

ANNEX E - General Criteria for the identification of the most important: strategic, economic, or financial capital transactions

Without prejudice to the responsibilities and powers reserved to the Board of Directors by the law, the bylaws, the overall powers and the internal procedures, it pertains to the Board's the prior approval of the following acts and no intragroup transactions when performed by Pirelli & C. S.p.A. (hereinafter also "Pirelli & C.") or even by foreign companies not listed and subject to the management and coordination of Pirelli & C.:

- a) the taking or granting of any loan or loans having an aggregate value in excess of euros 200 million and a duration in excess of 12 months;
- b) the issuing of any financial instruments intended to be listed in regulated European or extra-European markets (and their delisting) which have an aggregate value in excess of euros 100 million;
- c) the granting of any guarantees in favour of or on behalf of any third parties for an amount in excess of euros 100 million;
- d) the signing of derivatives contracts which (i) have a notional value in excess of euros 250 million and (ii) do not have as their exclusive purpose or effect the covering of risks assumed by the Company (such as, for example, covering interest rates, exchange rates or raw material costs);
- e) the acquisition or sale of controlling stakes in third parties for values in excess of euros 150 million that would allow the entry into (or the exit from) geographic and/or commodities markets;
- f) the acquisition or sale of any participations other than those mentioned in paragraph (e) above for amounts in excess of euros 250 million;
- g) the acquisition or sale of any companies or divisions having either a strategic significance or a value in excess of euros 150 million;
- h) the acquisition or sale of any assets or other activities that either have a strategic significance or an aggregate value in excess of euros 150 million.

Are subject to prior approval even those transactions which, although individually below the quantitative thresholds specified, are linked within the same strategic or executive program, and therefore, as a whole, exceed the relevant thresholds.