

PARTNERRE LTD
Form SC 13D/A
July 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)
PartnerRe Ltd.
(Name of Issuer)

Common Shares, par value \$1.00 per share
(Title of Class of Securities)

G6852T105
(CUSIP Number)

Toby Myerson, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
(212) 373-3000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 7, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G6852T105 SCHEDULE 13D Page 2 of 6

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EXOR S.p.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Republic of Italy

7 SOLE VOTING POWER

4,725,726 Shares

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH

0 Shares (see Item 5)

REPORTING PERSON

9 SOLE DISPOSITIVE POWER

WITH

4,725,726 Shares

10 SHARED DISPOSITIVE POWER

0 Shares (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,725,726 Shares (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING PERSON*

HC, CO

CUSIP No. G6852T105 SCHEDULE 13D Page 3 of 6

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EXOR S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

7 SOLE VOTING POWER

2,201,062 Shares

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH

0 Shares (see Item 5)

REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

2,201,062 Shares

10 SHARED DISPOSITIVE POWER

0 Shares (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,201,062 Shares (see Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON*

HC, CO

CUSIP No. G6852T105 SCHEDULE 13D Page 4 of 6

This Amendment No. 1 to Schedule 13D (this “Amendment”) is filed by and on behalf of EXOR S.p.A. (“EXOR”), a società per azioni organized under the laws of the Republic of Italy and EXOR S.A. (“EXOR Luxembourg” and together with EXOR, the “Reporting Persons”), a corporation organized under the laws of Luxembourg, to amend the Schedule 13D related to common shares, par value \$1.00 per share (the “Common Shares”) of PartnerRe Ltd., a Bermuda exempted company (the “Issuer”), previously filed by the Reporting Persons with the United States Securities and Exchange Commission (the “SEC”) on May 15, 2015. Each capitalized term used and not defined herein shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

Item 2. Identity and Background

Item 2 is hereby amended by restating Schedule A as set forth in Schedule A hereto.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

On May 20, 2015, the chairman of the Issuer’s Board sent EXOR a letter (the “May 20 Letter”) indicating that the Issuer’s Board rejected the EXOR Binding Offer.

On June 1, 2015, the Issuer issued a press release announcing that the Special Meeting will be held on July 24, 2015, at 9:00 a.m., Atlantic time, at the Issuer’s offices at 90 Pitts Bay Road, Pembroke HM 08 Bermuda.

On June 2, 2015, EXOR sent the Issuer a letter extending the expiration of the EXOR Binding Offer until July 26, 2015. A copy of this letter is included as Exhibit 99.5 to this Schedule 13D.

On June 2, 2015, EXOR filed with the SEC a definitive proxy statement (the “Definitive Proxy Statement”) to solicit proxies from shareholders of the Issuer to vote against the AXIS Proposal (and related proposals) at the Special Meeting. In the Definitive Proxy Statement, EXOR indicates why it believes the AXIS Proposal is not in the best interests of the Issuer’s shareholders, employees and clients. The Definitive Proxy Statement is available free of charge at the SEC’s website (www.sec.gov).

On June 29, 2015, EXOR sent the Issuer’s Board an amended copy of the Merger Agreement, which expanded the scope of EXOR’s guarantee under the Merger Agreement to cover all contractual commitments of the EXOR parties therein.

On July 7, 2015, EXOR sent the Issuer a letter extending the expiration of the EXOR Binding Offer until July 28, 2015, and containing a further amended copy of the Merger Agreement signed by the EXOR parties thereto (the “Second Amended Merger Agreement”). A copy of this letter, which includes the Second Amended Merger Agreement, is included as Exhibit 99.6 to this Schedule 13D. The Second Amended Merger Agreement included the following enhanced contractual terms for the benefit of the Issuer’s common shareholders: (i) a “go-shop” provision, which would permit the Issuer to solicit bids from third parties after signing with EXOR until August 31, 2015 (the “Go-Shop Period”), subject to specified terms and limitations; and (ii) a covenant to pay a pre-closing cash dividend of \$6.39 per share if both the AXIS shareholders and the Issuer shareholders reject the AXIS Proposal, and as a result no termination fee is payable by the Issuer to AXIS. In addition, the Second Amended Merger Agreement included a post-closing covenant of the Issuer to offer to exchange each series of outstanding preferred shares for a new series having identical terms, other than with respect to certain specified improved terms. The foregoing description of the Second Amended Merger Agreement is qualified in its entirety by reference to the Second Amended Merger

