

Ferrari N.V.

2022 REMUNERATION REPORT

Remuneration of Directors

Introduction

The description below summarizes the guidelines and the principles followed by Ferrari in order to define and implement the remuneration policy applicable to the executive Directors and non-executive Directors of the Company, as well as members of the Ferrari Leadership Team (FLT). In addition, this section provides the remuneration paid to these individuals for the year ended December 31, 2022. The form and amount of compensation received by the Directors of Ferrari for the year ended December 31, 2022 was determined in accordance with the remuneration policy.

The Compensation Committee oversees the remuneration policy, remuneration plans and practices of Ferrari and recommends changes when appropriate. The Committee is solely comprised of non-executive Directors from the Board of Directors who are independent pursuant to the Dutch Corporate Governance Code. Through this document, Ferrari aims to provide its stakeholders with a high level of transparency and disclosure in order to strengthen the trust they and the market place in Ferrari, as well as provide them with the information they need to assess the Company's remuneration principles and exercise shareholders' rights in an informed manner. The Company may from time to time amend the remuneration policy, subject to our shareholders' approval when necessary. This Compensation Report consists of two sections:

1. Remuneration strategy: our current remuneration policy (which is available on our corporate website) governs compensation for both executive and non-executive Directors. In 2020, Ferrari confirmed these remuneration features through the positive vote expressed by shareholders in the Annual General Meeting held on April 16, 2020 (the "2020 AGM").
Our current remuneration strategy further strengthens the alignment with shareholders' interests and long-term sustainability of our business, adopting certain updates to reflect developing best practices in the Dutch Corporate Governance Code.
2. Implementation of remuneration strategy: details how remuneration features have been implemented during the 2022 financial year and actual remuneration received by each executive and non-executive Director. In 2022, there was no deviation from the remuneration policy.

1. Remuneration Strategy for the 2022 Financial Year

Our remuneration policy is aligned with Dutch law and the Dutch Corporate Governance Code. In particular, the Dutch Corporate Governance Code (the "Code") requires listed companies to disclose certain information about the compensation of their Board and executive Directors. Through this remuneration strategy, Ferrari fulfills the requirements of the Code ensuring full transparency with our shareholders.

Remuneration principles

The main goal of Ferrari's remuneration strategy is to develop a system which consistently supports the business strategy and value creation for all shareholders, establishing a compensation structure that allows us to attract and retain the most highly qualified executive talents and motivate such executives to achieve business and financial goals that create long-term value for shareholders in a manner consistent with our core business and leadership values and taking into account the social context around the Company.

In defining the remuneration strategy, the Compensation Committee has taken into account certain principles which characterize Ferrari's remuneration policy, such as:

1. the identity, mission and values of the Company, to attract, retain and reward skilled women and men who constitute the soul of the Company. Their passion, courage, creativity, ambition and pride constitute the essence of Ferrari and

fuel its legend to ever greater heights. Being Ferrari means being part of a unique future-focused team in which people are the most valuable resource. Together with all our employees we have crafted the vision, mission and values that are the very essence of being part of Ferrari and which guide our employees as we tackle our day-to-day challenges;

2. the provision of statutory requirements, with specific focus on the Shareholder Rights Directive (Directive (EU) 2017/828) and the implementation thereof into Dutch law;
3. international competitive remuneration market trends, based on the idea that it is becoming increasingly challenging to attract and retain employees in today's competitive labor market. For our executive Directors and members of the FLT, fixed remuneration, short-term incentive opportunities and long-term incentive opportunities are calculated based on the position and responsibilities assigned to each, taking into account average remuneration levels on the market for positions with similar levels of responsibility and managerial complexity in large international companies, in order to maintain high levels of competitiveness and engagement;
4. corporate governance and executive remuneration best practices as expressed by institutional investor guidelines, developing a remuneration policy compliant with the Dutch Corporate Governance Code and the interest of Ferrari's shareholders. We analyze any gaps in each of our remuneration components in order to provide a high level of alignment with the main guidelines of our stakeholders;
5. the societal context around and social support in respect of the Company, developing a specific focus on trends in sustainability among our employees. We are committed to provide a healthy and safe workplace for all employees and stakeholders by implementing a high level of safety standards to avoid potential risks to people, assets or the environment, in order to guarantee an optimal working environment for all employees and attract the best talents. Our results in this field reflect, once again, our strategic commitment to protecting the environment and ensuring personal safety;
6. the views of the Board of Directors, members of the FLT, other senior leaders and all employees, in order to make the health and safety of the Company's employees essential to the successful conduct and future growth of the Company. In this respect and in line with the Dutch Corporate Governance Code, the internal pay ratio is an important input for determining the remuneration for the Board of Directors; and
7. the centrality for Ferrari of value creation and the interest of our shareholders, the importance of which is recognized through the use of Total Shareholder Return (TSR) as a performance metric in the Company's long-term incentive plans. The Compensation Committee considers that the use of relative TSR remains one of the most appropriate measures of long-term performance for Ferrari. The structure of our PSU awards demonstrates the centrality of this factor and helps to promote a strong correlation between pay and performance for our Executives.

The main principles of Ferrari's remuneration policy are outlined in the chart below:

1	Alignment with Ferrari Industrial's Strategy	<i>Compensation is strongly linked to the achievement of target aligned with the Company's publically disclosed objectives.</i>
2	Pay For Performance	<i>Compensation must reinforce our performance driven culture and meritocracy. Our incentive plans are based on peer and market benchmarked performance metrics.</i>
3	Competitiveness	<i>Programs are designed to recruit, motivate and reward Executive Directors and members of the SMT delivering operational and strategic performance over time. Compensation program provisions and financial objectives are evaluated on an annual basis and modified in accordance with industry and business conditions.</i>
4	Long-Term Shareholder Value Creation	<i>Target triggering any variable compensation payment aligned to interests of shareholders. Our compensation structure places an appropriate amount of compensation at risk based on long-term results.</i>
5	Compliance	<i>Ferrari compensation policies and plans are designed to comply with applicable laws and corporate governance requirements.</i>

Overview of remuneration elements

As anticipated above, Ferrari's current remuneration policy was approved by shareholders at the 2020 AGM and will be resubmitted to a vote by the Company's General Meeting at least every four years. The structure of the remuneration applicable to our executive Directors, non-executive Directors and other key management under Ferrari's remuneration policy has not changed in 2022 and consists of the following elements:

- (i) **Fixed Remuneration** linked to the third pillar of Ferrari's remuneration policy (*Competitiveness*) with the objective of attracting, retaining and motivating our qualified executives and effective leaders. For this reason, we periodically benchmark comparable salaries paid to executives with similar experience by comparable companies;
- (ii) **Short-Term Incentives (STI)** linked to the first and second pillars of Ferrari's remuneration policy (*Alignment with Ferrari's Strategy* and *Pay for Performance*) and tied to specific financial targets which are set at challenging levels; short-term incentives are also linked to the contribution of the individual member (*Individual Performance Factor*) in order to motivate its beneficiaries to achieve challenging targets. In particular, Ferrari's 2022 achievements, success and developments were driven by organization-wide alignment with the Company's strategy and values, through incentives that reward the achievement of those goals;
- (iii) **Long-Term Incentives (LTI)** linked to the first and fourth pillars of Ferrari's remuneration policy (*Alignment with Ferrari's Strategy* and *Long-Term Shareholder Value Creation*) with the aim to align the behavior of executives critical to the business with shareholders' interests, motivate executives to achieve long-term strategic objectives, and enhance retention of key resources;
- (iv) **Non-Monetary Benefits** which are related to the overall remuneration and linked to the third pillar of Ferrari's remuneration policy (*Competitiveness*).

Ferrari's remuneration policy provides that a substantial portion of the compensation of our executive Directors and members of the FLT should be "at-risk", meaning that each will receive a certain percentage of his or her total compensation only to the extent Ferrari and the executive accomplish short and long-term goals established by the Compensation Committee.

Stakeholder engagement

The Compensation Committee regularly reviews the Directors' remuneration policy against the best corporate governance practices adopted by institutional shareholders and the recommendations of the main proxy advisors, considering also the view of the stakeholders on the remuneration policy and main features of the compensation report.

In this respect, the Annual General Meeting of shareholders held on April 13, 2022 approved the remuneration report for the year 2021 (the “Ferrari Remuneration Report 2021”) and the voting results are reflected in the following table:

Resolution	Votes For	%	Votes Against	%	Votes Total	Abstain
2.c - Remuneration Report 2021 (discussion and advisory vote)	167,338,899	80.21149%	41,283,202	19.78851%	208,622,101	2,455,901

Considering the previous vote of the Annual General Meeting of shareholders and to further understand shareholders’ feedback to the Ferrari Remuneration Report 2021, we engaged with our stakeholders prior to drafting the Compensation Report for the year 2022. We believe that those conversations have been very constructive and have led to improvements in our Compensation Report.

