



PROCEDURE ON TRANSACTIONS WITH RELATED PARTIES

**In implementation of Consob resolution no. 17221 of 12/03/2010
and subsequent amendments.**

Approved by the Board on May 11, 2021

PREMISES

In implementation of the Consob Regulation containing provisions on Transactions with Related Parties (hereinafter, “Regulation”) approved by Consob Resolution no. 17221 of March 12nd, 2010 as amended by Consob Resolution no. 21624 of December 10th, 2020, Prima Industrie S.p.A. (hereafter, “Company”) implements with this document (hereafter, “Procedure”) the procedures aimed at ensuring the transparency and substantial and procedural correctness of operations with related parties carried out directly or through subsidiaries.

The Company also acknowledges that it is not subject to management and coordination by third parties and therefore that it is not subject to the application of Article 14, Paragraph I of the Consob Regulations.

PART I DEFINITIONS

“Related Parties” and “Related Party Transactions”: those parties and transactions defined as such by the international accounting principles adopted according to the procedure referred to in Article 6 of Regulation (EU) no. 1606/2002.

For information purposes only, the definitions taken from the extract referred to in the Appendix to the Regulations and the other definitions relevant to this Procedure are reported below.

1. Related Parties.

A Related Party is a person or entity that is related to the entity that is preparing its financial statements (“reporting entity”).

(a) A person or close member of that person’s family is related to a reporting entity if that person:

- (i) has control or joint control over the reporting entity;
- (ii) has significant influence over the reporting entity;
- (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:

- (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint venture of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment defined benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) [IAS 24, paragraph 9].

In the definition of related party, an associate includes the subsidiaries of the associate and a joint venture includes the subsidiaries of the joint venture. Therefore, for example, a subsidiary of an associate and the investor that has significant influence over the associate are related to each other [IAS 24, paragraph 12].

2. Transactions with Related Parties.

A Related Party Transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged [IAS 24, paragraph 9].

3. Transactions of greater importance.

For the purposes of the Procedure, transactions of greater importance are considered to be transactions with a Related Party in which at least one of the parameters indicated in Annex 3 of the Regulations is greater than 5%.

4. Transactions of a small amount.

Transactions whose value, calculated with the same criteria set out in Annex 3 of the Regulations, does not exceed:

- Euro 150.000 for transactions whose related counterpart is a physical person;
- Euro 250.000 for transactions whose related counterpart is a individual other than a physical person.

5. Transactions of lesser importance.

Transactions with Related Parties that are neither transactions of greater importance nor transactions of a small amount.

6. Control, Joint Control and Significant Influence.

The terms “control”, “joint control” and “significant influence” are defined in IFRS 10, IFRS 11 (Arrangements for joint control) and IAS 28 (Investments in associates and joint ventures) and are used with the meanings specified in such IFRS [IAS 24, paragraph 9].

7. Key Management Personnel.

Key management personnel are those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling activities of the company, including directors (whether executive or otherwise) of the company [IAS 24, paragraph 9].

8. Close Family Members.

Close relatives of an individual are those family members who may be expected to influence or be influenced by, that individual in their dealings with the company, and include:

- (a) the individual's children and spouse or domestic partner;
- (b) children of the individual's spouse or domestic partner;
- (c) dependants of the individual or the individual's domestic partner [IAS 24, paragraph 9].

9. Subsidiary Company.

A subsidiary is an entity, even without legal personality, as in the case of a partnership, controlled by another entity.

10. Associated company.

An associated company is an entity, even without legal personality, as in the case of a partnership, in which a shareholder exercises significant influence but not control or joint control.

11. Joint Venture.

A joint venture is an entity with which two or more parties undertake an economic activity subject to joint control.

12. Independent Directors.

Independent directors are the directors qualified as independent on the basis of the Corporate Governance Code adopted by Borsa Italiana S.p.A. (hereinafter "Code of Conduct" or "Code") which the Company adheres to in the terms indicated in the report on corporate governance and ownership structure published annually.

13. Unrelated Directors.

Directors other than the counterparty of a given transaction and the Related Parties of the counterparty.

14. Directors involved in the Transaction.

Directors who have an interest in the transaction, either on their own or on behalf of third parties, in conflict with that of the Company.

15. Unrelated Shareholders.

Unrelated Shareholders are the individuals who have the right to vote other than the counterparty of a given transaction and of the individuals who are related both to the counterparty of a given transaction and to the Company.

