

# **INTERIM REPORT AT SEPTEMBER 30, 2016**

# **INDEX**

1	Board of Directors, Committees, Board of Statutory Auditors and Independent Auditors
2	EXOR Group Profile
4	Net Asset Value
7	Significant Events in the Third Quarter of 2016 and Subsequent Events
8	Basis of Preparation
9	Financial and Operating Highlights at September 30, 2016
10	Interim Consolidated Financial Statements - Shortened
11	Notes to the Shortened Interim Consolidated Financial Statements
18	Outlook for 2016
19	Review of Performance of the Operating Subsidiaries



Società per Azioni Share Capital Euro 246,229,850, fully paid-in Registered Office in Turin, Italy – Via Nizza 250 – Turin Company Register No. 00470400011

# **External Relations & Media**

Tel. +39.011.5090320 Fax +39.011.5090386 media@exor.com

Institutional Investors & Financial Analysts Relations

Tel. +39.011.5090345 Fax +39.011.5090260 ir@exor.com

The Interim Report is available on EXOR's official corporate website at: www.exor.com

This is an English translation of the Italian original document "Resoconto Intermedio di Gestione al 30 settembre 2016" approved by the EXOR S.p.A. board of directors on November 11, 2016 which has been prepared solely for the convenience of the reader. The version in Italian takes precedence and for complete information about EXOR S.p.A. and the Group, reference should be made to the full original report in Italian "Resoconto Intermedio di Gestione al 30 settembre 2016".



#### **Board of Directors**

Chairman and Chief Executive Officer

Vice Chairman Vice Chairman

Non-independent Directors

Independent Directors

John Elkann Sergio Marchionne Alessandro Nasi

Andrea Agnelli

Vittorio Avogadro di Collobiano

Ginevra Elkann Lupo Rattazzi Giovanni Chiura

Annemiek Fentener van Vlissingen

Mina Gerowin Jae Yong Lee

António Mota de Sousa Horta-Osório

Robert Speyer

Michelangelo Volpi (Lead Independent Director)

Ruth Wertheimer

Secretary to the Board Gianluca Ferrero

#### **Internal Control and Risks Committee**

Giovanni Chiura (Chairperson), Mina Gerowin and Lupo Rattazzi

# **Compensation and Nominating Committee**

Michelangelo Volpi (Chairperson), Mina Gerowin and Robert Speyer

# **Board of Statutory Auditors**

ChairpersonEnrico Maria BignamiStanding auditorsRuggero Tabone

Nicoletta Paracchini

Alternate auditors Lucio Pasquini

Anna Maria Fellegara

Independent Auditors EY S.p.A.

# **Expiry of terms of office**

The terms of office of the Board of Directors and the Board of Statutory Auditors will expire concurrently with the shareholders' meeting that will approve the 2017 annual financial statements.

The mandate of the Independent Auditors will expire concurrently with the shareholders' meeting that will approve the 2020 annual financial statements.

#### **EXOR GROUP PROFILE**

**EXOR** is one of Europe's leading investment companies and is controlled by Giovanni Agnelli e C. S.a.p.az., which holds 52.99% of issued share capital.

Listed on Borsa Italiana's Stock Exchange with a Net Asset Value of over \$12 billion at September 30, 2016, EXOR is headquartered in Turin, Italy.

EXOR makes long-term oriented investments focused on global companies in diversified sectors, mainly in Europe and in the United States.

EXOR's objective is to increase its Net Asset Value per share in U.S. dollars and outperform the MSCI World Index in U.S. dollars.

The EXOR Group's investments are the following:





Percentages updated based on the latest available information.

- (a) Calculated on common share capital.
- (b) EXOR holds 44.26% of voting rights on issued capital.
- (c) EXOR holds 39.94% of voting rights on issued capital. In addition, FCA holds a 1.17% stake and 1.74% of voting rights on issued capital.
- (d) EXOR holds 32.75% of voting rights on issued capital.
- (e) Calculated on outstanding capital. Voting rights are limited to 20%.

**PartnerRe** (100% of common share capital) is a leading global reinsurer with headquarters in Pembroke (Bermuda). PartnerRe commenced operations in 1993 and provides reinsurance and certain specialty insurance lines on a worldwide basis through its subsidiaries and branches serving more than 2000 customers in its Non-life and Life and Health segments. PartnerRe has a global platform of 17 offices in about 150 countries. The company's principal offices are located in Hamilton (Bermuda), Dublin, Greenwich (Connecticut, USA), Paris, Singapore and Zurich. Risks reinsured include, but are not limited to property, casualty, motor, agriculture, aviation/space, catastrophe, credit/surety, engineering, energy, marine, mortality, longevity, accident and health, and other risks.

**Fiat Chrysler Automobiles (FCA)** (29.15% stake) is listed on the New York Stock Exchange (NYSE) and the Mercato Telematico Azionario managed by Borsa Italiana (MTA) and is included in the FTSE MIB Index. FCA, the seventh-largest automaker in the world, designs, engineers, manufactures, distributes and sells passenger cars, light commercial vehicles, components and production systems worldwide. The Group's automotive brands are: Abarth, Alfa Romeo, Chrysler, Dodge, Fiat, Fiat Professional, Jeep, Lancia, Ram and Maserati in addition to the SRT performance vehicle designation. FCA's businesses also include Comau (production systems), Magneti Marelli (components), Teksid (iron and castings) and Mopar, the after-sales services and parts brand. FCA is engaged in industrial activities in the automotive sector through companies located in 40 countries and has commercial relationships with customers in approximately 150 countries.

FCA's operations relating to mass market brands (passenger cars, light commercial vehicles and related parts and services) are run on a regional basis and attributed to four regions representing four geographical areas: NAFTA (U.S., Canada and Mexico), LATAM (South and Central America, excluding Mexico), APAC (Asia and Pacific countries) and EMEA (Europe, Russia, Middle East and Africa).

At December 31, 2015 FCA had 164 manufacturing facilities and 238,162 employees throughout the world.

**CNH Industrial** (26.92% stake; 1.17% stake also held by FCA) is listed on the New York Stock Exchange (NYSE) and the Mercato Telematico Azionario managed by Borsa Italiana (MTA) and is included in the FTSE MIB Index. CNH Industrial's goal is the strategic development of its business. The large industrial base, a wide range of products and its worldwide geographical presence make CNH Industrial a global leader in the capital goods segment. Through its brands, the company designs, produces and sells trucks, commercial vehicles, buses and specialty vehicles (Iveco), agricultural and construction equipment (the families of Case and New Holland brands), as well as engines and transmissions for those vehicles and engines for marine applications (FPT Industrial). Each of the Group's brands is a prominent international player in the respective industrial segment.

At December 31, 2015 CNH Industrial was present in approximately 180 countries with its 64 manufacturing plants, 50 research and development centers and more than 64,000 employees.

**Ferrari N.V.** (22.91% stake) began operations on January 3, 2016 following the completion of a series of transactions to separate Ferrari from the FCA Group. Ferrari is listed on the New York Stock Exchange (NYSE) and the Mercato Telematico Azionario managed by Borsa Italiana (MTA) and is included in the FTSE MIB Index. The Ferrari brand is a symbol of excellence and exclusivity and the cars that carry this brand name are unique for performance, innovation, technologies, driving pleasure and design, a car that is the most authoritative example of "made in Italy" the world over.

Ferrari is present in more than 60 markets worldwide through a network of 180 authorized dealers with 7,644 cars sold at December 31, 2015.

**The Economist Group** (43.40% of outstanding capital) is a company headquartered in London and head of the editorial group that publishes *The Economist*, a weekly magazine that with a global circulation of more than one million copies a year represents one of the most important sources of analysis in the international business world.



**Juventus Football Club** (63.77% of share capital) is listed on the Mercato Telematico Azionario managed by Borsa Italiana (MTA). Founded in 1897, it is one of the most prominent professional football teams in the world.

**Welltec** (14.01% of share capital) is a company headquartered in Denmark, leader in robotics technologies for the oil and gas industry, offering reliable and efficient well maintenance, cleaning and repair solutions.

**Banca Leonardo** (16.51% of share capital) is a privately held and independent international investment bank offering wealth management services and products.

#### **NET ASSET VALUE**

At September 30, 2016 EXOR's Net Asset Value (NAV) is \$12,073 million and shows a decrease of \$1,282 million (-9.6%) compared to \$13,355 million at December 31, 2015.

Following the investment in PartnerRe, which was completed in March 2016, the total exposure of the assets held by EXOR denominated in U.S. dollars increased, thus starting from January 1, 2016 NAV and its performance are reported in U.S. dollars. The benchmark has also been changed and is now the MSCI Index in U.S. dollars. Finally, EXOR, from January 1, 2016, expresses its NAV performance per share in U.S. dollars, which is equal to \$50.09 at September 30, 2016.

The composition and change in NAV are the following:

LICC million	0/20/2046	40/04/0045	Change vs 12/31/2015		
US\$ million	9/30/2016	12/31/2015	Amount	%	
Investments	15,373	11,037	4,336	+39.3%	
Financial investments	413	631	(218)	-34.5%	
Cash and cash equivalents	175	4,393	(4,218)	-96.0%	
Treasury stock	207	231	(24)	-10.4%	
Gross Asset Value	16,168	16,292	(124)	-0.8%	
Gross Debt	(4,095)	(2,937)	(1,158)	+39.4%	
Net Asset Value (NAV)	12,073	13,355	(1,282)	-9.6%	

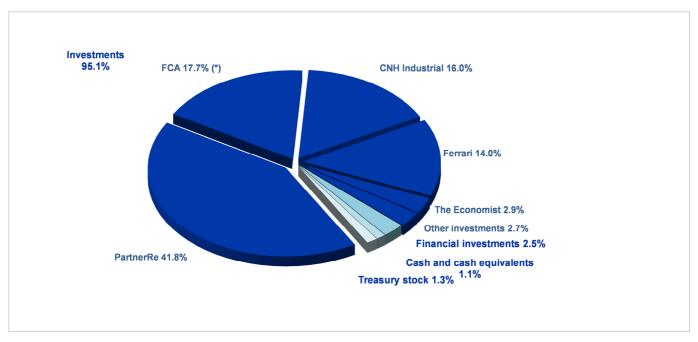
The gross asset value at September 30, 2016 has been calculated by valuing listed investments and other equity shares at trading prices, other private equity investments at fair value determined annually by independent experts and other private investment holdings (funds and similar instruments) at the most recently available fair value. Bonds held to maturity are measured at amortized cost. Treasury stock used to service stock option plans is measured at the option exercise price, if below the share trading price, net of those awarded to recipients of the stock grant plan which are deducted from the total number of treasury shares.

NAV is presented with the aim of aiding financial analysts and investors in forming their own assessments.

The following pie chart shows the composition of gross asset value at September 30, 2016 (\$16,168 million). "Other investments" include the investments in Juventus Football Club, Welltec and Banca Leonardo, in addition to other minor investments.

