Pirelli & C. S.p.A.

Regulations on the functioning of the Board of Directors

Approved by the Board of Directors on 30 June 2026

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Regulations on the functioning of the Board of Directors of Pirelli & C. S.p.A. (the "Regulations")

PREAMBLE

The regulations on the functioning of the Board of Directors (hereinafter also referred to as the "**Board**") of Pirelli & C. S.p.A. (hereinafter "**Pirelli**" or the "**Company**"), including the procedures for recording minutes of meetings and the arrangements for providing information to directors, are governed, in compliance with applicable laws and regulations, by the Articles of Association, the recommendations of the Corporate Governance Code for listed companies approved by the Corporate Governance Committee of Borsa Italiana S.p.A. in January 2020, to which the Company adheres (the "**Corporate Governance Code**"), and by these Regulations, without prejudice to the provisions of the Prime Ministerial Decree of 10 April 2026, by which the Council of Ministers exercised its special powers pursuant to Decree-Law No. 21/2012 (the "**2026 Golden Power Prime Ministerial Decree**").

ART. 1 – COMPOSITION

1.1 If the Shareholders' Meeting has not already done so, the Board, at its first meeting, shall appoint a Chairman from among its members.

The Board shall also appoint a Chief Executive Officer, determining the content, limits and any procedures for the exercise of the delegated powers, and may also appoint a Vice Chairman.

If the Chairman is absent, unable to attend or so requests, the Board of Directors meeting shall be chaired, in order, by the Vice Chairman, the Chief Executive Officer, where appointed, or by another director designated by the Board.

1.2 The Board of Directors can appoint a Lead Independent Director, in particular where the conditions set out in Recommendation no. 13, letters a) and b) of the Corporate Governance Code are met, and shall in any case do so where requested by the majority of the independent directors.

1.3 Where appointed, the Lead Independent Director:

- (i) collects and coordinates the requests and contributions of non-executive directors and, in particular, of independent ones;
- (ii) with the assistance of the Secretary of the Board of Directors, coordinates the meetings of independent directors only.

1.4 The Board of Directors may establish one or more internal board committees, including in order to adapt the corporate governance structure to the recommendations in force from time to time. The functioning of the internal board committees is governed by specific regulations.

ART. 2 - MEETINGS

2.1 As a rule, the Board shall meet at least 5 times a year and is usually convened at the Company's registered offices on the calendar dates approved annually or upon the initiative of the Chairman or the person acting in his/her place (or by the Secretary to the Board on their behalf) each time it is deemed appropriate, or when requested in writing by the Chief Executive Officer or by one fifth of the Directors in office.

Pursuant to art. 12.2 of the Bylaws, the Board of Directors can also be convened by the Board of Statutory Auditors, or by a single Standing auditor, subject to prior notice given to the Chairman of the Board of Directors.

2.2 With the support of the Board Secretary, the Chairman establishes the agenda of each board meeting.

2.3 Board meetings can be attended from a remote position using telecommunication means that allow for participation in debate and equal information of all those in attendance, as envisaged by the Bylaws.

2.4 Without prejudice to provisions regarding pre-meeting information, in view of each Board meeting, the Chairman, with the support of the Secretary, shall ensure that Directors and Statutory Auditors are provided with all the information necessary for them to be properly informed about the matters to be discussed.

2.5 The documentation to be examined by the Board shall be sent well in advance, and as a rule ten days prior to the meeting unless specific requirements do not allow this: in such cases, the documentation shall be sent as soon as it is available. Where the Chairman deems it appropriate, in exceptional cases and motivated by urgency, the documentation can be provided directly at the meeting.

2.6 The information provided shall be supplemented and, where deemed appropriate, replaced by information provided during the board meeting, thereby ensuring Directors make informed decisions.

