

The Exor logo consists of the word "Exor" in a white, serif font, centered within a dark blue square.

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**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
EXOR N.V.**

held on Wednesday 28 May 2024 at 09:00 CEST,  
at Allen & Overy Shearman, Apollolaan 15, 1077 AB Amsterdam, the Netherlands.

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## 1. OPENING

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In the absence of Mr. Nitin Nohria, the Senior Non-Executive Director of Exor N.V. (the “**Company**”), Mr. Elkann, the Company’s CEO opened the annual general meeting of shareholders (“**AGM**”) and welcomed all attendees on behalf of the Board of Directors.

Mr. Elkann informed the meeting that due to prior commitments the other members of the Board of Directors were not able to attend this meeting. Mr. Elkann further noted that Mr. Guido de Boer, the Chief Financial Officer of the Company, Mr. Michael Otte, the Senior Legal Counsel of the Company and Ms. Joyce Leemrijse, a civil law notary of Allen & Overy Shearman Sterling LLP, were present at the AGM.

Finally, Mr. Elkann informed the meeting that Mr. Marcel van Leeuwen (Deloitte Accountants B.V., the Netherlands) was present to answer any questions relating to audit report on the Company’s 2023 Annual Accounts, tabled under agenda item 2(a).

Mr. Elkann stated that the meeting had been convened in accordance with the legal and statutory requirements.

Subsequently, Mr. Elkann informed the AGM that as of the record date the Company had issued a total number of 220,984,247 ordinary shares and a total number of 124,717,163 special voting shares A issued. In total a number of 712,424,787 voting rights were outstanding as at the record date. Mr. Elkann informed the meeting that 94.9% of all outstanding votes in the capital of the Company are present or represented at the meeting. The total number of voting rights at the meeting amounted to 676,080,561.

Then Mr. Elkann continued with the next item of the agenda.

## 2. 2023 ANNUAL REPORT

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Mr. Elkann gave a short introduction to the 2023 Annual Report as published on the Company’s website. The items 2(a) through 2(e) were jointly discussed and subsequently voted on.

### ***Agenda item 2(a)***

Mr. Elkann noted that the first sub-item 2(a) concerns the annual report of the Board of Directors for the financial year ended 31 December 2023 (the “**2023 Annual Report**”) and invited Mr. De Boer to give an explanation hereon.

Mr. De Boer then addressed the main items of the Annual Report.

### ***Agenda item 2(b)***

Mr. Elkann continued with sub-item 2(b) regarding the corporate governance section in the 2023 Annual Report. The Chairman then informed the meeting that the corporate governance section is described and contained in the 2023 Annual Report on page 93 up to and including page 113.

### ***Agenda item 2(c)***

Mr. Elkann continued with sub-item 2(c) regarding the advisory vote in respect of the remuneration report section in the 2023 Annual Report. The Chairman informed the meeting that the remuneration

report 2023 is described and contained in the 2023 Annual Report on page 164 up to and including page 174.

***Agenda item 2(d)***

Mr. Elkann explained that this item (d) concerns the adoption of the Company's annual accounts for the financial year ended 31 December 2023 (the "**2023 Annual Accounts**") as drawn up by the Board of Directors and audited by Deloitte Accountants B.V., who have issued an unqualified opinion.

***Agenda item 2(e)***

Mr. Elkann continued with sub-item 2(e) regarding the Company's dividend policy and provided an explanation thereof.

***Agenda item 2(f)***

Mr. Elkann explained to the meeting that, subject to the adoption of the 2023 Annual Accounts (including the consolidated and the company's financial statements), it is proposed to make a dividend payment of Euro 0.46 on each outstanding share and that the proposed dividend will become payable on 3 June 2024 (ex-dividend date 30 May 2024) and will be paid to the shareholders of record as of 31 May 2024 (record date).

After questions raised by shareholders were adequately addressed, Mr. Elkann then continued to put the respective sub-items of agenda item 2 to a vote. He started with sub item 2(c), the advisory vote on the remuneration report. The Chairman informed the meeting that a majority of the advisory votes cast were in favour of the remuneration report.

Mr. Elkann continued with putting resolution sub item 2(d), the adoption of the 2023 Annual Accounts, to a vote and informed the meeting that the 2023 Annual Accounts were adopted.

Finally, Mr. Elkann put resolution sub item 2(f), the dividend distribution, to a vote and informed the meeting that the resolution was adopted.

