



PIRELLI & C. SOCIETA' PER AZIONI

ORDINARY SHAREHOLDERS' MEETING HELD ON 15 MAY 2018 IN MILAN, VIALE SARCA 214

Total n. 373 people entitled to vote present, in person or by proxy, representing n. 821,823,689 ordinary shares equal to 82.182369% of the share capital with voting rights.

SUMMARY REPORT OF THE VOTING RESULTS ON AGENDA

1. Financial Statements as at 31 December 2017. 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	341	817,991,793	99.533733	99.533733	81.799179
Against	1	2,566	0.000312	0.000312	0.000257
Abstentions	14	492,473	0.059924	0.059924	0.049247
Not-Voting	17	3,336,857	0.406031	0.406031	0.333686
<b>Total</b>	<b>373</b>	<b>821,823,689</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.182369</b>

2. Appointment of a Director prior to bringing the number of members composing the Board of Directors up to 15.

	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	344	178,085,839	93.371861	93.371861	17.808584
Against	16	12,641,163	6.627865	6.627865	1.264116
Abstentions	11	523	0.000274	0.000274	0.000052
Not-Voting	0	0	0.000000	0.000000	0.000000
<b>Total (*)</b>	<b>371</b>	<b>190,727,525</b>	<b>100.000000</b>	<b>100.000000</b>	<b>19.072753</b>

(\*) with the abstention to the vote of the controlling shareholder Marco Polo International Italy S.p.A..

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 (*)	38	651,226,584	79.241738	79.241738	65.122658
Slate 2 (**)	320	149,023,787	18.133326	18.133326	14.902379
Against	2	21,795	0.002652	0.002652	0.002180
Abstentions	11	523	0.000064	0.000064	0.000052
Not-Voting	1	21,550,000	2.622220	2.622220	2.155000
<b>Totale</b>	<b>372</b>	<b>821,822,689</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.182269</b>

(\*) submitted by Marco Polo International Italy S.p.A..

(\*\*) submitted by a group of Asset Management Companies and Institutional Investors (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	347	816,616,960	99.366563	99.366563	81.661696
Against	9	21,805	0.002653	0.002653	0.002181
Abstentions	6	363,722	0.044258	0.044258	0.036372
Not-Voting	10	4,820,202	0.586526	0.586526	0.482020
<b>Total</b>	<b>372</b>	<b>821,822,689</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.182269</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	44	668,733,755	81.372073	81.372073	66.873376
Against	293	145,220,053	17.670496	17.670496	14.522005
Abstentions	15	842,226	0.102483	0.102483	0.084223
Not-Voting	19	7,026,155	0.854948	0.854948	0.702616
<b>Total</b>	<b>371</b>	<b>821,822,189</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.182219</b>

5. Three-year monetary Incentive Plan (2018/2020) for Pirelli's Group Management. 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	218	787,745,938	95.853574	95.853574	78.774594
Against	122	26,686,365	3.247219	3.247219	2.668637
Abstentions	12	363,731	0.044259	0.044259	0.036373
Not-Voting	19	7,026,155	0.854948	0.854948	0.702616
<b>Total</b>	<b>371</b>	<b>821,822,189</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.182219</b>

6. "Directors and Officers Liability Insurance" Insurance Policy. 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	339	814,304,063	99.085188	99.085188	81.430406
Against	0	0	0.000000	0.000000	0.000000
Abstentions	13	491,971	0.059863	0.059863	0.049197
Not-Voting	19	7,026,155	0.854948	0.854948	0.702616
<b>Total</b>	<b>371</b>	<b>821,822,189</b>	<b>100.000000</b>	<b>100.000000</b>	<b>82.182219</b>