Agreement, a copy of which is included in Exhibit 99.6 to this Schedule 13D.

Also on July 7, 2015, EXOR, GA (defined below) and John Elkann, in his individual capacity, provided the Issuer with a legally binding commitment to provide specified information in connection with regulatory filings required in connection with the EXOR Binding Offer (the "Shareholder Information Letter"). The foregoing description of the Shareholder Information Letter is qualified in its entirety by reference to the Shareholder Information Letter, a copy of which is included as Exhibit 99.7 to this Schedule 13D.

CUSIP No. G6852T105 SCHEDULE 13D Page 5 of 6

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended and supplemented as follows:

| Exhibit Number | Description of Exhibits |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.5. | <u>Letter, dated June 2, 2015, from EXOR S.p.A. to PartnerRe Ltd.'s Board of Directors (filed herewith)</u> |
| 99.6. | <u>Binding Offer Extension Letter, dated July 7, 2015, from EXOR S.p.A. to PartnerRe Ltd.'s Board of Directors (filed herewith)</u> |
| 99.7. | <u>Shareholder Information Letter, dated July 7, 2015, from EXOR S.p.A., Giovanni Agnelli e. C. S.a.p.az and John Elkann to PartnerRe Ltd.'s Board of Directors (filed herewith)</u> |

CUSIP No. G6852T105 SCHEDULE 13D Page 6 of 6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

EXOR S.p.A.

By: /s/ Enrico Vellano

Name: Enrico Vellano

Title: Chief Financial Officer

EXOR S.A.

By: /s/ Marco Benaglia

Name: Marco Benaglia

Title: Chief Operating Officer

Dated: July 9, 2015

SCHEDULE A

This Schedule A shall be deemed to amend and restate Schedule A in its entirety:

Set forth below are the names, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of the chief executive officer and each director of EXOR S.p.A. Unless otherwise indicated, the citizenship of each person listed below is Italian, and the business address of each person listed below is c/o EXOR S.p.A., Via Nizza 250, Turin, 10126, Italy.

