

Shareholders agreement communicated pursuant to Art. 122 of Legislative Decree n. 58 of 24 February 1998 (“TUF”) – Essential information pursuant to Art. 130 of Consob Regulation no. 11971/1999, as subsequently amended and supplemented (“Issuers Regulation”).

PIRELLI & C. S.P.A.

The recitals and some paragraphs of this essential information were updated on 21 June 2023, to take into account the provisions of the Golden Power DPCM (as defined below), which contains certain measures pertaining to, among other things, the agreements contained in the Renewal Shareholders Agreement (as defined below).

1. Recitals

On 16 May 2022, China National Chemical Corporation Limited (“CC”), China National Tire & Rubber Corporation, Ltd. (“CNRC”), CNRC International (HK) Limited (“SPV HK1”), Fourteen Sundew S.à r.l. (“SPV Lux”), Marco Polo International Italy S.r.l. (“MPI Italy”), Camfin S.p.A. (“CF”) and Marco Tronchetti Provera & C. S.p.A. (“MTP”) signed an agreement for the renewal of the shareholders' agreement signed on 1 August 2019, effective as of 28 April 2020 and expired due to lapsing of the three-year statutory term on 28 April 2023, between CC, CNRC, Silk Road Fund Co. Ltd., SPV HK1, CNRC International Holding (HK) Limited, SPV Lux, MPI Italy, CF and MTP (the “**Renewal Shareholders Agreement**”), aimed at setting, among other things, the governance of Pirelli & C. S.p.A. (“**Pirelli**” or the “**Company**”). The Renewal Shareholders Agreement came into force as of 19 May 2023 and its effectiveness remained temporarily suspended for the period from 19 May 2023, to 16 June 2023, due to the notification referred to below.

On 6 March 2023, CNRC notified the Renewal Shareholders Agreement to the Presidenza del Consiglio dei Ministri (prime minister's office), pursuant the legislative decree of 15 March 2012, no. 21, converted with modifications into law, on 11 May 2012, no. 56, as subsequently modified (the “**Golden Power Decree**”).

On 16 June 2023, as a result of the relevant proceedings, CNRC, Pirelli and Camfin were notified of the Decree of the President of the Council of Ministers adopted pursuant to the Golden Power Decree, containing certain measures towards CNRC and Pirelli regarding the governance of Pirelli (the “**Golden Power DPCM**”), as described in the following paragraphs.

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The essential information of the Renewal Shareholders Agreement relating to Pirelli and of the measures imposed by the Golden Power DPCM are described herein-below.

2. Company having financial instruments subject to the Renewal Shareholders Agreement

Pirelli & C. S.p.A., with registered office in Milan, Viale Piero e Alberto Pirelli no. 25, VAT, fiscal code and registration number at the Companies' Register of Milano-Monza-Brianza-Lodi 00860340157, having, as at today, a share capital equal to Euro 1,904,374,935.66, fully paid-in, divided into No. 1,000,000,000 ordinary shares with no par value.

3. Parties adhering to the Renewal Shareholders Agreement

The parties adhering to the Renewal Shareholders Agreement (the “Parties”) are the following:

- China National Chemical Corporation Limited, a company incorporated under the laws of the People's Republic of China, having its registered office in Beijing (People's Republic of China), no. 62 West Beisihuan Road, Haidian district, controlled by Sinochem Holdings Corporation Ltd., a state-owned

enterprise subject to the control of the State-owned Assets Supervision and Administration Commission of the State Council (SASAC) of the People's Republic of China;

- China National Tire & Rubber Corporation, Ltd., a company incorporated under the laws of the People's Republic of China, having its registered office in Beijing (People's Republic of China), no. 62 West Beisihuan Road, Haidian district, wholly controlled by CC;
- CNRC International (HK) Limited, a company incorporated under the laws of Hong Kong (People's Republic of China), with registered office 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), wholly controlled by CNRC;
- Fourteen Sundew S.à r.l., a company incorporated under the laws of the Grand Duchy of Luxembourg, with registered office in Luxembourg (Luxembourg), Rue Hildegard von Bingen, L-1282, wholly controlled by SPV HK1;
- Marco Polo International Italy S.r.l., a company incorporated under the laws of Italy, with registered office in piazzetta Umberto Giordano 4, Milan (Italy), wholly controlled by SPV Lux;
- Camfin S.p.A., a company incorporated under the laws of Italy, with registered office in via Larga 2, Milan (Italy), controlled by MTP; and
- Marco Tronchetti Provera & C. S.p.A., a company incorporated under the laws of Italy, with registered office in via Bicocca degli Arcimboldi 3, Milan (Milan), controlled by Mr. Marco Tronchetti Provera.

