

To be sent together with the Voting Instructions here attached, a copy of the identity document of the delegating party(ies) and a copy of the certification ex art. 83-sexies T.U.F. issued by the authorized intermediary, by certified or ordinary e-mail to one of the following addresses:

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

SHAREHOLDER'S MEETING PROXY FORM

In accordance with Art. 135-novies of Italian Legislative Decree no. 58/1998

The undersigned¹, being Shareholder/s of Prysmian S.p.A.

* Surname / Company name

* First name

* Place of birth

* County

* Date of birth

* Tax code

* Address of residence or registered office and street number

* Postcode

* Town/City

* County

Phone number

* First name

* Surname / Company name

* County

* Date of birth

* Tax code

* Address of residence or registered office and street number

* Postcode

* Town/City

* County

Phone number

delegates/delegate

the attorney, Dario Trevisan, born in Milan on 04/05/1964, domiciled in Milan, Viale Majno no. 45 (Tax Code TRVDRA64E04F205I), who can be replaced either by Trevisan & Associati Law Firm, Viale Majno 45 Milan (Tax Code 07271340965), or by Avv. Camilla Clerici born in Genova on 19/01/1973 (Tax Code CLRCLL73A59D969J), domiciled in Milan, Viale Majno no. 45, or by Avv. Giulio Tonelli, born in La Spezia on 27/02/1979 (Tax Code TNLGLI79B27E463Q), domiciled in Milan, Viale Majno No. 45, or by Tania Scatamacchia, born in Melfi (PZ) on 28/02/1987 (Tax Code SCTTNA87B68F104C), domiciled in Milan, Viale Majno n. 45 or by Beatrice Maria Mero, born in Milan on 22/06/1987 (Tax Code MREBRC87H62F205C) domiciled in Milan, Viale Majno n. 45, or by Marco Esposito, born in Monza on 30/08/1992 (Tax Code SPSMRC92M30F704H) domiciled in Milan, Viale Majno n. 45 or by another subject legitimated to this in accordance with the law and/or, also through sub-delegation, to the Designated Representative pursuant to art. 135-undecies of the Italian Legislative Decree no.58/98 (and its substitutes), to represent him/her/them for his/her/their shares entitled to vote, according to the certificate for shareholder meeting attendance issued by authorized intermediaries, at the Ordinary and Extraordinary Shareholders' Meeting of Prysmian S.p.A. convened in Milan, via Chiese n.6, with access from viale Sarca 336, building no. 20 on the following date:

- **Tuesday 28th April 2020 at 2:30 p.m. (CET)**, in *single call*, giving full approval to his/her actions during the meeting.

Date and place

Signature/s

¹ Full name of the shareholder as it appears on the copy of the certificate for shareholder meeting attendance issued by authorized intermediaries.
(*) Compulsory information.

VOTING INSTRUCTIONS

(Section containing information only for the Proxy-Holder - Tick the box selected)

The undersigned Mr./Mrs. _____

Or, alternatively, if legal entity

The _____
(name of legal entity)

Authorizes the Proxy-Holder and his Substitutes to vote according to the following instructions to the Shareholders' Meeting of Prysmian S.p.A., ISIN code **IT0004176001**, convened 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*.**

O.1 Financial statements at 31 December 2019; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Absteined
O.2 Allocation of net profit for the year and distribution of dividend.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Absteined
O.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.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Absteined
O.4 Incentive plan: resolutions under article 114-bis of Italian Legislative Decree 58/98.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Absteined
O.5 Report on Prysmian Group's remuneration policy.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Absteined
O.6 Consultation on compensation paid.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Not in Favor	<input type="checkbox"/> Absteined
E.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.	<input type="checkbox"/> In Favor	<input type="checkbox"/> Opposed	<input type="checkbox"/> Absteined

Privacy policy

Pursuant to art. 13 of the regulation(eu) 2016/679 ("on the protection of natural persons with regard to the processing of personal data and on the free movement of such data")

With reference to the personal data, Avv. Dario Trevisan – as Appointed Representative of the Issuer – will get in carrying out its activities in Your favor, we wish to inform You of the following.

