

**Table 2**

# MAIN SHAREHOLDINGS

Listed below are the entities which, according to the information published by Consob at the Date of this Report was published, hold voting shares in the Ordinary Shareholders' Meeting amounting to more than 2% of the ordinary capital

<b>Registered owner or entity at the top of the shareholder chain</b>	<b>Direct Shareholder</b>		<b>% quota of Voting Capital</b>				<b>% quota of Ordinary Capital</b>			
	<b>Name</b>	<b>Type of ownership</b>	<b>% Quota</b>	<b>of which Without Voting Rights</b>		<b>% Quota</b>	<b>of which Without Voting Rights</b>			
				<b>% Quota</b>	<b>Voting Rights assigned to</b>		<b>% Quota</b>	<b>Voting Rights assigned to</b>		
			<b>Entity</b>		<b>% Quota</b>	<b>Entity</b>		<b>% Quota</b>		
<b>HARBOUR INTERNATIONAL FUND</b>	HARBOUR INTERNATIONAL FUND	Owner	3,944	0.000		3,944	0.000			
		Total	3,944	0.000		3,944	0.000			
	<b>Total</b>		<b>3,944</b>	<b>0.000</b>		<b>3,944</b>	<b>0.000</b>			
<b>EDIZIONE S.r.l.</b>	SCHEMATTRENTA-QUATTRO S.p.A.	Owner	3,034	0.000		3,034	0.000			
		Total	3,034	0.000		3,034	0.000			
	EDIZIONE S.r.l.	Owner	1,574	0.000		1,574	0.000			
		Total	1,574	0.000		1,574	0.000			
	<b>Total</b>		<b>4,608</b>	<b>0.000</b>		<b>4,608</b>	<b>0.000</b>			
<b>MALACALZA INVESTIMENTI S.r.l.</b>	MALACALZA INVESTIMENTI S.r.l.	Owner	6,980	0.000		6,980	0.000			
		Total	6,980	0.000		6,980	0.000			
	<b>Total</b>		<b>6,980</b>	<b>0.000</b>		<b>6,980</b>	<b>0.000</b>			
<b>LAURO SESSANTUNO S.p.A.</b>	CAM 2012 S.p.A.	Owner	5,850	0.000		5,850	0.000			
		Total	5,850	0.000		5,850	0.000			
	CAM PARTECIPAZIONI S.p.A.	Owner	0,023	0.000		0,023	0.000			
		Total	0,023	0.000		0,023	0.000			
	CAMFIN S.p.A.	Owner	20,320	0.000		20,320	0.000			
		Total	20,320	0.000		20,320	0.000			
	<b>Total</b>		<b>26,193</b>	<b>0.000</b>		<b>26,193</b>	<b>0.000</b>			
<b>MEDIOBANCA S.p.A.*</b>	MEDIOBANCA S.p.A.	Owner	3,954	0.000		3,954	0.000			
		Total	3,954	0.000		3,954	0.000			
	<b>Total</b>		<b>3,954</b>	<b>0.000</b>		<b>3,954</b>	<b>0.000</b>			

**Note:**

The information are relating to shareholders which, directly or indirectly, own more than 2% of the voting capital in the Company's Ordinary Shareholders' Meeting is taken from the Consob Internet website. In this regard, it is important to note that the information published by Consob on its website is based on the disclosures made by the entities required to comply with the obligations set out in Article 120 of the Unified Finance Law (TUF) and the Issuer Regulations. Such information may differ significantly from the actual situation, this is due to the fact that the obligation to disclose changes to ownership does not arise as a result of the mere change in the percentage owned, but only when "exceeding" or "falling below" predetermined thresholds (2%, 5%, and successive multiples of 5% up to the threshold of 30% and above this threshold, 50, 66.6%, 90% and 95%). For example, it follows that a shareholder (i.e. registered owner) that has declared to own 2.6% of the voting capital may increase its shareholding up to 4.9% without being under any obligation to notify Consob, in accordance with Article 120 of Unified Finance Law (TUF).