In particular, our reporting on vested long term incentive plans was identified as an area for improvement and some stakeholders issued negative voting advice on the Ferrari Remuneration Report 2021 due to the lack of disclosure on the level of achievement of the *Equity Incentive Plan 2019-2021*, in which the Executive Chairman and former CEO of the Company, as well as members of the FLT and other key employees of the Group, participated. The *Equity Incentive Plan 2019-2021*, covering a performance period from 2019 to 2021, was scheduled to vest in March, after the publication of the Ferrari Remuneration Report in February. For this reason, the details about vesting of *Equity Incentive Plan 2019-2021* are provided in Section 2.

Furthermore, in order to constantly improve our reporting, starting from this year, in the same Section 2, we will also anticipate the disclosure on the vesting of *Equity Incentive Plan 2020-2022*.

Through this Compensation Report we continue to pursue our objective to provide our stakeholders each year with clear and comprehensive disclosure of the decisions relating to the remuneration of our executive and non-executive Directors and members of the FLT.

We trust that stakeholders will consider these changes positively and appreciate the spirit of transparency and continuous improvement which drives them.

The Compensation Report for the financial year 2022 is subject to a consultative vote at the Annual General Meeting of Shareholders scheduled for April 2023.

Remuneration structure for 2022 and outlook 2023

The purpose and features of the different elements of our remuneration structure for 2022 which will remain unchanged for 2023 are outlined in the table below:

Component	Purpose	Terms and Conditions	2022 implementation and Outlook 2023
Remuneration Structure	<ul style="list-style-type: none">• Attract, retain and motivate highly qualified executives to achieve challenging results• Competitively position our compensation package compared to the compensation of comparable companies, mainly represented by the reference panel (“Reference Panel”) and companies that compete for similar talent• Reinforce our performance driven culture and meritocracy	<p>Ferrari’s remuneration structure is organized as follows:</p> <ul style="list-style-type: none">• Fixed remuneration• Short-term incentives• Long-term incentives• Non-monetary benefits	<ul style="list-style-type: none">• Offer a highly competitive compensation package compared to the reference market.• Reference Market: Roles with the same managerial complexity and responsibilities within comparable companies, comprised of those represented by the Reference Panel.

Component	Purpose	Terms and Conditions	2022 implementation and Outlook 2023
Fixed Remuneration	Reward skills, contribution and experience required for the position held	<ul style="list-style-type: none"> Executive Chairman: Fixed remuneration is set in relation to the delegated powers assigned over the term and positions held in line with the Reference Market based on yearly benchmarking (see “Benchmarking for Executive Directors Remuneration” Paragraph). CEO: Fixed remuneration is set in relation to the delegated powers assigned over the term and positions held in line with the Reference Market (see “Benchmarking for Executive Directors Remuneration” Paragraph). Non-executive Directors: Remuneration of non-executive Directors is fixed and not dependent on the Company’s financial results. It is approved by the Company’s shareholders and periodically reviewed by the Compensation Committee. FLT Members: the fixed remuneration is related to the position held and the responsibilities attributed, as well as the experience and strategic nature of the resources, in line with reference market offering for roles of similar responsibility and complexity. 	<p>Executive Chairman: €500,000 annually.</p> <p>CEO: €1,500,000 annually.</p> <p>Non-Executive Directors: \$75,000 annually.</p> <p>FLT Members: the fixed remuneration is related to the position held and the responsibilities attributed, as well as the experience and strategic nature of the resource, in line with reference market offering for roles of similar responsibility and complexity.</p>

Component	Purpose	Terms and Conditions	2022 implementation and Outlook 2023
Short-Term Incentives	<ul style="list-style-type: none"> • Achieve the annual financial, operational and other targets and additional business priorities • Motivate and guide executives' activities over the short-term period 	<p>Short-term incentives targets:</p> <ul style="list-style-type: none"> • Based on achievement of annually predetermined performance objectives • Annual financial, operational and other identified objectives 	<p>Executive Chairman: The compensation package includes a short-term incentive plan with a target pay-opportunity equal to 100% of base salary and maximum pay-opportunity equal to 225% of base salary.</p> <p>CEO: The compensation package includes a short-term incentive plan with a target pay-opportunity equal to 100% of base salary and maximum pay-opportunity equal to 225% of base salary.</p> <p>FLT Members: Variable incentive percentage of fixed remuneration based on the position held with an average target pay-opportunity equal to 100% of base salary and an average maximum pay-opportunity equal to 225% of base salary.</p>

Component	Purpose	Terms and Conditions	2022 implementation and Outlook 2023
Long-Term Incentives	<ul style="list-style-type: none"> Align the behavior of executives critical to the business with shareholders' interests Motivate executives to achieve long-term strategic objectives Enhance retention of key resources 	<ul style="list-style-type: none"> Equity awards to promote creation of value for the shareholders <p><u>Equity Incentive Plan 2020-2022 and Equity Incentive Plan 2021-2023</u></p> <ul style="list-style-type: none"> PSUs and RSUs: vest at the end of the three year performance and service periods PSUs: 50% linked to TSR compared to Peer Group, 30% linked to EBITDA; 20% linked to a qualitative factor related to the sustainability and innovation of business. <p><u>Equity Incentive Plan 2022 - 2024</u></p> <ul style="list-style-type: none"> Executive Directors: were awarded only PSUs. FLT Members: were awarded with a combination of PSUs and RSUs PSUs: 40% linked to TSR compared to Peer Group, 40% linked to EBITDA, 20% linked to ESG Target 	<p>Executive Chairman:</p> <ul style="list-style-type: none"> The <u>Equity Incentive Plan 2020-2022</u> and <u>Equity Incentive Plan 2021-2023</u> provide for a target pay-opportunity of 300% and maximum pay-opportunity is 400% of base salary. The <u>Equity Incentive Plan 2022-2024</u> provides for a target pay-opportunity equal to 200% and a maximum pay-opportunity equal to 274% of base salary. <p>CEO: The <u>Equity Incentive Plan 2022-2024</u> provides for a target pay-opportunity equal to 200% and a maximum pay-opportunity equal to 274% of base salary.</p> <p>FLT Members: variable incentive percentage of fixed remuneration based on the position held with an average target opportunity equal to 125% and average maximum pay opportunity equal to 156% of base salary.</p>
Non-Monetary Benefits	<ul style="list-style-type: none"> Retain executives through a total reward approach Enhance executive and employee security and productivity 	Represent an integral part of the remuneration package with welfare and retirement-related benefits	Customary welfare, retirement-related and fringe benefits such as company cars and drivers, personal/home security, medical insurance, accident insurance, tax preparation and financial counselling.

Component	Purpose	Terms and Conditions	2022 implementation and Outlook 2023
Lock Up Period	<ul style="list-style-type: none"> Ensures alignment with shareholders' interests 	Instead of Share Ownership Guidelines, in 2022 a specific Lock Up provision was introduced for the Executive Chairman, the CEO, the members of the FLT and other key members of the Group. The Lock Up provision applies retrospectively to all equity incentive plans in place.	<p>Under the Lock Up Provision a percentage equal to 50% of the vested shares under the equity incentive plan will be subject from the date of vesting to unavailability and non-transferability for a period determined according to the corporate role:</p> <ul style="list-style-type: none"> CEO and Chairman: 36 months FLT members: 24 months Other key members of the Group: 12 months

2022 remuneration of executive Directors and FLT members

The Board of Directors determines the compensation for our executive Directors following the recommendation of the Compensation Committee and with reference to the remuneration policy. The compensation structure for executive Directors and FLT members includes a fixed component and a variable component based on short and long-term performance.

Benchmarking for Executive Directors Remuneration

We believe that this compensation structure promotes the interests of Ferrari in the short and the long-term and is designed to encourage the executive Directors and FLT members to act in the best interests of Ferrari. In determining the level and structure of the compensation of the executive Directors, the non-executive Directors will take into account, among other things, Ferrari's financial and operational results and other business objectives, while considering the executive Directors' view concerning the level and structure of their own remuneration. Performance targets are set by the Compensation Committee to be both achievable and stretching, considering Ferrari's strategic priorities and the automotive landscape. The performance measures that are used for variable components have been chosen to support Ferrari's strategy, long-term interests and sustainability.

For the abovementioned reasons, the compensation packages adopted by Ferrari are significantly balanced towards the variable components in order to reinforce the performance driven culture and meritocracy, in line - as per the short-term incentive component - with the first and second pillars of Ferrari's remuneration policy (*Alignment with Ferrari's Strategy and Pay for Performance*) and - as per the long term incentive which has a dominant weight, as shown in the figures below - with the first and fourth pillars of Ferrari's remuneration policy (*Alignment with Ferrari's Strategy and Long-Term Shareholder Value Creation*), with the aim to align the performance with shareholders' interests and sustainability of value creation in the medium to long term, motivate executives to achieve long-term strategic objectives, and enhance retention of key resources.

