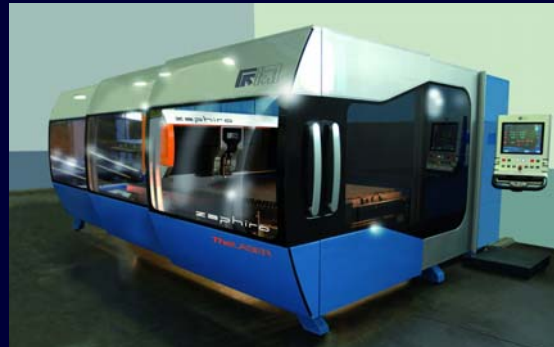


PRIMA INDUSTRIE GROUP



CAPITAL INCREASE
Roadshow, 11-12 January 2010



AGENDA

■ **COMPANY OVERVIEW**

■ **MARKET OVERVIEW**

■ **REORGANIZATION & RESTRUCTURING**

■ **FINANCIALS**

■ **CAPITAL INCREASE**



PRIMA Key Highlights

- ❑ **Leading global player in laser & sheet metal machinery**
- ❑ **Over 30 years experience in the sector**
- ❑ **Comprehensive product range in laser systems and sources, punching, shearing, bending and automation**
- ❑ **About 1,400 employees (~40% in production, ~30% in customer care)**
- ❑ **~ 10,000 machines and systems installed in 60 countries**
- ❑ **Average yearly R&D costs: 6% of sales**
- ❑ **Manufacturing facilities in Italy, Finland, USA, China**
- ❑ **R&D centers in Italy, Finland and USA**
- ❑ **Worldwide sales and service network**



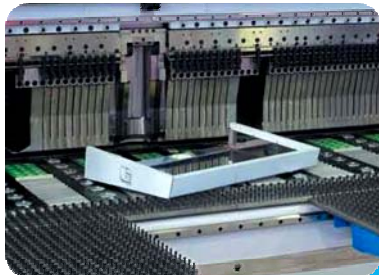
PRIMA Group Sectors



Sheet Metal



Sheet metal fabrication machinery: punching, punching/laser, shearing, bending, automation and FMS



Laser



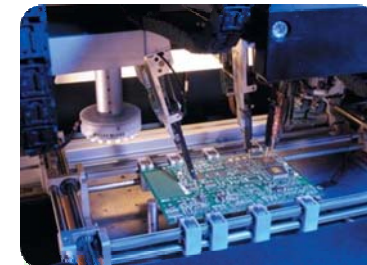
High power CO₂, Nd:YAG and Fibre laser systems and generators for cutting, welding and drilling 2D and 3D parts



Electronics



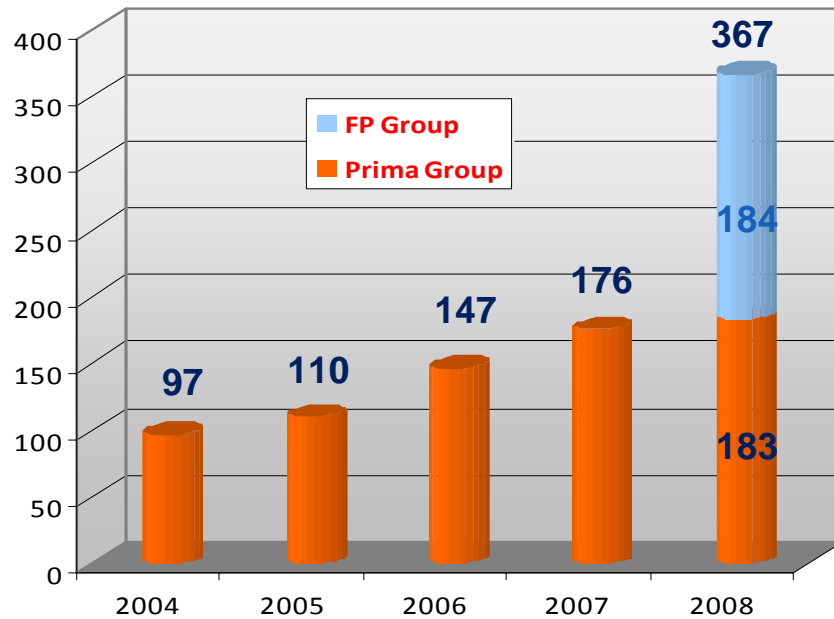
Power and control electronics, Numerical controls (also equipping the machines manufactured by the Group)



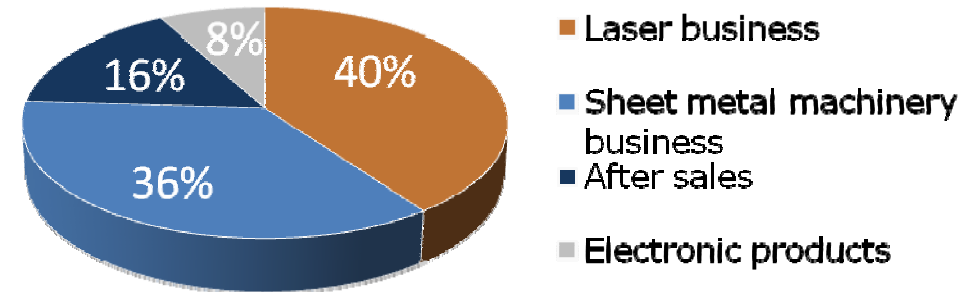
PRIMA Main Figures

Main figures

Sales (Euro million)

