

INTERNAL DEALING PROCEDURE

Approval date: June 2016

Last update: November 2019

PART I GENERAL PROVISIONS

1.1 Introduction

This procedure has been adopted in relation to the EU Regulation no. 596/2014 (hereinafter the "**MAR Regulations**") of 16 April 2014, to the Delegated Regulation (EU) 2016/522 of 17 December 2015 (hereinafter "**Regulation 522**") and the Implementing Regulation (EU) 2016/523 of 10 March 2016 (hereinafter "**Regulation 523**"), is aimed:

- (i) to regulate the communication methods and times to Consob and the to the public of transactions related to shares and bonds issued by Prima Industrie S.p.A. carried out by MAR Relevant Persons or by Persons Closely Related to MAR Relevant Persons, and to identify the managers of Prima Industrie S.p.A. to be submitted to the obligations referred to in this procedure;
- (ii) to inform the MAR Relevant Persons and the Persons Closely Related with the MAR Relevant Persons, the duties arising from their qualifications;
- (iii) regulate Close Periods where MAR Relevant Persons and the Persons Closely Related are not permitted to carry out transactions on financial instruments issued by Prima Industrie.

Furthermore, this procedure is also adopted pursuant to art. 114, paragraph 7, of Legislative Decree no. 58 (now "TUF") and Articles 152 quinquies.1 et seq. of Consob Regulation n. 11971/1999 (from now on "Issuers' Regulation") and reports the methods and timing of the communication to Consob and the public of the operations concerning the actions carried out by the subjects that may directly or indirectly control Prima Industrie S.p.A. and from anyone who holds a stake of at least 10% of the share capital of Prima Industrie SpA (from now on "TUF Relevant Persons") and / or from the Persons Closely Associated with them (from now on "TUF Persons Closely Associated").

PART II OPERATIONS CARRIED OUT BY MAR PERSONS

2.1 . MAR Relevant Persons

In accordance with art. 19 of MAR Regulations:

- a) "MAR Relevant Persons" are:
 - a1) the directors and statutory auditors of Prima Industrie S.p.A.;
 - a2) the general manager and the managers of Prima Industrie S.p.A. having regular access to inside information and who are authorized to take management decisions that may affect the evolution and future prospects of Prima Industrie S.p.A. or the Group to which it belongs, as identified in accordance with this procedure;

- b) Persons Closely Related with MAR Relevant Persons ("MAR Closely Related Persons") are:
 - b1) the spouse or partner as a spouse under the applicable national law, dependent children under national law or cohabiting for at least one year, and, if cohabiting for at least one year, relatives and in-laws of the MAR Relevant Persons;
 - b2) legal persons, partnerships and trusts in which a Relevant Person or one of the MAR Closely Related Persons indicated in section b1) has management functions;
 - b3) legal persons, partnerships and trusts, controlled directly or indirectly by a MAR Relevant Person or by one of the Closely Related Persons indicated in section b1);
 - b4) legal entities, partnerships and trusts whose economic interests are substantially equivalent to those of a MAR Relevant Person or of one of the MAR Closely Related indicated in section b1);
 - b5) legal persons, partnerships and trusts established for the benefit of a MAR Relevant Person or of one of MAR Closely Related indicated in section b1).

2.2 Financial instruments covered disclosure obligation referred to in MAR Regulation

MAR Relevant Persons and MAR Closely Related Persons must disclose the transactions (hereinafter the "**Transactions**") carried out and covering:

- a) the Prima Industrie S.p.A. shares admitted to trading on multilateral trading facilities (MTF) or regulated markets (hereinafter "Shares");
- b) bonds or other financial instruments issued by Prima Industrie admitted to trading on multilateral trading facilities (MTF) or regulated markets (hereinafter "Bonds", together with the "Financial Instrument" Shares)
- c) derivative or related financial instruments or that allow the subscription, purchase, sell or exchange of Financial Instruments.