4. Percentages and number of financial instruments subject to the Renewal Shareholders Agreement

The Renewal Shareholders Agreement is related to all the ordinary shares of Pirelli directly and indirectly owned by the Parties. The table below shows the equity investments held by the Parties as of today.

Shareholder	Number of the contributed ordinary shares	% on the overall issued Pirelli ordinary shares	% on the overall contributed Pirelli ordinary shares
Marco Polo International Italy S.r.l.	370,150,000	37.015	72.421
Camfin S.p.A.	140,959,399	14.096	27.579
Total	511,109,399	51.111	100.000

5. Content of the Renewal Shareholders Agreement

5.1. Corporate Governance of Pirelli

5.1.1. *General Principles*

With the Renewal Shareholders Agreement MTP and CNRC confirmed the governance principles already expressed in the previous shareholders agreements aimed at continuing the Pirelli's business and entrepreneurial culture by leveraging on the management retention in the long run and inspired by the best international practice of listed companies. For this reason, MTP and CNRC acknowledged the pivotal role of the current top management. The Golden Power DPCM considered that the measures have the aim of preparing a network of measures operating to protect the autonomy of Pirelli and its management, as well as the protection of technologies and information of strategic importance possessed by Pirelli.

5.1.2. *Board of Directors of Pirelli*

The Renewal Shareholders Agreement provides that the Board of Directors of Pirelli to be appointed on the date of the approval of the balance sheet of the Company as at 31 December 2022 shall remain in office for a period of three financial years until the date of approval of the balance sheet of the Company as at 31 December 2025, shall be composed of up to 15 members, 8 of whom independent and shall be appointed through a slate-voting mechanism which shall ensure the following composition: 3 directors will be designated by the minority slates and 12 directors by the majority slate, at least 5 of whom to be independent.

In particular, taking into account the measures contained in the Golden Power DPCM, the slate to be presented by CNRC will include:

- 4 (four) directors, of which 1 independent, designated by Camfin/MTP, including the Chief Executive Officer (which will be designated by Camfin);
- 8 (eight) candidates including the Pirelli Chairman to be designated by CNRC.

All independent directors of Pirelli shall have the requisites of independence prescribed for directors of listed companies by Law and by the Corporate Governance Code.

Should a director designated by the majority slate, resign or otherwise cease for any reason whatsoever to hold his/her office, the replacement shall be indicated by the relevant designating party of such director.

Moreover, should it be necessary to appoint a new board of directors during the Term (as defined below), CNRC will deposit a slate in accordance with Pirelli By-laws and vote (or cause to be voted, as the case may be) in the shareholders' meeting called for the appointment of the new board of directors, in favor of such slate. In this respect, the Parties also agree to negotiate in good faith possible governance changes should non-foreseeable events occur having a material impact on the value of Pirelli (provided that CNRC maintains the right to consolidate Pirelli).

MTP undertakes to cause CF to vote in favor of the list presented by CNRC.

5.1.3. Matters reserved to the Board of Directors of Pirelli

The Renewal Shareholders Agreement provides that any resolutions concerning the following matters, to be implemented by Pirelli and/or any other company (including any foreign unlisted company) which is subject to Pirelli's management and coordination power but excluding intercompany transactions, shall be subject to the approval of the Board of Directors of Pirelli; it is further agreed and understood, without prejudice to paragraph 6 below, that such matters shall be subject to the approval of the Board of Directors of Pirelli not only if the relevant threshold amount specified for each of such matters has been met, but also if any of the matters from (i) to (ix), as a single act or series of coordinated acts (performed in the context of a common executive program or strategic project) exceeds the annual budget/business plan or (only with respect to items from (i) to (viii) below) is not included in or listed or covered in the annual budget/business plan:

