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Societa' : PIRELLI & C.
Identificativo : 142658
Informazione
Regolamentata
Nome utilizzatore : PIRELLISPAN02 - Roberto Gariboldi
Tipologia : REGEM; 3.1
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Diffusione presunta
Oggetto : Pirelli & C. SpA - Notice of Shareholders'
Meeting 24-3-2021

Testo del comunicato

Vedi allegato.



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 shareholders' meeting of Pirelli & C. Società per Azioni are called to an Ordinary and Extraordinary Shareholders' Meeting in Milan, at the offices of Studio Notarile Marchetti in Via Agnello n. 18, at 3:00 p.m. on Wednesday 24 March 2021, in a single call, to discuss and resolve on the following

AGENDA

Ordinary Session

- Appointment of a Board Member.

Extraordinary Session:

- Authorisation for the convertibility of the equity-linked bond denominated "*EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025*" and a divisible increase of the share capital, with the exclusion of the shareholders' option rights, to the service of the mentioned bond, by issuing ordinary shares. Amendment to Article 5 ("Share Capital") of the Bylaws. Related and consequent resolutions. Conferral of powers.

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OPERATING METHOD

In order to minimise the risks arising from the current health emergency linked to the spread of the SARS-CoV-2 virus (COVID-19), the Company has made use of the option, established by Law Decree no. 18 of 17 March 2020, converted with amendments by Law of 24 April 2020 and application of which has been extended most recently with Law Decree no. 183 of 31 December 2020 (the "**Decree**"), 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 no. 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.

* * *

DOCUMENTATION

On the same date as publication of this notice of call, the Directors’ Report containing the proposal for resolution relative to the item on the agenda of the ordinary session as well as the Directors’ Report on the item on the agenda of the extraordinary session containing the full text of the resolution proposals are made available to the public at the Company’s registered office in Milan, Viale Piero e Alberto Pirelli no. 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. The opinion of the auditing firm on the appropriateness of the issue price of the shares related to the capital increase will be made available in the same manner as above by 3 March 2021.

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RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS’ MEETING

Persons entitled to vote, before the Shareholders’ Meeting and no later than 15 March 2021, 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 21 March 2021 at the latest in a specific document published on the company website www.pirelli.com.

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ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW DRAFT RESOLUTIONS

Pursuant to the law and to the By-laws, Shareholders who individually, or jointly with other Shareholders, represent at least one fortieth of the share capital, may request, within ten days of 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 no. 25, or be sent to the certified email address assemblea@pec.pirelli.it.

By the same deadline for 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 draft resolutions 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 any notice of further additions is published, the Company will, and in the same form, 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.

***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 15 March 2021 (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 from the offices of the

Company or 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.

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 22 March 2021).

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 email address to ufficiomilano@pecserviziotitoli.it;
- signed and sent (in PDF format) from a certified email address to ufficiomilano@pecserviziotitoli.it;
- signed and sent (in PDF format) from an ordinary email address to ufficiomilano@pecserviziotitoli.it and the original must be sent to the offices of Computershare S.p.A., Via Lorenzo Mascheroni no. 19 – 20145 Milan.

The aforementioned Appointed Representative may also be granted with proxies or subproxies 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 in 23 March 2021 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.

ADDITIONAL RIGHTS OF PERSONS ENTITLED TO VOTE

Bearing in mind that persons entitled to vote may only participate at the Shareholders' Meeting through the Appointed Representative, the latter may make individual resolution proposals pertaining to the items on the agenda by sending them to the Company via email to the certified email address assemblea@pec.pirelli.it by 9 March 2021. The Company will publish such proposals without delay 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.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Pirelli & C. S.p.A. amounts to 1,904,374,935.66 euros 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 19 February 2021.

Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 20 February 2021 and is available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage (emarketstorage.com).

Fine Comunicato n.0206-4

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