| NAME AND POSITION WITH EXOR | PRINCIPAL EMPLOYMENT, EMPLOYER AND BUSINESS ADDRESS | CITIZENSHIP |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| John Elkann Chairman and Chief Executive Officer | Managing Partner and Chairman Giovanni Agnelli e C. S.a.p.az., Via Nizza 250, 10126 Turin, Italy; Chairman Fiat Chrysler Automobiles N.V., 25 St. James's Street, London, SW1A 1HA, UK; Director CNH Industrial N.V., 25 St. James's Street, London, SW1A 1HA, UK; Chairman Italiana Editrice S.p.A., Via Lugaro 15, 10126 Turin, Italy; Non-executive Director The Economist Group, 25 St James's Street, London, SW1A 1HG, UK; Director NEWS Corporation, 1211 Avenue of the Americas, New York, NY 10036; Vice Chairman Fondazione Giovanni Agnelli Via Nizza 250, 10126 Turin, Italy; Chairman C&W Group, Inc., 1290 Avenue Of The Americas New York, NY, 10104 USA. | Italian citizen |
| Sergio Marchionne Vice Chairman | Chief Executive Officer Fiat Chrysler Automobiles N.V., 25 St. James's Street, London, SW1A 1HA, UK; Chairman and CEO FCA US LLC, 1000 Chrysler Dr., Auburn Hills, MI, USA; Chairman CNH Industrial N.V., 25 St. James's Street, London, SW1A 1HA, UK; Chairman SGS S.A., 1 Place des Alpes, Geneva, 1211 Switzerland; Chairman and CEO FCA Italy S.p.A., Corso Agnelli 200, 10135 Turin, Italy; Chairman Ferrari S.p.A. Via Abetone Inferiore 4, 41053 Maranello, Italy; Chairman FPT Industrial S.p.A. Via Puglia 15, 10156 Turin, Italy; Director Philip Morris International Inc, 120 Park Avenue, New York, NY 10017 New York, USA; Chairman IVECO S.p.A., Via Puglia 35, 10156 Turin, Italy. | Dual Canadian and Italian citizen |
| Alessandro Nasi Vice Chairman | President Specialty Vehicles and Coordinator of the Group Executive Council CNH Industrial N.V., Cranes Farm Road Basildon, Essex, SS14 3AD, UK; General Partner Giovanni Agnelli e C. S.a.p.az., Via Nizza 250, 10126 Turin, Italy. | Italian citizen |
| Andrea Agnelli Director | Director Fiat Chrysler Automobiles N.V., 240 Bath Road, Slough, SL1 4DX, UK; Chairman Juventus Football Club S.p.A., Corso Galileo Ferraris 32, 10128 Turin, Italy; Chairman Lamse S.p.A., Piazza CLN 255, 10123 Turin, Italy; General Partner Giovanni Agnelli e C. S.a.p.az., Via Nizza 250, 10126 Turin, Italy; member of the Advisory Board BlueGem Capital Partners LLP, 16 Berkeley Street, London W1J 8DZ, UK; Director European Club Association, Route de St-Cergue 9, 1260 Nyon, Switzerland. | Italian citizen |

Edgar Filing: PARTNERRE LTD - Form SC 13D/A

| | | |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| Vittorio Avogadro di Collobiano Director | Vice President Eni Midstream responsible for Small Scale LNG Business Development & Affiliates Business Coordination, Piazza Ezio Vanoni 1, 20097 San Donato Milanese (Milan) Italy. | Italian citizen |
| Giovanni Chiura Independent Director | Chief Financial Officer and Board Member Sorgenia S.p.A., Via Via Vincenzo Viviani 12 - 20124 Milan, Italy; Director Tirreno Power, Via Barberini 47, 00100 Rome, Italy. | Italian citizen |
| Ginevra Elkann Director | President Pinacoteca Giovanni e Marella Agnelli, Via Nizza n. 230/103, 10126 Turin, Italy; President Asmara Films S.r.l., Via Ruffini 2/A – 00195 Rome, Italy; President Good Films S.r.l., Via Ruffini 2/A scala C – 00195 Rome, Italy; Founder Good Short Films, Via Ruffini 2/A scala C – 00195 Rome, Italy; member of Christie’s Advisor Board, 20 Rockefeller Plaza, New York, NY 10020, USA; member of the Acquisition Committee and Executive Committee for the Cartier Foundation, 261, Boulevard Raspail – 75014 Paris, France; member of the Advisory Board of UCCA, via dei Monti di Pietralata, 16 – 00157 Rome, Italy; member of the Advisory Board of Beijing, 8/F, Digital Beijing Building, Beichen West Road, Chaoyang District, Beijing, PRC 100013, China; member of the Advisory Board of the American Academy of Rome, Via Angelo Masina 5 - 00153, Rome, Italy. | Italian citizen |
| Annemiek Fentener Van Vlissingen Independent Director | Chairman SHV Holdings, Rijnkade 1, 3511 LC Utrecht, The Netherlands; member of the Supervisory Board of Heineken NV, PO Box 28, 1000 AA Amsterdam, The Netherlands; member of the Supervisory Board of Utrecht University Hospital Heidelberglaan 100, 3584 CX Utrecht, The Netherlands; member of the Supervisory Board of Lhoist, Rue Charles Dubois 28, B - 1342 Limelette, Belgium. | The Netherlands citizen |
| Mina Gerowin Independent Director | Director CNH Industrial N.V., Cranes Farm Road Basildon, Essex, SS14 3AD, UK.; Director LAFARGE S.A., 61 Rue des Belles Feuilles , 75116 Paris, France. | U.S. citizen |
| Jae Yong Lee Independent Director | Vice Chairman Samsung Electronics Co., Ltd, Samsung Electronics Building 1320-10, Seocho-2-dong, Seocho-gu Seoul, Korea (Zip Code 137-965). | Korean citizen |
| Antonio Mota de Sousa Horta-Osorio Independent Director | Executive Director and Group Chief Executive Lloyds Banking Group, 25 Gresham Street, London EC2V 7HN, UK; non-executive Director of Fundação Champalimaud, Avenida Brasília, 1400-038 Lisbon, Portugal; CBI President’s Committee, Cannon Place 78 Cannon Street, London EC4N 6HN, UK; Governor of the London Business School, Regent's Park, London NW1 4SA, UK; Chairman of the Wallace Collection, Hertford House, Manchester Square, London W1U 3BN, UK. | Portugal citizen |
| Lupo Rattazzi Director | Chairman Neos S.p.A., Via della chiesa 68, 21019 Somma Lombardo (VA) Italy; Chairman Italian Hospital Group S.p.A., 188, Via Tiburtina, 00012 Guidonia, Rome, Italy; Director Banca Finnat Euramerica S.p.A., Palazzo Altieri - Piazza del Gesù 49, 00186 Rome, Italy; Director Coeclerici S.p.A., Piazza Generale Armando Diaz, 7, 20123 Milan, Italy; Director G.L. Investimenti S.r.l., Via Enrico Fermi 14, Monterotondo, Rome, Italy. | Italian citizen |

