



## **PRIMA INDUSTRIE S.p.A.**

Registered Office: Via Antonelli 32 – Collegno (TO)

Share Capital: Euro 26.208.185 fully paid-up

Company Register and VAT no 03736080015

### **ORDINARY SHAREHOLDERS' MEETING**

The shareholders' meeting is convened in ordinary session at Studio Notarile Associato Nardello Stefani Marcoz, Corso Duca degli Abruzzi n.18, Torino on April 20<sup>th</sup>, 2016, at 9.30 am (1<sup>st</sup> call) and, if necessary, on April 21<sup>st</sup>, 2016 (2<sup>nd</sup> call) at 11.00 am, c/o the Company new offices in Strada Torino-Pianezza n. 36, Collegno (TO), to resolve the following

#### **Agenda**

1. 2015 Annual Report and relevant documents: consequent resolutions. Examination of 2015 Group Consolidated Annual Report;
2. Report on the Remuneration ex Article 123-ter of T.U.F.;
3. Appointment of the Statutory Auditors Board and of its Chairman and determination of relevant fees for the whole mandate 2016-2017-2018;
4. Authorisation to purchase and dispose of treasury stock pursuant to articles. 2357 and 2357-ter of the Civil Code, art. 132 T.U.F. and art. 144-bis of the Consob Regulations and subsequent additions and modifications; related 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 21, 2016.

#### **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 11<sup>th</sup>, 2016 (record date) 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 11<sup>th</sup>, 2016 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](http://www.primaindustrie.com).

The notification of the proxy may be made by certified mail, at [primaindustrie@pecsocio.ui.torino.it](mailto:primaindustrie@pecsocio.ui.torino.it), following the instructions on the form.

If, for technical reasons, the proxy form will not be made available in electronic form, the same will be sent upon simple request to be made by phone to no. 011.0923200.

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

#### **APPOINTMENT OF THE STATUTORY AUDITORS' COMMITTEE**

It is hereby reminded that the lists for the appointment of the Statutory Auditors' Committee may be deposited at the Company registered office (even through fax to no. +39-011-4117334 or by email to [primaindustrie@pecsocio.ui.torino.it](mailto:primaindustrie@pecsocio.ui.torino.it) ) within the 25<sup>th</sup> day before the date of the Shareholders' Meeting, first call, i.e. by March 26<sup>th</sup>, 2016, by those Shareholders who can prove - through suitable communication

issued by intermediaries effective up to March 26<sup>th</sup>, 2016, which must reach the Company, if not available on the day in which the lists are filed, by March 30<sup>th</sup>, 2016 to the email address [primaindustrie@pecserviziotitoli.it](mailto:primaindustrie@pecserviziotitoli.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 March 26<sup>th</sup>, 2016 only one list is deposited, or only lists presented by shareholders who appear 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 March 29<sup>th</sup>, 2016 and the above mentioned share limit necessary for the presentation of 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.primaindustrie.com](http://www.primaindustrie.com), on the authorized storage site 1Info ([www.1info.it](http://www.1info.it)), at least 21 days before the Shareholders' meeting date.

#### **RIGHT TO ASK QUESTIONS BEFORE ASSEMBLY**

Shareholders, according to article 127-ter of TUF, may ask questions about the items in agenda also before the Shareholders' meeting by sending a registered letter with acknowledgement of receipt addressed to Prima Industrie S.p.A., Via Antonelli 32, 10093 Collegno (TO), or by fax n. 011 4117334.

The application must include the personal data of the Shareholder applicant (name and surname or company name in the case of company,

place and date of birth and tax code number).

The Shareholders proving ownership of the shares at the date of 11 April 2016 (record date) have the right to be answered. For this purpose a communication with effect up to this date must be produced, even after the question filing, by the depositary attesting the ownership of the shares by the applicant himself. This communication must be addressed to [primaindustria@pecserviziottitoli.it](mailto:primaindustria@pecserviziottitoli.it).

If the Shareholder has requested to his depositary intermediary qualification for attendance, 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 17<sup>th</sup>, 2016, after verifying their relevance and the qualification of the applicant, will be answered at the latest during the Shareholders' Meeting.

#### **INTEGRATION OF THE AGENDA**

Shareholders, according to article 126-bis of TUF, representing, even jointly, one fortieth of the share capital may request, by March 20<sup>th</sup>, 2016 (10 days after the publication of the Shareholders' Meeting call), the integration of the items to be discussed or submit additional proposals on matters already on the agenda. The integration is not allowed for matters on which the Meeting resolves on the basis of a proposal by Directors or on the basis of a project or a report prepared by them, other than those referred to in article 125-ter, paragraph 1 of TUF.

Requests must be submitted in writing by registered letter with acknowledgement of receipt addressed to Prima Industrie SpA, Via Antonelli 32, 10093 Collegno (TO), provided they are received by the

Company within the above terms and are accompanied by a report on the items proposed for discussion or on additional proposals.

The certificate of ownership of the shares by the applicants as well as the shareholding threshold required to request integrations to the agenda must result from specific communication produced by the depositary intermediary and must be effective on the date of the request, addressed to [primaindustrie@pecserviziotitoli.it](mailto:primaindustrie@pecserviziotitoli.it). In this case, the integrated list of items to be discussed during the meeting will be published by April 5<sup>th</sup>, 2016, through same modality of the Meeting call.

#### **DOCUMENTATION AND OTHER INFORMATIONS**

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](http://www.primaindustrie.com), as well as the authorized storage site lInfo ([www.linfo.it](http://www.linfo.it)) within the terms stated by current rulings, with the faculty for those holding the right to obtain copy.

The share capital amounts to euro 26,208,185.00 and it is divided into 10,483,274 ordinary shares of which the nominal value amounts to euro 2.50 each, all with voting rights.

Collegno, March 10<sup>th</sup> 2016