

PIRELLI & C.

Società per Azioni (Public Limited Company)

Headquarters in Milan, Via G. Negri 10

Milan Companies Register n. 00860340157

Minutes of the General Meeting and the Extraordinary session held on the 29th of April 2008

PIRELLI & C. SOCIETÀ PER AZIONI (Public Limited Company)

GENERAL MEETING, 29th of APRIL 2008

Procedures at the PIRELLI & C. S.p.A. general meeting of the 29th of April 2008, begin at 10,05 pm, in Milan, Viale Sarca n. 214.

Dr. Marco Tronchetti Provera assumes the presidency of the assembly as per the corporate charter and based on the unanimous consensus of those present, he calls upon Prof. Carlo Marchetti to act as Secretary for the general meeting.

The President states that:

-The meeting has been called upon to decide on the following **agenda**

General Meeting

1. Balance sheet as on the 31st of December 2007. Decisions regarding or following from the same.
2. Appointment of the Board of Directors:
 - deciding upon the number of members of the Board;
 - deciding on the length of office of the Board;
 - Appointment of Directors;
 - Decide on the annual compensation of members of the Board.
3. Appointment of a regular auditor.
4. Appointment of a financial auditing firm, as per Art. 159 of D. Lgs. 58/1998, with the conferred task of revising financial reports, consolidated financial statements and half-yearly abridged financial statements for each accounting period in the nine-year span 2008-2016.
5. Proposal of buy-back operations and share disposals modalities. Inherent and successive deliberations. Attribution of powers.

Extraordinary Session

(Omissis-deliberate omission)

- Notice of the convocation of the General meeting was published on the Official Gazette n. 37 on the 27th of March 2008;
- The Notice of convocation was published also on the "IL Sole 24 Ore, Milano Finanza and Finanza & Mercati" dated 27th March 2008;
- the firm has not received any request to add issues to the Agenda, as required by art. 126-*bis* of the Legislative Decree n. 58/1998;
- Based on the minutes, an insufficient number of shareholders were present at the first call convened on the 28th of April 2008. This shall be recorded on the minutes of the meeting logbook.

Hence, the President:

- informs that for the verification of the quorum, following the reduction of the corporate capital on the 31st of March, as per the Assembly's decision dated 12th December 2007, the same is now equal to Euro 1.556.692.865,28 divided into 5.367.906.432 shares with a nominal value of Euro 0,29 each, of which. 5.233.142.003 are common shares and 134.764.429 are savings shares; to date, the Firm owns 2.617.500 treasury shares as well as 4.491.769 savings shares;
- informs that the total number of shareholders present physically or through delegation of powers amounts to 232, representing 2.815.030.919 common shares. The participants thus hold 53,79% of the common stock;

- observes and acknowledges that a quorum has been reached and that the general meeting being held at the office can discuss and decide upon the points in the agenda.

Proceeding, the President, informs and acknowledges that:

- the documentation regarding the different points on the agenda has been adequately circulated as per norms related to the issue and has been published on the company's website; specially, the file containing the firm's draft budget and the consolidated balance sheet as on the 31st of December 2007, with the related director's reports has been made available to the public at the firm's head office and at the Italian stock exchange on the 28th of March 2008. The reports of the board of auditors and the auditing company as well as reports related to all other topics on the agenda have been filed using the same modality on the 11th of April 2008. The aforementioned documentation has also been provided on the firm's website;

- the same documentation is provided in the binder with the printed budget that has been distributed to everybody at the entrance (that includes, the Board's proposed resolutions and the board of auditors proposal regarding the appointment of the new auditing company, with the relevant explanations);

the said binder, that also includes the "2007 Sustainability Report" and the corporate governance report, has been sent to all Pirelli & C. S.p.A. shareholders on the 22nd of April, to those who participated in the last three meetings and to those who requested a copy;

- on entrance the following have also been handed over:

(i) a binder with documentation referred to the list of candidates for the Firm's CEO position and documentation foreseen by article 144-octies as per the Consob 11971/99 resolution; the same binder, based on the aforementioned Consob decision, has been made available to the public at the registered office, the Italian stock market and on the firm's website on the 14th of April 2008;

(ii) a file containing the proposal for the appointment of the regular auditor and information on the candidates;

(iii) a copy of the proposal made by the auditing company Reconta Ernst & Young S.p.A. regarding the appointment of the auditing company for the next nine year period, 2008-2016;

- on the 11th of April 2008 financial statements of the subsidiaries and essential data of related companies have been filed at the firm's office;

- based on records of the shareholder's register that have been updated with the information received as per art.120 of the Legislative Decree n. 58/1998 and other available information, those with voting rights assessed higher than 2% of capital stock:

Number of shares

% of capital in terms of common stock

1 MARCO TRONCHETTI PROVERA

Of which directly

and indirectly through CAMFIN S.P.A.

and thorough Cam Partecipazioni S.p.A.

1.370.735.560

13.764

1.369.504.398

1.217.398

26,19

0,00

26,17

0,02

2 ASSICURAZIONI GENERALI S.p.A.

Of which directly az. n. 113.926.593 (2,18%)

and indirectly through:

. Ina Assitalia SpA - az. n. 104.949.245 (2,00%)

287.045.437 5,49

. Generali Vie S.A - n. az. 57.400.000 (1,10%)

. Alleanza Assicurazioni SpA - n. az. 964.282
(0,02%)

. Intesa Vita SpA – n. az. 842.952 (0,02%)

. La Venezia Assicurazioni SpA - n. az. 38.640
(0%)

. Toro assicurazioni SpA - n. az. 8.923.725
(0,17%)

**3 RAGIONE DI GILBERTO BENETTON &
C. S.a.p.A.**

Indirectly through EDIZIONE HOLDING
S.p.A.

249.756.728 4,77

4 MEDIOBANCA S.p.A. 241.144.264 4,61

5 PREMAFIN FINANZIARIA S.p.A.

Of which indirectly through

FONDIARIA - S.A.I. S.p.A.

. Milano Assicurazioni SpA n. az. 1.296.000
(0,02%)

. Sasa Assicurazioni e Riassicurazioni SpA – n.
az. 26.664 (0%)

. Novara Vita SpA – n. az. 149.332 (0%)

. Sasa Vita SpA – n. az. 3.332 (0%)

234.548.202

233.072.874

4,48

4,45

6 ALLIANZ SE

Indirectly through Allianz S.p.A.

Antonveneta Vita SpA n. 693.750 azioni

(0,01%)

Creditras SpA n. 65.000 azioni (0%)

239.679.434

238.920.684

4,58

4,57

7 AMBER CAPITAL LP

(as manager of the Amber Master

Fund Cayman Spc, which holds the entire stake)

106.390.817 2,03

- Furthermore 2.617.500 common shares, equal to 0,05% of share capital is held by Pirelli & C. S.p.A. itself, whilst no subsidiaries have shares of Pirelli & C. S.p.A.;

- the registered list of shareholders participating in the meeting will be available following entry in the room, once its printed, it will then be attached to the minutes;

- shareholders are requested to kindly inform in case of their lack of legitimacy to vote as per the current rules of procedure;

- with regard to the semi-social agreements, as per art. 122 of the Legislative Decree 58/1998, there is a Pirelli & C. S.p.A. shareholder's voting syndicate; the following shareholders are part agreement, the participation percentage based on common stock issues is specified for each:

Number of shares

allotted

% of total common stock issues

CAMFIN S.p.A.

1.063.360.850 20,32

MEDIOBANCA S.p.A.

241.144.264 4,61

EDIZIONE HOLDING S.p.A.

241.135.003 4,61

FONDIARIA - SAI S.p.A.

231.355.374 4,42

ALLIANZ S.p.A.

230.749.971 4,41

ASSICURAZIONI GENERALI S.p.A.

(of which 57.400.000 shares through Generali Vie

S.A. and 82.779.265 shares through Ina Assitalia 230.749.965 4,41

S.p.A.)

INTESA SANPAOLO S.p.A.

84.519.252 1,62

Massimo MORATTI

(of which 37.420.339 shares through CMC S.p.A. and 13.435.544 shares registered to a trust company, namely, Istifid S.p.A.) 62.407.310 1,19

SINPAR S.p.A.

33.168.521 0,63

Total 2.418.590.510 46,22

- Besides the President, the meeting is attended by the directors Alberto Pirelli, Carlo Alessandro Puri Negri, Carlo Acutis (enters once the meeting has started), Carlo Angelici, Franco Bruni, Luigi Roth and Carlo Secchi, as well as the auditors Enrico Laghi and Paolo Francesco Lazzati;

- the absence of the other directors and the President of the audit committee, Luigi Guatri is justified;

- the representative of the savings shareholders, the lawyer, Avv. Giovanni Pecorella as well representatives of the auditing company, information organs, experts and financial analysts and meeting assistance staff are all present;

- Rules of procedure (page 165 onwards) of the assembly and the corporate charter(pg 487 onwards) of the company are provided in the budget/financial statements binder.

The President:

- based on the legal right and the rules of procedure, in order to allow the participation of all those present, recommends that only statements pertaining to the agenda item should be made, as well as reminding the audience that each speaker is allotted 15 minutes and is to respect this limit so as to allow for a smooth and correct functioning of the session

- reminds all shareholders who wish to address the points of the agenda, to sign up using the relevant forms that are provided upon entry. When called, they should speak from the mike placed on the right-hand side of the president and not start speaking from the galleries, in order to allow everybody the chance to listen.

