



Società per Azioni  
Registered office in Turin - Corso Matteotti 26  
Capital Stock Euros 246,229,850  
Turin Company Register No. 00470400011

### NOTICE OF ORDINARY GENERAL STOCKHOLDERS' MEETING

Stockholders are invited to attend the Ordinary General Meeting to be held at the FIAT Historical Center, Via Chiabrera 20 – Turin, on April 28, 2009 at 10 a.m. in first call and on April 29, 2009, at 10 a.m. in eventual second call, at the same place, to resolve on the following

#### Agenda

1. Separate financial statements at December 31, 2008 of EXOR S.p.A.; pertinent and related resolutions.
2. Separate financial statements at December 31, 2008 of the incorporated company IFIL Investments S.p.A.; pertinent and related resolutions.
3. Election of the Board of Directors upon determination of the number of members and determination of compensation; pertinent and related resolutions.
4. Election of the Board of Statutory Auditors and its Chairman and determination of compensation.

With regard to the election of the Board of Directors and the Board of Statutory Auditors, it is to be noted that, according respectively to the provisions of art. 16 and art. 23 of corporate Bylaws, lists of candidates (reference should be made to the provisions of the aforementioned articles) may be presented only by Stockholders who, individually or together with other Stockholders, represent at least 2% of the ordinary shares.

The lists of candidates presented must be deposited at the Company's registered office within **April 14, 2009** together with the documentation set forth by the foregoing articles of corporate Bylaws.

In relation to lists of candidates for the election of the Board of Statutory Auditors, in the event that, at the time limit indicated above, only one list of candidates has been submitted, or if the only lists presented are those presented by Stockholders who, according to the provisions of the aforesaid art. 23 of corporate Bylaws, are linked amongst themselves as defined by law, additional lists may then be presented up to **April 20, 2009**. In this case, the aforementioned percentage ownership shall reduce to 1% of ordinary shares.

Accordingly, Stockholders are invited to take into account the recommendations of Consob Communication *DEM/9017893* dated February 26, 2009.

The reports relative to the items on the Agenda will be made publicly available at the Company's registered office and at Borsa Italiana S.p.A. as set forth by the provisions of law, a copy of which the Stockholders may ask for, as well as on the website of the Company: [www.exor.com](http://www.exor.com). Corporate Bylaws are also available on the Company's website.

Pursuant to art. 2370, second paragraph, of the Italian Civil Code, only Stockholders whom notification has been made to by an authorized intermediary adherent to the concentrated management system of Monte Titoli S.p.A. are entitled to attend the meeting.

To facilitate access to the meeting, Stockholders who wish to attend the meeting are requested to show a copy of the aforementioned notification.

on behalf of the Board of Directors  
the Chairman  
John Elkann