



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

## **NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

Holders of preferred shares are hereby given notice of the Special Meeting of shareholders to be held at the Centro Congressi Lingotto – Sala Madrid, 280 Via Nizza, Turin on January 15, 2013 at 3.00 pm (single call) to vote on the following

### **Agenda**

- Appointment of the common representative of the holders of preferred shares and determination of the related compensation.

### **INFORMATION**

#### **Attendance and representation at the Special Meeting of Shareholders**

Holders of voting rights at close of business on the record date, January 4, 2013, for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend the Special Meeting. Anyone becoming a shareholder after that date will not be entitled to participate in or vote at the Meeting.

As provided for by law, those entitled to attend may arrange to be represented at the Meeting and may use for this purpose the proxy form provided on the Company's website ([www.exor.com](http://www.exor.com), Corporate Governance section, General meetings).

The Company has designated Servizio Titoli S.p.A. as the representative pursuant to article 135-*undecies* of Legislative Decree 58/1998 which shareholders entitled to vote can appoint as proxy, not later than January 11, 2013, giving voting instructions on the proposal on the matter in the agenda. The appointment of the above proxy must be effected in the manner indicated and using the specific proxy form available on the aforesaid website which also indicates how proxy appointments can be notified to the certified electronic mail address [delegheexor@pecserviziotitoli.it](mailto:delegheexor@pecserviziotitoli.it). The proxy does not operate for proposed resolutions in respect of which a voting instruction has not been given.

#### **Other rights of Shareholders**

Shareholders entitled to attend the Meeting may submit questions on matters on the agenda, also prior to the respective Meeting but not later than January 12, 2013, in the manner indicated on the Company's website.

Shareholders who, individually or jointly, constitute at least a one-fortieth part 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, or to submit proposals on the matter on the agenda.

The conditions, manner and term for the exercise of this right are set out on the Company's website.

#### **Documentation**

The illustrative report on the matter on the agenda for the Special Meeting is available, in accordance with the law, at the company's registered office and on the Company's website: [www.exor.com](http://www.exor.com), on which is also available the proposal already submitted by the shareholder Giovanni Agnelli e C. S.a.p.az. concerning the agenda matter.

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