



Pirelli & C. S.p.A.

**Minutes of the Ordinary and
Extraordinary Shareholders' Meeting
held on 24 March 2021**

[ENGLISH COURTESY TRANSLATION]

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**Minutes of the Ordinary and Extraordinary Shareholders' Meeting
of a listed company**

REPUBLIC OF ITALY

In the year 2021 (two thousand twenty-one),
on the day 6 (six)
of the month of April
in Milan, via Agnello no. 18.

I, the undersigned **Carlo Marchetti**, notary in Milan, registered
with the Board of Notaries of Milan, at the request - expressed
through Marco Tronchetti Provera, Executive Vice Chairman and
Chief Executive Officer - of the listed joint stock company

"Pirelli & C. S.p.A."

with registered offices in Milan, Viale Piero e Alberto Pirelli
no. 25, share capital 1,904,374,935.66 euro, fully paid in, tax
code and registration number with the Milan-Monza-Brianza-Lodi
Business Register: 00860340157, registered with the Milan
R.E.A.(Economic, Administrative Index) under no. 1055
(hereinafter **"Pirelli & C. S.p.A."** or the **"Company"**),
have hereby drawn up and signed, pursuant to article 2375 of the
Italian Civil Code, the minutes of the Ordinary and Extraordinary
Shareholders' Meeting of the aforesaid Company, held exclusively

via electronic means pursuant to article 106 of Decree Law no. 18 of 17 March 2020, on

24 (twenty-four) March 2021 (two thousand twenty-one)

in accordance with the notice referred to below, to discuss and vote on the Agenda also reproduced below.

In adhering to the request, I acknowledge that the report on the events of said Extraordinary Shareholders Meeting, which I, the notary, attended, held at my firm in Milan, at via Agnello n. 18, without interruption, is as set out hereto.

In accordance with the Bylaws, Marco Tronchetti Provera (adequately identified), took the chair of the Shareholders' Meeting, at 15.02 declaring it open and recalling that it had been convened to discuss and resolve on the following

agenda

Ordinary Shareholders' Meeting:

- Appointment of a Board Member

Extraordinary Shareholders' Meeting:

- Authorisation for the convertibility of the equity-linked bond named "*EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025*" and capital increase in tranches, with the exclusion of the option rights, to service said bond, through the

issue of ordinary shares. Amendment to article 5 ("Share Capital") of the Bylaws. Related and consequent resolutions. Conferral of powers.

With the consent of those in attendance, the **Chairman** then appointed myself, the notary, also for the ordinary part, to prepare the minutes of the Shareholders' Meeting and made the following declarations:

- pursuant to article 106 of Decree Law no. 18 of 17 March 2020 (the "Decree", converted with Law no. 27 of 24 April 2020 and as subsequently extended), the Company has used the option to establish that those entitled to vote at the Shareholders' Meeting will only be able to attend through the Appointed Representative Computershare S.p.A. pursuant to article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("**TUF**"), without the physical participation of the entitled persons, and to establish that members of the corporate bodies and other persons authorised or entitled in various capacities to attend the Shareholders' Meeting may do so, in compliance with the provisions of the Bylaws, by using long distance communication devices, without the need for the Chairman, the Secretary and/or the Notary to be in the same place;

- all the participants (including myself) attended by audio-video

conference.

The **Chairman** confirmed that he had personally ascertained the identity and legitimacy of those in attendance, as well as the right of everyone to take part in the discussion and vote.

The **Chairman** asked everyone to set their devices to mute and recommended that anyone wishing to intervene should deactivate this mode before doing so, and asked the Secretary to make the relevant formal communications and recall the resolutions to be passed and the collection of votes expressed by the Appointed Representative.

The **Chairman** reported that:

- the following were in attendance at the meeting:

-- for the Board of Directors, in addition to Marco Tronchetti Provera, the Directors Giovanni Tronchetti Provera, Giovanni Lo Storto, Paola Boromei and Marisa Pappalardo;

-- for the Board of Statutory Auditors, the Auditors Francesco Fallacara (Chairman), Fabio Artoni, Luca Nicodemi, Antonella Carù and Alberto Villani,

the Chairman of the Board of Directors, Ning Gaoning, and all other Board Directors had sent their apologies;

-- for the Appointed Representative, Computershare S.p.A., Mr. Alberto Elia;

- with the consent of the Chairman of the meeting, the Shareholders' Meeting was also attended by the meeting staff, again via electronic means;
- the call notice of the Shareholders' Meeting was published on the Company's website on 19 February 2021. The notice was also published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 20 February 2021 and is also available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage;
- the Company has not received any requests to supplement the Agenda or any new proposed resolutions, pursuant to and in the ways set out in article 126-bis of the TUF and with the addition ways indicated in the call notice;
- 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;
- at present there were 486 attendees for a total number of 751,859,888 shares representing 75.18% of the share capital.
- the list of names of the subjects participating on their own behalf or by proxy, with an indication of the shares held by each, as well as the names of the subjects voting as pledgees and

usufructaries, has been made available and will be annexed to the minutes of the Shareholders' Meeting;

- the Shareholders' Meeting was properly constituted and entitled to discuss and resolve on the item on the relative Agenda.