PART II
IDENTIFICATION OF RELATED PARTIES TRANSACTIONS

16. Identification of Related Parties and their updating.

1. For the purposes of identifying Related Parties, the Company prepares a special list to be sent at least annually to all those who have powers of attorney or in any case the power to assume obligations in the name of the Company or transfer Company resources for amounts exceeding the value of the small transactions.
2. The list is divided into the following sections: Section I - Related Parties not exempted and Section II - Related parties exempted pursuant to this Procedure.
3. The Company will request at least annually to each shareholder who is a Related Party and Key Management Personnel (including directors and statutory auditors) the indication of the Related Parties referable to them (see Appendix I).
4. In any case, the individual/-s referred to in paragraph 3 above shall notify the Company in writing of any changes in the Related Parties of the Company referring to them within 10 (ten) days of the change.

17. Identification of transactions with Related Parties.

1. The Managing Directors and those who have powers of attorney or in any case the power to assume obligations in the name of the Company or to transfer resources for amounts exceeding small transactions, check, before starting any negotiation or before choosing a person to whom to send a contractual proposal, if this falls within the related parties of the Company.
2. In the event of a positive response, the individual shall inform one of the Managing Directors and the Ddirector in Charge of Internal Control. If all the Managing Directors and the Director in Charge of Internal Control are Related Directors or are Directors involved in the Transaction, the communication must be made to the Chairman of the Related Parties Committee. In the event that this individual is also a Related Director or Director involved in the Transaction, the communication must be made to all members of the Board of Directors and the Board of Statutory Auditors.

3. The communication must contain sufficient information to make it possible to evaluate the type of operation to be carried out, including at least the following:
 - identification data of the counterparty and nature of the relationship;
 - reasons for the Transaction;
 - type and object of the Transaction;
 - estimated value of the Transaction;
 - expected timing.
4. The competent body pursuant to the provisions of paragraph 2 above of this Article assesses the countervalue of the Transaction with Related Parties and whether the Transaction falls within any of the exemptions provided for by this Procedure.
5. For the purposes of evaluating the value of the transaction with a related party, the competent body must comply with the following guidelines:
 - the countervalue of the duration contracts must be equal to the presumed fees for their entire duration in the case of fixed-term contracts and, in the case of permanent contracts, must be equal to the presumed fees for the duration of a financial year and, if the notice period for withdrawal is greater than one year, for the entire notice period;
 - a) transactions of low value or transactions of lesser significance which, in the course of the same financial year, have been artificially divided for elusive purposes and which are homogeneous with each other or carried out in execution of a single plan must be added together.
6. It is without prejudice to the obligation of all Related Parties to inform the Company of the existence of Transactions, being defined or even only planned, which would fall under the application of this Procedure.

18. Start of the Procedure.

1. The competent body:
 - a) if the transaction is of minor importance and does not benefit from any exemption, it will inform the Chairman of the Related Parties Committee, the Director in charge of Internal Control and the Manager responsible for preparing the accounting documents and initiate the

procedure regulated by Article 20 of the subsequent Part III of this Procedure;

if the Transaction is of greater importance and does not benefit from any exemption, inform the Chairman of the Related Parties Committee, the Director in charge of Internal Control and the Manager responsible for preparing the accounting documents, initiates the procedure regulated by Article 21 of the subsequent Part III of this Procedure and also initiates the corporate procedure for the preparation of the Information Document referred to in Article 23 below;

- b) if the Transaction benefits from one of the exemptions regulated by Part VI of this Procedure, it will apply the rules of the specific applicable exemption.

19. Transactions concluded through the Company's subsidiaries.

1. The Transactions with Related Parties of the Company concluded by subsidiaries of the Company are subject to the same rules as provided for in this Procedure where such transactions are carried out under the direction of the Company or are in any case examined or approved in advance by the Company.
2. For the purposes referred to in paragraph 1 above, the Managing Director or the Board, before deciding on the directive or approving the results of the preventive examination, activate the relevant procedure referred to in the Part III.

PART III
PROCEDURE FOR DECISION OF TRANSACTIONS WITH RELATED
PARTIES

20. Decision on Related Party Transactions not within the competence of the Shareholders' Meeting and of lesser importance.

