



PRIMA INDUSTRIE S.p.A.

Registered Office: Via Torino-Pianezza 36 – 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 on May 11, 2020 at 9.30am (1st call) at Studio Notarile Associato Nardello Stefani Maroz, Corso Duca degli Abruzzi n.18, Torino and, if necessary, on May 12, 2020 (2nd call) at 11.00 am, c/o the Company Headquarters in Strada Torino-Pianezza n. 36, Collegno (TO), to discuss and resolve the following

Agenda

1. 2019 Annual Report and relevant documents: consequent resolutions. Examination of 2019 Group Consolidated Annual Report and Sustainability Report.
2. Approval of first section of the Report on the Remuneration Policy and the Fees paid ex article 123 ter, comma 3-bis of T.U.F.
3. Resolution on the second section of the Report on the Remuneration Policy and the Fees paid ex article 123 ter, comma 6 of T.U.F.
4. Appointment of the Board of Directors and of its Chairman, after definition of the number of its members and the term of their office. Determination of the remuneration of the Board Directors. Relevant and consequent resolutions.
5. 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 16, 2019.

It is expected as from now, in consideration of the company shareholding structure, that the Shareholders' Meeting may meet and resolve on May 12, 2020.

QUALIFICATION FOR ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING AND PROXY ASSIGNMENT TO THE DESIGNATED REPRESENTATIVE

Qualification to attend the Shareholders' meeting is granted to those who will own voting rights at the end of the date of April 29, 2020 (record date) and for whom the Company has received relevant communication issued by the authorized intermediaries, according to their accounting records.

Those who will prove to be Shareholders only after the date of April 29, 2020 will not have the right of attending and voting during the meeting.

Pursuant to art. 106 of the Law Decree n.18 of March 17, 2020 (the so-called "Cura Italia" Decree) the participation to the Shareholders' Meeting by those who have the right to vote is allowed only through the designated representative.

Consequently the Company commissioned Computershare S.p.A. - with offices in Torino, via Nizza 262/73, 10126 - to represent the Shareholders ex article 135-undecies of Law Decree no. 58/98 and the aforementioned Law Decree (the "Designated Representative"). Shareholders who wish to attend the Shareholders' Meeting will have therefore to release a proxy to the Designated Representative - with relevant voting instructions - on all or some of the proposed resolutions connected with the items in agenda by using the specific proxy form, prepared by the Designated Representative itself in agreement with the Company, available on the Company website at the following address [www.primaindustrie.com] ("Investors" section),

The proxy to the Designated Representative has no effect for resolution proposals for which voting instructions have not been duly given.

The proxy to the Designated Representative will have to be received by Computershare S.p.A. by the second day of open market preceding the effective date of the meeting.

It should also be noted that to the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-novies of TUF, notwithstanding art. 135-undecies, paragraph 4 of Law Decree no. 58/98 following the instructions expressed by the form available on the Company website www.primaindustria.com. In consideration of the ongoing emergency, the proxies can be conferred by 12 noon of May 11. Through same modalities, those entitled may have the possibility to revoke the proxy/sub-proxy and the voting instructions provided within the same term.

The attendance of legitimate subjects at the Shareholders' Meeting (the members of the corporate bodies, the appointed Secretary and the Designated Representative), in consideration of the limitations that may arise for health needs, may also take place (or exclusively) through telecommunication channels with modalities personally communicated to them, in compliance with the regulatory provisions applicable for such contingency.

The Designated Representative will be available for clarifications or information at the number +39 011 0923216 or at the email address sedeto@computershare.it.

Shareholders are hereby informed that the company reserves the right to integrate and/or modify the above instructions in consideration of the possible coming needs connected with the current epidemiological emergency situation relevant to COVID-19 and its developments,

currently unpredictable.

APPOINTMENT OF THE BOARD OF DIRECTORS

It is hereby reminded that the lists for the appointment of the Board of Directors may be deposited at the Company registered office (even through fax to no. +39-011-4117334 or by email to primaindustria@pecsocio.ui.torino.it) by the 25th day before the date of the Shareholders' Meeting, first call, i.e. by April 16, 2020, by those Shareholders who can prove - through suitable communication issued by intermediaries effective up to April 16, 2020, which must reach the Company, if not available on the day in which the lists are filed, by April 20, 2020 to the email address primaindustria@pecserviziottitoli.it - to be holder, alone or with other shareholders, of at least 4.5% of the share capital with voting rights.

For a proper and valid presentation, the lists will have to contain all the information and the documentation as of the article 144-octies, comma 1, letter b)(of Consob regulation no. 11971/1999 and following modifications and Shareholders will have to comply with the provisions contained in article 16 of the Company By-Laws. The lists or the single candidacies not completely complying with the by-laws provisions will be considered as not presented.

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 twenty-one (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 certified mail to the address primaindustria@pecsocio.ui.torino.it

The application must include the personal data of the applicant Shareholder (name and surname or company name in the case of companies, place and date of birth and fiscal code number).

The Shareholders proving ownership of the shares at the date of April 29, 2020 (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 of the shares by the applicant itself. This communication must be addressed to 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 May 4, 2020, upon verification of 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 April 9, 2020 (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 in agenda. The integration is not allowed for items on which the Meeting resolves on the basis of proposal by Directors or on the basis of a project or a report prepared by same, other than those referred to by article 125-ter, para. 1 of TUF.

Requests must be submitted in writing through certified mail to the address primaindustria@pecsocio.ui.torino.it, 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 require integrations of 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 a case, the integrated list of items to be discussed during the meeting will be published at least fifteen days prior the date of the Shareholders' Meeting, through same modalities of the Meeting call.

DOCUMENTATION AND OTHER INFORMATION

The documentation relevant to the items in agenda as well as the Annual Corporate Governance Report and the Sustainability Report will be made available c/o the Company Registered Office and on the company website 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), all holding voting rights.

As of today Prima Industrie S.p.A. holds 100,000 treasury shares.

The Chairman of the Board of Directors

Gianfranco Carbonato

Collegno, March 30, 2020