



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

NOTICE OF ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Holders of ordinary and preferred shares are hereby given notice of the Ordinary and Extraordinary General Meeting to be held at the Fiat Industrial Village - Strada di Settimo 223 - Turin, on May 30, 2013 at 10.00 a.m. in a single call, to vote on the following

Agenda

Ordinary Part

- 1) Financial statements at December 31, 2012 and related resolutions.
- 2) Compensation and treasury stock:
 - a) Compensation Report pursuant to article 123-ter of Legislative Decree 58/1998.
 - b) Resolutions on the purchase and sale of own shares.

Extraordinary Part

Proposal for the granting of powers to Directors pursuant to articles 2443 and 2420-ter of the Italian Civil Code; related and consequent resolutions.

INFORMATION

Attendance and representation at the Shareholders' Meeting

Holders of voting rights at close of business on the record date, May 21, 2013, for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend the Shareholders' Meeting.

Anyone becoming a shareholder after that date will not be entitled to attend and vote at the Shareholders' Meeting. It should be noted that holders of ordinary shares are entitled to vote on all the matters on the agenda and holders of preferred shares are entitled to vote only on the matters on the extraordinary part of the agenda.

As provided for by law, any shareholder entitled to attend may be represented at the Shareholders' Meeting by a proxy and may use for this purpose the proxy form provided on the Company's website (www.exor.com, Corporate Governance, General meetings). Proxy appointments can be notified to the Company by certified electronic mail at the address delegheexor@pecserviziotitoli.it.

The Company has designated Servizio Titoli S.p.A. Via Nizza 262/273, Turin, as the "Designated Representative" pursuant to article 135-undecies of Legislative Decree 58/1998 and shareholders entitled to vote can appoint the same as proxy, not later than the close of the second dealing day preceding the date of the Meeting (accordingly not later than May 28, 2013) giving voting instructions for all or some of the resolutions on the matters on the agenda.

The appointment of the above proxy must be effected using the specific proxy form provided on the Company's website (www.exor.com, Corporate Governance, General meetings) to be transmitted in the manner indicated.

Until the deadline indicated above, proxy appointments and voting instructions are revocable using the same manner of transmittal.

The proxy does not operate for proposed resolutions in respect of which a voting instruction has not been given.

Other rights of Shareholders

Shareholders entitled to attend Meetings may submit questions on matters on the agenda also prior to the Meeting, in the manner indicated on the Company's website, not later than May 27, 2013.

Shareholders who individually or jointly constitute at least one fortieth of the company's share capital have the right to request, within at most 10 days from publication of this notice, additions to the agenda, indicating in the request the additional matters proposed or submitting proposals for resolutions on the matters already on the agenda. Further indications for the exercise of this right are set out on the Company's website: www.exor.com.

Documentation

The illustrative reports on the matters on the agenda for the Shareholders' Meeting together with the related proposed resolutions and the Annual Report on Corporate Governance are available at the Company's registered office and on the Company's website: www.exor.com.

Turin, April 23, 2013

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