

REMUNERATION STATEMENT FOR 2013

1. PRINCIPLES

The Remuneration statement for 2013 illustrates the remuneration Policy applied by the Pirelli Group in 2013 and presents a final account of the remuneration, broken down by the different types of beneficiary, without prejudice to the disclosure obligations imposed by other provisions of law or regulation, highlighting the consistency with the company remuneration policy approved during the previous financial year.

2. "THE TABLE": COMPENSATION PAID TO MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS, THE GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITY

The tables below indicate:

- the remuneration paid to the Directors, to the Statutory Auditors, and to the General Manager Operations⁴, each identified by name
- the remuneration paid, as an aggregate figure, to the other Managers with strategic responsibility⁵. It is to be noted that at December 31, 2013 other Managers with strategic responsibility were the Chief Financial Officer, Francesco Tanzi, the Chief Planning and Controlling Officer, Maurizio Sala, and the Chief Technical Officer, Maurizio Boiocchi (the latter as from November 5, 2013)⁶. To complete this information, Christian Vasino, the Chief Human Resources Officer, joined Pirelli as a Director with strategic responsibility, starting on 1 January, 2014, and on 27 March, 2014 Giuliano Menassi, the Vice President Manufacturing, was designated as a Manager with strategic responsibility.

The compensation is indicated in accordance with the accruals principle and the notes to the tables clarify the office held for which the compensation is received

(for example, when a Director serves on several Board Committees) and the subsidiary and/or associate company (except for compensation waived or handed over to the company).

The tables include all persons who held the above positions during financial year 2013, even if for a part of the financial year.

The non-monetary benefits, where received, are also indicated on an accruals basis and reported in relation to the "tax liability criterion" applying to the benefit allocated.

It is to be noted that owing to the adoption of the new 2014-2016 LTI Plan (entailing early termination of the 2012-2014 LTI Plan without any payment – not even pro-rated - of the 3-year incentive) and to the consequent discontinuance of the Bonus Bank mechanism, 100% of the 2013 MBO incentive accrued shall be paid out (rather than 50% with the remaining portion being set aside under the Bonus Bank arrangement). Accordingly, save for that aspect:

- persons who were Directors of the Company during financial year 2013 have accrued/received compensation (on an accruals basis) as determined in accordance with the criteria in section 6 of the 2013 Policy;
- persons who were Directors with special duties during financial year 2013 (Chairman and Director and Deputy Chairman) accrued/received compensation (in accordance with the accruals concept) as determined in accordance with the criteria in section 7 of the 2013 Policy;
- the General Manager Operations of Pirelli & C. S.p.A. (appointed on September 26, 2013) accrued fixed compensation up to October 31, 2013 and the entire 2013 MBO variable incentive as a Senior Manager of Pirelli Tyre S.p.A.. His fixed remuneration, as General Manager Operations (600 thousand euros gross annually), is effective as from November 1, 2013;
- Managers with strategic responsibility have received/accrued compensation for the position held during the 2013 financial year, in accordance with the criteria set out in section 9 of the 2013 Policy;
- each member of the Supervisory Body received/accrued compensation for financial year 2013 of 25

- thousand euros gross per year in line with the provisions set out in the 2013 Policy;
- each member of the Board of Auditors received/accrued compensation for financial year 2013 in line with the decisions of the Shareholders' Meeting at the date of their appointment (in addition to the 25 thousand euros gross per year in compensation paid to the Statutory Auditor appointed as a member of the Supervisory Body).
 - the Senior Managers and Executives have received/accrued compensation for financial year 2013, in accordance with the criteria set out in paragraph 10 of the 2013 Policy. Limited exceptions were made, linked to operational requirements or at times when specific extraordinary objectives were attained, and these exceptions were reported by the Senior Advisor Human Resources or the Chief Human Resources Officer to the Remuneration Committee.

