



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, January 4, 2013, 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 participate in or vote at the Meeting.

As provided for by the law, those entitled to attend may arrange to be represented at the Meeting by appointing as proxy either:

- the representative selected by the holder of the voting right, for which purpose the proxy form provided on the Company's website (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), the Company's Designated Representative pursuant to Article 135-*undecies* of Legislative Decree 58/1998. For this purpose use should be made of the specific proxy form provided by Servizio Titoli S.p.A., in agreement with the Company, which is available on the aforementioned company's website at the above address.

Servizio Titoli S.p.A. may be appointed as proxy not later than January 11, 2013 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, the instructions provided on the proxy forms must be followed.

Right of Shareholders to submit questions prior to the Special Meeting:

Shareholders may submit questions on the matters on the Agenda, also prior to the Meeting, but not later than January 12, 2013, 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.

Only questions received by the above date and 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 evidencing share ownership up until the record date of January 4, 2013. 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 and submission of proposals on the matters on the agenda:

Shareholders who, jointly or individually, constitute at least a one-fortieth part of share capital have the right to request, not later than December 24, 2012, additions to the agenda or to submit proposals on the matters already on the agenda, indicating in the request the additional agenda matters and the proposals on the matters on the agenda. 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 December 24, 2012, by registered letter with return receipt addressed to EXOR S.p.A., Via Nizza 250, 10126 Turin or by e-mail to the certified electronic mail address at delegheexor@pecserviziotitoli.it, accompanied by a report on the matters to which the request relates.

The communication evidencing the share ownership of the requesting Shareholders and the possession of the part of share capital necessary for the exercise of the right pursuant to article 126-bis of Legislative Decree 58/1998, valid as of the date of the request, must be sent by the authorized intermediary to exor@pecserviziotitoli.it.

In these circumstances, the revised list of matters to be examined at the meeting will be published by December 31, 2012, in the same manner prescribed for the publication of the notice of the meeting.

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) together with the proposal already submitted by the shareholder Giovanni Agnelli e C. S.a.p.az. concerning the agenda matter

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.