

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

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#### CALL TO SPECIAL MEETING OF SAVINGS SHAREHOLDERS

Shareholders with voting right 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, at 11.30 a.m.:

- on Saturday 28<sup>th</sup> January, 2012 on first call,
- on Monday 30<sup>th</sup> January, 2012 on second call,
- on Tuesday 31<sup>st</sup> January, 2012 on third call

to discuss and resolve upon 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.

It is expected from now that the meeting will be held in third call on 31st January, 2012.

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#### DOCUMENTATION

On the same date of publication of this notice, the report of the common representative of the saving shareholders relevant to all items on the agenda is available at the Company's registered office and at Borsa Italiana S.p.A.; it is also available on the web site of the Company, [www.pirelli.com](http://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 19th January, 2012 (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](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 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](http://www.pirelli.com), in the section of the Special Meeting 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 should in any case be sent to the registered office of Servizio Titoli 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 e.mail message to be sent at the address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) within 26<sup>th</sup> January, 2012.

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](http://www.pirelli.com).

#### **ADDITION OF ITEMS TO THE AGENDA**

In accordance with the provisions of laws holders of saving shares 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, in the frame of those listed in article 146, first paragraph, of the Legislative Decree no. 58 dated 24<sup>th</sup> February, 1998, specifying in the request the proposed new items. The request must be submitted in writing and filed at the registered office of the Company in Milan, Viale Piero e Alberto Pirelli 25, together with the documentation attesting ownership of the above mentioned shareholding, issued by the intermediaries that keep the accounts in which the saving shares are registered; by the same term, a report on the proposed items must be submitted by the applying holders of saving shares, following the same procedure.

The Company shall give news about any addition to the items to be discussed at the Special Meeting following said requests in the same forms required for publication of this notice, at least fifteen days prior to the date of the first call of the Special Meeting. At the same time as publication of the addition of items, the Company shall make available to the public, in the same ways, the report submitted by the applying holders of saving shares 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 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 0039.02.6442.4426 or linking the web site [www.pirelli.com](http://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.

In order to facilitate the course of the Special Meeting, the holders of saving shares are invited to submit any questions within 26<sup>th</sup> January, 2012.

#### **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 savings shares (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 ordinary shares whose voting right is suspended.

Milan, 22<sup>nd</sup> December 2011

The Common Representative of holders of saving shares

(Avv. Giovanni Pecorella)