



Società per Azioni
Registered Office - Via Nizza 250, Turin
Share Capital € 246,229,850
Turin Companies Register No. 00470400011

NOTICE OF SHAREHOLDERS' MEETING

Notice has been published on the Company's website of the convening of an Extraordinary and Ordinary Meeting of Shareholders on September 3, 2016 at 8.00 hrs, in a single call, at the Centro Congressi Lingotto, Via Nizza 280, Turin, to vote on the following

Agenda

Extraordinary part

- Approval of the common cross-border merger project of EXOR S.p.A. with and into EXOR HOLDING N.V., a company incorporated under the laws of the Netherlands and wholly-owned by EXOR S.p.A; related and consequent resolutions

Ordinary part

- Supplement to the authorization of the purchase and disposal of treasury shares; related and consequent resolutions

INFORMATION

Attendance and representation at the Shareholders' Meeting

Holders of shares at close of business on the record date, August 25, 2016, for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend and vote at the Shareholders' Meeting. As provided for by law, any shareholder entitled to attend and vote may be represented at the Shareholders' Meeting by a proxy.

Pursuant to article 135-*undecies* of Legislative Decree 58/1998, the Company has appointed Computershare S.p.A., Via Nizza 262/73, 10126 Turin, (www.computershare.com), as its representative to whom holders of voting rights may give, not later than September 1, 2016, a proxy with voting instructions on all or some of the proposals on the agenda of the meeting.

The forms to be used for conferral of the proxies are available on the Company's web-site www.exor.com (corporate-governance/general-meeting/proxy form) and are to be transmitted in the manner indicated therein.

Right of withdrawal

The cross-border merger by incorporation of EXOR S.p.A in EXOR HOLDING N.V., a company formed under Dutch law, entitles shareholders in the Company who have not participated in the adoption of the related resolution to exercise the right of withdrawal within the term which will be made known by public notice on the Company's website and in this same newspaper.

With regard to this matter, the unitary redemption price for the shares of EXOR S.p.A., in respect of which the right of withdrawal is exercised has been determined in Euro 31.2348 pursuant to the requirements of article 2437-*ter* of the Civil Code by reference to the average of the daily closing prices published by Borsa Italiana in the six months preceding publication of the notice of meeting.

Documentation and information

The Notice of Meeting, available on the web-site (www.exor.com/corporate-governance/general-meeting/documentation) contains all the information and detailed instructions on the rights which Shareholders may exercise. In particular it contains the term and the procedures for the submission of

questions prior to the meeting and for the integration of the agenda of the meeting or the presentation of proposals for resolutions on the matters already on the agenda and for the exercise of the right of withdrawal.

The documentation on the matters on the agenda for the Shareholders' Meeting, together with the related proposed resolution of the Extraordinary Meeting, will be made available to the public within the term established by law at the Company's registered office and on the Company's website www.exor.com (corporate-governance/ general-meeting/documentation) as well as on the authorized data storage site (www.emarketstorage.com).

On behalf of the Board of Directors
Chairman and Chief Executive Officer
John Elkann