Such executives' compensation structure, inspired by Ferrari's remuneration policy, is therefore mirrored in the compensation package for the entire Ferrari's workforce at every level, in order to promote and better pursue the organization-wide alignment with the Company's strategy and values and contribute to pay for performance culture and long-term value creation.

That being said, the structure of the compensation package (base salary and variable compensation composed of LTI and STI components) specifically provided for the CEO and the Executive Chairman is aligned to, and consistent with, the main pillars of the Ferrari's remuneration policy applied to the entire workforce as well as to the best market practice and to the Reference Panels, as better explained below.

In this regard, we establish target compensation levels using a market-based approach and we monitor compensation levels and trends in the market. We also periodically benchmark our executive compensation program against peer companies.

In particular, Ferrari identified for the role of CEO an *ad hoc* Reference Panel composed of 15 companies.

Ferrari benchmarked its CEO's total remuneration with those of listed companies deemed comparable with Ferrari in light of some or all of the following criteria: a) representing excellence and luxury in their respective sectors; b) operating in the same business as Ferrari; c) acting in similar sectors; d) presenting overall a similar Market Cap, Revenues and number of Employees with Ferrari. The companies in the Reference Panel used by Ferrari for the CEO's compensation benchmarking are listed below:

Chief Executive Officer Reference Panel	
Aston Martin Lagonda	Brembo
Bayerische Motoren Werke	Burberry
Compagnie Financiere Richemont	Mercedes-Benz Group
Harley-Davidson	Hermes International
Kering	LVMH
Moncler	Pirelli
Porsche	The Estée Lauder Companies
Volkswagen	

The Executive Chairman's Reference Panel comprises the companies of the CEO's Reference Panel which have a Chairman with powers and delegations comparable to Ferrari (5 Companies out of 15 of those inserted in CEO's Reference Panel), along with three additional companies (added in order to benchmark a statistically significant number of peers and determined based on companies that have a chairman with powers and authority comparable to the powers and authority of the Executive Chairman). The companies forming part of the Reference Panel for the Executive Chairman target compensation benchmarking are listed below:

Executive Chairman Reference Panel	
Aston Martin Lagoonda	Brembo
Compagnie Financiere Richemont	Ford Motors
Hermes International	Salvatore Ferragamo
The Estée Lauder Companies	Ariston Group Holding

The Executive Chairman's Reference Panel has been updated from 2021 by adding Ariston Group Holding NV.

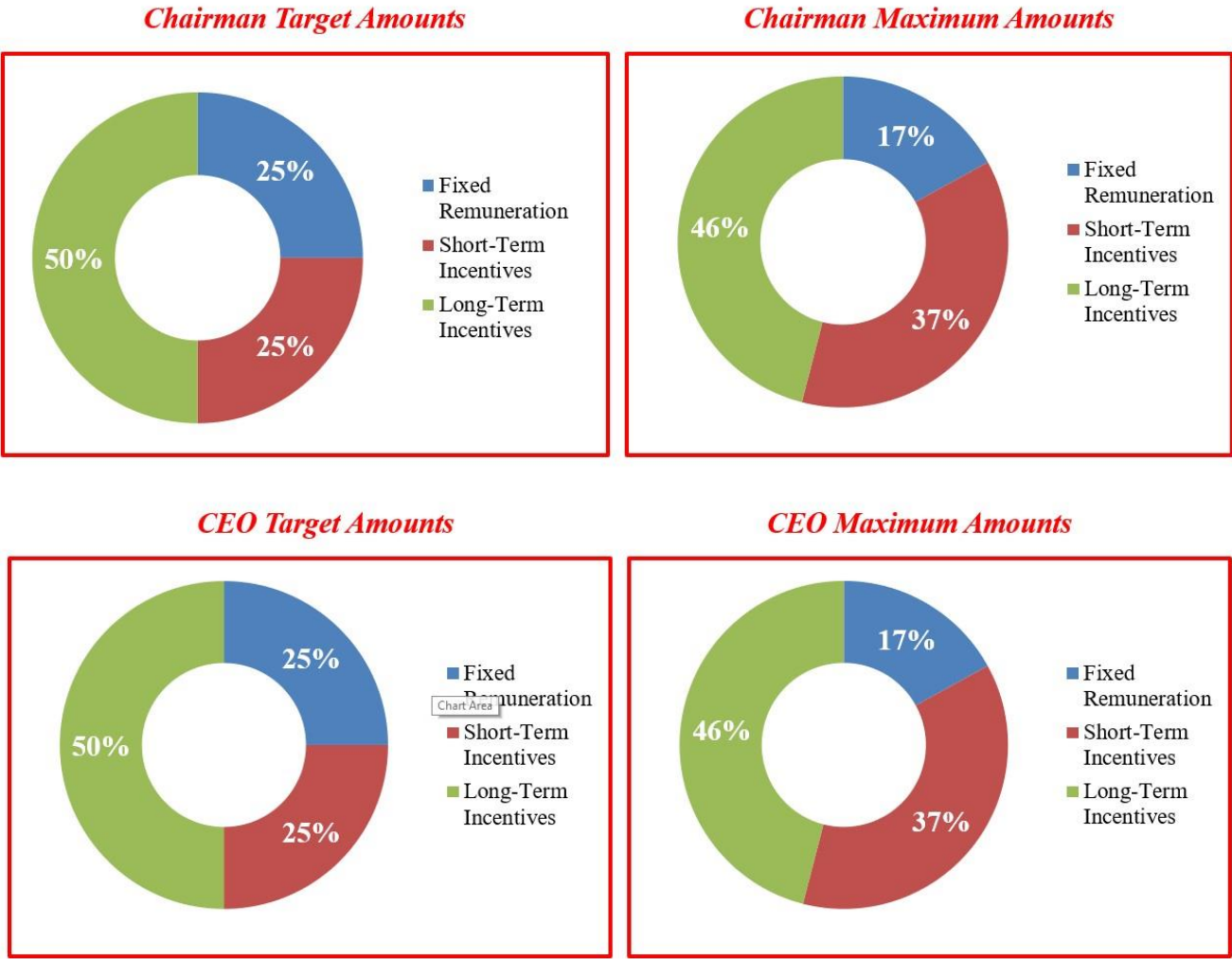
As described above, both Reference Panels are composed of companies representing excellence in their respective sectors and offering very competitive compensation levels to their executives.

The level and structure of the Executive Chairman's and CEO's compensation packages for 2022 have therefore been compared to the practices of the companies belonging to the abovementioned Reference Panels.

As for the compensation structure, the current Executive Chairman's and CEO's compensation packages (i) result in line with the market practice and compensation packages offered by companies belonging to the Reference Panels; and (ii) are in line with the Ferrari's remuneration policy as approved by shareholders at the 2020 AGM.

On the other side, given the challenging composition of the Reference Panels, as for the compensation levels, it results that the CEO’s base salary is aligned to the median of the abovementioned Reference Panel (as it was in 2021) while the Executive Chairman’s base salary is below the 25th percentile of the relevant Reference Panel (as it was 2021); the total target compensation for the CEO is positioned above the first quartile and below the median while the Executive Chairman total target compensation is positioned below the first quartile (in 2021, both were aligned to the median).

That being said, our Executive Chairman’s and CEO’s compensation packages are structured as follows:



On the basis of the remuneration policy objectives, compensation of executive Directors and FLT members consists, *inter alia*, of the elements discussed below.

Fixed component

The primary objective of the base salary (the fixed part of the annual cash compensation) for executive Directors and FLT members is to attract and retain highly qualified senior executives. Our policy is to periodically benchmark comparable salaries paid to executives with similar experience by comparable companies.

