

Shareholders agreement communicated pursuant to Article 122 of Legislative Decree no. 58 of February 24, 1998 - Essential information pursuant to Article 130 of Consob Regulation no. 11971/1999, as subsequently amended and supplemented.

PIRELLI & C. S.P.A.

We hereby provide an excerpt of the Camfin Shareholders Agreement as updated to take account of the completion of the Demerger of Marco Polo, that has become effective starting from August 8, 2018.

The amendments to the excerpt are highlighted in italics. Capitalized terms indicated above shall have the same meaning ascribed to them in the excerpt.

With respect to:

- (i) the starting, on October 4, 2017 (the **"Date of Completion of the IPO"**), of the trading of the shares of Pirelli & C. S.p.A. (**"Pirelli"**) on the MTA, organized and managed by Borsa Italiana S.p.A. (**"MTA"**);
- (ii) the company Marco Polo International Italy S.p.A. (**"Marco Polo"**), which, at the Date of Completion of the IPO, held a shareholding representing 63.11% of the share capital of Pirelli;
- (iii) the company Camfin S.p.A. (**"Camfin"**), which held a shareholding representing 22.4% of the share capital of Marco Polo, together with (a) China National Tire & Rubber Corporation, Ltd., which held - through CNRC International (HK) Limited, CNRC International Holding (HK) Limited and Fourteen Sundew S.à rl - a shareholding representing 65% of the share capital of Marco Polo and (b) Long-Term Investments Luxembourg S.A., which held a shareholding representing 12.6% of the share capital of Marco Polo;
- (iv) the shareholders agreement executed, *inter alia*, by and among the aforementioned entities on July 28, 2017 (the **"Pirelli Shareholders Agreement"**), setting forth, *inter alia*, the undertaking of the parties to split the assets and liabilities of Marco Polo to be implemented (as soon as possible after the Date of Completion of the IPO) preferably through a demerger and having the effect of assigning, directly or indirectly, to the shareholders of Marco Polo the remaining Pirelli shares and the cash held by Marco Polo following the Date of Completion of the IPO, in accordance with the terms and conditions described therein;
- (v) *the total and non-proportional demerger of Marco Polo - effective as from August 8, 2018 - in favor of three beneficiary companies, among which Camfin (the **"Demerger of Marco Polo"**), that has entailed the allocation to Camfin of, inter alia, no. 113,491,546 Pirelli shares equal to 11.35% of the relevant share capital;*

it is informed that, in relation to Camfin, a shareholder's agreement is also in force, initially executed on August 11, 2015 by and among Marco Tronchetti Provera & C. S.p.A., Nuove Partecipazioni S.p.A. (*merged by way of incorporation into Camfin with effect from July 13, 2018 (the **"NP Merger"**)*), UniCredit S.p.A, Manzoni S.r.l. and Intesa Sanpaolo S.p.A. and subsequently updated by the above companies on May 4, 2017, when the merger of Coinv S.p.A. into Camfin has been completed, with effects starting from June 12, 2017 (the **"Merger"**) and in consideration of the same Merger and of certain provisions under the agreement which are no longer applicable (the **"Camfin Shareholders Agreement"**).

The Camfin Shareholders Agreement has not been updated again by the parties at the Date of Completion of the IPO and contains several provisions that must be considered outdated in consideration of the starting of the trading of the Pirelli shares on the MTA; however, some limited provisions, to be taken into account for the purposes of Article 122, first and fifth paragraphs, of Legislative Decree no. 58 dated February 24, 1998, are still applicable with respect to the envisaged divestment from Camfin by the current shareholders.

COMPANIES HAVING FINANCIAL INSTRUMENTS SUBJECT TO THE CAMFIN SHAREHOLDERS AGREEMENT

Camfin S.p.A., a joint stock company with registered office in Milan, Via Bicocca degli Arcimboldi no. 3, registration number at the Companies' Register of Milan-Monza-Brianza-Lodi, tax code and VAT 00795290154.

Pirelli & C. S.p.A., with registered office in Milan-Monza-Brianza-Lodi, Viale Piero e Alberto Pirelli no. 25, VAT, fiscal code and registration number at the Companies' Register of Milan 00860340157.

PARTIES ADHERING TO THE CAMFIN SHAREHOLDERS AGREEMENT AND FINANCIAL INSTRUMENTS SUBJECT TO THE CAMFIN SHAREHOLDERS AGREEMENT

Parties adhering to the Camfin Shareholders Agreement.

The following companies adhere to the Camfin Shareholders Agreement (the "**Parties**"):

- (i) **UniCredit S.p.A.**, with registered office in Milan, Piazza Gae Aulenti, no. 3, Tower A, tax code, VAT and registration number at the Companies' Register of *Milan-Monza-Brianza-Lodi* 00348170101, listed company on the MTA, registered with the Banking Groups' Register under number 2008.1 and Parent Company of the UniCredit Banking Group;
- (ii) **Manzoni S.r.l.**, with registered office in Milan, Viale Bianca Maria no. 25, tax code, VAT and registration number at the Companies' Register of *Milan-Monza-Brianza-Lodi* 08852240962;
- (iii) **Intesa Sanpaolo S.p.A.**, with registered office in Turin, Piazza San Carlo no. 156, tax code and registration number at the Companies' Register of Turin 00799960158, VAT no. 0810700152, listed company on the MTA, registered with the Banking Register no. 5361 and Parent Company of the Intesa Sanpaolo Banking Group;
- (iv) **Marco Tronchetti Provera & C. S.p.A.**, with registered office in Milan, via Bicocca degli Arcimboldi no. 3, *tax code, VAT and* registration number at the Companies' Register of *Milan-Monza-Brianza-Lodi*, 11963760159.

