

**PRESS RELEASE****Filing of EXOR's lists of candidates for corporate bodies**

With reference to next Annual General Meeting, which will be held on May 29th, 2015 EXOR hereby reports that the shareholder Giovanni Agnelli e C. S.a.p.a.z. has filed the following list of candidates for the renewal of the EXOR's Board of Directors:

- Annemiek Fentener van Vlissingen (Independent Director)
- Andrea Agnelli
- Vittorio Avogadro di Collobiano
- Ginevra Elkann
- John Elkann
- Mina Gerowin (Independent Director)
- Jae Yong Lee (Independent Director)
- António Horta-Osório (Independent Director)
- Sergio Marchionne
- Alessandro Nasi
- Lupo Rattazzi
- Robert Speyer (Independent Director)
- Michelangelo Volpi (Independent Director)
- Ruthi Wertheimer (Independent Director)
- Giuseppina Capaldo (Independent Director)

A group of international and domestic investment management companies and institutional investors, which owns 1.02% of EXOR shares, filed the following list:

- Giovanni Chiura ( Independent Director)

The Company welcomes these candidacies, which, if approved by Shareholders, will allow for the election of a Board of Directors in possession of an appropriate mix of skills, professional background, gender diversity and independence.

Furthermore, the said shareholder, Giovanni Agnelli e C. S.a.p.a.z., has filed the following list of candidates for the appointment of the Board of Statutory Auditors of EXOR:

**Section 1 (candidates as Standing Auditors)**

- Sergio Duca
- Nicoletta Paracchini
- Paolo Piccatti

Section 2 (candidates as Alternate Auditors)

- Ruggero Tabone
- Giovanna Campanini

The same group of international and domestic investment management companies and institutional investors, owing 1.02% of EXOR shares, filed the following list:

Section 1 (candidate as Standing Auditor)

- Enrico Maria Bignami

Section 2 (candidate as Alternate Auditor)

- Anna Maria Fellegara

Attached here are the biographies of the new candidates. The biographies of the other candidates can be found on the website [www.exor.com](http://www.exor.com).

Documents required by applicable regulations and by the By-laws of the Company will be made available to the public and on the Company's website by the prescribed deadline.

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RELATIONS**

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## **Annemiek Fentener van Vlissingen**

Annemiek Fentener van Vlissingen is Chairman of the Board of SHV Holdings, a Dutch international family owned company.

SHV is active in exploration and production of oil and gas (Dyas), industrial services (ERIKS), cash and carry wholesale (Makro), heavy lifting and transport solutions (Mammoet), provision of private equity (NPM Capital) and trade in and distribution of LPG.

Born in 1961, after graduating as an MBA, Mrs Fentener van Vlissingen worked as a financial analyst and strategic consultant.

Mrs Fentener van Vlissingen is presently on the Supervisory Board of Heineken NV, the Dutch Central Bank, Utrecht University Hospital and a Belgian company, Lhoist.

## **Ginevra Elkann**

Since 2011, President of Pinacoteca Giovanni and Marella Agnelli, in 2007 she created a new ongoing cultural line dedicated to the theme on art collecting and its evolution, organizing private collections exhibitions of Jean Pigozzi, Damien Hirst, Alexander von Vegesack, Patrick Seguin, Mario Testino, Martino Gamper.

Ginevra Elkann was born in London in 1979 and she has lived in the UK, France and Brasil.

She graduated in Visual Communication at the American University of Paris and completed a Master in Film Making at the London Film School.

She is President of Asmara Films, founded in 2010, and of Good Films, a production/distribution film company, co-founded in 2011.

In 2014 she also founded Good Short Films, the first Italian web platform entirely dedicated to short films.

She is a member of Christie's Advisory Board and she is a member of the Acquisition Committee and Executive Committee for the Cartier Foundation of Paris. Since 2013 she has been a member of the Advisory Board of UCCA, Beijing and of the American Academy of Rome.

## **António Horta-Osório**

António joined the board of Lloyds Banking Group on 17 January 2011 as an Executive Director and became Group Chief Executive on 1 March 2011.

Born in 1964, Mr. Horta-Osório is a graduate of management and business administration at Universidade Católica Portuguesa. He has a MBA from INSEAD where he was awarded the Henry Ford II prize – and an AMP from Harvard Business School. In June 2011, he was awarded an Honorary Doctorate from the University of Edinburgh, and in July 2012 he was awarded an Honorary Doctorate from the University of Bath.

António started his career at Citibank Portugal where he was Head of Capital Markets. At the same time, he was an assistant professor at Universidade Católica Portuguesa. He then worked for Goldman Sachs in New York and London. In 1993, he joined Grupo Santander as Chief Executive of Banco Santander de Negócios Portugal. He was CEO of Banco Santander Brazil 1997-1999 and in 2000 he became CEO of Banco Santander Totta in Portugal, moving to the UK in 2006 to become CEO of Abbey and its successor Santander UK.