Variable components

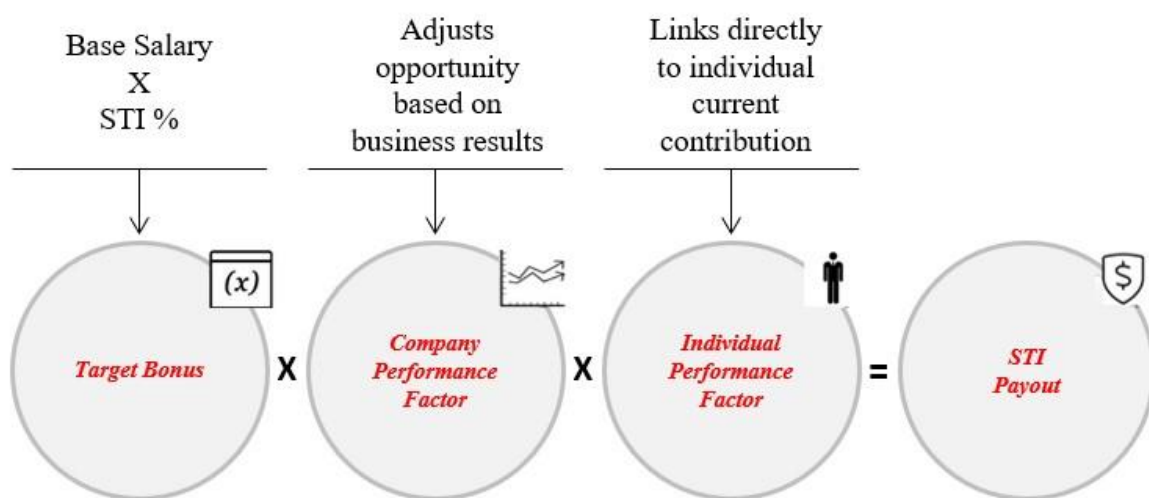
Executive Directors and FLT members are also eligible to receive variable compensation subject to the achievement of pre-established financial and other identified performance targets. The short and long-term components of executive Directors' and FLT members' variable remuneration are linked to predetermined, assessable targets in order to create long-term value for the shareholders.

Our variable compensation programs are designed to recruit, motivate and reward executive Directors and members of the FLT delivering operational and strategic performance over time. The provisions and financial objectives of our variable compensation programs are evaluated on an annual basis and modified in accordance with industry and business conditions.

Short-term incentives (STI)

The primary objective of our performance-based short-term variable cash-based incentives is to incentivize the executive Directors and the members of the FLT to focus on the business priorities for the current or next year. The short-term incentive plan is designed to motivate its beneficiaries to achieve challenging targets, by recognizing individual contributions to the Group's results on an annual basis. The Compensation Committee believes that it is appropriate to use a balance of corporate financial targets, strategic objectives and individual performance objectives.

The methodology for Short Term Incentive Calculation is the following:



The target level for both the Company Performance Factor and the Individual Performance Factor is 100%, reaching a possible maximum level which is equal to the 150% of target set level, resulting in a maximum pay-opportunity equal to 225% of base salary.

To determine the executive Directors' annual performance bonus, the non-executive Directors, upon proposal of the Compensation Committee:

- approve the executive Directors' targets and maximum allowable bonuses;
- select the appropriate metrics and their weighting;
- set the stretch objectives;
- consider any unusual items in a performance year to determine the appropriate measurement of achievement; and
- approve the final bonus determination.

In 2022, the Compensation Committee defined the Company Performance Factor by reference to four metrics:

- Net Revenues (20%)
- Consolidated Adjusted EBIT (20%)
- Consolidated Adjusted EBITDA Margin (20%)
- Industrial Free Cash Flow (40%)

The Compensation Committee established challenging goals for each metric linked to budget, each of which pays out independently. There is no minimum bonus payout; as a result, if none of the threshold objectives are satisfied, there is no bonus payment. The achievement of the budget target implies the application of a coefficient equal to 100 to the relevant metric, and deviations within thresholds defined from year to year imply a linear variation of the coefficient between 50 and 150; outside these thresholds the coefficient goes to zero or remains equal to 150. The overall Company Performance Factor coefficient is a weighted average of those obtained for the individual metrics.

In addition, upon proposal of the Compensation Committee, the non-executive Directors have authority to grant special bonuses for specific transactions that are deemed exceptional in terms of strategic importance and effect on Ferrari's results, taking into account standards of reasonableness and fairness. The form of any such bonus (cash, common shares of Ferrari or options to purchase common shares) is determined by the non-executive Directors from time to time.

No special bonuses were awarded to the executive Directors or members of the FLT for 2022.

Starting from 2022, our executive Directors (Executive Chairman and CEO) are included in the Short-Term Incentive Plan, in order to better align executive Directors' action to Ferrari's strategy and performance and in line with best market practice.

Long-term incentives (LTI)

We believe that the equity incentive plan discussed below increases the alignment between the Company's performance and shareholder interests, by linking the compensation opportunity of the executive Directors and members of the FLT to increasing shareholder value.

During 2022, Ferrari had three long-term equity incentive plans in place, consistent with the Company's business plans presented at the Capital Markets Day in September 2018 and in June 2022 and awarding to their beneficiaries, as the case may be, a combination of performance share units ("PSUs") and restricted share units ("RSUs"), each representing the right to receive one Ferrari common share:

- *Equity Incentive Plan 2020-2022*, approved on February 17, 2020 by the Board of Directors, covering a performance period from 2020 to 2022, having the Executive Chairman, as well as members of the FLT and other key employees of the Group as beneficiaries. The former CEO was not eligible for the Equity Incentive Plan 2020-2022;
- *Equity Incentive Plan 2021-2023*, approved on February 26, 2021 by the Board of Directors, covering a performance period from 2021 to 2023, having the Executive Chairman and Interim CEO of the Company, as well as members of the FLT and other key members of the Group as beneficiaries;
- *Equity Incentive Plan 2022-2024*, approved on February 25, 2022 by the Board of Directors, covering a performance period from 2022 to 2024, having the Executive Chairman and CEO of the Company, as well as members of the FLT and other key members of the Group as beneficiaries.

Further details about vesting of *Equity Incentive Plan 2019-2021*, covering a performance period from 2019 to 2021, vested on March 2022 and having the Executive Chairman and the former CEO of the Company, as well as members of the FLT and other key employees of the Group, as beneficiaries, ended on December 31, 2021 are provided in Section 2. As anticipated, starting from this year, in the same Section, we will also anticipate the disclosure on the vesting of *Equity Incentive Plan 2020-2022*.

For the *Equity Incentive Plan 2020-2022* and the *Equity Incentive Plan 2021-2023*, the PSU awards are earned based on the level of achievement of defined key performance indicators relating to: i) a relative total shareholder return (“TSR”) target (which is relative to the TSR of a defined peer group (“Peer Group”)), ii) an EBITDA target, and iii) an innovation target while for the *Equity Incentive Plan 2022-2024*, the innovation target has been replaced by an ESG target focusing on an Environment Factor and a Social Factor better described below.

Each target is measured independently of the other targets and relates to separate portions of the aggregate awards and, for the *Equity Incentive Plan 2022-2024*, executive Directors will be awarded only with PSUs. The RSU awards (for the *Equity Incentive Plan 2022-2024* only for members of the FLT and other key employees of the Group) are service-based and vest conditional on the employees’ continued employment with the Company at the time of vesting.

Details of the equity long-term incentives granted to the Executive Chairman and CEO are summarized below:

Equity Incentive Plan 2020-2022

	Type of Equity Long-Term Incentive Vehicle	Proportion of Equity Long-Term Grant	Vesting Cycle	Performance Metrics (Weighting) or Vesting Condition
Executive Chairman	Equity Incentive Plan 2020-2022 Performance Share Units (PSUs)	67%	Vest at the end of 3-years Rolling Plan	1) TSR (50%) 2) EBITDA (30%) 3) Innovation Performance Goal (20%)
	Equity Incentive Plan 2020-2022 Retention Restricted Share Units (RSUs)	33%	Vest at the end of 3-years Rolling Plan	Conditional on continued employment

Equity Incentive Plan 2021-2023

	Type of Equity Long-Term Incentive Vehicle	Proportion of Equity Long-Term Grant	Vesting Cycle	Performance Metrics (Weighting) or Vesting Condition
Executive Chairman and Interim CEO	Equity Incentive Plan 2021-2023 Performance Share Units (PSUs)	67%	Vest at the end of 3-years Rolling Plan	1) TSR (50%) 2) EBITDA (30%) 3) Innovation Performance Goal (20%)
	Equity Incentive Plan 2021-2023 Retention Restricted Share Units (RSUs)	33%	Vest at the end of 3-years Rolling Plan	Conditional on continued employment

Equity Incentive Plan 2022-2024

	Type of Equity Long-Term Incentive Vehicle	Proportion of Equity Long-Term Grant	Vesting Cycle	Performance Metrics (Weighting) or Vesting Condition
Executive Chairman	Equity Incentive Plan 2022-2024 Performance Share Units (PSUs)	100%	Vest at the end of 3-years Rolling Plan	1) TSR (40%) 2) EBITDA (40%) 3) ESG Goal (20%)
CEO	Equity Incentive Plan 2022-2024 Performance Share Units (PSUs)	100%	Vest at the end of 3-years Rolling Plan	1) TSR (40%) 2) EBITDA (40%) 3) ESG Goal (20%)

The number of PSU awards earned is determined based on the level at which the three performance criteria described below are achieved. At the end of the vesting period, the total number of PSUs earned is equal to the sum of:

- the number of PSUs earned under the TSR payout factor; plus
- the number of PSUs earned under the EBITDA payout factor; plus
- the number of PSUs earned under (i) the Innovation Performance Goal for the Equity Incentive Plan 2020-2022 and Equity Incentive Plan 2021-2023 and (ii) the ESG Factor for the Equity Incentive Plan 2022-2024.