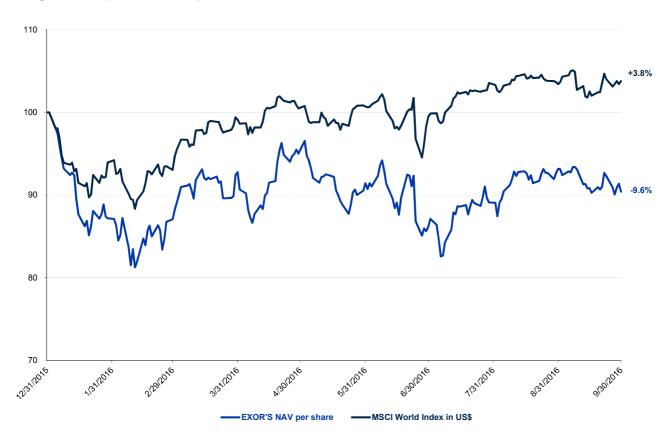
Investments denominated in Euro and Pound sterling are translated to U.S. dollars at the official exchange rates at September 30, 2016.





(\*) Including the mandatory convertible securities issued by FCA on December 15, 2014.

# Change in NAV per share compared to the MSCI World Index in U.S. dollars



# **Financial Communications and Investor Relations**

Contacts for media and investor relations:

**External Relations & Media** 

Tel. +39.011.5090320 Fax +39.011.5090386 media@exor.com

Institutional Investors & Financial Analysts Relations

Tel. +39.011.5090345 Fax +39.011.5090260 ir@exor.com

EXOR's official corporate website is: www.exor.com

# SIGNIFICANT EVENTS IN THE THIRD QUARTER OF 2016 AND SUBSEQUENT EVENTS

#### Reorganization of FCA editorial holdings

On August 1, 2016 Gruppo Editoriale l'Espresso S.p.A. (GELE) and Italiana Editrice S.p.A. (ITEDI) announced the signing of a framework agreement, which sets out the terms of the proposed integration between the two companies. The agreement was also signed by CIR S.p.A. (CIR), controlling shareholder of GELE, as well as FCA and Ital Press Holding S.p.A., controlled by the Perrone family, the shareholders of ITEDI. The combination will result in creation of the leading player in the Italian media and newspaper publishing sector and one of the leaders in Europe. Under the agreement, FCA and Ital Press will transfer 100% of their ITEDI shares to GELE in exchange for newly-issued reserved shares. Upon completion of the transaction, CIR will hold a 43.4% ownership interest in GELE, with FCA holding 14.63% and Ital Press 4.37%. As soon as practicable following completion, FCA will distribute its entire interest in GELE to holders of FCA common stock. That distribution will result in EXOR acquiring a 4.26% interest in GELE. In conjunction with the merger agreement, CIR also entered into two shareholder agreements with deferred effect with FCA and Ital Press relative to their respective future shareholdings in GELE. In addition to CIR's undertaking to vote for the proposed transaction at the GELE shareholder meeting, to be convened at the proper time, the parties also undertake, with effect from the completion date of the merger, to appoint John Elkann and Carlo Perrone to the GELE Board of Directors, and grant CIR the right to appoint the Chairman and Chief Executive Officer.

FCA also undertakes, for the duration of the shareholder agreement, not to transfer its shares in GELE that are subject to the terms of the agreement. The agreement between CIR and FCA will expire upon distribution by FCA of its shares in GELE to holders of FCA common stock. Concurrent with the expiry of the CIR-FCA shareholder agreement, a new shareholder agreement will take effect between CIR and EXOR. The terms of that agreement include obligations of mutual consultation in advance of any GELE shareholder meeting, undertakings from CIR relating to the appointment and permanence to GELE's Board of Directors of a representative designated by EXOR, undertakings from EXOR to present and vote for a single voting list jointly with CIR for elections to GELE's Board of Directors and an undertaking from EXOR, for the duration of the agreement, not to transfer the shares subject to the terms of the agreement (with the exception of transfers to other members of the EXOR group).

Both the CIR-EXOR and CIR-Ital Press shareholder agreements will remain in force for a period of three years. Completion of the transaction is expected during the first quarter of 2017.

# Approval of the plan for the cross-border merger of EXOR in EXOR Holding N.V.

On September 3, 2016 the extraordinary meeting of the shareholders of EXOR approved the cross-border merger of EXOR with and into EXOR Holding N.V., a wholly-owned Dutch subsidiary of EXOR, which will, upon effectiveness of the merger, be renamed EXOR N.V. and become the new holding company of the Group.

As a result of the merger, each shareholder of EXOR will receive 1 EXOR Holding N.V. ordinary share for each EXOR share owned. EXOR Holding N.V. ordinary shares will be listed exclusively on the Mercato Telematico Azionario managed by Borsa Italiana (MTA). EXOR Holding N.V. will also adopt a loyalty voting structure designed to incentivize long-term share ownership on the basis of which for each EXOR Holding N.V. ordinary share held without interruption for a period of 5 years, shareholders will be entitled to 5 voting rights, and for each EXOR Holding N.V. ordinary share held without interruption for a total of 10 years, shareholders will be entitled to 10 voting rights.

The exercise period for withdrawal rights by EXOR shareholders expired on September 22, 2016, with withdrawal requests received for 1,170 shares, for a total amount of €36,544,716. The period established for opposition rights by creditors expired on November 8, 2016, no withdrawal requests received.

The shares withdrawn were offered on a pre-emptive basis to other shareholders of EXOR at the liquidation price (€31.2348 per share); these shareholders expressed their intention to purchase all 1,170 shares for which the withdrawal right was exercised. Subject to the effectiveness of the merger, the shares purchased will be delivered to the buyers against payment of the liquidation price of €31.2348; on the same date the withdrawing shareholders will receive the liquidation price to which they are entitled.

It is envisaged that the completion of the merger and the start of trading of EXOR N.V. ordinary shares on the MTA will occur by the end of December 2016.

The merger will not have an impact on EXOR's subsidiaries, whose industrial and fiscal commitments will remain unchanged, in each of the countries in which they operate.

#### Sale of Arenella Immobiliare

On July 30, 2016 EXOR concluded the sale of its entire investment in Arenella Immobiliare with proceeds of €22 million.



#### **BASIS OF PREPARATION**

This Interim Report has been examined and approved by the EXOR Board of Directors to ensure the continuity of information to the market, also from the standpoint of the aforementioned merger. EXOR reserves the right to assess the financial communication policy that it will adopt once the regulatory framework is consolidated and considering the transfer of the company's domicile to the Netherlands.

EXOR holds its investments and manages its financial resources directly or through certain subsidiaries. These companies, together with the parent EXOR, form the so-called "Holdings System".

EXOR presents the interim consolidated financial statements at March 31 and September 30 of each year (statement of financial position and income statement) in shortened form prepared by applying the "shortened" consolidation criteria. According to this criterion, the financial statements or accounting data drawn up in accordance with IFRS by EXOR and by the subsidiaries in the "Holdings System" are consolidated line-by-line; the investments in the operating subsidiaries and associates (PartnerRe, FCA, CNH Industrial, Ferrari, The Economist Group and Juventus Football Club) are accounted for using the equity method, on the basis of their financial statements or accounting data drawn up in accordance with IFRS.

The financial statements drawn up using the "shortened" criteria, in order to facilitate the analysis of financial condition and cash flows, as well as the results of operations of the Group, are also presented along with the annual consolidated financial statements and the half-year condensed consolidated financial statements of each year.

#### Furthermore:

- certain valuation procedures, in particular those of a more complex nature regarding matters such as an
  impairment of non-current assets, are generally carried out in a complete manner only during the preparation of
  the annual financial statements, when all the information required is available, other than in the event of
  indications of an impairment when an immediate assessment of any impairment loss is required;
- the fair value of unlisted investments is determined annually by an independent expert for purposes of the preparation of the annual financial statements;
- exceptions to the fair value criteria for the measurement of listed financial assets were not used;
- intercompany gains and losses on investments accounted for using the equity method were not eliminated.

#### Consolidation of PartnerRe

During the first quarter of 2016 EXOR, through its subsidiary EXOR Nederland N.V. (formerly Exor N.V.), completed the acquisition of the remaining common shares of PartnerRe, bringing its investment to 100%.

The transaction that led to the acquisition of control starting on March 18, 2016 was recorded in accordance with IFRS 3. The 9.9% interest previously held in PartnerRe's common share capital, shown under investments available-for-sale, was measured at fair value at the acquisition date of control and the accumulated fair value reserve was reclassified to a specific item of the income statement.

At September 30, 2016, consistently with the shortened consolidation criteria and according to the method adopted for all operating subsidiaries and associates of the Group, PartnerRe was accounted for using the equity method on the basis of consolidated financial information prepared in accordance with IFRS. The share of the result of PartnerRe for the period March 18, to September 30, 2016 was recorded in the income statement.

The identification and measurement of the net assets acquired has been completed and resulted in the recognition of goodwill of \$660 million.

# Consolidation of Ferrari

Following the completion of the demerger from FCA on January 3, 2016, Ferrari is controlled directly by EXOR S.p.A. At September 30, 2016, consistently with the shortened consolidation criteria and according to the method adopted for all operating subsidiaries and associates of the Group, Ferrari was accounted for using the equity method on the basis of the accounting data at September 30, 2016.

The Interim Report at September 30, 2016 of the EXOR Group is unaudited.



The consolidation and valuation methods for the investment holdings are indicated below:

	% o	f consolidation	
	9/30/2016	12/31/2015	9/30/2015
Holding Company - EXOR S.p.A. (Italy)	100	100	100
Companies in the Holdings System consolidated line-by-line			
- EXOR Nederland N.V. (Netherlands) (a)	100	100	100
- EXOR S.A. (Luxembourg)	100	100	100
- Ancom USA Inc. (USA)	100	100	100
- Exor SN LLC (USA)	100	100	100
- Exor Capital DAC (Ireland)	100	100	100
- Exor Holding N.V. (Netherlands)	100	100	100
- Exor Investments Limited (England) (b)	100	-	-
- Exor Inc. (USA) (c)	-	-	100
Investments in operating subsidiaries and associates,			
accounted for using the equity method			
- PartnerRe (d)	100.00	-	-
- FCA	29.15	29.16	29.16
- CNH Industrial	27.29	27.28	27.30
- Ferrari (e)	23.52	-	-
- The Economist Group	43.40	34.72	-
- Juventus Football Club S.p.A.	63.77	63.77	63.77
- Arenella Immobiliare S.r.l. (f)	-	100	100
- Almacantar Group (g)	-	38.30	38.30

- (a) The company (formerly Exor N.V.) changed its name on October 27, 2016.
- (b) Company incorporated on January 18, 2016.
- (c) Company liquidated on October 12, 2016.
- (d) Company acquired on March 18, 2016.
- (e) Company attributed to EXOR on January 3, 2016 as part of the FCA spin-off transaction.
- (f) Company sold on July 30, 2016.
- (g) Company sold to PartnerRe in March 2016.

