



PIRELLI & C. SOCIETA' PER AZIONI

ORDINARY SHAREHOLDERS' MEETING

HELD ON 10 MAY, 2012 IN MILAN, VIALE SARCA 214

Total n. 870 people entitled to vote present, in person or by proxy, representing n. 323,385,573 ordinary shares equal to 67.975249% of the share capital with voting rights.

SUMMARY REPORT OF THE VOTING RESULTS ON AGENDA

1. Financial statements as of 31st December, 2011. 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	857	322,854,793	99.854342	99.854342	67.863680
Against	0	0	0.000000	0.000000	0.000000
Abstentions	5	244,594	0.075649	0.075649	0.051413
Not-Voting	5	226,356	0.070009	0.070009	0.047580
Total	867	323,325,743	100.000000	100.000000	67.962673

2. Appointment of two 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	794	316,887,241	98.008940	98.008940	66.609308
Against	41	4,319,836	1.336067	1.336067	0.908024
Abstentions	19	1,447,506	0.447694	0.447694	0.304264
Not-Voting	11	670,250	0.207299	0.207299	0.140886
Total	865	323,324,833	100.000000	100.000000	67.962481

3. Board of Statutory Auditors.

- appointment of the standing members and alternate members.

	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 (*)	38	251,669,672	77.837809	77.837809	52.900655
Slate 2 (*)	811	71,365,962	22.072465	22.072465	15.001037
Against	8	238,141	0.073654	0.073654	0.050057
Abstentions	8	50,864	0.015732	0.015732	0.010692
Not-Voting	1	1,103	0.000341	0.000341	0.000232
Total	866	323,325,742	100.000000	100.000000	67.962673

(*) submitted by Camfin, Mediobanca, Edizione, Fondiaria-Sai, Allianz, Assicurazioni Generali, Intesa Sanpaolo, Sinpar and Massimo Moratti, belonging to the shareholder syndicate of Pirelli & C. SpA;

(**) submitted by a group of fund manager companies and financial intermediaries (see web site www.pirelli.com).

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

- determination of the remuneration of the members.

	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	778	311,825,416	96.443115	96.443115	65.545318
Against	18	859,708	0.265895	0.265895	0.180710
Abstentions	56	7,637,292	2.362105	2.362105	1.605349
Not-Voting	14	3,003,326	0.928886	0.928886	0.631295
Total	866	323,325,742	100.000000	100.000000	67.962673

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	301	268,743,674	83.118925	83.118925	56.489589
Against	530	49,564,439	15.329637	15.329637	10.418384
Abstentions	20	2,013,953	0.622889	0.622889	0.423330
Not-Voting	13	3,002,223	0.928549	0.928549	0.631064
Total	864	323,324,289	100.000000	100.000000	67.962367

5. Three years (2012-2014) cash incentive plan for the Management of the Group. 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	809	318,356,065	98.474967	98.474967	66.918053
Against	22	2,597,125	0.803351	0.803351	0.545912
Abstentions	20	1,662,849	0.514358	0.514358	0.349529
Not-Voting	11	670,250	0.207324	0.207324	0.140886
Total	862	323,286,289	100.000000	100.000000	67.954380