Equity Incentive Plan 2020-2022 and Equity Incentive Plan 2021-2023

Metrics (weight)	Metrics (type)	Benchmark	Rationale	Link between pay and performance	
TSR (50%)	Financial criteria	Peer Group (8 companies: Ferrari, Aston Martin, Burberry, Hermes, Kering, LVMH, Moncler, Richemont)	TSR is tracked for both Ferrari and the companies in the defined Peer Group calculating starting and ending prices as an average of the 30 calendar days prior to grant and award date	Ranking	% of Target Awards
				1°	150%
				2°	120%
				3°	100%
				4°	75%
				5°	50%
				6° - 7° - 8°	0
EBITDA (30%)	Financial criteria	5-year Business Plan	Earnings before interest, taxes, depreciation and amortization takes a company's earnings, and subtracts its cost of debt, cost of goods sold and operating expenses and taxes, resulting in an indicator of	Performance	% of Target Awards
				+10%	140%
				+5%	120%
				5 Years Plan	100%
				-5%	80%
				< - 5%	0
Innovation Performance Factor (20%)	Non-financial criteria	Critical project milestones	The Innovation Performance Factor focuses on the new product launches in line with Ferrari's plan and on technological innovation. It is measured in terms of product launches (milestones, volumes and contribution margin), for a weight of 70%, and key technological projects, for the remaining 30%, to be achieved during the performance period.		

Our non-financial criterion, the Innovation Performance Factor, is included in the Equity Incentive Plans in order to have a performance indicator directly linked to the long-term sustainability and technological innovation of our business.

In relation to the vesting of the PSUs awarded to the Executive Chairman, the vesting of all units under each plan occurs after the end of the relevant performance period (*i.e.* December 31, 2022 and December 31, 2023), to the extent that the conditions for vesting are satisfied.

The performance period for the Equity Incentive Plan 2020-2022 PSUs commenced on January 1, 2020. The fair value of the awards used for accounting purposes was measured at the grant date using a Monte Carlo Simulation model. The fair value of the PSUs that were granted to Mr. Elkann in 2020 is €136.06 per share.

The key assumptions used to calculate the grant-date fair values for these awards are summarized below:

Key Assumptions	PSU Awards Granted to the Chairman in 2020
Grant date share price	€142.95
Expected volatility	26.6%
Dividend yield	0.8%
Risk-free rate	0%

The performance period for the Equity Incentive Plan 2021-2023 PSUs commenced on January 1, 2021. The fair value of the awards used for accounting purposes was measured at the grant date using a Monte Carlo Simulation model. The fair value of the PSUs that were granted to Mr. Elkann in 2021 is €130.42 per share.

Key Assumptions	PSU Awards Granted to the Executive Directors in 2021
Grant date share price	€175.80
Expected volatility	27.0%
Dividend yield	0.75%
Risk-free rate	0%

The expected volatility was based on the observed volatility of the defined Peer Group. The risk-free rate was based on the iBoxx sovereign Eurozone yield.

The RSUs granted under the Equity Incentive Plan 2020-2022 and the Equity Incentive Plan 2021-2023 will vest in 2023 and 2024 at the end of the three-years cliff vesting period, subject to continued employment with the Company. The fair value of the RSUs that were granted to Mr. Elkann in 2020 is €139.39 per share and in 2021 is €171.86 per share.

Equity Incentive Plan 2022-2024

The Equity Incentive Plan 2022-2024, implemented in 2022, provides for significant changes compared to the former Long-Term Equity Incentive Plans. The main changes include:

- **Combination of PSUs and RSUs:** different weight of RSU and PSU distribution in relation to the responsibilities and the level of contribution to the results of each cluster of beneficiaries. Executive Directors were entitled only to PSUs in order to strengthen the alignment of their long-term interests with those of shareholders;
- **Different relative weight of the metrics:** TSR is now weighted 40% (instead of 50%) and EBITDA 40% (instead of 30%);
- **TSR Peer Group:** TSR Peer Group increased **by three companies** (Mercedes Benz Group AG, Prada and Estee Lauder), in order to have an **odd number of companies** and, consequently, **modifying the pay-out scale** providing that executives will become eligible to receive awards only in case of performance at the benchmark median;
- **Non-financial criteria:** the Innovation Performance Factor has been replaced by the ESG factor better described in the table below. In particular, the component of ESG factor linked to the Environment is consistent to actions adopted by Ferrari to achieve carbon neutrality by 2030, as already explained in the Capital Market Day 2022. For Scope 1 and 2, Ferrari is implementing bio methane for the trigenerator, installing photovoltaic panels and fuel cell based systems, while for Scope 3, electrification will reduce the vehicle use phase CO₂e emissions; additionally Ferrari is exploring solutions to reduce (at least -30% on average per car by 2030) the otherwise growing emissions of raw materials mainly related to the battery module.

Metrics (weight)	Metrics (type)	Benchmark	Rationale	Link between pay and performance	
TSR (40%)	Financial criteria	Peer Group (11 companies: Ferrari, Aston Martin, Burberry, Estee Lauder, Hermes, Kering, LVMH, Mercedes Benz Group AG, Moncler, Prada and Richemont)	TSR is tracked for both Ferrari and the companies in the defined Peer Group calculating starting and ending prices as an average of the 30 calendar days prior to grant and award date		
				Ranking	% of target awards
				1°	175%
				2°	150%
				3°	125%
				4°	100%
				5°	75%
				6°	50%
7° - 8° - 9° - 10° - 11°		0			
EBITDA (40%)	Financial criteria	5-year Business Plan	Earnings before interest, taxes, depreciation and amortization takes a company’s earnings, and subtracts its cost of debt, cost of goods sold and operating expenses and taxes, resulting in an indicator of Ferrari’s profitability		
				Performance	Payout
				+15%	175%
				+10%	150%
				+5%	125%
				5 Years Plan	100%
				-5%	75%
				< - 5%	0
ESG Factor (20%)	Non-financial criteria	Project linked to E and S spheres	The ESG focuses on an Environment Factor and a Social Factor: - 50% is based on the Reduction CO2 Carbon Emission following the milestones of the Ferrari’s sustainability plan – Rolling KPI until 2030 - 50% is based on the maintenance of Equal Salary Certification or equivalent certification.		

In relation to the vesting of the PSUs awarded to the Executive Chairman and the CEO, the vesting of all units under the plan occurs after the end of the performance period (*i.e.* December 31, 2024), to the extent that the conditions for vesting are satisfied.

The performance period for the Equity Incentive Plan 2022-2024 PSUs commenced on January 1, 2022. The fair value of the awards used for accounting purposes was measured at the grant date using a Monte Carlo Simulation model. The fair value of the PSUs that were granted to Mr. Elkann and Mr. Vigna in 2022 is €162.02 per share.

The key assumptions used to calculate the grant-date fair values for these awards are summarized below:

Key Assumptions	PSU Awards Granted to the Chairman and CEO in 2022
Grant date share price	€ 177.95

Expected volatility	27.75%
Dividend yield	0.75%
Risk-free rate	0%

The expected volatility was based on the observed volatility of the defined Peer Group. The risk-free rate was based on the iBoxx sovereign Eurozone yield.

Any RSUs awarded to FLT members and other key members of the Group are service-based and will vest in March 2025 conditional on the continued employment of the beneficiaries with the Company or the Group at the time of vesting, while the executive Directors were not awarded any RSUs in 2022.

Recoupment of incentive compensation (claw back policy)

The Equity Incentive Plans (the Equity Incentive Plan 2020-2022, the Equity Incentive Plan 2021-2023 and the Equity Incentive Plan 2022-2024) include a claw back clause, which allows the Company to claim the refund of part or all of the variable component of remuneration awarded or paid on the basis of information or data that subsequently prove manifestly incorrect, if the Board of Directors determines that circumstances that would have constituted “cause” (as defined) existed while the remuneration remained unvested or due to the beneficiaries’ fraud or negligence (each, a “Recovery Event”).

In particular, if a Recovery Event occurs within two years after the payment of cash or delivery of any shares in respect of the PSUs or RSUs, a participant will be required to repay the net amount received, as determined by the Board of Directors in its discretion.

Lock up Period

The Board of Directors approved a specific Lock Up provision for its Executive Chairman, CEO, members of the FLT and other key members of the Group which replaces the former Stock ownership guidelines and applies to all long-term incentive plans issued and to be issued by the company.

