



**Pirelli & C. S.p.A.**

**Report on Corporate Governance  
and Share Ownership of Pirelli & C. S.p.A.**

Pursuant to art. 123-*bis* of the Consolidated Law on Finance (TUF)

(Traditional model of Administration and Control)

(Report approved by the Board of Directors of Pirelli & C. S.p.A. on 6 March 2024 in relation to the year ended on 31 December 2023. The report is also available on the website [www.pirelli.com](http://www.pirelli.com))

# **REPORT ON CORPORATE GOVERNANCE AND SHARE OWNERSHIP OF PIRELLI & C. S.P.A.**

**PURSUANT TO ART. 123-BIS OF THE CONSOLIDATED LAW ON FINANCE (TUF)**

**(TRADITIONAL MODEL OF ADMINISTRATION AND CONTROL)**

**(REPORT APPROVED BY THE BOARD OF DIRECTORS OF PIRELLI & C. S.P.A. ON 6 MARCH 2024 IN  
RELATION TO THE YEAR ENDED ON 31 DECEMBER 2023. THE REPORT IS ALSO AVAILABLE ON THE  
WEBSITE [WWW.PIRELLI.COM](http://WWW.PIRELLI.COM))**

## GLOSSARY

**Annual General Meeting:** the Company's Shareholders' Meeting called to approve Pirelli's annual financial statements as of 31 December 2023.

**Borsa Italiana:** Borsa Italiana S.p.A.

**Camfin:** Camfin S.p.A., a company established under Italian law controlled by Marco Tronchetti Provera through MTP&C, with registered offices in Milan, Via Larga no. 2, Tax Code, VAT and Milan-Monza Brianza-Lodi Companies Register number 00795290154.

**ChemChina:** China National Chemical Corporation Limited, a company established under Chinese law, directly controlled by Sinochem Holdings, with registered offices at 62 West Beisihuan Road, Haidian district, Beijing (People's Republic of China), registered with the State Administration of Industry and Commerce of the People's Republic of China, registration number 100000000038808.

**CNRC:** China National Tire & Rubber Corporation Ltd., a company established under Chinese law, directly controlled by ChemChina, with registered offices at 62 West Beisihuan Road, Haidian district, Beijing (People's Republic of China), registered with the State Administration of Industry and Commerce of the People's Republic of China, registration number 100000000008065.

**Civil Code:** the Italian Civil Code approved by Royal Decree no. 262 of 16 March 1942 (as subsequently amended and supplemented).

**Corporate Governance Code:** refers to the Corporate Governance Code of listed companies prepared and approved in January 2020 by the Corporate Governance Committee and effective from 1 January 2021.

**Code of Ethics:** the Group's Code of Ethics, of which the current version was most recently adopted in 2023 and which sets out the general principles (transparency, correctness and loyalty) that inspire the conduct and operation of the Group's business. The Code of Ethics is available on the Website.

**Corporate Governance Committee:** the Italian Corporate Governance Committee for listed companies, promoted by Borsa Italiana, as well as by ABI, Ania, Assogestioni, Assonime and Confindustria.

**Board of Directors:** the Board of Directors of Pirelli & C. S.p.A.

**Consob:** the National Commission for Companies and the Stock Exchange.

**Report Date:** indicates 6 March 2024, the date on which the Board of Directors approved this Report.

**Golden Power DPCM or the Decision:** the Decree of the President of the Council of Ministers adopted, following conclusion of the Golden Power Proceedings, and notified to the Company on 16 June 2023, whereby the special powers were exercised in accordance with the Golden Power Decree (as defined below).

**Golden Power Decree:** Italian Decree-Law no. 21 of 15 March 2012, setting out rules governing special powers over corporate structures in the sectors of national security and defence and for activities of strategic relevance in the sectors of energy, transport and communications, and converted into Italian Law no. 56 of 11 May 2012, as subsequently amended and supplemented.

**Key Managers:** the persons identified in accordance with Art. 11, paragraph 10 of the Bylaws, namely Pirelli's managers who, by virtue of the duties and powers assigned to them, directly or indirectly have the power and responsibility for planning, directing and controlling the Company's business and making decisions that can impact its evolution and future prospects.

**Year:** the financial year to which this Report relates, i.e. the year ending 31 December 2023.

**Group:** collectively Pirelli and its subsidiaries, as defined in art. 2359 of the Civil Code and art. 93 TUF.

**MPI Italy:** Marco Polo International Italy S.r.l., a company established under Italian law indirectly controlled by Sinochem Holdings through ChemChina with registered offices at Piazzetta Umberto Giordano 4, Milan-Monza Brianza-Lodi, Tax Code, VAT and Milan Companies Register number 10449990968.

**MTP&C:** Marco Tronchetti Provera & C. S.p.A., a company established under Italian law with registered offices at via Bicocca degli Arcimboldi 3, Milan, with Tax Code, VAT and Milan-Monza Brianza-Lodi Companies Register number 11963760159.

**Pirelli or the Company:** Pirelli & C. S.p.A., a company established under Italian law with registered offices at viale Piero e Alberto Pirelli 25, Milan, with Tax Code, VAT and Milan-Monza Brianza-Lodi Companies Register number 00860340157.

**Pirelli Tyre:** Pirelli Tyre S.p.A., a company established under Italian law controlled by Pirelli with registered offices at viale Piero e Alberto Pirelli 25, Milan, Milan-Monza Brianza-Lodi Companies Register number 07211330159.

**Pirelli International Treasury:** Pirelli International Treasury S.p.A., a company established under Italian law, controlled by Pirelli with registered offices at viale Piero e Alberto Pirelli 25, Milan, with Milan-Monza Brianza-Lodi Companies Register number 10523850963.

**Golden Power Proceedings:** the administrative proceedings established by the Golden Power Decree on 6 March 2023 following notification of the indirect shareholder of Pirelli CNRC, in connection with the Shareholders' Agreement Renewal (as defined below) and which concluded with the Company's notification of the Golden Power DPCM.

**Regulations of the Board:** the Regulations, adopted by the Board of Directors on 3 August 2023, which govern the methods of organisation and internal functioning of the Board of Directors itself, in line with the recommendations of the Corporate Governance Code.

**Issuers' Regulation:** the Regulation approved by Consob resolution 11971/1999 (as amended and supplemented) on the subject of issuers.

**Related Parties Regulation:** the Regulation approved by Consob resolution 17221 dated 12 March 2010 (as amended and supplemented) on the subject of related-party transactions.

**Report:** this Report on the corporate governance and share ownership prepared pursuant to art. 123-*bis* TUF.

**NFD Report:** the Consolidated Non-Financial Disclosure drafted in accordance with Italian Legislative Decree no. 254 of 30 December 2016 relative to FY 2023, reported in the chapter "Report on Responsible Management of the Value Chain" of the 2023 Annual Financial Report and published on the Website.

**Remuneration Report:** the report on the Remuneration Policy and compensation paid, approved by the Board of Directors on 6 March 2024, on the proposal of the Remuneration Committee, having consulted with the Board of Statutory Auditors, drafted in accordance with Art. 123-*ter* of the TUF and Art. 84-*quater* of the Issuers' Regulation and published on the Website.

**Shareholders' Agreement Renewal:** the shareholders' agreement entered into on 16 May 2022 by ChemChina, CNRC, SPV HK 1, SPV Lux, MPI Italy, Camfin and MTP&C, which came into force on 19 May 2023, the date of publication of the notice convening the Pirelli shareholders' meeting for the approval of the financial statements as at 31 December 2022 and the effect of which was suspended from 19 May 2023 to 16 June 2023, the date on which the Government notified the Company and the other parties concerned of the Decision. The essential content of the Shareholders' Agreement Renewal, to which reference is made for further information, is available on the Website ([www.pirelli.com](http://www.pirelli.com)).

**Sinochem Holdings:** Sinochem Holdings Corporation Ltd., a Chinese state-owned enterprise (SOE), under the supervision of the State-owned Assets Supervision and Administrative Commission of the State Council (SASAC) of the People's Republic of China, with its registered office at Xiong'an New District (People's Republic of China), No. 001, Enterprise Headquarters Zone, Start-up Area, Hebei District, registered with the State Administration of Industry and Commerce of the People's Republic of China under no. 91133100MA0GBL5F38.

**Website:** the institutional website of Pirelli containing inter alia information about the Company, can be found at the Internet domain [www.pirelli.com](http://www.pirelli.com).

**Auditing Firm:** PricewaterhouseCoopers S.p.A.

**SPV HK1:** CNRC International Limited, limited company under Hong Kong law (People's Republic of China), indirectly controlled by Sinochem Holdings through ChemChina, with registered offices at RMS 05-15, 13A/F South Tower World Finance CTR Harbour City, 17 Canton Rd TST KLN, Hong Kong (People's Republic of China), Hong Kong Companies Register number 2222516.

**SPV Lux:** Fourteen Sundew S.à.r.l., a limited liability company (*société à responsabilité limitée*) under Luxembourg law, indirectly controlled by Sinochem Holdings through ChemChina, with registered offices at Rue Guillaume Kroll 5, L-1882, Luxembourg (Grand Duchy of Luxembourg), with Luxembourg Companies and Commerce Register number B-195473.

**SRF:** Silk Road Fund Co., Ltd., Chinese company with registered offices at F210-F211, Winland International Finance Center Tower B, 7 Financial Street, Xicheng, Beijing (People's Republic of China), registered with the State Administration of Industry and Commerce of the People's Republic of China, registration number 100000000045300(4-1).

**Bylaws:** the current bylaws of Pirelli, available on the Website, most recently amended by the Board of Directors on 27 July 2023 in order to incorporate certain provisions of the Golden Power DPCM.

**TUF:** Legislative decree 58 of 24 February 1998, as subsequently amended and integrated (the Consolidated Law on Finance).

## INTRODUCTION

The Report presents the corporate governance system adopted by the Company. This system is consistent with the principles and the recommendations contained in the Corporate Governance Code adopted by the Company by resolution of the Board of Directors passed on 22 June 2020, confirmed by the Board of Directors on 3 August 2023.

Pirelli is aware that an efficient system of corporate governance is an essential element for achieving the objective of sustainable value creation.

The Report was examined on 1 March 2024 by the Control, Risks and Corporate Governance Committee, which ruled in favour of it and it was approved by the Board of Directors on 6 March 2024.

The information contained in the Report refers, where not expressly indicated, to the Financial Year.

### 1. COMPANY PROFILE

Pirelli, with its 31 thousand employees and revenues of around 6.7 billion euros in 2023, ranks among the principal global manufacturers of tyres and supplier of ancillary services, being the only operator in the sector exclusively specialised in the Consumer segment (tyres for cars, motorcycles and bicycles), with a globally-recognised brand. The Company has a distinctive positioning with regard to High Value tyres, which are manufactured to achieve the highest levels of performance, safety, quietness and road grip, with significant input from technology and/or customisation (i.e.  $\geq 18$ " Specialities, Super Specialities and Premium Motorcycle tyres). In addition, the Company currently holds a leadership position in the Car Prestige tyres segment, and in the radial segment of the motorcycle tyre replacement market. Pirelli is also a leader in Europe, China and Brazil in the Car  $\geq 18$ " tyre market in the replacement channel. At the end of the financial year, Pirelli boasts geographically diversified production, with 18 production plants in 12 different countries and a commercial presence in more than 160 countries.

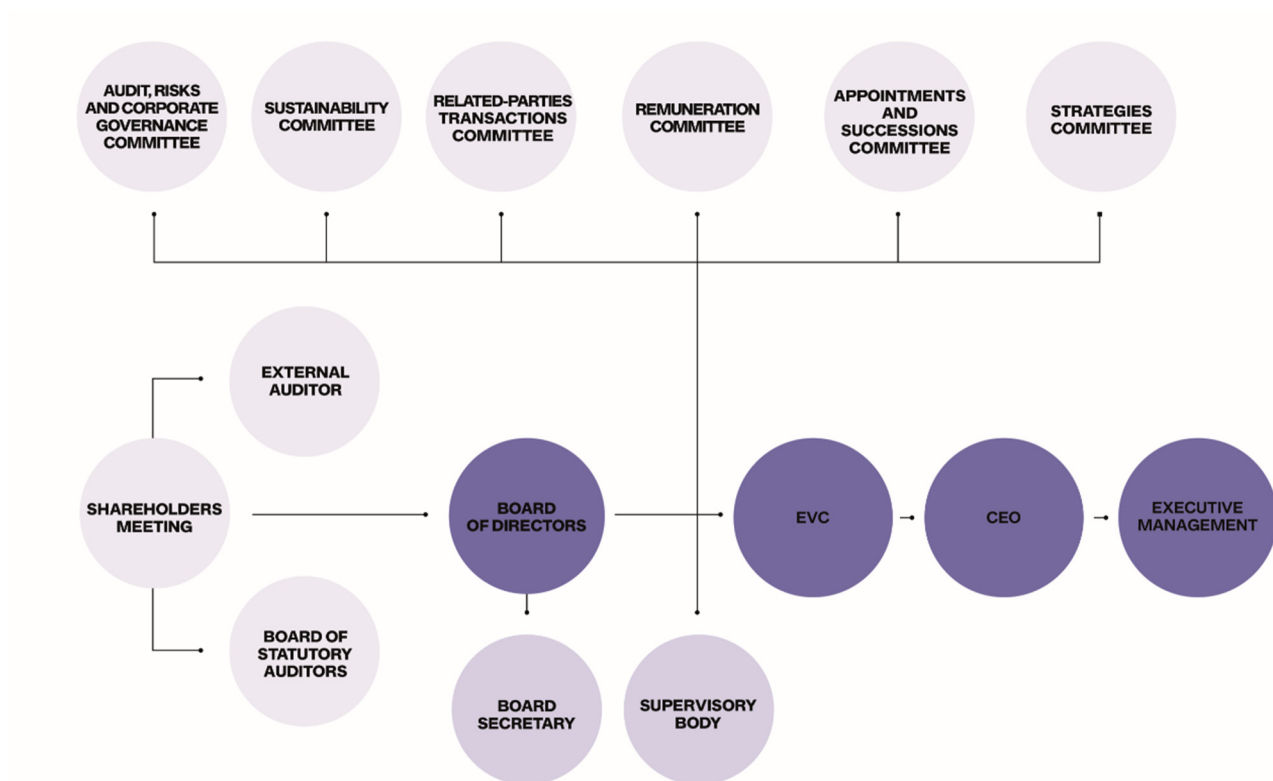
For the sake of completeness, it should be noted that, pursuant to the Corporate Governance Code, the Company falls within the definition of "concentrated ownership company" and "large company". The Company did not use any flexibility options admitted by the Corporate Governance Code.

For more details on Pirelli's profile, also see the Website.

#### 1.1 MODEL OF CORPORATE GOVERNANCE

Pirelli's governance structure, hinged on the very best international practices, as ruled by Art. 3.4 of the Bylaws, is structured according to the traditional model of administration and control.

The following diagram summarises the Company's current governance structure.



In compliance with the Code of Corporate Governance and the Bylaws, the Board of Directors has established five board committees appointed to offer advice (see section 6 of the Report for more details) and specifically:

- Strategies Committee;
- Appointments and Succession Committee;
- Remuneration Committee;
- Sustainability Committee;
- Audit, Risks and Corporate Governance Committee.

The Board of Directors has also established the Related-Party Transactions Committee, with duties that include authorising related party transactions.

The external audit of the accounts is entrusted to PricewaterhouseCoopers S.p.A., a registered auditing firm (see section 9.9 of the Report for further details). The Company's Governance Structure is completed by a Board of Statutory Auditors (made up of five standing and three alternate members) with the functions of supervising administration and compliance with the law and Bylaws (see section 11 of the Report for further details), and a Supervisory Body (made up of three members, of whom one is also a standing auditor) with the functions of supervising the operation of



and compliance with the organisation, management and control model adopted pursuant to Italian Legislative Decree 231/2001 (see section 9.8 of the Report for further details).

Consistent with its tasks, the Board of Directors has defined the system and rules of corporate governance of Group companies and the criteria and procedures for appointing members of the bodies of affiliate companies, by means of a specific internal policy.

## **1.2 SUSTAINABILITY IN PIRELLI**

For Pirelli, sustainability is a factor that is integrated into the Group's growth strategies and business and, with this in mind, Pirelli is constantly committed to promoting, developing and implementing a sustainable business model for all its stakeholders in all aspects of its business.

The Board of Directors pursues the goal of sustainable success by:

- drawing up a sustainability plan which integrates the Company's strategic plans and monitoring of their implementation (for more details, see the NFD Report);
- including, as part of its Remuneration Policy, ESG indicators for measuring the Company's management performance in its medium/long-term remuneration plans (for more details see the Remuneration Report);
- choosing a director in charge of sustainability issues (for more details see section 9.7 of the Report);
- the establishment of a board Committee offering support in analysing sustainability topics linked to the corporate business, to corporate social responsibility and the analysis of topics relevant to generating value in the long-term (for more details, see section 6.4 of the Report);
- periodically assessing, on an ongoing basis, the risks associated with business activities so as to create long-term value for the benefit of shareholders (for more details see section 9);
- adopting a specific policy for dialogue with shareholders and stakeholders in the financial market in which the Company operates (for further details see section 14.1 of the Report);
- setting up a board Committee and supporting it in evaluating and making decisions in relation to the internal control and risk management system (for further details see section 9.2 of the Report).

The Company's commitment to pursuing sustainable development is further confirmed by the establishing of specific policies and procedures adopted by Pirelli, as better detailed in the NFD Report.

## 2. INFORMATION ON THE OWNERSHIP STRUCTURE

### 2.1 STRUCTURE OF SHARE CAPITAL

On the Report Date, the issued share capital of Pirelli amounts to 1,904,374,935.66 euros fully paid, and is represented by 1,000,000,000 ordinary shares without nominal value. Each share grants the right to one vote. There are no other categories of shares.

It should be noted that the extraordinary shareholders' meeting of Pirelli held on 24 March 2021 resolved to increase the share capital for cash for payment, in a divisible manner, with exclusion of the option rights pursuant to art. 2441, paragraph 5 of the Italian Civil Code, for a total maximum amount, including any premium, of 500,000,000.00 euros, to service the conversion of the "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025", to be paid up in one or more tranches by the issue of ordinary shares of the Company with regular dividend entitlement, for a maximum amount of 500,000,000.00 euros, exclusively to service the bond issued by the Company named "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025", in accordance with the criteria determined by the relevant bond regulations (the "**Regulations**"), without prejudice to the fact that the final deadline for subscription of the newly issued shares is established as 31 December 2025 and that if, as of that date, the share capital increase has not been fully subscribed it will in any case be intended as increased by an amount equal to the subscriptions collected and as of that date, with the specific authorisation for the directors to issue the new shares as they are subscribed. No parts of shares will be issued or delivered and no cash payment or adjustment will be made in lieu of said parts.

As of 24 July 2023, the conversion price of the bonds is 6.0173 euros, calculated in accordance with the methods provided for in the Regulations.<sup>1</sup>

Additionally, the Bylaws do not provide for the possibility of increased voting rights or the issue of shares with multiple voting rights.

### 2.2 SIGNIFICANT SHAREHOLDINGS OF CAPITAL

As of October 4, 2017, the date on which trading of the Company's shares began on Euronext Milan organized and managed by Borsa Italiana, MPI Italy has declared control pursuant to Art. 93 of the TUF over the Company, of which it holds approximately 37% of the share capital, without exercising activities of direction and coordination. MPI Italy, in turn is indirectly controlled by Sinochem Holdings, a state owned enterprise incorporated under the law of China, subject to control by the State-owned Assets Supervision and Administrative Commission of the State Council (SASAC) of the People's Republic of China.

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<sup>1</sup> The conversion price stems from the adjustment made following the resolution of the Company's shareholders' meeting of 29 June 2023 to distribute a dividend of 0.218 euros per ordinary share.

Note that, following the issuance of the Golden Power DPCM, the Board of Statutory Auditors together with management have been performed analysis regarding the permanence of the control by MPI Italy over Pirelli pursuant to both with Art. 93 of the TUF and IFRS 10; the aforesaid analysis is still ongoing. Similar activity is being carried out by MPI Italy. Pending the outcome of the mentioned analysis, the disclosure regarding MPI Italy's declaration of control at this stage has not changed.

### **2.3 MANAGEMENT AND COORDINATION ACTIVITIES**

The Golden Power DPCM has ruled that CNRC, the parent company of MPI Italy, must specifically respect the commitment, *inter alia*, not to manage and coordinate Pirelli, as better detailed in section 2.5 of the Report.

Conversely, Pirelli exercises direction and coordination of numerous subsidiaries, having made the relevant publication where necessary.

### **2.4 RESTRICTIONS ON THE TRANSFER OF SECURITIES: SECURITIES THAT CARRY SPECIAL RIGHTS; EMPLOYEE SHARE OWNERSHIP: THE MECHANISM FOR EXERCISING VOTING RIGHTS; RESTRICTIONS ON VOTING RIGHTS**

The Bylaws do not impose any restrictions on the transferability of the shares issued by the Company nor do they envisage any limitations to possession of Company shares nor any need to obtain approval from the Company or other holders of securities.

No securities have been issued that carry special rights of control nor do the Bylaws envisage any increased voting rights or the issue of multiple vote shares.

With regard to the shares owned by employees, there are no specific procedures or restrictions governing the exercise of their voting rights.

There are no mechanisms that restrict the voting rights of shareholders, except for the terms and conditions governing the exercise of the right to attend and vote at Shareholders' Meetings, as discussed in the next paragraph 15 of the Report.

It is noted that with the adoption of the Golden Power DPCM, the Council of Ministers has deemed that the Company holds technologies of strategic relevance for national interests, as identified by the Golden Power Decree and the related transposition regulations.

## 2.5 SPECIAL GOVERNMENT POWERS

The Golden Power Decree regulates the special powers that can be exercised by the President of the Council of Ministers in order to safeguard strategic businesses and assets. With the adoption of the Golden Power DPCM, the Council of Ministers deemed that the Company holds technology of strategic relevance to national interests, as identified by the Golden Power Decree and related transposition regulations, and considered that the risks relating to such called for structural measures that went beyond the temporary nature of the Shareholders' Agreement Renewal.

The Decision therefore envisaged, differently in respect of Pirelli and CNRC, the notifying party in the Golden Power Proceedings, a series of rules - disclosed by the Company to the market last 18 June 2023 - aiming to set up a network of measures that together acted to protect Pirelli's autonomy and that of its management team, as well as the technologies and information of strategic relevance held by the Company.

