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Regolamentata  
Nome utilizzatore : PIRELLISPAN06 - Bastanzio  
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Diffusione  
Oggetto : Pirelli & C. SpA - Notice of Shareholders'  
Meeting 31-7-2023

*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

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### NOTICE OF SHAREHOLDERS' MEETING

The persons entitled to vote at the shareholders' meeting of Pirelli & C. Società per Azioni are called to an Ordinary Shareholders' Meeting in Milan, at the offices of Studio Notarile Marchetti in Via Agnello n. 18, at 10.30 a.m. on **Monday 31 July 2023**, in a single call, to discuss and resolve on the following

#### AGENDA

#### 1. Appointment of the Board of Directors:

- 1.1. Determination of the number of members of the Board of Directors;
- 1.2. Appointment of the Directors;
- 1.3. Appointment of the Chairman of the Board of Directors;
- 1.4. Determination of the annual remuneration of the members of the Board of Directors.

#### 2. Report on the Remuneration policy and compensation paid:

- 2.1. Approval of the first section of the Report pursuant to article 123-ter, subsection 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;
- 2.2. Resolutions related to the second section of the Report pursuant to article 123-ter, subsection 6 of Legislative Decree No. 58 of 24 February 1998;  
related and consequent resolutions.

#### 3. Three-year monetary incentive plan 2023-2025 for the Pirelli Group's Management. Related and consequent resolutions.

#### 4. The "Directors and Officers Liability Insurance" policy. Related and consequent resolutions.

The Shareholders' Meeting is called to resolve on the appointment of the Board of Directors (and the additional items on the agenda of this Shareholders' Meeting related thereto) in light of the proposed postponement of the resolutions regarding the renewal of the Board of Directors set in item 2 on the agenda of the Shareholders' Meeting of 29 June 2023.

**OPERATING METHOD**

The Company, pursuant to Decree-Law No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020 (the "**Decree**", the effects of which were extended by Decree-Law No. 198 of 29 December 2022, converted by Law No. 14 of 24 February 2023), has availed of the right to allow those entitled to vote at the Shareholders' Meeting to attend exclusively through the Appointed Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, ("TUF"), without the physical participation by those entitled to vote, 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**

Concurrently with the publication of this notice of call, the reports of the Board of Directors and the resolution proposals relating to the items on the agenda as well as the Information Document - prepared in accordance with Article 84-*bis* of the Regulation on Issuers adopted by Consob with resolution 11971/99 - relating to the item under the third item on the agenda are made available to the public at the registered office of the Company, Viale Piero e Alberto Pirelli No. 25, Milan, 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](http://www.pirelli.com).

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#### **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Persons entitled to vote, before the Shareholders' Meeting and no later than 20 July 2023, 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](mailto:assemblea@pec.pirelli.it), or by logging on to the website [www.pirelli.com](http://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 25 July 2023 at the latest in a specific document published on the company website [www.pirelli.com](http://www.pirelli.com).

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#### **ADDITIONS 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, 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 n. 25, or be sent to the certified email address [assemblea@pec.pirelli.it](mailto: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, subsection 1, of the TUF.

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### ***SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS***

Bearing in mind that persons entitled to vote may only participate at the shareholders' meeting through the Appointed Representative, the former 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](mailto:assemblea@pec.pirelli.it) by 16 July 2023. The Company will publish such proposals on its website [www.pirelli.com](http://www.pirelli.com) without delay and in any case within one working day– if admissible under applicable laws – so that those entitled to vote may take account of them when providing voting instructions to the Appointed Representative.

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### ***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 20 July 2023 (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 casting votes by correspondence or electronic means.

#### **Appointed Representative**

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

The proxy with voting instructions must be granted using the digital form available on the website [www.pirelli.com](http://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 from 17 July 2023 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 27 July 2023).

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

1. signed with an electronic signature that complies with current regulatory provisions and sent from an ordinary email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it);
2. signed and sent (in PDF format) from a certified email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it);
3. signed and sent (in PDF format) from an ordinary email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) and the original must be sent to the offices of Computershare S.p.A., Via Lorenzo Mascheroni No. 19 – 20145 Milan, (please write on the envelope: 31.07.2023 Pirelli Shareholders' Meeting).

