



GENERAL EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

**Explanatory report on the proposed agenda of the Extraordinary and Ordinary
Shareholders' Meeting**



Joint Stock Company (*Società per Azioni*)
Share capital Euro 246.229.850, fully paid in
Registered office in Turin – Via Nizza no. 250 – Companies' Register of Turin 00470400011

GENERAL EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING
EXOR S.p.A.
Centro Congressi Lingotto – Sala 500 - Turin
March 20, 2013

Agenda

Mandatory conversion of the preferred and savings shares into ordinary shares and consequent amendments to the Bylaws and supplement to the authorization on the purchase and disposal of treasury shares; inherent resolutions

The notice of call of the Shareholders' Meeting has been published on La Stampa newspaper on February 12, 2013 and is available on the website www.exor.com.

Courtesy translation for convenience purposes only. In case of any inconsistency between this English translation and the original version in Italian, the latter shall prevail.

MANDATORY CONVERSION OF THE PREFERRED AND SAVINGS SHARES INTO ORDINARY SHARES AND CONSEQUENT AMENDMENTS TO THE BYLAWS AND SUPPLEMENT TO THE AUTHORIZATION ON THE PURCHASE AND DISPOSAL OF TREASURY SHARES; INHERENT RESOLUTIONS

Dear Shareholders,

we hereby submit to your approval the proposal of mandatory conversion of preferred and savings shares into ordinary shares of the Company and consequent amendments to the Bylaws and supplement to the authorization on the purchase and disposal of treasury shares.

This report is drafted pursuant to article 72 of the Consob Resolution No. 11971/1999 (Issuers Regulation) and in compliance with Scheme No. 6 of Annex 3A of the above Regulation.

The proposed resolution of the Extraordinary part is attached to this report.

1. Rationale of the proposed conversions of preferred and savings shares into ordinary shares

The proposed transaction entails (i) the mandatory conversion of the preferred shares EXOR S.p.A. (“EXOR” or the “Company”) into ordinary shares and (ii) the compulsory conversion of EXOR savings shares into ordinary shares (each, the “Conversion” and, together, the “Conversions”), and is intended to simplify the capital structure and the Company’s governance, further increasing transparency, and to promote the shareholder value through the conversion of classes of shares that have historically traded at a significant lower price than those of the ordinary shares and with sustained limited trading volumes. The Conversions may benefit all shareholders because liquidity will be enhanced by converting relatively illiquid preferred and/or savings shares into ordinary shares; at the same time, the Conversions will improve the free float of the Company’s ordinary shares and will allow the simplification of EXOR’s governance and of the related capital structure.

Savings and preferred shareholders will benefit from a conversion ratio which is higher than that implied in the historical trading prices both over long term periods and over average of shorter term periods. The premium implied in the proposed conversion ratios compared to the arithmetical average of the closing prices of the three months preceding February 11, 2013 were equal to 14.11% for preferred shares and 14.39% for savings shares. For more information on the conversion ratios and on the premium implied, see subsequent paragraph 9.

The following table shows historical information on the trading volumes, the average prices of each class of shares currently outstanding and the average discount of preferred shares and of savings shares with respect to ordinary shares:

Class of shares	Outstanding shares		Average daily traded volume in percentage on total outstanding shares ⁽¹⁾	Average daily traded volume in percentage on total outstanding shares for each class	Average price in the six months preceding the announcement of the Conversions ⁽¹⁾	Average discount ⁽²⁾ to ordinary shares in the six months preceding the announcement of the Conversions ⁽¹⁾
	Shares in Units	% of Total Outstanding	Shares in Thousands	%		%
Ordinary	160,259,496	65.09%	327	0.20%	19.855	N.A.
Preferred	76,801,460	31.19%	31	0.04%	16.972	14.52%
Savings	9,168,894	3.72%	14	0.15%	16.899	14.89%

(1) February 11, 2013 (included)

(2) Discount calculated as the complement to 1 of the ratio between the special share price and ordinary share price.

2. Description of the features of the rights or privileges attached to preferred and savings shares

The share capital of EXOR, equal to Euro 246,229,850, fully paid, is currently composed of no. 160,259,496 ordinary shares, no. 76,801,460 preferred shares and no. 9,168,894 savings shares, of nominal value of Euro 1 each.

2.1. Economic rights

Preferred shares and savings shares enjoy the economic rights and privileges provided by articles 5, 6, 27, 30 and 31 of the Company’s Bylaws, pursuant to which:

- the shares are issued in electronic form;

- preferred shares are registered shares, whereas the savings shares are bearer or registered shares as elected by the shareholder or as provided by law;
- the profit of each year will be apportioned as follows:
 - 5% to the legal reserve, until it reaches one-fifth of the company's capital stock;
 - the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions, taking into account that in the order (i) the savings shares are in any case entitled to a preferred dividend, cumulative pursuant to the following paragraph, equal to 31.21% of their par value and to a dividend higher than that of the ordinary shares equal to 7.81% of the same par value, and (ii) the preferred shares, to a preferred dividend and a dividend higher than that of the ordinary shares, equal to 5.17% of their par value, which is not cumulative from one fiscal year to the next;
 - if, in any fiscal year, a dividend lower than the measure set out above has been distributed to the savings shares, the difference is calculated as an increase to be added to the preferred dividend in the following two fiscal years;
- in case of exclusion from trading of the ordinary shares and/or savings shares, the preferred dividend and the dividend higher than that of ordinary shares due to the savings shares will be automatically increased in order to result equal to, respectively, 32.15% and 8.75%;
- in the event of distribution of reserves, the savings shares have the same rights as the other shares;
- in the event of a winding up, the corporate assets are apportioned in the following order:
 - the savings shares have a right of pre-emption up to Euro 3.78 per each savings share;
 - the holders of the preferred shares have a right of pre-emption up to the amount of the par value of their shares;
 - to the ordinary shares up to the amount of the par value of their shares;
 - to the shares of the three categories of shares the remaining, if any, proportionally pursuant to the law;
- the reduction of the capital stock due to losses does not result in the reduction in the par value of the savings shares, with the exception of the part of the loss which exceeds the overall par value of the other shares.

2.2. Administrative rights and other rights

With reference to the governance rights and to the other rights, it is indicated as follows:

- preferred shares have voting right only on matters pertaining to the Extraordinary Meeting of Shareholders and on resolutions concerning Regulation for the General Meeting. In addition, preferred shares grant voting rights in the corresponding special meeting of holders of preferred shares (see article 10 of the Company's Bylaws);
- savings shares, pursuant to articles 145 and 146 of Legislative Decree no. 58 of February 24, 1998 (the "TUF"), do not grant voting rights in the Shareholders' Meeting; however, savings shares grant voting rights in the corresponding special meeting of holders of savings shares;
- the company's capital increase can occur by issuing ordinary and/or preferred and/or savings shares. The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of shares or for the balance, shares in another class (or other classes). The resolutions for the issue of new shares having the same features as the existing shares do not require the approval of special meetings of shareholders of the individual categories of shares (see article 7 of the Company's Bylaws);
- any resolutions of the Company's General Shareholders' Meeting which may adversely affect the rights of savings shares or preferred shares must be submitted to the approval of the special meeting of holders, respectively, of preferred shares or savings shares.

3. Specific issues of the Conversions

The issues connected to the proposed Conversions are the following:

- a) as at the effective date of the Conversion of preferred shares (as better described under paragraph 10 below), the holders of preferred shares, without prejudice to the right to receive the dividend related to the 2012 financial year, if any, will lose the economic rights and privileges rights and the class protection rights granted by the Bylaws of EXOR to the relevant class of shares and described above. In any case, preferred shareholders who have not exercised their withdrawal right will receive ordinary shares of the Company and, accordingly, will gain the right to vote in all Ordinary Shareholders' Meetings of the EXOR (maintaining voting rights in all Extraordinary Meetings) and will enjoy all the rights attached to ordinary shares, benefitting, among other things, from the enhanced liquidity of the market of said class of shares; the ordinary shares issued due to the Conversion will be entitled for dividends - if any – relating to the 2013 financial year;



- b) as at the effective date of the Conversion of savings shares (as better described under paragraph 10 below), the holders of savings shares, without prejudice to the right to receive the dividend related to the 2012 financial year, if any, will lose the economic rights and privileges rights and the class protection rights granted by the Bylaws of EXOR to the relevant class of shares and described above. In any case, savings shareholders who have not exercised their withdrawal right will receive ordinary shares of the Company and, accordingly, will gain the right to vote in all Ordinary and Extraordinary Shareholders' Meetings of the EXOR and will enjoy all the rights attached to ordinary shares, benefitting, among other things, from the enhanced liquidity of the market of said class of shares; the ordinary shares issued due to the Conversion will be entitled for dividends - if any – relating to the 2013 financial year;
- c) as at the effective date of the Conversions, the voting rights of the ordinary shareholders will be diluted proportionally to the number of preferred and/or savings shares converted. If both Conversions become effective, ordinary shares outstanding prior to the Conversions will represent, immediately following the effectiveness of the Conversions, about 65.09% of the ordinary shares of the Company, while ordinary shares globally resulting from the Conversions will represent approximately 34.91% of the Company's ordinary shares. However, the holders of ordinary shares will benefit from the elimination of the privileges and of governance rights connected to the preferred and/or savings shares described above, while all shareholders will benefit of the simplification of the capital structure and of the governance of the Company and of enhanced liquidity.