1. The power to decide on Transactions with Related Parties of minor importance is attributed to the Board of Directors or the Managing Director, according to the extent of the powers assigned to him. In the event that the Managing Directors are related directors or directors involved in the Transaction, the decision is still attributed to the Board of Directors.
2. The body competent to make the decision must receive, well in advance, adequate and complete information in relation to the characteristic elements of the transactions, including:
 - identification data of the counterparty and nature of the relationship;
 - reasons for the Transaction;
 - type and object of the Transaction;
 - estimated value of the Transaction;
 - expected timing;
 - contents and terms of the contract;
 - any risks for the Company.
3. The examination and resolution of the Transaction must be supported by sufficient documentation to illustrate the reasons for the transactions, the relative convenience and the substantial correctness of the conditions under which the transactions are concluded. In particular, if the conditions of the Transaction are defined as equivalent to market or standard conditions, the documentation prepared must contain objective evidence.
4. The competent body decides on the Transactions subject to the non-binding reasoned opinion of the Related Parties Committee regulated by the following Article 22.
5. For the purpose of issuing the reasoned opinion, the Related Parties Committee will have the right to know all the relevant information on the Transaction and in any case at least those indicated above at least 15 days before the deadline for issuing the relevant opinion. It is the right of the Related Parties Committee, through its Chairman, to request further

information and details in order to better understand the terms and conditions of the Transaction.

6. For the purpose of issuing the non-binding reasoned opinion, the Related Parties Committee may be assisted, at the Company's expense, by one or more independent experts who do not even indirectly have an interest in the Transaction and are chosen by the Related Parties Committee. Independent experts may be called upon to express an opinion on the economic conditions and/or on the technical and legal aspects and/or on the legitimacy of the Transactions themselves. The expense that the Company will incur in relation to the use of independent experts must be parameterized to the value of the Transaction and in any case, with reference to transactions of lesser importance, must never exceed the greater of the following two amounts Euro 10,000 or 0.1% of the value of the Transaction, unless otherwise agreed upon by the Related Party Committee and the body competent to decide on the Related Party Transaction.
7. The independence assessment is carried out in advance on the basis of the criteria indicated in Annex 4, point 2.4 of the Consob Regulation.
8. The decision on the Transaction with Related Parties can be taken with justification despite the contrary opinion of the Related Parties Committee.
9. If the decision is taken by the Board of Directors, the minutes of the resolution regarding the Transaction contain adequate motivation of the Company's interest, the reasons, the convenience and substantial correctness of the Transaction itself for the Company and the Group to which the Company belongs. If the decision is taken by the Managing Director, these reasons are set out in the information given to the Board of Directors and the Board of Statutory Auditors.
10. If a director is a related director or a director involved in the Transaction and the decision on the Transaction is submitted to the Board of Directors, the Director concerned (also pursuant to Article 2391 of the Italian Civil Code) must give notice, even only orally as part of the meeting, to the Board of Directors and the Board of Statutory Auditors of the interest it has, on its own behalf or on behalf of third parties, in the Transaction, specifying the nature, terms, origin and extent of the interest. In the event that it is also a related party, he must provide clarifications on the nature of the correlation and in any case must abstain from the related resolution.

11. For the purposes of the resolution of the Board of Directors, the related directors and the directors involved in the Transaction are counted for the constitution quorum but not for the decision quorum.

21. Decision on Related Party Transactions not within the competence of the Shareholders' Meeting and of greater importance.

1. The Board of Directors identifies one or more directors competent to proceed with the negotiation and/or evaluation of Transactions with Related Parties of greater importance, unless this function falls within the duties of the Managing Director and in this case the negotiations will be carried out by the Managing Director.
2. The Managing Director or the Managing Directors in the negotiations assisted by the relevant corporate functions proceed with the conduct of the negotiations or the investigation by acquiring all the necessary documentation.
3. All the documentation acquired or received during the negotiations or the investigation and any related relevant information are promptly transmitted to the Related Parties Committee. The Related Parties Committee may request additional information to that received and may make observations and make suggestions to the persons in charge of conducting the negotiations or the investigation. The Related Parties Committee is in any case kept promptly informed and updated on the negotiations and assessments in progress regarding the conditions, timing and methods of execution of the Transaction and in particular the convenience and interest of the Company in carrying out the Transaction itself and on the related reasons. The Committee can delegate one of its members to attend the negotiations or phases thereof.
4. The competence for the approval of Transactions with Related Parties of greater importance lies with the Board of Directors. By the date of convocation of the meeting of the Board of Directors called to resolve on the Transaction, the director in charge of the negotiations or the preliminary investigation shall provide the Related Parties Committee with all the final documentation illustrating the Transaction, and in particular the conditions and the Company's interest in carrying it out.
5. The Board of Directors can only approve the Transaction if the Committee has issued a favorable opinion.

6. In the event of a contrary opinion of the Committee, the Board of Directors may in any case approve the Transaction provided that its completion is authorized (pursuant to Article 2364, paragraph 1, no. 5 of the Italian Civil Code) by the ordinary shareholders' meeting. shareholders, which resolves in accordance with the provisions of article 23 below.
7. In any case, paragraphs 6, 7, 9, 10 and 11 of the previous Article 20 apply to the approval of Transactions with Related Parties of greater importance.

