



Pirelli & C. S.p.A.

**Special Meeting of Savings Shareholders
Pirelli & C. Società per Azioni
31 January 2012**

Meeting Minutes

STUDIO NOTARILE MARCHETTI
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Minutes of the Special Shareholders Meeting

REPUBLIC OF ITALY

In the year 2012 (two thousand twelve)

on the 31st (thirty first)

day of the month of January

at 11:30 AM (eleven thirty AM)

In Milan, in viale Sarca 214.

Before me, **Carlo Marchetti**, notary in Milan registered in the Board of Notaries of Milan, the following person appeared:

- **Paolo Domenico SFAMENI**, born in Milan on 25 November 1965, with service address in Milan, Viale Piero and Alberto Pirelli 25, of whose identity I, Notary, am certain.

And, therefore, the Appearant, in his Role as Standing Statutory Auditor and in the interest of the joint stock company called:

"Pirelli & C. S.p.A."

with registered offices in Milan, Viale Piero e Alberto Pirelli 25, share capital Euro 1,345,380,534.66 fully paid up, tax code and registration number in the Register of Companies of Milan: 00860340157, registered in the Economic and Administrative Index (R.E.A.) of Milan under no. 1055 (hereafter also the "Company"),

asked me, with the unanimous consent of those present, to draw up the minutes of the Special meeting of savings shareholders of the aforementioned Company, convened for the third call today at 11.30 AM, in this place, with due notice referred to hereunder, to discuss and vote on the items on the agenda also reproduced hereunder.

I responded to the request by acknowledging the following.

The Appearant declared the meeting open and, first of all, pointed out that Mr. Giovanni Pecorella, current Common Representative of savings shareholders of Pirelli & C. SpA, who, pursuant to the Bylaws, should have presided over today's meeting, recently announced - due to health problems - that he was unable to be present today at the meeting, apologising to those present.

The Appearant, therefore, on behalf of the Company, first of all wished Mr. Pecorella a prompt recovery and, at the same time, thanked him for his services as Common Representative of savings shareholders of the Company during his extended term of office.

The Appearant, then, after pointing out that, pursuant to the Bylaws, in the absence of the Common Representative, it was up to the Shareholders Meeting to appoint the Chairman of the meeting and expressing his availability to take on this role, with the unanimous consent of those present took the chair of the Meeting called to discuss and vote on the following

agenda

- 1) Appointment of the common representative of the holders of saving shares for the financial years 2012, 2013 and 2014; inherent and consequent resolutions.
- 2) Determination of the fee in favour of the common representative of the holders of savings shares; inherent and consequent resolutions.
- 3) Resolution upon the fund pursuant to art. 146, paragraph 1, letter c) of Legislative Decree February 24, 1998, n. 58.

The Chairman, continuing, informed that:

- the notice convening the meetings - pursuant to current regulations, also statutory - had been published, on 23 December 2011 on the web site of the Company and Borsa Italiana S.p.A. as well as on the "Il Sole 21

Ore", "MF" and "Finanza & Mercati"; the notice had also been disseminated to the market on the same day with a specific press release;

– the Company had received no requests for additional items to be placed on the agenda, pursuant to current legislation;

– the Shareholders Meeting, convened in first call on 28 January 2012 and in second call on 30 January 2012, had been adjourned, since an insufficient number of shares were represented, as indicated in the minutes to be placed in the register of Savings Shareholders Meetings. The Chairman, with regard to the composition of share capital, pointed out that:

– share capital was Euro 1,345,380,534.66 divided into 487,991,493 shares with no nominal value, of which 475,740,182 ordinary shares and 12,251,311 savings shares;

– at the date of this meeting, the Company held 351,590 ordinary treasury shares and 408,342 savings treasury shares; the latter represented 3.33% approx. of category share capital (and 0.004% approx. of the entire share capital). Continuing, the Chairman informed that, at 11.35 AM those with voting rights attending the special Shareholders Meeting were in total 4 in person or by proxy representing a total of 222,785 savings shares. The persons attending the meeting thus held a total of 1.818458% of savings shares.