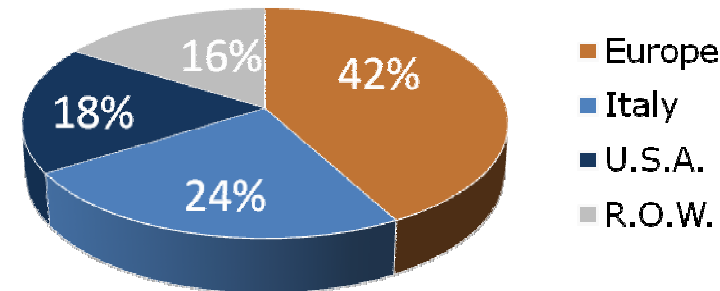


2008 revenues by sector



Figures have been restated vs. Segment Report

2008 revenues by geography





Products

THE WIDEST PRODUCT RANGE IN LASER AND SHEET METAL MACHINERY



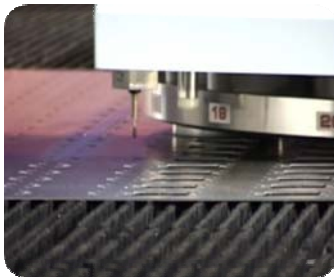
2D laser cutting



3D laser cutting



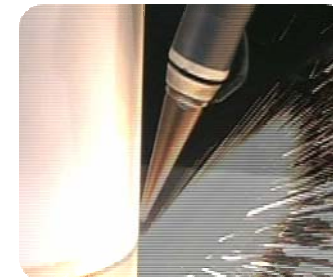
3D laser welding



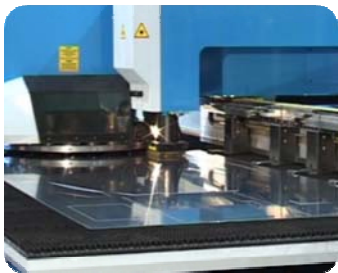
punching



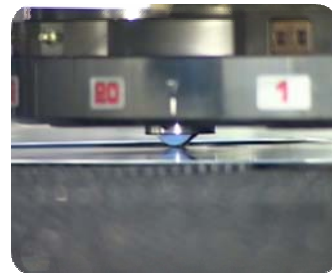
bending



laser drilling



punching/
laser



punching/
shearing



FMS



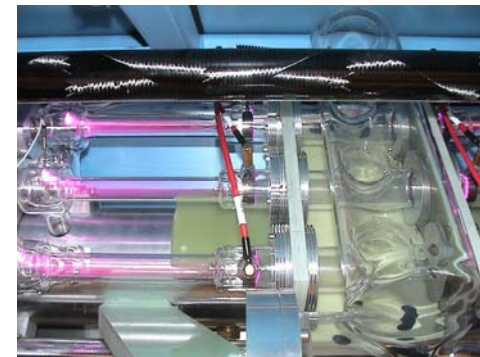
Products

THE MOST ADVANCED PRODUCT LINE IN TERMS OF ENERGY SAVING & ENVIRONMENT PROTECTION

Electric vs. Hydraulic punching and bending technologies



High efficiency Gas (CO₂) and Solid State (Fiber) laser



Prima Group in Europe

Group companies

1. Prima Industrie Spa - Italy
2. Finn-Power ItaliaSrl – Italy
3. Prima Electronics Spa - Italy

4. Finn-Power Oy - Finland

•12
5. PFP Iberica – Spain

6. PFP GmbH – Germany

7. PFP France Sarl – France

8. PFP NV – Belgium

9. PFP Uk / Osai UK – UK

10. PFP Sweden – Sweden

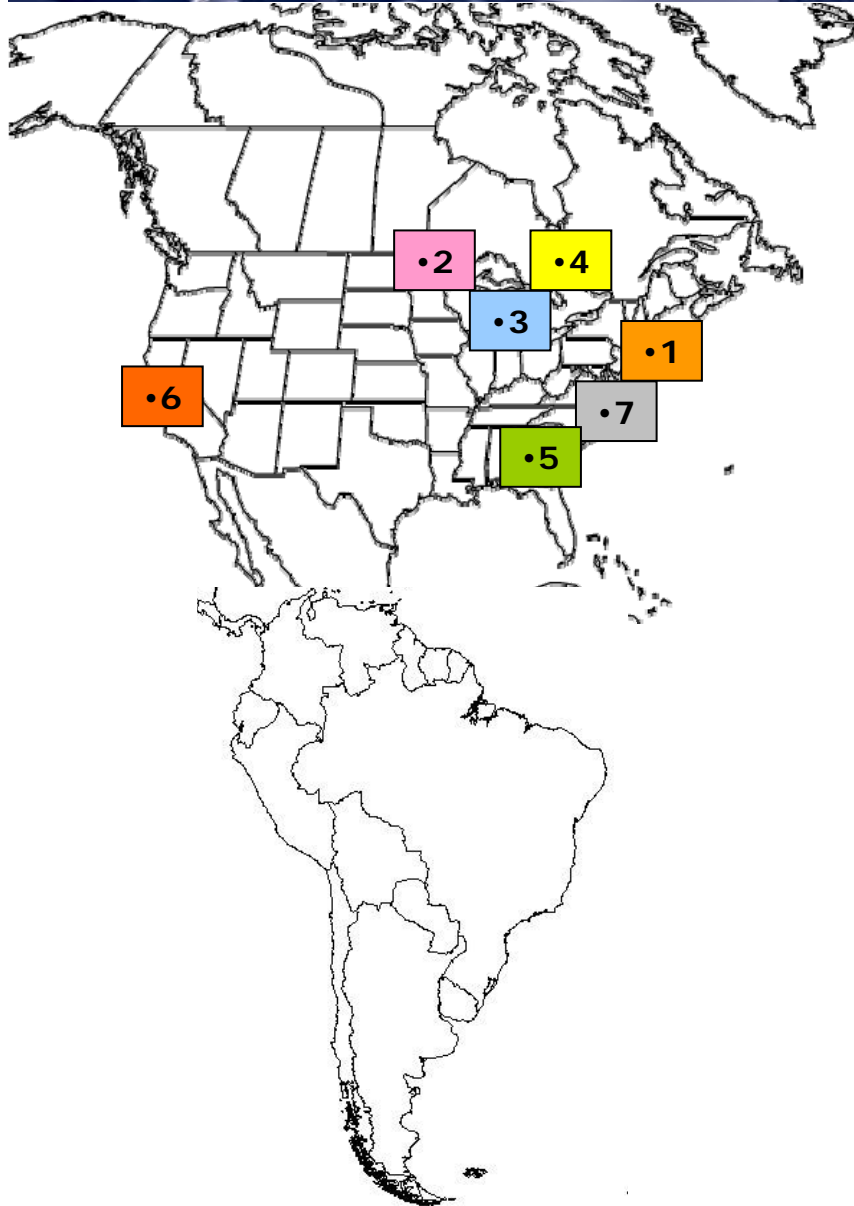
11. PFP Central Europe – Poland

12. PI OOO – Russia *

Market coverage also through distributors in:

Belarus, Czech rep, Denmark, Norway, Poland, Russia, Slovakia, Sweden, The Netherlands, Turkey, Ukraine.

Prima Group in America



1. Prima North America Inc. – Convergent Div. –/ Osai USA Llc. – Chicopee, Springfield (MA)

2. Prima North America Inc. – Laserdyne Div. – Champlin, Minneapolis (MN)

3. Prima Finn-Power NA Inc. – Arlington Heights, Chicago (IL)

4. Prima Finn-Power Canada Ltd. – Toronto – (Ontario - Canada)

5. Prima Finn-Power NA Inc. – Lawrenceville – (GA)

6. Prima Finn-Power NA Inc. – Irvine – (CA)

7. Prima Finn-Power NA Inc. – Englewood Cliffs – (NJ)

Market coverage also through distributors in:

- Mexico
- Brazil
- Argentina



Prima Group in Asia-Pacific

1. Prima Industrie (Beijing) Co. Ltd. –
Beijing – China

2. Shanghai Unity Prima Laser
Machinery Co. Ltd. – Shanghai –
China

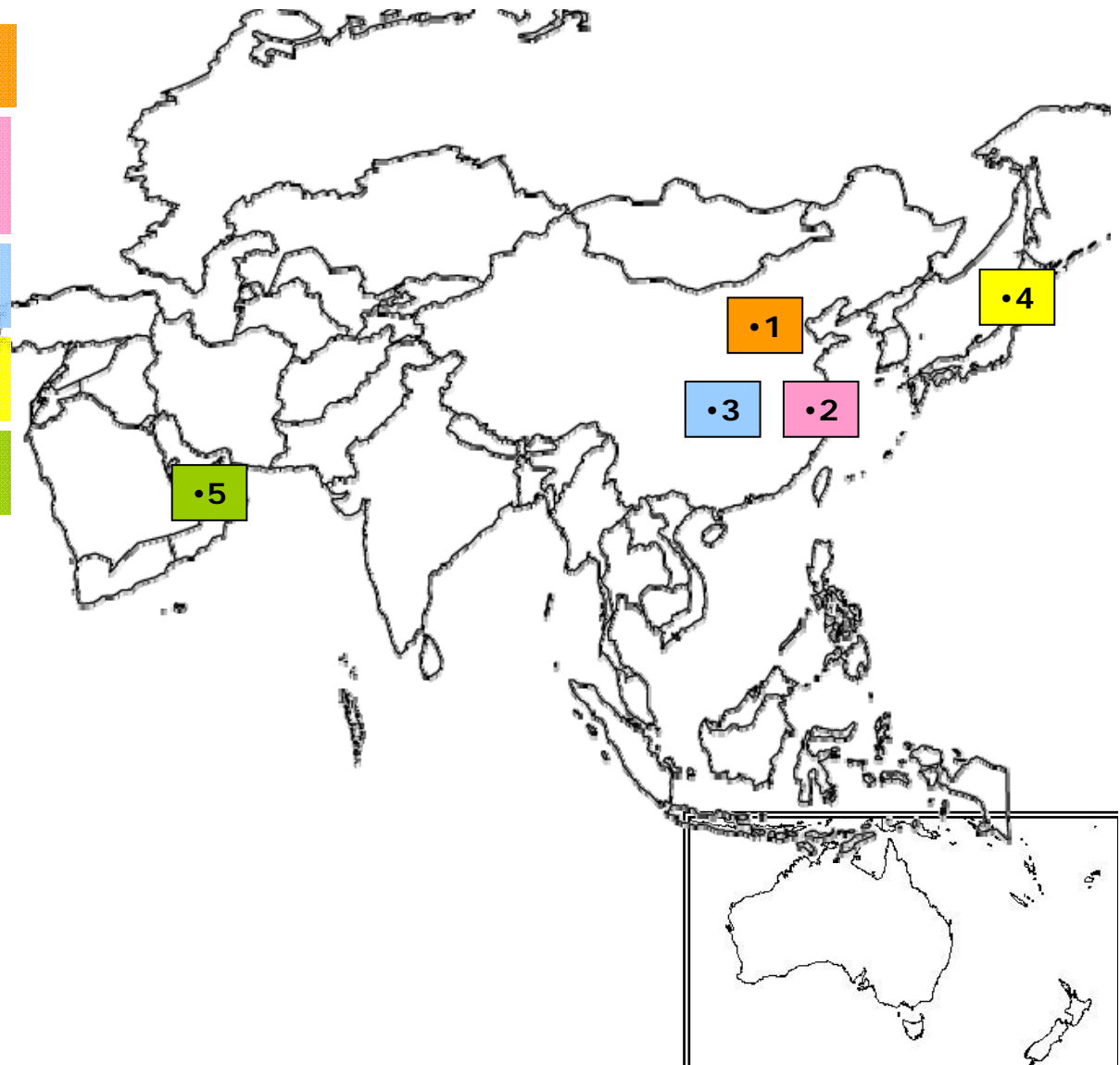
3. Wuhan OVL Convergent laser Co. Ltd.
– Wuhan - China

4. SNK Prima Company Ltd. – Osaka –
Japan

5. Finn-Power UAE Branch Office –
U.A.E.

**Market coverage also
through distributors in:**

- Australia
- China
- India
- Israel
- Korea
- Malaysia
- New Zealand
- Taiwan



Main Group facilities

Moncalieri (TO) – Italy
Prima Electronics S.p.A.



