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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 compensation committee having certain duties and responsibilities, including those that may be determined from time to time by the Board of Directors (the “**Compensation Committee**”). In accordance with Article 18.5 of the Company’s articles of association, the Board of Directors has adopted this charter of the Compensation Committee in order to set forth such duties and responsibilities of the Compensation Committee (the “**Charter**”).

## 1. OBJECTIVE

The function of the Compensation 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 on the domain described hereafter. The Board of Directors will remain responsible for the resolutions taken.

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

- (a) the Company’s remuneration policy;
- (b) compensation of executive directors;
- (c) compensation of non-executive directors; and
- (d) the Company’s remuneration report.

## 2. MEMBERSHIP, ORGANIZATION AND MEETINGS

The Compensation 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 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 Compensation Committee. The chairperson of the Compensation Committee (the “**Chair**”), who shall not be the chairman of the Board of Directors or a former executive director, shall be designated by the Board of Directors as well.

In the event that a member of the Compensation 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 Compensation Committee) thereof promptly. The Compensation 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 Compensation and Nominating Committee.

The term of office of a member of the Compensation 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 Compensation Committee shall meet at such time and place as the Chair or a majority of the members of the Compensation Committee may determine, but at least once every year. The members of the Compensation Committee may participate in meetings of the Compensation Committee by means of telephone or video conference or similar communications equipment provided all persons participating in the meeting can hear, and be heard by, one another.

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

A quorum of the Compensation Committee shall consist of a majority of the members thereof and if the Compensation Committee consists of an even number of members, at least one-half. Each member of the Compensation 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 invite officers of the Company to attend the meetings, as he or she deems appropriate. However, the Compensation Committee shall meet without officers of the Company at any meeting at which the particular officers' compensation or performance is discussed or determined.

The Chair may also invite members of the management, employees, internal or external counsel, or others whose advice and counsel are relevant to the issues then being considered by the Compensation Committee to attend any meetings and to provide any such information as the Compensation Committee may request. The Compensation Committee may delegate any of its responsibilities to one or more subcommittees as the Compensation Committee may from time to time deem appropriate.

Minutes must be kept of the proceedings at the Compensation 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 Compensation Committee.

### 3. DUTIES AND RESPONSIBILITIES

The Compensation Committee shall have the following duties and responsibilities:

- (a) to propose to the Board of Directors any amendments (in accordance with best practice provision 3.1.2. of the Dutch Corporate Governance Code as applicable from time to time) to the remuneration policy to be pursued by the Company as the Compensation Committee deems necessary or appropriate;
- (b) to prepare the remuneration report as referred to in best practice provision 3.4.1 of the Dutch Corporate Governance Code as applicable from time to time;
- (c) to review and approve (or in the case of awards under equity incentive plans recommend for approval) the remuneration structure for the executive directors, the amount of the fixed remuneration, the equity incentive plans to be granted and/or variable remuneration components, pension rights, post mandate indemnities as well as other forms of compensation to be awarded, the performance criteria and their application;
- (d) to implement and oversee the remuneration policy as it applies to the executive and non-executive directors; and
- (e) to prepare an annual performance evaluation of the Compensation Committee which shall be conducted in such a manner as the Compensation Committee deems appropriate.

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

#### 4. AUTHORITY AND RESOURCES

The Compensation 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 Compensation Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries. The Company's management shall provide support to the Compensation Committee as the Compensation Committee deems necessary or appropriate.

The Compensation 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 counsel, or other advisors (each, an "**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 Compensation Committee, in its capacity as a committee of the Board of Directors, for payment of:

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

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

#### 5. MISCELLANEOUS

The Compensation Committee shall review and reassess periodically the adequacy of the Charter and recommend to the Board of Directors any improvements to the Charter that the Compensation Committee considers necessary or appropriate.

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

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