Pirelli & C. S.p.A.

Shareholders' Meeting held on 25 June 2026

Minutes of the Shareholders' Meeting

[*ENGLISH COURTESY TRANSLATION*]

Pirelli & C. S.p.A.

Ordinary Shareholders' Meeting

25 June 2026 at 11.00 a.m.

in Milan, at Via Agnello n. 18, c/o Studio Notarile Marchetti

At 11:00 a.m., in accordance with the Company Bylaws, in the absence of the Chairman of the Board of Directors, Marco Tronchetti Provera, in his capacity as Executive Vice Chairman (hereinafter the "**Chairman**"), took the chair of the Meeting.

He recalled that, as allowed by the current regulations on how the Shareholders' Meeting is conducted, as well as pursuant to Article 7, paragraph 4, of the Bylaws, the Company's Board of Directors has availed of the option to establish that participation and the exercise of voting rights at the Shareholders' Meeting shall take place exclusively through a proxy (or sub-proxy) granted to the designated representative **Computershare S.p.A.** (hereinafter "**Computershare**" or "**Designated Representative**").

As permitted by Article 7, paragraph 5 of the Bylaws, in the case of participation and voting by proxy exclusively through the Designated Representative, the Company's Board of Directors has also established that participation in the Shareholders' Meeting by the authorised parties, in compliance with the conditions set forth in the Bylaws, shall take place exclusively by means of telecommunications, without the need for the Chairman, Secretary and/or Notary to be in the same place.

Therefore, the participants (including the Chairman) attended by audio-video conference.

The Chairman confirmed that he had personally ascertained the identity and legitimacy of those in attendance, as well as the right of everyone to take part in the discussion. He also declared that he is allowed to regulate the proceedings of the meeting and to ascertain and announce the results of the vote.

The Chairman asked everyone to set their devices to mute and recommended that anyone wishing to intervene should deactivate this mode before doing so.

He recalled that the Shareholders' Meeting had been called to discuss and resolve on the following:

AGENDA

1. Approval of the financial statements at 31 December 2025. Presentation of the consolidated financial statements at 31 December 2025 and the Consolidated Sustainability Reporting for FY 2025; delegation of powers;

2. Proposal to allocate the period result and distribute the dividend including through use of profits from previous financial years, subject to replenishment of the legal reserve; delegation of powers;

3. Determination of the number of members of the Board of Directors;

4. Appointment of the Directors;

5. Determination of the annual remuneration of the members of the Board of Directors;

6. Report on the Remuneration policy and compensation paid:

6.1 Approval of the first section of the Report pursuant to Article 123-ter, subsection 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;

6.2 Resolutions related to the second section of the Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998;

7. Three-year monetary incentive plans for the Pirelli Group's management:

7.1 approval of the three-year monetary incentive plan 2026-2028 for the Pirelli Group's management; delegation of powers;

7.2 normalisation of the effects on the relative Total Shareholder Return objective, included in the 2023-2025, 2024-2026 and 2025-2027 three-year monetary incentive plans for Pirelli Group management; delegation of powers;

8. The "Directors and Officers Liability Insurance" policy; delegation of powers,

and called the notary Carlo Marchetti - physically present in Milan, Via Agnello No. 18 - to act as Secretary of the Shareholders' Meeting (hereinafter, the "**Secretary**"); the Secretary accepted and confirmed that it was possible to adequately perceive the events of the Shareholders' Meeting being recorded.

The Chairman asked the Secretary to continue with the formal communications, the presentation of the resolutions to be passed and the collection of the votes to be cast by Computershare on the items on the agenda.

The Secretary reported that:

- the meeting was attended by:
  - for the Board of Directors: in addition to Marco Tronchetti Provera, the Chief Executive Officer, Andrea Casaluci, and the Directors Zhang Haitao and Marisa Pappalardo;
  - for the Board of Statutory Auditors: Riccardo Foglia Taverna, Teresa Naddeo and Francesca Meneghel, while the Statutory Auditors Maura Campra and Riccardo Perotta submitted apologies for their absence;
  - for the Designated Representative Computershare S.p.A.: Alberto Elia;
  - the Chairman of the Supervisory Body: Carlo Secchi;
  - the candidate from Slate No. 1, Giovanni Tronchetti Provera;
  - the Secretary of the Company's Board of Directors, Alberto Bastanzio;

- in accordance with the provisions of Article 4 of the Company's Shareholders' Meeting Regulations, certain employees/contractors of the Company were attending the meeting solely as observers to provide technical and operational support for the conduct of the Meeting;

- the call notice of the Shareholders' Meeting was published on the Company's website on 08 May 2026. The notice was also published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 09 May 2026 and is also available at the authorised storage mechanism eMarket Storage;

- the documentation relating to all the items on the agenda was made available in accordance with the disclosure requirements provided for by the applicable regulations;

