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Oggetto : Prysmian S.p.A.: Shareholders' Meeting

*Testo del comunicato*

Vedi allegato



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**PRESS RELEASE****ANNUAL SHAREHOLDERS' MEETING****2023 Financial Statements approved****Dividend of €0.70 per share for a total of about €191 million****Board of Directors appointed for the next three years**

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**BOARD OF DIRECTORS****Francesco Gori appointed Chairman****Massimo Battaini appointed Chief Executive Officer and General Manager****Members of the Board Committees and Lead Independent Director appointed**

Milan, 18 April 2024 - The Annual Shareholders' Meeting of Prysmian S.p.A. (the "**Company**"), convened today in ordinary session (the "**Shareholders' Meeting**"), passed the following resolutions:

- it approved the 2023 Financial Statements and the distribution of a gross dividend of €0.70 per share for a total pay-out of about €191 million. The dividend will be payable from 24 April 2024, with record date on 23 April 2024 and ex-dividend date on 22 April 2024;
- it appointed the Board of Directors, setting its term at three years (until the approval of the Financial Statements for the year ending 31 December 2026) and at 12 the number of its members. The following Directors were appointed on the basis of the two lists submitted:
  - Jaska Marianne de Bakker,
  - Francesco Gori,
  - Massimo Battaini,
  - Ines Kolmsee,
  - Valerio Battista,
  - Annalisa Stupenengo,
  - Pier Francesco Facchini,
  - Tarak Mehta,
  - Emma Marcegaglia,
  - Richard Keith Palmer,

taken from the list submitted by the outgoing Board of Directors (list voted by the majority of those attending the Shareholders' Meeting), and

- Paolo Amato,
- Susannah Hall Stewart,

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 attending the Shareholders' Meeting).

The Directors' biographies can be consulted on the Company's website at [www.prysmian.com](http://www.prysmian.com) (section Company/Governance/Shareholders' Meeting);



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- it approved the Board of Directors' proposal, establishing that Directors' gross annual remuneration be defined based on the following criteria:
  - €185,000 to the Chairman of the Board of Directors,
  - €65,000 to each of the Non-Executive Directors, including the Chairman of the Board of Directors,
  - €40,000 to each Chairperson of the Board Committees,
  - €35,000 for each member of the Board Committees other than the Chairperson.

The aforementioned figures do not include the gross compensation paid to Directors employed by Prysmian Group companies by virtue of an employment relationship and any other remuneration of Directors vested with particular functions pursuant to Article 2389, paragraph 3, of the Italian Civil Code, established by the Board of Directors in accordance with the criteria laid down in the "Report on Remuneration Policy and Compensation Paid";

- it renewed the Board of Directors' authorisation to buy back and dispose of treasury shares for a period of 18 months, effective as of today, with regard to purchases, and with no time limit with regard to disposals. This authorisation provides for the possibility to buy back, in one or more tranches, a maximum number of shares that, in any event, shall not exceed 10% of share capital overall;
- it appointed the audit firm PricewaterhouseCoopers S.p.A. as Independent Auditors for nine financial years from 2025 to 2033, considering that the current mandate of EY S.p.A. will end upon approval of the 2023 Financial Statements;
- it approved the Report on Remuneration Policy for 2024 and expressed a favourable opinion of the Report on Compensation Paid in 2023.

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At the end of the Annual Shareholders' Meeting, the new Board of Directors met and appointed, as proposed by the outgoing Board, Francesco Gori as Chairman, Valerio Battista as Vice Chairman, Massimo Battaini as Chief Executive Officer and General Manager, and Pier Francesco Facchini as Chief Financial Officer, vesting Massimo Battaini and Pier Francesco Facchini with the respective operational powers.

*"I would like to express my heartfelt gratitude to the shareholders for their trust. It is a great honor and privilege to assume the role of Chairman of the newly appointed Board of Directors. As we embark on this exciting chapter, I extend a warm welcome to our new members, whose diverse expertise and fresh perspectives will undoubtedly enrich our collective vision and drive us toward continued success,"* remarked Chairman Francesco Gori, *"I would like to express my sincerest wishes to the incoming CEO, Massimo Battaini. I am confident that his dynamic and value-oriented leadership will help keep creating value for all of Prysmian's stakeholders".*

In addition, the Board of Directors appointed three Board Committees, made up as follows:

#### Control and Risk Committee

- **Jaska Marianne de Bakker (Chairperson)**
- **Paolo Amato**
- **Tarak Mehta**

#### Remunerations and Nominations Committee

- **Richard Keith Palmer (Chairperson)**
- **Francesco Gori**
- **Annalisa Stupenengo**

#### Sustainability Committee

- **Ines Kolmsee (Chairperson)**
- **Emma Marcegaglia**
- **Susannah Hall Stewart**



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The Board of Directors also verified that the following Directors, based on the available information and the declarations made by them, meet the independence requirements (pursuant to both Italian Legislative Decree No. 58/98 and the Corporate Governance Code): Paolo Amato, Jaska Marianne de Bakker, Francesco Cori, Ines Kolmsee, Emma Marcegaglia, Tarak Mehta, Richard Keith Palmer, Susannah Hall Stewart and Annalisa Stupenengo.

In addition, the Board of Directors appointed **Emma Marcegaglia** as Lead Independent Director.

**Prysmian**

Prysmian is a global cabling solutions provider leading the energy transition and digital transformation. By leveraging its wide geographical footprint and extensive product range, its track record of technological leadership and innovation, and a strong customer base, the company is well-placed to capitalise on its leading positions and win in new, growing markets. Prysmian's business strategy perfectly matches key market drivers by developing resilient, high-performing, sustainable and innovative cable solutions in the segments of Transmission, Power Grid, Electrification and Digital Solutions. Prysmian is a public company listed on the Italian Stock Exchange, with almost 150 years of experience, about 30,000 employees, 108 plants and 26 R&D centres in over 50 countries, and sales of over €15 billion in 2023.

For further details

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