- informs, that there is a recording device that is working, in order to assist in drafting the minutes of the meeting . A simultaneous translation service from Italian to English and English to Italian is also available. (headphones are available at the entrance doors);

- clarifies that all personal data that has been collected for registration shall be used only for the smooth functioning of the meeting and the minutes. All personal data shall be used with respect to privacy norms.

- reminds that shareholders are not allowed to make audio and video recordings of the sessions;

- informs that, with a view to facilitate operations, the firm will use an electronic device for the voting procedure and to detect the presence of participants in the meeting.

Before moving onto the first point of the agenda, the President, with the help of some slides, explains the new voting methods, that have also been used at the past meeting in December, stating the following: upon entry the participants have received an electronic device, called a “televoter”, the shareholder’s identification code and details regarding shares held are memorized in it. Information on how to use the device have been provided with it;

- All votes shall take place using the “televoter”;
- the voting system is simple: once the voting procedure has begun on a point of the agenda, members are requested to press the “SI”(YES) key on the “televoter” to express their vote in favour, the “NO” key to express their vote against and the “ASTENUTO” (ABSTAIN) key to express their desire to abstain from voting;
- at this point- before pressing the “INVIO”(ENTER) key – shareholders can still modify their choice and simply press the key expressing the new choice they wish to express; after having checked their choices on the “display”, the members will have to press the “INVIO” (ENTER) key to express their final decision, which will then be reflected on the “display” screen. From here on the choices made are confirmed and final and cannot be changed unless at the “voto assistito” (assisted voting) booth set up next to the stage;
- those who do not vote or do not confirm their vote by pressing the INVIO (ENTER) key shall be classified as “NON VOTANTI”(NON VOTERS);
- votes in favour, against and abstentions as expressed by the voters shall be recorded automatically and be provided as an attachment to the minutes of the meeting;
- For proxy holders who wish to express different voting choices, the aforementioned assisted voting booth(“voto assistito) has been set up especially to serve their needs;
- specific instructions will be provided later regarding the voting procedure for the list of candidates for the CEO office as it is slightly different from the one just explained;
- shareholders are requested not to enter and exit the room during voting procedure as to allow the correct detection of presences in the room;
- detailed instructions for the “televoter” are clearly written out in the document that has been provided with the device, however there is staff in the room that can assist in case of need;
- the “televoter” shall be used to detect the presence of the participants and must be handed back to the designated personnel before leaving or at the end of the meeting.

As all the documentation regarding the points on the agenda have been provided to the public (through the website), sent to those who participated in at least one of the last three meetings and been provided to all upon entry, the President proceeds to the first point of the agenda, by communicating that the reading of the material shall be foregone.

* * *

Moving to the first topic of the agenda, **Annual accounts as on the 31st of December 2007- Decisions regarding or following from the same**, the President:

- informs that the auditing company, PricewaterhouseCoopers S.p.A.’s charges
- for the auditing of the 2007 final accounts of Pirelli & C. S.p.A. are equal to 89.000 Euros for a total of 988 hours;
- for the auditing of the 2007 consolidated balance sheet of the Pirelli & C. S.p.A. Group are equal to 147.000 Euros for a total of 1.493 hours;
- for the review of the Pirelli & C. S.p.A six-monthly report is equal to 77.000 Euros for a total of 777 hours;
- clarifies that the hours and the charges for the account auditing also include activities as article 155, comma 1, letter a) of the Legislative Decree n.58/1998 specifies, related to the inspection throughout the year of the correct keeping of the books. Said charges do not include direct costs and secretarial charges that are dealt with in a “pay as you go” method;

- declares the debate open and recommends making statements pertaining to the agenda item. He reminds the audience that each speaker is allotted 15 minutes; at the end of the question and answer process and after eventually exercising a right to reply, it will be possible to express voting preferences.

Borlenghi, emphasizes how the company has gone back to being profitable, having eliminated its indebtedness. After the re-acquisition of about 39% of Pirelli Tyre, the core business is being re-launched, assuring that 2008 will be a year of growth. He points out how everything has been possible due to the withdrawal from the Telecom Italia investment, allowing the Group to access 3.3 billion Euros, which have been partially used to cancel the debt and to acquire the minority share of the tyres. Thus, the 2007 balance sheet is being filed with a profit equal to 165 million Euros compared to the 1.17 billion Euro losses perceived in 2006, affected hugely by the devaluation of Olimpia.

According to the shareholder, a large amount of the Group's activities is represented by Pirelli Tyre, which has increased its revenues by 6.5%. The start-up of new plants in Romania and China should give a further boost and increase this year's positive results.

The proposed dividend is viewed with interest by the shareholder, as he declares his support for the buy back of the shares, an operation that will help the stock in the market. In any case, interest is shown towards the three year strategic plan, which according to the shareholder should be ambitious.

Recalling that the current period is one of economic slowdown, with low consumption, the president is questioned if Pirelli will be able to maintain the pace for the current year.

Cini, questions if such a strong Euro is convenient for the tyre sector and if the real estate sector would not benefit from a cut in interest rates. Considering the uncertain state of affairs, he questions if the recent reimbursement of capital wasn't a bit rushed. According to him, it was a decision probably suggested by the Amber fund, maybe even requested by CAMFIN in order to receive liquidity, or maybe still linked to the need to prevent an eventual take over bid, that the liquidity in Pirelli could have triggered. However, after the reimbursement there has not been any creation of value, considering that the share lost exactly the 15 cents that were reimbursed.

According to the shareholder, 2007 has led to positive results in the tyres as well as the real estate sector. However, the company is turning into a medium-small enterprise. Consequently he continues to suggest that the number of directors should be reduced and that their compensations should be pegged to the performance of the firm.

After having observed that the reacquisition of the minority of the tyre sector was carried out at a price that was 15% higher than the selling price, he points out how the bigger shareholders of listed companies should pay more attention in buying shares. In fact, he recalls, how the same President acquired Telecom Italia shares at 2,50 Euro each, compared to today's 1,30 Euro price; and Pirelli has also recently acquired Pirelli RE shares at a price (about 40 Euros) which then fell rapidly. Regarding the same, he wonders which are the causes that can be related to the crisis of the Pirelli RE stock value, considering that the firm continues to show good economic results. He questions if there is a strategy in place that will lead to the delisting of the subsidiary or if maybe there are unknown debt scenarios or positions on particularly risky debt instruments. In addition, he asks for further details regarding the non performing loans.

With reference to Pirelli & C. Real Estate S.p.A. ("Pirelli RE"), the shareholder questions if the subsidiary has continued with its share acquisition plan and if there is land next to the Milan exhibition area (Fiera) that needs to be emphasized with a view to the upcoming EXPO.

Moving to Pirelli Ambiente, he notes that the many expectations of the innovative products (fuel from waste, white diesel etc) are not being met and the sector has not produced any new results. He points out that France has started to reuse tyres, by transforming them into material that can be used for flooring: he asks if this can be a foreseeable development for Pirelli Ambiente, and in general if development of such business lines is expected.

After asking if the savings shares acquired by the stock are still in the firm's portfolio the shareholder points out how maybe the firm is lacking a well rounded strategy that can create value for shareholders.

The shareholder finishes by asking if the increasing activism of the minorities, represented by the institutional investors is a cause of concern or not.

Benoff, first and foremost points out how the Pirelli shares are losing ground like nearly all other stocks on the market: however the managers cannot do anything, as the value of shares is set only by the market.

Referring to the firm's situation, the shareholder declares that he is negative about the short run, but on the whole is positive regarding the long run.

Before explaining his beliefs, the shareholder expresses hope that the directors will use the firm's liquidity not only for core activities such as tyres, but also investing in so called "minor" activities (such as photonics and broad band), that in the past have actually guaranteed remarkable satisfaction.(referring to Optical technologies)

According to him, the available resources should also be used to buy back treasury stock, considering that the stock market trend today is lower than the firm's means. Regarding the subject, the shareholder wonders if it is not right to authorize the directors to proceed with the cancellation of the treasury stock that is eventually acquired.

Regarding the possible uses of the liquidity currently available, the shareholder concludes by wishing that neither Pirelli nor Camfin will decide to invest in Alitalia, which according to him is a company that can only generate losses.

Returning to his conviction regarding the firm's growth perspectives, the shareholder, underlines that in the long term the firm's value is bound to emerge. However, the market is now facing one of the most acute crises ever.

According to him, the origins of the crisis can be traced back to the 80's, when complex derivatives were created, an instrument that is very difficult to comprehend and represents an evolution compared to the traditional futures contracts, the latter is widespread across many industrial sectors, for example the metal sector, which the shareholder knows very well. What followed was a series of difficult times in the United States: from the burst of the new economy bubble (enhanced above all in Europe thanks to the way in which the bids for the UMTS frequencies were conducted) to the crisis related to Enron and others. Although stricter checks, balances and regulations were put in place, the lax environment in which the banks continued to operate, with time, allowed for the creation of newer and more complex financial instruments: the bubble burst as soon as the sub prime crisis came to the surface. What's more, the shareholder underlines how this crisis, which arises as a financial crisis, will inevitably and quickly affect the real economy, considering that the banks are much more cautious in providing funds and this will consequently worsen the liquidity crisis.

Based on these considerations, the shareholder feels that he should nurture negative expectations for the short run, considering that the current crisis is a fluctuating crisis, characterized by partial recoveries and repeated collapses. In any case the hope is that the economy will prevail over "rogue" finance: and that is what nurtures the positive expectations for the medium and long run.

