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Societa' : PIRELLI & C.

Utenza - referente : PIRELLISPAN03 - Mauri Marco

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Oggetto : PIRELLI & C. SPA SHAREHOLDERS'  
MEETING HELD

*Testo del comunicato*

Vedi allegato



**PRESS RELEASE**

***PIRELLI & C. SPA SHAREHOLDERS' MEETING HELD:***

**2025 ANNUAL REPORT APPROVED, THE SHAREHOLDER MPI ITALY (CONTROLLED BY SINOCHEM) EXPRESSES CONTRARY VOTE**

**DISTRIBUTION OF DIVIDEND OF EURO 0.34 PER SHARE RESOLVED**

**NEW BOARD OF DIRECTORS APPOINTED**

**REMUNERATION POLICY FOR 2026 AND NEW 2026-2028 LTI PLAN APPROVED**

**VOTE IN FAVOUR OF REPORT ON COMPENSATIONS PAID IN 2025**

*Milan, 25 June 2026* – The Shareholders' Meeting of Pirelli & C. SpA (the "**Company**") took place today, in ordinary session, at Studio Marchetti in Milan, with interventions of those entitled to vote exclusively through the Appointed Representative. The Shareholders' Meeting was attended by 81.44% of the capital with voting rights.

The Shareholders' Meeting approved the 2025 Annual Report, which closed with a net profit of EUR 285.2 million for the parent company and a consolidated net profit of EUR 530.7 million, with the favorable vote of approximately of 57.89% and the contrary vote of 41.97% of the capital represented at the Shareholders' Meeting (that latter equal to 34.18% of the share capital, corresponding almost exclusively to the 34.1% stake held by Marco Polo International Italy S.r.l. controlled by Sinochem). The Shareholders' Meeting also approved with the favourable vote of over 99.99% of the capital represented at the Shareholders' Meeting the distribution of a total dividend of EUR 0.34 per ordinary share, also drawing on distributable retained earnings reserves, equal to a total dividend payout of approximately EUR 369 million, before any legal withholding: (i) approximately EUR 260 million euro, through the distribution of the entire amount of profit for the financial year ended 31 December 2025, remaining after the allocation of approximately EUR 25 million to the legal reserve; (ii) approximately EUR 109 million, through the partial distribution of an extraordinary dividend from the "Retained Earnings Reserve", resulting from the financial statements as of 31 December 2025. The dividend will be paid on 22 July 2026 (ex-dividend date on 20 July 2026 and record date on 21 July 2026).

The Shareholders' Meeting appointed the Board of Directors for the years 2026-2027-2028 (up to the approval of the results to 31 December 2028) through the slate voting system, determining 15 as the number of members, of whom 11 independents.

Based on the two lists presented, the following were appointed Directors of the Company:

- Marco Tronchetti Provera (*Candidate in possession of the specific professional expertise required for the position of Chairman of the Board of Directors, whose appointment is entrusted to the Board of Directors*)
- Andrea Casaluci (*Candidate in possession of the specific professional expertise required for the position of Chief Executive Officer, whose appointment is entrusted to the Board of Directors*)
- Michele Carpinelli (*independent*)

- Luca Rovati (*independent*)
- Giovanni Tronchetti Provera
- Alessia Carnevale (*independent*)
- Roberto Diacetti (*independent*) (*Candidate indicated, following a thorough review conducted with the assistance of Crisci&Partners, an external and independent advisor, by the Management Committee to Marco Tronchetti Provera & C. S.p.A. and Camfin S.p.A. for evaluation for inclusion in the Slate*)
- Moroello Diaz della Vittoria Pallavicini (*independent*) (*Candidate indicated, following a thorough review conducted with the assistance of Crisci&Partners, an external and independent advisor, by the Management Committee to Marco Tronchetti Provera & C. S.p.A. and Camfin S.p.A. for evaluation for inclusion in the Slate*)
- Costanza Esclapon de Villeneuve (*independent*) (*Candidate indicated, following a thorough review conducted with the assistance of Crisci&Partners, an external and independent advisor, by the Management Committee to Marco Tronchetti Provera & C. S.p.A. and Camfin S.p.A. for evaluation for inclusion in the Slate*)
- Claudia Parzani (*independent*)
- Veronica Squinzi (*independent*)
- Michela Zeme (*independent*)

