



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 and EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders' meeting is convened in ordinary and extraordinary session at Studio Notarile Associato Nardello Stefani Maroz, Corso Duca degli Abruzzi n.18, Torino on April 19th, 2018, at 11.30 am (1st call), on April 20th, 2018 (2nd call) at 10.00 am and in extraordinary session on April 23rd (3rd call) c/o the Company HQTC in Via Torino-Pianezza n. 36, Collegno (TO), to resolve on the following

Agenda

Ordinary session

1. 2017 Annual Report and relevant documents of Finn-Power Italia Srl merged by incorporation in Prima Industrie SpA: consequent resolutions.
2. 2017 Annual Report and relevant documents: consequent resolutions. Examination of 2017 Group Consolidated Annual Report and Sustainability Report. Destination of net income and dividend distribution.
3. Report on the Remuneration ex Article 123-ter of TUF.
4. Resolutions concerning the authorization to purchase and dispose of treasury stock pursuant to articles 2357 and 2357 ter of the Civil Code, subject to the revocation of the shareholders' resolution of April 11th 2017;
5. Approval of a Share-Based Incentive Plan for Directors and Senior Managers ex Article 114 bis of TUF.

Extraordinary session

1. Proposal to assign to the Board of Directors the right of increasing the share capital, pursuant to art. 2443 of the Civil Code, in a splitting way and also in several tranches, with the exclusion of the option right limited to 10% for a period of 5 years from the date of the resolution, pursuant to art. 2441 paragraph 4 second sentence of the Italian Civil Code.
2. Amendment of Article 8 of the Company By-laws.
3. Proposal to assign to the Board of Directors, pursuant to art. 2443 of the Civil Code and for a period of 5 years from the date of the resolution, the right of increasing the share capital, in a free and splitting way, and also in several tranches, pursuant to art. 2349 of the Civil Code for the purpose of the share-based incentive plan ex Article 114 bis of TUF.

It is expected, as from now, in consideration of the company shareholding structure, that the Shareholders' Meeting will likely meet and resolve on April 20th, 2018.

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 10th, 2018 (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 10th, 2018 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 through a proxy

whose form is available on the Company website www.primaindustrie.com.

The proxy may be sent through certified mail, at primaindustrie@pecsocio.ui.torino.it according to the instructions included onto the form.

If for whatever reason the proxy form cannot be found through the company web-site, the same may be sent upon simple request to be made by phone to no. +39-011-41031.

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

RIGHT TO ASK QUESTIONS BEFORE SHAREHOLDERS' MEETING

Shareholders, according to article 127-ter of TUF, may ask questions about the items in agenda also before the Shareholders' meeting by sending a return registered letter addressed to Prima Industrie S.p.A., Via Antonelli 32, 10093 Collegno (TO), or to fax nr. +39-011-4117334.

The questions must include the personal data of the applicant Shareholder (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 their shares at the date of April 10th, 2018 (record date) have the right to receive an answer. For this purpose, a communication with effect up to this date must be produced, even after the questions' filing, by intermediaries attesting the ownership of the shares by the applicant himself. If the Shareholder has already requested to his intermediary the ownership communication for attending the meeting, 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 16th, 2018, upon verification of their relevance to the meeting agenda 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 29th, 2018 (10 days after the publication of the Shareholders' Meeting call on the company web-site, Italian session), the integration of the items to be discussed or submit additional proposals on matters already in agenda. The integration is not allowed for matters on which the Meeting resolves on the basis of a proposal submitted by Directors or on the basis of a project or a report prepared by same, other than those prepared in accordance with article 125-ter, paragraph 1 of TUF.

Requests must be submitted in writing by return registered letter 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 a specific communication produced by the intermediary and must be effective on the date of the request, addressed to primaindustria@pecserviziottoli.it.

In this case, the integrated list of items to be discussed during the meeting will be published by April 4th, 2018, through same modality of the Meeting call.

DOCUMENTATION AND OTHER INFORMATION

The documentation relevant to the items in agenda, the Annual

Corporate Governance Report and the Sustainability Report will be made available c/o the Company Registered Office and on the company web-site www.primaindustrie.com, as well as the authorized storage site 1Info (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 splitted into 10,483,274 ordinary shares with face value euro 2.50 each, all holding with voting rights.

Collegno, March 19th 2018