Romano, is pleased with the firm's progress and results, even though the bitterness related to the surrender of the cable sector remains: however the market was facing a moment of weakness at that point and requirements related to the Telecom Italia project had led to the need to choose the transfer.

With reference to Alitalia, he emphasizes, that if Pirelli is interested in intervening, then like the last shareholder he advises caution. The related sector is extremely complex and requires serious thinking and early industrial planning as well as the chance of having an important network of international relations. And above all, according to him, the need to conserve the Italian spirit of the company does not seem to be a priority, considering the European environment in which it dwells.

The **President** intervenes with a view to avoid that the Alitalia issue takes up too much time of the general meeting. He reminds that downsizing of Malpensa would affect the group, due to its international characteristics, even in terms of higher costs. Faced with this situation he had already clarified that if a clear and transparent project to re-launch Alitalia were to come about, Pirelli would be ready to assist, by providing its name and a "chip", in other words a sum of a couple of million Euros. On the other hand, the

intention is in line with the President of the Assolombarda, Dott.ssa Bracco's initiative, with a view to protecting the economy of the region in which Pirelli operates.

Romano, resumes by pointing out however that Malpensa and Alitalia are problems without a connection and thus should be managed independently.

Moving back to issues directly related to Pirelli, the shareholder refers to future stock option plans, hoping that they can be exercised only after the shares have exceeded predetermined and significant share appreciations, in order to avoid, what he sees as an excessive payoff of sums comparable to Telecom Italia's out payments.

Gola, reminds shareholders that they are convened to approve the financial statement that ends with profits for the Group worth 164 million Euros, of which profits worth 100 million Euros for the holding company, profits that allow the distribution of modest dividends of Euro 0,016 per common share and Euro 0,0728 per savings share. According to him this is a modest result that however allows to put an end to a very sad chapter for Pirelli, in other words the investment in Telecom Italia via Olimpia. The shareholder states that it is a chapter that has cost "tears and blood": in fact it has been the cause for the stock's very disappointing performance, which explains today's price set at Euro 0,54 and the complete loss of the cable sector which occurred however after the sector was restructured and re-launched, as proven by the current price of Prismyan. Investment in the telephone company has led to the sale of many stakes in listed companies and non listed enterprises (Capitalia, GIM, SMI, F.C. Internazionale ecc.), as well as the sale of a part of Pirelli Tyre, re-acquired only recently using a part of the proceeds arising from the sale of Olimpia. He reminds that a part exceeding 51% of Pirelli RE was also sold and is currently being re-acquired, with the aim to defend the stake, whilst a good part of the firm's real estate capital has been sold to Pirelli RE.

According to the shareholder, the height of the disaster was reached during 2006, when a 1.167 million Euro loss was registered, "engulfing" more than half the reserves and leaving the shareholders without dividends.

The shareholder points out that nobody doubts the good faith of the President, who having brilliantly sold of the American company in the Fibre optic sector, registering gains worth about 6.000 billion of old Italian liras, was tempted and believed in the Telecom Italia operation. He maintains, that in life everybody can make a mistake. The important point, however, is to know how to manage one's errors, overcome them and get back onto the right path through well known sectors that can provide satisfactions. The shareholder thus acknowledges to the President that such a road has finally been taken and thus he trusts that in the future there will be no lack of positive results.

He emphasizes, that for the said reasons, after having faced heavy losses of his investments in Pirelli, he has decided to once again grant his trust to the President and has re-entered the firm with a part of his savings, this time with a greater stake than in the past.

The shareholder carries on to recommend that the firm should keep its focus today on its core businesses: tyres and real estate. He hopes that, apart from Alitalia, decisions will be taken to stay away from the football sector, also in the light of the losses and related devaluations, besides the sponsorship terms, as a result of investments in F.C. Internazionale S.p.A.

According to him, the firm is moving very well in the tyre sector: considerable localized investments have been made in China and in Romania and there is investment in the technological and industrial pole of Settimo Torinese to produce tyres for cars and trucks. In January 2008, the production of the glorious "Cinturato Pirelli" has been restarted: regarding this point, the shareholder questions how market sales are advancing and what are the sales expectations for this product in 2008-2009-2010.

The shareholder points out that by analyzing page 463 of the budget/balance sheet file that displays the minority stakes in listed companies, once can observe that between the book value on the 31st of December (429 million Euros) 2007 and the actual values in the market, there is a capital loss of about 75 million. The shareholder questions if it is absolutely necessary to maintain immobilized assets, especially those in RCS and in Mediobanca, or if it is actually more convenient to address the return from their eventual sale as a "core" activity. The shareholder states that he is positive about the future of Pirelli RE, in spite of the

current crisis in the real estate market. The firm is well managed by Mr. Puri Negri, and operates in foreign markets (Germany and Poland) and east Europe. It manages real estate worth 15 billion Euros and is far above its sector competitors as it stands out as the most important operator in Italy. The shareholder however states that there lies a danger that he deems appropriate to point out: during the general assembly of Telecom Italia, some shareholders urged the new management to check the expert reports drafted by various advisors when Pirelli RE withdrew most of Telecom Italia's real estate. According to them, the values of the reports were too low, and they highlighted modest gains for Telecom Italia, worth about 300 million Euros. The question is if the group is sure of its modus operandi and hence, can negative surprises in the future can be excluded for sure

Cardillo, first of all wishes to remind fellow shareholders that soon (in august 2008) the time period to act against the managers who were key players in the fusion between the "Pirellona" and the "Pirellina" shall come to an end. He reminds that even considering the current market trends, although historically quite low or rather the lowest in the history of the firm, the shareholders of the Pirellina still seem to have an advantage, as they acquired shares, if memory does not fail him, at about 58 cents per share.

According to him the fusion was an "abnormal" operation, which he believes was crafted by Mr. Cuccia, along with the Mediobanca team, as he was the only one then, with the ability to come up with such an operation. He stresses that the fusion was a "superb" operation, in technical terms, as according to him the acquisition of Telecom Italia was used to sink Pirelli. Actually, Pirelli acquired Telecom Italia shares at prices away from the market and then at conversion, it observed as the weight of the debts it had incurred to acquire Telecom Italia were loaded onto its value. In this manner, Pirelli S.p.A. shares which till some time ago- also as a result of the famous fibre operation- had a quotation of 4 Euros, were valued at 90 cents after conversion.

In spite of the value of the converted stock, the fusion, has been one of the most beautiful operations of "financial engineering" ever. Thus, as shareholder he wishes that even if the chance of compensation does not exist, the truth about the operation must come to the surface. As a lawyer and President of the Association of Trade Union Consumers ad Users, he believes that the time has come to act.

The speaker carries on by stating that the new rule regarding "Class actions" is to come into effect in the month of July and that probably the Association will promote a collective action against Pirelli's historical managers from those days, to try to get at least a part of the damages that they faced as shareholders of the same company.

It is clear that there are people at the Confindustria who are trying to convince the governmental authorities to block or however push forward the entry into effect of the class action law. In that case, alternative instruments shall be used, and a different case shall be opened against the managers of Pirelli S.p.A., as well as auditors and others, in order to reach a goal similar to the class action. The shareholder made it clear that legal action of this sort would not cause any indebtedness (no legal fees) for other shareholders who wished to participate

The shareholder continues by saying that the third abstract method is by taking penal action. Besides the fact that penal justice in Italy takes a long time, this move could be weakened from the start as the case might be invalidated by prescription due to time that has passed and other decisions taken in the meantime such as remissions. However, if the sale of Telecom Italia were to be considered as the final act of a well designed plan aimed at stealing value from Pirelli S.p.A shareholders, then a penal case could also be hypothesized and brought in front of the law.

In his intervention the shareholder recalls that Mr. Tronchetti Provera entered into Pirelli, with the newly listed Camfin in 1986 with about 2% of the shares, increasing his stake, which stands today at over 25%. According to him, anybody that bought and kept shares through the years two thousand, regardless of the date of acquisition, is in a losing position. From this stems a thought, that in a context where a lot is mentioned about the creation of value for shareholders, one can see that the directors have been able to put their hands on a good chunk of the company's value.

At this point the **President** intervenes to state that the shareholder naturally has the right to take any action he wishes. However, he points out, that what cannot be accepted are allusions. According to him what

emerges from the declarations made by the shareholder seem to suggest that the growth of Camfin's stake in Pirelli was due to fraudulent methods. He asks if the shareholder wished to state that the acquisition of Pirelli shares by Camfin was fraudulent and a damage to other shareholders.

Cardillo, specifies formally of never having mentioned the term "fraudulent". On the whole he states that shareholders of Pirelli & C. and thus also Mr. Tronchetti Provera, but not only him, have become rich during the fusion of Pirelli S.p.A. and Pirelli & C., at precisely, the cost of the Pirelli S.p.A shareholders. He confirms that such enrichment, according to him has come about through a series of operations that have led to the undervaluing of Pirelli S.p.A., which just before the Telecom operation was worth 4 Euros and that after was valued at 90 cents during the fusion. He confirms that according to him there are grounds for a judicial action in civil courts, just as there are chances of a penal hearing. In this last case, the judges would decide exactly what crimes the managers would be charged for, as it can be imagined that the coincidence of offices between directors of the holding and managers of the subsidiary precisely, imply penal charges. He specifies on this point, that he is personally unable to declare that the event implies guaranteed penal responsibility of the directors: surely, according to him, there is enough material to present a complaint. The invalidation by prescription hypothesis remains, which most probably has already passed, unless the sale of Telecom Italia to Mediobanca (which according to him is responsible for the whole affair and that generally holds a strong command position on Pirelli) be considered as the last moment of a series of events. The shareholder concludes his address by repeating that he has studied the case for a couple of years and had the time to acknowledge its excellence in terms of financial engineering, but that he does not believe that its correct that it should go un-noticed, especially with a view to the damages caused to Pirelli S.p.A. shareholders.