Financial instruments are those included into the category referred to in section (c):

- c1) financial instruments that permit the subscription, purchase or sale of Financial Instruments;
- c2) debt financial instruments convertible into Financial Instruments or exchangeable into them;
- c3) financial derivatives indicated by art. 1, paragraph 3 of T.U.F. (Consolidated Law on Financial Intermediation) ¹on Financial Instruments;

.

¹ And precisely:

a) "futures" contracts on Securities and related indices, even when the execution occurs through the payment of cash differentials;

b) spot and forward exchange contracts on stock indices (equity swaps) relating to the Securities, including contracts where the execution involves the payment of cash differentials;

c4) other financial instruments, equivalent to the Shares or representing such Shares;

Transactions to notify (hereinafter "**Transactions**") are all types of transactions carried out by or on behalf of the MAR Relevant Persons and of the MAR Closely Related Persons and related to Financial Instruments; including also transactions between MAR Relevant Persons and MAR Closely Related Persons;

For this purpose, it must be noted that, by way of example, the following Operations must be disclosed:

- acquisition of any kind, sale, transfer of any kind, short sale, subscription or exchange;
- acceptance or exercise of an option right due to a MAR Relevant Person or a MAR Closely Related Person;
- adherence to exchange contracts on equities (*equity swaps*) or the exercise of such contracts;
- transactions in derivatives or connected to them, including the operations to be settled in cash;
- the acquisition, transfer or exercise of rights, including the put options and call options, and warrants;
- the subscription of a capital increase or bond issue;
- transactions with financial derivatives and financial instruments linked to bonds, including credit default swaps;
- transactions subject to a condition precedent only in the event that the conditions have occurred and the transaction has been executed;
- automatic or non-automatic conversion of a financial instrument in another financial instrument, including the conversion of bonds convertible into shares;
- donations in general, made or received;
- inheritances received;
- the transactions on products, baskets and index derivatives, where the securities issued by the Company constitute more than 20% of the underlying product;
- the transactions on the shares or units of investment funds where the securities issued by the Company are, at the time of investment, more than 20% of the total fund investment;

c) forward contracts relating to Securities and related indices, including contracts where the execution involves the payment of cash differentials;

d) option contracts to buy or sell the Securities or instruments referred to in the preceding sub-paragraphs and related indices, including contracts where the execution involves the payment of cash differentials;

e) combinations of contracts or Securities indicated in the preceding sub-paragraphs;

- the operations carried out by the manager of an investment fund in which he invested when the manager does not operate with full discretion; full discretion is precluded to the extent that the operator can receive instructions or suggestions on the composition of the portfolio, directly or indirectly, by investors of the fund;
- security purchasing or selling or loan;
- transactions carried out by third parties as part of an asset management mandate
 or on an individual portfolio on behalf or benefit of a MAR Relevant Person or a
 MAR Closely Related Person, even when third parties have a discretionary power
 to act and even when the MAR Relevant Person or the MAR Closely Related
 Person have waived their right to give instructions;
- the transactions carried out under a life insurance policy, provided that (i) the MAR Relevant Person or the MAR Closely Related Persons is the policy-holder, (ii) the investment risk is borne by the contracting party, and (iii) the contracting party has the power or discretion to make investment decisions in relation to specific instruments provided by the life insurance in question or to carry out transactions concerning the specific life insurance instruments.

The Transactions whose total amount is less than 20,000 Euro in a calendar year are not subject to disclosure obligation; the amount above is calculated by adding all the Transactions carried out by MAR Relevant Persons and by the MAR Closely Related Persons as well as those made on behalf of each MAR Relevant Person and on behalf of the MAR Closely Related Persons.

2.3 Close periods

To the MAR Relevant Persons and the MAR Persons Closely Related to them it is forbidden to carry out transactions on their own account or for third parties, directly or indirectly on Financial Instruments in the 30 days preceding the date of the meetings of the Board of Directors of Prima Industrie S.p.A. for the approval of the draft financial instrument, the interim financial report, the quarterly reports and the approval of any preliminary results (hereinafter "Close Period").

The Company has the power to allow the MAR Relevant Persons and their Closely Related Persons to perform Transactions on their own behalf or on behalf of third parties:

- a) on the basis of a case-by-case basis in exceptional conditions, such as severe financial difficulties requiring immediate sale of shares;
- b) In relation to the trading characteristics.

