conditions that management believes will be satisfied based on the business plan and information currently available.

Software

Software acquired as part of recurring operations and software developed in-house by the Group which meet the relevant criteria in IAS 38 — *Intangible Assets* ("IAS 38") are capitalized and amortized on a straight-line basis over their useful lives.

Know how

As a result of the acquisition of Tessitura Ubertino in June 2021, the Group recognized intangible assets relating to know how, which were initially recognized at their fair value at the date of acquisition and will be amortized over a 5 year period.

Development costs

Development costs are recognized as an asset if, and only if, both of the following conditions in IAS 38 are met: (i) that development costs can be measured reliably and (ii) that the technical feasibility of the product, volumes and pricing support the view that the development expenditure will generate future economic benefits. Capitalized development costs include all direct and indirect costs that may be directly attributed to the development process. All other research and development costs are expensed as incurred.

Intangible assets with a definite useful life are amortized on a straight-line basis at the following rates:

Category of Intangible Assets with a Finite Useful Life	**Depreciation Rate**
Concessions, licenses, trademarks and patents[(1)]	2.5% - 25.0%
Software	10% - 33%
Know how	20%
Development costs and other intangibles	10% - 33%

(1) The estimated useful life of the license agreement entered into in 2023 as part of the TFI Acquisition, through which the Group is a long-term licensee of ELC for the TOM FORD brand for men's and women's fashion and accessories, is 30 years, which includes the 20 guaranteed years as per the contract plus the automatic renewal period of 10 years, which is subject to certain minimum performance conditions that management believes will be satisfied based on the business plan and information currently available.

The Group continuously monitors its operations to assess whether there is any indication that its intangible assets with a definite useful life (including intangible assets in progress) are impaired. See *"—Impairment of non-current assets"* below for additional information**.**

Leases

The Group recognizes a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use. Each lease payment is allocated between the principal liability and finance costs. Finance costs are charged to the statement of profit and loss over the lease period using the effective interest rate method. Right-of-use assets are depreciated on a straight-line basis over the lease term or, if shorter, the useful life of the asset.

Right-of-use assets are measured at cost comprising the following: (i) the amount of the initial measurement of lease liability; (ii) any lease payments made at or before the commencement date less any lease incentives received; (iii) any initial direct costs and, if applicable, (iv) restoration costs. Payments associated with short- term leases (less than 12 months at inception) and leases of low-value assets are recognized as an expense in the statement of profit and loss on a straight-line basis.

Lease liabilities are measured at the net present value of the following: (i) fixed lease payments, (ii) variable lease payments that are based on an index or a rate and, if applicable, (iii) amounts expected to be payable by the lessee under residual value guarantees, and (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option. Lease liabilities do not include any non-lease components that may be included in the related contracts. Lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Group's incremental borrowing rate is used, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Variable lease payments are recognized in the statement of profit and loss in the period in which the condition that triggers those payments occurs. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. The Group determines the lease term as the non-cancellable period of a lease, together with the periods covered by (i) an option to extend if the lessee is reasonably certain to extend or periods after an optional termination date if the lessee is reasonably certain not to terminate early. Management evaluates the exercise of the option if it's considered "reasonably certain" based on several factors and circumstances that create an incentive for the lessee to exercise, or not to exercise the option, including any expected changes in facts and circumstances from the commencement date until the exercise date of the option.

The Group subleases certain spaces to third parties. The accounting for the right-of-use asset depends on the classification of the sublease, while the accounting for the head lease liability remains unchanged. For sublease classified as finance lease, the Group derecognizes the right-of-use asset (to the extent that it is subject to the sublease) and recognizes a lease receivable. If the sublease is classified as an operating lease, the Group continues to recognize the right-of-use asset. Operating income from the sublease is recognized on a straight-line basis over the term of the agreement

Impairment of non-current assets

The Group continuously monitors its operations to assess whether there is any indication that its non-current assets are impaired, including goodwill, brands with an indefinite useful life, intangible assets with a definite useful life (including intangible assets in progress), property, plant and equipment and right-of-use assets. Goodwill, brands with an indefinite useful life and intangible assets in progress are tested for impairment annually or more frequently, if there is an indication that they may be impaired. If impairment indicators are present, the carrying amount of the asset is reduced to its recoverable amount, which is the higher of its (i) fair value less costs of disposal and (ii) value in use. The recoverable amount is determined for the individual asset, unless the asset does not generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets, in which case the asset is tested as part of the CGU to which the asset belongs. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Group identifies each DOS as a separate CGU. New DOSs require a start-up period before they achieve the expected level of profitability, which generally extends for three years following the date of each store's opening. When a DOS is in the start-up period, an operating loss is not necessarily considered to be an indicator of possible impairment. The Group considers an operating loss to be an indicator of possible impairment if the DOSs cash flows for the start-up period are lower than the DOSs cash flows of the approved operational plan. Strategic stores are considered separate CGUs when determining whether any impairment indicators are present. If an impairment indicator is identified, it is assessed whether other stores have benefited from the strategic store. If the strategic store is determined to benefit other stores, an impairment test for the strategic store is performed as a group of CGUs at the segment level.

In assessing the value in use of an asset or CGU, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the recoverable amount is lower than the carrying amount. Where an impairment loss for assets other than goodwill subsequently no longer exists or has decreased, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but not in excess of the carrying amount that would have been recorded had no impairment loss been recognized. The reversal of an impairment loss is recognized in the consolidated statement of profit and loss.

Government grants

Government grants are recognized at their fair value when there is reasonable assurance that the grant will be received and that the Group will comply with all attached conditions for receiving the grants. Government grants are recognized over the same periods as the related costs that they are intended to offset.

Government grants related to income are recognized as a reduction of the expense they are intended to compensate. Amounts received for which a respective cost has not yet been incurred are recorded as a liability in the consolidated statement of financial position and offset against all qualifying costs that are incurred in future periods.

Business combinations

Business combinations are accounted for using the acquisition method in accordance with IFRS 3. Accordingly, the consideration transferred (acquisition price) in a business combination is measured at the fair value, which is measured at the fair value of the assets transferred, liabilities incurred by the acquirer and the equity interest issued at the date the control changed. The following items constitute an exception, which are instead valued according to their reference principle: (i) deferred tax assets and liabilities, (ii) assets and liabilities for employee benefits and (iii) assets held for sale. Acquisition-related costs are recognized in the consolidated statement of profit and loss as incurred. Goodwill is measured as the excess of the acquisition price plus the amount of any non-controlling interests in the acquiree over the net fair value of the identifiable assets acquired and liabilities assumed. If, after reassessment, it results in a negative difference, the excess is recognized immediately in the consolidated statement of profit and loss as a bargain purchase gain.

In the event that the fair values of the assets, liabilities and contingent liabilities can only be determined provisionally, the business combination is recognized using these provisional values. Any adjustments deriving from the completion of the valuation process are recognized within twelve months from the acquisition date.

If a price component is linked to the realization of future events, this component is considered in the estimate of the fair value at the time of the business combination.

Significant gains and losses, with the related tax effects, deriving from transactions carried out between fully consolidated companies not yet realized with third parties, are eliminated, except for losses that are not eliminated if the transaction provides evidence of a reduction of value of the transferred asset. The reciprocal debit and credit relationships, costs and revenues, as well as financial income and expenses are also eliminated if significant.

The purchase of further holdings in subsidiaries and the sale of shares that do not involve the loss of control are considered transactions between shareholders; as such, the accounting effects are recognized directly in the Group's equity.

Put and call agreement on non-controlling interests

In the case of put options granted to non-controlling interests, the Group recognizes a financial liability corresponding to the present value of the exercise price of the option. On initial recognition, if put option terms and conditions give the Group the access to the economic benefits of the non-controlling interests, the Group recognizes a financial liability and a reduction of equity attributable to non-controlling interests (as if the non-controlling interest had been acquired by the Group). If put option terms and conditions do not give the Group the access to the economic benefits of the non-controlling interests, the Group recognizes a financial liability and a reduction of the Group's retained earnings. The liability is subsequently remeasured at the end of each period. The liability is subsequently accreted through financial expenses up to the redemption amount that is payable at the date at which the option first becomes exercisable. In the event that the option expires unexercised, the liability is derecognized with a corresponding adjustment to equity.

Financial instruments

The classification of a financial asset is based on the Group's business model for managing the related financial assets and their contractual cash flows. The Group considers whether the contractual cash flows represent solely payments of principal and interest that are consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial assets are classified and measured at fair value through profit and loss.

With the exception of trade receivables that do not contain a significant financing component (or for which the Group has applied the practical expedient available under IFRS 15 — *Revenue from contracts with customers* ("IFRS 15"), which are measured at the transaction price (as defined in IFRS 15), all financial assets are initially measured at their fair value plus, in the case of financial assets not at fair value through profit and loss only, transaction costs that are directly attributable to the acquisition of the asset.

Measurement subsequent to initial recognition is based on the classification of the financial assets into one of the following categories:

1. Financial assets at amortized cost;

2. Financial assets at fair value through other comprehensive income/(loss), with subsequent recycling of cumulative gains and losses to the statement of profit and loss ("FVOCI"); or

3. Financial assets at fair value through profit and loss ("FVPL").

1. Financial assets at amortized cost

Financial assets at amortized cost are subsequently measured using the effective interest rate method and are subject to impairment testing. Gains and losses are recognized in the statement of profit and loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost primarily include trade receivables, guarantee deposits and certain other non-current financial assets.

2. Financial assets at fair value through other comprehensive income/(loss) (FVOCI)

Financial assets at FVOCI are initially recognized at fair value and subsequent fair value changes are recognized within other comprehensive income/(loss). Interest income, foreign exchange revaluations and impairment losses or reversals are recognized in the consolidated statement of profit and loss. Upon derecognition, the cumulative reserve of fair value changes recognized within other comprehensive income/(loss) is recycled to profit and loss.

The Group's financial assets at FVOCI primarily include derivative instruments (when they qualify for hedge accounting), as well as fixed income and floating income securities.

3. Financial assets at fair value through profit and loss (FVPL)

Financial assets at FVPL are initially recognized at fair value and subsequent fair value changes are recognized in the consolidated statement of profit and loss. Financial assets at FVPL include derivative instruments and listed equity investments for which the Group has not irrevocably elected to classify the instruments at FVOCI. Dividends from listed equity investments are recognized as other income in the consolidated statement of profit and loss when the right of payment has been established.

The Group's financial assets measured at FVPL primarily include equity instruments and fixed income securities, as well as investments in hedge funds and private equity private debts, money market funds, floating income and real estate funds.

Reclassification

A financial asset is only reclassified when there is a change in the contractual terms that significantly affects the previously expected cash flows or when the Group changes its business model for managing financial assets. Reclassifications are only made prospectively from the reclassification date, without restating any previously recognized gains, losses or interest.

Derecognition

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for any obligations created or retained. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit and loss. In addition, on derecognition of an investment in a debt instrument classified as FVOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve within other comprehensive income/(loss) is reclassified to profit and loss.

Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses on investments in debt instruments that are measured at amortized cost or at FVOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognizes lifetime expected credit losses (ECL) for trade receivables, contract assets, lease receivables and securities. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Trade receivables

Trade receivables are amounts due from clients for goods sold or services provided in the ordinary course of business. Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate method, less any loss allowances.

Financial liabilities

Financial liabilities include loans, bonds, lease liabilities, trade payables and other liabilities. These instruments are recorded at fair value on initial recognition, net of any costs that can be ascribed to them. Subsequently, the financial liabilities are measured at amortized cost using the effective interest method. The Group derecognizes a financial liability when, and only when, it is extinguished, i.e. when the obligation in the contract is discharged, canceled or expired.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, options and interest rate swaps.

Derivatives are recognized initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting date. The resulting gain or loss is recognized immediately in profit or loss unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship. A derivative with a positive fair value is recognized as a financial asset whereas a derivative with a negative fair value is recognized as a financial liability. A derivative is classified as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realized or settled within 12 months. Derivatives held for trading are classified as current assets or current liabilities.

Hedge accounting

The Group designates certain derivatives as hedging instruments in respect of foreign currency and interest rate risk, as fair value hedges, cash flow hedges, or hedges of net investments in foreign operations. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationship meets all of the following hedge effectiveness requirements:

a. there is an economic relationship between the hedged item and the hedging instrument;

b. the effect of credit risk does not dominate the value changes that result from that economic relationship, and

c. the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The Group designates the full change in the fair value of a forward contract (i.e. including the forward elements) as the hedging instrument for all of its hedging relationships involving forward contracts.

The Group designates only the intrinsic value of option contracts as a hedged item and excludes the time value of the option. The changes in the fair value of the aligned time value of the option are recognized in other comprehensive income/ (loss) and accumulated in the hedge reserve. If the hedged item is transaction-related, the time value is reclassified to profit or loss when the hedged item affects profit or loss. If the hedged item is time period related, then the amount accumulated in the hedge reserve is reclassified to profit or loss on a rational basis – the Group applies straight-line amortization. Those reclassified amounts are recognized in profit or loss in the same line as the related hedged item. If the hedged item is a non-financial item, then the amount accumulated in the hedge reserve is removed directly from equity and included in the initial carrying amount of the recognized non-financial item. Furthermore, if the Group expects that some or all of the loss accumulated in the hedge reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

The Group designates certain derivatives as either:

a. hedges of the fair value of recognized assets or liabilities or a firm commitment (fair value hedge). Where a derivative financial instrument is designated as a hedge against the fluctuation in fair value of a recognized asset or liability (fair value hedge), the gain or loss for re-measuring the hedging instrument at fair value is recognized in the statement of profit and loss together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. Consistently, the hedged items are adjusted to consider changes in fair value of the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognized in the statement of profit and loss. The gain or loss relating to the ineffective portion is recognized in the statement of profit and loss. Changes in the fair value of the hedged fixed rate borrowings attributable to interest rate risk are recognized in the statement of profit and loss. If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest rate method is used is amortized to the statement of profit and loss over the period to maturity.

b. hedges of a particular risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge). Where a derivative financial instrument is designated as a hedge of foreign exchange rate or interest rate in relation to future cash flow (cash flow hedge), the effective portion of any gain or loss on the derivative financial instrument is recognized directly in other comprehensive income/(loss) within equity. The gain or loss associated with an ineffective portion of a hedge is recognized in the statement

of profit and loss. The cumulative gain or loss is removed from equity and recognized in the statement of profit and loss at the same time in which the hedged transaction affects the statement of profit and loss (as an adjustment to the caption of the statement of profit and loss affected by the hedged cash flows). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognized in the statement of profit and loss. The gain or loss relating to the effective portion of forward foreign exchange contracts hedging export sales is recognized in the statement of profit and loss within "revenues". However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory) or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the statement of profit and loss.

Warrant liabilities

The Group accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of share premium within equity at the time of issuance. For issued or modified warrants that do not meet all of the criteria for equity classification, the warrants are recognized as a liability at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of liability-classified warrants are recognized as a non-cash gain or loss in the statement of profit and loss. In order to determine their fair value, the Group's public warrants are measured at their trading price and the Group's private warrants are measured at fair value using a Monte Carlo Simulation model.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments. Cash and cash equivalents are primarily held for the purpose of meeting short-term cash commitments.

To be classified as cash and cash equivalents, an asset must be readily convertible into cash, have an insignificant risk of changes in value and have a maturity period of three months or less at acquisition.

Inventories

Inventories are recognized at the lower of cost (acquisition or production) and net realizable value. Cost includes direct production costs and indirect costs that have been incurred in bringing the inventories to the location and condition necessary to be capable for their use in the production process. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price less the estimated costs of completion and the estimated costs for sale and distribution.

Inventories are presented net of provisions for slow moving and obsolete inventories.

Employee benefits

Pension plans

Defined contribution plans - Costs arising from defined contribution plans are expensed as incurred.

Defined benefit plans - The Group's net obligations are determined separately for each plan by estimating the present value of future benefits that employees have earned in the current and prior periods, and deducting the fair value of any plan assets.

The present value of defined benefit obligations is measured using actuarial techniques and benefits are attributable to periods in which the obligation to provide post-employment benefits arise by using the Projected Unit Credit Method.

Actuarial assumptions are based on management's best estimates. The components of defined benefit cost are recognized as follows:

- the service costs are recognized in the consolidated statement of profit and loss in the personnel cost line item;
- the net interest expense on the defined benefit liability is recognized in the consolidated statement of profit and loss within financial expenses;
- the remeasurement components of the net obligation, which comprise actuarial gain and losses, are recognized immediately in other comprehensive income/(loss). These remeasurement components are not reclassified in the consolidated statement of profit and loss in a subsequent period.

Post-employment benefits include the Italian employee severance indemnity ("trattamento di fine rapporto" or "TFR") obligation required under Italian Law. The amount of TFR to which each employee is entitled must be paid when the employee leaves the Group and is calculated based on the period of employment and the taxable earnings of each employee. Under certain conditions, the entitlement may be partially advanced to an employee during their working life.

The TFR scheme is classified as a defined contribution plan and the Group recognizes the associated costs over the period in which the employee renders service.

Other long-term employee benefits

The Group's obligations represent the present value of future benefits that employees have earned in return for their service during the current and prior periods. Remeasurement components on other long-term employee benefits are recognized in the consolidated statement of profit and loss in the period in which they arise.

Provisions for risks and charges

Provisions are recognized when the Group has a present obligation, legal or constructive, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. A restructuring provision is recognized when the Group has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Provisions for the costs to restore leased plant assets to their original condition, as required by the terms and conditions of the lease, are recognized when the obligation is incurred, either at the commencement date or as a consequence of having used the underlying asset during a particular period of the lease, at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Treasury shares

Treasury shares are measured at purchase cost, as a reduction in shareholders' equity. The nominal value of the treasury shares held is deducted directly from share capital. Gains and losses on disposal, net of income taxes, are recognized directly to equity.

Revenue recognition

Revenue mainly comprises sales of goods, together with income from associated services, and income from royalties and operating licenses.

Revenue is recognized when control over a product or service is transferred to a customer. Revenue is measured at the transaction price which is based on the amount of consideration that the Group expects to receive in exchange for transferring the promised goods or services to the customer and excludes any sales incentives, rebates or discounts (including end of season discounts offered by the retail channel), as well as taxes collected from customers that are remitted to government authorities.

Revenues from wholesale operations and direct sales to customers, through retail stores and online channels, are recognized at a point in time when control over a product is transferred to the customers. Revenues from sales of services are recognized when the Group satisfies its performance obligation. Under the Group's standard contract terms, retail customers are entitled to a right of returns within 30 days, which enables them to receive a full or partial cash refund of the amount paid, a store coupon or another product in exchange. Exchanges of one product for another of the same type, quality, condition and price are not considered returns, unless product exchange occurs after 30 days from the original sale.

Wholesalers generally do not have a contractual right of return.

Provisions for returns are presented in the consolidated statement of financial position under liabilities with a corresponding adjustment to revenue in respect of future refunds. A corresponding asset (with an offsetting adjustment to cost of sales) representing the right to recover the goods from the client is also recognized.

The Group uses its historical experience to estimate the number of returns on a portfolio level using the expected value method.

Royalties received with respect to operating licenses are recognized in accordance with the contractual obligations specific to each agreement, which is generally when the sales occur for sales-based licensing agreements, otherwise over time as the performance obligations are satisfied for other types of licensing agreements.

Payment for retail sales is typically required at the time of purchase or within 30 days, or, on occasion, in advance. Payment terms for wholesale sales are generally longer and the Group may adopt various measures aimed at ensuring collectability of the related consideration, such as requiring customers to provide advanced payments or financial guarantees, as well as performing credit analysis of customers and obtaining insurance over receivables.

Revenues from sales to department stores on a consignment basis are recognized when the goods are ultimately sold by the department stores to the end customers.

Personnel costs

Personnel expenses primarily consist of wages and salaries, social contributions, pension plans and indemnities, share-based payments, severance indemnities and other long-term benefits, as well as costs for payroll taxes, uniforms, insurance and other benefits. Wages and salaries primarily include fixed remuneration, variable short-term remuneration plans, directors' fees, costs related to employee profit-sharing and other incentive plans, and any associated payroll taxes.

Share-based payments

Cash-settled share-based payments

Where the Group issues cash-settled share-based transactions, the cost of the cash-settled transactions is initially valued at the fair value at the date the beneficiary is informed of their allocation. This fair value is recognized in the statement of profit and loss in the period until vesting, with the recognition of a corresponding liability. Until the liability is settled, the fair value is recalculated at each year-end date and at the settlement date, charging the related changes to the statement of profit and loss.

Equity-settled share-based payments

Equity-settled share-based payments are accounted for in accordance with IFRS 2, which requires the Company to recognize share-based compensation expense based on the fair value of the awards granted. Compensation expense for the equity-settled awards containing market or non-market performance conditions, as well as for the Escrow Shares issued as part of the Business Combination (as described in *Note 1 — General information*), is measured at the grant date fair value of the award using a Monte Carlo simulation model, which requires the input of assumptions, including the expected volatility of the Company's shares, the dividend yield, interest rates and a correlation coefficient between the shares and the relevant market index. The fair value of equity awards which are conditional only on a recipient's continued service to the Company is measured using the share price at the grant date adjusted for the present value of future distributions which employees will not receive during the vesting period.

Share-based compensation expense relating to equity-settled share-based payments is recognized in the consolidated income statement over the service period with an offsetting increase to equity.

The Group recognizes the effects of modifications that increase the total fair value of share-based payment arrangements or are otherwise beneficial to the employee. If the Group modifies the terms or conditions of the awards granted in a manner that reduces the total fair value of a share-based payment arrangement, or is not otherwise beneficial to the employee (e.g. by increasing the vesting period or adding a non-market performance), the Group continues to recognize the share-based payments as if that modification had not occurred.

Income taxes

Income tax expense comprises the current and deferred tax expense.

Current tax

The tax currently payable is based on taxable profit for the year. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognized for uncertain tax positions for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority, in accordance with IFRIC 23 — *"Uncertainty over Income Tax Treatments."*

Deferred tax

Deferred tax is calculated using the liability method on all temporary differences between the carrying amount recorded in the consolidated balance sheet and the tax value of assets and liabilities, except for goodwill that is not deductible for tax purposes and certain other exceptions. The valuation of deferred tax balances depends on the way in which the Group intends to recover or settle the carrying amount of assets and liabilities, using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are not discounted and are presented separately in the balance sheet within non-current assets and liabilities. A deferred tax asset is recognized on deductible temporary differences and for tax loss carry-forwards and tax credits to the extent that their future offset is probable. A deferred tax liability is recognized on taxable temporary differences relating to investments in subsidiaries and associates unless the Group is able to control the timing of the reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders of the parent company by the weighted average number of ordinary shares outstanding during the period, excluding treasury shares.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit or loss attributable to holders of the parent company, excluding treasury shares, by the weighted average number of ordinary shares outstanding, taking into account all dilutive potential ordinary shares. To calculate diluted earnings per share, the weighted average number of shares outstanding is adjusted assuming the conversion of all potential shares with dilutive effects, and the entity's net profit is adjusted to take into account any effects, net of taxes, of the conversion.

Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors, which has been identified as the chief operating decision-maker of the Group responsible for allocating resources and assessing performance of the operating segments.

Rounding

All amounts disclosed in the financial statements and notes have been rounded to the nearest thousand Euro unless otherwise stated.

4. Key sources of estimation uncertainty, use of estimates and critical accounting judgments

The preparation of the Consolidated Financial Statements in accordance with IFRS Accounting Standards requires the use of estimates and assumptions, and may involve the application of judgment in applying the Group's accounting policy information, that affect the carrying amounts of assets and liabilities (as well as the assessment of contingent assets and liabilities) and the amount of income and expenses recognized. The estimates and assumptions are based on historical experience and on any other factors that are considered to be relevant. Actual results might not fully correspond to estimates.

The estimates and underlying assumptions are reviewed continuously by the Group. The effects of any changes to accounting estimates are recognized in the consolidated statement of profit and loss in the period in which the adjustment is made, or prospectively in future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty, requiring estimates for which there is a risk that a material difference may arise in respect of the carrying amounts of assets and liabilities in the future are discussed below and in the related notes.

Impairment of non-current assets with definite useful lives

Non-current assets with definite useful lives include property, plant and equipment, right-of-us assets and intangible assets. The Group periodically reviews the carrying amount of non-current assets with definite useful lives when events and circumstances indicate that an asset may be impaired. Impairment tests are performed by comparing the carrying amount and the recoverable amount of the CGU. The recoverable amount is the higher of the CGU's fair value less costs of disposal and its value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU. For additional information please refer to *Note 14 — Intangible assets, Note 15 — Property, plant and equipment and Note 16 — Right-of-use assets.*

Recoverability of goodwill and brands with indefinite useful life

In accordance with IAS 36 — *Impairment of Assets* ("IAS 36"), goodwill and brands with indefinite useful life are not amortized and are tested for impairment annually or more frequently if facts or circumstances indicate that the asset may

be impaired. The impairment test is performed by comparing the carrying amount and the recoverable amount of the CGU. The recoverable amount of the CGU is the higher of its fair value, less costs of disposal and its value in use. For additional information please refer to *Note 14 — Intangible assets.*

Use of estimates

Items requiring estimates (in addition to those described above) for which there is a risk that a material difference may arise in respect of the carrying amounts of assets and liabilities in the future are discussed below and in the related notes.

Derivatives

Fair value of derivatives not traded in an active market is determined using a mark-to-model valuation technique. Where active markets exist for its component parts, then fair value is determined on the basis of the relevant market prices for the component parts.

Financial liabilities for put options granted to non-controlling interests are measured based on the present value of the exercise price of the option. The liability is subsequently remeasured at fair value at the end of each period.

Valuation techniques that are based on significant inputs that are observable are referred to as Level 2 valuations, while those based on techniques that use significant unobservable inputs are referred to as Level 3 valuations. Estimates and assumptions are made with the support of the corporate functions and, where appropriate, of independent specialists, and are regularly reviewed. For additional information please refer to *Note 21 — Derivative financial instruments.*

Provisions for obsolete inventory

Since the Group's products are subject to market trends and changes in fashion trends, product inventories at the end of the season are subject to impairment. Specifically, the provision for obsolete inventory of finished products reflects management's estimate of the expected impairment losses on the products of the collections of previous seasons, considering the ability to sell them through the Group's various distribution channels.

Generally, impairment assumptions involve percentages of impairment that become greater the older the collections are, so as to reflect the decline in selling prices in secondary channels (mainly outlets), and on the other hand, the decrease in the probability of selling them as time goes by.

The provision for obsolete raw materials reflects management's estimates of the decline in the probability they will be used based on the calculation of slow-moving raw materials. For additional information please refer to *Note 19 — Inventories.*

Recoverability of deferred tax assets

The deferred tax assets are recognized on the premise that it is more likely than not that the Group will be able to generate sufficient and suitable future taxable profits from which the reversal of the asset can be deducted. If the Group is unable to generate sufficient taxable profits in certain jurisdictions, or if there is a significant change in the actual effective tax rates or the time period within which the underlying temporary differences become taxable or deductible, the Group could be required to write-off any deferred tax assets, resulting in an increase in its effective tax rate and an adverse impact on future operating results. For additional information please refer to *Note 11 — Income taxes*.

Provision for risks and charges

The Group recognizes a liability when facing legal and tax dispute and lawsuits if it believes it is probable that they will require an outflow of financial resources and a reliable estimate can be made of the amount of the potential losses. Given the uncertainty surrounding the outcome of these proceedings, it is hard to reliably estimate the outflow of resources that will be required to settle them, therefore the amount of the provisions for legal and tax disputes may change as a result of future developments in the outstanding proceedings. The Group monitors the status of ongoing lawsuits and proceedings and consults with its legal advisors as well as legal and tax experts. For additional information please refer to *Note 30 — Provisions for risks and charges.*

Fair value estimates

Fair value is defined as the price that would be received for sale of an asset or paid for transfer of a liability, in an orderly transaction between market participants at the measurement date. IFRS 13 — *Fair value measurement* ("IFRS 13") establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active, and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. For additional information please refer to *Note 34 — Fair value measurement.*

Financial liability relating to the Group's obligation to purchase the non-controlling interest in the Thom Browne group

The Group is a party to an option agreement under which it has the obligation to purchase the remaining 8% non-controlling interest in the Thom Browne group in two tranches of 5% and 3%. The financial liability arising from this obligation is measured to fair value at each reporting date. In particular, the financial liability is measured at the present value of the expected exercise price of the option, which is calculated as the EBITDA of the Thom Browne group recorded in 2028 and 2030, multiplied by a given multiple. This requires management to estimate the future EBITDA performance of the Thom Browne group based on projections contained in the latest business plan, which cover the period from 2026 to 2028.

Critical judgments in applying the Group's accounting policies

The following are the critical judgments, apart from those involving estimations (which are presented separately above), that the Group has made in the process of applying its accounting policies and that have the most significant effect on the amounts recognized in the Consolidated Financial Statements.

The Group applied judgment in determining that it has significant influence over Luigi Fedeli e Figlio S.r.l., despite the Group owing 15% of the equity shares of the company. ln making its judgment, the Group determined that it had significant influence in accordance with IAS 28—*Investments in Associates and Joint Ventures* ("IAS 28") based on its representation on the board of directors of the company and its the participation in policy-making processes. As a result of this determination, the Group accounts for the investment in Luigi Fedeli e Figlio S.r.l. under the equity method. For additional information, see *Note 17 — Investments accounted for using the equity method*.

5. Segment reporting

The Group has determined the operating segments based on the reports reviewed by the Board of Directors, which is considered the Chief Operating Decision Maker ("CODM") as defined under IFRS 8 — *Operating Segments* ("IFRS 8"), for the purposes of allocating resources and assessing the performance of the Group.

