

2015 Financial Results

March 15, 2016



KEY MESSAGES

- **2015 Operating results in line with guidance**, with progress in Consumer business more than compensating for weakness in Industrial business end-markets
- Partnership with ChemChina: integration plan in progress, aiming to improve coverage of strategic markets and creating the world's #4 player in Industrial tyres

Financial Communication going forward: commitment to quarterly reporting with granular disclosure even during delisting period, conference calls to be resumed in H2 2016

PIRELLI FINANCIAL COMMUNICATION GOING FOWARD

Both classes of Pirelli shares (Ordinary and Savings) now delisted

Special Meeting of Savings Shareholders of February 15th 2016 approved mandatory conversion of savings shares into a special class of delisted shares (last day of trading of saving shares was February 25th)

Reporting

- Quarterly results with granular disclosure
- Guidance to be reinstated following Industrial Business asset integration as part of CNRC partnership
- Annual and quarterly financial reports

Quarterly Earnings Call

- To be reinstated in H2 2016
- Targeted for bond holders and credit analysts, open to sell-side equity analysts, equity investors and financial media

Pirelli website - IR section

- Will continue to provide updated information on tyre industry, company strategy and financial results
- Dedicated credit markets section with information on Pirelli debt facilities (loans and bonds), ratings, credit analyst coverage



CHEMCHINA-PIRELLI LONG-TERM PARTNERSHIP AND INDUSTRIAL BUSINESS INTEGRATION

- > Objective: strengthening Pirelli's development plans
 - **Consumer business**: strengthening of Premium strategy, reinforcing coverage of strategic geographical areas such as China
 - Industrial business: creating the 4th global tyre player with capacity increase from 6 to 16 mln pcs resulting from the combination of industrial tyre assets owned by ChemChina and by Pirelli
- **Products and production:** full product & market coverage across all business segments (Car, Moto, Truck, OTR and Agro) through a diversified production base
- > Several areas of synergies such as product improvement, market coverage and procurement (combined bargaining power to achieve economy of scale)
- > Business integration in line with expectations, identifying synergies and developing the integrated business plan

Long-Term Partnership between Pirelli and ChemChina will result in a global leading tyre player in both the Consumer and Industrial sectors

AGENDA

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FY 2015 OPERATING RESULTS IN LINE WITH GUIDANCE

	2015 targets November 2015	2015 Results	
Revenues	> 6,25 €/bln	6.31 €/bln	
 Volumes 	-0.5% ÷ -1%	-1.6%	Worsening trends in Emerging Markets
- o/w Premium	≥ 10%	+12.7%	(LatAm)
• Price/mix	≥+5.5%	+7.1%	Record price/mix improvement due to
Foreign Exchange	~ -1.5%	-0.6%	both Premium outperformance and price increases in Emerging Markets
Total Revenues Growth	~+4%	+4.9%	moreages in Emerging mainess
EBIT before non recurring items and restructuring costs	~ 925 €/mln	918.5 €/mln	
Non recurring items and restructuring costs) ~ 55 €/mln	68.2 €/mln	Higher non recurring items resulting from Industrial BU separation and early termination of LTI program
EBIT	~ 870 €/mIn	850.3 €/mln	
Capex	<400 €/mIn	391.4 €/mln	
Net Cash Flow before Dividends, Steelcord disposal and Ver	≥ 300 €/mln nezuela deconsolidation	192.1 €/mln	Net Cash Flow and NFP discount the postponement of certain financial assets disposal already included in the annual
Net Financial Position before Venezuela deconsolidation	~850 €/mIn	921.4€ mln	targets for a total amount of around 120 €/mln
Net Financial Position		1,199.1 € mln	



2015 CONSUMER & INDUSTRIAL RESULTS IN LINE VS GUIDANCE

Consumer Business

	2015 Targets November 2015	2015 Results
Revenues	> 5.0 € bln	5.05 € bln
 Volumes 	~+1%	+0.3%
- o/w Premium	≥+10%	+12.7%
• Price/mix	> +6.5%	+7.6%
• Forex	flat	+1.6%
Total	>+8%	+9.5%
EBIT margin before non-recurring items and restr. costs	~ 16%	16.2%

Progressing faster than Nov. 2013 Industrial Plan targets:

- Premium weight on Consumer Sales already at 60% (2016 target)
- Profitability above 16% (>15.5% 2016 target)

Industrial Business		
	2015 Targets November 2015	2015 Results
Revenues	~1.25 € bln	1.25 € bln
 Volumes 	~ -6%	-7.9%
 Price/mix 	> +2%	+5.3%
• Forex	~ -7%	-7.7%
Total	~ -11%	-10.3%
EBIT margin before non-recurring items and restr. costs	≥ 8%	8.8%

- In line with 2015 updated targets, sustained by price increases, product and channel mix
- Prolonged weak economic activity in South America severely impacting Truck sales and tyre replacement business