- (i) the receiving and granting of loans having a value exceeding Euro 200,000,000 and having a duration exceeding 12 months;
- (ii) the issuance of financial instruments to be listed on regulated European or non-European markets having a value exceeding Euro 100,000,000 and their delisting;
- (iii) the issuance of guarantees in favour of third parties for amounts exceeding Euro 100,000,000, it being understood that the issuance of guarantees in the interest of third parties other than the Company, its subsidiaries and its joint ventures shall be subject, in any case, to the approval of the Board of Directors of Pirelli;
- (iv) the entering into derivative agreements (a) having a notional value exceeding Euro 250,000,000, and (b)

other than those which have as sole purpose and/or effect the hedging of corporate risks (e.g., hedging of interest rates, hedging of exchange rates, hedging of raw materials). The entering into speculative derivative agreements shall be subject, in any case, to the approval of the Board of Directors of Pirelli;

- (v) the acquisition or sale of control or connection shareholdings in other companies having a value exceeding Euro 40,000,000 which entail the entering (or exiting) geographic and/or commodities markets;
- (vi) the acquisition or sale of shareholdings other than those described in point (v) above for amounts exceeding Euro 40,000,000;
- (vii) the acquisition or sale of businesses or business divisions having a strategic importance or, however, a value exceeding Euro 40,000,000;
- (viii) the acquisition or sale of assets or of other activities having a strategic importance or, however, a total value exceeding Euro 40,000,000;
- (ix) the investment in fixed assets of a total value exceeding Euro 40,000,000;
- (x) the entering into material transactions with related parties, to be intended as such those transactions which satisfy the conditions set out under the "Procedure for Related-Party Transactions" approved by Pirelli's board of directors;
- (xi) the definition of Pirelli's general policy on remuneration;
- (xii) the determination, in compliance with Pirelli's internal policies and the applicable laws, of the remuneration of managing directors and of those directors who are vested with special offices and, where required, the allocation among the members of the board of directors of the aggregate remuneration approved by the shareholders' meeting;
- (xiii) the approval of strategic, industrial and financial plans of Pirelli and its group;
- (xiv) the adoption of the rules for the corporate governance of Pirelli and definition of the group's corporate governance guidelines;
- (xv) the definition of the guidelines of the internal control system, including the appointment of a director responsible for supervising the internal control system, defining his tasks and powers;
- (xvi) any other matter which should be vested with the competence of the board of directors of a listed company pursuant to the corporate governance code of Borsa Italiana, as amended from time to time.

5.1.4. Pirelli Chairman

Pursuant to the Renewal Shareholders Agreement, CNRC and MTP agreed that the Pirelli Chairman shall have the power to legally represent the Company, as well as all the other powers granted to the Chairman according to the current by-laws of Pirelli, without prejudice to the powers and prerogatives of the Board of Directors.

5.1.5. Pirelli Executive Vice Chairman

Pursuant to the Renewal Shareholders Agreement, CNRC and MTP agreed that Mr. Marco Tronchetti Provera will be the Pirelli Executive Vice Chairman. The Pirelli Executive Vice Chairman shall be delegated (i) the power and authority concerning the general strategies of the Company (also with respect to the Pirelli Significant Matters indicated below) and (ii) the supervision on the implementation by the Pirelli CEO, the General Manager and the Management of the business plan. The Pirelli Executive Vice Chairman shall also be delegated powers related to liaising with shareholders, institutional investors and media, as well as the power to propose to Pirelli's Board of Directors (i) the removal of the designated Chief Executive Officer and (ii) his/her replacement with a new Chief

Executive Officer (or the appointment of a new CEO should the previous CEO cease from his/her office for whatever reason).

5.1.6. Pirelli CEO – Significant Matter

Pursuant to the measures under the Golden Power DPCM, CNRC commits in order that the Pirelli CEO, taken from the majority list, is indicated by Camfin.

