

Unofficial translation - Only the Italian version is authentic

**Pirelli & C. - Società per Azioni
Milan - Viale Piero e Alberto Pirelli 25
Share capital Euro 1,556,692,865.28 fully paid in
Tax Code and Number of Registration with the Milan
Company Register n. 00860340157**

CALL TO SHAREHOLDERS' MEETING

The ordinary shareholders of Pirelli & C. Società per Azioni (the "Company") are called to an ordinary and extraordinary general meeting to be held in Milan, Viale Sarca 214

- at 3.00 p.m. of Tuesday 20th April, 2010 on first call
 - at 10.30 a.m. of Wednesday 21st April, 2010 on second call
- to discuss and resolve upon the following

AGENDA

ORDINARY GENERAL MEETING

1. Financial statements as of 31st December, 2009. Inherent and consequent resolutions.

EXTRAORDINARY GENERAL MEETING

Amendment of articles 5 (Share capital), 7 (Shareholders' meetings) and 16 (Statutory Auditors) of the By-Laws. Subdivision of the articles of the By-Laws in numbered paragraphs. Inherent and consequent resolutions. Granting of powers.

In light of the Company's shareholding composition, the legal quorum for the constitution of the meeting will presumably be reached on second call.

In accordance with the provisions of laws shareholders who, separately or jointly, represent at least one fortieth of the voting share capital may request, within five days starting from the date of publication of this notice, to add items to the agenda, specifying in the request the proposed new items. The requests must be explained by the shareholders in a report which has to be filed at the Company's head office at least ten days prior to the date of the meeting on first call.

No items can be added to the agenda for matters on which the Shareholders' meeting resolves further to proposals of the Board of directors or on the basis of plans or reports prepared by the Board itself.

In case of any amendment to the agenda, it will be published in the same way as this notice.

According to the provisions of law and to the Company's By-Laws, holders of ordinary shares for which the Company has received the communication provided for by article 2370, paragraph 2, of the Italian Civil Code, at least two days prior to the date set for each meeting, shall be entitled to attend the Shareholders' meeting.

Each shareholder may request his/her broker to withdraw such a communication and in this way the shareholder will be no more entitled to attend the meeting.

It can not be ascribed to the Company any requests from the brokers of any prior notice for the accomplishment of their duties in due time or any incidental impossibility to dispose of the deposited shares due to usual internal procedure of the brokers themselves.

Each shareholder having right to attend the shareholders' meeting can be represented by written proxy according to the provisions of law; a fac-simile of such a proxy can be

obtained by the brokers and it is furthermore available at the Company's head office and on the Company's website *www.pirelli.com*.

The reports of the Board of Directors concerning the items on the agenda, the financial statement and the consolidated financial statement as of 31st December, 2009, together with the reports of the Statutory Auditors and of the external auditing firm will be made available to the public at the Company's head office and at Borsa Italiana S.p.A. within 2nd April, 2010.

The annual report on the corporate governance and ownership structures will be made available together with the above mentioned documents.

The documentation relevant to the General Meeting will be also available on the Company's website *www.pirelli.com*.

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 1,556,692,865.28, is divided into no. 5,233,142,003 ordinary shares and no. 134,764,429 saving shares (in the ordinary and extraordinary general meeting only the ordinary shares have voting rights). At present, the Company owns no. 3,867,500 ordinary shares whose voting right is suspended.

for the Board of Directors
The Chairman
(Dr. Marco Tronchetti Provera)