

REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER ONE OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 28 APRIL 2020, THE PROPOSAL TO APPROVE THE FINANCIAL STATEMENTS AT 31 DECEMBER 2019, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

1. **Financial statements at 31 December 2019; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors; related resolutions.**

Shareholders,

We are submitting for your approval the financial statements for the year ended 31 December 2019, which will be published within the terms of the law and to which reference is made for all relevant information about, and we propose you to adopt the following resolution:

"The Shareholders' Meeting:

- ***acknowledges the report by the Board of Directors,***
- ***acknowledges the reports by the Board of Statutory Auditors and by the Independent Auditors,***
- ***has examined the financial statements at 31 December 2019, which close with a net profit of Euro 178,681,518,***

RESOLVES

to approve:

- ***the Directors' report;***
- ***the financial statements at 31 December 2019;***

as presented by the Board of Directors, as a whole, in their individual posts, along with the proposed allocations - which report a net profit of Euro 178,681,518."

Milan, 20 March 2020

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