

Notice of Ordinary and Extraordinary Shareholders' Meeting of Prysmian S.p.A.

Shareholders are convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the premises of Prysmian S.p.A. in via Chiese n.6, with access from viale Sarca no. 336, building no.20, Milan, on:

- **Tuesday, 28th April 2020 at 2:30 p.m. CET, in single call,**

to discuss and resolve on the following

Agenda

Ordinary Session

1. Financial statements at 31 December 2019; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.
2. Allocation of net profit for the year and distribution of dividend.
3. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholder resolution dated 5 June 2019; related resolutions.
4. Incentive plan: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.
5. Report on Prysmian Group's remuneration policy.
6. Consultation on compensation paid.

Extraordinary Session

1. Proposal to increase the share capital free of charge, to be reserved to Prysmian Group employees for the implementation of an incentive plan, in a maximum nominal amount of Euro 1,100,000, through the award, under art. 2349 of the Italian Civil Code, of an equivalent maximum amount either of profit or of profit reserves, with the issue of up to no. 11.000.000 ordinary shares with a nominal value of Euro 0.10 each. Revocation of the authorisation to a similar share capital increase under the shareholder resolution dated 12 April 2018 Amendment of art. 6 of the By-laws. Resolutions related thereto.

Information upon Share Capital and Treasury Shares

As of today, the subscribed and paid-in share capital amounts to Euro 26,814,424.60, divided into 268,144,246 ordinary shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meetings.

As of today, Prysmian S.p.A. (the "Company") directly and indirectly owns 4,891,162 treasury shares with suspended right to vote.

Attendance at the meeting

The date and/or place and/or the attendance and/or the voting and/or the carrying out of the Shareholders' Meeting indicated in the notice of meeting remain subject to compatibility with the current legislation or provisions issued by the competent Authorities due to the emergency of COVID-19, as well as

essential principles of protection of the health of the shareholders, employees, representatives and consultants of the Company. Any changes will be promptly disclosed with the same methods provided for the publication of this notice and/or in any case through the information channels provided by the legislation in force from time to time.

Entitlement to attend and vote in the Shareholders' Meeting

In consideration of the COVID-19 health emergency and having regard to the provisions contained in art. 106 of the Italian decree-law of 17 March 2020 n. 18 aimed at reducing movements and assemblies to a minimum, attending the meeting and exercising the right to vote can only take place through the granting of a specific proxy to the designated representative (Avv. Dario Trevisan), according to the procedures indicated below.

Pursuant to art. 83-*sexies* of Italian Legislative Decree 58/98 ("T.U.F."), are entitled to attend and vote at the Shareholders' Meeting, exclusively through the granting of a specific proxy and/or sub-proxy to the designated representative (Avv. Dario Trevisan), those for whom the authorized intermediary pursuant to the applicable discipline has sent the Company the notice certifying the ownership of the right at the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting in single call (17 April 2020 - record date). Those who acquire voting rights only after this date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice of shareholding from an authorised intermediary must be received by Thursday, 23 April 2020, being the third trading day before the date of the Shareholders' Meeting. However, shareholders could be considered legitimate to attend and vote, in the aforementioned terms and in compliance with the terms for granting the proxies to the Designated Representative, if said notices are received by the Company beyond the aforementioned deadline, provided that within the start of the Shareholders' Meeting.

Voting by proxy

Notwithstanding that pursuant to art. 106, paragraph 4, decree-law of 17 March 2020, the participation at the Shareholders' Meeting can only take place through the designated representative, every shareholder may be represented, by him, at the Shareholders' Meeting also by giving a written proxy, using the form, under art. 135-*novies* T.U.F., available on the Company's website www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting*) and that, upon request made by the entitled subject with adequate advance compared to the date of the Shareholders' Meeting, it can be delivered by post. The proxy may also be notified to the Company by sending the form by registered mail with proof of delivery to the registered office (Via Chiese no.6 – 20126 Milan) marked for the attention of "Prysmian S.p.A. – Corporate Affairs Department" or by sending it by email to corporate-pryspa@pec.prysmian.com.

The proxy may be notified in an electronic document bearing an electronic signature pursuant to art. 21, par. 2, of Italian Legislative Decree 82/05.

For the meeting being convened in this notice, the Company has appointed the lawyer Mr. Dario Trevisan as the Designated Representative under art. 135-*undecies* T.U.F.. Shareholders can appoint the Designated Representative as their proxy according to art. 135-*novies* T.U.F., free of charge, by completing and signing the form available on the Company's website www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting*) and that, upon request made by the entitled subject with adequate advance compared to the date of the Shareholders' Meeting, it can be delivered by post. The duly signed and completed proxy form and voting instructions must be sent by registered mail for the attention of Mr. Dario Trevisan, Viale Majno 45 - 20122 Milan, or by certified email to rappresentante-designato@pec.it, by the close of business on Friday, 24 April 2020, being the second trading day before the date of the Shareholders' Meeting. Proxy and voting instructions may be revoked within the same deadline. The proxy to the Designated Representative cannot be exercised with regard to items on the agenda for which no voting instructions have been given.

