

**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

## NOTICE OF CALL TO SHAREHOLDERS' MEETING

Those entitled to vote in the ordinary meeting of Shareholders of Pirelli & C. Società per Azioni are called to an Ordinary and Extraordinary General Meeting in Milan, Viale Sarca, No. 214, on Monday, 13<sup>th</sup> May, 2013 at 10.30 a.m. in single call to discuss and resolve upon the following

### AGENDA

#### **Ordinary General Meeting**

1. Financial Statements as of 31<sup>st</sup> December, 2012. Inherent and consequent resolutions.
2. Appointment of three members of the Board of Directors and/or reduction of the number of members of the Board of Directors.
3. Remuneration policy: consultation.
4. Purchase and disposal of treasury shares. Inherent and consequent resolutions.

#### **Extraordinary General Meeting**

Amendment to Article 7 (Shareholders' Meeting), Article 10 (Administration of the Company), Article 16 (Board of Statutory Auditors) of the Company By-Laws and introduction of Article 21 (transitional clause) to the Company By-Laws. Inherent and consequent resolutions.

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Simultaneously with publication of this notice the Company shall make available at the registered office of the Company in Milan, Viale Piero e Alberto Pirelli 25 – and at Borsa Italiana S.p.A., as well as on the Company's website [www.pirelli.com](http://www.pirelli.com) the reports of the Board of Directors and the proposals of resolution relevant to all the items of the agenda, the Annual Financial Report – including the financial statements for the year, the consolidated financial statements, the management report and certification pursuant to art. 154-bis, paragraph 5 of Italian Legislative Decree 58 of February 24, 1998 (“TUF”) - together with the relevant reports of the Board of Statutory Auditors and external auditing firm, the annual report on Corporate Governance and corporate structures and the Sustainability financial report.

Documentation concerning the financial statements of the subsidiaries and associated companies shall be made available to the public at the registered office of the Company by 27<sup>th</sup> April, 2013.

In relation to item 2 of the agenda of the ordinary general meeting, this is to remind that for the mentioned resolutions it will not be applied the vote on the basis of slates.

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Prior to the shareholders' meeting and in any case within 10<sup>th</sup> May, 2013, shareholders may submit questions relevant to the items on the agenda. Questions should be sent by mail to the address of the registered office of the Company or sent by fax to the number (02) 6442.4426 or linking the Company's website [www.pirelli.com](http://www.pirelli.com) and following the instructions given in the section dedicated to the shareholders' meeting, where it is possible to find further information on the topic.

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***ADDITION OF ITEMS TO THE AGENDA AND SUBMISSION OF PROPOSALS OF RESOLUTIONS***

In accordance with the provisions of laws shareholders who, separately or jointly, represent at least one fortieth of the voting share capital may request, within ten days starting from the date of publication of this notice, to add items to the agenda or submit proposals of further resolutions relevant to the items of the agenda.

The request must be submitted in writing and filed at the registered office of the Company in Milan, Viale Piero e Alberto Pirelli 25 or to the certified e.mail address [assemblea@pec.pirelli.it](mailto:assemblea@pec.pirelli.it), together with the documentation proving ownership of the above mentioned shareholding, issued by the intermediaries that keep the accounts in which the 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, containing the reason of the proposal of the addition to the items already listed or those relevant to the further proposals.

The Company shall inform about any addition to the items or new proposal of resolutions to be discussed at the Shareholders' Meeting following said requests in the same forms required for publication of this notice, at least fifteen days prior to the date of the Shareholders' Meeting. At the same time of publication of the addition of items, the Company shall make available to the public, in the same ways, the report submitted by the applying Shareholders together with any assessments of the Board of Directors.

Please remember that additions are not allowed for items on which the Shareholders' Meeting resolves, in accordance with law, upon proposal of the Board of Directors, or on the basis of a

draft or report drafted by the Board itself, different from those set forth in article 125-ter, paragraph 1 of TUF.

***ENTITLEMENT TO ATTEND THE SHAREHOLDERS' MEETING AND VOTE BY PROXY***

Entitlement to attend the shareholders' meeting and exercise the voting right is attested by a communication to the Company issued by the authorised intermediary in accordance to its book-keeping entries, in favour of the party having voting right at the date of 2<sup>nd</sup> May, 2013 (the "record date"). Therefore, those who result to be shareholders only after that date shall not be entitled to attend or vote at the Shareholders' meeting.

Anyone with voting right can be represented by proxy issued according to the provisions of law 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](http://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 e.mail to the following certified mailbox: [assemblea@pec.pirelli.it](mailto:assemblea@pec.pirelli.it).

The proxyholder who will attend the Shareholders' meeting shall however prove that the copy notified in advance is a true copy of the original.

**Designated Representative**

The Company has designated Servizio Titoli SpA as the subject to whom Shareholders 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 in electronic format on the website [www.pirelli.com](http://www.pirelli.com), in the section dedicated to the Designated Representative, or in paper form at the office of Servizio Titoli SpA or at the Company's registered office.

The original proxy shall however be delivered to the registered office of Servizio Titoli SpA, Via Lorenzo Mascheroni n. 19, 20145 Milan; if possible a certified copy can be anticipated by fax to the number (02) 46776850 or as attachment to an electronic mail message to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by 9<sup>th</sup> May, 2013. The issued proxy will be effective only for proposals in relation to which voting instructions have been given. The proxy and voting instructions are revocable up until the same term as set forth above.

Further information about granting a proxy to the Designated Representative are available on the Company's website [www.pirelli.com](http://www.pirelli.com).

***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 (€ 1,311,603,971.79) ordinary shares and 12,251,311 savings shares (€ 33,776,562.87). At present, the Company owns no. 351,590 ordinary shares whose voting right is suspended.

*This notice has been published on the Company's website [www.pirelli.com](http://www.pirelli.com) on 3<sup>rd</sup> April, 2013, as well as in the newspapers IL SOLE 24 ORE and MILANO FINANZA on 4<sup>th</sup> April, 2013 and it is also available at Borsa Italiana.*