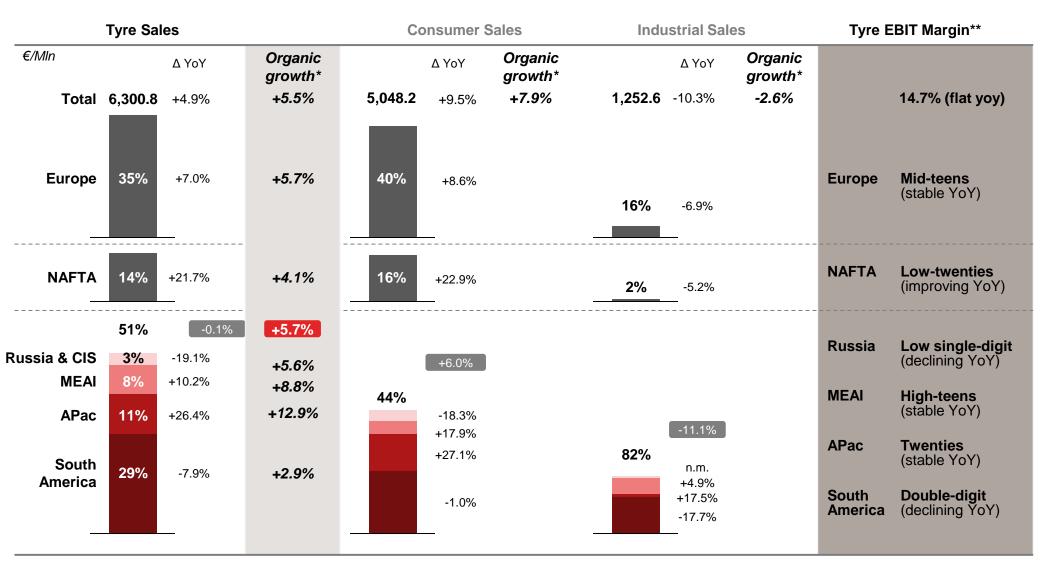


PIRELLI KEY FINANCIAL RESULTS

€/MIn	FY 14	FY 15	Δ yoy	4Q 14	4Q 15	Δ yoy	FY/4Q Highlights
Revenues	6,018.1	6,309.6	+4.8%	1,489.4	1,597.7	+7.3%	Faster organic growth in Q4, fuelled
Organic Growth ¹			+5.4%			+11.9%	by Premium and Price/Mix
EBITDA before non recurring items and restr. Costs	1,168.0	1,242.7	+6.4%	300.3	349.3	+16.3%	 Full Year top line performance exceeds expectations
Margin	19.4%	19.7%	+0.3 p.p.	20.2%	21.9%	+1.7 p.p.	
EBIT before non recurring items and restr. costs	869.2	918.5	+5.7%	221.4	261.3	+18.0%	Quality top-line growth translates into
Margin	14.4%	14.6%	+0.2 p.p.	14.9%	16.4%	+1.5 p.p.	record Q4 profitability
EBIT	837.9	850.3	+1.5%	208.2	202.2	-2.9%	 Consumer profitability at 18.2% in Q4
Margin	13.9%	13.5%	-0.4 p.p.	14.0%	12.7%	-1.3 p.p.	
Results from Equity Investments	(87.0)	(41.4)		(54.7)	(35.2)		
Financial Income / (Charges)	(262.4)	(328.2)		(126.7)	(147.7)		Venezuela Deconsolidation following
Adjusted PBT ²	488.5	480.7		26.8	19.3		loss of operational control over local
Venezuela decons. (one off)	0.0	(559.5)		0	(559.5)		subsidiary
PBT	488.5	(78.8)		26.8	(540.2)		
Tax Rate on Adjusted PBT	-35.5%	-38.0%		-33.6%	n.m		Merger with MarcoPolo triggers development of the second of the
Deferred tax assets deval. (one off)	0.0	(107.6)		0.0	(107.6)		devaluation of tax assets of the Italian company
Net Income before disc. Operations	315.2	(368.9)		17.8	(660.1)		
Discontinued operations	17.6	(14.6)		15.0	0.0		
Net Income	332.8	(383.5)		32.8	(660.1)		
Attributable Net Income	319.3	(391.4)		28.8	(659.4)		
Adjusted Net Income (before disc. operations, Venezuela and deferred tax assets dev.)	315.2	298.2		17.8	7.0		



FY 2015 PERFORMANCE BY REGION



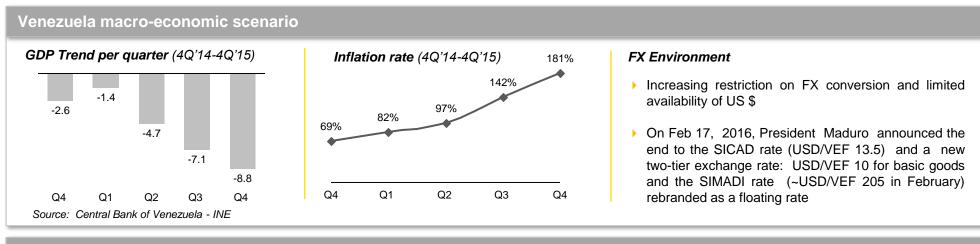
^{*} Excluding exchange rate effects

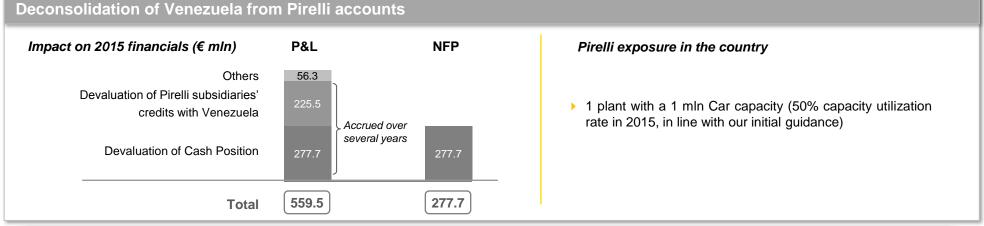


^{**} Before non recurring items and restructuring costs

UPDATE ON VENEZUELA

Worsening macro-economic conditions and FX currency availability have limited our ability to make and execute operational decisions at our Venezuela subsidiary which as of 31.12.2015 is accounted for as an investment, in line with the approach of several multinationals active in the Country.

