



PIRELLI & C. SOCIETA' PER AZIONI

SPECIAL SHAREHOLDERS' MEETING  
HELD ON 31 JANUARY, 2012 IN MILAN, VIALE SARCA 214

Total n. 4 Shareholders present, in person or by proxy, representing n. 222.785 saving shares equal to 1,818458% of the share capital represented by saving shares

SUMMARY REPORT OF THE VOTING RESULTS ON AGENDA

**1. Appointment of the common representative of the holders of saving shares for the financial years 2012, 2013 and 2014; inherent and consequent resolutions.**

|             | N. SHAREHOLDERS (IN PERSON OR BY PROXY) | N. SAVING SHARES | % SAVING SHARES REPRESENTED AT THE MEETING | % OF VOTING SHARES | % SHARE CAPITAL REPRESENTED BY SAVING SHARES |
|-------------|---|------------------|--|--------------------|--|
| In favour   | 3                                       | 222.655          | 99,941648                                  | 99,941648          | 1,817397                                     |
| Against     | 1                                       | 130              | 0,058352                                   | 0,058352           | 0,001061                                     |
| Abstentions | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Not-Voting  | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Total       | 4                                       | 222.785          | 100,000                                    | 100,000            | 1,818458                                     |

**2. Determination of the fee in favour of the common representative of the holders of savings shares; inherent and consequent resolutions.**

|             | N. SHAREHOLDERS (IN PERSON OR BY PROXY) | N. SAVING SHARES | % SAVING SHARES REPRESENTED AT THE MEETING | % OF VOTING SHARES | % SHARE CAPITAL REPRESENTED BY SAVING SHARES |
|-------------|---|------------------|--|--------------------|--|
| In favour   | 3                                       | 222.655          | 99,941648                                  | 99,941648          | 1,817397                                     |
| Against     | 1                                       | 130              | 0,058352                                   | 0,058352           | 0,001061                                     |
| Abstentions | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Not-Voting  | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Total       | 4                                       | 222.785          | 100,000                                    | 100,000            | 1,818458                                     |

**3. Resolution upon the fund pursuant to art. 146, paragraph 1, letter c) of Legislative Decree February 24, 1998, n. 58.**

|             | N. SHAREHOLDERS (IN PERSON OR BY PROXY) | N. SAVING SHARES | % SAVING SHARES REPRESENTED AT THE MEETING | % OF VOTING SHARES | % SHARE CAPITAL REPRESENTED BY SAVING SHARES |
|-------------|---|------------------|--|--------------------|--|
| In favour   | 4                                       | 222.785          | 100,000                                    | 100,000            | 1,818458                                     |
| Against     | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Abstentions | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Not-Voting  | 0                                       | 0                | 0,000                                      | 0,000              | 0,000  |
| Total       | 4                                       | 222.785          | 100,000                                    | 100,000            | 1,818458                                     |