



PIRELLI & C. SOCIETA' PER AZIONI

ORDINARY SHAREHOLDERS' MEETING HELD ON 12 JUNE 2014 IN MILAN, VIALE SARCA 214

Total n. 826 people entitled to vote present, in person or by proxy, representing n. 315,863,265 ordinary shares equal to 66.394069% of the share capital with voting rights.

SUMMARY REPORT OF THE VOTING RESULTS ON AGENDA

1. Financial Statements as of 31st December, 2013. Inherent 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	804	280,235,040	88.720367	88.720367	58.905060
Against	2	426,840	0.135134	0.135134	0.089721
Abstentions	13	34,143,499	10.809582	10.809582	7.176921
Not-Voting	6	1,057,876	0.334916	0.334916	0.222364
Total	825	315,863,255	100.000000	100.000000	66.394067

2. Appointment of the Board of Directors:

- determination of the number of the members of the Board of Directors;

	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	795	280,460,348	88.792423	88.792423	58.952420
Against	9	33,412,669	10.578293	10.578293	7.023302
Abstentions	9	929,783	0.294365	0.294365	0.195439
Not-Voting	6	1,057,876	0.334919	0.334919	0.222364
Total	819	315,860,676	100.000000	100.000000	66.393525

- determination of the term of office of the Board of Directors;

	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	795	278,335,413	88.119679	88.119679	58.505761
Against	7	35,535,906	11.250500	11.250500	7.469604
Abstentions	7	925,009	0.292853	0.292853	0.194436
Not-Voting	9	1,064,346	0.336967	0.336967	0.223724
Total	818	315,860,674	100.000000	100.000000	66.393524

- appointment of the Directors;

	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 (*)	52	196,272,360	62.138904	62.138904	41.256208
Slate 2 (**)	729	83,640,751	26.480267	26.480267	17.581183
Against	29	2,665,923	0.844019	0.844019	0.560374
Abstentions	7	33,246,940	10.525824	10.525824	6.988466
Not-Voting	1	34,700	0.010986	0.010986	0.007294
Total	818	315,860,674	100.000000	100.000000	66.393524

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

(**) submitted by a group of savings management companies and financial intermediaries (see for details web site www.pirelli.com).

- determination of the annual remuneration of the members of the Board of Directors.

	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	789	312,748,610	99.014735	99.014735	65.739372
Against	9	915,095	0.289715	0.289715	0.192352
Abstentions	14	1,134,323	0.359121	0.359121	0.238433
Not-Voting	7	1,062,648	0.336429	0.336429	0.223367
Total	819	315,860,676	100.000000	100.000000	66.393525

3. 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	734	306,377,599	96.997703	96.997703	64.400194
Against	61	6,699,853	2.,121142	2.,121142	1.408301
Abstentions	11	1,186,575	0.,375664	0.,375664	0.249417
Not-Voting	12	1,596,648	0.,505491	0.,505491	0.335613
Total	818	315,860,675	100.000000	100.000000	66.393525

4. Three year cash incentive plan (2014-2016) for the Management of the Group. Resolutions relating and consequent thereto.

	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	356	229,627,560	72.789416	72.789416	48.267430
Against	439	83,085,054	26.337050	26.337050	17.464376
Abstentions	10	1,163,848	0.368927	0.368927	0.244639
Not-Voting	11	1,591,876	0.504607	0.504607	0.334610
Total	818	315,468,338	100.000000	100.000000	66.311056

5. Purchase and disposal of treasury shares. Resolutions relating and consequent thereto.

	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	740	309,732,488	98.061397	98.061397	65.105387
Against	56	3,574,810	1.131786	1.131786	0.751421
Abstentions	10	956,501	0.302828	0.302828	0.201055
Not-Voting	11	1,591,876	0.503988	0.503988	0.334610
Total	817	315,855,675	100.000000	100.000000	66.392474