
FERRARI GROUP PLC

Audit Committee Rules

1 INTRODUCTION

- 1.1 These rules have been prepared by the Board (as defined below) pursuant to Article 11.4 of the board regulations (the **Board Rules**) of Ferrari Group PLC (the **Company**) and have been adopted by the board of the Company (the **Board**) with effect as from and including 13 February 2025.
- 1.2 The Audit Committee is a committee of the Board.
- 1.3 Certain capitalised terms used but not defined in these rules have the meanings given to them in the Board Rules.
- 1.4 These Audit Committee Rules are posted on the Company's website.

2 COMPOSITION

- 2.1 The Audit Committee shall consist of no less than two (2) and no more than four (4) members. All members of the Audit Committee must be Non-Executive Directors. More than half of the members of the Audit Committee (including the chair of the Audit Committee) shall be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- 2.2 The Audit Committee may not be chaired by the chairperson of the Board or by a former Executive Director.
- 2.3 At least one member of the Audit Committee shall have competence in accounting or auditing. The members as a whole shall have competence relevant to the sector in which the Company is operating.
- 2.4 The members of the Audit Committee shall be appointed and may be replaced at any time by the Non-Executive Directors.
- 2.5 The Non-Executive Directors shall appoint one of the members of the Audit Committee as chair of the Audit Committee. The Audit Committee shall not be chaired by the Chair of the Board or by a former Executive Director of the Company.
- 2.6 Generally the term of office of a member of the Audit Committee will not be set in advance. It will, inter alia, depend on the composition of the Board as a whole and other committees of the Board from time to time.

3 DUTIES AND RESPONSIBILITIES

General duties and powers

- 3.1 The Audit Committee prepares the Board's decision-making on the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems as referred to in best practice provisions 1.2.1 to 1.2.3 (inclusive) of the Governance Code. Among other things, it focuses on:
 - (a) monitoring the Board with regard to:
 - (i) relations with, and compliance with recommendations and following up of comments by, the internal audit function and the External Auditor and any other

external party involved in auditing or reporting on matters concerning the Company (including the Company's sustainability reporting);

- (ii) the funding of the Company; and
 - (iii) the Company's tax policy.
- (b) informing the Board of the outcome of the statutory audit, including an explanation of the manner in which the statutory audit has contributed to the integrity of financial reporting and the role of the Audit Committee in that process;
 - (c) monitoring the financial reporting process and making proposals to ensure the integrity of the process;
 - (d) monitoring the effectiveness of the internal management system, the internal audit system and the risk management system in relation to the financial reporting of the Company;
 - (e) monitoring the statutory audit of the Annual Accounts and ensuring that the statutory audit of the Annual Accounts is conducted in compliance with the UK Companies Act 2006 and taking into account the review of such accounts by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten, AFM*) in accordance with article 26, paragraph 6 of Regulation (EU) No 537/2014;
 - (f) reviewing and monitoring the independence of the External Auditor, and in particular the provision of other services to the Company; and
 - (g) determining the procedure for the selection of the External Auditor and nomination of the performed statutory audits pursuant to article 16 of Regulation (EU) No 537/2014 and in accordance with the UK Companies Act 2006.
- 3.2 When performing their duties, the members of the Audit Committee are entitled to seek assistance or information from one or more experts appointed by the Audit Committee at a price agreed upon with the Audit Committee, which will be paid by the Company. If the Audit Committee makes use of the assistance of or information by the external consultant, it shall verify that the external consultant concerned does not provide advice to the Directors and ensure that such expert does not perform any duties of any member of the Audit Committee.
- 3.3 The Audit Committee is only entitled to exercise such powers as are explicitly attributed to it by the Non-Executive Directors and it is never entitled to exercise powers beyond those exercisable by the Non-Executive Directors together.
- 3.4 The Audit Committee reports to the CEO.

Internal audit function

- 3.5 Regarding the internal audit function, the Audit Committee shall:
- (a) issue recommendations to the Board regarding the appointment and dismissal of the senior internal auditor;
 - (b) annually formulate an opinion to the Board regarding the way in which the internal audit function fulfils its responsibility. An independent third party shall assess the performance of the internal audit function at least every five years;

- (c) advise the head of internal audit that he/she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports (e.g., regarding any weakness in the effectiveness of the internal risk management and control systems, any findings and observations with a material impact on the risk profile of the Company and its affiliated enterprise, or any failings in the implementation of recommendations made by the internal audit function) to the Board prepared by internal audit, and the Board's responses thereto;
- (d) be involved in the internal audit function's process of drawing up the Company's audit plan, in which attention shall be paid to the interaction with the External Auditor. The audit plan shall be submitted to the Board for approval;
- (e) keep records of how the Audit Committee is informed by the internal audit function. The internal audit function shall have sufficient resources to execute the internal audit plan and have access to information that is important for the performance of its work. The internal audit function shall have direct access to the Audit Committee and the External Auditor. Records shall be kept of how the Audit Committee is informed by the internal audit function; and
- (f) review the essence of the audit results of the internal audit function.

Risk management accountability

- 3.6 The Audit Committee periodically discusses the effectiveness of the design and operation of the internal risk management and control systems, which identify and manage the risk associated with the Company's strategy and activities, with the Board, including any major failings in the internal risk management and control systems which have been observed in a financial year, any significant changes made to these systems and any major improvements planned.