- the Company has not received any requests to supplement the Agenda, pursuant to and in the ways set out in Article 126-*bis* of the TUF and with the addition ways indicated in the call notice;

- on 29 May 2026, Marco Tronchetti Provera & C. S.p.A., together with Camfin S.p.A., Camfin Alternative Assets S.r.l. and Longmarch Holding S.r.l., simultaneously with the filing of the slate for the renewal of the Board of Directors (Slate No. 1), submitted certain resolution proposals - to be read out later in the meeting - pursuant to Article 126-*bis* of the Consolidated Law on Finance (TUF) and in accordance with the procedures set out in the notice of call, regarding items 4 and 5 on the agenda (*Appointment of Directors* and *Determination of the Annual Remuneration of the Members of the Board of Directors*);

- on 30 May 2026, Marco Polo International Italy S.r.l. submitted its slate of candidates for appointment to the Board of Directors (Slate No. 2);

- the Company provided public notice of the aforementioned filings and of the documentation required under the applicable legislation, in the manner and within the deadline prescribed by law and the applicable regulations, including through the publication of the relevant press releases on the Company's website and on the authorised storage mechanism eMarket Storage on 1 and 3 June. The Company also promptly made the updated proxy (sub-proxy) form, reflecting the aforementioned resolution proposals, available on its website;

- the share capital of Pirelli & C. S.p.A. amounts to 2,065,650,608.36 euros and is divided into a total of 1,084,881,933 ordinary shares (all with voting rights at Shareholders' Meetings) with no par value. To date, the Company does not hold treasury shares;

- at present, those in attendance number **620**, representing a total of **883,533,136** ordinary shares, equal to 81.440488% of the share capital; the list of the persons participating by proxy, indicating the shares held by each of them, together with the names of the persons voting as pledgees and usufructuaries, is available and is attached to the minutes of the Shareholders' Meeting as Annex "A". The Shareholders' Meeting was properly constituted and entitled to discuss and resolve on the item on the relative Agenda;

- according to the information in the Shareholder Register supplemented by the communications received pursuant to Article 120 of the TUF and the other information available, the following directly or indirectly hold a significant number of voting shares, pursuant to the current provisions of law and regulations:

		Number of shares	**% of ordinary share capital**
1	**SINOCHEM HOLDINGS CORPORATION LTD** All the shares are held indirectly through Marco Polo International Italy S.r.l.	**370,150,000**	**34.11**
2	**MARCO TRONCHETTI PROVERA** All the shares are held indirectly through:	**287,265,574**	**26.48**
	Camfin S.p.A.	168,489,549	**15.53**
	Camfin Alternative Assets S.r.l.	81,987,353	**7.56**
	Longmarch Holding S.r.l.	36,788,672	**3.39**

- as far as the Company is aware, there are no shareholders' agreements in force that are relevant under Article 122 of the Consolidated Law on Finance (TUF);
- the Designated Representative was invited to make any statement required by law, including on the issue of lack of entitlement to vote;

- since the documentation relating to all the items on the agenda was subject to the disclosure requirements provided for by the applicable legislation and is available to all those attending, and no objections having been raised, its reading will be waived, except for the resolution proposals contained in the Reports of the Board of Directors, as well as the resolution proposals pursuant to Article 126-*bis* of the Consolidated Law on Finance (TUF) submitted simultaneously with Slate No. 1 filed by Marco Tronchetti Provera & C. S.p.A., together with Camfin S.p.A., Camfin Alternative Assets S.r.l. and Longmarch Holding S.r.l., regarding items 4 and 5 on the agenda;
- before today's Shareholders' Meeting, questions were received pursuant to Article 127-*ter* TUF from the shareholder Marco Bava. The list of questions and answers was published on the Company's website on 22 June 2026 and is annexed to the minutes of the Shareholders' Meeting;
- pursuant to Article 5 of the Company's Shareholders' Meeting Regulations, the Chairman authorised the Company's personnel to provide technical and operational support using an audio recording system, solely for the purpose of facilitating the preparation of the minutes of the meeting. The recording will not be communicated or disseminated, and all data and audio recording media will be destroyed once they have been used for the purpose for which they were acquired;
- the votes shall be cast at today's Shareholders' Meeting through communication by the Designated Representative, of the votes expressed by it, on the basis of the voting instructions received.

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Proceeding to the joint discussion of **items 1 and 2 on the agenda** (*Financial Statements* and *Distribution of the Dividend*) – on which separate votes will be taken – the Secretary, at the Chairman's invitation, read out the following.