4. Amount of preferred and savings shares held by the controlling shareholder, pursuant to Article 93 of the TUF

As at the date of this report, the controlling shareholder of the Company, as defined by Article 93 of the TUF, is Giovanni Agnelli e C. S.a.p.az.

Based on the communications received by the Company pursuant to the law, as at the date of this report Giovanni Agnelli e C. S.a.p.az. resulted to hold the 51.16% of the share capital and in particular the 59.10% of ordinary share capital, the 39.24% of preferred share capital and the 12.36 % of savings share capital.

Please note that, as of February 11, 2013, EXOR holds no. 6,729,000 ordinary treasury shares, equal to 2.73% of the share capital and to 4.20% of the share capital represented by ordinary shares, no. 11,690,684 preferred treasury shares, equal to 4.75% of the share capital and to 15.22% of the share capital represented by preferred shares, and no. 665,705 savings treasury shares equal to 0.27% of the share capital and to 7.26% of the share capital represented by savings shares.

For information on changes to the ownership structure following the Conversions, see Paragraph 17 below.

5. Intention of the controlling shareholder to trade preferred and savings shares on the market

As indicated in the press release issued by EXOR on February 11, 2013 Giovanni Agnelli e C. S.a.p.az fully supports the transaction and reserves the right to purchase shares on the market in order to increase its holding in EXOR consistent with the provisions of the relevant laws, rules and regulations, including those relating to disclosure requirements of such purchases. See, also, paragraph 17 below.

In addition, on the same date EXOR announced that the Board of Directors resolved to increase the maximum amount authorized under the buyback program approved at the Board of Directors' meeting of May 29, 2012, from Euro 50 million to Euro 200 million. The duration and all other terms and conditions of the buyback program remain unchanged. EXOR has not, to date, purchased any shares under the buyback program approved on May 29, 2012. For more information, see the press release available on EXOR's website www.exor.com.

6. Possible commitments to convert undertaken by preferred and savings shareholders, with particular reference to the controlling shareholder

As the Conversions entail the compulsory conversions of shares, all preferred and/or savings shares will be automatically converted into ordinary shares. Therefore, this item is not applicable.

7. Dividends distributed in the last three years to ordinary, preferred and savings shares

The following table shows the dividends for each share distributed by EXOR to ordinary, preferred and savings shares since the financial year 2009 (i.e. since the effective date of the merger of IFI S.p.A. and IFIL S.p.A., defined below the "**Merger**"):

Class of Shares	2009 Financial Year	2010 Financial Year	2011 Financial Year
Ordinary	0.27	0.31	0.335
Preferred	0.3217	0.3617	0.3867
Savings	0.3481	0.3881	0.4131

Values expressed in Euro

Please consider that the ordinary shares resulting from the Conversions will have enjoyment rights from January 1, 2013, while the preferred and savings shares currently outstanding will retain all economic rights with respect to the 2012 financial year. For more information, see also paragraph 10 below.

According to EXOR's calendar of corporate events:

- the Board of Directors of EXOR to approve the consolidated financial statements and the project of separate financial statements as at December 31, 2012 is scheduled on April 16, 2013;
- the Board of Directors of EXOR to approve the interim financial report as at March 31, 2013 is scheduled on May 10, 2013;
- the Shareholders' Meeting of EXOR to approve the separate financial statements as at December 31, 2012 is scheduled on May 30, 2013.

8. Conversions cash adjustment and criteria for its determination

The Conversions do not require the payment of any cash adjustment by the preferred shareholders and/or the savings shareholders.

9. Conversion ratios

The Board of Directors of the Company resolved to propose to shareholders the conversion of preferred and savings shares into ordinary shares, on the basis of the following terms:

- preferred shares will be converted into ordinary shares according to a conversion ratio equal to no. 1 ordinary share for each preferred share;
- savings shares will be converted into ordinary shares according to a conversion ratio equal to no. 1 ordinary share for each savings share.

No cash adjustment is foreseen.

Conversion ratios have been determined by the Board of Directors on the basis of the following several considerations; in particular, the following has been considered:

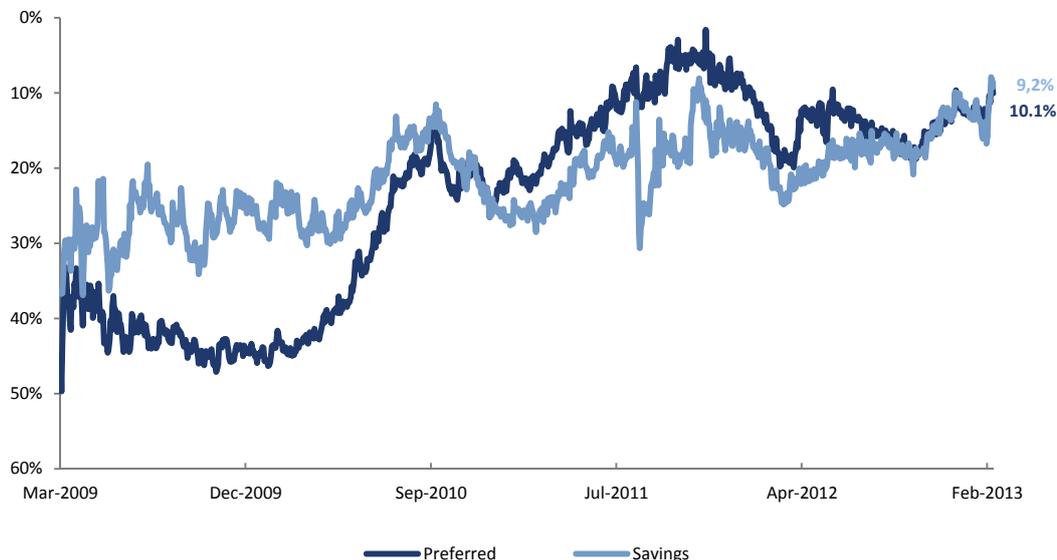
- a) the reasons underlying the Conversions, already indicated in paragraph 1 above;
- b) the economic and administrative features of preferred and savings shares with respect to the ordinary shares, already indicated in paragraph 2 above;
- c) the trading patterns of preferred and savings shares with respect the market values of ordinary shares, over different term periods, including long term periods, preceding the announcement of the transaction;
- d) the features of previous mandatory conversion transactions occurred on the Italian market in the past, with specific reference to implied premiums in the conversion ratios;
- e) implied premiums in the proposed conversion ratios with respect to closing prices of EXOR shares on February 11, 2013, date of the Board of Directors meeting that resolved to propose the Conversion transactions to the Shareholders' Meeting and with respect to average prices over different time periods.

The following paragraphs will analyze more in depth the abovementioned items c), d), and e).

It is specified that, for the purposes of its resolutions, the Board of Directors took as the last reference date of the market price of ordinary, preferred and savings shares February 11, 2013 (i.e. the last day of open market preceding the announcement of the proposal of Conversions). Therefore, such reference date has been used also for the purpose of drafting the following paragraphs, unless otherwise indicated.

9.1. Special Share Prices Evolution over the past

The chart below shows the evolution of the discount⁽¹⁾ of preferred and savings shares of EXOR, with respect to ordinary shares of EXOR starting from March 2, 2009 (i.e. date of commencement of trading of the shares, following the Merger) until February 11, 2013.



During the examined period, despite a certain volatility of the discount due both to market conditions and to the implicit situations of the operating performance of the Company, special shares traded on average at significantly lower prices than ordinary shares' prices due to their limited liquidity, to the absence of full voting rights and in general to the low attractiveness of these classes of shares for investors, especially for the institutional and international investors.

In addition, it has been observed a trend of reduction of the discount over time due to several factors, among which certain elements that brought the market to believe that EXOR was considering the idea to convert preferred and savings shares into ordinary shares, possibly offering a premium to special shareholders. In particular, among them, the announcement of the conversion of preferred and savings shares of FIAT S.p.A. and Fiat Industrial S.p.A. occurred on October 27, 2011.

In particular, as shown in the table below, over the period March 2, 2009 – February 11, 2013 the average discount was 23.86% for preferred shares and 21.48% for savings shares. In other words, on average, over the period of time taken into consideration, the closing trading price of preferred shares was equal to 0.761x ordinary shares, while the closing trading price of savings shares was equal to 0.785x ordinary shares, with a delta amounting to 0.024x in favor of savings shares.