More specifically, the Decision ordered CNRC:

- (i) to respect the commitment not to manage and coordinate, as detailed below, merely by way of example:
  - to ensure Pirelli complete autonomy in the management of relations with customers and suppliers;
  - to guarantee that Pirelli prepares the strategic, industrial, financial plans and/or budget of the Company or the Group independently;
  - to guarantee that Pirelli shall not be subject to instructions by the Sinochem Group;
  - not to adopt any deeds, resolutions or communications that may suggest that Pirelli's decisions are the consequence of desires and instructions imposed upon it by CNRC;
  - not to centralise treasury services or other financial coordination or assistance departments (e.g. cash pooling), nor any other technical coordination departments (e.g. integration of Pirelli's computer systems into those of Sinochem Holdings, including those of Pirelli's Chinese subsidiaries);
  - not to issue any orders or instructions and in any case not to coordinate the initiatives regarding financial and credit-related decisions and research and development in Pirelli;
  - not to issue any directives regarding any special transactions carried out by Pirelli including, for example, the listing of financial instruments, acquisitions, disposals, concentrations, contributions, mergers, spin-offs etc.;
  - not to make any crucial decisions regarding the operating strategies of Pirelli or formulate group strategic guidelines;

- to guarantee the absence of any organisational-functional connections between Pirelli, on the one hand, and CNRC, on the other;
- (ii) to undertake to ensure that the Chief Executive Officer of Pirelli, drawn from the majority slate, is indicated by Camfin and that, consequently, of 12 Pirelli Directors, drawn from the majority slate, 4 are appointed by Camfin;
- (iii) to undertake to ensure that, similarly to the Agreement signed on 1 August 2019, the role of General Manager be introduced, to whom the power to implement the business plan, budget and routine management of Pirelli, shall be delegated;
- (iv) to undertake to ensure that all Pirelli Delegated Bodies are identified exclusively from among the Directors appointed by Camfin;
- (v) to ensure that the power of appointment and dismissal of the Directors and Deputy Directors of Pirelli is deferred, in accordance with Article 11.9 of Pirelli's Bylaws, to the Executive Vice Chairman or Chief Executive Officer;
- (vi) to undertake, alongside Pirelli, to ensure that the Bylaws are amended so that, in relation to the board resolutions pertaining to the assets of strategic importance in addition to appointment and dismissal from the office of Key Managers of Pirelli, the proposal is reserved for the Chief Executive Officer and any decision contrary thereto may only be adopted with the vote of at least 4/5 of the Board of Directors.

The following specific orders have also been laid down as applying to Pirelli:

- a. to ensure that the Bylaws are amended so that, in relation to the board resolutions pertaining to the assets of strategic importance as identified above in addition to appointment and dismissal from the office of Key Managers of Pirelli, the proposal is reserved for the Chief Executive Officer and any decision contrary thereto may only be adopted with the vote of at least 4/5 of the Board of Directors.
- b. to refuse any request that falls outside of the ordinary exercise of the prerogatives of the shareholders and to implement any managerial or organisational initiative that originates from parties attributable to the Chinese SASAC, with specific reference to requests regarding:
  - the sharing of information relating to technology covered by industrial property rights, intellectual property rights or, in any case, any information relating to know-how connected with such technologies, even if still under development;
  - the centralised treasury mechanism managed by the company Sinochem Holding;
  - direct access to management and administrative information systems, including the Enterprise Resource Planning (ERP) platforms of Pirelli and its subsidiaries, including the Chinese branches;

- the transfer of ICT services, systems and assets of Pirelli Group companies to infrastructures situated outside territory coming under European jurisdiction and/or managed by subjects that can be traced to the Chinese government;
- the transfer or sharing with subjects that can be traced to the Chinese government of any data obtained or processed through CYBER technology.

The Decision states that Pirelli shall equip itself with a series of tools by which to protect the assets of strategic importance, including Strategic Industrial Security Clearance (“**NOSIS**”), which envisages limits to the accessibility of information as well as the establishing of an autonomous security organisational unit, as detailed in section 12.2 of the Report.

The Decision envisaged that the implementation of the measures shall be monitored by the Ministry for Enterprises and Made in Italy (“**MIMIT**”).

The Golden Power DPCM has also considered that any change to Pirelli’s corporate governance must be notified in accordance with the Golden Power Decree.

## 2.6 SHAREHOLDERS’ AGREEMENTS

With reference to the shareholders’ agreements known to the Company in accordance with Art. 122 TUF, we note:

- the Shareholders’ Agreement Renewal, which aims, amongst other aspects, to regulate Pirelli’s governance, in line with the terms and conditions of the previous shareholders’ agreement signed on 1 August 2019 between ChemChina, CNRC, SPV HK1, CNRC International Holding (HK) Limited, SPV Lux, MPI Italy, SRF, MTP&C and Camfin, which had reached expiry of the three-year term on 28 April 2023 (the “**Shareholders’ Agreement**”). The Shareholders’ Agreement Renewal came into force on 19 May 2023 with the publication of the notice convening the meeting of the Company’s shareholders, called to approve the financial statements at 31 December 2022 and its effect was temporarily suspended until the date of the notification to Pirelli and CNRC of the Golden Power DPCM in accordance with the Golden Power Decree, insofar as the Golden Power Proceedings were still ongoing at the date on which it came into effect;
- the shareholders’ agreement signed on 28 February 2023 by Brembo S.p.A. and Next Investment S.r.l., with the parent company Nuova FourB S.r.l., on the one hand, and Camfin, with the parent company MTP&C., on the other hand, concerning prior consultation both with respect to the exercise of voting rights in shareholders’ meetings and with respect to any purchases of Pirelli ordinary shares.

For more information on the provisions contained in the shareholders’ agreements referred to the relevant essential information available on the Site, pursuant to Article 122 of the TUF and Article 130 of the Issuers’ Regulation.

It is also noted that:

- during the Year, on 29 September 2023, the Amended and Restated Acting-in-concert agreement between SRF and CNRC, reached expiry; this agreement had held certain clauses relating in particular to the exercise of votes in Pirelli Shareholders' Meetings by SRF over the portion of the share capital held;
- following Year end, on 8 January 2024, the investment agreement signed by Camfin and Longmarch Holding S.r.l. ("**LongMarch**") on 13 May 2020, subsequently amended on 30 June 2021, was terminated, in view of the signing of a New Investment Agreement between Camfin, LongMarch, MTP&C, Longmarch Hongkong Holding Limited and Camfin Alternative Assets S.r.l. (formerly S.p.A.). This latter agreement contains no provisions relevant in accordance with Art. 120 of the TUF.

## **2.7 CHANGE OF CONTROL CLAUSES**

The most significant contracts containing clauses of this type, at the Report Date, are summarised below.

### **2.7.1 PT EVOLUZIONE TYRES JOINT VENTURE**

On 24 April 2012, Pirelli Tyre and PT Astra Otoparts tbk, an Indonesian company, signed a Joint Venture Agreement in relation to PT Evoluzione Tyres, an Indonesian company incorporated on 6 June 2012 and operating in the production of motorcycle tyres in the plant of Subang, West Java.

Pursuant to this contract, in the event of a change in the ownership structure of one of the shareholders that is deemed to be a change of control event, a put&call procedure could be activated that, in the extreme case, might lead to the acquisition by Pirelli Tyre of the entire equity investment held by PT Astra Otoparts tbk in PT Evoluzione Tyres, with the consequent termination of the joint venture agreement.

### **2.7.2 SUPPLY CONTRACT WITH BEKAERT**

The Company, which sold the steelcord business unit to Bekaert in 2014, has a contract in place with Bekaert for the supply of steelcord, also in consideration of the contractual peculiarities connected with the sale transaction.

This contract includes a change of control clause whereby Bekaert has the right, *inter alia*, to withdraw from the contract within 90 days after becoming aware of a situation in which a third party acquires control of Pirelli.

### 2.7.3 SCHULDSCHEIN: MULTITRANCHE LOAN FOR A TOTAL OF 525,000,000 EUROS

On 26 July 2018 Pirelli concluded a “*schuldschein*” loan - guaranteed by Pirelli Tyre - for an original total of 525 million euros (as subsequently amended, the “**Schuldschein**”), divided as follows: (i) 82 million euros maturing in 2021 (fully repaid in advance in January 2021); (ii) 423 million euros maturing in 2023 (fully repaid in advance in several tranches, the last of which in January 2023); and (iii) 20 million euros maturing in 2025.

The Schuldschein stipulates, *inter alia*, that Pirelli shall be required to repay the loan in advance should certain events occur, including a change in Pirelli’s control structure, as set out below.

In particular, the change of control clause may only be invoked (except in specific cases permitted under the loan agreement) if: (i) ChemChina ceases to hold, directly or indirectly, individually or together with Camfin or another company controlled by Marco Tronchetti Provera or his close family members, more than 25% of the voting shares of Pirelli; or (ii) ChemChina ceases to be, directly or indirectly, individually or together with Camfin or another company controlled by Marco Tronchetti Provera or his close family members, the relative majority holder of the voting rights in Pirelli’s Shareholders’ Meeting (i.e. ceases to hold more voting rights than other parties that act individually or together); or (iii) any other party (or parties acting together) appoints or removes the majority of the members of the Board of Directors.

Any takeover by Camfin (or another company directly or indirectly controlled by Marco Tronchetti Provera or his close family members) as the parent company of Pirelli, in place of ChemChina, would not give rise to a change of control on condition that certain requirements are met, including the requirement for Marco Tronchetti Provera or a person designated by him to be the Chief Executive Officer of such company (notably Camfin or another company directly or indirectly controlled by Marco Tronchetti Provera or his close family members) as well as Chief Executive Officer of Pirelli.

### 2.7.4 BILATERAL FACILITY EUR 600 MILLION 2019 5Y

On 22 January 2019, the Board of Directors authorised Pirelli to enter into a medium-long term variable-rate bilateral loan guaranteed by Pirelli Tyre, in the amount of 600 million euros (the “**Transaction**”).

The loan agreement (as subsequently amended) signed on 24 January 2019 in relation to the Transaction prescribes, *inter alia*, that Pirelli must repay the Transaction early should certain events occur, including changes in the control structure of Pirelli.



Specifically, the change of control clause may only be triggered (except for the specific cases permitted under the loan agreement) where an entity, or entities, acting in concert, other than ChemChina, Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or his close family members) and/or their subsidiaries and/or any person or persons acting in concert with one of them (a) hold a relative majority of votes that can be exercised in Pirelli's Shareholders' Meeting; and (b) appoint or remove the majority of the members of Pirelli's Board of Directors.

For clarification, the loan contract states that there will be no change of control if Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or by one or more of his close family members) participate, directly or indirectly, in the control of Pirelli, or is entitled, by virtue of contractual agreement, directly or indirectly, individually or in concert with one or more subjects, to designate the CEO of Pirelli. The loan was paid back in full, early, in July 2023.

#### 2.7.5 LICENCE AGREEMENT WITH AEOLUS

On 28 June 2016, Pirelli Tyre concluded an agreement (subsequently amended on 31 January 2019) with Aeolus Tyre Co. Ltd, to licence patents and know how for the production and sale of industrial tyres that expires on 31 December 2030, with automatic renewal unless cancelled by the parties. Pursuant to the agreement, either party has the right to terminate the agreement in advance, by notice to the other party, if CNRC should cease to be, directly or indirectly, the largest individual shareholder of Pirelli.

#### 2.7.6 BILATERAL LOAN EUR 125 MLN 2019 4Y

On 1 August 2019, the Board of Directors approved the stipulation by Pirelli of a 4-year variable rate bilateral loan of 125 million euros (the "**Loan**").

The loan agreement signed on 2 August 2019 stipulates, inter alia, that the Pirelli must repay the Loan early should certain events occur, including changes in the control structure of Pirelli.

Specifically, the change of control clause may only be triggered (except for the specific cases permitted under the loan agreement) where an entity, or entities, acting in concert, other than ChemChina, Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or his close family members) and/or their subsidiaries and/or any person or persons acting in concert with one of them (a) hold a relative majority of votes that can be exercised in Pirelli's Shareholders' Meeting; and (b) appoint or remove the majority of the members of Pirelli's Board of Directors.

For clarification, the loan contract states that there will be no change of control if Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or by one or more of his close family members) participate, directly or indirectly, in the control of Pirelli, or is entitled, directly or indirectly,

individually or in concert with one or more subjects, to designate the CEO of Pirelli. The loan was paid back in full, early, in March 2023.

#### 2.7.7 CLUB DEAL EUR 800 MLN ESG 2020 5Y

On 31 March 2020, Pirelli signed a new credit line in the amount of 800 million euros, guaranteed by Pirelli Tyre, with a pool of leading Italian and international banks, with a maturity of five years. The new bank facility is entirely sustainable, i.e. it is subject to economic and environmental sustainability targets.

The New Loan agreement states, inter alia, that Pirelli shall be required to make early repayment of the part made available by each lender should certain events occur, including changes in Pirelli's control structure.

Specifically, the change of control clause may only be triggered (except for the specific cases permitted under the loan agreement) where an entity, or entities, acting in concert, other than ChemChina, Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or his family members) and/or their subsidiaries and/or any person or persons acting in concert with one of them (a) hold a relative majority of votes that can be exercised in Pirelli's Shareholders' Meeting; and (b) appoint or remove the majority of the members of Pirelli's Board of Directors.

For clarification, the loan contract states that there will be no change of control if Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or by one or more of his family members) participate, directly or indirectly, in the control of Pirelli, or is entitled, directly or indirectly, individually or in concert with one or more subjects, to designate the CEO of Pirelli.

#### 2.7.8 EQUITY-LINKED BOND CALLED "EUR 500 MILLION SENIOR UNSECURED GUARANTEED EQUITY-LINKED BONDS DUE 2025"

On 22 December 2020, Pirelli completed the placement reserved for institutional investors of an equity-linked bond with a nominal amount of 500,000,000 euros, maturing on 22 December 2025, called "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025" guaranteed by Pirelli Tyre. The bonds were admitted for trading on the Vienna MTF – a multilateral trading facility managed by the Vienna Stock Exchange.

As resolved by the Pirelli Shareholders' Meeting on 24 March 2021, the bonds, which are non-interest-bearing, will be able to be converted into ordinary shares of Pirelli subject to the approval by the latter's extraordinary Shareholders' Meeting of a capital increase, with the exclusion of option rights pursuant to art. 2441, paragraph 5, of the Italian Civil Code, to be reserved exclusively to service the conversion of said bonds.

The rules of the loan contained in the relevant terms and conditions (the “**Regulations**”) provide, *inter alia*, that during the period of time set out in the Regulations, each bondholder shall be granted, at their choice, if a certified Company change of control should occur or if the free float of the Company’s ordinary shares (calculated as specified in the Regulations) should drop below a pre-set threshold and should remain there for a certain number of open market days from the first day on which it has dropped below such level (so called free float event), alternatively: (i) the right to request early reimbursement at the bonds’ nominal value, by exercising a put option; or (ii) acknowledgement of a new conversion price (if applicable even regulated based on the so-called cash settlement amount mechanism), lower than the original and based on the time between the event and the bonds expiring; all based on terms and procedures established in the Regulations.

In particular, the change of control can only be triggered (except in specific cases permitted under the Regulation) if any entity, other than ChemChina, Sinochem Group Co., Ltd (“Sinochem Group”), SRF, Camfin, MTP&C (or any other company controlled by Mr Marco Tronchetti Provera or his family members) and/or their subsidiaries and/or any person or persons acting in concert with some of them, acquires the absolute majority of the shares with voting rights following a public offering to the shareholders, such that they hold or control the absolute majority of the voting rights that can be exercised in Pirelli’s Shareholders’ Meeting; or if any person or persons acting in concert with any of them, other than ChemChina, Sinochem Group, SRF or Camfin, MTP&C, or any other company controlled by Mr Marco Tronchetti Provera or his family members, and/or by their subsidiaries and/or by any person or persons acting in concert with the latter, holds/controls the absolute majority of the voting rights of Pirelli’s Shareholders’ Meeting.

For clarification, the Regulation states that there will be no change of control if Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or by one or more of his family members) participate, directly or indirectly, in the control of Pirelli, or is entitled, directly or indirectly, individually or in concert with one or more subjects, to designate the CEO of Pirelli.

#### 2.7.9 BILATERAL ESG FACILITY EUR 400 MLN 2021 3Y

On 11 November 2021, the Board of Directors authorised Pirelli to enter into a medium-long term variable-rate bilateral loan in the amount of 400 million euros. The new credit line is secured by Pirelli Tyre and subject to predetermined economic and environmental sustainability targets.

The loan agreement - signed on 23 December 2021 - stipulates, *inter alia*, that the Pirelli must repay the credit line early should certain events occur, including changes in Pirelli’s control structure.

In particular, the change of control can only be triggered (except in specific cases permitted under the loan agreement) if any entity, other than ChemChina, Sinochem Group, SRF, Camfin, MTP&C (or any other company controlled by Mr. Marco Tronchetti Provera or his family members) and/or their subsidiaries and/or any person or persons acting in concert with some of them, becomes the owner, in aggregate, of more than 50% of the voting rights granted by the Company shares.

For clarification, the loan contract states that there will be no change of control if Camfin, MTP&C (or any other company controlled by Marco Tronchetti Provera or by one or more of his family members) participate, directly or indirectly, in the control of Pirelli, or is entitled, directly or indirectly, individually or in concert with one or more subjects, to designate the CEO of Pirelli.

#### 2.7.10 CLUB DEAL EUR 1.6 BLN ESG 2022 5Y

On 11 November 2021, the Board of Directors also authorised Pirelli and Pirelli International Treasury to enter into a new medium/long-term unsecured variable-rate loan, divided into two credit lines guaranteed by Pirelli Tyre: one 'Term' (for 600 million euros) and two 'Revolving' (for a total of 1,000 million euros), based on predetermined economic and environmental sustainability objectives, for a total amount no greater than 1.6 billion euros, with a pool of lending banks.

On 21 February 2022, the respective loan agreement was signed with 16 national and international lending banks; the agreement provides – inter alia – that Pirelli and Pirelli International Treasury shall be required to repay in advance the portion of the loan made available by each lender should certain events occur, including a change in Pirelli's control structure under terms and conditions which are the same as those set out in the 2021 bilateral loan for 400 million euros signed on 23 December 2021 referred to in section 2.7.9.

#### 2.7.11 EMTN PROGRAMME AND NOTES ISSUED IN 2023

On 23 February 2022, the Board of Directors, in the context of the Company's refinancing strategy, approved an EMTN (Euro Medium Term Note) programme for the issue of non-convertible, senior unsecured bonds for a maximum value of 2 billion euros ("**EMTN Programme**") to replace the previous EMTN programme of 2 billion euros, approved on 21 December 2017 ("2017 EMTN Programme"). In the context of the EMTN Programme, the Board of Directors authorised the issue of one or more bonds - to be performed within 12 months of finalisation of the documentation - to be placed with institutional investors by May 2023, for a maximum total amount of up to 1 billion euros. As in the 2017 EMTN Programme, newly issued securities may be listed on one or more regulated markets and guaranteed by Pirelli Tyre.

On 11 January 2023, in the context of the EMTN Programme, Pirelli started and successfully completed the placement of its first sustainability-linked bond with international institutional investors, for a total nominal amount of 600 million euros.

Pursuant to the EMTN Programme, bondholders will have the right to request early repayment of securities (the so-called "Put option") in the event of a Change of Control under the same terms and conditions provided for the bilateral ESG eur 400 mln 2021 4y facility signed on 23 December 2021 and the Club Deal Eur 1,6 bln ESG 2022 5y referred to in section 2.7.9 and 2.7.10.

#### 2.7.12 EUR 400 MILLION “SUSTAINABILITY-LINKED” CREDIT LINE

On 22 June 2022, Pirelli’s Board of Directors approved the underwriting of a sustainability-linked credit line with a select pool of international banks, for a total value of up to 400 million euros, with a 19-month maturity, enabling further optimisation of the Group’s financial structure.

The corresponding loan agreement - signed on 27 June 2022 - states, *inter alia*, that Pirelli is required to repay the facility should certain events occur, including a change in Pirelli’s control structure under terms and conditions that are the same as those provided for the bilateral ESG eur 400 mln 2021 4y facility signed on 23 December 2021 and the Club Deal Eur 1.6 bln ESG 2022 5y referred to in section 2.7.9 and 2.7.10. The loan was paid back in full in advance in several tranches during the second half of 2023.

#### 2.7.13 BILATERAL FACILITY EUR 300 MLN ESG 2023 2.5Y

On 11 May 2023, Pirelli’s Board of Directors approved the subscription of a bilateral loan for a maximum amount of 400 million euros, maturing in February 2026.

This loan agreement - signed on 30 June 2023 for an amount of 300 million euros - states, *inter alia*, that the facility can be cancelled and that Pirelli is required to repay the relevant drawdowns should certain events occur, including a change in Pirelli’s control structure under terms and conditions that are the same as those provided for the bilateral ESG Eur 400 mln 2021 3y facility, the Club Deal Eur 1,6 bln ESG 2022 5y and the Eur 400 mln “sustainability-linked” credit facility, referred to respectively in sections 2.7.9, 2.7.10 and 2.7.12.

#### 2.7.14 RCF EUR 500 MLN 2023 4Y

On 9 November 2023, Pirelli’s Board of Directors approved the signing of a revolving committed credit facility with a select pool of international banks, for an amount of 500 million euros, maturing in 4 years.

Under the scope of the agreement, Pirelli can parametrise the new credit facility with the new, more challenging Science Based Targets, which the company will be defining in a new business plan, having already achieved the decarbonisation objectives initially set for 2025, a whole two years early.

The loan agreement signed on 21 December 2023 stipulates, *inter alia*, that the facility can be cancelled and that Pirelli must repay any drawdowns made against it should certain events occur, including changes in Pirelli’s control structure.

In particular, the change of control can only be triggered (except in specific cases permitted under the loan agreement) if any entity, other than Camfin (or any other company controlled by Mr Marco Tronchetti Provera or his family members) and/or their subsidiaries and/or any person or persons

acting in concert with some of them, becomes the owner of, or controls, in aggregate, more than 50% of the voting rights granted by the Company shares.

For clarification, the loan contract states that there will be no change of control if Camfin (or any other company controlled by Marco Tronchetti Provera or by one or more of his family members) participate, directly or indirectly, in the control of Pirelli, or is entitled, directly or indirectly, individually or in concert with one or more subjects, to designate the CEO of Pirelli.

#### 2.7.15 EMTN PROGRAMME UPDATE

On 11 May 2023, amongst others the Board of Directors resolved to approve the update and amendment of the EMTN Programme pursuant to section 2.7.11. The Board of Directors has also authorised the issue, to be executed within 12 months of the date of approval of the annual update by the competent authority (this took place on 30 January 2024), of one or more debenture loans, to be placed with institutional investors, for a maximum total amount of up to 1 billion euros. The new issues may be settled in accordance with English or Italian law and the securities can be listed on one or more regulated markets and will be guaranteed by Pirelli Tyre.

Pursuant to the updated EMTN Programme, bondholders will have the right to request early repayment of securities (the so-called “Put option”) in the event of a Change of Control under the same terms and conditions provided for the revolving loan pursuant to section 2.7.14.

\* \* \*

For the sake of completeness, it should be noted that, in addition to the foregoing, as is customary, some companies in the Pirelli Group have entered into contracts in the commercial sector (including contracts for the purchase of goods and services and contracts for the sale of products) that provide for a change of control clause concerning the interest held, directly or indirectly, by Pirelli in them. This clause would therefore only apply if the Pirelli Group company left the group. It should also be noted that, under the terms of certain local loans, any change of control of Pirelli could potentially trigger, in the absence of appropriate liability management initiatives, the early repayment of the respective amount disbursed locally and – in certain remote circumstances – may have a “cascading” effect on the central loan agreements, entailing the requirement to make early repayment of the respective amounts disbursed at Group level by virtue of the usual cross default/acceleration clauses provided therein. With respect to such scenarios, the Group maintains available committed lines, in the amount of 1.5 billion euros, sufficient to meet any liability management needs.

