



TABLE OF CONTENTS

- 1. OBJECTIVE 3
- 2. MEMBERSHIP, ORGANIZATION AND MEETINGS..... 3
- 3. DUTIES AND RESPONSIBILITIES 4
- 4. AUTHORITY AND RESOURCES 5
- 5. MISCELLANEOUS..... 6

For so long as shares of EXOR N.V. (the “**Company**”) are listed on any stock exchange, the Dutch Corporate Governance Code requires the board of directors of the Company (the “**Board of Directors**”) to appoint a compensation committee and a nomination committee having certain duties and responsibilities, including those that may be determined from time to time by the Board of Directors. The Board of Directors has decided to combine both committees in one committee (the “**Compensation and Nominating Committee**”). In accordance with Article 18.5 of the Company’s articles of association, the Board of Directors has adopted this charter of the Compensation and Nominating Committee in order to set forth such duties and responsibilities of the Compensation and Nominating Committee (the “**Charter**”).

1. OBJECTIVE

The function of the Compensation and Nominating Committee shall be to assist and support the Board of Directors and shall be to prepare the resolutions to be adopted by and acts to be performed by the Board of Directors on the domain described hereafter. The Board of Directors will remain responsible for the resolutions taken.

The Board of Directors shall assist and support the Board of Directors, in any event, with respect to:

- (1) executive compensation;
- (2) the Company’s remuneration policy;
- (3) compensation of non-executive directors;
- (4) remuneration reports;
- (5) drawing up the selection criteria and appointment procedures for directors of the Company;
- (6) periodic assessment of the size and composition of the Board of Directors and as appropriate making proposals for a composition profile of the Board of Directors;
- (7) periodic assessment of the performance of individual directors and reporting on this to the Board of Directors; and
- (8) proposals to the Board of Directors for the nomination and re-nomination of directors to be elected by the shareholders.

2. MEMBERSHIP, ORGANIZATION AND MEETINGS

The Compensation and Nominating Committee shall be comprised of at least three non-executive directors of the Company (each a “**director**” and all directors of the Company jointly, the “**directors**”). More than half of the members of the Compensation and Nominating Committee shall be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. The Compensation and Nominating Committee shall also appoint one of them, who shall not be the Senior Non-Executive Director or a former Executive Director, as chairperson of the Compensation and Nominating Committee (the “**Chair**”).

In the event that a member of the Compensation and Nominating Committee, who has been designated under the Dutch Corporate Governance Code as independent, is or becomes aware of any circumstance, which may reasonably impair or be reasonably perceived to impair his or her independence, he or she shall inform the Senior Non-Executive Director or the Chairman of the Board of Directors and the Chair (or in the case of the Chair, the other members of the Compensation and Nominating Committee) thereof promptly. The Compensation and Nominating Committee shall consult with the Board of Directors in order to determine whether there is sufficient cause for such

member's resignation from, or termination of such member's membership on, the Compensation and Nominating Committee.

The Compensation and Nominating Committee shall meet at such time and place as the Chair or a majority of the members of the Compensation and Nominating Committee may determine, but at least once every year.

A quorum of the Compensation and Nominating Committee shall consist of a majority of the members thereof (and if the Compensation and Nominating Committee consists of an even number of members, at least one-half).

The Chair may invite officers of the Company to attend the meetings, as he or she deems appropriate. However, the Compensation and Nominating Committee shall meet without officers of the Company at any meeting at which the particular officers' compensation or performance is discussed or determined.

Minutes must be kept of the proceedings at the Compensation and Nominating Committee's meetings. The minutes will state the time and place of the meeting, list the persons attending the meeting and summarize matters discussed. The minutes shall be confirmed by the Chair and the secretary (if any) of the meeting, signed by them and filed with the minutes of the proceedings of the Compensation and Nominating Committee.

The members of the Compensation and Nominating Committee may participate in meetings of the Compensation and Nominating Committee by means of telephone or video conference or similar communications equipment provided all persons participating in the meeting can hear, and be heard by, one another.