The year we have just gone through has confirmed the complexity of a global landscape undergoing profound transformation. The automotive sector has had to contend with selective demand, geopolitical tensions, raw material volatility and new technological priorities. In this context, the ability to anticipate change has become a decisive factor in remaining competitive. Pirelli has faced these challenges with industrial discipline and a long-term vision. We have continued to invest in innovation, product quality and the strengthening of the High Value segment. It was precisely the High Value segment that enabled us – in what was by no means an easy year – to protect profitability, generate cash, seize the opportunities offered by the most dynamic markets and, through continuous dialogue with automotive manufacturers, strengthen our strategic partnerships and competitive positioning. Pirelli was well prepared for the transformation of mobility, from electrification to digitisation, with increasingly high-performing and advanced products such as the connected Cyber Tyre. The results achieved represent a significant accomplishment, but above all they confirm the soundness of our model. Achieving record performance in such a challenging macroeconomic environment testifies to the quality of our strategic choices and our people. I would like to extend my personal thanks to all of them. Finally, I also wish to thank the Board of Directors, whose term of office has now come to an end, for accompanying us on our journey over the past three years.

With regard to the significant events to be reported following the approval of the draft financial statements by the Board of Directors on 16 April 2026, I would remind you that, on 7 May 2026, the Board of Directors approved the data relating to the first quarter of 2026 contained in the interim financial report as at 31 March 2026 and in the

related press release, both of which were made available to the market on the same date and may be consulted, inter alia, on the Company's website, to which reference is made.
Once again this year, Pirelli's Annual Report is accompanied by a cultural and artistic communication project designed to convey the Company's values and emerging social and cultural trends through an innovative and original approach. The 2025 Annual Report, entitled "PERCEPTIONS", explores how and why our perceptions of five macro-dimensions have evolved over time: identity, relationships, science, the future and conflict. As part of the project, as is customary, Pirelli invited five authors to explore each of these dimensions: Francesco Piccolo (identity), Diego De Silva (relationships), Francesca Mannocchi (conflict), Marcus du Sautoy (science) and Derrick De Kerckhove (the future). The texts will be accompanied by images by Daniele Castellano, an artist and illustrator who collaborates with international publications.

At the invitation of the Chief Executive Officer, the <u>Secretary</u> read out the following.
In 2025, Pirelli achieved new record financial results and reaffirmed its position as the global leader in the High Value segment, outperforming its competitors in terms of organic growth, profitability, cash generation and sustainability milestones. In 2025, we also achieved the important milestone of reducing our financial leverage, measured as the ratio of Net Financial Position to Adjusted EBITDA, to below 1.
These results were made possible by the strength of our business model, the quality of our strategy and the effectiveness with which it has been implemented across the organisation.
For this reason, I would like to express my special thanks to the women and men of Pirelli who, every day, in our plants, research centres, commercial and corporate departments, work with expertise, responsibility, passion and a strong sense of belonging. It is above all thanks to their commitment, their capacity to innovate and their determination in addressing an international environment that remains challenging that today we are able to present financial statements of which we can be proud. The 2025 results undoubtedly represent an important milestone, but above all they provide a solid foundation from which to look to the future with confidence, while remaining realistic. The global environment continues to be characterised by volatility and uncertainty linked to the geopolitical situation and the profound transformation of mobility. It is precisely for this reason that we will continue to do what has always set Pirelli apart: maintain a long-term vision, invest in innovation, nurture the talent of our people, continue our digital transformation journey and the responsible introduction of AI into our business processes, and pursue sustainable, profitable growth with discipline, thereby creating value for all our stakeholders.
I would also like to express my sincere thanks to the Directors, whose terms of office are coming to an end, for their contribution over the years, and to extend my very best wishes to the Directors who will be called upon to lead Pirelli over the next three years.
In conclusion, I would like to thank our shareholders once again for the trust they continue to place in our Company. We are fully aware of the responsibilities this entails and will continue to operate with discipline, transparency and determination in order to strengthen Pirelli's leadership and create long-term value.

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With regard to the fees for the external audit of the financial statements, and referring to the information contained in the Annual Report, I would recall that the Shareholders' Meeting of 1 August 2017 determined the remuneration (and the criteria for adjusting it) for the financial years 2017 to 2025. With specific reference to the financial year 2025, those fees amounted to: (i) to 65,659 euros for the individual financial statements of the Company (501 hours worked) and for the consolidated financial statements of the Pirelli Group, as well as for the additional related activities (386 hours worked), and (ii) to 27,669 euros for the limited audit of the condensed half-year consolidated financial statements of Pirelli & C. S.p.A. for the six-month period ending on 30 June 2025 (394 hours worked).
The Company would like to thank PricewaterhouseCoopers S.p.A. for the work carried out during its nine-year term of office.
I would also remind you that, on 28 May 2024, the Shareholders' Meeting appointed the new external auditor, KPMG S.p.A., for the financial years 2026 to 2034.