Comparative Analysis of Discounts	Simple Average	
	Mar. 2, 2009 – Feb. 11, 2013	Feb. 11, 2013
Preferred shares		
Discount with respect to ordinary shares	23.86%	10.05%
Implicit ratio	0.761 x	0.899 x
Savings shares		
Discount with respect to ordinary shares	21.48%	9.24%
Implicit ratio	0.785 x	0.908 x
Delta preferred vs. savings		
Discount with respect to ordinary shares	2.38%	0.81%
Implicit ratio	(0.024)x	(0.009)x

(1) Discount calculated as the complement to 1 of the ratio between the special share price and ordinary share price.

By examining the trend of the discount over the last month, over the last three months and over the last six months preceding February 11, 2013, it can be noted a similar trend even though less significant, with special shares constantly exchanged at prices significantly lower than ordinary shares.

Comparative Analysis of discounts	PREF	SAV	ORD	Delta Pref vs Sav
Average prices in 1 month at Feb. 11 2013	18.77	18.60	21.33	
Discount	12.00%	12.80%		-0.80%
Implicit ratio	0.880x	0.872x		0.008x
Average Prices in 3 months at Feb. 11, 2013	17.42	17.38	19.88	
Discount	12.37%	12.58%		-0.21%
Implicit ratio	0.876x	0.874x		0.002x
Average Prices in 6 months at Feb. 11, 2013	16.97	16.90	19.86	
Discount	14.55%	14.90%		-0.35%
Implicit ratio	0.854x	0.851x		0.003x

On February 11, 2013 preferred and savings shares showed a closing price respectively at a discount of 10.05 % and 9.24 % with respect to ordinary shares. By converting these discount ratios into conversion ratios one obtains 0.899x ordinary shares for each preferred share and 0.908x ordinary share for each savings share.

9.2 Analysis of Precedent Conversion Transactions

In determining the proposed conversion ratios, the Board of Directors examined mandatory conversions of preferred and savings shares occurred on the Italian market between 1999 and the date of the announcement.

The Board of Directors observed that almost all the mandatory conversion transactions have been executed with a conversion ratios of no. 1 ordinary share for each converted special share and misalignments from such trend were justified by the presence of a considerable premium in any case granted to special shareholders.

Furthermore, the examined transactions show other common features: in most cases converted shares represented a limited percentage of the total share capital and converted shares had low trading volumes.

Notwithstanding the evaluations above, by examining a restricted number of transactions where special shares had a more significant value and liquidity, it has been noted that, in average, the implicit premium granted to shareholders of the special class was approximately 20% with respect to the special share average price in the three months preceding the announcement.

For the purpose of analyzing the implicit premium of previous transactions, a three-month period has been examined for the calculation of the price of ordinary shares and of shares object of conversion with the aim to mitigate possible adulterations due to the fact that in certain cases the trend of the price of the special class closed to the announcement may have been altered by rumors and other factors, similarly to what occurred to EXOR.

9.3 Implied premiums in the conversion ratios

Preferred shares will be converted into ordinary shares at a conversion ratio of no. 1 ordinary share for each preferred share. Savings shares will be converted into ordinary shares according to a conversion ratio of no. 1 ordinary share for each savings share.

The table below shows the implied premiums in the proposed conversion ratios with respect to closing prices on February 11, 2013 and with respect to the average prices of special shares over different terms period until February 11, 2013.

Comparative Analysis of premiums	PREF	SAV	ORD	Delta Pref vs Sav
Price at Feb. 11, 2013	19.77	19.95	21.98	
Premium	11.18%	10.18%		1.00%
Average prices in 1 month at Feb. 11, 2013	18.77	18.60	21.33	
Premium	13.64%	14.68%		-1.04%
Average prices in 3 months at Feb. 11, 2013	17.42	17.38	19.88	
Premium	14.11%	14.39%		-0.28%
Average prices in 6 months at Feb. 11, 2013	16.97	16.90	19.86	
Premium	17.03%	17.51%		-0.48%
Average prices in the time period Mar. 2, 2009 - Feb. 11, 2013	12.92	13.06	16.50	
Premium	27.71%	26.34%		1.37%

Special shareholders receive an implied premium of approximately 14 % with respect of the average of the three months.

Furthermore, in determining the conversions ratios, the Board has taken into consideration the greater economic rights of savings shares with respect to preferred shares and the administrative rights of preferred shares with respect to savings shares and has decided as well to propose the same conversion ratios both for preferred and savings shares; in this regard, it can be noted that the market historically has reflected such differentials through prices extremely irregular and instable, favorable in different moments either to preferred shares or to savings shares and recently substantially aligned, that have expressed implicit conversion ratios of such shares into ordinary shares.

9.4 Conclusions

On the basis of what described above the Board of Directors deems the proposed conversion ratios to be in the interest of all shareholders and of the Company.

Special shareholders benefit of a conversion ratio higher than that implied in the trading on the market both over long and short term periods; furthermore, a premium substantially in line with the average of premium paid in similar transactions is implicit in the ratios. In addition, special shareholders maintain the right to dividends 2012 - if any – and obtain a title which is more liquid that is expected to be exchanged on the market at higher evaluations with respect to special shares and with full voting rights, in exchange with the loss of economic privileges.

Given the same profit of the fiscal year generated by the group which can be granted to shareholders of the controlling shareholder on a certain year, the conversion has a positive effect on the profit per ordinary share. Furthermore, given the same total dividend that the Shareholders' Meeting resolve to distribute in the future, the conversion will have a positive effect on the dividend per ordinary share.

10. Procedures for the exercise of the Conversions

The Conversions will be carried out through Monte Titoli, which will instruct the intermediaries participating in the central depository system with whom preferred and/or savings shares are deposited; all the transactions aimed at the execution of the Conversions of preferred and/or savings shares will be carried out by said intermediaries and Monte Titoli. The transactions will be carried out at no costs for the shareholders.

The intermediaries who hold the accounts on behalf of each preferred and savings shareholder will deliver to each holder the amount of ordinary shares arising out from the application of the conversion ratio.

The effective date of the Conversions will be agreed upon with Borsa Italiana S.p.A. and disclosed through a notice published on the Company's website and on La Stampa newspaper, pursuant to article 72, fifth paragraph, of the Issuers Regulation. On the same date, preferred and/or savings shares will be revoked from the listing on the markets organized and managed by Borsa Italiana S.p.A., and the ordinary shares resulting from the Conversions will be negotiated on the markets organized and managed by Borsa Italiana S.p.A..

However, it is anticipated that, in order to allow preferred and savings shareholders to receive the privileged dividends with respect to the 2012 financial year, if any, it is currently provided that the Conversions will be executed one the same date or

following the date of payment of the 2012 dividend (June 2013) or, in case the dividend is not distributed, following the Ordinary Shareholders' Meeting of EXOR convened to approve the financial statements as at December 31, 2012 scheduled on May 30, 2013 according to the calendar of the corporate events of EXOR.

11. Conditions for the Conversions to be effective

The Conversions are conditional upon the approval of the Extraordinary Shareholders' meeting. In addition, the Conversion of the preferred shares is conditional upon the approval by the special meeting of the preferred shareholders, whilst the Conversion of the savings shares is conditional upon the approval by the special meeting of the savings shareholders.

Furthermore, the Conversion of preferred shares is conditional upon the fact that the disbursement for the Company pursuant to article 2437-*quater* of the Italian Civil Code following the exercise of the withdrawal right does not exceed Euro 80 (eighty) million and the Conversion of savings shares is conditional upon the fact that the disbursement for the Company pursuant to article 2437-*quater* of the Italian Civil Code following the exercise of the withdrawal right does not exceed Euro 20 (twenty) million. In any case, the conversion of both classes of shares will be executed if the total disbursement for the Company pursuant to article 2437-*quater* of the Italian Civil Code following the exercise of the withdrawal right does not exceed, in total, the amount of Euro 100 (one hundred) million, while, if the total disbursement for the Company exceeds such amount, it will be executed only the conversion of the class of shares in relation to which the disbursement for the Company does not exceed the said amount of Euro 80 (eighty) million and Euro 20 (twenty) million.

The Company will communicate the data relating to the amount of shares object to withdrawal and, therefore, the satisfaction of or failure to satisfy the above conditions, through a press release which will be published within 10 business days after the closing of the period for the exercise of withdrawal rights or within 10 business days after the end of the actions provided by article 2437-*quater*, paragraph three and four, of the Italian Civil Code (as better described in paragraph 19 below).

It remains understood that the Conversions shall not be effective and will be not carried out prior to the publication of said press release and that, in any event, the Conversions will be executed as soon as all legal requirements have been completed.