In 2014 the Government of Portugal awarded António with the Order of Merit Grã-Cruz, which is the highest Order of Civil Merit. Previously a non-executive Director to the Court of the Bank of England, António is currently a non-executive of Fundação Champalimaud in Portugal, serves on the CBI President's Committee and is a Governor of the London Business School. In 2015 António was appointed Chairman of the Wallace Collection by the Prime Minister. The Wallace Collection is one of Europe's foremost art collections.

## **Rob Speyer**

Rob Speyer is President and Co-Chief Executive Officer of Tishman Speyer and Chairman of the Real Estate Board of New York.

Born in New York in 1969, Mr. Speyer graduated from Columbia College in 1992, where he now sits as an emeritus member on the Board of Visitors.

Mr. Speyer joined Tishman Speyer in 1995, and has played leadership roles in each of its major departments including acquisitions, development, capital markets and leasing. Over the last decade, he has driven the company's transformation from primarily a development company into a global investment management firm. He was appointed to his current roles in 2007 and 2008, respectively.

Mr. Speyer is currently Chairman of the Advisory Board of the Mayor's Fund to Advance New York City, Co-Chairman of the Construction Committee of the St. Patrick's Cathedral Landmark Foundation and sits on the Board of Trustees of New York-Presbyterian Hospital.

Mr. Speyer is a member of the International Advisory Boards of Beijing University and Fudan University School of Management in Shanghai.

## **Ruthi Wertheimer**

Ruthi Wertheimer is the Founder, Owner and Chairwoman of 7-Main, a family office focused on long-term minority partnerships in 'best-in-class' industrial companies.

Mrs. Wertheimer is a board member and one of the major shareholders of the Wertheimer Company Ltd., a family holding company and the former anchor shareholder of IMC Metalworking Companies BV (sold to Berkshire Hathaway in two stages during 2006 and 2013), and the Blade Technologies International Group (sold to their partner Pratt & Whitney in 2014). IMC Metalworking Companies, in which Mrs. Wertheimer served as a board member until 2013, is a global leading manufacturer of precision metal working tools. The Blade Technologies International Group is a global leading manufacture of air foils for jet engines.

Born in Israel, Mrs. Wertheimer is a graduate of the Advanced Management Program (AMP) and the Owner/President Management (OPM) programs at the Harvard Business School. In addition Mrs. Wertheimer has studied Industrial Design at the Bezalel Academy of Arts and Design in Jerusalem.

# CURRICULUM VITAE

## PERSONAL INFORMATION

### **GIOVANNI CHIURA**

Date of birth: 06/07/1965

Permanent address: V. Pacchiotti 16, 10146, Turin, Italy

Mobile number: 335 7741900; office number 02/ 67194258

Email address: [g.chiura@sorgenia.it](mailto:g.chiura@sorgenia.it)

## WORK EXPERIENCE

➤ March 2010-present:

**Company :** **Sorgenia S.p.A.**

***CFO and Board Member (BM, February 2014-March 2015)***

Direct report to the CEO with the responsibility for:

- Accounting and Tax
  - Finance, Treasury, M&A
  - Controlling
  - Business Planning e Investor Relations
  - Procurement
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- ✓ Accounting and Tax: managing the company's balance sheets, the tax issues in order to optimize the group tax rate;
  - ✓ Finance, Treasury, M&A: managing cash pooling treasury, banks relationships, financial risks, factoring, leasing, securitization.  
Financial restructuring of Sorgenia debts (1.8 billions/Euro) with 21 pool banks and Tirreno Power debts (900 millions/Euro) with 10 pool banks.  
M&A: sales of Sorgenia Green to some Investment Funds (240 millions/Euro)
  - ✓ Controlling: drafting budgets, forecasts and monthly closings; monitoring the KPIs and business trend. Drafting all the reporting packages for the top management and the shareholders.
  - ✓ Business Planning e Investor Relations: drafting 5y Plans, managing the relations with investors.
  - ✓ Procurement: managing the procurement of goods and services according the Group rules and the insurance issues.

I am board member of the most important Group companies, including Tirreno Power (company jointly controlled with Gas de France Suez with a turnover of around 1 billion/Euro).