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The proposed resolutions contained in the Report of the Board of Directors, as transcribed below, were then read out by the Chairman.
Pursuant to Article 135-*undecies* of the TUF, 620 shareholders with a total of 883,533,136 ordinary shares, equal to approximately 81.44% of the ordinary share capital, participated in the vote on these items of the agenda.
The Chairman then put to the vote (at 11:20 a.m.), through the Designated Representative who cast the votes on the basis of the voting instructions received, the proposals read out and reproduced below:
"The Shareholders' Meeting,

• having examined the annual financial report as at 31 December 2025;

• having acknowledged the Statutory Auditors' Report;

• having acknowledged the report of the Independent Auditors;

RESOLVES

a) to approve the Company's financial statements for the year ended 31 December 2025, as presented by the Board of Directors as a whole, in the individual entries and with the proposed provisions, showing a profit of 285,191,626.00 euros;

b) to allocate to the legal reserve a total amount of Euro 32,255,133.50 (so as to replenish it up to one-fifth of the share capital pursuant to Article 2430 of the Italian Civil Code), it being provided that such total amount shall be drawn as follows: (i) 24,819,962.08 euros from the profit for the financial year ended 31 December 2025 (representing 8.7% of the total amount thereof); (ii) 7,435,171.42 euros from the "Reserve retained earnings" as shown in the financial statements for the year ended 31 December 2025;

c) to distribute to shareholders a comprehensive unitary dividend, gross of withholding taxes, of 0.34 euros for each of the 1,084,881,933 outstanding ordinary shares, for a total of 368,859,857.22 euros, distributed as follows:

(i) as to 260,371,663.92 euros, by way of distribution from the total amount of the profit for the financial year ended 31 December 2025 remaining after the allocation to the legal reserve resolved under item (b) above;

(ii) as to 108,488,193.30 euros, by way of distribution of an extraordinary dividend drawn from the "Reserve retained earnings" as shown in the financial statements for the year ended 31 December 2025 (which, as a result of such distribution, will be reduced to a total of Euro 615,506,224.30);

d) to authorise the Directors to allocate to profits carried forward the balance of the rounding that may be determined at the time of payment of the dividend;

e) to confer upon the Board of Directors – and, on its behalf, upon the legal representatives pro tempore, acting severally – all powers and authority necessary to implement the foregoing resolutions."

With regard to the resolution proposal relating to item 1 on the agenda (*Financial Statements*): the Shareholders' Meeting approved by majority vote.

Against: 370,827,222 shares

Abstained: 1,264,942 shares

For: 511,440,972 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

With regard to the resolution proposal relating to item 2 on the agenda (*Dividend*), the Shareholders' Meeting approved by majority vote.

Against: 4,508 shares

Abstained: 0 shares

For: 883,528,628 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

The result was announced, specifying that the dividend for the financial year 2025 will be payable from 22 July 2026, with the ex-dividend date falling on 20 July 2026 (record date: 21 July 2026).

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Proceeding to the joint discussion of **items 3, 4 and 5 on the agenda** (*Renewal of the Board of Directors*) - on which separate votes will be taken - the Secretary recalled that, with the approval of the financial statements for the year

ended 31 December 2025, the term of office of the Board of Directors appointed by the Shareholders' Meeting on 31 July 2023 had come to an end.
The Shareholders' Meeting was therefore called upon to appoint the new Board of Directors for the financial years 2026, 2027 and 2028, after first determining the number of Directors and their remuneration.
As announced by Pirelli in a press release issued on 11 April 2026, following the so-called "Golden Power Proceedings" initiated by the Presidency of the Council of Ministers following the notifications submitted by Camfin S.p.A., Marco Tronchetti Provera & C. S.p.A. and China National Tire & Rubber Corporation, Ltd. ("**CNRC**") pursuant to Decree-Law No. 21/2012 (the "**Golden Power Decree**"), the Council of Ministers, by decision dated 10 April 2026, exercised its special powers under the Golden Power Decree (the "**2026 Golden Power Prime Ministerial Decree**").
In particular, under the 2026 Golden Power Prime Ministerial Decree, the Presidency of the Council of Ministers considered that, in the absence of the Shareholders' agreement relating to Pirelli entered into by the above-mentioned shareholders (which expired and was not renewed last May), the need to protect Pirelli's assets could be adequately and proportionately met through the imposition of additional requirements, together with the reinstatement of some of the requirements contained in the Prime Ministerial Decree of 16 June 2023. In this regard, the 2026 Golden Power Prime Ministerial Decree provides, *inter alia*, for the imposition of certain specific requirements on Marco Polo International Italy S.r.l., which, at today's Pirelli Shareholders' Meeting, was permitted to submit a slate for the renewal of the Board of Directors comprising no more than three candidates, two of whom must be independent, it being understood that none of them, if elected to the Board of Directors of Pirelli, may hold corporate offices such as, by way of example and without limitation, Chairman, Vice Chairman or Chief Executive Officer, nor chair any Board Committees; furthermore, none of those Directors may be granted management powers, executive powers or responsibilities capable of influencing Pirelli's strategic, industrial or financial decisions. Pursuant to the 2026 Golden Power Prime Ministerial Decree, should the slate submitted obtain a majority of the votes, Marco Polo International Italy S.r.l. shall not be permitted to contribute in any way to the appointment of the remaining Directors required to complete the Board of Directors.
The 2026 Golden Power Prime Ministerial Decree also confirmed a series of specific requirements for CNRC, including the requirement not to exercise management and coordination activities, also by ensuring there are no organisational or functional links between Pirelli on the one hand and CNRC on the other. Finally, the 2026 Golden Power Prime Ministerial Decree imposed certain specific requirements on Pirelli, including the obligation to ensure that, where Board Committees are established, no more than one member may be appointed from the slate submitted by CNRC; in any event, no Committee may be composed of a majority of Directors nominated by CNRC. For Pirelli, the provisions concerning the organisational unit responsible for corporate activities relevant to national security (the "**Security Organisation**") remain in force. In this respect, Pirelli is required to ensure that the Board of Directors includes a member vested with legal representation who: (i) is exclusively an Italian citizen; (ii) holds the appropriate personal security clearance; (iii) has exclusive authority over the Security Organisation; and (iv) is subject to prior approval by the Government as to his or her suitability for the role, for the purposes of safeguarding the Company's strategically important assets and relationships.

