

**DECLARATION TEMPLATE OF ACCEPTANCE OF THE NOMINATION AND POSSESSION  
OF THE NECESSARY REQUIREMENTS**

I, the undersigned \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_, nominated to the position of member of the Board of Statutory Auditors of Pirelli & C. S.p.A. (the "**Company**") pursuant to the By-Law of the latter, in view of the next Shareholders' meeting of the Company called for 15 March 2018 to resolve upon the renewal of the Board of Statutory Auditors of the Company for the fiscal years 2018, 2019 e 2020,

**declare**

to accept the nomination and the relevant office and therefore, under my responsibility,

**certify**

1. that no situation of ineligibility, debarment or incompatibility are in place regarding the position of Auditor of the Company, pursuant to the laws and to the By-Laws;
2. to meet, for the same purpose, the requirements set out by current laws and regulations, by the By-Laws and by the Self-Regulatory Code of the listed companies of Borsa Italiana S.p.A.

In particular, I declare:

- i) not to fall under any situation set out under art. 2382 of the Italian civil code;
- ii) not to be spouse, relative or relative in-law within the fourth degree of the directors of the company, nor director, spouse, relative or relative in-law within the fourth degree of the directors of the companies controlled by the latter, of the companies that control the latter and of those under common control;
- iii) not to be linked to the Company or to the companies controlled by the latter or to the companies that control the latter or to those subject to common control or to the directors of the Company and to the persons referred to under point ii) above, by employment relationship, autonomous or subordinated, or by other patrimonial or professional relationship that compromise the independence;
- iv) to have the requirements to be qualified as "independent" also pursuant to the criteria – whether applicable – set out by the Self-Regulatory Code of the listed companies with regard to the directors;
- v) *to be registered with the Register of Auditors, with at least three years' experience in performing statutory audits;*
- vi) to meet the requirements of honorability and professionalism set out under the Ministerial Decree no. 162 of 30 March 2000 and by art. 148, paragraph 4, of the legislative decree 58/1998 for the members of the Board of Statutory Auditors of listed companies;
- vii) not to be fall under any situation of incompatibility set out under the Legislative Decree 39/2010.

I, the undersigned, also attach copy of my *curriculum vitae* (authorizing its publication on the Company's website) containing exhaustive information on my personal and professional characteristics as well as a list (also attached) of the management and control positions held in other companies, which respects the limits set out in this regards by the current provisions of law, including regulations, applicable to companies listed in regulated markets.

I, the undersigned, finally undertake to provide, on request of Pirelli & C. S.p.A., the appropriate documentation to confirm the truthfulness of the information stated above and to promptly notify any subsequent act or fact that modifies the information given with this declaration and authorizes the processing of personal data in accordance with Legislative Decree no. 196/2003 for the purposes set out above

Date: \_\_\_\_\_

Signature