For this purpose, the company adheres to the provisions of art. 8 and 9 of Regulation 522. The competence to decide is granted to the Board of Directors, except for the decisions referred to

in section a) related to non-executive directors and managers of the Company which is instead granted to the Chief Executive Officer, unless his faculty, if he deems so, to request the convening of the Board of Directors.

PART III

OPERATIONS CARRIED OUT BY TUF PERSONS

3.1 TUF Relevant Persons

In accordance with TUF and Issuers' Regulation:

- a) TUF Relevant Persons are:
- a1) the subjects that eventually, directly or indirectly, control Prima Industrie S.p.A.;
- a2) anyone who holds a stake of at least 10% of the share capital of Prima Industrie S.p.A.;
- b) Persons closely associated with the TUF Relevant Person are:
- b1) the spouse not legally separated, the children, even of the spouse, dependent or cohabiting for at least one year and, if cohabiting for at least one year, the parents, relatives and the like of the TUF Relevant Person;
- b2) the legal persons, partnerships and trusts in which a TUF Relevant Person or one of the persons indicated in the previous letter b1) is the manager, alone or jointly, of the management function;
- b3) juridical persons, controlled directly or indirectly by a TUF Relevant Person or by one of the persons indicated in the previous letter b1);
- b4) partnerships whose economic interests are substantially equivalent to those of a TUF Relevant Person or one of the persons indicated in the previous letter b1);
- b5) trusts set up for the benefit of a TUF Relevant Person or one of the persons indicated in the previous letter b1).

3.2 Financial instruments covered disclosure obligation

Relevant Persons and Closely Related Persons must disclose the transactions carried out and covering:

- a) the Prima Industrie S.p.A. shares ("Shares");
- b) the financial instruments linked to the Shares. Included among the connected financial instruments:(i) financial instruments that allow the subscription, purchase or sale of Shares; (ii) debt financial instruments convertible into Shares or exchangeable with them; (iii) derivative financial instruments on the Shares; (iv) other financial instruments, equivalent to the Shares, representing such Shares.

3.3 Operations subject to the communication obligation

Transactions for the purchase, sale, subscription or exchange of Shares or financial instruments linked to the Shares must be communicated.

Following are the operations that are not subject to the communication obligation:

- a) transactions whose total amount does not reach euro 20,000 by the end of the year; after each communication, transactions whose total amount does not reach a value of an additional euro 20,000 by the end of the year are not subject to communication; for derivative financial instruments, the amount is calculated with reference to the underlying Shares. The above amount is calculated by adding together all the purchase, sale, subscription or exchange transactions relating to the Shares and the financial instruments linked to them, carried out by the TUF Relevant Person and by the persons closely related to him as well as those carried out on behalf of each TUF Relevant Person and on behalf of persons closely related to these subjects;
- b) the transactions carried out between the TUF Relevant Person and the Persons Closely Related with him;

as well as other operations for which further specific exemptions are provided for by the regulations in force at the time.

The obligations referred to in this Part III do not apply if the TUF Relevant Persons or the persons closely related to them are required to notify the transactions pursuant to the MAR Regulation. In this case, the provisions of Part III relating to the MAR subjects and to the persons closely related to them are applied.

PART IVSIGNIFICANT TRANSACTIONS METHODS AND NOTIFICATION TIME MAR AND TUF

4.1 Obligations of MAR Relevant Persons

The MAR Relevant Persons and MAR Closely Related Persons must comply with the disclosure obligations of significant Transactions carried out according to the following terms and conditions:

The MAR Relevant Persons and their MAR Closely Related Persons must report all Transactions to Consob and to Prima Industrie S.p.A. within three working days from the last operation that has resulted in exceeding the aggregate amount of euro 20,000;

Communication to Consob must be made (using the form provided by the Annex to Regulation 523, attached hereto "C") sending a PEC message to consob@pec.consob.it (if the sender is under an obligation to have PEC), or sending an e-mail to protocollo@consob.it specifying that the recipient is "Ufficio Informazione Mercati" indicating as subject "MAR Internal Dealing".