The Secretary also recalled that, pursuant to Article 10 of the Company's Bylaws, the Company is managed by a Board of Directors comprising up to 15 members, who hold office for three financial years and are eligible for re-election.
The appointment of the Board of Directors shall be based on slates submitted by Shareholders who, on their own account or with other shareholders, 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 regulations issued by Consob, with the obligation to evidence their ownership of the number of shares needed for the submission of slates by the deadline envisaged for the publication of such slates by the Company. With regard to this, it is noted that Consob, with resolution no. 155 of 27 January 2026, confirmed the threshold for the submission of slates of candidates at the same 1% threshold.
Where two or more slates are submitted, the Board of Directors is elected as follows: a) four-fifths of the Directors to be elected are chosen from the slate obtaining the majority of the votes cast by the shareholders, in the order in which they appear on that slate; where the resulting number includes a fraction, it is rounded down to the nearest whole number; b) the remaining Directors are chosen from the other slates; for this purpose, the votes obtained by those slates are successively divided by consecutive whole numbers from one up to the number of Directors to be elected. The quotients obtained in this way are assigned progressively to the candidates of each of these slates, according to the order in which they are listed, respectively. On the basis of the quotients assigned, the candidates on the various slates are ranked in a single list in decreasing order. Those who have obtained the highest quotient are elected. 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.
In addition to the information contained in the relevant Directors' Report, the Shareholders submitting slates were invited, in particular, to take note of the following additional documents published by the Company: the Shareholders' Guidance on the qualitative and quantitative composition of the Board of Directors for the 2026-2028 three-year period, the Guidance on the maximum number of offices considered compatible with the effective performance of the office of Director of the Company, and the Independence Criteria.
Furthermore, pursuant to Article 10.12 of the Company's Bylaws, should the Directors, for any reason, not be appointed through the slate voting procedure, the Shareholders' Meeting shall resolve by the majorities required by law, without prejudice, in all cases, to compliance with the independence and gender balance requirements set out in the Bylaws, as well as those provided for under the laws and/or regulations in force at the time.
The Secretary recalled that, should it become necessary to complete the composition of the Board of Directors by means of a vote pursuant to Article 10.12 of the Company's Bylaws, the requirement set out in the 2026 Golden Power Prime Ministerial Decree would apply, namely that Marco Polo International Italy S.r.l. may not in any way contribute to the appointment of more than three Directors (of whom two must be independent); accordingly, pursuant to Article 2368, paragraph 3, of the Italian Civil Code, the shares held by Marco Polo International Italy S.r.l. will not be counted for the purposes of calculating the quorum.
At this point, the Secretary recalled that:

- with reference to **item 3 on the agenda** (*Determination of the Number of Members of the Board of Directors*), the resolution proposal contained in the Report of the Board of Directors is to set the number of members of the Board of Directors at 15;
- with reference to **item 4 on the agenda** (*Appointment of Directors*), two slates were submitted within the legal deadline:

SLATE NO. 1

Marco Tronchetti Provera & C. S.p.A., together with Camfin S.p.A., Camfin Alternative Assets S.r.l. and Longmarch Holding S.r.l., filed the following slate of candidates on 29 May 2026:

