



**Orientation of the Board of Directors regarding  
the maximum number of offices deemed compatible with  
an effective execution of the office  
of Company Director**

**Approved by the Board of Directors  
of Pirelli & C. S.p.A. on April 21, 2011**

In principle, holding the office of director or auditor in more than five companies other than those subject to the management and coordination of Pirelli & C. S.p.A., or controlled by it or associated with it, is not considered compatible with execution of the office of director of the Company when it is a question of (i) listed companies on the FTSE/Milan Stock Exchange index (or also on equivalent foreign indexes), or (ii) companies that carry on banking or insurance businesses; furthermore, the accumulation of a number of executive offices greater than three in companies described in (i) and (ii) above by the same director is not considered compatible.

The offices held in two or more companies belonging to the same group are considered as a sole office with predominance of the executive office over the non-executive office.

The power of the Board of Directors to make a different assessment remains valid, and it will be made public and adequately justified in the annual report on corporate governance.