The Pirelli CEO shall be delegated the power to propose – in coordination with the Pirelli Executive Vice Chairman – to the Board of Directors the adoption of the following resolutions:

- (i) approval of the business plan and the annual budget of Pirelli and its group of companies and any material amendments thereto. Such business plan and the annual budget shall (a) cover operating and financing matters of Pirelli, including, but not limited to, all funding to finance the said business plan and annual budget, as well as the decisions related to operating assets underlying the business plan and annual budget; and (b) be equipped with adequate and appropriate supporting schedules explaining the items in the business plan and annual budget;
- (ii) continue to analyze the opportunities offered by the market to create value in the interest of all the Pirelli's stakeholders; and
- (iii) any resolution concerning industrial partnerships or strategic joint ventures of Pirelli and/or any company controlled, controlling or under common control of Pirelli, subject, in any case, to the prior examination and discussion in the Strategies Committee of Pirelli.

The resolutions upon the matters referred to points (i), (ii) and (iii) above (the "Significant Matters") will be reserved to the Pirelli Board of Directors and/or shareholders' meeting of Pirelli, as the case may be. In particular, the approval and/or amendment of the budget and/or the business plan of Pirelli and its group will always remain within the competences of the Board of Directors. Furthermore, CNRC and MTP have agreed that, with respect to the Significant Matters, any possible decision taken in the Pirelli Board of Directors against the relevant proposal submitted to the Board by the Pirelli CEO shall be motivated and shall in any case take into account the best interest of Pirelli.

Pursuant to the measures under the Golden Power DPCM, CNRC commits in order that the Bylaws shall be modified in such a manner that, in relation to board decisions relating to assets of strategic importance referred to below, the proposal will be reserved for the Chief Executive and any decision contrary to the same can be adopted only with the vote of at least 4/5 of the Board of Directors.

In addition, the appointment and removal from office of Pirelli key managers ("dirigenti con responsabilità strategica") as identified pursuant to Pirelli's related existing internal procedure, shall continue to be reserved, at the proposal of the Pirelli Executive Vice Chairman/Pirelli CEO, to the Board of Directors, and consequently: (i) the General Manager, (ii) the Manager charged with preparing the Company's corporate and financial reports; (iii) all positions currently to be defined as Executive Vice President and (iv) the Company's secretary.

Pursuant to the measures under the Golden Power DPCM, CNRC commits in order that:

- the Bylaws of Pirelli shall be modified in such a manner that, in relation to board decisions relating to the nomination and revocation of the offices of managers with strategic responsibility, the proposal will be reserved for the Pirelli CEO and any decision contrary to the same can be adopted only with the vote of at least 4/5 of the Board of Directors;
- the role of General Manager is introduced and that the power of nomination and revocation of managers (*direttori*) and deputy managers (*vice direttori*) of Pirelli shall be deferred, in accordance with article 11.9, of the Pirelli Bylaws, to the Executive Vice Chairman or the Chief Executive.

The Pirelli CEO and the General Manager shall be delegated with the power and authority concerning (i) the implementation of the business plan and the budget – under the supervision of the Pirelli Executive Vice Chairman – and (ii) the ordinary management of Pirelli and of the Pirelli group – with the exclusion of the powers which shall be reserved to the Pirelli Board of Directors–, and with the limitations of the list of matters of the Board of Directors of the Company set out under paragraph 5.1.3 above.

The Pirelli CEO – under the supervision of the Pirelli Executive Vice Chairman – shall inform the Strategies Committee at least quarterly and on the basis of a complete and adequate information flow – pursuant to the procedure adopted by the Company in this respect – so to allow the Strategies Committee: (i) to monitor and evaluate the achievements of the Management in the implementation of the business plan; and (ii) to propose to the Board any proper action and/or the adoption of any possible correction for the best and successful implementation of such business plan.

Pursuant to the measures under the Golden Power DPCM, CNRC commits in order that all the delegated Organs of Pirelli shall be identified exclusively from among the Directors designated by Camfin

5.1.7. Resolutions of the shareholders' meeting

The Renewal Shareholders Agreement confirms once again that (i) Pirelli's technological know-how shall remain in the ownership of Pirelli and shall not be transferred to third parties (except for the licenses granted at arm's length and for the renewal, extension, amendment and/or review of what already agreed and executed as of 1 October 2017 and confirmed pursuant to the shareholders agreement entered into on 1 August 2019, with respect to the use of said technological know-how in the industrial sector); and (ii) the operating and administrative headquarters of Pirelli shall remain in Milan.