➤ 2008-2010:

**Company :** Lottomatica Group S.p.A.

**Finance, Treasury and Control VP – Lottomatica SpA**

Direct report to the Group CFO (based in US) and functional report to the Italy General Manager (based in Rome) with the responsibility for:

- Accounting
- Finance and Treasury
- Tax
- Planning and Control

- ✓ Accounting: managing the company's balance sheets.
- ✓ Finance and Treasury: managing the Italian treasury, banks relationships, factoring, structured financing, buy back transactions.  
On December 2008, a syndicated loan has been closed with a banking pool for 360 million/Euro in order to cover a bond expiring on the same date.
- ✓ Tax: accomplishing the Italian tax issues. On 2008 a newco has been established in Hungary to centralize all the intercompany loans and some Group services.
- ✓ Planning and Control: drafting budgets, industrial plans, monthly reports and business plans for the M&A deals (on 2009 M&A deals closed for around 100 millions/Euro).

➤ 2000 - 2008

**Company:** Merloni Termosanitari (MTS) S.p.A.

**Finance Manager**

Report to the CFO; coordination for all the corporate financial activities with the following achievements:

- ✓ Managing the Corporate Finance Department, following the acquisition of ECR Group from Tui on 2001.
- ✓ Setting out an European cash pooling system (20 companies).
- ✓ Capital Market operations:
  - M&A: acquisition of the German-French Group ECR, 200 million/Euro value (100 equity + 100 debt).
  - Structured finance operations: arrangement of two pool syndicated loans, 100 million/Euro value each. Arrangement of a soft financing (30 million/Euro) in order to build a new factory in Russia, in joint venture with Simest.
- ✓ Developing relationships with financial institutions.
- ✓ Coordinating the financial planning in order to optimize the funding policies and the corporate management liquidity.
- ✓ Covering the financial risks.

**Company:** Merloni Finanziaria S.p.A.

***Ceo Assistant***

Report to the Ceo, in charge for the management and control of four holding companies (located in Italy, Belgium and Luxemburg) with equity stakes in MTS and other businesses like energy, banking, publishing, airport management and infrastructure.

Main activities:

- ✓ Management of the portfolio stakes especially focused on fiscal optimization.
- ✓ Strategic planning and controlling activities.
- ✓ Capital market operations: M&A activities, equity increases, stock market operations.
- ✓ Attending to Financial Holdings Boards of Directors and Shareholders Meetings.

➤ 1994-2000

**Company :** FIAT GEVA S.p.A. -

**Financial analysis and corporate project management Department**

(supporting to the Top

Management in order to assess and

approve the investment projects directly related to the Parent Company Fiat

S.p.A.)

***Senior Financial Analyst***

- ✓ Assessment of corporate projects by implementing business plans and financial models: real estate projects in former factory areas of Fiat Group.
- ✓ Cost-benefit analysis on insourcing/outourcing projects: outsourcing of the waste treatment business for some Fiat Auto companies in a dedicated company (Fisia S.p.A.).
- ✓ Project financing activity: JV between Fiat Avio and Foster Wheeler in the power co-generation business.
- ✓ Financial models assessing the securitization related to the spin-off of part of the Fiat Group real estate assets.

➤ 1991-1993

**Company :** FIAT S.p.A. -

**Finance Department**

***Junior Financial Analyst***

- ✓ Analysis and control of budgets/forecasts/plans (finance, insurance, real estate, railway, aviation, retailing businesses).
- ✓ Control of the net financial position in order to optimize the liquidity management.
- ✓ Cost-benefit analysis and assessment on capital market operations.

➤ 1990

**Company :** SAI, Società Assicuratrice Industriale S.p.A.

**Position:** *Junior Analyst*

## EDUCATION

- 1990: Degree in Economics, Corporate Finance – State University of Turin.

## PERSONAL SKILLS

### *LANGUAGES*

English:           *good (written and spoken)*  
Spanish:           *good (written and spoken)*

### *COMPUTER SKILLS*

Fully updated software skills (Windows)

## **Giovanna Campanini**

Graduated in Economics at the University of Turin. Chartered Accountant since 1993 and Legal Auditor since 1995, Ms. Campanini is registered at the Court of Turin as an expert and technical adviser to the judge. Currently an accounting professional, she worked with several leading accounting firms, including Price Waterhouse S.p.A., where she gained excellent knowledge in the fiscal, contractual and corporate fields. She is currently Chairman of the Board of Statutory Auditors of Enizervizi S.p.A. and of Enipower S.p.A., Sole Statutory Auditor of Eni Gas Transport Services S.r.l. and Standing Statutory Auditor of Manifattura Tessile di Nole MT S.p.A., of Fata Logistic Systems S.p.A. and of Icarus S.C.p.A.

## Enrico Maria Bignami

Born in Milano in 1957.

Graduated in 1979 with full marks in Business Economy - Specialization: liberal profession as business expert at "Università L. Bocconi di Milano".

Admitted to the Board of Business Experts ("Dottori Commercialisti") of the City of Milano in 1981. Chartered Accountant since 1988, admitted to the Board of Chartered Accountant nr. 6086 in DM 12/04/1995 published in Gazzetta Ufficiale n.31BIS of the 21/04/1995.

