



PIRELLI & C. SOCIETA' PER AZIONI

ORDINARY SHAREHOLDERS' MEETING HELD ON 14 MAY 2015 IN MILAN, VIALE SARCA 214

Total n. 910 people entitled to vote present, in person or by proxy, representing n. 316,097,146 ordinary shares equal to 66.443231% of the share capital with voting rights.

SUMMARY REPORT OF THE VOTING RESULTS ON AGENDA

1. Financial Statements as at 31 December 2014. Related and consequent resolutions.

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
In favour	900	282,590,477	89.399883	89.399883	59.400170
Against	3	100,000	0.031636	0.031636	0.021020
Abstentions	6	33,406,667	10.568481	10.568481	7.022040
Not-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>909</b>	<b>316,097,144</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.443230</b>

2. Appointment of six members of the Board of Directors. Related and consequent resolutions.

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
In favour	207	195,276,127	61.777518	61.777518	41.046801
Against	682	84,286,189	26.664762	26.664762	17.716853
Abstentions	14	35,973,372	11.380529	11.380529	7.561558
Not-Voting	4	560,092	0.177191	0.177191	0.117731
<b>Total</b>	<b>907</b>	<b>316,095,780</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.442943</b>

### 3. Board of Statutory Auditors:

- appointment of standing and alternate auditors;
- appointment of the Chairman;

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
Slate 1 (*)	26	167,448,332	52.973922	52.973922	35.197433
Slate 2 (**)	845	94,799,679	29.990808	29.990808	19.926776
Against	32	20,478,153	6.478464	6.478464	4.304483
Abstentions	5	33,369,618	10.556806	10.556806	7.014253
Not-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>908</b>	<b>316,095,782</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.442944</b>

(\*) submitted by Camfin SpA, also in name and on behalf of Cam 2012 SpA;

(\*\*)submitted by a group of savings management companies and financial intermediaries (see for details web site [www.pirelli.com](http://www.pirelli.com)).

It has been appointed Chairman of the Board of the Statutory Auditors the person at the top of slate no. 2.

- determination of remuneration of auditors.

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
In favour	890	281,215,500	88.965281	88.965281	59.111152
Against	4	106,962	0.033838	0.033838	0.022483
Abstentions	10	34,213,228	10.823690	10.823690	7.191578
Not-Voting	4	560,092	0.177191	0.177191	0.117731
<b>Total</b>	<b>908</b>	<b>316,095,782</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.442944</b>

4. Remuneration policy: consultation.

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
In favour	832	268,617,897	84.979906	84.979906	56.463151
Against	64	12,951,115	4.097212	4.097212	2.722308
Abstentions	8	33,966,678	10.745692	10.745692	7.139754
Not-Voting	4	560,092	0.177191	0.177191	0.117731
<b>Total</b>	<b>908</b>	<b>316,095,782</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.442944</b>

5. Insurance policy designated "Directors and Officers Liability Insurance". Related and consequent resolutions.

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
In favour	892	277,954,851	87.933743	87.933743	58.425767
Against	5	3,614,171	1.143378	1.143378	0.759694
Abstentions	7	33,966,668	10.745688	10.745688	7.139752
Not-Voting	4	560,092	0.177191	0.177191	0.117731
<b>Total</b>	<b>908</b>	<b>316,095,782</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.442944</b>

6. Purchase and disposal of treasury shares. Related and consequent resolutions.

	N. ENTITLED TO VOTE (IN PERSON OR BY PROXY)	N. ORDINARY SHARES	% ORDINARY SHARES REPRESENTED AT THE MEETING	% OF VOTING SHARES	% SHARE CAPITAL WITH VOTING RIGHTS
In favour	845	278,938,411	88.244901	88.244901	58.632510
Against	52	2,630,611	0.832220	0.832220	0.552951
Abstentions	7	33,966,668	10.745688	10.745688	7.139752
Not-Voting	4	560,092	0.177191	0.177191	0.117731
<b>Total</b>	<b>908</b>	<b>316,095,782</b>	<b>100.000000</b>	<b>100.000000</b>	<b>66.442944</b>