



## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders (the **AGM**) of Ferrari N.V. (the **Company**) is convened at 9:00 a.m. CEST on Friday, 14 April 2023, at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands. The language of the meeting shall be English. The AGM is convened to discuss and decide on the following:

### AGENDA

#### 1. OPENING

#### 2. ANNUAL REPORT 2022

- a. Report of the Board of Directors for the financial year 2022 (*discussion*)
- b. Policy on additions to reserves and on dividends (*discussion*)
- c. Remuneration Report 2022 (*discussion and advisory vote*)
- d. Adoption of the 2022 Annual Accounts (*voting*)
- e. Determination and distribution of dividend (*voting*)
- f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2022 (*voting*)

#### 3. APPOINTMENT OF THE EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

- a. Re-appointment of John Elkann (executive director) (*voting*)
- b. Re-appointment of Benedetto Vigna (executive director) (*voting*)
- c. Re-appointment of Piero Ferrari (non-executive director) (*voting*)
- d. Re-appointment of Delphine Arnault (non-executive director) (*voting*)
- e. Re-appointment of Francesca Bellettini (non-executive director) (*voting*)
- f. Re-appointment of Eduardo H. Cue (non-executive director) (*voting*)
- g. Re-appointment of Sergio Duca (non-executive director) (*voting*)
- h. Re-appointment of John Galantic (non-executive director) (*voting*)



- i. Re-appointment of Maria Patrizia Grieco (non-executive director) (*voting*)
- j. Re-appointment of Adam Keswick (non-executive director) (*voting*)
- k. Appointment of Michelangelo Volpi (non-executive director) (*voting*)

**4. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY AND TO LIMIT OR TO EXCLUDE PRE-EMPTION RIGHTS**

- 4.1 Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 6 of the Company's articles of association (*voting*)
- 4.2 Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 7 of the Company's articles of association (*voting*)

**5. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ACQUIRE COMMON SHARES IN THE CAPITAL OF THE COMPANY (*voting*)**

Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital as specified in article 8 of the Company's articles of association

**6. APPROVAL OF AWARDS TO THE EXECUTIVE DIRECTORS (*voting*)**

Proposal to approve the proposed award of (rights to subscribe for) common shares in the capital of the Company to the executive directors in accordance with article 14.6 of the Company's articles of association and Dutch law

**7. CLOSE OF MEETING**



## AGM DOCUMENTATION

The AGM documentation:

- the Company's Annual Report 2022 in ESEF-format (including – *inter alia* – the Report on Operations, Remuneration Report, Consolidated Financial Statements and Annual Accounts and the Independent Auditor's Reports),
- the Agenda and explanatory notes to the Agenda with proposed resolutions and information about members of the Company's board of directors (the **Board of Directors**) whose appointment has been proposed,
- statement of the total number of outstanding shares and voting rights at the date of this notice,
- proxy forms for shareholders,
- instructions and documents for participation and voting at the AGM,

is available on the Company's website (<http://corporate.ferrari.com/en/investors/stock-and-shareholder-corner/shareholders-meetings>). This documentation is also available at the Company's offices at Via Abetone Inferiore No. 4, I-41053 Maranello (MO), Italy, for shareholders and other persons entitled to attend the meeting who will, upon request, receive a copy free of charge.

## HOLDING SHARES IN THE COMPANY'S CAPITAL

Shareholders can hold Company shares as follows:

- **Loyalty register:** shareholders holding special voting shares and common shares or shareholders holding common shares electing to receive special voting shares upon completion of the required holding period (the **Loyalty Shareholders**) registered in the Company's loyalty register (the **Loyalty Register**). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agents: Computershare Trust Company, N.A. and Computershare S.p.A. (each the **Agent** and both the **Agents**);
- **Monte Titoli:** shareholders holding common shares in a bank, brokerage or other intermediary account with a participant in the Monte Titoli system (the **Monte Titoli Participant Account**);
- **DTC:** shareholders holding common shares in a bank, brokerage or other intermediary account with a participant in the Depository Trust Company system (the **DTC Participant Account**).
- **Registered shareholders:** shareholders holding common shares in registered form (the **Registered Shareholders**) registered in the Company's shareholders register maintained by Computershare Trust Company, N.A. (the **Shareholders Register**) as the Company's transfer agent (the **Transfer Agent** and, together with the Agents, the **AGM Agents**);

## RECORD DATE



Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders (which for the purposes of this notice include holders of a Dutch law right of usufruct) must (i) be registered as of **Friday, 17 March 2023** (the **Record Date**) in the register established for that purpose by the Board of Directors (the **AGM Register**) after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM and (ii) request registration in the manner mentioned below.

The AGM Register established by the Board of Directors is: (i) in respect of Loyalty Shareholders, the Loyalty Register, (ii) in respect of shareholders holding common shares in a Monte Titoli Participant Account or in a DTC Participant Account, the administration of the relevant bank, brokerage or other intermediary (the **Intermediary**) and (iii) in respect of Registered Shareholders, the Shareholders Register.