OWNED

Barone C.se (TO) – Italy
Prima Electronics S.p.A.



OWNED

Cologna V.ta (VR) – Italy
Finn-Power Italia S.r.l.



OWNED

Kauhava – Finland
Finn-Power Oy



RENTED *

Collegno (TO) – Italy
Prima Industrie S.p.A.



Partially OWNED
Partially RENTED

Chicopee (MA) – USA
Prima NA Inc.– Convergent Div.



RENTED

Champlin (MN) – USA
Prima NA Inc. – Laserdyne Div.



RENTED

Arlington Heights (IL) – USA
PrimaFinn-Power NA Inc.



RENTED *

Shanghai – CHINA
Shanghai Unity Prima



RENTED

* = financial lease

Selected Customers

Automotive



Aerospace



Energy



Selected Customers

Forklifts & Industrial Machinery



HVAC & White Goods



Miscellaneous End Products



Electronics



Contract Manufacturing





AGENDA

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Market overview

Industry associations & researches

Market Association	Date	Comment
 OXFORD ECONOMICS	Autumn 2009	"2009 is clearly shaping up to be a very difficult year for the global machine tools market We estimate that excluding the Chinese market global consumption is likely to fall by about 38% this year."
 cecimo <i>Where manufacturing begins</i>	06/09	"CECIMO has assessed that the production of machine tools in CECIMO countries might decrease by 34% in 2009, in line with the global forecast for the industry going back to the 2005 level."
	06/09	"Demand expected to slip to 850 billion yen in FY2009 and FY2010, down 35% compared to FY 2008 (40% decline in domestic demand, 30% decline in export demand). In 2011 demand expected to increase by 30%."
	22/10/09	"During 3Q09 the order acquisition for machine tools decreased by 54% compared to 3Q08. For the nine months ended Sep 30, 2009 orders were down 55.3% compared to nine months 2008"
	9/11/09	"In the third quarter of 2009, incoming orders received by the German machine tool industry dropped by 64 per cent compared to the previous year. During the first nine months of the year, demand for German machine tools sank by an overall figure of 66 per cent. "
	9/11/09	"September U.S. manufacturing technology consumption totaled \$153.55 million. This total was up 17.8% from August but down 69.3% from the total of \$500.57 million reported for September 2008. With a year-to-date total of \$1,199.93 million, 2009 is down 67.8% compared with 2008."

Market overview

Competitors

Company	Date	Newsflow
 	12/10/09	<p>"In the second third of 2009, the Sheet Metal Processing Systems business unit (Bystronic) was strongly affected by the low order intake in the earlier part of the year. At the end of August 2009, sales were CHF 226.3 (513.1) million (-55.9%)."</p>
	5/11/09	<p>"Net Sales totaled \$90.5 million for the fourth quarter ended Sep. 30, 2009, a 41% decrease from the comparable quarter of 2008. For the twelve months ended Sep. 30, 2009 net sales totaled \$349.6 million, a decrease of 39% from the comparable period in 2008"</p>
	20/10/09	<p>"In the 2008/2009 fiscal year that ended June 30, 2009, the Group posted a 35 percent decline in orders received to 1.4 billion Euros. Sales fell from 2.14 to 1.66 billion Euros. Sales for machine tools and power tools fell 29 percent, and sales in laser technology and electronics fell 24 percent. "</p>
	05/11/09	<p>Net sales down 53.5% for the six months ended Sep. 30, 2009. Expected forecast sales for fiscal year ending March 31, 2010: -42.4%.</p>

"Italian Champions": top 25 "Large" Companies ranking

ATKEARNEY

ATKEARNEY

Ranking ⁽¹⁾	Company	Industry Sector	Sales 08 ⁽²⁾ (Mil.€)	Market Cap. Nov. 09 ⁽³⁾ (Mil.€)	Sales CAGR 04'-08'	Ann.Tot. Shareh. return 04'-09 ⁽³⁾
1	Trevi	Construction	1.050	772	31%	64%
2	Prima Industrie	Industrial - Machinery	367	62	39%	11%
3	Saipem	O&G	10.094	9.720	24%	23%
4	Danieli & C.	Industrial - Machinery	2.018	1.084	14%	32%
5	Reply	IT	330	150	31%	9%
6	Biesse	Industrial - Machinery	454	184	10%	25%
7	ACEA	Utilities	3.056	1.676	24%	6%
8	Datalogic	IT	380	244	27%	1%
9	Ansaldo STS	Industrial - Transportation	1.106	1.334	9%	17%
10	Engineering Ing. Informatica	IT	718	319	23%	3%
11	Astaldi	Construction	1.467	640	10%	16%
12	Esprinet	Consumer goods - Retailer	2.373	365	12%	12%
13	Tod's	Consumer goods - Apparel	708	1.528	14%	10%
14	ERG	O&G	11.498	1.559	16%	7%
15	ENI	O&G	108.148	69.453	17%	5%
16	Fiat	Automotive	59.380	12.978	7%	14%
17	Industria Macchine Automatiche	Industrial - Machinery	547	444	10%	9%
18	Terna	Utilities	1.336	5.553	8%	12%
19	Credito Bergamasco	Banking	609 ⁽²⁾	1.529	7%	10%
20	Luxottica Group	Consumer goods	5.202	7.736	13%	3%
21	Intesa Sanpaolo	Banking	18.019 ⁽²⁾	37.018	15%	1%
22	Recordati	Pharmaceutical	690	1.116	9%	7%
23	Finmeccanica	A&D	15.037	6.724	14%	2%
24	Campari	Consumer goods - Beverage	942	1.943	6%	9%
25	Vittoria Assicurazioni	Insurance	579 ⁽²⁾	258	9%	6%