# FINANCIAL AND OPERATING HIGHLIGHTS AT SEPTEMBER 30, 2016

The EXOR Group closes the first nine months of 2016 with a consolidated profit of €844.2 million; the corresponding period of 2015 ended with a consolidated profit of €611.0 million. The positive change of €233.2 million is attributable to the increase in the share of the profit (loss) of investments (€821.9 million), higher dividends from investments (€11.4 million) and other net positive differences of €3.7 million, partially offset by lower gains on the disposal of investments (€565.3 million, of which €521.3 million relates to the disposal of C&W Group which is classified in Profit (loss) from discontinued operations), higher net financial expenses and non-recurring expenses of €18.3 million and €20.2 million, respectively.

The consolidated profit in the third quarter of 2016 is €413.9 million. The positive change of €22.2 million compared to the same period of the prior year is principally due to the increase in the share of the profit (loss) of investments (€554.5 million) offset by lower gains realized on the disposal of investments (€523.7 million, of which €521.3 million relates to C&W Group) and higher net financial expenses (€11.8 million).

At September 30, 2016 consolidated equity attributable to owners of the parent amounts to €10,451.3 million and shows a net increase of €312.9 million compared to €10,138.4 million at the end of 2015. Additional details are provided in the following Note 10.

The consolidated net financial position of the Holdings System at September 30, 2016 is a negative €3,512.4 million, with a negative change of €4,849.2 million compared to a positive balance of €1,336.8 million at year-end 2015, primarily the result of the disbursement made in connection with the acquisition of PartnerRe. Additional details are provided in the following Note 11.

# INTERIM CONSOLIDATED FINANCIAL STATEMENTS - SHORTENED

# **EXOR GROUP - INTERIM CONSOLIDATED INCOME STATEMENT - SHORTENED**

		9 months to	September 30		Quarter III			
€ million	Note	2016	2015	Change	2016	2015	Change	
Share of the profit (loss) of investments								
accounted for using the equity method	1	900.6	78.7	821.9	448.5	(106.0)	554.5	
Dividends from investments	2	21.0	9.6	11.4	0.2	5.4	(5.2)	
Gains (losses) on disposals and impairment								
(losses) reversals on investments	3	28.2	72.2	(44.0)	0.6	3.0	(2.4)	
Net financial income (expenses)	4	(53.9)	(35.6)	(18.3)	(28.5)	(16.7)	(11.8)	
Net general expenses	5	(15.1)	(14.1)	(1.0)	(5.5)	(4.6)	(0.9)	
Non-recurring other income (expenses) and general expenses	6	(35.8)	(15.6)	(20.2)	(1.1)	(6.6)	5.5	
Income taxes and other taxes and duties		(8.0)	(6.3)	5.5	(0.3)	(4.1)	3.8	
Consolidated profit (loss)		844.2	88.9	755.3	413.9	(129.6)	543.5	
Profit (loss) from discontinued operations:								
- Share of profit		-	0.8	(8.0)	-	0.0	0.0	
- Gain on sale		-	521.3	(521.3)	-	521.3	(521.3)	
Profit (loss) from discontinued operation	ns	-	522.1 (a)	(522.1)	-	521.3	(521.3)	
Profit (loss) attributable to owners of the parent		844.2	611.0	233.2	413.9	391.7	22.2	

<sup>(</sup>a) Share of the result of C&W Group, sold on September 1, 2015.

# EXOR GROUP - Interim Consolidated Statement of Financial Position - Shortened

€ million	Note	9/30/2016	12/31/2015	Change
Non-current assets				
Investments accounted for using the equity method	7	13,401.8	7,464.8	5,937.0
Other financial assets:				
- Investments measured at fair value	8	180.3	706.0	(525.7)
- Other investments	9	413.5	634.9	(221.4)
Property, plant and equipment, intangible assets and other assets		17.3	21.7	(4.4)
Total Non-current ass	ets	14,012.9	8,827.4	5,185.5
Current assets				
Financial assets and cash and cash equivalents	11	106.7	3,958.6	(3,851.9)
Tax receivables and other receivables		<b>7.9</b> (a)	9.4 (a)	(1.5)
Total Current ass	ets	114.6	3,968.0	(3,853.4)
Non-current assets held for s	sale	0.0	60.1 (b)	(60.1)
Total Ass	ets	14,127.5	12,855.5	1,272.0
Capital issued and reserves attributable to owners of the parent	10	10,451.3	10,138.4	312.9
Non-current liabilities				
Bonds and bank debt	11	3,022.8	2,598.8	424.0
Provisions for employee benefits		2.3	2.5	(0.2)
Deferred tax liabilities and other liabilities		0.6	0.5	0.1
Total Non-current liabili	ties	3,025.7	2,601.8	423.9
Current liabilities				
Bonds, bank debt and other financial liabilities	11	646.3	99.2	547.1
Other payables and provisions		4.2	16.1 (c)	(11.9)
Total Current liability		650.5	115.3	535.2
Total Equity and Liability	ties	14,127.5	12,855.5	1,272.0

<sup>(</sup>a) Includes principally receivables from the tax authorities of €5.3 million (€4.8 million at December 31, 2015) referring mostly to EXOR, as well as prepaid auxiliary expenses of €1.9 million (€3.9 million at December 31, 2015), of which €0.9 million incurred on the residual credit line relating to the acquisition of PartnerRe.



<sup>(</sup>b) Referred to the investment in Banijay Holding which was sold on February 26, 2016.
(c) Included primarily the IRES tax payable by EXOR to the tax authorities of €4.5 million.

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS - SHORTENED

# Share of the profit (loss) of investments accounted for using the equity method

The share of the profit (loss) of investments accounted for using the equity method in the first nine months of 2016 is a profit of €900.6 million, with a significant increase compared to the corresponding period of the prior year (€78.7 million). The positive change of €821.9 million reflects the increase in the share of the profit of FCA (€366.3 million), the share of the result arising from the first-time consolidations of PartnerRe, Ferrari and The Economist Group of €351.1 million, €67.7 million and €30.1 million, respectively, as well as the increase in the share of the result of Juventus (€7.1 million).

Details of the results of investments and EXOR's share for the first nine months and the third guarter of 2016 are as follows:

					9 months to Se	ptember 30		
		2016		2015	Change	2016	2015	Change
		Pi	ofit (Lo	ss) (millio	n)	EXOR's	share (€ m	illion)
PartnerRe (a)	\$	390.1		n.a.	n.a.	351.1	-	351.1
FCA (b)	€	1,391.0	€	92.0	1,299.0	403.7	37.4	366.3
CNH Industrial (b)	\$	<b>(399.0)</b> (d	) \$	98.0	(497.0)	<b>24.6</b> (c)	24.5	0.1
Ferrrari (d)	€	288.0		n.a.	n.a.	67.7	-	67.7
The Economist Group (e)	£	138.9		n.a.	n.a.	30.1	-	30.1
Juventus Football Club	€	<b>37.0</b> (f	) €	25.8	11.2	23.6	16.5	7.1
Arenella Immobiliare	€	-	€	0.2	n.a.	-	0.2	(0.2)
Amacantar Group (g)	£	(0.6)	£	0.2	n.a.	(0.2)	0.1	(0.3)
Total						900.6	78.7	821.9

The profit refers to the period March 18, to September 30, 2016.

The loss refers to the period January 1, 2016 to March 31, 2016, before the sale to PartnerRe.

	·			•	Quarte	er III		•
	_	2016		2015	Change	2016	2015	Change
		F	Profit (L	oss) (million	n)	EXO	R's share (€ milli	ion)
PartnerRe	\$	220.8		n.a.	n.a.	199.4	-	199.4
FCA (a)	€	608.0	€	(306.0)	914.0	176.9	(89.1)	266.0
CNH Industrial (a)	\$	11.0	\$	(108.0)	119.0	2.0	(26.2)	28.2
Ferrrari	€	113.0		n.a.	n.a.	26.6	-	26.6
The Economist Group (a)	£	7.2		n.a.	n.a.	3.0	-	3.0
Juventus Football Club	€	63.7	€	15.6	48.1	40.6	10.0	30.6
Arenella Immobiliare	€	-	€	0.1	n.a.	0.0	0.1	(0.1)
Almacantar Group	£	0.0	£	(1.6)	n.a.	0.0	(8.0)	0.8
Total	•	•				448.5	(106.0)	554.5

Includes consolidation adjustments

It should be noted that the interim results of Juventus Football Club and PartnerRe are influenced by significant seasonal factors typical of their respective business sectors.

For comments on the performance of the principal operating subsidiaries, please refer to the following sections.

Includes consolidation adjustments.

The loss of CNH Industrial includes the charge of approximately \$502 million (€450 million) in relation to an investigation conducted by the European (c) Commission. EXOR had already recognized its share of the charge, for €122.8 million, in the financial statements at December 31, 2015, since these developments occurred before the approval of its financial statements. Therefore, in the first nine months of 2016, EXOR's share of CNH Industrial's loss was adjusted by eliminating such charge recognized by the subsidiary. CNH Industrial's loss in the first nine months of 2016 includes a further charge of \$49 million as a result of closing the settlement with the European Commission (EXOR's share is approximately €12 million).

Company attributed to EXOR on January 3, 2016 as part of the FCA spin-off transaction.

The profit refers to the period October 1, 2015 to June 30, 2016, including consolidation adjustments.

Data not reported and only provided for purposes of the valuation at equity in EXOR. Juventus took advantage of the right to no longer publish its quarterly data starting from the financial year 2016/2017, after introduction of the Transparency Directive (Legislative Decree 25 dated February 15, 2016) which eliminated the obligation to publish interim reports.

# 2. Dividends from investments

Details are as follows:

	9 months	to September	30	Quarter III			
€ million	2016	2015	Change	2016	2015	Change	
Dividends received from investments							
accounted for using the equity method:							
- PartnerRe	81.0	-	81.0	81.0	-	81.0	
- CNH Industrial	47.7	73.4	(25.7)	0.0	0.0	0.0	
- Ferrari	20.4	-	20.4	0.0	-	0.0	
- The Economist Group	13.5	-	13.5	13.5	-	13.5	
- Arenella Immobiliare	0.4	0.0	0.4	0.0	0.0	0.0	
Dividends received from other investment							
holdings:							
- PartnerRe	<b>16.1</b> (a)	4.6	11.5	0.0	3.0	(3.0)	
- Other	4.9	5.0	(0.1)	0.2	2.4	(2.2)	
Dividends included in the net financial							
position	184.0	83.0	101.0	94.7	5.4	89.3	
Dividends received from investments							
accounted for using the equity method	(163.0)	(73.4)	(89.6)	(94.5)	0.0	(94.5)	
Dividends included in the income statement	21.0	9.6	11.4	0.2	5.4	(5.2)	

<sup>(</sup>a) Dividends received from PartnerRe on the 4,725,726 shares held before acquisition of control on March 18, 2016.