1. Marco Tronchetti Provera (*Candidate possessing the specific professional qualifications for the office of Chairman of the Board of Directors, whose appointment is entrusted to the Board of Directors*)
2. Andrea Casaluci (*Candidate possessing the specific professional qualifications for the office of Chief Executive Officer, whose appointment is entrusted to the Board of Directors*)
3. Michele Carpinelli *(independent)*
4. Luca Rovati *(independent)*
5. Giovanni Tronchetti Provera
6. Alessia Carnevale *(independent)*
7. Roberto Diacetti (*independent*) (*Candidate identified by the Managers' Committee for evaluation for inclusion in the Slate, following a thorough assessment conducted with the support of Crisci & Partners, external and independent advisor to Marco Tronchetti Provera & C. S.p.A. and Camfin S.p.A.*)
8. Moroello Diaz della Vittoria Pallavicini (*independent*) (*Candidate identified by the Managers' Committee for evaluation for inclusion in the Slate, following a thorough assessment conducted with the support of Crisci & Partners, external and independent advisor to Marco Tronchetti Provera & C. S.p.A. and Camfin S.p.A.*)
9. Costanza Esclapon de Villeneuve (*independent*) (*Candidate identified by the Managers' Committee for evaluation for inclusion in the Slate, following a thorough assessment conducted with the support of Crisci & Partners, external and independent advisor to Marco Tronchetti Provera & C. S.p.A. and Camfin S.p.A.*)
10. Claudia Parzani *(independent)*
11. Veronica Squinzi *(independent)*
12. Michela Zeme *(independent)*
13. Roberto Burini *(independent)*
14. Antonella Carù *(independent)*
15. Alberto Villani *(independent)*

SLATE NO. 2

Marco Polo International Italy S.r.l. filed the following slate of candidates on 30 May 2026:

1. Zhang Haitao

2. Xi Xiaohong *(independent)*
3. Wang Kun *(independent)*

Those submitting Slate No. 1 have all provided, for all intents and purposes, a declaration confirming the absence of any relationship, including indirect relationships, with shareholders holding, whether individually or jointly, a relative majority shareholding pursuant to applicable law or the Bylaws.

It was noted that, on 1 June 2026, the Board of Statutory Auditors verified the absence of any relationship between the above-mentioned slates.

Upon submitting the slate, Marco Polo International Italy S.r.l. also stated the following: "*For the avoidance of doubt, the submission of this slate of candidates in compliance with the Golden Power Prime Ministerial Decree does not constitute, nor may it be construed as, any waiver, acquiescence or release by MPI Italy or CNRC of any right to challenge, contest or appeal against the Golden Power Prime Ministerial Decree, in whole or in part, before any competent judicial, administrative or governmental authority, whether in Italy or elsewhere*." In this regard, the Secretary recalled that, on 7 June 2026, China National Tire & Rubber Corporation, Ltd. and Marco Polo International Italy S.r.l. filed two separate applications, identical in content, before the Regional Administrative Court for Lazio against, among others, the Presidency of the Council of Ministers, the Ministry of Enterprises and Made in Italy and other ministries, seeking the annulment of the 2026 Golden Power Prime Ministerial Decree. Pirelli also stated that it nevertheless reserves the right to intervene in the aforementioned proceedings to protect its legal and economic position in the interests of the Company itself, as well as all its shareholders, and, where necessary, before all competent judicial authorities.

Still with reference to item 4 on the agenda, as also announced at the opening of the meeting, it was recalled that the shareholders Marco Tronchetti Provera & C. S.p.A., together with Camfin S.p.A., Camfin Alternative Assets S.r.l. and Longmarch Holding S.r.l., submitted the following proposal (item 4 *bis* of the proxy form): "*in the event that, following the slate voting procedure pursuant to Article 10.9 of the Bylaws, not all the positions on the Board have been filled and it is therefore necessary to appoint the remaining Directors by separate resolution pursuant to Article 10.12 of the Bylaws, the unelected candidates listed in the Slate shall be appointed by means of a single vote in the order in which they appear therein until all the remaining vacancies have been filled*";

- with reference to **item 5 on the agenda** (*Determination of the Annual Remuneration of the Members of the Board of Directors*), as previously announced, the shareholders Marco Tronchetti Provera & C. S.p.A., together with Camfin S.p.A., Camfin Alternative Assets S.r.l. and Longmarch Holding S.r.l., submitted the following proposal in respect of the financial years 2026, 2027 and 2028 and for the duration of the Directors' term of office: "*to grant, in line with the previous term of office: (i) to each member of the Board of Directors, gross annual remuneration of 75,000 euros for the office, in addition to reimbursement of expenses; (ii) to the Directors who will serve as Chair of the Committees to be established by the Board of Directors, gross annual remuneration of up to 65,000 euros for the office, with the precise amount to be determined by the Board of Directors; (iii) to each member of the Committees to be established by the Board of Directors, gross annual* *remuneration of up to 45,000 euros for the office, with the precise amount to be determined by the Board of Directors*".