The Group is organized in three operating and reportable segments, based on a brand perspective, as described below:

1. Zegna segment — Includes all activities related to the ZEGNA brand, Textile and Other product lines.

2. Thom Browne segment — Includes all activities related to the Thom Browne brand.

3. Tom Ford Fashion segment — Includes all activities related to the TOM FORD FASHION business.

Adjusted Earnings Before Interest and Taxes ("Adjusted EBIT") is the key profit measure used by the CODM to assess performance and allocate resources to the Group's operating segments, as well as to analyze operating trends, perform analytical comparisons and benchmark performance between periods and among the segments. Adjusted EBIT is defined as profit or loss before income taxes plus financial income, financial expenses, foreign exchange gains and losses, and the result from investments accounted for using the equity method, adjusted for income and costs which are significant in nature and that management considers not reflective of underlying operating activities, including, for one or all of the periods presented and as further described below, net impairment of leased and owned stores, severance indemnities and provisions for severance expenses, legal costs for trademark dispute, transaction costs related to acquisitions, costs related to the Business Combination, special donations for social responsibility and net income related to lease agreements.

Transactions between segments are executed on commercial terms that are normal in the respective markets and primarily relate to intersegment sales.

No measures of assets or liabilities by segment are reported to the CODM and therefore such information is not presented.

The following tables summarize selected financial information by segment for the years ended December 31, 2025, 2024 and 2023.

	For the year ended December 31, 2025					
(€ thousands)	**Zegna**	**Thom Browne**	**Tom Ford Fashion**	**Corporate**	**Intersegment Eliminations**	**Group Consolidated**
Revenues with third parties	1,331,422	268,469	317,056	—	—	1,916,947
Inter segment revenues	31,755	430	—	—	(32,185)	—
Revenues	**1,363,177**	**268,899**	**317,056**	**—**	**(32,185)**	**1,916,947**
Profit before taxes						**140,042**
Financial income						(41,509)
Financial expenses						50,471
Foreign exchange gains						(9,000)
Result from investments accounted for using the equity method						(524)
Operating profit						**139,480**
Adjustments:						
Net impairments of leased and owned stores [(1)]	4,129	495	10,415	—	—	15,039
Severance indemnities and provisions for severance expenses [(2)]	3,899	3,079	1,021	—	—	7,999
Legal costs for trademark dispute [(3)]	—	442	—	—	—	442
Adjusted EBIT	**196,708**	**952**	**(15,539)**	**(19,044)**	**(117)**	**162,960**
Depreciation and amortization	(172,735)	(30,325)	(41,734)	(90)	—	(244,884)

(1) Net impairment of leased and owned stores includes (i) impairment of €5,026 thousand related to property, plant and equipment, (ii) impairment of €9,941 thousand related to right-of-use assets and (iii) impairment of €72 thousand, related to intangible assets. These amounts are recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(2) Relates to severance indemnities of €7,999 thousand. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(3) Relates to legal costs of €442 thousand in connection with defending a legal dispute initiated by Adidas AG alleging that Thom Browne infringed on its intellectual property rights. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(€ thousands)	For the year ended December 31, 2024					
	Zegna	**Thom Browne**	**Tom Ford Fashion**	**Corporate**	**Intersegment Eliminations**	**Group Consolidated**
Revenues with third parties	1,317,421	314,712	314,514	—	—	1,946,647
Inter segment revenues	31,418	106	—	—	(31,524)	—
Revenues	**1,348,839**	**314,818**	**314,514**	**—**	**(31,524)**	**1,946,647**
Profit before taxes						**130,608**
Financial income						(26,028)
Financial expenses						51,995
Foreign exchange losses						11,338
Result from investments accounted for using the equity method						(1,061)
Operating profit						**166,852**
Adjustments:						
Net impairment of leased and owned stores [(1)]	4,150	2,957	4,089	—	—	11,196
Severance indemnities and provisions for severance expenses [(2)]	2,688	—	1,464	726	—	4,878
Legal costs for trademark dispute [(3)]	—	1,061	—	—	—	1,061
Transaction costs related to acquisitions [(4)]	—	—	—	33	—	33
Adjusted EBIT	**187,598**	**27,319**	**(10,116)**	**(19,977)**	**(804)**	**184,020**
Depreciation and amortization	(157,482)	(28,001)	(39,198)	(73)	—	(224,754)

(1) Net impairment of leased and owned stores includes (i) impairment of €3,233 thousand related to property, plant and equipment, (ii) impairment of €7,905 thousand related to right-of-use assets and (iii) impairment of €58 thousand, related to intangible assets. These amounts are recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(2) Relates to severance indemnities of €4,878 thousand. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(3) Relates to legal costs (net of reimbursements) of €1,061 thousand in connection with defending a legal dispute initiated by Adidas AG alleging that Thom Browne infringed on its intellectual property rights. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(4) Relates to transaction costs of €33 thousand for consultancy and legal fees related to the acquisition of the ZEGNA business in South Korea. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(€ thousands)	For the year ended December 31, 2023					
	Zegna	**Thom Browne**	**Tom Ford Fashion**	**Corporate**	**Intersegment Eliminations**	**Group Consolidated**
Revenues with third parties	1,290,608	378,410	235,531	—	—	1,904,549
Inter segment revenues	31,437	1,877	13	—	(33,327)	—
Revenues	**1,322,045**	**380,287**	**235,544**	**—**	**(33,327)**	**1,904,549**
Profit before taxes						**169,094**
Financial income						(37,282)
Financial expenses						68,121
Foreign exchange losses						5,262
Result from investments accounted for using the equity method						2,953
Operating profit						**208,148**
Adjustments:						
Transaction costs related to acquisitions [(1)]	—	263	—	5,738	—	6,001
Severance indemnities and provisions for severance expenses [(2)]	1,166	—	2,836	—	—	4,002
Legal costs for trademark dispute [(3)]	—	2,168	—	—	—	2,168
Costs related to the Business Combination [(4)]	1,066	98	—	976	—	2,140
Net impairment of leased and owned stores [(5)]	854	18	910	—	—	1,782
Special donations for social responsibility [(6)]	—	—	—	100	—	100
Net income related to lease agreements [(7)]	(4,129)	—	—	—	—	(4,129)
Adjusted EBIT	**193,466**	**58,969**	**(1,741)**	**(30,423)**	**(59)**	**220,212**
Depreciation and amortization	(139,902)	(27,214)	(26,008)	(46)	—	(193,170)

(1) Relates to transaction costs of €6,001 thousand for consultancy and legal fees, primarily related to the TFI Acquisition and, to a lesser extent, the acquisition of the Thom Browne business in South Korea and the acquisition of a 25% interest in Norda Run. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(2) Relates to severance indemnities of €4,002 thousand. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(3) Relates to legal costs of €2,168 thousand in connection with defending a legal dispute initiated by Adidas AG alleging that Thom Browne infringed on its intellectual property rights. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(4) Costs related to the Business Combination of €2,140 thousand relate to the grant of equity awards to management in 2021 with vesting subject to the public listing of the Company's shares and certain other performance and/or service conditions. This amount is recorded within "selling, general and administrative expenses" for €2,034 thousand and "cost of sales" for €106 thousand in the consolidated statement of profit and loss.

(5) Net impairment of leased and owned stores includes (i) impairment of €915 thousand related to property, plant and equipment, (ii) impairment of €832 thousand related to right-of-use assets and (iii) impairment of €35 thousand, related to intangible assets. These amounts are recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(6) Relates to a donation of €100 thousand to support initiatives related to humanitarian emergencies in Turkey. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

(7) Net income related to lease agreements of €4,129 thousand relates to the derecognition of lease liabilities following a change in terms of a lease agreement in Hong Kong. This amount is recorded within "selling, general and administrative expenses" in the consolidated statement of profit and loss.

The following table summarizes non-current assets (other than financial instruments and deferred tax assets) by geography at December 31, 2025 and 2024.

	At December 31,	
(€ thousands)	**2025**	**2024**
EMEA [1]	**516,202**	**412,902**
of which Italy	*302,941*	*236,496*
Americas [2]	**748,996**	**797,408**
of which United States	*720,968*	*785,584*
Greater China Region	**85,907**	**117,329**
Rest of APAC [3]	**90,847**	**92,657**
Total non-current assets (other than financial instruments and deferred tax assets)	**1,441,952**	**1,420,296**

(1) EMEA includes Europe, the Middle East and Africa.
(2) Americas includes the United States of America, Canada, Mexico, Brazil and other Central and South American countries.
(3) Rest of APAC includes Japan, South Korea, Singapore, Thailand, Malaysia, Vietnam, Indonesia, Philippines, Australia, New Zealand, India and other Southeast Asian countries.

Non-current assets (other than financial instruments and deferred tax assets) in the Netherlands, the Company's country of domicile, amounted to €2,383 thousand and €538 thousand at December 31, 2025 and 2024, respectively.

6. Revenues

The Group generates revenues primarily from the sale of its products and services, as well as from royalties received from third parties and licensees. Revenues are recognized net of returns and discounts.

The following table provides a breakdown of revenues by brand and product line:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
ZEGNA brand	1,181,583	1,163,722	1,109,491
Thom Browne	268,469	314,712	378,410
TOM FORD FASHION	317,056	314,514	235,531
Textile	134,229	138,153	150,986
Other [1]	15,610	15,546	30,131
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**

(1) Other mainly includes revenues from agreements with third party brands.

The following table provides a breakdown of revenues by distribution channel:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Direct to Consumer (DTC)			
ZEGNA brand	1,045,275	1,004,308	945,313
Thom Browne	191,493	186,066	183,422
TOM FORD FASHION	212,215	200,302	136,291
Total Direct to Consumer (DTC)	**1,448,983**	**1,390,676**	**1,265,026**
Wholesale branded			
ZEGNA brand	136,308	159,414	164,178
Thom Browne	76,976	128,646	194,988
TOM FORD FASHION	104,841	114,212	99,240
Total Wholesale branded	**318,125**	**402,272**	**458,406**
Textile	**134,229**	**138,153**	**150,986**
Other [1]	**15,610**	**15,546**	**30,131**
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**

(1) Other mainly includes revenues from agreements with third party brands.

The following table provides a breakdown of revenues by geographic area:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
EMEA [1]	**683,846**	**680,259**	**658,694**
of which Italy	*225,094*	*255,527*	*281,793*
Americas [2]	**566,069**	**524,790**	**454,890**
of which United States	*482,451*	*452,770*	*384,544*
Greater China Region	**435,173**	**509,378**	**595,515**
Rest of APAC [3]	**228,809**	**229,877**	**192,492**
Other [4]	**3,050**	**2,343**	**2,958**
Total revenues	**1,916,947**	**1,946,647**	**1,904,549**

(1) EMEA includes Europe, the Middle East and Africa.
(2) Americas includes the United States of America, Canada, Mexico, Brazil and other Central and South American countries.
(3) Rest of APAC includes Japan, South Korea, Singapore, Thailand, Malaysia, Vietnam, Indonesia, Philippines, Australia, New Zealand, India and other Southeast Asian countries.

(4) Other revenues mainly include royalties.

Revenues in the Netherlands, the Company's country of domicile, amounted to €12,894 thousand, €12,314 thousand and €15,505 thousand for the years ended December 31, 2025, 2024 and 2023, respectively.

7. Cost of sales

Cost of sales in 2025, 2024 and 2023 amounted to €622,910 thousand, €650,087 thousand and €680,235 thousand, respectively, consisting of costs directly related to the production, procurement and supply of goods and services, including direct labor costs, costs for raw materials and components used to manufacture the Group's products (primarily fibers and yarns of wool, silk, cotton, linen, cashmere and related fabrics, as well as leather and certain rare raw materials such as vicuña yarns), costs for semi-finished products, finished goods, consumables and outsourced manufacturing from third parties. Cost of sales also includes depreciation, amortization and impairment of assets used for production, lease expenses, maintenance, write-downs of inventory, freight and duty, and other production related costs, including manufacturing overhead. The remaining costs mainly include insurance and transportation costs.

8. Selling, general and administrative expenses

Selling, general and administrative expenses in 2025, 2024 and 2023 amounted to €1,033,871 thousand, €1,008,324 thousand and €901,364 thousand, respectively, consisting mainly of costs for sales and administrative personnel, corporate bodies, consultancy and accounting fees, as well as depreciation, amortization and impairment of assets used for selling and administrative activities.

9. Marketing expenses

Marketing expenses in 2025, 2024 and 2023 amounted to €120,686 thousand, €121,384 thousand and €114,802 thousand, respectively, consisting mainly of costs for advertising and marketing activities, including personnel costs and costs for advertising, communications, media and events, such as fashion shows, store windows and displays. Marketing expenses also include depreciation, amortization and impairment of assets used in advertising and marketing activities.

10. Financial income, financial expenses and foreign exchange losses

The following table provides a breakdown for financial income, financial expenses and foreign exchange gains/(losses):

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Financial income			
Options - Changes in fair value	25,988	744	14,792
of which Thom Browne option	*22,059*	*—*	*11,587*
of which Dondi option	*3,929*	*744*	*3,205*
Securities	6,930	5,119	8,652
Hedging operations	3,960	4,652	2,968
Interest on financial other assets	1,941	1,935	2,707
Interest on financial receivables/loans	362	636	187
Interest income on interest rate swaps	1,952	3,597	6,767
Other financial income	376	9,345	1,209
Total financial income	**41,509**	**26,028**	**37,282**
Financial expenses			
Options - Changes in fair value	—	(3,496)	—
of which Thom Browne option	*—*	*(3,496)*	*—*
Hedging operations	(6,229)	(4,868)	(6,736)
Interest and financial charges for lease liabilities	(26,996)	(23,659)	(17,030)
Warrants - Changes in fair value	—	—	(22,909)
Securities	(1,068)	(1,886)	(4,412)
Interest on bank loans and overdrafts	(11,054)	(15,520)	(13,361)
Interest expenses on interest rate swaps	(1,909)	(492)	(300)
Other financial expenses	(3,215)	(2,074)	(3,373)
Total financial expenses	**(50,471)**	**(51,995)**	**(68,121)**
Foreign exchange gains/(losses)	**9,000**	**(11,338)**	**(5,262)**

Financial income and financial expenses relating to options represent the fair value changes during the period of liabilities for put options owned by the non-controlling interests in the Group's investments in Thom Browne group and Gruppo Dondi S.p.A. ("Dondi"). See *Note 28 — Other non-current financial liabilities* for additional details relating to the Group's written put options on non-controlling interests.

As a result of the exercise and redemption of warrants in the first quarter of 2023, the Group remeasured the related warrant liabilities and recognized financial expenses of €22,909 thousand.

Financial income and financial expenses for securities relate to investments in securities held by the Group.

Other financial income in 2024 includes a gain of €7,582 thousand from the disposal of a 45% interest in Sharmoon.EZ.Garments Co. Ltd, following which the Group continues to own a 5% interest in the company and account for the investment at fair value.

The foreign exchange impact on the non-controlling interest put option liability relating to the Thom Browne group, which is denominated in U.S. Dollars, amounted to gains of €14,718 thousand in 2025, losses of €7,770 thousand in 2024 and gains of €5,406 thousand in 2023. As a result of the sale of the Group's 100% interest in Ezesa Argentina S.A. in February 2024, cumulative translation losses amounting to €1,907 thousand relating to the original investment held in the company were reclassified from other comprehensive income and loss to foreign exchange losses within the consolidated statement of profit and loss for the year ended December 31, 2024. As a result of the acquisition of Tom Ford International in April 2023, cumulative translation losses amounting to €4,705 thousand related to the original investment held in Tom Ford International were reclassified from other comprehensive income and loss to foreign exchange losses within the consolidated statement of

profit and loss for the year ended December 31, 2023. For additional information relating to the TFI Acquisition, see *Note 39 — Business combinations*.

11. Income taxes

The following table provides a breakdown for income taxes:

	For the years ended December 31,		
(€ thousands)	**2025**	**2024**	**2023**
Current taxes	(39,503)	(39,243)	(54,795)
Deferred taxes	8,948	(504)	21,362
Income taxes	**(30,555)**	**(39,747)**	**(33,433)**

The table below provides a reconciliation between actual income taxes and the theoretical income taxes, calculated on the basis of the applicable corporate tax rate in effect in Italy, which was 24.0% for each of the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,		
(€ thousands, except percentages)	**2025**	**2024**	**2023**
Profit before taxes	140,042	130,608	169,094
Theoretical income tax expense - tax rate 24%	**(33,610)**	**(31,346)**	**(40,583)**
Tax effect on:			
Non-taxable income	4,730	4,302	11,454
Differences between foreign tax rates and the theoretical applicable tax rate	1,073	133	5,847
Tax (expense)/benefit relating to prior years	(113)	142	2,997
Deferred tax assets recognized from previous years	9,985	14,516	7,425
Deferred tax assets not recognized	(4,850)	(8,437)	(4,107)
Tax on dividends and earnings	757	(4,655)	(5,613)
Other tax items	(5,659)	(12,476)	(6,363)
Total tax expense, excluding IRAP	**(27,687)**	**(37,821)**	**(28,943)**
Effective tax rate, excluding IRAP	19.8%	29.0%	17.1%
Italian regional income tax expense (IRAP)	(2,868)	(1,926)	(4,490)
Total income tax	**(30,555)**	**(39,747)**	**(33,433)**
Effective tax rate	21.8%	30.4%	19.8%

In order to facilitate the understanding of the tax rate reconciliation presented above, income tax expense includes a presentation net of the Italian Regional Income Tax ("IRAP"), which is based on a measure of income defined by the Italian Civil Code as the difference between operating revenues and costs, before financial income and expense, the cost of fixed term employees, credit losses and any interest included in lease payments. The applicable IRAP rate was 5.57% for the Parent Company and 3.9% for the other Italian components, for each of the years ended December 31, 2025, 2024 and 2023.

Following the enactment of new tax legislation in Italy in 2021, the previous Patent Box tax regime was replaced with a new Patent Box tax regime under which the amount of qualifying expenses are deductible by an additional 110% (for both IRES and IRAP purposes). Specific transitional rules regulate the transition from the previous Patent Box tax regime to the new regime. In the first quarter of 2024 the Group filed for the new Patent Box tax regime and started recognizing its benefit starting in 2024.

For the year ended December 31, 2025, other tax items includes €2,800 thousand recognized for uncertain tax positions (€6,600 thousand for the year ended December 31, 2024).

The Pillar Two legislative tax framework introduced by the Organisation for Economic Co-operation and Development ("OECD"), which aims to ensure large multinational corporations pay a minimum level of tax on the income arising in each of the jurisdictions where they operate, has subsequently and progressively been enacted into local tax legislation in many countries around the world. Considering that the Group's ultimate parent Company is tax resident in Italy and the Italian tax authorities have enacted new tax legislation to implement the Pillar Two framework, the global minimum

top-up tax must be applied with respect to all subsidiaries of the Group starting from January 1, 2024. The application of the Pillar Two tax rules has not had a material impact on the Group and has been limited to certain operations abroad where the Pillar Two transitional safe harbor does not apply and the Pillar Two effective tax rate is below 15 percent. The Group has applied the mandatory temporary exception for the recognition of and disclosure relating to deferred tax assets and liabilities arising from the jurisdictional implementation of the Pillar Two model rules.

Deferred tax assets and deferred tax liabilities

Deferred taxes reflect the net tax effect of temporary differences between the book value and the taxable amount of assets and liabilities. The accounting of assets for deferred taxes was duly adjusted to take account of the effective possibility to be realized.

Certain Italian entities of the Group participate in a group Italian tax consolidation (tax unity) under the Group's parent company, Ermenegildo Zegna N.V., and may therefore offset taxable income against tax losses of the companies participating in the Italian tax consolidation regime.

The following tables provide a breakdown for deferred tax assets and deferred tax liabilities:

(€ thousands)	**At December 31, 2024**	**Recognized in profit and loss**	**Recognized in comprehensive income/(loss)**	**Exchange differences and other**	**At December 31, 2025**
Deferred tax assets arising on:					
Employee benefits	6,568	175	52	(249)	6,546
Property, plant and equipment	6,872	(869)	—	(246)	5,757
Lease liabilities	116,599	13,165	—	(837)	128,927
Intangible assets	3,216	269	—	883	4,368
Provision for obsolete inventory	29,351	1,909	—	(402)	30,858
Elimination of intercompany margin on inventory	40,694	(540)	—	(3,161)	36,993
Provisions	2,354	3,678	—	(2,495)	3,537
Financial assets	1,706	—	(351)	296	1,651
Tax losses	50,188	(2,487)	—	3,480	51,181
Other	11,253	6,744	—	(15,098)	2,899
Deferred tax assets (prior to offsetting)	**268,801**	**22,044**	**(299)**	**(17,829)**	**272,717**
Offsetting of deferred tax assets	(102,772)				(108,670)
Total deferred tax assets	**166,029**				**164,047**
Deferred tax liabilities arising on:					
Property, plant and equipment	1,390	1,479	—	(445)	2,424
Right-of-use assets	109,362	11,525	—	(7,439)	113,448
Intangible assets	47,100	1,121	—	411	48,632
Financial assets fair value	1,300	196	(4)	(39)	1,453
Other	21,749	(1,225)	1,254	(3,034)	18,744
Deferred tax liabilities (prior to offsetting)	**180,901**	**13,096**	**1,250**	**(10,546)**	**184,701**
Offsetting of deferred tax liabilities	(102,772)				(108,670)
Total deferred tax liabilities	**78,129**				**76,031**

(€ thousands)	At December 31, 2023	Recognized in profit and loss	Recognized in comprehensive income/(loss)	Exchange differences and other	At December 31, 2024
Deferred tax assets arising on:					
Employee benefits	6,030	224	18	296	6,568
Property, plant and equipment	8,583	(1,215)	—	(496)	6,872
Lease liabilities	103,099	333	—	13,167	116,599
Intangible assets	3,379	70	—	(233)	3,216
Provision for obsolete inventory	28,959	(1,677)	—	2,069	29,351
Elimination of intercompany margin on inventory	39,701	61	—	932	40,694
Provisions	2,368	(817)	—	803	2,354
Financial assets	1,448	—	258	—	1,706
Tax losses	46,366	4,196	—	(374)	50,188
Other	7,165	(2,149)	1,214	5,023	11,253
Deferred tax assets (prior to offsetting)	**247,098**	**(974)**	**1,490**	**21,187**	**268,801**
Offsetting of deferred tax assets	(86,220)				(102,772)
Total deferred tax assets	**160,878**				**166,029**
Deferred tax liabilities arising on:					
Property, plant and equipment	296	(414)	—	1,508	1,390
Right-of-use assets	96,615	83	—	12,664	109,362
Intangible assets	46,860	1,647	—	(1,407)	47,100
Financial assets fair value	1,817	76	(584)	(9)	1,300
Other	14,517	(1,862)	222	8,872	21,749
Deferred tax liabilities (prior to offsetting)	**160,105**	**(470)**	**(362)**	**21,628**	**180,901**
Offsetting of deferred tax liabilities	(86,220)				(102,772)
Total deferred tax liabilities	**73,885**				**78,129**

The decision to recognize deferred tax assets is made for each company in the Group by assessing whether the conditions exist for the future recoverability of such assets by taking into account the basis of the most recent forecasts from budgets and business plans. Deferred tax assets and deferred tax liabilities of the individual companies are offset where they may be legally offset and management has the intention to settle them through netting.

The following table provides the details of tax losses carried forward for which no deferred tax assets were recognized:

	At December 31,	
(€ thousands)	**2025**	**2024**
Expiry within 1 year	9,793	13,462
Expiry 1-5 years	15,211	36,787
Expiry over 5 years	27,022	39,319
No expiration	227,718	177,010
Total tax losses carried forward	**279,744**	**266,578**

12. Earnings per share

Basic and diluted earnings per share are calculated as the ratio of net profit or (loss) attributable to the shareholders of the Company by the weighted average number of outstanding ordinary shares (basic and diluted) of the Company.

The following table summarizes the amounts used to calculate basic and diluted earnings per share.

	For the years ended December 31,		
(€ thousands, except per share data)	**2025**	**2024**	**2023**
Profit attributable to shareholders of the Parent Company	**98,582**	**77,083**	**121,529**
Weighted average number of shares for basic earnings per share	**259,598,645**	**251,531,105**	**247,015,882**
Adjustments for calculation of diluted earnings per share:			
Long-term incentive awards [(1)]	1,310,639	1,852,226	2,124,670
CEO share awards [(2)]	389,436	713,615	2,283,381
Non-executive directors remuneration in shares [(3)]	173,266	142,150	149,836
IPO PSUs [(4)]	—	—	790,000
Weighted average number of shares for diluted earnings per share	**261,471,986**	**254,239,096**	**252,363,769**
Basic earnings per share in Euro	**0.38**	**0.31**	**0.49**
Diluted earnings per share in Euro	**0.38**	**0.30**	**0.48**

For the years ended December 31, 2025, 2024 and 2023, the diluted weighted average number of shares outstanding was increased to take into consideration the effect of potential ordinary shares relating to equity awards granted by the Group, to the extent to which they are dilutive. Potential ordinary shares are assumed to be converted into ordinary shares at the beginning of the period, except for new potential ordinary shares relating to awards granted during the period, which are considered converted from their grant date. The adjustments for the calculation of the weighted average number of shares for diluted earnings per share are further explained below. For additional information relating to equity awards granted by the Group, see also *Note 37 — Share-based payments*.

(1) Long-term incentive awards — Potential ordinary shares of the Company represented by performance share units ("PSUs") and retention restricted share units ("RSUs") granted to the Group's senior management (the "Senior Management Team") and other employees of the Group, which in the case of the PSUs are considered to be potential ordinary shares if the related performance conditions would have been met based on the Group's performance up to the reporting date, and in the case of the RSUs are considered to be potential ordinary shares if the recipient was still employed by the Group at the reporting date. Long-term incentive awards for 2023 also include potential ordinary shares of the Company granted to the Senior Management Team equal to a value of $7,500 thousand, which are considered to be potential ordinary shares if the recipient was still employed by the Group at the reporting date.

(2) CEO share awards — Potential ordinary shares of the Company from (i) the exercise of share purchase rights of all or part of the fixed remuneration of the Group Chairman and Chief Executive Officer ("CEO"), and (ii) PSUs granted to the Group's Chairman and CEO, which are considered to be potential ordinary shares if the related performance conditions would have been met based on the Group's performance up to the reporting date. These potential ordinary shares all refer to the Group's Chairman and CEO that was in office during the year ended December 31, 2025.

(3) Non-executive directors remuneration in shares — Potential ordinary shares of the Company granted to the non-executive directors for 50% of their annual base remuneration for services provided and which, under the related terms and conditions, will be delivered to the recipients in the second year subsequent to the year in which the services are provided.

(4) IPO PSUs — PSUs related to the Company's public listing, granted to the Group's Chairman and CEO in office during the year ended December 31, 2025 and certain members of the Senior Management Team, which were considered to be potential ordinary shares if the related performance and market conditions were met and the recipients were still employed by the Group at the reporting date.

13. Other information by nature

The following table provides a breakdown of depreciation and amortization and of personnel costs within the consolidated statement of profit and loss:

(€ thousands)	For the years ended December 31,					
	2025		2024		2023	
	Depreciation and amortization	**Personnel costs**	**Depreciation and amortization**	**Personnel costs**	**Depreciation and amortization**	**Personnel costs**
Cost of sales	(17,143)	(143,269)	(16,135)	(136,486)	(16,376)	(132,447)
Selling, general and administrative expenses	(224,624)	(375,002)	(205,476)	(362,262)	(174,905)	(344,421)
Marketing expenses	(3,117)	(13,360)	(3,143)	(11,878)	(1,889)	(10,276)
Total	**(244,884)**	**(531,631)**	**(224,754)**	**(510,626)**	**(193,170)**	**(487,144)**

At December 31, 2025, 2024 and 2023, the Group had 7,437 and 7,395 and 7,201 employees, respectively.

14. Intangible assets

The following table presents a breakdown for intangible assets.

(€ thousands)	Goodwill	Brand	Concessions, licenses, trademarks and patents	Other intangible assets	Intangible assets in progress	Total
Historical cost at January 1, 2024	**256,270**	**162,832**	**143,921**	**170,040**	**106**	**733,169**
Additions	—	—	2,224	25,901	373	28,498
Disposals	—	—	(2,802)	(711)	—	(3,513)
Business combinations	8,280	—	—	—	—	8,280
Exchange differences	11,080	10,360	6,463	1,755	1	29,659
Other movements and reclassifications	—	—	3,518	(1,751)	(226)	1,541
Balance at December 31, 2024	**275,630**	**173,192**	**153,324**	**195,234**	**254**	**797,634**
Additions	—	—	1,454	22,128	828	24,410
Disposals	—	—	(85)	(1,316)	—	(1,401)
Exchange differences	(28,396)	(20,061)	(12,688)	(3,556)	(7)	(64,708)
Other movements and reclassifications	—	—	90	172	(251)	11
Balance at December 31, 2025	**247,234**	**153,131**	**142,095**	**212,662**	**824**	**755,946**
Accumulated amortization at January 1, 2024	**—**	**—**	**(41,348)**	**(119,547)**	**—**	**(160,895)**
Amortization	—	—	(5,466)	(16,686)	—	(22,152)
Impairment	—	—	—	(58)	—	(58)
Disposals	—	—	3,029	692	—	3,721
Exchange differences	—	—	(425)	(1,502)	—	(1,927)
Other movements and reclassifications	—	—	(3,057)	1,097	—	(1,960)
Balance at December 31, 2024	**—**	**—**	**(47,267)**	**(136,004)**	**—**	**(183,271)**
Amortization	—	—	(5,053)	(19,264)	—	(24,317)
Impairment	—	—	—	(72)	—	(72)
Disposals	—	—	85	1,218	—	1,303
Exchange differences	—	—	1,141	3,098	—	4,239
Other movements and reclassifications	—	—	(29)	287	—	258
Balance at December 31, 2025	**—**	**—**	**(51,123)**	**(150,737)**	**—**	**(201,860)**
Carrying amount at:						
January 1, 2024	**256,270**	**162,832**	**102,573**	**50,493**	**106**	**572,274**
December 31, 2024	**275,630**	**173,192**	**106,057**	**59,230**	**254**	**614,363**
December 31, 2025	**247,234**	**153,131**	**90,972**	**61,925**	**824**	**554,086**

Goodwill and brands with an indefinite useful life

The Group's goodwill and brands with an indefinite useful life are allocated to the following operating segments.