- the documentation relating to all items on the Agenda has been published pursuant to the regulations applicable at the time of publication, as well as published on the Company's website and has been made available to the attendees;

- according to the information in the Shareholder Register supplemented by the communications received pursuant to article 120 of Legislative Decree no. 58/1998 and the other information available, the following directly or indirectly hold a significant number of voting shares, pursuant to the current provisions of law and regulations:

1. CHINA NATIONAL CHEMICAL CORPORATION LIMITED (subject that controls the Company). All shares are held indirectly through Marco Polo International Italy S.r.l. - Number of shares 370,150,000 - % of ordinary share capital 37.015;

2. MARCO TRONCHETTI PROVERA. All shares are held indirectly through Camfin S.p.A - Number of shares 100,959,399 - % of ordinary share capital 10.096;

3. SILK ROAD FUND CO LTD. All shares are held indirectly through

PFQY S.r.l. - Number of shares 90,212,508 - % of ordinary share capital 9.021;

4. INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED. All shares are held indirectly through ICBC Standard Bank Plc - Number of shares 76,788,672 - % of ordinary share capital 7.679;

5. AVDEEV ROMAN. All shares are held indirectly through Sova Capital Limited - Number of shares 50,578,612 - % of ordinary share capital 5.058;

6. BOMBASSEI ALBERTO. All shares are held indirectly through Next Investment S.r.l. (2,100,000 shares) and Brembo S.p.A. - Freni Brembo (47,774,057 shares) - Number of shares 49,874,057 - % of ordinary share capital 4.987;

- Consob resolution no. 21326 of 09 April 2020 (the provisions of which have been subsequently updated and extended) envisaged, as a transitional measure, the additional threshold of 1%, which, if exceeded, shall give rise to the disclosure obligations envisaged by article 120, subsection 2 of the TUF, for companies pursuant to Section A of the attached list (including Pirelli); in this regard, the Company has received the following communications (between one and three percent):

1. TACTICUM INVESTMENTS S.A. - Number of shares 18,722,988 - % of ordinary share capital 1.872;

2. CAISSE DES DÉPÔTS ET CONSIGNATIONS, of which directly 10,918,747 shares and indirectly through CNP Assurances 357,109 share - Number of shares 11,275,856 - % of ordinary share capital 1.128;

3. Bank of Italy - Number of shares 10,323,966 - % of ordinary share capital 1.032;

- the Appointed Representative was invited to make any statement required by law, including on the issue of lack of entitlement to vote;

- since the documentation pertaining to all the items on the Agenda has been subject to the disclosure requirements mentioned above and is available to all the attendees, provided that no-one objects, its reading shall be omitted, and only the proposed resolutions contained in the Report of the Board of Directors shall be read out;

- prior to today's Shareholders' Meeting, no questions have been received in accordance with article 127 ter of the TUF;

- the votes shall be cast at today's Shareholders' Meeting through communication by the Appointed Representative, of the votes expressed by it, on the basis of the voting instructions received.

Moving on to discuss the **first and only item on the ordinary part of the agenda** (*Appointment of a Director*), the **Chairman** read out

the press release given by the Company this morning, as transcribed here:

"In order to support the execution of the business plan to be presented to the market this coming 31 March 2021, the Executive Vice Chairman and CEO, Marco Tronchetti Provera, has decided to propose the appointment, reporting directly to him, of Giorgio Luca Bruno as Deputy-CEO.

The proposal shared with the Chairman of the Board of Directors Ning Gaoning, with the Appointments and Successions Committee and as disclosed to the Directors - also aims to strengthen the management team in view of the future succession in line with the Procedure already adopted by the company and expects the Deputy-CEO to also help optimise the internal management path.

Having been informed of this proposal, the Director Angelos Papadimitriou, whose confirmation was envisaged on the agenda of today's Shareholders' Meeting, declared that he withdrew his candidacy to the position of Director, to allow for the implementation of the above proposal.

This coming 31 March, the Executive Vice Chairman and CEO will therefore propose to the Board of Directors that it invite the Shareholders' Meeting scheduled for 15 June 2021 to appoint Giorgio Luca Bruno as director and also that once appointed Director, he should take on the position of Deputy-CEO. Up until that point, Giorgio Luca Bruno will continue to assist with the industrial activities of Prometeon Tyre Group, of which he is

today Chief Executive Officer.