Pursuant to Article 135-*undecies* of the TUF, 620 shareholders with a total of 883,533,136 ordinary shares, equal to approximately 81.44% of the ordinary share capital, participated in the vote on these items of the agenda.
The Chairman then put the proposals relating to items 3, 4 and 5 on the agenda, as set out above, to the vote (at 11:32 a.m.), through the Designated Representative's announcement of the votes cast on the basis of the voting instructions received.
As regards the proposed resolution relating to item 3 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 232,349 shares

Abstained: 0 shares

For: 883,300,787 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

As regards the proposed resolution relating to item 4 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 0 shares

Abstained: 259,009 shares

Votes in favour of Slate 1: 513,107,783 shares

Votes in favour of Slate 2: 370,166,344 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

The Chairman declared the following candidates elected:

from Slate 1

1. Marco Tronchetti Provera
2. Andrea Casaluci
3. Michele Carpinelli (independent)
4. Luca Rovati (independent)

5. Giovanni Tronchetti Provera

6. Alessia Carnevale (independent)

7. Roberto Diacetti (independent)

8. Moroello Diaz della Vittoria Pallavicini (independent)

9. Costanza Esclapon de Villeneuve (independent)

10. Claudia Parzani (independent)

11. Veronica Squinzi (independent)

12. Michela Zeme (independent)

from slate 2

1. Zhang Haitao

2. Xi Xiaohong (independent)

3. Wang Kun (independent)

It was noted that the composition of the Board complies with the requirements of the law and the Bylaws, including those relating to gender balance and the presence of Directors meeting the independence requirements.

The *curricula vitae* of the Directors appointed, including the offices they held at the time the slates were submitted, were made available by the shareholders in the manner prescribed by the applicable regulations; an updated list of those offices, containing only the information received since the documentation was submitted together with the slates, is set out in the file to be attached to the minutes of the Shareholders' Meeting under the letter "C".

As regards the proposed resolution relating to item 5 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 1,603,658 shares

Abstained: 0 shares

For: 881,929,478 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

Before proceeding to the remaining items on the agenda, Mr Marco Tronchetti Provera thanked the outgoing Chairman, Jiao Jian, and the outgoing Directors, Chen Aihua, Chen Qian, Paola Boromei, Alberto Bradanini, Domenico De Sole, Fan Xiaohua, Marisa Pappalardo, Giovanni Lo Storto and Grace Tang, for their service to the Company and the results achieved.

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Proceeding to the discussion of **item 6 on the agenda** (*Remuneration Policy*), the Secretary recalled that, pursuant to Article 123-*ter*, paragraph 3-*bis*, of the TUF, the shareholders will be called upon to approve Section I of the Remuneration Report by means of a binding resolution pursuant to Article 123-*ter*, paragraph 3-*ter*, of the TUF. The shareholders will also be asked, pursuant to Article 123-*ter*, paragraph 6, of the TUF, to resolve in favour or against Section II of the Remuneration Report, with a non-binding resolution.
Pursuant to Article 135-*undecies* of the TUF, 620 shareholders with a total of 883,533,136 ordinary shares, equal to approximately 81.44% of the ordinary share capital, participated in the vote on this item of the agenda.

The Chairman then put to the vote (at 11:36 a.m.), through the Designated Representative who cast the votes on the basis of the voting instructions received,

(a) Section I of the Remuneration Report (binding resolution pursuant to Article 123-*ter*, paragraph 3-*ter*, of the TUF), item 6.1 on the agenda;
(b) Section II of the Remuneration Report (non-binding resolution pursuant to Article 123-*ter*, paragraph 6, of the TUF), item 6.2 on the agenda.

As regards the proposed resolution relating to item 6.1 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 51,094,142 shares

Abstained: 17,102,115 shares

For: 815,336,879 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

As regards the proposed resolution relating to item 6.2 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 140,378,590 shares

Abstained: 15,537,422 shares

For: 727,617,124 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

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Proceeding to the discussion of **item 7 on the agenda** (*Three-Year Monetary Incentive Plans for the Pirelli Group's Management*), the resolution proposals contained in the Report of the Board of Directors, reproduced below, were read out.

It was noted that, pursuant to Article 135-*undecies* of the TUF, 620 shareholders holding an aggregate of 883,533,136 ordinary shares, representing approximately 81.44% of the ordinary share capital, participated in the vote on this item on the agenda.

