



ENVIRONMENTAL, SOCIAL & GOVERNANCE (“ESG”) COMMITTEE CHARTER

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EXOR N.V.

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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 committee to discharge certain duties and responsibilities relating to appointment and selection and such other duties and responsibilities as may be determined from time to time by the Board of Directors. The Board of Directors has, in accordance with Article 18.5 of the Company’s articles of association, formed this Environmental, Social and Governance Committee (the “**ESG Committee**”) and adopted this charter in order to set forth such duties and responsibilities of the ESG Committee (the “**Charter**”). The Board of Directors has formed this ESG Committee to focus on this topic in recognition of its importance both to the Company and the businesses in which it invests.

## 1. OBJECTIVE

The purpose of the ESG Committee is to assist and support the Board of Directors and shall be, if applicable, to prepare the resolutions to be adopted by and acts to be performed by the Board of Directors in carrying out its governance and oversight responsibilities with regard to sustainability, environmental, social, corporate governance and other human capital matters (“**ESG Matters**”). The Board of Directors will remain responsible for the resolutions taken.

The ESG Committee will oversee and give guidance to the Company’s Board of Directors on key global ESG Matters and/or as to the general evolution of the ESG landscape. It will do this in relation to the Company itself and will also advise the Company representatives on how they can use their roles in the governance of the businesses partially or wholly owned by the Company to champion further progress within those businesses on ESG Matters.

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

- (a) drawing up the selection criteria and appointment procedures for directors of the Company;
- (b) 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;
- (c) periodic assessment of the performance of individual directors and reporting on this to the Board of Directors; and
- (d) 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 ESG Committee shall be comprised of at least three non-executive directors of the Company (each a “**director**”). More than half of the members of the ESG Committee shall be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.

The Board of Directors appoints and/or replaces the members of the ESG Committee. The chairperson of the ESG Committee (the “**Chair**”) shall be designated by the Board of Directors as well.

In the event that a member of the ESG 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 Chairman of the Board of Directors and the Chair (or in the case of the Chair, the other members of the ESG Committee) thereof promptly. ESG 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 ESG Committee.

The term of office of a member of the ESG Committee will generally not be set beforehand. It will, inter alia, depend on the composition of the Board of Directors as a whole and on the composition of the other committees from time to time.

The ESG Committee shall meet at such time and place as the Chair or a majority of the members of the ESG Committee may determine, but at least once every year. Meetings of the ESG Committee can be held by means of telephone or video conference or similar communications equipment provided that all participants of the meeting can hear and be heard by one another.

Meetings of the ESG Committee are in principle called by the Company Secretary in consultation with the Chair.

A quorum of the ESG Committee shall consist of a majority of the members thereof and if the meeting consists of an even number of members, at least one-half. Each member of the ESG Committee has the right to cast one vote. All resolutions shall be adopted by an absolute majority of the votes cast. If there is a tie in voting, the Chair shall have a casting vote.

The Chair may, as he or she deems appropriate, invite members of the management team, employees of the Company, advisors, experts or others to attend the meetings of the ESG Committee.

Minutes shall be kept of the proceedings at the ESG 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 of the meeting, signed by them and filed with the minutes of the proceedings of the ESG Committee.

### 3. DUTIES AND RESPONSIBILITIES

The ESG Committee is charged with the following duties and responsibilities:

(1) With respect to ESG matters:

- (a) monitor and assess that the Company pays attention to ESG Matters in setting the Company's general strategy pursuant to best practice provision 1.1.1 sub vi of the Dutch Corporate Governance Code;
- (b) monitor, evaluate, if appropriate, and provide guidance on the Company's policies, procedures and practices with respect to ESG Matters;
- (c) review and monitor the Company's non-financial reporting pursuant to Section 2:391 of the Dutch Civil Code with respect to ESG Matters;
- (d) oversee the Company's public disclosure on ESG Matters and its consistency thereof, including any sustainability reports;
- (e) review and monitor the Company's initiatives to manage and mitigate its environmental impact;
- (f) monitor actions or initiatives taken to prevent, mitigate and manage risks related to ESG Matters which may have a materially adverse impact on the Company or are otherwise pertinent to its stakeholders and provide guidance hereon;
- (g) monitor and review, as appropriate, any significant examination or audit by external auditors, regulators or key ESG rating agencies on ESG Matters;
- (h) monitor and review, as appropriate, the Company's human capital initiatives, for example diversity and inclusion initiatives, employee wellbeing or engagement initiatives;
- (i) monitor and review, as appropriate, and the Company's social initiatives and commitments, including, among others, the Company's initiatives related to the field of education;

- (j) coordinate with the other committees of the Board of Directors for specific overlapping ESG Matters, for example reporting of ESG related risks together with the Audit Committee or ESG targets in the Company's incentive plans together with the Compensation Committee;
- (2) With respect to the Board of Directors:
- (a) recommend to the Board of Directors the criteria, professional and personal qualifications for candidates to serve as directors;
  - (b) recommend to the Board of Directors appropriate prospective candidates for nomination to the Board of Directors for (re)appointments to the Board of Directors, taking into account the board profile;
  - (c) review annually the Board of Directors' performance and the performance of its committees;
  - (d) review, assess as appropriate, and make recommendation to the Board of Directors regarding the size and composition of the Board of Directors;
  - (e) assess at least once a year the functioning of individual members of the Board of Directors, and report findings to the Board of Directors; and
  - (f) 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.

The ESG Committee shall report, to the extent applicable, to the Board of Directors (i) the outcome of the topics discussed in the ESG Committee meetings and make recommendations as it considers appropriate and/or (ii) the results or findings of the Committee's reviews and assessments on ESG Matters and/or (iii) the ESG Committee's actions taken.

#### 4. AUTHORITY AND RESOURCES

The ESG 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.

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

The ESG 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 counsels or other advisors ("**Advisor**") as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in the Charter.

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

- (i) reasonable compensation to any Advisors engaged by the ESG Committee; and
- (ii) ordinary administrative expenses of the ESG Committee that are necessary or appropriate in carrying out its duties.

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

## 5. MISCELLANEOUS

The ESG Committee shall review and reassess from time to time the adequacy of the rules of the Charter and report and recommend to the Board of Directors any improvements to the Charter that are deemed necessary.

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

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