



PIRELLI & C.

Società per Azioni

Registered office at Milan - Viale Piero e Alberto Pirelli n. 25

Share capital 1,904,374,935.66 euros fully paid up

Companies Register of Milan-Monza-Brianza-Lodi

tax code and VAT no. 00860340157

NOTICE OF SHAREHOLDERS' MEETING

The persons entitled to vote at the general shareholders' meeting of Pirelli & C. Società per Azioni are called to an Ordinary Shareholders' Meeting in Milan at Viale Sarca n. 214, at 10:30 a.m. on Wednesday, May 15, 2019, in a single call, to discuss and resolve on the following

AGENDA

1. Financial Statements as at 31 December 2018. Related and consequent resolutions.
2. Appointment of a Director and of the Chairman of the Board of Directors.
3. Remuneration policy: consultation.

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Along with the publication of this notice, the following documents will be made available to the public at the Company's Milan headquarters at Viale Piero e Alberto Pirelli 25, at the Italian Stock Exchange, on the authorized storage mechanism eMarket Storage (emarketstorage.com) and on the Company's website www.pirelli.com: the Annual Financial Report (the first item on the agenda), including the draft financial statement, the Consolidated Financial Statement, the management report and the certification pursuant to art. 154-*bis*, Paragraph 5, of Legislative Decree 58 of 24 February 1998 (CFA), together with the reports of the Board of Statutory Auditors and the independent auditors, the Consolidated non-financial disclosure pursuant to Legislative Decree of December 30, 2016, n. 254 (chapter "Report on Responsible Management of the Value Chain") accompanied by its respective Report by the Auditing Company and the annual Report on corporate governance and structure of share ownership. On the same date and in the same way reports by Directors and proposals for resolutions relative to the remaining items on the agenda are made available to the public.

Documentation relating to the financial statements of subsidiaries and associate companies is available to the public at the registered office.

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Persons entitled to vote, before the Shareholders' Meeting and no later than May 12, 2019, 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 sent to the certified e-mail address assemblea@pec.pirelli.it, 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.

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ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW DRAFT RESOLUTIONS

Pursuant to the law and to the By-laws, Shareholders who individually, or jointly with other shareholders, represent at least one fortieth of the share capital, may request, within ten days of publication of this notice, inclusion of items to be discussed, indicating in their request the additional items proposed, or they may submit proposed resolutions on matters already on the agenda.

The question - together with appropriate documentation certifying the ownership of the said shareholding, issued by the intermediaries who hold the accounts to which the shares are registered - must be submitted in writing, including by mail, to the Company's registered office in Milan, Viale Piero e Alberto Pirelli n. 25, or be sent to the certified email address assemblea@pec.pirelli.it.

By the same deadline for submission of the latter requests, and in the same way, Shareholders must submit a report which states the reasons for the proposed resolutions on new matters they propose to discuss, or the reasons for the further resolutions they propose to present on matters already on the agenda.

Any additions to the list of matters that the Shareholders' Meeting will have to deal with, or any additional draft resolutions on matters already on the agenda, will be notified by the Company, in the same manner as prescribed for the publication of this meeting notice, at least fifteen days before the date set for the meeting.

At the same time any notice of further additions is published, the Company will, and in the same form, make available the report prepared by the requesting Shareholders, accompanied by any opinion of the Board of Directors.

Please note that additions are not allowed for matters which the Meeting resolves, by law, as proposed by the Directors, or on the basis of a project or a report prepared by them, other than those referred to in Article 125-ter, Paragraph 1, of the CFA.

RIGHT TO PARTICIPATE IN THE MEETING AND PROXY VOTING

The right to attend the meeting and to exercise voting rights is certified by a communication to the Company from an authorized intermediary, in accordance with their accounting records, in favour of the person who has the right to vote on May 6, 2019 (the "*record date*"). Therefore, those who only hold their shares after that date will not be entitled to attend and vote at the meeting.

Shareholders with voting rights may be represented by means of a proxy issued in accordance with the procedures prescribed by applicable law and regulations.

A *facsimile* of the proxy voting form is available at the registered office and on the Company's website at www.pirelli.com in the section dedicated to the Shareholders' Meeting.

A proxy may be notified to the Company at the registered office by mail or, electronically, to the following certified e-mail: assemblea@pec.pirelli.it.

A proxy attending the meeting must, however, prove that their copy of the notice matches the original.

Appointed Representative

The Company has appointed Computershare S.p.A. as the entity by which the shareholders may confer proxies (the "Appointed Representative") free of charge.

A proxy with voting instructions will be given with the digital form available on the website www.pirelli.com in the section dedicated to the Appointed Representative, or with a hard copy available at the offices of Computershare S.p.A. or of the Company.

The original of the proxy must arrive at the offices of Computershare S.p.A., at Via Lorenzo Mascheroni n. 19 – 20145 Milan, possibly sending a copy by fax to +39 02 46776850 or attached to an e-mail sent to ufficiomilano@pecserviziotoli.it by May 13, 2019. A proxy thus granted will only have effect in relation to the proposals for which the voting instructions were given. The proxy and voting instructions may be revoked within the same period as above.

Further information concerning the granting of the proxy to the Appointed Representative is available 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 euros 1,904,374,935.66 and is divided into a total of 1,000,000,000 ordinary shares (all with voting rights at Shareholders' Meetings) with no par value. To date, the Company does not hold treasury shares.

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 April 4, 2019.

Abstract of this notice shall also be published in the newspapers "Il Sole 24 Ore" and "Milano Finanza" on April 5, 2019 and is available at the Italian Stock Exchange and at the authorized storage mechanism eMarket Storage (emarketstorage.com).