Accordingly, the Chairman noted and acknowledged that the Special Meeting was duly convened and able to discuss and vote on the items on the agenda reproduced above.

The Chairman therefore informed that:

– the documentation on the various items on the agenda had been the subject of the public notices required by the applicable regulations, as well as published on the Company's website in the section dedicated to the event; in particular, the dossier containing, among other things, the Report on the items on the agenda prepared by the Common Representative had been made available to the public at the registered office at Borsa Italiana on 23 December 2011 and simultaneously published on the Company's website;

– the same dossier had been distributed at the entrance and also sent to all those who requesting it; a copy of said dossier is attached to these minutes under "A";

– according to the Shareholders Register supplemented by the notifications received pursuant to art. 120 of Legislative Decree no. 58/1998 and other available information, the following held shares with voting rights (ordinary) in excess of 2% of ordinary capital:

| | Number of shares | % of ordinary capital |
|---------------------------------------|------------------|-----------------------|
| 1 MARCO TRONCHETTI PROVERA | 124,612,324 | 26.19 |
| of which directly and indirectly | 1,251 | (0.00) |
| through CAMFIN S.p.A. | 124.500.400 | 26.17; |
| and through Cam Partecipazioni S.p.A. | 110,673 | (0.02) |
| 2 ASSICURAZIONI GENERALI S.p.A. | 26,018,405 | 5.47 |
| of which directly: | 10,356,963 | (2.18) |
| and, indirectly, through | | |
| Ina Assitalia SpA | 9,540,840 | (2.00) |
| Generali Vie SA | 5,218,181 | (1.10) |
| Alleanza Toro SpA | 898,909 | (0.19) |
| Genertel Lite SpA | 3,512 | (0) |
| 3 EDIZIONE S.r.l. | 22,705,157 | 4.77 |
| 4 Mediobanca S.p.A. | 21,922,205 | 4.61 |
| 5 Allianz SE | 21,496,038 | 4.52 |
| of which, indirectly, through: | | |
| Allianz SpA | 21,490,129 | (4.52) |
| Creditras Vita SpA | 5,909 | (0) |
| 6 Premafin Finanziaria S.p.A. | 21,322,563 | 4.48 |

of which, indirectly, through:

| | | |
|--------------------------|------------|--------|
| Fondiarìa - S.A.I. SpA | 21,188,443 | (4.45) |
| Milano Assicurazioni SpA | 120,545 | (0.03) |
| Popolare Vita SpA | 13,575 | (0) |

– regarding the existence of shareholder agreements pursuant to art. 122 of Legislative Decree 58/1998, there is a Pirelli C: S.p.A. Shareholders' Agreement. The following shareholders adhere to the Agreement (an extract of which published pursuant to current legislation was available at the entrance), for each of which the number of shares held and the percentage of ordinary shares issued is provided:

| | Number of shares assigned | % of total no. of ordinary shares issued |
|---|---------------------------|--|
| CAMFIN S.p.A. | 96,669,168 | 20.32 |
| MEDIOBANCA S.p.A. | 21,922,205 | 4.61 |
| EDIZIONE. S.r.l. | 21,921,364 | 4.61 |
| FONDIARIA - SAI S.p.A. | 21,032,307 | 4.42 |
| ALLIANZ S.p.A. | 20,977,270 | 4.41 |
| ASSICURAZIONI GENERALI S.p.A. | 20,977,269 | 4.41 |
| (of which 5,218,181 shares through Generali Vie SA and 7,525,388 shares through Ina Assitalia S.p.A.) | | |
| INTESA SANPAOLO S.p.A. | 7,683,568 | 1.62 |
| SINPAR S.p.A. | 3,015,320 | 0.63 |
| Massimo MORATTI (all through CMC S.p.A.) | 2,343,392 | 0.49 |
| Total | 216,541,863 | 45.52% |

– the list of the names of the shareholders attending the meeting was available at the entrance to the room as soon as it had been printed and then attached to the minutes, together with further information requested by the current regulatory framework. The Chairman then invited those present to report any lack of legitimacy to vote according to current regulations and informed that, at the entrance, the dossier containing the text of the current Bylaws was available to anyone who requesting it.

