

PIRELLI & C.
Società per Azioni
Registered office at Milan - Viale Piero e Alberto Pirelli n. 25
Share capital 1,345,380,534.66 euros fully paid up
Companies Register of Milan, tax code and VAT no. 00860340157

NOTICE OF SHAREHOLDERS' MEETING

The persons entitled to vote in the general meeting of ordinary shareholders of Pirelli & C. Società per Azioni are called to an Ordinary Shareholders' Meeting in Milan at Viale Sarca no. 214, at 14:30 on Thursday, 14 May 2015, in a single call, to discuss and resolve on the following

AGENDA

1. Financial Statements as at 31 December 2014. Related and consequent resolutions.
2. Appointment of six members of the Board of Directors. Related and consequent resolutions.
3. Board of Statutory Auditors:
 - appointment of standing and alternate auditors;
 - appointment of the Chairman;
 - determination of remuneration of auditors.
4. Remuneration policy: consultation.
5. Insurance policy designated "*Directors and Officers Liability Insurance*". Related and consequent resolutions.
6. Purchase and disposal of treasury shares. Related and consequent resolutions.

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Concurrently with the publication of this notice, there shall be made available to the public at the Company's Milan headquarters at Viale Piero e Alberto Pirelli 25, at the Italian Stock Exchange, on the authorised storage mechanism "1Info" (www.1info.it) and on the Company's website www.pirelli.com, the Directors' reports and the proposed resolutions pertaining to the second item on the agenda (inclusion in the Board of Directors), the third item on the agenda (renewal of the Board of Statutory Auditors), the fifth item on the agenda (D&O Insurance Policy), and the sixth item on the agenda (purchase and disposal of treasury shares).

The Annual Financial Report (the first item on the agenda), including the draft financial statement, the Consolidated Financial Statement, the management report and the certification pursuant to art. 154-bis, Paragraph 5, of Legislative Decree 58 of 24 February 1998 (CFA), together with the reports of the Board of Statutory Auditors and the independent auditors, the annual Report on corporate governance and structure of share ownership, and the Sustainability Report, will all be made available to the public in the same way by 21 April 2015 together with the report on the remuneration policy consultation (fourth item on the agenda).

Documentation relating to the financial statements of subsidiaries and associates will be available to the public at the registered office by 21 April 2015.

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Persons entitled to vote, before the meeting and no later than 11 May 2015, will be able to ask questions relating to the items on the agenda. All questions must be received by mail at the registered office of the Company or by fax at +39 02 64424426 or by logging on to the website www.pirelli.com and following the instructions given in the section dedicated to the shareholders' meeting, where further information on the matter may be found.

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ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW DRAFT RESOLUTIONS

Pursuant to the law, Shareholders who individually, or jointly with other shareholders, represent at least one fortieth of the ordinary share capital, may request, within ten days of publication of this notice, inclusion of items to be discussed, indicating in their request the additional items proposed, or they may submit proposed resolutions on matters already on the agenda.

The question - together with appropriate documentation certifying the ownership of the said shareholding, issued by the intermediaries who hold the accounts to which the shares are registered - must be submitted in writing, including by mail, to the Company's registered office in Milan, Viale Piero e Alberto Pirelli n. 25, or be sent to the certified email address assemblea@pec.pirelli.it.

By the same deadline for submission of the latter requests, and in the same way, Shareholders must submit a report which states the reasons for the proposed resolutions on new matters they propose to discuss, or the reasons for the further resolutions they propose to present on matters already on the agenda.

Any additions to the list of matters that the Shareholders' Meeting will have to deal with, or any additional draft resolutions on matters already on the agenda, will be notified by the Company, in the same manner as prescribed for the publication of this meeting notice, at least fifteen days before the date set for the meeting.

At the same time any notice of further additions is published, the Company will, and in the same form, make available the report prepared by the requesting Shareholders, accompanied by any opinion of the Board of Directors.

Please note that additions are not allowed for matters which the Meeting resolves, by law, as proposed by the Directors, or on the basis of a project or a report prepared by them, other than those referred to in Article 125-ter, Paragraph 1, of the CFA.

RIGHT TO PARTICIPATE IN THE MEETING AND PROXY VOTING

The right to attend the meeting and to exercise voting rights is certified by a communication to the Company from an authorised intermediary, in accordance with their accounting records, in favour of the person who has the right to vote on 5 May 2015 (the "*record date*"). Therefore, those who only hold their shares after that date will not be entitled to attend and vote at the meeting.

Shareholders with voting rights may be represented by means of a proxy issued in accordance with the procedures prescribed by applicable law and regulations.

A *facsimile* of the proxy voting form is available at the registered office and on the Company's website at www.pirelli.com in the section dedicated to the Shareholders' Meeting.

A proxy may be notified to the Company at the registered office by mail or, electronically, to the following certified e-mail: assemblea@pec.pirelli.it.

A proxy attending the meeting must, however, prove that their copy of the notice matches the original.

Designated Representative

The Company has appointed Computershare S.p.A. as the entity by which the shareholders may confer proxies (the "Designated Representative") free of charge .

A proxy with voting instructions will be given with the digital form available on the website www.pirelli.com in the section dedicated to the Designated Representative, or with a hard copy available at the offices of Computershare S.p.A. or of the Company.

