

*These materials are not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Australia and Japan or in any other jurisdiction where it is unlawful to do so). This communication does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "Securities Act"). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States, Canada, Australia and Japan or in any other jurisdiction where it is unlawful to do so. This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. This document is an advertisement and is not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive will be published. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus. In any EEA Member State that has implemented the Prospectus Directive, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in any relevant Member State) and includes any relevant implementing measure in the relevant Member State.*



## PRESS RELEASE

### DETERMINATION OF THE PRICE OF THE GLOBAL OFFERING

Offer price equal to Euro 6.50 per share

Global Offering of no. 350,000,000 Shares for aggregate proceeds equal to Euro 2,275,000,000 (Euro 2,600,000,000 in case of full exercise of the Greenshoe Option)

Settlement date and first day of trading expected on 4 October 2017

Milan, 29 September 2017 – Marco Polo International Italy S.p.A. (the "Selling Shareholder") and Pirelli & C. S.p.A. ("Pirelli" or the "Company") announce the completion of the global offering (the "Global Offering") of ordinary shares of Pirelli (the "Shares") aimed at the admission to listing on the Mercato Telematico Azionario ("MTA") organized and managed by Borsa Italiana S.p.A. ("Borsa Italiana").

The Global Offering has regarded a maximum amount of no. 350,000,000 Shares, corresponding to 35% of Pirelli share capital and has been carried out through:

- a public offering of minimum no. 35,000,000 shares, equal to 10% of the Global Offering, addressed to retail investors in Italy (the “**Italian Public Offering**”); and
- a private placement of maximum no. 315,000,000 shares, equal to 90% of the Global Offering, addressed to qualified investors in Italy and to institutional investors abroad pursuant to Regulation S of the United States Securities Act of 1933, as amended (the “**Securities Act**”), and in the United States of America to Qualified Institutional Buyers pursuant to Rule 144A of the Securities Act, with the exclusion of any country in which the offer of financial instruments is not permitted without specific authorizations of the relevant authorities, in accordance with applicable laws or by way of exception to such provisions (the “**Institutional Offering**”).

Upon completion of the offering period, the price of the Global Offering (which is equal for both the Italian Public Offering and the Institutional Offering) has been determined at Euro 6.50 per Share (the “**Offer Price**”).

The aggregate proceeds of the Global Offering will be exclusively attributed to the Selling Shareholder and, based on the Offer Price, will be equal to Euro 2,275,000,000, without taking into account the potential exercise of the Greenshoe Option. Such amount may increase up to Euro 2,600,000,000 in case of full exercise of the Greenshoe Option granted to the Joint Global Coordinators, also on behalf of the members of the syndicate of the Institutional Offering.

On the basis of the Offer Price, the capitalization of Pirelli is equal to Euro 6,500,000,000.

Moreover, it is envisaged the exercise of the option granted by the Selling Shareholder to the Joint Global Coordinators, also on behalf of the members of the syndicate of the Institutional Offering, to borrow further Shares for over-allotment purposes in the context of the Institutional Offering (the “**Over-allotment Option**”), for further maximum no. 50,000,000 Shares, equal to approximately 14.3% of the Shares to be offered in the context of the Global Offering. Such borrowed Shares will be placed at the Offer Price in the context of the Institutional Offering.

In the context of the Institutional Offering, the Joint Global Coordinators have also been granted with a greenshoe option (the “**Greenshoe Option**”), also on behalf of the members of the syndicate of the Institutional Offering, to buy, at the Offer Price, up to no. 50,000,000 additional shares, equal to approximately 14.3% of the Shares to be offered in the context of the Global Offering.

The first day of trading of the Shares is expected on 4 October 2017, subject to the release of the relevant authorization by Borsa Italiana in accordance with the Italian Stock Exchange Regulation currently in force. Settlement of the Shares shall occur on the same date.

In the context of the Global Offering, Banca IMI, J.P. Morgan and Morgan Stanley have acted as Joint Global Coordinators and Joint Bookrunners while BNP PARIBAS, BofA Merrill Lynch, Goldman Sachs International, HSBC, Mediobanca and UniCredit Corporate & Investment Banking have acted as Joint Bookrunners. Banca IMI is also acting as Sponsor of the admission to listing of the Shares on the Mercato Telematico Azionario and as lead manager (*Responsabile del Collocamento*) of the Italian Public Offering. ING Bank N.V., BANCA AKROS S.p.A. Gruppo Banco BPM and Natixis have acted as Co-Managers. Lazard has acted as Financial Advisor.

The Offer Price will also be disclosed by means of a specific notice pursuant to Article 7 of CONSOB Regulation no. 11979 of 14 May 1999, as subsequently amended and supplemented, as a supplement to the information contained in the summary note and in Chapter V, Paragraph 5.3.2 of the securities note, to be published on 30 September 2017 on “IlSole24Ore” and “MilanoFinanza” as well as on Pirelli’s website ([www.pirelli.com](http://www.pirelli.com)).

The final results of the Global Offering will also be published by means of a specific notice pursuant to Article 13, paragraph 2 of CONSOB Regulation no. 11979 of 14 May 1999, as subsequently amended and supplemented.

It should be noted that, pursuant to article 6 of the Commission Delegated Regulation (EU) 2016/1052, J.P. Morgan, as stabilization agent, reserves the option to conduct stabilization activities on Pirelli shares in accordance with applicable laws. This activity will be carried out as from the first day of trading on the MTA (expected to be on 4 October 2017) and for the following 30 days. However, there is no certainty that the stabilization activity will be actually carried out. Moreover, such activity may be suspended at any time. Stabilization activities, if commenced, could result in a market price higher than the price that would otherwise prevail. Stabilization activities are aimed at supporting the market price of Pirelli shares during the stabilization period and will take place on the MTA.

\*\*\*

Pirelli Press Office- Tel. [+39 02 64424270](tel:+390264424270) – [pressoffice@pirelli.com](mailto:pressoffice@pirelli.com)

Investor Relations Pirelli – Tel. [+39 02 64422949](tel:+390264422949) – [ir@pirelli.com](mailto:ir@pirelli.com)  
[www.pirelli.com](http://www.pirelli.com)