| | | |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| Robert Speyer Independent Director | President and Co-Chief Executive Officer of Tishman Speyer, Rockefeller Center, 45 Rockefeller Plaza, New York, New York 10111, USA; Chairman of the Real Estate Board of New York, 570 Lexington Avenue, 2nd Floor, New York, New York 10022, USA; Chairman of the Advisory Board of the Mayor's Fund to Advance New York City, 253 Broadway, 6th Floor, New York, New York 10007, USA; Co-Chairman of the Construction Committee of the St. Patrick's Cathedral Landmark Foundation; member of the Board of Trustees of New York-Presbyterian Hospital, USA; member of the International Advisory Board of Beijing University, No.5 Yiheyuan Road Haidian District, Beijing, P.R.China 100871; member of the International Advisory Board of Fudan University School of Management, 670, Guo Shun Road, Shanghai 200433, China. | U.S. citizen |
| Michelangelo Volpi Independent Director | Partner Index Ventures, 139 Townsend Street, Suite 505 San Francisco, CA 94107, USA; Director Sonos Inc, 223 E. De La Guerra, Santa Barbara, CA 93101, USA; Director Soundcloud Limited, Rheinsberger Str. 76/77, 10115 Berlin, Germany; Director Lookout, 1 Front Street, Suite 2700, San Francisco, CA 94111 USA; Director Path, 301 Howard St, Ste 2200, San Francisco CA, USA; Director Big Switch Networks, 855 El Camino Real Suite 260 Palo Alto CA, USA; Director Zuora, 3400 Bridge Pky Suite 203, Redwood City, CA, USA; Director Hortonworks, 3460 West Bayshore Rd. Palo Alto, CA 94303 USA; Director Wealthfront Inc. 541 Cowper St. Palo Alto, CA 94301, USA; Director Elasticsearch, 800 West El Camino Real, Suite 350 Mountain View, California 94040, USA; Director NumberFour AG Berlin, Germany. | Italian citizen |
| Ruth Wertheimer Independent Director | Founder, Owner and Chairwoman of 7-Main, 16 Shenkar Arie Herzliya, Israel; Board Member of the Wertheimer Company Ltd, Israel. | Dual Israel and Germany citizen |

