



## **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 no. 18, at the offices of Studio Notarile Marchetti, at 10:00 a.m. on Tuesday, 15 June 2021, in a single call, to discuss and resolve on the following

#### **AGENDA**

1. Financial statements as at 31 December 2020:
  - 1.1 approval of the financial statements as at 31 December 2020. Presentation of the consolidated financial statements as at 31 December 2020. Presentation of the Report on responsible management of the value chain related to 2020 financial year;
  - 1.2 proposal on the allocation of the result of the financial year and distribution of dividends using also profits set aside in previous years;  
related and consequent resolutions.
2. Appointment of a member of the Board of Directors; related and consequent resolutions.
3. Appointment of the Board of Statutory Auditors for the financial years 2021, 2022 and 2023 and determination of its remuneration:
  - 3.1 appointment of standing and alternate auditors;
  - 3.2 appointment of the Chairman of the Board of Statutory Auditors;
  - 3.3 determination of the annual remuneration of the Board of Statutory Auditors' members;  
related and consequent resolutions.

4. Remuneration policy and compensation paid:
  - 4.1 approval of the remuneration policy for 2021 financial year pursuant to article 123-ter, paragraph 3-ter of Legislative Decree 24 February 1998 n. 58;
  - 4.2 advisory vote on the report on compensation paid for 2020 financial year pursuant to article 123-ter, paragraph 6 of Legislative Decree 24 February 1998 n. 58;related and consequent resolutions.
5. Three-year monetary incentive plans for Pirelli's Group management:
  - 5.1 approval of the monetary incentive plan for the three-year period 2021-2023 for Pirelli's Group management;
  - 5.2 adjustment of the objective of cumulative Group Net Cash Flow (before dividends) and normalization of potential effects on the relative Total Shareholder Return objective included in the monetary incentive plan for the three-year period 2020-2022 for Pirelli's Group management;related and consequent resolutions and conferment of powers.

\* \* \*

#### **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 no. 27 and application of which has been extended most recently with Law Decree no. 183 of 31 December 2020, converted with amendments by Law of 26 February 2021 no. 21 (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 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, together with the reports of the Board of Statutory Auditors and the independent auditors, the Consolidated non-financial disclosure pursuant to Legislative

Decree of 30 December 2016 no. 254 (chapter "Report on Responsible Management of the Value Chain") accompanied by its respective Report by the Auditing Company and the annual Report on corporate governance and share ownership, 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](http://emarketstorage.com)), as well as published on the Company's website [www.pirelli.com](http://www.pirelli.com). On the same date and in the same way, reports by Directors and proposals for resolutions related to the remaining 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 fifth item on the agenda.

With regard to the third item on the agenda, on the same date and in the same way, it is also made available to the public the Document of the outgoing Board of Statutory Auditors prepared pursuant to the rules of conduct of the board of statutory auditors for listed companies issued by the National Council of Chartered Accountants and Accounting Experts ("CNDCEC") on 26 April 2018.

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

\* \* \*

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

Persons entitled to vote, before the Shareholders' Meeting and no later than 4 June 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](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 10 June 2021 at the latest, in a specific document published on the company website [www.pirelli.com](http://www.pirelli.com).

\* \* \*

#### ***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, by 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](mailto: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 the notice of any further additions is published, the Company will, 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 4 June 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](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 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.

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 Friday 11 June 2021).

As the Company will make any slates submitted for the renewal of the Board of Directors (third item on the agenda) available to the public no later than twenty-one days prior to the Shareholders' Meeting, a copy of proxy to the Appointed Representative will be made available by 25 May 2021. The specific application to grant proxies will also be active on the Company's website from that date.

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](mailto:ufficiomilano@pecserviziotitoli.it);
- signed and sent (in PDF format) from a certified email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it);
- 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.

\*\*\*

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](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 on 14 June 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](http://www.pirelli.com).

\*\*\*

#### **SLATE VOTING TO APPOINT THE BOARD OF STATUTORY AUDITORS**

Pursuant to article 16 of the Bylaws, the appointment of standing and alternate statutory auditors shall be made on the basis of slates, in which candidates are listed by consecutive

number. Four standing auditors and two alternate auditors are drawn from the slate that obtained the largest number of votes (the majority slate) the remaining standing auditor and alternate auditor are drawn from the slate that obtained the second largest number of votes (the minority slate). The first candidate on the minority slate shall be appointed as Chairman of the Board of Statutory Auditors.

