



Pirelli & C. Società per Azioni
Milan - Viale Piero e Alberto Pirelli 25
Share capital Euro 1,345,380,534.66 fully paid up
Register of Companies of Milan, Tax Code and VAT Reg. No. 00860340157

CALL TO SPECIAL MEETING OF SAVINGS SHAREHOLDERS

Those entitled to vote in the Special Meeting of the holders of Pirelli & C. S.p.A. saving shares are called for a special meeting in Milan, Viale Sarca no. 214, on Tuesday, 27th January 2015, at 12.00 a.m., in single call, to discuss and resolve upon the following

AGENDA

1. Appointment of the common representative of the holders of savings shares for the financial years 2015, 2016, and 2017; resolutions relating and consequent thereto.
2. Determination of the remuneration for the common representative of the holders of savings shares; resolutions relating and consequent thereto.
3. Resolutions concerning the fund as in letter c), paragraph 1, article 146 of Legislative Decree no. 58 of 24th February 1998.

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DOCUMENTATION

On the same date of publication of this notice, the report of the common representative of the saving shareholders and the report of the Board of Directors relevant to all items on the agenda are available at the Company's registered office, at Borsa Italiana S.p.A. to the mechanism for the central storage of regulated information denominated "1Info" (www.1info.it) and also available on the web site of the Company, www.pirelli.com.

ENTITLEMENT TO ATTEND THE SPECIAL MEETING AND VOTE BY PROXY

Entitlement to attend the shareholders' meeting and exercise the voting rights is attested by a communication to the Company issued by the authorised intermediaries in accordance to its book-keeping entries, in favour of the party with voting rights at the date of 16th January, 2015 (the "record date"). Therefore, those who result to be holders of saving shares only after that date shall not be entitled to attend or vote at the Shareholders' meeting.

Anyone with voting rights can be represented by proxy issued according to the provisions of laws and regulations in force.

A facsimile of the voting proxy form is available at the Company's registered office or on the Company's website at the address www.pirelli.com, in the section dedicated to the Shareholders' meeting.

The proxy can be notified to the Company by sending a notice to the registered office by ordinary mail or email to the following certified mailbox: assemblea@pec.pirelli.it.

The proxy holder who will attend the Special Meeting shall however prove that the copy notified in advance is a true copy of the original.

Designated Representative

The Company has designated Computershare S.p.A. as subject to whom the holders of saving shares can give their proxy free of charge (the "Designated Representative").

The proxy with voting instructions shall be granted with the form that can be obtained on the website www.pirelli.com, in the section of the Special Meeting dedicated to the Designated Representative, or in paper form at the office of Computershare S.p.A. or at the Company's registered office.

The original proxy should in any case be sent to the registered office of Computershare S.p.A., Via Lorenzo Mascheroni no. 19 - 20145 Milan (Italy), possibly anticipated a true copy by facsimile and the number 0039.02.46776850 or enclosing it to an email message to be sent at the address ufficiomilano@pecserviziotitoli.it within 23th January, 2015.

The proxy granted following these instructions will have effect only for the proposal on which voting instruction have been given. The proxy and the voting instruction can be revoked within the above mentioned term.

Further information on granting a proxy to the Designated Representative are available on the Company's website www.pirelli.com.

FURTHER ITEMS TO THE AGENDA AND THE SUBMISSION OF NEW RESOLUTIONS

In accordance with law provisions, the shareholders with voting right in the Special Meeting of the holders of Pirelli & C. S.p.A. saving shares that, alone or jointly, represent at least one fortieth of the saving share capital may, within ten days from the publication of this notice, request the inclusion of further items for discussion on the agenda, in the frame of those listed in article 146, first paragraph, of the Legislative Decree no. 58 dated 24th February, 1998, indicating in the request the items proposed, or submit proposals for new resolutions relevant to the items on the agenda.

The request must be submitted in writing and posted to the registered office of the Company in Milan, Viale Piero e Alberto Pirelli n. 25, or sent to the certified email address assemblea@pec.pirelli.it, together with the documentation proving ownership of the above-stated shareholding and issued by the intermediaries that keep the accounts in which the saving shares are registered.

By the same term and following the same procedure, a report on the proposed items must be submitted by the applying shareholders with voting right in the Special Meeting, containing the reason of the proposal of the addition to the items already listed or those relevant to the further proposals.

Following the same procedures laid down for publishing this notice, the Company, at least fifteen days prior to the date of the Special Meeting, shall give notification of any additions to the items to be discussed in the meeting or of any proposals for new resolutions on the existing items for discussion.

Simultaneously with the publishing of the additions note, the Company, through the same procedures, shall make available to the public the report submitted by the applying shareholders with voting right in the Special Meeting, together with any assessments of the Board of Directors and/or of the common representative of the holders of saving shares.

QUESTIONS ON THE ITEMS ON AGENDA

Before the date of the Special Meeting and in any case no later than 24 January 2015, the holders of saving shares can submit questions relevant to the items on the agenda. The questions should be sent by mail to the Company's registered office or by facsimile at the number 0039.02.64424426 or linking the web site www.pirelli.com and following the relevant instruction in section of the Special Meeting, where it is possible to gather all the informations on the matter.

INFORMATION RELEVANT TO THE SHARE CAPITAL AND TO THE SHARES WITH VOTING-RIGHTS

The share capital of Pirelli & C. S.p.A., which amounts to Euro 1,345,380,534.66 is divided into no. 487,991,493 shares without nominal value, of which 475,740,182 (Euro 1,311,603,971.79) ordinary shares and 12,251,311 (Euro 33,776,562.87) saving shares.

In the Special Meeting of the holders of saving shares only the saving shares are entitled to vote (one vote for each share).

At present, the Company owns no. 408,342 saving shares whose voting right is suspended.

Milan, 22nd December 2014

The Common Representative of holders of saving shares
(Avv. Prof. Giuseppe Niccolini)

This notice was published on the Company's website www.pirelli.com on 22 December 2014. The notice is already published in the daily newspapers "Il Sole 24 Ore" and "Milano Finanza" on 23 December 2014, and it is also available at Borsa Italiana S.p.A. and the mechanism for the central storage of regulated information denominated "1Info" (www.1info.it).