

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 ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The sole holder of ordinary shares is hereby given notice of the ordinary and extraordinary meeting of shareholders to be in Milan at Viale Sarca no. 214, at 11:00 a.m. on Monday, 15 February 2016, in a single call, to discuss and resolve on the following

Agenda

Ordinary part

Appointment of seven members of the Board of Directors. Related and consequent resolutions.

Extraordinary part

1. Mandatory conversion of savings shares into new delisted non-voting shares; related and consequent resolutions.
2. Adoption of a new text of By-Laws consequent to the delisting of the ordinary shares and to the mandatory conversion of savings shares into new delisted non-voting shares; related and consequent resolutions.
3. Approval of the merger plan between Pirelli & C. S.p.A. and its parent company Marco Polo Industrial Holding S.p.A.; related and consequent resolutions; delegation of powers.

* * *

Under the terms and provisions of law, 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, and through the authorized storage mechanism "NIS-Storage" (www.emarketstorage.com) and on the Company's website www.pirelli.com, the Directors' reports and the proposed resolutions pertaining all the items on the agenda.

* * *

Persons entitled to vote, before the meeting and no later than 12 February 2016, 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.

* * *

Further information concerning:

- additions to the agenda and presentation of new draft resolution
- right to participate in the meeting and proxy voting

are published on the Company's website www.pirelli.com.

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.

Milan, 23 November 2015

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

This notice of meeting is published on the Company's website www.pirelli.com on 23 November 2015.

An extract of the notice is already published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on 24 November 2015 and is available at the Italian Stock Exchange and at the authorised storage mechanism "NIS-Storage" (www.emarketstorage.com).