The MAR Relevant Persons must inform their Closely Related Persons also by delivery of this procedure, of their being subject to this procedure and consequent disclosure obligations of the Transactions covered by this procedure, retaining a copy of the notice.

4.2 Obligations of TUF Relevant Persons

The TUF Relevant Persons communicate the operations carried out by themselves and by the persons closely related to them to Consob and publish them, in the manner prescribed by the Consob Regulation, by the end of the 15th day of the month following that in which the last Transaction which resulted in the exceeding of the cumulative amount of euro 20,000 by the end of the year and to the one in which every other subsequent transaction was carried out in the year that once again causes the cumulative amount of euro 20,000 to be exceeded within the end of year.

The communication to Consob must be made (using the form provided for in Annex 6 to the Issuers' Regulations filled in correctly in its entirety) by fax to no. 06.84.77.757 or via PEC at the address consob@pec.consob.it (if the sender is subject to the obligation to have the PEC) or by e-mail to the addressatroge@consob.it or other modalities eventually established by Consob.

The TUF Relevant Persons must promptly inform the TUF Persons Closely Related to them, also by delivering this procedure, their submission to the present procedure and the consequent obligations of communication to the TUF Relevant Persons of the operations object of the present procedure.

4.3 Obligations of Prima Industrie S.p.A.

Prima Industrie S.p.A. must promptly publish, according to the methods provided by the applicable regulations, the information received by the MAR Relevant Persons and their Closely Related Persons, within three working days from the Transaction. In order to allow a Prima Industrie S.p.A. to put in place the necessary communications, the MAR/TUF Relevant Persons and the MAR/TUF Closely Related Persons must inform Prima Industrie S.p.A. the Transactions within two (2) working days of their execution.

Upon request of the TUF Relevant Persons and the TUF Closely Related Persons, subject to agreement with Prima Industrie S.p.A. and in any case on condition that the relative information is transmitted to Prima Industrie S.p.A. within the 10° calendar day of the month following that in which a transaction subject to communication obligations was carried out, Prima Industrie S.p.A. may proceed with the publication of information to the public on behalf of the TUF Relevant Person or the TUF Closely Related Person concerned.

It is understood that the TUF Relevant Persons and the TUF Closely Related Persons assume all responsibility and any charges arising from delays in disclosures to Consob and to the public if they did not comply with the above disclosure terms related to the transactions at Prima Industrie S.p.A. or other provisions related to this procedure.

4.4 Person in Charge

The Person in Charge of receiving, managing and disseminating the information communicated by MAR Relevant Persons is the person in charge of the Investor Relations, Legal & Compliance Affairs department.

The communications from MAR Relevant Persons and the MAR Closely Related Persons to Prima Industrie S.p.A. within the meaning of section A) of paragraph 2.1 of this procedure must be disclosed to the Person in Charge (prior telephone notice to numbers 011-4103.204, 011-4103.372 or 335-5634187) through fax to the number 011-411.73.34 or e-mail at internaldealing@primaindustrie.com, using the form provided by the Regulation 523 (Annex C sub) correctly filled in all its parts. In case of subsequent changes to the disclosure method or the Person in Charge, the Person in Charge will promptly inform the MAR Relevant Persons.

4.5 Sanctions

Violations of disclosure obligations set out by this procedure are subject to the following administrative pecuniary sanctions pursuant to art. 187-ter 1 and to art. 193 of TUF:

- for MAR Relevant Persons and closely related persons: a) in the case of companies or organizations, a fine ranging from euro 5,000 up to euro 1,000,000; b) in the case of a physical person, a fine ranging from euro 5,000 up to euro 500,000;
- for TUF Relevant Persons and closely related persons: a) in the case of companies, organizations or associations, a fine ranging from euro 5,000 up to euro 10,000,000 or, if higher, up to 5% of the total annual turnover; b) in the case of a physical person, a fine ranging from euro 5,000 up to euro 2,000,000.