The Compensation and Nominating Committee may invite members of the management, employees, internal or external counsel, or others whose advice and counsel are relevant to the issues then being considered by the Compensation and Nominating Committee to attend any meetings and to provide any such pertinent information as the Compensation and Nominating Committee may request. The Compensation and Nominating Committee may delegate any of its responsibilities to one or more subcommittees as the Compensation and Nominating Committee may from time to time deem appropriate.

The Compensation and Nominating Committee shall review and reassess periodically the adequacy of the Charter and recommend to the Board of Directors any improvements to the Charter that the Compensation and Nominating Committee considers necessary or appropriate.

3. DUTIES AND RESPONSIBILITIES

The Compensation and Nominating Committee shall have the following duties and responsibilities:

- (i) to propose to the Board of Directors any amendments to the remuneration policy to be pursued by the Company as the Compensation and Nominating Committee deems necessary or appropriate;
- (ii) to prepare the remuneration report as referred to in best practice provision 3.4.1 of the Dutch Corporate Governance Code;
- (iii) to review and approve (or in the case of awards under equity incentive plans recommend for approval) the remuneration structure for the executive directors, the amount of the fixed remuneration, the equity incentive plans to be granted and/or variable remuneration components, pension rights, post mandate indemnities, and other form of

- compensation, as well as other forms of compensation to be awarded, as well as the performance criteria, and their application;
- (iv) to oversee the remuneration of the non-executive directors and make proposals to change when required;
 - (v) to discuss with management the Company's policies and practices related to compensation items and issue recommendation thereof;
 - (vi) to recommend to the Board of Directors the criteria, professional and personal qualifications for candidates to serve as directors;
 - (vii) to recommend to the Board of Directors appropriate prospective candidates for nomination to the Board of Directors;
 - (viii) to prepare a plan for the succession of members of the Board of Directors, that is aimed at retaining the balance in the requisite expertise, experience and diversity;
 - (ix) to assess at least once a year the functioning of individual members of the Board of Directors, and report findings to the Board of Directors;
 - (x) to prepare an annual performance evaluation of the Compensation and Nominating Committee which shall be conducted in such a manner as the Compensation and Nominating Committee deems appropriate;
 - (xi) to review annually the Board of Directors' performance and the performance of its committees; and
 - (xii) to review, assess as appropriate, and make recommendation to the Board of Directors regarding the size and composition of the Board of Directors.

4. AUTHORITY AND RESOURCES

The Compensation and Nominating Committee shall have and may exercise all the powers and authority of the Board of Directors in connection with the review, approval, and implementation of the procedures hereinabove contemplated.

The Compensation and Nominating Committee shall report regularly to the Board of Directors regarding its actions and make recommendations to the Board of Directors as it considers appropriate.

In performing its duties and exercising its authority, the Compensation and Nominating Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries. The Company's management shall provide support to the Compensation and Nominating Committee as the Compensation and Nominating Committee deems necessary or appropriate.

The Compensation and Nominating Committee shall have the resources, funding and authority, in its sole discretion and without the necessity of approval of the Board of Directors, to select, retain, and obtain the advice of external advisors, including consultants, external counsel, or other advisors (each, an "Adviser") through the Company's compliance officer, as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Compensation and Nominating Committee Charter. The Compensation and Nominating Committee shall be directly responsible for the appointment, nomination and oversight of the work of any Adviser it retains.

The Company shall provide for appropriate funding, as determined by the Compensation and Nominating Committee, in its capacity as a committee of the Board of Directors, for payment of:

- (i) reasonable compensation to any Advisers engaged by the Compensation and Nominating Committee; and

- (ii) ordinary administrative expenses of the Compensation and Nominating Committee that are necessary or appropriate in carrying out its duties.

The Compensation and Nominating Committee may form and delegate authority to subcommittees as and when the Compensation and Nominating Committee considers appropriate.

5. MISCELLANEOUS

The Compensation and Nominating Committee shall review and reassess the adequacy of the rules of the charter annually, report its assessment to the Board of Directors and recommend, where appropriate, any proposed changes to the Board of Directors.

The Board of Directors can at all times amend the rules of the charter and/or revoke any powers granted by it to the Compensation and Nominating Committee.



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