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Oggetto : PIRELLI & C. SPA SHAREHOLDERS  
MEETING

*Testo del comunicato*

Vedi allegato.



## **PRESS RELEASE**

### ***PIRELLI & C. SPA SHAREHOLDERS' MEETING:***

- **DECIDES TO DISTRIBUTE DIVIDEND OF 0.367 EURO PER ORDINARY SHARE AND 0.431 EURO PER SAVINGS SHARE**
  
- **IGOR SECHIN, DIDIER CASIMIRO, ANDREY KOSTIN, IVAN GLASENBERG, PETR LAZAREV AND IGOR SOGLAEV CONFIRMED AS COMPANY DIRECTORS**
  - **NEW AUDIT COMMITTEE NOMINATED**
  
- **RENEWS AUTHORIZATION FOR BUY-BACK AND DISPOSITION OF OWN SHARES**
  - **AUTHORIZES STIPULATION OF D&O INSURANCE POLICY**
  
  - **FAVOURABLE VOTE ON REMUNERATION POLICY**

*Milan, 14 May 2015* – A meeting of the shareholders of Pirelli & C. SpA took place today, in ordinary session, and approved results for 2014, which ended with a consolidated net profit of 332.8 million euro and parent group net profit of 258.0 million euro, decided on the distribution of a dividend of 0.367 euro per ordinary share and 0.431 euro per savings share. The date of dividend payment is May 20<sup>th</sup>, 2015 (ex-coupon May 18<sup>th</sup>, 2015 and record date May 19<sup>th</sup>, 2015).

The Shareholders' Meeting then approved the proposal from Camfin S.p.a. to confirm as members of the Board of Directors Igor Sechin, Didier Casimiro, Andrey Kostin, Ivan Glasenberg, Petr Lazarev and Igor Soglaev. Andrey Kostin and Ivan Glasenberg declared their suitability to qualify as independents. The mandates of the directors nominated will expire at the same time as that of the current Board of Directors that is with the approval of results for the year ending December 31<sup>st</sup>, 2016. The board members' curricula can be found online at the Company's website [www.pirelli.com](http://www.pirelli.com).

The Shareholders' Meeting also nominated, using the slate system, the Company's new Audit Committee for the years 2015, 2016 and 2017, which is composed of Francesco Fallacara, nominated chairman, Antonella Carù and Fabio Artoni as standing auditors and Andrea Lorenzatti, Fabio Facchini and Giovanna Oddo as alternate auditors. The chairman of the new audit committee and the alternate auditor were taken from the minority slate (voted by 29,99% of the capital represented at the Shareholders' Meeting) presented by a group of savings management companies and financial intermediaries, while the other names were taken from the majority slate (voted by 52,97% of the capital represented at the Shareholders' Meeting) presented by Camfin S.p.A. Compensation of 50,000 euro for the standing auditors and 75,000 euro for the chairman of the audit committee was established. The *curricula* of the new auditors can be seen online at the Company's website [www.pirelli.com](http://www.pirelli.com).

The Shareholders' Meeting also authorized the Board of Directors to stipulate a D&O insurance policy and the buy-back and disposition of own shares up to 10% of Company Capital and for a maximum period of 18 months, thus renewing the previous authorization decided on June 12<sup>th</sup>, 2014. In this regard it should be noted that, up to today, no shares have been bought under the previous authorization.

The Shareholders' Meeting also voted in favour of the Policy in matters of remuneration with 85% of voting capital at the Shareholders' Meeting.

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It should be noted that the 2014 Annual Report will be available to the public at the Company's headquarters in Milan at Viale Piero e Alberto Pirelli 25 and at Borsa Italiana S.p.A. and can also be seen online at [www.pirelli.com](http://www.pirelli.com). and through the authorized storage mechanism.

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The minutes of the Shareholders' Meeting will be made available to the public in the same manner as above, as well as through the authorized storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) by June 14<sup>th</sup>, 2015.

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