



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

SHAREHOLDERS' MEETING

The shareholders' meeting is convened under ordinary session at Studio Notarile Associato Nardello Stefani Marozz, Corso Duca degli Abruzzi n.18, Torino on April 15, 2019, at 9.30 am (1st call) and, if necessary, on April 16, 2019 (2nd call) at 11.00 am, c/o the Company Headquarters in Strada Torino-Pianezza n. 36, Collegno (TO), to resolve the following

Agenda

1. 2018 Annual Report and relevant documents: consequent resolutions. Examination of 2018 Group Consolidated Annual Report and Sustainability Report. Destination of net income and dividend distribution;
2. Report on the Remuneration ex Article 123-ter of T.U.F.;
3. Appointment of the Statutory Auditors Board and of its President and determination of relevant remuneration for the whole mandate 2019-2020-2021;
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 20, 2018.

It is expected, as from now, in consideration of the company shareholding structure, that the Shareholders' Meeting may meet and resolve on April 16, 2019.

QUALIFICATION FOR ATTENDANCE AND REPRESENTATION

Qualification to attend the Shareholders' meeting is granted to those who will own voting rights at the end of the date of April 4, 2019 (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 4, 2019 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. The notification of the proxy may be made by electronic certified mail, at 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. 011.41031 (select #4).

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' BOARD

It is hereby reminded that the lists for the appointment of the Statutory Auditors' Board 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) by the 25th day before the date of the Shareholders' Meeting, first call, i.e. by March 21, 2019, by those Shareholders who can prove - through suitable communication issued by intermediaries effective up to March 21, 2019, which must reach the

Company, if not available on the day in which the lists are filed, by March 25, 2019 to the email address primaindustria@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 21, 2019 only one list is deposited, or only lists presented by shareholders who result 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 24, 2019 and the above mentioned share limit necessary for the presentation of the 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.primaindustria.com, and on the authorized storage site 1Info (www.1info.it), at least 21 days before the Shareholders' meeting date.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Shareholders, according to article 127-ter of TUF, may ask questions about the items in agenda also before the Shareholders' meeting through registered letter with acknowledgement of receipt addressed to Prima Industrie S.p.A., Via Antonelli 32, 10093 Collegno (TO), or by fax at no. 011 4117334.

The application 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 the shares at the date of April 4, 2019(record date) have the right to receive answer. For this

purpose a communication with effect up to the aforementioned date must be produced, even after the question filing, by the depositary intermediary attesting the ownership by the applicant himself of the shares. This communication must be addressed to primaindustrie@pecserviziotitoli.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 12, 2019, after having verified their relevancy and the qualification of the applicant, the Company will answer at the latest during the Shareholders' Meeting.

INTEGRATION OF THE AGENDA

According to article 126-bis of TUF, Shareholders representing, even jointly, a fortieth of the share capital may request, by March 16, 2019 (10 days after the publication of the Shareholders' Meeting call), the integration of the items to be discussed or submit additional proposals on items already on the agenda. The integration is not allowed for items on which the Meeting resolves on the basis of a proposal of Directors or on the basis of a project or a report prepared by them, other than those referred to by article 125-ter, paragraph 1 of TUF.

Requests must be submitted in writing by registered letter with acknowledgement of receipt addressed to Prima Industrie S.p.A., 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 the Applicants' ownership of the shares as well as the shareholding threshold required to request integrations to the agenda

must result from a specific communication produced by the depositary intermediary and must be effective on the date of the request itself, addressed to primaindustrie@pecserviziotitoli.it. In such case, the integrated list of items to be discussed during the meeting will be published by March 31, 2019, through same modality of the Meeting call.

DOCUMENTATION AND OTHER INFORMATION

The documentation relevant to the items in agenda as well as the Annual Corporate Governance 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 lInfo (www.linfo.it) within the terms stated by current rulings, with the faculty, for those holding the right, to obtain a copy.

The share capital amounts to euro 26,208,185.00 and it is split into 10,483,274 ordinary shares (euro 2.50 each face value) of which 100,000 shares held as treasury stock as of today, for whom the voting right is suspended.

The Chairman of the Board of Directors

Gianfranco Carbonato