22. Related Parties Committee.

1. The Committee for Transactions with Related Parties (hereinafter the "Related Parties Committee") is appointed by the Board of Directors and is composed of three Independent Directors (effective members) and, according to the ranking established by the Board of Directors, by one or more Independent Directors (substitute members); in the case of Transactions with Related Parties of minor significance, the Related Parties Committee may be composed of two Independent Directors and a Non-Executive Director.
2. The members of the Related Parties Committee remain in office until the expiry of the Board of Directors or until a different resolution by the same.
3. The operating rules of the Related Parties Committee are decided by the Committee itself, which designates a Chairman from among its members who are Independent Directors.
4. If, in relation to the specific Related Party Transaction, the Related Parties Committee does not include at least three Directors not related and not involved in the Transaction, the substitutes will take over from the Director or Directors related or involved (according to the ranking indicated by the Board of Directors) so that the Related Parties Committee is complete and composed of a majority of Independent Directors. If it is not possible to integrate the Related Parties Committee with unrelated Directors not involved in the Transaction, the opinion on the Transactions is issued unanimously by the Independent Directors if these are at least two in number. In the case of Transactions with Related Parties of minor significance, the Related Parties Committee may be supplemented by a non-executive Director.
5. If there are not at least two Independent Directors unrelated and not involved in the Transaction or if there is no unanimous opinion between the

two Independent Directors, the issue of the opinion will be left to one or more unrelated independent experts who have not, even indirectly, an interest in the Transaction. Independent experts not related to the Transaction are chosen by the Board of Directors after consulting the Independent Directors not related and not involved in the Transaction. The opinion of the sole Independent Director or of the Independent Directors not related and not involved in the Transaction, if unanimous, is binding on the Board of Directors in the choice of the expert or independent experts.

6. Minutes of the meetings of the Related Parties Committee are kept by the Secretary and the Chairman of the Related Parties Committee. The opinions of the Related Parties Committee are attached to the minutes.

23. Transactions within the competence of the Shareholders' Meeting.

1. If a Transaction with Related Parties falls within the competence of the Shareholders' Meeting or must be authorized by it, the procedures provided for in the previous Articles 20 and 21 of this Part III are applied in the preliminary phase and in the deliberative phase of the proposal of the Board of Directors to be submitted to the Shareholder's Meeting (depending on the minor or major nature of the Transaction).
2. In the event of a Transaction of greater importance within the competence of the Shareholders' Meeting pursuant to the law or the bylaws or within the competence of the Board of Directors in relation to which there is a contrary opinion from the Related Parties Committee or the Independent Directors or the independent expert and if the Board of Directors deems it to submit the proposed resolution to the Shareholders' Meeting, the Board of Directors must refrain from executing the Transaction if the resolution has been approved by the Shareholders' Meeting with the majorities required by law or by the statute, but the majority of the unrelated voting shareholders expressed a vote against the Transaction and the unrelated shareholders who attended the Shareholders' Meeting are at least equal to ten percent of the capital with voting rights.
3. In order to comply with the provisions of paragraph 2, the Board of Directors will indicate in the proposed resolution to the Shareholders' Meeting that the effectiveness of the Shareholders' resolution is conditional on the circumstance that, if the unrelated shareholders present at the Shareholders' Meeting are at least equal to ten per cent of the share capital

with voting rights, the majority of these unrelated shareholders did not vote against.

PART IV
PROCEDURES RELATING TO TRANSPARENCY

24. Information flows within the Company.

1. The managing directors provide the Board of Directors, the Related Parties Committee and the Board of Statutory Auditors, at least quarterly, complete and detailed information on the transactions with related parties (which do not fall within the scope of the exemption) concluded in the reference quarter and on their main characteristics and conditions and their execution, with particular attention to transactions of greater importance.
2. In the event of exemption of transactions of greater significance with related parties justified by the conclusion at conditions equivalent to market or standard conditions, the Company shall, within 7 days, together with the communication to Consob, communicate the transaction with all relevant information (including counterparty, object, consideration and the reason for which the transaction was deemed to be ordinary and concluded at conditions equivalent to market or standard conditions, providing all the necessary objective elements of confirmation). Within the following 15 days of receipt of the aforementioned communication, the Related Parties Committee meets to start verifying that the exemption has been correctly applied.
3. At least once a year by January 31st, are communicated all transactions with related parties of greater importance that have benefited from the exemptions pursuant to art. 13 and 14 of the Regulations to which the Company has decided to appeal (and exactly the exemptions regulated by the following articles 28, 29, 30, 31 and 32 of this Procedure). The Related Parties Committee meets in the following 15 days in order to examine the communication and evaluate whether to carry out further investigations and checks.
4. The information on transactions concluded with related parties referred to in paragraphs 1, 2 and 3 above is also sent to the Manager in charge of preparing the accounting documents and to the Director in charge of Internal Control.