# Gains (losses) on disposals and impairment (losses) reversals on investments Details are as follows:

€ million	9 month	s to September 3	Quarter III			
	2016	2015	Change	2016	2015	Change
Disposals:						
- Banijay Holding	24.8	-	24.8	-	-	-
- RCS MediaGroup	4.8	-	4.8	-	-	-
- Other	(1.4)	72.2	(73.6)	0.6	3.0	(2.4)
Total	28.2	72.2	(44.0)	0.6	3.0	(2.4)

# 4. Net financial income (expenses)

Net financial expenses of €53.9 million were recorded in the first nine months of 2016 (net financial expenses of €35.6 million in the first nine months of 2015). Details are as follows:

	9 months	to September 3	30		Quarter III	
€ million	2016	2015	Change	2016	2015	Change
Interest income and other financial income, net						
Interest income on:						
- bank current accounts and deposits	3.5	4.2	(0.7)	0.0	1.8	(1.8)
- bonds	3.6	6.7	(3.1)	1.2	1.7	(0.5)
Income (expenses) and fair value adjustments to financial						
assets held for trading	(1.2)	0.3	(1.5)	0.1	(2.7)	2.8
Other financial income	0.1	0.6	(0.5)	0.1	0.2	(0.1)
Interest income and other financial income, net	6.0	11.8	(5.8)	1.4	1.0	0.4
Interest expenses and other financial expenses						
Interest expenses and other expenses on EXOR bonds	(73.2) (a)	(50.6) (a)	(22.6)	(24.7)	(18.3)	(6.4)
Interest expenses and other expenses on bank borrowings	(19.8) (b)	<b>(5.9)</b> (b)	(13.9)	(3.2)	(4.4)	1.2
Interest expenses and other financial expenses	(93.0)	(56.5)	(36.5)	(27.9)	(22.7)	(5.2)
Net exchange gains (losses)	3.9	0.8	3.1	(1.4)	2.3	(3.7)
Financial income (expenses) generated by the financial						
position	(83.1)	(43.9)	(39.2)	(27.9)	(19.4)	(8.5)
Income (expenses) on other investments (c)	<b>29.2</b> (d)	<b>8.3</b> (d)	20.9	0.0	2.7 (e)	(2.7)
Exchange gains (losses) and sundry financial income	0.0	0.0	0.0	(0.6)	0.0	(0.6)
Other financial income (expenses)	29.2	8.3	20.9	(0.6)	2.7	(3.3)
Financial income (expenses) recorded in the income						
statement	(53.9)	(35.6)	(18.3)	(28.5)	(16.7)	(11.8)

<sup>(</sup>a) Includes the credit risk adjustment component recorded in the income statement relating to the fair value measurement of the cross currency swap in accordance with IFRS 13, which is a negative €1.5 million (negative €1.7 million in the first nine months of 2015).



<sup>(</sup>b) Includes expenses mainly relating to the credit line secured for the acquisition of PartnerRe of €12.3 million (€4.1 million in the first nine months of 2015).

<sup>(</sup>c) Included in non-current other financial assets.

<sup>(</sup>d) Includes mainly income (€22.9 million) arising from the fair value revaluation of the previously held 9.9% interest in PartnerRe following the change in the method of valuation, as well as the net gain realized on the redemption of The Black Ant Value Fund of €5.8 million (€6.1 million in the first nine months of 2015).

<sup>(</sup>e) Related mainly to the net gains on the redemption of the Perella Weinberg Funds of €2.2 million.

#### 5. Net general expenses

Net general expenses in the first nine months of 2016 amount to €15.1 million with an increase of €1 million compared to the corresponding period of the prior year (€14.1 million).

The balance includes the cost of EXOR's stock option plans of approximately €3.2 million (€2.4 million in the first nine months of 2015).

Details on the main items of net general expenses are as follows:

	9 months to September 30			Q		
€ million	2016	2015	Change	2016	2015	Change
Personnel costs	(5.6)	(5.3)	(0.3)	(2.1)	(1.6)	(0.5)
Compensation to and other costs relating to directors	(4.1)	(3.9)	(0.2)	(1.7)	(1.3)	(0.4)
Purchases of goods and services	(5.7)	(5.0)	(0.7)	(2.2)	(2.1)	(0.1)
Other operating expenses, net of revenues and cost recoverie	0.3	0.1	0.2	0.5	0.4	0.1
Total	(15.1)	(14.1)	(1.0)	(5.5)	(4.6)	(0.9)

#### 6. Non-recurring other income (expenses) and general expenses

In the first nine months of 2016 non-recurring other income and expenses and general expenses amount to €35.8 million and refer primarily to the acquisition of PartnerRe.

In the first nine months of 2015 non-recurring other expenses amounted to €15.6 million and included primarily consulting fees incurred in the transaction for the acquisition of PartnerRe of €14.1 million and The Economist Group of €0.5 million, expenses in connection with the reduction in the work force of €0.8 million, in addition to other expenses of €0.2 million.

# 7. Investments accounted for using the equity method

Details are as follows:

	Carrying a		
€ million	9/30/2016	12/31/2015	Change
PartnerRe (a)	6,284.7	-	6,284.7
FCA	5,079.2	4,811.2	268.0
CNH Industrial	1,575.1	1,589.2	(14.1)
Ferrari (b)	76.6	-	76.6
The Economist Group	311.9	457.5	(145.6)
Juventus Football Club	74.3	47.8	26.5
Arenella Immobiliare (c)	-	26.3	(26.3)
Almacantar Group (d)	-	532.8	(532.8)
Total	13,401.8	7,464.8	5,937.0

- (a) The interest previously held was classified in investments measured at fair value.
- (b) Company controlled directly by EXOR following the FCA spin-off transaction completed on January 3, 2016.
- (c) Company disposed of in July 2016.
- (d) Sold to PartnerRe on April 8, 2016 on the basis of EXOR's share of consolidated equity at March 31, 2016.

EXOR completed the acquisition of PartnerRe on March 18, 2016 and became indirectly, through EXOR Nederland N.V., the holder of 100% of common share capital.

The total disbursement by EXOR was \$6,108 million (€5,415 million), of which \$6,065 million (€5,377.7 million) was paid to common shareholders and \$43 million (€37.7 million) to preferred shareholders.

The interest previously held (9.9% of capital), which was classified in investments available-for-sale and measured at fair value with recognition of the changes in fair value in equity, was adjusted to the fair value at the acquisition date of control, equal to \$137.50 per share (total of €576.1 million) resulting in a decrease in equity of €30.5 million compared to December 31, 2015. Furthermore, following the change in the valuation method, the positive fair value reserve of €22.9 million was reclassified to the income statement. The entire investment in PartnerRe was classified in investments accounted for using the equity method and the measurement at September 30, 2016 is based on the consolidated accounting information for the period March 18, to September 30, 2016. The carrying amount of the investment includes goodwill of \$660 million (€591 million).

The positive change in EXOR's investment in FCA is mainly attributable to the net profit for the period preconsolidation adjustments (€405.5 million), partially offset by the decrease in exchange differences on translation (€77.8 million) as well as the spin-off of Ferrari by FCA and the distribution of RCS MediaGroup shares to the shareholders of FCA (total of €28.4 million).

The negative change in EXOR's investment in CNH Industrial can be ascribed primarily to the payment of dividends of €49.3 million, partially offset by EXOR's positive share of the result of €24.5 million (adjusted by eliminating the charge relating to the investigation conducted by the European Commission recorded by CNH Industrial, in that the charge had already been recognized by EXOR in the 2015 financial statements), as well as positive exchange differences on translation of €10.7 million.

The negative change in EXOR's investment in The Economist Group is mainly due to the buyback transaction (€102.4 million) and exchange differences (€65.2 million), partially offset by EXOR's share of the profit for the period (€30.2 million).

#### 8. Non-current other financial assets - Investments measured at fair value

These are investments available-for-sale. Details are as follows:

		9/30/2016		12/31/2015	
€ million	%	Carrying amount	%	Carrying amount	Change
Welltec (a)	14.01	103.3	-	-	103.3
Banca Leonardo	16.51	50.6	16.51	59.0	(8.4)
NoCo A	2.00 (b)	18.6	2.00 (b)	18.9	(0.3) (c)
PartnerRe (d)	-	-	9.9	606.6	(606.6)
Other listed investments		7.8		21.5	(13.7)
Total		180.3		706.0	(525.7)

- (a) Company acquired on February 10, 2016.
- (b) Percentage of ownership interest held in the limited partnership, measured at cost.
- (c) Exchange differences on translation.
- (d) Reclassified to investments accounted for using the equity method.

#### 9. Non-current other financial assets - Other investments

These are financial assets available-for-sale and held-to-maturity. Details are as follows:

€ million	9/30/2016	12/31/2015	Change
Investments measured at fair value			
- The Black Ant Value Fund	354.6	373.6	(19.0)
- Other funds	8.9	185.1	(176.2)
	363.5	558.7	(195.2)
Investments measured at amortized cost			
- Bonds held-to-maturity	50.0	76.2	(26.2) (a)
Total	413.5	634.9	(221.4)

<sup>(</sup>a) Reclassified to current financial assets since the bonds become due in 2017.

The net decrease in The Black Ant Value Fund is due to the redemption of 128,606 shares, in accordance with signed agreements and considering the positive performance recorded during 2015, for a total equivalent amount of €18.7 million, and the negative fair value adjustment of €0.3 million. The redemption resulted in a net gain of €5.8 million from the realization of a portion of the fair value reserve. At September 30, 2016 a positive fair value adjustment of €110.3 million was recognized in equity.

The decrease in other funds is largely the result of the sale of the funds to PartnerRe in April 2016 for approximately \$195 million (€171.7 million).



# 10. Capital issued and reserves attributable to owners of the parent

Details are as follows:

€ million	9/30/2016	12/31/2015	Change
Share capital	246.2	246.2	0.0
Reserves	10,300.6	10,063.4	237.2
Treasurystock	(95.5)	(171.2)	75.7
Total	10,451.3	10,138.4	312.9

The decrease in treasury stock is due to the cancellation of 5,229,850 shares, as well as the sale of 22,000 shares to certain recipients of stock option plans who exercised their options. At September 30, 2016 EXOR held 6,631,896 shares of treasury stock at the cost per share of €14.41 for a total of approximately €96 million.

Details of changes during the period are as follows:

€ million	
Balance at December 31, 2015	10,138.4
Fair value adjustments to investments and other financial assets:	
- PartnerRe	(30.5)
- The Black Ant Value Fund	(0.3)
- Other financial assets	(6.0)
Reclassification of fair value to income statement:	
- PartnerRe	(22.9)
- Banijay Holding	(24.8)
- The Black Ant Value Fund	(5.8)
- Other financial assets	(3.1)
Measurement of EXOR derivative financial instruments	(2.5)
Dividend paid by EXOR	(82.0)
Attributable other net changes recorded in equity, shown by EXOR, its subsidiaries and	d the
investments consolidated and accounted for using the equity method:	
- Share buyback by The Economist Group	(102.4)
- Exchange differences on translation	(196.5)
- Other	(54.5)
Consolidated profit attributable to owners of the parent	844.2
Net change during the period	312.9
Balance at September 30, 2016	10,451.3

# 11. Consolidated net financial position of the Holdings System

The consolidated net financial position of the Holdings System at September 30, 2016 is a negative balance of €3,512.4 million and a negative change of €4,849.2 million compared to the year-end 2015 positive balance (€1,336.8 million), mainly due to the disbursement made in connection with the acquisition of PartnerRe.

