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Informazione Regolamentata n. 0206-10-2022	Data/Ora Ricezione 13 Aprile 2022 17:38:50	Euronext Milan
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Societa' : PIRELLI & C.
Identificativo : 160403
Informazione
Regolamentata
Nome utilizzatore : PIRELLISPAN06 - Bastanzio
Tipologia : 1.1; 3.1
Data/Ora Ricezione : 13 Aprile 2022 17:38:50
Data/Ora Inizio : 13 Aprile 2022 17:38:51
Diffusione presunta
Oggetto : Pirelli & C. SpA - Notice of Shareholders'
Meeting 18-5-2022

Testo del comunicato

The Annual Report 2021 (first item on the agenda of the Shareholders' Meeting as of 18 May 2022), the related documentation, including the dividend distribution proposal, as well as the Remuneration policy and compensation paid was made available to the public on 29 March 2022. The remaining documentation related Shareholders' Meeting was made available today.



PIRELLI & C.

Società per Azioni

Registered office at Milan - Viale Piero e Alberto Pirelli n. 25

Share capital 1,904,374,935.66 euros fully paid up

Milan-Monza-Brianza-Lodi Companies Register, Tax Code

and VAT number 00860340157

NOTICE OF SHAREHOLDERS' MEETING

The persons entitled to vote at the general shareholders' meeting of Pirelli & C. Società per Azioni are called to an Ordinary Shareholders' Meeting in Milan, Via Agnello n. 18, at the offices of Studio Notarile Marchetti, at 10:30 a.m. on Wednesday, 18 May 2022, in a single call, to discuss and resolve on the following

AGENDA

1. Financial statements as at 31 December 2021:
 - 1.1. approval of the financial statements as at 31 December 2021. Presentation of the consolidated financial statements as at 31 December 2021. Presentation of the Report on responsible management of the value chain related to 2021 financial year;
 - 1.2. proposal on the allocation of the result of the financial year and distribution of dividends;
related and consequent resolutions.
2. Remuneration policy and compensation paid:
 - 2.1 approval of the remuneration policy for 2022 financial year pursuant to article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree 24 February 1998 n. 58;
 - 2.2 advisory vote on the report on compensation paid for 2021 financial year pursuant to article 123-ter, paragraph 6 of Legislative Decree 24 February 1998 n. 58;
related and consequent resolutions.
3. Three-year monetary incentive plans for Pirelli Group Management:
 - 3.1 approval of the monetary incentive plan for the three-year period 2022-2024 for Pirelli Group Management;

3.2 approval of the adjustment mechanisms of the quantification of the objectives included in the monetary incentive plans for the three-year periods 2020-2022 and 2021-2023 for Pirelli Group Management;

related and consequent resolutions and granting of powers.

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OPERATING METHOD

The Company, pursuant to Law Decree n. 18 of 17 March 2020, converted with amendments by Law n. 27 of 24 April 2020 and application of which has been extended most recently with Law Decree n. 228 of 30 December 2021 (the “Decree”), has made use of the option to have those entitled to vote at the Shareholders’ Meeting do so exclusively through the Appointed Representative in accordance with article 135-*undecies* of Legislative Decree n. 58 of 24 February 1998 (“TUF”), without the physical participation of the entitled persons, as indicated below.

Under the Decree, members of the corporate bodies and other persons authorised or entitled to attend the Shareholders’ Meeting may do so, in compliance with the provisions of the Bylaws, by using long distance communication devices, providing an exemption for the Chairman, Secretary and/or Notary to be in the same place.

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DOCUMENTATION

On 29 March 2022, the Annual Financial Report (the first item on the agenda), including the draft financial statements, the consolidated financial statements, the management report and the certification pursuant to article 154-*bis*, paragraph 5, of the TUF, the Report on Responsible Management of the Value Chain, the annual Report on Corporate Governance and Share Ownership and the Remuneration policy and compensation paid (the second item on the agenda), together with the relevant reports of the Board of Statutory Auditors and the auditing company, are made available to the public at the Company’s registered office in Milan, Viale Piero e Alberto Pirelli n. 25, at Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage (emarketstorage.com), as well as published on the Company’s website www.pirelli.com.

On the same date as publication of this notice of call and in the same way, reports by Directors and proposals for resolutions related to the items on the agenda are made available to the public, as well as the Information Documents - prepared pursuant to article 84-*bis* of the Issuers’ Regulation, adopted by CONSOB with resolution 11971/99 - regarding the third item on the agenda.

Documentation relating to the financial statements of subsidiaries and associate companies is available to the public at the registered office.

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RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS’ MEETING

Persons entitled to vote, before the Shareholders’ Meeting and no later than 9 May 2022, will be able to ask questions relating to the items on the agenda. All questions must be received by mail at the registered office of the Company or sent to the certified e-mail address assemblea@pec.pirelli.it, or by logging on to the website www.pirelli.com and following the

instructions given in the section dedicated to the Shareholders' Meeting, where further information on the matter may be found. The questions shall be answered by the Company, by 14 May 2022 at the latest, in a specific document published on the company website www.pirelli.com.

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ADDITION TO THE AGENDA AND PRESENTATION OF NEW DRAFT RESOLUTIONS

Pursuant to the law and to the Bylaws, Shareholders who individually, or jointly with other Shareholders, represent at least one fortieth of the share capital, may request, by ten days from publication of this notice, inclusion of items to be discussed, indicating in their request the additional items proposed, or they may submit proposals for resolutions on matters already on the agenda.