"Champions" Median

Sample Median

14%

9%

6%

-4%

(1) Champions are ranked according to A.T. Kearney Growth Index, considering growth in sales and value (Total Shareholder Return) equally
 (2) Total of operating revenues less adjustments to Gross Sales (i.e. Returns, discounts, allowances, etc.), considers Total Banking Income for Banks and Net Premium for Insurances (3) As of November 10th 2009.
 Source: Bloomberg, A.T.Kearney analysis

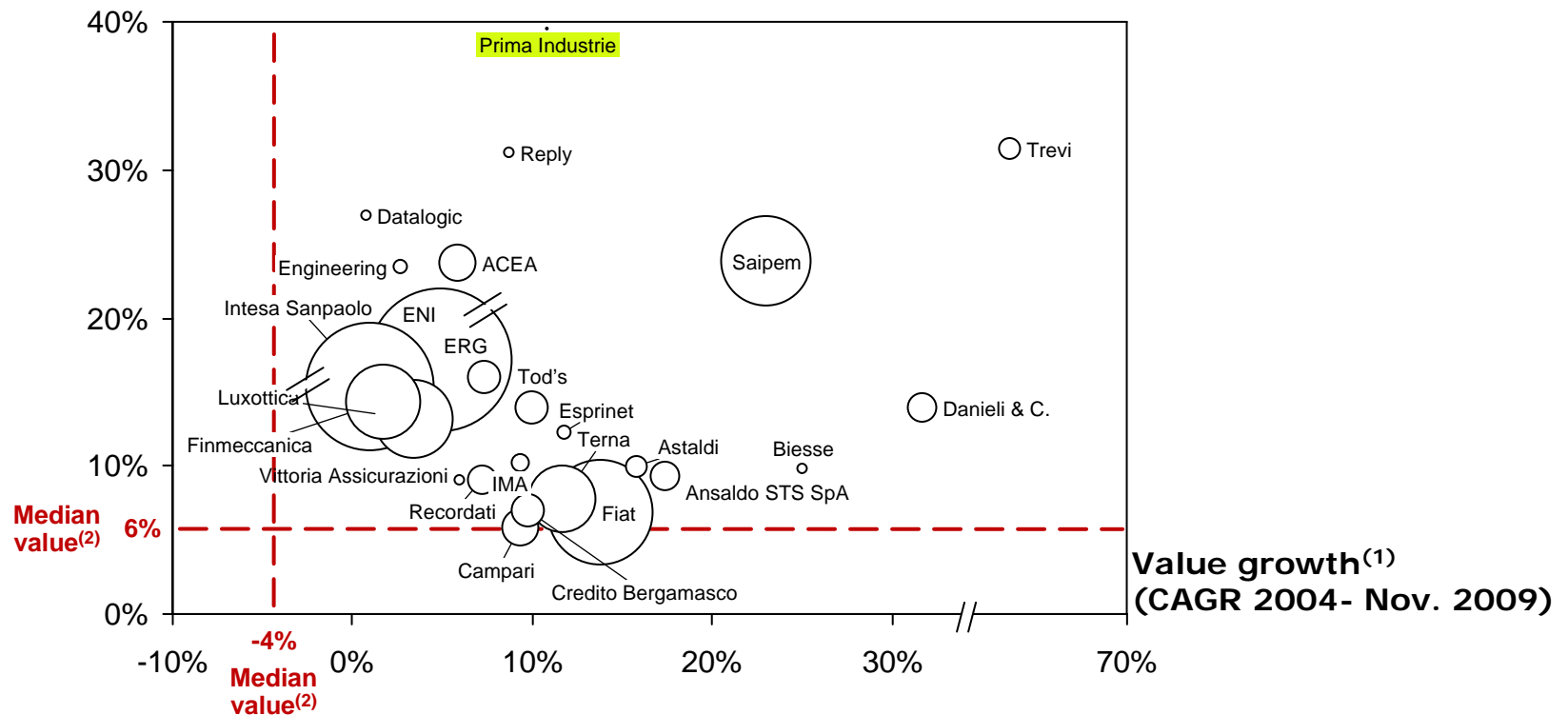
Positioning of top 25 "Large" Companies on the "value building growth matrix"

ATKEARNEY

ATKEARNEY

Sales growth
(CAGR 2004-2008)

Companies with 04' Sales > 100 Mil €



⤴ Market Capitalization as of Nov. 2009

(1) Annualized Total Shareholder Return (2) Total sample ca. 140 Companies
Source: Bloomberg, A.T.Kearney analysis