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The aforementioned Appointed Representative may also be granted proxies or sub-delegations pursuant to article 135-*novies* of the TUF, also in derogation from article 135-*undecies*, subsection 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](http://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 noon in 30 July 2023 using the same procedures set out above.

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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 and may always be re-granted in the manner and under the terms stated above.

Further information concerning the granting of the proxy to the Appointed Representative is available on the Company's website [www.pirelli.com](http://www.pirelli.com).

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#### ***SLATE VOTING TO APPOINT THE BOARD OF DIRECTORS***

The Shareholders' Meeting is called to resolve on the appointment of the Board of Directors (and the additional items on the agenda of this Shareholders' Meeting related thereto) in light of the proposed postponement of the resolutions regarding the renewal of the Board of Directors set forth in item 2 on the agenda of the Shareholders' Meeting of 29 June 2023.

In view of the above, therefore, please note that pursuant to Article 10 of the Company Bylaws, the directors will be appointed on the basis of slates, in which the candidates must be listed with a sequential number.

The slates submitted by Shareholders, signed by those submitting them, must be filed at the registered offices of the Company or sent to the certified email address

[assemblea@pec.pirelli.it](mailto:assemblea@pec.pirelli.it) at least twenty-five days before the date set for the Shareholders' Meeting and therefore by 6 July. They shall be made available to the public at the registered offices, on the Company website [www.pirelli.com](http://www.pirelli.com) and in the other ways specified by Commissione Nazionale per la Società e la Borsa regulations at least twenty-one days before the date set for the Shareholders' Meeting and therefore by 10 July 2023.

Shareholders who intend to submit a slate must indicate their identity and the total equity investment held in the ordinary share capital of the Company.

Shareholders are only entitled to present slates if, alone or together with other Shareholders, they own shares representing a total of at least 1% of the ordinary share capital with the obligation to prove their ownership of the number of ordinary shares needed to submit slates by the deadline set for their publication by the Company (10 July 2023).

Each Shareholder may submit or contribute to the submission of just one slate and each candidate may be included in just one slate, under penalty of ineligibility.

Each slate filed must be accompanied by acceptances of nomination and declarations from each candidate confirming, under their own responsibility, that there are no reasons that would make them ineligible for or incompatible with the role, and that they satisfy any requirements established for the role concerned. Together with the declarations, a *curriculum vitae* is to be filed for each candidate containing comprehensive information on their personal and professional characteristics and providing information on the administration and control positions held with other companies and their eligibility, if applicable, to qualify as independent directors in accordance with the criteria established by law (art. 148, subsection 3 of the TUF) and the Corporate Governance Code for listed companies endorsed by Borsa Italiana S.p.A. (the "**Corporate Governance Code**") to which the Company has adhered.

Candidates are also advised to authorise the publication of their *curriculum vitae* on the Company website.

Any changes that occur up to the date of the Shareholders' meeting must be promptly notified to the Company.

Any slates presented that do not comply with the above instructions will be treated as if they had not been submitted.

Moreover, note that the Board of Directors:

- in compliance with the provisions of the Corporate Governance Code, has defined the general criteria for determining the maximum number of offices of its members. In this regard, see the specific document, which contains the relevant details, published on the Company website [www.pirelli.com](http://www.pirelli.com);
- invites Shareholders to take into account the results of the self-evaluation process for the 2022 financial year in relation to the size, composition and performance of the administrative body as set out in the Report on Corporate Governance and Share Ownership for 2022 available on the Company website [www.pirelli.com](http://www.pirelli.com).
- also invites the Shareholders to read the Board of Directors' Report on the item in question and the document provided on the Company website [www.pirelli.com](http://www.pirelli.com) concerning the qualitative and quantitative composition, which also indicates the independence and gender balance criteria.

Finally, Shareholders that intend to submit slates for the appointment of members of the Board of Directors are invited to examine the relevant documentation published on the Company website [www.pirelli.com](http://www.pirelli.com) and, in particular, the recommendations contained in Consob communication DEM/9017893 of 26 February 2009.

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](http://www.pirelli.com) on 21 June 2023.*

*Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 22 June 2023 and is available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage ([emarketstorage.com](http://emarketstorage.com)).*

Fine Comunicato n.0206-31

Numero di Pagine: 8