	At December 31,	
(€ thousands)	**2025**	**2024**
Zegna segment	32,588	33,344
Thom Browne segment	367,777	415,478
Total goodwill and brands with an indefinite useful life	**400,365**	**448,822**

In 2024, the Group recognized goodwill of €8,280 thousand in relation to the acquisition of the ZEGNA business in South Korea. For additional information, see *Note 39 — Business combinations*.

In accordance with IAS 36, goodwill and brands with an indefinite useful life are not amortized and are tested for impairment annually, or more frequently if facts or circumstances indicate that the asset may be impaired. Goodwill and

brands with an indefinite useful life are allocated to each of the Group's CGUs (or groups of CGUs) and the recoverable amount of all CGUs and groups of CGUs is based on a value in use calculation, which uses cash flow projections based on the last approved budget forecast calculations, which are prepared separately for each CGU. These budget and forecast calculations generally cover a period of at least three years. A long-term growth rate is calculated and applied to project future cash flows after the initial forecast period. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The main assumptions applied by management to calculate the recoverable amount of goodwill and brands with an indefinite useful life for the impairment test are described below and presented in the subsequent tables.

- Discount rate (WACC): The rate used to discount cash flows was calculated using the post-tax weighted average cost of capital ("WACC") rate. The WACC rate was calculated for each CGU and group of CGUs subject to impairment, considering the parameters specific to the geographical areas of the CGUs: market risk premium and sovereign bond yield. The WACC rate used ranged between 8.68% and 9.46% for the 2025 impairment test and between 8.75% and 9.46% for the 2024 test;

- EBITDA for the forecast period: The EBITDA compound annual growth rate (CAGR) applied by management to calculate the expected future cash flows. See tables below for the EBITDA assumptions utilized to calculate the expected future cash flows, and

- Terminal value growth rate (growth rate used to extrapolate cash flows beyond the forecast period): Determined using the perpetuity method at a long-term growth rate which represents the present value of all expected future cash flows at the last year of projection. The growth rate used to calculate the terminal value was 3.00% for the Zegna segment and ranged between 2.75% and 3.00% for the Thom Browne segment, and was determined according to the diverging inflation and GDP outlook in the related geographical areas.

Impairment test results and sensitivity analysis

The following tables present the results of the impairment tests, as well as sensitivity analyses performed to verify whether reasonably possible changes in the main assumptions used to determine the recoverable amounts would significantly affect the results of the impairment tests for those CGUs that have significant goodwill and brands with an indefinite useful life allocated to them.

	2025						
		Existing assumptions			Sensitivity effects on headroom		
(€ millions, except percentages and basis points)	**Headroom**	**WACC (%)**	**EBITDA CAGR (%) vs. 2025**	**Growth rate (%)**	**WACC +100 bps**	**EBITDA -500 bps**	**Growth rate -50 bps**
CGU Thom Browne group	110	8.68%	+50.3%	2.75%	54	55	60
CGU Thom Browne Korea Ltd.	25	8.72%	+42.9%	3.00%	21	20	22
CGU Ermenegildo Zegna Korea Co.Ltd.	1	8.72%	+31.2%	3.00%	—	(1)	—
CGU Gruppo Dondi S.p.A.	29	9.46%	+7.9%	3.00%	25	25	25
CGU Bonotto S.p.A.	14	9.46%	+7.0%	3.00%	12	12	12
CGU In.Co. S.p.A.	40	9.46%	+41.1%	3.00%	23	25	25
CGU Tessitura Ubertino S.r.l.	28	9.46%	+10.6%	3.00%	25	26	26

2024							
		Existing assumptions			Sensitivity effects on headroom		
(€ millions, except percentages and basis points)	**Headroom**	**WACC (%)**	**EBITDA CAGR (%) vs. 2024**	**Growth rate (%)**	**WACC +100 bps**	**EBITDA -500 bps**	**Growth rate -50 bps**
CGU Thom Browne group	396	8.75%	+31.5%	2.75%	247	325	325
CGU Thom Browne Korea Ltd.	30	9.01%	+28.7%	3.00%	21	26	26
CGU Ermenegildo Zegna Korea Co.Ltd.	5	9.01%	+52.5%	3.00%	3	3	4
CGU Gruppo Dondi S.p.A.	49	9.46%	+17.0%	3.00%	38	44	44
CGU Bonotto S.p.A.	19	9.46%	+9.1%	3.00%	13	16	16
CGU In.Co. S.p.A.	83	9.46%	+60.8%	3.00%	53	69	68
CGU Tessitura Ubertino S.r.l.	23	9.46%	+4.5%	3.00%	19	21	21

Based on the impairment tests performed, no impairment of goodwill or brands with an indefinite useful life was recognized.

TOM FORD FASHION license agreement

As part of the TFI Acquisition completed in April 2023, the Group became a long-term licensee for all TOM FORD men's and women's fashion, as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products. As a result, the Group recognized the fair value of the TOM FORD FASHION license agreement within intangible assets and property, plant and equipment for a total amount of €99,295 thousand at the acquisition date. The estimated useful life of the license agreement is 30 years. For additional information relating to the TFI Acquisition, see *Note 39 — Business combinations*.

As a result of slowing demand for luxury products in 2024 and 2025 due to challenging consumer confidence and conditions for the luxury sector, management performed an impairment test over the Tom Ford Fashion segment for 2024 and 2025.

The main assumptions applied by management to calculate the recoverable amount of the Tom Ford Fashion segment for the impairment test are described below and presented in the subsequent tables.

- Discount rate (WACC): The rate used to discount cash flows was calculated using the post-tax WACC rate. The WACC rate was calculated considering the parameters specific to the geographical areas: market risk premium and sovereign bond yield. The WACC rate used was 9.92% for the 2025 impairment test and 9.62% for the 2024 test;

- EBITDA for the forecast period: The EBITDA applied by management to calculate the expected future cash flows. See table below for the EBITDA assumptions utilized to calculate the expected future cash flows, and

- Terminal value growth rate (growth rate used to extrapolate cash flows for years eleven to thirty of the license agreement): Determined using the perpetuity method at a long-term growth rate which represents the present value of all expected future cash flows at the last year of projection. The growth rate used to calculate the terminal value was 3.00%, which was determined according to the diverging inflation and GDP outlook in the related geographical areas.

Impairment test results and sensitivity analysis

The following tables present the results of the impairment tests performed, as well as sensitivity analyses performed to verify whether reasonably possible changes in the main assumptions used to determine the recoverable amount of the Tom Ford Fashion segment would significantly affect the results of the impairment tests.

		2025					
		Existing assumptions			Sensitivity effects on impairment		
(€ millions, except percentages and basis points)	**Headroom**	**WACC (%)**	**EBITDA CAGR (%) vs. 2025**	**Growth rate (%)**	**WACC +100 bps**	**EBITDA -500 bps**	**Growth rate -50 bps**
Tom Ford Fashion segment	53	9.92%	+47.3%	3.00%	9	12	44

		2024					
		Existing assumptions			Sensitivity effects on impairment		
(€ millions, except percentages and basis points)	**Headroom**	**WACC (%)**	**EBITDA CAGR (%) vs. 2024**	**Growth rate (%)**	**WACC +100 bps**	**EBITDA -500 bps**	**Growth rate -50 bps**
Tom Ford Fashion segment	64	9.62%	+9.0%	3.00%	14	16	55

Based on the impairment tests performed, no impairment of the Tom Ford Fashion segment was recognized.

15. Property, plant and equipment

The following table presents a breakdown for property, plant and equipment.

(€ thousands)	Land and buildings	Plant and machinery	Industrial and commercial equipment	Leasehold improvements	Other tangible assets	Tangible assets under construction and advances	Total
Historical cost at January 1, 2024	**8,581**	**161,755**	**162,500**	**251,565**	**6,429**	**5,426**	**596,256**
Additions	8,884	8,482	22,812	47,297	376	11,971	99,822
Disposals	—	(3,876)	(16,726)	(12,941)	(86)	(21)	(33,650)
Business combinations	—	—	109	877	—	28	1,014
Exchange differences	5	(15)	4,768	9,587	16	39	14,400
Reclassifications	(77)	528	1,948	(207)	375	(6,541)	(3,974)
Balance at December 31, 2024	**17,393**	**166,874**	**175,411**	**296,178**	**7,110**	**10,902**	**673,868**
Additions	1,100	7,393	19,379	26,355	580	26,698	81,505
Disposals	—	(2,750)	(5,910)	(18,565)	(304)	(179)	(27,708)
Business combinations	—	—	632	—	—	—	632
Exchange differences	—	(36)	(13,012)	(26,544)	(94)	(689)	(40,375)
Reclassifications	(1)	931	2,626	9,386	311	(12,964)	289
Balance at December 31, 2025	**18,492**	**172,412**	**179,126**	**286,810**	**7,603**	**23,768**	**688,211**
Accumulated depreciation at January 1, 2024	**(4,437)**	**(134,701)**	**(128,912)**	**(164,147)**	**(4,451)**	**—**	**(436,648)**
Depreciation	(239)	(6,756)	(14,666)	(31,440)	(819)	—	(53,920)
Impairment	—	(108)	(1,642)	(1,483)	—	—	(3,233)
Disposals	—	3,845	16,320	12,474	188	—	32,827
Exchange differences	(5)	7	(4,334)	(7,781)	2	—	(12,111)
Reclassifications	98	33	(1,672)	5,638	(74)	—	4,023
Balance at December 31, 2024	**(4,583)**	**(137,680)**	**(134,906)**	**(186,739)**	**(5,154)**	**—**	**(469,062)**
Depreciation	(242)	(7,267)	(15,646)	(34,070)	(446)	—	(57,671)
Impairment	—	22	(1,312)	(3,736)	—	—	(5,026)
Disposals	—	2,626	5,326	17,979	290	—	26,221
Exchange differences	—	12	10,791	19,001	61	—	29,865
Reclassifications	2	(10)	(1,364)	259	(181)	—	(1,294)
Balance at December 31, 2025	**(4,823)**	**(142,297)**	**(137,111)**	**(187,306)**	**(5,430)**	**—**	**(476,967)**
Carrying amount at:							
January 1, 2024	**4,144**	**27,054**	**33,588**	**87,418**	**1,978**	**5,426**	**159,608**
December 31, 2024	**12,810**	**29,194**	**40,505**	**109,439**	**1,956**	**10,902**	**204,806**
December 31, 2025	**13,669**	**30,115**	**42,015**	**99,504**	**2,173**	**23,768**	**211,244**

Directly operated stores (DOSs)

The Group's tests the non-current assets of its DOSs that are amortized or depreciated on a systematic basis for impairment if any indicators of impairment are identified or if there are changes to planning assumptions that could suggest that the carrying amount of the assets is not recoverable. For this purpose, the Group conducts a triggering event test for each

DOS store. If defined year-on-year profitability indicators are not achieved, the non-current assets of the store in question are tested for impairment.

The impairment test of DOSs assets takes into consideration those right-of-use assets, intangible assets and property, and plant and equipment elements relating to directly operated stores of the Zegna segment, Thom Browne segment and Tom Ford Fashion segment. The result of the impairment test of DOSs on the consolidated financial statements is obtained by comparing the recoverable amount, based on the value in use, of each CGU or group of CGUs with the carrying amount of the tangible and intangible assets allocated to the CGU, including leases recognized in accordance with IFRS 16.

The main assumptions applied by management to calculate the recoverable amount of the Group's DOSs for the impairment test are described below and presented in the subsequent sensitivity analysis tables.

- Discount rate (WACC): The rate used to discount cash flows was calculated using the pre-tax WACC rate. The WACC rate was calculated for each CGU and group of CGUs subject to impairment, considering the parameters specific to the geographical areas of the CGUs: market risk premium and sovereign bond yield;

- Revenues for the forecast period: The revenues CAGR applied by management to calculate the expected future cash flows, and

- Terminal value growth rate (growth rate used to extrapolate cash flows beyond the forecast period): Reflects the long-term growth expectations and is determined by applying a long-term growth rate to projected cash flows over a finite terminal period following the explicit forecast period. The finite terminal period is generally ten years.

Impairment test results and sensitivity analysis

The following table presents the results of the impairment tests performed over the Group's DOSs, as well as sensitivity analyses performed to verify whether reasonably possible changes in the main assumptions used to determine the recoverable amount of the DOSs would significantly affect the results of the impairment tests.

		Existing assumptions			Sensitivity effects on impairment		
(€ millions, except percentages and basis points)	**Impairment**	**WACC (%)**	**Revenues CAGR (%) vs. current year**	**Growth rate (%)**	**WACC +100 bps**	**Revenues -250 bps**	**Growth rate -50 bps**
Zegna segment DOSs							
2025	(4,129)	8.06% / 14.31%	-7.0%	1.50% / 4.00%	(4,484)	(4,850)	(4,186)
2024	(4,150)	8.05% / 14.09%	+6.7%	1.00% / 4.00%	(4,734)	(5,084)	(4,262)
Thom Browne segment DOSs							
2025	(495)	10.32% / 14.15%	+24.5%	2.00% / 3.00%	(605)	(688)	(513)
2024	(2,957)	10.66% / 13.06%	+11.1%	2.50% / 3.00%	(3,032)	(3,614)	(2,969)
Tom Ford Fashion segment DOSs							
2025	(10,415)	9.52% / 13.66%	+12.1%	2.00% / 3.00%	(10,654)	(11,438)	(10,433)
2024	(4,089)	8.45%/13.14%	+16.9%	2.00% / 3.00%	(4,323)	(4,620)	(4,140)

The results of the sensitivity analyses showed that negative changes in the main assumptions could lead to additional impairment losses.

The following tables present the impairment and the reversal of impairment that was recognized in relation to the Group's DOSs in 2025, 2024 and 2023.

	For the year ended December 31, 2025		
(€ thousand)	**Property, plant and equipment**	**Right-of-use assets**	**Intangible assets**
DOSs impairment			
Zegna segment	1,671	2,450	8
Thom Browne segment	251	244	—
Tom Ford Fashion segment	3,104	7,247	64
Total DOSs impairment for the Group	**5,026**	**9,941**	**72**

	For the year ended December 31, 2024		
(€ thousand)	**Property, plant and equipment**	**Right-of-use assets**	**Intangible assets**
DOSs impairment			
Zegna segment	688	3,404	58
Thom Browne segment	752	2,205	—
Tom Ford Fashion segment	1,793	2,296	—
Total DOSs impairment for the Group	**3,233**	**7,905**	**58**

	For the year ended December 31, 2023		
(€ thousand)	**Property, plant and equipment**	**Right-of-use assets**	**Intangible assets**
DOSs impairment			
Zegna segment	551	268	35
of which impairment	*595*	*268*	*37*
of which reversal of impairment	*(44)*	*—*	*(2)*
Thom Browne segment	18	—	—
Tom Ford Fashion segment	346	564	—
Total DOSs impairment for the Group	**915**	**832**	**35**

Corporate assets impairment test

Corporate assets are tested for impairment if facts or circumstances indicate that their carrying amount may be impaired on the basis of trigger events at the reporting segment level. There were no impairment indicators identified for corporate assets in 2025, 2024 or 2023.

16. Right-of-use assets

The following table provides a breakdown for right-of-use assets.

(€ thousands)	Land and buildings	Industrial and commercial equipment	Plant and machinery	Other right-of-use assets	Total
Historical cost at January 1, 2024	**971,033**	**45**	**168**	**6,765**	**978,011**
Additions	190,998	121	—	5,002	196,121
Disposals	(55,907)	(2)	(168)	(2,733)	(58,810)
Exchange differences	35,465	—	—	(23)	35,442
Balance at December 31, 2024	**1,141,589**	**164**	**—**	**9,011**	**1,150,764**
Additions	296,907	247	—	2,949	300,103
Disposals	(55,246)	(85)	—	(2,586)	(57,917)
Business combinations	680	—	—	—	680
Exchange differences	(83,979)	(4)	—	(47)	(84,030)
Reclassification	1,912	—	—	—	**1,912**
Balance at December 31, 2025	**1,301,863**	**322**	**—**	**9,327**	**1,311,512**
Accumulated amortization at January 1, 2024	**(440,434)**	**(15)**	**(150)**	**(3,460)**	**(444,059)**
Amortization	(146,297)	(37)	(23)	(2,325)	(148,682)
Impairments	(7,905)	—	—	—	(7,905)
Disposals	47,839	1	173	2,158	50,171
Exchange differences	(18,859)	—	—	7	(18,852)
Balance at December 31, 2024	**(565,656)**	**(51)**	**—**	**(3,620)**	**(569,327)**
Amortization	(160,202)	(71)	—	(2,623)	(162,896)
Impairments	(9,941)	—	—	—	(9,941)
Disposals	38,007	29	—	2,072	40,108
Exchange differences	44,001	1	—	37	44,039
Reclassification	(1,054)	—	—	—	(1,054)
Balance at December 31, 2025	**(654,845)**	**(92)**	**—**	**(4,134)**	**(659,071)**
Carrying amount at:					
January 1, 2024	**530,599**	**30**	**18**	**3,305**	**533,952**
December 31, 2024	**575,933**	**113**	**—**	**5,391**	**581,437**
December 31, 2025	**647,018**	**230**	**—**	**5,193**	**652,441**

The Group leases various retail stores, warehouses, equipment and vehicles. Rental contracts are typically made for fixed periods of 1 year to 15 years but may have extension options. Contracts may contain both lease and non-lease components. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Extension options in a range of 1 year to 10 years are included in a number of property leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. Such extension options are exercisable only by the Group and not by the respective lessor. Other tangible assets mainly refer to vehicles.

For the years ended December 31, 2025, 2024 and 2023 impairments were recognized for an amount of:

- €9,941 thousand in 2025 primarily related to leased stores in the Greater China Region and rest of APAC that are part of the Tom Ford Fashion segment, and the Greater China Region that are part of the Zegna segment;
- €7,905 thousand in 2024 primarily related to leased stores in Europe and the United States that are part of the Thom Browne segment, the Greater China Region and South Korea that are part of the Tom Ford Fashion segment, and the United States, EMEA and the Greater China Region that are part of the Zegna segment, and

- €832 thousand in 2023 primarily related to leased stores in Greater China Region that are part of the Tom Ford Fashion segment and in Europe that are part of the Zegna segment.

For details related to the impairment testing performed over right-of-use assets, please refer to *Note 15 — Property, plant and equipment.*

17. Investments accounted for using the equity method

The Group's ownership percentages and the carrying value of investments accounted for using the equity method were as follows:

(€ thousands, except percentages)	Filati Biagioli Modesto S.p.A.	Norda Run Inc.	Luigi Fedeli e Figlio S.r.l.	Total investments accounted for using the equity method
Group's percentage interest at December 31, 2025	48.5%	32.5%	15%	
Group's percentage interest at December 31, 2024	45%	25%	15%	
At January 1, 2024	**7,490**	**6,621**	**4,654**	**18,765**
Net income/(loss)	900	174	(13)	1,061
Translation differences	—	(136)	—	(136)
At December 31, 2024	**8,390**	**6,659**	**4,641**	**19,690**
Additions	354	4,040	—	4,394
Net income	261	231	32	524
Translation differences	—	(427)	—	(427)
At December 31, 2025	**9,005**	**10,503**	**4,673**	**24,181**

Certain financial information of companies accounted for using the equity method is provided below at and for the period from the acquisition date to December 31, 2025 or for the year ended December 31, 2025, as required by IFRS 12— *Disclosure of Interest in Other Entities* ("IFRS 12").

(€ thousands)	Norda Run Inc.	Filati Biagioli Modesto S.p.A.	Luigi Fedeli e Figlio S.r.l.
Total assets	7,826	68,447	34,081
Total liabilities	866	49,880	24,457
Total equity	6,961	18,567	9,624
Net revenues	15,201	41,031	27,030
Net income/(loss)	899	(174)	396

18. Other non-current financial assets

The following table provides a breakdown for other non-current financial assets:

	At December 31,	
(€ thousands)	**2025**	**2024**
Guarantee deposits	32,375	34,021
Lease receivables from sublease	1,235	1,585
Other	4,886	5,880
Total other non-current financial assets	**38,496**	**41,486**

There are no expected credit losses associated with the guarantee deposits.

Other primarily related to investments in other companies, which are measured at fair value at December 31, 2025 and 2024.

19. Inventories

The following table provides a breakdown for inventories (net of the provision for slow moving and obsolete inventories):

	At December 31,	
(€ thousands)	**2025**	**2024**
Raw materials, ancillary materials and consumables	113,241	90,461
Work-in-progress and semi-finished products	49,898	49,442
Finished goods	343,764	381,112
Total inventories	**506,903**	**521,015**

The amount of provisions for slow moving and obsolete inventories recognized for the years ended December 31, 2025, 2024 and 2023 was €32,774 thousand, €48,260 thousand and €59,558 thousand respectively.

The following table provides the changes in the total provision for slow moving and obsolete inventories for the years ended December 31, 2025 and 2024.

	2025	**2024**
At January 1,	**(207,078)**	**(175,222)**
Provisions	(32,774)	(48,260)
Utilizations and releases	30,302	22,515
Exchange differences and other changes	12,300	(6,111)
At December 31,	**(197,250)**	**(207,078)**

20. Trade receivables

The following table presents a breakdown for trade receivables.

	At December 31,	
(€ thousands)	**2025**	**2024**
Trade receivables before loss allowance	250,139	263,380
Loss allowance	(23,052)	(14,590)
Total trade receivables	**227,087**	**248,790**

The following table presents a breakdown for the loss allowance relating to trade receivables.

	Loss allowance	
(€ thousands)	**2025**	**2024**
At January 1,	**(14,590)**	**(6,681)**
Provisions	(12,720)	(11,174)
Utilizations	2,999	353
Releases	341	3,062
Exchange differences and other	918	(150)
At December 31,	**(23,052)**	**(14,590)**

The Group applies the simplified approach available under IFRS 9 to always measure the loss allowance for trade receivables at an amount equal to their lifetime expected credit losses. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which

the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date (See *Note 35 — Qualitative and quantitative information on financial risks* for additional information).

The Group has recognized a loss allowance of 100% against all receivables that are greater than 180 days past due because historical experience has indicated that these receivables are generally not recoverable, except in certain cases where the receivables are covered by insurance agreements. The Group generally writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery (e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings). None of the trade receivables that have been written off are subject to enforcement activities.

In 2025, the Group recognized additional provisions to the loss allowance of €10,077 thousand in relation to expected losses on trade receivables owing from Saks Global following its voluntary filing for reorganization under Chapter 11 of the U.S. Bankruptcy Code in January 2026. The amount was recorded within selling, general and administrative expenses.

The following table presents trade receivables by geographic area.

	At December 31,	
(€ thousands)	**2025**	**2024**
EMEA [(1)]	**97,064**	**97,619**
of which Italy	*60,898*	*58,460*
Americas [(2)]	**57,914**	**65,491**
of which United States	*43,309*	*50,294*
Greater China Region	**43,457**	**56,682**
Rest of APAC [(3)]	**28,652**	**28,998**
Total trade receivables	**227,087**	**248,790**

(1) EMEA includes Europe, the Middle East and Africa.

(2) Americas includes the United States of America, Canada, Mexico, Brazil and other Central and South American countries.

(3) Rest of APAC includes Japan, South Korea, Singapore, Thailand, Malaysia, Vietnam, Indonesia, Philippines, Australia, New Zealand, India and other Southeast Asian countries.

21. Derivative financial instruments

The Group enters into certain derivative contracts in the course of its risk management activities, primarily to hedge the currency risks associated with exchange rate fluctuations for sales that originate in currencies other than the Euro, as well as to hedge the interest rate risk on borrowings. The Company only enters into these contracts for hedging purposes as the Group's financial management policy does not permit trading in financial instruments for speculative purposes. Derivative financial instruments meeting the hedge requirements of IFRS 9 are accounted for using hedge accounting. Changes in the fair value of derivative financial instruments not qualifying for hedge accounting are recognized in profit or loss in the relevant reporting period. The interest rate and currency derivatives used by the Company are over the counter (OTC) instruments, meaning those negotiated bilaterally with market counterparties, and the determination of their current value is based on valuation techniques that use input parameters (such as interest rate curves, foreign exchange rates, etc.) observable on the market (level 2 of the fair value hierarchy defined in IFRS 13 — *Fair Value Measurement*).

Derivatives are measured at fair value each reporting date by taking as a reference the applicable foreign currency exchange rates or the interest rates and yield curves observable at commonly quoted intervals.

The Group's outstanding derivative instruments are presented below.

(€ thousands)	At December 31, 2025			At December 31, 2024		
	Notional Amount	**Positive Fair Value**	**Negative Fair Value**	**Notional Amount**	**Positive Fair Value**	**Negative Fair Value**
Foreign currency exchange risk						
Foreign currency derivatives	835,812	6,993	(4,315)	756,316	1,596	(14,699)
Interest rate risk						
Interest rate swaps	81,295	62	(261)	82,631	115	(439)
Total derivatives instruments - Notional / Assets / (Liabilities)	**917,107**	**7,055**	**(4,576)**	**838,947**	**1,711**	**(15,138)**

At December 31, 2025 and 2024, derivative financial instruments mainly include foreign currency derivative contracts used by the Group to hedge the risks associated with fluctuations in the Euro/U.S. Dollar exchange rate for sales in U.S. Dollars and in the Euro/Chinese Renminbi exchange rate for sales in Chinese Renminbi.

Hedging derivatives

All contracts in place at the reporting date were entered into with major financial institutions, and no counterparties are expected to default. A liquidity analysis of the derivative contract maturities is provided in the financial risks section of these notes.

The cash flows resulting from the Group's international activities are exposed to exchange rate volatility. In order to hedge this risk, the Group enters into forward sale and purchase agreements, so as to guarantee the value of identified cash flows in Euro (or in other currencies used locally). The projected future cash flows mainly relate to the collection of trade receivables, the settlement of trade payables and financial cash flows. The notional amount of foreign exchange forward contracts to hedge projected future cash flows is presented below.

	For the years ended December 31,	
(€ thousands)	**2025**	**2024**
USD	314,100	278,068
CHF	402	—
CNY	263,735	255,447
GBP	48,048	53,991
JPY	55,057	42,435
HKD	29,877	34,825
Other	124,593	91,550
Total notional amount	**835,812**	**756,316**

The key features of the interest rate swap (IRS) agreements are presented below.

(€ thousands, except percentages)			Notional amount at December 31,		Fair value at December 31,	
Contract	**Maturity date**	**Fixed interest rate**	**2025**	**2024**	**2025**	**2024**
IRS 1	6/30/2027	2.10%	50,000	50,000	38	49
IRS 2	6/14/2027	2.77%	30,000	30,000	(261)	(439)
IRS 3	9/30/2027	0.22%	1,295	2,035	24	57
IRS 4	12/31/2025	(0.15%)	—	596	—	9
Total			**81,295**	**82,631**	**(199)**	**(324)**

22. Other current financial assets

The following table provides a breakdown for other current financial assets (see *Note 34 — Fair value measurement* for a breakdown of other current financial assets by fair value level).

	At December 31,	
(€ thousands)	**2025**	**2024**
Securities	75,682	73,639
Guarantee deposits	1,492	3,360
Financial receivables	258	270
Total other current financial assets	**77,432**	**77,269**

The following tables provide a breakdown and the movements for securities.

(€ thousands)	**At December 31, 2024**	**Investments**	**Disposals**	**Fair value adjustments**	**Realized gains/ (losses)**	**Exchange rate gains/ (losses)**	**At December 31, 2025**
Fair value through profit or loss (FVPL)							
Private equity	23,954	402	(3,645)	2,529	15	(1,690)	21,565
Private debt	10,395	2,398	(1,521)	448	—	—	11,720
Hedge funds	10,285	1,002	(1,501)	1,557	140	(113)	11,370
Real estate funds	9,713	1,444	(164)	(619)	—	(369)	10,005
Money market funds	3,864	8,958	(1,749)	187	17	(564)	10,713
Equity	3,204	—	(1,014)	896	176	—	3,262
Total FVPL	**61,415**	**14,204**	**(9,594)**	**4,998**	**348**	**(2,736)**	**68,635**
Fair value through other comprehensive income (FVOCI)							
Fixed income	6,439	931	(3,493)	28	(9)	—	3,896
Floating income	5,785	—	(2,555)	(66)	(13)	—	3,151
Total FVOCI	**12,224**	**931**	**(6,048)**	**(38)**	**(22)**	**—**	**7,047**
Total securities	**73,639**	**15,135**	**(15,642)**	**4,960**	**326**	**(2,736)**	**75,682**

(€ thousands)	At December 31, 2023	Investments	Disposals	Fair value adjustments	Realized gains/ (losses)	Exchange rate gains/ (losses)	At December 31, 2024
Fair value through profit or loss (FVPL)							
Private equity	22,399	1,799	(2,439)	1,309	35	851	23,954
Private debt	10,106	801	(423)	(68)	(21)	—	10,395
Hedge funds	8,995	—	(20)	1,234	1	75	10,285
Real estate funds	12,146	369	(2,734)	(400)	78	254	9,713
Money market funds	2,093	15,966	(14,182)	26	119	(158)	3,864
Equity	1,141	1,986	—	77	—	—	3,204
Total FVPL	**56,880**	**20,921**	**(19,798)**	**2,178**	**212**	**1,022**	**61,415**
Fair value through other comprehensive income (FVOCI)							
Fixed income	11,748	3,447	(8,875)	54	65	—	6,439
Floating income	16,692	1,508	(12,505)	124	(34)	—	5,785
Total FVOCI	**28,440**	**4,955**	**(21,380)**	**178**	**31**	**—**	**12,224**
Total securities	**85,320**	**25,876**	**(41,178)**	**2,356**	**243**	**1,022**	**73,639**

23. Other current assets

Other current assets amount to €118,473 thousand and €105,742 thousand at December 31, 2025 and 2024, respectively, and mainly relate to accrued income, deferred charges and indirect tax receivables.

24. Cash and cash equivalents

The following table presents a breakdown for cash and cash equivalents.

