

**PRESS RELEASE**

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**THE BOARD OF DIRECTORS OF PRYSMIAN S.p.A. APPROVES FINAL TERMS AND  
CONDITIONS OF THE PRE-EMPTIVE CAPITAL INCREASE  
EXECUTION OF THE UNDERWRITING AGREEMENT**

**Milan, Italy – 27 June 2018.** The Board of Directors of Prysmian S.p.A. (“**Prysmian**” or the “**Company**”), held today and chaired by Massimo Tononi, approved the final terms and conditions of the pre-emptive capital increase resolved by the Extraordinary Shareholders Meeting of 12 April 2018 (the “**Capital Increase**”).

Specifically, the Capital Increase will be effected by way of the issue of up to n. 32,652,314 ordinary shares with nominal value of Euro 0.10 each (the “**New Shares**”), to be offered in pre-emption to all the shareholders and to the holders of Company convertible bonds, deriving from the convertible bonds facility “*Prysmian S.p.A. € 500.000.000 Zero Coupon Linked Bonds due 2022*” (each a “**Convertible Bond**”) at the subscription ratio of n. 2 New Shares for n. 15 option rights held (the “**Option Rights**”), at an issue price equal to Euro 15,31 per New Share, for a total amount of Euro 499,906,927.34, of which Euro 496,641,695.94 as share premium (the “**Offer**”). Every existing share entitles the holder to an Option Right, while each Convertible Bond entitles the holder to n. 2,915 Option Rights (amount theoretically corresponding to the number of shares to which the Convertible Bonds holders are entitled, calculated on the basis of the provisions of the relevant regulation and the conversion price of Euro 34.2949, revised downward).

The issue price of the New Shares has been determined applying a discount of approximately 25.82% with respect to the theoretical ex-rights price (TERP) of the ordinary shares of Prysmian, calculated in accordance with current methods on the basis of reference price of Prysmian ordinary shares registered by Borsa Italiana on 27 June 2018, equal to Euro 21.35.

The timetable of the Offer provides that the Option Rights valid for the subscription of the New Shares will be exercisable, subject to forfeiture, from 2 July 2018 to 19 July 2018, inclusive (the “**Option Period**”) and will also be separately tradable on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. (the “**MTA**”) from 2 July 2018 al 13 July 2018, inclusive. The Option Rights not exercised by the end of the Option Period will be offered on the MTA within the month following the end of the Option Period, pursuant to Article 2441, paragraph 3, of the Italian Civil Code. The starting date and the closing date of the period during which the Option Rights not exercised will be offered on the MTA will be communicated to the public by specific notice. The New Shares resulting from the Share Capital Increase will have the same characteristics and the same rights as the outstanding Prysmian ordinary shares, and will have regular entitlement and will be traded on the MTA.

The start of the Offer, as well as the final terms and conditions of the issuance of the New Shares and the timetable referred to above, are subject to the approval by CONSOB of the Registration Document, the Securities Note and the Summary Note relating to the Offer and the admission to trading of the New Shares on the MTA.

The Registration Document, the Securities Note and the Summary Note will be made available in accordance with applicable law at the registered office of Prysmian, in Milano, via Chiese 6, and on Prysmian’s corporate website, [www.prysmiangroup.com](http://www.prysmiangroup.com).

## Underwriting Agreement

The Company announces that, following today's meeting of the Board of Directors, the underwriting agreement related to the transaction was signed. Banca IMI S.p.A., Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A., (the "**Joint Global Coordinators**") undertook, in accordance with the terms and conditions set forth in the underwriting agreement, *inter alia*, to subscribe the New Shares corresponding to the Option Rights which remain unsubscribed at the end of the offering pursuant to Article 2441, paragraph 3 of the Italian Civil Code, up to a maximum amount equal to the aggregate amount of the Share Capital Increase, and therefore for a maximum amount of approximately Euro 500 million.

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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 will be published in the future. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the relevant prospectus.

None of the Joint Global Coordinators or any of their affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement or any other information relating to the Company, its subsidiaries or associated companies, or for any loss arising from any use of this announcement or its contents

*Il presente comunicato stampa è disponibile sul sito internet della società all'indirizzo [www.prysmiangroup.com](http://www.prysmiangroup.com) e presso il meccanismo di stoccaggio autorizzato delle informazioni regolamentate fornito da Spafid Connect S.p.A. all'indirizzo [www.emarketstorage.com](http://www.emarketstorage.com)*

or in connection therewith. They will not regard any other person as their respective clients in relation to the rights issue and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the capital increase and the rights issue, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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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.*

### **Media Relations**

Lorenzo Caruso  
Corporate and Business Communications Director  
Ph. 0039 02 6449.1  
Lorenzo.caruso@prysmiangroup.com

### **Investor Relations**

Cristina Bifulco  
Investor Relations Director  
Ph. 0039 02 6449.1  
mariacristina.bifulco@prysmiangroup.com