



PRIMA INDUSTRIE S.p.A.

Registered Office: via Torino-Pianezza 36 – Collegno (TO)

Share Capital: Euro 26.208.185 fully paid-up

Company Register and VAT no. 03736080015

SHAREHOLDERS' MEETING

The Shareholders' Meeting is convened under ordinary session on **April 28, 2022** at **11.00am**, in single call, at PRIMA INDUSTRIE S.P.A., Via Torino-Pianezza no. 36, Collegno (TO), to discuss and resolve on the following

Agenda

1. 2021 Annual Report and relevant documents: consequent resolutions. Examination of the 2021 Group Annual Consolidated Report and Sustainability Report;
2. Destination of company result and distribution of dividends;
3. Approval of the second section of the Report on the Remuneration Policy and the Fees paid ex article 123 ter, comma 6 of T.U.F.
4. Appointment and remuneration of the Board of Statutory Auditors and of its President for the years 2022, 2023 and 2024:
 - 4.1 Appointment of the Board of Statutory Auditors for the years 2022, 2023 and 2024;
 - 4.2 Determination of the remuneration of the Board of Statutory Auditors for the years 2022, 2023 and 2024;
5. Resolutions concerning purchase and disposal of treasury stocks ex articles 2357 and 2357-ter of Civil Code, subject to the revocation of the Shareholders' resolution on April 20, 2021.

ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING AND PROXY TO THE APPOINTED REPRESENTATIVE

Qualification to attend the Shareholders' Meeting is granted to those who will own voting rights at the end of the date of **April 19, 2022** (record date) and for whom the Company received relevant communication issued by the authorized intermediary.

Those who will prove to be Shareholders after the date of April 19, 2022 will not have the right of attending and voting during the meeting.

Pursuant to article 106 of Law Decree no. 18 of March 17, 2020 (the so-called "Cura Italia" Decree), converted, with amendments, by the law April 24, 2020 no. 27 and lastly extended by article 3, para. 1, of Law Decree December 30, 2021 no. 228, converted by the law February 25, 2022 no. 15, the attendance to the Shareholders' Meeting by those who hold voting rights is exclusively allowed through the Appointed Representative.

Consequently the Company commissioned Computershare S.p.A. - with offices in Torino, Via

Nizza 262/73, 10126 - to represent the Shareholders ex article 135-undecies of Law Decree no. 58/98 and of aforementioned Law Decree (the “Appointed Representative”). Shareholders who wish to attend the Shareholders’ Meeting will have therefore to release a proxy to the Appointed Representative - with relevant voting instructions - on all or some of the proposals of resolutions on the items in agenda by using the specific proxy form, provided by the Appointed Representative him/herself in agreement with the Company, available on the Company website at the following address:

<https://www.primaindustrie.com/en/investors-relations/shareholders-meetings-info>

The proxy to the Appointed Representative has no effect on proposals for which no voting instructions have been duly given.

The proxy to the Appointed Representative will have to be received by Computershare S.p.A. by the second day of open market preceding the date of the meeting, that is by **April 26, 2022**.

It should be noted that to the Appointed Representative may also be granted proxies or sub-delegation pursuant to article 135-novies of T.U.F., in derogation of article 135-undecies, para. 4 of Law Decree no. 58/98 following the instructions expressed by the proxy form available on the Company website:

<https://www.primaindustrie.com/en/investors-relations/shareholders-meetings-info>

The above proxies may be conferred by **12 noon of April 27, 2022**. Through same modalities, those entitled may have the possibility of revoking, within the same term, the proxy/sub-delegation and the voting instructions provided.

The attendance by the legitimate subjects at the Shareholders’ Meeting (the members of the Governance bodies, the appointed Secretary and the Appointed Representative), may take place also (or exclusively) through telecommunication channels with modalities personally communicated to each of them, in compliance with the regulatory provisions applicable for such contingency.

The Appointed Representative will be available for clarifications or information at the number +39 011 0923216 or +39 011 0923200 or at the email address sedeto@computershare.it.

