



**AGM TO BE HELD ON MAY 27, 2021 AT 9:00 a.m. CEST**  
at the offices of Allen & Overy, Apollolaan 15, 1077 AB Amsterdam, the Netherlands



**PROXY FORM**

To be sent to: **Computershare S.p.A.**, Via Nizza 262/73, 10126 Turin (Italy), as Agent for **EXOR N.V.**, at the latest on **May 20, 2021** by mail or by Fax (+39 011 0923202) or by e-mail (exor@computershare.it), as an attachment in PDF format.

**Disclaimer**

This Proxy Form shall be completed and signed by the Shareholder in order **to appoint Computershare S.p.A.** to vote online as per attached Voting Instruction Form at the AGM of EXOR N.V. Alternatively the Shareholder can **vote online** directly through the company website ([www.exor.com](http://www.exor.com)).

**Mandatory information \***

<b>THE UNDERSIGNED*</b> <i>(natural person only)</i>			
Date of birth *	Place of birth *	Resident in <i>(town/city)</i> *	
At <i>(street address)</i> *		Tax Code*	
Telephone no. *	e-mail		
entitled to vote at the close of business of <b>April 29, 2021 (record date)</b> as <b>(1)</b> :			
<input type="checkbox"/> registered shareholder	<input type="checkbox"/> legal representative or agent with authority to sub-delegate	<input type="checkbox"/> pledgee	<input type="checkbox"/> taker-in
<input type="checkbox"/> beneficial interest holder	<input type="checkbox"/> official receiver	<input type="checkbox"/> manager	<input type="checkbox"/> other (specify)
for no. *	<b>EXOR ordinary shares</b>		
<b>(2)</b> registered in the name of <i>(legal or natural person)</i>			
Date of birth *	Place of birth *	Resident in <i>(town/city)</i> *	
At <i>(street address)</i> *		ID no. (tax code/LEI)	
Registered in the securities account <b>(3)</b> no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. <b>(4)</b>	Made by <i>(Bank)</i>		

**APPOINTS** Computershare S.p.A. as appointed representative to attend at the above mentioned meeting, with reference to the above shares, and **to vote online in accordance with the instructions provided in the following Voting Instructions Form.** If no such directions are indicated, **ACKNOWLEDGES** that Computershare S.p.A. will have the authority **to vote "For"** with regard to all following proposals.

DATE	Identific. form <b>(5)</b> <i>(type)*</i>	Issued by *	no. *	SIGNATURE
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- Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his/her power.
- To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
- Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
- Reference to the communication made by the intermediary and its name.
- Provide details of a valid form of identification of the proxy signatory.



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**VOTING INSTRUCTIONS FORM**

**The Undersigned** \_\_\_\_\_

**INSTRUCTS** the Appointed Representative to vote online at the above indicated AGM as follows

<b>RESOLUTIONS OF THE AGENDA TO BE VOTED</b>	<b>VOTE</b> <i>(Please tick as appropriate)</i>		
<b>2.b.</b> Remuneration Report (advisory vote)	For	Against	Abstain
<b>2.c.</b> Adoption 2020 annual accounts	For	Against	Abstain
<b>2.e.</b> Dividend distribution	For	Against	Abstain
<b>3.a.</b> Appointment Ernst & Young Accountants LLP as independent external auditor charged with the auditing of the annual accounts for the financial year 2021	For	Against	Abstain
<b>4.a.</b> Release from liability of the executive directors	For	Against	Abstain
<b>4.b.</b> Release from liability of the non-executive directors	For	Against	Abstain
<b>5.a.</b> Appointment of Mr. A. Banga as non-executive director	For	Against	Abstain
<b>6.a.</b> The authorization of the Board of Directors to repurchase shares	For	Against	Abstain
<b>6.b.</b> The authorization of the Board of Directors to cancel repurchased shares	For	Against	Abstain
<b>6.c.</b> The authorization of the Board of Directors to issue ordinary shares	For	Against	Abstain
<b>6.d.</b> The authorization of the Board of Directors to limit or exclude pre-emptive rights	For	Against	Abstain
<b>6.e.</b> The authorization of the Board of Directors to issue special voting shares A	For	Against	Abstain

**SIGNATURE** .....