Mr. Elkann then moved on to the next item on the agenda.

### 3. CORPORATE MATTERS

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***Agenda item 3(a)***

Mr. Elkann informed the meeting that item 3(a) concerned the appointment of Deloitte Accountants B.V. as the Company's independent auditors for the financial year 2025.

***Agenda items 3(b) and 3(c)***

Mr. Elkann continued with sub-items 3(b) and 3(c) and informed the meeting that it was proposed to the annual general meeting of shareholders to approve the amended remuneration policy and the LTI plan. Mr. Elkann gave the floor to Mr. Michael Otte who provided an explanation on the amendments of the remuneration policy and the LTI plan and also referred to the explanatory notes to the agenda of this meeting for further details.

After questions raised by shareholders were adequately addressed by Mr. Otte and Mr. de Boer, Mr. Elkann continued to put the resolutions 3(a), 3(b) and 3(c) separately to a vote and informed the meeting that both resolutions were adopted.

Mr. Elkann then moved on to the next item on the agenda.

#### 4. DISCHARGE OF LIABILITY

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##### ***Agenda items 4(a) and 4(b)***

Mr. Elkann continued with sub-item 4(a) and 4(b) and proposed to release the executive director from liability in respect of the performance of his management duties in the financial year 2024 and to release the non-executive directors of the Board of Directors for the performance of their non-executive duties in the financial year 2024.

Mr. Elkann then put resolutions 4(a) and 4(b) separately to a vote and informed the meeting that both resolutions were adopted.

Mr. Elkann then moved on to the next item on the agenda.

#### 5. SHARES

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The items 5(a) and 5(b) were jointly discussed and subsequently voted on.

##### ***Agenda item 5(a)***

Mr. Elkann informed the meeting that item 5(a) concerned the authorization of the Board of Directors to repurchase shares, either through purchase on a stock exchange or otherwise for a period of 18 months from the date of this AGM and referred to the explanatory notes to the agenda of this meeting as published on the Company's website for further details.

##### ***Agenda item 5(b)***

Mr. Elkann continued with sub-item 5(b) and explained to the meeting that this agenda item concerns the proposal to authorize the Board of Directors to cancel repurchased shares.

Mr. Elkann then put resolutions 5(a) and 5(b) separately to a vote and informed the meeting that both resolutions were adopted.

#### 6. CLOSE OF MEETING

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Mr. Elkann stated that there were no further items to discuss or to resolve on and noted that this meeting was closed. On behalf of the Board of Directors, Mr. Elkann thanked all participants for following the meeting and then declared the meeting closed.

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ANNEX

VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXOR N.V.,  
HELD ON 28 MAY 2024

As of 30 April 2024 - the record date for the Annual General Meeting of Shareholders (the “AGM”) of Exor N.V. (the “Company”) - the share capital of the Company amounted to 220,984,247 issued ordinary shares. At that date, the Company held 5,294,812 ordinary shares and 533,325 special voting shares in treasury. In total 712,424,787 votes could be validly cast.

At the AGM 676,080,561 voting rights, constituting 94.90% of all outstanding voting rights in the capital of the Company as of the record date, were present or represented at the meeting. Votes abstained have not been calculated as part of the votes cast.

In accordance with Section 2:120 Paragraph 5 of the Dutch Civil Code, the outcome of the votes on the resolutions discussed at the meeting is as follows:

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	TOTAL VOTES CAST	VOTES ABSTAINED
2.c.	639,170,031	94.54	36,888,362	5.46	676,080,561	22,168
2.d.	674,671,379	99.92	541,015	0.08	676,080,561	868,167
2.f.	675,881,576	99.97	195,989	0.03	676,080,561	2,996
3.a.	675,915,489	99.98	162,018	0.02	676,080,561	3,054
3.b.	639,318,051	94.57	36,740,352	5.43	676,080,561	22,158
3.c.	647,231,589	95.74	28,826,814	4.26	676,080,561	22,158
4.a.	673,749,040	99.79	1,429,782	0.21	676,080,561	901,739
4.b.	658,120,298	97.48	17,036,450	2.52	676,080,561	923,813
5.a.	675,950,015	99.98	127,550	0.02	676,080,561	2,996
5.b.	676,057,321	100.00	20,244	0.00	676,080,561	2,996

Exor N.V., 29 May 2024