



**PIRELLI & C.**  
Società per Azioni

Milan - Via G. Negri n. 10

Tax Code and Number of Registration with the Milan  
Company Register n. 00860340157

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**Special meeting of the holders of Pirelli & C. S.p.A. savings shares**  
(January 23, 2006 on first call, January 24, 2006 on second call, January 25, 2006 on third call)

**Report of the Common Representative**

## PIRELLI & C. S.p.A. – Boards

### Board of Directors<sup>1</sup>

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Honorary Chairman	Leopoldo Pirelli
Chairman <sup>2</sup>	Marco Tronchetti Provera
Deputy Chairman <sup>2</sup>	Alberto Pirelli
Deputy Chairman <sup>2</sup>	Carlo Alessandro Puri Negri
Managing Director <sup>2</sup> and General Manager	Carlo Buora
Directors	Carlo Acutis * Carlo Angelici * ° Gilberto Benetton Franco Bruni * ° Carlo De Benedetti * Gabriele Galateri di Genola Mario Garraffo * Dino Piero Giarda * Berardino Libonati * □ Giulia Maria Ligresti Massimo Moratti Giovanni Perissinotto Giampiero Pesenti * □ Aldo Roveri * □ Carlo Secchi * ° Paolo Vagnone

\* Independent director

° Member of the Internal Control and Corporate Governance Committee

□ Member of the Remuneration Committee

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Secretary to the Board	Anna Chiara Svelto
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### Board of Statutory Auditors<sup>3</sup>

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Chairman	Luigi Guatri
Standing members	Roberto Bracchetti Paolo Francesco Lazzati
Alternate members	Franco Ghiringhelli Sebastiano Guido

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### General Managers

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Tyres Sector	Francesco Gori
Administration and Control	Claudio De Conto
Finance	Luciano Gobbi

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### Independent Auditors<sup>4</sup>

PricewaterhouseCoopers S.p.A.

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1 Appointment: April 28, 2005. Expiry: shareholders' meeting called to approve the financial statements at December 31, 2007.

2 Office conferred by the board of directors' meeting held on April 28, 2005.

3 Effective date of appointment: August 4, 2003. Expiry: shareholders' meeting called to approve the financial statements at December 31, 2005.

4 Appointment conferred by the shareholders' meeting held on April 28, 2005.

Pirelli & C. – Società per Azioni  
Milan - Via G. Negri n. 10  
Share capital Euro 2,764,032,567.92 fully paid in  
Tax Code and Number of Registration with the Milan  
Company Register n. 00860340157

### **Call to a special meeting of the holders of Pirelli & C. S.p.A. savings shares**

Holders of Pirelli & C. S.p.A. savings shares are called to a special meeting in Milan (Italy), Viale Sarca 214, at 10.00 a.m.

- on Monday January 23, 2006 on first call,
- on Tuesday January 24, 2006 on second call,
- on Wednesday January 25, 2006 on third call,

to resolve upon the following

#### **AGENDA**

- 1) Appointment of the common representative for the years 2006, 2007, 2008.
- 2) Determination of the fee in favour of the common representative of the holders of savings shares.
- 3) Resolution upon the fund pursuant to art. 146, paragraph 1, letter c) of Legislative Decree February 24, 1998, n. 58.

According to the provisions of law and to the By-laws, the meeting may be attended by the holders of saving shares who have sent documentation to the Company pursuant to art. 2370, paragraph 2, of the Italian Civil Code, at least two days prior to the date set for each meeting.

The reports of the common representative of the saving shares relevant to all the items of the agenda will be made available to the public at the Company head office and at Borsa Italiana S.p.A. within January 5, 2006.

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Notice convening the special meeting has been published on “Gazzetta Ufficiale della Repubblica Italiana” on December 16, 2005 and on the papers “Finanza & Mercati”, “Il Sole 24 Ore” and “Milano Finanza” on December 17, 2005.

**Report of the Common Representative of the Holders of  
Pirelli & C. S.p.A. Savings Shares**

Dear Shareholders,

You have been called to a special meeting to appoint the common representative of the holders of Pirelli & C. saving shares for the three-years period 2006/2008, on expiry of the term conferred to me by the special meeting of the saving shareholders held on January 31, 2003 for the three years-period 2003/2005. <sup>(1)</sup>

You are also called to resolve upon the fee in favour of the common representative.

You are then called to resolve upon the creation of a fund for the expenses necessary to protect the common interests and the related statement of account pursuant to article 146, paragraph 1, letter c) of the Legislative Decree February 24, 1998, n. 58 (c.d. "Legge Draghi"). <sup>(2)</sup>

In relation to the statement of account on the fund, constituted following the resolutions of the meeting of January 31, 2003 in an amount of EUR 35,000, which includes the fee of the common representative, I hereby communicate you that such an amount has been used solely for such fee, determined by the above mentioned meeting in EUR 7,000 gross per year. At today's date the amount remaining in the expense fund is equal to EUR 13,580.

With reference to the items of the agenda, the special meeting shall adopt resolutions in first and second call with the favourable vote of the saving shares representing at least the twenty and the ten percent of the saving shares in circulation. On third call the special meeting shall adopt resolutions by the simple majority of those present, regardless of the proportion of the capital they represent.

Milan, December 19, 2005

The Common Representative of the holders of  
Pirelli & C. Società per Azioni saving shares.

Avv. Giovanni Pecorella

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(1) In accordance with Italian Law, natural persons (whether or not they are themselves holders of savings shares) as well as legal persons authorized to provide investment services and trust companies may be appointed as common representative. The term of the office can not exceed three fiscal years. There is no legal limit to the re-appointment of the common representative.

(2) Art. 146, paragraph 1, letter c) of Legislative Decree February 24, 1998, n. 58

1. Special shareholders' meetings of holders of savings shares shall resolve:

- a) on the appointment and removal of the common representative and legal action for liability against such person;
- b) on the approval of resolutions adopted by the shareholders' meeting of the company that prejudice the rights of the category, with the favourable vote of as many shares as represent at least twenty per cent of the shares of the class in question;
- c) on the creation of a fund for the expenses necessary to protect common interests and the related statement of accounts; the fund shall be advanced by the company, which may recover the advance from the profits due to holders of savings shares in excess of any amount guaranteed;
- d) on the settlement of disputes with the company, with the favourable vote of shares representing at least twenty per cent of the shares of the class in question;
- e) on other matters of common interest.