

**Prysmian S.p.A.**  
**Ordinary and Extraordinary Shareholders' Meeting**  
**of 12<sup>th</sup> April 2018, h. 2:30 p.m., in single call**  
**("the Shareholders' Meeting")**

**Information upon Share Capital and Treasury Shares**

As of today, the subscribed, paid-in and notified to Company Register share capital amounts to Euro 22,154,734.90, divided into 221,547,349 ordinary shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meetings.

As of today, the Company directly and indirectly owned 6,493,329 treasury shares with suspended right to vote.

**Attendance at the meeting**

Pursuant to art. 83-*sexies* of Italian Legislative Decree 58/98, all persons entitled to vote may attend the Shareholders' Meeting, or be represented according to the law, provided the Company receives a notice of shareholding from an authorised intermediary based on their records at the close of the accounting day on Tuesday, 3 April 2018, being the seventh trading day before the date of the Shareholders' Meeting. Those who acquire voting rights only after this date will not be entitled to attend and vote at the Meeting. In order to facilitate confirmation of their entitlement, eligible shareholders are invited to display a copy of the notice of shareholding sent to the Company by their intermediary.

**Voting by proxy**

Every shareholder may be represented at the Shareholders' Meeting by giving a written power of attorney, using the proxy form available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholders' Meeting) or from the Company's registered office (Via Chiese no.6 – 20126 Milan). The appointment of a proxy may also be notified to the Company by sending the proxy 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](mailto:corporate-pryspa@pec.prysmian.com).

The appointment of a 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 the notice, the Company has appointed the lawyer Mr. Dario Trevisan as the Designated Representative under art. 135-*undecies* of Italian Legislative Decree 58/98. Shareholders can appoint the Delegated Representative as their proxy, free of charge, by completing and signing the form available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholders' Meeting) or from its registered office (Via Chiese no.6 – 20126 Milan). 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](mailto:rappresentante-designato@pec.it), by the close of business on Tuesday, 10 April 2018, being the second trading day before the date of the

Shareholders' Meeting. Powers of attorney and voting instructions may be revoked within the same deadline. The power of attorney conferred upon the Company's Designated Representative cannot be exercised with regard to items on the agenda for which no voting instructions have been given.

**Right to submit questions before the Shareholders' Meeting:**

Pursuant to art. 127-ter of Italian Legislative Decree 58/98, eligible voters may submit questions on the agenda even before the 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 Monday, 9 April 2018, being the third day before the date of the Shareholders' Meeting, and must be accompanied by the intermediary's notice of proof of entitlement to vote; such proof 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 Meeting itself. The Company may provide a single response to questions concerning the same topic. The Company will not consider questions received after Monday, 9 April 2018 or those that are not strictly relevant to matters on the Meeting's agenda.

**Additions to the Agenda**

Pursuant to art. 126-bis of Italian Legislative Decree 58/98, shareholders who, individually or jointly, represent at least one fortieth of share capital are entitled to request, within ten days of publication of the notice convening the Shareholders' Meeting (*i.e.*, within 12 March 2018), 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 email 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.

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 possible 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, in the legally required manner, at least fifteen days before the date of the 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 of Italian Legislative Decree 58/98.

#### **Appointment of the Board of Directors**

Pursuant to art. 14 of the Company's By-laws, the directors are appointed based on slates, in which the candidates must be listed with a sequential number.

The outgoing Board of Directors is entitled to present slates, as are those shareholders who, alone or together with other shareholders, represent at least 1% of ordinary share capital. As far as slates presented by shareholders are concerned, ownership of the minimum shareholding needed to present such slates is determined based on shares registered to such shareholders on the day the slates are filed with the Company. The related note can be produced even after filing, provided by 22 March 2018.

The slate of the Board of Directors, if presented, must be filed at the Company's registered office by the thirtieth day before the date of the Shareholders' Meeting, meaning by 13 March 2018. Slates presented by shareholders, signed by those presenting them, must be filed, at least twenty-five days before the date of the Shareholders' Meeting, at the Company's registered office, meaning by Sunday, 18 March 2018, extended to Monday, 19 March 2018, as the first working day after the expiring date, or sent by email to *corporate-pryspa@pec.prysmian.com*, on the same day. They will be made publicly available at the registered office, on the Company's website *www.prysmiangroup.com* and in the other ways envisaged by Consob (Italy's Stock Exchange Commission) at least twenty-one days before the date of the Shareholders' Meeting.

Each shareholder can present or contribute to the presentation of only one slate and each candidate may appear on only one slate, otherwise they will be disqualified. The first two candidates on each slate must satisfy the independence requirements laid down by law. In addition, the slates which present a number of candidates equal to, or greater than, three must be composed of candidates belonging to both genders so that the less represented gender is at least one third (rounded upwards) of the candidates.

Each slate must be filed together with acceptances by each candidate of their candidacy and declarations in which they state, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed for the position. The declarations must be filed together with a curriculum vitae for each candidate containing full information about their personal and professional characteristics, indicating the directorships and statutory auditorships held in other companies and, if the conditions are satisfied, whether they meet the independence requirements set out in art. 148, par. 3, of Italian Legislative Decree 58/98 and in the Self-Regulatory Code for listed companies issued by Borsa Italiana S.p.A. (the Italian Stock Exchange) and adopted by the Company.

Any possible changes that occur up to the date of the Shareholders' Meeting must be promptly notified to the Company.

Slates submitted without complying with the foregoing provisions will be disregarded. Shareholders wishing to present slates for the appointment of members of the Board of Directors are invited to view the policy on the composition of the corporate bodies approved by the Board of Directors on 20 December 2017 and available on the company website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investors/Shareholder Information/Shareholders' Meeting).

Lastly, shareholders intending to present slates for the appointment of members of the Board of Directors are invited to take into account the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009.

Milan, 2 March 2018

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