	At December 31,	
(€ thousands)	**2025**	**2024**
Cash on hand	1,667	2,465
Bank balances	218,454	216,665
Total cash and cash equivalents	**220,121**	**219,130**

The Group may be subject to restrictions which limit its ability to use cash. In particular, cash held in China is subject to certain repatriation restrictions and may only be repatriated as dividends or capital distributions, or to repay debt or other liabilities. The Group does not believe that such transfer restrictions have any adverse impacts on its ability to meet liquidity requirements. Cash held in China at December 31, 2025 amounted to €27,668 thousand (€22,105 thousand at December 31, 2024).

25. Shareholders' equity

Share capital and share premium

At December 31, 2025 and 2024 the fully paid up share capital of the Company was €9,154 thousand, consisting of 302,704,726 ordinary shares and 154,981,350 special voting shares A, all with a nominal value of €0.02.

Each ordinary share confers the right to cast one vote. Holders of ordinary shares become entitled to special voting shares upon registering their ordinary shares in the loyalty register (thereby blocking such shares from trading on the NYSE) and maintaining them registered in such register for an uninterrupted period of time as prescribed by the articles of association of the Company. Ordinary shares carry the right to receive dividends and each ordinary share carries the right to repayment of capital in the event of dissolution and liquidation, with the remaining equity, after all debts are satisfied, for the benefit of the holders of ordinary shares in proportion to the aggregate nominal value of their ordinary shares. Ordinary

shares carry preemptive rights in proportion to the aggregate number of ordinary shares held upon the issuance of new ordinary shares or the granting of rights to subscribe for ordinary shares, subject to certain exceptions.

If ordinary shares have been registered in the loyalty register for an uninterrupted period of two years in the name of the same shareholder, such shares become eligible to receive Special Voting Shares A of the Company. The relevant shareholder will receive one Special Voting Share A of the Company per eligible ordinary share. Each of the Company Special Voting Share A of the Company will automatically be converted into a Special Voting Share B of the Company after holding a number of ordinary shares for an uninterrupted period of five years following the registration of such ordinary shares in the loyalty register, and each Special Voting Share B of the Company will automatically be converted into a Special Voting Share C of the Company after holding a number of ordinary shares for an uninterrupted period of ten years following the registration of such ordinary shares in the loyalty register. Each class of the Company Special Voting Shares will entitle the relevant holders to the following number of votes, in addition to the voting rights attached to each ordinary share: each Special Voting Share A of the Company confers the right to cast one vote, each Special Voting Share B of the Company confers the right to cast four votes and each Special Voting Share C of the Company confers the right to cast nine votes in the Company's General Meeting. Holders of the Company's Special Voting Shares will not receive any dividends in respect of the Special Voting Shares; however, the Company maintains a separate dividend reserve (which is recorded within other reserves in equity) for each class of the Special Voting Shares for the sole purpose of the allocation of the mandatory minimum profits that accrue to the Special Voting Shares.

The following table summarizes the changes in the share capital, share premium and number of ordinary shares and special voting shares of the Company for the years ended December 31, 2025 and 2024:

	Share capital	Share premium	Outstanding ordinary shares	Ordinary shares held in treasury	Total ordinary shares	Special voting shares
	(€ thousand)		*(# of shares)*			
At January 1, 2024	**9,154**	**782,587**	**250,310,263**	**52,394,463**	**302,704,726**	**154,981,350**
Ordinary shares delivered under share-based payments [(1)]	—	—	2,193,216	(2,193,216)	—	—
At December 31, 2024	**9,154**	**782,587**	**252,503,479**	**50,201,247**	**302,704,726**	**154,981,350**
Ordinary shares delivered under share-based payments [(2)]	—	—	1,615,889	(1,615,889)	—	—
Sale of treasury shares [(3)]	—	—	14,121,062	(14,121,062)	—	—
At December 31, 2025	**9,154**	**782,587**	**268,240,430**	**34,464,296**	**302,704,726**	**154,981,350**

(1) As a result of awards vesting under the Group's equity incentive arrangements, 2,193,216 ordinary shares, which were previously held in treasury, were delivered to participants of the share-based payment plans in 2024, as further described below. All ordinary shares delivered to the Group's Chairman and CEO refer to the Chairman and CEO that was in office during the year ended December 31, 2025.

(a) 609,756 ordinary shares to the Senior Management Team to settle a portion of a bonus in ordinary shares equal to a value of $7,500 thousand as part of long-term equity incentives provided.
(b) 588,000 ordinary shares to the Group's Chairman and CEO under the CEO 2022-2024 long-term incentive plan in relation to the 2023 performance period.
(c) 360,000 ordinary shares to the Group's Chairman and CEO under the CEO IPO PSU plan.
(d) 430,000 ordinary shares to the directors of the Group, key executives with strategic responsibilities and other employees of the Group under the Management IPO PSU plan.
(e) 78,460 ordinary shares to the non-executive directors of the Group for a portion of their annual base remuneration for services provided in 2022.
(f) 127,000 ordinary shares to the Senior Management Team (excluding the Group's Chairman and CEO) under the 2023 RSU Plan in connection with the achievement of the service condition for the first installment.

(2) As a result of the vesting of awards of the Group's equity incentive arrangements, 1,615,889 ordinary shares, which were previously held in treasury, were delivered to participants of the share-based payment plans in 2025, as further

described below. All ordinary shares delivered to the Group's Chairman and CEO refer to the Chairman and CEO that was in office during the year ended December 31, 2025.

(a) 1,140,546 ordinary shares to the senior management and other employees of the Group in relation to the 2022-2024 PSUs;
(b) 368,943 ordinary shares to the Group's Chairman and CEO in relation to the CEO 2022-2024 PSUs;
(c) 76,400 ordinary shares to the non-executive directors of the Group for a portion of their annual base remuneration for services provided in 2023.
(d) 30,000 ordinary shares to the Senior Management Team (excluding the Group's Chairman and CEO) under the 2023 RSU Plan in connection with the achievement of the service condition for the first installment.

For additional information relating to the equity incentive arrangements of the Group, see *Note 37 — Share-based payments*.

(3) On July 29, 2025, the Group announced a strategic partnership with Temasek, a global investment company headquartered in Singapore. As part of the transaction, the Company sold to Temasek 14,121,062 ordinary shares, which were previously held in treasury, at a price of $8.95 per share, as a result of which the Group received cash consideration of €107,216 thousand (net of transaction costs of €1.2 million). Following completion of the transaction, Temasek held a total of 26.8 million shares of the Company, equal to 10% of the Company's then outstanding ordinary shares, including 12.7 million ordinary shares previously acquired by Temasek on the open market.

Legal reserves

Pursuant to Dutch law, limitations exist relating to the distribution of shareholders' equity up to at least the total amount of the legal reserve, which at December 31, 2025 and December 31, 2024 amounted to €(28,845) thousand and €35,624 thousand, respectively, and included the following:

- legal reserves for subsidiaries consisting of earnings and other statutory reserves of subsidiaries and associates that are subject to restrictions on distributions to the Company for €19,343 thousand at December 31, 2025 (€18,974 thousand at December 31, 2024);

- a translation reserve for the translation differences arising from the consolidation of subsidiaries with a functional currency different from the Euro, amounting to €(54,302) thousand at December 31, 2025 (€21,282 thousand at December 31, 2024);

- a cash flow hedge reserve for the changes in the fair value of derivative financial instruments held by the Company designated as a hedge of the exposure to variability in currency exchange rate and interest rate risk, amounting to €3,593 thousand at December 31, 2025 (€(7,429) thousand at December 31, 2024);

- gains and losses on the remeasurement of defined benefit plans for actuarial gains and losses arising during the period which are offset against the related net defined benefit liabilities, amounting to €2,603 thousand at December 31, 2025 (€2,742 thousand at December 31, 2024);

- the financial assets at FVOCI reserve which arises from changes in the fair value of debt instruments held by the company under a hold to collect and sell business model, which will be reversed when the investment is derecognized or impaired, amounting to €(82) thousand at December 31, 2025 (€55 thousand at December 31, 2024).

Reserve for treasury shares

At December 31, 2025, the reserve for treasury shares amounted to €287,203 thousand (€418,345 thousand at December 31, 2024) and 34,464,296 ordinary shares were held in treasury (50,201,247 ordinary shares at December 31, 2024).

Other reserves

A breakdown of other reserves is presented below.

	At December 31,	
(€ thousands)	**2025**	**2024**
Share-based payments reserve	73,331	85,183
Non-controlling interests options reserve	(114,247)	(114,247)
Other	(143,391)	(132,567)
Other reserves	**(184,307)**	**(161,631)**

The non-controlling interests options reserve includes a reduction of equity attributable to shareholders of the Company resulting from the initial recognition of the financial liabilities at fair value (which are subsequently remeasured at the end of each period through the statement of profit and loss) relating to the put options held by non-controlling interests in Thom Browne group for €92,788 thousand at December 31, 2025 and 2024 (originally recognized in 2018 and partially reclassified within other reserves in 2024 as a result of the first tranche of the put option being completely exercised) and Gruppo Dondi S.p.A. for €21,459 thousand at December 31, 2025 and 2024 (originally recognized in 2019). See *Note 28 — Other non-current financial liabilities* for additional details relating to the Group's written put options on non-controlling interests.

Retained earnings

Retained earnings include the Group's accumulated earnings, less dividends paid to equity holders and other changes, including the effects of the first-time adoption of IFRS Accounting Standards, which occurred on January 1, 2018.

At the annual general meeting of the shareholders of the Company held on June 26, 2025, the shareholders approved a dividend distribution of €0.12 per ordinary share, corresponding to a total dividend of €30,491 thousand. The dividend distribution was paid on July 29, 2025 and was made from the retained earnings reserve.

At the annual general meeting of the shareholders of the Company held on June 26, 2024, the shareholders approved a dividend distribution of €0.12 per ordinary share, corresponding to a total dividend of €30,321 thousand. The dividend distribution was paid on July 30, 2024 and was made from the retained earnings reserve.

At the annual general meeting of the shareholders of the Company held on June 27, 2023, the shareholders approved a dividend distribution of €0.10 per ordinary share, corresponding to a total dividend of €25,031 thousand. The dividend distribution was paid on July 28, 2023 and was made from the retained earnings reserve.

26. Non-controlling interests

The following tables show the financial information of consolidated companies not entirely controlled by the Group, as required by IFRS 12. The amounts disclosed for each subsidiary are before intercompany eliminations and at and for the years ended December 31, 2025 and 2024.

	At and for the year ended December 31, 2025								
(Functional currency thousands)	**Country**	**Group's percentage interest**	**Non-controlling interest percentage**	**Functional currency**	**Total assets**	**Total equity**	**Net revenues**	**Net income / (loss)**	**Dividends paid to non-controlling shareholders**
Company									
Thom Browne group	U.S.A.	92%	8%	USD	379,849	217,373	303,872	(4,087)	—
Ermenegildo Zegna Vietnam LLC	Vietnam	90%	10%	VTD	67,737,716	37,744,003	45,801,577	6,946,495	—
Gruppo Dondi S.p.A.	Italy	65%	35%	EUR	41,346	25,901	39,167	3,247	(637)
E.Z. Thai Holding Ltd	Thailand	49%	51%	THB	11,610	(1,182)	—	(547)	—
Bonotto S.p.A.	Italy	60%	40%	EUR	24,773	12,343	23,244	1,285	(600)
Tessitura Ubertino S.r.l.	Italy	60%	40%	EUR	9,243	4,929	10,995	1,240	(600)
Cappellificio Cervo S.r.l.	Italy	51%	49%	EUR	2,530	1,216	4,445	196	(21)
Zegna South Asia Private LTD	India	51%	49%	INR	1,061,736	480,762	615,602	119,490	—
Zegna Gulf Trading LLC	UAE	49%	51%	AED	388,594	143,362	389,210	72,067	(21,462)
The Italian Fashion Co. LTD	Thailand	65%	35%	THB	198,191	61,452	310,819	31,243	—
Zegna for Retail of Readymade and Novelty Clothes W.L.L.	Kuwait	49%	51%	KWD	1,198	616	1,350	120	—
Zegna Consitex Arabia For Trading LLC	KSA	70%	30%	SAR	53,161	20,856	14,763	(4,454)	—
Zegna Doha Trading WLL	Doha	70%	30%	QAR	19,949	1,453	616	(547)	—

	At and for the year ended December 31, 2024								
(Functional currency thousands)	**Country**	**Group's percentage interest**	**Non-controlling interest percentage**	**Functional currency**	**Total assets**	**Total equity**	**Net revenues**	**Net income / (loss)**	**Dividends paid to non-controlling shareholders**
Company									
Thom Browne group	U.S.A.	92%	8%	USD	355,531	207,277	340,753	16,891	—
Ermenegildo Zegna Vietnam LLC	Vietnam	90%	10%	VTD	42,148,803	31,181,882	42,659,395	4,158,974	—
Gruppo Dondi S.p.A.	Italy	65%	35%	EUR	39,485	24,486	42,139	3,674	(556)
E. Z. Thai Holding Ltd	Thailand	49%	51%	THB	11,914	(634)	—	(371)	—
Bonotto S.p.A.	Italy	60%	40%	EUR	25,146	12,513	24,993	2,695	(470)
Tessitura Ubertino S.r.l.	Italy	60%	40%	EUR	8,293	5,170	10,208	1,301	(400)
Cappellificio Cervo S.r.l.	Italy	51%	49%	EUR	2,552	1,058	4,002	148	(17)
Zegna South Asia Private LTD	India	51%	49%	INR	807,604	361,271	547,187	90,192	—
Zegna Gulf Trading LLC	UAE	49%	51%	AED	297,707	115,565	315,574	73,676	(17,885)
The Italian Fashion Co. LTD	Thailand	65%	35%	THB	257,950	29,800	300,398	31,632	—
Zegna for Retail of Readymade and Novelty Clothes W.L.L.	Kuwait	49%	51%	KWD	1,066	501	1,157	116	—
Zegna Consitex Arabia For Trading LLC	KSA	70%	30%	SAR	30,059	22,727	3,483	(3,293)	—

27. Borrowings

The following table provides a breakdown for non-current and current borrowings:

	2025			2024		
(€ thousands)	**Committed loans**	**Other borrowings**	**Total borrowings**	**Committed loans**	**Other borrowings**	**Total borrowings**
At January 1,	**323,563**	**50,004**	**373,567**	**316,956**	**85,666**	**402,622**
Proceeds	49,937	—	49,937	209,720	50,000	259,720
Repayments	(128,734)	(50,004)	(178,738)	(205,119)	(85,662)	(290,781)
Other	1,423	—	1,423	2,006	—	2,006
At December 31,	**246,189**	**—**	**246,189**	**323,563**	**50,004**	**373,567**
Of which:						
Non-current	*162,123*	*—*	*162,123*	*196,401*	*—*	*196,401*
Current	*84,066*	*—*	*84,066*	*127,162*	*50,004*	*177,166*

The repayment schedule for borrowings is summarized below:

(€ thousands)	**At December 31, 2025**	**Year 1**	**Year 2**	**Year 3**	**Year 4**	**Year 5 and beyond**
Committed loans	246,189	84,066	98,686	58,735	4,702	—
Other borrowings	—	—	—	—	—	—
Total borrowings	**246,189**	**84,066**	**98,686**	**58,735**	**4,702**	**—**

(€ thousands)	**At December 31, 2024**	**Year 1**	**Year 2**	**Year 3**	**Year 4**	**Year 5 and beyond**
Committed loans	323,563	127,162	83,682	99,263	8,754	4,702
Other borrowings	50,004	50,004	—	—	—	—
Total borrowings	**373,567**	**177,166**	**83,682**	**99,263**	**8,754**	**4,702**

For information relating to the contractual cash flows of the Group's borrowings, see *Note 35 — Qualitative and quantitative information on financial risks—Liquidity risks*.

Interest on certain of the Group's borrowings is calculated based on variable rates. Management may use interest rate swaps ("IRS") or other derivative financial instruments to hedge exposure to fluctuations in interest rates associated with monetary flows and not for speculative purposes. See *Note 35 — Qualitative and quantitative information on financial risks* for additional information related to the Group's management of interest rate and other financial risks.

The following tables provide details relating to the Group's individual borrowings.

Borrower	Interest rate	Interest rate terms	Expiry date	At December 31, 2025	
				Current	Non-current
				(€ thousands)	
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.94%	January 2026	10,056	—
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.90%	April 2026	50,246	—
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.78%	December 2026	13,437	—
Ermenegildo Zegna N.V.	Variable	IRS + 0.90%	June 2027	515	49,975
Ermenegildo Zegna N.V.	Variable	IRS + 0.88%	June 2027	46	30,000
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.85%	August 2027	—	10,000
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.90%	June 2028	—	9,993
Ermenegildo Zegna N.V.	Fixed	0.75%	September 2028	4,018	8,074
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.94%	December 2028	10	39,966
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.82%	November 2029	4,748	14,106
Other borrowing facilities	Fixed Variable [(1)]	1.85% - 2.95% 2.01%	Up to 2027	990	9
Total				**84,066**	**162,123**
of which fixed				*4,693*	*8,083*
of which variable				*79,373*	*154,040*

(1) Represents the spread over the variable component of the interest rate, which is generally based on Euribor.

Borrower	Interest rate	Interest rate terms	Expiry date	At December 31, 2024	
				Current	Non-current
				(€ thousands)	
Ermenegildo Zegna N.V.	Variable	Euribor 1m	January 2025	35,030	—
Ermenegildo Zegna N.V.	Variable	Euribor 1m	January 2025	15,025	—
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.80%	February 2025	40,172	—
Ermenegildo Zegna N.V.	Variable	Euribor 1m + 0.94%	May 2025	1,450	—
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.97%	December 2025	40,002	—
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.94%	January 2026	77	10,000
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.90%	April 2026	275	49,977
Ermenegildo Zegna N.V.	Variable	Euribor 6m + 0.77%	December 2026	6,533	13,483
Ermenegildo Zegna N.V.	Variable	IRS + 0.90%	June 2027	790	49,925
Ermenegildo Zegna N.V.	Variable	IRS + 0.88%	June 2027	53	30,000
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.85%	August 2027	—	10,000
Ermenegildo Zegna N.V.	Fixed	0.74%	September 2028	3,998	12,068
Ermenegildo Zegna N.V.	Variable	Euribor 3m + 0.82%	November 2029	1,238	18,808
Co.Ti Service S.A.	Fixed	0.75%	February 2025	20,000	—
Co.Ti Service S.A.	Fixed	0.75%	April 2025	10,000	—
Other borrowing facilities	Fixed Variable [(1)]	1.63% - 2.32% 1.43% - 3.90%	Up to 2027	2,523	2,140
Total				**177,166**	**196,401**
of which fixed				*35,014*	*12,752*
of which variable				*142,152*	*183,649*

(1) Represents the spread over the variable component of the interest rate, which is generally based on Euribor.

At December 31, 2025, the Group has committed revolving lines amounting to an aggregate of €335 million with a maturity ranging between 3 to 5 years (€335 million at December 31, 2024 with a maturity ranging between 4 to 6 years). The lines were undrawn at December 31, 2025 (€40 million at December 31, 2024). Certain of these committed revolving lines have interest rates linked to the following two important Environment, Social and Governance ("ESG") targets previously disclosed by the Group: (i) at least 50% of top priority raw materials are traced to their geography of origin and

from lower-impact sources by 2026, and (ii) 100% of the electricity is from renewable sources in Europe and the United States by 2024, a target that was achieved by the Group. As these lines were undrawn, the achievement of the target had a limited impact on interest rates. These lines amounted to €190 million at December 31, 2025 and 2024 and were undrawn.

28. Other non-current financial liabilities

The following table provides a breakdown for other non-current financial liabilities:

	At December 31,	
(€ thousands)	**2025**	**2024**
Written put options on non-controlling interests	105,632	146,338
of which Thom Browne option	*90,295*	*127,072*
of which Dondi option	*15,337*	*19,266*
Other	—	110
Other non-current financial liabilities	**105,632**	**146,448**

Written put options on non-controlling interests

Thom Browne

The Group is party to an option agreement which provides Mr. Thom Browne a put option giving him the right to sell to the Group his remaining 8% interest in the Thom Browne group not owned by the Group, in two remaining tranches. The exercise price of the option is established as the EBITDA of the Thom Browne group (as contractually defined) recorded in 2028 and 2030, multiplied by a given multiple ("TB Exercise Formula"). The financial liability arising from the obligation of the Group to purchase the non-controlling interest in the Thom Browne group is measured at the present value of the expected exercise amount, calculated through the TB Exercise Formula as per projections contained in the latest business plan, which cover the period from 2026 to 2028. The liability, which originally related to a 15% non-controlling interest, was initially recognized against equity for €162,066 thousand and it is remeasured at each reporting date in profit or loss based on the latest available information. In June 2021, the Group purchased an additional 5% of the Thom Browne group for a total consideration of €30,653 thousand, reducing the non-controlling interest to 10%.

During the first half of 2024, Mr. Thom Browne exercised the put option to sell to the Group an additional 2% of Thom Browne Inc. (based on 2023 EBITDA of the Thom Browne group) for a consideration of €22,752 thousand, following which the Group owns 92% of the Thom Browne group. The Group derecognized a portion of the liability for the written put option on non-controlling interests in the amount of €22,752 thousand. Additionally, the equity attributable to non-controlling interests was reduced by €3,697 thousand with an offsetting increase to equity attributable to shareholders of the Parent Company and the put option liability relating to the remaining non-controlling interest was remeasured at its fair value.

At December 31, 2025, the put option liability (which relates to two tranches representing 5% and 3% of the non-controlling interests that are based on the 2028 and 2030 EBITDA of the Thom Browne group, respectively) amounted to €90,295 thousand and was classified as non-current (€127,072 thousand at December 31, 2024).

Dondi

The Group is party to an option agreement which provides the Dondi family with a put option giving them the right to sell to the Group the Dondi family's remaining 35% interest in Dondi not owned by the Group, in two tranches in 2029 and 2034. The exercise price of the option is established as the EBITDA of Dondi at the exercise date, less its net indebtedness, multiplied by a given multiple less a given discount ("Dondi Exercise Formula"). The financial liability arising from the obligation is measured at the present value of the expected exercise amount, calculated through the Dondi Exercise Formula as per projections contained in the approved Business Plan. The remeasurement of the liability at each reporting date is recognized through profit or loss based on the latest available information. The liability related to this written put option at December 31, 2025 amounted to €15,337 thousand and was classified as non-current (€19,266 thousand at December 31, 2024).

29. Lease liabilities

The following table provides a breakdown for lease liabilities.

(€ thousands)	**2025**	**2024**
At January 1,	**661,685**	**593,725**
Interest expense	26,996	23,659
Repayment of lease liabilities (including interest expense)	(174,667)	(167,208)
Business combinations	649	—
Additions due to new leases and store renewals	285,444	195,955
Decrease of lease liabilities due to store closures	(16,969)	(7,867)
Translation differences	(51,549)	23,421
At December 31,	**731,589**	**661,685**
Of which:		
Non-current	*590,652*	*518,728*
Current	*140,937*	*142,957*

In certain countries, leases for stores entail the payment of both minimum amounts and variable amounts, especially for stores with lease payments indexed to revenue. As required by IFRS 16, only the minimum fixed lease payments are capitalized.

The following table summarizes the lease liabilities by maturity date:

(€ thousands)	**At December 31,**	**Year 1**	**Year 2**	**Year 3**	**Year 4**	**Beyond**
2025	**731,589**	140,937	122,545	105,798	92,262	270,047
2024	**661,685**	142,957	114,935	100,484	78,023	225,286

For information relating to the contractual cash flows of the Group's lease agreements, see *Note 35 — Qualitative and quantitative information on financial risks—Liquidity risks*.

30. Provisions for risks and charges

The provisions for risks and charges, which amount to €43,795 thousand in 2025 (€40,342 thousand in 2024), represent management's best estimate of the amount of potential liabilities. In the Directors' opinion, based on the information available to them, the total amount allocated for risks and charges at the reporting date is adequate in respect of the liabilities that could arise from the underlying circumstances.

The following tables show the movement of the provision for risks and charges in 2025:

(€ thousands)	**Legal and fiscal risks**	**Leased store restoration**	**Refund liability returns**	**Other provisions**	**Total provisions**
At January 1, 2025	**702**	**18,576**	**14,046**	**7,018**	**40,342**
of which current	*650*	*2,096*	*14,046*	*—*	*16,792*
of which non-current	*52*	*16,480*	*—*	*7,018*	*23,550*
Provisions	96	347	5,981	192	6,616
Additions related to new leases	—	10,613	—	—	10,613
Releases	(43)	—	(491)	(1,544)	(2,078)
Utilizations	(7)	(4,846)	(4,587)	(367)	(9,807)
Exchange differences	(81)	(1,457)	(830)	(201)	(2,569)
Business Combination	—	31	—	—	31
Financial charges	—	394	—	—	394
Reclassifications and other	(18)	—	61	210	253
At December 31, 2025	**649**	**23,658**	**14,180**	**5,308**	**43,795**
of which current	*552*	*5,709*	*14,180*	*2,657*	*23,098*
of which non-current	*97*	*17,949*	*—*	*2,651*	*20,697*

The Group is a defendant in various other legal and fiscal lawsuits arising in the ordinary course of business. It is the opinion of the management of the Company that it has meritorious defenses against all such outstanding claims, which the Company will vigorously pursue, and that the outcome of such claims, individually or in the aggregate, will not have a material adverse effect on the Group's consolidated financial position or results of operations, except as otherwise described above.

31. Employee benefits

The following table presents a breakdown of employee benefits.

	At December 31,	
(€ thousands)	**2025**	**2024**
Italian leaving indemnities (TFR)	9,563	10,224
Other leaving indemnities	11,660	11,727
Post-employment benefits	7,046	7,866
Other long-term employee benefits	937	953
Termination benefits	894	783
Total defined benefit obligations	**30,100**	**31,553**
Other long-term payables to employees	—	3,392
Total employee benefits	**30,100**	**34,945**

Defined benefit obligations

The following table presents the changes in defined benefit obligations.

(€ thousands)	2025	2024
At January 1,	**31,553**	**29,645**
Changes through statement of profit and loss	5,109	6,631
- of which: Service cost	*4,241*	*5,518*
-of which: Financial charges	*868*	*1,113*
Changes through statement of comprehensive income and loss	(1,237)	(400)
- of which: Actuarial loss/(gain)	*41*	*(668)*
- of which: Translation differences	*(1,278)*	*268*
Benefits paid	(5,325)	(5,254)
Business Combination	—	931
At December 31,	**30,100**	**31,553**

Italian leaving indemnities relate to the Italian employee severance indemnity ("TFR,") obligation required under Italian Law and other leaving indemnities primarily relate to leaving indemnities relating to the Group's subsidiaries in Spain and China.

The following table summarizes the main financial assumptions used in determining the present value of the TFR and other leaving indemnities.

	At December 31, 2025			At December 31, 2024		
	Italy	**Spain**	**China**	**Italy**	**Spain**	**China**
Discount rate	2.90% / 3.60%	3.20% / 3.40%	1.80% / 1.90%	2.70% / 3.20%	3.00% / 3.20%	2.00% / 2.10%
Inflation rate	1.70% / 2.00%	2.00%	1.50% / 6.50%	1.80% / 2.00%	2.00%	1.50% / 9.00%
Turn-over rate	1.00% / 10.00%	4.50% / 5.00%	2.00% / 7.00%	1.00% / 10.00%	4.00% / 5.00%	2.00% / 4.50%

In determining the defined benefit obligations of the Group's Italian companies, the Group used the Italian National Institute of Statistics ("ISTAT") benchmark for the estimated mortality rates in Italy, broken down by age and gender, while for defined benefit obligations of the Group's non-Italian companies, the Group used the standard mortality rate benchmark for each individual country, broken down by age and gender. Estimated annual staff turnover rates have been calculated based on the individual companies' data.

The following table presents a quantitative sensitivity analysis for the main assumptions relating to the Group's main employee benefit obligations and service costs.

	At December 31, 2025				At December 31, 2024			
	+50 bps	**-50 bps**	**+50 bps**	**-50 bps**	**+50 bps**	**-50 bps**	**+50 bps**	**-50 bps**
(€ thousands)	**Employee benefit obligations**		**Service costs**		**Employee benefit obligations**		**Service costs**	
Discount rate	(757)	807	(117)	125	(855)	916	(141)	153
Inflation rate	687	(652)	115	(108)	805	(762)	147	(137)
Turn-over rate	2,314	(4,037)	345	(655)	2,684	(4,075)	469	(735)

The average duration of the defined benefit obligations for the Italian TFR at the end of the reporting period was 7.2 years (2024: 7.9 years), for leaving indemnities in China was 8.5 years (2024: 9.7 years) and for leaving indemnities in Spain was 7.4 years (2024: 10.2 years).

Post-employment benefits at December 31, 2025 and 2024 primarily relate to the Group's Chairman and CEO.

32. Trade payables and customer advances

The following table presents a breakdown for trade payables and customer advances.

	At December 31,	
(€ thousands)	**2025**	**2024**
Trade payables	256,130	248,605
Customer advances	70,115	61,166
Total trade payables including customer advances	**326,245**	**309,771**

33. Other current liabilities

The following table presents a breakdown for other current and non-current liabilities.

	At December 31,	
(€ thousands)	**2025**	**2024**
Due to employees	53,980	52,177
VAT and other taxes	31,367	31,228
Accrued expenses	27,593	36,432
Social security institutions	12,197	14,202
Deferred income	7,957	8,107
Other current liabilities	11,614	16,526
Total other current liabilities	**144,708**	**158,672**

Amounts due to employees include deferred compensation, accrued and untaken leave and related social contributions. At December 31, 2025, €4,495 thousand related to bonuses earned by key management and was classified as current (€4,912 thousand at December 31, 2024, all of which was classified as current).

Accrued expenses primarily include payroll accruals and rental expenses.

During 2025, the Group paid the remaining deferred consideration relating to the acquisition of the Thom Browne business in South Korea, in two installments in January and July, for €4,673 thousand and €4,413 thousand, respectively. At December 31, 2024, the liability relating to the deferred consideration amounted to €9,066 thousand and was presented in other current liabilities. For additional information, see *Note 39 — Business combinations*.

34. Fair value measurement

The reported amount of derivative instruments, whether assets or liabilities, reflects their fair value at the reporting date.