Data Controller

The data controller is Avv. Dario Trevisan, c.f. TRVDRA64E04F205I, domiciled in Milano, viale Majno n. 45. You can contact the Data Controller at the following email address: mail@trevisanlaw.it

Data Processing purpose

Data contained in the Appointed Representative format will be processed for the following purposes:

- a) execution of the assignment received, or for the fulfillments regarding the representation in the shareholders' meeting and the expression of votes on Your behalf, according to the instructions received;
- b) fulfilling legal obligations.

Legal basis of Data Processing

Data Processing has the following legal basis:

- fulfillment of contractual obligations, as arising from the assignment received;
- fulfillment of a legal obligation to which the Data Controller is subject, even with the Issuer or supervisory authorities or bodies.

Source of Personal Data

Personal Data is collected directly from You or from public or private archives.

Data Processing methods

Data Processing will consist in the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, broadcast or any other form of provision, comparison or interconnection, limitation, cancellation and destruction of Data.

Data Processing can be carried out by the Data Controller and / or by people authorized by him, with or without the use of electronic or automated means.

Personal Data is processed lawfully, correctly and transparently, in the manner and for the above-mentioned purposes, as well as in compliance with the legislation on privacy and the obligations of professional confidentiality.

Data retention period

In compliance with the principles of lawfulness, limitation and Data minimization purposes, Data will be kept for the period of completion of the assignment received and, subsequently, for the time the Data Controller is subject to retention obligations for fiscal, administrative purposes or in any case required by law.

Nature of Data provision and consequences of eventual refusal.

With reference to the purposes reported in point a) of the paragraph "Processing Data purpose", data provision is not mandatory, but it is strictly necessary for the purpose of carrying out the task received. Any refusal to provide such data would make it impossible for the Data Controller - as appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent. With reference to the purposes reported in point b), data provision is mandatory. Failure to provide data would make it impossible for the Data Controller

- as appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

Personal Data communication and dissemination

Data will be made accessible for the above-mentioned purposes, before, during and after the Shareholders' Meeting of the Issuer.

Employees and collaborators of the Data Controller, specifically authorized to treat them, may access data as well as the Issuer for the fulfillment of legal obligations, including the preparation of the minutes of the meeting and the updating of the shareholders' register. Data can be communicated to all those public and private subjects to whom the communication is necessary for the fulfillment of a legal obligation, or on the basis of instructions given by authorities legitimated by the law or by supervisory and control authorities, as well as for purposes strictly connected and related to the execution of the assignment received concerning the representation in the shareholders' meeting and the expression of votes.

Data transfer abroad

Data could be transferred to EU countries or to third countries for the purposes of the processing.

Rights of the Data Subject.

You have the right to request the Data Controller at any time:

- confirmation whether Your personal data has been processed or not, in which case You will be granted to access to the following information: (i) processing purpose, (ii) categories of data processed, (iii) recipients or categories of recipients to whom data has been or will be communicated, in particular, if recipients of third countries or international organizations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing (**right of access**);
- rectification of inaccurate personal data, or the integration of incomplete one (**right of rectification**)
- erasure of personal data in the event of (i) opposition to the processing in the absence of any other our legitimate prevailing reason for proceeding with the treatment itself; (ii) unlawful processing; (iii) compliance with a legal obligation; unless the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfillment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, for archiving in public interest, scientific or historical research or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation into anonymous form or blocking of data processed in violation of the law (**right to be forgotten**);
- restriction of processing in the event of (i) contesting the accuracy of the same for the period necessary for us to verify its accuracy; (ii) unlawful processing with the request of the Data Subject to restrict the processing and not to erase; (iii) Data Subject's need of the personal data to ascertain, exercise or defend a right before the courts; (iv) opposition to Data Processing pending verification regarding the possible prevalence of our legitimate reasons with respect to Yours (**limitation right**).

You also have the right to submit complaints to the competent supervisory authority (in Italy, the Italian data protection authority) if You believe that the Data Processing is in violation of the privacy legislation.

In order to exercise Your rights, as well as for any information, You can send an email to mail@trevisanlaw.it