25. Transparency to shareholders and the market.

1. The Managing Directors prepare the document required by Article 7, paragraph 1, letter g) of the Consob Regulations, containing the indication of the counterparty, the object and the consideration of the transactions of minor importance approved in the reference quarter in the presence of a negative opinion expressed by the Related Parties Committee as well as the reasons for which it was decided not to share this opinion. The document, together with the negative opinion of the Committee, must be made available to the public in accordance with current legislation within 15 days of the end of the reference quarter.
2. In the case of transactions of greater importance, the managing directors, assisted by the competent corporate functions, prepare the information document pursuant to Article 5 of the Consob Regulation.
3. An information document is prepared pursuant to Article 5 of the Consob Regulation even if two or more transactions of lesser importance that are homogeneous or carried out in execution of a single and non-exempt plan cumulatively exceed the threshold of transactions of greater importance pursuant to Section VI, concluded by the Company or by subsidiaries Italian or foreign, pursuant to Article 2359 of the Italian Civile Code, with the same related party or with subjects related to both the latter and the Company.
4. The information document must be made available to the public within the terms and in the manner provided for by the aforementioned Article 5 of the Consob Regulation.
5. The information document is accompanied by the opinions issued by Independent Experts chosen by the Related Parties Committee and/or the Board of Directors, without prejudice to the right to publish only the elements indicated in Annex 4 of the Regulations.

26. Interim management report and annual management report.

1. Adequate information must be provided in the interim management report and in the annual management report:
 - a) on the individual transactions of greater importance concluded in the reference period;
 - b) on any other individual transactions with related parties concluded in the reference period, which have significantly influenced the financial position or the results of the Company;

- c) on any modification or development of related party transactions described in the latest annual report that have had a significant effect on the financial position or results of the Company in the reference period.

PART V
FRAMEWORK RESOLUTION

27. Framework resolution.

1. The Board of Directors may adopt framework resolutions relating to series of homogeneous transactions with certain categories of related parties with reference to the following categories of transactions: loans, insurance, acquisition of goods and services and sale of products and provision of services.
2. The procedures provided for in Part III of this Procedure (depending on their nature of lesser or major transactions) apply to the framework resolutions as identified above, it being understood that the competence to approve them rests exclusively with the Board of Directors and that such resolutions cannot be effective for more than one year and must contain adequate reasons for the conditions envisaged. The aforementioned procedures do not apply to subsequent transactions concluded in implementation of the framework resolutions.
3. In the event of approval of a framework resolution the Company publishes an information document pursuant to Article 5 of the Consob Regulation where the foreseeable maximum amount of the transactions covered by the framework resolution leads to the exceeding of the thresholds that result in the classification of all the transactions as a transaction of greater importance. Transactions concluded in implementation of a framework resolution subject to a published information document are not counted for the purposes of the cumulation provided for in Article 5, Paragraph II of the Consob Regulations.
4. Stay still all the information obligations provided for by Article 5 of the Consob Regulation and Part IV of this Procedure with reference to the individual transactions carried out in implementation of a framework resolution.

PART VI EXEMPTIONS

28. Exemptions regarding the remuneration of directors and executives with strategic responsibilities.

1. Without prejudice, where applicable, to the disclosure obligations pursuant to Article 5, Paragraph 8 of the Consob Regulation and the related implementing provisions of these obligations referred to in Part IV of this Procedure, the other provisions of the Regulation and of this Procedure do not apply to resolutions regarding the remuneration of directors and directors vested with particular offices and managers with strategic responsibilities, where such remuneration is identified in accordance with the Remuneration Policy adopted by the Company with the opinion of the Remuneration Committee and approved by the Shareholders' Meeting and is quantified on the basis of criteria that do not involve discretionary assessments.

29. Exemption for compensation plans on financial instruments to corporate officers, employees or collaborators pursuant to Article 114 bis T.U.F.

