

<p>Informazione Regolamentata n. 0206-45-2026</p>	<p>Data/Ora Inizio Diffusione 8 Maggio 2026 17:31:36</p>	<p>Euronext Milan</p>
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Societa' : PIRELLI & C.

Utenza - referente : PIRELLISPAN07 - Ansaldo

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 8 Maggio 2026 17:31:36

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Oggetto : Pirelli & C. SpA – Notice of Shareholders' Meeting 25-6-2026

Testo del comunicato

Vedi allegato



PIRELLI & C.

Società per Azioni

Registered office at Milan - Viale Piero e Alberto Pirelli n. 25

Share capital 2,065,650,608.36 euros fully paid up

Milan-Monza-Brianza-Lodi Companies Register,

Tax Code and VAT number 00860340157

NOTICE OF SHAREHOLDERS' MEETING

The shareholders' meeting of Pirelli & C. Società per Azioni (the "Company" or "Pirelli") is called in Milan, at the offices of Studio Notarile Marchetti in Via Agnello n. 18, at 11:00 a.m. on **Thursday 25 June 2026**, in a single call, to discuss and resolve on the following

AGENDA

- 1. Approval of the financial statements at 31 December 2025. Presentation of the consolidated financial statements at 31 December 2025 and the Consolidated Sustainability Reporting for FY 2025; granting of powers;**
- 2. Proposal on the allocation of the result of the financial year and distribution of the dividend including through use of profits from previous financial years, upon completion of the legal reserve; granting of powers;**
- 3. Determination of the number of members of the Board of Directors;**
- 4. Appointment of the Directors;**
- 5. Determination of the annual remuneration of the members of the Board of Directors;**
- 6. Report on the Remuneration policy and compensation paid:**
 - 6.1. 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;
 - 6.2. 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;
- 7. Three-year monetary incentive plan for the Pirelli Group's management:**
 - 7.1. approval of the three-year monetary incentive plan 2026-2028 for the Pirelli Group's management; granting of powers;
 - 7.2. normalisation of the effects on the relative Total Shareholder Return objective, included in the 2023-2025, 2024-2026 and 2025-2027 three-year monetary incentive plans for Pirelli Group's management; granting of powers;
- 8. The "Directors and Officers Liability Insurance" policy; granting of powers.**

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OPERATING METHOD

The Board of Directors of 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 in 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 representative appointed by the Company pursuant to Article 135-*undecies* TUF (the "**Appointed Representative**") and therefore without any physical participation by shareholders or their representatives other than the Appointed Representative.

The Board of Directors of 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 23 April 2026, 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*, TUF, the annual Report on corporate governance and structure of share ownership and the Report on the Remuneration policy and compensation paid (sixth item on the agenda), supported by the relative reports from the Board of Statutory Auditors and auditing company, were made available to the public at the Company's registered office in Viale Piero e Alberto Pirelli n. 25, Milan, and on the authorized eMarket Storage mechanism (emarketstorage.com) as well as published on the Company's website www.pirelli.com.

Concurrently with the publication of this notice of call and in the same manner as above, the Directors' reports with the related resolution proposals, as well as the Guidance of the Board of Directors to shareholders on the qualitative-quantitative composition of the Board of Directors for the three-year period 2026-2028 and the Information Documents - prepared pursuant to Article 84-*bis* of the Consob Regulation No. 11971 of 14 May 1999 ("**Issuers' Regulation**") - relating to the topics under seventh 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, 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 certificate attesting 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 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 **10 June 2026**).

At the same time any notice of further additions is published, 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 Shareholders' 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, TUF.

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SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS

Bearing in mind that participating and voting in the Shareholders' Meeting will take place through the Appointed Representative, in compliance with Article 135-undecies.1, subsection 2, TUF, the submission of individual resolution proposal during the Shareholders' Meeting is not allowed. Persons entitled to vote may make individual resolution proposals pertaining to the items on the agenda by filing them at the Company's registered office or by sending them to the Company via email to the certified email address assemblea@pec.pirelli.it by fifteen days before the date of the Shareholders' Meeting (therefore, by **10 June 2026**).

Any such proposals must indicate the item on the agenda to which they relate, the text of the proposed resolution, and the personal details of the proposer (surname and name, place and date of birth, tax identification number for individuals or identifying details of the entity or company). The right to submit such proposals must be certified by a communication issued by the authorized intermediary for the purpose of participating and exercising voting rights in the Shareholders' Meeting (pursuant to Article 83-sexies TUF).

The Company will publish such proposals on its website www.pirelli.com within two days after the said deadline – if admissible under applicable laws – 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 in 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, and 127-ter TUF, persons entitled to vote before the Shareholders' Meeting and in any case, no later than the record date (therefore, **16 June**

2026), will be able to ask questions relating to the items on the agenda. The 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' Meeting, where further information on the matter may be found. The right to ask questions must be certified by the communication issued by the authorized intermediary for the purpose of participating in and exercising voting rights in the Shareholders' Meeting. Only questions related to the agenda will be taken into consideration.

The questions shall be answered by the Company by **22 June 2026** at the latest in a specific document published on the website www.pirelli.com.