It should be known that with regard to its General Manager Operations, its Managers with strategic responsibility, and more generally, the other members of Group Senior Management (including Deputy Chairman, Alberto Pirelli, and excluding the Chairman and Chief Executive Officer) Pirelli has introduced non-competition agreements to protect its strategic and operational know-how. While the employer/employee relationship is in course no payments shall be made under these agreements. In this connection, it is observed that the Board of Directors, in view of the public announcement of the new Industrial Plan at the end of 2013, with objectives challenging enough in themselves but made even more so by the macroeconomic and market conditions, voted to approve the introduction of these non-competition agreements. In particular, the Board of Directors noted that, in the months before, there had been intensified competition in the tyre industry, already observable in 2012, and especially in the Premium segment, where Pirelli outperformed the market. This development, while on the one hand showing that Pirelli's positioning at the top of the range was a strategically sound choice, on the other hand weighed as a factor in deciding to "protect", through said non-competition agreements, its strategic and operational know-how in order to guarantee implementation of the new Industrial Plan.

The table below sets out the objectives set under the 2013 MBO incentive scheme for Directors holding special offices who are assigned specific functions and for Managers with strategic responsibility, and the end-of-period assessment

Type of objective	Objective at the target level	Weighting	Result	% incentive
Group Net Financial Position, before dividend distribution and prior to the effects of converting the Prelios loan	1,050 million euros	On/off condition	972 million euros	Condition ON
Group Ebit (after restructuring charges)	810 million euros*	100%	791 million euros*	90% of the bonus when performance is at target level

* With regard to the Group Ebit objective, the 2013 MBO plan allowed for an entry threshold at 790 million euros (97.5% of the value at target level). For results in the range between the entry threshold and the target level the incentive accrued would be 90% of the bonus payable for target level performance.

⁴ Regarding the General Manager Operations, Gregorio Borgo, the table shows only that part of his remuneration earned as a General Manager. More specifically, Mr. Borgo took up his appointment as General Manager Operations on September 26, 2013 and his fixed remuneration as a General Manager took effect as from November 1, 2013. We advise you, as matter of full disclosure, that in financial year 2013 Mr. Borgo (i) up to October 31, 2013, received gross annual remuneration and (ii) accrued the MBO incentive for the whole of financial year 2013. For fuller details on the structure of the remuneration of the General Manager Operations, Gregorio Borgo, see section 9 of the Remuneration Policy for financial year 2014.

⁵ Point b), Section II of Model Format 7-bis (see Annex 3A to Consob's Issuers' Regulation) lays down that the Remuneration Statement is to be divided into two parts:

"a) the remuneration of the members of the board of directors and of the board of statutory auditors, as well as of the general managers;

b) the remuneration of any other managers with strategic responsibility that, during the course of the year, have received total remuneration (obtained by adding cash remuneration to remuneration based on financial instruments) in excess of the highest total remuneration assigned to the persons in point a).

In the case of managers with strategic responsibility other than those referred to in point b), the information is provided on an aggregate level in tabular form, and in place of their names indicates the number of them concerned".

⁶ Regarding the Chief Technical Officer, Maurizio Boiocchi, the table shows only the part of his remuneration (fixed and variable) received after being selected, on November 5, 2013, by the Board of Directors as a Manager with strategic responsibility. The remaining part of his remuneration (fixed and variable) received during the year is not shown in the table.

Name and surname	Office	Period of tenure in office	Expiry of term of office	Fixed compensation	Fees for serving on committees
Marco Tronchetti Provera	Chairman & CEO	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	3,383,346.60	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽¹⁾ 950,000.00	
Of which, remuneration from subsidiary & associated companies				⁽²⁾ 2,433,346.60	
Vittorio Malacalza	Deputy Chairman	01.01.2013 05.10.2013	-	126,094.33	15,931.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁴⁾ 126,094.33	⁽⁵⁾ 15,931.00
Of which, remuneration from subsidiary & associated companies					
Alberto Pirelli	Deputy Chairman	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	952,039.94	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁶⁾ 350,000.00	
Of which, remuneration from subsidiary & associated companies				⁽⁷⁾ 602,039.94	
Carlo Acutis	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	13,562.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹⁰⁾ 13,562.00
Of which, remuneration from subsidiary & associated companies					
Anna Maria Artoni	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	20,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹¹⁾ 20,000.00
Of which, remuneration from subsidiary & associated companies					
Gilberto Benetton	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	
Of which, remuneration from subsidiary & associated companies					
Alberto Bombassei	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	25,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹²⁾ 25,000.00
Of which, remuneration from subsidiary & associated companies					
Franco Bruni	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	55,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹³⁾ 55,000.00
Of which, remuneration from subsidiary & associated companies					
Luigi Campiglio	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	28,110.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹⁴⁾ 28,110.00
Of which, remuneration from subsidiary & associated companies					
Paolo Fiorentino	Director	10.21.2013 12.31.2013	At first shareholding meeting practicable	9,726.00	3,836.00
Of which, remuneration from Pirelli & C. S.p.A.				^{(9) (15)} 9,726.00	^{(12) (15)} 3,836.00
Of which, remuneration from subsidiary & associated companies					
Jean Paul Fitoussi	Director	05.13.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	31,781.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 31,781.00	
Of which, remuneration from subsidiary & associated companies					