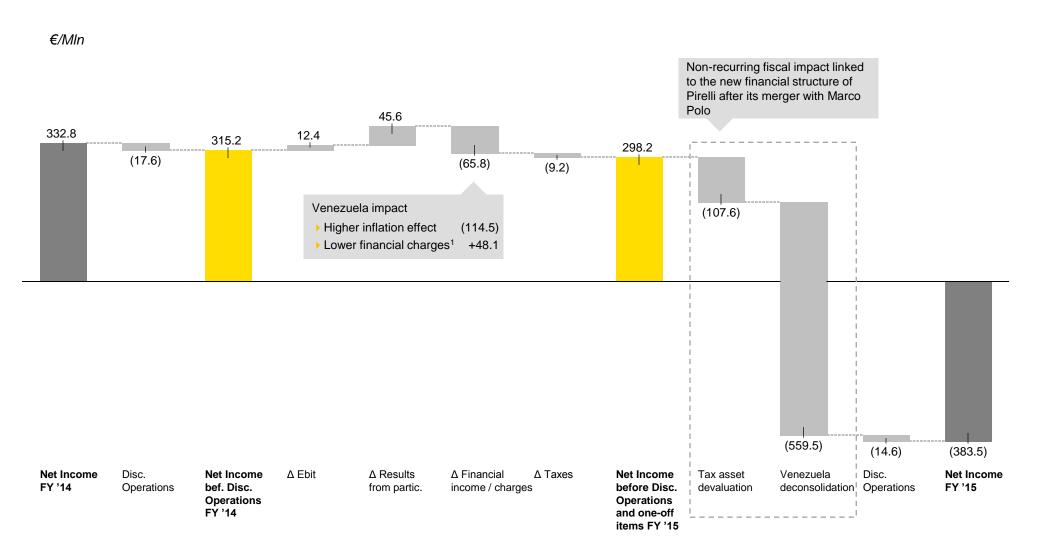




Going Foward: very limited exposure to the Country (18.9€/mln the asset value of the subsidiary), our financial results will not include Venezuela, considered operationally independent and whose activity will depend on availability of foreign currency. We will continue in our effort to get cash from the country for reimbursement of all open positions.



PIRELLI NET INCOME FY 2015 VS FY 2014

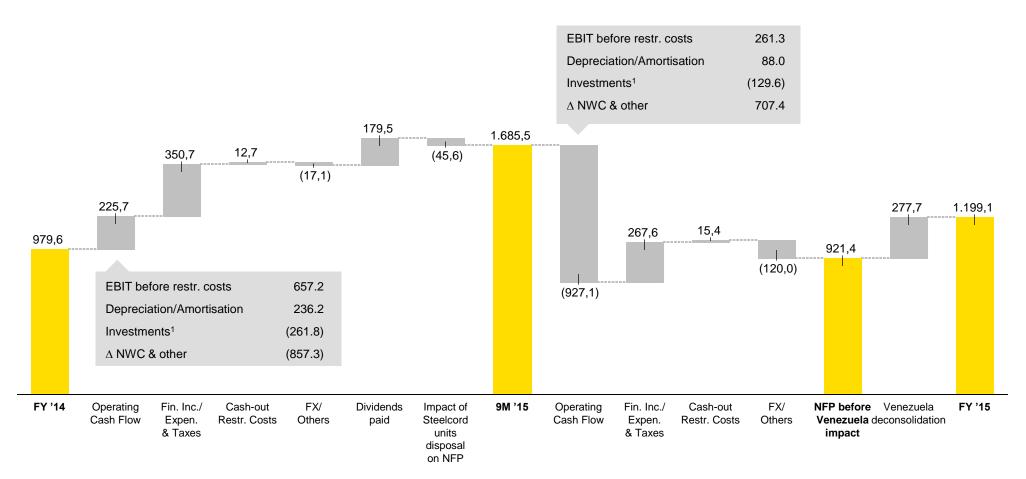


¹ Lower exchange rate loss on trade payables (24.0 €/mln as at 31 December 2015 vs. 72.1 €/mln as at 31 December 2014)



FY 2015 NET FINANCIAL POSITION

€/MIn





¹ Tangible and intangible investments

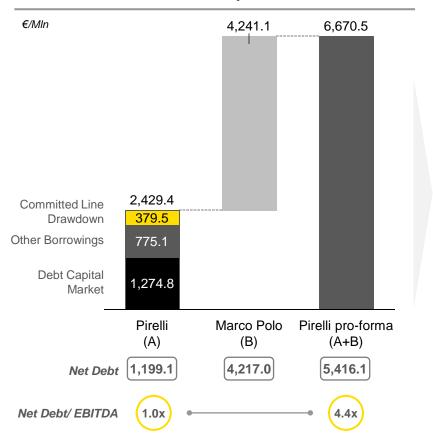
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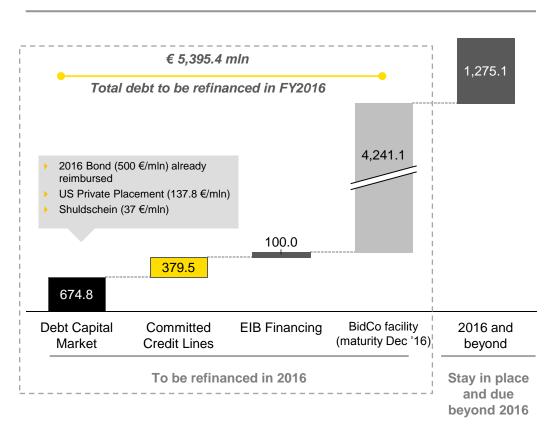


NEW DEBT STRUCTURE POST MARCO POLO MERGER INTO PIRELLI

Pirelli YE 2015 Gross Debt pro-forma



Breakdown of Gross Debt YE 2015 to be refinanced in 2016



<u>Pirelli 2019 Bond</u> expected to remain in place until its natural maturity since the change of control clause does not apply (merger of Marcopolo in Pirelli)