The carrying amount of cash and cash equivalents, financial assets and trade receivables, as adjusted for impairment where necessary as required by IFRS 9, approximates their estimated realizable value and their fair value. Lease liabilities are measured at their present value, while all of the other financial liabilities recorded at amortized cost approximate fair value.

For units in investment funds sensitivity has not been calculated as the valuation is made on the basis of the latest available net asset value (NAV).

Categories of financial assets and liabilities according to IFRS 7

The following table provides a breakdown for financial assets by category at December 31, 2025.

	At December 31, 2025							
	Financial assets					Fair value Level		
(€ thousands)	FVPL	FVOCI	Amortized cost	Total	Note	1	2	3
Derivative financial instruments	—	7,055	—	7,055	21	—	7,055	—
Cash and cash equivalents	—	—	220,121	220,121	24	—	220,121	—
Trade receivables	—	—	227,087	227,087	20	—	227,087	—
Other non-current financial assets	4,886	—	33,610	38,496	18	—	34,073	4,423
Other current financial assets	68,635	7,047	1,750	77,432	22	10,309	12,747	54,376
Financial assets	**73,521**	**14,102**	**482,568**	**570,191**		**10,309**	**501,083**	**58,799**

The following table provides an additional breakdown for other current financial assets at December 31, 2025.

	At December 31, 2025						
	Other current financial assets				Fair value Level		
(€ thousands)	FVPL	FVOCI	Amortized cost	Total	1	2	3
Private equity	21,565	—	—	21,565	—	—	21,565
Private debt	11,720	—	—	11,720	—	284	11,436
Hedge funds	11,370	—	—	11,370	—	—	11,370
Real estate funds	10,005	—	—	10,005	—	—	10,005
Money market funds and floating income	10,713	3,151	—	13,864	3,151	10,713	—
Fixed income	—	3,896	—	3,896	3,896	—	—
Guarantee deposits	—	—	1,492	1,492	—	1,492	—
Equity	3,262	—	—	3,262	3,262	—	—
Financial receivables	—	—	258	258	—	258	—
Total other current financial assets	**68,635**	**7,047**	**1,750**	**77,432**	**10,309**	**12,747**	**54,376**

The following table presents the changes in level 3 items for the years ended December 31, 2025 and 2024.

(€ thousands)	Fair value Level 3	
	2025	2024
At January 1	**59,356**	**57,131**
Investments	5,297	2,969
Disposals	(6,831)	(5,617)
Fair value adjustments	2,994	3,598
Realized gains	155	94
Exchange rate (losses)/gains	(2,172)	1,181
At December 31	**58,799**	**59,356**

The fair value of Level 2 items is mainly estimated on the basis of data provided by pricing services (non-active markets) and the fair value of Level 3 items is estimated on the basis of the last available NAV.

	At December 31, 2024							
	Financial assets					Fair value Level		
(€ thousands)	FVPL	FVOCI	Amortized cost	Total	Note	1	2	3
Derivative financial instruments	—	1,711	—	1,711	21	—	1,711	—
Cash and cash equivalents	—	—	219,130	219,130	24	—	219,130	—
Trade receivables	—	—	248,790	248,790	20	—	248,790	—
Other non-current financial assets	5,880	—	35,606	41,486	18	—	36,196	5,290
Other current financial assets	61,415	12,224	3,630	77,269	22	15,428	7,775	54,066
Financial assets	**67,295**	**13,935**	**507,156**	**588,386**		**15,428**	**513,602**	**59,356**

The following table provides an additional breakdown for other current financial assets at December 31, 2024.

	At December 31, 2024						
	Other current financial assets				Fair value Level		
(€ thousands)	FVPL	FVOCI	Amortized cost	Total	1	2	3
Private equity	23,954	—	—	23,954	—	—	23,954
Private debt	10,395	—	—	10,395	—	281	10,114
Hedge funds	10,285	—	—	10,285	—	—	10,285
Real estate funds	9,713	—	—	9,713	—	—	9,713
Money market funds and floating income	3,864	5,785	—	9,649	5,785	3,864	—
Fixed income	—	6,439	—	6,439	6,439	—	—
Guarantee deposits	—	—	3,360	3,360	—	3,360	—
Equity	3,204	—	—	3,204	3,204	—	—
Financial receivables	—	—	270	270	—	270	—
Total other current financial assets	**61,415**	**12,224**	**3,630**	**77,269**	**15,428**	**7,775**	**54,066**

The fair value of Level 2 items is mainly estimated on the basis of data provided by pricing services (non-active markets) and the fair value of Level 3 items is estimated on the basis of the last available NAV.

The following tables provide a breakdown for financial liabilities by category.

	At December 31, 2025							
	Financial liabilities					Fair value Level		
(€ thousands)	FVPL	FVOCI	Amortized cost	Total	Note	1	2	3
Derivative financial instruments	—	4,576	—	4,576	21	—	4,576	—
Non-current borrowings	—	—	162,123	162,123	27	—	162,123	—
Current borrowings	—	—	84,066	84,066	27	—	84,066	—
Other non-current financial liabilities	105,632	—	—	105,632	28	—	105,632	—
Trade payables and customer advances	—	—	326,245	326,245	32	—	326,245	—
Lease liabilities – Current / Non-current	—	—	731,589	731,589	29	—	—	731,589
Financial liabilities	**105,632**	**4,576**	**1,304,023**	**1,414,231**		**—**	**682,642**	**731,589**

	At December 31, 2024							
	Financial liabilities					Fair value Level		
(€ thousands)	FVPL	FVOCI	Amortized cost	Total	Note	1	2	3
Derivative financial instruments	—	15,138	—	15,138	21	—	15,138	—
Non-current borrowings	—	—	196,401	196,401	27	—	196,401	—
Current borrowings	—	—	177,166	177,166	27	—	177,166	—
Other non-current financial liabilities	146,338	—	110	146,448	28	—	146,338	110
Trade payables and customer advances	—	—	309,771	309,771	32	—	309,771	—
Lease liabilities – Current / Non-current	—	—	661,685	661,685	29	—	—	661,685
Financial liabilities	**146,338**	**15,138**	**1,345,133**	**1,506,609**		**—**	**844,814**	**661,795**

35. Qualitative and quantitative information on financial risks

The Group is exposed to several financial risks connected with its operations:

- financial market risk, primarily related to foreign currency exchange rates, interest rates and commodity prices;
- liquidity risk relating to the availability of funds and access to credit, if required, and to financial instruments in general, and
- credit risk relating to counterparties failing to repay amounts owed or meet contractual obligations.

These risks could significantly affect the Group's financial position, results of operations and cash flows, and for this reason the Group identifies and monitors these risks, in order to detect potential negative effects in advance and take the necessary action to mitigate them, primarily through the Group's operating and financing activities and if required, through the use of derivative financial instruments.

A summary of qualitative and quantitative factors relating to these risks is provided below. The quantitative data reported in the following section does not have any predictive value. In particular, the sensitivity analysis on finance market risks does not reflect the complexity of the market or the reaction which may result from any changes that are assumed to take place.

Foreign currency risk

The Group operates in numerous markets worldwide and is exposed to market risks stemming from fluctuations in currency exchange rates. The exposure to currency risk is mainly linked to the differences in geographic distribution of the Group's sourcing and manufacturing activities from those in its commercial activities, as a result of which its cash flows from sales are denominated in currencies different from those related to purchases or production activities. In particular, the Group incurs a large portion of its capital and operating expenses in Euro (which is the Group's functional and presentation currency) while it receives the majority of its revenues in currencies other than Euro (mainly in Chinese Renminbi, U.S. Dollars, Japanese Yen, United Arab Emirates Dirham and British Pound). Risk management is mainly centralized at the Group's distribution companies. Goods transferred for consideration to associates are settled directly in the currency of the country where they operate and sell (with the exception of countries where local currency cannot be delivered outside the country). This creates the risk that the corresponding value in Euro of revenues at the moment of collection is insufficient to cover production costs or to achieve the desired profit margin. This risk is heightened during the period between the moment when the sale prices of a collection are set and the moment when revenues are converted into Euro, which may extend up to 18 months. For the Zegna and the Tom Ford Fashion segments, the Group manages risks associated with fluctuations in currency through financial hedging instruments, mainly forward contracts for the net sale of foreign currencies, in order to establish the conversion rate in advance, or a predefined range of conversion rates at future dates. In recent years, the Group has also implemented similar hedging policies in the Thom Browne segment and since July 2025 it is fully aligned to the other segments. For the years ended December 31, 2025, 2024 and 2023, the Group covered its exchange rate risk primarily with currency forward exchange contracts. To this end, before the preparation of the price list and based on market expectations and conditions, the Group arranges hedges that cannot exceed 50% - 60% of forecast sales in foreign currencies. In the period following the preparation of the price list, the total outstanding hedge is adjusted on the basis of market conditions and of the orders effectively managed and entered into production.

In addition, the Group controls and hedges exposure deriving from changes due to exchange rate changes in the value of assets or liabilities denominated in currencies other than the accounting currency of the individual company (typically intercompany financial receivables/payables), which may affect the Group's net results, through financial instruments, whose recognition in accordance with IFRS Accounting Standards follows the rules of fair value hedges: the profit or loss arising from subsequent remeasurements of the fair value of the hedging instrument and the hedged item are recorded within profit and loss. The hedges of the Group's future transactions in foreign currencies (which can be classified as cash flow hedges pursuant to IFRS Accounting Standards) are accounted for in accordance with hedge accounting rules.

The Group has estimated the potential effects of a shock change of +/-5% on the main currencies to which the Group is exposed at each reporting date, by using internal assessment models based on generally accepted principles.

The following table presents the potential effects on profit before tax of a hypothetical change of +/- 500 bps in year-end exchange-rates, applied to the Group's net balances of receivables and payables in foreign currencies.

	At December 31, 2025			At December 31, 2024		
(€ thousands, except basis points)	Receivables and payables	+500 bps	-500 bps	Receivables and payables	+500 bps	-500 bps
Currency		Impact on profit before tax			Impact on profit before tax	
USD	(14,965)	713	(788)	121,093	(5,766)	6,373
CAD	12,614	(601)	664	—	—	—
JPY	22,279	(1,061)	1,172	16,506	(786)	869
CNY	77,766	(3,703)	4,093	113,604	(5,410)	5,979
HKD	24,115	(1,148)	1,269	29,115	(1,386)	1,532
GBP	10,802	(514)	569	7,516	(358)	396
SGD	16,846	(802)	887	14,279	(680)	752
CHF	(16,975)	808	(893)	(15,994)	762	(842)
KRW	45,800	(2,181)	2,410	40,492	(1,928)	2,131
Total	**178,282**	**(8,489)**	**9,383**	**326,611**	**(15,552)**	**17,190**

The following table presents the potential impact on profit before tax of a hypothetical change of +/- 500 bps in year-end exchange-rates, applied to the Group's hedged positions on the main currencies to which the Group is exposed.

	At December 31, 2025			At December 31, 2024		
(€ thousands, except basis points)	Notional amount	+500 bps	-500 bps	Notional amount	+500 bps	-500 bps
Currency		Impact on profit before tax			Impact on profit before tax	
USD	(66,449)	(3,164)	3,497	99,801	4,752	(5,253)
CAD	7,195	343	380	—	—	—
JPY	27,275	1,299	(1,436)	16,428	782	(865)
CNY	88,046	4,193	(4,634)	98,343	4,683	(5,176)
HKD	12,247	583	(645)	18,493	881	(973)
GBP	3,513	167	(185)	10,223	487	(538)
SGD	17,629	839	(928)	14,888	709	(784)
KRW	24,692	1,176	(1,299)	19,189	914	(1,010)
Total	**114,148**	**5,436**	**(5,250)**	**277,365**	**13,208**	**(14,599)**

The following table presents the potential change in equity gross of tax of a hypothetical change of +/- 500 bps in year-end exchange-rates, applied to the Group's foreign currency hedging instruments on highly probable transactions.

(€ thousands, except basis points)	At December 31, 2025			At December 31, 2024		
Currency	**Notional amount**	**+500 bps**	**-500 bps**	**Notional amount**	**+500 bps**	**-500 bps**
		Impact on hedge reserve			**Impact on hedge reserve**	
USD	43,124	2,054	(2,270)	139,582	6,647	(7,346)
CAD	8,624	411	(454)	—	—	—
JPY	10,332	491	(544)	20,469	975	(1,077)
CNY	172,390	8,209	(9,073)	160,344	7,635	(8,439)
HKD	10,078	480	(530)	17,697	843	(931)
GBP	12,512	596	(659)	27,941	1,331	(1,471)
SGD	4,845	231	(255)	8,114	386	(427)
KRW	—	—	—	3,150	150	(166)
Total	**261,905**	**12,472**	**(13,785)**	**377,297**	**17,967**	**(19,857)**

The following table presents the potential impact on profit before tax of a hypothetical change of +/- 500 bps in the EUR/USD year-end exchange-rate, applied to the Thom Browne put option in U.S. Dollars on non-controlling interests (recorded within other non-current financial liabilities).

(€ thousands, except basis points)	At December 31, 2025			At December 31, 2024		
Currency	**Notional amount**	**+500 bps**	**-500 bps**	**Notional amount**	**+500 bps**	**-500 bps**
		Impact on profit before tax			**Impact on profit before tax**	
USD	(90,295)	4,300	(4,752)	(127,072)	6,051	(6,688)
Total	**(90,295)**	**4,300**	**(4,752)**	**(127,072)**	**6,051**	**(6,688)**

Interest rate risk

Overall exposure to interest rate risk is monitored at the Group level through coordinated management of debt and available liquidity and of the relevant due dates. The Group's principal sources of exposure to interest rate risk derive from loans and revolving credit lines at variable rates. At December 31, 2025, the notional value of interest rate swap derivatives to hedge the risk of a potential increase in the cost of servicing of financial debt due to fluctuations in market rates was €81,295 thousand (€82,631 thousand at December 31, 2024) with a negative fair value of €199 thousand (negative fair value of €324 thousand at December 31, 2024). The short-term portion of bank debt, used mainly to finance working capital needs, is not covered by interest rate hedges. The cost of bank debt is equal to Euribor for the period plus a spread that depends on the type of credit facility used.

For the year ended December 31, 2025 a hypothetical 20% increase in short-term interest rates on such floating rate non-current financial liabilities, with all other variables held constant, would have resulted in financial expenses, on an annual basis, of approximately €5,200 thousand (€10,092 thousand for the year ended December 31, 2024). For the year ended December 31, 2025 a hypothetical 20% decrease in short-term interest rates on such floating rate non-current financial liabilities, with all other variables held constant, would have resulted in financial expenses, on an annual basis, of approximately €3,920 thousand (€7,288 thousand for the year ended December 31, 2024).

The following table presents the sensitivity on floating rate borrowings not covered by interest rate swaps.

At December 31, 2025						
Amount	**Total interest rate (*)**	**Interest expense**	**-20%**	**Impact on profit before tax**	**+20%**	**Impact on profit before tax**
		(€ thousands, except percentages)				
50,000	3.000%	1,500	2.580%	1,290	3.420%	1,710
18,824	2.890%	544	2.476%	466	3.304%	622
13,426	2.990%	401	2.547%	342	3.427%	460
40,000	3.080%	1,230	2.649%	1,060	3.503%	1,401
10,000	2.960%	296	2.558%	256	3.364%	336
10,000	2.880%	288	2.472%	247	3.284%	328
10,000	2.940%	294	2.529%	253	3.343%	334
163	4.130%	7	3.703%	6	4.549%	7
152,413		**4,560**		**3,920**		**5,200**

* *The overall rate indicated is compounded of the fixed spread plus the variable rate (+-20% is on the variable rate).*

At December 31, 2024						
Amount	**Total interest rate (*)**	**Interest expense**	**-20%**	**Impact on profit before tax**	**+20%**	**Impact on profit before tax**
		(€ thousands, except percentages)				
50,000	3.854%	1,927	3.263%	1,632	4.445%	2,223
1,452	3.822%	55	3.245%	47	4.399%	64
20,000	3.732%	746	3.150%	630	4.314%	863
20,000	3.460%	692	2.922%	584	3.998%	800
40,000	3.612%	1,445	3.085%	1,234	4.139%	1,656
10,000	4.271%	427	3.606%	361	4.936%	494
10,000	4.222%	422	3.548%	355	4.896%	490
370	4.433%	16	3.891%	14	4.975%	18
15,000	2.840%	426	2.272%	341	3.408%	511
35,000	2.840%	994	2.272%	795	3.408%	1,193
40,000	3.846%	1,538	3.237%	1,295	4.455%	1,782
241,822		**8,690**		**7,288**		**10,092**

* *The overall rate indicated is compounded of the fixed spread plus the variable rate (+-20% is on the variable rate).*

The following table presents the sensitivity of a hypothetical change of +/- 100 bps in year-end cost of debt rate for written put option on non-controlling interests:

(€ thousands, except basis points)	At December 31, 2025			At December 31, 2024		
	Notional amount	**+100 bps**	**-100 bps**	**Notional amount**	**+100 bps**	**-100 bps**
		Impact on profit before tax			**Impact on profit before tax**	
Thom Browne	(90,295)	3,471	(3,654)	(127,072)	6,043	(6,419)
Dondi	(15,337)	860	(930)	(19,266)	1,261	(1,375)
Total	**(105,632)**	**4,331**	**(4,584)**	**(146,338)**	**7,304**	**(7,794)**

Liquidity risk

Liquidity risk represents the risk that the Group cannot meet its financial obligations due to problems in obtaining funds at current market price conditions (funding liquidity risk) or in liquidating assets on the market to find the necessary financial resources (asset liquidity risk), which could negatively impact the Group's results if the Group is forced to incur additional costs to obtain liquidity or meet its commitments.

The following tables summarize the Group's financial liabilities into relevant maturity groupings based on their contractual maturities:

(€ thousands)	Contractual cash flows at December 31, 2025					
	Within 1 year	**Between 1 and 2 years**	**Between 2 and 3 years**	**Beyond 3 years**	**Total contractual cash flows**	**Carrying amount at December 31, 2025**
Derivative financial instruments	4,315	261	—	—	**4,576**	4,576
Trade payables and customer advances	326,245	—	—	—	**326,245**	326,245
Borrowings	89,717	102,005	60,305	4,769	**256,796**	246,189
Lease liabilities	166,666	143,825	122,889	402,856	**836,236**	731,589
Other current and non-current financial liabilities	—	—	—	105,632	**105,632**	105,632
Total	**586,943**	**246,091**	**183,194**	**513,257**	**1,529,485**	**1,414,231**

(€ thousands)	Contractual cash flows at December 31, 2024					
	Within 1 year	**Between 1 and 2 years**	**Between 2 and 3 years**	**Beyond 3 years**	**Total contractual cash flows**	**Carrying amount at December 31, 2024**
Derivative financial instruments	14,699	—	439	—	**15,138**	15,138
Trade payables and customer advances	309,771	—	—	—	**309,771**	309,771
Borrowings	186,029	88,347	101,273	13,824	**389,473**	373,567
Lease liabilities	165,596	132,995	114,623	336,032	**749,246**	661,685
Other current and non-current financial liabilities	—	—	—	146,447	**146,447**	146,448
Total	**676,095**	**221,342**	**216,335**	**496,303**	**1,610,075**	**1,506,609**

The factors which mainly influence the Group's liquidity are the resources generated or absorbed by current operating and investing activities, the possible distribution of dividends, the maturity or refinancing of debt and the management of surplus cash. Liquidity needs or surpluses are monitored on a daily basis by the Parent Company in order to guarantee effective sourcing of financial resources or adequate investment of excess liquidity.

The negotiation and management of credit lines is coordinated by the Parent Company with the aim of satisfying the short and medium-term financing needs of the individual companies within the Group according to efficiency and cost-effectiveness criteria. It has always been the Group's policy to sign and constantly maintain with various and diversified banks a total amount of committed credit lines that is considered consistent with the needs of the individual companies and suitable to ensure at any time the liquidity needed to satisfy and comply with all the Group's financial commitments, at the established economic conditions, as well as guaranteeing the availability of an adequate level of operational flexibility for any expansion programs.

Credit risk

Credit risk is defined as the risk of financial loss caused by the failure of a counterparty to repay amounts owed or meet its contractual obligations. The maximum risk to which an entity is exposed is represented by all the financial assets recognized in the financial statements. Management considers its credit risk to relate primarily to trade receivables generated from the wholesale channel and mitigates the related effects through specific commercial and financial strategies.

With regards to trade receivables, credit risk management is carried out by monitoring the reliability and solvency of customers, as well as through insurance agreements. The following table provides the aging of trade receivables:

(€ thousands)	**Not yet due**	**0-120 days overdue**	**121-180 days overdue**	**>180 days overdue**	**Total**
Trade receivables, gross	186,695	36,249	9,666	17,529	250,139
Loss allowance	(3,777)	(8,827)	(2,050)	(8,398)	(23,052)
Total trade receivables at December 31, 2025	**182,918**	**27,422**	**7,616**	**9,131**	**227,087**
Trade receivables, gross	180,176	60,283	6,231	16,690	263,380
Loss allowance	31	(1,503)	(771)	(12,347)	(14,590)
Total trade receivables at December 31, 2024	**180,207**	**58,780**	**5,460**	**4,343**	**248,790**

36. Related party transactions

Pursuant to IAS 24 — *Related Party Disclosures* ("IAS 24"), the related parties of the Group are all entities and individuals (and their close family members) capable of exercising control, joint control or significant influence over the Group and its subsidiaries, including the Group's controlling shareholder, Monterubello s.s. ("Monterubello"), as well as other companies owned by Monterubello and its shareholders. Related parties also include the Group's associates and joint arrangements, members of the Group's Board of Directors and executives with strategic responsibilities, as well as their families and entities controlled by them.

The Group's transactions with related parties are primarily of a commercial and/or financial nature and are on commercial terms that are normal in the respective markets, considering the characteristics of the goods or services involved. Transactions carried out by the Group with these related parties are further described below.

Transactions with associates

- The purchase of raw materials (primarily carded yarns) from Filati Biagioli Modesto.
- The purchase of finished products from Norda Run Inc. and Luigi Fedeli e Figlio S.r.l.
- A supply agreement with TFI and its subsidiaries (the "TFI Group"), prior to the completion of the TFI Acquisition in April 2023, following which TFI Group is part of the Ermenegildo Zegna Group and is no longer a related party that requires separate disclosure.

Transactions with Monterubello and companies controlled by Monterubello or its shareholders, the Company's directors or the Senior Management Team

- The purchase of raw materials (primarily wool) from Gruppo Schneider S.p.A and its subsidiaries (the "Schneider Group").
- The purchase of industrial services (primarily finishing of fabrics), from Finissaggio e Tintoria Ferraris S.p.A.
- The purchase of industrial services from Pettinatura di Verrone S.r.l.
- The rental of properties from EZ Real Estate S.p.A. ("EZ Real Estate") or its subsidiaries under lease agreements.
- Licensing, marketing and other sustainability-related services from Oasi Zegna.
- Support to the activities of Fondazione Zegna, a charitable organization which provides an opportunity for charitable work on the part of the Zegna family and Group employees. Fondazione Zegna supports and funds projects in cooperation with non-profit organizations operating in various fields and different parts of the world.
- Put contracts entered into with Mr. Thom Browne as part of the Group's investments in Thom Browne whereby the Group has been required to, and may in the future be required to, purchase all or a portion of the remaining non-controlling interests in Thom Browne. For additional information relating to the Thom Browne put option, see *Note 28 — Other non-current financial liabilities*.

Transactions with other related parties connected to directors and shareholders

- Transactions with UBS Group AG and its subsidiaries (together referred to as the "UBS Group AG") for borrowings, revolving credit lines and financial assets the Group holds (mainly cash and cash equivalents and other securities), as well as derivative contracts in the course of the Group's risk management activities. UBS Group AG also provides certain financial guarantees to third parties on behalf of the Group. Following Mr. Sergio Ermotti's appointment as Group Chief Executive Officer of UBS Group AG effective April 5, 2023, UBS Group AG and its subsidiaries qualify as related parties of the Group.

The following table summarizes transactions with related parties for the years ended December 31, 2025, 2024 and 2023.

	For the years ended December 31,																	
	2025						2024						2023					
(€ thousands)	**Revenues**	**Cost of sales**	**Selling, general and administrative expenses**	**Marketing expenses**	**Financial income/ (expenses)**	**Foreign exchange gains/ (losses)**	**Revenues**	**Cost of sales**	**Selling, general and administrative expenses**	**Marketing expenses**	**Financial income/ (expenses)**	**Foreign exchange gains/ (losses)**	**Revenues**	**Cost of sales**	**Selling, general and administrative expenses**	**Marketing expenses**	**Financial income/ (expenses)**	**Foreign exchange gains/ (losses)**
Associates																		
TFI Group[1][2]	—	—	—	—	—	—	—	—	—	—	—	—	3,233	288	740	—	(7)	—
Filati Biagioli Modesto S.p.A.	—	4,016	20	—	—	—	—	5,782	65	—	—	—	5	4,782	141	—	96	—
Norda Run Inc.	—	—	1	—	—	(1)	—	138	(4)	—	—	—	—	2,072	122	—	—	(14)
Luigi Fedeli e Figlio S.r.l.	15	—	—	—	—	—	62	547	4	—	(5)	—	86	85	—	—	—	—
Total associates	**15**	**4,016**	**21**	**—**	**—**	**(1)**	**62**	**6,467**	**65**	**—**	**(5)**	**—**	**3,324**	**7,227**	**1,003**	**—**	**89**	**(14)**
Companies controlled by Monterubello or its shareholders, the Company's directors or Senior Management Team																		
EZ Real Estate	14	2,618	3,871	2,040	(691)	—	14	2,534	4,187	2,106	(744)	—	4	2,580	4,100	2,072	(545)	—
Schneider Group	—	8,979	73	—	—	15	6	13,398	(1)	—	—	—	25	14,209	14	—	—	—
Alan Real Estate S.A.	—	1,765	3,492	—	(1,627)	11	—	1,730	3,160	—	(1,708)	—	—	1,650	3,100	—	(310)	(8)
Agnona S.r.l.	206	42	275	57	—	(3)	70	55	261	67	(1)	—	64	35	210	32	(1)	(1)
Other companies controlled by Monterubello or its shareholders, the Company's directors or Senior Management Team[2]	150	5,127	593	14	1	3	341	5,632	1,311	39	4	—	195	5,827	614	6	3	—
Other related parties connected to directors and shareholders																		
UBS Group AG	—	—	1,273	—	419	(971)	—	—	559	—	(1,519)	(1,746)	—	—	3,108	—	(1,522)	350
Other	—	—	2,628	—	—	—	—	—	2,754	—	—	—	—	—	3,038	—	—	—
Total transactions with related parties	**385**	**22,547**	**12,226**	**2,111**	**(1,898)**	**(946)**	**493**	**29,816**	**12,296**	**2,212**	**(3,973)**	**(1,746)**	**3,612**	**31,528**	**15,187**	**2,110**	**(2,286)**	**327**
Total for the Group	**1,916,947**	**622,910**	**1,033,871**	**120,686**	**(8,962)**	**9,000**	**1,946,647**	**650,087**	**1,008,324**	**121,384**	**(25,967)**	**(11,338)**	**1,904,549**	**680,235**	**901,364**	**114,802**	**(30,839)**	**(5,262)**

(1) Costs with TFI Group include royalties prior to the completion of the TFI Acquisition amounting to €181 thousand for the year ended December 31, 2023.
(2) Includes transactions with Fondazione Zegna, Finissaggio e Tintoria Ferraris S.p.A. and Pettinatura di Verrone S.r.l.

The following table summarizes assets and liabilities with related parties at December 31, 2025 and 2024.

	At December 31,							
	2025				2024			
(€ thousands)	Non-current assets	Current assets	Non-current liabilities	Current liabilities	Non-current assets	Current assets	Non-current liabilities	Current liabilities
Associates								
Filati Biagioli Modesto S.p.A.	—	91	—	617	—	14	—	780
Luigi Fedeli e Figlio S.r.l.	—	—	—	—	—	—	—	64
Norda Run Inc.	—	—	—	—	—	—	—	—
Total associates	**—**	**91**	**—**	**617**	**—**	**14**	**—**	**844**
Monterubello and Companies controlled by Monterubello or its shareholders, the Company's directors or Senior Management Team								
EZ Real Estate	34,723	619	28,577	7,036	39,222	81	33,284	8,955
Alan Real Estate S.A.	35,830	—	32,106	5,410	37,357	—	33,332	5,153
Schneider Group	—	3	—	2,508	—	211	—	2,319
Agnona S.r.l.	—	96	—	132	—	33	—	125
Other companies controlled by Monterubello or its shareholders, the Company's directors or Senior Management Team[(1)]	329	114	—	1,441	179	280	—	1,944
Other related parties connected to directors and shareholders								
UBS Group AG	1,616	10,185	667	2,489	2,542	52,788	1,756	23,254
Other	—	—	—	754	—	—	—	599
Total transactions with related parties	**72,498**	**11,108**	**61,350**	**20,387**	**79,300**	**53,407**	**68,372**	**43,193**
Total for the Group	**1,644,495**	**1,190,213**	**985,235**	**750,392**	**1,627,811**	**1,206,162**	**998,201**	**852,885**

(1) Includes transactions with Fondazione Zegna, Finissaggio e Tintoria Ferraris S.p.A. and Pettinatura di Verrone S.r.l.

The following table summarizes remuneration of and outstanding balances with the directors of the Group and key executives with strategic responsibilities:

	Key Management Personnel				Outstanding Balance		
(€ thousands)	Short-term employee benefits[(1)]	Post- employment benefits	Other long-term benefits	Share-based payments	Employee benefits	Other current and non-current financial liabilities[(2)]	Other current liabilities
2025	17,871	1,093	(3,175)	1,286	3,749	90,295	4,495
2024	15,849	1,986	3,392	4,058	7,074	127,072	4,912
2023	17,516	3,047	9,110	14,251	4,346	138,558	43,034

(1) Includes corporate bodies fees, consultancy fees and personnel compensation. 2025 also includes €2,609 thousand arising from changes in senior management during the year.
(2) Primarily relates to liabilities on put contracts entered into as part of the Group's investment in Thom Browne.

