

**PRESS RELEASE**

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**OFFER OF OPTION RIGHTS IN THE CAPITAL INCREASE COMPLETED: APPROXIMATELY 97.81% OF THE SHARES SUBSCRIBED, FOR AN AGGREGATE AMOUNT OF EURO 488,968,330.40**

**UNEXERCISED OPTION RIGHTS WILL BE OFFERED ON THE MTA AS FROM 24 JULY 2018**

*Milan, Italy – 19 July 2018.* Prysmian S.p.A. (“**Prysmian**” or the “**Company**”) announces the end of the period for the exercise of option rights in relation to the offer to shareholders and holders of convertible bonds in ordinary share of the Company of a maximum number of 32.652.314 newly issued Prysmian ordinary shares (the “**New Shares**”), resulting from the capital increase resolved by the Extraordinary Shareholders Meeting dated 12 April 2018 (the “**Capital Increase**”).

During the option offering period, commencing on 2 July 2018 and ending on 19 July 2018, inclusive (the “**Option Period**”), n. 239,533,800 option rights have been exercised for the subscription of n. 31,937,840 New Shares, equal to 97.81% of the aggregate number of New Shares, for an aggregate amount of Euro 488,968,330.40.

As of the end of the Option Period, consequently, n. 5,358,555 option rights remain unexercised (the “**Unexercised Rights**”), for an aggregate of n. 714,474 New Shares, for an aggregate amount of Euro 10,938,596.94.

Unexercised Rights will be offered by Prysmian on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A., pursuant to Art. 2441, paragraph 3 of Italian Civil Code, through Mediobanca – Banca di Credito Finanziario S.p.A., in the trading sessions of 24, 25, 26, 27 and 30 July 2018 (the “**Stock Exchange Offer**”), subject to a prior closing of the offer in the case of the sale of all the Unexercised Rights.

During the first trading session, the entirety of the Unexercised Rights will be offered; in subsequent trading sessions, any Unexercised Rights not placed during the previous trading sessions will be offered.

The Unexercised Rights may be used to subscribe the New Shares at a price of Euro 15,31 for each New Share, with an option ratio of no. 2 New Shares for every no. 15 Unexercised Rights purchased.

The exercise of the Unexercised Rights purchased in the context of the Stock Exchange Offer and, consequently, the subscription of the New Shares must be, under penalty of forfeiture, via the authorized intermediaries adhering to the centralized management system of Monte Titoli S.p.A., by and not later than the 31<sup>st</sup> July 2018, with the same value, unless the Stock Exchange Offer closes in advance due to the sale of all Unexercised Rights offered during the trading sessions of 24 or 25 July 2018.

In case of an advance closing of the Stock Exchange Offer, the exercise of the Unexercised Rights purchased in the context of the Stock Exchange Offer will have to be carried out in advance, under penalty of forfeiture, no later than the third day of trading following the day of communication of the advance closing, which means:

- no later than 27 July 2018, with cleared funds, in case of anticipated conclusion within the

first trading session of 24 July 2018;

- no later than 30 July 2018, with cleared funds, in case of anticipated conclusion within the second trading session of 25 July 2018;

It remains understood that if the offered Unexercised Rights are not sold in their entirety within the first two trading sessions referred to above (i.e. during the trading sessions of 24 and 25 July 2018), the final term for the subscription of the New Shares will be the 31<sup>st</sup> July 2018.

New Shares subscribed prior to the closing of the Stock Exchange Offer will be credited to the accounts of the authorized intermediaries adhering to the centralized management system of Monte Titoli S.p.A. at the end of the settlement period of the last day of exercise of the Unexercised Rights, with availability on the same date.

Lastly, it is noted that the subscription of the capital increase is wholly guaranteed, given that Banca IMI S.p.A., Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A. (the “**Joint Global Coordinators**”) undertook, inter alia, according to the terms and conditions set out in the underwriting agreement executed on 27 June 2018 (see the press release issued on that date), to subscribe the New Shares in a number corresponding to the option rights which remain unexercised at the end of the Stock Exchange Offer, pursuant to art 2441, paragraph 3 of the Italian Civil Code, up to the total amount of the capital increase.

The Registration Document, the Informative Note and the Summary Note are available at the registered office of Prysmian, in Milan, Via Chiese n. 6 and on Prysmian’s corporate website [www.prysmiangroup.com](http://www.prysmiangroup.com).

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This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase or subscribe for securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the “**Other Countries**”). Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by CONSOB in accordance with applicable regulations.

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This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“**EEA**”) which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Directive (the “**Permitted Public Offer**”) and/or pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities.

Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for the Company or any of the Joint Global Coordinators or any of the managers to publish a

prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. The expression "Prospectus Directive" means Directive 2003/71/EC (this Directive and amendments thereto, including Directive 2010/73/EC, to the extent implemented in the Relevant Member State), together with any implementing measures in any member state. This document is a press release and is not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive has been published by the Company. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the relevant prospectus.

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#### **Prysmian Group**

*Prysmian Group is world leader in the energy and telecom cable systems industry. With almost 140 years of experience, sales exceeding €11 billion (pro-forma as of 31.12.2017), about 30,000 employees in over 50 countries and 112 plants, the Group is strongly positioned in high-tech markets and offers the widest possible range of products, services, technologies and know-how. It operates in the businesses of underground and submarine cables and systems for power transmission and distribution, of special cables for applications in many different industries and of medium and low voltage cables for the construction and infrastructure sectors. For the telecommunications industry, the Group manufactures cables and accessories for voice, video and data transmission, offering a comprehensive range of optical fibres, optical and copper cables and connectivity systems. Prysmian is a public company, listed on the Italian Stock Exchange in the FTSE MIB index.*

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