Are entitled to submit slates those Shareholders who, alone or together with other shareholders, represent at least 1% of the share capital entitled to vote at an Ordinary Shareholders' Meeting, with the obligation to prove their ownership of the number of ordinary shares needed to submit slates by the deadline set out for their publication by the Company (25 May 2021). Each Shareholder may submit or participate in the submission of just one slate, and each candidate may be included in just one slate, under penalty of ineligibility.

Along with the voting slates, the Shareholders presenting them must provide information on their identity and the percentage of their total shares held in the share capital of the Company.

Shareholders, other than those who hold a relative majority, must also provide a declaration that they have no connection with the latter. Each filed slate must be accompanied by the documentation set out by article 16 of the Bylaws and the applicable law and regulations. In particular, each slate shall 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 by the applicable provisions, including regulations and the Bylaws, to hold the office. 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 – even in an annex - on the administration and control positions held with other companies and on the independence requirements. In this respect, it should be noted that – pursuant to the Corporate Governance Code to which the Company has adhered – *“all members of the controlling body meet the independence requirements set out in recommendation 7 for directors”* and, therefore, those entitled to vote, who intend to submit a slate, are invited to take this into consideration in identifying the candidates to be proposed. Candidates are also advised to authorize 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.

The slates are divided into two sections: one for candidates for the office of standing auditor (indicated by a consecutive number) and the other for candidates for the office of alternate auditor (indicated by a consecutive number). The first candidate in each section shall be selected from among those registered in the Register of Chartered Accountants who has worked on external audits for a period of not less than three years.

In compliance with the Bylaws and regulations in force at the time concerning gender balance, slates that, considering both sections, present a number of candidates equal to or exceeding three, must include a number of candidates of each gender that at least satisfies the minimum required by the law and/or regulations in force at the time, both in the section concerning standing auditors and the one concerning alternate auditors. In this respect, with regard to the gender quotas for the composition of the controlling bodies of listed companies, it should be noted that article 148 TUF, as amended by Law n. 16 of 27 December 2019, provides for that at least two-fifths of the standing members of the Board of Statutory Auditors shall belong to the lesser-represented gender. This allocation criterion shall apply for six consecutive mandates.

Pursuant to article 16 of the Bylaws, it is also set out that if the application of the slate voting mechanism does not obtain, considering the standing and alternate auditors separately, the minimum number of statutory auditors belonging to the less represented gender envisaged by the law and/or regulations in force at the time, the candidate belonging to the most represented gender and elected, indicated with the highest sequential number of each section from the slate that obtained the largest number of votes, is replaced by the first candidate belonging to the less represented gender not already elected from the same section of that slate, according to the sequential order of presentation.

By reason of the above, the Board of Directors invites the Shareholders who intend to submit a slate for the appointment of the Board of Statutory Auditors to comply with the above-mentioned provisions.

The slates of candidates - signed by the Shareholders who submit them - must be filed at the Company's registered office or sent to the certified email address at [assemblea@pec.pirelli.it](mailto:assemblea@pec.pirelli.it) at least twenty-five days before the date of the Shareholders' Meeting and, therefore, by 21 May 2021. The slates will be made available for the public at the Company's registered office, on the authorized storage mechanism and on the Company's website [www.pirelli.com](http://www.pirelli.com), on the section concerning the Shareholders' Meeting, at least twenty-one days before the Shareholders' Meeting and, therefore, by 25 May 2021.

If, by the deadline for the presentation of the slates (21 May 2021), only one slate is submitted, or only slates that are filed by shareholders deemed connected under the law and/or regulations applicable, additional slates may be submitted up to the third day after the deadline for the submission of slates. In such an event, the percentage threshold of the ordinary share capital previously required for the presentation of slates is reduced to 0.5%.

Slates submitted in breach of the provisions of article 16 of the Bylaws, or with applicable law, are deemed not to have been submitted.

Finally, Shareholders who intend to present slates for the appointment of members of the Board of Statutory Auditors are invited to examine the relevant documentation published on

the Company's website at [www.pirelli.com](http://www.pirelli.com) and, in particular, the recommendations contained in CONSOB communication n. DEM/9017893 of 26 February 2009, as well as the provisions concerning the maximum number of offices that may be held by components of the controlling body of listed companies.

\*\*\*

**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 same 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 31 May 2021. The Company will publish such proposals without delay and in any case by one working day on its website [www.pirelli.com](http://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 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](http://www.pirelli.com) on 20 April 2021.*

*Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 21 April 2021 and is available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage ([emarketstorage.com](http://emarketstorage.com)).*