RATING AND REFINANCING PLAN

RATING: A public credit rating of Pirelli debt will be issued by at least 2 major agencies, applicable to new notes

2016 RE-FINANCING PLAN UP TO 7 € BLN (approved by Pirelli Board of Directors on February 15th)

Refinancing 5.4€ bln of Debt in 2016 and accommodating for working capital swings
 Extend Pirelli Debt maturity: ~80% of New financing maturing beyond 2021
 Multicurrency bank loans (term loan and revolving credit facility)
 Multicurrency bonds addressed to Institutional Investors

Roadshow

 Subject to market conditions, Company is planning to be on the road in 1H2016

Pirelli retains the option, if necessary due to adverse market conditions, to utilise the 6.8 € bln Mergeco Facility loan, made available to the company by a pool of banks in the context of Marco Polo Industrial Holding acquisition offer for Pirelli

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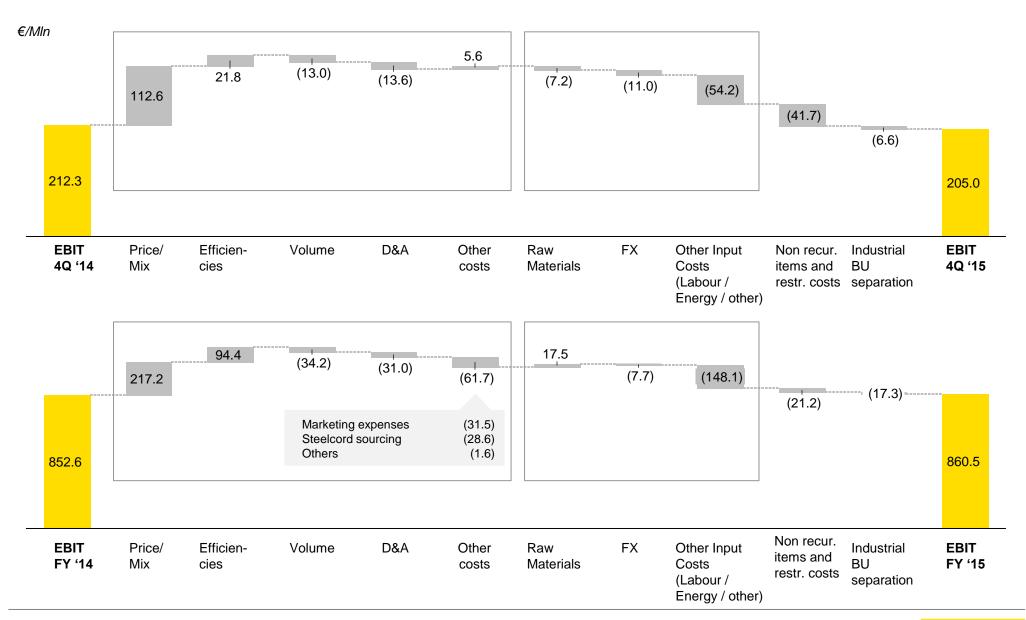
KEY TYRE RESULTS

€/MIn

	Q1'15	Δ %	Q2'15	Δ %	Q3'15	Δ %	Q4'15	Δ %	FY'15	Δ %
Revenues	1,565.3	+6.5%	1,608.4	+6.4%	1,531.3	-0.5%	1,595.8	+7.3%	6,300.8	+4.9%
o/w Premium	726.9	+13.6%	770.5	+19.4%	765.1	+17.9%	754.6	+25.3%	3,017.1	+19.0%
EBITDA before non recur. items and restr. costs	293.5	+4.7%	319.1	+3.4%	285.4	-0.6%	351.5	+16.9%	1,249.5	+6.2%
Margin	18.8%	-0.3 p.p.	19.8%	-0.6 p.p.	18.6%	-0.1 p.p.	22.0%	+1.8 p.p.	19.8%	+0.2 p.p.
EBIT before non recur. items and restr. costs	215.3	+2.4%	239.7	+1.5%	207.8	-1.8%	264.0	+18.8%	926.8	+5.3%
Margin	13.8%	-0.5 p.p.	14.9%	-0.7 p.p.	13.6%	-0.2 p.p.	16.5%	+1.6 p.p.	14.7%	0.0 p.p.
EBIT	213.3	+4.1%	238.2	+4.0 %	204.0	-1.1%	205.0	-3.4%	860.5	+0.9%
Margin	13.6%	-0.3 p.p.	14.8%	-0.4 p.p.	13.3%	-0.1 p.p.	12.8%	-1.5 p.p.	13.7%	-0.5 p.p.
Revenue drivers	Q1	'15	Q2	'15	Q3	3'15	Q4	'15	FY	·15
Δ Price/Mix	+3.	7%	+3.	4%	+7	.0%	+14	.4%	+7.	1%
Δ Volumes	-1.3	3%	+0.	6%	-3.	.3%	-2.	5%	-1.0	6%
o/w Premium	+10	.0%	+11	.0%	+12	2.2%	+18	2.3%	+12	.7%
Δ Revenues (before exchange rate impact)	+2.	4%	+4.	0%	+3	.7%	+11	.9%	+5.	5%
Δ Exchange Rate	+4.	1%	+2.	4%	-4.	.2%	-4.	6%	-0.	6%