PART V

<u>IDENTIFICATION OF MANAGERS AS MAR RELEVANT PERSONS AND</u> <u>DISCLOSURE</u>

5.1 Managers of Prima Industrie S.p.A.

For the purposes of this procedure and consequent disclosure obligations, as MAR Relevant Persons, the managers of Prima Industrie S.p.A. having regular access to inside information, and who are authorized to take management decisions that may affect the evolution and future prospects of Prima Industrie S.p.A., are identified in those who meet all the following requirements:

- regular access to Inside Information;
- power to take strategic decisions of long-term managerial type i.e. that affect more than one year by their nature;
- power to independently take decisions without the prior authorization of an executive director.

5.2 List of MAR Relevant Persons and Closely Related Persons

The Company must draw up a list of all MAR Relevant Persons and all MAR Closely Related Persons on the basis of communications received from the Relevant Persons.

For this purpose, the MAR Relevant Person must:

- a) transmit without delay the list of MAR Closely Related Persons using the form in Annex B:
- b) promptly update the Company of any change within three working days from its occurrence.

5.3 Disclosure to managers

The Person in Charge, when a manager or an executive department of Prima Industrie S.p.A. has been identified as a MAR Relevant Person pursuant to this procedure, informs the same manager of their identification and of the related disclosure requirements by a communication of this procedure. The manager will have to agree to this procedure by sending the attached communication sub A. and must promptly inform its MAR Closely Related Person.

5.4 Disclosure to directors and statutory auditors

Directors and statutory auditors will have to agree to this procedure by transmitting the attached disclosure to the Person in Charge and must promptly inform their MAR Closely Related Persons.

Collegno, November 8th 2019

ANNEX A

Area reserved to the Relevant Person/

The undersigned

declares

- to be aware of being a Relevant Person EU Regulation no. 596/2014 of 16 April 2014, the Delegated Regulation (EU) 2016/522 of 17 December 2015 and the Implementing Regulation (EU) 2016/523 of 10 March 2016, and to the extent applicable, pursuant to the provisions of Legislative Decree no. 58 of 24 February 1998, as amended and referred to Consob Regulation no. 11971 of 14 May 1999 as amended;
- to have received, read and understood the above Internal Dealing Procedure and, in particular, the obligations arising from it;
- to be aware that as of today the procedure is applicable to ordinary shares of Prima Industrie S.p.A. listed in the Star segment of the Italian Stock Exchange;
- to have informed in writing to the Persons Closely Related to me about the obligations arising from the above mentioned legislation and the Internal Dealing Procedure, as per the attached documentation;

authorizes

pursuant to Legislative Decree. no. 196/2003, the processing of his personal data and his Closely Related Persons required pursuant to the Internal Dealing Procedure, also through third parties, for the purpose of complying with the legislation.

commits

to communicate the Internal Dealing Procedure transactions to the Person in Charge, under the terms and conditions provided, and also to indemnify Prima Industrie S.p.A. of any consequence that may arise from the non-compliance, by himself or his Closely Related Persons, with the obligations required by the Internal Dealing Procedure.

Date,

Signature

ANNEX B

<u>COMMUNICATION OF CLOSELY RELATED PERSONS</u> pursuant to art. 19 EU Reg. no. 596/2014.

In my capacity as Relevant Person related to the Internal Dealing procedure I indicate as Persons Closely Related to me:

Section A) - DECLARANT's	DECLARANT'S RELEVANT PERSON	
Surname:		
Name:		
Place and date of birth		
Tax code:		

Section B) - Closely related natural persons

Indicate:

- 1) the spouse
- 2) partner as a spouse
- 3) dependent children (though not cohabiting)
- 4) relatives and in-laws who have shared the same household for at least one year

Name and Surname	Place and date of birth	Residence	Tax code

Section C) - Legal persons, trusts or partnerships of closely related persons

This section must be completed with reference to legal persons, trusts or partnerships (hereinafter "Entity") in relation to which linking criteria stated below are implemented:

- Entities directly or indirectly controlled by the declarant and/or by the closely related natural persons referred to in section B);
- Entities such as the declarant or a closely related natural person referred to in section B) which have, alone or jointly, the management functions;
- Entities constituted for the benefit of the declarant and/or of a closely related natural person referred to in Section B);