12. Amount of preferred and savings shares to be converted and of ordinary shares to be offered under the Conversions

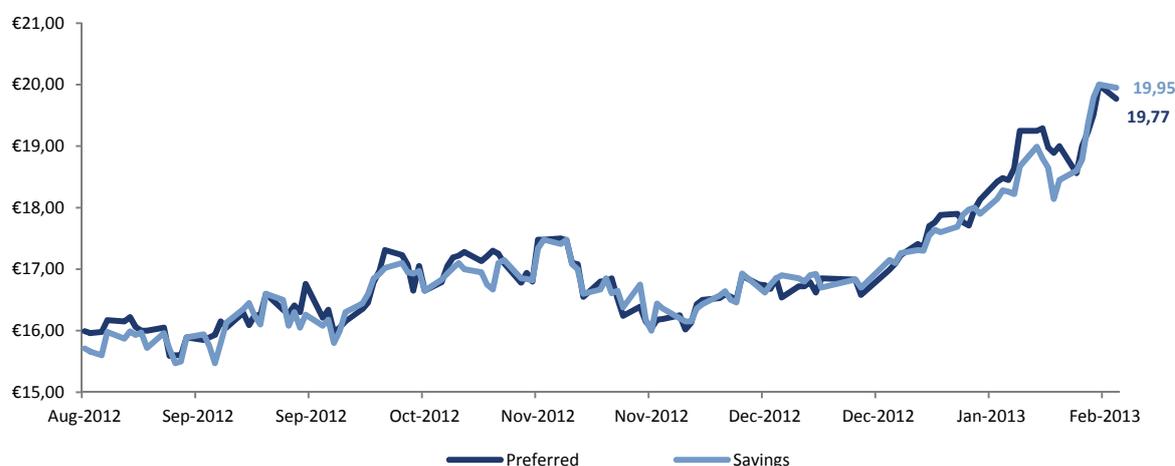
Subject to the satisfaction of the conditions precedent described above, all preferred shares (equal to no. 76,801,460) and/or savings shares (equal to no. 9,168,894) shall be converted into ordinary shares having the same features of those outstanding as at the date of the Conversions, including the economic rights with respect to the 2013 financial year.

Based on the Conversion ratios described in paragraph 9 above, the amount of ordinary shares resulting from the Conversions is equal to 85,970,354 in case of conversion of both preferred and savings shares, to 76,801,460 in case of Conversion of preferred shares only and to 9,168,894 in case of Conversion of savings shares only.

Preferred and savings shares in relation to which the withdrawal rights, within the thresholds set forth in paragraph 11 above, will have been exercised and notwithstanding the option rights of shareholders pursuant to article 2437-*quater* of the Italian Civil Code described under paragraph 19 below, will be purchased by the Company and converted into ordinary treasury shares.

13. Trend of the prices of preferred and savings shares over the last semester

The chart below shows the trend of the preferred and savings shares over the period August 12, 2012 – February 11, 2013.



14. Incentives given for the Conversions

Since the Conversions entail the mandatory conversion of shares, this item is not applicable. With regard to the determination of implied premiums, please see paragraph 9.3 above.

15. Impact of the Conversions on stock option plans involving preferred and savings shares

There are no stock options plan involving preferred and savings shares; therefore, this item is not applicable.

16. Breakdown of the share capital before and after the Conversions

The share capital of EXOR is currently equal to Euro 246,229,850, represented by no. 160,259,496 ordinary shares, no. 76,801,460 preferred shares and no. 9,168,894 savings shares, each of them having a par value equal to Euro 1.

Following the Conversions, the share capital of Euro 246,229,850 will be equal to:

- (i) no. 246,229,850 ordinary shares having a par value of Euro 1 each, if both the Conversion of savings and preferred shares occur; or
- (ii) no. 237,060,956 ordinary shares and no. 9,168,894 savings shares, both having a par value of Euro 1 each, if only the conversion of preferred shares occur; or
- (iii) no. 169,428,390 ordinary shares and no. 76,801,460 preferred shares, both having a par value of Euro 1 each, if only the conversion of savings shares occur.

17. Changes to the ownership structure as a result of the Conversions

Assuming that the current ownership of the share capital by the controlling shareholder of the Company (as described in paragraph 4 above) remains unchanged as of the effective date of the Conversions and that all preferred and savings shares are converted, after the Conversions the shareholding held by the controlling shareholder (as identified in paragraph 4 above) would move from 59.10% to 51.16% of the issued ordinary capital (therefore moving from 61.69% to 55.46% of the share capital with voting right in the Ordinary Shareholders' Meeting); in case of Conversion of preferred shares only, the shareholding held by the controlling shareholder would move from 59.10% to 52.66% of the issued ordinary capital (therefore moving from 61.69% to 57.10% of the share capital with voting right in the Ordinary Shareholders' Meeting), while in case of Conversion of savings shares only, the shareholding held by the controlling shareholder would move from 59.10% to 56.57% of the issued ordinary capital (therefore moving from 61.69% to 59.15% of the share capital with voting right in the Ordinary Shareholders' Meeting). Therefore, Giovanni Agnelli & C. S.p.A. will maintain the absolute majority of the issued share capital of EXOR also after the execution of both conversions.

18. Main uses that the issuer intends to assign to any net proceeds from the Conversions

The Conversions do not entail the payment of any cash adjustments and, therefore, EXOR will not receive any proceeds from the Conversions. Accordingly, this item is not applicable.

19. Withdrawal right

Since the resolution on the conversion of preferred shares into ordinary shares entails a change in the Bylaws of the Company concerning voting and participation rights of the preferred shareholders, preferred shareholders who will not cast their favorable vote in the Extraordinary General Meeting or in the special meeting will be entitled to exercise the withdrawal rights pursuant to article 2437, first paragraph, letter g), of the Italian Civil Code.

Moreover, since the resolution on the conversion of savings shares into ordinary shares entails a change in the Bylaws of the Company concerning voting and participation rights of the savings shareholders, savings shareholders who will not cast their favorable vote in the relevant special meeting will be entitled to exercise the withdrawal rights pursuant to article 2437, first paragraph, letter g), of the Italian Civil Code.

In accordance with article 2437-bis of the Italian Civil Code, those entitled to exercise the withdrawal right may exercise, for all or part of the shares held, their rights by means of a letter delivered through registered mail (the "Withdrawal Notice") to be delivered to the Company's registered office within 15 days from the date of registration. Such registration will be disclosed through the issue of a notice on La Stampa newspaper and on the Company's website; such notice will be deposited as well at the registered office of the Company and communicated to Consob and Borsa Italiana.

In addition to what stated below and, without prejudice to article 127-*bis* of the TUF, the withdrawing shareholder shall deliver, together with the Withdrawal Notice, a proper communication, released by an authorized intermediary, certifying (i) the account registered holding of the Withdrawal Shares on the date of the meeting whose resolution permitted the withdrawal right and (ii) the account registered holding of the Withdrawal Shares on the date of the above communication.

With respect to the Withdrawal Notice, it shall contain:

- (i) the personal data of the withdrawing shareholder, including the fiscal code;
- (ii) the domicile of the withdrawing shareholder for the communication relating to the procedure, including the telephone number and the e-mail address;
- (iii) the number and the class of shares in relation to which the withdrawal right is exercised (the "Withdrawal Shares");
- (iv) the IBAN code of the bank account to which the consideration for the Withdrawal Shares will be credited.

The Withdrawal Notice shall also include the data of the intermediary with whom the Withdrawal Shares are deposited and a statement of the withdrawing shareholder that the Withdrawal Shares are free from pledges or other encumbrances in favor of third parties. In case the Withdrawal Shares are pledged or subject to encumbrances in favor of third parties, the withdrawing shareholder shall also attach to the Withdrawal Notice a statement of the pledgee (and/or of the person/entity in favor of which the encumbrance is granted), by which said person or entity gives unconditional and irrevocable consent to release the pledge and/or encumbrance and to dispose of the Withdrawal Shares in accordance with the instructions given by the withdrawing shareholder.

Given that the effectiveness of each of the Conversions is subject to the satisfaction of the conditions precedent better described in paragraph 11 above, also the exercise of the withdrawal rights by the preferred and/or savings shareholders will be subject to the satisfaction of such conditions.

Should the conditions precedent described under paragraph 11 above result to be satisfied, the price to be paid to the withdrawing shareholder as a consideration for the Withdrawal Shares shall be equal to Euro 16.972 with respect to preferred shares and to Euro 16.899 with respect to savings shares. Said amounts have been determined pursuant to Article 2437-*ter*, paragraph 3, of the Italian Civil Code, making exclusive reference to the arithmetical average of the closing market trading prices in the six months preceding the publication of the notice of call of the Shareholders' Meeting whose resolution permit the withdrawal rights.

Said prices are communicated simultaneously with the publication of the notices of call of the Extraordinary Shareholders' Meeting and of the special meetings, on February 12, 2013 on La Stampa newspaper and on the Company's website.

Once elapsed the aforesaid 15-day period for the exercise of the withdrawal right:

- (i) the directors of the Company will offer the Withdrawal Shares, irrespective of the class, in option to all non-withdrawing shareholders of that class as well as to shareholders of the other classes of shares; a term of at least 30 days from the deposit of the offer with the Companies Register of Turin will be granted for the exercise of the right's offer; the shareholders exercising the right's offer will also have the pre-emption right on the purchase of Withdrawal Shares not purchased, provided that they have made request at the same time; if there are Withdrawal Shares not purchased by the shareholders, said Withdrawal Shares may be offered by the directors of the Company on the market;
- (ii) if there are residual Withdrawal Shares not purchased, such shares will be reimbursed by means of a redemption by the Company and a corresponding amount will be deducted from the Company's reserve for purchase of treasury shares.