In his last statement the speaker expresses his esteem towards Mr. Tronchetti Provera And Mr. Cuccia, inspite of the abilities they have proved to have. They were the ones, he exclaims, after all who invented the term "dumb park" referring to the shareholders.

Mancuso, asks if the Consob has made any statements following the transmission of the Balance sheet and the related attachments and if there have been any significant facts after the publication of the same.

After questioning the President regarding the current financial year and asking for some early information regarding the first semester, he points out how the President referred to a "not easy" macroeconomic and market scenario in his letter to the shareholders, as has been pointed out by the Study office of the Bank of Italy. In fact the market today is facing a banking crisis that in the future will lead to an industrial crisis, considering that the liquidity which the big Italian industry is used to will be lacking. On the other hand, the banks were probably already suffering from the crisis related to derivatives even when the Governor Fazio announced that the banks were brimming with health.

Carrying on, he recalls how the inflows from the Telecom Italia sale have been reinvested partly in re-acquiring the tyres from the banks and how important investments have been made in China. He asks for further information on this point.

Furthermore he asks for more information regarding the industrial plan, the drafting of which he reminds has been pushed back due to the current fluctuations of the market. In addition he wishes to know how the firm plans to face the turbulence and more specifically how does it plan to face the rise in cost of raw materials.

As nobody wishes to take the floor, the **President** moves onto provide the answers to the questions.

Having thanked Borlenghi for his statements of appreciation, Mr. Tronchetti Provera intervenes with reference to the strategic plan, saying how it seemed wiser to push back its drafting, with a view to the extremely uncertain European and US markets. Regardless of the losses that are taking place on the financial markets, what's actually in progress is a change in the structure itself of these markets, they are evolving and changing. In this situation it was perceived as correct, to wait, before providing the market with indications regarding the strategic plans for the next three years. Naturally, the firm carries onto update its management plans, just as it keeps on programming, based on long term time timeframes, various moves

related to cutting of costs, product innovation, investment, technologies: however, before providing clear indications to the market it seemed wise to wait a couple of months. It's uncertain if the scenario will be more stable next autumn: it's hoped however that by then greater indications regarding the future will be available and thus the firm will be able to communicate clearer goals. He underlines that all this is related to the tyre sector and more so to the real estate sector that is more directly involved in the uncertainties of financial markets.

Regarding earnings in the near future, he confirms that, to date, there is no reason to expect changes from the forecasts included in the budget. Carrying on with his reply to Borlenghi, he states that investments in Romania and China will act as production bases for markets near them as well as for low cost exportation markets: moreover, these are investments, that are competing to balance the rise in raw material costs, the rise of which, on the other hand, is compensated with a rise in prices.

Moving to Cini's questions the President remarks how the trend of the dollar for the group is a neutral factor, thanks to the delicate balancing of production sources between Europe, US and South America. That however does not exclude, that if the dollar weakens against the Euro and cost of raw materials keeps on rising, that there will not be a general effect on consumptions.

Naturally, a reduction of interest rates for the real estate sector is desirable: In fact, the general financial crisis the market is facing, is leading to a slowdown in investments and thus a lower speed in the rotation of portfolios of the same investments. However, the Pirelli RE portfolio has minority investment positions, with partners who are amongst the most solid players of the market and the related funding is at a medium or long term. There are not any particular reasons to be worried.

With a view to address the issue of the number of directors and their compensation, the President reminds how Pirelli has one of the most advanced governance systems of the market, as is constantly and unanimously recognised. The current number of advisors allows the creation of committees formed completely by independent directors, who then represent the majority of the complete Board. Thus, the current structure of the management organ allows the best method of governance of the firm, where the involvement of the advisors is constantly sought, not only through the creation of internal committees, but also through organized meetings with management.

The compensation has been stable at 50.000 Euros for every single advisor for quite some years and is in line with other firms of similar dimensions. Moreover, the participation of individual managers is much more active than in the past: he remarks that, Pirelli is at the forefront of this tendency.

Regarding the acquisition of positions in listed companies, the President recalls how each transaction, naturally takes place as per market price and with complete transparency. In connections he reminds that this year Pirelli RE has distributed dividends in line with last year.

The reacquisition price for the minority stake in Pirelli Tyre is in line with the multiples of its sector, equal to about 5.3 times the EBITDA. The greater sum paid compared to the price at which it was sold is due to the results Pirelli tyre reached in the meanwhile, results that increased its value. On the other hand it must be reminded that the price was viewed as correct by the independent advisor, and an equilibrium was reached between the interests of the buyer and the seller.

On the President's invitation the **Vice President Carlo Puri Negri** points out that in the (exhibition) Fiera area Pirelli RE is present just as a manager of land that is not Group property. Regarding the non performing loans, he reminds that the activity, by nature is anti-cyclical, considering that the higher the tensions in the financial market, the greater the number of people who are unable to payoff their housing loan. In any case it needs to be underlined that that the loans do not have a high risk profile, such as the American sub primes, but rather like standard loans. Faced with the difficulty of the clientele, in fact the banks tend to limit their exposure, by selling credits at 20 or 30% of their nominal value. In this context, Pirelli RE participates with a minority stake in firms, that acquire these "non performing" credits, the majority shareholders in these cases being the likes of General Electric, Calyon or even Credit Agricole. Following the acquisition, the necessary measures to cash in the credit or to participate in real estate auctions come into play, the latter in order to assure that the evaluation of the real estate given as a guarantee is done appropriately.

Furthermore, In Italy, there are not many operators in this area, which usually is still dealt with by the individual banks: in fact, it is quite a complicated affair that however provides good returns. Last year the Pirelli RE Group had an EBIT of nearly 24 million in this field, with a growth of 80%.

As a final point the Vice President emphasizes that the EXPO, as mentioned by some shareholders, represents in any case a positive fact, especially in terms of international image.

On the last point, the **President**, reaffirms that the EXPO can have a positive influence in all sectors of the economy and represent a springboard for growth, especially for the Lombardy region.

Regarding the recent activities of Pirelli & C. Ambiente, Mr. Tronchetti Provera reminds all, that in 2007 the company signed two joint venture accords. The first one has to do with the creation of the company Solar Utility with the partner Global Cleantech Capital, a private equity fund specialised in clean energy investment. Solar Utility will invest in Italy to acquire modules, develop, construct and manage its photovoltaic plants, with up to 50 MW. It is already present in the south, in Puglia, in the municipality of Alessano, where systems fitted on the municipality buildings produce 1,1 MW of clean energy, putting an end to the municipality office's electricity bill.

Moving on, the second agreement was signed to create the company APICE, with the partner ACEA, that works in the field of renewable energy from waste to create projects aimed at producing CDR – Q. Operating even in land reclaim projects and energy certification for buildings.

Regarding the sustainable mobility project, the production of white diesel is continuing and investments in Romania have been made to produce antiparticle filters for OEM, whilst in Arese retrofit filter systems that can be applied on vehicles are being made, so as to abide by the environmental laws for Euro 3 and Euro 4.

Always in relation to Cini's queries, the President confirms that even Italy has an organisation for the creation of a consortium for the recovery of consumed tyres. The Pirelli labs have developed a set of patents, under experimentation, for the reuse of tyres in construction and not only that. In Spain, for example, there's a use, as a mixture for asphalt/road surfaces, with quite good results.

After Having confirmed that the firm has acquired 4.491.769 saving shares at the unit price of Euro 0,8055 with the available reserves and that the shares are still part of the portfolio, the President emphasizes that the presence minority shareholders, who are "active" and interested in creating value has never been a worry, but is actually an incentive to always do better. He states that the meetings with institutional investors in Italy and abroad are always based on the search for new ways to create value. Sometimes this has given positive results, other times less so, moreover, if closer attention is paid to quotations that are registered these days one can see that even in unhappy situations most of the value has been protected.

The slow down of Pirelli RE stock market trends is in line with those of the sector: unfortunately, in a moment like this it happens that shares of firms that have a real estate portfolio like Pirelli RE are penalized as much as companies who have shares and maybe only areas of development, without even having achieved the related licence. However, there is conviction that in the end the actual value will be recovered.

Regarding the cancellation of treasury stock Mr. Tronchetti reminds that today the meeting is called to decide regarding the authorization to acquire and placement of treasury stock: an eventual cancellation will thus have to be decided on by a new and specific meeting.

He carries on to answer Romano, the adoption of new stock option plan is not foreseen. If someday in the future the need for one rises, it will obviously be submitted to the shareholders for approval and they will have to consider the market value of the share.

Touching on the topic of Pirelli Group and Telecom Italia relations related to the real estate acquisitions, the President reminds that the President of Telecom Italia Mr. Galateri, during the recent GA of the telephone company clarified that the transactions were all carried out with respect to the rules that were applicable. Above all, in 2004, during my presidency, Telecom Italia was the first to introduce strict rules regarding operation between correlated companies (today its to be used in many other companies), operations that were evaluated exclusively by independent managers, who could refer to external consultants chosen by them and paid by the firm. Both the acquisition of Telecom Italia real estate by Pirelli RE as well as the Telecom Italia-Tim fusion saw the scrupulous application of the aforementioned procedure. In any case, the

President reaffirms that both the current Board of Telecom Italia as well as the Board of Auditors have confirmed the correctness of the operation. Hence, there is no doubt or uncertainty or fear related to this case.