Continuing, the Chairman noted that, in order to facilitate operations to record attendance of participants at the meeting and the related voting operations, the Company had put in place an optical reading system of ballot papers contained in the modules handed to participants at the entrance. In this regard, he announced that staff was present in the room to collect the papers, count votes and facilitate Meeting proceedings and the Company also allowed representatives of the External Auditors, financial experts and/or analysts to attend the meeting.

The Chairman pointed out that those wishing to leave the room at any time, even temporarily, during Meeting proceedings, were kindly asked to:

- have this taken note of at the checkpoint at the exit;
- return the Participation cards to the assigned staff.

In this regard, he invited shareholders not to leave or enter the room during voting to ensure that attendances were correctly recorded.

The Chairman also invited those with voting rights intending to speak to register their intention using the form given to them for the purpose at the entrance; when called on to speak, they should go to the microphone on his right and not speak from the body of the room, in order to allow everyone to hear clearly. To enable all those present who wished to participate in the debate to do so he reminded those wishing to speak to be short and keep to the agenda.

Continuing, the Chairman informed the meeting that the proceedings were being recorded to facilitate preparation of the minutes, and that simultaneous translation from Italian to English and from English to Italian was available (headsets were available at the entrance).

Personal data collected in the recordings, and during accreditation to participate in the meeting, would be processed only for the purpose of running the Shareholders' Meeting and preparing the minutes. All processing would be carried out in accordance with the privacy law.

He reminded the meeting on the other hand that Meeting participants were not permitted to make audio or video recordings of the proceedings. He then informed participants that voting would be conducted by show of hands and that staff would collect the papers only of minority categories as proof and invited those not intending to participate in one or more votes to return, case by case, the corresponding ballot papers to staff before commencement of voting itself.

Finally, he pointed out that for those with proxies intending to cast diversified votes within the scope of the total number of shares represented, a specific workstation had been prepared, called "assisted voting", situated to his left next to the stage.

The Chairman, therefore, having noted that no questions had been received prior to the Meeting pursuant to art. 127-ter of Legislative Decree 58/98, turned to the items on the agenda of today's Meeting and thus proposed:

- given that the report prepared by Mr. Pecorella had been provided to all participants in the room and that the same had been made available to the public well in advance of the meeting, if there were no objections, to omit reading the same;
- to jointly carry out discussion of all items on the agenda, strictly intercorrelated, except that, with regard to voting, this would take place separately for each item on the agenda. The Meeting approved unanimously.

The Chairman then announced that no proposal concerning the items on the agenda had been received by the Company prior to today's meeting. He also announced that Servizio Titoli S.p.A., Designated Representative of the Company, pursuant to art. 135-undecies of Legislative Decree 58/98, as subject to which entitled persons could grant proxy with voting instructions had announced that it had not received any proxies.

With the discussion open, the Alleanza Toro S.p.A. representative, Ivano RUISI, took the floor who, first of all, supported the good wishes for a prompt recovery expressed towards Mr. Pecorella and thanked him for the work done on behalf of the shareholder category.

Having taken note of that expressed by Mr. Pecorella in the Report regarding the desire not to stand for a new term, proposed to appoint as Common Representative of savings shareholders of Pirelli C. Società per Azioni for the years 2012, 2013 and 2014 Avv. Prof. Giuseppe Niccolini, establishing the corresponding annual gross remuneration as €15,000. He recalled that he had submitted to the Company, prior to the meeting, a copy of the curriculum of Prof. Niccolini, asking for it to be distributed to participants.