The liquidation of the Withdrawal Shares will be carried out in accordance with article 2437-*quater* of the Italian Civil Code with means of execution that may possibly allow the Company to anticipate the payment of the Withdrawal Shares before the end of such proceeding.

As anticipated, the exercise of the withdrawal right by preferred and/or savings shareholders will be subject to the satisfaction of the abovementioned conditions precedent. Therefore, if the aforesaid conditions are not satisfied with reference to either class of shares, the possible subsequent redemption of the relevant Withdrawal Shares by the Company and the revocation from the listing of the corresponding class of shares will not take place.

19.1. Supplement to the authorization on the purchase and disposal of treasury shares

In the ordinary part, the Shareholders' Meeting is convened to resolve upon the supplement to the resolution of authorization on the purchase and disposal of treasury shares approved by the Ordinary Meeting of the Company of May 29, 2012 to provide that, by way of exception to what resolved in the abovementioned resolution, the Company may purchase preferred and savings shares from Shareholders that possibly exercised the withdrawal rights described under the preceding paragraph 19, with executive modalities that provide for the liquidation also before the end of the proceeding provided for by article 2437-*quater* of the Italian Civil Code and the relating purchase and sale price be therefore that fixed pursuant to article 2437-*ter* of the Italian Civil Code as mentioned under said paragraph 19.

20. Amendments to the Bylaws

In light of the above, it is necessary to amend the Bylaws of the Company in order to reflect the Conversions. The following table shows the proposed amendments in case (i) both preferred and savings shares are converted; (ii) only preferred shares are converted and (iii) only savings shares are converted.

Current text	Modified text in case of conversion of both preferred and savings shares	Modified text in case of conversion of only preferred shares	Modified text in case of conversion of only savings shares
Article 5	Article 5	Article 5	Article 5
<p>The capital stock is Euro 246,229,850 divided in 160,259,496 ordinary shares, 76,801,460 preferred shares and 9,168,894 savings shares of par value Euro 1 each.</p> <p>The shares are issued in electronic form.</p> <p>The directors have the power, for a period of five years from the resolution passed on May 14, 2008 to increase capital stock, in one or more instances, also in divisible form, up to an amount of Euro 561,750,000.</p> <p>Capital stock can also be increased by contribution of assets in kind or credits.</p>	<p>The capital stock is Euro 246,229,850 divided in 160,259,496 246,229,850 ordinary shares 76,801,460 preferred shares and 9,168,894 savings shares of par value Euro 1 each.</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>	<p>The capital stock is Euro 246,229,850 divided in 160,259,496 237,060,956 ordinary shares 76,801,460 preferred shares and 9,168,894 savings shares of par value Euro 1 each.</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>	<p>The capital stock is Euro 246,229,850 divided in 160,259,496 169,428,390 ordinary shares and 76,801,460 preferred shares and 9,168,894 savings shares of par value Euro 1 each.</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>
Article 6	Article 6	Article 6	Article 6
<p>The ordinary and preferred shares are registered shares, whereas the savings shares are bearer or registered shares as elected by the stockholder or as provided by law.</p> <p>Each share is indivisible; the possession of a share implies acceptance of these corporate bylaws.</p>	<p>The ordinary and preferred shares are registered shares, whereas the savings shares are bearer or registered shares as elected by the stockholder or as provided by law.</p> <p>Unchanged</p>	<p>The ordinary and preferred shares are registered shares, whereas the savings shares are bearer or registered shares as elected by the stockholder or as provided by law.</p> <p>Unchanged</p>	<p>The ordinary and preferred shares are registered shares, whereas the savings shares are bearer or registered shares as elected by the stockholder or as provided by law.</p> <p>Unchanged</p>
Article 7	Article 7	Article 7	Article 7
<p>The company's capital stock can be increased by issuing ordinary and/or preferred and/or savings shares. The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of shares or for the</p>	<p>The company's capital stock can be increased by issuing ordinary and/or preferred and/or savings shares. The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of shares or for the</p>	<p>The company's capital stock can be increased by issuing ordinary and/or preferred and/or savings shares. The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of shares or for the</p>	<p>The company's capital stock can be increased by issuing ordinary and/or savings shares. The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of</p>

Current text	Modified text	Modified text	Modified text
<p>balance, shares in another class (or other classes). The resolutions for the issue of new shares having the same features as the existing shares do not require the approval of special meetings of stockholders of the individual categories of shares.</p>	<p>balance, shares in another class (or other classes). The resolutions for the issue of new shares having the same features as the existing shares do not require the approval of special meetings of stockholders of the individual categories of shares.</p>	<p>balance, shares in another class (or other classes). Unchanged</p>	<p>shares or for the balance, shares in another class (or other classes). Unchanged</p>
Article 10	Article 9 (former Article 10)	Article 10	Article 10
<p>Each ordinary and preferred share entitles its holder to one vote.</p> <p>Preferred shares have voting rights only for the resolutions set forth in art. 2365 of the Italian Civil Code and the second paragraph of art. 13 of the bylaws.</p> <p>The individuals entitled to voting right may attend the meeting.</p> <p>The same may be represented at a meeting, in the ways provided by the law.</p> <p>The legitimate attendance of stockholders' meetings and the exercise of voting rights are confirmed by a statement to the issuer from the intermediary, in compliance with intermediary accounting records, according to the manner and terms set forth by the applicable regulation.</p> <p>The Board of Directors shall implement procedures to allow the vote in electronic format.</p> <p>The proxies for the representation and the exercise of the voting right at stockholders' meeting shall be delivered in electronic format according to the provisions of the applicable regulation.</p>	<p>Each ordinary and preferred share entitles its holder to one vote.</p> <p>Preferred shares have voting rights only for the resolutions set forth in art. 2365 of the Italian Civil Code and the second paragraph of art. 13 of the bylaws.</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>	<p>Each ordinary and preferred share entitles its holder to one vote.</p> <p>Preferred shares have voting rights only for the resolutions set forth in art. 2365 of the Italian Civil Code and the second paragraph of art. 13 of the bylaws.</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>	<p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>



Current text	Modified text in case of conversion of both preferred and savings shares	Modified text in case of conversion of only preferred shares	Modified text in case of conversion of only savings shares
<p>Electronic notification of proxies may be given, in accordance with the procedures stated in the meeting notice, on the relevant section of the company's internet site or by message sent to the certified electronic mail address provided in the meeting notice.</p> <p>The Company may, through the centralized share administration service, request that intermediaries provide details of the identity of stockholders and the number of shares registered to them on a particular date.</p>	<p>Unchanged</p> <p>Unchanged</p>	<p>Unchanged</p> <p>Unchanged</p>	<p>Unchanged</p> <p>Unchanged</p>
Article 13	Article 12 (former Article 13)	Article 13	Article 13
<p>For the meeting to be duly constituted and valid for passing resolutions, the relevant provisions of law shall apply, the majority of votes set forth by the provisions of art. 2369, paragraph 3 of the Italian Civil Code applying to the single call of ordinary stockholders' meeting and the majorities of votes set forth by the provisions of art. 2369, paragraph 7 of the Italian Civil Code to the call of extraordinary stockholders' meetings, subject to the provisions of the following articles 16 and 23, for the election of the board of directors and the board of statutory auditors.</p> <p>The regulations that govern the manner in which stockholders' meeting are conducted shall be approved and amended by any ordinary stockholders' meeting in which the ordinary shares and the preferred shares have the right to vote. Such meeting, which passes resolutions by an absolute majority of the votes cast by those present, is regularly constituted, in first call, by stockholders representing</p>	<p>For the meeting to be duly constituted and valid for passing resolutions, the relevant provisions of law shall apply, the majority of votes set forth by the provisions of art. 2369, paragraph 3 of the Italian Civil Code applying to the single call of ordinary stockholders' meeting and the majorities of votes set forth by the provisions of art. 2369, paragraph 7 of the Italian Civil Code to the call of extraordinary stockholders' meetings, subject to the provisions of the following articles 15 and 22, for the election of the board of directors and the board of statutory auditors.</p> <p>The regulations that govern the manner in which stockholders' meeting are conducted shall be approved and amended by any ordinary stockholders' meeting. in which the ordinary shares and the preferred shares have the right to vote. Such meeting, which passes resolutions by an absolute majority of the votes cast by those present, is regularly</p>	<p>Unchanged</p> <p>The regulations that govern the manner in which stockholders' meeting are conducted shall be approved and amended by any ordinary stockholders' meeting. in which the ordinary shares and the preferred shares have the right to vote. Such meeting, which passes resolutions by an absolute majority of the votes cast by those present, is regularly</p>	<p>Unchanged</p> <p>Unchanged</p>

