

PRESS RELEASE

ANNUAL SHAREHOLDERS' MEETING

**2016 FINANCIAL STATEMENTS APPROVED
DIVIDEND OF €0.43 PER SHARE FOR A TOTAL OF SOME €91 MILLION
TREASURY SHARE BUY-BACK AND DISPOSAL PROGRAMME APPROVED
FAVOURABLE VOTE ON PRYSMIAN GROUP'S REMUNERATION POLICIES**

GRANTED THE AUTHORIZATION TO CONVERT THE EQUITY-LINKED BOND ISSUED ON 17 JANUARY 2017 AND APPROVED THE SHARE CAPITAL INCREASE SERVING THE CONVERSION OF THE BOND

Milan, 12 April 2017. The Shareholders' Meeting of Prysmian S.p.A., convened today in ordinary and extraordinary session, has:

- approved the financial statements for 2016 and the distribution of a gross dividend of €0.43 per share for a total of some €91 million. The dividend will be payable from 26 April 2017 and record date on 25 April 2017, with the shares going ex-div on 26 April 2017.
- Authorized a treasury share buy-back and disposal program with the revocation of the previous authorization granted to Board on 13 April 2016. This program provides the opportunity to purchase, on one or more occasions, a maximum number of ordinary shares whose total cannot exceed 10% of share capital. Purchases may not exceed the amount of undistributed earnings and available reserves reported in the most recently approved annual financial statements. The authorization to buy back treasury shares will last for 18 months commencing from today's date. The authorization to dispose of treasury shares has no time limit. The authorization to buy back and dispose of treasury shares is being sought to give the Company authority that can be exercised:
 - to provide the Company with a portfolio of treasury shares (a stock deposit, so called "magazzino titoli"), including those already held by the Company, that can be used in any extraordinary transactions;
 - in order to use the treasury shares purchased to service the exercise of rights arising from convertible debt instruments or instruments exchangeable with financial instruments issued by the Company, its subsidiaries or by third parties;
 - to dispose of treasury shares to satisfy incentive plans or share participation plans reserved for Group's directors and/or employees;
 - to allow efficient management of the Company's capital, by creating an investment opportunity even for its available liquidity.

Treasury shares will be bought back and sold in accordance with applicable laws and regulations:

- (i) at a minimum price no more than 10% below the stock's official price reported in the trading session on the day before carrying out each individual transaction;
 - (ii) at a maximum price no more than 10% above the stock's official price reported in the trading session on the day before carrying out each individual transaction.
- Expressed a favorable opinion on the Group's remuneration policies.
 - Granted the authorization to convert the equity-linked bond with nominal value equal to €500,000,000 expiring on 17 January 2022, reserved to Institutional Investors and named "Prysmian S.p.A. €500,000,000 Zero Coupon Equity Linked Bonds due 2022", issued on 17 January 2017, approving

furthermore the consequent increase in share capital, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of €1,457,942.70, by issuing up to no.14,579,427 ordinary shares of the Company with a nominal value of Euro 0.10 each, amending the art. 6 of the By-laws accordingly.

The minutes of the Shareholders' Meeting will be made publicly available as and when established by current legislation.

Prysmian Group

Prysmian Group is world leader in the energy and telecom cables and systems industry. With nearly 140 years of experience, sales of over €7.5 billion in 2016, 21,000 employees across 50 countries and 82 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