



Società per Azioni
Registered office - Via Nizza 250, Turin
Share Capital €246,229,850
Turin Companies Register No. 00470400011

**INSTRUCTIONS
FOR THE MAY 30, 2013 ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

Attendance at the Meeting and proxy voting:

Holders of voting rights at close of business on the record date, May 21, 2013, for whom the Company has received the relevant communication from the authorized intermediary, are entitled to attend the Shareholders' Meeting. Anyone becoming a Shareholder only after that date will not be entitled to attend or vote at the Meeting.

As provided for by the law, any Shareholder entitled to attend may arrange to be represented at the Meeting by appointing as proxy either:

- the representative selected by the holder of voting rights, for which purpose the proxy form provided on the Company's website **HERE** (www.exor.com, Corporate Governance section/proxy form) may be used, or;
- Servizio Titoli S.p.A., with offices at Via Nizza 262/73, Turin (www.serviziotitoli.it), the Company's Designated Representative pursuant to Article 135-undecies of Legislative Decree 58/1998 (TUF/ the Consolidated Law on Finance). For this purpose Shareholders should use the specific proxy form to be provided by Servizio Titoli S.p.A., in agreement with the Company, which will be available in electronic form from May 8, 2013 **HERE** ([www.exor.com/CorporateGovernance/proxy form Servizio Titoli s.p.A](http://www.exor.com/CorporateGovernance/proxy%20form%20Servizio%20Titoli%20s.p.A)) or using the guided online compilation procedure **HERE**.

Shareholders may appoint Servizio Titoli S.p.A. as proxy not later than May 28, 2013 and the proxy will only operate for proposed resolutions in respect of which voting instructions have been given.

If, for technical reasons, the proxy forms are not available in electronic form, they will be sent on request, such request to be made by calling +39 011 0923200.

For the notification of proxy appointments, including by electronic means, to the certified electronic mail address at delegheexor@pecserviziotitoli.it, the instructions provided on the proxy forms must be followed.

Right of Shareholders to submit questions prior to the Meeting:

Shareholders entitled to attend the Meeting may also submit questions on the matters on the agenda prior to the Meeting, anyhow not later than May 27, 2013, by letter to EXOR S.p.A., Via Nizza 250, 10126 Turin (Italy), or by fax to +39 011 5090330, or by email to the certified electronic mail address: exor@pecserviziotitoli.it.

Only questions received by the above date and strictly pertaining to the matters on the agenda of the Meeting will be taken into consideration.

To facilitate the organization of answers, requests should make reference to the relevant page number of the Report on Operations or other document made available for the Meeting.

The requesting Shareholder must provide personal information (full name - or for entities or companies the corporate name - place and date of birth, and taxpayer code) and must instruct the authorized intermediary to provide the specific communication to the Company at exor@pecserviziotitoli.it, evidencing share ownership up until the record date (May 21, 2013). If the Shareholder has already instructed the authorized intermediary to provide the communication evidencing share ownership for the purpose of attending the Meeting, requests need only make reference to the aforesaid communication, if any, issued by the intermediary or, at least, the name of the intermediary. Questions received by May 27, 2013, after verification of their pertinence and of the requesting Shareholder's share ownership, will be answered at the latest in the course of the Meeting.

Additions to the Agenda:

Shareholders who, jointly or individually, constitute at least one-fortieth of share capital have the right to request, within at most 10 days from publication of this notice, additions to the agenda, indicating in the request the additional matters proposed or submitting proposals for resolutions on the matters already on the agenda.

Additions to the agenda will not be accepted for the matters upon which, according to law, the General Meeting must resolve on the basis of a proposal of the Directors or on the basis of a project or report of the Directors, other than the report pursuant to article 125-ter paragraph 1 of Legislative Decree 58/1998 (Consolidated Law on Finance -TUF).

Requests must be submitted in writing, by May 10, 2013, by registered letter with return receipt addressed to EXOR S.p.A., Via Nizza 250, 10126 Turin or by certified electronic mail at the address exor@pecserviziotitoli.it and must be accompanied by a report on the proposed additional matter.

The communication evidencing the share ownership of the requesting Shareholders and their possession of the part of share capital necessary for a request for an addition to the agenda, valid as of the date of the request, must be sent by the authorized intermediary to exor@pecserviziotitoli.it.

In these circumstances, the revised list of matters to be examined at the meeting will be provided by May 15, 2013, in the same manner prescribed for the publication of the notice of the Meeting.

Documentation and information:

The illustrative reports on the matters on the Agenda with the related proposed resolutions and the documents which will be submitted to the Meeting will be made available within the term established by law at the Company's registered office and on the Company's website: www.exor.com.

Information regarding the Company's share capital:

The Company's share capital is composed of 160,259,496 ordinary shares, 76,801,460 preferred shares and 9,168,894 savings shares of par value €1 each.