Following the assumption of the position of Deputy-CEO by Giorgio Luca Bruno, the macro-organisational structure of Pirelli establishes that Strategic Planning & Controlling; Investor Relations, Competitive, Business Insight, Micromobility Solutions; Communication and Brand Image; Institutional Affairs and Culture; Corporate Affairs, Compliance, Audit and Company Secretary will continue to report to the Executive Vice Chairman and CEO, who shall be responsible for providing the relevant strategic and industrial guidance.

The Deputy-CEO shall be attributed all the necessary executive levers, in addition to the staff areas not directly reporting to the Executive Vice Chairman and CEO, to whom the General Manager of Operations, Andrea Casaluci, shall report, who will continue to head up all the business lines and the regions.”.

In consideration of the foregoing and notably the withdrawal of candidacy by Angelos Papadimitriou, as well as the fact that, considering the manner by which today’s meeting was held and the expression of the vote cast by shareholders, it was not possible to continue with new proposals in the Shareholders’ Meeting in regard to the appointment of a new Director and the **Chairman** therefore declared that there would be no voting on the item in question, which would consequently be removed from the agenda and

re-proposed at the next Shareholders' Meeting.

In accordance with the law, Mr Papadimitriou, previously co-opted, will therefore forfeit his position as Company Director with today's Shareholders' Meeting.

The **Chairman** thanked Mr Papadimitriou on behalf of the Company for his work over the last few months and wished him every success with his future career.

At 3.15 p.m., the **Chairman** moved on to discuss the extraordinary part of the Shareholders' Meeting, recalling the declarations made at the start.

He then confirmed that at present there were 486 attendees for a total number of 751,859,888 shares representing 75.18% of the share capital.

The **Chairman** therefore declared the Shareholders' Meeting validly constituted and able to discuss and resolve on the **first and only item** on the agenda of the **extraordinary part**.

In this regard, the **Chairman** recalled that the Shareholders' Meeting was called to assess the authorisation for the convertibility of the equity-linked bond named "*EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025*" and capital increase in tranches, with the exclusion of the option

rights, to service said bond, through the issue of ordinary shares.

He recalled the Report by the Board of Directors, prepared also in accordance with article 72 of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 and article 2441, subsections 5 and 6 of the Italian Civil Code and the fairness opinion pursuant to article 2441 of the Italian Civil Code and article 158 of the TUF, prepared by *PricewaterhouseCoopers S.p.A.*, all documents deposited in accordance with the law.

As envisaged in the proposed resolution, he asked the Chairman of the Board of Statutory Auditors to proceed with the statement of the Board of Statutory Auditors to the effect that the current share capital was fully subscribed and paid in.

On behalf of the whole of the Board of Statutory Auditors, Mr Fallacara declared that the current share capital was indeed fully subscribed and paid in.

On the request of the **Chairman**, I, the Notary, have read out the proposed resolution contained in the Report by the Board of Directors attached to these minutes as Annex "**A**", as transcribed herein.

As no one asked to speak and the attendees had not changed, the **Chairman** then put to the vote (at 03.15 p.m.), through the AR who shall cast votes on the basis of the voting instructions received,

the proposal read out and reproduced below:

"The Shareholders' Meeting of Pirelli & C. S.p.A., met in a extraordinary session,

- having examined the explanatory report of the Board of Directors;

- having acknowledged the main terms and conditions of the Bond, as explained in the explanatory report by the directors;

- having acknowledged the fairness opinion pursuant to article 2441 of the Italian Civil Code and article 158 of the TUF;

- having acknowledged the statement by the Board of Statutory Auditors that the current share capital has been fully subscribed and paid in;

resolved

1. to envisage and authorise, in accordance with the provisions of the Regulation, the convertibility of the equity-linked bond of a nominal amount of 500,000,000 (five hundred million) euro, maturing on 22 (twenty-second) December 2025 (twenty, twenty-five), called "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025" and thus to approve the proposed increase in the share capital in exchange for cash payment, in a divisible manner and with the exclusion of option rights in accordance with article 2441, subsection 5 of the Italian Civil Code, for a total maximum equivalent value, including any premium,

of 500,000,000 (five hundred million) euro, to service the conversion of the "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025" mentioned herein, potentially to be settled in shares, as envisaged by the Regulation, to be freed up in one or more tranches through the issue of ordinary shares of the Company for a maximum amount of 500,000,000 (five hundred million) euro - and, therefore, with the issue, on the basis of the initial conversion ratio of the Bond of 6.234 (six point two, three, five) euro, of up to 80,192,461 (eighty million, one hundred and ninety-two thousand, four hundred and sixty-one) ordinary shares of Pirelli & C. (without prejudice to the fact that the maximum number of ordinary shares of Pirelli & C. may increase on the basis of the effective conversion ratio applicable each time) -, with regular dividend, to the exclusive service of the bond issued by the Company called the "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025", according to the criteria laid down by the related Regulation. No parts of shares will be issued or delivered and no cash payment or adjustment will be made in lieu of said parts;