Current text	Modified text	Modified text	Modified text
	in case of conversion of both preferred and savings shares	in case of conversion of only preferred shares	in case of conversion of only savings shares
at least one half of the ordinary and preferred shares and, in second call or in the single call, by whatever part representing the shares that have the right to vote.	constituted, in first call, by stockholders representing at least one half of the ordinary and preferred shares and, in second call or in the single call, by whatever part representing the shares that have the right to vote.	constituted, in first call, by stockholders representing at least one half of the ordinary and preferred shares and, in second call or in the single call, by whatever part representing the shares that have the right to vote.	
Article 23	Article 22 (former Article 23)	Article 23	Article 23
<i>omissis</i> Slates of candidates can only be presented by stockholders who, alone or together with other stockholders, hold voting stock representing the percentage of the voting stock in the ordinary stockholders meeting as set forth by article 16, third paragraph. Certification of that percentage must be provided through specific statements which shall be transmitted to the company at lease 21 (twenty-one) days prior to the date of the stockholders' meeting. All of the above shall be stated in the meeting notice. <i>omissis</i>	<i>omissis</i> Slates of candidates can only be presented by stockholders who, alone or together with other stockholders, hold voting stock representing the percentage of the voting stock in the ordinary stockholders meeting as set forth by article 16 15 , third paragraph. Certification of that percentage must be provided through specific statements which shall be transmitted to the company at lease 21 (twenty-one) days prior to the date of the stockholders' meeting. All of the above shall be stated in the meeting notice. <i>omissis</i>	<i>omissis</i> Unchanged	<i>omissis</i> Unchanged
Article 27	Article 26 (former Article 27)	Article 27	Article 27
The profit of each year will be apportioned as follows: - 5% to the legal reserve, until it reaches one-fifth of the company's capital stock; - the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions, taking into account that in the order (i) the savings shares are in any case entitled to a preferred dividend, cumulative pursuant to the following second paragraph, equal to 31.21% of their par value and to a dividend higher than that of the ordinary shares equal to 7.81% of the same par value, and (ii) the preferred shares, to a	Unchanged Unchanged - the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions, taking into account that in the order (i) the savings shares are in any case entitled to a preferred dividend, cumulative pursuant to the following second paragraph, equal to 31.21% of their par value and to a dividend higher	Unchanged Unchanged - the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions, taking into account that in the order (i) the savings shares are in any case entitled to a preferred dividend, cumulative pursuant to the following second paragraph, equal to 31.21% of their par value and to a dividend higher	Unchanged Unchanged - the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions, taking into account that in the order (i) the savings shares are in any case entitled to a preferred dividend, cumulative pursuant to the following second paragraph, equal to 31.21% of their par value and to a dividend higher

Current text	Modified text	Modified text	Modified text
<p>preferred dividend and a dividend higher than that of the ordinary shares, equal to 5.17% of their par value, which is not cumulative from one fiscal year to the next.</p> <p>If, in any fiscal year, a dividend lower than the measure set out above has been distributed to the savings shares, the difference is calculated as an increase to be added to the preferred dividend in the following two fiscal years.</p> <p>In case of exclusion from trading of the ordinary shares and/or savings shares, the preferred dividend and the dividend higher than that of ordinary shares due to the savings shares will be automatically increased in order to result equal to, respectively, 32.15% and 8.75%.</p> <p>In the event of distribution of reserves, the savings shares have the same rights as the other shares.</p> <p>During the course of the year, and if the board of directors so deems it expedient and is feasible in consideration of the results of the year, the board of directors can resolve to pay interim dividends for the year.</p>	<p>in case of conversion of both preferred and savings shares</p> <p>than that of the ordinary shares equal to 7.81% of the same par value, and (ii) the preferred shares, to a preferred dividend and a dividend higher than that of the ordinary shares, equal to 5.17% of their par value, which is not cumulative from one fiscal year to the next.</p> <p>If, in any fiscal year, a dividend lower than the measure set out above has been distributed to the savings shares, the difference is calculated as an increase to be added to the preferred dividend in the following two fiscal years.</p> <p>In case of exclusion from trading of the ordinary shares and/or savings shares, the preferred dividend and the dividend higher than that of ordinary shares due to the savings shares will be automatically increased in order to result equal to, respectively, 32.15% and 8.75%.</p> <p>In the event of distribution of reserves, the savings shares have the same rights as the other shares.</p> <p>Unchanged</p>	<p>in case of conversion of only preferred shares</p> <p>than that of the ordinary shares equal to 7.81% of the same par value. and (ii) the preferred shares, to a preferred dividend and a dividend higher than that of the ordinary shares, equal to 5.17% of their par value, which is not cumulative from one fiscal year to the next.</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>	<p>in case of conversion of only savings shares</p> <p>higher than that of the ordinary shares equal to 7.81% of the same par value, and (ii) the preferred shares are entitled to a preferred dividend and a dividend higher than that of the ordinary shares, equal to 5.17% of their par value, which is not cumulative from one fiscal year to the next.</p> <p>If, in any fiscal year, a dividend lower than the measure set out above has been distributed to the savings shares, the difference is calculated as an increase to be added to the preferred dividend in the following two fiscal years.</p> <p>In case of exclusion from trading of the ordinary shares and/or savings shares, the preferred dividend and the dividend higher than that of ordinary shares due to the savings shares will be automatically increased in order to result equal to, respectively, 32.15% and 8.75%.</p> <p>In the event of distribution of reserves, the savings shares have the same rights as the other shares.</p> <p>Unchanged</p>

Current text	Modified text in case of conversion of both preferred and savings shares	Modified text in case of conversion of only preferred shares	Modified text in case of conversion of only savings shares
Article 30	Article 29 (former Article 30)	Article 30	Article 30
<p>In the event of the dissolution of the company for any reason whatsoever, the general stockholders' meeting will appoint one or more liquidators fixing the powers and fees, in compliance with the law.</p> <p>In the event of a winding up, the corporate assets are apportioned in the following order:</p> <ul style="list-style-type: none"> - the savings shares have a right of pre-emption up to Euro 3.78 per each savings share; - the holders of the preferred shares have a right of pre-emption up to the amount of the par value of their shares; - to the ordinary shares, up to the amount of the par value of their shares - to the shares of the three categories of shares, the remaining, if any, pursuant to the law. 	<p>Unchanged</p> <p>In the event of a winding up, the corporate assets are apportioned in the following order among the shares in equal measure.</p> <p>the savings shares have a right of pre-emption up to Euro 3.78 per each savings share;</p> <p>the holders of the preferred shares have a right of pre-emption up to the amount of the par value of their shares;</p> <p>to the ordinary shares, up to the amount of the par value of their shares</p> <p>to the shares of the three categories of shares, the remaining, if any, pursuant to the law.</p>	<p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>- to the shares of the three two categories of shares, the remaining, if any, pursuant to the law.</p>	<p>Unchanged</p> <p>Unchanged</p> <p>the savings shares have a right of pre-emption up to Euro 3.78 per each savings share;</p> <p>Unchanged</p> <p>Unchanged</p> <p>- to the shares of the three two categories of shares, the remaining, if any, pursuant to the law.</p>
<p>TITLE XI – Savings and preferred shares and Communications to the respective common Representative</p> <p>Article 31</p>	<p>TITLE XI – Savings and preferred shares and Communications to the respective common Representative</p> <p>Article 31</p>	<p>TITLE XI – Savings and preferred shares and Communications to the respective common Representative</p> <p>Article 31</p>	<p>TITLE XI – Savings and preferred shares and Communications to the respective common Representative</p> <p>Article 31</p>
<p>Savings shares and preferred shares have the rights described in this article and articles 27 and 30.</p> <p>The reduction of the capital stock due to losses does not result in the reduction in the par value of the savings shares, with the exception of the part of the loss which exceeds the overall par value of the other shares.</p>	<p>Savings shares and preferred shares have the rights described in this article and articles 27 and 30.</p> <p>The reduction of the capital stock due to losses does not result in the reduction in the par value of the savings shares, with the exception of the part of the loss which exceeds the overall par value of the other shares.</p>	<p>Savings shares and preferred shares have the rights described in this article and articles 27 and 30.</p> <p>Unchanged</p>	<p>Savings shares and preferred shares have the rights described in this article and articles 27 and 30.</p> <p>The reduction of the capital stock due to losses does not result in the reduction in the par value of the savings shares, with the exception of the part of the loss which exceeds the overall par value of the other shares.</p>