Variable non-equity compensation		Non-monetary benefits	Other components	Total	Fair value of equity compensation	End-of-office/employment-severance indemnity
Bonus and other incentives	Profit sharing					
1,800,000.00	0.00	6,201.48	0.00	5,189,548.08	0.00	0.00
		6,201.48		956,201.48		
⁽³⁾ 1,800,000.00				4,233,346.60		
0.00	0.00	0.00	0.00	142,025.33	0.00	0.00
				142,025.33		
102,600.00	0.00	3,659.52	0.00	1,058,299.46	0.00	0.00
				350,000.00		
⁽⁸⁾ 102,600.00		⁽⁸⁾ 3,659.52		708,299.46		
0.00	0.00	0.00	0.00	63,562.00	0.00	0.00
				63,562.00		
0.00	0.00	0.00	0.00	70,000.00	0.00	0.00
				70,000.00		
0.00	0.00	0.00	0.00	50,000.00	0.00	0.00
				50,000.00		
0.00	0.00	0.00	0.00	75,000.00	0.00	0.00
				75,000.00		
0.00	0.00	0.00	0.00	105,000.00	0.00	0.00
				105,000.00		
0.00	0.00	0.00	0.00	78,110.00	0.00	0.00
				78,110.00		
0.00	0.00	0.00	0.00	13,562.00	0.00	0.00
				13,562.00		
0.00	0.00	0.00	0.00	31,781.00	0.00	0.00
				31,781.00		

Name and surname	Office	Period of tenure in office	Expiry of term of office	Fixed compensation	Fees for serving on committees
Mario Greco	Director	01.01.2013 03.04.2013	-	8,630.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				^{(9) (15)} 8,630.00	
Of which, remuneration from subsidiary & associated companies					
Pietro Guindani	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	20,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹¹⁾ 20,000.00
Of which, remuneration from subsidiary & associated companies					
Giulia Maria Ligresti	Director	01.01.2013 07.24.2013	-	28,082.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 28,082.00	
Of which, remuneration from subsidiary & associated companies					
Elisabetta Magistretti	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	30,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹⁶⁾ 30,000.00
Of which, remuneration from subsidiary & associated companies					
Gaetano Miccichè	Director	11.05.2013 12.31.2013	At first shareholding meeting practicable	7,671.00	3,836.00
Of which, remuneration from Pirelli & C. S.p.A.				^{(9) (15)} 7,671.00	^{(12) (15)} 3,836.00
Of which, remuneration from subsidiary & associated companies					
Massimo Moratti	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	
Of which, remuneration from subsidiary & associated companies					
Renato Pagliaro	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	25,000.00
Of which, remuneration from Pirelli & C. S.p.A.				^{(9) (15)} 50,000.00	^{(12) (15)} 25,000.00
Of which, remuneration from subsidiary & associated companies					
Luigi Roth	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	72,027.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹⁷⁾ 72,027.00
Of which, remuneration from subsidiary & associated companies					
Luca Rovati	Director	05.13.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	31,781.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 31,781.00	
Of which, remuneration from subsidiary & associated companies					
Carlo Salvatori	Director	01.01.2013 10.06.2013	-	39,589.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 39,589.00	
Of which, remuneration from subsidiary & associated companies					
Carlo Secchi	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	90,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹⁸⁾ 90,000.00
Of which, remuneration from subsidiary & associated companies					

