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# Pirelli's saga signals high volatility for Chinese investors in Europe

Italy's opportunistic use of FDI screening rules points to toughening stance on Beijing





Security threat: sensors installed in Pirelli tyres have been categorised as a strategic asset under Italy's FDI screening regime. Image via Bloomberg Mercury

Danielle Myles July 3, 2023



Italy's move to curb Chinese control over one of the country's biggest manufacturers

signals the government's opportunistic approach to its expanded national security screening regime, and shows that existing investments are not off limits.

Rome recently required changes to tyremaker Pirelli's governance structure that
strip Chinese state-owned enterprise
Sinochem's influence over the company,
eight years after it became Pirelli's biggest
shareholder. It is the first time Italy has used
so-called 'golden powers' to intervene outside
of the context of an investment, and sets a
new benchmark in its growing use of the tool
to minimise Chinese influence over its
national champions.

While foreign direct investment (FDI) screening was once reserved for new investments, changes to Italy's golden powers since the pandemic require firms involved with critical technologies, such as the sensors embedded within Pirelli's tyres, to notify the government of changes in their control structure. Proposed amendments to the shareholder agreement between Sinochem's local subsidiary Marco Polo International Italy, which owns a 37% stake, and Italian investment vehicle Camfin (14%) — plus their owners — were caught by the new rules, helping Rome seize its first opportunity to scrutinise Beijing's influence over the group.

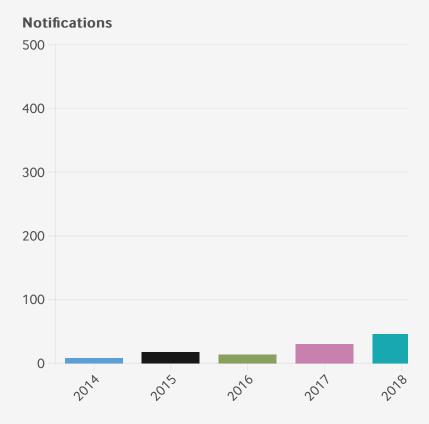
"They've used the argument of sensitive

information relating to the tyres to change the governance in favour of the Italian side because of security concerns," says Andrea Marinoni, a Kearney partner in Milan.

On June 16, the government mandated more than 20 requirements to ensure that Camfin — headed by Pirelli's former CEO and current executive vice chairman, Marco Tronchetti Provera — maintains control over the company's technology and future direction. These include Camfin's indefinite right to appoint the CEO and four-fifths of the board approving decisions regarding its technology.

This is a rare example of a European government intervening on national security grounds years after the investment was made. The only other public example cited by **fDi**'s sources is the UK government's order last November for Chinese-owned Nexperia to sell 86% of its Newport Wafer Fab, 16 months after it acquired the Welsh semiconductor factory.

ו ne number of notifications under italy's ויחים screening regime has surged since the pandemic



Source: Golden power report to parliament, 2021



The Pirelli ruling follows a surge in notifications under Italy's expanded golden powers. Between 2019 and 2021 (the latest year for which data is available), the number of notifications increased nearly six-fold.

"The Italian government has been quite tough" with its FDI screening in recent years, says Falk Schöning, a partner at law firm Hogan Lovells focused on EU regulations. This has often been at the expense of Chinese investors. Over the past two years, the government has vetoed

Syngenta's purchase of seed producer

Verisem, stopped Efort Intelligent
Equipment's attempt to increase its stake in
robotics firm Robox, and annulled
Mars Information Technology Co's 75% stake
in drone-maker Alpi Aviation. All three
investors are backed directly or indirectly by
Chinese firms.

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Ministers' public promises to use golden powers against prospective deals have also derailed Chinese investment. This includes FAW's bid to buy truck manufacturer Iveco in 2021, and Midea reportedly ending talks in June to acquire Sweden's Electrolux, which employs 6000 people across Italy.

Against this backdrop, Roberto Jacchia, a partner at local law firm De Berti Jacchia, says the use of golden powers against Pirelli is "not surprising" and "reflects the clear political stance of the government" to counter China's industrial presence in strategic

sectors. He says it reveals how the

government will use its expanded golden powers going forward, leveraging its flexibility to intervene in both existing and proposed transactions.

The government's intervention in Pirelli comes amid growing speculation that it will leave China's Belt and Road Initiative, four years after it became the first large European country to join the initiative.

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