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Oggetto : Pirelli & C. SpA - Notice of Shareholders'
Meeting 28-5-2024

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

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 **Tuesday 28 May 2024**, in a single call, to discuss and resolve on the following

AGENDA

1. **Financial statements as at 31 December 2023:**

1.1. approval of the financial statements as at 31 December 2023. Presentation of the consolidated financial statements as at 31 December 2023. Presentation of the Report on responsible management of the value chain related to 2023 financial year;

1.2. proposal on the allocation of the result of the financial year and distribution of dividends;

related and consequent resolutions.

2. **Appointment of the Board of Statutory Auditors for the financial years 2024, 2025 and 2026 and determination of its remuneration:**

2.1. appointment of standing and alternate auditors;

2.2. appointment of the Chairman of the Board of Statutory Auditors;

2.3. determination of the annual remuneration of the Board of Statutory Auditors' members.

3. **Appointment of the external auditor of the accounts for the nine-year period 2026-2034 and determination of the related remuneration. Related and consequent resolutions.**

4. **Report on the Remuneration policy and compensation paid:**

4.1. 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;

4.2. 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.

5. Three-year monetary incentive plan 2024-2026 for the Pirelli Group's management. 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 Annual Financial Report (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, the Report on responsible management of the value chain, the annual Report on corporate governance and share ownership and the Remuneration policy and compensation paid, together with the relevant reports of the Board of Statutory Auditors and the external auditing company, 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. In the same way as above 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 fifth item on the agenda, are also made available to the public.

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

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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.

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, 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 by 13 May 2024. The Company will publish such proposals – if admissible under applicable laws – on its website www.pirelli.com 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 17 May 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, or by logging on to the website 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 23 May 2024 in a specific document published on the company website 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 17 May 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 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 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 16 May 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 24 May 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;
2. signed and sent (in PDF format) from a certified email address to ufficiomilano@pecserviziotitoli.it;
3. signed and sent (in PDF format) from an ordinary email address to 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: 2024 Pirelli Shareholders' Meeting).

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The aforementioned Appointed Representative may also be granted with proxies or subproxies 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's website 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 27 May 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.

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SLATE VOTING TO APPOINT THE BOARD OF STATUTORY AUDITORS

Pursuant to article 16 of the Bylaws, the appointment of standing and alternate auditors shall be made on the basis of slates, in which candidates must be listed with a sequential 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 (7 May 2024).

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.

Shareholders who intend to present a slate must provide information on their identity and on the overall percentage of shareholding held in the ordinary capital of the Company.

Shareholders, other than those who hold, also jointly with other Shareholders, a controlling shareholding or 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 or entities and on the independence requirements. In this respect, it should be noted that the Corporate Governance Code (the "**Code**") to which the Company has adhered requires that the members of the controlling body meet the independence requirements set out in the Code 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's 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: the first section contains the indication of the candidates for the office of standing auditor (indicated by a consecutive number) and the second section contains the indication of the 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 as external auditor 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. 160 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.

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 abovementioned 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 at least twenty-five days before the date of the Shareholders' Meeting and, therefore, by 3 May 2024. The slates will be made available to the public at the Company's registered office, on the authorized storage mechanism and on the Company's website www.pirelli.com, on the section concerning the Shareholders' Meeting, at least twenty-one days before the Shareholders' Meeting and, therefore, by 7 May 2024.

If, by the deadline for the presentation of the slates (3 May 2024), 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 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, as well as the document named "Guidelines of the outgoing Board of Statutory Auditors of Pirelli & C. S.p.A. on the composition of the new control body", drawn up by the outgoing Board of Statutory Auditors pursuant to the Rules of Conduct of the Boards of Statutory Auditors of Listed Companies issued by the Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili.

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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 on 18 March 2024.

Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 19 March 2024 and is available at the Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage (emarketstorage.com).

Fine Comunicato n.0206-10-2024

Numero di Pagine: 9