The question - together with appropriate documentation certifying the ownership of the said shareholding, issued by the intermediaries who hold the accounts to which the shares are registered - must be submitted in writing, including by mail, to the Company's registered office in Milan, Viale Piero e Alberto Pirelli n. 25, or be sent to the certified e-mail address assemblea@pec.pirelli.it.

By the deadline for the submission of the latter requests and in the same way, Shareholders must submit a report which states the reasons for the proposed resolutions on new matters they propose to discuss, or the reasons for the further resolutions they propose to present on matters already on the agenda.

Any additions to the list of matters that the Shareholders' Meeting will have to deal with, or any additional resolution proposal on matters already on the agenda, will be notified by the Company, in the same manner as prescribed for the publication of this meeting notice, at least fifteen days before the date set for the meeting.

At the same time of the notice of any further additions is published, the Company will, in the same manner, make available the report prepared by the requesting Shareholders, accompanied by any opinion of the Board of Directors.

Please note that additions are not allowed for matters which the Meeting resolves, by law, as proposed by the Directors, or on the basis of a project or a report prepared by them, other than those referred to in article 125-ter, paragraph 1, of the TUF.

PRESENTATION OF INDIVIDUAL DRAFT RESOLUTIONS

Bearing in mind that persons entitled to vote may only participate at the Shareholders' Meeting through the Appointed Representative, the same may make individual resolution proposals pertaining to the items on the agenda by sending them to the Company via e-mail to the certified e-mail address assemblea@pec.pirelli.it by 3 May 2022. The Company will publish such proposals without delay and in any case by one working day on its website www.pirelli.com – if admissible under applicable laws – so that those entitled to vote may take account of them when providing voting instructions to the Appointed Representative.

RIGHT TO PARTICIPATE IN THE MEETING AND PROXY VOTING

THROUGH THE APPOINTED REPRESENTATIVE

The right to attend the meeting and to exercise voting rights is certified by a communication to the Company from an authorised intermediary, in accordance with their accounting records, in favour of the person who has the right to vote on 9 May 2022 (the "record date"). Therefore, those who only hold their shares after that date will not be entitled to attend and vote at the meeting.

The Company has made use of the option, established by the Decree, to have those entitled to vote at the Shareholders' Meeting do so exclusively through the Appointed Representative. Therefore, parties entitled to vote must necessarily be represented by a proxy granted to the Appointed Representative in accordance with the procedures described below.

There are no provisions for votes by correspondence or electronic means.

Appointed Representative

The Company has appointed Computershare S.p.A. as the entity to which the shareholders may confer proxies (the "**Appointed Representative**") free of charge.

The proxy with voting instructions shall be granted using the digital form available on the website www.pirelli.com in the section dedicated to the Appointed Representative. A hard copy of the form will be sent to those who request it in writing by the offices of the Company or by Computershare S.p.A. In any case, entitled parties are advised to use the specific application available on the Company's website to grant the proxy, which will be available starting from Thursday 5 May 2022.

The proxy with voting instructions granted to the Appointed Representative must be received by the end of the second day of trading prior to the Shareholders' Meeting (and therefore by Monday 16 May 2022).

Proxies with voting instructions not granted to the Appointed Representative by means of the aforementioned application must be:

- signed with an electronic signature that complies with current regulatory provisions and sent from an ordinary e-mail address to ufficiomilano@pecserviziotitoli.it;
- signed and sent (in PDF format) from a certified e-mail address to ufficiomilano@pecserviziotitoli.it;
- signed and sent (in PDF format) from an ordinary e-mail address to ufficiomilano@pecserviziotitoli.it and the original must be sent to the offices of Computershare S.p.A., Via Lorenzo Mascheroni n. 19 – 20145 Milan (reference on the envelope: 2022 Pirelli Shareholders' Meeting).

The aforementioned Appointed Representative may also be granted with proxies or sub-proxies pursuant to article 135-*novies* of the TUF, also in derogation of article 135-*undecies*, paragraph 4 of the TUF. A copy of the proxy voting form pursuant to article 135-*novies* TUF can be found on the Company website www.pirelli.com in the specific section dedicated to the Shareholders' Meeting. Entitled persons are advised to send their proxies and/or

subproxies in accordance with the aforementioned article 135-*novies* of the TUF by 12:00 on 17 May 2022 using the same procedures set out above.

A proxy will only have effect in relation to the proposals for which the voting instructions were given.

The proxy and voting instructions may be revoked within the same terms as above.

Further information concerning the granting of the proxy to the Appointed Representative are available on the Company's website www.pirelli.com.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Pirelli & C. S.p.A. amounts to euro 1,904,374,935.66 and is divided into a total of 1,000,000,000 ordinary shares (all with voting rights at Shareholders' Meetings) with no par value. To date, the Company does not hold treasury shares.

for The Board of Directors

The Executive Vice Chairman and CEO

(Mr Marco Tronchetti Provera)

This notice of meeting is published on the Company's website www.pirelli.com on 13 April 2022.

Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 14 April 2022 and is available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage (emarketstorage.com).

Fine Comunicato n.0206-10

Numero di Pagine: 7