The composition of the balance is as follows:

		9/30/2016			12/31/2015			Change	
		Non			Non			Non	
€ million	Current	current	Total	Current	current	Total	Current	current	Total
Financial assets	37.4	50.0	87.4	32.5	76.2	108.7	4.9	(26.2)	(21.3)
Financial receivables	49.9	0.0	49.9	3.4	0.0	3.4	46.5	0.0	46.5
Cash and cash equivalents	19.4	0.0	19.4	3,922.7	0.0	3,922.7	(3,903.3)	0.0	(3,903.3)
Total financial assets	106.7	50.0	156.7	3,958.6	76.2	4,034.8	(3,851.9)	(26.2)	(3,878.1)
EXOR bonds	(504.5)	(2,530.0)	(3,034.5)	(26.4)	(2,598.8)	(2,625.2)	(478.1)	68.8	(409.3)
Financial payables	(112.3)	(492.8)	(605.1)	(39.6)	0.0	(39.6)	(72.7)	(492.8)	(565.5)
Other financial liabilities	(29.5)	0.0	(29.5)	(33.2)	0.0	(33.2)	3.7	0.0	3.7
Total financial liabilities	(646.3)	(3,022.8)	(3,669.1)	(99.2)	(2,598.8)	(2,698.0) 0.0	(547.1)	(424.0)	(971.1)
Consolidated net financial position of the									<u> </u>
Holdings System	(539.6)	(2,972.8)	(3,512.4)	3,859.4	(2,522.6)	1,336.8	(4,399.0)	(450.2)	(4,849.2)

**Current financial assets** include bonds issued by leading issuers, listed on active and open markets, and mutual funds. Such financial assets, if held for trading, are measured at fair value on the basis of the trading price at year end or using the value determined by an independent third party in the case of mutual funds, translated, where appropriate, at the year-end exchange rates, with recognition of the fair value in the income statement. They also include the current portion of bonds held to maturity.

**Non-current financial assets** include bonds issued by leading counterparties and listed on active and open markets which the Group intends, and has the ability, to hold until their natural repayment date as an investment for a part of its available cash so that it can receive a constant attractive flow of financial income. Such designation was made in accordance with IAS 39, paragraph 9.

These financial instruments are free of whatsoever restriction and, therefore, can be monetized whenever the Group should so decide. Their classification as non-current in the financial position has been adopted only in view of the fact that their natural maturity date is 12 months beyond the closing date of the interim financial statements. There are no trading restrictions and their degree of liquidity or the degree to which they can be converted into cash is considered high.

**Current financial receivables** refer to the FCA N.V. mandatory convertible securities of €49.7 million maturing December 15, 2016.

Cash and cash equivalents include demand deposits or short-term deposits, and readily negotiable money market instruments and bonds. Investments are spread over an appropriate number of counterparties chosen according to their creditworthiness and their reliability since the primary objective is having investments which can readily be converted into cash.

At September 30, 2016 **bonds** issued by EXOR can be analyzed as follows:

Issue	Maturity	Issue				Nominal amount	Balance 9/30/2016	e at (a) 12/31/2015
date	date	price	Coupon	Rate (%)	Currency	(million)	(€ mil	lion)
6/12/2007	6/12/2017	99.554	Annual	fixed 5.375	€	440.0	(446.9)	(452.6)
10/16/2012	10/16/2019	98.136	Annual	fixed 4.750	€	150.0	(155.4)	(149.8)
11/12/2013	11/12/2020	99.053	Annual	fixed 3.375	€	200.0	(204.7)	(199.4)
12/3/2015	12/2/2022	99.499	Annual	fixed 2.125	€	750.0	(757.3)	(744.7)
10/8/2014	10/8/2024	100.090	Annual	fixed 2.500	€	650.0	(664.5)	(652.2)
12/7/2012	1/31/2025	97.844	Annual	fixed 5.250	€	100.0	(101.8)	(102.9)
12/22/2015	12/22/2025	100.779 (b)	Annual	fixed 2.875	€	450.0 (b)	(459.7)	(246.8)
5/20/2016	5/20/2026	99.650	Semiannual	fixed 4.398	\$	170.0	(154.0)	0.0
5/9/2011	5/9/2031	100.000	Semiannual	fixed 2.800 (c)	Yen	10,000.0	(90.2)	(76.8)
							(3,034.5)	(2,625.2)

<sup>(</sup>a) Includes the current portion.

<sup>(</sup>c) To protect against currency fluctuations, a hedging transaction was put in place using a cross currency swap. The cost in Euro is fixed at 6.012% per year.



<sup>(</sup>b) Originally €250 million; the amount was increased by another €200 million on May 10, 2016. The issue price corresponds to the weighted average of the prices calculated on the entire amount of €450 million.

**Financial payables** of €605,1 million include the financing drawn down on the remaining credit line secured under the May 11, 2015 Financing Agreement between by EXOR, EXOR Netherland N.V., Citigroup Global Markets Limited and Morgan Stanley Bank for the acquisition of PartnerRe, for a total of \$550 million (€492.8 million). In 2015 another credit line of \$1,250 million was secured for the acquisition of PartnerRe and fully repaid on April 13, 2016.

Also included are short-term loans secured by EXOR from leading credit institutions for €112.3 million.

Other financial liabilities principally consist of the measurement of cash flow hedge derivative instruments (€23.6 million).

The net negative change in the first nine months of 2016 of €4,849.2 million is detailed in the following table:

Consolidated net financial position of the Holdings System at December 31, 2015		1,336.8
Dividends received from investment holdings		184.0
- PartnerRe	97.1 (a)	
- CNH Industrial	47.7	
- Ferrari	20.4	
- The Economist Group	13.5	
- Other	5.3	
Reimbursements of reserves		8.4
Sales/Redemptions		786.4
- Almacantar Group	474.7	
- Banijay Holding	60.1	
- Arenella Immobiliare	22.0	
- The Black Ant Value Fund	18.7	
- RCS MediaGroup	18.1	
- Investment funds	173.8	
- Other assets	19.0 (b)	
Investments		(5,519.4)
- PartnerRe	(5,415.5) (c)	
- Welltec	(103.3)	
- Other	(0.6)	
Financial income on Fiat Chrysler Automobiles N.V. mandatory convertible securities maturing 12/15/2016		46.9
Dividends paid by EXOR		(82.0)
Other changes		
- Net general expenses		(11.9)
- Non-recurring other general expenses		(35.8)
- Net financial expenses		(83.2)
- Income taxes and other taxes and duties		(4.0)
- Other net changes		(138.6)
Net change during the period		(4,849.2)
Consolidated net financial position of the Holdings System at September 30, 2016		(3,512.4)

<sup>(</sup>a) Of which €16.1 million received on 4,725,726 PartnerRe shares held before the acquisition of control on March 18, 2016.

<sup>(</sup>b) Sale of Rothschild shares for €12.1 million and other non-current assets for €6.9 million.

<sup>(</sup>c) Of which \$6,065 million (€5,377.7 million) paid to common shareholders and \$43 million (€37.7 million) to preferred shareholders.

<sup>(</sup>d) Principally includes negative exchange differences on translation for €131 million.

At September 30, 2016 EXOR has irrevocable credit lines in Euro of €390 million, of which €350 million is due after June 30, 2017, as well as revocable credit lines of €558 million.

EXOR also had credit lines in foreign currency for a total of \$640 million (€573.4 million) due after September 30, 2017, drawn down for \$600 million, of which \$550 million (€492.8 million) was granted for the acquisition of PartnerRe.

On October 17, 2016 Standard & Poor's confirmed the rating for EXOR's long-term and short-term debt at "BBB+" and "A-2", with a "negative" outlook".

#### **OUTLOOK FOR 2016**

EXOR does not prepare budgets or business plans nor does it publish forecast data or data on the basis of which it is possible to calculate forecast data.

Certain EXOR Group operating subsidiaries and associates (FCA, CNH Industrial and Ferrari) publish forecast data on their figures. Other EXOR Group operating subsidiaries and associates (PartnerRe and Juventus Football Club) publish information on the foreseeable outlook. The remaining operating subsidiaries and associates do not publish forecasts or estimates.

The forecast data and information of the aformentioned operating companies are drawn up autonomously and communicated by the relative companies and are not homogenous. Quantitative forecast disclosure prepared by these operating companies and the type of information provided, as well as the underlying assumptions and calculation methods vary according to the accounting principles applicable to each subsidiary and associate and the conventional application practices in the respective sector of reference. EXOR, in fact, is a holding company without a specific business of reference, head of a diversified and non-integrated group that operates in different segments and does not exercise direction and coordination activities over its subsidiaries and associates, which operate in a completely independent manner.

EXOR deems that the forecast data and information of the subsidiaries and associates are not significant or suitable for providing indications about the prospective economic trend of EXOR's operations or represent a forecast or estimate of the results of the Issuer.

Accordingly, in evaluating EXOR's future prospects reliance should not be placed on such forecast data and information published by the aforementioned subsidiaries and associates.



# REVIEW OF PERFORMANCE OF THE OPERATING SUBSIDIARIES

(The percentages indicated for the stakes, voting rights and share capital are calculated on the basis of data as at September 30, 2016)

# **PartnerRe**



The data presented and commented below are derived from PartnerRe's consolidated financial information for the first nine months ended September 30, 2016, prepared in accordance with US GAAP.

\$ million	9 months to Septe	ember 30	Change	
·	2016	2015	Amount	%
Net premiums written	3,886	4,166	(280)	(6.7%)
Non-life combined ratio	94.9%	85.3%	n/a	9.6
Life and Health allocated underwriting result	49	69	(20)	(29.0%)
Total investment return	4.3%	0.3%	n/a	4.0
Operating earnings	164	475	(311)	65.5%
Adjusted operating earnings (a)	257	547	(290)	(53.0%)
Annualized Operating return on average common shareholders' equity (Operating ROE)	3.5%	10.4%	n/a	(6.9)
Adjusted Annualized Operating ROE (a)	5.5%	12.0%	n/a	(6.5)
Net income (loss)	578	(115)	693	n.s.
Adjusted net income (a)	672	272	400	n.s.
Annualized net income (loss) return on average common shareholder's equity (Net income ROE)	12.5%	(2.5%)	n/a	15.0
Adjusted annualized net income ROE (a)	14.5%	6.0%	n/a	8.5

(a) Excluding transaction and severance costs.