\* It is important to note that Mediobanca S.p.A. attended the Shareholders' Meeting to approve the 2012 Financial Statements with a percentage of the share capital equal to 4.61%.

### Table 3

# COMPOSITION OF THE BOARD OF DIRECTORS

The composition of the Board of Directors at the Date of the Report is shown below

Name	Position	In office from	List	Exec.	Non-exec.	Indep.	Indep. TUF	% BoD	Date of first appointment in Pirelli & C. S.p.A.
Marco Tronchetti Provera	Chairman and CEO	21.04.2011	Maj.	X				100%	07.05.2003
Alberto Pirelli	Deputy Chairman	21.04.2011	Maj.	X				86%	07.05.2003
Carlo Acutis	Director	21.04.2011	Maj.		X			43%	07.05.2003
Anna Maria Artoni	Director	21.04.2011	Maj.		X	X	X	100%	21.04.2011
Gilberto Benetton	Director	21.04.2011	Maj.		X			71%	07.05.2003
Alberto Bombassei	Director	21.04.2011	Maj.		X	X	X	71%	12.09.2006
Franco Bruni	Director	21.04.2011	Min.		X	X	X	100%	28.04.2005
Luigi Campiglio	Director	21.04.2011	Maj.		X	X	X	100%	29.04.2008
Paolo Fiorentino*	Director	21.10.2013	-		X			100%	21.10.2013
Jean Paul Fitoussi**	Director	10.05.2013	-		X	X	X	100%	10.05.2013
Pietro Guindani	Director	21.04.2011	Min.		X	X	X	86%	21.04.2011
Elisabetta Magistretti	Director	21.04.2011	Min.		X	X	X	100%	21.04.2011
Gaetano Micciché***	Director	05.11.2013	-		X			-	05.11.2013
Massimo Moratti	Director	21.04.2011	Maj.		X			43%	07.05.2003
Renato Pagliaro	Director	21.04.2011	Maj.		X			100%	29.04.2008
Luigi Roth	Director	21.04.2011	Maj.		X	X	X	100%	23.04.2007
Luca Rovati**	Director	10.05.2013	-		X			75%	10.05.2013
Carlo Secchi	Director - LID	21.04.2011	Maj.		X	X	X	100%	19.02.2004
Manuela Soffientini****	Director	01.03.2012	-		X	X	X	100%	01.03.2012
Claudio Sposito*	Director	21.10.2013	-		X			100%	21.10.2013

Number of Board of Directors' meetings in the 2013 financial year: 7

#### Legend

List: Maj./Min. depending on whether the Director was elected from a list voted by the majority or by a minority.

Exec.: if checked this indicates the Director can be qualified as an Executive Director.

Non-exec.: if checked this indicates the Director can be qualified as a Non-Executive Director.

Indep.: if checked this indicates the Director can be qualified as an Independent Director, in accordance with the criteria established by the Self-Regulatory Code.

Indep. TUF: if checked this indicates that the Director meets the independence requirements established under Article 148, paragraph 3 of the Unified Finance Law (TUF).

% BoD: indicates the Director's presence, in percentage terms, at Board meetings. (The percentage is calculated by taking into account the number of meetings attended out of the number of meetings held during the Director's effective period in office).

\* The Director was appointed on 21.10.2013, in accordance with Article 2386 of the Italian Civil Code and the mandate expires with the Shareholders' Meeting to approve the 2013 financial statements.

\*\* The Director was appointed by the Shareholders' Meeting on 10.05.2013 and the mandate expires with the Shareholders' Meeting to approve the 2013 Financial Statements.

\*\*\* The Director was appointed on 05.11.2013, in accordance with Article 2386 of the Italian Civil Code and the mandate expires with the Shareholders' Meeting to approve the 2013 Financial Statements.

\*\*\*\* The Director was appointed on 01.03.2012 in accordance with Article 2386 of the Italian Civil Code and subsequently confirmed by the Shareholders' Meeting on 10.05.2012 and the mandate expires with the Shareholders' Meeting to approve the 2013 Financial Statements.