

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

We hereby give notice for the Annual General Meeting of Shareholders (the **AGM**) of EXOR N.V. (the **Company**) which will be formally held on 27 May 2021, starting at 9:00 a.m. CEST at the offices of Allen & Overy, Apollolaan 15, 1077 AB Amsterdam, the Netherlands.

The language of the meeting shall be English. The items on the agenda of the AGM are as follows:

### 1. OPENING

### 2. 2020 ANNUAL REPORT

- a. *2020 Annual Report (non-voting item).*
- b. *Remuneration Report (advisory vote).*
- c. *Adoption 2020 annual accounts (voting item).*
- d. *Explanation of the policy on dividends (non-voting item).*
- e. *Dividend distribution (voting item).*

### 3. CORPORATE MATTERS

- a. *Appointment Ernst & Young Accountants LLP as independent external auditor charged with the auditing of the annual accounts for the financial year 2021 (voting item).*

### 4. DISCHARGE OF LIABILITY

- a. *Release from liability of the executive director (voting item).*
- b. *Release from liability of the non-executive directors (voting item).*

### 5. APPOINTMENT OF NON-EXECUTIVE DIRECTOR

- a. *Appointment of Mr. A. Banga as non-executive director (voting item).*

### 6. SHARES

- a. *The authorization of the Board of Directors to repurchase shares (voting item).*
- b. *The authorization of the Board of Directors to cancel repurchased shares (voting item).*
- c. *The authorization of the Board of Directors to issue ordinary shares (voting item).*
- d. *The authorization of the Board of Directors to limit or exclude pre-emptive rights (voting item).*
- e. *The authorization of the Board of Directors to issue special voting shares A (voting item).*

### 7. CLOSE OF MEETING

## REMOTE PARTICIPATION AND COVID-19 SITUATION

This notice, in the paragraphs below, sets out the requirements for participating in the Annual General Meeting (“**AGM**”) as you normally would expect from us. In this respect, the Company would like to emphasize the importance of the health safety guidelines set out by the Dutch government in light of the COVID-19 outbreak. The Company's goal is to have an AGM being held in accordance with applicable legislation and at the same time a meeting which does not jeopardize the health of the members of the Company's Board of Directors, our employees, our shareholders and other stakeholders and of course the wider community.

In light of the foregoing shareholders can only attend the AGM virtually, all in accordance with the Temporary Act COVID-19 Justice and Safety.

Shareholders can participate remotely as follows:

- You can follow the AGM via an audio cast;
- You can cast your vote by written proxy directly to our Agent (as defined below); and/or
- Vote in advance of the AGM via the web procedure made available on the Company's website ([www.exor.com](http://www.exor.com)) and as further explained in this notice.

## AGM DOCUMENTATION

The AGM documentation:

- the Company's 2020 Annual Report, including the Independent Auditor's Report;
- the agenda and explanatory notes to the agenda with the proposed resolutions;
- statement of the total number of outstanding shares and voting rights at the date of this notice;
- proxy form for shareholders;
- instructions and documents for participation and voting at the AGM,

is available on the Company's [website](#). This documentation is also available at the Company's offices (Gustav Mahlerplein 25, 1082 MS, Amsterdam, the Netherlands), for shareholders and other persons entitled to participate at the meeting who will, upon request, receive a copy free of charge.

## PARTICIPATION AND RECORD DATE

Shareholders can hold shares in the Company in two ways:

- shareholders holding ordinary shares electing (the **Electing Shareholders**) to receive special voting shares upon completion of the required holding period registered and as such registered in the loyalty register of the Company (the **Loyalty Register**). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agent: Computershare S.p.A. (address: Via Nizza 262/73, 10126 Torino, Italy) (the **Agent**);

- shareholders holding ordinary shares in a securities account with a bank, brokerage or other intermediary (each an **Intermediary**) participating in the Monte Titoli system (the **Monte Titoli Participant Account**).

Under Dutch law and the Company's articles of association, in order to be entitled to participate and, if applicable, to vote at the AGM, shareholders (which for the purposes of this notice include holders of a Dutch law right of usufruct), must (i) be registered as of **29 April 2021** (the **Record Date**), in the register established for that purpose by the Board of Directors (the **AGM Register**) after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM and (ii) request registration in the manner mentioned below. The AGM Register established by the Board of Directors is: (i) in respect of Electing Shareholders, the Loyalty Register, and (ii) in respect of shareholders holding ordinary shares in a Monte Titoli Participant Account, the administration of an Intermediary.

#### AUDIO CAST

You will be able to follow the AGM live via an audio cast. The language of the AGM will be English. In order to follow the AGM remotely and get access to the audio cast of the AGM, the requirements for participation are as follows:

- Electing Shareholders will need to notify the Agent by **6:00 p.m. CEST on 20 May 2021** of their participation to the audio cast and provide their e-mail address.
- Shareholders holding ordinary shares in a Monte Titoli Participant Account must request their Intermediary to issue a statement that entitles the shareholder to participate at the AGM (the **Notice of Participation**). This statement must be submitted by the Intermediaries to our Agent (Computershare S.p.A. with address: Via Nizza 262/73, 10126 Torino, Italy) no later than **6:00 p.m. CEST on 20 May 2021**, according to the instruction provided by the Agent to Monte Titoli participants. The Intermediary shall also send to the Agent the request for the "digital attendance card" and the e-mail address of the requesting shareholders.

No attendance card will be issued. Instead, the Agent will provide shareholders who have followed the participation procedure correctly with a "digital attendance card" (which includes a username and password) that will enable a shareholder to log in to the audio cast.

Shareholders requesting the "digital attendance cards" are invited to cast their votes prior the AGM.

#### VOTING

Voting will only be possible in advance of the AGM. Shareholders entitled to vote, as further described in this notice will have two ways to cast their votes prior to the AGM, namely:

- You can cast your vote by written proxy directly to our Agent by using the proxy form on the Company's website; or
- Vote online via the web procedure made available on the Company's website.

#### QUESTIONS

Shareholders can ask written questions concerning the items on the AGM agenda via email to the following e-mail address: [AGM2021@exor.com](mailto:AGM2021@exor.com) until **09:00 a.m. CEST on 24 May 2021**. In order for the Company to have the shareholding and the eligibility to ask questions confirmed, the email has to include the name, the surname, the AGM agenda item to which the question refers, and a copy or the reference of the Notice of Participation, issued by the Intermediary, proving shareholder's share possession at the Record Date. Questions received without the required information will, unfortunately, not be answered. Within the order of the meeting that is being maintained by the Chairman of the meeting, the questions raised may be combined and will be dealt with prior or during the AGM. The answers to the questions will be published with the minutes of the meeting after the AGM.

#### **Address details of Agent:**

Computershare S.p.A.  
Via Nizza 262/73, 10126 Torino (Italy)  
e-mail: [exor@computershare.it](mailto:exor@computershare.it)

EXOR N.V.  
15 April 2021.