PartnerRe's results for the first nine months of 2016 have also been impacted by a high level of catastrophe and weather-related loss activity, including the Fort McMurray wildfires (the largest catastrophe in Canadian history), the Taiwan and Japanese earthquakes, hail in Canada, floods in Germany and France and a typhoon in the Philippines, and an energy loss, for which PartnerRe reported combined losses of \$165 million, pre-tax, after reinsurance and reinstatement premiums. Notwithstanding the high frequency of catastrophe, weather-related and energy loss activity, the reported losses of \$165 million, pre-tax, represent only 2.6% of common shareholders' equity and 1.9% of total capital at September 30, 2016.

The results for the first nine months of 2015 were impacted by losses of \$60 million, pre-tax, after reinsurance and reinstatement premiums, related to the Tianjin explosion in China.

Net premiums written of \$3.9 billion were down 7% in the first nine months of 2016 compared to \$4.2 billion in the same period of 2015. On a constant foreign exchange basis, net premiums written were down 4%, primarily driven by continued competitive pricing and market conditions across almost all lines of the Non-life business which resulted in PartnerRe cancelling and reducing participations, as well as by higher premiums ceded under retrocessional contracts, primarily in the catastrophe line of business. These decreases were partially offset by new business written across all lines. In addition, net premiums written in the Life and Health business decreased due to downward prior year premium adjustments, cancellations of certain non-profitable mortality business, a one-time increased participation in the first nine months of 2015 on a significant longevity treaty and continued competitive pressures in the health business.

Other expenses were \$367 million in the first nine months of 2016 compared to \$670 million in the same period of 2015. Other expenses for 2016 include \$106 million of transaction and severance related costs, while other expenses for 2015 included \$387 million related to a termination fee under the amalgamation agreement with AXIS Capital, transaction related costs and a negotiated earn-out consideration. Excluding the transaction and severance related and the negotiated earn-out one-time costs, other expenses decreased by 8% to \$261 million in the first nine months of 2016 compared to \$283 million in the same period of 2015, due to the reorganization of PartnerRe's operations.

Net investment income was \$306 million, down 11% in the first nine months of 2016 compared to the same period of 2015. On a constant foreign exchange basis, net investment income was down 9%. The decrease mainly reflects the impact of the reduction in risk within the investment portfolio, the increased allocation to U.S. government fixed income securities, the change in asset mix with a lower amount of high yield fixed income securities and dividend yielding equity securities, and lower reinvestment rates. These decreases were partially offset by lower investment expenses following the reorganization of the Company's investment operations.

Total investment return in the first nine months of 2016 was 4.3%, for a total net contribution of \$726 million, of which \$622 million was generated by fixed income securities (government bonds and investment grade credit) and \$104 million was generated by other securities (mainly principal finance and third party private equity funds).



The net contribution from fixed income securities, which includes net investment income, was driven by decreases in risk-free rates and compression in credit spreads.

The effective tax rates on pre-tax operating earnings and net income were 19.7% and 13.0%, respectively, in the first nine months of 2016. The effective tax rate of 19.7% on pre-tax operating earnings was driven by the distribution of pre-tax operating earnings between the taxable and non-taxable jurisdictions, as well as certain permanent adjustments.

Net income for the first nine months of 2016 is \$578 million (net loss for the first nine months of 2015 was \$115 million) and includes net after-tax realized and unrealized gains on investments of \$367 million (\$239 million in the first nine months of 2015).

Operating earnings for the first nine months of 2016 are \$164 million, which compares to operating earnings of \$475 million for the same period of 2015.

The Non-life combined ratio was 94.9% in the first nine months of 2016, an increase of 9.6 points compared to 85.3% in the same period of 2015. The increase in the Non-life combined ratio reflects a relatively high level of reported large and mid-sized loss activity and a lower level of favorable development from prior accident years. The most significant losses in the first nine months of 2016 were related to the Canadian wildfires (2.6 points or \$75 million, net of reinsurance and reinstatement premiums) and an energy loss (1.5 points or \$42 million, net of reinsurance and reinstatement premiums). The Non-life combined ratio continued to benefit from strong favorable prior year development of 17.5 points (or \$505 million), although this was lower than the 21.1 points (or \$644 million) reported in the same period of 2015, with most lines of business experiencing net favorable development from prior accident years as actual reported losses from cedants were below expectations.

The Life and Health allocated underwriting result amounts to \$49 million in the first nine months of 2016 compared to \$69 million in the same period of 2015, primarily as a result of the increasingly competitive U.S. health market.

Some details related to the balance sheet are as follows:

			Change	е
\$ million	9/30/2016	12/31/2015	Amount	%
Debt	1,647	813	834	102.6%
Preferred shares, aggregate liquidation value	854	854	0	0%
Common shareholders' equity	6,300	6,047	253	4.2%
Total capital	8,801	7,714	1,087	14.1%

Total capital of \$8.8 billion at September 30, 2016 increased by 14% compared to December 31, 2015, primarily due to the issuance of €750 million senior debt in September 2016 and the net income for the first nine months of 2016, partially offset by common dividends paid.

Common shareholders' equity attributable to PartnerRe (or book value) and tangible book value are \$6.3 billion and \$5.8 billion, respectively, at September 30, 2016, an increase of 4.2% and 4.8%, respectively, compared to December 31, 2015 due to the net income for the first nine months of 2016, partially offset by common dividends paid, including dividends of \$90 million paid to EXOR.

Total investments, cash and cash equivalents and funds held - directly managed are \$17.5 billion at September 30, 2016, up 6.5% compared to December 31, 2015.

#### Reconciliation with the IFRS data presented in the interim consolidated financial statements – shortened

The US GAAP net income (\$578 million) reflects the results for the full nine-month period from January 1, to September 30, 2016) whereas the IFRS net income (\$390 million) only reflects the results for the period from the acquisition date (March 18, 2016) to September 30, 2016, as well as the economic effects of the application of the acquisition method by EXOR to account for the acquisition.

#### Significant events in the third quarter of 2016 and subsequent events

# Issuance of €750 million 10-year fixed rate 1.25% Notes

In September 2016, PartnerRe priced, through its indirectly wholly-owned subsidiary, PartnerRe Ireland Finance DAC, €750 million of 10-year fixed rate 1.25% Notes. The Notes, which are fully and unconditionally guaranteed by PartnerRe Ltd., have a maturity of September 15, 2026, and were listed on the main securities market of the Irish Stock Exchange. Approximately \$422 million of the proceeds raised will be used to redeem PartnerRe's existing \$250 million senior notes due 2018 and Series D and Series E cumulative preferred shares. PartnerRe is expected to achieve yearly pre-tax savings on interest payments and dividends of approximately \$16 million, starting from financial year 2017.

# Acquisition of Aurigen

On October 20, 2016 PartnerRe announced that it had entered into a definitive agreement to acquire 100% of the outstanding ordinary shares of Aurigen Capital Limited, a North American life reinsurance company for CAD 375 million (approximately \$286 million). This acquisition enables PartnerRe to expand its life reinsurance footprint in Canada and the U.S. with virtually no overlap in market coverage.

The acquisition is subject to customary closing conditions including the receipt of required regulatory approvals and is expected to be completed by the first quarter of 2017.





(29.15% stake, 44.26% of voting rights on issued capital)

The key consolidated figures of FCA for the first nine months of 2016 and the third quarter of 2016 are presented below. Unless otherwise indicated the figures for the first nine months of 2015 and the third quarter of 2015 have been re-presented to exclude Ferrari, consistent with Ferrari's classification as a discontinued operation for the year ended December 31, 2015.

€ million	9 months to S	Quarter III		
	2016	2015	2016	2015
Net revenues	81,299	81,181	26,836	26,798
EBIT	3,708	2,147	1,341	225
Adjusted EBIT (1)	4,507	3,264	1,500	1,163
Net profit/(loss) for the period (2)	1,405	(103)	606	(387)

<sup>(1)</sup> Adjusted EBIT is a non-GAAP financial measure used to measure performance. It is calculated as EBIT excluding gains/(losses) on the disposal of investments, restructuring, impairments, asset write-offs and other unusual income/(expenses) that are considered rare or discrete events that are infrequent in nature.

#### **Net revenues**

Net revenues in the third quarter of 2016 total €26.8 billion, in line with the third quarter of 2015. As regards net revenues by segment, increases are recorded in **EMEA** (+10%; +12% at constant exchange rates) primarily due to higher volumes and favorable vehicle mix mainly driven by the all-new Fiat Tipo family and in **Maserati** (+69%; +73% at constant exchange rates) due to higher shipments, positive net pricing and favorable vehicle and market mix mainly from the all-new Levante.

Net revenues in **NAFTA** decreased 5% (also at constant exchange rates) due to lower shipments, with a higher fleet mix, partially offset by favorable vehicle mix, while revenues in **LATAM** decreased €0.2 billion (-2%; -7% at constant exchange rates) owing to lower shipments, partially offset by favorable vehicle mix mainly from the all-new Fiat Toro.

The €0.6 billion increase in **APAC** (+2% also at constant exchange rates) is due to the favorable vehicle mix in China and the increased sales of components to the China joint venture, offsetting lower shipments, whereas the net increase in **Components** reflects higher volumes and favorable mix at Magneti Marelli, partially offset by lower volumes at Comau.

	Quarter III		Change	
€ million	2016	2015	amount	%
NAFTA	16,810	17,704	(894)	-5.0
LATAM	1,491	1,515	(24)	-1.6
APAC	861	842	19	2.3
EMEA	5,070	4,611	459	10.0
Maserati	873	516	357	69.2
Components (Magneti Marelli, Teksid, Comau)	2,390	2,348	42	1.8
Other activities, unallocated items and adjustments	(659)	(738)	79	n.s.
Net revenues	26,836	26,798	38	0.1

# **Adjusted EBIT**

Adjusted EBIT in the third quarter of 2016 is €1,500 million, with an increase of €337 million (+29%) compared to €1,163 million in the third quarter of 2015, with improvement in all segments except **LATAM**.

The increase in **NAFTA** is due to positive net pricing, purchasing efficiencies and lower warranty costs, partially offset by lower revenues, higher manufacturing costs and increase in product costs for content enhancements.

**EMEA's** improved Adjusted EBIT is due to higher revenues, purchasing efficiencies, improved results from joint ventures and favorable exchange effects, partially offset by higher research and development and manufacturing costs and higher advertising to support new product launches.

In **APAC** the increase is Adjusted EBIT is mainly due to the favorable mix on imported vehicles and the improved results from the China joint venture.

<sup>(2)</sup> Owners of the parent and non-controlling interests.

The significant improvement of **Maserati** Adjusted EBIT is due to the increase in net revenues, partially offset by higher industrial costs and commercial launch activities while the increase in Adjusted EBIT in **Components** is due to higher revenues, partially offset by higher industrial costs.

The decrease in **LATAM** is largely the result of higher input costs driven by inflation and foreign exchange effects.

The analysis of Adjusted EBIT by segment is as follows:

	Quarte	Quarter III		
€ million	2016	2015		
NAFTA	1,281	1,186	95	
LATAM	(16)	28	(44)	
APAC	21	(83)	104	
EMEA	104	20	84	
Maserati	103	12	91	
Components (Magneti Marelli, Teksid, Comau)	112	98	14	
Other activities, unallocated items and adjustments	(105)	(98)	(7)	
Adjusted EBIT	1,500	1,163	337	

#### **EBIT**

Net charges recorded in the third quarter of 2016 of €159 million include €157 million relating to estimated costs associated with the planned recall for which there is ongoing litigation with a component supplier.