Current text	Modified text	Modified text	Modified text
	in case of conversion of both preferred and savings shares	in case of conversion of only preferred shares	in case of conversion of only savings shares
<p>The expenses required to safeguard the common interests of the holders of preferred shares and the holders of savings shares are borne by the company up to an amount of Euro 10,000 per year for each of the two categories of shares.</p> <p>In order to ensure that the common representatives of the two categories of shares are adequately informed about the transactions which can affect the course of the quotations of the listed shares, communications regarding the aforesaid matters will be promptly sent to the same by the legal representatives.</p>	<p>The expenses required to safeguard the common interests of the holders of preferred shares and the holders of savings shares are borne by the company up to an amount of Euro 10,000 per year for each of the two categories of shares.</p> <p>In order to ensure that the common representatives of the two categories of shares are adequately informed about the transactions which can affect the course of the quotations of the listed shares, communications regarding the aforesaid matters will be promptly sent to the same by the legal representatives.</p>	<p>The expenses required to safeguard the common interests of the holders of preferred shares and the holders of savings shares are borne by the company up to an amount of Euro 10,000 per year for each of the two categories of shares.</p> <p>In order to ensure that the common representatives of the two categories of shares are is adequately informed about the transactions which can affect the course of the quotations of the listed shares, communications regarding the aforesaid matters will be promptly sent to the same by the legal representatives.</p>	<p>The expenses required to safeguard the common interests of the holders of preferred shares and the holders of savings shares are borne by the company up to an amount of Euro 10,000 per year for each of the two categories of shares.</p> <p>In order to ensure that the common representatives of the two categories of shares are is adequately informed about the transactions which can affect the course of the quotations of the listed shares, communications regarding the aforesaid matters will be promptly sent to the same by the legal representatives.</p>
TITLE XII – Right of withdrawal	TITLE XII – Right of withdrawal	TITLE XII – Right of withdrawal	TITLE XII – Right of withdrawal
Article 32	Article 30 (former Article 32)	Article 32	Article 32
The right of withdrawal can be exercised only within the limits and according to the provisions dictated by the binding rules of the law and, in any case, the right is excluded in the the extension of the term of the company and the introduction or removal of restrictions on stock outstanding.	Unchanged	Unchanged	Unchanged

21. Proposed resolution

The proposed resolution of the extraordinary part is attached to this report. As far as the resolution of the ordinary part of the meeting is concerned, see paragraph 19.1 above.

** * **

February 11, 2013

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

Proposed resolution

The Shareholders' Meeting of "EXOR S.p.A.", on Extraordinary session, having considered the report of the Board of Directors,

resolves

- 1) to proceed to the mandatory conversion of no. 76,801,460 (seventysixmilliononeighthundredonethousandfourhundredandsixty) preferred shares and of no. 9,168,894 (ninemilliononehundredsixtyeightthousandandeighthundrednintyfour) savings shares of par value of Euro 1 (one) each into ordinary shares having the same features of the ordinary shares outstanding at the date of execution of the transaction and therefore enjoyment rights January 1, 2013;
- 2) to approve that the abovementioned transaction be carried out on the basis of a conversion ratios of no. 1 (one) ordinary share for each preferred share and of 1 (one) ordinary share for each savings shares, with issue of n. 76,801,460 (seventysixmilliononeighthundredonethousandfourhundredandsixty) preferred shares substituting the preferred shares and of no. 9,168,894 (ninemilliononehundredsixtyeightthousandandeighthundrednintyfour) ordinary shares substituting the savings shares;
- 3) to decide (i) that the conversion of the preferred shares and the liquidation of the relevant withdrawal consideration will be conditional upon the approval by the relevant special meeting and upon the disbursement for the Company pursuant to article 2437-*quater* following the exercise of the withdrawal right by the respective shareholders, if any, not exceeding the maximum amount of Euro 80 (eighty) million, (ii) that the conversion of the savings shares and the liquidation of the withdrawal consideration will be conditional upon the approval by the relevant special meeting and upon disbursement for the Company pursuant to article 2437-*quater* following the exercise of the withdrawal right by the respective shareholders, if any, not exceeding the maximum amount of Euro 20 (twenty) million, and (iii) that the conversion of both classes of shares will be executed in any case if the relevant resolution is adopted by the respective special meeting and the total disbursement for the Company pursuant to article 2437-*quater* of the Italian Civil Code following the exercise of the withdrawal right does not exceed, in total, the amount of Euro 100 (one hundred) million, while, if the total disbursement for the Company exceeds such amount, it will be executed only the conversion of the class of shares, provided it is approved by the relevant special meeting, in relation to which the disbursement for the Company following the exercise of the withdrawal right does not exceed the said amount of Euro 80 (eighty) million or Euro 20 (twenty) million;
- 4) to amend, if based on what resolved under item 3 preceding the conversion of both preferred and savings shares is given execution, the current articles 5, 6, 10, 13, 23, 27, 30 of the Company Bylaws as follows, cancelling article 7 and Title eleventh of the same and proceeding to the consequent renumbering:

"Article 5

The capital stock is Euro 246,229,850 divided in 246,229,850 ordinary shares of par value Euro 1 each.

The shares are issued in electronic form.

The directors have the power, for a period of five years from the resolution passed on May 14, 2008 to increase capital stock, in one or more instances, also in divisible form, up to an amount of Euro 561,750,000.

Capital stock can also be increased by contribution of assets in kind or credits.";

"Article 6

The ordinary shares are registered shares.

Each share is indivisible; the possession of a share implies acceptance of these corporate bylaws.";

"Article 9 (former Article 10)

Each ordinary share entitles its holder to one vote.

The individuals entitled to voting right may attend the meeting.

The same may be represented at a meeting, in the ways provided by the law.

The legitimate attendance of stockholders' meetings and the exercise of voting rights are confirmed by a statement to the issuer from the intermediary, in compliance with intermediary accounting records, according to the manner and terms set forth by the applicable regulation.

The Board of Directors shall implement procedures to allow the vote in electronic format.

The proxies for the representation and the exercise of the voting right at stockholders' meeting shall be delivered in electronic format according to the provisions of the applicable regulation.

Electronic notification of proxies may be given, in accordance with the procedures stated in the meeting notice, on the relevant section of the company's internet site or by message sent to the certified electronic mail address provided in the meeting notice.

The Company may, through the centralized share administration service, request that intermediaries provide details of the identity of stockholders and the number of shares registered to them on a particular date.”;

“Article 12 (former Article 13)

For the meeting to be duly constituted and valid for passing resolutions, the relevant provisions of law shall apply, the majority of votes set forth by the provisions of art. 2369, paragraph 3 of the Italian Civil Code applying to the single call of ordinary stockholders' meeting and the majorities of votes set forth by the provisions of art. 2369, paragraph 7 of the Italian Civil Code to the call of extraordinary stockholders' meetings, subject to the provisions of the following articles 15 and 22, for the election of the board of directors and the board of statutory auditors.

The regulations that govern the manner in which stockholders' meeting are conducted shall be approved and amended by the ordinary stockholders' meeting.”;

“Article 22 (former Article 23)

The board of statutory auditors shall consist of three standing statutory auditors and two alternate statutory auditors. Minority stockholders may appoint one standing statutory auditor and one alternate statutory auditor.

All the standing statutory auditors and all the alternate statutory auditors shall be chosen from among those inscribed on the register of legal professional accountants who have exercised the legal audit of accounts for a period of not less than three years.

Statutory auditors shall be nominated from a slate, which shall be filed at the registered office of the company at least 25 (twenty-five) days prior to the date of the stockholders' meeting, presented by the stockholders in which the candidates are listed in a numerical number. The slate is divided into two sections: one for candidates to the office of standing statutory auditor, the other for candidates to the office of alternate statutory auditor, which number shall not exceed the number of statutory auditors to be appointed.

Slates of candidates can only be presented by stockholders who, alone or together with other stockholders, hold voting stock representing the percentage of the voting stock in the ordinary stockholders' meeting as set forth by article 15, third paragraph. Certification of that percentage must be provided through specific statements which shall be transmitted to the company at least 21 (twenty-one) days prior to the date of the stockholders' meeting. All of the above shall be stated in the meeting notice.

The slates shall also be accompanied by:

- a) information as to the identity of the stockholders submitting the slates, with an indication of the total percentage equity interest held;
- b) a declaration by the members other than those who hold, also jointly, a control stake or relative majority stake in which they state the absence of links provided for them by the law in force;
- c) an exhaustive disclosure regarding the candidates' personal and professional characteristics as well as a declaration of the same in which candidates state that they satisfy the requirements set forth by law and by the company's bylaws herein and accept the candidature;
- d) a list of the posts of administration and control held by the candidates within other companies, with the commitment of updating the aforementioned list to the date of the meeting.

The candidates who do not comply with these rules are ineligible.

If, at the time limit indicated above, only a slate is deposited, or slates are deposited only by stockholders who, on the basis of the aforementioned provisions, are linked with each other according to the existing law, slates can be presented up to the third day of that date. In this case, the aforementioned threshold shall be reduced by half.

The slates shall be filed through at least one remote telecommunication means according to the manner, indicated on the notice of call to the stockholders' meeting, which allows the identification of the individuals who provide for the presentation.

No single stockholder can present, either through a third party or trustee company, more than one slate, or cast votes in different slates. No stockholders belonging to the same group or stockholders who signed a stockholders' agreement regarding

the stock of the company can present, either through a third party or trustee company, more than one slate, or cast votes in different slates. Each candidate may be included in one slate only, under penalty of ineligibility.

Candidates cannot be included in the slates if they hold the post of statutory auditor in a number of companies than exceeds the limits stated by the applicable regulation, or if they do not hold the qualifications established by the applicable laws and these bylaws. Out-going statutory auditors can be re-elected.