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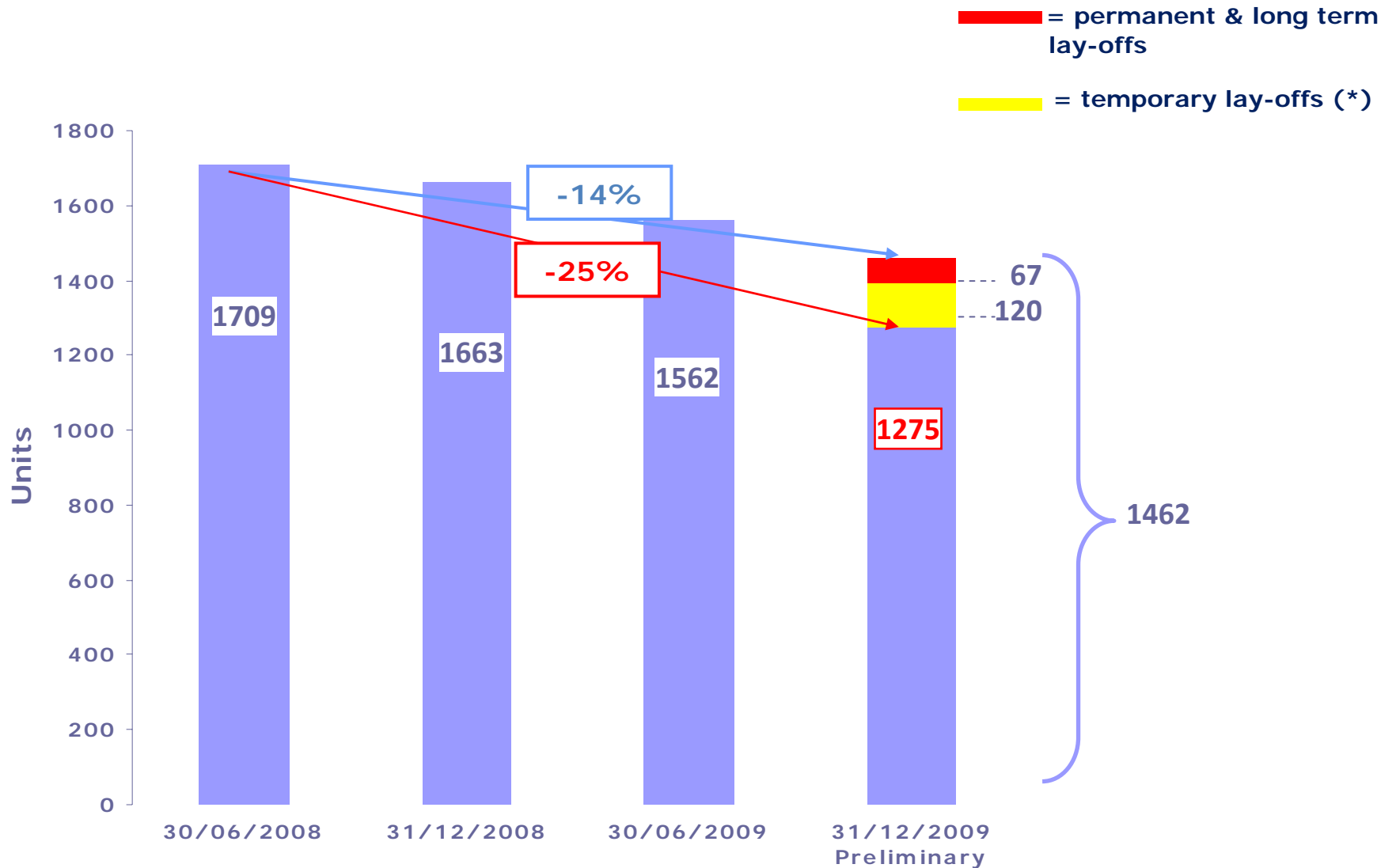


Reorganization & Restructuring process

LEGAL ENTITIES AND FACILITIES

Country	Company	Actions
ITALY	PI SpA	<ul style="list-style-type: none"> • Shut down R&D center in Bari and transfer key people to Torino • Merger of Osai SpA in Prima Electronics • Shut down of Osai service office in Bologna and concentration in Milan and Padua • Transfer all activities (except Demo Center) from Fiesse to Cologna Veneta
	PE SpA	
	FP Italia	
FINLAND	FP Oy	<ul style="list-style-type: none"> • Shut down Vilppula plant and relocation of activities to Kauhava and suppliers (outsourcing)
EUROPE	PI SpA	<ul style="list-style-type: none"> • Closing of Prima Branch Office in Zurich • Merger of FP GmbH into PI GmbH and change name into PFP GmbH • Transfer of Prima B.O. to PFP France and relocation into a common facility • Transfer of Prima B.O. to PFP Iberica and relocation into a common facility • Liquidation
	PI GmbH	
	PFP France	
	PFP Iberica	
	Osai GmbH	
USA	PNA	<ul style="list-style-type: none"> • Transfer of PLS division to PFP NA and focus of PNA on CVL and LDS divisions • Relocation into PNA facilities in Chicopee (MA)
	Osai US	
CHINA	SPLMC	<ul style="list-style-type: none"> • Liquidation of JV with Shenyang Machine Tool Co.

Reorganization & Restructuring process



* = FTE preliminary estimated on a yearly basis labor cost.

New product development & Market launch

ZAPHIRO



**NEW SYNCRONO
WITH FIBER LASER**



**R & D activities were not stopped during the crisis,
but focused on more qualified projects,
to be ready to seize new opportunities as soon as markets recover**

E5X



FAST BEND





AGENDA

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Figures at Sep. 30, 2009

BALANCE SHEET

	30/09/09	31/12/08
K€		
NON CURRENT ASSETS	196,905	202,060
CURRENT ASSETS	158,236	203,932
TOTAL ASSETS	355,141	405,992
EQUITY	65,997	75,087
NON CURRENT LIABILITIES	134,176	69,044(*)
CURRENT LIABILITIES	154,968	261,861(*)
TOTAL LIABILITIES & EQUITY	355,141	405,992