In the third quarter of 2015 net charges of €938 million were recorded mainly due to the change in estimate for future recall campaign costs for vehicles sold in prior periods in NAFTA (€761 million) and the writedown of inventories as well as incremental incentives for vehicles damaged in the Tianjin (China) port explosion (€142 million).

# Net profit (loss) for the period

Net financial expenses in the third quarter of 2016 are €528 million, down €93 million compared to the third quarter of 2015 driven by gross debt reduction.

#### Net industrial debt

Net industrial debt increased €1 billion from June 30, 2016 to €6.5 billion at September 30, 2016 mainly due to capital expenditures during the third quarter (€2 billion), partially offset by cash flow generation from operating activities of a positive €0.8 billion, including the negative impact of seasonal working capital increase of €1.2 billion.

€ million	9/30/2016	6/302016	Change
Gross Debt	(25,292)	(25,374)	82
Current financial receivables from jointly-controlled financial			
services companies	62	50	12
Current securities	334	414	(80)
Cash and cash equivalents	16,626	18,144	(1,518)
Other financial assets /(liabilities), net	48	(397)	445
Net debt	(8,222)	(7,163)	(1,059)
Industrial activities	(6,514)	(5,474)	(1,040)
Financial services	(1,708)	(1,689)	(19)

#### Significant events in the third quarter of 2016 and subsequent events

On July 18, 2016 FCA confirmed that it was cooperating with a Securities Exchange Commission investigation into the reporting of vehicle unit sales to end customers in the United States. In its annual and quarterly financial statements, FCA records revenues based on shipments to dealers and customers and not on reported vehicle unit sales to end customers. FCA will cooperate fully with these investigations.



As announced in its July 26, 2016 press release FCA US has modified its methodology for sales reporting. FCA US's in the United States reported vehicle sales represent unit sales of vehicles to retail customers, deliveries of vehicles to fleet customers and to others such as FCA US's employees and retirees as well as vehicles used for marketing. Most of these reported sales reflect retail sales made by dealers out of their own inventory of vehicles previously purchased by them from FCA US. Reported vehicle units sales do not correspond to FCA US's reported revenues, which are based on FCA US's sale and delivery of vehicles, and typically recognized upon shipment to the dealer or end customer.

On August 1, 2016 Gruppo Editoriale l'Espresso S.p.A. (GELE) and Italiana Editrice S.p.A. (ITEDI) announced the signing of a framework agreement, which sets out the terms of the proposed integration between the two companies. The agreement was also signed by CIR S.p.A. (CIR), controlling shareholder of GELE, as well as FCA and Ital Press Holding S.p.A., controlled by the Perrone family, the shareholders of ITEDI. The combination will result in creation of the leading player in the Italian media and newspaper publishing sector and one of the leaders in Europe.

Under the agreement, FCA and Ital Press will transfer 100% of their ITEDI shares to GELE in exchange for newly issued reserved shares. Upon completion of the transaction, CIR will hold a 43.4% ownership interest in GELE, with FCA holding 14.63% and Ital Press 4.37%. As soon as practicable following completion, FCA will distribute its entire interest in GELE to holders of FCA common stock. That distribution will result in EXOR acquiring a 4.26% interest in GELE.

In conjunction with the merger agreement, CIR also entered into two shareholder agreements with deferred effect with FCA and Ital Press relative to their respective future shareholdings in GELE. In addition to CIR's undertaking to vote for the proposed transaction at the GELE shareholder meeting, to be convened at the proper time, the parties also undertake, with effect from the completion date of the merger, to appoint John Elkann and Carlo Perrone to the GELE Board of Directors and grant CIR the right to appoint the Chairman and Chief Executive Officer.

FCA also undertakes, for the duration of the shareholder agreement, not to transfer its shares in GELE that are subject to the terms of the agreement.

The agreement between CIR and FCA will expire upon distribution by FCA of its shares in GELE to holders of FCA common stock. Concurrent with the expiry of the CIR-FCA shareholder agreement, a new shareholder agreement will take effect between CIR and EXOR. The terms of that agreement include: obligations of mutual consultation in advance of any GELE shareholder meeting; undertakings from CIR relating to the appointment and permanence to GELE's Board of Directors of a representative designated by EXOR; undertakings from EXOR to present and vote for a single voting list jointly with CIR for elections to GELE's Board of Directors; and an undertaking from EXOR, for the duration of the agreement, not to transfer the shares subject to the terms of the agreement (with the exception of transfers to other members of the EXOR group).

Both the CIR-EXOR and CIR-Ital Press shareholder agreements will remain in force for a period of three years. Completion of the transaction is expected during the first quarter of 2017.



(26.92% stake, 39.94% of voting rights on issued capital. FCA also holds 1.17% of stake, 1.74% of voting rights)

Key consolidated figures of CNH Industrial for the first nine months of 2016 and the third quarter of 2016 (drawn up in accordance with US GAAP) are as follows:

	9 months to September 30		Quarter III	
\$ million	2016	2015	2016	2015
Revenues	17,874	18,768	5,749	5,850
Operating profit (1)	998	1,039	278	288
Adjusted net income (2)	285	212	68	38
Net income (loss) for the period (3)	(345)	17	39	(128)

<sup>(1)</sup> Operating profit is a non-GAAP financial measure used to measure performance. Operating profit of Industrial Activities is defined as revenues from net sales less cost of goods sold, selling general and administrative expenses and research and development expenses. Operating profit of Financial Services is defined as revenues less selling, general and administrative expenses, interest expenses and certain other operating expenses.

#### Revenues

Revenues in the third quarter of 2016 of the CNH industrial Group were \$5,749 million, down 1.7% compared to the third quarter of 2015. Net sales of Industrial Activities were \$5,461 million, down 1.6% compared to the third quarter of 2015.

In particular, the decrease in net sales of **Agricultural Equipment** (-3.4% on a constant currency basis) is the result of the decrease in industry volume and unfavorable product mix in the row crop sector in NAFTA.

The increase in **Construction Equipment's** net sales (0.5% on a constant currency basis) was driven by favorable volume in APAC, partially offset by lower sales in NAFTA.

**Commercial Vehicles'** net sales decreased 3.7% on a constant currency basis primarily as a result of lower volume in all ranges in LATAM mainly due to continuing deterioration of market conditions in Brazil and the Euro V pre-buy impact in the Argentinian market in the second half of 2015.

On a constant currency basis, **Powertrain's** net sales increased by 5.9% compared to the third quarter of 2015 due to higher volumes primarily in on-road engine applications.

**Financial Services** report a 1% decrease at current rates (-2.9% on a constant currency basis) due to a lower average portfolio and reduced interest spreads, partially offset by the positive impact of currency translation.

\$ million	Quarter III		Change	
	2016	2015	amount	%
Agricultural Equipment	2,359	2,431	(72)	-3.0
Construction Equipment	595	591	4	0.7
Commercial Vehicles	2,114	2,189	(75)	-3.4
Powertrain	850	800	50	6.3
Eliminations and other	(457)	(462)	5	n.s.
Total Industrial Activities	5,461	5,549	(88)	-1.6
Financial Services	386	390	(4)	-1.0
Eliminations and other	(98)	(89)	(9)	n.s.
Revenues	5,749	5,850	(101)	-1.7



<sup>(2)</sup> Adjusted net income is defined as net income (loss) less restructuring costs and other unusual income/(expenses), after tax.

<sup>(3)</sup> Owners of the parent and non-controlling interests.

	9 months to S	eptember 30	Change	
\$ million	2016	2015	amount	%
Agricultural Equipment	7,291	8,043	(752)	-9.3
Construction Equipment	1,726	1,933	(207)	-10.7
Commercial Vehicles	6,754	6,696	58	0.9
Powertrain	2,755	2,648	107	4.0
Eliminations and other	(1,539)	(1,512)	(27)	n.s.
Total Industrial Activities	16,987	17,808	(821)	-4.6
Financial Services	1,173	1,226	(53)	-4.3
Eliminations and other	(286)	(266)	(20)	n.s.
Revenues	17,874	18,768	(894)	-4.8

# **Operating profit**

Operating profit in the third quarter of 2016 was \$278 million, a \$10 million decrease compared to the third quarter of 2015. The operating profit margin is slightly lower at 4.8%, compared to 4.9% in the third quarter of 2015.

Considering the first nine months of 2016, operating profit is down by \$41 million compared to the first nine months of 2015 and the margin shows a slight improvement (5.6% in the first nine months of 2016 compared to 5.5% in the first nine months of 2015).

Operating profit of Industrial Activities in the third quarter of 2016 was \$248 million, in line with the third quarter of 2015, with an operating margin of 4.5%.

The increase in operating profit of **Agricultural Equipment** was primarily due to net price realization and lower material costs, partially offset by unfavorable volume and unfavorable product mix in NAFTA and EMEA.

**Commercial Vehicles'** improvement is due to positive pricing and manufacturing efficiencies in EMEA trucks and buses, partially offset by lower volume in the specialty vehicle business.

The decrease in the operating profit of **Construction Equipment** was the result of unfavorable market mix and product mix and negative price realization primarily in NAFTA, partially mitigated by cost containment actions.

Operating profit of **Powertrain** increased compared to the third quarter of 2015 primarily due to favorable volume and industrial efficiencies.

	Quarte	Change	
\$ million	2016	2015	
Agricultural Equipment	155	137	18
Construction Equipment	1	37	(36)
Commercial Vehicles	64	60	4
Powertrain	52	35	17
Eliminations and other	(24)	(24)	0
Total Industrial Activities	248	245	3
Financial Services	114	128	(14)
Eliminations and other	(84)	(85)	1
Operating profit	278	288	(10)

	9 months to Se	9 months to September 30		
\$ million	2016	2015		
Agricultural Equipment	546	604	(58)	
Construction Equipment	32	72	(40)	
Commercial Vehicles	202	128	74	
Powertrain	171	124	47	
Eliminations and other	(72)	(59)	(13)	
Total Industrial Activities	879	869	10	
Financial Services	363	397	(34)	
Eliminations and other	(244)	(227)	(17)	
Operating profit	998	1,039	(41)	

Adjusted net income

In the third quarter of 2016 an exceptional non-tax deductible charge was recorded of \$38 million related to the repurchase of a portion of the Case New Holland Industrial Inc. 7.875% Notes due 2017.

#### Net debt

Net industrial debt at September 30, 2016 was \$2,673 million compared to \$1,578 million at December 31, 2015. Industrial cash flow was a negative \$499 million (a negative \$479 million in the third quarter of 2016), considering working capital absorption in the first nine months of \$989 million and capital expenditures of \$290 million and the loss of \$38 million on the repurchase of notes. Net debt reflects the payment of dividends and the purchase of treasury stock for approximately \$219 million and currency translation differences of approximately \$377 million.