- Entities in which the economic interests are substantially equivalent to those of a relevant person and/or of a closely related person according to section B);

Name	Address	Tax code	VAT number

* * *

Date	
Signature of the Declarant	

ANNEX C

ANNEX

Template for notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

1	Details of the person discharging managerial responsibilities/person closely associated		
a)	Name	[For natural persons: the first name and the last name(s).] [For legal persons: full name including legal form as provided for in the register where it is incorporated, if applicable.]	
2	Reason for the notification		
a)	Position/status	[For persons discharging managerial responsibilities: the position occupied within the issuer, emission allowances market participant/auction platform/auctioneer/auction monitor should be indicated, e.g. CEO, CFO.] [For persons closely associated, — An indication that the notification concerns a person closely associated with a person discharging managerial responsibilities; — Name and position of the relevant person discharging managerial responsibilities.]	
b)	Initial notification/ Amendment	[Indication that this is an initial notification or an amendment to prior notifications. In case of amendment, explain the error that this notification is amending.]	
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	[Full name of the entity.]	
b)	LEI	[Legal Entity Identifier code in accordance with ISO 17442 LEI code.]	
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument Identification code	 [— Indication as to the nature of the instrument: a share, a debt instrument, a derivative or a financial instrument linked to a share or a debt instrument; an emission allowance, an auction product based on an emission allowance or a derivative relating to an emission allowance. Instrument identification code as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.] 	
b)	Nature of the transaction	[Description of the transaction type using, where applicable, the type of transaction identified in Article 10 of the Commission Delegated Regulation (EU) 2016/522 (¹) adopted under Article 19(14) of Regulation (EU) No 596/2014 or a specific example set out in Article 19(7) of Regulation (EU) No 596/2014. Pursuant to Article 19(6)(e) of Regulation (EU) No 596/2014, it shall be indicated whether the transaction is linked to the exercise of a share option programme.]	

c)	Price(s) and volume(s)	Price(s)	Volume(s)		
) on the same financial instrument or emi and on the same place of transaction, price	me nature (purchases, sales, lendings, borrows, ission allowance are executed on the same day and volumes of these transactions shall be as presented above, inserting as many lines as		
		Using the data standards for price and quantity, including where applicable the price currency and the quantity currency, as defined under Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.]			
d)	Aggregated information	[The volumes of multiple transactions are aggregated when these transactions:			
	— Aggregated volume	— relate to the same financial instrument or emission allowance;			
	— Price	— are of the same nature;			
		— are executed on the same day; and			
		— are executed on the same place of transaction.			
		defined under Commission Delegated R No 600/2014 of the European Parliament	ing where applicable the quantity currency, as legulation supplementing Regulation (EU) and of the Council with regard to regulatory actions to competent authorities adopted under !.]		
		[Price information:			
		— In case of a single transaction, the price of	f the single transaction;		
		 In case the volumes of multiple transaction the aggregated transactions. 	ns are aggregated: the weighted average price of		
		under Commission Delegated Regulation supp the European Parliament and of the Council w	where applicable the price currency, as defined olementing Regulation (EU) No 600/2014 of vith regard to regulatory technical standards for t authorities adopted under Article 26 of		
e)	Date of the transaction	[Date of the particular day of execution of the	notified transaction.		
		Using the ISO 8601 date format: YYYY-MM	1-DD; UTC time.]		
f)	Place of the transaction	organised trading platform outside of the U defined under Commission Delegated R No 600/2014 of the European Parliament	ding venue, the systematic internaliser or the Jnion where the transaction was executed as degulation supplementing Regulation (EU) and of the Council with regard to regulatory actions to competent authorities adopted under 4, or		
		if the transaction was not executed on any of outside a trading venue'.]	f the above mentioned venues, please mention		

⁽¹⁾ Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards an exemption for certain third countries public bodies and central banks, the indicators of market manipulation, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during closed periods and types of notifiable managers' transactions (see page 1 of this Official Journal).