## **2.8 CLAUSES IN THE BYLAWS ABOUT PUBLIC OFFERS**

The Bylaws do not envisage, in the event of a public takeover bid or exchange regarding Pirelli securities, any derogations from the provisions governing the passivity rule envisaged by Art. 104,

paragraphs 1 and 1-*bis* of the TUF, nor the application of the rule of neutralisation set forth in Art. 104-*bis*, paragraphs 2 and 3 of the TUF.

It is also noted that with the adoption of the Golden Power DPCM, the Council of Ministers has considered the Company as holding technologies of strategic relevance for national interests, as defined by the Golden Power Decree.

## **2.9 MANDATE TO INCREASE SHARE CAPITAL AND AUTHORISATIONS TO PURCHASE OWN SHARES**

Refer to section 2.1 of the Report for details on the capital increase resolved by Pirelli's Shareholders' Meeting on 24 March 2021, to serve the conversion of the debenture loan issued by the Company named "EUR 500 million Senior Unsecured Guaranteed Equity-linked Bonds due 2025".

It is specified that during such Pirelli shareholders' meeting, a mandate was conferred upon the Board of Directors - and, on its behalf its legal representatives *pro tempore*, including separately - to carry out the resolved share capital increase determining, *inter alia* and each time, in compliance with the provisions of the Regulations (i) the exact issue price of the Pirelli shares, and, (ii) as a consequence of the determination of the issue price, the exact number of Pirelli shares to be issued, and, therefore, the exact exchange ratio, as necessary for the application of the provisions and criteria of the Regulations; it being understood that, should the share capital increase referred to above not be fully subscribed on 31 December 2025, Pirelli's share capital shall be deemed to be increased by an amount equal to the subscriptions received.

The Shareholders' Meeting of the Company did not authorise any purchases of own shares in accordance with Articles 2357 *et seq.* of the Italian Civil Code.

## **3. COMPLIANCE**

Pirelli adheres to the Corporate Governance Code, published on 31 January 2020 and in force since 1 January 2021, which is available to the public on the website of the Corporate Governance Committee, at the following link: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020eng.en.pdf>.

The Company also took into account in the Report the collection of useful Q&As for the application of the Corporate Governance Code; these were published by the Corporate Governance Committee on 4 November 2020.

The corporate governance system implemented by the Company complies with the principles and recommendations of the Corporate Governance Code. This was found to be the case during the Financial Year, in which the Company examined – with the support of the Audit, Risks and Corporate

Governance Committee<sup>2</sup> – the content of the Corporate Governance Code, by assessing the potential impact on Pirelli’s corporate governance system and pinpointing areas of specific interest and possible adjustments to be made to its corporate practices.

According to the “comply or explain” principle envisaged by the Code of Corporate Governance, the Report provides an account of the recommendations the Company has, presently, decided that there is no need to fully or partially follow.

The Report has essentially been prepared using the Borsa Italiana format.

On the Report Date, Pirelli is not subject to any non-Italian laws that might influence the corporate governance structure of the Company.

## 4. BOARD OF DIRECTORS

### 4.1 ROLE OF THE BOARD OF DIRECTORS

Without prejudice to the prerogatives assigned to the Executive Vice Chairman and Chief Executive Officer, and also taking into account the provisions of the Golden Power DPCM, in pursuing sustainable success in accordance with Art. 11 of the Bylaws, the Board of Directors manages and supervises the overall business activities and is, to this end, assigned powers of administration except for those that the law or the Bylaws reserve for the Shareholders’ Meeting.

### 4.2 APPOINTMENT AND REPLACEMENT OF DIRECTORS

The provisions contained in the Bylaws, to which reference is made for more details, regarding the appointment and replacement of Pirelli’s directors are summarised below.

Appointment: 31 July 2023  
Expiration date: 2025 Financial Statement approval

**Directors:** 15  
**Executive director:** 2  
**Independent Directors:** 9

**Board committees:** 6

Strategies Committee - Related Parties Transactions Committee - Sustainability Committee - Appointments and Successions Committee - Remuneration Committee - Audit, Risks and Corporate Governance Committee

<sup>2</sup> The Audit, Risks and Corporate Governance Committee has, since 31 July 2023, operated as the “Audit, Risks, Sustainability and Corporate Governance Committee”.



#### 4.2.1 APPOINTMENT AND REPLACEMENT

Pursuant to art. 10 of the Bylaws, the Company is managed by a Board of Directors made up of a maximum of fifteen members, who remain in office for three years and who may be re-elected.

The Board of Directors is appointed on the basis of slates presented by the shareholders, taking into account, *inter alia*, the provisions of the Golden Power DPCM, in which the candidates are listed by consecutive number. The Bylaws do not allow the outgoing Board of Directors to submit a slate for the appointment of directors.

The slates presented by shareholders, signed by those submitting them, must be filed at the registered offices of the Company at least twenty-five days prior to the date fixed for the Shareholders' Meeting called to resolve in that regard. These slates are made available to the public at the registered offices, on the Website and in other ways prescribed by Consob regulation, at least twenty-one days prior to the date of the Meeting.

Each shareholder may present or take part in the presentation of only one slate and each candidate may appear on only one slate on penalty of losing the right to be elected.

Shareholders are only entitled to present slates if, alone or together with other shareholders, they own shares in total representing at least 1% of the share capital entitled to vote at an Ordinary Meeting, or any lower amount specified in the applicable regulations, with the obligation to evidence their ownership of the number of shares needed for the presentation of slates by the deadline envisaged for the publication of such slates by the Company.

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 such statements, a *curriculum vitae* must be filed for each candidate, including their relevant personal and professional data and mentioning the offices held in management and supervisory bodies of other companies and their satisfaction of the requisites of independence prescribed for directors of listed companies by the law or by the governance code endorsed by the Company. In order to ensure gender balance, slates that contain three candidates must include candidates of different genders, whilst slates containing a number of candidates equal to or higher than four must contain a number of candidates of different gender at least matching the minimum laid down in current regulations, in accordance with the content of the notice of the Shareholders' Meeting. Any changes arising prior to the actual date of the Meeting must be promptly notified to the Company.

Any slates presented that do not comply with the above bylaw provisions will be treated as if not presented.

Each party entitled to vote may only vote for one slate.

The Board of Directors is appointed as follows:

- a) four-fifths of the directors to be elected are drawn from the slate that obtains the majority of the votes expressed by the shareholders, rounded down to the nearest whole number in the case of a fractional number;
- b) the remaining directors are drawn from the other slates, using the quotient method described in the Bylaws.

If more than one candidate obtains the same quotient, the candidate from the slate that has not yet elected a director or that has elected the lowest number of directors is elected.

If none of those slates has elected a director yet or all of them have elected the same number of directors, the candidate elected will be drawn from the slate that obtains the largest number of votes. In the event of a voting tie, again with more than one candidate obtaining the same quotient, the Shareholders' Meeting will vote again and the candidate who receives the largest number of votes will be elected.

If only one slate is presented, all the directors will be elected from that slate.

Should application of the slate voting mechanism not ensure the minimum number of directors belonging to the less represented gender set out by applicable law, the candidate belonging to the most represented gender and elected, indicated in the slate that obtained the largest number of votes, shall be replaced by the first candidate belonging to the less represented gender not already elected, drawn from that slate pursuant to the sequential order of presentation and so on, for each slate (solely for slates that contain three or more candidates) until the minimum number of directors belonging to the less represented gender has been obtained. If the above procedure does not ensure the result specified above, the replacement shall be made by resolution of the Shareholders' Meeting, adopted by the relative majority of the votes expressed, following presentation of the candidacies of persons belonging to the less represented gender.

Should application of the slate voting mechanism not obtain the minimum number of independent directors envisaged by applicable law, the non-independent candidate elected indicated with the highest progressive number in the slate that obtained the largest number of votes shall be replaced by the first independent candidate not already elected from that slate following the sequential order of presentation, and so on for each slate until the minimum number of independent directors has been obtained, in all cases in compliance with the applicable law governing gender balance.

In the event a Director ceases to comply with the independence requirements, this does not cause his/her ceasing to be a Director provided that the Directors in office complying with legal independence requirements are a number at least equal to the minimum number requested by laws and/or regulations.

For the appointment of directors who, for any reason, were not appointed in accordance with the slate voting mechanism, the Shareholders' Meeting shall adopt resolutions with the majorities

required by law, without prejudice in all cases to compliance with the independence and gender balance requirements.

Should one or more directors cease to hold office during the financial year, they shall be replaced pursuant to art. 2386 of the Civil Code, without prejudice in any event to respect for the legislation on gender balance and the independence of the directors.

### 4.3 COMPOSITION

It is first noted that during the Financial Year, an event occurred involving the members of the Board of Directors, due to the expiry of the mandate of the Board of Directors appointed by Pirelli's Shareholders' Meeting on 22 June 2020 and that had been operating entirely - including the Directors previously coopted - under an extension regime from 29 June 2023, the date on which the shareholders' meeting approved the financial statements at 31 December 2022, until the shareholders' meeting held on 31 July 2023 (the "**2020-2022 Board of Directors**"). The 2020-2022 Board of Directors numbered 15 directors, of whom 2 executive and 8 independent. Women made up 20% of the 2020-2022 Board of Directors. For further information, please refer to Table 2.

The Board of Directors in office at the Report Date was appointed by the Pirelli Shareholders' Meeting held on 31 July 2023. Its term of office will end with the approval of the financial statements as at 31 December 2025.

As of the Report Date, the Board of Directors is composed of 15 Directors, namely:

- Jiao Jian (Chairman), Marco Tronchetti Provera (Executive Vice Chairman), Andrea Casaluci (Chief Executive Officer), Chen Aihua, Zhang Haitao, Chen Qian, Alberto Bradanini, Michele Carpinelli, Domenico De Sole, Fan Xiaohua, Marisa Pappalardo and Grace Tang were appointed based on the slate submitted by MPI Italy, also on behalf of Camfin, which obtained approximately 84% of the share capital votes represented at the Shareholders' Meeting. Four directors specified on such slate, including the Chief Executive Officer, were designated by Camfin, specifically: Marco Tronchetti Provera, Andrea Casaluci, Domenico De Sole and Michele Carpinelli.
- Directors Giovanni Lo Storto, Roberto Diacetti and Paola Boromei were appointed based on a slate submitted by a group of asset management companies and institutional investors that gained approximately 16% of the share capital votes represented at the Shareholders' Meeting.

At the Report Date, 40% of the members of the Board of Directors in office were female<sup>3</sup> and the remaining 60% were male. Moreover, 13% are under the age of 50. The average age of the members

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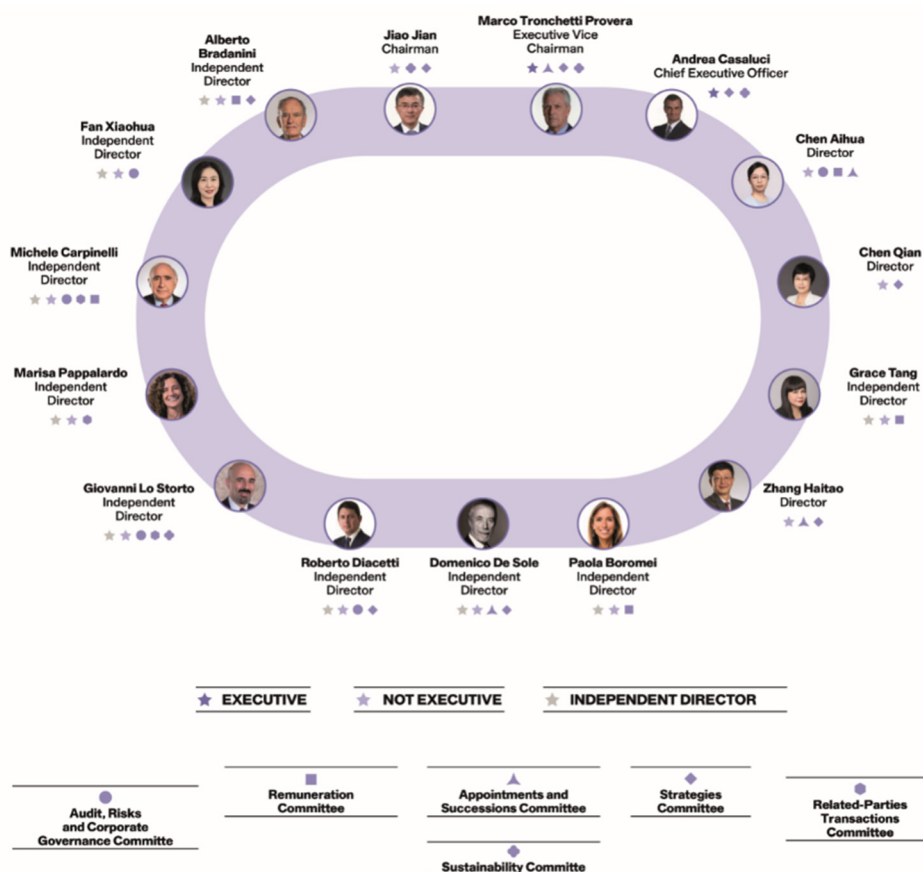
<sup>3</sup> The representation requirement for the least represented gender in the corporate bodies of listed companies in force at the date on which the Board of Directors of Pirelli in office at the Report Date was appointed, is at least two fifths of the least represented gender,

of the Board of Directors is approximately 59 years of age and the average age of the female members is approximately 54 years of age. The Directors’ average time in office is about 4 years.

At the Report Date, the majority of the members of the Board of Directors in office are independent directors, ensuring that they have significant weight in the adoption of board resolutions and guaranteeing effective monitoring of operations.

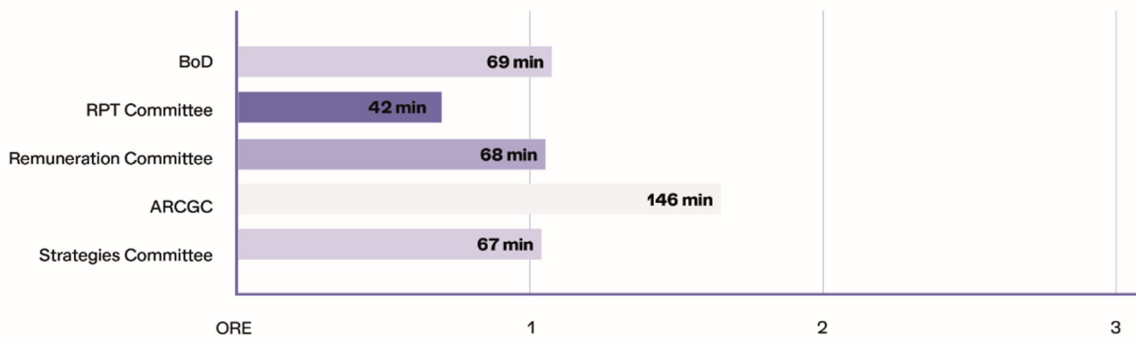
Table 2, annexed, provides the significant information on the members of the Company’s current Board of Directors, with reference to each Director in office at the Report Date. In addition, a summary of their professional profiles, periodically updated, is available on the Website.

The following charts illustrate (i) the composition of the Board of Directors at the Report Date, as well as (ii) the average length, (iii) the average attendance, (iv) the number of meetings of the Board of Directors and Committees held during the Financial Year and (v) the overall skills by sector of the members of the Board of Directors.

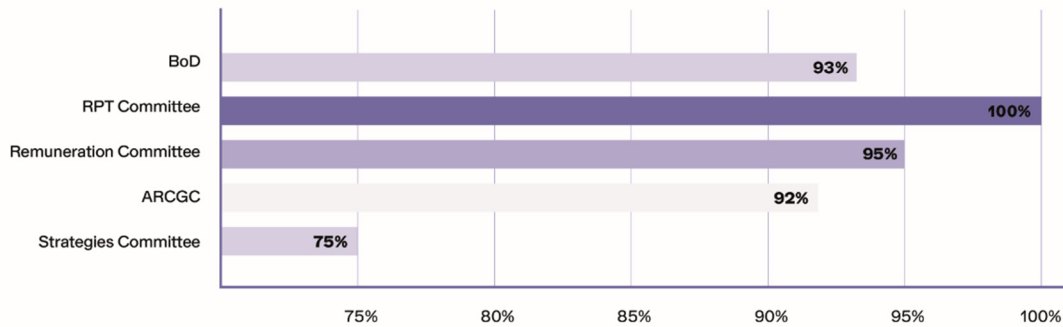


in accordance with Art. 147-ter, paragraph 1-ter, of the TUF, as most recently amended by Art. 1, paragraph 302 of Italian Law no. 160 of 27 December 2019.

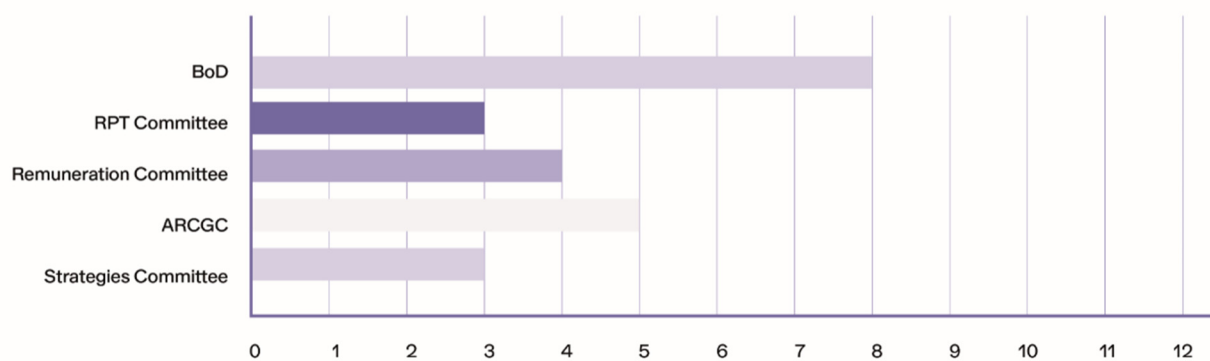
AVERAGE LENGTH OF MEETINGS OF THE BOARD OF DIRECTORS AND BOARD COMMITTEES



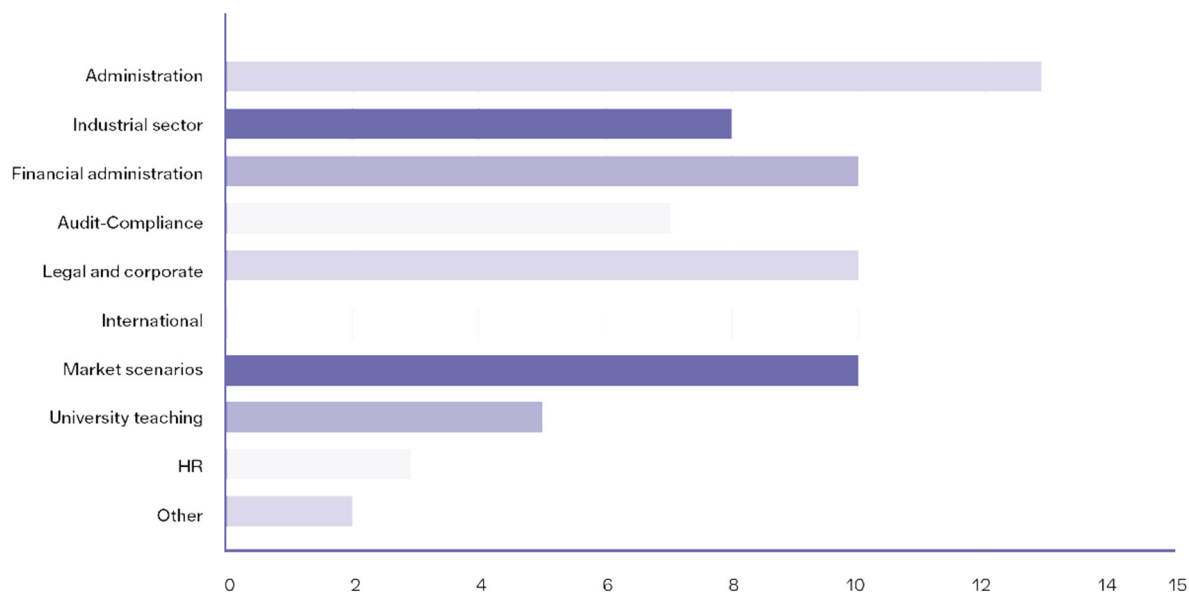
AVERAGE PERCENTAGE OF ATTENDANCE TO THE MEETINGS OF THE BOARD OF DIRECTORS AND BOARD COMMITTEES



NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND BOARD COMMITTEES



## OVERALL SKILLS BY SECTOR



## 4.3.1 DIVERSITY POLICIES

The pursuit and implementation of diversity policies is one of the Pirelli Group's pillars and features heavily in the corporate governance model adopted by the Company.

Pirelli's approach to diversity policies is, in fact, based on the fundamental principles of non-discrimination, equal opportunities and inclusion of all forms of diversity, as well as integration and balancing of work with personal and family needs, with a constant focus on respect for and protection of human rights, as also ruled by the Company's Code of Ethics.

Pirelli is characterised by a multinational context in which people express a huge heritage of diversity. Conscious management of this diversity generates competitive advantages, opportunities for the development and enrichment of the business, and shared corporate values.

The respect of these values has always been guaranteed by the shareholders during the renewal of the Board of Directors - including the renewal during the Financial Year to which this Report refers - in terms of age, gender, nationality, education and professional background and experience. This enables the Board to perform its duties in the most effective way, making use of the contributions made from different points of view, and to analyse individual situations from multiple perspectives.

On 3 August 2023, the Board of Directors confirmed the adoption of a statement on diversity and independence, adopted for the first time by the Company's Board of Directors on 14 February 2019 and updated on 17 March 2022 (the "Diversity and Independence Statement"), available on the Website, in connection with the members of the Board itself and the Board of Statutory Auditors.

The Board of Directors - which avails itself of the opinions expressed by the Audit, Risks and Corporate Governance Committee and the Appointments and Successions Committee - is responsible for the quali-quantitative assessment of the composition of the Board itself and the possible updating and amendment of the Diversity and Independence Statement.

In addition to the administration management and control bodies, the value of diversity characterises the entire business organisation, according to the terms and procedures outlined in the NFD Report published together with the Company's annual financial statements (which should be referred to for more information).

#### 4.3.2 LIMITATIONS ON THE NUMBER OF OFFICES HELD

The guidelines to the maximum number of offices, confirmed by the Board of Directors on 3 August 2023 and adopted for the first time on 14 February 2019, following the favourable opinion of the Audit, Risks, Sustainability and Corporate Governance Committee<sup>4</sup> and the Appointments and Succession Committee, and subsequently amended on 17 March 2022, states that it is not compatible with the duties of a Company director to be a director or statutory auditor of more than 4 (four) other companies other than those subject to the direction and coordination of the Company, or its subsidiaries or affiliates, in the case of: (i) companies listed on the FTSE/MIB index (or equivalent foreign index); or (ii) Italian or foreign companies, subject to the supervision of the competent authorities, that carry out financial, banking or insurance activities. Furthermore, it is not considered compatible for the same director to hold more than three executive positions in companies of the types indicated in points (i) and (ii) above.

Positions held in several companies belonging to the same group are considered to be a single position and an executive position prevails over a non-executive position.