\$ million		9/30/2016	12/31/2015 <sup>(1)</sup>	Change
Third party debt (2)		(26,341)	(26,301)	(40)
Derivative hedging debt		17	27	(10)
Cash and cash equivalents		5,133	5,384	(251)
Restricted cash		740	927	(187)
(Net debt)/Cash		(20,451)	(19,963)	(488)
	Industrial Activities	(2,673)	(1,578)	(1,095)
	Financial Services	(17,778)	(18,385)	607

<sup>(1)</sup> Certain amounts have been recast to conform to the current presentation of debt issuance costs following the adoption of a new guidance effective January 1, 2016.

#### Reconciliation with the IFRS data presented in the interim consolidated financial statements – shortened

	9 months to Septe	ember 30	Quarter	III
\$ million	2016	2015	2016	2015
Net income (loss) in accordance with U.S. GAAP	(345)	17	39	(128)
Development costs	(91)	2	(37)	(7)
Goodwill and other intangible assets	6	6	2	2
Defined benefit plans	48	33	10	11
Restructuring provisions		4		2
Other adjustments	(10)	11	6	1
Tax impact on adjustments	18	(12)	15	2
Deferred tax assets and tax contingencies recognition	(23)	34	(25)	5
Total adjustments	(52)	78	(29)	16
Profit (loss) in accordance with IFRS	(397)	95	10	(112)
- attributable to owners of the parent	(399)	98	11	(108)

#### Significant events in the third quarter of 2016 and subsequent events

On August 4, 2016 CNH Industrial announced a cash tender offer for up to \$450 million of the 7.875% guaranteed senior notes due 2017 issued by its subsidiary Case New Holland Industrial Inc.

The results of the cash tender offer showed a principal amount tendered that was higher than the maximum tender amount of \$450 million. Consequently, the notes were purchased subject to proration and then cancelled, while the notes not accepted for purchase were returned. The settlement occurred on August 22, 2016 and resulted in a one-off charge of \$38 million that will be more than offset by interest cost savings achieved through the remaining term of the 2017 Notes.

On August 4, 2016 CNH Industrial announced that it had priced \$600 million in aggregate principal amount of 4.50% notes due 2023, issued at an issue price of 100%. The completion of the offering was announced on August 18, 2016. The net proceeds of the offering were approximately \$593 million after payment of offering and related expenses. The net proceeds from the offering will be used for working capital and other general corporate purposes, including the repurchase of a portion of the outstanding 7.875% Notes due 2017 issued by the subsidiary Case New Holland Industrial Inc.



<sup>(2)</sup> Including fair value hedge adjustments.

On September 12, 2016 CNH Industrial announced an exclusive agreement with Hyundai Heavy Industries for the production and development of mini-excavators. This agreement completes CNH Industrial's investment strategy for its excavator product portfolio expansion.

The two companies will benefit from synergies in product development, sourcing, manufacturing, and possible future powertrain opportunities. The agreement has a ten year term, with a three year renewal option. It applies globally, excluding the South Korean market. Once fully realized, the mini-excavator product offering will include 14 models ranging from one ton to six tons.

On October 21, 2016 CNH Industrial announced that its wholly owned subsidiary, CNH Industrial Capital LLC, has completed its previously announced offering of \$400 million in aggregate principal amount of 3.875% notes due 2021, issued at an issue price of 99.441%.

The net proceeds of this offering were approximately \$394 million after payment of offering and other related expenses and will be used for working capital and other general corporate purposes, including among other things, the purchase of receivables or other assets in the ordinary course of business. The net proceeds may also be applied to repay CNH Industrial Capital LLC's indebtedness as it becomes due.

The notes, which are senior unsecured obligations of CNH Industrial Capital LLC, will pay interest semi-annually on April 15 and October 15 of each year, beginning on April 15, 2017, and are guaranteed by CNH Industrial Capital America LLC and New Holland Credit Company LLC, each a wholly owned subsidiary of CNH Industrial Capital LLC. The notes will mature on October 15, 2021.

On October 31, 2016 CNH Industrial announced its agreement to acquire the agricultural Grass and Soil implement business of Kongskilde Industries, part of the Danish Group Dansk Landbrugs Grovvareselskab (DLG A.m.b.A.). This business develops, manufactures and sells solutions for agricultural applications in the Tillage, Seeding and Hay & Forage segments under various brands, including Kongskilde, Överum and JF.

The manufacturing footprint of this business includes two plants in Europe, located in Poland and Sweden. The transaction is subject to various closing conditions, including regulatory approvals.

As a result of the agreement, CNH Industrial's global agricultural machinery brand New Holland Agriculture will undergo a significant product portfolio extension that will strengthen its Tillage, Seeding and Hay & Forage product offering.



(22.91% stake and 32.75% of voting rights on issued capital)

Key consolidated figures of Ferrari reported in the first nine months of 2016 and the third quarter of 2016 (drawn up in accordance with IFRS) are as follows:

€ million	9 months to September 30		Quarter III	
	2016	2015	2016	2015
Shipments (in units)	6,074	5,643	1,978	1,949
Net revenues	2,269	2,110	783	723
EBIT	439	359	172	141
Adjusted EBIT (1)	449	364	172	140
EBITDA	619	562	234	214
Adjusted EBITDA (2)	629	567	234	213
Net profit for the period	288	235	113	94

<sup>(1)</sup> Adjusted EBIT is a non-GAAP financial measure used to measure performance. Adjusted EBIT is defined as EBIT less income and costs which are significant in nature but expected to occur infrequently.

#### **Shipments**

Shipments totaled 1,978 units in the third quarter of 2016 with an increase of 29 units compared to the third quarter of 2015. This achievement was driven by a 15% increase in sales of the 12-cylinder models (V12) led by the success of the F12tdf, first deliveries of the GTC4Lusso and the newly launched LaFerrari Aperta.

units	Quarte	Quarter III		Change	
	2016	2015	number	%	
EMEA	859	815	44	5	
Americas	701	682	19	3	
Greater China	180	157	23	15	
Rest of APAC	238	295	(57)	-19	
Shipments	1.978	1,949	29	1	

units	9 months to September 30		Change	
	2016	2015	number	%
EMEA	2,762	2,413	349	14
Americas	1,998	1,969	29	1
Greater China	496	418	78	19
Rest of APAC	818	843	(25)	-3
Shipments	6,074	5,643	431	8

#### **Net revenues**

Net revenues in the third quarter of 2016 were €783 million, an increase of €60 million (+8.3%; +7.9% at constant currencies) compared to the third quarter of 2015.

Revenues in Cars and spare parts were in line with the corresponding period of the prior year led by higher volumes of the 488 GTB, the 488 Spider and the F12tdf, the first deliveries of the newly launched models GTC4Lusso and LaFerrari Aperta as well as the higher contribution from personalization. This was partially offset by LaFerrari, which finished its limited series run, and logistic delays caused by one of our shipment carriers in the Rest of APAC region.

Engines showed significant growth (+92%) mainly due to strong sales to Maserati and higher rental revenues from other Formula 1 Teams.

Sponsorship, commercial and brand grew (+14%) mostly due to a better ranking in the 2015 Championship as compared to 2014, higher sponsorship revenues and a positive contribution from brand related activities.



<sup>(2)</sup> Adjusted EBITDA is a non-GAAP financial measure used to measure performance. Adjusted EBITDA is defined as EBITDA (net profit before income tax expenses, net financial expenses/(income) and depreciation and amortization) less income and costs which are significant in nature but expected to occur infrequently.

	Quartei	Quarter III	
€ million	2016	2015	amount
Cars and spare parts	537	537	0
Engines	97	51	46
Sponsorship, commercial and brand	125	110	15
Other	24	25	(1)
Net revenues	783	723	60

	9 months to Se	9 months to September 30	
€ million	2016	2015	amount
Cars and spare parts	1,607	1,545	62
Engines	225	172	53
Sponsorship, commercial and brand	360	322	38
Other	77	71	6
Net revenues	2,269	2,110	159

#### **Adjusted EBIT**

Adjusted EBIT in the third quarter of 2016 was €172 million, up €32 million (+23%) compared to the third quarter of 2015 as a result of higher volumes and a positive margin contribution from the personalization programs, partially offset by the 458 family and FF phase-out.

Mix was negatively impacted (-€12 million) by LaFerrari, which finished its limited series run, partially offset by the newly launched LaFerrari Aperta and higher sales of V12 vs. V8 models thanks mainly to the F12tdf.

#### **Net industrial debt**

Net industrial debt at September 30, 2016 improved to €585 million from €763 million at June 30, 2016 due to cash flow generation from operating activities, partially offset by capital expenditures of €75 million in the third quarter of 2016.

€ million	9/30/2016	6/30/2016	12/31/2015
Net industrial debt (1)	(585)	(763)	(797)
Funded portion of the self-liquidating financial receivables portfolio	1,132	1,135	1,141
Net debt	(1,717)	(1,898)	(1,938)
Financial liabilities with FCA Group	0	0	(3)
Cash pooling in FCA Group	0	0	139
Cash and cash equivalents	482	585	183
Gross debt	(2,199)	(2,483)	(2,257)

<sup>(1)</sup> Net industrial debt is defined as net debt excluding the funded portion of the self-liquidating financial receivables portfolio.

#### Subsequent events

On October 20, 2016 Ferrari Financial Services Inc., a wholly owned indirect subsidiary of Ferrari N.V., set up a revolving securitization program for funding of up to \$200 million by pledging leasing financial receivables in the United States of America as collateral. The notes bear interest at a rate per annum equal to the aggregate of LIBOR plus a margin of 70 basis points.

Proceeds from the first sale of financial receivables were \$175 million and were used to repay in October unsecured funding of \$150 million.

On November 7, 2016 Ferrari and FCA Bank finalized the agreement, announced in the previous months, to provide financial services in Europe. FCA Bank acquired a majority stake in Ferrari Financial Services GmbH for a total purchase price of €18.6 million, upon consummation of the share purchase agreement entered into by the parties earlier this year. As a result of the funding being directly provided by FCA Bank, which will be the consolidating entity, Ferrari N.V. will receive €432 million.



# APPROVAL OF THE INTERIM REPORT AND AUTHORIZATION FOR PUBLICATION

In its meeting held on November 11, 2016, the Board of Directors approved the Interim Report at September 30, 2016 and authorized its publication on the same date.

Turin, November 11, 2016

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
John Elkann

# ATTESTATION ACCORDING TO ART. 154-BIS, PARAGRAPH 2 OF THE CONSOLIDATED LAW ON FINANCE

The undersigned, Enrico Vellano, the executive responsible for the preparation of the financial reports of EXOR S.p.A., attests, pursuant to article 154-bis, paragraph 2 of the Consolidated Law on Finance, that the accounting information contained in the Interim Report at September 30, 2016 of the EXOR Group corresponds to the results documented in the accounts, books, and records.

Turin, November 11, 2016

Executive responsible for the preparation of the Company's financial reports

Enrico Vellano

