

**PRESS RELEASE**

**SHAREHOLDERS' MEETING**

**2012 FINANCIAL STATEMENTS APPROVED**

**DIVIDEND OF EURO 0.42 PER SHARE FOR A TOTAL OF AROUND EURO 89 MILLION**

**BOARD OF STATUTORY AUDITORS APPOINTED FOR NEXT 3 YEARS**

**TREASURY SHARE BUY-BACK AND DISPOSAL PROGRAMME**

**SHARE OWNERSHIP PLAN IN FAVOUR OF PRYSMIAN GROUP'S EMPLOYEES**

**AUTHORIZATION TO CONVERT THE EQUITY-LINKED BOND ISSUED ON 8 MARCH 2013 APPROVED**

**FAVOURABLE VOTE ON PRYSMIAN GROUP'S REMUNERATION POLICIES**

Milan, 16 April 2013. The shareholders' meeting of Prysmian S.p.A., held today, has:

- approved the financial statements for 2012 and the distribution of a gross dividend of Euro 0.42 per share for a total of some Euro 89 million. The dividend will be paid out from 25 April 2013, with the shares going ex-div on 22 April 2013, record date on 24 April 2013, and will be payable to shares outstanding on the ex-div date;
- appointed, for the next three years (until the date of approving the financial statements for the year ended 31 December 2015), the Board of Statutory Auditors, granting the Chairman of the Board of Statutory Auditors with a yearly gross remuneration of euro 75,000 and each of the Standing Statutory Auditors with a yearly gross remuneration of euro 50,000.  
The following members of the Board of Statutory Auditors have been appointed on the basis of the two lists presented:

Paolo Francesco Lazzati                      (*Standing Statutory Auditor*)  
Maria Luisa Mosconi                        (*Standing Statutory Auditor*)  
Marcello Garzia                               (*Alternate Statutory Auditor*)

taken from the list presented by the shareholder Clubtre S.r.l. (list voted by the majority of those eligible to attend the shareholders' meeting, corresponding to around the 81% of the capital present or represented);

Pellegrino Libroia                            (*Chairman of the Board of Statutory Auditors*)  
Claudia Mezzabotta                         (*Alternate Statutory Auditor*)

taken from the list jointly presented by a group of shareholders made up of management funds companies and institutional investors (list voted by a minority of those eligible to attend the shareholders' meeting, corresponding to around the 15% of the capital present or represented);

The *curricula vitae* of the members of the Board of Statutory Auditors can be consulted on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com).

- authorized a treasury share buy-back and disposal programme and revocation of the previous authorisation under the shareholder resolution dated 18 April 2012. This programme provides the opportunity to purchase, on one or more occasions, a maximum number of ordinary shares whose total cannot exceed 10% of share capital, equal to 18,420,002 ordinary shares as at today's date, after deducting the treasury shares already held by the Company. 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, 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 stock option plans reserved for the Group's directors and 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.

- Approved the share ownership plan reserved to Prysmian S.p.A. and/or its subsidiaries employees, with any Directors of the Company included, granting the Board of Directors with the relevant powers for the implementation.

The reasons behind the introduction of the Plan are:

- to strengthen the sense of belonging to the Group by offering employees at all levels of the organisation an opportunity to share in its successes, through equity ownership
- to align the interests of stakeholders (the Prysmian Group, employees and shareholders), by identifying a common goal of creating long-term value
- to contribute to the integration process

The Plan will offer the opportunity to purchase Prysmian's ordinary shares on favourable terms, with a maximum discount of 25% on the value of the stock, offered in the form of treasury shares. The shares purchased will be subject to a retention period, during which they will not be available for sale. The Plan envisages three periods of purchase: 2014, 2015 and 2016.

The Plan will include the Chief Executive Officer, the Chief Financial Officer, the Chief Strategic Officer, the Executive Vice President of Energy Business and Executives with strategic responsibilities of Prysmian Group with a different discount of 1%. The Plan is to be treated as "of particular relevance" within the meaning of art. 84-bis, par. 2 of the Issuer Regulations.

It establishes an upper overall limit for the discount, quantified as 500,000 shares serving the Plan.

- expressed a favorable opinion on the Group's remuneration policies.

During the extraordinary session, the shareholders:

- authorized to convert the equity-linked bond with nominal value equal to Euro 300,000,000.00 expiring on 8 March 2018, reserved to Institutional Investors and named "*€300,000,000 1.25 per cent. Equity Linked Bonds due 2018*", issued on 8 March 2013, approving 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 Euro 1,344,411.30, by issuing up to 13.444.113 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 sales of some €8 billion in 2012, more than 20,000 employees across 50 countries and 91 plants, the Group is strongly positioned in high-tech markets and offers the widest range of products, services, technologies and know-how. In the Energy sector, Prysmian Group operates in the business of underground and submarine power transmission cables and systems, special cables for applications in many different industrial sectors and medium and low voltage cables for the construction and infrastructure industry. In the Telecom sector, the Group manufactures cables and accessories for the voice, video and data transmission industry, offering a complete range of optical fibres, optical and copper cables and connectivity systems. Prysmian is a public company listed on the Milan Stock Exchange in the FTSE MIB index.

### **Media Relations**

### **Investor Relations**



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