The Board of Directors is entitled to make a different assessment, properly motivated, to be published in the Report and explained appropriately therein.

Following review by the Audit, Risks and Corporate Governance Committee, at the time of appointment and thereafter once a year during a board meeting (the last being that held on 6 March 2024), the Board of Directors examines the positions held by each Director (based on the information provided by that person and/or on the other information available to the Company). At the Report Date, no Director holds a number of position higher than the number set out in the policy adopted by the Company.

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<sup>4</sup> It is noted that the Audit, Risks, Sustainability and Corporate Governance Committee has, since 3 August 2023, operated as the "Audit, Risks and Corporate Governance Committee".

Annex A indicates the principal appointments held by the Directors in companies that do not belong to the Group at the Report Date.

#### 4.3.3 INDUCTION PROGRAMME

The Directors perform their duties autonomously and with competence, pursuing the priority objective of creating sustainable value over the medium-long term. They are aware of the responsibilities pertaining to their role and, like the Statutory Auditors, they are kept periodically informed by the competent business functions about the principal regulatory and self-regulatory changes affecting the Company and the performance of their duties.

Also during the Financial Year, induction sessions were arranged, also with the support of the top management, aimed at providing explanations and additional information about the main characteristics of the activities of Pirelli and its Group and (including through the work of the Committees) the reference legislative and regulatory framework and the specific procedures and rules adopted by the Company.

Taking into account the fact that the Financial Year refers to the first year of mandate of the Board of Directors and that 7 Directors are new appointees, the Company has prepared an induction programme with the aim of providing Directors and Statutory Auditors with an adequate understanding of the Company's business and organisation, the reference segment, principles of correct risk management and corporate dynamics. The induction initiatives promoted by the Company during the Financial Year for the new Directors focussed on the organisational structure and the topics of compensation and benefits adopted by the Company.

#### 4.4 FUNCTIONING OF THE BOARD OF DIRECTORS

Pursuant to the Bylaws, meetings of the Board of Directors are called by the Chairman or his deputy and held at the registered offices, or in any another location specified in the notice of call, whenever deemed appropriate by the Chairman in the interests of the Company, or when requested in writing by the Chief Executive Officer or by one-fifth of the appointed Directors. Meetings of the Board of Directors may also be called by the Board of Statutory Auditors, or by each standing auditor, following notification sent to the Chairman of the Board of Directors.

During the year the Board of Directors met eight times<sup>5</sup>. The average duration of each meeting was approximately 1 hour, with attendance by around 93% of the Directors and 98% of the Independent Directors. In accordance with the provisions of the Bylaws and regulations, meetings were predominantly conducted in hybrid format, using audio/video links.

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<sup>5</sup> The 2020-2022 Board of Directors met 5 times out of all meetings held during the Financial Year.



For the Financial Year and for the current year, Pirelli disclosed a calendar of the main corporate events to the market suitably in advance (also available on the Website)<sup>6</sup>. For the 2024 financial year, as per the Board Regulations, it is scheduled to meet at least 6 times (at the Date of the Report 3 meetings had already been held).

The means of organisation and the internal functioning of the Board of Directors are governed by the Board Regulations, available on the Website, which, *inter alia*, establish the deadlines for the prior submission of information and procedures for protecting the confidentiality of the data and information provided so as not to compromise the timeliness and completeness of the information flows.

In line with the Board Regulations, the Directors and Statutory Auditors received the documentation and information needed to express an informed opinion on the matters submitted for discussion within a reasonable and appropriate period in advance. In particular, during the Financial Year, the documentation was, as a rule, sent to the Board within 10 days prior to the meeting date. In the exceptional cases in which documentation could not be transmitted so far in advance (also to take into account the work of the Committees), full information on the issue to be considered was provided directly during the meeting, thus ensuring that the Directors could make informed decisions. Particular attention is paid to ensuring that information remains confidential, by sending the documentation relating to the activities of the board and its committees using specific software that guarantees that access is reserved to the directors and statutory auditors only. This is in line with best practice and with the recommendations of the Italian Corporate Governance Committee.

Taking account of the international composition of the Board of Directors, with the presence of multiple nationalities, it is also the Company's practice to proceed to send the documents to be considered by the Board and its Committees in the three languages (Italian, English and Chinese) commonly used by the Directors. Furthermore, for each meeting of the Board of Directors and Committees, participants are able to use a simultaneous translation of interventions made into the languages commonly spoken by the participants.

In order to facilitate minute taking, the Board meetings may be recorded; said recordings shall then be destroyed once the minutes have been transcribed into the applicable corporate register.

If the Chairman is absent or unavailable, upon request by the Chairman, the meeting may be chaired by the Vice Chairman or CEO; should the latter also be absent or unavailable, another director, appointed by the majority of the attendees, may assume the Chair.

For resolutions passed by the Board of Directors to be valid, the majority of members must be in attendance and the majority of votes cast must be in favour, save for the specific matters governed by the Bylaws, for which a qualified majority is required.

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<sup>6</sup> Annually - as a rule by the end of the year - the Company publishes the calendar of principal corporate events for the next financial year and promptly updates this calendar in the event of subsequent amendments.

The Directors' growing awareness of the business reality and dynamics of the Company and the Group is enhanced by the attendance of management at their meetings, which allows them to explore the matters on the agenda in appropriate depth.

All the Key Managers always attended all the meetings of the Board of Directors during the Financial Year, thus contributing to periodic and up-to-date reporting to the Board of Directors. The Key Managers do not attend any meetings in which matters relating to them are discussed or that do not require them to be present.

Persons external to the Company may also be invited to attend the meetings in connection with specific items on the agenda.

It is understood that all such subjects are in any case required to comply with the confidentiality obligations laid down for board meetings.

The Bylaws establish that, until decided differently at a Shareholders' Meeting, the Directors are not bound by the prohibition contained in art. 2390 of the Civil Code.

#### 4.4.1 SECRETARY OF THE BOARD

In line with the recommendations of the Corporate Governance Code, the Board Regulations allow the Board of Directors to appoint, in compliance with the provisions of the Bylaws, the Secretary by assessing that he/she satisfies the necessary professional requirements (the "**Board Secretary**"). The Board Secretary supports the activities of the Chairman and/or Vice Chairman and/or Chief Executive Officer and provides impartial assistance and advice to the Board of Directors on all aspects relevant to the proper functioning of the corporate governance system. More specifically, and in accordance with the Board Regulations, the Board Secretary ensures that:

- a) the pre-meeting information is accurate, complete and clear and the additional information provided during the meetings is suitable to allow the directors to act in an informed manner in compliance with the provisions of the "Golden Power" Prime Ministerial Decree on information of strategic importance;
- b) the activities of the board committees are coordinated with the activities of the Board of Directors;
- c) the top management of the Company and of companies of the same Group may participate in board meetings, as well as the heads of the company departments in order to provide appropriate updates on the items on the agenda;
- d) after their appointment and during the mandate of the board, all Directors may participate in specific induction activities;
- e) the board evaluation is adequate and transparent.

The Board Secretary shall provide Directors with independent legal advice and assistance on corporate governance matters and in relation to their rights, powers, duties and obligations to ensure the regular performance of their duties.

The Board Secretary, in performing the duties of this role, shall have an organisational structure and personnel fit to perform the assignment.

It is specified that under the appointment held, in accordance with the Bylaws, the Board Secretary is classified as a Key Manager.

#### 4.4.2 BOARD OF DIRECTORS SELF-ASSESSMENT PROCESS

As a rule, the Board of Directors starts an annual process to evaluate its operation and the operation of its Committees (board performance evaluation) for the reference financial year. During the Financial Year, the Board of Directors started the process, assisted, as usual, by a primary consulting firm specialised in this area (SpencerStuart). The self-assessment process was carried out through individual interviews held by the appointed consulting firm, with questions about the effectiveness, size, composition and operation of the Board of Directors. All members of the Board of Directors participated in the self-assessment process.

The analyses performed reveal that the Board of Directors has started its mandate in a context in which Pirelli has been acknowledged as a Company holding technology of strategic relevance to national interests by the Italian government, which on 16 June 2023 exercised the special powers envisaged by the Golden Power Decree (for more details, see paragraph 2.5 of the Report). Under this scope, the Board of Directors therefore found itself facing, for the first time in Italy, a particularly complex governance issue, while at the same time having to ensure the best possible guidance and control of the executive's activities. The Board immediately showed great focus and attention to the matter, also benefiting from the combination of competences held by the Directors and the operative measures instituted in this regard by the Company.

The analysis of the results evidenced a broadly positive situation. In fact, a very high level of overall appreciation was reported, in line with the previous financial year. In particular, the Directors expressed full satisfaction and appreciation of the size, composition and operation of the Board of Directors and its Committees, with specific regard to the diversity of competences, gender, age and seniority. It was also highlighted that the Board of Directors operates in compliance with the Corporate Governance Code and with both Italian and international best practice. Moreover, the areas of excellence that had emerged during the previous mandate's self-assessment activities have been confirmed overall.

The areas for which the most appreciation was reported are outlined below:

- the effectiveness of the support provided by the Secretary of the Board of Directors;

- adequately prepared Agendas supporting the meetings of the Board of Directors, found to be complete with all the items that need to be brought to the Board's attention;
- high-quality documentation supporting the meetings of the Board of Directors, deemed clear and complete;
- high-quality minuting of the Board of Directors and Committee meetings, which are confirmed as accurate and complete with respect to the progress of the meetings;
- guaranteed absolute confidentiality of the topics discussed;
- the effectiveness, continuity and transparency of the exchange of information between Directors and management on the corporate strategy, strengthened by the fact that the managers are very willing to provide more information and clarifications both at the Board of Directors level and Committee level.

The Board of Directors also appreciates the Company's attention paid to sustainability topics, in particular with reference to those having the greatest impact on the business. In this sense, the positive consideration is noted relative to the establishment of the Sustainability Committee, which is hoped to be up and running in the very near future.

The Directors also appreciated the induction session held during the Financial Year, for information about which reference is made to paragraph 4.3.3 of the Report.

Particular appreciation was also expressed by the Directors in regard to the excellent direction of board works by the Chair, with specific attention to the authoritative guidance and commitment shown by the Executive Vice Chairman and the leadership to the business matters expressed by the newly-appointed Chief Executive Officer, whose vast experience in the sector is also appreciated, together with his capacity to enhance Pirelli's internal resources.

#### 4.4.3 MATTERS FOR THE BOD

In accordance with the Bylaws, the Shareholders' Meeting requires a qualified majority (i.e. favourable votes by shareholders representing at least 90% of the share capital of the Company) for the Board to be authorised to resolve on the following issues:

- transfer of the operational and administrative headquarters outside of the municipality of Milan;
- any transfer and/or deed of disposition, in any form, of Pirelli know-how (including the granting of licences).

More specifically, in addition to the matters reserved to the Board of Directors in accordance with the law and the Bylaws, on 3 August 2023, the Board of Directors established that all resolutions regarding the following matters, proposed by Pirelli and/or by any company subject to direction and

coordination by Pirelli (excluding intergroup transactions) must be approved by the Board of Directors of the Company:

- (i) assumption or concession of loans worth more than 200,000,000 euros and with a term of more than 12 months;
- (ii) issue of financial instruments for listing on a European or non-European stock market for a value in excess of 100,000,000 euros and revocation from listing of such instruments;
- (iii) concession of guarantees in the favour of third parties for amounts in excess of 100,000,000 euros. For the sake of completeness, please note that the concession of guarantees in the interests of third parties other than the Company, its subsidiaries and joint ventures, must be subject, in any case, to the approval of the Pirelli Board of Directors;
- (iv) signing derivative contracts (a) with a notional value higher than 250,000,000, euros and (b) except for those having the sole object and/or effect of hedging corporate risks (e.g. interest-rate risk, exchange-rate risk, commodity market risk). For the sake of completeness, please note that the stipulation of speculative derivative contracts is in any case subject to the approval of the Pirelli Board of Directors;
- (v) purchase or sale of equity investments in subsidiary and affiliates for an amount higher than 40,000,000 euros, which involve entering into (or exiting from) geographical and/or commodity markets;
- (vi) purchase or sale of equity investments other than those described at point (v) above for an amount higher than 40,000,000 euros;
- (vii) purchase or sale of businesses or business units that have strategic importance or, in any case, a value of more than 40,000,000 euros;
- (viii) purchase or sale of fixed and other assets that have strategic importance or, in any case, a value of more than 40,000,000 euros;
- (ix) investment in fixed assets with a total value of more than 40,000,000 euros;
- (x) carrying out transactions of greater significance with related parties, using the term “related party transactions” to mean those satisfying the conditions envisaged in Annex 1 to the RPT Procedure available on the Website;
- (xi) definition of Pirelli’s remuneration policy;
- (xii) determination, in compliance with Pirelli’s internal policies and the applicable regulations, the remuneration of the managing directors and the directors with specific responsibilities and, where required, allocating the total remuneration authorised by the Shareholders’ Meeting among the members of the Board of Directors;
- (xiii) approval of the strategic, industrial and financial plans of Pirelli and the group;

- (xiv) adoption of corporate governance rules for Pirelli and defining guidelines for the corporate governance of the group;
- (xv) definition of guidelines for the internal control system, including the appointment of a Director responsible for overseeing the internal control system, determining the related powers and duties;
- (xvi) any other matter deemed to be responsibility of the Board of Directors of a listed company by the Corporate Governance Code, as amended from time to time.

It being understood that the approval of the transactions listed above is reserved solely to the Board of Directors not only if the threshold indicated for each matter has been reached, but also if the matters listed from (i) to (ix) – whether considered a single action or as a series of coordinated actions (carried out in the context of a common executive programme or a strategic project) – exceed the amounts indicated in the annual budget/business plan or (solely for the matters listed from (i) to (viii) above) if they were not included, listed or envisaged in the annual budget/business plan.

In addition, in accordance with the Bylaws, as amended following the Golden Power Decree, the Board of Directors is competent in connection with board resolutions relating to:

- (i) the Company's assets of strategic importance, as identified by the Decision<sup>7</sup>; and
- (ii) the appointment and revocation from office of Key Managers<sup>8</sup>.

The proposal relating to such matters is reserved to the Chief Executive Officer and any decision to the contrary can only be made with the vote of at least 4/5 of the Board of Directors (for more information in this respect, see section 4.5.2. of the Report).

Decisions relating to Significant Matters (as defined below) and in particular the approval and/or amendment of Pirelli's and the Group's budget and/or business plan are also reserved to the competence of the Board of Directors (and/or Shareholders' Meeting, as applicable), on the proposal of the Chief Executive Officer. With reference to the Significant Matters, any possible decision adopted by the Pirelli Board of Directors against the relative proposal submitted by the Chief Executive Officer must be motivated and, in any case, must consider the best interests of Pirelli.

As required by the Corporate Governance Code<sup>9</sup>, the Board of Directors gave a positive assessment of the adequacy of the organisational, administrative and accounting systems and structure of the Company and the Group, with particular reference to the system of internal control and risk management, also referring to the analytical work carried out by the Audit, Risks and Corporate Governance Committee.

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<sup>7</sup> Art. 3.3 of the Company Bylaws

<sup>8</sup> Art. 11.10 of the Company Bylaws.

<sup>9</sup> See Recommendation 33 (a).

The Board of Directors has also evaluated the general results of operations, taking into particular account the information received from delegated bodies and comparing periodically, at least every quarter, the results obtained with those planned.

The Board of Directors – also in light of the considerations set out in the Letter from the Chairman of the Borsa Italiana Corporate Governance Committee (see section 18 of the Report) – deemed the Company's current Bylaw provisions and practices to be adequate for effective governance of the Company and for achieving the Company's interests.

#### 4.5 EXECUTIVE DIRECTORS

The Executive Vice Chairman Marco Tronchetti Provera and the Chief Executive Officer Andrea Casaluci are classified as executive directors of the Company.

##### 4.5.1 EXECUTIVE VICE CHAIRMAN

Also in compliance with the provisions of the Golden Power DPCM, on 3 August 2023, the Board of Directors assigned the Executive Vice Chairman the following powers:

- legal representation of the Company;
- powers related to the general strategies of the Company (also referring to the Significant Matters, as defined below);
- supervisory power over implementation of the business plan, the annual budget, by the Chief Executive Officer of Pirelli, of the General Manager and Management;
- powers related to relations with shareholders, institutions and the media;
- the power to propose to the Pirelli Board of Directors revocation from the position of Chief Executive Officer designated and his/her replacement with a new CEO (or appointment of a new CEO if the previous CEO should cease to hold office for any reason);
- the power to appoint and revoke other senior figures in the organisation.

On the same date, in compliance with the provisions of the Golden Power DPCM, the Board of Directors also conferred upon the Executive Vice Chairman the exclusive delegation on the autonomous security organisational unit (the "**Security Organisation**") to manage all Pirelli's assets and businesses considered to be of strategic relevance to the protection of national interests, as better detailed in section 12.2 of the Report.

#### 4.5.2 CHIEF EXECUTIVE OFFICER

Also in compliance with the provisions of the Golden Power DPCM, on 3 August 2023 the following powers were assigned to the Chief Executive Officer Andrea Casaluci:

- a) legal representation of the Company;
- b) all the powers necessary to carry out deeds relating to all aspects of corporate activity, without any exceptions aside from those that the law or the Bylaws reserve to the Board of Directors; all with the power to grant special and general powers of attorney that give the representative the right to sign on behalf of the Company, either separately or together with others, and all other powers deemed appropriate by him in the best interests of the Company, including the right to sub-delegate;
- c) the power to propose to the Board of Directors, coordinating with the Executive Vice Chairman, adoption of the following resolutions (together, the “**Significant Matters**”):
  - (i) approval of the business plan and the annual budget of Pirelli and its Group, as well as all significant changes to those documents. The annual budget and business plan must (I) regard the operational and financial areas of Pirelli’s business, including, merely by way of example, the sources of finance and the decisions on the industrial initiatives underlying the annual budget and business plan; and (II) be complete and supported by suitable, appropriate annexes that explain the items of the annual budget and business plan;
  - (ii) to carry on monitoring the opportunities offered by the market to create value, in the interest of all Pirelli stakeholders;
  - (iii) any resolution concerning industrial partnerships or strategic joint ventures of Pirelli and/or any subsidiary, parent company or subject to the joint control of Pirelli, in any case following examination and discussion in the Pirelli Strategies Committee.
- d) together with the General Manager of Pirelli the power to (i) implement the business plan and the budget – under Executive Vice Chairman supervision – and (ii) the ordinary management of Pirelli and the Pirelli Group, except for the powers the matters reserved for the Pirelli Board of Directors;
- e) the power to appoint and revoke other senior figures in the organisation.

In accordance with Art. 11.10 of the Bylaws, the Chief Executive Officer also has the power to propose the appointment and revocation from office of Key Managers of Pirelli to the Board.

In accordance with Art. 3.3 of the Bylaws, the Chief Executive Officer also has the power to propose board resolutions relating to the Company’s assets of strategic importance, as identified by the Decision.



The Chief Executive Officer ordinarily and regularly reports on the activity carried out during board meetings.

#### **4.5.3 CHAIRMAN OF THE BOARD OF DIRECTORS**

In compliance with the Corporate Governance Code, the office of the Chairman of the Board of Directors does not qualify as 'executive' given the governance structure and powers granted to the Executive Vice Chairman and Chief Executive Officer. The Chairman of the Board of Directors is assigned the legal representation of the Company and the other powers envisaged by the Bylaws.

#### **4.5.4 OTHER EXECUTIVE DIRECTORS**

At the Report Date, there were no other executive directors apart from the Executive Vice Chairman and the Chief Executive Officer within the Company's Board of Directors.

At the Report Date, in addition to the Executive Vice Chairman and the Chief Executive Officer, Pirelli classifies as executive directors those directors who at the same time qualify as Key Managers of the Company with strategic responsibilities, if there should be such Directors, or Directors who also hold office as Chief Executive Officer or Executive Chairman of the principal subsidiaries of Pirelli. A list of the Company's Key Managers is available on the Website.

#### **4.6 INDEPENDENT DIRECTORS**

Since 2006<sup>10</sup>, Pirelli's Board of Directors has been characterised by a number of independent directors who usually make up the absolute majority of its members, with a more rigorous approach, not only than the law, but also than the new Corporate Governance Code (and previously the old Corporate Governance Code).

At the Report Date, nine of the fifteen members - and therefore 60% of the Board of Directors - satisfied the requirements to qualify as independent pursuant to the Corporate Governance Code and the TUF, namely: Paola Boromei, Domenico De Sole, Roberto Diacetti, Giovanni Lo Storto, Marisa Pappalardo, Fan Xiaohua, Grace Tang, Michele Carpinelli and Alberto Bradanini. Upon appointment and thereafter on at least an annual basis, the Board evaluates whether or not members meet and/or retain the requirements of independence specified in the Corporate Governance Code and the TUF for non-executive directors who qualify as independent, disclosing the outcome of the assessment through a press release and/or on the occasion of the annual publication of the Report. This check – which takes account not only of the information provided by the directors themselves but also further information that might be available to the Company, referring to the requirements set

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<sup>10</sup> With the exception of the period between the delisting of the Company (in late 2015) and its relisting (on 4 October 2017).

out in the TUF, as well as to those recommended in the Corporate Governance Code – was most recently carried out during the board meeting on 6 March 2024.

In making its assessments, the Board did not derogate from any of the independence criteria prescribed by the Corporate Governance Code.

At the same time as the assessments made by the Board of Directors on 1 March 2024, the Board of Statutory Auditors verified, in line with the recommendations of the Corporate Governance Code, the proper application of the assessment criteria and ascertainment procedures adopted by the Board of Directors to assess the continued validity of independence requirements for directors, disclosing to the market the results of the controls performed under the scope of the Report on the Corporate Governance and Share Ownership of Pirelli pertaining to the relevant financial year or its annual report to the Company's Shareholders' Meeting.

On 25 February 2021, in fact, the Board of Directors – upon the proposal of the Audit, Risks, Sustainability and Corporate Governance Committee<sup>11</sup> – approved the “Statement regarding independence” to pre-establish the qualitative and quantitative criteria to be used in assessing the independence of Directors and Statutory Auditors.

Said Statement, available on the Website: (i) establishes the qualitative and quantitative criteria used to assess the independence of directors for the purposes of the Corporate Governance Code and, in particular, the parameters of significance of any economic, professional or financial relationships pertaining to directors whose independence is being assessed; and (ii) explains in detail certain interpretative criteria relating to the other cases of independence referred to in the Corporate Governance Code, including the notion of “significant additional remuneration”.

