

# PIRELLI & C. S.P.A. - DRAFT OF PROXY FOR ATTENDING THE GENERAL MEETING<sup>1</sup>

The undersigned

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Company Name/Name and Surname \_\_\_\_\_

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taxpayer's code \_\_\_\_\_ date of birth \_\_\_\_\_ place of birth \_\_\_\_\_ province of birth \_\_\_\_\_

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address/head office address \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_

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phone number \_\_\_\_\_ e-mail \_\_\_\_\_

in his/her/its capacity of <sup>2</sup> \_\_\_\_\_

**HEREBY GIVES PROXY**  
**(it is possible to give proxy to one or more substitutes)**

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Company Name/Name and Surname \_\_\_\_\_

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taxpayer's code \_\_\_\_\_ date of birth \_\_\_\_\_ place of birth \_\_\_\_\_ province of birth \_\_\_\_\_

to represent him/her/itself at the ordinary general meeting of shareholders of Pirelli & C. S.p.A. called in Milan, Viale Sarca 214, for 10.30 on Tuesday, 15th May, 2018, in single call, to discuss and resolve on the following agenda:

1. Financial Statements as at 31 December 2017. Related and consequent resolutions.
2. Appointment of a Director prior to bringing the number of members composing the Board of Directors up to 15.
3. Board of Statutory Auditors:
  - appointment of standing and alternate auditors;
  - appointment of the Chairman;
  - determination of remuneration of auditors.
4. Remuneration policy: consultation.
5. Three-year monetary Incentive Plan (2018/2020) for Pirelli's Group Management. Related and consequent resolutions.
6. "Directors and Officers Liability Insurance" Insurance Policy. Related and consequent resolutions.

with reference to the following Pirelli & C. S.p.A. ordinary shares \_\_\_\_\_<sup>3</sup>

Data to be filed in at discretion of the delegating party:

Annual progressive communication no. \_\_\_\_\_ issued by the intermediary \_\_\_\_\_

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place and date \_\_\_\_\_ Signature \_\_\_\_\_

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#### Privacy Notice pursuant to art. 13 of Legislative Decree 196 of June 30, 2003

Privacy is a value which Pirelli & C. S.p.A., with its registered offices at Viale Piero e Alberto Pirelli, 25 – 20126 Milan (Italy), (hereinafter referred to as "Pirelli"), in its capacity as Data Controller of the personal data provided, recognizes and respects. In accordance with the applicable laws governing data protection, prior to sending us the personal data, please read the following privacy notice, detailing how such data may be used by us. 1. The personal data provided will be processed only for the purpose of the General Meeting organization and for any further legal steps which follow such an event, as well as for verifying the eligibility requirements. Where necessary, the personal data provided may also be processed to fulfil the obligations set out in the national and European legislation. 2. The personal data provided will be processed using paper/electronic means closely related to the above mentioned purposes and in any case according to the provisions of Italian Legislative Decree 196/2003. 3. It is entirely at your discretion whether or not to submit the personal data. However, in the event of failure to provide the necessary data for the proxy, Pirelli will not be able to meet your request. 4. You could exercise at any time the rights granted to you by art. 7 of Italian Legislative Decree 196/2003 (including, inter alia, knowing your personal data and asking for the updating, amendment, deletion) contacting the following e-mail address: [privacy.dept@pirelli.com](mailto:privacy.dept@pirelli.com).

<sup>1</sup> Each subject people entitled to attend the meeting can give written proxy according to the provisions of laws in force, with faculty to use this draft of proxy to be issued in favor of a designate. The proxy can be sent in advance to the Company at the certified e.mail address [assemblea@pec.pirelli.it](mailto:assemblea@pec.pirelli.it) or by ordinary mail to the Company's head office. Even if anticipated by e-mail, the original or a conformed copy of the original of the proxy must be presented to the accreditation desk for attending the meeting.

<sup>2</sup> Please indicate the capacity of the signer of the proxy (holder the shares as of May 4, 2018 (the "Record date"): legal representative or deputy, proxy holder with power to issue proxies, secured creditor, taker-in, beneficial owner or other and please attach, in case of legal entity, the documentation relevant to the powers of signature.

<sup>3</sup> Please remember that the attendance to the meeting and the right vote are proved by a communication to the Company issued by the authorized intermediate, according to its book-keeping entries, in favor of the subject to whom is granted the right vote on May 4, 2018 (the "Record date"). For this reason, people who will become shareholders after such date could not attend the meeting and therefore vote in it.