With regard to “minor” businesses (Benoffi), the President emphasizes that the Group believes that it can create value from photonics, looking for chances of aggregation to emphasize the strong points, related to research activities. The market will demand for ever more wide band services and the promotion of various types of aggregation will allow to provide telecom operators with an increasingly complete portfolio of products. The acquisition of Avanex shares needs to be placed in this setting, even if on a share level it reflects losses due to the market slump, from a technological point of view it has allowed to establish a collaboration with an important client such as Alcatel Lucent.

For the other businesses (access, environment and sustainable mobility), it is believed that value can be created even by focused co-operation, such as with the Dutch fund, Global Cleantech Capital, for the photovoltaic business and with ACEA for the environment. The inspiration for these accords has to be that of conserving the role of technology provider for the Group, whilst relations with individual local settings are to be managed by the partner.

Moving onto the questions posed by Gola, Mr. Tronchetti reminds that the Cinturato Pirelli is an environmentally friendly and high performance tyre that has been launched early, even before the EU norm enters into force in 2010. It's a product that allows lower petrol consumption and lower emissions of up to 4% and it has already been chosen as the standard set for the most widely spread models of the major automobile companies. Furthermore, the Cinturato, has received important recognitions in specialized magazines and by the German Automobile Club. In the first quarter, the product is already showing a higher than 10% (around 1.600.000 pieces) sales percentage for the cars line along with excellent results on clients: hence, its quite a significant success.

With regard to minority holdings in listed companies, he points out that at today's market value, compared to the 31st of December 2007, there is a potential capital loss of about 70 million, caused by the difficult situation of the market. Currently, Pirelli, however, to date does not have any need to transfer its assets to invest elsewhere: Mediobanca is still an excellent business bank, or rather the best Italian business bank and RCS is an equally good company with significant potential. As there is no need of liquidity for the development of the core business and the financial situation is absolutely solid, at this point there is no reason to disinvest.

Regarding Cardillo's points, the President reminds that Telecom Italia was acquired through Olivetti at a multiple of 8.1 times the EBITDA, in line with the companies of the sector in that period. Moreover, following the well known events of September 2001 a discount was asked and obtained, this placed the multiple at 7,7 times the EBITDA. Naturally, the transaction was validated by external consultants: today the multiple at which similar transactions are carried out is the same, even though the market is in a slump. The performance of markets after the transactions is always unpredictable: as it is, after the disinvestment, the value of the share diminished by a greater sum than the drop it had registered throughout the years.

It must be pointed out and reminded, that after the fusion to which the shareholder referred, both Telecom and Olimpia had to face very high losses in terms of value, which were not and could not be discounted at the point when the conversion was decided and the consequent fusion between Pirelli & C. S.p.A. and Pirelli S.p.A. According to the shareholder's reading, these unexpected losses were faced only by Pirelli & C shareholders. Well then, if the ex shareholder of Pirelli S.p.A. is correct in complaining for the lesser value accorded to his shares after the investment in Telecom Italia, its equally true then that the Pirelli & C shareholder has the same right to complain, 'cause, had more time been spent in waiting, his shares would have had even more value than the Pirelli S.p.A shares. Actually, in operations like this, the valuation depends on the choice of timing that cannot be judged with the good sense of what comes after, considering that when choices are made, nobody can foresee what will occur in the future. On this point, the President reminds that when the fusion was taking place, Mr.Cuccia had already passed away.

With a view to responding to Mr Mancuso's queries the President states that the Consob has not communicated or made any requests towards the firm, that after the publication of the balance sheet there have been no significant events and the 31st March quarter shall be examined by the Board on the 9th of May.

Expectations for 2008, with all the market turbulence is in line with the 2007 result, which, considering the way raw materials are going and the crisis of financial markets would be quite a satisfactory result. The Group is seized with the maximum amount of effort so that such a result can be reached.

Regarding China, the President confirms that investments in trying to develop China's "car" productivity potential is continuing. In December 2007 investment in the "car" production plant was about 70 million dollars and expected production for this year is around 2 million units and greater forecast. As for the "truck" plant, current production ability is equal to 800.000 units per year.

The President reaffirms that the greatest care is being taken to contain costs for development and innovation, in order to reach maximum efficiency in both business areas, tyres and real estate. Troubled times on the other hand are also a time for reorganization and re-launching the firm. This has been experienced in the past, in Pirelli during the early nineties and also in Telecom Italia, where 27% of production was made in five years, whilst Italy was losing 10 production points.

In addition the Pirelli Group can count on a top level management, as has been displayed by the development of the cable sector. Following the sale, the sector saw a huge explosion in demand, that had not been recorded for the last 20 years: thanks to the quality of Pirelli trained management, the company knew how to produce excellent results. This is the proof, that being "pirelliani" today, is still something that adds value to the person, 'cause it is a synonym for seriousness and professionalism. All those who have worked in the Pirelli Group have shown that they work with success also outside the Group. Cases of people who have not been able to prove their quality and seriousness are extremely rare.

And hence, in conclusion, Mr. Tronchetti Provera, considers himself as honoured to be "pirelliano", and proud of being responsible for people who prove their professionalism in this world.

Cardillo, as a point of reply, informs that he has filed the request for a vote on the action for liability against the managers.

Then he clarifies that when he referred to Mr.Cuccia, he wanted to remind all, that according to him, it was Cuccia who wanted the acquisition of Telecom Italia by Colaninno. He claims that it was then that the operation began. As it is, Mediobanca has always managed investments, and in fact it was he who invented "the Mediobanca common investment fund", that operates in the cement sector, metals, newspapers and much more.

The **President** calls on the shareholder to respect those absent, or as in this case deceased.

Cardillo, points out that he does not wish to offend anybody, but just emphasize the genius of Mr.

Cuccia in organizing and managing, even through his own men, the leading companies in Italy like Italcementi, Assicurazioni Generali or Pirelli. He reminds that the Pirelli family never had more than 5% of Pirellina, it surely had some control, but according to him the area of activities of Mediobanca was enormous.

Moving back to current matters, the shareholder points out how the Vice President, Puri Negri, never answered his letter in which he had asked if it was correct for a company like Pirelli RE - that does not have financial activities amongst its corporate purposes and without an authorization from the Bank of Italy-to operate as a financial institution, through its subsidiaries of financial nature as briefly mentioned by the Vice President.

The **President** takes the floor to answer an issue, he emphasizes how the sponsoring of Internazionale is one of the sponsoring feats that gives the best returns. As it is, even last Sunday the team played with the shirt inscription in Chinese: and in China the games are viewed by 150-200 million viewers.

Hence, the relation with Inter is a relation that reinforces the link between Pirelli and the consumer, especially thanks to the emphasized internationality of the players. The returns on investment are constantly monitored by specialized agencies, which confirm the benefits the Pirelli Group gains in terms of

image. Another positive impact produced by the sponsoring derives from Inter's social efforts, such as the inter campus.

Cini, asks if, given the President's positive consideration towards minorities, it would not be worth dissolving the pact with Mediobanca.

The **President**, after assuring that Mr.Cardillo's proposal will be put to vote as soon as the balance sheet is voted upon, reminds that pacts must be respected until their expiry. As far as Pirelli is concerned, he reminds that the existing pact is not a voting syndicate, but only a share block syndicate: as of today there is no need to review the accords.

As a final note he reminds that Pirelli RE is a company recorded in the register, as per art . 113 TUB, being a mixed holding, it has the permission to acquire and keep stakes in other financial companies, everything is as per law.

As nobody wishes to take the floor, the President:

- declares the debate under agenda item one closed;
- announces that, in the framework of the deliberative process, at 12,05 p.m., the shareholders expressing their own voting preference or voting on behalf of others amount to 248, holding 3.126.408.383 common shares (59,742%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares;
- 12,05 pm, he puts to the vote the proposal to approve the balance sheet and assignment of the profits provided on page. 168 and 169 of the binder distributed upon entry and recorded here below:

"The Shareholder's meeting:

- *acknowledges the BoD's management report;*
- *acknowledges the Board of Auditors and auditing company's report;*
- *having viewed the balance sheet as on the 31st of December 2007 that ends with profits worth Euro 100.665.577*

DECIDES

a) to approve:

- *the BoD's management report;*
- *the balance sheet, the profit and loss statement, notes to the financial statement of the closing of the financial period on the 31st of December 2007 that show profits worth Euro 100.665.577 as presented in totality by the Board of Director, in their single records, with the proposed assignment;*

b) to allocate the yearly profits Euro 100.665.577 as following:

-
- *5% to the legal reserve Euro 5.033.279*
-

- *to the shareholders:*
Euro 0, 0160 to 5.230.524.503 () common shares,*
for a total of Euro 83.688.392
Euro 0,0728 to 130.272.660 () savings shares,*
for a total of Euro 9.483.850
-

- *to reconstitute the monetary revaluation reserve*
L.413/91 Euro 707.349
-

- *to reconstitute the monetary revaluation reserve*
L.72/83 Euro 972.216
-

- *profit surplus Euro 780.491*
-

() net of. 2.617.500 common shares and. 4.491.769 savings shares currently held by the company;*

c) *“To authorize managers in case before the maturity of the dividend b) buying and selling operations of treasury stock take place to be aimed at and/or withdraw from last years profits for the dividends that are due for these shares, as well as attributing to the same entry the balance of the rounding that could result at payment of the dividend.”*

The meeting approves with a majority.

