



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

Attendance at the Special Meeting and proxy voting:

Holders of voting rights at close of business on the record date, May 17, 2012, for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend the Shareholders' Meeting. Anyone becoming a Shareholder only after that date will not be entitled to attend or vote at the Meeting. As provided for by the law, any Shareholder entitled to attend may arrange to be represented at the Meeting by appointing in writing as proxy either:

- the representative selected by the holder of voting rights, for which purpose the proxy form provided on the Company's website ([www.exor.com](http://www.exor.com), Corporate Governance section/General Meetings) may be used, or;
- Servizio Titoli S.p.A., with offices at Via Nizza 262/73, Turin ([www.serviziotitoli.it](http://www.serviziotitoli.it)), the Company's Designated Representative pursuant to Article 135-undecies of Legislative Decree 58/1998. For this purpose, Shareholders should use the proxy form which will be provided by Servizio Titoli S.p.A., in agreement with the Company and which will be available on the aforementioned company's website.

Shareholders may appoint Servizio Titoli S.p.A. as proxy not later than May 24, 2012 and the proxy will only operate for proposed resolutions in respect of which a voting instruction has been given.

If, for technical reasons, the proxy forms are not available in electronic form, they will be sent on request, such request to be made by calling +39 011 0923200.

For the notification of proxy appointments, including by electronic means, to the certified electronic mail address at [delegheexor@pecserviziotitoli.it](mailto:delegheexor@pecserviziotitoli.it), the instructions provided on the proxy forms must be followed.

Right to submit questions prior to the Special Meeting:

Shareholders may submit questions on the matters on the Agenda, also prior to the Meeting, by letter to EXOR S.p.A., Via Nizza 250, 10126 Turin (Italy), or by fax to +39 011 5090330, or by email to the certified electronic mail address: [exor@pecserviziotitoli.it](mailto:exor@pecserviziotitoli.it).

Only questions strictly pertaining to the matters on the Agenda of the Special Meeting will be taken into consideration.

The requesting Shareholder must provide personal information (full name or, for entities or companies, the corporate name, place and date of birth, and taxpayer code) and must instruct the authorized intermediary to provide the specific communication to the Company at [exor@pecserviziotitoli.it](mailto:exor@pecserviziotitoli.it) evidencing share ownership up until the record date of May 17, 2012. If the Shareholder has already instructed the authorized intermediary to provide the communication evidencing share ownership for the purpose of attending the Special Meeting, requests need only make reference to the aforesaid communication, if any, issued by the intermediary or, at least, the name of the intermediary. Questions received, after verification of their pertinence and of the requesting Shareholder's share ownership, will be answered at the latest in the course of the Special Meeting.

Additions to the Agenda:

Shareholders who, jointly or individually, constitute at least one-fortieth of share capital have the right to request, within at most 10 days from publication of this notice, additions to the Agenda, indicating in the request the additional matters proposed. Additions to the Agenda will not be accepted for the matters upon which, according to law, the Special Meeting must resolve on the basis of a proposal of the Directors or on the basis of a project or report of the Directors, other than the report pursuant to article 125-ter paragraph 1 of Legislative Decree 58/1998.

Requests must be submitted in writing, by May 4, 2012, by registered letter with return receipt addressed to EXOR S.p.A., Via Nizza 250, 10126 Turin, accompanied by a report on the proposed additional matter. The communication

evidencing the share ownership of the requesting Shareholders and the possession of the part of share capital necessary for a request for an addition to the Meeting Agenda, valid as of the date of the request, must be sent by the authorized intermediary to [exor@pecserviziottitoli.it](mailto:exor@pecserviziottitoli.it).

In these circumstances, the revised list of matters to be examined at the meeting will be provided by May 13, 2012, in the same manner prescribed for the publication of the notice of the Special Meeting.

Documentation:

The illustrative report on the matter on the Agenda is available at the Company's registered office and at Borsa Italiana S.p.A., pursuant to law, and entitled Shareholders may ask for a copy; the same report is also available on the Company's website ([www.exor.com](http://www.exor.com)).

Information regarding the Company's share capital:

The Company's share capital is composed of 160,259,496 ordinary shares, 76,801,460 preferred shares and 9,168,894 savings shares of par value €1 each.