PRESS RELEASE

EXOR SHAREHOLDERS MEETING APPROVES CROSS-BORDER MERGER TO CREATE HOLDING COMPANY EXOR N.V.

The extraordinary meeting of shareholders of EXOR S.p.A. (“EXOR”) approved today the cross-border merger of EXOR with and into EXOR HOLDING N.V., a wholly-owned Dutch subsidiary of EXOR, which will, upon effectiveness of the merger, be renamed “EXOR N.V.” (“EXOR NV”) and become the new holding company of the Group.

As a result of the merger becoming effective, each shareholder of EXOR at the effective date of the merger will receive 1 EXOR NV ordinary share for each EXOR share owned. EXOR NV will also adopt a loyalty voting structure designed to incentivize long-term share ownership: for each EXOR NV ordinary share held without interruption for a period of 5 years, shareholders will be entitled to 5 voting rights at the end of that period, and for each EXOR NV ordinary share held without interruption for a total of 10 years, shareholders will be entitled to 10 voting rights at the end of that period.

EXOR shareholders who did not vote in favor of the common merger plan (i.e., those shareholders who did not attend the meeting or who voted against the proposed resolution or who abstained from voting) will be entitled to exercise their withdrawal rights no later than fifteen days following the registration with the Companies’ Register of Turin of the minutes of the EXOR extraordinary meeting of shareholders. A notice and a press release regarding such registration and the formalities for the exercise of the withdrawal rights will be published by EXOR. The price payable to shareholders validly exercising their withdrawal right, established according to the relevant provisions of law, is equal to Euro 31.2348 for each EXOR share. The exercise of the withdrawal right is subject to the completion of the merger, which is, in turn, subject to the satisfaction (or the waiver) of a limited number of conditions precedent, as stated in the common merger plan, including that the amount of cash to be paid by EXOR, pursuant to article 2437-quater of the Italian Civil Code, to EXOR shareholders exercising their withdrawal rights and to creditors of EXOR exercising their creditor opposition rights pursuant to applicable law shall not exceed in the aggregate Euro 400
million. EXOR will communicate the number of shares in relation to which the withdrawal right has been exercised.

It is envisaged that the merger will become effective by the end of 2016, subject to the satisfaction or the waiver of the conditions precedent.

For further information on the merger, all documents concerning the merger are available on the website www.exor.com, including the common cross-border merger plan, the Board report and the Information Document prepared in accordance with article 70, paragraph 6, of Consob Regulation no. 11971/1999.

The ordinary meeting of shareholders of EXOR also approved to supplement the authorization for the acquisition and disposal of treasury shares, by including specific technical modalities in view of the possible exercise of the withdrawal rights.

EXOR
EXOR (Bloomberg: EXO IM, Reuters: EXOR.MI) is one of Europe’s leading holding companies and is controlled by the Agnelli Family. With a Net Asset Value (NAV) of over $11 billion, EXOR invests in global businesses primarily based in Europe and the US and actively participates in building its companies for the long term.

FOR FURTHER INFORMATION

Investors
EXOR Investor Relations: Fabiola Portoso
+39 011 50 90345 - ir@exor.com

Media:
EXOR Media Relations: Andrea Griva
+39 011 50 90318 - media@exor.com

Teneo Strategy: Richard Holloway / Laura Gilbert
+44 20 7240 2486 - exor@teneostrategy.com

Community: Auro Palomba / Marco Rubino
+39 02 8940 4231 - milano@communitygroup.it

Important information for Investors and Shareholders
This press release is for informational purposes only and is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made. This press release does not represent an offer to the public in Italy, pursuant to Section 1, letter (t) of Legislative Decree.
no. 58 of February 24, 1998, as amended. The release, publication or distribution of this press release in certain jurisdictions may be restricted by law, and therefore persons in such jurisdictions into which this press release is released, published or distributed should inform themselves about and observe such restrictions.

This release may not be forwarded or distributed to any person or address in the United States of America. Failure to comply with this directive may result in a violation of the Securities Act of 1933 or the applicable laws of other jurisdictions.

This release is not intended to constitute an offer or sale to persons in the United States within the meaning of the U.S. Securities Act of 1933, as amended (the “Securities Act”) or a solicitation of votes for the general meeting of shareholders of described herein. The shares referred to in this release have not been, and are not presently intended to be, registered under the Securities Act or any state securities laws and any representation to the contrary is a violation of law. The shares referred to in this release may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, both as defined in Regulation S under the Securities Act.