PIRELLI & C. S.P.A. - DRAFT OF PROXY FOR ATTENDING THE GENERAL MEETING[1]

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 general meeting of shareholders of Pirelli & C. S.p.A. called for 14.00 p.m. on Thursday May, 10 2012 on single call, to discuss and resolve on the following agenda:

1. Financial statements as of 31st December, 2011. Inherent and consequent resolutions.
2. Appointment of two members of the Board of Directors.
3. Board of Statutory Auditors:
   - appointment of the standing members and alternate members;
   - appointment of the Chairman;
   - determination of the remuneration of the members.
4. Remuneration Policy; consultation.
5. Three years (2012-2014) cash incentive plan for the Management of the Group. 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

* * *

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 eAlberto 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 April 30, 2012 (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 April 30 2012 (the "record date"). For this reason, people who will become shareholders after such date could not attend the meeting and therefore vote in it.