4 EXTERNAL AUDITOR

Duties regarding the External Auditor

- 4.1 Regarding the external audit function, the Audit Committee shall:
 - (a) be appointed in accordance with the provisions of the UK Companies Act 2006;
 - (b) report annually to the Non-Executive Directors on the functioning of, and the developments in the relationship with the External Auditor;
 - (c) advise the Non-Executive Directors regarding the nomination of the External Auditor for (re)appointment or dismissal and prepare the selection of the External Auditor;
 - (d) give due consideration to the Board's observation when reporting and advising on the issues listed under a. and b. above;
 - (e) submit a proposal to the Non-Executive Directors for the External Auditor's engagement to audit the Annual Accounts. In formulating the terms of engagement, attention shall be paid to the scope of the audit, the materiality to be used and remuneration for the audit;

- (f) discuss with the External Auditor the audit plan and the findings of the External Auditor based on the work the External Auditor has undertaken;
 - (g) annually discuss with the External Auditor: (i) the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the External Auditor in the audit plan; and (ii) based also on the documents from which the audit plan was developed, the findings and outcomes of the audit work on the financial statements and the management letter;
 - (h) determine whether and, if so, how the External Auditor shall be involved in the content and publication of financial reports of the Company other than the financial statements; and
 - (i) meet with the External Auditor as often as it considers necessary, but at least once per year, outside the presence of the Executive Directors.
- 4.2 The Audit Committee shall contact the External Auditor about the information included in its report. This report shall contain the matters which the External Auditor wishes to bring to the attention of the Board.
- 4.3 The Audit Committee acts as first point of contact for the External Auditor, if the External Auditor identifies any irregularities in the Company's financial reporting. In addition, the Audit Committee must be contacted by both the External Auditor and Board if there is a difference of opinion or any disagreement regarding the audit.

Selection procedure regarding the External Auditor

- 4.4 The proposal to the General Meeting for the appointment of the External Auditor shall include the recommendation by the Audit Committee. If the proposal deviates from the preference of the Audit Committee, the proposal shall justify the reasons for not following the recommendation of the Audit Committee. However, the External Auditor recommended by the Non-Executive Directors must have participated in the selection procedure described below.
- 4.5 Unless it concerns the renewal of an audit engagement, the advice of the Audit Committee shall be prepared following a selection procedure organised by the Company respecting the following criteria:
- (a) the Company shall be free to invite any audit firm to submit a proposal for the provision of the statutory audit service on the condition that the selected audit firms are included in the register with the AFM in accordance with Section 12 Dutch Audit Firms Supervision Act (*Wet toezicht accountantsorganisaties*);
 - (b) the Company shall prepare tender documents for the attention of the invited audit firms. Those tender documents shall allow them to understand the business of the Company and the type of statutory audit that is to be carried out. The tender documents shall predefine transparent and non-discriminatory selection criteria that shall be used by the Company to evaluate the proposals made by the invited audit firms;
 - (c) the Company shall be free to determine the selection procedure and may conduct direct negotiations with the invited audit firms in course of the procedure;
 - (d) where the AFM requires audit firms to comply with certain quality standards, the Company shall include those standards in the tender documents;

- (e) the Company shall evaluate the proposals made by the invited audit firms in accordance with the predefined selection criteria in the tender documents. The Company shall prepare a report on the conclusions of the selection procedure, which shall be validated by the Audit Committee. The Company and the Audit Committee shall take into consideration any findings or conclusions of any inspection report on the invited audit firm; and
- (f) the Company shall be able to demonstrate, upon request, to the AFM that the selection procedure was conducted in a fair manner.

5 MEETINGS

- 5.1 The Audit Committee will meet as often as is required for its proper functioning, but at least four times each year to coincide with key dates in the financial reporting and audit cycle.
- 5.2 The quorum of any meeting shall be one member in case the Audit Committee is composed of two members. The quorum of any meeting shall be two members in case the Audit Committee is composed of three or four members.
- 5.3 An Audit Committee meeting is convened by the chair of the Audit Committee or, in his/her absence, any other Audit Committee member. The notice shall contain the meeting's agenda and shall be issued by e-mail. The chair of the Audit Committee shall make every effort to ensure that there is sufficient time between the notice and the date of the meeting.
- 5.4 The chair of the Audit Committee or, in his/her absence, any other Audit Committee member shall keep minutes of the meeting which shall be adopted in the same meeting or in the next meeting of the Audit Committee.
- 5.5 Each member of the Audit Committee has one vote. Resolutions will be taken by a simple majority of the votes. In case of a tie vote the vote of the chair is the decisive vote.
- 5.6 The duty of the chair is, in particular, to ensure the proper functioning of the Audit Committee. Furthermore, it is also the duty of the chairperson to receive any reports from the external auditor as to misconduct or irregularities in the performance of his/her duties or any suspicions thereof.
- 5.7 The Audit Committee shall meet with the External Auditor as often as it considers necessary, but at least once a year, outside the presence of the Board.
- 5.8 The CFO, the internal auditor (if present) and the External Auditor shall attend the Audit Committee meetings, unless the Audit Committee determines otherwise. The Audit Committee shall decide whether and, if so, when the CEO shall attend its meetings.
- 5.9 The Audit Committee may invite to its meetings any Executive Director or Non-Executive Director, general management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

6 MISCELLANEOUS

- 6.1 The Board may amend these rules and/or revoke any powers granted by it to the Audit Committee.

- 6.2 These rules together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Audit Committee. In performing their duties, the members of the Audit Committee shall comply with this charter and the relevant provisions of the Board Rules.