He also informed that Prof. Niccolini had declared to possess neither any shares of Pirelli & C. nor of any subsidiaries of Pirelli & C. nor any other listed financial instruments issued by the aforementioned companies nor, finally, to have any relationship with the Company of a professional nature.

Finally, he proposed to establish as € 40,000 the fund for the expenses necessary to safeguard the common interests of the category to be advanced by the Company, which in turn may claim, pursuant to art. 146, paragraph 1, letter c) of Legislative Decree no. 58/1998 on the profits due to savings shareholders in excess of any minimum guaranteed and to establish that the statement on the management of the fund referred to above be made by the Common Representative at the end of his term.

The Chairman, therefore, concerning the proposal to confirm the amount of Euro 40,000.00 for the expense fund formulated added that, compared to the previous three years, the fund would not be affected by the remuneration to be established for the Common Representative since, as also included in the Report, the Annual General Meeting of the Company had resolved to bear such charge, thereby formalising a practice consolidated over time in the Company.

With no one requesting the floor, the Chairman declared the discussion of all items on the agenda closed.

He then recalled that, as noted above, also taking into account the proposal made by the representative of the shareholder Alleanza Toro S.p.A. there would now be three separate votes on, respectively:

- 1) appointment of the Common Representative for the three years 2012/2014;
- 2) determination of the remuneration of the Common Representative;

3) resolutions concerning the expense fund.

As mentioned at the beginning of the meeting, recalled the Chairman, voting would be by show of hands and staff would collect the papers for proof only of minority categories; he called on those with voting rights not intending to participate in one or more of votes to notify staff case by case.

He also pointed out that for those with proxies intending to cast diversified votes within the scope of the total number of shares represented, a specific workstation had been prepared, called "assisted voting", situated to his left next to the stage.

Complete data regarding the voting process would result from the minutes, in accordance with current provisions.

The Chairman, therefore:

– informed that at 11.50 AM participants were in total 4 in person or by proxy representing a total of 222,785 savings shares, a total of 1.818458% of savings shares (data unchanged with respect to the previous survey);

– the following were therefore put to the vote:

1) the proposal to appoint as Common Representative of holders of Pirelli & C. Società per Azioni savings shares for the years 2012 (two thousand twelve) , 2013 (two thousand thirteen) and 2014 (two thousand fourteen) Avv. Prof. Giuseppe Niccolini, born in Rome on 4.10.1950.

The resolution was approved by a majority of the Shareholders Meeting.

Against 130 shares (Cardarelli for California State Teachers Retirement System)

No abstentions.

For all 222,655 remaining shares.

2) the proposal to establish as €15,000 (fifteen thousand) the gross annual remuneration of the Common Representative.

The resolution was approved by a majority of the Shareholders Meeting.

Against 130 shares (Cardarelli for California State Teachers Retirement System)

No abstentions

For all 222,655 remaining shares.

3) the proposal:

– to establish a fund of € 40,000 (forty thousand) for the expenses necessary to safeguard the common interests of the category to be advanced by the Company, which in turn may claim, pursuant to art. 146, paragraph 1, letter c) of Legislative Decree no. 58 of 24.2.1998 on the profits due to savings shareholders in excess of any minimum guaranteed amount;

– to establish that the statement on the management of the fund referred to above shall made by the Common Representative at the end of his term.

The resolution was approved by a majority of the Shareholders Meeting.

No one against, no abstentions.

Having discussed all the items on the agenda, the Chairman thanked the participants and adjourned the meeting at 11.55 (eleven fifty five) AM.

The Chairman provided me with the list of participants which I attached to these minutes under "a".

I have read this document to the appearant who approved and signed the same with me, having omitted reading attachments A and B by his express dispensation.

It consists of eight sheets typed by mechanical means by a person trusted by me and completed by my hand on sixteen pages and the seventeenth to this point.

Signed, Paolo Domenico Sfameni

Signed, Carlo Marchetti, Notary

(deliberate omission of enclosures)