In addition, the Renewal Shareholders Agreement once again confirms that the resolutions of the extraordinary shareholders' meetings of Pirelli relating to Pirelli's technological know-how and/or the operating and administrative headquarters shall be taken with a majority of 90% of the ordinary share capital.

5.1.8. Management of Pirelli

The Renewal Shareholders Agreement provides that the Management will benefit of the value creation at the level of Pirelli, through challenging incentive mechanisms (also including a stock option plan with cash settlement option for Pirelli) to be developed on the basis of a long term incentive plan according to the best international market practice. The Pirelli's Management – under the supervision of Pirelli CEO and General Manager, in coordination with the Pirelli Executive Vice Chairman and the Board of Directors – shall be in charge of the day-to-day management of Pirelli, of the implementation of the business plan and of the recruitment and growth of key personnel of Pirelli and its group, except the appointment and removal from office of the key managers of Pirelli indicated above. Pursuant to the measures under the Golden Power DPCM, CNRC commits in order that the Bylaws of Pirelli shall be modified in such a manner that, in relation to board decisions relating to the nomination and revocation of the offices of managers with strategic responsibility, the proposal will be reserved for the Pirelli CEO and any decision contrary to the same can be adopted only with the vote of at least 4/5 of the Board of Directors;

5.1.9. Internal Committees of the Board of Directors

CNRC and MTP agreed and acknowledged that Pirelli constituted internal committees and procedures in line with the best practice of international and Italian listed companies, with a significant role attributed to the independent directors.

Pursuant to the Renewal Shareholders Agreement, it is provided that the internal committees of the Company are composed as follows:

- (i) Internal Control and Risks Committee, composed of 5 directors, of which: (a) 2 designated by CNRC, of which 1 independent (with the role of Chairman of the committee), (b) 2 independent directors designated by the Pirelli Executive Vice Chairman and (c) 1 independent designated by the Board of Directors among the Minority Directors, provided that such director is evaluated by the Board of Directors skilled and professionally fit for the relevant role;
- (ii) Related Parties Transactions Committee, composed of 3 independent directors, of which: (a) 1 designated by CNRC (acting as Chairman), (b) 1 designated by the Pirelli Executive Vice Chairman, and (c) 1 independent designated by the Board of Directors among the Minority Directors, provided that such director is evaluated by the Board of Directors skilled and professionally fit for the relevant role;
- (iii) Strategies Committee, composed of 8 directors, of which: (a) the Pirelli Executive Vice Chairman, who shall be the chairman of the Strategies Committee, and 1 director designated by the Pirelli Executive Vice Chairman, (b) the Pirelli CEO, (c) 3 non-executive directors designated by CNRC, (c) 1 independent director chosen by CNRC and (d) 1 independent director designated by the Board of Directors among the Minority Directors;
- (iv) Committee for the Appointment and Succession, composed of 4 directors, of which: (a) the Pirelli Executive Vice Chairman, who shall chair the Committee for the Appointment and Succession (and shall have the casting vote) and 1 director designated by the Pirelli Executive Vice Chairman; and (b) 2 directors designated by CNRC;
- (v) Remuneration Committee, composed of 5 directors, of which: (a) 1 independent director designated by the Pirelli Executive Vice Chairman, (b) 1 non-executive director chosen by CNRC, and (c) 2 independent directors designated by CNRC (among which, the chairman of the Remuneration Committee) and (c) 1 independent director designated by the Board of Directors among the Minority Directors; and
- (vi) Sustainability Committee, composed of 4 directors, of which: (a) the Pirelli Executive Vice Chairman (with the role of Chairman of the committee), (b) 1 non-executive director designated by CNRC, (c) the Pirelli CEO and (d) 1 independent director designated by the Board of Directors among the Minority Directors.

5.2. Term and termination of the Renewal Shareholders Agreement

5.2.1. Term

The provisions of the Renewal Shareholders Agreement described above shall come into force as of 19 May 2023 (publication date of the call for Pirelli's Shareholders' meeting to approve the Company's financial statements as at 31 December 2022) and will expire 3 years after such date (the "Term").