The election of the members of the board of statutory auditors is performed as follows:

1. two standing statutory members and one alternate are taken from the slate which has obtained the highest number of votes from the stockholders' meeting, in the numerical order in which they are listed thereon and elected;
2. the remaining standing statutory member and the other alternate member are taken from the slate which has obtained the second highest number of votes from the stockholders' meeting and which is not linked with the stockholders of reference according to the provisions of law, and elected on the basis of the numerical order in which they appear in the sections of the slate; in case of tie vote between more slates, the candidates of the slate which has been presented by the members holding the major voting stock, or, in subordinate position, by the major number of stockholders are elected.

The chairman of the board of statutory auditors shall be the statutory member indicated as the first candidate on the slate as set forth in the previous paragraph 2.

If it is not possible to elect the statutory auditors in the manner described above, the candidates shall be appointed by a relative majority of votes cast by the stockholders present at the meeting.

In the event the requisites by law and these bylaws are no longer met, the statutory auditor shall be relieved of office.

In case of the replacement of a statutory auditor, the alternate belonging to the same slate as the resigned auditor shall take the place of same.

The terms in the preceding paragraphs shall not be applied by the meetings which, according to the law, must appoint standing statutory auditors and/or alternates and the chairman needed to complete the board of statutory auditors in the event of replacement or resignation. In these cases, the appointment is made by a relative majority vote of the stockholders, in compliance with the binding principles of representation of minority stockholders."

"Article 26 (former Article 27)

The profit of each year will be apportioned as follows:

- 5% to the legal reserve, until it reaches one-fifth of the company's capital stock;
- the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions.

During the course of the year, and if the board of directors so deems it expedient and is feasible in consideration of the results of the year, the board of directors can resolve to pay interim dividends for the year.";

"Article 29 (former Article 30)

In the event of the dissolution of the company for any reason whatsoever, the general stockholders' meeting will appoint one or more liquidators fixing the powers and fees, in compliance with the law.

In the event of a winding up, the corporate assets are apportioned among the shares in equal measure."

- 5) to amend, if based on what resolved under item 3 preceding only the conversion of preferred shares is given execution, the current articles 5, 6, 7, 10, 13, 27, 30 and 31 of the Company Bylaws as follows:

"Article 5

The capital stock is Euro 246,229,850 divided in 237,060,956 ordinary shares and 9,168,894 savings shares of par value Euro 1 each.

The shares are issued in electronic form.

The directors have the power, for a period of five years from the resolution passed on May 14, 2008 to increase capital stock, in one or more instances, also in divisible form, up to an amount of Euro 561,750,000.

Capital stock can also be increased by contribution of assets in kind or credits.";



“Article 6

The ordinary shares are registered shares, whereas the savings shares are bearer or registered shares as elected by the stockholder or as provided by law.

Each share is indivisible; the possession of a share implies acceptance of these corporate bylaws.”;

“Article 7

The company’s capital stock can be increased by issuing ordinary and/or savings shares. The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of shares or for the balance, shares in another class.

The resolutions for the issue of new shares having the same features as the existing shares do not require the approval of special meetings of stockholders of the individual categories of shares.”;

“Article 10

Each ordinary entitles its holder to one vote.

The individuals entitled to voting right may attend the meeting.

The same may be represented at a meeting, in the ways provided by the law.

The legitimate attendance of stockholders’ meetings and the exercise of voting rights are confirmed by a statement to the issuer from the intermediary, in compliance with intermediary accounting records, according to the manner and terms set forth by the applicable regulation.

The Board of Directors shall implement procedures to allow the vote in electronic format.

The proxies for the representation and the exercise of the voting right at stockholders’ meeting shall be delivered in electronic format according to the provisions of the applicable regulation.

Electronic notification of proxies may be given, in accordance with the procedures stated in the meeting notice, on the relevant section of the company’s internet site or by message sent to the certified electronic mail address provided in the meeting notice.

The Company may, through the centralized share administration service, request that intermediaries provide details of the identity of stockholders and the number of shares registered to them on a particular date.”;

“Article 13

For the meeting to be duly constituted and valid for passing resolutions, the relevant provisions of law shall apply, the majority of votes set forth by the provisions of art. 2369, paragraph 3 of the Italian Civil Code applying to the single call of ordinary stockholders’ meeting and the majorities of votes set forth by the provisions of art. 2369, paragraph 7 of the Italian Civil Code to the call of extraordinary stockholders’ meetings, subject to the provisions of the following articles 16 and 23, for the election of the board of directors and the board of statutory auditors.

The regulations that govern the manner in which stockholders’ meeting are conducted shall be approved and amended by the ordinary stockholders’ meeting.”;

“Article 27

The profit of each year will be apportioned as follows:

- 5% to the legal reserve, until it reaches one-fifth of the company’s capital stock;

- the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders’ meeting in observance of the applicable provisions, taking into account that the savings shares are in any case entitled to a preferred dividend, cumulative pursuant to the following second paragraph, equal to 31.21% of their par value and to a dividend higher than that of the ordinary shares equal to 7.81% of the same par value.

During the course of the year, and if the board of directors so deems it expedient and is feasible in consideration of the results of the year, the board of directors can resolve to pay interim dividends for the year.”;

“Article 30

In the event of the dissolution of the company for any reason whatsoever, the general stockholders' meeting will appoint one or more liquidators fixing the powers and fees, in compliance with the law.

In the event of a winding up, the corporate assets are apportioned in the following order:

- the savings shares have a right of pre-emption up to Euro 3.78 per each savings share;
- to the ordinary shares, up to the amount of the par value of their shares
- to the shares of the two categories of shares, the remaining, if any, pursuant to the law.”;

“Article 31- Savings shares and Communications to the respective common representative

Savings shares have the rights described in this article and articles 27 and 30.

The expenses required to safeguard the common interests of the holders of savings shares are borne by the company up to an amount of Euro 10,000 per year for each of the two categories of shares.

In order to ensure that the common representative is adequately informed about the transactions which can affect the course of the quotations of the listed shares, communications regarding the aforesaid matters will be promptly sent to the same by the legal representatives.”;

- 6) to amend, if based on what resolved under item 3 preceding only the conversion of savings shares is given execution, the current articles 5, 6, 7, 27, 30 and 31 of the Company Bylaws as follows:

“Article 5

The capital stock is Euro 246,229,850 divided in 169,428,390 ordinary shares, 76,801,460 preferred shares of par value Euro 1 each.

The shares are issued in electronic form.

The directors have the power, for a period of five years from the resolution passed on May 14, 2008 to increase capital stock, in one or more instances, also in divisible form, up to an amount of Euro 561,750,000.

Capital stock can also be increased by contribution of assets in kind or credits.”;

“Article 6

The ordinary and preferred shares are registered shares.

Each share is indivisible; the possession of a share implies acceptance of these corporate bylaws.”;

“Article 7

The company's capital stock can be increased by issuing ordinary and/or preferred shares.

The holders of each category of shares shall have the right to receive in option a prorated number of newly issued shares of their class and, lacking a sufficient number of shares or for the balance, shares in another class.

The resolutions for the issue of new shares having the same features as the existing shares do not require the approval of special meetings of stockholders of the individual categories of shares.”;

“Article 27

The profit of each year will be apportioned as follows:

- 5% to the legal reserve, until it reaches one-fifth of the company's capital stock;
- the remaining profit to the shares, as dividend, unless otherwise resolved upon by the stockholders' meeting in observance of the applicable provisions, taking into account that the preferred shares are entitled to a preferred dividend and a dividend higher than that of the ordinary shares, equal to 5.17% of their par value, which is not cumulative from one fiscal year to the next.



During the course of the year, and if the board of directors so deems it expedient and is feasible in consideration of the results of the year, the board of directors can resolve to pay interim dividends for the year.”;

“Article 30

In the event of the dissolution of the company for any reason whatsoever, the general stockholders’ meeting will appoint one or more liquidators fixing the powers and fees, in compliance with the law.

In the event of a winding up, the corporate assets are apportioned in the following order:

- the holders of the preferred shares have a right of pre-emption up to the amount of the par value of their shares;
- to the ordinary shares, up to the amount of the par value of their shares;
- to the shares of the two categories of shares, the remaining, if any, pursuant to the law.”

“Article 31- Preferred shares and Communications to the respective common representative

Preferred shares have the rights described in this article and articles 27 and 30.

The expenses required to safeguard the common interests of the holders of preferred shares are borne by the company up to an amount of Euro 10,000 per year.

In order to ensure that the common representative is adequately informed about the transactions which can affect the course of the quotations of the listed shares, communications regarding the aforesaid matters will be promptly sent to the same by the legal representatives.”

- 7) to confer to the Board of Directors, and on its behalf to the legal representatives in charge, severally, all ample powers to give execution, pursuant to the law, to the resolutions adopted with express faculty to determine, taking into account the conditions described under item 3 preceding, terms and conditions;
- 8) to give mandate to the legal representatives in charge, severally, to deposit, following the conversion of both or of only one class of shares, the Company’s Bylaws duly updated with the articles reported above.