The original of the proxy must arrive at the offices of Computershare S.p.A., at Via Lorenzo Mascheroni n. 19 – 20145 Milan. Any copy must be accompanied with a declaration of conformity sent by fax to +39 02 46776850 or attached to an e-mail sent to ufficiomilano@pecserviziotitoli.it by 12 May 2015. A proxy thus granted will only have effect in relation to the proposals for which the voting instructions were given. The proxy and voting instructions may be revoked within the same period as above.

Further information concerning the granting of the proxy to the Designated Representative is available on the Company's website www.pirelli.com.

SLATE VOTING FOR APPOINTING THE BOARD OF STATUTORY AUDITORS

The appointing of the standing and alternate auditors will be made by means of slate voting, pursuant to Article 16 of the Articles of Association, and applicable rules and regulations. From the slate that receives the majority of votes cast by Shareholders, two standing and two alternate auditors will be elected; the remaining standing auditor and alternate auditor will be taken from the other slates (the minority slates). The Chairmanship of the Board of Statutory Auditors will go to the first candidate on the minority slate.

Entitled to submit voting slates are those Shareholders who, alone or together with other shareholders, represent at least 1% of the share capital entitled to vote at an ordinary

shareholders' meeting. Each Shareholder may submit or participate in the presentation of only one slate, and each candidate may appear on only one slate, under penalty of ineligibility.

Along with the voting slates, the Shareholders presenting them must present information on their identity and the percentage of their total shareholding in the ordinary share capital of the Company. Ownership of the total shareholding held may be attested, under the current regulatory provisions, even after presentation of the voting slates, so long as it is more than 21 days before the date of the meeting.

Shareholders, other than those who hold a relative majority, must also provide a declaration that they have no connection with the latter.

The slates are divided into two sections: one for candidates for the office of standing auditor (numbered in order) and the other for candidates for the position of alternate auditor (numbered in order). The first candidate in each section must be selected from among those registered in the Register of Statutory Auditors who have carried out statutory audits for a period of not less than three years.

In compliance with the Articles of Association, and regulations in force concerning gender equality, slates that, in both sections, have three or more candidates, must include candidates of different genders in both the section for the standing auditors and that for alternate auditors. Since this is the first renewal of the Board of Statutory Auditors after the entry into force of Law 120 of 12 July 2011 (which introduced gender quotas for the composition of the administrative and control organs of listed companies), the share of the lesser represented gender must be equal to at least a fifth of the elected auditors.

By reason of the above, the Board of Directors invites the shareholders intending to present slates for electing members of the Board of Statutory Auditors to comply with the abovementioned provisions, recommending in this regard that the top two candidates in each section of the slate be of a different gender.

With each slate declarations must be submitted in which the candidates accept their candidature and, at their own responsibility, declare the absence of reasons for their ineligibility and their fulfilment of the requirements for the office prescribed by laws, regulations and the Articles of Association. Each candidate must also declare their suitability to qualify as independent, according to the criteria adopted by the Company (Code of Conduct for Listed Companies).

With these statements there must also be submission of the personal and professional *curricula vitae* of each candidate.

Given that, pursuant to the final paragraph of Article 2400 of the Civil Code, at the time of appointment, and before accepting it, anyone elected as an auditor must disclose to the Shareholders' Meeting any positions of administration and control they may hold in other companies, taking into account the provisions of Article 148-bis of the CFA, and the candidates are invited to provide a specific statement to that effect as part of their *curricula vitae*, with a recommendation to ensure that this is updated for the date of the meeting. It is also recommended that candidates authorise publication of their *curricula vitae* on the Company's website.

The slates of candidates, signed by those who present them, along with the supporting documentation, must be submitted to the Company's registered office or sent to the certified email address at assemblea@pec.pirelli.it by 19 April 2015. If, within this period, only one slate is presented, or only slates that are connected under the laws and regulations applicable, additional slates may be submitted within the following three days (i.e. by 22 April 2015). In such an event, the percentage threshold of 1% of the ordinary share capital previously indicated for the presentation of slates is reduced to 0.5%.

The slates of candidates submitted by Shareholders, together with the information required by applicable regulations, will, in terms of the current legislation, be made available to the public at the Company's headquarters, at the Italian Stock Exchange, on the Company's website www.pirelli.com and at the storage mechanism 1Info.

Slates presented which do not comply with the provisions of Article 16 of the Articles of Association, or with applicable law, will be disregarded.

Finally, we invite Shareholders who intend to present slates for the election of members of the Board of Statutory Auditors to read the appropriate documentation published on the Company's website at www.pirelli.com and, in particular, the recommendations contained in Consob communication DEM/9017893 of 26 February 2009.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Pirelli & C. S.p.A. amounts to 1,345,380,534.66 euro, and is divided into a total of 487,991,493 shares with no par value, of which 475,740,182 (1,311,603,971.79 euro) are ordinary shares and 12,251,311 are savings shares (33,776,562.87 euro). In an ordinary and/or extraordinary Shareholders' Meeting only the ordinary shares have voting rights. As of today, the Company holds 351,590 ordinary treasury shares, for which the voting rights have been suspended.

**On behalf of the Board of Directors
Chairman and CEO
(Mr. Marco Tronchetti Provera)**

This notice of meeting is published on the Company's website www.pirelli.com on 2 April 2015.

The notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 3 April 2015 and is available at the Italian Stock Exchange and at the authorised storage mechanism 1Info (www.1info.it).