



**Procedure for information flows
to the Directors and Statutory Auditors**

Approved by the Board of Directors of Pirelli & C. S.p.A. on 3 August 2023

Procedure for information flows to the Directors and Statutory Auditors

1. Introduction

1.1 – The completeness of the information available to the directors is an essential condition for the correct exercise of competences and responsibilities pertaining to the management, guidance and control of the activities of Pirelli & C. S.p.A. (hereinafter “**Pirelli**” or the “**Company**”) and other companies of the group it heads (hereinafter the “**Group**”).

1.2 – Similar adequate information is due to the Board of Statutory Auditors.

1.3 – In compliance with the provisions of law (art. 150 of Legislative Decree 58/1998, hereinafter “**TUF**”, and art. 2381, paragraph 5 of the Italian Civil Code) and of the Bylaws, the Directors and Statutory Auditors are the recipients of continuous information flows from the Executive Directors, coordinated in this by the Chairman of the Board of Directors and/or Vice Chairman and/or the Chief Executive Officer, assisted by the Secretary of the Company's Board of Directors for such purposes.

1.4 – The purpose of this procedure is to regulate this information flow in order to:

- ensure the transparent management of the business;
- ensure that the Board of Directors can effectively and efficiently manage and control the activities of the Company and the operations of the business;
- provide the Board of Statutory Auditors with the sources of information needed for it to efficiently perform its supervisory role.

2. Terms and procedures

2.1 The information flow to the Directors and Statutory Auditors is ensured, preferably, through the sending of documents and, in particular:

- reports, explanatory notes, memoranda, presentations, reports drafted by Company's offices or consultants, including those prepared in view or on occasion of Committee meetings;
- other documentation, public or otherwise, available to the Company;
- corporate financial documents for the period intended for publication;
- special supplementary quarterly report on the information provided from other

sources, drawn up on the basis of a specific scheme.

2.2 – The aforementioned documentation is sent promptly to the Directors and Statutory Auditors and in any case:

- often enough to ensure compliance with the information obligations established in law and the Bylaws;
- at intervals consistent with the scheduling of the individual board meetings.

2.3 – The information provided following the procedures set out above are supplemented (and if necessary replaced, where so required for confidentiality reasons) by verbal explanations given by the Chairman and/or the Vice Chairman, Executive Directors or representatives of the Group's management at board meetings, or specific informal meetings, open to the participation of Directors and Statutory Auditors, organised to examine topics of interest relating to the management of the business.

2.4 – The sending of documents and any other material to Directors and Statutory Auditors is coordinated by the Secretary of the Company's Board of Directors, in agreement with the Manager responsible for the preparation of the corporate financial documents, to the extent applicable.

2.5 – In all cases, the Directors and Statutory Auditors receive the information published by Pirelli in accordance with the regulations governing corporate disclosures (such as press releases and reports) and investment proposals (prospectuses, howsoever described).

3. *Contents*

3.1 – In addition to the matters reserved for examination and/or approval by the Board of Directors of the Company pursuant to the law and the Bylaws, the flow of information to the Directors and Statutory Auditors contains information about:

- the general results of operations and the outlook for the future;
- the activities carried out, with particular reference to the transactions (i) of greater strategic, economic, financial or investment importance, (ii) with related parties and (iii) atypical or unusual;
- the instructions imparted in the exercise of direction and coordination activities pursuant to articles 2497 et seq. of the Italian Civil Code;
- any other activities, transactions or events that it is deemed appropriate to bring to the attention of the Directors and Statutory Auditors.

4. *Business performance and outlook*

4.1 – The information notice on the general results of operations concerns the group's business activities.

4.2 – It is considered, as well as in terms of final results and comparison with industrial and budget forecasts, also from a strategic point of view for planning and direction.

4.3 – The business performance and outlook are, as a rule, examined by the Company's Board of Directors during board meetings called to approve the financial reports pursuant to art. 154-*ter* of the TUF (annual financial report, half-yearly financial report and additional periodic financial information, where drawn-up). The results achieved are compared:

- with the historical data (appropriately reconstructed *pro forma*, in order to permit a homogeneous comparison);
- with the budget objectives, indicating the reasons for any deviations, also in order to assess their impacts on the strategic or forward-looking objectives and/or forecast data relating to subsequent periods;
- with the general performance of the sector and of peers, for benchmarking purposes.

5. *Activity performed*

5.1 – General information on the activity performed concerns: (i) executive activities and developments of transactions already resolved on by the Board of Directors, (ii) activities carried out by the Executive Directors – also through the departments of the Company and of its subsidiaries – in the performance of the proxies received, as well as (iii) the work of the committees set up within the Board of Directors.

5.2 – General information on the activities performed is completed by a specific detailed information notice regarding:

- transactions of greater strategic, economic, financial or investment importance;
- atypical or unusual transactions;
- transactions with related parties.