Giovanni Agnelli e C. S.a.p.az

Giovanni Agnelli e C. S.a.p.az (“GA”) is a limited partnership represented by shares (Societa’ in Accomandita per Azioni) and, as of the date of this Schedule 13D, is in control of EXOR. The present principal business activity of G.A. is to purchase, administer and dispose of equity interests in public and private entities and, in particular, to ensure the cohesion and continuity of the administration of its controlling equity interests. The address of G.A.’s principal business and principal office is Via Nizza, 250, Turin, Italy.

Set forth below are the names, business address, present principal occupation or employment of each managing partner of G.A. Unless otherwise indicated, the business address of each person listed below is c/o Giovanni Agnelli e C. S.a.p.az Via Nizza, 250—10126 Turin (Italy).

| NAME AND POSITION WITH GA | PRINCIPAL EMPLOYMENT, EMPLOYER AND BUSINESS ADDRESS | CITIZENSHIP |
|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| John Elkann Managing Partner and Chairman | See above in this Schedule A. | Italian citizen |
| Tiberto Brandolini d’Adda General Partner | Director Fiat Chrysler Automobiles N.V., 240 Bath Road, Slough, SL1 4DX, UK; General Partner Giovanni Agnelli e C. S.a.p.az., Via Nizza 250, 10126 Turin, Italy; Chairman EXOR S.A. Boulevard Royal 22-24, L-2449 Luxembourg; Director YAFA S.p.A., Corso Vittorio Emanuele II, 72 10121 Turin, Italy. | Italian citizen |
| Alessandro Nasi General Partner | See above in this Schedule A. | Italian citizen |
| Andrea Agnelli General Partner | See above in this Schedule A. | Italian citizen |

| | | |
|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| <p>Luca Ferrero Ventimiglia General Partner</p> | <p>General Partner of Giovanni Agnelli e C. S.a.p.az., Via Nizza 250, 10126 Turin, Italy.</p> | <p>Italian citizen</p> |
| <p>Maria Sole Agnelli General Partner</p> | <p>Chairman Fondazione Giovanni Agnelli, via Nizza 250, 10126 Turin, Italy.</p> | <p>Italian citizen</p> |
| <p>Gianluigi Gabetti General Partner</p> | <p>Director Banca del Piemonte, Via Cernaia 7, 10121 Turin, Italy; Director Fondazione Giovanni Agnelli, Via Nizza 250, Turin, Italy; Member Pinacoteca Giovanni e Marella Agnelli, Via Nizza n. 230/103, 10126 Turin, Italy; Chairman Associazione Lingotto Musica, via Nizza n. 262/73, 10126 Turin, Italy; Life Trustee Museum of Modern Art, 11 West 53 Street, New York, NY 10019; Member of the Executive Committee of The Council for the United States and Italy, Piazzale Flaminio 19, 00196 Rome; Italy.</p> | <p>Italian citizen</p> |
| <p>Gianluca Ferrero General Partner</p> | <p>Secretary of the Board of Directors of EXOR S.p.A., Via Nizza 250, 10126 Turin, Italy; Chairman of the Statutory Auditors' Board Luigi Lavazza S.p.A., Corso Novara 59, 10154 Turin, Italy; Chairman of the Statutory Auditors' Board Biotronik Italia S.p.A., Via delle Industrie 11, 20090 Vimodrone-Milan, Italy; Chairman of the Statutory Auditors' Board Italia Independent Group S.p.A., Corso XI Febbraio 19, 10152 Turin, Italy; Chairman of the Statutory Auditors' Board Italia Independent S.p.A., Corso XI Febbraio 19, 10152 Turin, Italy; Member of the Statutory Auditors' Board Fenera Holding S.p.A., Corso Matteotti 26, 10121 Turin, Italy; Member of the Statutory Auditors' Board Alberto Lavazza S.a.p.a., Via del Carmine 10, 10122 Turin, Italy; Member of the Statutory Auditors' Board Emilio Lavazza S.a.p.a., Via del Carmine 10, 10122 Turin, Italy; Member of the Statutory Auditors' Board Limoni S.p.A., Via Agnello 12, 20121 Milan, Italy; Member of the Statutory Auditors' Board Gabriel Fiduciaria S.r.l. Via del Carmine n. 10, Turin, Italy; Vice Chairman Banca del Piemonte S.p.A., Via Cernaia 7, 10121 Turin, Italy; Director ACB Group S.p.A., Via Lanzone 31, 20123 Milan, Italy; Chairman FINCANTIERI S.p.A. Via Genova 1, 34121 Genoa, Italy.</p> | <p>Italian citizen</p> |