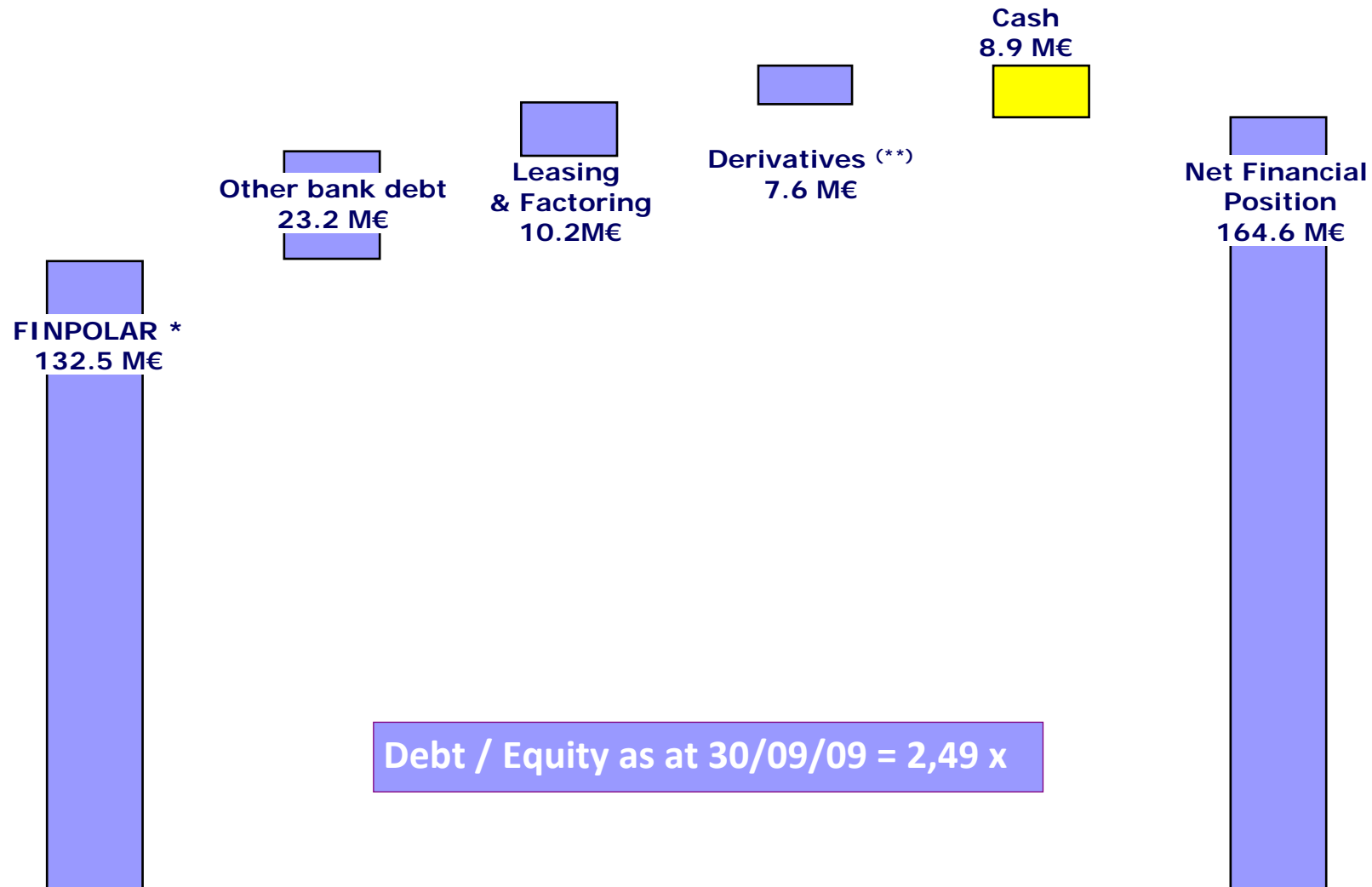
(*) = in accordance with IAS/IFRS, at 31/12/08 the FP acquisition loan was wholly restated within the current liabilities because Prima received formal notice of covenants changes only after 31/12/08.

PROFIT & LOSS

	30/09/2009	30/09/2008 (*)
K€		
SALES	164,428	264,921
VALUE OF PRODUCTION	156,989	279,583
EBITDA	4,579	23,784
% on sales	2.8%	9.0%
EBIT	(3,055)	17,666
% on sales	(1.9)%	6.7%
EBT	(7,460)	9,404
% on sales	(4.5)%	3.6%
NET INCOME	(7,129)	5,962
% on sales	(4.3)%	2.3%

(*) = FP consolidated for 8 months only

Net Financial Position at Sep. 30, 2009



(*) = FINPOLAR is the senior loan, signed for the acquisition of Finn-Power Group on Jan. 2008.

Average spread: ~ 200 bps.

(**) = including hedge derivatives for 5.9 M€



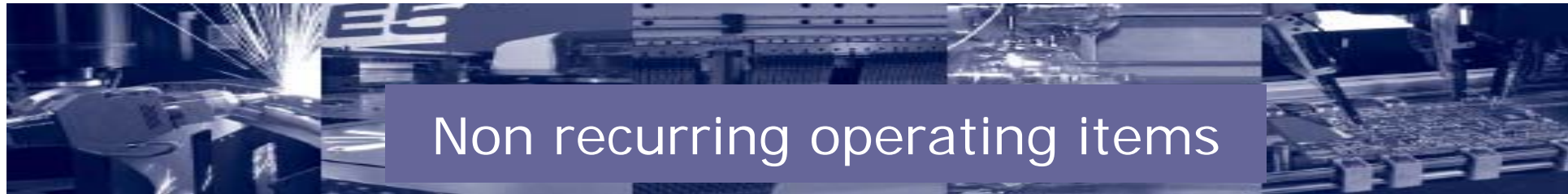
Financials achievements

EQT SETTLEMENT

- Prima Industrie S.p.A. has paid only 12.8 million euros (instead of the originally established 25 million euros);
- The settlement releases both parties from any present and/or future obligation and claim should arise in relation to the acquisition;
- Significant benefits on P&L (both on EBITDA for 6.2 million euros and net financial charges for 2.8 million euros) and on the net debt which is reduced by 14 million euros.

RENEGOTIATION WITH BANKS OF FINPOLAR LOAN, including:

- anticipated financing of a 25 million euros credit line (of which 12.8 million euros used to pay EQT);
- suspended covenants for the year 2009;
- capital increase proceeds of up to 15 million euros will be used as a source of financial flexibility and not to refund FINPOLAR loan (as established by the Financing Contract signed on 31/01/08).