No votes against.

Abstain 22.174.019 shares.

The remaining in favour 3.104.234.364 shares participating in the vote.

The details of the voting process are attached.

The President announces the result and confirms approval of:

1 the balance sheets of Pirelli & C. S.p.A., closed on the 31st of December 2007;

2 the allocation of the 2007 yearly profits and that the dividends shall be put in payment starting from the 22nd of May 2008, with dividend warrant dated 19th May 2008.

* * *

Once the voting on the balance sheets is over, based on the request of the Secretary, the shareholder **Cardillo** repeats that he wishes to put to vote the action for liability against the managers, related to the transfer of Telecom Italia in April 2007, as it was a concluding moment of an operation that was started when Pirelli S.p.A. still existed, before the fusion, and that according to him it damaged the shareholders of the latter.

He points out that the move is against managers who then did not have that office, based on the fact that they did not oppose those who actually were in office in that period.

Due to another request of the Secretary Cardillo points out again that the action for liability vote is related to the Telecom Italia operation-that ended with the sale in 2007- as it was damaging form Pirelli S.p.A. shareholders when the fusion with Pirelli & C occurred.

The act is related also to the lack of initiative displayed in 2007, in getting the managers, to act responsibly. Hence, the neglect is also a characteristic of the managers in 2002, 2003, 2004, 2005 e 2006.

Similar failure can also be attributed to the Board of auditors.

Thus, the President :

-announces that, in the framework of the deliberative process, at 12,10 p.m., the number of shareholders expressing their own voting preference or voting on behalf of others is unchanged at 248, holding 3.126.408.383 ordinary shares (59,742%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares;

- at 12,10 pm, he puts to the vote as per the proposal described by the shareholder Cardillo, “action for liability”.

The assembly does not approve.

In favour 600.628 shares, equal to 0,019211% of those present.

Abstain 138.087 shares.

Non voters 5.000 shares.

The remaining Against 3.125.664.668 shares participating in the vote.

The details of the voting process are attached

* * *

The President proceeds to the second point of the agenda, “ **Appointment of the Board Of Directors: deciding upon the number of members of the Board; deciding on the length of office of the board; Decide on the annual compensation of the members of the Board.**” And with regard to the same:

- informs that as per article 10 of the corporate charter and in accordance with the corporate governance code, two lists have been filed at the registered office: the first list has been presented by members of the Pirelli & C. S.p.A. shareholders’ voting syndicate, whilst the second has been presented by a group of institutional investors;

- as per law and the charter additional documentation related to the lists has been filed;

-as pointed out in the opening comments, the firm has provided for the diffusion and circulation of the lists as required by the article 144-octies of the Consob resolution 11971/99;

- the files given to the participants have all the information regarding shareholders that have presented the lists and the candidates for the director's office, as required by the norms and in accordance with the charter.

The President reads the lists presented, as recorded here:

- **list number one**, presented by members of the Pirelli & C. S.p.A. shareholder's voting syndicate, includes the following:

- 1) Marco Tronchetti Provera
- 2) Carlo Alessandro Puri Negri
- 3) Alberto Pirelli
- 4) Carlo Acutis (*independent*)
- 5) Gilberto Benetton
- 6) Alberto Bombassei (*independent*)
- 7) Enrico Tommaso Cucchiani
- 8) Luigi Campiglio (*independent*)
- 9) Berardino Libonati (*independent*)
- 10) Giulia Maria Ligresti
- 11) Renato Pagliaro
- 12) Massimo Moratti
- 13) Giovanni Perissinotto
- 14) Giampiero Pesenti (*independent*)
- 15) Luigi Roth (*independent*)
- 16) Carlo Secchi (*independent*)
- 17) Giampio Bracchi (*independent*)
- 18) Marco Lacchini (*independent*)
- 19) Gustavo Piga (*independent*)
- 20) Alessandro Zattoni (*independent*);

- **list number two**, presented by a group of institutional investors , includes:

- 1) Franco Bruni (*independent*)
- 2) Carlo Angelici (*independent*)
- 3) Umberto Paolucci (*independent*)
- 4) Cristiano Antonelli (*independent*).

Thus, the President:

- informs that the eleven candidates of the first list and the four candidates of the second list have declared that they possess the characteristics of independence like the auditors, as per article. 148, comma three, of the Legislative Decree, dated 24th february1998, no. 58, as well as being in line with the requisites of the corporate governance code to be qualified as independent;

- states that based on consensus and considering that they are all well known figures, the reading of the *curricula vitae* of candidates, shall be foregone, also 'cause the material is available in the file distributed;

- lets it be known that along with the list of candidates , the Pirelli & C. shareholder's voting syndicate, has proposed to:

-- raise to 20 the number of members of the Board;

-- fix the mandate of the Board that will be nominated, to three financial years, hence, until the meeting convened to approve the balance sheet of Pirelli& C. S.p.A., dated 31st December 2010.;

-- establish a maximum annual sum of Euro 1.200.000 as compensation for all members of the Board as per article. 2389, comma 1, c.c., the sum shall be shared among the Board members as per their own decisions.

Hence, after thanking Dr. Galateri, Prof. Giarda, Dr. Garraffo and Prof.Roveri for their contributions to the Board during their mandate, the President:

- points out that 4 different votes shall be cast with reference to:

- decide upon the number of Board members;
- decide on the length of office of the Board;
- appointment of directors by voting on the two lists;
- the decision on compensations for Directors;
- declares the debate open and recommends making statements pertaining to the agenda item. He reminds the audience that each speaker is allotted 15 minutes; at the end of the question and answer process and after eventually exercising a right to reply, it will be possible to express voting preferences.

Cardillo, points out that in the voting related to the “action for liability” all those present voted: moreover even those who were supposed to be affected by the vote were given the right to vote and according to him they should not have been allowed to do so, as there is a conflict of interest. The shareholder adds that the President, who owns more than 1.300.000.000 shares through Camfin and others should have desisted, he states that the vote would not have passed anyway but as a matter of principle the directly involved parties should not have voted.

Regarding the candidates presented, he points out how in the past Mr. Cuccia would never have allowed the direct candidature of Mediobanca managers. Today on the other hand, the list includes the likes of Mr. Pagliaro, as well as Ms. Ligresti and other candidates, who the shareholder claims have been Mediobanca partners for decades.

He points out how in a general sense there is a perfect continuity of candidatures compared to the past and how the list calls for a series of independent managers, which according to the new language means managers in an abstract sense, with predetermined requisites.

The shareholder specifies that the list of candidates includes Carlo Acutis, the President of a firm, of which, if he does not remember wrongly, the Vice President is Prof. Guatri, who has been on the Board of auditors of “Pirellona” and “Pirellina” for decades. Hence, he claims that the nomination system that was invented years ago by Cuccia and Mediobanca carries on still today. According to him, those involved in the system will once again vote for themselves, without changing anything and without anybody opposing these appointments, due to the majority they possess.

According to him, the independent managers are interested in their compensations, for which they attend a few Board meetings without even coming to the general meetings. If these figures stay on the Board for a long time, with the years they lose their independent qualities.

Mancuso, points out that if cost cuts are needed, then it is necessary to reduce the number of Board members to half the number, even if Pirelli is a big firm that is present across the globe. He claims that the length of office and compensation scheme is coherent. However, according to him, the Consob has established that managers cannot have more than three terms, a limit that many candidates exceed. With reference to one of the curricula provided in the files, he states how participating in consultation committees of the Italian stock market, maybe incompatible with a director’s position in a listed company. Getting back on the issue of multiple offices, he emphasizes how being on many Boards can be a risk, as it impedes constructive and informed participation at meetings and hence the risk of a participation that is simply reduced to approving proposals made by the President or the managing director.

As nobody wishes to take the floor, the **President** recalls the points discussed regarding the members of the Board, emphasizing that all directors have a specific professional expertise in legal, industrial and financial matters: their competencies give the list a very high profile. Obviously, none of the candidates has any incompatibility issues.

As the voting begins, **Cardillo**, from the galleries, speaks out to state that he has checked that Prof. Guatri is not any longer the Vice President of Vittoria Assicurazioni, of which Carlo Acutis is President.

As nobody wishes to take the floor, the President:

- declares the debate under agenda item two closed;
- announces that, in the framework of the deliberative process, at 12,35 p.m., the number of shareholders expressing their own voting preference or voting on behalf of others is unchanged at 242, holding

3.126.408.383 ordinary shares (59,742%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares;

- reminds once again that taking into account the proposal of the Pirelli & C. shareholder's voting syndicate the procedure shall be divided into four distinct votes, respectively:

- a) decide upon the number of Board members;
- b) decide on the length of office of the Board;
- c) appointment of directors by voting on the two lists;
- d) the decision on compensations for Directors;

- at 12,35 pm, puts to the vote the proposal to have 20 members in the Board of Directors.

The meeting approves with a majority.

Against 33.766.249 shares.

Abstain 7.748.382 shares.

Non voters 5.000 shares.

The remaining in favour n. 3.084.888.752 shares participating in the vote.

The details of the voting process are attached.

The President announces the result and acknowledges that the proposal to have 20 members in the Board of Directors has been approved and continues:

- announces that, in the framework of the deliberative process, at 12,35 p.m., the number of shareholders expressing their own voting preference or voting on behalf of others is unchanged at 248, holding 3.126.408.383 ordinary shares (59,742%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares;

- at 12,40 pm, puts to the vote the proposal to fix, the mandate of the Board that will be nominated, to three financial years, hence, until the meeting convened to approve the balance sheet of Pirelli& C. S.p.A., dated 31st December 2010;

The meeting approves with a majority.