## ATTENDANCE AND VOTING

### *Loyalty Shareholders*

The AGM Agents will send the AGM meeting materials to Loyalty Shareholders at the addresses of such shareholders as they appear from the records maintained by the relevant AGM Agent, including instructions that allow them to give their voting instructions by proxy or online vote. Such instructions will also be available on the Company's website (<http://corporate.ferrari.com/en/investors/stock-and-shareholder-corner/shareholders-meetings>).

Loyalty Shareholders will be entitled to vote at the AGM (either in person or by proxy, please note vote by proxy instructions below), if they have notified to the relevant AGM Agent by **11:00 p.m. CEST on 7 April 2023** (the **Cut-off Date**) of their attendance in writing (contact details below) or electronically via the web procedure made available by the relevant Agent.

### *Shareholders holding common shares in a Monte Titoli Participant Account*

Shareholders holding common shares in a Monte Titoli Participant Account (the **MT Investors**), who wish to attend and vote at the AGM (either in person or by proxy) should request their Intermediary to issue a statement (the **Notification of Participation**) confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit the Notification of Participation no later than **11:00 p.m. CEST on 7 April 2023** to Computershare S.p.A.

The MT Investors may give their voting instructions through the relevant proxy form published on the Company's website (<http://corporate.ferrari.com/en/investors/stock-and-shareholder-corner/shareholders-meetings>). They can also cast their votes in advance of the AGM via the web procedure made available by Computershare S.p.A. on the Company's website (<http://corporate.ferrari.com/en/investors/stock-and-shareholder-corner/shareholders-meetings>).



### *Shareholders holding common shares in a DTC Participant Account*

Shareholders holding common shares in a DTC Participant Account should give instructions to their Intermediary, as the record holder of their shares, who is required to vote their shares according to their instructions. In order to vote their shares and/or attend the AGM, they will need to follow the directions provided by their Intermediary.

### *Registered Shareholders*

The Transfer Agent will send the AGM meeting materials to Registered Shareholders at the addresses of such shareholders as they appear from the Shareholders Register, including the proxy card with the instructions that allows them to give their voting instructions by proxy or by telephone at +1-800-652-VOTE or internet at [www.investorvote.com/RACE](http://www.investorvote.com/RACE). Such proxy card will also be available on the Company's website (<http://corporate.ferrari.com/en/investors/stock-and-shareholder-corner/shareholders-meetings>).

Registered Shareholders will be entitled to vote at the AGM (either in person or by proxy, please note vote by proxy instructions below), if they have notified to the relevant AGM Agent by **11:00 p.m. CEST on 7 April 2023** of their attendance in writing or in the other ways as described above.

### **VOTE BY PROXY**

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM in person or by proxy and follow the meeting via live webcast on the Company's website (<http://corporate.ferrari.com/en/investors/stock-and-shareholder-corner/shareholders-meetings>). In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the relevant AGM Agent (contact details below) by **11:00 p.m. CEST on 7 April 2023** in writing or electronically pursuant to instructions contained in the proxy forms.

### **ATTENDANCE AND IDENTIFICATION**

Shareholders holding common shares who wish to attend the AGM (either in person or by proxy) (a) must have registered his or her shares as set out above and (b) should request their Intermediary to submit an attendance request no later than **11:00 p.m. CEST** on the Cut-off Date to the relevant Agent.

These shareholders will receive an attendance card issued in their name (the "**Attendance Card**"). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose the Attendance Card also contains a proxy form section. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.



Persons entitled to attend the AGM will be required to show a valid identity document at the registration desk prior to admission to the AGM.

### QUESTIONS BY SHAREHOLDERS

Shareholders can submit questions regarding the agenda items of the AGM by email to [AGM2023@ferrari.com](mailto:AGM2023@ferrari.com) until 7 April 2023 at 5:00 p.m. CEST. The email has to include the name, the surname, the number of shares held by the shareholder, the AGM agenda item to which the question refers and the bank or broker statement proving shareholder's shareholding at the Record Date.

The Company intends to address the questions during the meeting, to the extent appropriate with a view to the orderly conduct of the meeting.

### CONTACT DETAILS OF AGM AGENTS

- 1) Computershare S.p.A.  
Via Nizza 262/73  
10126 Torino (Italy)  
e-mail: [ferrari@computershare.it](mailto:ferrari@computershare.it) or [ferrari@pecserviziitoli.it](mailto:ferrari@pecserviziitoli.it)
- 2) Computershare Trust Company, N.A.  
P.O. Box 43078  
Providence RI 02940-3078 (USA)  
e-mail: [web.queries@computershare.com](mailto:web.queries@computershare.com)

Overnight correspondence should be sent to:  
Computershare Trust Company, N.A.  
150 Royall St.  
Suite 101  
Canton, MA 02021 (USA)

Ferrari N.V.

3 March 2023