



Società per Azioni  
Registered office in Turin - Corso Matteotti 26  
Capital stock Euro 246.229.850  
Turin Company Register No. 00470400011

#### Participation in the General Meeting and proxy voting:

Holders of voting rights at close of business on the record date of April 15, 2011 for whom the Company has received the relevant communication from the authorized intermediary shall be entitled to participate in the General Meeting. Anyone becoming a Stockholder after April 15, 2011 will not be entitled to participate or vote at the Meeting.

Stockholders entitled to participate may, pursuant to law, be represented at the Meeting by written proxy conferred on either:

- a representative selected by the holder of voting rights, for which the proxy form provided on the Company's website ([www.exor.com](http://www.exor.com): Corporate Governance/General meetings) may be used;
- Servizio Titoli S.p.A., headquartered in Milan (Italy), Via Mantegna 6 ([www.serviziotitoli.it](http://www.serviziotitoli.it)), which is the Company's Designated Representative pursuant to Article 135-undecies of Legislative Decree No. 58/98 (TUF). For that purpose, Stockholders shall use the proxy form provided by Servizio Titoli S.p.A., in agreement with the Company, which will be available, on or after April 6, 2011, on the aforementioned Company's website.

Stockholders electing to designate Servizio Titoli S.p.A. as proxy must do so on or before April 26, 2011 and the delegation of proxy will only be valid for motions proposed at the General Meeting for which voting instructions have been given via that proxy form.

In the event that unexpected circumstances occur or amendments or supplements are made to the motions to be proposed, Servizio Titoli S.p.A., as Designated Representative, will not be authorized to vote other than in accordance with the instructions received.

If, for technical reasons, the proxy forms are not available electronically, the same may be requested by calling +39/011 0059376.

Notification of proxy, including electronic, must be done at [delegheexor@pecserviziotitoli.it](mailto:delegheexor@pecserviziotitoli.it) in accordance with the instructions provided on the forms.

It is to be noted that the Company's Bylaws do not provide for postal or electronic voting.

#### Right to submit questions prior to the General Meeting:

Stockholders may submit questions on the items on the Agenda, including prior to the Meeting, by addressing a letter to EXOR S.p.A., Corso Matteotti 26, 10121 Turin (Italy), or by fax to +39/011 5090283, or by email at [exor@pecserviziotitoli.it](mailto:exor@pecserviziotitoli.it).

Only requests strictly pertaining to the items on the Agenda of the General Meeting will be taken into consideration. To ease the organization of answers, requests shall make reference to the number of the relevant pages of the inherent Directors' report or of any documents made available for the General Meeting.

Requests shall contain the requiring Stockholders' information (name for issuers or companies, or name, birth date, birthplace and taxpayer code). Stockholders who can prove their legal share ownership on the record date of April 15, 2011 are entitled to receive answers. Deposit certificates, effective up to the aforementioned record date,

shall be issued by a depositary intermediary proving the legal share ownership of the requiring Stockholders.

Should Stockholders have their depositary intermediary submit the communication proving the legal share ownership for the purpose of attending the General Meeting, requests need only make reference to the aforesaid communication, if any, issued by the intermediary or, at least, the name of the intermediary. Requests reached on or before April 26, 2011 at 12:00 a.m., after acknowledging their pertinence and the requiring Stockholders' legal share ownership, shall be answered at the latest in the course of the General Meeting.

Additions to the Agenda:

Stockholders representing, jointly or individually, at least one-fortieth of capital stock may, within 10 days of the publication of this notice, request additions to the Agenda, indicating the additional items proposed. Additions to the Agenda will not be accepted for the matters upon which, according to law, the General Meeting will resolve on the basis of a proposal of the Directors or on the basis of a project or report of the Directors.

Requests must be submitted in writing, on or before April 8, 2011, by registered letter with return receipt addressed to EXOR S.p.A., Corso Matteotti 26, 10121 Turin (Italy), along with a report on the proposed issues and the relevant certification issued by the intermediary stating the legal share ownership of the requiring Stockholders, valid on the date of request.

Notice of additions to the Agenda will be provided on or before April 13, 2011, in the same form prescribed for the publication of the notice of the General Meeting.

Documentation:

Documentation relating to the items on the Agenda is available at the Company's registered office, at Borsa Italiana S.p.A., pursuant to law, a copy of which Stockholders may ask for, and on the Company's website ([www.exor.com](http://www.exor.com)).

Information regarding the Company's capital stock:

The capital stock is consisting of 160,259,496 ordinary shares, 76,801,460 preferred shares and 9,168,894 savings shares of par value Euro 1 each.