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## **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**").

**NOT FOR DISTRIBUTION IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN**

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**”); e
- 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 “ISole24Ore” 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.

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