

REPORT BY THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (“*PRYSMIAN*” OR THE “*COMPANY*”) TO VOTE, AS ITEM NUMBER TWO OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS’ MEETING SCHEDULED ON 19 APRIL 2023 (THE “*SHAREHOLDERS’ MEETING*”), THE PROPOSAL TO ALLOCATE THE RESULT OF THE YEAR, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

2. Allocation of net profit for the year and distribution of dividend.

The Board of Directors proposes to resolve, from the profit for the 2022 financial year and on profit reserves, the distribution of a gross dividend of Euro 0.60 to each voting ordinary share. Considering the issued ordinary shares, equal to no. 268,144,246, included the no. 4,601,362 treasury shares directly owned as of today which have no right to profits, the total amount to be distributed would be equal to approximately Euro 158 million.

The number of shares with right to dividends will be calculated with reference to the evidence of the accounts in relation to the end of the accounting day under art. 83-terdecies of Legislative Decree no. 58/1998 (so called "Record Date").

Subject to the approval by the Shareholders' Meeting of the items of the agenda related to (i) the long-term incentive plan for Prysmian Group's employees and the executive Directors of Prysmian S.p.A. with the granting of ordinary shares of the Company issued pursuant to capital increase, and (ii) the share capital increase free of charge, under art. 2349 of the Italian Civil Code, serving the abovementioned long-term incentive plan, it is proposed to allocate to the "Reserve for share issuance as per article 2349 of the Civil Code" the amount of Euro 950,000.

Finally, considering the 2023 calendar year approved by Borsa Italiana S.p.A., it is proposed that the dividend will be payable from 26 April 2023, with Record Date on 25 April 2023 and shares going ex-div on 24 April 2023.

Considering the above, the Board of Directors proposes the following resolution:

"The Shareholders' Meeting,

examined the financial statements as of 31 December 2022, which close with a net profit of Euro 143,767,869,

RESOLVES

to allocate the net profit for the year as follows:

- ***Euro 950,000 to the "Reserve for share issuance as per article 2349 of the Civil Code", subject to the approval by the Shareholders' Meeting of today of both the incentive plan to be executed with the granting of new shares, and the relevant share capital increase serving said incentive plan;***
- ***to each voting ordinary share (considering the treasury shares directly owned) a gross dividend of Euro 0.60, equal to approximately Euro 158 million, drawn from the residual net profit for the year and, for approximately Euro 15 million from the profit reserve "Retained earnings".***

The dividend will be payable from 26 April 2023, with Record Date on 25 April 2023 and shares going ex-div on 24 April 2023".

Milan, 18 March 2023

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