Pursuant to the Golden Power DPCM, any change in Pirelli's corporate governance, including the non-renewal or stipulation of the Renewal Shareholders Agreement, must be subject to notification pursuant to legislative decree of 15 March 2012, no. 21.

5.2.2. Automatic Termination

Notwithstanding the above, all the rights and prerogatives granted to MTP and CF and to Mr Marco Tronchetti Provera with respect to Pirelli are subject to (i) Mr Marco Tronchetti Provera and/or his heirs directly or indirectly, during the Term, maintaining control over CF and (ii) CF directly or indirectly maintaining during the Term a stake in the share capital of Pirelli of at least 10% , calculated with reference to Pirelli's share capital at the date of signing the Renewal Shareholders Agreement, without taking into account any subsequent extraordinary transaction concerning or having an impact on the Pirelli's share capital; otherwise the Renewal Shareholders Agreement shall automatically terminate.

6. Control

Pursuant to Article 93 of the CLF, control over Pirelli is exercised by MPI Italy, which is, in turn, de jure controlled by CNRC (company controlled most recently by Sinochem Holdings Corporation Ltd.). Furthermore, the Renewal Shareholders Agreement provides that Pirelli shall not be subject to any management and coordination activity pursuant to Article 2497 et seq. of the Italian Civil Code by CNRC or its subsidiaries or parent companies.

Pursuant to the measures under the Golden Power DPCM, CNRC agrees not to engage in management and coordination activities, as detailed below, by way of example but not limited to:

- 1) ensure the full autonomy of Pirelli with regard to the management of relationships with clients and suppliers;
- 2) guarantee that Pirelli autonomously prepares strategic, industrial, financial plans and/or the budget for the Company and the Group;
- 3) guarantee that Pirelli is not subject to instructions on the part of the Sinochem Group;
- 4) not adopt acts, decisions or communication that could make it seem that the decisions of Pirelli are the consequence of the impositions and imperatives of CNRC;
- 5) not centralize treasury services or other functions of financial assistance or coordination (eg. cash pooling) nor other technical functions of coordination (eg. integration of Pirelli's information systems with those of Sinochem Holdings Corporation Ltd., including those of the Chinese subsidiaries of Pirelli);
- 6) not issue directives or instructions, and in any case not coordinate initiatives, concerning decisions in financial and credit matters and in matters of Pirelli's research and development;
- 7) not issue directives with regard to the fulfillment of extraordinary operations by Pirelli, such as, for example, listings of financial instruments, acquisitions, disposals, concentrations, conferrals, mergers, spin-offs, etc.;
- 8) not adopt determining decisions with regard to the operational strategies of Pirelli nor formulate strategic directives for the group;
- 9) guarantee the absence of organizational-functional links between Pirelli on the one hand and CNRC on the other.

7. Type of shareholders agreement

The provisions set forth in the Renewal Shareholders Agreement are relevant pursuant to Article 122, paragraphs 1 and 5, letter a), of the Consolidated Financial Act.

8. Bodies of the Renewal Shareholders Agreement

The Renewal Shareholders Agreement does not provide for any relevant body.

9. Penalties in case of failure to comply with the obligations

The Renewal Shareholders Agreement does not provide for any penalty in case of failure to comply with the obligations set forth therein. Should a violation of the measures of the Golden Power DPCM occurs, penalties provided by law shall apply.

10. No obligation to file shares

The Renewal Shareholders Agreement does not provide any obligation to file the shares of the Company contributed to the same.

11. Office of Companies Register

The Renewal Shareholders Agreement was filed on 17 May 2022 at the Companies Register of Milano-Monza-Brianza-Lodi. The update regarding the date of coming into force of the Renewal Shareholders Agreement was

filed on 23 May 2023 at the Companies Register of Milano–Monza–Brianza–Lodi. The additions to this excerpt pertaining to the measures imposed with the Golden Power DPCM were communicated to the Companies Register of Milano–Monza–Brianza–Lodi on 21 June 2023.

Milan, 21 June 2023