

Informazione Regolamentata n. 0206-24-2025	Data/Ora Inizio Diffusione 6 Maggio 2025 16:56:12	Euronext Milan
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Societa' : PIRELLI & C.

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Regolamentata

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Oggetto : Pirelli & C. SpA – Notice of Shareholders’  
Meeting 12-6-2025

*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 (the "**Company**") 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 June 2025**, in a single call, to discuss and resolve on the following

#### AGENDA

#### 1. Financial statements as at 31 December 2024:

1.1. approval of the financial statements as at 31 December 2024. Presentation of the consolidated financial statements as at 31 December 2024 and Consolidated Sustainability Reporting related to 2024 financial year;

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

related and consequent resolutions.

#### 2. Report on the Remuneration policy and compensation paid:

2.1. 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;

2.2. 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.

#### 3. Three-year monetary incentive plan 2025-2027 for the Pirelli Group's management. Related and consequent resolutions.

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#### OPERATING METHOD

The Company, in compliance with the regulation in force regarding the manner of conducting the Shareholders' Meeting and pursuant to article 7, subsection 4, of the Company Bylaws, has availed of the right to establish that the participation and the exercise of voting rights at the Shareholders' Meeting - in compliance with article 135-undecies.1 of Legislative Decree No. 58 of 24 February 1998, ("**TUF**") - may occur exclusively through a proxy (or sub-proxy) granted to the Appointed Representative.

The Company, as allowed by article 7, subsection 5, of the Company Bylaws, for the case of participation and exercise of voting rights exclusively through the Appointed Representative, has also established that participation in the Shareholders' Meeting by entitled persons, in compliance with statutory conditions, may occur exclusively by means of telecommunications systems; Chairman, Secretary and/or Notary shall not be necessarily in the same place.

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### **DOCUMENTATION**

On 30 April 2025, the Annual Financial Report (first item on the agenda), including the draft financial statements, the consolidated financial statements, the management report - including the Consolidated Sustainability Reporting in accordance with Legislative Decree 125/2024 - the certification pursuant to article 154-*bis*, subsections 5 and 5-*ter*, of the TUF, the annual Report on corporate governance and share ownership and the Remuneration policy and compensation paid (second item on the agenda), together with the relevant reports of the Board of Statutory Auditors and the external auditing company, were 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](https://emarketstorage.com)) as well as published on the Company's website [www.pirelli.com](https://www.pirelli.com). Concurrently with the publication of this notice of call and in the same way as above the other reports of the Board of Directors, with the related resolution proposals, 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 topic under the third item on the agenda, are 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 Company 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 (that is, by 28 May 2025).

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 and in compliance with article 135-undecies.1, subsection 2, of the TUF, 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 28 May 2025. The Company will publish such proposals – if admissible under applicable laws – on its website [www.pirelli.com](http://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***

Taking into consideration that participation at the Shareholders' Meeting of those entitled to vote will take place exclusively through the Appointed Representative and in compliance with article 135-undecies.1, subsection 3, of the TUF, persons entitled to vote before the Shareholders' Meeting and no later than 3 June 2025, 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 June 2025 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 June 2025 (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 article 7, subsection 4, of the Company Bylaws, 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 with voting instructions granted to the Appointed Representative in accordance with the procedures described below. The Company has appointed Computershare S.p.A. as the entity by which the Shareholders may confer proxies (the "**Appointed Representative**") free of charge. It

should also be noted that the 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*, subsection 4 of the TUF by those entitled to vote, as per the below described procedures.

The proxy/sub-proxy with voting instructions must be granted using the form published on the website [www.pirelli.com](http://www.pirelli.com) in the section dedicated to the Shareholders' Meeting or filled via the specific link available on the Company's website starting from 31 May 2025. 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..

The proxy/sub-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 June 2025).

The proxy/sub-proxy 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.: 2025 Pirelli Shareholders' Meeting);
2. signed and sent (in PDF format) from a certified email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) (Ref.: 2025 Pirelli Shareholders' Meeting);
3. signed and sent (in PDF format) from an ordinary email address to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) (Ref.: 2025 Pirelli Shareholders' Meeting) 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: 2025 Pirelli Shareholders' Meeting).

The proxy/sub-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.

There are no provisions for votes by correspondence or electronic means.

Further information concerning the granting of the proxy/sub-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 6 May 2025. Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 7 May 2025 and is available at Borsa Italiana S.p.A. and at the authorised storage mechanism eMarket Storage ([emarketstorage.com](http://emarketstorage.com)).*