2. to approve the sending by the Board of Directors - and, for it by the legal representatives pro tempore, including separately -, with the faculty to sub-delegate, of a communication ("Physical

Settlement Notice") to Bondholders by virtue of which the possibility will be provided of converting the Bonds into ordinary newly issued Company shares;

3. to establish that the issue price of the conversion shares of the share capital increase is determined on the basis of provisions of the Bond Regulations under point 1 above and therefore equal to 6.235 (six point two, three, five) euro, excepting adjustments and without prejudice to cases where the related conversion price will be calculated in accordance with the methods specified by the Bond Regulations pursuant to point 1 above; and is allocated to capital for the amount of 1.90 (one point nine, zero) euro (or the lesser amount of the conversion price) and any residual amount to the share premium;

4. to authorise the Board of Directors - and, on its behalf its legal representatives pro tempore, including separately - to carry out the above-mentioned share capital increase determining, inter alia and each time, in compliance with the provisions of the Regulations (i) the exact issue price of the shares, and, as a consequence of the determination of the issue price, (ii) the exact number of shares to be issued, and, therefore, the exact exchange ratio, as necessary for the precise application of the provisions and criteria of the Regulations; it being understood that, should

the share capital increase referred to above not be fully subscribed on 31(thirty-first) December 2025 (twenty, twenty-five), the share capital shall be deemed to be increased by an amount equal to the subscriptions received;

5. to introduce a new subsection at the end of article 5 (five) of the Company Bylaws which shall read as follows:

"The extraordinary shareholders' meeting of 24 (twenty-fourth) March 2021 (twenty, twenty-one) resolved to increase the share capital for cash for payment, in a divisible manner, with exclusion of the option rights pursuant to article 2441, subsection 5 of the Italian Civil Code, for a total maximum amount, including any premium, of 500,000,000 (five hundred million) euro, to service the conversion of the "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025", to be paid up in one or more tranches by the issue of ordinary shares of the Company with regular dividend entitlement, for a maximum amount of 500,000,000 (five hundred million) euro, exclusively for the service of the bond issued by the Company named "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025", in accordance with the criteria determined by the related Regulation, without prejudice to the fact that the final deadline for subscription of the newly issued shares is established as 31 (thirty-first) December 2025 (twenty, twenty-five) and that if, as of that date, the share capital increase has not been fully subscribed it will

in any case be intended as increased by an amount equal to the subscriptions collected and as of that date, with the specific authorisation for the directors to issue the new shares as they are subscribed. No parts of shares will be issued or delivered and no cash payment or adjustment will be made in lieu of said parts";

6. to confer upon the Board of Directors - and on behalf thereof on its pro tempore legal representatives, including separately - all powers to execute the share capital increase and to make the changes consequent to the exercise of bond conversions on a case by case basis, to article 5 (five) of the Company Bylaws, and to that end meet all the obligations and publish all information required by the regulations to complete all the necessary formalities for the approved resolutions to be entered in the Companies Register, accepting and making thereto any amendments, additions or deletions of a non-substantial nature that may be required by the competent authorities, as well as all the powers necessary for legal and regulatory compliance deriving from the resolutions adopted and any conversions."

The majority of the shareholders approved.

751,511,037 shares in favour.

348,851 shares not in favour.

0 shares abstained.

0 shares not voting.

All as detailed in the annexes.

The **Chairman** proclaimed the result and, having completed discussion of the agenda, thanked those in attendance and adjourned the meeting at 3.20 p.m..

The following are attached to these minutes:

- the Report of the Board of Directors prepared also in accordance with article 2441, subsection 5 of the Italian Civil Code, as Annex **"A"**;
- fairness opinion pursuant to article 2441 of the Italian Civil Code and article 158 of the TUF, prepared by *PricewaterhouseCoopers S.p.A.*, as Annex **"B"**;
- the list of names of the subjects who attended by proxy granted to the Appointed Representative with an indication of the shares held by each and the voting details, as **"C"**;
- the Company Bylaws which incorporate the amendments approved, as **"D"**.

These minutes were signed by me at 11.45 a.m.

It consists

of five sheets typed by a person I trust and completed by my own

hand for seventeen pages and the eighteenth up to here.

Carlo Marchetti notary

Attachments to the Minutes are not included.