In particular, the Company's Board of Directors has set the following thresholds of significance for the relationships under examination in respect of the independence requirements:

- with reference to the concept of “significant business, financial or professional relationship” as per letter c) of Recommendation no. 7 of the Corporate Governance Code, this includes advisory roles or any other role – with the exception of non-executive corporate offices held within the group, relevant for the significant additional remuneration according to the criteria indicated below – that has led, for the director or statutory auditor whose independence is being examined, or their close family members, to economic compensation in the calendar year greater than (i) 300 thousand euros in the case of relationships held with undertakings or organisations, over which the director, statutory auditor or close family member has control or is a relevant member, or of the professional firm or association or advisory company where such individuals are a partner, shareholder or associate, in the case of a relationship held with these undertakings, organisations, advisory companies or professional firms and associations; (ii) 100 thousand euros for relationships held directly with natural persons. In

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<sup>11</sup> The Audit, Risks, Sustainability and Corporate Governance Committee has, since 3 August 2023, operated as the “Audit, Risks and Corporate Governance Committee”.

the case of a partnership in a professional firm or consulting company, the possible impacts on the position and role of the person under examination should be assessed;

- with regard to the concept of “additional significant remuneration” referred to in Recommendation 7(d) of the Corporate Governance Code, this includes all remuneration paid for whatever reason during the calendar year, by the Company, by a (direct or indirect) subsidiary or parent company of the Company, that cumulatively exceeds the total amount of remuneration for the office or remuneration for participation in board committees paid to the director, and of remuneration for the office of member of the Board of Statutory Auditors, whose independence is being assessed.

At the Report Date, no consultancy relationships of any kind were ongoing with directors qualified as independent.

None of the directors qualified as independent at the date of their appointment had lost this status during their term of office.

Considering the above, the powers system, the share ownership structure and the provisions on this subject set out in the Corporate Governance Code, independent directors have not yet deemed it necessary to make a proposal to the Board of Directors to appoint a lead independent director.

The independent and non-executive directors contribute to the Board and committee discussions, bringing their specific skills, and, given their number, have a decisive weight in the decision-making process of the Board of Directors and the committees in which they take part.

Independent directors meet at least once a year in the absence of the other directors, in order to analyse issues of particular importance, such as the functioning of the Board of Directors or company management.

During the Financial Year, the independent directors met for the induction session arranged by the Company (referred to in section 4.3.3 above).

## 5. PROCESSING OF CORPORATE INFORMATION

Pirelli has adopted and consolidated over time a compendium of rules and procedures for the proper management of corporate information, in compliance with the regulations applicable to the various types of data and information.

With reference to the prevention of market abuses, the Board of Directors of Pirelli has adopted a procedure for defining the principles and rules for preventing such abuses by Pirelli, Group companies and their related parties (the “**Market Abuse Procedure**”).

In particular, the Market Abuse Procedure - available on the Website - governs: (a) the management of “significant information”, meaning information that may become “inside information” pursuant to

art. 7 of Regulation (EU) 596/2014 (“**Inside Information**”); (b) the management and communication to the public of Inside Information; (c) the creation, keeping and updating of the register of persons who, in view of their working or professional activities or the functions they perform, have access to Inside Information; (d) the obligations regarding transactions in the shares of the Company, credit instruments issued by the Company and the derivative or other financial instruments linked to them, by parties deemed to be senior decision-makers (“internal dealing”); (e) the operational procedures and scope of application of the prohibition imposed on the Company and the persons who perform administrative, control or management functions for the Company regarding the execution of transactions in Pirelli shares, credit instruments issued by Pirelli and the derivative or other financial instruments linked to them during predetermined periods (“black out periods”); (f) any market soundings carried out or received in compliance with art. 11 of Regulation (EU) 596/2014 and the related enabling regulations.

The Market Abuse Procedure also defines rules for transactions carried out by “*Significant Parties*” or by “*Persons Closely Related to Significant Parties*” in financial instruments issued by the Company, with an annual amount of at least 20,000 euros, in compliance with the applicable current regulations. In this regard, a black-out period of 30 calendar days is imposed prior to the announcement by the Company of the data contained in the annual financial report, the half-yearly financial report and the other periodic financial reports whose publication is mandatory in accordance with legislation in force at the time,<sup>12</sup> during which the relevant persons referred to in the procedure are expressly forbidden from carrying out transactions on such financial instruments.

## 6. BOARD COMMITTEES

The role of the board committees is to offer support to the Board in relation to matters deemed worthy of further investigation, in order to ensure that there is an effective and informed exchange of opinions about them.

Also taking into account the recommendations and principles contained in the Corporate Governance Code, in its meeting held on 3 August 2023, the Company’s Board of Directors confirmed the establishing of the following board Committees: Strategies Committee, Related-Party Transactions Committee, Appointments and Succession Committee, Remuneration Committee, Audit, Risks and Corporate Governance Committee and established the new Sustainability Committee.

The evolution of the composition of committees during the year is detailed in Table 3. When choosing the Committee members, the Board of Directors considered as a priority the skills and experience acquired by each director in the subjects under discussion, distributing the appointments in order to

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<sup>12</sup> Annually - as a rule by the end of the year - the Company publishes the calendar of principal corporate events for the next financial year and promptly updates this calendar in the event of subsequent amendments.

avoid an excessive concentration of appointments being held by a limited number of people and to encourage the exchange of multiple viewpoints and perspectives.

## **6.1 FUNCTIONING OF COMMITTEES**

The board Committees are appointed by the Board of Directors (which also indicates the relevant Chairman) and remain in office for the entire mandate of the Board, meeting whenever deemed appropriate by the Committee Chairman, or when requested by at least one member, by the Chairman of the Board of Directors or, if appointed, the Vice Chairman, the Chief Executive Officer and, in any case, with the frequency necessary in order to properly carry out their functions.

The Secretary of each Committee is the Secretary of the Board.

The meetings of the Committees shall be convened by notice sent to the participants by its Chairman or by the Secretary of the Committee by the relevant Chairman.

The documentation and information available is sent out to all members of the relevant Committee in multiple languages, taking into account the members' nationalities and sufficiently ahead of time to allow them to attend in an informed manner and express opinions in the meeting (as a rule 10 days in advance).

For each Committee meeting participants shall have access to a simultaneous translation of the interventions in the languages commonly used by the members of the Committees.

Committee meetings are quorate when attended by the majority of appointed members and resolutions are adopted by the majority of those present. With regard to meetings of the Appointments and Succession Committee, in the event of a tie, the vote of the Executive Vice Chairman prevails (i.e. the "casting vote").

Committee meetings may be held by conference call; their minutes are taken by the Committee Secretary and recorded in the related minute book.

Committees - which may make use of external advisers in carrying out their functions - are granted adequate financial resources to perform their tasks with spending autonomy. The Related-Party Transactions Committee is entitled to obtain assistance, at the expense of the Company, from one or more independent experts selected by the Committee.

Committees are entitled to access relevant business information and company departments in the performance of their tasks, with support from the Secretary of the Board for this purpose.

The entire Board of Statutory Auditors is entitled to participate in the activities of the Audit, Risks and Corporate Governance Committee, Remuneration Committee and RPT Committee.

One member of the Board of Statutory Auditors is invited to attend the meetings of the Appointments and Succession Committee, the Sustainability Committee and the Strategies Committee (usually the Chairman).

Further information about the number of meetings held by each Committee during the Year and about the attendance of each member at those meetings can be found in [Table 3](#) annexed to the Report.

## 6.2 STRATEGIES COMMITTEE

STRATEGIES COMMITTEE  
Chairperson of the committee: Marco Tronchetti Provera

	NAME AND SURNAME	OFFICE
	Jiao Jian	Chairman of the Board of Directors
	Marco Tronchetti Provera	Executive Vice Chairman
	Andrea Casaluci	Chief Executive Officer
	Chen Qian	Director
	Zhang Haitao	Director
	Domenico De Sole	Independent Director
	Roberto Diacetti	Independent Director
	Alberto Bradanini	Independent Director

At the Report Date, the Strategies Committee is made up of 8 directors (including 3 independent directors), namely: Marco Tronchetti Provera (Chairman of the Committee), Jiao Jian, Andrea Casaluci, Chen Qian, Zhang Haitao, Domenico De Sole, Roberto Diacetti and Alberto Bradanini.

The Committee supports the Board of Directors in examining the “Significant Matters” (for more information in this regard, see section 4.5.2.) and, in particular, in examining:




- business plan and annual budget;
- industrial partnerships and strategic JVs of Pirelli and/or any of its subsidiaries.

It is required that the Strategies Committee be the recipient of a specific and continuous flow of information from the Chief Executive Officer, assisted by the Secretary of the Board for such purposes.

### 6.3 RELATED-PARTY TRANSACTIONS COMMITTEE

#### RPT COMMITTEE

Chairperson of the committee: Marisa Pappalardo

	NAME AND SURNAME	OFFICE
	Marisa Pappalardo	Independent Director
	Michele Carpinelli	Independent Director
	Giovanni Lo Storto	Independent Director

At the Report Date, the Related-Party Transactions Committee is made up of 3 independent directors, namely: Marisa Pappalardo (Chairman of the Committee), Michele Carpinelli and Giovanni Lo Storto.

The Related-Party Transactions Committee advises and makes recommendations to the Board of Directors on related-party transactions in accordance with Consob regulations and the RPT Procedure (refer to section 10).





The committee members’ enhanced awareness of the Company and corporate and Group dynamics is also fostered by the systematic attendance of management at the meetings of the Related-Party Transactions Committee.

During the year, it was noted that management attended the Related-Party Transactions Committee meetings in order to provide adequate information support for the adoption of the relevant resolutions.

## 6.4 SUSTAINABILITY COMMITTEE

### SUSTAINABILITY COMMITTEE

Chairperson of the committee: Marco Tronchetti Provera

	NAME AND SURNAME	OFFICE
	Jiao Jian	Chairman of the Board of Directors
	Marco Tronchetti Provera	Executive Vice Chairman
	Andrea Casaluci	Chief Executive Officer
	Giovanni Lo Storto	Independent Director

At the Report Date, the Sustainability Committee is made up of 4 directors (including 1 independent director), namely: Marco Tronchetti Provera (Chairman of the Committee), Jiao Jian, Andrea Casaluci and Giovanni Lo Storto.





The Sustainability Committee supports the Board of Directors in the analysis of sustainability issues related to business operations, corporate social responsibility and the analysis of issues relevant to the creation of long-term value.



## 7. APPOINTMENTS AND SUCCESSION COMMITTEE

### APPOINTMENTS AND SUCCESSIONS COMMITTEE

Chairperson of the committee: Marco Tronchetti Provera

	NAME AND SURNAME	OFFICE
	Marco Tronchetti Provera	Executive Vice Chairman
	Zhang Haitao	Director
	Chen Aihua	Director
	Domenico De Sole	Independent Director

At the Report Date, the Appointments and Succession Committee is made up of 4 members (including 1 independent director), namely: Marco Tronchetti Provera (Chairman of the Committee), Zhang Haitao, Domenico De Sole and Chen Aihua. Taking into account the fact that the Committee in question deals not only with aspects relating to appointments but also the succession of company senior management, by way of derogation from the Corporate Governance Code, a majority of non-executive directors (even if not independent) has been appointed as members of such committee.

The Appointments and Succession Committee supports the Board of Directors on appointments and succession matters, and in particular:

- assists the Board of Directors in identifying candidates for the office of director in the event of co-optation;
- provides the Board of Directors with opinions on the adoption and/or amendment by the Board of its orientation towards the number of appointments considered compatible with the effective performance of the role of director.

It should be noted that the oversight of the self-assessment process of the administrative body and control body has been assigned to the Audit, Risks and Corporate Governance Committee, while the Appointments and Succession Committee's duties do not include assisting the outgoing Board of Directors in the possible presentation of its own slate, since this is not envisaged by the Bylaws.

## 7.1 SUCCESSION PLANS

The succession plan for Pirelli's Chief Executive Officer envisaged by the Shareholders' Agreement was carried out and achieved with the appointment to the position of Chief Executive Officer by the Board of Directors on 3 August 2023 of Andrea Casaluci (the "**Succession Plan**").

Considering the Company's governance structures and the provisions of the Shareholders' Agreement Renewal, as well as the provisions of the Golden Power DPCM, it is noted that the Chief Executive Officer is designated by the shareholder Camfin.

The Executive Vice Chairman also has the power to propose to the Pirelli Board of Directors the revocation of the designated Chief Executive Officer and his/her replacement with a new CEO (or appointment of a new CEO if the previous CEO should cease to hold office for any reason).






As Executive Vice Chairman, Marco Tronchetti Provera maintains a key role in directing top management and guaranteeing continuity in Pirelli's business culture.

In order to assure complete information, note that the Company has adopted a contingency plan and a method by which to identify successors to Key Managers and senior management positions.

## 8. REMUNERATION COMMITTEE AND DIRECTORS' REMUNERATION

### REMUNERATION COMMITTEE

Chairperson of the committee: Grace Tang

	NAME AND SURNAME	OFFICE
	Grace Tang	Independent Director
	Chen Aihua	Director
	Paola Boromei	Independent Director
	Alberto Bradanini	Independent Director
	Michele Carpinelli	Independent Director

Information about the 2024 remuneration policy and remuneration paid in 2023, and about the duties performed by the Remuneration Committee, can be found in the Remuneration Report drawn up pursuant to art. 123-ter of the TUF, which is made available to the public as envisaged by current

laws and regulations, including by publication on the Website. It should be noted that said document also includes the information required by Article 123-bis, paragraph 1, letter i) of the TUF.

The committee members' enhanced awareness of the Company and corporate and Group dynamics is also fostered by the systematic attendance of management at the meetings of the Remuneration Committee.

Management - and in particular the EVP & Chief Human Resources Officer, the Head of Compensation & Benefits and the Head of International Mobility and HR Administration - regularly and diligently attended the meetings of the Committee during the Financial Year, thereby contributing to periodic and up-to-date reporting to the Committee.

## **9. SYSTEM OF INTERNAL CONTROL AND RISK MANAGEMENTI - AUDIT, RISKS AND CORPORATE GOVERNANCE COMMITTEE**

In compliance with Recommendation 32 of the Corporate Governance Code, the Company has implemented an internal control and risk management system that envisages the involvement of multiple players with different roles and duties, who act in a coordinated, complementary manner in order to guarantee the adequacy and efficiency of the system.

The Company's internal control and risk management system is designed to contribute to the operation of a healthy and proper business, consistent with the objectives established by the Board of Directors, by identifying, managing and monitoring the principal risks faced by the Company. The internal control and risk management system allows the principal risks, and the reliability, accuracy, trustworthiness and timeliness of financial reporting to be identified, measured, managed and monitored.

Responsibility for the adoption of an adequate internal control and risk management system lies with the Board of Directors which, with the support of the Audit, Risks and Corporate Governance Committee, carries out the tasks assigned to it in the Corporate Governance Code. In particular, after consulting with the Audit, Risks and Corporate Governance Committee, the Board of Directors:

- (i) analyses and approves the compliance and audit plans scheduled for the following financial year;
- (ii) supervises the risk management process to ensure that the risks assumed in the course of business are in line with the Company's strategies; to this end, it establishes a risk appetite and sets guidelines for managing risks that may jeopardise the achievement of the Company's objectives, assessing their adequacy at least once a year;
- (iii) takes note of the risk analysis carried out by the Company's offices on a quarterly basis and of the risk assessment at least on the launch of the annual business plans and budgets;
- (iv) takes note of the progress of the tax risk monitoring and mitigation activities, as well as (at least annually) the tax operating plan and (every three years) the strategic tax plan.

The implementation of the strategies and guidelines adopted by the Board of Directors is then ensured by a pyramid structure of the departments involved in drafting the plans and activities mentioned above, thanks to constant interaction between the Board itself and the Company's top management which directs its work.

Pirelli's internal control system has been developed in a bid to pursue the values of substantive and procedural fairness, transparency and accountability, assuring: (i) efficiency, transparency and traceability of the transactions and, more in general, the management related activities, (ii) the dependability of the accounting and management data and the financial information, (iii) compliance with the laws and regulations and (iv) protecting the Company's integrity, also for the purpose of preventing fraud to the detriment of the Company and the financial markets.

A more complete description of Pirelli's internal control system can be found in the Directors' report on operations at 31 December 2023, within the 2023 annual financial report. Additionally, in this regard, the Board of Statutory Auditors of Pirelli has issued a statement on the administration and accounting systems adopted by the significant subsidiaries of Pirelli to ensure that the information on the company's assets, business and finances required for the preparation of the consolidated financial statements is regularly received by the Pirelli's senior management and external auditor.

## **9.1 DUTIES OF THE CHIEF EXECUTIVE OFFICER IN RELATION TO THE ESTABLISHMENT AND MAINTENANCE OF THE INTERNAL CONTROL SYSTEM**

In its meeting of 3 August 2023, the Board of Directors appointed, in continuity with the previous mandate, the Chief Executive Officer as the person in charge of setting up and maintaining the internal control and risk management system.

The Chief Executive Officer is tasked with supervising the functioning of the system of internal control and risk management and implementing the related guidelines formulated by the Board of Directors, with support from the Audit, Risk and Corporate Governance Committee, ensuring that all actions necessary for the implementation of the system are taken. In particular, in line with the recommendations of the Corporate Governance Code, the Chief Executive Officer:






- ensures that the principal business risks are identified, taking account of the characteristics of the activities carried out by the Company and its subsidiaries, and submits them periodically to the Board of Directors for review;
- authorises execution of the guidelines formulated by the Board of Directors, supervising the design, implementation and management of the internal control and risk management system and constantly monitoring its adequacy and effectiveness;
- ensures that this system is adapted to any changes in operating conditions and the legislative and regulatory framework;

- may ask the internal audit function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions, while simultaneously notifying the Chairman of the Board of Directors, the Executive Vice Chairman, the Chairman of the Audit, Risks and Corporate Governance Committee and the Chairman of the Board of Statutory Auditors; and
- reports promptly to the Audit, Risks and Corporate Governance Committee on issues and critical situations identified during his work or otherwise brought to his attention, so that the Audit, Risks and Corporate Governance Committee can take appropriate action.

## 9.2 AUDIT, RISKS AND CORPORATE GOVERNANCE COMMITTEE

ARCGC

Chairperson of the committee: Fan Xiaohua

	NAME AND SURNAME	OFFICE
	Fan Xiaohua	Independent Director
	Chen Aihua	Director
	Roberto Diacetti	Independent Director
	Giovanni Lo Storto	Independent Director
	Michele Carpinelli	Independent Director

At the Report Date, the Audit, Risks and Corporate Governance Committee was made up of 5 directors (four of whom are independent) and namely: Fan Xiaohua (Chairman of the Committee), Chen Aihua, Roberto Diacetti, Giovanni Lo Storto and Michele Carpinelli. Directors Carpinelli, Diacetti, Lo Storto and Chen have adequate experience in accounting and finance or in risk management.

The Audit, Risks and Corporate Governance Committee, which incorporates the functions of the “control and risks committee” as per the Corporate Governance Code, helps the Board of Directors to assess and make decisions relating to the internal control and risk management system, as well as the approval of periodic financial and non-financial reports.

In particular, the Audit, Risk and Corporate Governance Committee:

- assists the Board of Directors with:
  - a) defining guidelines for the internal control and risk management system, in keeping with the Company's strategies;
  - b) evaluating, at least once a year, the adequacy of the internal control and risk management system with respect to the characteristics of the business and the risk profile assumed, as well as its effectiveness;
  - c) appointing and removing the head of the Internal Audit department, defining the remuneration of this figure in line with the company's policies, ensuring that the same has adequate resources to perform its duties;
  - d) approving, at least once a year, the work plan prepared by the head of the Internal Audit department, having consulted the supervisory body and the Chief Executive Officer, and by the head of the Compliance department;
  - e) assessing the adoption of measures aimed to ensure the effectiveness and impartiality of judgement of the other company departments involved in the controls, checking that they have adequate professionalism and resources;
  - f) assessing, having consulted the Board of Statutory Auditors, the results presented by the external auditor in any letter of recommendations and in the additional report addressed to the Board of Statutory Auditors;
  - g) describing, in the report on corporate governance, the main characteristics of the internal control and risk management system and the methods used to coordinate the various parties involved in said system, indicating the models and best national and international practices of reference, expressing its opinion on the overall adequacy of the same;
- having consulted the manager responsible for the preparation of the corporate financial documents as well as the firm appointed to undertake the external audit of the accounts and the Board of Statutory Auditors, it assesses the proper and consistent application of the accounting standards within the Group when preparing the consolidated financial statements;
- assesses the suitability of the periodic, financial and non-financial information, correctly representing the business model, the Company's strategies, the impact of its activities and the performances achieved in coordination with the Strategies Committee;
- examines the content of the periodic non-financial information relevant for the internal control and risk management system;

- expresses opinions on specific aspects concerning identification of the main company risks and supporting the assessments and decisions of the Board of Directors on the management of risks deriving from adverse facts that have come to the attention of the Committee;
- examines the periodic reports prepared by the Internal Audit manager and the manager of the Compliance function;
- monitors the autonomy, adequacy, effectiveness and efficiency of the Internal Audit function;
- requesting that the Internal Audit department, if deemed appropriate, perform checks in specific operational areas, notifying the Chairman of the Board of Statutory Auditors at the same time;
- reporting to the Board of Directors on the work performed and on the adequacy of the internal control and risk management system, at least at the time of approving the financial statements and the half-year report;
- monitoring compliance with and the periodic update of corporate governance rules, as well as compliance with any codes of conduct adopted by the Company and its subsidiaries; in particular, it is responsible for proposing the procedures and timeframes for the Board of Directors' annual self-assessment;
- defines the optimum composition of the Board of Directors and its Committees, providing opinions for the Board of Directors on the size and composition of the Board, and makes recommendations about the professional roles whose presence on the Board of Directors is deemed appropriate.

The Committee members' enhanced awareness of the Company and corporate and Group dynamics is also fostered by the systematic attendance of Company's management at the Audit, Risks and Corporate Governance Committee's meetings.

During the Financial Year, in fact, it was noted that the management – and, in particular, the Head of Compliance & Rules, the Manager responsible for the preparation of the corporate financial documents, the Head of Financial Statements and Administration, the Head of Sustainability and Future Mobility, the Head of Sustainability and Equal Opportunities, the Head of Internal Audit, the Executive Vice President Sustainability New Mobility and Motorsport, the Head of Information Security, the Head of Finance, M&A and Risk Management and the Risk Manager – assiduously attended the meetings of the Audit, Risks and Corporate Governance Committee, helping ensure that the Committee was regularly kept up-to-date and informed.

### **9.3 INTERNAL AUDIT DEPARTMENT**

The Company has an Internal Audit Department, which has been assigned functions that are essentially in line with those provided for by the Corporate Governance Code.

More specifically, the Internal Audit Department is tasked with assessing the adequacy and functioning of the audit, risk management and corporate governance processes, by providing independent and objective assurance and advice.

The Internal Audit Department also:

- audits, both on a continuous basis and in relation to specific needs and in accordance with international standards, the effective operation and suitability of the internal control and risk management system – suggesting any corrective actions required – by implementing an audit plan approved by the Board of Directors, based on a structured process of analysis and priorities of the principal risks;
- carries out audits, also at the request of the Audit, Risks and Corporate Governance Committee, the Board of Statutory Auditors and the Chief Executive Officer, of specific operating areas and compliance with the internal procedures and rules in the execution of business operations;
- prepares periodic reports on its assessment of the suitability of the internal control and risk management system. These reports are sent, at least once every quarter, to the Board of Statutory Auditors, the Audit, Risks and Corporate Governance Committee, and the Director responsible for the internal control system, and, at least every six months, to the Board of Directors;
- receives and analyses reports obtained in accordance with the whistle-blowing procedures established by the Group and regarding any cases of corruption/violation of the principles of internal control and/or the precepts of the Code of Ethics, equal opportunities, corporate rules and regulations, or any other actions or omissions that, directly or indirectly, might result in economic or financial losses for or damage to the reputation of the Group and/or its subsidiaries;
- provides adequate support to the Supervisory Bodies of the Group companies established pursuant to art. 6 of Decree 231/2001;
- provides advice and support to the relevant Company departments – without exercising any decision-making or authorisation responsibilities – regarding inter alia: (i) the reliability of the systems safeguarding the Company's assets; (ii) the adequacy of the accounting, control and reporting procedures for administrative operations.