PIRELLI TYRE OPERATING PERFORMANCE



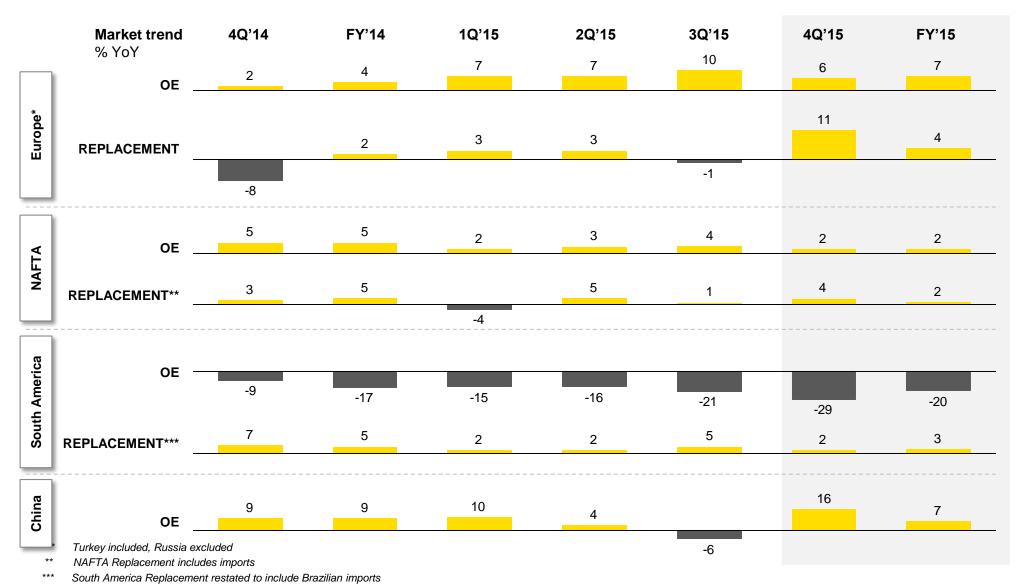
CONSUMER BUSINESS: PIRELLI PERFORMANCE

€/MIn

	Q1'15	Δ %	Q2'15	Δ %	Q3'15	Δ %	Q4'15	Δ %	FY'15	Δ %
Revenues	1,237.4	+9.6%	1,284.3	+10.8%	1,239.9	+5.3%	1,286.6	+12.5%	5,048.2	+9.5%
o/w Premium	726.9	+13.6%	770.5	+19.4%	765.1	+17.9%	754.6	+25.3%	3,017.1	+19.0%
% revenues	58.7%	+2.0 p.p.	60.0%	+4.4 p.p.	61.7%	+6.6 p.p.	58.7%	+6.1 p.p.	59.8%	+4.8 p.p.
EBITDA before non recur. items and restr. costs	246.3	+12.3%	276.8	+12.9%	255.9	+12.2%	305.4	+26.1%	1,084.4	+16.0%
Margin	19.9%	+0.5 p.p.	21.6%	+0.5 p.p.	20.6%	+1.2 p.p.	23.7%	+2.5 p.p.	21.5%	+1.2 p.p.
EBIT before non recur. items and restr. costs	182.0	+11.9%	210.0	+12.4%	190.4	+13.8%	233.8	+29.6%	816.2	+17.1%
Margin	14.7%	+0.3 p.p.	16.4%	+0.3 p.p.	15.4%	+1.2 p.p.	18.2%	+2.4 p.p.	16.2%	+1.1 p.p.
EBIT	180.4	+13.6%	208.5	+15.0%	187.2	+14.0%	186.8	+8.5%	762.9	+12.8%
Margin	14.6%	+0.5 p.p.	16.2%	+0.6 p.p.	15.1%	+1.2 p.p.	14.5%	-0.5 p.p.	15.1%	+0.4 p.p.
Revenue drivers	Q1	·15	Q2	'15	Q3	·15	Q4	·15	FY	'15
Δ Price/Mix	+4.	7%	+4.	1%	+7.	8%	+14	.1%	+7.	.6%
Δ Volumes	+0.	4%	+2.	2%	-1.4	4%	-0.	1%	+0.	.3%
o/w Premium	+10	0.0%	+11	.0%	+12	.2%	+18	2.3%	+12	2.7%
Δ Revenues (before exchange rate impact)	+5.	1%	+6.	3%	+6.	4%	+14	.0%	+7.	.9%
Δ Exchange Rate	+4.	5%	+4.	5%	-1.1	1%	-1.	5%	+1.	.6%