Variable non-equity compensation		Non-monetary benefits	Other components	Total	Fair value of equity compensation	End-of-office/employment-severance indemnity
Bonus and other incentives	Profit sharing					
0.00	0.00	0.00	0.00	8,630.00	0.00	0.00
				8,630.00		
0.00	0.00	0.00	0.00	70,000.00	0.00	0.00
				70,000.00		
0.00	0.00	0.00	0.00	28,082.00	0.00	0.00
				28,082.00		
0.00	0.00	0.00	0.00	80,000.00	0.00	0.00
				80,000.00		
0.00	0.00	0.00	0.00	11,507.00	0.00	0.00
				11,507.00		
0.00	0.00	0.00	0.00	50,000.00	0.00	0.00
				50,000.00		
0.00	0.00	0.00	0.00	75,000.00	0.00	0.00
				75,000.00		
0.00	0.00	0.00	0.00	122,027.00	0.00	0.00
				122,027.00		
0.00	0.00	0.00	0.00	31,781.00	0.00	0.00
				31,781.00		
0.00	0.00	0.00	0.00	39,589.00	0.00	0.00
				39,589.00		
0.00	0.00	0.00	0.00	140,000.00	0.00	0.00
				140,000.00		

Name and surname	Office	Period of tenure in office	Expiry of term of office	Fixed compensation	Fees for serving on committees
Manuela Soffientini	Director	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2013	50,000.00	25,000.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ 50,000.00	⁽¹²⁾ 25,000.00
Of which, remuneration from subsidiary & associated companies					
Claudio Sposito	Director	10.21.2013 12.31.2013	At first shareholding meeting practicable	9,726.00	4,863.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽⁹⁾ ⁽¹⁵⁾ 9,726.00	⁽¹²⁾ 4,863.00
Of which, remuneration from subsidiary & associated companies					
Gregorio Borgo	General Manager	09.26.2013 12.31.2013	-	100,510.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				⁽²⁰⁾ 100,510.00	
Of which, remuneration from subsidiary & associated companies					
4 Managers with strategic responsibility ⁽¹⁹⁾				1,907,146.70	0.00
Of which, remuneration from Pirelli & C. S.p.A.				1,301,870.00	
Of which, remuneration from subsidiary & associated companies				⁽²²⁾ 605,276.70	
Francesco Fallacara	Chairman of the Statutory Audit Board	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2014	75,000.00	0.00
Of which, remuneration from Pirelli & C. S.p.A.				75,000.00	
Of which, remuneration from subsidiary & associated companies					
Enrico Laghi	Standing statutory auditor	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2014	105,177.42	0.00
Of which, remuneration from Pirelli & C. S.p.A.				50,000.00	
Of which, remuneration from subsidiary & associated companies				⁽²⁴⁾ 55,177.42	
Antonella Carù	Standing statutory auditor	01.01.2013 12.31.2013	Shareholders' Meeting to approve Financial Statements at 12.31.2014	50,000.00	25,000.00
Of which, remuneration from Pirelli & C. S.p.A.				50,000.00	⁽²⁵⁾ 25,000.00
Of which, remuneration from subsidiary & associated companies					
Total remuneration from Pirelli & C. S.p.A.				3,820,460.33	457,165.00
Total remuneration from subsidiary and associated companies				3,695,840.66	0.00
Total				7,516,300.99	457,165.00

