

PRESS RELEASE

**ANNUAL SHAREHOLDERS' MEETING**

**2018 FINANCIAL STATEMENTS APPROVED**

**DIVIDEND OF €0.43 PER SHARE FOR A TOTAL OF SOME €113 MILLION**

**FRANCESCO GORI CONFIRMED AS DIRECTOR**

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

**AUTHORISATION TO BUY BACK AND DISPOSE OF TREASURY SHARES RENEWED**

**FAVOURABLE VOTE ON REMUNERATION POLICIES**

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**VERIFICATION OF THE INDEPENDENCE REQUIREMENTS OF THE STATUTORY AUDITORS**

**Milan, 5 June 2019** - The Shareholders' Meeting of Prysmian S.p.A., convened today, has:

- approved the financial statements for 2018 and the distribution of a gross dividend of €0.43 per share for a total payout of about €113 million. The dividend will be payable from 26 June 2019, with *record date* on 25 June 2019 and *ex-dividend date* on 24 June 2019;
- confirmed as Director Francesco Gori, co-opted by the Board of Directors on 18 September 2018. The Shareholders' Meeting approved the appointment on the basis of the motion submitted by the Board of Directors, in accordance with the majorities required by law, without list voting. Francesco Gori's mandate will expire on the same day as the expiry of the Board of Directors' mandate, upon the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2020. His *curriculum vitae* can be consulted on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com);
- appointed the Board of Statutory Auditors for the next three-year period (until approval of the financial statements for the year ending 31 December 2021), and established €75,000 as the annual amount payable to the Chairman of the Board of Statutory Auditors and €50,000 as the annual amount payable to each Standing Auditor.

The following Statutory Auditors have been appointed on the basis of the two lists presented:

- Paolo Francesco Lazzati (*Standing Auditor*)
- Laura Gualtieri (*Standing Auditor*)
- Michele Milano (*Alternate Auditor*)

taken from the list presented by the shareholder Clubtre S.p.A. (list voted by the majority of those holding voting rights and attending the shareholders' meeting, who accounted for approximately 72.98% of share capital attending or represented);

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

taken from the list jointly presented by a group of shareholders linked to asset management companies and institutional investors (list voted by a minority of those holding voting rights and attending the meeting, who accounted for approximately 23.67% of share capital attending or represented);

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

- authorised a treasury share buy-back and disposal program and revoked the previous authorisation granted by the Shareholders' Meeting held on 12 April 2018. This program provides the opportunity to purchase, on one or more occasions, a maximum number of shares whose total cannot exceed, at any moment, 10% of share capital. Purchases may not exceed the amount of undistributed earnings and unrestricted reserves reported in the most recently approved annual financial statements. The authorisation to buy back treasury shares will last for 18 months commencing from today's date. The authorisation to dispose of treasury shares has no time limit. The authorisation to buy back and dispose of treasury shares has been sought to give the Company a power that can be exercised:
  - to provide the Company with a portfolio of treasury shares (a stock deposit, so called "securities store"), including those already held by the Company, that can be used in any extraordinary transactions (e.g.: mergers, demergers, participation acquisition);
  - 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 third parties (e.g.: upon takeover bids or exchange tender offers);
  - to dispose of treasury shares to be used as part of incentive plans or share participation plans reserved for Group 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 can 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 favourable opinion on the Group's Remuneration Policies.

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

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It should also be noted that today the Board of Statutory Auditors of Prysmian S.p.A. appointed by the Shareholders' Meeting held today met for the first time, chaired by Pellegrino Libroia.

Pursuant to Consob's Rules for Issuers and the Corporate Governance Code for Listed Companies, the Board of Statutory Auditors verified that all its members (Pellegrino Libroia, Laura Gualtieri and Paolo Francesco Lazzati) satisfy the independence requirements imposed by law (Article 148, paragraph 3, of Consolidated Law on Finance) and the aforementioned Corporate Governance Code for Listed Companies (Articles 3.C.1 and 8.C.1) with regard to Statutory Auditors of listed companies.

### **Prysmian Group**

*Prysmian Group is world leader in the energy and telecom cable systems industry. With almost 140 years of experience, sales of over €11 billion, about 29,000 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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