The Chairman then put to the vote (at 11:39 a.m.), through the Designated Representative's announcement of the votes cast on the basis of the voting instructions received, the proposals relating to items 7.1 and 7.2 on the agenda, which were read out and are reproduced below:

"*Dear Shareholders,*

On the basis of the foregoing and having examined the explanatory report of the Board of Directors and the Information Documents, we ask you to:

in relation to item 7.1 on the agenda, to:

a) approve – pursuant to Article 114-bis of the TUF – the adoption of the 2026-2028 LTI Plan for Pirelli Group Management, excluding Directors holding specific offices other than the Chief Executive Officer, regarding the part where it is also based on the performance of Pirelli shares, under the terms set out herein and as better described in the Information Document (drawn up pursuant to Article 84-bis, paragraph 1, of the Issuers' Regulation). The 2026-2028 LTI Plan states, inter alia, that a share of the bonus awarded will be determined on the basis of a relative Total Shareholder Return target, calculated with respect to Tier 1 peers;

b) grant the Board of Directors, with the power to sub-delegate, the broadest powers needed or opportune to implement the 2026-2028 LTI Plan and to adjust or amend the performance indicators and related targets of the 2026-2028 LTI Plan in accordance with its provisions;

in relation to item 7.2 on the agenda:

c) with reference to the 2023-2025, 2024-2026 and 2025-2027 LTI Plans, already approved by the Shareholders' Meeting on 31 July 2023, 28 May 2024 and 12 June 2025, respectively, to approve the normalisation of the effects of the spin-off of Continental A.G.'s Automotive division (a company included in the reference panel for the relative TSR target), which took place on 18 September 2025, for the purposes of assessing its impact on the relative TSR;

d) grant the Board of Directors, with the power to sub-delegate, the broadest powers needed or opportune to implement the 2023-2025, 2024-2026 and 2025-2027 LTI Plans, and to adjust or amend the performance indicators and related targets of the 2023-2025, 2024-2026 and 2025-2027 LTI Plans in accordance with the provisions therein."

As regards the proposed resolution relating to item 7.1 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 29,989,005 shares

Abstained: 0 shares

For: 853,544,131 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

As regards the proposed resolution relating to item 7.2 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 27,623,197 shares

Abstained: 0 shares

For: 855,909,939 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman announced the result.

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Proceeding to the discussion of **item 8 on the agenda** (*D&O Insurance Policy*), the resolution proposal contained in the Report of the Board of Directors, reproduced below, was read out.

Pursuant to Article 135-*undecies* of the TUF, 620 shareholders with a total of 883,533,136 ordinary shares, equal to approximately 81.44% of the ordinary share capital, participated in the vote on this item of the agenda.

The Chairman then put to the vote (at 11:42 a.m.), through the Designated Representative's announcement of the votes cast on the basis of the voting instructions received, the proposal relating to item 8 on the agenda, which was read out and is reproduced below:

"Dear Shareholders, on the basis of the foregoing and having examined the Report of the Board of Directors, we ask you to:

a) authorise the Board of Directors to proceed with the renewal by the Company of the Directors & Officers' Liability Insurance policy for the Group's Directors, Statutory Auditors, managers and/or other responsible parties, in accordance with the following terms and conditions:

(i) life: 12 months;

(ii) a net annual premium up to a maximum of 580 thousand euros, provided there are no claims, no changes to the Group's risk profile and/or no extraordinary events; and

(iii) an annual policy limit up to 125 million euros, it being understood that no cover shall be provided where the insured party's conduct is based on, arises from or results from:

(i) (a) the obtaining of a profit or advantage to which the insured was not legally entitled; and

(ii) (b) any criminal, dishonest or fraudulent act;

b) authorise the Board of Directors – up to its expiry from office, i.e. upon approval of the financial statements as at 31 December 2028 – to enter into, including for subsequent financial years, renewals, amendments or supplements to *one or more Directors & Officers' Liability Insurance policies for the Group's Directors, Statutory Auditors, managers and/or other responsible parties, including by engaging another leading insurance company and/or a brokerage firm, in line with the terms and conditions prevailing in the insurance market, which may differ from the current terms, also taking into account the specific characteristics of the Group;*

c) grant the Board of Directors and, on its behalf, the pro tempore legal representatives, even separately from one another, with the power to sub-delegate to attorneys-in-fact, the broadest powers to perform any act or activity so as to fully implement the resolutions referred to in points (a) and (b) above."

As regards the proposed resolution relating to item 8 on the agenda: the Shareholders' Meeting approved by majority vote.

Against: 0 shares

Abstained: 4,447,319 shares

For: 879,085,817 shares

Not Voting: 0.

All as detailed in the annexes.

The Chairman proclaimed the result and, having thanked attendees, he ended the meeting at 11.45 noon.

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The following are attached to these minutes:

- the list of names of the subjects who attended by proxy granted to the Designated Representative with an indication of the shares held by each and the voting details, as "**A**";
- shareholder questions (and related answers) pursuant to Article 127-*ter* TUF as "**B**";
- updated list of the offices held by the candidates for appointment as members of the Board of Directors, under "**C**".

The Secretary The Chairman

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Attachments to the Minutes are not included.