37. Share-based payments

The Group has several equity incentive arrangements under which share-based payments have been awarded to the Group's Chairman and CEO in office during the years ended December 31, 2025, 2024 and 2023, the Senior Management Team and other employees of the Group, as well as to non-executive directors. The equity incentives primarily consist of performance share units ("PSUs") and retention restricted share units ("RSUs"), which each represent the right to receive one ordinary share of the Company, as further described below.

The following table presents the share-based compensation expense recognized by the Group for the years ended December 31, 2025, 2024 and 2023.

		At December 31,		
(€ thousands)		**2025**	**2024**	**2023**
Group's Chairman and CEO				
CEO 2025-2027 PSUs	**(a)**	766	—	—
CEO 2022-2024 PSUs	**(b)**	—	(452)	4,266
CEO IPO PSUs	**(c)**	—	—	840
Management				
2025-2027 PSUs	**(d)**	1,961	—	—
2024-2026 PSUs	**(e)**	383	557	—
2022-2024 PSUs	**(f)**	—	3,332	4,062
2025-2028 RSUs	**(g)**	219	—	—
2023 RSUs	**(h)**	283	1,458	499
2022-2025 RSUs	**(i)**	1,408	1,216	1,456
Management IPO PSUs	**(j)**	—	—	1,300
Non-executive Directors				
Non-Executive Directors' Remuneration in Shares	**(k)**	813	759	795
Other share-based payments	**(l)**	(1,416)	1,602	6,562
Total		**4,417**	**8,472**	**19,780**

The following table summarizes the changes in the number of outstanding awards under the Group's equity incentive arrangements at December 31 of the years presented.

	Group's Chairman and CEO			Management						
				PSUs			RSUs			IPO
	2025-2027 PSUs	**2022-2024 PSUs**	**IPO PSUs**	**2025-2027 PSUs**	**2024-2026 PSUs**	**2022-2024 PSUs**	**2025-2028 RSUs**	**2023 RSUs**	**2022-2025 RSUs**	**Management IPO PSUs**
	(a)	**(b)**	**(c)**	**(d)**	**(e)**	**(f)**	**(g)**	**(h)**	**(i)**	**(j)**
2022	**—**	**2,520,000**	**600,000**	**—**	**—**	**1,366,050**	**—**	**—**	**585,450**	**880,000**
Granted	—	—	—	—	—	114,800	—	170,000	49,200	—
Forfeited	—	(252,000)	—	—	—	—	—	—	—	—
Vested[(1)]	—	(588,000)	(600,000)	—	—	—	—	—	—	(880,000)
2023	**—**	**1,680,000**	**—**	**—**	**—**	**1,480,850**	**—**	**170,000**	**634,650**	**—**
Granted	—	—	—	—	518,350	—	—	17,000	—	—
Forfeited	—	(252,000)	—	—	(21,450)	(95,200)	—	—	(54,600)	—
Vested[(1)]	—	(588,000)	—	—	—	—	—	(127,000)	—	—
2024	**—**	**840,000**	**—**	**—**	**496,900**	**1,385,650**	**—**	**60,000**	**580,050**	**—**
Granted	744,416	—	—	1,290,000	—	—	259,845	—	—	—
Forfeited	—	(471,057)	—	(12,188)	(87,967)	(245,104)	—	—	(2,712)	—
Vested[(1)]	—	(368,943)	—	—	—	(1,140,546)	—	(30,000)	—	—
2025	**744,416**	**—**	**—**	**1,277,812**	**408,933**	**—**	**259,845**	**30,000**	**577,338**	**—**

(1) The shares delivered or to be delivered as a result of vesting of the awards have been or are expected to be provided from treasury shares held by the Company.

The following table summarizes the fair value for accounting purposes of the share-based payment awards at the respective grant dates and the key valuation assumptions used.

	Group's Chairman and CEO			Management						IPO
				PSUs			RSUs			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
	2025-2027 PSUs	2022-2024 PSUs	IPO PSUs	2025-2027 PSUs	2024-2026 PSUs	2022-2024 PSUs	2025-2028 RSUs	2023 RSUs	2022-2025 RSUs	Management IPO PSUs
Fair value	€4.08 - €5.69	€7.43 - €9.13	€5.77 - €6.93	€4.87 - €7.09	€3.04 - €6.79	€8.68 - €11.52	€7.98 - €8.42	€10.25 - €12.95	€8.62 - €11.40	€6.18 - €7.35
Grant date share price	€6.03	€7.43 - €9.13	$10.48	€7.47	$7.67	$9.71 - $12.68	€8.35 - €8.55	€10.30 - €12.95	$9.71 - $12.68	$10.48
Expected volatility[(1)]	44.98%	30.00% - 40.00%	30.00%	45.07%	41.77%	35.00% - 37.50%				30.00%
Dividend yield	1.69%	0.00%	0.00%	1.37%	1.62%	0.90% - 1.24%	1.44% - 1.46%	0.80% - 1.17%	0.90% - 1.24%	0.00%
Risk-free rate	3.51%	0.00%	0.73%	3.68%	4.13%	1.96% - 4.86%	1.18% - 3.60%	4.93% - 5.46%	2.07% - 4.05%	0.73%

(1) Based on the historical and implied volatility of a group of comparable companies

(a) CEO 2025-2027 PSUs

In April 2025 the Company awarded 744,416 PSUs (the "**CEO 2025-2027 PSUs**") to the Group's Chairman and CEO, which vest at the end of 2027 based on the achievement of targets relating to: (i) the Company's earnings per share achieved over the performance period from 2025 to 2027, (ii) the change in the adjusted net financial indebtedness/(cash surplus) at the end of 2027 compared to the end of 2024, and (iii) the total shareholder return ("TSR") of "ZGN" ordinary shares achieved over the performance period from 2025 to 2027 compared to a defined peer group, as well as the Group Chairman and CEO's continued service in any executive capacity within the Group at the date of vesting. Each of the performance targets will be measured and settled independently of the other targets and the total number of ordinary shares that will be delivered upon vesting depends on the level of achievement of the performance targets, as well as a multiplier that is based on the performance of certain environmental, social and governance indicators over the performance period.

(b) CEO 2022-2024 PSUs

In 2021 and as amended in 2021 and 2022, the Company granted the Group's Chairman and CEO up to a maximum of 2,520,000 PSUs, (the "**CEO 2022-2024 PSUs**") that vest in three tranches in 2023, 2024 and 2025 according to the achievement of defined targets based on the Group's Adjusted EBIT and the change in the adjusted net financial indebtedness/(cash surplus) (as defined in the related agreement) compared to the previous year for the performance periods 2022, 2023 and 2024, and the Group Chairman and CEO's continued service to the Group at the date of vesting. Each of the performance targets will be settled independently of the other targets and the total number of shares to be assigned upon vesting depends on the level of achievement of the performance targets, as well as a multiplier that is based on the performance of certain ESG indicators over the performance period. On March 26, 2025, the Board determined the level of achievement of the performance conditions under the CEO 2022-2024 PSUs in 2024. As a result of such determination, 368,943 Ordinary Shares vested and were delivered to Gildo Zegna, following which there are no CEO 2022-2024 PSU awards outstanding.

(c) CEO IPO PSUs

In 2021, the Company granted 600,000 PSUs to the Group's Chairman and CEO in connection with the Company's public listing (the "**CEO IPO PSUs**"), of which:

- 240,000 CEO IPO PSUs vest upon the satisfaction of the following conditions: (i) a public listing of the Company's shares, and (ii) a Company share price of at least $11.50 for twenty consecutive trading days following the public listing and before December 31, 2023, and

- 360,000 CEO IPO PSUs vest upon the satisfaction of the following conditions: (i) a public listing of the Company's shares, (ii) a Company share price of at least $12.50 for twenty consecutive trading days following the public listing and before December 31, 2023, and (iii) the Group Chairman and CEO's continued service with the Company from the award grant date until December 31, 2023.

(d) 2025-2027 PSUs

In June 2025 the Company awarded 1,290,000 PSUs (the "**2025-2027 PSUs**") to the Senior Management Team (excluding the Group's Chairman and CEO) and certain other employees of the Group, which vest at the end of 2027 based on the achievement of targets relating to: (i) the cumulated revenues and cumulated Adjusted EBIT achieved over the performance period from 2025 to 2027, (ii) the change in the adjusted net financial indebtedness/(cash surplus) at the end of 2027 compared to the end of 2024, and (iii) the total shareholder return ("TSR") of "ZGN" ordinary shares achieved over the performance period from 2025 to 2027 compared to a defined peer group, as well as the recipient's continued service to the Group at the date of vesting. Each of the performance targets will be measured and settled independently of the other targets and the total number of ordinary shares that will be delivered upon vesting depends on the level of achievement of the performance targets, as well as a multiplier that is based on the performance of certain environmental, social and governance indicators over the performance period.

(e) 2024-2026 PSUs

In 2024 the Company awarded 518,350 PSUs (**"2024-2026 PSUs"**) to the Senior Management Team (excluding the Group's Chairman and CEO) and certain other employees of the Group, which vest in 2026 based on the achievement of targets relating to: (i) the cumulated revenues and cumulated Adjusted EBIT achieved over the performance period from 2024 to 2026, (ii) the change in the adjusted net financial indebtedness/(cash surplus) at the end of 2026 compared to the end of 2023, (iii) the total shareholder return ("TSR") achieved over the performance period from 2024 to 2026, as well as the recipient's continued service to the Group at the date of vesting. Each of the performance targets will be measured and settled independently of the other targets and the total number of ordinary shares that will be delivered upon vesting depends on the level of achievement of the performance targets, as well as a multiplier that is based on the performance of certain environmental, social and governance indicators over the performance period.

(f) 2022-2024 PSUs

In 2022, the Company granted to the Senior Management Team (excluding the Group's Chairman and CEO) and certain other employees of the Group a target number of 1,417,150 PSUs (the **"2022-2024 PSUs"**) that all vest in 2025 based on the achievement of defined targets related to Adjusted EBIT and the change in the adjusted net financial indebtedness/(cash surplus) compared to the previous year for the performance periods 2022, 2023 and 2024, and the recipient's continued service to the Group at the date of vesting. Additional awards were subsequently granted under this plan. Each of the performance targets will be settled independently of the other targets and the total number of shares to be assigned upon vesting depends on the level of achievement of the performance targets, as well as a multiplier that is based on the performance of certain environmental, social and governance indicators over the performance period. In case of over- or underachievement of the targets and/or the multiplier, the number of awards that vest will be adjusted according to predefined parameters. On March 26, 2025, the Board of Directors determined the level of achievement of the performance conditions under the 2022-2024 PSUs in 2024. As a result of such determination, 1,140,546 Ordinary Shares vested and were delivered to the recipients, following which there are no remaining 2022-2024 PSU awards outstanding.

(g) 2025-2028 RSUs

In 2025, the Company granted to members of the Senior Management Team (excluding the Group's Chairman and CEO) and certain other employees of the Group up to a maximum of 259,845 RSUs (the **"2025-2028 RSUs"**) that vest in three tranches between 2026 and 2028 subject to the recipient's continued service with the Group.

(h) 2023 RSUs

In October 2023, the Company granted 170,000 RSUs (**"2023 RSUs"**) to the Senior Management Team, of which:

- 80,000 RSUs that vested in two equal installments on April 10, 2024 and December 10, 2024 following the continued service of the recipients through the vesting periods, and

- 90,000 RSUs that vest in three equal installments on December 10, 2024 (vested), December 10, 2025 (vested), and December 10, 2026, subject to the continued service of the recipients through the vesting periods.

In July 2024, the Company granted an additional 17,000 RSUs to the Senior Management Team and the awards vested on December 10, 2024 following the continued service of the recipients through the vesting period.

(i) 2022-2025 RSUs

In 2022, the Company granted to the Senior Management Team (excluding the Group's Chairman and CEO) and certain other employees of the Group up to a maximum of 607,350 RSUs (the **"2022-2025 RSUs"**) that vest in 2026 subject to the recipient's continued service with the Group. Additional awards were subsequently granted under this plan.

(j) Management IPO PSUs

In 2021, the Company granted 900,000 PSUs to the directors of the Group (excluding the Group's Chairman and CEO), key executives with strategic responsibilities and other employees of the Group in connection with the Company's public listing (the **"Management IPO PSUs"**), of which:

- 450,000 Management IPO PSUs vest upon the satisfaction of the following conditions: (i) a public listing of the Company's shares before December 31, 2021 and, (ii) a Company share price of at least $11.50 for ten consecutive trading days following the public listing and before December 31, 2023, and
- 450,000 Management IPO PSUs vest upon the satisfaction of the following conditions: (i) a public listing of the Company's shares before December 31, 2021, (ii) a Company share price of at least $12.50 for twenty consecutive trading days following the public listing and before December 31, 2023, and (iii) the recipient's continued employment with the Company from the award grant date until December 31, 2023.

(k) Non-Executive Directors Remuneration in Shares

Under the Group's remuneration policy, non-executive directors will receive 50% of their annual base remuneration in cash and 50% in the Company's ordinary shares (**"Non-Executive Directors' Remuneration in Shares"**). The number of ordinary shares in the Company to be assigned to the non-executive directors is determined based on the closing share price of the Company's ordinary shares on the last trading date of the month preceding the grant date. If a non-executive director ceases to be employed by the Group within a given year, the shares will vest on a pro-rata basis until the date on which the non-executive director provided their services. A total of 94,320, 71,620 and 76,400 ordinary shares of the Company were earned by the non-executive directors for 50% of their annual base remuneration for services provided in 2025, 2024 and 2023, respectively, and the shares will be delivered to the recipients two years following the grant date, which is generally in January of the applicable year.

(l) Other share-based payments

In 2023, the Group modified the contractual terms of an agreement in order to entitle the Senior Management Team to settle a portion of a bonus in ordinary shares in 2024 equal to a value of $7,500 thousand. As a result, the compensation that was settled in ordinary shares was accounted for as equity-settled share-based compensation and measured at the fair value of the related compensation, with an offsetting increase to equity of €6,562 thousand. In 2024, an additional bonus was awarded, of which one third was to be paid in ordinary shares expected to be delivered in 2027. As a result, the Group recognized equity-settled share base compensation (measured at the fair value) of €1,602 thousand in 2024 and an offsetting increase to equity. In 2025, the Group recognized a reduction to costs of €1,416 thousand in relation to the forfeiture of a bonus awarded in 2024.

The Group's Chairman and CEO is entitled to share purchase rights, under which the Group's Chairman and CEO may purchase ordinary shares of the Company at a rate based on a multiplier of EBIT, for a maximum amount corresponding to his base salary, net of personal income tax, plus short-term variable cash compensation for the previous year (the "**CEO Remuneration in Shares**"). The annual right vests each year and can be exercised directly by the Group's Chairman and CEO within 12 months after the end of each year. In June 2022, as a result of the exercise of the share purchase rights, 459,086 ordinary shares, which were previously held in treasury, were delivered to the Group's Chairman and CEO for an aggregate purchase price of €3,390 thousand. In June 2023, as a result of the exercise of the share purchase rights, 468,450

ordinary shares, which were previously held in treasury, were delivered to the Group's Chairman and CEO for an aggregate purchase price of €3,654 thousand. The Group's Chairman and CEO did not exercise this right in 2025 or 2024 in relation to the preceding year's remuneration.

38. Notes to consolidated cash flow statement

Operating activities

Other non-cash expenses, net in the consolidated cash flow statement primarily include equity-settled share-based compensation and bonuses earned by the Senior Management Team and other employees of the Group that were not paid during the period, as well as provisions for risk and charges and allowances.

The change in other operating assets and liabilities primarily relates to employee benefits, indirect taxes, accrued income and expenses, and deferred charges.

Investing activities

The following table presents cash used for business combinations (net of cash acquired) in 2025, 2024 and 2023.

	For the years ended December 31,		
€ thousand	**2025**	**2024**	**2023**
Acquisition of Thom Browne business in South Korea [(1)]	—	(9,580)	(7,991)
Acquisition of ZEGNA business in South Korea	—	(9,727)	—
TFI Acquisition	—	—	(109,110)
Acquisition of Tessitura Ubertino [(2)]	—	—	(585)
Cash used for business combinations, net of cash acquired	**—**	**(19,307)**	**(117,686)**

(1) The amount paid in 2024 relates to deferred consideration as stipulated in the acquisition purchase agreement.

(2) Relates to earn-out payments for the acquisition of Tessitura Ubertino in 2021, following achievement of predetermined operating performance targets by the company.

For additional information relating to the Group's business acquisitions, see *Note 39 — Business combinations*.

Non-cash investing activities primarily related to:

- acquisitions of right-of-use assets of €300,103 thousand in 2025 (€196,121 thousand in 2024 and €141,995 thousand in 2023);
- acquisitions of property, plant and equipment of €12,360 thousand in 2025 (€12,538 thousand in 2024 and €13,301 thousand in 2023), and
- acquisitions of intangible assets of €9,818 thousand in 2025 (€8,424 thousand in 2024 and €5,859 thousand in 2023).

Financing activities

Deferred payments for business combinations in 2025 amounted to €9,086 thousand and related to the acquisition of the Thom Browne business in Korea, which was completed in 2023.

The Group received cash consideration of €107,216 thousand (net of transaction costs of €1.2 million) from the sale, on July 29, 2025, of 14.1 million ordinary shares previously held in treasury to Temasek, a global investment company headquartered in Singapore, as part of a strategic partnership with the Group. Following completion of the transaction, Temasek held a total of 26.8 million shares of the Company, equal to 10% of the Company's outstanding ordinary shares, including 12.7 million ordinary shares of the Company previously acquired by Temasek on the open market.

39. Business combinations

Acquisition of the ZEGNA business in Qatar

On December 7, 2025, the Group acquired the ZEGNA business in Qatar, including its network of two ZEGNA retail stores that were converted from wholesale to DTC stores after previously being managed under franchising arrangements. The business is held through Zegna Doha Trading W.L.L., a newly incorporated entity in which the Group holds a 70% interest, with the remaining 30% held by the local partner, which continues to provide operational support in the region. The purchase consideration was €1.1 million and is expected to be paid in the first half of 2026. The consideration was equal to the fair value of the net assets acquired and no goodwill was recognized on the acquisition.

Acquisition of the ZEGNA business in South Korea

On January 1, 2024, the Group acquired a 100% interest in Ermenegildo Zegna Korea Co. Ltd, following which the Group began directly operating its ZEGNA business in South Korea and its network of stores.

Details of the purchase consideration, the net assets acquired and goodwill are presented below.

(€ thousands)	**At acquisition date**
Cash consideration paid	8,970
Settlement of pre-existing intercompany balances	2,540
Total consideration	**11,510**

The assets and liabilities recognized as a result of the acquisition are as follows:

(€ thousands)	**Fair value at acquisition date**
Cash and cash equivalents	210
Trade receivables	1,560
Inventories	4,518
Intangible assets and property, plant and equipment	1,014
Other current and non-current assets	109
Trade payables and customer advances	(321)
Employee benefits	(931)
Other current and non-current liabilities	(2,929)
Net identifiable assets acquired	**3,230**
Goodwill	8,280
Net assets acquired including goodwill	**11,510**

Goodwill arising from the acquisition of €8,280 thousand is primarily attributable to the expected synergies from combining operations of the acquiree and the acquirer. Acquisition-related costs of €33 thousand were expensed as incurred.

Details of the net cash outflows related to the acquisition are shown below:

(€ thousands)	**At acquisition date**
Cash consideration paid	(8,970)
Cash and cash equivalents acquired	210
Payment of acquisition-related liabilities	(967)
Net cash outflow - Investing activities	**(9,727)**

The acquired business contributed revenues of €15,649 thousand and a net loss of €24 thousand to the Group for the period from the date of acquisition (January 1, 2024) until December 31, 2024.

Trade receivables had a gross contractual value of €1,576 thousand and the best estimate at the acquisition date of the contractual cash flows not to be collected is €16 thousand.

Acquisition of Thom Browne business in South Korea

On July 1, 2023, Thom Browne began directly operating its business in South Korea and its network of 17 stores. The business is now wholly owned through Thom Browne Korea Ltd., a newly formed and wholly owned company, and operates in the region with external support from the former franchise partner.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

(€ thousands)	**At acquisition date**
Cash consideration paid	7,991
Deferred consideration	18,583
Total consideration	**26,574**

At the acquisition date, the Group recognized the net present value of the deferred consideration related to the acquisition of the Thom Browne business in South Korea for €18,583 thousand. The deferred consideration was fully paid in four tranches: two tranches in January and July 2024 of €4,881 thousand and €4,699 thousand, respectively, and two tranches in January and July 2025 of €4,673 thousand and €4,413 thousand, respectively.

The assets and liabilities recognized as a result of the acquisition are as follows:

(€ thousands)	**Fair value at acquisition date**
Inventories	1,054
Other current assets	800
Property, plant and equipment	949
Other current liabilities	(123)
Deferred tax liabilities	(72)
Net identifiable assets acquired	**2,608**
Goodwill	**23,966**
Net assets acquired including goodwill	**26,574**

Goodwill arising from the acquisition of €23,966 thousand is primarily attributable to the expected synergies from combining operations of the acquiree and the acquirer. Acquisition-related costs of €263 thousand were expensed.

Details of the net cash outflows related to the acquisition are presented below.

(€ thousands)	**At acquisition date**
Cash consideration paid	(7,991)
Net cash outflow - Investing activities	**(7,991)**

The acquired business contributed revenues of €19,668 thousand and a net loss of €1,003 thousand to the Group for the period from the date of acquisition until December 31, 2023.

Acquisition of Tom Ford International (TFI)

On April 28, 2023, the Group completed the TFI Acquisition, through which it acquired TFI, the company that owns and operates the TOM FORD FASHION business, as part of a transaction in which sole ownership of the TOM FORD brand, its trademarks, and other intellectual property rights were acquired by ELC and the Group has become a long-term licensee for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products. The Group will be in charge of the end-to-end TOM FORD FASHION business, from collection creation and development to production and merchandising, as well as retail and wholesale distribution. TOM FORD

FASHION, under the Group, operates a network of 66 directly operated TOM FORD FASHION stores globally at December 31, 2025.

Before the completion of the TFI Acquisition, the Group already owned 15% of TFI, through its fully owned subsidiary EZ US Holding Inc., and, through the TFI Acquisition, acquired the remaining 85% equity interest. The transaction implied a value for the acquired 85% stake of TFI at $150 million in cash, on a cash-free and debt-free basis and assuming a normalized working capital. The final purchase price has been subject to customary final confirmation of purchase price adjustments related primarily to indebtedness, trade working capital and transaction expenses, as stipulated in the related agreements. No contingent consideration arrangements were agreed as part of the transaction.

In connection with the TFI Acquisition, the Group entered into a long-term license agreement through TFI with ELC under which the Group will be licensee for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products (as further described below).

As a result of the TFI Acquisition, the Group also obtained 100% of Tizeta, for which it previously held a 50% interest and accounted for the investment using the equity method, with the remaining 50% interest owned by TFI and being acquired by the Group through the TFI Acquisition. See *Note 17 — Investments accounted for using the equity method* for additional information. A financial guarantee provided to TFI in relation to its payment obligations under a bank loan for an amount of $6,875 thousand was closed as part of the transactions contemplated by the TFI Acquisition. No amounts were claimed under the guarantee.

The Group has accounted for the TFI Acquisition using the acquisition method of accounting in accordance with IFRS 3 — Business Combinations ("IFRS 3"), which applies the fair value concepts defined in IFRS 13 — *Fair Value Measurement* ("IFRS 13") and requires the Group to recognize the assets acquired and the liabilities assumed at their fair values as of the acquisition date of April 28, 2023 (with certain exceptions). Following the TFI Acquisition, the earnings of the Group reflect the impacts of purchase accounting adjustments, including the amortization and depreciation of certain acquired assets.

Acquisition-related costs amounted to €5,436 thousand and were expensed in the consolidated statement of profit and loss.

Details of the purchase consideration, previously equity interest held and the net assets acquired are presented below.

(€ thousands)	**At acquisition date**
Cash consideration paid for 85% of TFI	91,619
Fair value of the previously equity interests held	21,505
Settlement of pre-existing intercompany balances	5,949
Total consideration	**119,073**

(€ thousands)	**Fair value at acquisition date**
Cash and cash equivalents	109,667
Trade receivables	23,329
Inventories	82,694
Right-of-use assets	160,869
Intangible assets and property, plant and equipment	122,770
Other current and non-current assets	70,014
Other current and non-current liabilities	(176,147)
Current and non-current lease liabilities	(160,869)
Current and non-current borrowings	(29,890)
Trade payables and customer advances	(28,942)
Employee benefits	(3,259)
Deferred tax liabilities	(51,163)
Net identifiable assets acquired	**119,073**

Intangible assets and property, plant and equipment include the fair value of the license agreement under which the Group has become a long-term licensee for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products, amounting to €99,295 thousand and determined through an income approach based on the multi-period excess earnings method, which requires an estimate of future expected cash flows. The estimated useful life of the license agreement is 30 years, which includes the 20 guaranteed years as per the contract plus the automatic renewal period of 10 years which is subject to certain minimum performance conditions that management believes will be satisfied based on the business plan and information currently available.

Details of the net cash outflows related to the acquisition are presented below.

(€ thousands)	**At acquisition date**
Consideration paid for 85% of TFI	(91,619)
Cash and cash equivalents acquired	109,667
Payment of TFI acquisition-related liabilities	(127,158)
Net cash outflow - Investing activities	**(109,110)**

TFI contributed revenues of €235,531 thousand and a loss of €14,926 thousand to the Group from the acquisition date until December 31, 2023 (including additional costs as a result of the purchase price accounting). If the acquisition had occurred on January 1, 2023, the consolidated statement of profit and loss for the year ended December 31, 2023 would have included additional revenues of €97 million and an additional loss of €17 million (including transaction costs incurred by TFI prior to the closing of the TFI Acquisition).

Total assets and total revenues of TFI represent approximately 15.7% and approximately 12.4%, respectively, of the related consolidated financial statement amounts at and for the year ended December 31, 2023.

At the acquisition date, trade receivables acquired had a gross contractual value of €24,571 thousand and the best estimate of the contractual cash flows not to be collected was €1,242 thousand.

As part of the license agreement, the Group has become a long-term licensee of ELC for all TOM FORD men's and women's fashion as well as accessories and underwear, fine jewelry, childrenswear, textile, and home design products, by virtue of a long-term licensing and collaboration agreement with ELC for 20 years with an automatic renewal for one further 10 year period subject to certain minimum performance conditions. As part of the license agreement, the Group is required to pay minimum annual guaranteed royalties for the term of the license agreement.

At December 31, 2025, the remaining minimum annual guaranteed royalties covering the first 10-year period of the license agreement were as follows (undiscounted):

	At December 31, 2025
	(€ millions)(*)
Due within 1 year	18.5
Due in 1 to 5 years	83.9
Due in 6 to 7 years	45.2
Total	**147.6**

(*) Translated from U.S. Dollars to Euro at the December 31, 2025 end of day exchange rate.

For the remaining term of the license the minimum annual guaranteed royalties to be paid by the Group will be calculated based on a percentage of the net sales of the preceding annual period.

The license agreement also requires the Group to make minimum investments for marketing activities as a percentage of net sales of the licensed products as per customary market practices.

40. Subsequent events

The Group has evaluated subsequent events through April 29, 2026 which is the date the Consolidated Financial Statements were authorized for issuance, and identified the following events, all of which are non-adjusting as defined in IAS 10.

Effective January 1, 2026, the Group implemented previously announced changes to its leadership structure, following a succession planning process carried out by the Board of Directors. Ermenegildo "Gildo" Zegna, previously Group Chairman and Chief Executive Officer, assumed the role of Group Executive Chairman. Gianluca Tagliabue, previously Group Chief Financial Officer and Chief Operating Officer, assumed the role of acting Group Chief Executive Officer, pending his appointment as an Executive Director by the 2026 annual general meeting of the Company's shareholders, when Mr. Tagliabue is expected to assume the role of Group Chief Executive Officer. Gian Franco Santhià, previously Group Control & Chief Accounting Officer, was appointed Group Chief Financial Officer. In addition, Edoardo and Angelo Zegna were appointed Co-CEOs of the ZEGNA brand.

On February 28, 2026, geopolitical tensions in the Middle East escalated following military actions in the region. The Group has direct operations in certain Middle Eastern markets. The situation continues to evolve, and the potential effects on the Group, and the luxury goods sector more broadly, remain uncertain.

On March 19, 2026, the Board of Directors of the Company proposed to make a dividend distribution of €0.12 per share to holders of the Company's ordinary shares, corresponding to a total dividend distribution of approximately €32.2 million. The dividend proposal is subject to the finalization and adoption of the annual statutory accounts of the Company (provided that the distribution is permitted under Dutch law) and to the approval of the Company's shareholders at the 2026 annual general meeting, which is expected to be held on June 26, 2026.

10. COMPANY FINANCIAL STATEMENTS

Ermenegildo Zegna N.V.
STATEMENT OF PROFIT AND LOSS
for the years ended December 31, 2025 and 2024

		For the years ended December 31,	
(€ thousands)	**Note**	**2025**	**2024**
Share in result of participating interests	3	85,566	102,758
Other income/(expenses) after taxes		13,016	(25,675)
Result after taxes		**98,582**	**77,083**

The accompanying notes are an integral part of the Company Financial Statements.