Under the Lock Up Provision a percentage equal to 50% of the vested shares under the new Equity Incentive Plan 2022-2024 will be subject from the date of vesting to unavailability and non-transferability for a period determined according to the corporate role:

- CEO and Chairman: 36 months after the vesting
- FLT members: 24 months after the vesting
- Other key members of the Group: 12 months after the vesting

The Executive Chairman and the CEO are each required to retain one hundred percent (100%) of the number of shares of common stock issued, on a net, after-tax basis, upon vesting and settlement of any equity awards granted to such individual until the fifth anniversary of the grant date of such award other than in the event of death, termination of service due to total disability, approved leave of absence or retirement.

Other benefits

Executive Directors may also be entitled to customary fringe benefits such as personal use of aircraft, company cars and drivers, personal/home security, medical insurance, accident insurance, tax preparation and financial counselling. The Compensation Committee may grant other benefits to the executive Directors in particular circumstances.

Severance

The terms of service of the CEO provide that termination of the contract by either party is subject to six months' notice period. However, if the Company terminates his services for reasons other than for just cause (as defined) or if he terminates his services due to the reduction or limitations of his managing powers or following his dismissal in case of change of control, the Company shall pay the CEO an amount equal to 18 monthly installments of his base monthly salary, including any amount due for the six months' notice period (which means that the severance amount does not exceed 12 months' salary, in line with the Code), plus the accrued pro rata of the Company's contribution to the pension fund as well as STI and LTI variable compensation accrued at the date of termination of employment. If an actual severance payment will be made at the termination of employment and such severance payment would exceed 12 months' base salary, then a disclosure will be made in line with the Code.

If within twenty-four months following a change of control (as defined), the Chairman's services are terminated by the Company (other than for cause), or are terminated by the Chairman for good reason, the Chairman is entitled to receive the accelerated vesting of awards under his long-term incentive plan.

Internal pay ratios

In line with the Dutch Corporate Governance Code, the internal pay ratio is an important input for determining the Remuneration Policy for the Board of Directors. The internal pay ratio is calculated as the ratio between (i) the total annual remuneration of the CEO¹ and (ii) the average total annual remuneration of the employees of the company and the group companies of which the company consolidates the financial data². The following table presents the internal pay ratio for 2022, 2021 and 2020.

	2022	2021	2020
Total Annual Remuneration of CEO (A)	4,789,961(*)	4,486,151	6,835,721
Average Total Annual Employee (FTE) Remuneration Costs (B)	97,182	92,656	78,193
Pay Ratio (A/B)	49.3	48.4	87.4

(*) Includes €3,780,916 of remuneration as presented in the Directors' compensation table below plus €1,009,045 recognized as share-based compensation expense during the year for equity awards granted under the Group's Equity Incentive Plan 2022-2024 that will vest in 2025 subject to certain performance and service conditions. See also "—Directors' compensation" and "—Share-Based Compensation of Executive Directors" below.

The decrease in the pay ratio in 2021 compared to 2020 can be explained, *inter alia*, by the fact that for 2020 the pay ratio is calculated considering the remuneration of the former CEO, Louis Camilleri, whose compensation package was different from that of the current CEO and included a large portion of LTI variable compensation.

For 2021 the pay ratio is calculated considering the remuneration of the current CEO, Benedetto Vigna, payable for the period from September 16, 2021 (the date when Mr. Vigna began acting as Chief Executive Officer) to December 31, 2021, which includes a one-off Welcome Bonus. There is no significant difference between the pay ratio so calculated and the pay ratio calculated based on the target remuneration elements pro rated on a full year basis. In addition, the compensation payable to Mr. Elkann as interim CEO during 2021 is not included in the calculation of the pay ratio because such compensation was forfeited by Mr. Elkann.

¹ The total annual remuneration of the CEO includes all remuneration components (such as fixed remuneration, variable remuneration in cash (bonus), the share-based portion of the remuneration (value of the share-based payment is determined at the time of allocation in line with the applicable regulations under IFRS), social premiums, pension, expense allowance, et cetera), as included in the (consolidated) financial statements on an IFRS basis.

² 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 FTEs during the financial year. Hiring of external employees is taken into account on a pro rata basis, insofar as these are hired for at least three months during the financial year.

Scenario analysis

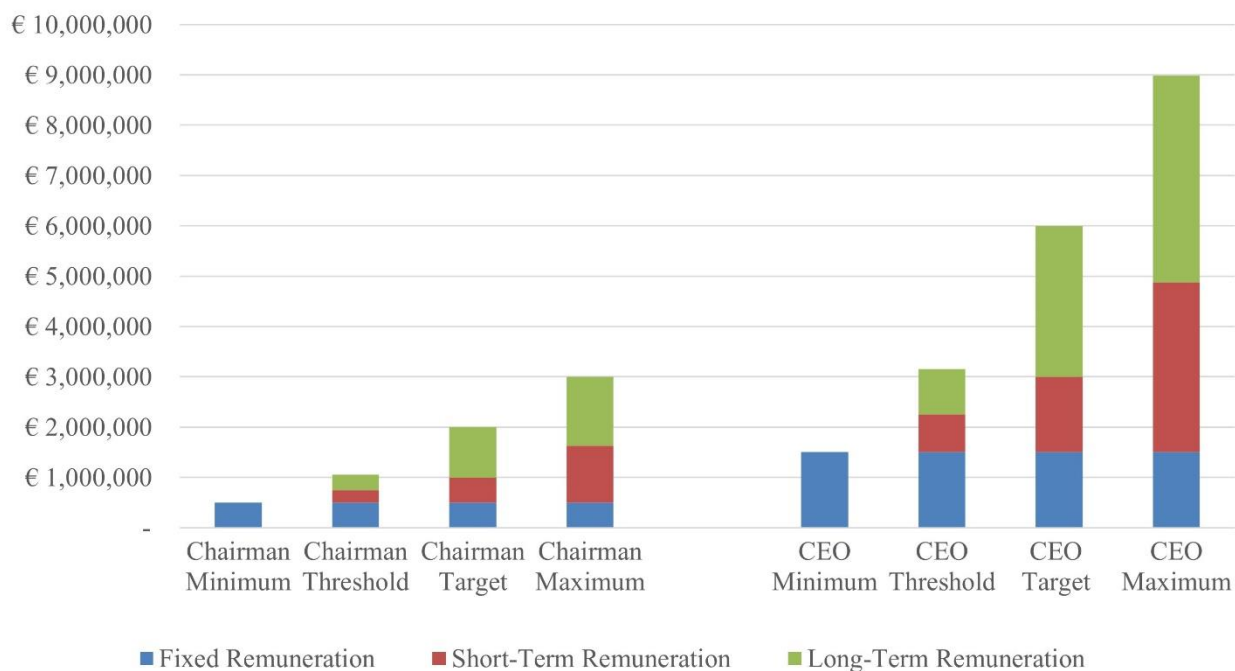
On an annual basis, the non-executive Directors, upon proposal of the Compensation Committee, examine the relationship between the performance criteria chosen and the possible outcomes for the variable remuneration of our executive Directors (scenario analysis). To date, the non-executive Directors believe the remuneration policy has proven effective in terms of establishing a correlation between Ferrari's strategic goals and the chosen performance criteria, as the main key performance criteria of our executive Directors' long-term incentive plan, which represents a significant part of the Chairman's and the CEO's compensation package, supports both Ferrari's business strategy and value creation for our shareholders.

The Compensation Committee evaluates the mix of variable compensation linked to financial and non-financial performance, as well as shareholder returns, taking also into account the wages and employment conditions of our employees. Our incentive plans are based on peer and market benchmarked performance metrics.

In the event that specific long-term threshold performance targets are not achieved, there will be no variable pay vesting or payout for executive Directors for the relevant period.

The following table and chart describe compensation levels that the Executive Chairman and the CEO could receive under the compensation packages in place and different scenarios in a calendar year, assuming a constant share price (i.e. no appreciation):

Element of remuneration	Details of assumption
Fixed remuneration	The Executive Chairman salary is €500,000 and the CEO salary is €1,500,000.
Short-term Incentive Plan	The compensation packages for 2022 for the Chairman and the CEO include a short-term incentive plan with a threshold pay-opportunity equal to 50% of base salary, a target pay-opportunity equal to 100% of base salary and maximum pay-opportunity equal to 225% of base salary.
Long-term Incentive Plan	Executive Chairman and CEO: <ul style="list-style-type: none">— in case of failure to achieve any of the performance criteria the scenario assumes no award of PSUs;— in case of achievement of the threshold for each of the performance criteria, the scenario assumes an award equal to threshold pay opportunity (60% of base salary);— in case of achievement of the targets for each of the performance criteria, the scenario assumes an award equal to target pay opportunity (200% of base salary);— in case of achievement of the maximum level of each performance criteria the scenario assumes the award equal to maximum pay opportunity (274% of base salary).



N.B. Details about the Chairman and the CEO's actual 2022 remuneration are included in section 2.