As mentioned in section 9.2 of the Report, it should be noted that the Audit, Risks and Corporate Governance Committee expresses an opinion on proposals concerning the appointment, revocation, assignment of duties and determination of the remuneration, consistent with Company policies, of the head of the Internal Audit Department, as well as on the adequacy of the resources allocated to the department in order to carry out the assigned functions.

The Head of the Internal Audit Department reports hierarchically to the Executive Vice President of Corporate Affairs, Compliance, Internal Audit, Corporate Security and Company Secretary and



functionally to the Audit, Risks and Corporate Governance Committee and the Board of Statutory Auditors.

#### **9.4 COMPLIANCE DEPARTMENT**

Operating within the Corporate Affairs, Compliance, Internal Audit, Corporate Security and Company Secretary Department, the Pirelli Compliance Department works with the Legal departments and other competent company departments to ensure that the company's internal regulations, processes and activities are constantly aligned with the applicable regulatory framework, playing an active role in identifying any non-compliance risks that might give rise to judicial or administrative penalties, resulting in reputational damage. For more details on the work carried out by the Compliance Department during the financial year 2023, see the section of the NFD Report titled "231 Compliance, Anti-Corruption, Sanctions, Privacy and Antitrust Projects".

#### **9.5 SYSTEM OF RISK MANAGEMENT AND CONTROL OVER FINANCIAL INFORMATION**

Pirelli has implemented a specific and structured risk management and internal control system supported by a dedicated IT application, in relation to the process to prepare the consolidated half-yearly and annual financial reports. In particular, the financial reporting process is carried out by applying appropriate administrative and accounting procedures created in accordance with the criteria established by the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The administrative/accounting procedures adopted for the preparation of financial statements and all other financial disclosures are created under the responsibility of the Manager in Charge (as defined in section 9.10 below), who – with support from the Compliance Department – periodically (and in any case, when the separate/consolidated financial statements are drawn up) checks their adequacy and proper application.

In order to allow certification by the Manager in charge, the companies and the significant processes that feed into and generate information of an economic and financial nature have been mapped. These maps are updated on an annual basis taking account of quantitative and qualitative criteria. Quantitative criteria consist in identifying those Group companies which, in relation to the selected processes, represent an aggregate value above a certain materiality threshold. Qualitative criteria, on the other hand, involve reviewing those processes and companies that, according to the Manager in charge's final assessment, may present potential areas of risk despite not falling within the quantitative parameters described above.

Risks/control objectives have been identified for each selected process involved in the preparation of the financial statements and related disclosures, as well as with regard to the effectiveness/efficiency of the internal control system in general.

Detailed verification work has been planned, and specific responsibilities have been defined for each control objective.

A half-yearly system for supervising the verification work undertaken has been implemented through a chain-of-certifications mechanism, which is traced all the way back to the Chief Executive Officers of each Group company within the scope of control; any problems emerging during the assessment process are subject to action plans whose implementation is monitored within the following half year.

Moreover, the Chief Executive Officers and Chief Financial Officers of subsidiaries issue half-yearly statements attesting the reliability and accuracy of the data submitted for the preparation of the Group's consolidated financial statements.

Shortly before the Board meetings held to approve the consolidated data as of 30 June and 31 December, the results of the verification work are shared with the Group's Manager in charge.

Finally, the Internal Audit Department periodically verifies the adequacy of the design and the effective operation of the controls carried out on samples of companies and processes, selected applying materiality criteria.

## 9.6 TAX RISK CONTROL SYSTEM

The Group's management of and approach to the tax risk are defined and indicated in the principles and values of its Global Tax Policy, the document approved by the Board of Directors and made public on the Company's website. The Board of Directors is periodically informed, through the Audit, Risks and Corporate Governance Committee, about the progress of the monitoring, management and mitigation of the tax risks identified as part of the business activities carried out by the Group.

Since 2017, the Company has adopted a Tax Control Framework ("**TCF**") in line with international best practice and in compliance with the Principles dictated by the OECD, i.e. a system for the detection, management, mitigation and control of tax risks based on rules, principles and processes, which reaffirms the Group's commitment to strict compliance with tax regulations.

The soundness of the Company's TCF has been endorsed by the Italian Revenue Agency and certified with the Company being admitted (as of 2017) to the "**Cooperative Compliance**" Scheme – the new course in the relationship between tax authorities and taxpayers, a rewarding scheme to which only a few large Italian industrial and banking groups have been admitted.

The results of the risk management, control and mitigation activities, and the progress of dialogue with the Italian tax authorities are periodically reported through the Tax Risk Officer – a position provided for under the Collaborative Compliance scheme, who is responsible for implementing and overseeing the TCF for the purpose of controlling and mitigating tax risks – and the Tax Affairs

Department to the Audit, Risks and Corporate Governance Committee which, in turn, reports to the Board of Directors.

### **9.7 DIRECTOR RESPONSIBLE FOR SUSTAINABILITY ISSUES**

On 3 August 2023, in continuity with the previous mandate, the Board of Directors identified the Chief Executive Officer as being the Director in charge of sustainability topics.

In that role, he will be responsible for supervising sustainability issues associated with the conduct of the activities of the company, and its dynamics of interaction with all the stakeholders, and for implementing the guidelines defined by the Board of Directors. For more details on the Group's sustainability governance, see the NFD Report.

### **9.8 MODEL 231 AND CODE OF ETHICS**

The Company has adopted the organisation and management model envisaged by Decree 231 of 8 June 2001, as subsequently amended from time to time (the “**Model 231**”), in order to create a system of rules designed to prevent unlawful conduct that might be significant for the purposes of applying the above regulations and, as a consequence, has established a supervisory body (the “**Supervisory Body**”).

Model 231 – periodically updated by the Company in light of legislative developments – is made up of: (a) a general part covering topics relating, inter alia, to the applicability and application of Decree 231/2001, the composition and functioning of the Supervisory Body, and the system of penalties applicable in the event of breaches of the standards of conduct specified in Model 231, and (b) a special part containing the general principles of conduct and the control protocols for each type of identified offence deemed significant for the Company.

The Supervisory Body in office, appointed by the Board of Directors on 3 August 2023, in continuity with the previous body, consists of 3 members, specifically: Carlo Secchi (Chairman), Antonella Carù (Standing Auditor) and Alberto Bastanzio (by virtue of the office held as Executive Vice President Corporate Affairs, Compliance, Internal Audit, Corporate Security and Company Secretary). The Supervisory Body satisfies the autonomy, independence, professionalism and continuity of action requirements specified by law for that body.

The Supervisory Body will remain in office until expiry of the mandate of the Board of Directors and, therefore, until Shareholders' Meeting approval of Pirelli's annual financial statements at 31 December 2025.

Pirelli has adopted a Code of Ethics that sets out principles for the required conduct of directors, statutory auditors, managers and employees of the Group and, in general, all those working in Italy and abroad on behalf or for the benefit of the Group, or engaging in business relations with the

Group, each in the context of their own functions and responsibilities. This includes any conduct with reference to the sustainability issues as described in more detail in the NFD Report.

An extract of Model 231 and the Code of Ethics are available on the Website.

## 9.9 AUDITING FIRM

The firm engaged to perform the external audit of the Company accounts is PricewaterhouseCoopers S.p.A. (the “**Auditing Firm**”), with registered and administrative offices at Piazza Tre Torri 2, Milan, recorded on the Register of Auditors established pursuant to arts. 6 et seq. of Legislative Decree no. 39 of 27 January 2010 (“**Legislative Decree No. 39/2010**”).

Pirelli’s Ordinary Shareholders’ Meeting held on 1 August 2017 confirmed the firm’s appointment to perform the external audit of the accounts (originally made for three financial years on 27 April 2017), establishing that, with effect from the admission of Pirelli shares to trading on the MTA (now Euronext Milan), which occurred on 4 October 2017, such appointment would entail: (i) the external audit of the accounts (including verification that the accounting records are properly kept and that the results of operations are properly reflected in the accounting entries) pursuant to articles 13 and 17 of Legislative Decree 39/2010 for the financial years 2017-2025, in relation to the separate financial statements of the Company, the consolidated financial statements of the Group and the additional related activities; and (ii) the limited examination of the condensed half-year consolidated financial statements of Pirelli for the six-month periods ending on 30 June 2018-2025<sup>13</sup>.

In addition to carrying out the statutory audit, the Auditing Firm is also responsible for the limited audit of the sustainability performance data reported in the NFD Report in accordance with the criteria set out in ISAE 3000 Revised<sup>14</sup>.

For the sake of completeness, it should be noted that the Company has adopted Internal Operating Rules to assign tasks to the Auditing Firm<sup>15</sup> which concerns – among other things – the procedures

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<sup>13</sup> With the approval of the financial statements relative to the financial year 2025, the statutory auditing appointment conferred upon PricewaterhouseCoopers S.p.A. for the nine years 2017-2025 will reach its expiry; in order to guarantee a liaison period between the current and future statutory auditor, more appropriate to the dimensions and complexity of the Group, also taking into account the cooling-in period envisaged by European Regulation No. 537/2014, in compliance with national best practices, the Board of Statutory Auditors has shared the proposal prepared by the competent corporate departments to launch - two years ahead - the selection procedure for the conferral of the statutory auditing appointment for the nine years 2026-2034. Upon conclusion of the assessment process, during the meeting held on 29 February 2024, the Board of Statutory Auditors formulated for the Shareholders’ Meeting in accordance with Art. 16 of European Regulation no. 537/2014 and Art. 13 of Italian Legislative Decree No. 39 of 27 January 2010, the proposal for the conferral of the statutory auditing appointment for the nine years 2026-2034 either to EY S.p.A. or KPMG S.p.A., informing the Shareholders’ Meeting to be called for 28 May 2024 of its grounded preference for the offer made by EY S.p.A., which was the offer with the highest technical score and the best in economic terms.

<sup>14</sup> International Standard on Assurance Engagements 3000 - Assurance Engagements other than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board. For further information, please refer to the Auditors’ Report at the end of the Annual Report for Financial Year 2023.

<sup>15</sup> Operating Rules “Engagement of Auditing Firms” adopted pursuant to Directive 2006/43/EC, as amended by Directive 2014/56/EU, and Regulation 537/2014. Directive No. 2014/56 was transposed by Legislative Decree No. 135/2016, which amended Legislative Decree No. 39/2010.

for assigning tasks other than the statutory audit to PricewaterhouseCoopers S.p.A. and members of its network (“**Other Engagements**”; i.e. other audit services, audit-related services and non-audit services). The Operating Rules establish a detailed procedure that requires prior approval of the Board of Statutory Auditors for the assignment of Other Engagements. In compliance with the provisions of Article 17 of Legislative Decree No. 39/2010 on the independence of the Auditing Firm, the Company also has a procedure in place to ensure compliance with the thresholds set out in art. 4, paragraph 2 of Regulation 537/2014<sup>16</sup>. In that regard, during the meetings of the Board of Statutory Auditors regarding the approval of Other Engagements, specific documentation is provided to certify compliance with said thresholds. The details of the fees paid to the Auditing Firm are reported in the explanatory notes on the Pirelli financial statements.

#### **9.10 MANAGER RESPONSIBLE FOR THE PREPARATION OF THE CORPORATE FINANCIAL DOCUMENTS**

In its meeting of 3 August 2023, with the favourable opinion of the Board of Statutory Auditors, the Board of Directors confirmed Fabio Bocchio, who is responsible for the Administration, Budget and Control departments, as the Manager responsible for the preparation of the corporate financial documents pursuant to art. 154-*bis* of the TUF (“**Manager in Charge**”). The appointment of the Manager in Charge has the same term as the mandate of the Board of Directors, which also verified that the Manager in charge met the requirements of professionalism and integrity that are necessary for the assignment.

The Board of Directors ensures that the Manager in Charge avails of the proper means and powers to exercise the duties conferred, and ensures effective compliance with administrative and accounting procedures. The Manager in charge puts suitable administrative and accounting procedures in place for the preparation of the separate and consolidated financial statements, as well as of all other financial communications.

The Company deeds and communications made public to the market that contain accounting information, including interim data, must be accompanied by a written declaration from the Manager in charge confirming that it corresponds to the supporting documentation, records and accounting entries.

It is specified that under the appointment held, in accordance with the Bylaws, the Manager in Charge is classified as a Key Manager.

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<sup>16</sup> “Where the statutory auditor or auditing firm supplies the entity being audited, its parent company or companies it controls – for a period of three or more consecutive financial years – with non-audit services other than those referred to in art. 5, paragraph 1 herein, the total fees for said services shall be limited to 70% of the average fees paid during the preceding three consecutive financial years for the statutory audit of the entity being audited and, where applicable, its parent company, controlled companies and the consolidated financial statements of said group of companies. For the purposes of the limitations set out in the first paragraph, non-audit services other than those referred to in art. 5, paragraph 1 required by EU or Italian law shall be precluded”.

### **9.11 COORDINATION BETWEEN THE PARTIES INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

As part of the internal control and risk management system, the Company provides for and promotes close coordination between the parties involved in the system, scheduling meetings at least once every six months for the Audit, Risks and Corporate Governance Committee, during which Committee members are able to interact directly with the managers of the departments involved (Compliance, Internal Audit, Risk Management and Information Security). The results of the Committee meetings are reported directly to the meetings of the Board of Directors on a regular basis.

In order to ensure coordination between the Company's control systems, the meetings of the Audit, Risks and Corporate Governance Committee are held periodically jointly with the Supervisory Board and the Board of Statutory Auditors.

For further information, please refer to the dedicated section in the directors' report on operations at 31 December 2023, within the 2023 annual financial report.

## **10. INTERESTS OF THE DIRECTORS AND RELATED-PARTY TRANSACTIONS**

In compliance with the provisions of art. 2391-*bis* of the Italian Civil Code and the Related-Party Regulations, on 15 June 2021 the Board of Directors – following the unanimous favourable opinion expressed by the Related-Party Transactions Committee – passed a resolution to adopt, with effect from 1 July 2021, the procedure for related-party transactions (the “**RPT Procedure**”), subsequently updated - on 17 March 2022 by the Board of Directors, only to take into consideration the changes to the Company's organisational structure.

The RPT Procedure, as most recently confirmed by the Board of Directors on 3 August 2023, is available for consultation on the Website.

The RPT Procedure establishes rules for the approval and execution of the related-party transactions arranged directly by Pirelli or by its subsidiaries.

Periodically and at least every three years, the Board of Directors - having received the opinion of the Related-Party Transactions Committee - considers the need to revise the RPT Procedure.

A special section of the financial statements shows the principal transactions with related parties undertaken by the Company.

Every six months, a report on the application of the RPT Procedure, drawn up by the Compliance Department, is submitted to the Related-Party Transactions Committee and subsequently the Board of Directors. The analyses carried out to date have shown, also for financial year 2023, due compliance with and the correct application of the aforementioned procedure in all cases falling within its scope of application.

For more information on the Related-Party Transactions Committee, see section 6.3 of the Report.

By virtue of the existing measures under the provisions of art. 2391 of the Italian Civil Code and the RPT Procedure, the Board of Directors did not hold it to be necessary to adopt any additional operative solutions to identify and suitably manage situations in which a Director has an interest on his/her own behalf or that of third parties.

## **11. BOARD OF STATUTORY AUDITORS**

### **11.1 APPOINTMENT, REPLACEMENT AND DURATION IN OFFICE**

At the Report Date, the Board of Statutory Auditors is composed of five standing auditors and three alternate auditors who all satisfy current legislative and regulatory requirements; in this regard the activities indicated in the corporate purpose, with particular reference to companies or entities operating in the financial, industrial, banking, insurance and real estate fields and services in general, are qualified as subjects and sectors of activity closely related to those of the company.

In accordance with Art. 16, paragraph 2 of the Bylaws, the Ordinary Shareholders' Meeting appoints the Board of Statutory Auditors and determines its remuneration.

The statutory auditors act with autonomy and independence, also with regard to the shareholders that elected them.

In order to enable the minority to elect a standing auditor (who will be the Chairman of the Board of Statutory Auditors) and an Alternate Auditor, the Board of Statutory Auditors is appointed on the basis of slates presented by the shareholders, in which each candidate is listed with a sequence number. Each slate contains a number of candidates that does not exceed the number of members to be elected.

Shareholders are only entitled to present a slate if, alone or together with other shareholders, they hold at least 1% of the shares entitled to vote at an Ordinary Shareholders' Meeting, or any lower amount required by a regulation issued by Consob for the presentation of slates of candidates for appointment to the Board of Directors. Each shareholder may present or contribute to the presentation of just one slate.

The slates of candidates, signed by those presenting them, must be filed at the registered offices of the Company at least twenty-five days prior to the date fixed for the Meeting called to appoint the members of the Board of Statutory Auditors, without prejudice to any extension in the cases envisaged by the applicable legislation. These slates are made available to the public at the registered offices, on the Website and in other ways prescribed by Consob regulation, at least twenty-one days prior to the date of the Meeting.

Each candidate may be included on just one slate, subject otherwise to becoming ineligible.

Each slate comprises two sections: one for candidates for the office of standing auditor and the other for candidates to the position of alternate auditor. The first candidate in each section shall be selected from among those registered in the Register of Chartered Accountants who has worked on external audits for a period of not less than three years. In order to ensure gender balance, slates that - taking account of both sections - present a number of candidates equal to or exceeding three, must include candidates of each gender at least to the minimum extent required by law and / or *pro tempore* regulations in force, as specified in the notice of call of the Shareholders' Meeting, both in the section for standing statutory auditors and in the section for alternates.

Each party entitled to vote may only vote for one slate. The members of the Board of Statutory Auditors are elected as follows:

- 1) four standing auditors and two alternate auditors are drawn, in the sequence listed, from the slate that obtained the largest number of votes (the majority slate);
- 2) the remaining standing auditor and alternate auditor are drawn, in the sequence listed, from the slate that obtained the second largest number of votes (the minority slate); should several slates obtain the same number of votes, a new vote limited to just those slates is held by all those entitled to vote that are present at the Shareholders' Meeting, and the candidates on the slate which obtains the simple majority of the votes will be elected.

Should application of the slate voting mechanism not obtain, considering the standing and alternate auditors separately, the minimum number of statutory auditors belonging to the less represented gender envisaged by the 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, will be replaced by the candidate belonging to the less represented gender not already elected from the same section of that slate, according to the sequential order of presentation.

An auditor is replaced, in the event of death, resignation or forfeiture, by the first alternate auditor drawn from the same slate. If this replacement does not allow the Board of Statutory Auditors to be reconstructed in compliance with current regulations, including those governing gender balance, recourse is made to the second alternate auditor drawn from the same slate. If, subsequently, it becomes necessary to replace another Auditor drawn from the slate that obtained the largest number of votes, recourse is made to the other alternate auditor drawn from the same slate. Should it be necessary to replace the Chairman of the Board of Statutory Auditors, the chair is taken by the second auditor on the same slate as the Chairman to be replaced, following the order of that slate, always provided that the replacement satisfies the requirements for the position established by law and/or the Bylaws and complies with the gender balance requirements envisaged by the regulations in force; if it is not possible to make replacements in accordance with the above criteria, a Shareholders' Meeting will be called to supplement the Board of Statutory Auditors with resolutions adopted by a relative majority of the votes cast.

When the Shareholders' Meeting must appoint the standing and/or alternate auditors necessary for the supplementing of the Board of Statutory Auditors, the procedure is the following: if it is necessary



to replace auditors elected from the majority slate, the appointment is made by a relative majority of the votes cast, without any slate requirements and without prejudice, in all cases, to compliance with the gender balance requirements envisaged by the regulations in force; if, on the other hand, it is necessary to replace auditors elected from the minority slate, the Shareholders' Meeting replaces them by a relative majority of the votes cast, choosing them - where possible - from among the candidates indicated on the slate from which the auditor to be replaced was drawn and, in all cases, in compliance with the principle guaranteeing representation for the minorities that, pursuant to the Bylaws, are entitled to participate in the appointment of the Board of Statutory Auditors, without prejudice in all cases to compliance with the gender balance requirements envisaged by the regulations in force. The principle guaranteeing representation for the minorities is respected if the auditors elected were previously candidates on the minority slate or on slates other than that which, at the time of appointing the Board of Statutory Auditors, obtained the largest number of votes.

If only one slate is presented, the Shareholders' Meeting votes on it; if the slate obtains a relative majority of the votes cast, the candidates named in the respective sections of the slate are elected as standing auditors and alternate auditors; the person named first on the above slate becomes the Chairman of the Board of Statutory Auditors.

For the appointment of statutory auditors who, for any reason, were not appointed in accordance with the above procedure, the Shareholders' Meeting adopts resolutions with the majorities required by law, without prejudice in all cases to compliance with the gender balance requirements envisaged by the regulations in force. Outgoing Statutory Auditors may be re-elected.

## **11.2 COMPOSITION**

The Board of Statutory Auditors in office at the Report Date was appointed by the ordinary Shareholders' Meeting held on 15 June 2021 and is made up of the following members: Riccardo Foglia Taverna (Chairman of the Board of Statutory Auditors, appointed by the minorities), Francesca Meneghel, Teresa Naddeo, Antonella Carù, and Alberto Villani, as Standing Auditors, and Franca Brusco (appointed by the minorities), Marco Taglioretti and Maria Sardelli, as alternate auditors until the date of the Shareholders' Meeting called for the approval of the financial statements for the year ending 31 December 2023.

The professional profiles of the members of the incumbent Board of Statutory Auditors are summarised on the Website.

The remuneration of the statutory auditors is discussed in the Remuneration Report.

All Statutory Auditors may be qualified as independent based on the criteria specified for Directors as set out in the Corporate Governance Code and regulations in force at the time, as expressly ascertained by the Board of Statutory Auditors based on the information provided by the Statutory Auditors and the information available thereto. This check is carried out on an annual basis and was most recently conducted in the meeting of the Board of Statutory Auditors on 1 March 2024, during which the continued fulfilment of independence requirements was assessed and verified within the

meaning of the TUF and Corporate Governance Code, while also bearing in mind the “Independence and Diversity Statement” and the assessments conducted last year regarding the independence of Standing Auditor Antonella Carù, were confirmed<sup>17</sup>.

As concerns the limit to appointments held by members of the Board of Statutory Auditors, the Company checked that such limit was respected both at the time of appointment by the Pirelli Shareholders’ Meeting and once a year, on the basis of the declarations made by the individual members of the Board of Statutory Auditors, in accordance with Annex 5-bis of the Issuers’ Regulation. The results of the check for Financial Year 2023 are given in Table 4 of the Report.

During the Year, the Board of Statutory Auditors of Pirelli met 17 times, with each meeting having an average duration of about 2 hours and attendance being 94% of Standing Auditors. The percentage attendance by Auditors of the meetings of the Board of Directors and Shareholders in Financial Year 2023 was, respectively, 93% and 80%. For more information on the work of the Board of Statutory Auditors during the Financial Year, reference is made to the Statutory Auditors’ report to the financial statements at 31 December 2023, within the 2023 annual financial report.