Variable non-equity compensation		Non-monetary benefits	Other components	Total	Fair value of equity compensation	End-of-office/employment-severance indemnity
Bonus and other incentives	Profit sharing					
0.00	0.00	0.00	0.00	75,000.00	0.00	0.00
				75,000.00		
0.00	0.00	0.00	0.00	14,589.00	0.00	0.00
				14,589.00		
0.00	0.00	0.00	104,466.96	204,976.96	0.00	0.00
			⁽²¹⁾ 104,466.96	204,976.96		
630,000.00	0.00	14,377.70	0.00	2,551,524.40	0.00	0.00
468,000.00		10,692.60		1,780,562.60		
⁽²³⁾ 162,000.00		⁽²²⁾ 3,685.10		770,961.80		
0.00	0.00	0.00	0.00	75,000.00	0.00	0.00
				75,000.00		
0.00	0.00	0.00	0.00	105,177.42	0.00	0.00
				50,000.00		
				55,177.42		
0.00	0.00	0.00	0.00	75,000.00	0.00	0.00
				75,000.00		
468,000.00	0.00	16,894.08	104,466.96	4,398,986.37	0.00	0.00
2,064,600.00	0.00	7,344.62	0.00	5,767,785.28	0.00	0.00
2,532,600.00	0.00	24,238.70	104,466.96	10,166,771.65	0.00	0.00

- ⁽¹⁾ Of which: 50 thousand euros as Director of Pirelli & C. S.p.A.; 900 thousand euros as Chairman and Chief Executive Officer of Pirelli & C. S.p.A..
- ⁽²⁾ Of which: 2.000.000,04 euros as Chairman and Chief Executive Officer of Pirelli Tyre S.p.A. and 433.346,56 euros as Chairman of the Board of Directors of Prelios S.p.A., an appointment held up to 8th May 2013; for details of remuneration in that capacity see the Remuneration Report released by Prelios S.p.A..
- ⁽³⁾ As Chairman and Chief Executive Officer of Pirelli Tyre S.p.A..
- ⁽⁴⁾ Of which: 17.761 euros as a Director of Pirelli & C. S.p.A.; 108.333,33 euros as Deputy Chairman of Pirelli & C. S.p.A..
- ⁽⁵⁾ Of which: 7.068 euros as a member of the Appointments and Successions Committee; 8.863 euros as a member of the Strategies Committee.
- ⁽⁶⁾ Of which: 50 thousand euros as a Director di Pirelli & C. S.p.A.; 300 thousand euros as Deputy Chairman of Pirelli & C. S.p.A..
- ⁽⁷⁾ Of which: euro 150 thousand as Deputy Chairman Pirelli Tyre S.p.A.; 452.039,94 euros as Senior Manager of Pirelli Tyre S.p.A..
- ⁽⁸⁾ As a Senior Manager of Pirelli Tyre S.p.A..
- ⁽⁹⁾ As a Director of Pirelli & C. S.p.A..
- ⁽¹⁰⁾ As Chairman of the Remuneration Committee up to July 17, 2013.
- ⁽¹¹⁾ As a Member of the Remuneration Committee.
- ⁽¹²⁾ As a Member of the Strategies Committee.
- ⁽¹³⁾ Of which: 30 thousand euros as a Member of the Internal Control, Risks and Corporate Governance Committee and 25 thousand euros as a Member of the Strategies Committee.
- ⁽¹⁴⁾ Of which: 8.110 euros as a Member of the Remuneration Committee (as from August 5, 2013) and 20.000 euros as a Member of the Appointments & Successions Committee.
- ⁽¹⁵⁾ Remuneration handed on to the Company he works for.
- ⁽¹⁶⁾ As a Member of the Internal Control, Risks and Corporate Governance Committee.
- ⁽¹⁷⁾ Of which: 30 thousand euros as a Member of the Internal Control, Risks and Corporate Governance Committee; 22.027 euros as a Member of the Remuneration Committee (and as from August 5, 2013 Chairman of said committee); 20 thousand euros as a Member of the Appointments and Successions Committee.
- ⁽¹⁸⁾ Of which: 40 thousand euros as Chairman of the Internal Control, Risks and Corporate Governance Committee; 25 thousand euros as a Member of the Strategies Committee and 25 thousand euros as a Member of the Supervisory Body.
- ⁽¹⁹⁾ At December 31, 2013 the following were Managers with strategic responsibility: Francesco Chiappetta; Maurizio Boiocchi; Maurizio Sala; and Francesco Tanzi.
- ⁽²⁰⁾ Remuneration, prorated, earned in his capacity as General Manager Operations (November 1, 2013 was starting date for remuneration).
- ⁽²¹⁾ Mr. Gregorio Borgo earned his incentive under the 2013 MBO Plan in his capacity as a Senior Manager of Pirelli Tyre S.p.A. and, therefore, his incentive is not included in the table.
- ⁽²²⁾ Inclusive of the remuneration earned as Chief Technical Officer following his selection as a Manager with strategic responsibility on November 5, 2013 as well as 19.354,84 euros earned by Mr. Francesco Chiappetta during his appointment as Director of Administration of Prelios S.p.A. held as from May 8, 2013.
- ⁽²³⁾ Mr. Maurizio Boiocchi earned his incentive under the 2013 MBO Plan in his capacity as a Senior Manager of Pirelli Tyre S.p.A. and, therefore, his incentive is not included in the table.
- ⁽²⁴⁾ as Chairman of the Statutory Audit Board of Prelios S.p.A..
- ⁽²⁵⁾ As a Member of the 231 Supervisory Body.