Non recurring operating items

Non recurring POSITIVE items *

• EQT SETTLEMENT	6.3 M€
• OTHER REVENUES	1.9M€
	<hr/>
	8.2 M€

BALANCE	3.9 M€
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Non recurring NEGATIVE items *

• EQT SETTL. RELATED COSTS	(0.9)M€
• CLOSING DOWN OF VILLPULA	(0.7)M€
• OTHER RESTRUCTURING	(1.0) M€
• RELOCATION	(0.2) M€
• RECEIVABLES WRITE-DOWN	(0.4) M€
• OTHER COSTS	(1.1) M€
	<hr/>
	(4.3) M€

* = Company estimates at Dec. 31, 2009: figures are preliminary and unaudited.



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Transaction summary

Shares offered

Max n° 2,240,000 ordinary shares

Subscription Ratio

N° 7 new ordinary shares-cum warrant offered every N° 20 ordinary shares held

Issue Price

Euro 6.80 per share

Amount

Max amount of Euro 5,600,000 (face value), offered in option at a price of Euro 6.80 each (including Euro 2.50 face value and Euro 4.30 premium), for a total maximum counter value, including premium, of Euro 15,232,000, of which Euro 6,000,000 to be underwritten by "Core Shareholders"

Warrants characteristics

- N° 2,240,000 Warrants (ratio of 1 Warrant for each new share subscribed)
- Warrants will grant the right to subscribe more Prima Industrie ordinary shares, and thus for a total maximum amount of n° 2,240,000 Warrants.
- Strike price: Euro 8.50
- Exercise style: American
- Conversion ratio: 1 new ordinary share every 1 warrant exercised
- Expiry: 4 years

Capital increase dedicated to Warrants

Maximum n° 2,240,000 ordinary shares (face value Euro 2.50 each) for a total maximum amount of Euro 5,600,000 (face value) and a maximum counter value, including premium, of Euro 19,040,000.



Timetable

☒ 28 December 2009

☒ Start of exercise period and rights trading period

☒ 15 January 2010

☒ Last day of rights trading

☒ 22 January 2010

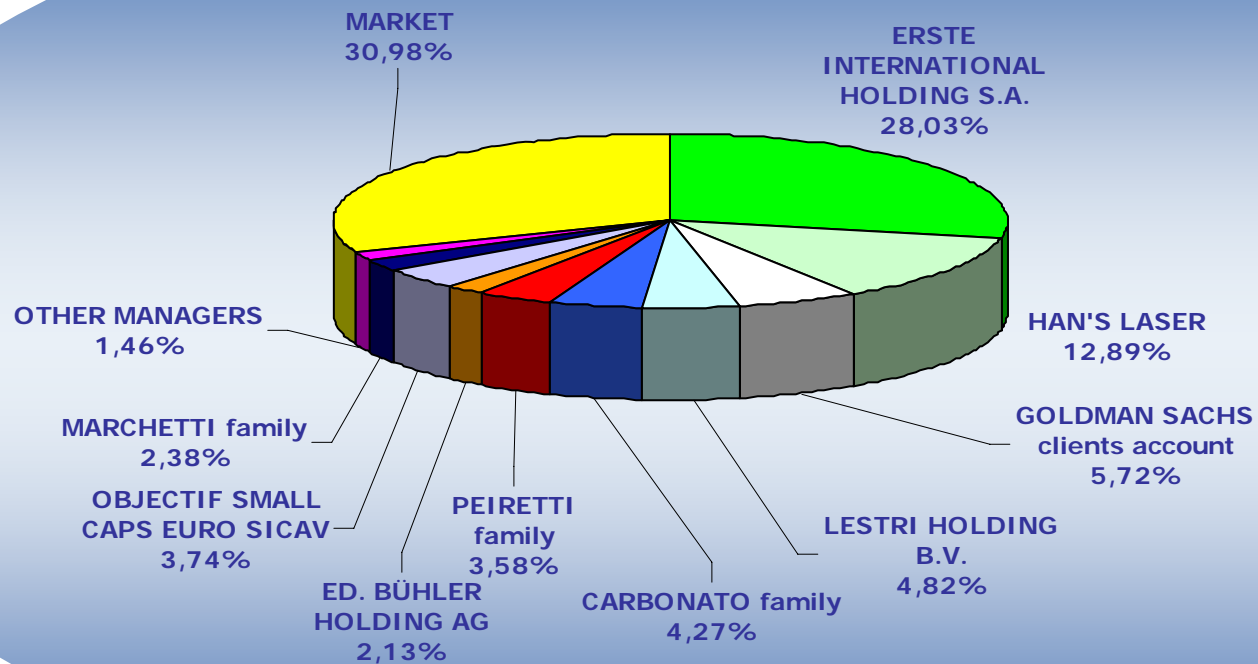
☒ End of exercise period

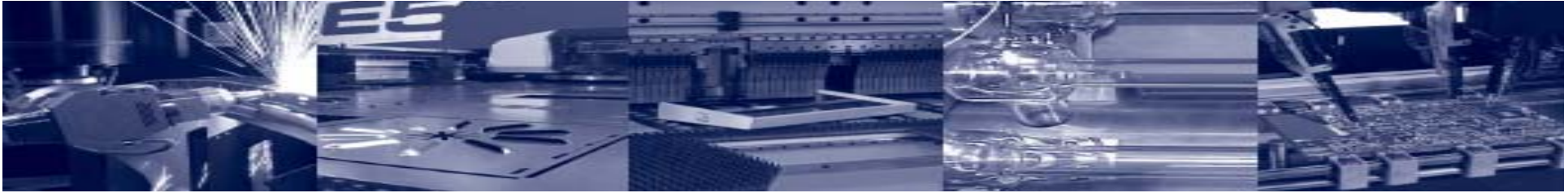
☒ Within a month

☒ Auction of any unexercised rights

Shareholding structure

SITUATION BEFORE SHARE CAPITAL INCREASE





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