The members of the Board of Statutory Auditors present such characteristics as to ensure an adequate level of diversity with regard to aspects such as age, gender composition and educational and professional background. In particular, at the Report Date, in compliance with “gender equality” regulations, of the eight members of the Board of Statutory Auditors (five standing auditors and three alternate auditors), approximately 63% were female (the percentage is 60% of the standing Auditors only). The average age of the members of the Board of Statutory Auditors is approximately 60 years.

During the course of the Financial Year, the Board of Statutory Auditors, like the Board of Directors, again carried out the process for assessing its performance, with assistance from the consulting firm Spencer Stuart, in line with what was done in the previous year and in compliance with the code of conduct for listed companies published by the Italian national association of chartered accountants and auditors (“**Rules of Conduct**”). That self-assessment process, like the process in place for the Board of Directors, is carried out through individual interviews, with questions about the suitability, size, composition and functioning of the Board of Statutory Auditors itself, in order to verify suitability, fairness and effectiveness in its functioning. Positive outcomes of the Board of Statutory Auditors’ self-assessment process are included in the Statutory Auditors’ report at 31 December 2023.

The relevant information about each member of the Board of Statutory Auditors is summarised in Table 4 of the Report.

The Board of Statutory Auditors in office at the Report Date will cease their mandate with the approval of the financial statements at 31 December 2023 by the Shareholders’ Meeting. Therefore, having reached the end of its mandate, the latter has made available to shareholders, in compliance with the provisions of the Rules of Conduct, a document setting out guidance to professional profiles and the competences that appropriately go towards forming an optimal quality membership, as well as the time commitment required to perform the duty and the appropriate remuneration to ensure

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<sup>17</sup> For more details, please see the Report on the Corporate Governance and Share Ownership for financial year 2022.

that people of adequate standing are attracted (“**Outgoing Board of Statutory Auditors Document**”), to which reference should be made for further details and made available by the Company on the Website.

### 11.3 DUTIES AND TASKS

The Board of Statutory Auditors monitors compliance with the law and the bylaws, as well as adherence to the principles of proper management and, in particular, the adequacy of the organisational, administration and accounting structure adopted by the company and its actual implementation. In addition, it verifies the procedures to implement effectively the corporate governance rules envisaged by the Self-Regulation Code the Company declares it has adopted.

In accordance with Italian Legislative Decree 39/2010, the Board of Statutory Auditors monitors the statutory auditing process of the annual financial statements and the consolidated financial statements, the results of which it then discloses to the Board of Directors, to which it also submits the report by the independent auditor pursuant to Art. 11 of European Regulation No. 537/2014 and also verifies the independence of the independent auditing firm, also with reference to non-audit services. Finally, the Board of Statutory Auditors is responsible for the procedure used to choose the statutory auditing firm.

Furthermore, pursuant to the rules regarding non-financial information referred to in Legislative Decree no. 254 of 30 December 2016, the Board of Statutory Auditors oversees compliance with the provisions of the aforementioned decree in relation to the preparation of the NFD by the Board of Directors and informs the Shareholders’ Meeting of the results of the aforementioned supervisory activity.

The Board of Statutory Auditors also acts as “internal control and accounts auditing committee” in accordance with Directive 2006/43 EC.

Finally, one Auditor is called to be part of the Supervisory Body, as detailed in section 9.8 of the Report.

For more details on the duties and tasks of the Board of Statutory Auditors, refer to the Website.

The Board of Statutory Auditors carries out its duties by exercising all the powers conferred on it by law and by being able to rely on a constant and detailed information flow from the Company, also outside the periodic meetings of the Board of Directors and the Committees. In going about its duties, the Board of Statutory Auditors not only attends all meetings of the Board of Directors and Shareholders’ Meetings, but also has the faculty to take part in the work of the Audit, Risks and Corporate Governance Committee, the Related-Party Transactions Committee and the Remuneration Committee. One member of the Board of Statutory Auditors is invited to attend the meetings of the Appointments and Succession Committee, the Strategies Committee and the Sustainability Committee, (usually the Chairman).

As part of the monitoring of compliance with the provisions of the Golden Power DPCM by the Company, it is envisaged that the Board of Statutory Auditors shall draft an explanatory report of the measures adopted in compliance with the Decision and any other relevant corporate or business measure in relation to such, to be sent to the MIMIT.

## **12. OTHER ORGANISATIONAL STRUCTURES**

### **12.1 CORPORATE GENERAL MANAGEMENT**

It is noted that, also in compliance with the provisions of the Golden Power DPCM, on 3 August 2023 the Corporate General Management was established, entrusted to Mr. Francesco Tanzi, who, as a result, the Bylaws have also classified as Key Manager. The Board of Directors conferred appropriate responsibilities and operational powers to perform the assignment on the Corporate General Manager.

In view of the new structure, the previous General Management Operations, has been superseded.

### **12.2 SECURITY ORGANISATION**

In compliance with the provisions of the Golden Power DPCM, the Company has established the Security Organisation, an autonomous security organisational unit to manage all Pirelli's assets and businesses that are considered as being of strategic relevance to protect national interests. The Executive Vice Chairman has been appointed to head the structure as indicated in section 4.5.1 of the Report and the Council of Ministers has expressed its assent on his suitability to hold that office. In this role, the Executive Vice Chairman has therefore appointed the Board Secretary as Security Officer (“SO”), also identifying the substitute and defining the related structure.

## **13. INFORMATION FLOWS TO THE DIRECTORS AND STATUTORY AUDITORS**

The Board of Directors of Pirelli adopted a procedure for information flows to the Directors and Statutory Auditors, in order to (i) guarantee the transparent management of the business, (ii) establish conditions for the effective and efficient management and control of the activities of the Company and the operations of the business by the Board of Directors, and (iii) provide the Board of Statutory Auditors with the sources of information needed for the efficient performance of its supervisory role.

The flow of information to the directors and statutory auditors is assured, preferably, by the transmission of documents on a timely basis and, in any case, with sufficient frequency to ensure compliance with the disclosure requirements, and in accordance with deadlines consistent with the timetables set for each board meeting. These documents may be supplemented by explanations

provided in the context of the board meetings, or at specific informal meetings organised to examine topics of interest relating to the management of the company.

When the information flows relate to Inside Information and/or Significant Information, they must take place in accordance and compliance with the procedures indicated in the Market Abuse Procedure.

It is required that the Strategies Committee be the recipient of a specific and continuous flow of information from the Executive Vice Chairman, assisted by the Secretary of the Board for such purposes.

The procedure on information flows is available on the Website; you are referred to it for more information.

## **14. RELATIONS WITH SHAREHOLDERS**

Pirelli attributes strategic importance to Financial Reporting. In accordance with the Group's Values and Code of Ethics, Pirelli maintains constant dialogue with Shareholders, Bondholders, Institutional and Individual Investors and Analysts from major investment banks through the Investor Relations department and the Group's Top Management in order to promote fair, transparent, timely and accurate reporting.

In line with international best practice, the "Investors" section of the website is constantly updated with content of interest to the financial market, including: strategy ("Equity Story"), economic-financial data on previous years, analysts' opinions of Pirelli, and their estimates for the principal economic-financial indicators ("Consensus"), monthly developments in the principal automotive tyre market ("Tyre Market Watch"). The Investor Relations Department also promotes periodic meetings with Shareholders and Investors in Italy and abroad.

### **14.1 POLICY FOR MANAGING DIALOGUE WITH SHAREHOLDERS AND THE MAIN FINANCIAL MARKET STAKEHOLDERS**

On 3 August 2023, the Board of Directors confirmed a policy<sup>18</sup> which governs the rules for managing the dialogue held by the Board of Directors, through the Executive Vice Chairman and with the assistance of the departments concerned (primarily Investor Relations and Corporate Affairs), with shareholders and with the main Stakeholders of the financial market in which the Company operates ("**Engagement Policy**").

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<sup>18</sup> Adopted for the first time on 23 February 2022, following the favourable opinion of the Audit, Risks, Sustainability and Corporate Governance Committee, changing the existing practices and in compliance with Recommendation 3 of the Corporate Governance Code.

This policy covers – *inter alia* – the following issues:

- business and financial strategies and performance;
- corporate governance (e.g. appointment and composition of the administrative body, even in size, professional aspects, respectability, independence and diversity, and of board committees, etc.);
- social and environmental sustainability;
- policies on the remuneration of directors and Key managers and on their implementation; and
- system of internal control and risk management.

Please see the Website for more information on the Engagement Policy, including references to the criteria and procedures used by the Board of Directors to promote dialogue with shareholders and other stakeholders.

No meetings were held with investors in accordance with the Engagement Policy during the Financial Year.

## 15. SHAREHOLDERS' MEETINGS

Pursuant to art. 7 of the Bylaws, ordinary and extraordinary Shareholders' Meetings of the Company are held in single call. Their resolutions are adopted with the majority required by law, with the sole exception of the authorisation of the Board of Directors to carry out the deeds listed below, which requires a qualified majority (votes in favour of shareholders representing at least 90% of the share capital of the Company):

- transfer of the operational and administrative headquarters outside of the municipality of Milan;
- any transfer and/or deed of disposition, in any form, of Pirelli know-how (including the granting of licences).

Parties entitled to vote may be represented by proxy, given in accordance with the procedures envisaged by law and the regulations in force.

The notice of call may also limit to one of the above methods the specific procedure usable in relation to the Meeting called by that notice.

For each Meeting, the Company designates one or more persons to which those entitled to vote may grant proxy, with voting instructions for all or just some of the motions on the agenda. The proxy does not apply to motions for which no voting instructions were given. The persons designated to receive proxies for the Meeting are specified in the related notice of call, together with relevant procedures and deadlines.

The Ordinary Shareholders' Meeting for the approval of the financial statements must be called, in accordance with the law, no later than 180 days from the end of the financial year.

In the situations envisaged by law and in accordance with the related procedures, the directors must call a Shareholders' Meeting without delay when requested by shareholders representing at least one-twentieth of share capital.

The shareholders requesting the Meeting must prepare a report on their proposals regarding the matters to be discussed. At the time of publishing the notice of call for the Meeting and in accordance with the procedures envisaged by law, the Board of Directors must make the report prepared by the shareholders available to the public, together with its considerations, if any.

In the cases, in the manner and with the timing envisaged by law, shareholders that, individually or together, represent at least one-fortieth of share capital may request the integration of the items of the agenda, indicating in their request the additional topics proposed by them, or proposing resolutions on matters already on the agenda.

A notice is published about the addition of items to the agenda or the presentation of additional proposed resolutions on matters already on the agenda, by the legal deadlines, in the manner established for publication of the notice of call.

Shareholders requesting additions to the agenda must prepare and send to the Board of Directors, by the final deadline for the presentation of requests for additions, a report explaining their reasons for the proposed resolutions on the matters they wish to discuss, or their reasons for the additional proposed resolutions presented in relation to matters already on the agenda. At the time of publishing the notice about the additions to the agenda and in accordance with the procedures envisaged by law, the Board of Directors must make the report prepared by the shareholders available to the public, together with its considerations, if any.

The right to attend Meetings and vote is governed by the relevant current legislation and is certified by a communication sent to the Company, by an authorised intermediary with reference to its accounting records, on behalf of the party entitled to vote. This certification is based on the evidence existing at the end of the accounting day on the seventh trading day prior to the date fixed for the Meeting. The additions and deductions recorded on those counts subsequent to that deadline are not relevant when determining the legitimacy of the right to vote at the Meeting. The communication must be received by the Company by the end of the third trading day prior to the date fixed for the Meeting, or by any different deadline established by the applicable regulations. Shareholders are still entitled to attend and vote if the communication is received by the Company after the above deadlines, on condition that it is received before business commences at the Meeting.

Ordinary and extraordinary Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors, or, in case the Chairman is absent or unable to perform his/her duties, in turn by the Vice Chairman or by the CEO. If the above persons are absent, the chair is taken by another person appointed by a majority of the share capital represented at the Meeting.

The Chairman of the Meeting is assisted by a Secretary, appointed by a majority of the share capital represented at the Meeting, who does not need to be a shareholder; assistance from the Secretary is not necessary when the minutes of the Meeting are taken by a Notary.

The Chairman of the Meeting chairs the Meeting and, in accordance with the law and the Bylaws, moderates its course. For this purpose, the Chairman - *inter alia* - verifies that the Meeting has been properly convened, verifies the identity of those attending and their right to attend, directly or by proxy; verifies the legal quorum for voting; directs the proceedings, with the right to change the order of discussion of the items indicated in the notice of call. The Chairman also adopts suitable measures to ensure orderly discussions and voting, determining the related procedures and checking the results.

Meeting resolutions are evidenced by the minutes signed by the Chairman of the Meeting and by the Secretary of the Meeting or the Notary. The minutes of Extraordinary Meetings must be taken by a Notary designated by the Chairman of the Meeting. All copies of and extracts from minutes not prepared by a Notary are certified true by the Chairman of the Board of Directors.

The conduct of such meetings is governed by the general meeting regulations approved by the Shareholders' Meeting held on 1 August 2017 (available on the Website), as well as by the law and the Bylaws.

The Board of Directors has taken action to ensure that shareholders receive suitable information about the elements necessary for them to make informed decisions where they come under the shareholders' meeting's competence.

During the Financial Year, two shareholders' meetings were held, respectively on 29 June 2023 and 31 July 2023. Reference is made to the minutes of the respective meetings, available on the Website, for more details on attendance by directors and auditors.

For the sake of completeness, it should be noted that, for both shareholders' meetings, the Company (in compliance with the provisions of the Bylaws and the law<sup>19</sup>) used the option, *inter alia*, (i) to conduct the Shareholders' Meeting solely in remote form, without the physical attendance of those entitled to attend, and (ii) to allow those entitled to vote in the Shareholders' Meeting to attend solely through a representative appointed pursuant to art. 135-*undecies* of the TUF.

## 16. CHANGES SINCE THE END OF THE YEAR

There have not been any changes to the structure of corporate governance since the end of the Year, except as already indicated in the previous sections, if applicable.

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<sup>19</sup> Art. 106 of Italian Decree Law No. 18 of 17 March 2020, converted with Law No. 27 of 24 April 2020 and as subsequently extended.



## 17. THE PIRELLI WEBSITE

For Pirelli, the Website - in English and in Italian - represents a fundamental tool to ensure the prompt and total dissemination of information about the Company and the Group to all Stakeholders.

Pirelli ensures that it is promptly and thoroughly updated, so as to guarantee the transparency of information and compliance with the current laws and regulations applicable to companies listed on the Italian Stock Exchange.

The Company's objective is to provide simple and clear information for investors and, in general, all its Stakeholders, through the Site, in line with common practice. For this reason, also taking account of the periodic results of assessments by independent agencies and in line with the Stakeholders' expectations, the Company uses its best endeavours to constantly implement the Website.

## 18. CONSIDERATIONS ON THE LETTER BY THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

With a letter of 14 December 2023 (the "**Chairman's Letter**"), in the context of the usual monitoring of the application of the provisions of the Corporate Governance Code, the Chairman of the Corporate Governance Committee of Borsa Italiana has provided listed companies with further recommendations (the "**Committee Recommendations for 2024**") listed below:

1. with regard to the business plan, to provide adequate disclosure of the board of directors' involvement in the examination and approval of the business plan itself and in the analysis of issues that are relevant for value generation in the long term;
2. with regard to pre-meeting information, to provide adequate justification in the corporate governance report when an exception has been made to the timely provision of pre-meeting information for reasons of confidentiality, potentially covered by the board regulations and/or adopted in practice;
3. with regard to the guidelines of the Board of Directors on an optimal qualitative and quantitative membership: (i) clearly indicate and provide suitable explanations as to the reasoning behind such in the corporate governance report of any failure to express, during renewal of the administrative body, the guidance given by the outgoing Board of Directors as to the quantitative or qualitative membership and/or the failure to request, from anyone submitting a "long" slate, the supply of suitable information in respect of the compliance of the slate with the guidance given by the Board of Directors; and (ii) indicate how the guidance publication time has been considered fair to allow for suitable consideration by anyone submitting a slate of candidates;
4. as regards increased voting rights, to provide adequate disclosure in the administrative body's proposals to the shareholders' meeting regarding the introduction of increased voting rights, the objectives of the choice and the expected impact on ownership and control structures and on future strategies, and to provide adequate justification for any failure to disclose such elements.

The Committee's Recommendations for 2024 were, as usual, brought to the attention of (i) the Audit, Risks and Corporate Governance Committee and Board of Statutory Auditors on 5 February 2024 and (ii) the Board of Directors on 7 February 2024.

The Board of Directors of the Company – having also obtained the favourable opinions of the members of the relevant Committees and of the Board of Statutory Auditors on this subject – believes that, as also accurately detailed in the Report, no specific interventions to its own corporate governance system are needed in relation to the issues highlighted in the Committee's Recommendations for 2024, as the recommendations contained therein are already substantially implemented by the Company.

**TABLE 1: SIGNIFICANT SHAREHOLDINGS OF CAPITAL**

The subjects which, according to the information published by Consob at the date of publication of this Report and/or according to further information available to the Company, possess shares with voting rights in Ordinary Shareholders' Meetings that represent more than 3% of the ordinary share capital are listed below.

SIGNIFICANT SHAREHOLDINGS OF CAPITAL			
Declaring party	Direct Shareholder	% of ordinary capital	% of voting capital
SINOCHEM HOLDINGS CORPORATION LTD	MARCO POLO INTERNATIONAL ITALY S.R.L.	37.015	37.015
TRONCHETTI PROVERA MARCO	CAMFIN S.P.A. LONGMARCH HOLDING S.R.L. CAMFIN ALTERNATIVE ASSETS S.R.L.	14.096 3.680 2.800 20.576	14.096 3.680 2.800 20.576
SILK ROAD FUND CO LTD	PFGY S.R.L.	9.021	9.021
BOMBASSEI ALBERTO	NEXT INVESTMENT S.R.L. BREMBO S.P.A.	0.420 5.580 6.000	0.420 5.580 6.000

Note: The data relating to shareholders who, directly or indirectly, hold ordinary shares representing more than 3% of the share capital with voting rights in ordinary meetings of the Company, are also taken from Consob's website. In this regard, it is deemed useful to point out that the information reported herein is taken from the information published by Consob on its website, pursuant to the notifications made by the entities required to comply with the obligations ex Article 120 of the TUF, and from the information published on the issuer's website in relation to the obligations ex Article 122 of the TUF and Article 130 of the Issuers' Regulation. It should be noted that the information may differ appreciably from the real situation, because the obligations to communicate changes in the percentages of holdings arise not when there is a simple change in this percentage but only when the holdings exceed or fall below predetermined thresholds (3%, 5%, and subsequent multiples of 5% up to a 30% threshold and, beyond this threshold, 50%, 66.6% and 90%). It follows, for example, that a shareholder (i.e. a declaring subject) that has declared ownership of 5.1% of the share capital with voting rights may increase their stake up to 9.9% without thereby having any obligation to notify Consob under Article 120 of the TUF. Finally, the Company Bylaws do not provide for the possibility of increased voting rights or the issue of shares with multiple voting rights.

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR**

Board of Directors											
Office	Members	Year of birth	Date first appointed (*)	In office since	In office until	State (**)	Exec. (***)	Non-Exec. (****)	Indep. Code	Indep. TUF	No. other offices (****)
<b>Chairman</b>	Jiao Jian	1968	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X			Cf. Annex A 3/3
<b>Executive Vice Chairman<sup>20</sup></b>	Marco Tronchetti Provera	1948	7 May 2003 <sup>21</sup>	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M <sup>(C)</sup>	X				Cf. Annex A 8/8
<b>CEO *</b>	Andrea Casaluci	1973	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M <sup>(C)</sup>	X				Cf. Annex A 3/3
<b>Director</b>	Chen Qian	1971	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X			Cf. Annex A 3/3
<b>Director</b>	Chen Aihua	1972	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X			Cf. Annex A 3/3
<b>Director</b>	Zhang Haitao	1971	18 June 2020 <sup>22</sup>	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X			Cf. Annex A 8/8
<b>Director</b>	Grace Tang	1959	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X	X		Cf. Annex A 3/3
<b>Director</b>	Paola Boromei	1976	18 June 2020	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	m		X	X		Cf. Annex A 8/8
<b>Director</b>	Domenico De Sole	1944	1 August 2017	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M <sup>(C)</sup>		X	X		Cf. Annex A 7/8
<b>Director</b>	Roberto Diacetti	1973	18 June 2020	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	m		X	X		Cf. Annex A 8/8
<b>Director</b>	Giovanni Lo Storto	1970	15 May 2018	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	m		X	X		Cf. Annex A 8/8
<b>Director</b>	Marisa Pappalardo	1960	1 August 2017	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X	X		Cf. Annex A 8/8
<b>Director</b>	Michele Carpinelli	1948	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M <sup>(C)</sup>		X	X		Cf. Annex A 3/3
<b>Director</b>	Fan Xiaohua	1974	1 August 2017	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X	X		Cf. Annex A 8/8
<b>Director</b>	Alberto Bradanini	1950	31 July 2023	31 July 2023	Shareholders' meeting to approve financial statements at 31 Dec. 2025	M		X	X		Cf. Annex A 3/3

<sup>20</sup> Note that up until 31 July 2023, Marco Tronchetti Provera held the position of Executive Vice Chairman and Chief Executive Officer.

<sup>21</sup> Marco Tronchetti Provera assumed the office of General Partner of Pirelli & C. Accomandita per Azioni on 29 April 1986. On 7 May 2003 it was resolved to transform the Company from a "joint stock partnership" to a "limited liability company", and in consequence, there no longer being the role of general partner, directors were appointed.

<sup>22</sup> Zhang Haitao was a Director of Pirelli from 15 March 2016 to 31 August 2017.

Board of Directors										
Office	Members	Year of birth	Date first appointed (*)	In office since	In office until	State (**)	Exec. (***)	Non-exec.	Indep. Code TUF	No. other offices (****)
<b>DIRECTORS LEAVING OFFICE DURING THE REFERENCE YEAR</b>										
On 14 February 2023, the Director Bai Xiping resigned from his role of Company Director with effect from 22 February 2023.										
<b>Director</b>	Bai Xiping	1968	2 September 2015	18 June 2020	22 February 2023	M	X	X		0/1
On 31 July 2023, the shareholders' meeting appointed the Company's new Board of Directors for the three years 2023-2025.										
<b>Chairman</b>	Li Fanrong	1963	11 October 2022	11 October 2022	31 July 2023	-	X			-
<b>Deputy-CEO</b>	Giorgio Luca Bruno	1960	15 March 2016	15 June 2021	31 July 2023	-	X			1/5
<b>Director</b>	Yang Shihao	1967	10 May 2022	10 May 2022	31 July 2023	-	X			1/5
<b>Director</b>	Tao Haisu	1949	1 August 2017 <sup>23</sup>	18 June 2020	31 July 2023	M	X	X	X	5/5
<b>Director</b>	Giovanni Tronchetti Provera	1983	1 August 2017	18 June 2020	31 July 2023	M	X			5/5
<b>Director</b>	Wang Feng	1965	22 February 2023	22 February 2023	31 July 2023	-	X			5/5
<b>Director</b>	Wei Yintao	1971	1 August 2017	18 June 2020	31 July 2023	M	X	X	X	5/5
<b>Number of meetings of the Board of Directors held during the year: 8<sup>24</sup></b>										
<b>Indicate the quorum required for minority shareholders to submit a slate for the election of one or more directors (pursuant to art. 147-ter TUF): 1% of the share capital with the right to vote in ordinary shareholders' meetings.</b>										

**NOTES**

The following symbols must be inserted in the "Office" column:

- This symbol indicates the director responsible for the internal control and risk management system.