Those who did not make use of the proxies pursuant to art. 135-*undecies* T.U.F., may grant proxies

and/or sub-proxies pursuant to art. 135-*novies* T.U.F. which, with relative written voting instructions, must be received no later than 6:00 p.m. (CET) April 27, 2020 by the Company, in ways and at the addresses indicated above, or at the following address (it being understood that the delegated person will be able to accept the proxies and/or instructions even after the aforementioned term and before the opening of the Shareholders' Meeting)

Lawyer Mr. Dario Trevisan

at Trevisan & Associati Law Firm

Viale Majno, 45

20122 Milan - Italy

or at: rappresentante-designato@pec.it or rappresentante-designato@trevisanlaw.it

Right to submit questions before the Shareholders' Meeting:

Pursuant to art. 127-*ter* T.U.F., eligible voters may submit questions on the agenda even before the Shareholders' Meeting, by sending them by registered mail to the Company's registered office (Via Chiese no.6 – 20126 Milan) for the attention of: "Prysmian S.p.A. – Corporate Affairs Department" or by email to corporate-pryspa@pec.prysmian.com. Questions must be received by Tuesday, 21 April 2020, being the fifth trading day before the date of the Shareholders' Meeting and must be accompanied by the intermediary's notice proving the entitlement to vote; such notice is not required if the Company has received the intermediary's notice required to attend the Meeting. Questions received before the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting itself. The Company may provide a single response to questions concerning the same topic. The Company will not consider questions received after Tuesday, 21 April 2020 or those that are not strictly relevant to matters on the agenda of Shareholders' Meeting.

Additions to the Agenda

Pursuant to art. 126-*bis* T.U.F., shareholders who, individually or jointly, represent at least one fortieth of share capital are entitled to request, within ten days of publication of the present notice convening the Shareholders' Meeting (*i.e.*, within 30 March 2020), the addition of items to the agenda, indicating in such request the proposed additional matters for discussion, or submit proposed resolutions on items already on the agenda. The request must be submitted in writing to the Company's registered office (Via Chiese no.6 – 20126 Milan) by registered mail with proof of delivery, for the attention of: "Prysmian S.p.A. – Corporate Affairs Department" or by e-mail to corporate-pryspa@pec.prysmian.com and must be accompanied by the intermediary's notice proving title to the number of shares required to submit the request. This is without prejudice to the possibility for eligible voters to individually submit proposed resolutions directly at the Shareholders' Meeting itself – through the Designated Representative.

Within the same ten-day timeframe, a report must be submitted using the same procedures that states the reasons for the proposed resolutions on new matters being proposed for discussion or the reasons for the additional proposed resolutions relating to matters already on the agenda.

Any additions to the agenda or submission of additional proposed resolutions on matters already on the agenda, as well as the report prepared by the requesting shareholders accompanied by any opinions of the Board of Directors, will be published by the Company, according to the Law, at least fifteen days before the date of the Shareholders' Meeting.

Additions to the agenda are not permitted for matters on which the Shareholders' Meeting adopts, by law, resolutions proposed by the Directors or resolutions based on a proposal or report prepared by the Directors, other than those envisaged by art. 125-*ter*, par. 1 T.U.F..

Documentation

As of today, the following documentation is publicly available at the Company's registered office (Via Chiese no.6, 20126 Milan), on the corporate website at www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting*), on the website of Borsa Italiana S.p.A. at www.borsaitaliana.it and in the authorised central storage mechanism used by the Company at www.emarketstorage.com:

- the financial statements (Prysmian S.p.A.'s draft financial statements and the Prysmian Group's consolidated Financial Report at 31 December 2019, along with Independent Auditor and Board of Statutory Auditors respective opinions),
- the "Sustainability Report 2019 and Consolidated Disclosure of Non-Financial Information" according to Italian Legislative Decree no. 254/2016, along with Independent Auditor opinion,
- the "Report on Corporate Governance and Ownership Structure",
- the "Report on Remuneration Policy and Compensation Paid" relating to items five and six of the agenda of the ordinary session of the meeting, along with the respective resolutions proposals.
- the Board of Directors' reports relating to items from one to four of the agenda of the ordinary session of the meeting, along with the respective resolutions proposals,
- the Board of Directors' report relating to item one of the agenda of the extraordinary session of the meeting, along with the resolution proposal.

Shareholders are entitled to examine them and obtain a copy upon request. However, following the restrictive provisions issued by the competent Authorities, the Shareholders are informed that access to the registered office may be allowed in ways and terms to be defined.

Milan, 20 March 2020

By order of the Board of Directors
Claudio De Conto
(Chairman)

Coronavirus - COVID 19: The Shareholders' Meeting will take place in full compliance with the prescriptions and instructions contained in the decrees and/or directives issued by the competent authorities (national or regional) and in force on the date of the Shareholders' Meeting itself. The Company will communicate any relevant prescriptions and instructions in relation to the organization of the meeting; as of now, it is reminded the obligation for the shareholders to intervene and vote by granting a proxy to the "Designated Representative", without attending the meeting in person and sending questions on the items on the agenda in writing.