Taken from the so-called majority slate (voted by approximately 58.07% of the share capital represented at the Shareholders' Meeting) presented by Camfin S.p.A., together with Camfin Alternative Assets S.r.l., Longmarch Holding S.r.l. and Marco Tronchetti Provera & C. S.p.A.,

and:

- Zhang Haitao
- Xi Xiaohong (*independent*)
- Wang Kun (*independent*)

Taken from the so-called minority slate (voted by approximately 41.9% of the share capital represented at the Shareholders' Meeting) presented by Marco Polo International Italy S.r.l.

The curricula of the Directors can be consulted on the Company's website [www.pirelli.com](http://www.pirelli.com)

The Shareholders' Meeting, with the favorable vote of approximately 99.82% of the share capital represented, resolved: *(i)* for each member of the Board of Directors an amount of EUR 75.000 gross per year for the position, in addition to reimbursement of expenses, *(ii)* for Directors who will serve as Chairpersons of the committees to be established by the Board of Directors, an annual gross amount of up to EUR 65,000 for the position, leaving the exact amount to be determined by the Board of Directors, and *(iii)* for each member of the committees to be established by the Board of Directors, an amount of up to EUR 45,000 gross per year for the position, with the exact amount to be determined by the Board of Directors.

The Shareholders' Meeting also approved the remuneration Policy for 2026 (with 92.28% of the capital represented at the Shareholders' Meeting) and expressed itself in favour (with 82.35% of the capital present) of the Report on compensation paid in 2025. The Shareholders' Meeting also approved (with

96.61% of the capital represented) the adoption of the 3-year monetary incentive Plan for 2026-2028 (LTI Plan) for the management of the Pirelli group and approved (with 99.5% of the capital represented) the so-called “Directors and Officers Liability Insurance” insurance policy.

Finally, with regard to 3-year monetary incentive Plan for 2023-2025, 2024-2026 and 2025-2027, already approved by Shareholder Meetings respectively on 31 July 2023, 28 May 2024 and 12 June 2025, the Shareholders Meeting approved (with 96.87% of the capital represented) the normalization of the effects stemming from the extraordinary operation relative to one of the companies included in the reference table for the relative TSR target, with the aim of assessing its impact on the relative TSR.

During the Shareholders’ Meeting, Marco Tronchetti Provera, who presided at the meeting, thanked the Board of Directors, having concluded its mandate, and, in particular, the outgoing Chairman Jiao Jian and the outgoing Directors, Chen Aihua, Chen Qian, Paola Boromei, Alberto Bradanini, Domenico De Sole, Fan Xiaohua, Marisa Pappalardo, Giovanni Lo Storto and Grace Tang for their work for the Company and the results obtained.

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Note that the Annual Financial Report to 31 December 2025 – including the draft financial statements, consolidated financial statements, 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 Legislative Decree of 24 February 1998, no. 58 (“TUF”), the annual Report on corporate governance and structure of share ownership and the Remuneration policy and compensation paid – together with the relevant reports of the Board of Statutory Auditors and the auditing company, has been made available to the public at the Company’s registered office in Milan, Viale Piero e Alberto Pirelli no. 25 and at the authorized storage mechanism eMarket Storage (emarketstorage.com), as well as published on the Company’s website [www.pirelli.com](http://www.pirelli.com).

The minutes of the Shareholders’ Meeting will be available to the public by 25 July 2026.

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The first meeting of the new Board of Directors has been called for 30 June 2026 to deliberate regarding the Company’s governance and in particular the appointment of the Chairman and that of the Chief Executive Officer.

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