In the event of performance below the set threshold, both in the short and long term incentive plan, Executive Chairman and CEO will be recognized with fixed remuneration only.

Remuneration policy for Non-Executive Directors

Remuneration of non-executive Directors is approved by the Company's shareholders and periodically reviewed by the Compensation Committee.

Remuneration of non-executive Directors is fixed and not dependent on the Company's financial results. Non-executive Directors are not eligible for variable compensation and do not participate in any incentive plans.

The current annual remuneration for the non-executive Directors (which was approved at the AGM, held on April 15, 2020) is shown in the table below:

Non-Executive Director Compensation	U.S. \$
Annual cash retainer	\$75,000
Additional retainer for Audit Committee member	\$10,000
Additional retainer for Audit Committee Chairman	\$20,000
Additional retainer for Compensation Committee member	\$5,000
Additional retainer for Compensation Committee Chairman	\$15,000
Additional retainer for ESG Committee member	\$5,000
Additional retainer for ESG Committee Chairman	\$15,000
Additional retainer for the senior non-executive Director	\$25,000

All remuneration of the non-executive Directors is paid in cash.

Remuneration of other employees and Equal Salary Certification

Ferrari aims to provide a market-competitive and fair remuneration package for its workforce, in line with the remuneration policy and in order to better pursue the Company's strategy and purpose and contribute to long-term value creation.

Furthermore, Ferrari operates a merit-based remuneration policy, not discriminating on the basis of gender, age, nationality, social status or cultural background. In 2020, Ferrari S.p.A. started an in-depth analysis on equal remuneration, which led, in July 2020, to the award of the Equal Salary Certificate for providing equal pay to men and women with the same qualifications and positions in the Company and the certificate was maintained in 2021 and 2022. This award is a testament to the Company's commitment to creating an inclusive and diverse working environment while fostering career development for all. Ferrari was the first Italian Company to receive this award. The certification process included a detailed statistical analysis of compensation levels, which revealed that Ferrari is one of Europe's companies successfully eliminating the gender pay gap. Ferrari sees this certification not as an end point but as a further stage of growth and an opportunity to implement tangible actions to ensure that everyone can pursue his own professional growth.

In July 2021, the Group communicated that Ferrari North America Inc. was also awarded with the Equal Salary Certification and the certification was confirmed again in 2022.

Ferrari strongly believes in the Equal Salary Certification and since 2022 the maintenance of the certification has become part of the vesting conditions of the Equity Incentive Plan 2022-2024 as a component of the the ESG performance factor.

2. Implementation of Remuneration Strategy in 2022

Introduction

This section sets out the implementation of Ferrari's remuneration strategy for the year ended December 31, 2022. The remuneration granted in the year ended December 31, 2022 is in accordance with the substance and the procedures of the remuneration strategy (as set out above) and therefore we believe it allows us to seek to attract and retain the most highly qualified executive talent and motivate such executives to achieve business and financial goals that create long-term value for shareholders in a manner consistent with our core business and leadership values and taking into account the social context around the Company.

Directors' compensation

The following table summarizes the remuneration received by the members of the Board of Directors for the year ended December 31, 2022 from Ferrari and its subsidiaries.

Name	Office held	Fixed remuneration		Variable remuneration (€)	Extraordinary items (€)	Pension benefits (€)	Total remuneration (2) (€)
		Annual fee (€)	Fringe benefits (€)				
John Elkann	Chairman and Executive Director	514,355	11,842 ⁽¹⁾	748,000 ^(*)	—	—	1,274,197
Benedetto Vigna	Chief Executive Officer and Executive Director	1,500,000	10,916 ⁽¹⁾	2,040,000 ^(*)	—	230,000	3,780,916
Total	Executive Directors	2,014,355	22,758	2,788,000	—	230,000	5,055,113
Piero Ferrari	Vice Chairman and Non-Executive Director	76,563	19,402 ⁽¹⁾	—	—	—	95,965
Sergio Duca	Senior Non-Executive Director	114,844	—	—	—	—	114,844
Delphine Arnault	Non-Executive Director	76,563	—	—	—	—	76,563
Francesca Bellettini	Non-Executive Director	81,348	—	—	—	—	81,348
Eddy Cue	Non-Executive Director	81,348	—	—	—	—	81,348
John Galantic	Non-Executive Director	86,133	—	—	—	—	86,133
Maria Patrizia Grieco	Non-Executive Director	81,348	—	—	—	—	81,348
Adam Keswick	Non-Executive Director	71,777	—	—	—	—	71,777
Total	Non-Executive Directors	669,924	19,402	—	—	—	689,326

(1) Relate to car benefits provided to Mr. Vigna, Mr. Elkann and Mr. Ferrari in accordance with the remuneration policy.

(2) Certain amounts have been translated from U.S. Dollars to Euro.

(*) This amount refers to short-terms incentives. For information regarding equity-based variable compensation see Share-Based Compensation of Executive Directors below.

The following table summarizes the remuneration received by the members of the Board of Directors for the year ended December 31, 2021 from Ferrari and its subsidiaries.

Name	Office held	Fixed remuneration		Variable remuneration (€)	Extraordinary items (€)	Pension benefits (€)	Total remuneration (4)(5) (€)
		Annual fee (€)	Fringe benefits (€)				

John Elkann (1)	Chairman and Executive Director	325,405	11,533 ⁽³⁾	— ^(*)	—	—	336,938
Benedetto Vigna (2)	Chief Executive Officer and Executive Director	500,000	3,852 ⁽³⁾	—	3,982,299 ⁽⁶⁾	—	4,486,151
Total	Executive Directors	825,405	15,385	—	3,982,299	—	4,823,089
Piero Ferrari	Vice Chairman and Non-Executive Director	68,825	12,237 ⁽³⁾	—	—	—	81,062
Sergio Duca	Senior Non-Executive Director	103,238	—	—	—	—	103,238
Delphine Arnault	Non-Executive Director	68,171	—	—	—	—	68,171
Francesca Bellettini	Non-Executive Director	73,127	—	—	—	—	73,127
Roberto Cingolani (5)	Non-Executive Director	8,225	—	—	—	—	8,225
Eddy Cue	Non-Executive Director	73,127	—	—	—	—	73,127
John Galantic	Non-Executive Director	77,429	—	—	—	—	77,429
Maria Patrizia Grieco	Non-Executive Director	73,127	—	—	—	—	73,127
Adam Keswick	Non-Executive Director	64,524	—	—	—	—	64,524
Total	Non-Executive Directors	609,793	12,237	—	—	—	622,030

(1) From 01/01/2021 to 09/15/2021: Chairman, CEO and Executive Director. From 09/16/2021 to 12/31/2021: Chairman and Executive Director.

(2) Mr. Vigna joined Ferrari as CEO and Executive Director on 09/16/2021.

(3) Relate to car benefits provided to Mr. Vigna, Mr. Elkann and Mr. Ferrari in accordance with the remuneration policy.

(4) Certain amounts have been translated from U.S. Dollars to Euro.

(5) Mr. Roberto Cingolani was Non-Executive Director from 04/16/2020 to 02/13/2021.

(6) As a Welcome Bonus for having joined Ferrari, the CEO has been granted (i) an extraordinary lump sum of €1,000,000 and (ii) 16,256 Ferrari common shares, in each case subject to approval by shareholders at the 2022 Annual General Meeting.

(*) For information regarding equity-based variable compensation see Share- Based Compensation of Executive Directors below.

The following table shows a comparison of the total remuneration of Directors over the last five years, based on Ferrari Directors who served as Directors in 2022.

		Directors' Total Remuneration (€)				
		2022	2021	2020	2019	2018
John Elkann ^(*)	Executive Chairman and Executive Director	1,274,197	336,938 ⁽¹⁾	77,790	223,586 ⁽²⁾	92,579 ⁽³⁾
Benedetto Vigna ^(*)	Chief Executive Officer and Executive Director	3,780,916	4,486,151 ⁽⁴⁾	—	—	—
Piero Ferrari	Vice Chairman and Non-Executive Director	95,965	81,062	30,041	83,472	80,546
Sergio Duca	Senior Non-Executive Director	114,844	103,238	27,233	109,810	94,890 ⁽⁵⁾
Delphine Arnault	Non-Executive Director	76,563	68,171	17,020	67,080	63,889
Francesca Bellettini ⁽⁶⁾	Non-Executive Director	81,348	73,127	—	—	—
Eddy Cue	Non-Executive Director	81,348	73,127	19,290	73,542	68,149
John Galantic ⁽⁶⁾	Non-Executive Director	86,133	77,429	—	—	—
Maria Patrizia Grieco	Non-Executive Director	81,348	73,127	19,290	76,024	72,408
Adam Keswick	Non-Executive Director	71,777	64,524	17,020	67,080	63,889
Adjusted EBITDA		1,773	1,531	1,143	1,269	1,114
Average Ferrari Share Price		196.34	185.25	155.98	131.44	105.49
Median fixed remuneration of employees ^(**)		34,960	34,071	32,876	31,782	30,600

(1) From 01/01/2021 to 09/15/2021: Chairman, CEO and Executive Director. From 09/16/2021 to 12/31/2021: Executive Chairman and Executive Director.