1. Without prejudice, where applicable, to the disclosure obligations pursuant to Article 5, Paragraph 8 of the Consob Regulation and the related implementing provisions of these obligations referred to in Part IV of this Procedure, the other provisions of the Regulation and of this Procedure do not apply to compensation plans based on financial instruments in favor of members of Board of Directors, employees or collaborators not linked to the company by subordinate employment relationships, or members of the Board of Directors, employees or collaborators of other parent or subsidiary companies approved by the shareholders' meeting pursuant to Article 114-bis of the T.U.F. and related executive operations.

30. Exemption for ordinary transactions that are concluded at conditions equivalent to market or standard conditions.

1. The provisions of the Consob Regulation and of this Procedure do not apply to ordinary transactions that are concluded at conditions equivalent to market or standard conditions.

2. Ordinary operations for the purposes of paragraph 1 above are considered operations that fall within the ordinary exercise of operational activity and related financial activity and therefore fall within this scope:
 - a) all operations falling within the operational activities of the Company and the Group (as defined by the accounting standard referred to IAS 7) that are connected to the production and sale of products and services offered to its customers;
 - b) all financing operations of working capital and in any case of the operating activity of the Company or the Group.
3. The following are considered transactions at market equivalent or standard conditions:
 - a) those at conditions similar to those usually applied to unrelated parties for transactions of a corresponding nature, size and risk,
and
 - b) those based on regulated tariffs or imposed prices,
and
 - c) those applied to subjects with whom the issuer is obliged by law to contract for a specific consideration.
4. In the event that the competent body, the Chief Executive Officer or the Board of Directors, believe that a transaction benefits from the exemption referred to in this Article, they shall notify the Board of Statutory Auditors and the Related Parties Committee.
5. In the event that the transactions benefiting from the exemption referred to in this Article 30 are transactions of greater importance, the Company will:
 - a) notify to Consob and to Related Parties Committee (for the verifications within its competence), within 7 days from the approval of the transaction by the Managing Directors or, if not falling within the limits of the powers assigned to them, by the Board of Directors, counterparty, the object and the consideration of the transaction and the reason for which it was considered that the transaction was ordinary and concluded at conditions equivalent to market or standard conditions providing all the necessary objective elements of confirmation;
 - b) indicate in the interim management report and in the annual management report, which of the transactions subject to disclosure were concluded using the exemption referred to in this Article.

31. Exemption for urgent transactions.

1. Without prejudice to the provisions of Article 5 of the Consob Regulation and without prejudice to the competence of the Board of Directors for transactions of greater importance, where applicable, in cases where the transaction is not the responsibility of the Shareholders' Meeting and does not need to be authorized by it pursuant to of this Procedure, transactions with related parties may be concluded by way of derogation from the procedures provided for in Part III if the body competent for the decision considers that objective reasons of urgency exist in the interest of the Company.
2. In the event that it is decided that a Transaction must be undertaken in the manner referred to in Paragraph 1 above, the following will apply:
 - a) if the Transaction to be carried out falls within the competence of a managing director or executive committee, the chairman of the board of directors must be informed of the reasons for urgency before the transaction is completed;
 - b) the Transaction must subsequently be subject, without prejudice to their effectiveness, to a non-binding resolution of the first useful ordinary meeting;
 - c) the Board of Directors that convenes the shareholders' meeting must prepare a report containing an adequate justification of the reasons for the urgency;
 - d) the Board of Statutory Auditors must report to the shareholders' meeting its assessments regarding the existence of the reasons for urgency;
 - e) the report referred to letter c) and the assessments referred to letter d) must be made available to the public at least twenty-one days before the date set for the shareholders' meeting at the registered office and in the manner indicated in Part III, Title II, Chapter I of the Issuers' Regulation, also as part of any information document drawn up pursuant to Article 5, Paragraph 1 of the Consob Regulation;
 - f) within the day following that of the shareholders' meeting, the Company must make available to the public, in the manner indicated in Part III, Title II, Chapter I of the Issuer Regulation, information on the results of the vote with particular regard to the number of votes overall expressed by unrelated shareholders.

