

Unofficial translation



PIRELLI & C. S.P.A.

**DRAFT OF PROXY FOR ATTENDING THE GENERAL MEETING**

With reference to the Ordinary and Extraordinary General Meeting of Pirelli & C. S.p.A. called in Milan, Viale Sarca n. 214, at 3 p.m of Tuesday 20th April, 2010 in first call and, if necessary, at 10.30 a.m. of Wednesday 21st April, 2010 on second call (hereinafter the "General Meeting"), to discuss and resolve upon the following

AGENDA

ORDINARY GENERAL MEETING

1. Financial statements as of 31st December, 2009. Inherent and consequent resolutions.

EXTRAORDINARY GENERAL MEETING

Amendment of articles 5 (Share capital), 7 (Shareholders' meetings) and 16 (Statutory Auditors) of the By-Laws. Subdivision of the articles of the By-Laws in numbered paragraphs. Inherent and consequent resolutions. Granting of powers.

The undersigned \_\_\_\_\_<sup>1</sup>

ordinary shareholder of Pirelli & C. S.p.A. (hereinafter, the "Shareholder"), hereby grants proxy to:

\_\_\_\_\_<sup>2</sup>

for attending the meeting and representing him/her for all his/her shares with voting rights in the General Meeting<sup>3</sup> fully approving his/her conduct.

Signature of the Shareholder \_\_\_\_\_

Place and Date of signature of the proxy \_\_\_\_\_

<sup>1</sup> Please insert the personal data of the Shareholder as indicated on the communication for attending the General Meeting issued by the broker according to art. 2370 of the Italian civil code: name, surname or corporate name, fiscal code or V.A.T. code, complete personal address or corporate head office.

<sup>2</sup> Please indicate: name, surname or corporate name of the proxyholder and of the person/s entitled to substitute him/her.

<sup>3</sup> The proxyholder is kindly invited to attend the General Meeting with copy of the communication issued by the broker according to art. 2370 of the Italian civil code and his/her identity paper.