Percentages and number of financial instruments subject to the Camfin Shareholders Agreement.

The following financial instruments are subject to the Camfin Shareholders Agreement.

With respect to Camfin, the shareholding representing 100% of the share capital of the company *with voting rights*, which is held as follows:

Shareholders of Camfin	Percentage of the shareholding in Camfin referred to the shares with voting rights (*)	Percentage of the shareholding in Camfin referred to the overall share capital (*)
<i>Marco Tronchetti Provera & C. S.p.A.</i>	<i>63.64</i>	<i>42.00</i>
<i>Manzoni S.r.l.</i>	<i>18.18</i>	<i>12.00</i>
<i>Unicredit S.p.A.</i>	<i>18.18</i>	<i>12.00</i>
Total	100%	66.00

(*) *The share capital of Camfin resulting from the NP Merger is composed of no. 380,000,000 shares of which no. 250,808,127 are class "A" shares with voting rights and no. 129,191,873 are class "B" shares without voting rights.*

As regards Pirelli, the shares subject to the Camfin Shareholders Agreement consist of the shareholding in Pirelli *attributed to Camfin*, i.e. no. 113,491,546 Pirelli shares equal to 11.35% of the relevant share capital.

CONTENT OF THE CAMFIN SHAREHOLDERS AGREEMENT

The Camfin Shareholders Agreement provides *that, following the Demerger of Marco Polo, each party of the Camfin Shareholders Agreement shall be entitled to request and obtain the liquidation of Camfin or, subject to the approval by the competent corporate bodies of all the required resolutions, the non-proportional demerger of the same Camfin, with the assignment in favor of each shareholder of the same (or in favor of a*

wholly owned subsidiary of the latter) of the respective and proportional *quota* of Pirelli shares and of the indebtedness of Camfin.

To this purpose, the board of directors of Camfin shall adopt all the necessary resolutions in order to complete the abovementioned demerger within a reasonably short time period, but in any case no later than a six months period starting from the beginning of such procedure.

On this point, it should be noted that, pursuant to the lock-up commitments undertaken by Camfin under the Pirelli Shareholders Agreement and with respect to the Joint Global Coordinators, the demerger / liquidation of Camfin and the relevant assignment to the shareholders of Camfin of Pirelli listed shares may not be completed before the expiry of the relevant lock-up period, corresponding to 365 days from the Date of Completion of the IPO.

It is also noted that, until the completion of the demerger of Camfin, the resolutions of the board of directors resolving upon any acquisition, assignment, transfer or any other act of disposition, in whole or in part, in any form whatsoever and at any title, relating to company's own shares and/or the shareholding held by Camfin in Pirelli are validly adopted with the attendance and the favorable vote of all the directors in office (four of which appointed upon designation of *Marco Tronchetti Provera & C. S.p.A. (succeeded to Nuove Partecipazioni S.p.A. as a result of the NP Merger)* and two of which appointed upon designation of, respectively, Unicredit S.p.A. and Manzoni S.r.l.).

TERM AND EFFECTIVE OF THE CAMFIN SHAREHOLDERS AGREEMENT

The Camfin Shareholders Agreement entered into force on June 12, 2017 (effective date of the Merger) and shall remain effective and valid until August 11, 2020, and at such date it shall automatically renew for a further two-year period (the initial term and the possible additional term, collectively, the "**Term**"), unless a Party notifies in writing to the other Parties that it does not intend to renew the Camfin Shareholders Agreement, with a notice to be sent at least four months prior to the expiry of the relevant Term.

CONTROL

There is no party entitled, pursuant to the Camfin Shareholders Agreement, to exercise the control over Pirelli.

TYPE OF SHAREHOLDERS AGREEMENT

The provisions relevant pursuant to Article 122 of the Legislative Decree dated February 24, 1998 (the "**Consolidated Financial Act**") contained in the Camfin Shareholders Agreement are relevant pursuant to Article 122, first and fifth paragraphs, letter b), of the Consolidated Financial Act.

BODIES OF THE SHAREHOLDERS AGREEMENT

The Camfin Shareholders Agreement does not provide for any relevant body.

PENALTIES IN CASE OF FAILURE TO COMPLY WITH THE OBLIGATIONS

The Camfin Shareholders Agreement does not provide for any penalty in case of failure to comply with the obligations set forth therein.

OFFICE OF COMPANIES REGISTER

The Camfin Shareholders Agreement has been filed, within the mandatory terms, at the Companies Register of Milan-Monza-Brianza-Lodi on October 6, 2017. The occurred variation of the interest owned by Marco Polo in Pirelli as a consequence of the redelivery to Marco Polo of the ordinary shares of Pirelli lent for the purpose of the over-allotment has been filed on December 20, 2017 with the Companies' Register of Milan-Monza-Brianza-Lodi. *The amendments resulting from the Marco Polo Demerger have been filed with the Companies Register of Milan-Monza-Brianza-Lodi on August 9, 2018.*

Milan, August 9, 2018