



**Pirelli & C. S.p.A.**  
**SHAREHOLDERS' MEETING – 15 MAY 2018**  
**Appointment of a new Director.**  
**Memorandum as to documents relating to nomination.**

The Shareholders of Pirelli & C. S.p.A (“**Pirelli**” or the “**Company**”) other than Marco Polo International Italy S.p.A. (“**Shareholders**”) who wish to submit proposals for the appointment of a new Director in the Company’s Board are kindly required to file the following documents:

- **curriculum vitae**<sup>1</sup> stating the personal and professional characteristics of the candidate, including personal particulars, and containing (possibly as an annex) all directorships and statutory auditing appointments currently held (with a separate statement of all those (i) in companies listed in Italian or equivalent foreign regulated stock markets) and (ii) banking, insurance, or financial companies<sup>2</sup>) as well as your suitability to be deemed “independent” under the provisions of the Legislative Decree of 24<sup>th</sup> February 1998, No 58 (“**CFA**”) and of the Corporate Governance Code of Borsa Italiana;
- **the candidate’s statement declaring** (as in the appended facsimile, see annex **A**):
  - their acceptance of the nomination and the absence of any reason rendering them ineligible or incompatible, as well as their possession of the requirements under current legislation for holding the office of director;
  - the opportunity to be able to effectively and diligently carry out, for the necessary time, their duties as director of the Company;
  - their compliance with the integrity requirements pursuant to combined provisions of article 147-*quinquies* CFA, article 148, paragraph four, CFA, and article 2 of Ministerial Decree no. 162 of 30.3.2000;
  - the absence of any significant situations of competition within the meaning of article 2390 of the Italian Civil Code;
  - their suitability to be deemed “independent” under the combined provisions of paragraph 4, article 147-*ter*, and paragraph three, article 148 CFA and/or as provided by the Corporate Governance Code of Borsa Italiana<sup>3</sup>;
  - the confirmation they reviewed the Principles and Procedures adopted by Pirelli Group (available at the Internet address <https://corporate.pirelli.com/corporate/en-ww/governance/principles> and their commitment to abide by their prescriptions;
- **a copy of a currently valid ID document** of the candidate (identity card or passport), **as well their tax code**<sup>4</sup> **and the address of their place of residence**;
- **an e-mail address** to which notifications and documents may be sent by the Company (including such as may be confidential).

Lastly, you are advised that Pirelli & C. S.p.A. shall publicise the candidate’s *curriculum vitae*, using *inter alia* internet sites.

On the submission of their candidacy, the Shareholders are also required to state the absence of any relationship with the majority shareholder, Marco Polo International Italy S.p.A.

<sup>1</sup> If possible include an English version of the same

<sup>2</sup> Financial companies are the companies subject to the prudential supervision of Banca d'Italia and enrolled in the register pursuant Article 106 of the Banking Consolidated Act (Testo Unico Bancario) and the companies that carry out the activities and investment services or asset management activities pursuant to the Consolidated Financial Act (CFA).

<sup>3</sup> This in consideration of the envisaged nomination of a new Director in the Control, Risk, Sustainability, and Corporate Governance Committee and in the Remuneration Committee.

<sup>4</sup> To be requested if missing.