

ELECTRONIC ANNUAL GENERAL MEETING ON 20 MAY 2020 at 9:00 a.m. CEST

AGM update

In the notice dated 8 April 2020 (the **AGM Notice**) for the Annual General Meeting of Shareholders to be held on 20 May 2020 (the **AGM**), we indicated that the set-up of the AGM may be adapted depending on the requirements of the emergency legislation that would come into effect to allow completely virtual general meetings of shareholders with no physical attendance.

On 24 April 2020, aforesaid emergency legislation has come into effect. This legislation permits the Company to hold the AGM completely virtually. In view of the health safety guidelines set out by the Dutch government in light of COVID-19, we have decided that the AGM will be held completely virtually. Shareholders will not be able to attend the AGM physically. However, it is possible to follow the meeting via an audiocast and shareholders will be able to vote and ask questions in writing prior to the AGM.

HOW CAN THE SHAREHOLDER PARTICIPATE IN THE AGM?

How to participate

You will be able to follow the AGM live via an audiocast. The language of the AGM will be English.

In order to follow the AGM remotely and get access to the audio cast of the AGM, the requirements for participation as set out in the AGM Notice apply as much as possible *mutatis mutandis* for the participation via audiocast as follows:

- Electing Shareholders (as defined in the AGM Notice) need to notify the Agent by **6:00 p.m. CEST** on **13 May 2020** of their participation to the audiocast and provide their e-mail address.
- Shareholders holding ordinary shares in a Monte Titoli Participant Account must request their Intermediary (as defined in the AGM Notice) to issue a statement that entitles the shareholder to participate at the AGM (**Notice of Participation**). This statement must be submitted by the Intermediaries to our Agent (Computershare S.p.A. with address: Via Nizza 262/73, 10126 Torino, Italy) no later than **6:00 p.m. CEST** on **13 May 2020**, according to the instruction provided by the Agent to Monte Titoli participants. The Intermediary shall also send to the Agent the request for the “digital attendance card” and the e-mail address of the requesting shareholders.

No attendance card will be issued. Instead, the Agent will provide shareholders who have followed the participation procedure correctly with a “digital attendance card” (which includes a username and password) that will enable a shareholder to log in to the audiocast.

Voting

Shareholders requesting the “digital attendance cards” are invited to cast their votes prior the AGM.

Voting will only be possible in advance of the AGM. Shareholders entitled to vote, as further described in the AGM Notice, have two ways to cast their votes prior to the AGM, namely:

- You can cast your vote by written proxy directly to our Agent by using the proxy form on the Company’s website; or
- Vote online via the web procedure made available on the Company’s website.

Questions

Shareholders can ask written questions concerning the items on the AGM agenda via email to the following e-mail address: AGM2020@exor.com until **09:00 a.m. CEST on 17 May 2020**.

In order for the Company to have the shareholding and the eligibility to ask questions confirmed, the email has to include the name, the surname, the AGM agenda item to which the question refers, and a copy or the reference of the Notice of Participation, issued by the Intermediary, proving shareholder’s share possession at the Record Date. Questions received without the required information will, unfortunately, not be answered.

Within the order of the meeting that is being maintained by the Chairman of the meeting, the questions raised may be combined and will be dealt with prior or during the AGM. The answers to the questions will be published with the minutes of the meeting after the AGM.