- This symbol indicates the Lead Independent Director (LID).

\* The date of first appointment of each director means the date on which the director was appointed for the first time (in absolute terms) to the BoD of the Issuer.

(\*\*) This column indicates whether the slate from which each director was drawn is a majority slate ("M"), or minority slate ("m"). For Directors co-opted or appointed by the Shareholders' Meeting without application of the slate voting mechanism, "-" is indicated.

(\*\*\*) This column shows the number of offices as director or statutory auditor held by the person in question in other listed companies or companies of significant size. The offices are shown in full in the Report on Corporate Governance.

(\*\*\*\*) This column shows the directors' attendance at Board of Director meetings (specify the number of meetings the person attended out of the total number of meetings he or she could have attended, e.g. 6/8, 8/8, etc.).

(<sup>23</sup>) This symbol indicates the Directors designated by Camfin S.p.A., included on the slate submitted by Marco Polo International Italy S.r.l.

<sup>23</sup> Tao Haisu was a Director of Pirelli from 20 October 2015 to 15 March 2016.

<sup>24</sup> It should be noted that the Board of Directors in its current composition met 3 times during the year (the Board of Directors 2020-2022 therefore met 5 times).

**TABLE 3:**

**SECTION I: STRUCTURE OF THE BOARD COMMITTEES AS AT 31 JULY 2023**

<b>BoD</b>	<b>Office/Qualification</b>	<b>Members</b>	<b>Strategies Committee</b>		<b>RPT Committee</b>		<b>Audit, Risks, Sustainability and Corporate Governance Committee</b>		<b>Remuneration Committee</b>		<b>Appointments and Succession Committee</b>	
			(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
	Chairman of the BoD	Li Fanrong	1/3	M								M
	non-executive - non-independent											(-)
	Executive Vice Chairman and Chief Executive Officer	Marco Tronchetti Provera	3/3	C								(-)
	Deputy-CEO	Giorgio Luca Bruno	3/3	M								C
	Non-executive director - non-independent	Yang Shihao	1/3	M								(-)
	Non-executive director - non-independent	Wang Feng	2/2	M					2/2	M		M
	Non-executive director - non-independent	Zhang Haitao				4/4	M					
	Non-executive Director – independent as per the TUF and Code	Wei Yintao	3/3	M								
	Non-executive Director – independent as per the TUF and Code	Paola Boromei							3/3	M		
	Non-executive Director – independent as per the TUF and Code	Domenico De Sole	2/3	M	1/1	M						
	Non-executive Director – independent as per the TUF and Code	Roberto Diacetti				4/4	M					
	Non-executive Director – independent as per the TUF and Code	Giovanni Lo Storto	3/3	M	1/1	M	3/4	M				
	Non-executive Director – independent as per the TUF and Code	Marisa Pappalardo			1/1	C	4/4	M	3/3	M		
	Non-executive Director – independent as per the TUF and Code	Giovanni Tronchetti Provera										(-)
	Non-executive Director – independent as per the TUF and Code	Fan Xiaohua				4/4	C		3/3	M		
	Non-executive Director – independent as per the TUF and Code	Tao Haisu							3/3	C		
<b>DIRECTORS LEAVING OFFICE DURING THE YEAR</b>												
	Non-executive director - non-independent	Bai Xinping	0/1	M					0/1	M		(-)
<b>No. of meetings held:</b>			<b>3</b>		<b>1</b>	<b>4</b>		<b>3</b>				<b>(-)</b>

**NOTES**

(\*) This column shows the directors' attendance at committee meetings (specify the number of meetings the person attended out of the total number of meetings he or she could have attended, e.g. 6/8, 8/8, etc.).

(\*\*) The office held by the person on the Committee is indicated in this column: "C": chairman; "M": member.

(-) This symbol indicates that no committee meetings were held during the reporting period.

**TABLE 3:**

**SECTION II: STRUCTURE OF THE BOARD COMMITTEES AT THE END OF THE FINANCIAL YEAR**

BoD	Office/Qualification	Strategies Committee		RPT Committee		Audit, Risks and Corporate Governance Committee <sup>25</sup>		Remuneration Committee		Appointments and Succession Committee		Sustainability Committee <sup>26</sup>	
		(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
	<b>Members</b>												
	Chairman of the BoD												
	non-executive – non-independent	(-)	M									(-)	M
	Executive Vice Chairman	(-)	C							(-)	C	(-)	C
	CEO	(-)	M									(-)	M
	Non-executive director – non-independent	(-)	M			1/1	M	1/1	M	(-)	M		
	Non-executive director – non-independent	(-)	M										
	Non-executive director – non-independent	(-)	M										
	Non-executive Director – independent as per the TUF and Code							1/1	C				
	Non-executive Director – independent as per the TUF and Code							1/1	M				
	Non-executive Director – independent as per the TUF and Code	(-)	M							(-)	M		
	Non-executive Director – independent as per the TUF and Code	(-)	M			1/1	M						
	Non-executive Director – independent as per the TUF and Code			2/2	M							(-)	M
	Non-executive Director – independent as per the TUF and Code			2/2	C								
	Non-executive Director – independent as per the TUF and Code			2/2	M			1/1	M				
	Non-executive Director – independent as per the TUF and Code					1/1	C						
	Non-executive Director – independent as per the TUF and Code	(-)	M			1/1	M	1/1	M				
	<b>No. of meetings held:</b>	(-)			2		1		1		(-)	(-)	(-)

**NOTES**  
 (\*) This column shows the directors' attendance at committee meetings (specify the number of meetings the person attended out of the total number of meetings he or she could have attended, e.g. 6/8, 8/8, etc.).

(\*\*) The office held by the person on the Committee is indicated in this column: "C": chairman; "M": member.

(-) This symbol indicates that no committee meetings were held during the reporting period.

<sup>25</sup> It should be noted that the Audit, Risks and Corporate Governance Committee has, since 31 July 2023, operated as the "Audit, Risks, Sustainability and Corporate Governance Committee".

<sup>26</sup> It should be noted that the Sustainability Committee was established by the Board of Directors on 3 August 2023.

**TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS**

Board of Statutory Auditors														
Office	Members	Year of birth	Date first appointed*	In office since	In office until	State indep. (*)	Code	Attendance at meetings of the Board of Statutory Auditors (***)	Attendance at meetings of the ARCGC <sup>27</sup>	Attendance at meetings of the Remuneration Committee	Attendance at meetings of the Appointments Committee <sup>28</sup>	Attendance at meetings of the RPT Sustainability Committee <sup>29</sup>	No. other offices (****)	
Chairman	Riccardo Foglia Taverna	1966	15 June 2021	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	m	X	17/17	8/8	5/5	4/4	3/3	-	Cf. Annex A
Standing auditor	Antonella Carù	1961	10 May 2012	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	M	X <sup>30</sup>	16/17	7/8	5/5	4/4	3/3	-	Cf. Annex A
Standing auditor	Francesca Meneghel	1961	15 June 2021	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	M	X	16/17	8/8	5/5	4/4	3/3	-	Cf. Annex A
Standing auditor	Teresa Nadeo	1958	15 June 2021	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	M	X	16/17	8/8	5/5	4/4	3/3	-	Cf. Annex A
Standing auditor	Alberto Villani	1962	5 September 2017	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	M	X	15/17	6/8	4/5	4/4	2/3	-	Cf. Annex A
Alternate auditor	Franca Brusco	1971	15 May 2018	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	m	X	-	-	-	-	-	-	Cf. Annex A
Alternate auditor	Marco Taglioretti	1980	15 June 2021	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	M	X	-	-	-	-	-	-	Cf. Annex A
Alternate auditor	Maria Sardielli	1965	15 June 2021	15 June 2021	Shareholders' meeting to approve financial statements at 31 December 2023	M	X	-	-	-	-	-	-	Cf. Annex A
Number of meetings of the Board of Statutory Auditors held during the year: 17														
Indicate the quorum required for minority shareholders to submit a slate for the election of one or more directors (pursuant to art. 148 TUF): 1% of the shares with the right to vote in ordinary shareholders' meetings.														

**NOTES**

\* The date of first appointment of each auditor means the date on which the auditor was appointed for the first time (in absolute terms) to the Board of Statutory Auditors of the issuer.

\*\* Slate from which each auditor was elected ("M": majority slate; "m": minority slate).

\*\*\* This column shows the attendance of the auditors at meetings of the Board of Statutory Auditors (number of meetings the person attended out of the total number of meetings he or she could have attended, e.g. 6/8, 8/8, etc.).

\*\*\*\* The number of offices as director or statutory auditor held by the person in question pursuant to art. 148-bis TUF and its implementing provisions in the Consob Issuers' Regulation and the Code of Corporate Governance. The complete list of offices is published by Consob on its website, pursuant to art. 144-*quinquiesdecies* of the Consob Issuers' Regulation. The Consob reporting obligation does not apply if the statutory auditor is a member of the control body of only one issuer pursuant to Article 144-*quaterdecies* of the Consob Issuers' Regulation.

<sup>27</sup> It should be noted that the Audit, Risks and Corporate Governance Committee has, since 31 July 2023, operated as the "Audit, Risks, Sustainability and Corporate Governance Committee".

<sup>28</sup> During the year, no meetings of the Appointments and Succession Committee were held (the respective opinions were given directly during the meetings of the Board of Directors).

<sup>29</sup> It should be noted that the Sustainability Committee was established by the Board of Directors on 3 August 2023 and that no meetings were held during the year.

<sup>30</sup> For further information, see section 11.2 of the Report.



## ANNEX A

## SECTION I: LIST OF PRINCIPAL OFFICES HELD BY DIRECTORS, AT THE REPORT DATE, IN OTHER COMPANIES THAT ARE NOT PART OF THE PIRELLI GROUP

First and last name	Company	Office held in the company
Jiao Jian	• Sinochem Holdings Corporation Ltd	Director
	• Sinochem Group Co., Ltd.	Director
	• Sinochem Corporation Ltd.	Director
	• Syngenta Group Co.	Director
Marco Tronchetti Provera	• Marco Tronchetti Provera & C. S.p.A.	Chairman of the Board of Directors
	• Camfin S.p.A.	Chairman of the Board of Directors
	• Camfin Alternative Assets S.r.l.	Chairman of the Board of Directors
	• Longmarch Holding S.r.l.	Chairman of the Board of Directors
	• RCS MediaGroup S.p.A.	Director
Andrea Casaluci	-	-
Paola Boromei	• Snam Rete Gas S.p.A.	Director
Domenico De Sole	• Ermenegildo Zegna S.p.A.	Director
	• Banca IFIS	Director
Roberto Diacetti	• Saipem S.p.A.	Director
	• Granarolo S.p.A.	Director
Giovanni Lo Storto	• Banca Mediolanum S.p.A.	Director
	• Luiss Business School S.p.A.	Director

First and last name	Company	Office held in the company
Zhang Haitao	<ul style="list-style-type: none"> <li>• Marco Polo International Italy S.r.l.</li> <li>• TP Industrial Holding S.p.A.</li> <li>• Prometeon Tyre Group S.r.l.</li> <li>• Fourteen Sundew S.à.r.l.</li> </ul>	<p>Director</p> <p>Director</p> <p>Director</p> <p>Director</p>
Marisa Pappalardo	<ul style="list-style-type: none"> <li>• BPER Banca S.p.A.</li> </ul>	Director
Fan Xiaohua	<ul style="list-style-type: none"> <li>• Bohai Automotive Systems Co.Ltd.</li> <li>• Beijing PARATERA Technology Co., Ltd.</li> </ul>	<p>Director</p> <p>Director</p>
Michel Carpinelli	<ul style="list-style-type: none"> <li>• Camfin S.p.A.</li> <li>• Fininvest S.p.A.</li> </ul>	<p>Director</p> <p>Director</p>
Alberto Bradanini	-	-
Chen Aihua	<ul style="list-style-type: none"> <li>• Sinochem Group Co., Ltd.</li> <li>• Sinochem Corporation Ltd.</li> <li>• China National Chemical Corporation</li> <li>• Sinochem Energy Co., Ltd.</li> <li>• China Jinmao Holdings Group Limited</li> <li>• Sinochem Petroleum Exploration &amp; Production Co., Ltd.</li> <li>• Sinochem International Corporation Ltd</li> <li>• Sinochem Finance Co., Ltd</li> <li>• Sinochem Investment and development Co.</li> <li>• Sinochem Investment (Lioacheng) Co., Ltd.</li> </ul>	<p>Supervisor</p> <p>Chairman of the Supervisory Committee</p> <p>Supervisor</p> <p>Chairman of the supervisory committee</p> <p>Director</p> <p>Supervisor</p> <p>Chairman of the supervisory committee</p> <p>Chairman of the supervisory committee</p> <p>Supervisor</p> <p>Supervisor</p>

First and last name	Company	Office held in the company
Chen Qian	<ul style="list-style-type: none"> <li>• China Bluestar Chengrand Co., Ltd</li> <li>• Shenyang Research Institute of Chemical Industry</li> <li>• Krausmaffei Company Limited</li> <li>• Sinochem International Corporation LTD</li> </ul>	Director Director Director Director
Grace Tang	<ul style="list-style-type: none"> <li>• Textainer group holdings limited</li> <li>• Netease Inc.</li> <li>• Ecarx Holdings Inc.1</li> <li>• Brior Biosciences limited</li> <li>• Elkem Asa</li> </ul>	Director Director Director Director Director

## SECTION II: LIST OF OFFICES HELD BY STATUTORY AUDITORS IN OTHER COMPANIES AT THE DATE OF THE REPORT

First and last name	Company	Office held in the company
<b>Riccardo Foglia Taverna</b>	Arec Neprix S.p.A.	Standing Auditor
	B&C Speakers S.p.A.	Chairman of the Board of Statutory Auditors
	Boutique Italia S.p.A.	Management adviser
	Cabeco S.r.l.	Sole Auditor
	Cedis S.r.l.	Director
	Double R S.r.l.	Standing Auditor
	Gamma Topco S.p.A.	Chairman of the Board of Statutory Auditors
	Gamma Bioco S.p.A.	Chairman of the Board of Statutory Auditors
	Jakil S.p.A.	Standing Auditor
	Lampugnani Farmaceutici S.p.A.	Standing Auditor
	MTW Holding S.p.A.	Standing Auditor
	Mengoni e Nassini S.r.l.	Standing Auditor
	Metalworks S.p.A.	Standing Auditor
	SI Collection S.p.A.	Chairman of the Board of Statutory Auditors
	Ruffini Partecipazioni Holding S.r.l.	Standing Auditor
	Rubinetterie Ritmonio S.r.l.	Standing Auditor
	Sella Fiduciaria S.p.A.	Standing Auditor
Sigla S.r.l.	Chairman of the Board of Statutory Auditors	
SI COLLECTION S.p.A.	Chairman of the Board of Statutory Auditors	
<b>Antonella Carù</b>	Autogrill Advanced Business Service S.p.A.	Standing Auditor
	Fideuram Asset Management SGR S.p.A.	Director
	World Duty Free S.p.A.	Standing Auditor

First and last name	Company	Office held in the company
<b>Francesca Meneghel</b>	Geox S.p.A.	Independent Director, Chairman of the Audit, Risk and Sustainability Committee, Lead Independent Director
	Adtech Adventures S.p.A.	Standing Auditor
	Avon Cosmetics S.r.l.	Chairman of the Board of Statutory Auditors
	Digitalia '08 S.r.l.	Chairman of the Board of Statutory Auditors
	Direct Channel S.p.A.	Standing Auditor
	Dolcedrigo S.p.A.	Standing Auditor
	Elettronica Industriale S.p.A.	Standing Auditor
	Electa S.p.A.	Standing Auditor
	Fascino s.r.l.	Standing Auditor
	Giulio Einaudi Editore S.p.A.	Standing Auditor
	Boing S.p.A.	Standing Auditor
	Medusa Film S.p.A.	Chairman of the Board of Statutory Auditors
	Publitalia '80 S.p.A.	Chairman of the Board of Statutory Auditors
	Immobiliare Idra S.p.A.	Chairman of the Board of Statutory Auditors
	Marzotto SIM S.p.A.	Standing Auditor
	Mondadori Media S.p.A.	Standing Auditor
	Mondadori Scuola S.p.A.	Standing Auditor
	Mediamond S.p.A.	Chairman of the Board of Statutory Auditors
	PBF S.r.l.	Standing Auditor
	Videowall S.r.l.	Standing Auditor
<b>Teresa Naddeo</b>	RTI S.p.A.	Standing Auditor
	Mediolanum Comunicazione S.p.A.	Standing Auditor
	Mediolanum Gestione Fondi Sgr S.p.A.	Chairman of the Board of Statutory Auditors
	MFE Advertising S.p.A.	Standing Auditor
	Webuild S.p.A.	Director, Chairman of the Audit, Risk and Sustainability Committee
	Industrie De Nora S.p.A.	Director, Chairman of the Audit, Risk and Sustainability Committee, Member of the Related-Parties Committee
	Mediolanum Vita S.p.A.	Chairman of the Board of Statutory Auditors
	Mediolanum Assicurazioni	Chairman of the Board of Statutory Auditors

First and last name	Company	Office held in the company
Alberto Villani	AGB Nielsen Media Research Holding S.p.A.	Chairman of the Board of Statutory Auditors
	AREEF 2 PALIO SICAF S.p.A.	Standing Auditor
	AREEF 2 SICAF	Standing Auditor
	AREEF 2 PORTA NUOVA SICAF S.p.A.	Standing Auditor
	EDRA S.p.A.	Chairman of the Board of Statutory Auditors
	KMH S.p.A.	Chairman of the Board of Statutory Auditors
	BBC Italia S.r.l.	Director
	BTSR International S.p.A.	Chairman of the Board of Statutory Auditors
	Fratelli Consolandi S.r.l.	Chairman of the Board of Statutory Auditors
	HDP S.p.A.	Chairman of the Board of Statutory Auditors
	Selecta Industrial Operations S.p.A.	Standing Auditor
	Selecta Digital S.p.A.	Standing Auditor
	Quattrodue S.p.A.	Chairman of the Board of Statutory Auditors
	Tenuta Montemagno Soc. Agricola S.p.A.	Chairman of the Board of Statutory Auditors
	Bennet S.p.A.	Standing Auditor
	Bennet Holding S.p.A.	Standing Auditor
	Carcano Antonio S.p.A.	Standing Auditor
	DE' Longhi S.p.A.	Standing Auditor
	DE' Longhi Capital Services S.r.l.	Standing Auditor
	DE' Longhi Appliances S.r.l.	Standing Auditor
	Feltrinelli S.p.A.	Standing Auditor
	EB NEURO S.p.A.	Chairman of the Board of Statutory Auditors
	FINMEG S.r.l.	Standing Auditor
	Gallerie Commerciali Bennet S.p.A.	Standing Auditor
	S.r.l. Immobiliare Rimini	Director and Chief Executive Officer
	Meg Property S.p.A.	Standing Auditor
	Over Light S.p.A.	Standing Auditor
	Vetus Mediolanum S.p.A.	Chairman of the Board of Statutory Auditors
	San Remo Games S.r.l.	Sole Auditor
	Plurima S.p.A.	Chairman of the Board of Statutory Auditors
	Royal Immobiliare S.r.l.	Sole Director
	Vianord Engineering Société par action simplifiée	Director

First and last name	Company	Office held in the company
Marco Taglioretti	Euricom S.p.A.	Chairman of the Board of Statutory Auditors
	Garzanti Specialities S.p.A.	Chairman of the Board of Statutory Auditors
	Oroplac S.r.l.	Standing Auditor
	Saint Andrews S.p.A.	Chairman of the Board of Statutory Auditors
	Community SB S.r.l.	Chairman of the Board of Statutory Auditors
	Commercio Prodotti Industriali S.r.l.	Sole Auditor
	Relife Recycling	Chairman of the Board of Statutory Auditors
	Prometeon Tyre Group S.r.l.	Alternate Auditor
	Motive S.r.l.	Chairman of the Board of Statutory Auditors
	Gruppo Meccaniche Luciani	Standing Auditor
	Marco Tronchetti Provera & C. S.p.A.	Chairman of the Board of Statutory Auditors
	XPP SEVEN FIVE S.p.A.	Chairman of the Board of Statutory Auditors
	Eurostazioni S.p.A.	Chairman of the Board of Statutory Auditors
	Cattaneo Zanetto & Co S.p.A.	Chairman of the Board of Statutory Auditors
	Microtest S.r.l.	Chairman of the Board of Statutory Auditors
	Associazione Insieme Per I Bambini	Chairman of the Board of Statutory Auditors
	Zeta Catena S.r.l.	Standing Auditor
	Tecnopool S.p.A.	Chairman of the Board of Statutory Auditors
	Excellera Advisory Group S.p.A.	Chairman of the Board of Statutory Auditors
	Nichelrome Finanziaria Immobiliare S.p.A.	Standing Auditor
	Isoltema S.p.A.	Chairman of the Board of Statutory Auditors
	Galvanica Formelli S.r.l.	Standing Auditor
	Relife Spa	Chairman of the Board of Statutory Auditors
	Ems Group S.p.A.	Chairman of the Board of Statutory Auditors
	Mimac Italia S.r.l.	Chairman of the Board of Statutory Auditors
	Logiudice Forni S.r.l.	Chairman of the Board of Statutory Auditors
	Xpn S.p.A.	Chairman of the Board of Statutory Auditors
	Panapesca S.p.A.	Chairman of the Board of Statutory Auditors
	Zuma S.r.l.	Standing Auditor
	Koverlux S.r.l.	Standing Auditor
	Telco S.r.l.	Chairman of the Board of Statutory Auditors
	Sp Plast S.r.l.	Standing Auditor
	Trabaldo Togna S.p.A.	Director
Minervahub S.p.A.	Standing Auditor	
Xmh S.p.A.	Chairman of the Board of Statutory Auditors	

First and last name	Company	Office held in the company
<b>Maria Sardelli</b>	Longmarch Holding s.r.l.	Chairman of the Board of Statutory Auditors
	SQ 11 S.p.A.	Chairman of the Board of Statutory Auditors
	Value Relations s.r.l.	Sole Auditor
	Value Relations Media s.r.l.	Sole Auditor
	Banca Profilo S.p.A.	Standing auditor
	Milano Serravalle – Milano Tangenziali S.p.A.	Director
	Fintecna S.p.A.	Chairman of the Board of Statutory Auditors
	International Sports Capital S.p.A.	Standing Auditor
	Orizzonte Sistemi Navali S.p.A.	Standing Auditor
	ENAV S.p.A.	Director
<b>Franca Brusco</b>	Garofalo Health Care S.p.A.	Director
	FS Sistemi Urbani S.r.l.	Director
	Cassa Depositi e Prestiti S.p.A.	Standing Auditor
	Simest S.p.A.	Standing Auditor