Ermenegildo Zegna N.V.
STATEMENT OF FINANCIAL POSITION
at December 31, 2025 and 2024

(€ thousands and before appropriation of results)	Note	At December 31, 2025	2024
Assets			
Non-current assets			
Property, plant and equipment and right-of-use assets		265	271
Participating interests in Group companies	3	1,287,597	1,198,933
Deferred tax assets		18,949	25,018
Non-current financial receivables from Group companies	4	21,109	52,964
Other non-current financial assets		1,143	1,166
Total non-current assets		**1,329,063**	**1,278,352**
Current assets			
Trade and other receivables from Group companies	5	39,947	36,014
Current financial receivables from Group companies	6	257,195	224,341
Derivative financial instruments		9,480	12,650
Tax receivables		8,246	8,281
Other current financial assets	7	53,798	60,248
Other current assets		1,819	1,282
Cash and cash equivalents		131,480	116,787
Total current assets		**501,965**	**459,603**
Total assets		**1,831,028**	**1,737,955**
Liabilities and Shareholders' Equity			
Share capital		9,154	9,154
Share premium		782,587	782,587
Legal reserves		(28,845)	35,624
Reserve for treasury shares		(287,203)	(418,345)
Other reserves		(184,307)	(161,631)
Retained earnings		641,043	591,648
Unappropriated result		98,582	77,083
Total shareholders' equity	8	**1,031,011**	**916,120**
Non-current liabilities			
Non-current borrowings	9	162,114	194,261
Other non-current financial liabilities	10	105,747	146,486
Employee benefits		3,955	3,920
Deferred tax liabilities		3,940	4,745
Total non-current liabilities		**275,756**	**349,412**
Current liabilities			
Current borrowings	9	83,229	144,801
Current borrowings with Group companies	6	350,505	256,615
Other current financial liabilities	10	94	69
Derivative financial instruments		9,821	16,330
Current provisions for risks and charges	11	68,660	41,651
Trade payables and customer advances		1,137	1,503
Trade payables and customer advances with Group companies		5,335	5,734
Tax liabilities		1,129	905
Other current liabilities		4,351	4,815
Total current liabilities		**524,261**	**472,423**
Total shareholders' equity and liabilities		**1,831,028**	**1,737,955**

The accompanying notes are an integral part of the Company Financial Statements.

1. General information

Ermenegildo Zegna N.V. (hereinafter referred to as the "Company" or the "Parent Company" and together with its consolidated subsidiaries, or any one or more of them, as the context may require, the "Ermenegildo Zegna Group" or the "Group") is the holding company of the Group and is incorporated as a public company (*naamloze vennootschap*) under the laws of the Netherlands and its ordinary shares are listed on the New York Stock Exchange under the "ZGN" ticker. The Company is domiciled in Amsterdam, the Netherlands, and the Company's registered office is Viale Roma 99/100, Valdilana (Biella), Italy. The Company is registered at the Dutch trade register under number 84808640. The financial information of the Company is included within the Company's Consolidated Financial Statements presented herein.

The Ermenegildo Zegna Group is a global luxury player, with a leading position in the high-end menswear business, internationally recognized for its unique supply chain, the *Filiera*, made up of some of the finest Italian textile producers, fully integrated with the Group's unique luxury manufacturing capabilities.

Legacy, Italian craftsmanship, quality and innovation are the key ingredients of its three complementary brands: ZEGNA, Thom Browne and TOM FORD FASHION. Through them, the Group's reach expands to touch different communities, from the absolute iconic luxury, with its eponymous brand ZEGNA, to modern tailoring, with Thom Browne, to seductive luxury, with TOM FORD FASHION. Through its brands, the Group designs, produces, markets and distributes luxury menswear, footwear, leather goods and other accessories, luxury womenswear (under the Thom Browne and TOM FORD FASHION brands) and children's clothing (under the Thom Browne brand). The three brands also have selected third-party license agreements for specific product categories. Thanks to its Filiera, the Group covers the entire value chain from the production of the finest raw materials - under the brands Lanificio Ermenegildo Zegna, Dondi, Bonotto, Tessitura di Novara, Tessitura Ubertino, as well as the minority-owned Filati Biagioli Modesto and Luigi Fedeli & Figlio - to the finished products realized in its luxury manufacturing facilities.

2. Basis of preparation

Accounting policies

General

The company financial statements at and for the years ended December 31, 2025 and 2024 (the "Company Financial Statements") have been prepared in accordance with the provisions of Part 9, Book 2, of the Dutch Civil Code. The Company uses the option of Article 362.8 of Part 9, Book 2, of the Dutch Civil Code, which allows companies that apply International Financial Reporting Standards ("IFRS® Accounting Standards") as adopted by the European Union in their consolidated financial statements to prepare the Company Financial Statements using the same accounting policies applied in the consolidated financial statements ("Combination 3"). In addition to the accounting policies described below, the accounting policies are described in *Note 3 — Summary of material accounting policy information* to the Consolidated Financial Statements included in this annual report. As allowed by Dutch law, investments in subsidiaries, associates and joint ventures (also referred to as participating interests in group companies) are accounted for using the equity method in the Company Financial Statements.

For an appropriate interpretation of these Company Financial Statements, they should be read together with the Consolidated Financial Statements. If an accounting policy is not referenced below, refer to the accounting policies as described in the Consolidated Financial Statements.

Format

As disclosed in the Consolidated Financial Statements, the financial information relating to the Company is included in the Consolidated Financial Statements.

The Company Financial Statements are presented in Euro, which is the functional currency of the Company, and amounts are stated in thousands of Euros, unless otherwise indicated.

Investments

Investments in participating interests in Group companies (including subsidiaries, associates and joint ventures) are accounted for using the equity method, applying the IFRS Accounting Standards as endorsed by the European Union. The share of profit of these investments is the Company's share of the investments' results, presented as the result from participating interests in the statement of profit and loss. Results on transfers of assets and liabilities between the Company and its participating interests are eliminated.

Upon identification of a credit loss on an intercompany loan and/or receivable, the Company eliminates the carrying amount of the intercompany loan and/or receivable for the value of the identified credit loss.

Participating interests with a negative net equity value are measured at nil. This likewise takes into account other long-term interests that should effectively be considered as part of the net investment in the participation. If the Company fully or partially guarantees the liabilities of the participation concerned to enable the participation to pay its (share of the) liabilities, or it has the effective obligation to do so, a provision is formed for the amount of the capital requirement of the participation. Upon determining this provision, provisions for doubtful debts already deducted from receivables from the participating interest are taken into account.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments. Cash and cash equivalents are primarily held for the purpose of meeting short-term cash needs and commitments.

To be classified as cash and cash equivalents, an asset must be readily convertible into cash, have an insignificant risk of changes in value and have a maturity period of three months or less at acquisition.

Related parties

The related parties of the Company include all entities of the Group and all entities and individuals, including their close family members, capable of exercising control, joint control or significant influence over the Company and its subsidiaries, including the Company's controlling shareholder, Monterubello, as well as other companies owned by Monterubello and its shareholders. Related parties also include the Company's associates and joint arrangements, members of its Board of Directors and executives with strategic responsibilities, as well as their families and entities controlled by them.

The Company carries out transactions with related parties on commercial terms that are normal in the respective markets, considering the characteristics of the goods or services involved.

Shareholders' equity

The translation reserve and other legal reserves are recognized in accordance with the Dutch Civil Code.

3. Participating interests in Group companies

A list of subsidiaries (directly and indirectly owned) and affiliated companies is included in *Note 3 — Summary of material accounting policy information—Scope of consolidation* to the Consolidated Financial Statements included in this annual report.

The following table provides an overview of the movements of the participating interests in Group companies:

(€ thousands)	2025	2024
Balance at January 1	**1,198,933**	**1,143,256**
Share in result of participating interests	85,566	102,758
Capital increases	35,476	18,250
Acquisition of non-controlling interests without a change in control	—	22,752
Dividends	(34,716)	(88,061)
Foreign exchange differences and other movements	2,338	(22)
Balance at December 31	**1,287,597**	**1,198,933**

In June 2024 the Group purchased an additional 2% of Thom Browne Inc. (the parent company of the Thom Browne group) for total consideration of $25,000 thousand (€22,752 thousand), following which the Group holds 92% of Thom Browne group. For additional information relating to the put option on non-controlling interests, see *Note 10 — Other current and non-current financial liabilities*.

Capital increases of €35,476 thousand in 2025 include €25,000 thousand to In.co. S.p.A..

4. Non-current financial receivables from Group companies

The following table provides a breakdown for non-current financial receivables from Group companies:

		At December 31,	
(€ thousands)	**Currency**	**2025**	**2024**
Tom Ford Retail Shangai	CNY	13,372	—
Ermenegildo Zegna Korea Co., Ltd.	EUR	2,500	2,500
Ermenegildo Zegna Hong Kong LTD	EUR	1,600	1,600
Ermenegildo Zegna Far-East Pte LTD	SGD	1,214	4,801
Ermenegildo Zegna (Macau) LTD	HKD	1,093	2,479
Ermenegildo Zegna Malaysia Sdn. Bhd.	EUR	1,000	1,800
E. Z. Thai Holding Ltd	THB	330	330
The Italian Fashion Co. LTD	THB	—	841
EZ US Holding Inc.	USD	—	38,614
Total		**21,109**	**52,964**

The receivables are primarily due between 2026 and 2030 and bear variable rates of interest based on EURIBOR or other recognized benchmark interest rates plus a spread, which is generally around 2.00%.

The receivable from EZ US Holding Inc. amounting to €38,614 thousand at December 31, 2024 primarily related to funding provided by the Company to EZ US Holding Inc. to finance the acquisition of Tom Ford International ("TFI") in April 2023 (the "TFI Acquisition"). For additional information related to the TFI Acquisition, see Note 39 — Business combinations to the Consolidated Financial Statements. The receivable was originally due in April 2028 and generated interest based on SOFR 6-month plus a spread of 2.00%. In May 2025, the receivable was settled through a conversion to equity.

5. Trade and other receivables from Group companies

The following table provides a breakdown for trade and other receivables from Group companies:

	At December 31,	
(€ thousands)	**2025**	**2024**
Trade receivables from Group companies	7,014	7,274
Other receivables from Group companies	32,933	28,740
Total	**39,947**	**36,014**

Other receivables from Group companies primarily relate to the Group's tax consolidation in Italy and recharges to Group companies for share-based payments provided to employees.

6. Current financial receivables from Group companies and current borrowings with Group companies

Current financial receivables from Group Companies and current borrowings with Group companies primarily relate to amounts provided to or received from companies of the Group as part of a group-wide cash management system where certain treasury activities of the Group, including liquidity management and financing operations, are centrally coordinated by the Company. These financial assets and liabilities typically generate interest based on EURIBOR or other recognized benchmark interest rates plus a spread of between 0.5% and 1.25%.

7. Other current financial assets

Other current financial assets amounted to €53,798 thousand and €60,248 thousand at December 31, 2025 and 2024, respectively, and related to financial securities owned by the Company.

8. Shareholders' equity

The following table presents the movements in shareholders' equity during the years ended December 31, 2025 and 2024:

			Legal reserves									
(€ thousands)	Share capital	Share premium	Currency translation difference	Cash flow hedge reserve	Reserve for remeasurement of defined benefit plans	Financial assets at FVOCI reserve	Reserve subsidiaries	Reserve for treasury shares	Other reserves	Retained earnings	Undistributed result	Total shareholders' equity
At January 1, 2024	**9,154**	**782,587**	**(9,856)**	**5,826**	**2,375**	**(160)**	**22,133**	**(436,622)**	**(153,996)**	**497,324**	**121,529**	**840,294**
Allocation of prior year result	—	—	—	—	—	—	—	—	—	121,529	(121,529)	—
Result for the year	—	—	—	—	—	—	—	—	—	—	77,083	77,083
Other comprehensive income/(loss) for the year, net of tax	—	—	31,138	(13,255)	367	215	—	—	—	—	—	18,465
Reduction in legal reserves for subsidiaries	—	—	—	—	—	—	(3,159)	—	3,159	—	—	—
Dividends	—	—	—	—	—	—	—	—	31	(30,321)	—	(30,290)
Share-based payments	—	—	—	—	—	—	—	—	8,472	—	—	8,472
Settlement of share-based payments	—	—	—	—	—	—	—	18,277	(19,297)	1,020	—	—
Other changes	—	—	—	—	—	—	—	—	—	2,096	—	2,096
At December 31, 2024	**9,154**	**782,587**	**21,282**	**(7,429)**	**2,742**	**55**	**18,974**	**(418,345)**	**(161,631)**	**591,648**	**77,083**	**916,120**
Allocation of prior year result	—	—	—	—	—	—	—	—	—	77,083	(77,083)	—
Result for the year	—	—	—	—	—	—	—	—	—	—	98,582	98,582
Other comprehensive income/(loss) for the year, net of tax	—	—	(75,584)	11,022	(139)	(137)	—	—	—	—	—	(64,838)
Reduction in legal reserves for subsidiaries	—	—	—	—	—	—	369	—	(369)	—	—	—
Dividends	—	—	—	—	—	—	—	—	—	(30,491)	—	(30,491)
Sale of treasury shares, net	—	—	—	—	—	—	—	117,676	(10,460)	—	—	107,216
Share-based payments	—	—	—	—	—	—	—	—	4,417	—	—	4,417
Settlement of share-based payments	—	—	—	—	—	—	—	13,466	(16,269)	2,803	—	—
Other changes	—	—	—	—	—	—	—	—	5	—	—	5
At December 31, 2025	**9,154**	**782,587**	**(54,302)**	**3,593**	**2,603**	**(82)**	**19,343**	**(287,203)**	**(184,307)**	**641,043**	**98,582**	**1,031,011**

Share capital and share premium

At December 31, 2025 and 2024 the fully paid up share capital of the Company was €9,154 thousand, consisting of 302,704,726 ordinary shares and 154,981,350 special voting shares A, all with a nominal value of €0.02.

Each ordinary share confers the right to cast one vote. Holders of ordinary shares become entitled to special voting shares upon registering their ordinary shares in the loyalty register (thereby blocking such shares from trading on the NYSE) and maintaining them registered in such register for an uninterrupted period of time as prescribed by the articles of association of the Company. Ordinary shares carry the right to receive dividends and each ordinary share carries the right to repayment of capital in the event of dissolution and liquidation, with the remaining equity, after all debts are satisfied, for the benefit of the holders of ordinary shares in proportion to the aggregate nominal value of their ordinary shares. Ordinary shares carry preemptive rights in proportion to the aggregate number of ordinary shares held upon the issuance of new ordinary shares or the granting of rights to subscribe for ordinary shares, subject to certain exceptions.

If ordinary shares have been registered in the loyalty register for an uninterrupted period of two years in the name of the same shareholder, such shares become eligible to receive Special Voting Shares A of the Company. The relevant shareholder will receive one Special Voting Share A of the Company per eligible ordinary share. Each of the Company Special Voting Share A of the Company will automatically be converted into a Special Voting Share B of the Company after holding a number of ordinary shares for an uninterrupted period of five years following the registration of such ordinary shares in the loyalty register, and each Special Voting Share B of the Company will automatically be converted into a Special

Voting Share C of the Company after holding a number of ordinary shares for an uninterrupted period of ten years following the registration of such ordinary shares in the loyalty register. Each class of the Company Special Voting Shares will entitle the relevant holders to the following number of votes, in addition to the voting rights attached to each ordinary share: each Special Voting Share A of the Company confers the right to cast one vote, each Special Voting Share B of the Company confers the right to cast four votes and each Special Voting Share C of the Company confers the right to cast nine votes in the Company's General Meeting. Holders of the Company's Special Voting Shares will not receive any dividends in respect of the Special Voting Shares; however, the Company maintains a separate dividend reserve (which is recorded within other reserves in equity) for each class of the Special Voting Shares for the sole purpose of the allocation of the mandatory minimum profits that accrue to the Special Voting Shares.

The following table summarizes the changes in the share capital, share premium and number of ordinary shares and special voting shares of the Company for the years ended December 31, 2025 and 2024:

	Share capital	Share premium	Outstanding ordinary shares	Ordinary shares held in treasury	Total ordinary shares	Special voting shares
	(€ thousand)		(# of shares)			
At January 1, 2024	**9,154**	**782,587**	**250,310,263**	**52,394,463**	**302,704,726**	**154,981,350**
Ordinary shares delivered under share-based payments [(1)]	—	—	2,193,216	(2,193,216)	—	—
At December 31, 2024	**9,154**	**782,587**	**252,503,479**	**50,201,247**	**302,704,726**	**154,981,350**
Ordinary shares delivered under share-based payments [(2)]	—	—	1,615,889	(1,615,889)	—	—
At December 31, 2025	**9,154**	**782,587**	**268,240,430**	**34,464,296**	**302,704,726**	**154,981,350**

(1) As a result of the vesting of awards of the Group's equity incentive arrangements, 2,193,216 ordinary shares, which were previously held in treasury, were delivered to participants of the share-based payment plans, as further described below:
- (a) 609,756 ordinary shares to the Senior Management Team to settle a portion of a bonus in ordinary shares equal to a value of $7,500 thousand as part of long-term equity incentives provided.
- (b) 588,000 ordinary shares to the Group's Chairman and CEO under the CEO 2022-2024 long-term incentive plan in relation to the 2023 performance period.
- (c) 360,000 ordinary shares to the Group's Chairman and CEO under the CEO IPO PSU plan.
- (d) 430,000 ordinary shares to the directors of the Group, key executives with strategic responsibilities and other employees of the Group under the Management IPO PSU plan.
- (e) 78,460 ordinary shares to the non-executive directors of the Group for a portion of their annual base remuneration for services provided in 2022.
- (f) 127,000 ordinary shares to the Senior Management Team (excluding the Group's Chairman and CEO) under the 2023 RSU Plan in connection with the achievement of the service condition for the first installment.

(2) As a result of the vesting of awards of the Group's equity incentive arrangements, 1,615,889 ordinary shares, which were previously held in treasury, were delivered to participants of the share-based payment plans, as further described below:
- (a) 1,140,546 ordinary shares to the senior management and other employees of the Group in relation to the 2022-2024 PSUs;
- (b) 368,943 ordinary shares to the Chief Executive Officer in relation to the CEO 2022-2024 PSUs;
- (c) 76,400 ordinary shares to the non-executive directors of the Group for a portion of their annual base remuneration for services provided in 2023.
- (d) 30,000 ordinary shares to the Senior Management Team (excluding the Group's Chairman and CEO) under the 2023 RSU Plan in connection with the achievement of the service condition for the first installment.

For additional information relating to the equity incentive arrangements of the Group, see *Note 37 — Share-based payments* to the Consolidated Financial Statements included in this annual report.

Legal reserves

Pursuant to Dutch law, limitations exist relating to the distribution of shareholders' equity up to at least the total amount of the legal reserve, which at December 31, 2025 and December 31, 2024 amounted to €(28,845) thousand and €35,624 thousand, respectively, and included the following:

- legal reserves for subsidiaries consisting of earnings and other statutory reserves of subsidiaries and associates that are subject to restrictions on distributions to the Company for €19,343 thousand at December 31, 2025 (€18,974 thousand at December 31, 2024);
- a translation reserve for the translation differences arising from the consolidation of subsidiaries with a functional currency different from the Euro, amounting to €(54,302) thousand at December 31, 2025 (€21,282 thousand at December 31, 2024);
- a cash flow hedge reserve for the changes in the fair value of derivative financial instruments held by the Company designated as a hedge of the exposure to variability in currency exchange rate and interest rate risk, amounting to €3,593 thousand at December 31, 2025 (€(7,429) thousand at December 31, 2024);
- gains and losses on the remeasurement of defined benefit plans for actuarial gains and losses arising during the period which are offset against the related net defined benefit liabilities, amounting to €2,603 thousand at December 31, 2025 (€2,742 thousand at December 31, 2024);
- the financial assets at FVOCI reserve which arises from changes in the fair value of debt instruments held by the company under a hold to collect and sell business model, which will be reversed when the investment is derecognized or impaired, amounting to €(82) thousand at December 31, 2025 (€55 thousand at December 31, 2024).

Reserve for treasury shares

At December 31, 2025, the reserve for treasury shares amounted to €287,203 thousand (€418,345 thousand at December 31, 2024) and 34,464,296 ordinary shares were held in treasury (50,201,247 ordinary shares at December 31, 2024).

Other reserves

Other reserves are detailed as follows:

	At December 31,	
(€ thousands)	**2025**	**2024**
Share-based payments reserve	73,331	85,183
Non-controlling interests options reserve	(114,247)	(114,247)
Other	(143,391)	(132,567)
Other reserves	**(184,307)**	**(161,631)**

The non-controlling interests options reserve includes a reduction of equity attributable to shareholders of the Company resulting from the initial recognition of the financial liabilities at fair value (which are subsequently remeasured at the end of each period through the statement of profit and loss) relating to the put options held by non-controlling interests in Thom Browne group for €92,788 thousand at December 31, 2025 and 2024 (originally recognized in 2018 and partially reclassified within other reserves in 2024 as a result of the first tranche of the put option being completely exercised) and Gruppo Dondi S.p.A. for €21,459 thousand at December 31, 2025 and 2024, (originally recognized in 2019).

Retained earnings

Retained earnings include the Company's accumulated earnings, less dividends paid to equity holders and other changes, including the effects of the first-time adoption of IFRS Accounting Standards, which occurred on January 1, 2018.

At the annual general meeting of the shareholders of the Company held on June 26, 2025, the shareholders approved a dividend distribution of €0.12 per ordinary share, corresponding to a total dividend of €30,491 thousand. The dividend distribution was paid on July 29, 2025 and was made from the retained earnings reserve.

At the annual general meeting of the shareholders of the Company held on June 26, 2024, the shareholders approved a dividend distribution of €0.12 per ordinary share, corresponding to a total dividend of €30,321 thousand. The dividend distribution was paid on July 30, 2024 and was made from the retained earnings reserve.

At the annual general meeting of the shareholders of the Company held on June 27, 2023, the shareholders approved a dividend distribution of €0.10 per ordinary share, corresponding to a total dividend of €25,031 thousand. The dividend distribution was paid on July 28, 2023 and was made from the retained earnings reserve.

9. Borrowings

The following table provides a breakdown for non-current and current borrowings:

(€ thousands)	2025			2024		
	Committed loans	**Other borrowings**	**Total borrowings**	**Committed loans**	**Other borrowings**	**Total borrowings**
At January 1,	**289,007**	**50,055**	**339,062**	**277,703**	**84,500**	**362,203**
Repayments	(94,808)	(50,055)	(144,863)	(200,259)	(84,500)	(284,759)
Proceeds	49,937	—	49,937	209,753	50,000	259,753
Other	1,207	—	1,207	1,810	55	1,865
At December 31,	**245,343**	**—**	**245,343**	**289,007**	**50,055**	**339,062**
Of which:						
Non-current	*162,114*	*—*	*162,114*	*194,261*	*—*	*194,261*
Current	*83,229*	*—*	*83,229*	*94,746*	*50,055*	*144,801*

The repayment schedule for borrowings is summarized below:

(€ thousands)	**At December 31, 2025**	**Year 1**	**Year 2**	**Year 3**	**Year 4**	**Year 5 and beyond**
Committed loans	245,343	83,229	98,677	58,735	4,702	—
Other borrowings	—	—	—	—	—	—
Total borrowings	**245,343**	**83,229**	**98,677**	**58,735**	**4,702**	**—**

(€ thousands)	**At December 31, 2024**	**Year 1**	**Year 2**	**Year 3**	**Year 4**	**Year 5 and beyond**
Committed loans	289,007	94,746	82,106	98,699	8,754	4,702
Other borrowings	50,055	50,055	—	—	—	—
Total borrowings	**339,062**	**144,801**	**82,106**	**98,699**	**8,754**	**4,702**

Interest on certain borrowings of the Company is calculated based on variable rates. Management may use interest rate swaps ("IRS") or other derivative financial instruments to hedge exposure to fluctuations in interest rates associated with monetary flows and not for speculative purposes. For additional information related to the Group's management of interest rate and other financial risks, see *Note 35 — Qualitative and quantitative information on financial risks* to the Consolidated Financial Statements included in this annual report.

The following tables provide details relating to the Company's individual borrowings.

Interest rate	Interest rate terms	Expiry date	At December 31, 2025	
			Current	Non-current
			(€ thousands)	
Variable	Euribor 3m + 0.94%	January 2026	10,056	—
Variable	Euribor 6m + 0.90%	April 2026	50,246	—
Variable	Euribor 6m + 0.78%	December 2026	13,437	—
Variable	IRS + 0.90%	June 2027	515	49,975
Variable	IRS + 0.88%	June 2027	46	30,000
Variable	Euribor 3m + 0.85%	August 2027	—	10,000
Variable	Euribor 6m + 0.90%	June 2028	—	9,993
Fixed	0.75%	September 2028	4,018	8,074
Variable	Euribor 3m + 0.82%	November 2029	4,748	14,106
Variable	Euribor 6m + 0.94%	December 2028	10	39,966
Other			153	—
		Total	**83,229**	**162,114**
		of which fixed	*4,171*	*8,074*
		of which variable	*79,058*	*154,040*

Interest rate	Interest rate terms	Expiry date	At December 31, 2024	
			Current	Non-current
			(€ thousands)	
Variable	Euribor 1m	January 2025	35,030	—
Variable	Euribor 1m	January 2025	15,025	—
Variable	Euribor 3m + 0.80%	February 2025	40,172	—
Variable	Euribor 1m + 0.94%	May 2025	1,450	—
Variable	Euribor 6m + 0.97%	December 2025	40,002	—
Variable	Euribor 3m + 0.94%	January 2026	77	10,000
Variable	Euribor 6m + 0.90%	April 2026	275	49,977
Variable	Euribor 6m + 0.77%	December 2026	6,533	13,483
Variable	IRS + 0.90%	June 2027	790	49,925
Variable	IRS + 0.88%	June 2027	53	30,000
Variable	Euribor 3m + 0.85%	August 2027	—	10,000
Fixed	0.74%	September 2028	3,998	12,068
Variable	Euribor 3m + 0.82%	November 2029	1,238	18,808
Other			158	—
		Total	**144,801**	**194,261**
		of which fixed	*3,998*	*12,068*
		of which variable	*140,803*	*182,193*

At December 31, 2025, the Group has committed revolving lines amounting to an aggregate of €335 million with a maturity ranging between 3 to 5 years (€335 million at December 31, 2024 with a maturity ranging between 4 to 6 years). The lines were undrawn at December 31, 2025 (€40 million at December 31, 2024). Certain of these committed revolving lines have interest rates linked to the following two important Environmental, Social and Governance ("ESG") targets previously disclosed by the Group: (i) at least 50% of top priority raw materials are traced to their geography of origin and from lower-impact sources by 2026, and (ii) 100% of the electricity is from renewable sources in Europe and the United States by 2024, a target that was achieved by the Group. As these lines were undrawn, the achievement of the target had a limited impact on interest rates. These lines amounted to €190 million at December 31, 2025 and 2024 and were undrawn.

10. Other current and non-current financial liabilities

The following table provides a breakdown for other current and non-current financial liabilities:

	At December 31	
(€ thousands)	**2025**	**2024**
Written put options on non-controlling interests	105,632	146,338
of which Thom Browne option	*90,295*	*127,072*
of which Dondi option	*15,337*	*19,266*
Lease liabilities	115	148
Other non-current financial liabilities	**105,747**	**146,486**
Lease liabilities	94	69
Other current financial liabilities	**94**	**69**
Total	**105,841**	**146,555**

Written put options on non-controlling interests

Thom Browne

The Company is party to an option agreement which provides Mr. Thom Browne a put option giving him the right to sell to the Company his remaining 8% interest in the Thom Browne group not owned by the Company, in two remaining tranches. The exercise price of the option is established as the EBITDA of the Thom Browne group (as contractually defined) recorded in 2028 and 2030, multiplied by a given multiple ("TB Exercise Formula"). The financial liability arising from the obligation of the Company to purchase the non-controlling interest in the Thom Browne group is measured at the present value of the expected exercise amount, calculated through the TB Exercise Formula as per projections contained in the latest business plan, which cover the period from 2026 to 2028. The liability, which originally related to a 15% non-controlling interest, was initially recognized against equity for €162,066 thousand and it is remeasured at each reporting date in profit or loss based on the latest available information. In June 2021, the Company purchased an additional 5% of the Thom Browne group for a total consideration of €30,653 thousand, reducing the non-controlling interest to 10%.

During the first half of 2024, Mr. Thom Browne exercised the put option to sell to the Company an additional 2% of Thom Browne Inc. (based on 2023 EBITDA of the Thom Browne group) for a consideration of €22,752 thousand, following which the Company owns 92% of the Thom Browne group. The Company derecognized a portion of the liability for the written put option on non-controlling interests in the amount of €22,752 thousand. Additionally, the equity attributable to non-controlling interests was reduced by €3,697 thousand with an offsetting increase to equity attributable to shareholders of the Parent Company and the put option liability relating to the remaining non-controlling interest was remeasured at its fair value.

At December 31, 2025, the put option liability (which relates to two tranches representing 5% and 3% of the non-controlling interests that are based on the 2028 and 2030 EBITDA of the Thom Browne group, respectively) amounted to €90,295 thousand and was classified as non-current (€127,072 thousand at December 31, 2024).

Dondi

The Company is party to an option agreement which provides the Dondi family with a put option giving them the right to sell to the Company the Dondi family's remaining 35% interest in Dondi not owned by the Company, in two tranches in 2029 and 2034. The exercise price of the option is established as the EBITDA of Dondi at the exercise date, less its net indebtedness, multiplied by a given multiple less a given discount ("Dondi Exercise Formula"). The financial liability arising from the obligation is measured at the present value of the expected exercise amount, calculated through the Dondi Exercise Formula as per projections contained in the approved Business Plan. The remeasurement of the liability at each reporting date is recognized through profit or loss based on the latest available information. The liability related to this written put option at December 31, 2025 amounted to €15,337 thousand and was classified as non-current (€19,266 thousand at December 31, 2024).

11. Current provisions for risks and charges

Current provisions for risks and charges relate entirely to the amount of the capital requirement of the participating interests in Group companies with a negative net equity for which the Company fully or partially guarantees the liabilities of the participation concerned to enable the participation to pay its (share of the) liabilities, or the Company has the effective obligation to do so.

The following table provides the movements of the current provisions for risks and charges:

(€ thousands)	
At January 1, 2024	**23,744**
Reversals	(13,221)
Additional provisions	31,128
At December 31, 2024	**41,651**
Reversals	(14,581)
Additional provisions	41,590
At December 31, 2025	**68,660**

12. Board remuneration

Detailed information relating to the compensation of the Executive and Non-Executive members of the Board of Directors (including their shares and share awards) is included in the Compensation Report section of this annual report.

