



**AGM TO BE HELD ON MAY 29, 2018 AT 9:00 CET**  
at Allen & Overy, Apollolaan 15, 1077 AB Amsterdam, the Netherlands



**PROXY FORM**

To be sent to: **Computershare S.p.A.**, Via Nizza 262/73, 10126 Turin (Italy), as Agent for **EXOR N.V.**, at the latest on **May 22, 2018** by mail or by Fax (+39 011 0923202) or by e-mail (exor@computershare.it), as an attachment in PDF format.

**Disclaimer**

This Proxy Form shall be completed and signed by the Shareholder in order **to appoint Computershare S.p.A.** to vote as per attached Voting Instructions Form at the AGM of EXOR N.V. Alternatively the Shareholder can **vote online** through the company website ([www.exor.com](http://www.exor.com)).

**Mandatory information \***

<b>THE UNDERSIGNED*</b>				
Date of birth *	Place of birth *	Resident in ( <i>town/city</i> ) *		
At ( <i>street address</i> ) *		Italian Tax Code*		
Telephone no. *	e-mail			
entitled to vote at the close of business of <b>May 1, 2018 (record date)</b> as <b>(1)</b> :				
<input type="checkbox"/> registered shareholder	<input type="checkbox"/> legal representative or agent with authority to sub-delegate	<input type="checkbox"/> pledgee	<input type="checkbox"/> taker-in	
<input type="checkbox"/> beneficial interest holder	<input type="checkbox"/> official receiver	<input type="checkbox"/> manager	<input type="checkbox"/> other (specify)	
for no. *	<b>EXOR ordinary shares</b>			
<b>(2)</b> registered in the name of				
Date of birth *	Place of birth *	Resident in ( <i>town/city</i> ) *		
At ( <i>street address</i> ) *		Italian tax Code		
Registered in the securities account <b>(3)</b> no.	At	Bank code (ABI)	Branch code (CAB)	
as resulting from communication no. <b>(4)</b>	Made by ( <i>Bank</i> )			

**APPOINTS** Computershare S.p.A. as appointed representative to attend at the above mentioned meeting and **to vote**, with reference to the above shares, in accordance with the instructions provided in the following Voting Instructions Form. If no such directions are indicated, **ACKNOWLEDGES** that Computershare S.p.A. will have the authority **to vote "For"** with regard to all following proposals.

DATE	Identific. form <b>(5)</b> ( <i>type</i> )*	Issued by *	no. *	<b>SIGNATURE</b>
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1. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his/her power.
2. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
3. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
4. Reference to the communication made by the intermediary and its name.
5. Provide details of a valid form of identification of the proxy signatory.



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**VOTING INSTRUCTIONS FORM**

The Undersigned \_\_\_\_\_

**INSTRUCTS** the Appointed Representative to vote at the above indicated AGM as follows

RESOLUTIONS OF THE AGENDA TO BE VOTED	<i>VOTE</i> <i>(Please tick as appropriate)</i>		
	For	Against	Abstain
<b>2.c.</b> Adoption 2017 annual accounts	For	Against	Abstain
<b>2.e.</b> Dividend distribution	For	Against	Abstain
<b>3.</b> Appointment Ernst & Young Accountants LLP as independent external auditor charged with the auditing of the annual accounts for the financial year 2018	For	Against	Abstain
<b>4.a.</b> Release from liability of the executive director	For	Against	Abstain
<b>4.b.</b> Release from liability of the non-executive directors	For	Against	Abstain
<b>5.</b> Appointment of Mr. Joseph Y. Bea as non-executive director	For	Against	Abstain
<b>6.a.</b> The authorization of the Board of Directors to repurchase shares	For	Against	Abstain
<b>6.b.</b> Cancellation of repurchased shares	For	Against	Abstain

**SIGNATURE** .....