(2) From 01/01/2019 to 04/12/2019: Chairman and Non-Executive Director. From 04/12/2019 to 12/31/2019: Executive Chairman and Executive Director.

(3) From 01/01/2018 to 07/21/2018: Vice Chairman and Non-Executive Director. From 07/21/2018 to 12/31/2018: Chairman and Non-Executive Director.

(4) Mr. Vigna joined Ferrari as CEO and Executive Director on 09/16/2021. As a Welcome Bonus for having joined Ferrari, the CEO has been granted (i) an extraordinary lump sum of €1,000,000 and (ii) 16,256 Ferrari common shares, in each case subject to approval by shareholders at the 2022 Annual General Meeting.

(5) From 07/21/2018 to 12/31/2018: Senior Non-Executive Director

(6) Mrs. Francesca Bellettini and Mr. John Galantic were Non-Executive Directors from 04/16/2020.

(*) For information regarding equity-based variable compensation see Share- Based Compensation of Executive Directors below.

(**) This information does not include the "Premio di Competitività", which is on top of the fixed remuneration.

Share-Based Compensation of Executive Directors

The following table provides an overview of the outstanding equity incentive plans provided to Ferrari executive Directors in 2022:

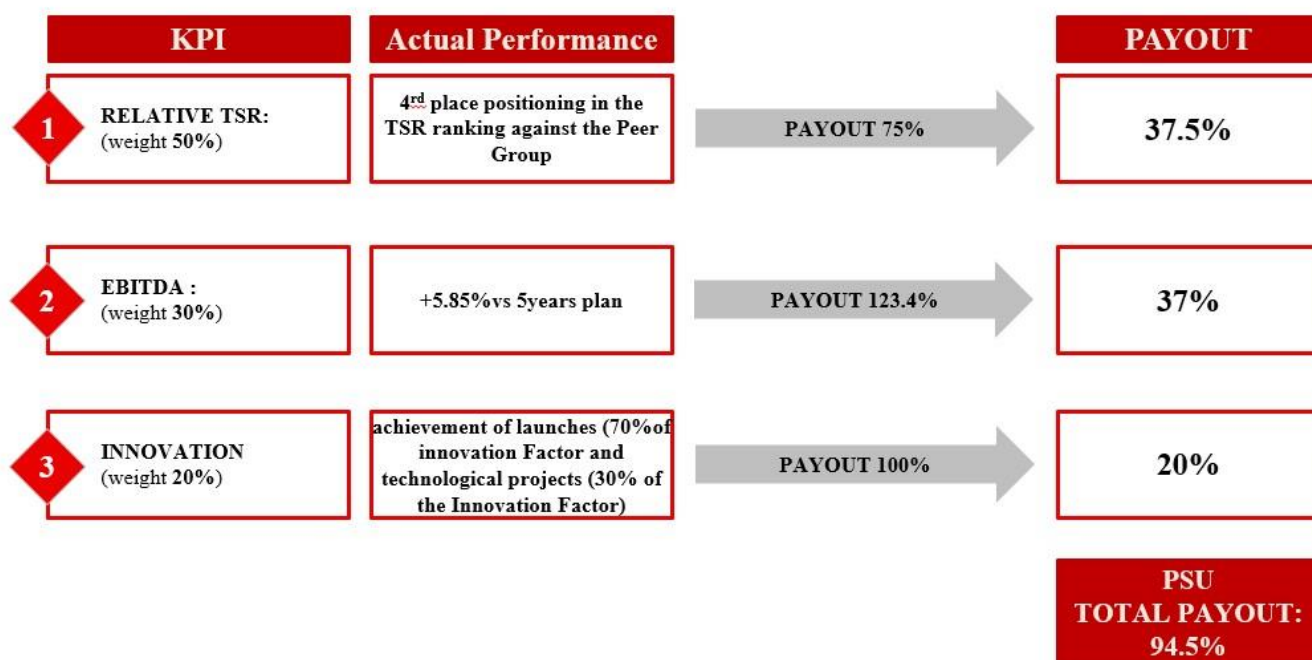
Name, position	Main conditions of share award plans				Movements in share awards during 2022					
	Plan	Performance period	Grant date	Vesting date	Number of unvested shares at January 1, 2022	Shares awarded	Shares vested	Shares forfeited/other	Number of unvested shares at December 31, 2022	of which are subject to performance conditions
John Elkann, Executive Chairman	Equity Incentive Plan 2019-2021	2019 - 2021	April 2019	March 2022	20,703	—	20,179	524	—	—
	Equity Incentive Plan 2020-2022	2020 - 2022	April 2020	March 2023	4,829	—	—	—	4,829	3,219
	Equity Incentive Plan 2021-2023	2021 - 2023	April 2021	March 2024	4,448	—	—	—	4,448	2,965
	Equity Incentive Plan 2022-2024	2022 - 2024	April 2022	March 2025	—	5,042	—	—	5,042	5,042
Benedetto Vigna, Chief Executive Officer	Equity Incentive Plan 2022-2024	2022 - 2024	April 2022	March 2025	—	15,126	—	—	15,126	15,126

In March 2022, 13,278 PSUs and 6,901 RSUs vested for the Executive Chairman under the Equity Incentive Plan 2019-2021. The evidence of the level of achievement of the KPIs relating to the PSUs is summarized in the following table:

KPI		Actual Performance		PAYOUT
1	RELATIVE TSR: (weight 50%)	3 rd place positioning in the TSR ranking against the Peer Group	PAYOUT 100%	50%
2	EBITDA : (weight 30%)	+7%vs 5years plan	PAYOUT 134%	40.2%
3	INNOVATION (weight 20%)	achievement of technological projects (30% of the Innovation Factor)	PAYOUT 30%	6%
				PSU TOTAL PAYOUT: 96.2%

Threshold, Target and Maximum are presented in *Equity Incentive Plan 2020-2022 and Equity Incentive Plan 2021-2023* paragraph.

In March 2023, the Equity Incentive Plan 2020-2022 will vest and the evidence of the level of the achievement is summarized in the following table:



Threshold, Target and Maximum are presented in *Equity Incentive Plan 2022-2024* paragraph.

Compensation of the members of the FLT

The compensation paid to or accrued during the year ended December 31, 2022 by Ferrari and its subsidiaries to the members of the FLT (excluding the CEO) amounted to €34.0 million in aggregate, consisting of €21.6 million for salary and €6.5 million for other short-term benefits (which is linked to the FY 2022 performance and represents slightly more than the target set levels), €5.2 million for share-based compensation in relation to PSUs and RSUs awarded under the Group's Equity Incentive Plans (2020-2022; 2021-2023; 2022-2024) and other share-based awards, and €0.7 million for the Group's contributions to pension funds. The PSU and RSU awards will vest in March 2022, 2023 and 2024, subject to continued employment and, for the PSU awards, to the achievement of performance conditions related to TSR, EBITDA and Innovation, as described above.

Given: (i) Ferrari's third place positioning in the TSR ranking against the Peer Group (corresponding to the vesting of 100 per cent. of the target PSUs awarded); (ii) the result of the EBITDA factor payout (+7% vs 5-years plan) and (iii) the achievement of technological projects (30% of the Innovation Factor), for the vesting of the Equity Incentive Plan 2019-2021, which covers the performance period from 2019 to 2021, ending at December 31, 2021, 18,728 PSUs and 13,405 RSUs had vested for FLT members.

Director and Officer Overlaps

There are overlaps among certain Directors and officers of Stellantis (formerly FCA) and Exor and our Directors and officers. These individuals owe duties both to us and to the other companies that they serve as officers and/or Directors. This may raise certain conflicts of interest as, for example, these individuals review opportunities that may be appropriate or suitable for both Ferrari and such other companies, or business transactions are pursued in which both Ferrari and such other companies have an interest, such as Ferrari's arrangement to supply engines for Maserati cars. For example, Mr. John Elkann our Executive Chairman, is also the Chairman of Stellantis and the Chairman and Chief Executive Officer of Exor. At February 13, 2023, Exor held approximately 24.44 percent of our outstanding common shares and approximately 36.25 percent of the voting power in the Company, while it holds approximately 14.35 percent of the outstanding common shares in Stellantis, based on 2022 SEC filings. The percentages of ownership and voting power above are calculated based on the number of outstanding shares net of treasury shares. See *"Risk Factors—Risks related to our Common Shares - We may have potential conflicts of interest with Stellantis and Exor and its related companies"*.