

**SPAZIO INVESTMENT N.V.**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Shareholders of **Spazio Investment N.V.** will be held at its offices, Dam 7f – 6th floor, 1012 JS Amsterdam, The Netherlands, at **12:00 a.m. (CET) on 22 October 2010**. The proposed agenda for this Extraordinary General Meeting is the following:

**Opening**

1. Proposal to accept the resignation effective as of 30 September 2010 and to grant honourable discharge (*eervol ontslag*) to Mr. Mario Tornaghi as member of the management board of the Company and give a discharge from liability in respect of the performance of his duties as member of the management board of the Company (Resolution).
2. Proposal to appoint from the list of nominees received from Pirelli RE Netherlands B.V. as Nominating Party: (i) Mr. Luca Saporiti; or alternatively (ii) Mr. Roberto Muroi, as member of the management board of the Company (Resolution).

**Closing**

*Registered Office:*

Royal Damcenter  
Dam 7f,  
1012 JS Amsterdam  
The Netherlands

Dated: 5 October 2010

By Order of the Board

Andrew Shepherd  
Director

**Notes:**

1. A Shareholder who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. A Form of Proxy for Shareholders for use at the Extraordinary General Meeting is available at the Company's website ([www.spazioinvestment.com](http://www.spazioinvestment.com)). To be valid, a Form of Proxy must be completed and returned, together with the power of attorney or other authority (if any) under which it is signed, to the Company by 12:00 a.m. (CET) on 20 October 2010. Completion and return of the Form of Proxy will not prevent a shareholder from attending the Extraordinary General Meeting and voting in person if he or she so wishes.
3. A Form of Direction for Depository Interest Holders for use at the Extraordinary General Meeting is available at the Company's website ([www.spazioinvestment.com](http://www.spazioinvestment.com)). To be valid, a Form of Direction must be completed and lodged, together with any power of attorney or other authority (if any) under which it is signed, with Capita

Registrars, Pxs, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Depository Interest Holders wanting to attend the Extraordinary General Meeting should contact the Depository, Capita IRG Trustees Limited, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 5:00pm on the 19 October 2010.

4. The Company specifies that only those Depository Interest Holders entered on the Depository Interest register of the Company as at 12:00 a.m. (CET) on 19 October 2010, or in the event that the Extraordinary General Meeting is adjourned, on the Register of Depository Interest Holders 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the Extraordinary General Meeting in respect of the number of Depository Interests registered in their name at that time. Changes to the entries on the Depository Interest register after 12:00 a.m. (CET) on 19 October 2010 or, in the event that the Extraordinary General Meeting is adjourned, in the Depository Interest register 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Extraordinary General Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.
5. The agenda (and other relevant documentation) are available for inspection as to the date of this notice at the Company's website ([www.spazioinvestment.com](http://www.spazioinvestment.com)).