



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

**Ordinary Shareholders' Meeting - 25 June  
2026**

**Report of the Board of Directors on the items on the  
agenda**

**ITEM 8:**

- 8. The “Directors and Officers Liability Insurance” policy; granting  
of powers.**

Explanatory report drawn up by the Directors pursuant to art. 125-*ter* of Italian Legislative Decree no. 58 of 24 February 1998 as subsequently amended and supplemented (“**TUF**”), approved by the Board of Directors on 16 April 2026.

Dear Shareholders,

as known, the use of insurance cover for the third party liability of members of the corporate bodies and managers is common international practice on the most evolved financial markets, and provides a safeguard for members of management and control bodies, as well as key managers, allowing them to perform the tasks assigned with peace of mind and in the interests of the Company and Group (as defined below) limiting the risks related to the performance of their duties.

Such policies – commonly referred to as “Directors’ and Officers’ Liability Insurance” or more simply “**D&O**” – allow members of the corporate bodies, both management and control bodies (hence Directors and Statutory Auditors) and group managers answering to Pirelli & C. S.p.A. (“**Pirelli**” or the “**Company**”) (“**Group**” or “**Pirelli Group**”) and/or other responsible parties, to be released from liability in terms of compensation for financial losses deriving from civil liability, as well as the legal expenses related to any actions for civil liability or liability brought by third parties harmed by the actions of members of the aforementioned corporate bodies or by Pirelli Group managers in the performance of their duties (without prejudice – obviously – to cases of wilful misconduct in the performance of their duties), and therefore protect Directors, Statutory Auditors, managers and/or other responsible parties of the Pirelli Group operating in its interests and those of its shareholders.

The Company, which has adopted such practice for years, believes it is appropriate, upon appointment of the new Board of Directors<sup>1</sup>, to also recommend that its Shareholders authorise the Board of Directors to renew the D&O insurance cover for Directors, Statutory Auditors, managers and/or other responsible parties of the Group.

The existing policy was stipulated annually with an insurance company of primary standing assisted by the Group broker, who first carried out benchmarking in order to assess and align the Pirelli position with the main comparable companies that have already taken out insurance coverage. The renewal recommendation, as illustrated below, in addition to the aforementioned aspects, also considers the Group characteristics and international vocation and D&O insurance market dynamics. The

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<sup>1</sup> It should be noted that, most recently, on 31 July 2023, the Company’s Shareholders’ Meeting resolved to authorise the renewal of the D&O insurance policy by the Board of Directors in the terms set out in the explanatory report prepared by the Board of Directors.

policy limit was determined not only based on comparative analyses but also on historic evidence.

The applicable excess was determined according to the various associated risks, besides envisaging automatic cover mechanisms for new individuals taking on roles within the Group or newly acquired companies.

A summary of the renewal recommendation is provided below:

- ❖ life: 12 months;
- ❖ annual net premium of up to a maximum of 580,000 euros, provided there are no claims, changes to the Group's risk profile and/or extraordinary events;
- ❖ annual policy limit up to 125 million euros.

There will be no cover in the event that the insured party's conduct is based, originates from or is the result of (i) the obtaining of undue profit or benefit and (ii) any criminal, dishonest or fraudulent act.

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Dear Shareholders,

On the basis of the foregoing and having examined the explanatory 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) net annual premium up to a maximum of 580,000 euros, provided there are no claims, changes to the Group's risk profile and/or extraordinary events; and (iii) annual limit of up to 125 million euros, it is understood that there will be no cover in the event that the insured party's conduct is based, originates from or is the result of (i) the obtaining of undue profit or benefit and (ii) 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.