2.7 The Chairman may invite the Company's top management, as well as the heads of corporate functions, to attend meetings in order to provide appropriate further information on the items on the agenda. Persons external to the Company may also be invited to attend meetings, to provide additional board information and help make aware decisions. It is understood that such subjects shall in any case be required to comply with the confidentiality obligations laid down for board meetings.

2.8 The order of discussion of the items on the agenda shall be established by the chairman of the meeting, who may vary with respect to the order indicated in the call notice.

2.9 Board meetings shall be held in the Italian language. Considering the international composition of the Board, the participants shall have access to a simultaneous translation service in the languages commonly spoken by the foreign Directors. The Company shall provide Directors whose nationality is not Italian, depending on the cases, with a courtesy translation, at least in English, of the support documentation for board meetings.

2.10 An audio recording of Board meetings shall be made in order to facilitate the recording of the minutes; said recording shall be destroyed thereafter once the minutes have been transcribed in the applicable corporate register.

ART. 3 – THE SECRETARY

3.1 The Chairman shall use a Secretary for the convocation, organisation, conduct and documentation of Board meetings.

3.2 The Secretary shall be appointed by the Board of Directors - in accordance with the provisions of the Bylaws - which shall also assess whether the candidate has the appropriate requirements of professionalism and experience.

3.3 The Secretary to the Board of Directors qualifies as a Key manager pursuant to the Bylaws.

3.4 The board Secretary supports the activities of the Chairman and provides impartial assistance and advice to the board of directors on all aspects relevant to the proper functioning of the corporate governance system. In particular, the Secretary shall support the Chairman of the Board of Directors, in order to ensure 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 on an informed basis in the performance of their duties, all in compliance with the provisions of the 2026 Golden Power Prime Ministerial Decree on information of strategic importance;

b) the agenda of each board meeting, defined by the Chairman, is such as to guarantee an adequate flow of information to the Board;

c) the activities of the internal board committees are coordinated with the activities of the Board of Directors;

d) the Company's top management and the top management of the companies of the group headed by it, as well as the heads of corporate functions, may attend Board meetings in order to provide appropriate further information on the items on the agenda, together with advisers where necessary;

e) after their appointment and during the mandate of the board, all Directors may participate in specific induction activities;

f) the board evaluation is adequate and transparent.

3.5 The Secretary of the Board of Directors 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.

3.6 In performing his or her duties, the Secretary has adequate powers, tools, organisational structure and personnel to carry out the assignment.

ART. 4 - PRE-MEETING INFORMATION

4.1 The documentation supporting the Board meetings shall be prepared by the relevant company department and thereafter brought to the attention of each Director and Statutory Auditor as a rule through a specific IT application managed by the Board Secretary, ensuring access is reserved for Directors and Statutory Auditors and adequate protection of the confidentiality of the data and information contained therein.

4.2 The Chairman, assisted by the Secretary, shall ensure Directors have an adequate flow of information on the items on the agenda of board meetings and any follow-ups to the resolutions passed by the board, as well as in relation to the general performance of operations and their foreseeable development in order to allow them to act in an informed way when performing their role, also taking into account the provisions of the "Procedure for information flows to Directors and Statutory Auditors" adopted by the Company pursuant to articles 2381-*bis*, subsection four of the Italian Civil Code and 150, first subsection of Legislative Decree no. 58 of 24 February 1998 and article 11 of the Bylaws.

ART. 5 – RECORDING OF THE MINUTES

5.1 The discussions, resolutions passed, as well as any dissent or vote against of the Directors must be recorded in the minutes, drawn up in Italian and signed by the chairman of the meeting and the Secretary of the meeting.

5.2 As a rule, the minutes shall be sent to Directors and Statutory Auditors in draft form as soon as they are available for any remarks, which shall be collected by the Board Secretary. To this end the Company shall make a courtesy translation in English of the draft minutes available to foreign Directors and, within the limits of feasibility and in the shortest time possible, in the language commonly spoken by them.