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***RIGHT TO PARTICIPATE IN THE MEETING AND PROXY VOTING
THROUGH THE APPOINTED REPRESENTATIVE***

The right to participate in the Shareholders' Meeting and to exercise voting rights is certified by a communication to the Company, from an authorized intermediary, in accordance with their accounting records, in favour of the person who has the right to vote based on the records as of the close of the business on the seventh trading day before the date of the Shareholders' Meeting, therefore the **16 June 2026** (the "record date"). Entries recorded as credits or debits to the account after such deadline shall not be relevant for the purpose of determining eligibility to exercise voting rights in the Shareholders' Meeting. Therefore, those who only hold their shares after that date will not be entitled to participate and vote in 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 in the Shareholders' Meeting do so exclusively through the Appointed Representative pursuant to Article 135-*undecies*.1 TUF. Therefore, parties entitled to vote must necessarily be represented by a proxy/sub-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 Appointed Representative by which the shareholders may confer proxies free of charge. The Appointed Representative may also be granted with proxies or sub-proxies pursuant to Article 135-*novies* TUF, also in derogation from Article 135-*undecies*, subsection 4, TUF by those entitled to vote, as per the below described procedures.

The proxy/ sub-proxy with voting instructions must be granted using the digital form available on the website 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 13 June 2026. 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 **23 June 2026**).

The proxy/ sub-proxy with voting instructions not granted to the Appointed Representative by means of the aforementioned application must be, alternatively:

1. signed with an electronic signature that complies with current regulatory provisions and sent from an ordinary email address to ufficiomilano@pecserviziitolitoli.it (Ref.: 2026 Pirelli Shareholders' Meeting);

2. signed and sent (in PDF format) from a certified email address to ufficiomilano@pecserviziotitoli.it (Ref.: 2026 Pirelli Shareholders' Meeting);
3. signed and sent (in PDF format) from an ordinary email address to ufficiomilano@pecserviziotitoli.it (Ref.: 2026 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: 2026 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 (and, therefore, by **23 June 2026**).

There are no provisions for casting 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.

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SLATE VOTING TO APPOINT THE BOARD OF DIRECTORS

Pursuant to Article 10 of the Company Bylaw, the Company is managed by a Board of Directors composed of up to fifteen members, who serve for a term of three fiscal years and may be reelected. The appointment of directors (fourth item on the agenda) on the basis of slates, in which the candidates must be listed with a sequential number.

The slates submitted by shareholders, signed by those submitting them, must be filed at the registered offices of the Company or sent to the certified email address assemblea@pec.pirelli.it at least twenty-five days before the date set for the Shareholders' Meeting and therefore by 31 May 2026. They shall be made available to the public at the registered offices, on the Company's website www.pirelli.com and on the authorized eMarket Storage mechanism (emarketstorage.com) at least twenty-one days before the date set for the Shareholders' Meeting and therefore by **4 June 2026**.

Shareholders who intend to submit a slate must indicate their identity and the total equity investment held in the share capital of Pirelli.

Shareholders are only entitled to present slates if, alone or together with other shareholders, they own shares representing a total of at least 1% of the share capital entitled to vote in the Shareholders' Meeting with the obligation to prove their ownership of the number of ordinary shares needed to submit slates by the deadline set for their publication by the Company (therefore, by **4 June 2026**).

For the purpose of verifying the identity of the shareholders, as well as their ownership of the number of shares required for the submission of slates, shareholders must provide, under their responsibility, with a copy of the appropriate certificate issued, in accordance with applicable regulations, by an authorized intermediary. Such certificate may also be provided after the filing of the slates, provided that it is submitted by the deadline set for their publication.

Each shareholder may submit or contribute to the submission of just one slate and each candidate may be included in just one slate, under penalty of ineligibility.

Each slate filed must 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 for the role concerned. Together with the declarations, a *curriculum vitae* is to be filed for each candidate containing their personal and professional characteristics and providing information on the administration and control positions held with other companies

and their eligibility, if applicable, to qualify as independent directors in accordance with the criteria established by law and the Corporate Governance Code for listed companies endorsed by Corporate Governance Committee of Borsa Italiana S.p.A. in January 2020 (the “**Corporate Governance Code**”) to which the Company has adhered. In order to ensure gender balance, slates that contain a number of candidates equal to three must include candidates of different genders in accordance with the applicable law, while the slates containing a number of candidates equal to or higher than four must contain a number of candidates of the less represented gender at least matching the minimum laid down in statutory law and/or applicable regulatory provisions.

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.

Please note that, shareholders that intend to submit slates for the appointment of members of the Board of Directors are invited to examine the relevant documentation published on the Company’s website www.pirelli.com, in the section dedicated to the Shareholders’ Meeting, and, in particular, the following documents:

- the Board of Directors’ Report on the relevant item and Guidance of the Board of Directors to shareholders on the qualitative-quantitative composition of the Board of Directors for the three-year period 2026-2028, which also indicates the independence and gender balance criteria;
- Guidance of the Board of Directors to shareholders on the maximum number of offices deemed to be compatible with the effective performance of the function of Company Director;
- Independence criteria;
- Press release of the Company issued on 11 April 2026, related to the decree, announced to Pirelli, on 10 April 2026, with which the Prime Ministerial Office exercised the special powers in accordance with Decree–Law 21/2012 (“**2026 Golden Power DPCM**”).

Finally, shareholders that intend to submit slates for the appointment of members of the Board of Directors are invited to examine the specific dossier relating to the applicable regulatory framework and, in particular, the recommendations contained in Consob communication DEM/9017893 of 26 February 2009.

Any slates presented that do not comply with the above instructions will be treated as if they had not been submitted.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Pirelli amounts to 2,065,650,608.36 euros and is divided into a total of 1,084,881,933 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 8 May 2026. Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 9 May 2026 and is available at the authorized storage mechanism eMarket Storage (emarketstorage.com).

Fine Comunicato n.0206-45-2026

Numero di Pagine: 9