

PIRELLI & C. S.P.A. - DRAFT OF PROXY FOR ATTENDING THE GENERAL MEETING¹

The undersigned

Company Name/Name and Surname			
taxpayer's code	date of birth	place of birth	province of birth
address/head office address		District	Province
phone number			e-mail

in his/her/its capacity of ² _____

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

Company Name/Name and Surname			
taxpayer's code	date of birth	place of birth	province of birth

to represent him/her/itself at the ordinary and extraordinary general meeting of shareholders of Pirelli & C. S.p.A. called for 10.30 a.m. on Monday May, 13 2013 on single call, to discuss and resolve on the following agenda:

Ordinary General Meeting

- 1. Financial Statements as of 31st December, 2012. Inherent and consequent resolutions.
- 2. Appointment of three members of the Board of Directors and/or reduction of the number of members of the Board of Directors.
- 3. Remuneration policy: consultation.
- 4. Purchase and disposal of treasury shares. Inherent and consequent resolutions.

Extraordinary General Meeting

Amendment to Article 7 (Shareholders' Meeting), Article 10 (Administration of the Company), Article 16 (Board of Statutory Auditors) of the Company By-Laws and introduction of Article 21 (transitional clause) to the Company By-Laws. Inherent and consequent resolutions.

with reference to the following Pirelli & C. S.p.A. ordinary shares _____ ³

Data to be filed in at discretion of the delegating party:
Annual progressive communication no. _____ issued by the intermediary _____

place and date	Signature
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INFORMATION ACCORDING TO THE CODE FOR PROTECTION OF THE PERSONAL DATA

Pirelli & C. S.p.A., with head office in Viale Piero e Alberto Pirelli 25 - 20126 Milan (Italy) (the "Data Controller") hereby gives notice that the personal data which are communicated in this proxy will be used only for the organization of the General Meeting and for any further legal steps which will follow such an event. The personal data will be stored in papery or information systems and used only for the above mentioned purpose and in any case according to the provisions of Italian Legislative Decree 196/2003. 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 how they are used, asking for the updating, amendment, deletion or oppose to their use for legal reasons, know the list of the Responsible for keeping your personal data) contacting the Data Controller, Viale Piero e Alberto Pirelli 25 - Milan (Italy), also by this e-mail address: investorrelations@pirelli.com. Your personal data could be used also by employees or collaborators of the Company duly authorized to use them as Responsible or Designate for the above mentioned purpose.

¹ 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 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.

² Please indicate the capacity of the signer of the proxy (holder the shares as of May 2, 2013 (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.

³ 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 2, 2013 (the "Record date"). For this reason, people who will become shareholders after such date could not attend the meeting and therefore vote in it.