Shareholders are hereby informed that the company reserves the rights to integrate and/or modify the above instructions in consideration of the possible coming needs connected with the current epidemiological emergency connected with COVID-19 and of its developments, currently unpredictable.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

It is hereby reminded that the lists for the appointment of the Board of Statutory Auditors may be deposited at the Company registered office (even through email to primaindustrie@pecsoci.ui.torino.it) by the 25th day before the date of the Shareholders’ Meeting, in single call, i.e. by **April 3, 2022**, by those Shareholders who can prove - through suitable communication issued by intermediaries effective up to April 3, 2022, which must reach the Company, if not available on the day in which the lists are filed, by

April 7, 2022 to the email address primaindustria@pecserviziotorino.it to be holder, alone or with other shareholders, of at least 4.5% of the share capital with voting rights. In case at the date of April 3, 2022 only one list is filed, or only lists presented by shareholders who result to be associated among themselves, such information will be disclosed according to current regulations. In such a case other lists may be presented up to **April 6, 2022** and the above mentioned share limit necessary for the presentation of the lists will be reduced by half.

For their valid presentation, the lists will have to include all information and documentation ex article 144-sexies, paragraph 4 of Consob regulation no. 11971/1999 and following amendments and Shareholders will have to comply with provisions contained in article 28 of Company By-Laws. The deposited lists will be available for the public at the Company registered office and on the company website www.primaindustria.com, and on the authorized storage site 1Info (www.1info.it), at least 21 days before the Shareholders' meeting date.

RIGHTS TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Shareholders may ask questions, ex article 127-ter of T.U.F., about the items in agenda even before the Shareholders' Meeting through Registered mail to the address primaindustria@pecsoci.ui.torino.it.

The question must include the personal data of the applicant Shareholder (surname and name or company name in case of entity or company, place and date of birth and fiscal code number).

Shareholders proving ownership of shares by the date of **April 19, 2022** (record date) have the right to receive a reply. For the purpose a communication must be produced, with effect up to the aforementioned date, even after the question filing, by the depositary intermediary attesting the applicant's share ownership and addressed to primaindustria@pecserviziotorino.it. In case the Shareholder has requested the certification to attend the Meeting to his depositary intermediary, it will be sufficient to include in the request the references of such notice issued by the intermediary or, at least, the intermediary's name.

Questions received by April 19, 2022, upon verification of their relevancy and the qualification of the applicant, will be answered by the Company at the latest by April 26, 2022.

INTEGRATION OF THE AGENDA

According to article 126-bis of T.U.F., Shareholders representing, even jointly, a fortieth of the share capital may require, by **March 27, 2022** (10 days after the publication of the Shareholders' Meeting notice), the integration of the items to be discussed or submit additional proposals about the items already in agenda. The integration is not allowed for items on which the Shareholders' Meeting is called to resolve upon proposal of Directors or upon a project or a report prepared by the same, other than those ex article 125-ter para. 1 of T.U.F.

Requests must be submitted in writing through Registered mail to primaindustria@pecsoci.ui.torino.it provided they be received by the Company within the above

terms and be accompanied by a report on the items proposed for discussion or on additional proposals.

The certification of the share ownership by the applicant Shareholders as well as of the shareholding threshold necessary to require the integration of the agenda must result from a specific communication produced by the depositary intermediary, effective on the date of the request itself, addressed to primaindustrie@pecserviziitolitoli.it In such a case, the integrated list of the items to be discussed at the Shareholders' Meeting will be published at least fifteen days before the date set for the Meeting, with same modalities of publication of the notice of call.

OPTION TO INDIVIDUALLY PRESENT PROPOSALS FOR RESOLUTIONS BEFORE THE SHAREHOLDERS 'MEETING

In addition to the foregoing, taking in consideration that the attendance to the Shareholders' Meeting is provided exclusively through the Appointed Representative, the persons entitled to take part to the Shareholders' Meeting who intend to formulate resolution proposals on the items in agenda are invited to submit them in advance, by **April 12, 2022**, with same modalities as indicated in the previous paragraph. These proposals, where relevant, will be published on the Company website by April 13, 2022, in order to allow those entitled to vote to express themselves consciously, also in consideration of these new proposals and to allow the Appointed Representative to collect any voting instructions, even on same. The applicant must provide suitable documentation proving the qualification to attend the Shareholders' Meeting.

DOCUMENTATION AND OTHER INFORMATION

The documentation relevant to the items in agenda as well as the Annual Corporate Governance Report and the Sustainability Report will be made available c/o the Company Registered Office and on the company website: <https://www.primaindustrie.com/en/investors-relations> as well as the authorized storage site 1Info (www.1info.it) within the terms stated by current rulings, with the faculty, for those holding the right, to obtain a copy.

The share capital amounts to Euro 26,208,185.00 and is split into 10,483,274 ordinary shares of euro 2.50 each face value, all holding voting rights.

As of today Prima Industrie S.p.A. holds 170,447 treasury stocks.

The Chairman of the Board of Directors

Gianfranco Carbonato



Collegno, March 17, 2022