



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

ABSTRACT OF THE NOTICE OF SHAREHOLDERS' MEETING

The persons entitled to vote at the shareholders' meeting of Pirelli & C. Società per Azioni are called to an Ordinary and Extraordinary Shareholders' Meeting in Milan, at the offices of Studio Notarile Marchetti in Via Agnello n. 18, at 10:30 a.m. on Thursday 18 June 2020, in a single call, to discuss and resolve on the following

AGENDA

Ordinary Session

1. Financial Statements at 31 December 2019:

- approval of the financial statements;
- allocation of the profits for the year.

Related and consequent resolutions.

2. Appointment of the Board of Directors:

- Determination of the number of members of the Board of Directors;
- Appointment of the Directors;
- Appointment of the Chairman of the Board of Directors;
- Determination of the annual remuneration of the members of the Board of Directors.

3. Report on the Remuneration policy and compensation paid

- approval of the 2020 remuneration policy;
- advisory vote on the remuneration paid in 2019.

4. Three-year monetary incentive plan (2020-2022) for the Pirelli Group's management.

Related and consequent resolutions.

5. The "Directors and Officers Liability Insurance" policy. Related and consequent resolutions.

Extraordinary Session:

- Amendment of Articles 6 (Share Capital); 9 (Shareholders' Meeting); 10, 11, 12, 13 (Management of the Company) and 16 (Board of Statutory Auditors) of the Company Bylaws. Related and consequent resolutions.

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*In order to minimise the risks arising from the current health emergency linked to the spread of the COVID-19 virus, the Company has decided to make use of the option, established by Law Decree no. 18 of 17 March 2020 (the "**Decree**"), to have those entitled to vote at the Shareholders' Meeting do so exclusively through the Appointed Representative in accordance with article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("**CLF**"), without the physical participation of the entitled persons, as indicated in the notice of call.*

Under the Decree, members of the corporate bodies and other persons authorised or entitled to attend the Shareholders' Meeting may do so, in compliance with the provisions of the bylaws, by using long distance communication devices, providing an exemption for the Chairman, Secretary and/or Notary to be in the same place.

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On 15 April 2020 the following were made available to the public at the Company's registered offices in Milan, Viale Piero e Alberto Pirelli 25, at Borsa Italiana S.p.A. and the on the authorised storage mechanism eMarket Storage (emarketstorage.com) as well as published 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*, subsection 5, of the CLF, together with the reports of the Board of Statutory Auditors and the independent auditors, the Consolidated non-financial disclosure pursuant to Legislative Decree of 30 December 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 related 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.

With reference to the fourth item on the agenda, it is announced that the Information Document prepared pursuant to article 84-bis of the Issuers' Regulation, adopted by Consob with resolution 11971/99, is available to the public at the same time as publication of the notice of call.

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Any further information regarding methods and terms for: (i) the exercise of the right to ask questions prior to the Shareholders' Meeting; (ii) the exercise of the right to integrate the agenda or present further proposals for resolutions on matters already present on the agenda and the exercise of the additional rights of those entitled to vote; (iii) participating and voting at the Shareholders' Meeting exclusively by proxy to the Appointed Representative Computershare S.p.A, including any indication relating to the record date (June 9, 2020) and the proxy to the Appointed Representative, and (iv) the procedure to be followed for the presentation of slates of candidates for the renewal of the Board of Directors, is analytically reported in the notice of call, the full text of which, along with the documentation on the Shareholders' Meeting, is published, in accordance with the above-mentioned terms and procedures, also on the specific section dedicated to the Shareholders' Meeting of the Company's website www.pirelli.com, which can be referred to.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Pirelli & C. S.p.A. amounts to Euro 1,904,374,935.66 and is divided into a total of no. 1,000,000,000 ordinary shares (all with voting rights at Shareholders' Meeting) with no par value. As of the date hereof, the Company does not hold treasury shares.

for The Board of Directors
The Executive Vice Chairman and CEO
(Mr. Marco Tronchetti Provera)