3. Without prejudice to the provisions of Article 5 of the Consob Regulation, if the Board of Directors deems that a Transaction within the competence of the Shareholders' Meeting or that must be authorized by the Shareholders' Meeting in accordance with the law or the articles of association must be undertaken urgently for reasons related to crisis situations company, may not apply the procedures set out in Part III of this Procedure.
4. In the case regulated in paragraph 3 above, the following must be applied:
 - a) the Board of Directors that convenes the meeting must prepare a report containing an adequate justification of the reasons for the urgency;
 - b) the Board of Statutory Auditors must report to the shareholders' meeting its assessments regarding the existence of the reasons for urgency;
 - c) the report referred to in letter a) and the assessments of the Board of Statutory Auditors referred to in letter b) must be made available to the public at least twenty-one days before the date set for the shareholders' meeting at the registered office and with the other methods envisaged by current legislation also as part of any information document drawn up pursuant to Article 5, Paragraph 1 of the Consob Regulation.
5. If the assessments of the Board of Statutory Auditors regarding the existence of the reasons for urgency are negative, the shareholders' meeting resolves in the manner provided for in the previous Paragraphs 2 and 3 of Article 23. The directors duty to implement the favorable resolution of the shareholders' meeting, even if taken in a manner that does not comply with the previous Paragraphs 2 and 3 of Article 23, when the non-execution could cause prejudice to the Company.
6. If the assessments of the Board of Statutory Auditors regarding the existence of the reasons for urgency are positive, by the day following that of the shareholders' meeting, the Company must make the information on the results of the vote with particular regard to the overall number of votes cast by unrelated shareholders.
7. The provisions of Paragraphs 1 to 6 of this Article shall be applicable under conditions that the Company's Statute expressly provides for the possibility:
 - a) to decide on Related Party Transactions as an exception to the procedures approved in implementation of the Regulation in cases of urgency;
 - b) to submit to the shareholders' meeting resolutions within its competence or subject to its authorization in derogation of the procedures

approved in implementation of the Regulation in cases of urgency related to corporate crisis situations.

32. Exemption for relations with subsidiaries and associates.

1. Without prejudice, where applicable, to the disclosure obligations referred to in Article 5, paragraph 8 of the Consob Regulation and the related implementing provisions referred to in this Procedure, the provisions of the Consob Regulation and this Procedure do not apply to the transactions concluded:
 - a) by the Company with subsidiaries, even jointly;
 - b) between subsidiaries, even jointly;
 - c) with associated companies of the Company, also through subsidiaries and jointly controlled companies.
2. The exemption referred to in Paragraph 1 above does not apply if there are significant interests of related parties of the Company in the subsidiaries or associates.
3. For the purposes of this Article, significant interests are considered:
 - a) investments in the subsidiary or associated company of related parties of the Company, other than other subsidiaries or associates, for a shareholding in excess of 20% or which in any case allow the exercise of significant influence or in any case where a related party has significant influence on the associated company;
 - b) remuneration of Key Management Personnel of the Company linked to the performance of the subsidiary or associated company which may result in an additional annual remuneration exceeding Euro 150.000;
 - c) other situations that are considered significant by the competent body for the decision.
4. For the purposes of this Article, the following are not significant interests, unless otherwise assessed on the basis of the circumstances of the case:
 - a) equity investments in the subsidiary or associated company of related parties of the Company, other than other subsidiaries or associates, for a shareholding of less than 20% and which do not however allow the exercise of significant influence;
 - b) remuneration of Key Management Personnel of the Company linked to the performance of the subsidiary or associated company who cannot determine an additional annual remuneration exceeding Euro 150,000;

c) the sharing of one or more directors or Key Management Personnel between the Company and its subsidiaries or associates.

33. Exclusions provided for by the Consob Regulation.

The provisions of this Procedure do not apply:

- a) the Transactions provided for in Article 13, Paragraph 1 of the Consob Regulation (shareholders' meeting resolutions relating to the remuneration of Directors and Statutory Auditors and board resolutions relating to the remuneration of directors vested with particular offices that fall within the overall amount determined by the Shareholders' Meeting);
- b) to the Transactions provided for in Article 13, Paragraph 1-bis of the Consob Regulation (Transactions approved by the Company and addressed to all shareholders on equal terms);
- c) the Transactions provided for in Article 13, Paragraph 2 of the Consob Regulation (Transactions of small amounts);
- d) without prejudice to the provisions of Article 5 of the Consob Regulation, to the Transactions provided for by Article 13, paragraph 5 of the Consob Regulation (Transactions to be carried out on the basis of instructions for the purpose of stability of the Supervisory Authority).

**APPENDIX I
APPLICATION FORM**

Information request form for Key Management Personnel.

**RELATED PARTIES IDENTIFICATION STATEMENT OF
PRIMA INDUSTRIE S.P.A.**

Section A) – Declarant (Key Management Personnel¹).

Family Name:

Name:

Title:

Place and Date of Birth:

Permanent Address:

Fiscal Code:

Section B) – Close relatives of the Key Management Personnel indicated in Section A).

Family members who may influence or be influenced by the Declarant in their dealings with Prima Industrie S.p.A. or with the other companies of the Group.