3. MONETARY INCENTIVE PLANS IN FAVOUR OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITY

For a description of the monetary incentive plans, please refer to section 5 of the 2013 Remuneration Policy.

The Board of Directors of Pirelli voted to terminate the medium/long-term cash incentive plan ("Long Term Incentive" or "LTI") for Group Management adopted in 2012 in support the objectives of the 3-year period 2012-2014. That decision, effective as from December 31, 2013, also excluded any payout, not even a prorated payment, of the 3-year incentive. At the same time, the Board approved the adoption of a new incentive plan – again intended for the entire management (some 330 participants) – geared to the objectives for the 2014-2016 period as listed in the 2013-2017 business plan submitted on November 6, 2013, the guidelines of which were released for that occasion.

Name and surname	Appointment	Plan	Annual bonus			Prior years' bonus			Other bonuses
			Payable / Paid out	Deferred	Period of deferral	No longer payable	Payable / Paid out	Still deferred	
Marco Tronchetti Provera	Chairman and Chief Executive	2013 MBO Plan	1,800,000.00	0.00	-	-	-	-	0.00
		2012-2014 LTI Plan	0.00	0.00	-	-	-	-	0.00
Alberto Pirelli	Deputy Chairman ⁽¹⁾	2013 MBO Plan	102,600.00	0.00	-	-	-	-	0.00
		2012 -2014 LTI Plan	0.00	0.00	-	-	-	-	0.00
Gregorio Borgo	General Manager Operations ⁽²⁾	2013 MBO Plan	0.00	0.00	-	-	-	-	0.00
		2012 -2014 LTI Plan	0.00	0.00	-	-	-	-	0.00
n. 4 Key Managers ⁽³⁾		2013 MBO Plan	0.00	0.00	-	-	-	-	0.00
		2012 -2014 LTI Plan	0.00	0.00	-	-	-	-	0.00
(I) Remuneration from company that prepares the Annual Financial Report		2013 MBO Plan	468,000.00	0.00	-	-	-	-	0.00
		2012 -2014 LTI Plan	0.00	0.00	-	-	-	-	0.00
(II) Remuneration from subsidiary and associated companies		2013 MBO Plan	2,064,600.00	0.00	-	-	-	-	0.00
		2012 -2014 LTI Plan	0.00	0.00	-	-	-	-	0.00
(III) Total			2,532,600.00	0.00	-	-	-	-	0.00

⁽¹⁾ Mr. Alberto Pirelli is included in the MBO and LTI variable incentive plans in his capacity as a Senior Manager of Pirelli Tyre S.p.A..

⁽²⁾ Mr. Gregorio Borgo earned his incentive under the 2013 MBO Plan in his capacity as a Senior Manager of Pirelli Tyre S.p.A., and, therefore, his incentive is not included in the table, whereas for 2014 he is to be included in the MBO and LTI variable incentive plans in his capacity as General Manager Operations.

⁽³⁾ At December 31, 2013, Messrs. Francesco Chiappetta, Maurizio Boiocchi, Maurizio Sala, and Francesco Tanzi were managers with strategic responsibility. In the case of Mr. Boiocchi only the part of his variable (MBO) remuneration relating to the time after his selection as a manager with strategic responsibility is shown.

