

PRIMA INDUSTRIE S.p.A.

Registered Office: Via Antonelli n. 32 – Collegno (Torino)
Share Capital: € 26,208,185 fully paid-up
Company Register and VAT no. 03736080015

ORDINARY SHAREHOLDERS' MEETING

Shareholders are kindly invited to participate to the Ordinary Shareholders' Meeting to be held c/o Blu Hotel, Via Torino 154/156, Collegno (Torino) on April 15, 2014, at 9.30 am (1st call) and, if necessary, on April 16, 2014 (2nd call) at 11.00 am, same place, to resolve on the following

AGENDA

1. 2013 Annual Report and relevant documents: consequent resolutions. Examination of 2013 Group Consolidated Annual Report;
2. Report on the Remuneration ex article 123-ter of T.U.F.
3. Appointment of the Board of Directors and of its Chairman and previous resolution on the number of its members; the same; determination of relevant emoluments for Board Directors. Relevant and consequent resolutions;

It is expected, as from now, in consideration of the company shareholding structure, that the Shareholders Meeting may meet and resolve on April 16, 2014.

Qualification for attendance

Qualification to attend the Shareholders' meeting is granted to those who will own voting rights at the end of the date of April 4, 2014 and for whom the Company has received relevant communication issued by the authorized intermediaries, according to their accounting records.

Those who will result as Shareholders after the date of April 4, 2014 will not have the right of attending and voting during the meeting.

Any shareholder qualified for the attendance may be represented in the meeting according to law with faculty of using for this purpose the proxy form available on the Company website (www.primaindustrie.com, *Investors* section, *Information to Shareholders*). Terms and conditions for granting the proxy are shown on the company website www.primaindustrie.com.

According to article 12 of company by-laws, no representative ex article 135-undecies of Law Decree no. 58/1998 is assigned for this Shareholders' meeting.

Appointment of the Board of Directors

It is hereby recalled that the lists for the appointment of the Board of Directors may be deposited at the Company headquarters (also through a facsimile to number 0114117334 or through an email to primaindustrie@pecsoci.ui.torino.it) by the 25TH day before the date of the Shareholders' meeting, first call, and therefore by March 21, 2014, by Shareholders having documented, through dedicated communications issued by the respective intermediaries which shall have to reach the Company, if not available in the day in which the lists are deposited, by March 25, 2014 to the certified electronics address primaindustrie@pecserviziottoli.it – stating their ownership, alone or with other, of almost 4.5% of the share capital with voting rights at the date of presentation of the list itself.

For a valid presentation, lists shall have to show the information and the documentation relevant to article 144 – octies, para. 1, letter b) of Consob regulation no. 11971/1999 and following amendments and Shareholders shall have to comply with the provisions contained into article 16 of Company By-Laws. The lists or the single candidacies for which the above provisions are not complied will not be considered valid.

The lists deposited will be disclosed to the public at the Company Registered Office and on the Company website www.primaindustrie.com twenty-one days before the date of Shareholders' Meeting.

Other Shareholder's rights

Shareholders, according to article 127-ter of Law Decree no. 58/98, may ask questions about the items in the agenda also before the Shareholders meeting with terms and conditions disclosed on the company web-site www.primaindustrie.com.

Questions received by April 12, 2014, after verifying their relevance and the legitimacy of the applicant, will be answered at the latest during the Shareholders' Meeting.

The Shareholders who, even jointly, represent at least 1/40th of the share capital, may require, within 10 days from the publication of this call, and therefore by March 16, 2014, the integration of the items in agenda or present further proposals on the items already in agenda.

Terms and conditions for the exercise of such right are reported on company web-site www.primaindustrie.com.

Documentation

The documentation relevant to the items in agenda and the annual corporate governance report will be made available c/o the Company Registered Office and on the company web-site www.primaindustrie.com, within the terms stated by current rulings, with the faculty for those holding the right to obtain copy.

The Chairman of the Board of Directors
Gianfranco Carbonato