In any case, indicate the spouse, cohabitant, children, children of the spouse or of the cohabitant, dependent persons, dependent persons of the spouse or cohabitant, and in any case any other individual/-s who is believed to influence his/her relationship with the Group.

No.	Relationship with Declarant (*)	Family Name & Name	Place & Date of Birth	Address	Fiscal Code/ VAT Code
1					
2					
3					
4					
5					
6					
7					
8					
9					

¹ They include the Key Management Personnel of the Company and of the parent company (if applicable).

(*) Relationship means:

- spouse;
- cohabitant;
- son/daughter;
- dependent person;
- other individual/-s.

Section C) – Legal Entities relating to the Individuals/Entities referred to in Sections A) and B).

Indicate the legal entities in which the Declarant or the individuals/entities in Section B exercise control or joint control.

Relating Party	Company name	Registered Office	Fiscal Code/ VAT Code	Shareholding held	Other

Section D) – Relations with companies of Prima Industrie Group.

Indicate any shareholding relationships and/or remuneration and/or other financial relationships of the Declarant or of the individuals/entities indicated in Sections B and C in relation to the subsidiaries and associate companies of Prima Industrie S.p.A.

Date and Place: _____

Signature of Declarant: _____

**STATEMENT FOR THE IDENTIFICATION OF RELATED PARTIES TO
PRIMA INDUSTRIE S.p.A.**

Section A) – Declarant with significant influence over Prima Industrie S.p.A.

Family Name:

Name:

Title:

Place and Date of Birth:

Permanent Address:

Fiscal Code:

or

Company name:

Registered Office:

Business Register Number:

Fiscal Code/VAT Code:

Section B.1) – Controlling and controlled legal entities of the individual/-s referred to in Section A or over which the individual/-s referred to in Section A has significant influence or of which the individual/-s referred to in Section A is a Key Management Personnel.

Indicate the legal entities in which the Declarant (if he exercises control or joint control over the Company):

- (i) exercises, directly or indirectly, also through shareholders' agreements or other contractual relationships and/or statutory clauses, control or joint control;
- (ii) exercises, directly or indirectly, also through shareholders' agreements or other contractual relationships and/or statutory clauses, significant influence;
- (iii) is a Key Management Personnel.

Indicate the legal entities in which the Declarant (if he exercises a significant influence on the Company):

- (i) exercises, directly or indirectly, also through shareholders' agreements or other contractual relationships and/or statutory clauses, control or joint control.

Also indicate the legal entities that directly or indirectly exercise control over the Declarant, including through shareholders' agreements or other contractual relationships and/or statutory clauses.

Nature of Relationship (parent or subsidiary)	Company name	Registered Office	Fiscal Code/ VAT Code	Shareholding held	Other

Section B2) – Applicable (together with section B1) if the Declarant sub A is a Individual.

Indicate family members who may influence the Declarant or be influenced by the Declarant in their relations with Prima Industrie S.p.A. or with the other companies of the Group.

In any case, indicate the spouse, cohabitant, children, children of the spouse or of the cohabitant, dependent persons, dependent persons of the spouse or cohabitant, and in any case any other individual/-s who is believed to influence his/her relationship with the Group.

No.	Relationship (*)	Family Name & Name	Place & Date of Birth	Address	Fiscal Code/ VAT Code
1					
2					
3					
4					
5					
6					
7					
8					
9					

(*) Relationship means:

- spouse;
- cohabitant;
- son/daughter;
- dependent person;
- other individual/-s.

Section B3) – Legal Entities relating to the Individual referred to in Section B2).

Indicate the legal entities in which the individual/-s indicated in Section B2 (if referring to a Declarant exercising control or joint control over the Company):

- exercises, directly or indirectly, also through shareholders’ agreements or other contractual relationships and/or statutory clauses, control or joint control;
- exercises, directly or indirectly, also through shareholders’ agreements or other contractual relationships and/or statutory clauses, significant influence;
- is a Key Management Personnel.

Indicate the legal entities in which the individual/-s indicated in Section B2 (if referring to a Declarant exercising significant influence over the Company):

- exercise, directly or indirectly, also through shareholders’ agreements or other contractual relationships and/or statutory clauses, control or joint control.

Related Individual	Company Name	Registered Office	Fiscal Code/ VAT Code	Shareholding held	Other

Section D) – Relations with companies of Prima Industrie Group.

Indicate any shareholding relationships and/or remuneration and/or other financial relationships of the Declarant or of the individuals/entities indicated in Sections B and C in relation to the subsidiaries and associate companies of Prima Industrie S.p.A.

Date and Place: _____

Signature of Declarant: _____