Against 33.672.124 shares.

Abstain 7.167.419 shares.

Non voters 5.000 shares.

The remaining in favour 3.085.563.840 shares participating in the vote.

The details of the voting process are attached.

The President announces the result and acknowledges that the proposal to fix the mandate of the Board that will be nominated, to three financial years, hence, until the meeting convened to approve the balance sheet of Pirelli& C. S.p.A., dated 31st December 2010 has been approved and continuing;

- reminds that the appointment of the members of the Board will take place as per article 10 of the corporate charter, by voting on the lists;

- reminds that there are two lists: **list number one** is the one presented by those participating in the Pirelli & C. shareholder's voting syndicate; **list number two** is the one presented by a group of institutional investors;

- clarifies that, as the meeting has already set the number of members of the board at 20, 16 directors (corresponding to four fifths of the total) shall be picked from the list that gets the most votes;

- informs that the voting method is as follows:

--this voting will take place as before, using the "televoter" but with a slightly different modality from the one used before;

-- once the voting procedure for the lists is declared open, shareholders are requested to type "1" on the "televoter" to vote for list 1 presented by the Pirelli & C. shareholder's voting syndicate, type "2" to vote for list 2 presented by a group of institutional investors, or the "NO" key to express a vote against, or the "ASTENUTO" ("ABSTAIN") key to express one's abstention from the vote;

-- as always– before pressing the "INVIO"(ENTER) key– the shareholders can still change their choice, by simply using the key with which they wish to express their new choice;

- after having checked the choice made on the “display”, shareholders have to press the “INVIO” (ENTER) key on the “televoter” to express their final vote;
- those who do not vote or do not confirm their vote with the INVIO (ENTER) key will be classified as “NON VOTERS”;
- instructions on how to use the “televoter” to vote for the lists are clearly described in the document included in the file provided to the shareholders with the device;
- votes against and abstentions as well as non voters will be recorded automatically and details will be provided as an attachment to the minutes of the meeting;
- For proxy holders who wish to express different voting choices, the aforementioned assisted voting booth(“voto assistito) has been set up especially to serve their needs;
- shareholders are requested not to enter and exit the room during voting procedure as to allow the correct detection of presences in the room;
- announces that, in the framework of the deliberative process, at 12,43 p.m., the number of shareholders expressing their own voting preference or voting on behalf of others is unchanged at 248, holding 3.126.408.383 ordinary shares (59,742%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares;
- at 12,43pm, puts to the vote the list of candidates as recorded above, with prior warning each voter with rights can vote only one list.

The voting gives the following results:

- list number one presented by the Pirelli & C. shareholder’s voting syndicate has obtained 2.911.394.965 votes;

- list number two presented by a group of institutional investors has obtained 174.219.874 votes;
Against all lists 33.601.124 shares.

Abstain. 7.187.420 shares.

Non voters. 5.000 shares.

The details of the voting process are attached.

The President announces the result acknowledges that:

- the shareholders have expressed a majority of votes for list number one, therefore sixteen Directors will be picked from the list, based on the order in which they are listed, namely:

- 1) Marco Tronchetti Provera, born in Milan on the 18th of January, 1948
 - 2) Carlo Alessandro Puri Negri, born in Genoa on 11th of July, 1952
 - 3) Alberto Pirelli, born in Milan on the 1st of July, 1954
 - 4) Carlo Acutis, born in Turin on the 17th of October, 1938 (*independent*)
 - 5) Gilberto Benetton, born in Treviso on the 19th of June, 1941
 - 6) Alberto Bombassei, born in Vicenza on the 5th of October, 1940 (*independent*)
 - 7) Enrico Tommaso Cucchiani, born in Milan on the 20th of February, 1950
 - 8) Luigi Campiglio, born in Milan on the 30th of August, 1947 (*independent*)
 - 9) Berardino Libonati, born in Rome on the 8th of March, 1934 (*independent*)
 - 10) Giulia Maria Ligresti, nata a Milan on the 30th of January, 1968
 - 11) Renato Pagliaro, born in Milan on the 20th of January, 1957
 - 12) Massimo Moratti, born in Bosco Chiesanuova (VR) on the 15th of May, 1945
 - 13) Giovanni Perissinotto, born in Conselice (RA) on the 6th of December 1953
 - 14) Giampiero Pesenti, born in Milan on the 5th of May, 1931 (*independent*)
 - 15) Luigi Roth, born in Milan on the 1st of November, 1940 (*independent*)
 - 16) Carlo Secchi, born in Mandello del Lario (LC) the 4th of February, 1944 (*independent*);
- hence, the remaining four directors are picked from list number two:
 - 1) Franco Bruni, born in Milan on the 12th of April, 1948 (*independent*)
 - 2) Carlo Angelici, born in Rome on the 9th of April, 1945 (*independent*)
 - 3) Umberto Paolucci, born in Ravenna on the 28th of November 1944 (*independent*)
 - 4) Cristiano Antonelli, born in Florence the 24th of December, 1951 (*independent*);

- thus, the managers with requisites to qualify as independent are eleven out of twenty (55%).

Moving on, the President:

- announces that, in the framework of the deliberative process, at 12,47 p.m., the number of shareholders expressing their own voting preference or voting on behalf of others is unchanged at 248, holding 3.126.408.383 ordinary shares (59,742%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares;

- at 12,47 pm, puts to the vote the proposal to establish a maximum annual sum of Euro 1.200.000 as compensation for all members of the Board as per article. 2389, comma 1, c.c., the sum shall be shared among the Board members as per their own decision.

The meeting approves by majority.

Against 33.772.249 shares.

Abstain. 7.606.448 shares.

Non voters 5.000 shares.

The remaining in favour 3.085.024.686 shares participating in the vote.

The details of the voting process are attached

The President announces the approval, taking note of the proposal to establish a maximum annual sum of Euro 1.200.000 as compensation for all members of the Board as per article. 2389, comma 1, c.c., the sum shall be shared among the Board members as per their own decision.

* * *

Moving to the third point of the agenda “**Appointment of a regular auditor**”, the President:

- informs that Mr. Lazzati has resigned from his position as regular auditor with effect from this meeting;

- states that he is sorry to take note of Mr.Lazzati’s resignation, caused by a restrictive norm introduced recently, which has rendered his professional activity incompatible with his task as auditor in listed companies; he expresses his personal thanks and that of the entire board for the years of service to the company.

The President invites Mt.Lazzati to take the floor, who in his turn expresses regret for having to give in his resignation, as he states that Pirelli has been a very stimulating experience; he thanks the President, the Directors and other auditors and all those he has encountered during his office.

Moving on, the President:

- clarifies that, the “voting on the list” mechanism, as per article 16 of the corporate charter to be applied in case of renewal of the organ is not to be applied for an integration to the Board of Auditors; the appointment will require a limited majority;

- reminds participants that as per the corporate governance code the Pirelli & C., shareholder’s voting syndicate has proposed the appointment of Prof. Paolo Domenico Sfameni as the firm’s regular auditor;

- based on the consensus of those present, omits the reading of Prof. Sfameni’s *curriculum vitae*, considering his well-known position and based on the fact that the document is provided in the file handed out and the same was published on the firm’s website on the 14th of April;

- reminds, that if Prof. Sfameni will be nominated, he will be in office only for one financial year, as the Board of Auditor’s mandate expires next year;

- declares the debate open and recommends making statements pertaining to the agenda item. He reminds the audience that each speaker is allotted 15 minutes; at the end of the question and answer process and after eventually exercising a right to reply, it will be possible to express voting preferences.

Cardillo, expresses his opposition against the proposed candidate, recognizing however that his position is based on general prejudice against Bocconi University. He specifically directs his criticism against the University for having wanted a faculty of law at all costs, he also expresses his perplexity for the fact that the candidate is an economist, with a degree from Bocconi, who teaches legal subjects. The shareholder points out that Enrico Laghi, President of Alitalia’s Audit committee is also part of the Board of Auditors,.

As nobody further wishes to take the floor, the President:

- declares the debate under agenda item three closed;

- announces that, in the framework of the deliberative process, at 12,54 p.m., the shareholders expressing their own voting preference or voting on behalf of others amount to 240, holding 3.125.834.383 ordinary shares (59,731%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares.

- at 12,54 pm, puts to the vote the proposal to nominate as the firm's regular auditor, till the convocation of the meeting to approve the 31st December 2008 balance sheet, Prof. Paolo Domenico Sfameni.

The assembly approves with a majority.

Against 1.438.044 shares.

Abstain 697.790 shares.

Non voters. 11.000 shares.

The remaining in favour. 3.123.687.549 shares participating in the vote.

The details of the voting process are attached.

The president announces the result taking note that Prof. Paolo Domenico Sfameni's appointment as the firm's regular auditor has been approved, his term, like that of the current Board of Auditors will expire with the convocation of the meeting to approve the 31st December 2008 balance sheet.