4. TABLE CONTAINING INFORMATION ABOUT THE EQUITY INVESTMENTS OWNED BY MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS, THE GENERAL MANAGERS, AND THE OTHER MANAGERS WITH STRATEGIC RESPONSIBILITY

The following table discloses any equity investments in Pirelli & C. S.p.A. and in its subsidiaries that might be held by persons who held one of the following positions, even for a part of the financial year:

- members of the Board of Directors;
- members of the Board of Auditors;
- General Manager;
- Manager with strategic responsibility.

In particular, the table shows – person by person for the members of the Board of Directors and of the Board of Statutory Auditors, as well as for the General Managers, and as an overall total for other Managers with strategic responsibility – the number of shares, by class of stock and in relation to the respective investee company:

- owned at the end of the previous financial year;
- acquired during the reference year;
- sold during the reference year;
- owned at the end of the reference year.

The title, terms and conditions of ownership are also specified.

All persons who, during the reference year, held appointments as members of the Board of Directors and Board of Statutory Auditors, as General Manager or as a Manager with strategic responsibility for even just a part of a year are included.

1. SHARES HELD BY MEMBERS OF THE BOARDS OF DIRECTORS AND OF THE STATUTORY AUDITORS AND BY GENERAL MANAGERS

Name and surname	Appointment	Investee company	No. of shares held at 12.31.2012	No. of shares acquired/subscribed for	No. of shares sold	No. of shares held at 12.31.2013
Tronchetti Provera Marco	Chairman and Chief Executive Officer	Pirelli & C.	1,251	-	-	1,251
		Pirelli & C. (held indirectly)	⁽¹⁾ 96,669,168	^(*) see note	^(*) see note	-
		Pirelli & C. (held indirectly)	⁽²⁾ 27,831,232	^(*) see note	^(*) see note	-
		Pirelli & C. (held indirectly)	⁽³⁾ 110,673	^(*) see note	^(*) see note	-
Pirelli Alberto	Deputy chairman	Pirelli & C.	131,629	-	-	131,629
Moratti Massimo	Director	Pirelli & C. (held indirectly)	⁽⁴⁾ 2,343,392	-	-	⁽⁴⁾ 2,343,392
Roth Luigi	Director	Pirelli & C. (held indirectly)	⁽⁵⁾ 4,000	-	-	⁽⁵⁾ 4,000

⁽¹⁾ Shares held through Camfin S.p.A. (*)

⁽²⁾ Shares held through Cam 2012 S.p.A. (*)

⁽³⁾ Shares held through Cam Partecipazioni S.p.A. (*)

⁽⁴⁾ Shares held through CMC S.p.A., of which 1.838.459 in the name Cordusio Società fiduciaria per azioni under a trust arrangement.

⁽⁵⁾ Share held by spouse

^(*) In 2013 Lauro Sessantuno S.p.A. ("Lauro") made a bid for the shares in Camfin S.p.A. ("Bid") and gained control of it in June 2013. On October 4, 2013, following partial execution of an increase in the capital of Lauro to fund payment of the shares tendered in acceptance of the Bid, in compliance with agreements signed on June 4, 2013 and disclosed to the market, the stake held by Mr. Marco Tronchetti Provera (through the subsidiary company, Nuove Partecipazioni S.p.A.) was reduced from 54.80% to 39.16%. The resultant effect is that, as from October 4, 2013, no person has control of Lauro pursuant to article 93 of Legislative Decree no. 58/98. Accordingly, as from then, Mr. Marco Tronchetti Provera ceased to have the control in law that he had indirectly exercised over Lauro (and therefore over Camfin S.p.A.) through Nuove Partecipazioni S.p.A. In accordance with what Lauro reported to the market, it is further noted that for the purposes of antitrust legislation Camfin S.p.A. is subject to the joint control of Nuove Partecipazioni S.p.A. and of Lauro Cinquantattro S.r.l. through Lauro.

2. SHARES HELD BY OTHER MANAGERS WITH STRATEGIC RESPONSIBILITY

Number of managers with strategic responsibility	Investee company	No. of shares held at 12.31.2012	No. of shares acquired/subscribed for	No. of shares sold	No. of shares held at 12.31.2013
1	Pirelli & C.	3,837	-	-	3,837