CONSUMER BUSINESS: KEY MARKET TRENDS



Source: Local tyre manufacturer associations

INDUSTRIAL BUSINESS: PIRELLI PERFORMANCE

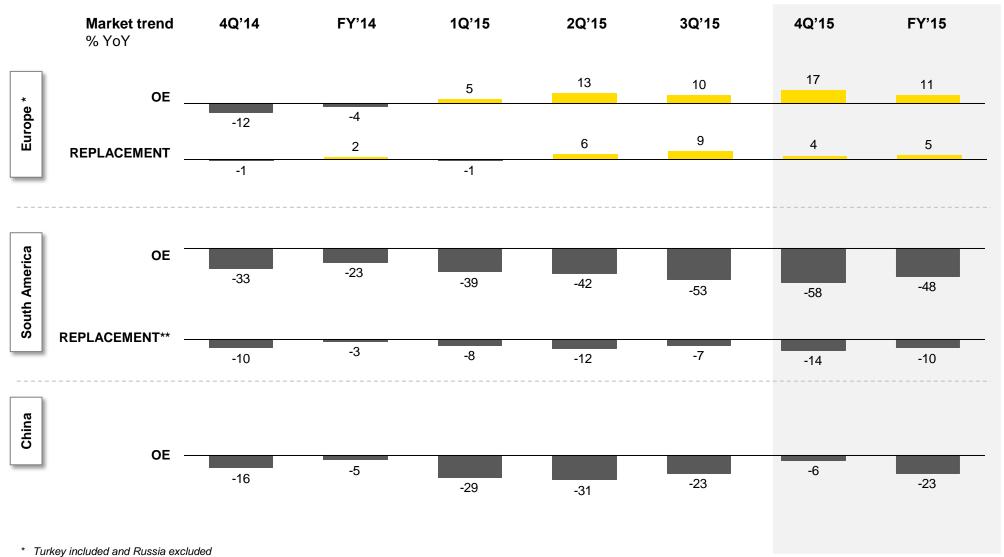
€/MIn

	Q1'15	Δ %	Q2'15	Δ %	Q3'15	Δ %	Q4'15	Δ %	FY'15	Δ %
Revenues	327.9	-3.8%	324.1	-7.8%	291.4	-19.3%	309.2	-10.0%	1,252.6	-10.3%
EBITDA before non recur. items and restr. costs	47.2	-22.5%	42.3	-33.5%	29.5	-50.2%	46.1	-21.2%	165.1	-31.8%
Margin	14.4%	-3.5 p.p.	13.1%	-5.0 p.p.	10.1%	-6.3 p.p.	14.9%	-2.1p.p.	13.2%	-4.1 p.p.
EBIT before non recur. items and restr. costs	33.3	-30.0%	29.7	-39.8%	17.4	-60.8%	30.2	-27.9%	110.6	-39.6%
Margin	10.2%	-3.8 p.p.	9.2%	-4.8 p.p.	6.0%	-6.3 p.p.	9.8%	-2.4 p.p.	8.8%	-4.3 p.p.
EBIT	32.9	-28.6%	29.7	-37.9%	16.8	-60.1%	18.2	-54.7%	97.6	-44.6%
Margin	10.0%	-3.5 p.p.	9.2%	-4.4 p.p.	5.8%	-5.9 p.p.	5.9%	-5.8 p.p.	7.8%	-4.8 p.p.

-3.4 p.p. vs. FY 2014 excl. Steelcord business

Revenue drivers	Q1'15	Q2'15	Q3'15	Q4'15	FY'15
∆ Price/Mix	-0.1%	+1.3%	+4.8%	+15.4%	+5.3%
Δ Volumes	-6.7%	-4.7%	-9.7%	-10.5%	-7.9%
Δ Revenues (before exchange rate impact)	-6.8%	-3.4%	-4.9%	+4.9%	-2.6%
Δ Exchange Rate	+3.0%	-4.4%	-14.4%	-14.9%	-7.7%

INDUSTRIAL BUSINESS: KEY MARKET TRENDS



Source: Major external data providers for each Region and Pirelli estimates



^{**} Non-pool members' imports not included

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PIRELLI BALANCE SHEET

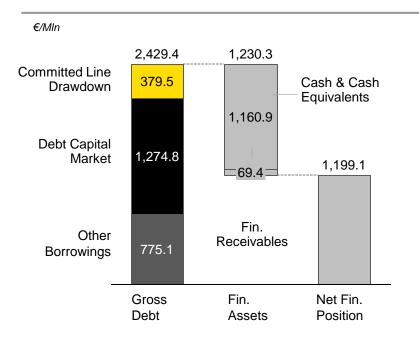
€/MIn	FY'14	FY'15
FIXED ASSETS	3,874.0	3,780.5
Inventories	1,055.0	1,053.9
Trade receivables	673.8	676.2
Trade payables	(1,394.4)	(1,313.1)
NET OPERATING WORKING CAPITAL	334.4	417.0
Other payables/receivables	33.9	(107.6)
Net Working Capital	368.3	309.4
Net Invested Capital held for sale	30.8	-
NET INVESTED CAPITAL	4,273.1	4,089.9
Total Net Equity	2,611.5	2,343.5
Provisions	682.0	547.3
Net Financial Position	979.6	1,199.1
TOTAL	4,273.1	4,089.9
Attributable Net Equity	2,548.3	2,280.1
Equity per Share (euro)	5.22	4.67

PIRELLI GROUP CASH FLOW

€/MIn	1Q'15	2Q'15	3Q'15	4Q'15	FY'15
EBIT before restructuring costs	213.4	238.0	205.8	261.3	918.5
Depreciation / Amortisation	78.5	79.7	78.0	88.0	324.2
Net investments	(85.6)	(103.2)	(73.0)	(129.6)	(391.4)
Working capital / other variations	(895.2)	151.6	(113.7)	707.4	(149.9)
OPERATING CASH FLOW	(688.9)	366.1	97.1	927.1	701.4
Financial income / (expenses)	(52.1)	(61.3)	(67.1)	(147.7)	(328.2)
Taxes	(54.2)	(63.7)	(52.4)	(119.9)	(290.1)
NET OPERATING CASH FLOW	(795.1)	241.1	(22.4)	659.5	83.1
Financial investments/divestments	(14.4)	(0.4)	-	6.6	(8.2)
Other dividends paid	(7.6)	(2.5)	-	-	(10.1)
Cash-out for restructuring	(6.4)	(2.6)	(3.7)	(15.4)	(28.1)
Venezuela impact on financial charges	-	14.2	9.1	0.7	24.0
Tax assets devaluation	-	-	-	107.6	107.6
Call option exercised on Fenice	-	-	(12.2)	-	(12.2)
Exchange rate differentials / others	45.8	(37.4)	22.5	5.1	36.0
NET CASH FLOW BEFORE DIVIDENDS & STEELCORD	(777.7)	212.4	(6.7)	764.1	192.1
Dividends paid	-	(179.5)	-	-	(179.5)
Impact on NFP of Steelcord units disposal	24.4	35.6	(14.4)	-	45.6
Impact on NFP of Venezuela deconsolidation	-	-	-	(277.7)	(277.7)
NET CASH FLOW	(753.3)	68.5	(21.1)	486.4	(219.5)

