



Società per Azioni
Registered office - Via Nizza no. 250, Turin
Share Capital Euro 246.229.850
Turin Companies' Register No. 00470400011

INFORMATION FOR THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF MARCH 20 2013

Attendance at the extraordinary and ordinary Meeting and proxy voting:

Holders of voting rights as at the end of the accounting day of **March 11, 2013 (record date)**, for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend the Shareholders' Meeting. Anyone becoming holder of shares only after that date will not be entitled to intervene in and vote at the Meeting.

It is specified that (i) holders of ordinary shares have voting rights on all the items on the agenda and (ii) holders of preferred shares have voting rights on the proposal of mandatory conversion of preferred and savings shares into ordinary shares and consequent amendments to the By-laws on the agenda.

Those entitled to intervene may arrange to be represented at the Meeting pursuant to the law, by conferring a proxy:

- to the delegate selected by the holder of the voting right, with faculty to use to this purpose the proxy form available in electronic format [HERE](#);
- to Servizio Titoli S.p.A., with offices in Turin, Via Nizza no. 262/73, (www.serviziotitoli.it), as Designated Representative by the Company pursuant to Article 135-undecies of Legislative Decree 58/1998 (TUF). For this purpose it must be used the specific proxy form prepared by Servizio Titoli S.p.A., in agreement with the Company, available within, and in any case starting from, **February 26, 2013** in electronic format [HERE](#), or through the procedure to guide users to fill the form and to deliver it through internet [HERE](#).

The proxies to the Designated Representative may be conferred to Servizio Titoli S.p.A. not later than **March 18, 2013** and the proxies will have effect only for the proposed resolutions in relation to which voting instructions have been given.

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

For the notification of the proxies, 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 Meeting:

Shareholders entitled to intervene at the Meeting may submit questions on the matters on the Agenda, also prior to the Meeting, and in any case not later than **March 17, 2013**, by sending a letter addressed to EXOR S.p.A., Via Nizza no. 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 Meeting will be taken into consideration.

In order to facilitate the organization of the answers, questions must contain reference to the page number of the relevant Directors' Report or of the other document made available for the Meeting.

The person submitting the question must provide personal data (full name or, for entities or companies, the corporate name, place and date of birth, and fiscal code) and must ask the depositary intermediary to provide the specific communication to the Company attesting the ownership of shares by the person submitting the question effective until the record date of the Meeting (**March 11, 2013**) addressed to exor@pecserviziotitoli.it.

If the communication allowing the participation to the Meeting has been requested to the depositary intermediary, it will be sufficient to indicate in the request the references to such communication issued by the intermediary or, at least, the name of the intermediary.

Questions received, after verification of their pertinence and of the legitimacy of the person submitting the question, will be answered at the latest in the course of the Meeting.

Additions to the agenda and submission of proposals on the matters on the agenda:

Shareholders who, also jointly, account for at least one-fortieth of the share capital, within **ten** days from the publication of the notice convening the Meeting, may ask for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda.

Additions to the agenda will not be accepted for the matters upon which the Meeting resolves, according to law, following a proposal of the Directors or on the basis of a project or report of the Directors different from those indicated under article 125-ter paragraph 1 of Legislative Decree 58/1998 (TUF).

Requests must be submitted in writing, by **February 22, 2013**, by registered letter with return receipt addressed to EXOR S.p.A., Via Nizza no. 250, 10126 Turin, or by certified email to the address at delegheexor@pecserviziotitoli.it, and must be accompanied by a report on the proposed matters.

The attestation of the ownership of the shares by the requesting Shareholders and of the part of share capital necessary to request additions to the agenda must result from a specific communication provided by the depositary intermediary effective as at the date of the request addressed to exor@pecserviziotitoli.it.

The revised list of matters to be examined at the Meeting will be published, by **March 5, 2013**, with the same modalities of the publication of the notice of the meeting.

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.