* * *

The President proceeds to the fourth item on the agenda, called "**Appointment of a financial auditing firm, as per Art. 159 of D. Lgs. 58/1998, with the conferred task of revising financial reports, consolidated financial statements and half-yearly abridged financial statements for each accounting period in the nine-year span 2008-2016**". On this agenda item, the President:

- reminds the audience that, with the approval of the balance sheet ending 31 December 2007, the mandate conferred on PricewaterhouseCoopers S.p.A. has expired. Under current legislation, this mandate cannot be renewed. The assembly thus needs to appoint another financial auditing firm, under and in accordance with Art. 159 of D. Lgs. 58/1998 (Consolidated Law on Finance) and on the basis of an *ad hoc* motivated proposal by the Board of statutory auditors.

- mentions that this proposal is contained in the financial statement package and reiterates that, at the reception desk, the shareholders participating in this meeting were also handed out a copy of the proposal from Reconta Ernst & Young S.p.A., a company belonging to the Ernst & Young organization and which the Board of statutory auditors recommends as financial auditor for the nine-year span 2008-2016. This documentation has been made available to the public and on the Company's Internet site: its reading will thus be skipped.

- declares the debate open and recommends making statements pertaining to the agenda item. He reminds the audience that each speaker is allotted 15 minutes; at the end of the question and answer process and after eventually exercising a right to reply, it will be possible to express voting preferences.

Cardillo starts by saying that, upon arrival, he was given a financial statement package containing a financial audit proposal pertaining to another company.

The **President** apologizes for the inconvenience and explains that in the afternoon of the same day, another meeting will be summoned at the same venue.

Shareholder Cardillo is then promptly given a copy of the proposal by Reconta Ernst & Young concerning Pirelli & C. S.p.A.

Cardillo takes back the floor. He disagrees on appointing for Pirelli the same firm auditing Camfin, a company which holds a relative majority of Pirelli shares, partly through a trade union agreement and partly acting as an independent entity.

He underlines that the firm which put forward the auditing proposal is, however, an Italian company, independent from Ernst & Young multinational corporation. If he well remembers, Ernst & Young was the financial auditor of USB for at least 10 years.

Going back to initiatives targeting company directors and aimed at the merger, he specifies that, to participate in this initiative, it is not necessary to still hold company shares, but it is enough to have participated in the share swap when this occurred.

As nobody further wishes to take the floor, the President:

- declares the debate under agenda item four closed
- announces that, in the framework of the deliberative process, at 13,01 p.m., the shareholders expressing their own voting preference or voting on behalf of others amount to 241, holding 3.126.234.383 ordinary shares (59,739%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares.
- at 13,01 p.m. he put to the vote the proposal to appoint Reconta Ernst & Young financial auditor for the nine-year span 2008-2016, on the basis of a motivated proposal by the Board of statutory auditors of the company, cited on pages 174 to 176 of the financial statement package, and foreseeing a total yearly remuneration of 235.000 Euro for the auditor.

The proposal is approved by a majority vote of the assembly.

Against 701.974 shares.

Abstain 456.067 shares.

Non voters 6.000 shares.

The remaining in favour 3.125.070.342 shares participating in the vote.

The details of the voting process are attached.

The President announces the outcome of the vote. Reconta Ernst & Young has been appointed financial auditor, tasked to revise financial records, the Company's consolidated financial statements for each of the nine accounting periods ending from 31 December 2008 to 31 December 2016, as well as the half-yearly, consolidated, abridged financial statements for each of the nine half-yearly accounting periods ending from 30 June 2008 to 30 June 2016, under terms and conditions analytically described in the *ad hoc* offer by Reconta Ernst & Young S.p.A. which is attached to the minutes of the assembly together with the motivated proposal by the Board of statutory advisors. The total yearly remuneration to be accorded for the auditing work amounts to 235.000 Euro.

* * *

The President proceeds to the fifth item on the agenda, called "**Proposal of buy-back operations and share disposals modalities. Inherent and successive deliberations. Attribution of powers**".

On this topic, the President:

- recalls that the proposal presented starting from page 177 of the financial statement package substantially replicates another one approved of in April 2006 and expired in October 2007 and whose extension was not put on the agenda last year due to the lack of adequate reserves under the balance sheet ending 31 December 2006;

- declares the debate open and recommends making statements pertaining to the agenda item. He reminds the audience that each speaker is allotted 15 minutes; at the end of the question and answer process and after eventually exercising a right to reply, it will be possible to express voting preferences.

Cardillo states he is against the possibility, for the company, to carry out trading operations on its own shares. The authorization to buy and sell its own shares, although with specific modalities, instead allows the Company, managed by its main shareholders, to conduct such operations.

Leaving aside the cautionary factors identified by Consob - whose effectiveness is by the way debatable -, it is a fact that majority shareholders are informed that they will be buy-back operations and sales of own shares. Himself, he shares the view of those who suggest authorizing only buy-back operations, allowing the sale of shares only at a further stage, after a predetermined period of time has elapsed and following an *ad hoc* deliberation.

He is of the opinion that, in order to reinforce the value of shares for shareholders, it is preferable to cancel the acquired shares.

As nobody wishes to take the floor, the President:

- declares the debate under agenda item 5 closed;
- announces that, in the framework of the deliberative process, at 13,07 p.m., the shareholders expressing their own voting preference or voting on behalf of others amount to 242, holding 3.126.309.383 ordinary

shares (59,740%, of the total number of ordinary shares), giving them the right to express a number of votes equal to the number of shares.

- at 13,07 p.m., he puts to the vote the proposed deliberation contained on pages 179 and 180 of the financial statement package handed out to the participants and which reads as follows:

“The Ordinary Assembly of stakeholders:

- *takes note of the proposal put forward by the Directors;*
- *is familiar with the provisions of Arts. 2357 and 2357-ter of the Civil Code, with Art. 132 of D. Lgs. 58/1998 and Art. 144-bis of Consob Regulation 11971 of 14 May 1999;*
- *takes note that, on the date of the Assembly, the Company directly holds 2.617.500 ordinary own shares and 4.491.769 savings shares, representing all together 0,13% of the Company’s current share capital, and that its subsidiary companies do not hold own shares in the parent company.*
- *given the balance sheet ending 31 December 2007;*

DELIBERATES

a) To authorize the Board of Directors to buy the Company’s own shares with a nominal value of 0,29 Euro each, respecting the roof fixed by Art. 2357 of the Civil Code, that is 10% of the company’s pro tempore share capital, taking into account the own shares already held by the Company and those eventually held by its subsidiary companies and decides that:

- *The company shares shall be purchased in one or more operations, for a period of 18 months from the date of the present deliberation;*
- *Buyback operations shall be conducted in accordance with any of the modalities provided for by Art. 132 of D. Lgs. 58/98 of 24 February 1998 and by Art. 144-bis of Consob Regulation 11971 of 14 May 1999, taking into account the specific exemption contemplated by paragraph 3 of the same Art. 132 of D. Lgs. 58/98 of 24 February 1998. They shall be conducted in compliance with any modality allowed by current law and regulations on the subject, be it national or European norms, and in accordance with any other applicable legislation, including current national and European law and regulations, also in the area of market abuse.*
- *Buyback operations and transfers of acquired company shares shall be correctly reported on, in compliance with existing obligations in this field;*
- *Buyback operations must be conducted at a price not greater than 15% nor lower than 15% of the weighted average of reference prices of the stock recorded in the Italian Stock Exchange in the 3 trading sessions preceding every single operation.*
- *Buyback operations shall be conducted using distributable profits and the existing reserves deriving from the last approved balance sheet, thus constituting a reserve of own actions and always recording the needed accounting entries in compliance with the modalities and limits foreseen by law: all this in accordance with and in observance of eventual other pro tempore legislative and regulatory provisions applicable in this area.*

b) To authorize the total or partial transfer, directly or through intermediaries, and with no limits of time, of the company’s own shares acquired in accordance with point a) of this deliberation, even before fully exerting the authorization to purchase own shares, according to the objectives and modalities foreseen by current law, including the use of own shares to foster a stock incentive plan, and in compliance with all other applicable norms, among which national and European laws and regulations, including in the area of market abuse.

Acquired company shares shall be transferred in one or more operations and at any moment, be it by offers to the public, to shareholders, on the market or in the context of extraordinary financial operations. The acquired shares may be transferred even by attaching them to bonds and warrants and, in any case, they shall be transferred in accordance with modalities contemplated by current law and regulations, with the Board of Directors exercising a discretionary power.

The acquired company shares shall be transferred at a price or, in any case, under conditions and according to criteria fixed by the Board of Directors, with due regard to adopted procedures, to the market performance of the shares in the period preceding the operation and to the Company’s best interest.

The share disposals shall be effected always in accordance with modalities foreseen by current law and regulations, with the Board of Directors exercising its discretionary power.

c) To record, as per Art. 2357-ter, paragraph 3, of the Civil Code, any compulsory or advisable accounting entry pertaining to operations on own actions, in compliance with the provisions of current law and with applicable accounting principles;

d) To attribute to the Board of Directors – and to its Chairman and Vice Chairmen, separately or as a group – the power needed to buy and sell the Company’s own shares, even in multiple successive operations, always implementing previous deliberations, even through stock brokers, eventually fulfilling instructions from competent authorities.

The proposal is approved by a majority vote of the assembly.

Against 101 shares.

Abstain 12.125 shares.

Non voters 77.000 shares.

The remaining in favour 3.126.220.157 shares participating in the vote.

The details of the voting process are attached

The President announces the result, acknowledging that the aforementioned proposal of the Board of Directors regarding the acquisition authorization and the modality of allocation of treasury stocks has been approved.

Having settled all points on the agenda and there being no requests for the floor, the president moves onto the extraordinary part of the meeting, the minutes of which shall be kept separately.

It is 13,08

The Secretary

The President