PIRELLI DEBT STRUCTURE AS OF DECEMBER 31, 2015

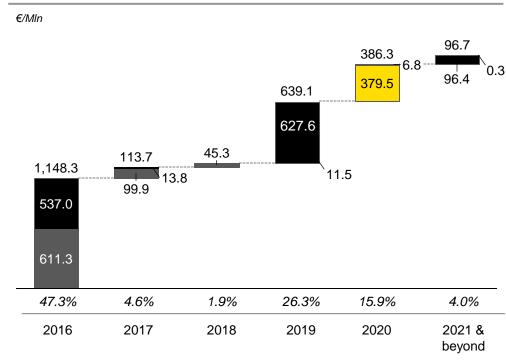
Net Financial Position



Liquidity Profile

€/MIn	
Liquidity position	1,160.9
Total committed lines not drawn due 2020	820.5
Liquidity Margin	1,981.4

Gross Debt Maturity



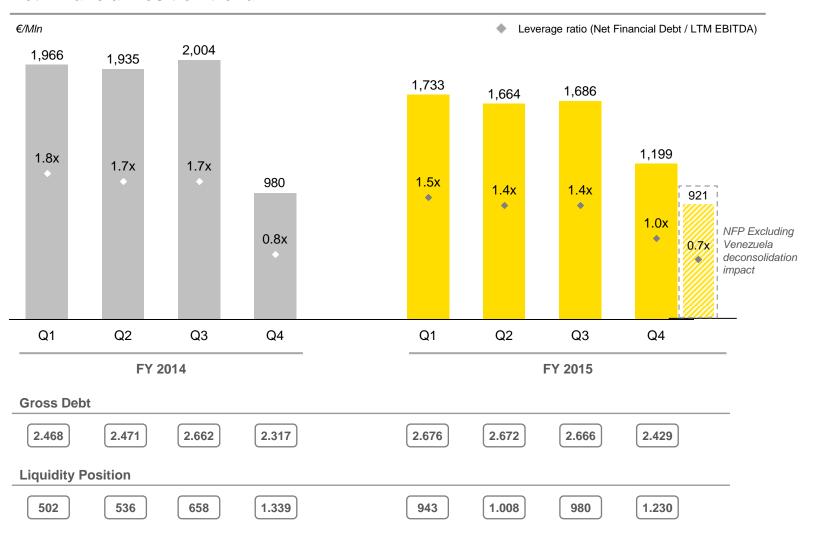
Debt Profile

- ~ 50% of debt maturity beyond 2016
- Cost of debt 5.90% as of December 31th, 2015
- Gross debt profile ~ 80% Fixed and ~ 20% Floating
- Average debt maturity: ~ 2.2 years



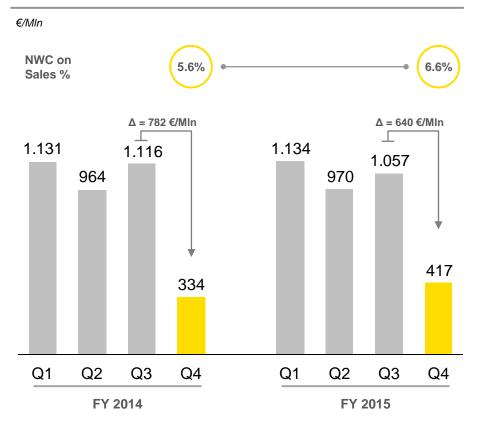
NET FINANCIAL DEBT

Net Financial Position trend



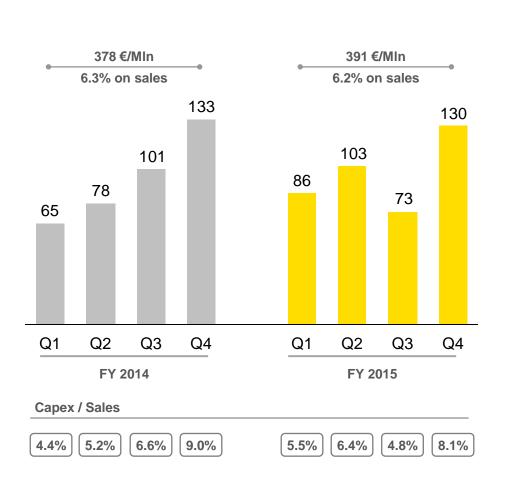
OPERATING NET WORKING CAPITAL AND CAPEX SEASONALITY TREND

Operating Net Working Capital



Capex



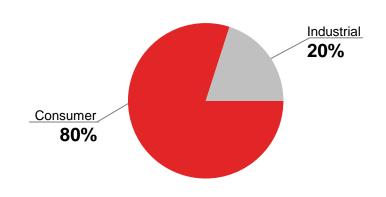


NWC Definition: inventories + trade receivables - trade payables +/- other payables/receivables