6. *Transactions of greater strategic, economic, financial or investment importance*

6.1 – The Company's Board of Directors - without prejudice to (i) the competences and powers reserved to the latter by law and the Bylaws, (ii) the structure of the proxies and (iii) the internal corporate procedures – has established general criteria, both quantitative and

qualitative, to identify the transactions – non-intragroup - which, when carried out by Pirelli, or by companies, including foreign unlisted companies, that it controls and that are subject to the exercise of its direction and control, require the prior approval of the Company's Board of Directors.

6.2 – The information notice on the transactions described in article 6.1. above points out (i) the strategic purposes, (ii) consistency with the budget and with the business plan, (iii) the executive procedures (including the terms and conditions, also economic ones, for their implementation), as well as (iv) the developments and any conditioning and implications that said transactions entail or have on the activities of the Pirelli Group.

6.3 – The information notice also covers transactions that, even if individually below the quantitative thresholds indicated, are connected within the same strategic project or executive programme and therefore, considered as a whole, exceed the significance thresholds.

7. Atypical or unusual transactions

7.1 – Transactions that are part of the ordinary business, that is they are co-essential to the production and exchange cycle characteristic of the company, are considered to be typical. Whereas transactions that serve to meet ordinary requirements, that is requirements that normally occur during the exercise of the business, are considered to be usual.

7.2 – In any case, a transaction cannot qualify as typical or usual when in practice it presents particular critical elements due to its specific characteristics and/or inherent risks, the nature of the counterparty or the time of its completion.

7.3 – The information notice on atypical or unusual transactions highlights the underlying interests and outlines the executive procedures (including the terms and conditions, also the economic ones, for their implementation), with particular regard to the evaluation procedures followed.

8. Management and coordination

8.1 – The information notice on the acts of management and coordination exercised by the company over its subsidiaries states:

- the strategic purposes, with particular reference to the entrepreneurial interests that justify them and the result pursued;
- the executive procedures (including the terms and conditions, also the economic ones,

for their implementation), with specific regard to the evaluation procedures followed;

- any conditioning and implications on the exercise of the company business, also with reference to the budget and business plan.

8.2 – Subsequent updated information is provided for the affected transactions, in order to evaluate the overall result of the management and coordination activity.

9. *Transactions with related parties*

9.1 – As regards the information on related party transactions (hereinafter “**RPT**”) - as defined in the Procedure for Related-Party Transactions (hereinafter “**RPT Procedure**”) adopted by the Company and published on Pirelli's website – the following information (already prescribed in part by the RPT Procedure) is reported to Directors and Statutory Auditors:

- Non-intragroup RPTs worth more than 5 million euros, even if "ordinary" and/or "at market conditions";
- implementation status of RPTs of lesser significance ⁽¹⁾ undertaken by the Company or its subsidiaries⁽²⁾;
- implementation status of RPTs of greater significance ⁽³⁾ approved by the Board of Directors ⁽⁴⁾.
- RPTs undertaken pursuant to any "framework resolutions" adopted by the Company;
- RPT carried out “in the case of urgency” as prescribed in the RPT Procedure; For each of such transactions the following is indicated: (i) object, (ii) value, (iii) date transaction concluded, (iv) identity of the counterparty (and, if applicable, the Group to which they belong), and (v) nature of the relationship (distinguishing between transactions undertaken directly by Pirelli and transactions undertaken by subsidiary companies).

10. *Collection of information*

10.1 – The department reporting to the Manager in Charge of the preparation of the corporate financial documents is responsible for the collection of information in order to

⁽¹⁾ RPT of lesser significance are transactions other than RPT of greater significance and RPT of an insignificant amount, as defined in the RPT Procedure.

⁽²⁾ Information flow pursuant to art. 7, paragraph 1, letter f) of the RPT regulations adopted by Consob with resolution no. 17221 of 12 March 2010, subsequently amended and supplemented.

⁽³⁾ RPT of greater significance are transactions that exceed the thresholds set in annex 1 of the RPT Procedure.

⁽⁴⁾ Information flow pursuant to art. 8, paragraph 1 of the RPT Regulations.

ensure an adequate flow of information on a quarterly basis.

The Manager in Charge sends the information received to the Chief Executive Officer, who, assisted by the Secretary of the Board of Directors, ensures the flow of information to the Directors and Statutory Auditors.

In general, a report of the activities performed by the committees set up within the Board of Directors is provided, alternatively, using one of the following methods: (i) report at one of the subsequent board meetings, (ii) periodic report to the Board of Directors or (iii) report in accordance with article 2.1 above.

11. Inside Information and Significant Information

11.1 – Where the flows of information referred to in this procedure relate to Inside Information and/or Significant Information (in both cases as defined by the “Market Abuse Procedure” adopted by the Company), the same must take place in compliance with and according to the methods indicated in the Market Abuse Procedure.