EXOR S.A.

Set forth below are the names, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of the chief executive officer and each director of EXOR S.A. Unless otherwise indicated, the citizenship of each person listed below is Italian, and the business address of each person listed below is c/o EXOR S.A., 22-24 Boulevard Royal, L-2449 Luxembourg.

| NAME AND POSITION WITH EXORBUSINESS ADDRESS | PRINCIPAL EMPLOYMENT, EMPLOYER AND ADDRESS | CITIZENSHIP |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Tiberto Brandolini d'Adda Chairman | See above in this Schedule A. | Italian citizen |
| Christian Billon Director | - | Luxembourg citizen |
| Mario Bonaccorso Director | Managing Director EXOR S.p.A. Via Nizza 250, 10126 Turin, Italy; Board Member C&W GROUP Inc. 1290 Avenue of the Americas, 10104, New York, NY, USA; Board Member Banijay Holding Sas, 5 Rue Francois 1er, 75008, Paris, France; Board Member Banca Leonardo Via Broletto 46, 20121 Milan, Italy. | Italian citizen |
| Tom Loesch Director | Avocat, 6D, route de Trèves, L-2633 Senningerberg, Luxembourg. | Luxembourg citizen |
| Carlo Schlessner Director | - | Luxembourg citizen |
| Enrico Vellano Director | Chief Financial Officer EXOR S.p.A. via Nizza 250, 10126 Turin, Italy; Director Almacantar Ltd. 3 Quebec Mews, W1H 7NX London, UK; Director Juventus Football Club S.p.A. Corso G. Ferraris 32, 10128 Turin, Italy; Director Arenella Immobiliare S.r.l. via Nizza 250, 10126 Turin, Italy; Director EMITTENTI TITOLI S.p.A. Via S. Maria Segreta 6, 20123 Milan, Italy; Director C&W Group Inc. 1290 Avenue of the Americas, New York NY 10104, USA; Vice Chairman and Director EXOR Inc. c/o Citrin Cooperman 131 Sunnyside Boulevard Suite 110, Plainview, NY 11803, USA; Chairman EXOR SN LLC c/o Citrin Cooperman 131 Sunnyside Boulevard Suite 110, Plainview, NY 11803, USA. | Italian citizen |
| Marco Benaglia Chief Operating Officer | Director EXOR N.V., Claude Debussylaan 24, NL-1082 MD Amsterdam, The Netherland; Director Pillar Ltd, Cumberland House 9 th Floor, Victoria Street 1, Hamilton HM 11, Bermuda; Director EXOR Capital Ltd, Grand Canal Square 2, Grand Canal Harbour, 2, Dublin, Ireland; Director and Treasurer ANCOM (USA) Inc. c/o Citrin Cooperman 131 Sunnyside Boulevard Suite 1110, Plainview, NY 11803, USA; Chief Financial Officer EXOR SN LLC c/o Citrin Cooperman 131 Sunnyside Boulevard Suite 1110, Plainview, NY 11803, USA. | Italian citizen |

