



HALF YEAR REPORT ON CORPORATE GOVERNANCE

1. FOREWORD

Pirelli & C. S.p.A. (“**Pirelli**”) adheres to the Corporate Governance Code of listed companies¹. In the interim financial report, the Company voluntarily highlights the updates and integrations made to its corporate governance system compared to the information contained in the annual financial report.

2. SHAREHOLDERS’ MEETING OF 18 May 2022

Pirelli held its annual Ordinary Shareholders' Meeting (the “**Shareholders' Meeting**”) on 18 May 2022, resolving, among other things, on the following subjects:

- i. Remuneration policy and compensation paid: approval of the 2022 Remuneration policy and advisory vote on the Report on Compensation Paid in FY 2021;
- ii. Three-year monetary incentive plans for Pirelli Group management: approval of the 2022-2024 LTI Plan and adjustment mechanisms of the quantification of targets included in the three-year monetary incentive plans for 2020-2022 and 2021-2023 for Pirelli Group management.

The Shareholders’ Meeting approved the 2022 remuneration policy (with 85.19% of the capital present) and voted in favour (with 84.54% of the capital present) of the Report on Compensation Paid in FY 2021. The Shareholders’ Meeting also approved (with 88.31% of the capital present) the adoption of the Monetary Incentive Plan for the three-year period 2022-2024 for all group management. Lastly, the Shareholders’ Meeting approved (with 85.62% of the capital present) the possible adjustment mechanisms of the sole quantification of targets included in the three-year monetary incentive plans for 2020-2022 and 2021-2023, in line with what had previously been set out in the 2022 remuneration policy.

For further information in relation to the above, please refer to the specific section of the Company website dedicated to the Shareholders’ Meeting, which contains the relevant Board of Directors reports presented to the Shareholders’ Meeting, as well as the meeting minutes.

3. BOARD OF DIRECTORS

On 10 May 2022, Pirelli’s Board of Directors – with the favourable opinion of the Appointments and Succession Committee – co-opted Yang Shihao to replace Yang Xingqiang, who resigned effective as of the aforementioned date due to a sudden increase in his personal commitments.

¹ Edition approved in January 2020 by the Corporate Governance Committee and becoming applicable from 1 January 2021, with information to be provided in the Report on Corporate Governance to be published in 2022.



The Board also appointed Yang Shihao as a member of the Strategies Committee. Yang Shihao, who cannot be qualified as independent pursuant to the TUF and the Corporate Governance Code, was qualified by the Board as non-executive director.

Yang Shihao's curriculum vitae (as well as that of the other Directors) is available at www.pirelli.com.

4. INFORMATION ON THE SHARE CAPITAL AND OWNERSHIP STRUCTURES

The share capital subscribed and paid up on the date of approval of this report was 1,904,374,935.66 euros, represented by 1,000,000,000 registered ordinary shares with no par value.

The shareholder Marco Polo International Italy S.r.l. - in accordance with Art. 93 of Italian Legislative Decree no. 58/1998 - controls the Company with a share of 37.015% of the capital but does not exercise direction and coordination authority over it.

Up-to-date information on the Pirelli & C. S.p.A. share ownership structure is available on the Company's website (www.pirelli.com, Investor Relations section).

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5. SHAREHOLDERS' AGREEMENTS

On 16 May 2022, China National Chemical Corporation, China National Tire & Rubber Corporation, Ltd., CNRC International Limited, Fourteen Sundew S.à r.l., Marco Polo International Italy S.r.l., Camfin S.p.A. and Marco Tronchetti Provera & C. S.p.A. entered into an agreement ("**Renewal Agreement**") to renew the Shareholders' Agreement signed on 1 August 2019, effective from 28 April 2020. The Renewal Agreement will take effect as of the publication of the notice of call of the Pirelli Shareholders' Meeting to approve the financial statements at 31 December 2022. Until said date, the provisions of the shareholders' agreement entered into on 1 August 2019 and made public pursuant to law shall remain in effect and valid.

The extract of the Renewal Agreement together with updated extracts of the agreements stipulated between certain shareholders (including indirect shareholders) of the Company, which contain shareholder provisions relating – among other things – to Pirelli governance, are available in the specific section of the Company website on "Shareholders' agreements".

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For more information on the Company's Corporate Governance system, refer to the additional information available from the Pirelli website (www.pirelli.com), in the Governance and Investor Relation sections and to the annual Report on the Corporate Governance and Ownership Structures included in the Annual Report.