



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

ABSTRACT OF THE 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.

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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 in the notice of call of the Shareholders' Meeting.

Under the Decree, the 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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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), as well as published on the Company's website 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.

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Any further information regarding methods and terms for: (i) the exercise of the right to ask questions prior to the Shareholders' Meeting; (ii) the exercise of the right to integrate the agenda or present further proposals for resolutions on matters already present on the agenda and the exercise of the additional rights of those entitled to vote; (iii) participating and voting at the Shareholders' Meeting exclusively by proxy to the Appointed Representative Computershare S.p.A., including any indication relating to the record date (4 June 2021) and the proxy to the Appointed Representative, as well as (iv) the procedure to be followed for the submission of slates of candidates for the renewal of the Board of Statutory Auditors, is analytically reported in the notice of call, the full text of which, along with the documentation on the Shareholders' Meeting, is published, in accordance with the above-mentioned terms and procedures, also on the specific section dedicated to the Shareholders' Meeting of the Company's website www.pirelli.com, which can be referred to.

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)