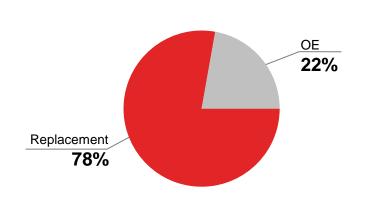


FY 2015 PIRELLI TYRE MIX

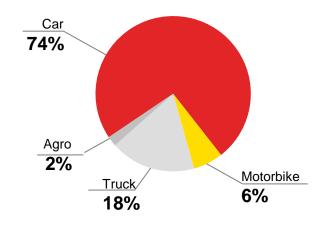
Sales by Business



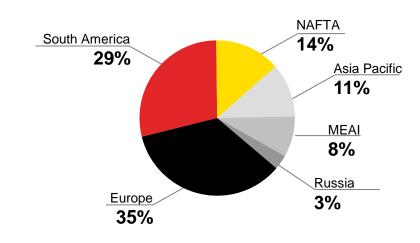
Sales by Channel



Sales by Segment



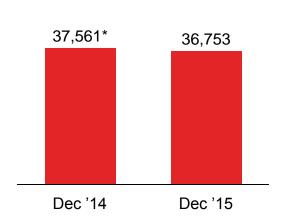
Sales by Region





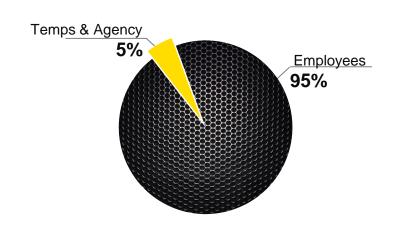
DECEMBER 2015 PIRELLI PEOPLE

Headcount

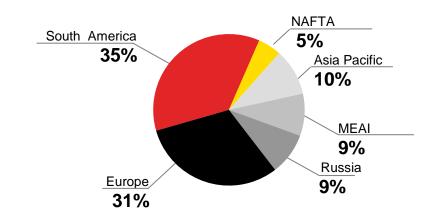


^{*} Without Steelcord headcount

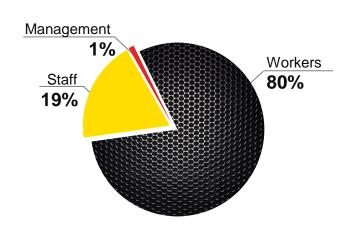
People by Contract



People by Region

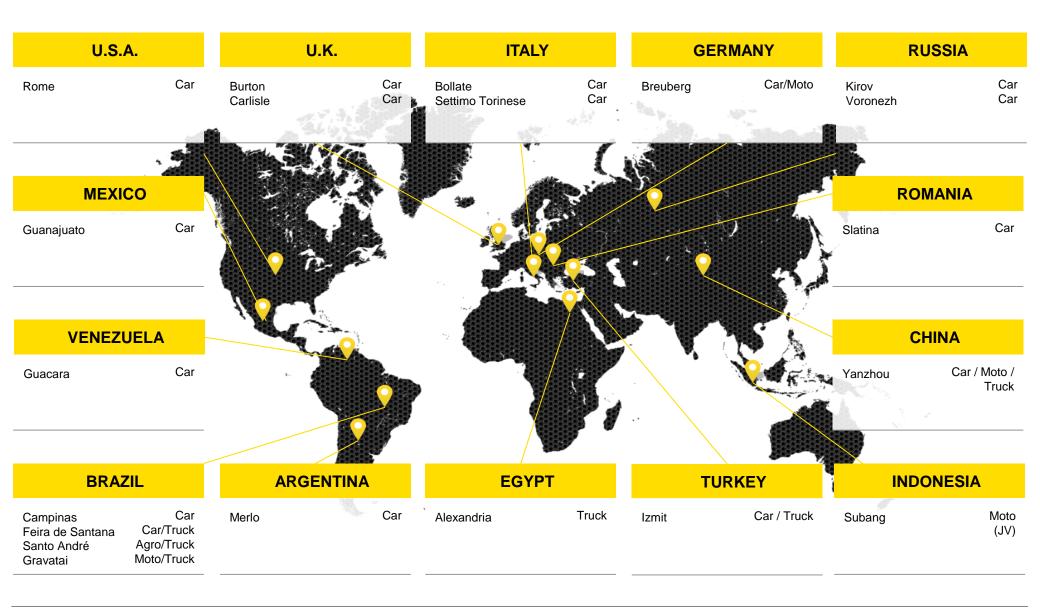


People by Cluster





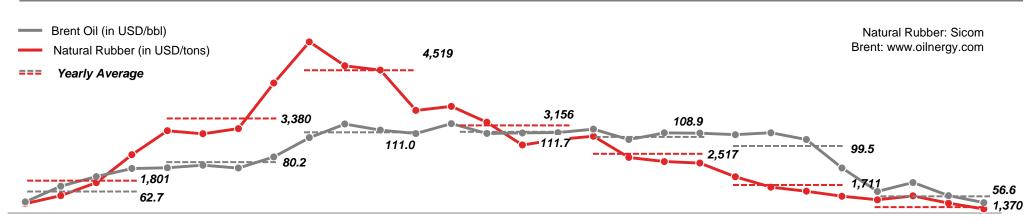
PIRELLI PLANTS IN THE WORLD





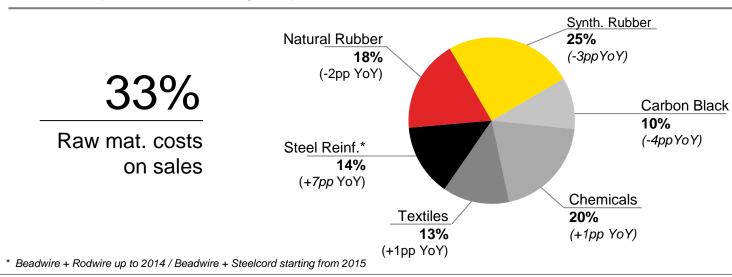
RAW MATERIALS

Raw Material Price Trend



1Q09 2Q09 3Q09 4Q09 1Q10 2Q10 3Q10 4Q10 1Q11 2Q11 3Q11 4Q11 1Q12 2Q12 3Q12 4Q12 1Q13 2Q13 3Q13 4Q13 1Q14 2Q14 3Q14 4Q14 1Q15 2Q15 3Q15 4Q15

FY 2015 Mix (Based on Purchasing Cost)





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