5.3 Once the text of the minutes has been supplemented, if necessary, with any remarks received by the Board Secretary by the deadline indicated in the transmission notice, the final Italian-language version of the minutes shall subsequently be transcribed in the specific corporate register.

5.4 The supporting documentation made available to the Directors and Statutory Auditors, where not annexed to the minutes, shall be retained among the Company’s records, at least until the end of the board's mandate.

5.5 Part of the minutes, relating to the resolutions adopted that require immediate execution, may be the subject of a certificate and an extract issued by the chairman of the meeting or by the secretary, also pending completion of the drafting process and the subsequent transcription of the same minutes in line with the provisions of the Bylaws.

5.6 Any copies of and extracts from minutes that have not been drawn up by a notary public shall be certified as true copies by the Chairman, the chairman of the meeting or the Secretary.

ART. 6 – CONFIDENTIALITY

6.1 Directors and Statutory Auditors who participate in board meetings shall be required to observe the confidentiality obligations regarding documents and the information acquired in performing their duties, in compliance with the provisions of the Prime Ministerial Decree Golden Power 2026 on information of strategic importance.

6.2 Directors and Statutory Auditors shall be subject to specific obligations and prohibitions deriving from access to internal information, above all when it qualifies as information of strategic importance pursuant to the Prime Ministerial Decree Golden Power 2026, or as Inside Information, in accordance with the methods laid down in the Market Abuse Procedure adopted by the Company, as well as in compliance with current provisions issued by Consob.

6.3 The Company’s relationships and relations with the outside shall be reserved for Directors assigned this task, within the limits of the powers conferred on them by the Board. The remaining Directors and Statutory Auditors shall be expressly prohibited from commenting externally, including to the press, on the activities and resolutions of the corporate bodies without the explicit authorisation of the Chairman.

6.4 It shall be the responsibility of the Chairman, with the support of the Board Secretary, to identify the most suitable operating methods to strike a balance between the requirements of accessibility, confidentiality and integrity of the information and documentation relating to the board activities. As a rule this shall take place following the electronic procedures indicated in paragraph 4.1 above, except for specific requests or requirements, which shall be carefully assessed by the Secretary.

ART. 7 – BOARD EVALUATION

7.1 At least once a year, the Board of Directors carries out an assessment of the size, composition and actual functioning of the Board itself and of the internal board committees.

7.2 For the purposes of the Board evaluation process, the Board shall be assisted by the competent Board Committee and shall assess whether it is appropriate to engage an independent external consultancy firm to provide support.

7.3 The Company shall inform the market of this assessment in the Report on the Corporate Governance and Share Ownership, considering the possibility of also disclosing information relating to the outcome of the assessment.

ART. 8 - BOARD INDUCTION

8.1 With the support of the Board Secretary, the participation of Directors after their appointment and during the mandate, in the most appropriate forms, in initiatives aimed at providing them with adequate knowledge of the industry in which the Company operates, the company dynamics and their evolution, the risk management issues, as well as any relevant part of the regulatory and self-regulatory framework, shall be encouraged.

ART. 9 – CALENDAR OF CORPORATE EVENTS

9.1 In compliance with the obligations laid down for listed issuers in the Regulation for Markets of Borsa Italiana S.p.A., once a year the Board shall approve the dates of the Board meetings to approve the draft financial statements and the periodic financial reports, as well as the date set for the Shareholders' Meeting to approve the financial statements for the year, which are to be announced to the market without delay and in any case by the deadline of the thirtieth of January of each year.

ART. 10 – FINAL PROVISIONS

10.1 The Board of Directors shall periodically check the adequacy of these Regulations and is responsible for updating and amending them if need be.

The Chairman, with the support of the Board Secretary, may supplement and/or make changes to these Regulations, informing the Board at the first available meeting, if purely formal adjustments should be appropriate, including those to incorporate changes to the Company’s organisational structure.

10.2 It is understood that, unless otherwise specified in these Regulations, the provisions of the Bylaws on the functioning of the Board of Directors shall apply.