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Societa' : PIRELLI & C.

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Utenza - Referente : PIRELLISPAN06 - Bastanzio

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Oggetto : Pirelli & C. SpA - Notice of Shareholders'  
Meeting 12-12-2024

*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 euro 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 a Shareholders' Meeting in Milan, at the offices of Studio Notarile Marchetti in Via Agnello n. 18, at 11.00 a.m. on **Thursday 12 December 2024**, in a single call, to discuss and resolve on the following

#### AGENDA

##### Extraordinary Session

- **Amendments to the Company Bylaws. Related and consequent resolutions. Granting of powers:**
  - a) amendment of articles 7 and 8 (Shareholders' Meeting) pertaining to the proposal to provide that participation in Shareholders' Meetings and the exercise of voting rights may occur, following a resolution of the Board of Directors, exclusively through the Appointed Representative in accordance with article 135-*undecies* of Legislative Decree No. 58/1998;
  - b) amendment of articles 11 e 12 (Management of the Company) pertaining to the proposal for introduction of the provision that the attestation on the compliance of the sustainability reporting with the rules of Legislative Decree No. 125 of 6 September 2024, may be made by a person other than the manager responsible for the preparation of the corporate financial documents.

##### Ordinary Session

- **Update to the Shareholders' Meeting Regulation. Related and consequent resolutions.**

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#### 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 later extended, last by Law No. 21 of 5 March 2024, 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; Chairman, Secretary and/or Notary shall not be necessarily 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 all the items 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](http://emarketstorage.com)) as well as published on the Company's website [www.pirelli.com](http://www.pirelli.com).

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### **ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS**

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 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 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 of publication of the notice of the additions, 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.

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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 27 November 2024. The Company will publish such proposals – if admissible under applicable laws – on its website [www.pirelli.com](http://www.pirelli.com) and on the authorised storage mechanism eMarket Storage ([emarketstorage.com](http://emarketstorage.com)) as well as make them available at the registered office of the Company, without delay and in any case within two

days after the said deadline 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 ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING***

Persons entitled to vote, before the Shareholders' Meeting and no later than 3 December 2024, 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' meetings, where further information on the matter may be found. The questions shall be answered by the Company by 9 December 2024 in a specific document published on the company website [www.pirelli.com](http://www.pirelli.com).

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#### ***RIGHT TO PARTICIPATE IN THE MEETING AND PROXY VOTING THROUGH THE APPOINTED REPRESENTATIVE***

The right to attend the Shareholders' 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 3 December 2024 (the "record date"). Therefore, those who only hold their shares after that date will not be entitled to attend and vote at the Shareholders' 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 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 to 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 starting from 30 November 2024 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 10 December 2024).

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) (Ref.: 2024 Pirelli Shareholders' Meeting);
2. signed and sent (in PDF format) from a certified email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) (Ref.: 2024 Pirelli Shareholders' Meeting);

- signed and sent (in PDF format) from an ordinary email address to [ufficiomilano@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.it) and the original must be sent to the offices of Computershare S.p.A., Via Lorenzo Mascheroni No. 19 – 20145 Milan (Ref.: 2024 Pirelli Shareholders' Meeting).

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The aforementioned Appointed Representative may also be granted with proxies or sub-proxies pursuant to article 135-*novies* of the TUF, also in derogation from 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's 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 sub-proxies in accordance with the aforementioned article 135-*novies* of the TUF by 12.00 p.m. in 11 December 2024 using the same procedures set out above.

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The proxy will only have effect in relation to the proposals for which the voting instructions were given, it may be revoked and it 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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#### **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 euro 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

(Mr Marco Tronchetti Provera)

*This notice of meeting is published on the Company's website [www.pirelli.com](http://www.pirelli.com) on 8 November 2024.*

*Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 9 November 2024 and is available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage ([emarketstorage.com](http://emarketstorage.com)).*