He is a partner in "Bignami Associati - Consulenza Aziendale Societaria Tributaria" seated in Milano and Rome.

He is engaged in the following activities:

- participation in BoD and Statutory Auditors committee and Supervisory Board according to 231/01 law of companies, including listed and belonging to multinational groups companies,
- advice, particularly on corporate governance,
- strategic analysis and support to companies in development and turnaround operations,
- management and winding up of companies.
- general advice on corporate, business and tax laws.

Presently, among others, he is:

- Chairman of the Board of Auditors of Telecom Italia S.p.A. (which is also Supervisory Board according to 231/01 law),
- Non-executive and independent Director and Chairman of Control and Risk Committee of Biancamano S.p.A.,
- member of Supervisory Board according to 231/01 law of Luxottica,
- Chairman of the Board of Auditors of Infrastrutture Wireless Italiane S.p.A.,
- Chairman of the Board of Auditors of Aon Benfield Italia S.p.A.,
- Chairman of the Board of Auditors of RCS Sport S.p.A.,
- Chairman of the Board of Auditors of Brandt Italia S.p.A. in liquidazione,
- Chairman of the Board of Auditors of Polyphoto S.p.A.,
- Chairman of the Board of Auditors of Luigi Botto S.p.A.,
- Statutory Auditor of Butangas S.p.A. (and other group companies).

He is member of the Board of Directors of Nedcommunity, the Italian association of non-executive and independent directors, in that context has coordinated the working group which adopted the "Principles of corporate governance for unlisted SMEs".

He is member of the Commission for the study of corporate governance of Assogestioni.

He contributed to the drafting of the Italian Code of Conduct for Listed Companies of 2011.

He is speaker at induction courses for independent directors and auditors of listed companies, organized by Assogestioni and Assonime.

He has been speaker at conferences and workshops on various topics, including:

- "built to last" companies,
- the system of controls in listed and unlisted companies,
- governance and organization in the restructuring,
- internal audit and risk,
- the strategic role, functions and responsibilities of the Board of Auditors,
- the allocation to the Board of Auditors of the functions of Supervisory Body according to 231/01 law,
- governance in SMEs.

Milan, 29 April 2015



## CURRICULUM VITAE

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ANNA MARIA FELLEGARA

Born in Borgonovo VT (Pc- Italy), 18th January 1958

Address: Via San Donnino 14, Piacenza

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Degree in Business Administration, Parma University, 1981.

Chartered accountant since 1982; legal auditor (D.M. 12.4.1995 GU 31/bis 25/4/1995) registration number 23007

*AIDEA* – *Accademia Italiana di Economia Aziendale* (Italian Academy of Business Economics) member since 2004.

*SIRS* - *Società italiana di Storia della Ragioneria* (Italian Society of Accounting History) member since 1991.

*SIDREA* – *Società Italiana di Ragioneria ed Economia Aziendale* (Italian Society of Accounting and Business Economics) member since 2003.

*European Accounting Association* member since 1987.

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### Academic Position

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Full Professor in Accounting at Catholic University Milan.

Dean of School of Economics and Law, Catholic University.

Has taught Financial Accounting, Consolidated Financial Statements and External Auditing and International Financial Reporting Standards courses at the Catholic University in Piacenza and Cremona since 2007. Coordinator of graduate programs in Business Administration at Catholic University.

Member of the Academic Board of the Geobank Masters Course (Bank Management and Organisation) - Crédit Agricole and Catholic University. Member of the Academic Board of the training Courses for "Gestori Affari" bank employees (Small Business Manager) - Crédit Agricole and Catholic University.

President of the Board of Examiners of national licensing examination for Accountants, at Parma University and Catholic University in Piacenza.

Chairman of the steering committee of *Festival del Diritto* (Law Festival) Editore Laterza.

Member of several research teams ("The Adoption of the International Accounting Standards in Italy: Effects on Management Decisions and on Economic and Financial Communication Processes", "Value Communication and Institutional Interests in Business Groups", "The Disclosure Quality of Consolidated Financial Statements and International Financial Reporting Standards (IAS/IFRS). Research credits include several subjects, such as:

- The quality of financial information, the role and the function of the internal and legal audit;
- International accounting;
- Valuation of intangible assets in the public annual report;
- Corporate governance

Author of several articles and papers discussed at international congresses (European Accounting Association) and co-author of academic texts.

Member of the scientific committee of "Determinazione e comunicazione del valore nelle aziende" Giappichelli Torino and "ANCICOM Emilia Romagna", Bologna.

REMLAB "Retailing e trade marketing" research center, member since 2012.

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### PROFESSIONAL PROFILE

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Accountant, auditor, adviser and consultant of public and private companies, local administrations and corporations.

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