13. Auditor fees

Deloitte Accountants B.V., the member firms of Deloitte Touche Tohmatsu Limited and their respective affiliates (collectively, the "Deloitte Entities") were appointed to serve as the Company's independent registered public accounting firm for the years ended December 31, 2025 and 2024.

The Company incurred the following fees from the Deloitte Entities for professional services for the years ended December 31, 2025 and 2024, respectively:

	Deloitte Accountants B.V.		**Other Deloitte member firms and affiliates**		**Total**	
(€ thousands)	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**
Audit of Ermenegildo Zegna N.V. and its subsidiaries	227	274	4,291	5,044	4,518	5,318
Other assurance services	—	—	260	251	260	251
Tax services	—	—	150	374	150	374
Other non-audit services	—	—	—	68	—	68
Total	**227**	**274**	**4,701**	**5,737**	**4,928**	**6,011**

The fees mentioned in the table above relate to the total fees for the respective professional services, irrespective of whether the activities were performed during the respective financial year.

14. Commitments and contingent liabilities

The Company has provided financial guarantees in relation to indirect tax payment obligations of EZ Service S.r.l., In.co. S.p.A. and Tizeta S.r.l. (all subsidiaries of the Company) amounting to €21,434 thousand at December 31, 2025 (€9,789 thousand at December 31, 2024). As of the date of this annual report, the guarantees were still effective and no amounts have been claimed.

Certain Italian entities of the Group participate in a group Italian tax consolidation (fiscal unity) under the Company and pursuant to standard conditions the Company has assumed joint and several liability for the tax liabilities of the tax consolidation.

The Company had no other material commitments and contingent liabilities not already disclosed elsewhere in these Company Financial Statements.

15. Other disclosures

For additional information reference is made to the notes to the Consolidated Financial Statements:

- Note 11 — Income taxes
- Note 18 — Other non-current financial assets
- Note 21 — Derivative financial instruments
- Note 22 — Other current financial assets
- Note 24 — Cash and cash equivalents
- Note 25 — Shareholders' equity
- Note 35 — Qualitative and quantitative information on financial risks
- Note 36 — Related party transactions
- Note 37 — Share-based payments

The average number of employees of the Company for the years ended December 31, 2025 and 2024 was 30 and 28, respectively, none of which were in the Netherlands.

16. Subsequent events

For information relating to subsequent events, see *Note 40 — Subsequent events* to the Consolidated Financial Statements.

April 29, 2026

Board of Directors

Ermenegildo Zegna di Monte Rubello
Andrea C. Bonomi
Angelica Cheung
Domenico De Sole
Sergio P. Ermotti
Ronald B. Johnson
Valerie A. Mars
Michele Norsa
Henry Peter
Anna Zegna di Monte Rubello
Paolo Zegna di Monte Rubello

PART III: OTHER INFORMATION AND AUDITOR'S REPORT

11. OTHER INFORMATION

Statutory rules regarding appropriation of profits

Article 11 of the Company's Articles of Association provides as follows:

11 PROFIT, LOSS AND DISTRIBUTIONS.

11.1 Profit and loss. Distributions on Shares.

11.1.1 Distribution of dividends pursuant to this article 11.1 will take place after the adoption of the Annual Accounts which show that the distribution is allowed.

11.1.2 The Company may make distributions on Shares only to the extent that its shareholders' equity exceeds the sum of the paid-up and called-up part of the capital and the reserves which must be maintained by Dutch law or the articles of association.

11.1.3 The Company shall maintain a separate dividend reserve for each class of Special Voting Shares. The Special Voting Shares shall not carry any entitlement to any other reserve of the Company. Distributions from the dividend reserve of a class of Special Voting Shares shall be made exclusively to the holders of Special Voting Shares of that class in proportion to the aggregate nominal value of their Special Voting Shares. Any distribution out of a Special Voting Shares dividend reserve or the partial or full release of any such reserve will require a prior proposal from the Board and a resolution of the meeting of holders of the relevant class of Special Voting Shares.

11.1.4 The Board may determine that any amount out of the profit will be added to the reserves.

11.1.5 The profits remaining thereafter shall first be applied to allocate and add to the dividend reserve for each class of Special Voting Shares an amount equal to one percent (1%) of the aggregate nominal value of all issued and outstanding Special Voting Shares of that class.

11.1.6 The profit remaining after application of article 11.1.5 will be at the disposal of the General Meeting.

11.1.7 The General Meeting may only resolve to make a distribution on Ordinary Shares in kind or in the form of Ordinary Shares at the proposal of the Board.

11.1.8 Subject to the other provisions of this article 11.1, the General Meeting may, at the proposal of the Board, resolve to make distributions on Ordinary Shares from one or several reserves which the Company is not prohibited from distributing by virtue of Dutch law or the articles of association.

11.1.9 For the purpose of calculating the amount of any distribution, Shares held by the Company will not be taken into account. No distribution will be made on Ordinary Shares held by the Company, unless those Ordinary Shares are encumbered with a right of usufruct or a right of pledge.

11.2 Interim distributions.

11.2.1 The Board or the General Meeting at the proposal of the Board may resolve to make interim distributions on Ordinary Shares if an interim statement of assets and liabilities shows that the requirement of article 11.1.2 has been met. Interim distributions may be made in cash, in kind or in the form of Ordinary Shares and be made from one or several reserves which the Company is not prohibited from distributing by virtue of Dutch law or the articles of association.

11.2.2 The interim statement of assets and liabilities referred to in article 11.2.1 relates to the condition of the assets and liabilities on a date no earlier than the first day of the third month preceding the month in which the resolution to distribute is published. This interim statement must be prepared on the basis of generally acceptable valuation methods. The amounts to be reserved under Dutch law and the articles of association must be included in the statement of assets and liabilities. The statement must be signed by the Directors. If one or more of their signatures are missing, this absence and the reason for this absence must be stated.

11.3 Notices and payments.

11.3.1 Any proposal for a distribution on Ordinary Shares must immediately be published by the Board in accordance with the regulations of the stock exchange where the Ordinary Shares are officially listed at the Company's request. The notification must specify the date when and the manner in which the distribution will be payable or - in the case of a proposal for distribution - is expected to be made payable.

11.3.2 Distributions will be payable on the day determined by the Board.

11.3.3 The Persons entitled to a distribution shall be the relevant Shareholders, holders of a right of usufruct on Shares and holders of a right of pledge on Ordinary Shares, at a date to be determined by the Board for that purpose. This date shall not be earlier than the date on which the distribution was announced.

11.3.4 Distributions which have not been claimed upon the expiry of five years and one day after the date when they became payable will be forfeited to the Company and will be carried to the reserves.

11.3.5 The Board may determine that distributions on Shares will be made payable either in euro or in another currency.

Special statutory voting rights

Article 8.2 of the Company's Articles of Association provides for nomination rights in favor of the IIAC Sponsor

The Board determines the number of Executive Directors and Non-Executive Directors, provided that the majority of the Board consists of Non-Executive Directors. The Directors are appointed by the General Meeting on a binding nomination by the Board, provided that one Non-Executive Director is appointed on a binding nomination by the IIAC Sponsor if at the time of the convocation of the relevant General Meeting the Sponsor Group satisfies the Minimum Holding Requirement. The nomination of the Sponsor Nominee by the IIAC Sponsor is subject to the approval of the Board in its discretion if he or she has not previously served as Director.

The IIAC Sponsor's right to make a nomination for one Non-Executive Director will lapse with immediate effect if the Sponsor Group fails to satisfy the Minimum Holding Requirement, provided that if such failure is not caused by a sale or transfer of Ordinary Shares by any member of the Sponsor Group, the IIAC Sponsor's nomination right will lapse if such failure continues for a period of twenty trading days from the date on which any member of the Sponsor Group had knowledge of such failure. Upon the termination of the nomination right, the Sponsor Nominee (or any temporary Director replacing a Sponsor Nominee) shall resign from the Board with immediate effect at the request of the Company.

The General Meeting will at all times be allowed to overrule a binding nomination for the appointment of a Director by a simple majority of the votes cast, representing more than one-third of the Company's issued share capital. If a majority of the votes are cast in favor of overruling the binding nomination, but that majority does not represent more than one third of the Company's issued share capital, a new General Meeting may be convened at which the resolution to overrule the binding nomination may be adopted by a simple majority of the votes cast, regardless of the Company's issued share capital represented by that majority.

In the event the binding nomination for the appointment of any Director other than the Sponsor Nominee is overruled, the Board is allowed to make a new binding nomination to fill the vacancy. In the event that also this binding nomination is overruled, the General Meeting shall be free to appoint a Director to fill the vacancy. In the event the binding nomination for the appointment of the Sponsor Nominee is overruled, the IIAC Sponsor may make a new binding nomination to fill the vacancy, provided that at the time of the convocation of the relevant General Meeting, the Sponsor Group satisfies the Minimum Holding Requirement.

Article 8.3.7 of the Company's Articles of Association provides for affirmative vote in favor of the IIAC Sponsor

Pursuant to the Articles of Association, the affirmative vote of the Sponsor Nominee is required for resolutions of the Board concerning the following matters, provided that the Sponsor Group satisfies the Minimum Holding Requirement:

- making a proposal to the General Meeting concerning any amendment of the Articles of Association which adversely affects the rights of the IIAC Sponsor specifically (as opposed to its rights arising from the ownership of Ordinary Shares or Special Voting Shares that are shared on a pro rata basis by the other holders of the same class);

- cessation or material alteration of the principal business of the Company, including a material change to its corporate purpose, or change of jurisdiction of organization;

- expansion of the Board to more than fifteen members without granting the IIAC Sponsor the right to nominate an additional Director to preserve its proportional representation;

- dissolution or termination of any standing committee of the Board;

- deregistration of the Company or delisting of the Ordinary Shares from the NYSE; and

– making a proposal to the General Meeting for the appointment or removal of the Company's independent auditors, but only if the replacement is not from among Deloitte, Ernst & Young, KPMG or PricewaterhouseCoopers.

The IIAC Sponsor's rights described above will lapse with immediate effect if the Sponsor Group fails to satisfy the Minimum Holding Requirement, provided that if such failure is not caused by a sale or transfer of Ordinary Shares by a member of the Sponsor Group, the IIAC Sponsor's rights will lapse if such failure continues for a period of 20 trading days from the date on which any members of the Sponsor Group had knowledge of such failure.

For information regarding the Temasek Investor Rights Agreement, please refer to *"5.2 - Composition, nomination, appointment and dismissal of the Board"*.

Non-voting shares

Treasury Shares

In accordance with article 9.6.3 of the Company's Articles of Association, no vote may be cast at the General Meeting for a share held by the Company or one of its subsidiaries or in respect of a share for which any of them holds the depository receipts. Holders of a right of usufruct or a right of pledge on shares belonging to the Company or its subsidiaries are not excluded from voting if the right of usufruct or the right of pledge was created before the share concerned belonged to the Company or one of its subsidiaries. The Company or a subsidiary may not cast a vote in respect of a share on which it holds a right of usufruct or a right of pledge. When determining the extent to which shareholders are entitled to vote, are present or represented, or to the extent to which the share capital is present or represented, no account shall be taken of shares in respect of which Dutch law or the Company's Articles of Association provide that no votes may be cast.

At December 31, 2025, 34,464,296 Ordinary Shares were held by the Company in treasury.

Shares carrying limited economic rights

Special Voting Shares

The Company has adopted a loyalty voting structure, in order to strengthen the stability of the Company and foster the development and the continuous involvement of a stable base of long-term the Company's shareholders.

The Special Voting Shares are governed by the provisions included in the Articles of Association and the Terms and Conditions of the Special Voting Shares. These documents govern the issuance, allocation, acquisition, conversion, sale, holding, repurchase and transfer of the Special Voting Shares and certain aspects of the registration of the Ordinary Shares in the Loyalty Register.

The purpose of the loyalty voting structure is to grant long-term shareholders extra voting rights by means of granting Special Voting Shares, without entitling such shareholders to any economic rights, other than those pertaining to the Ordinary Shares. However, under Dutch law, the Special Voting Shares cannot be totally excluded from economic entitlements. As a result, pursuant to the Articles of Association, holders of Special Voting Shares will be entitled to a minimum dividend (an amount of one percent of the aggregate nominal value of all issued and outstanding Special Voting Shares), which is allocated to separate special voting shares dividend reserves. Any distribution out of a special voting shares dividend reserve or the partial or full release of any such reserve will require a prior proposal from the Board and a resolution of the meeting of holders of the relevant class of Special Voting Shares, and will be made exclusively to the holders of the relevant class of Special Voting Shares in proportion to the aggregate nominal value of the relevant class of their Special Voting Shares.

Each Special Voting Share A entitles a holder thereof to cast one vote. A holder of a Special Voting Share B has the right to cast four votes and a holder of a Special Voting Share C has the right to cast nine votes.

The powers to vote upon the distribution from the special voting shares dividend reserve and the cancellation of all issued Special Voting Shares of a specific class are the only powers that are granted to the meeting of holders of Special Voting Shares of the relevant class pursuant to Articles of Association.

At December 31, 2025, 154,981,350 Special Voting Shares A were issued and outstanding.

Branches

Ermenegildo Zegna N.V. has a secondary establishment in Italy.

Dividend Policy

We aim to grow the Group's business solidly and steadily, and to create long-term value for our shareholders. Our priority is to invest in the growth of our business while providing return to shareholders. Taking into consideration these priorities, we target a payout ratio of 25% to 30% of the profit attributable to shareholders of the Parent Company, without reducing dividends and at least maintaining or increasing dividends each year. However, any decision to declare and pay dividends in the future will ultimately be made at the discretion of the Board and will depend on the Group's results of operations, business conditions, financial conditions, earnings, cash balances, commitments, strategic plans and other factors that the Board may deem relevant at the time it recommends approval of any such dividend, including economic and market conditions.

Pursuant to Dutch law and the Articles of Association, the distribution of dividends will take place following the adoption of the annual accounts, from which we will determine whether such distribution is permitted. We may make distributions to our shareholders, whether from profits or from our freely distributable reserves, only insofar as our shareholders' equity exceeds the sum of the paid-up and called-up share capital plus any reserves to be maintained by Dutch law or the Articles of Association.

The Board may resolve to reserve the profits or part of the profits. Any profits remaining after the reservation referred to in the previous sentence by the Board will first be applied to allocate and add to the dividend reserve for each class of Special Voting Shares an amount equal to 1% of the aggregate nominal value of all issued and outstanding Special Voting Shares of that class. The profits remaining after application of the preceding sentence will be at the disposal of the General Meeting, which may resolve to add the remaining profits to the reserves or distribute them to the holders of Ordinary Shares. Distributions of dividends will be made to the Company's shareholders in proportion to the nominal value of their Ordinary Shares.

Pursuant to Dutch law and the Articles of Association, the Board or the General Meeting at the proposal of the Board will be allowed to resolve upon interim distributions on Ordinary Shares. For this purpose, the Board must prepare an interim statement of assets and liabilities. Such interim statement shall show our financial position not earlier than on the first day of the third month before the month in which the resolution to make the interim distribution is announced. An interim dividend can only be paid if (i) an interim statement of assets and liabilities is drawn up showing that the funds available for distribution are sufficient, and (ii) our shareholders' equity exceeds the sum of the paid-up and called-up share capital and any reserves to be maintained by Dutch law or the Articles of Association. Interim distributions will be made in cash, in kind or in the form of Ordinary Shares.

Since Ermenegildo Zegna N.V. is a holding company and its operations are carried out through its subsidiaries, the Company's ability to pay dividends will primarily depend on the ability of its subsidiaries to generate earnings and to provide it with the necessary financial resources.

In July 2025 the Company made a dividend distribution to the holders of Ordinary Shares of €0.12 per Ordinary Share, corresponding to a total dividend distribution of €30 million.

Subject to the finalization and adoption of the annual statutory accounts of the Company, provided that the distribution is permitted under Dutch law, and also subject to the approval of the proposed distribution by the Company's 2026 annual General Meeting (which is currently expected to be on June 26, 2026), the Company intends to make a dividend distribution to the holders of Ordinary Shares of €0.12 per share, corresponding to a total dividend distribution to shareholders of approximately €32.2 million.

12. AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To the shareholders and the board of directors of Ermenegildo Zegna N.V.

Report on the audit of the financial statements 2025 included in the annual report

Our opinion

We have audited the financial statements 2025 of Ermenegildo Zegna N.V., based in Amsterdam (hereafter: the "group"). The financial statements comprise the consolidated financial statements and the company financial statements.

In our opinion:

- The accompanying consolidated financial statements give a true and fair view of the financial position of Ermenegildo Zegna N.V. as at December 31, 2025, and of its result and its cash flows for 2025 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS Accounting Standards) and with Part 9 of Book 2 of the Dutch Civil Code.

- The accompanying company financial statements give a true and fair view of the financial position of Ermenegildo Zegna N.V. as at December 31, 2025, and of its result for 2025 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

1. The consolidated statement of financial position as at December 31, 2025.

2. The following statements for 2025: the consolidated statement of profit and loss, the consolidated statements of comprehensive income and loss, the consolidated cash flow statement, and the consolidated statement of changes in equity.

3. The notes comprising a summary of the material accounting policy information and other explanatory information.

The company financial statements comprise:

1. The company statement of financial position sheet as at December 31, 2025.

2. The company statement profit and loss account for 2025.

3. The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of Ermenegildo Zegna N.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Materiality

Based on our professional judgment we determined the materiality for the financial statements as a whole at EUR 9.0 million (2024: EUR 9.0 million). The materiality is based on the consolidated profit before taxes. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with those charged with governance that misstatements in excess of EUR 450,000 (2024: EUR 450,000), which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit

Ermenegildo Zegna N.V. is at the head of a group of components. The financial information of this group is included in the financial statements of Ermenegildo Zegna N.V.

We were appointed as auditor of the group for the financial statements as from financial year 2021. As a result, we are ultimately responsible for our opinion, and as such we are also responsible for directing, supervising, and performing the group audit. In this respect, we have established a detailed plan for directing the group audit involving Deloitte Italy (as being the primary component auditor) in the execution thereof. Based on our risk assessment, we determined the nature, timing and extent of the audit procedures to be performed, including determining the components at which to perform audit procedures, as carried out by the primary component auditor and other component auditors. For the other components, under our supervision, the primary component auditor performed a combination of specific audit procedures and analytical procedures at group level relating to the risks of material misstatement for significant account balances, classes of transactions, and disclosures that we have identified. Our assessment was done as part of our audit planning and was aimed to obtain sufficient coverage of the risk of material misstatement for significant account balances, classes of transactions, and disclosures that we have identified. In addition, we considered qualitative factors as part of our assessment.

In establishing the overall group audit strategy and plan, we determined the type of work that needed to be performed by the group engagement team and the component auditors. Where the work was performed by the primary component auditor or the other component auditors, we determined the level of involvement we needed to have in the respective audit work to be able to conclude whether sufficient appropriate audit evidence was obtained as a basis for our opinion on the group financial statements as a whole.

The group engagement team directed the planning, reviewed the work performed by the component auditors, and assessed and discussed the results and findings with the component auditors. We provided instructions to Deloitte Italy as the primary component auditor, who in turn instructed the other component auditor. For the primary component auditor, file reviews were conducted to evaluate the work undertaken and to assess their findings.

The group consolidation, financial statements disclosures, and certain centrally coordinated topics were audited by the primary component auditor under our supervision at group level. These include among others the impairment testing on goodwill, intangible assets, and directly operated store assets; the consolidated tax position; share-based payment accounting; and claims and litigations. Specialists were involved in the areas covering tax accounting, information technology, data analytics and valuation.

By performing the procedures mentioned above at components, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group’s financial information to provide an opinion on the financial statements.

Audit approach fraud risks

In accordance with Dutch Standards on Auditing, we are responsible for obtaining reasonable assurance that the financial statements taken as a whole are free from material misstatements, whether due to fraud or error. Inherent to our responsibilities for the audit of the financial statements, there is an unavoidable risk that material misstatements go undetected, even though the audit is planned and performed in accordance with Dutch law. The risk of undetected material misstatements due to fraud is even higher, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Also, we are not responsible for the prevention and detection of fraud and non-compliance with all laws and regulations. Our audit procedures differ from a forensic or legal investigation, which often has a more in-depth character.

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how those charged with governance exercise oversight, as well as the outcomes. We refer to section 4 "Risk Management and Risk Factors" of the Board report for management's (fraud) risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as among others the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

Following these procedures, and the presumed risk under the prevailing auditing standards, we considered the fraud risks in relation to management override of controls to be applicable to our audit. Below we have summarized our related audit procedures for this fraud risk.

Management override of controls

We have identified the inherent risk that management is in a unique position to perpetrate fraud because of management's ability to manipulate accounting records by overriding controls and more specifically:

- Journal entries and other manual adjustments made during the preparation of the financial statements.
- The use of estimates, including high level of judgement and assumptions subject to management bias.
- Significant transactions outside the normal course of business for the group.

During our audit, we have:

- Evaluated the design and implementation of the relevant internal controls mitigating the risk of management override of controls.
- Performed journal entry testing audit procedures, using selected criteria of investigation, for journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.
- Evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial statements indicate a possible bias that may represent a risk of material misstatement due to fraud. Management insights, estimates and assumptions that might have a major impact on the financial statements are disclosed in Note 4 to the consolidated financial statements.
- Performed a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in prior year financial statements.

- Evaluated whether the business rationale of the significant transactions suggests that the company may have entered into, or engaged in fraudulent financial reporting to conceal misappropriation of assets.

Based on our audit procedures performed, we did not identify instances or suspicions of fraud due to management override of controls.

Additional fraud related procedures

In addition to the procedures summarized above related to the identified significant fraud risk, we have also:

- Considered available information and made inquiries with group (and local) management, those charged with governance and others within the group, including but not limited to the internal audit function, legal & governance, and group control.

- Evaluated whether the selection and application of accounting policies by the group, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting.

- Incorporated elements of unpredictability in our audit in the selection of the nature, timing and extent of our audit procedures.

- Performed direction, supervision and review procedures on the instructed procedures performed by the (primary) component auditor.

- Considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

Our procedures did not lead to indications for fraud potentially resulting in material misstatements.

Audit approach compliance with laws and regulations

We assessed the laws and regulations relevant to the entity through discussion with management and the group's legal counsel, and inspection of selected documents regarding compliance with laws and regulations.

As a result of our risk assessment procedures, and while realizing that the effects from non-compliance could considerably vary, we considered the following laws and regulations: (corporate) tax law and the requirements under Part 9 of Book 2 of the Dutch Civil Code with a direct effect on the financial statements as an integrated part of our audit procedures, to the extent material for the financial statements.

We obtained sufficient appropriate audit evidence regarding provisions of those laws and regulations generally recognized to have a direct effect on the financial statements.

Apart from these, the entity is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts and/or disclosures in the financial statements, for instance, through imposing fines or litigation.

Our procedures are more limited with respect to these laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements. Compliance with these laws and regulations may be fundamental to the operating aspects of the business, to the entity's ability to continue its business, or to avoid material penalties (e.g., compliance with the terms of operating licenses and permits or compliance with environmental regulations) and therefore non-compliance with such laws and regulations may have a material effect on the financial statements. Our responsibility is limited to undertaking specified audit procedures to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements. Our procedures are limited to (i) inquiry of management, those charged with governance, the executive board and others within the entity as to whether the entity is in compliance with such laws and regulations and (ii) inspecting correspondence, if any, with the relevant licensing or regulatory authorities to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Naturally, we remained alert to indications of (suspected) non-compliance throughout the audit.

Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

Audit approach going concern

Our responsibilities, as well as the responsibilities of the board of directors and the Audit Committee, related to going concern under the prevailing standards are outlined in the "Description of responsibilities regarding the financial statements" section below.

The board of directors has assessed the going concern assumption, as part of the preparation of the consolidated financial statements, and as disclosed in Note 2 to the consolidated financial statements. The board of directors believes that no events or conditions give rise to doubt about the ability of the group to continue in operation at least 12 months after the adoption of the financial statements.

We have obtained the board of director's assessment of the group's ability to continue as a going concern, and have assessed the going concern assumption applied. As part of our procedures, we evaluated whether sufficient appropriate audit evidence has been obtained regarding, and have concluded on, the appropriateness of management's use of the going concern basis of accounting in the preparation of the consolidated financial statements.

Based on these procedures, we did not identify any reportable findings related to the entity's ability to continue as a going concern.

Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to those charged with governance. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Property, plant and equipment and Right-of-use assets – Impairment of Directly Operated Store Assets identified with triggering events — Refer to Notes 3, 4, 15 and 16 to the financial statements

Key Audit Matter Description

Property, plant and equipment ("PPE") and right-of-use assets ("RoU assets") include assets relating to directly operated stores and strategic stores (together "DOS"). The group recognized a net impairment for the year ended December 31, 2025 of EUR 15 million, comprising of a net impairment of Euro 5.1 million related to PPE and of Euro 9.9 million related to RoU assets.

As discussed in Note 3 to the consolidated financial statements, for purposes of impairment testing, the group determines the cash generating unit ("CGU") for its PPE and RoU assets related to DOS to be at the individual store level.

During the year, management performed triggering event analyses for all CGUs for DOS and performed an impairment analysis for those CGUs for DOS where a trigger has been identified. An impairment is recognized when the carrying value of a CGU for DOS assets exceeds the recoverable amount.

For those CGUs for DOS where an impairment analysis is performed, in order to determine the recoverable amount, the group estimated the DOS assets' value in use by making significant estimates and assumptions related to, among others, future forecasted revenues and profitability for each individual store and the determination of appropriate discount rates. Estimates and assumptions related to future cash flows are determined based on the approved management's budget and forecast for a period of three years and an estimate of the long-term growth rate.

We determined impairment of DOS assets, identified through triggering events, to be a key audit matter because the estimate of future store cash flows to assess the recoverability of DOS assets required significant management judgment, primarily in

relation to forecasting future revenues and profitability, as well as in relation to the determination of discount rates. Changes in these estimates could have a significant impact on the measurement of the recoverable amount, resulting in a possible adjustment to the impairment charge to be recorded. This area of management estimate required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists when performing audit procedures to evaluate the reasonableness of management's judgments used in preparing these estimates.

How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to management's judgments, primarily in relation to forecasting future revenues and profitability, as well as in relation to the determination of the discount rates included the following:

- We evaluated management's ability to accurately perform forecasts, including management's basis and approach for considering the impacts of changes in market conditions and economic events.

- We evaluated management's assumptions related to future revenues and profitability by:

    - inquiring of the Company's executives to understand the business initiatives supporting the assumptions in the future revenues and profitability;
    - performing a retrospective analysis to assess management's ability to accurately forecast by comparing actual results to management's historical forecast;
    - comparing the forecasts to (1) historical revenue and operating results; (2) internal communications regarding the Company's business plan and strategy; and (3) industry data benchmarks and market conditions.

- With the assistance of our fair value specialists, we evaluated the reasonableness of the discount rates by testing the source information underlying management's determination of the discount rate and the mathematical accuracy of the calculations.

Our observation

Based on our procedures performed and our assessment of the disclosures made, we have not identified any reportable matters. Our audit procedures are deemed appropriate and sufficient to address the risks of material misstatements

Other current and non-current financial liabilities – Thom Browne Group - Valuation of put option - Refer to Notes 3, 4, 10 and 28 to the financial statements

Key Audit Matter Description

As of December 31, 2025, the Company has a put option to buy the remaining 8% of non-controlling interests in Thom Browne Inc. ("Thom Browne"), which is recognized as a non-current financial liability.

The valuation of the non-current financial liability is based on management's forecasts of Thom Browne's future profitability and their determination of an appropriate discount rate. Management accounts for the put option agreement recognizing a non-current financial liability for the group's estimated obligation under the option. The exercise price of the put option is dependent on a measure of the operating segment's profitability at the exercise date. Therefore, the group's fair value determination of the non-current financial liability required management to make significant estimates and assumptions related to forecasts of future revenues and profitability and to determine an appropriate discount rate.

We identified the valuation of the put option as a key audit matter, because the estimate of the operating segment's future profitability required significant management judgments, primarily in relation to the future revenues and profitability of the operating segment, as well as the determination of the discount rate. Changes in these estimates could have a significant impact on the valuation of the put option recorded. This area of management estimate required a high degree of auditor judgment and an increased extent of effort, including the involvement of our fair value specialists, when performing audit procedures to evaluate the reasonableness of management's judgments used in preparing these estimates.

How the Key Audit Matter Was Addressed in the Audit

Our procedures related to the valuation of the put option included the following:

- We evaluated management's ability to accurately forecast revenues and profitability of the Thom Browne Group by comparing actual revenue and profitability to management's historical forecasts.

- We evaluated management's assumptions related to future revenues and profitability by:

    - inquiring of the Company's executives to understand the business initiatives supporting the assumptions in the future revenues and profitability, and
    - comparing the forecasts to the current and past performance of the Thom Browne Group and to external market and industry data benchmarks.

- With the assistance of our fair value specialists, we evaluated the reasonableness of the discount rate by testing the source information underlying management's determination of the discount rate and the mathematical accuracy of the calculations.

Our observation

Based on our procedures performed and our assessment of the disclosures made, we have not identified any reportable matters. Our audit procedures are deemed appropriate and sufficient to address the risks of material misstatements.

Report on the other information included in the annual report

The annual report contain other information, in addition to the financial statements and our auditor's report thereon.

The other information consists of:

- Report of the board of directors.

- Report on Risk Management and Risk Factors.

- Corporate Governance Report.

- Compensation Report.

- Other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.

- Contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board is responsible for the preparation of the other information, including the board of directors' Report in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Engagement

We were engaged as auditor of Ermenegildo Zegna N.V. as of 2021 and have operated as statutory auditor since that financial year.

Description of responsibilities regarding the financial statements

Responsibilities of management and the board of directors for the financial statements

The board is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS Accounting Standards Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The board of directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements. The Audit Committee is responsible for overseeing the company's reporting process.

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error, during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.

- Concluding on the appropriateness of the board of director's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.

- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit.

From the matters communicated with those charged with governance, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, April 30, 2026

Deloitte Accountants B.V.

Signed on the original: E. Scheffer