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Informazione Regolamentata n. 0902-15-2022	Data/Ora Ricezione 02 Marzo 2022 15:14:51	Euronext Milan
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Societa' : PRYSMIAN
Identificativo : 157976
Informazione
Regolamentata
Nome utilizzatore : PRYSMIANN05 - Bifulco
Tipologia : 3.1
Data/Ora Ricezione : 02 Marzo 2022 15:14:51
Data/Ora Inizio : 02 Marzo 2022 15:14:53
Diffusione presunta
Oggetto : Prysmian S.p.A.: Shareholders' Meeting
call

Testo del comunicato

Vedi allegato.

Notice of Ordinary and Extraordinary Shareholders' Meeting of Prysmian S.p.A.

Shareholders are convened to an Ordinary and Extraordinary Shareholders' Meeting in Milan, via Chiese n.6, with access from viale Sarca no. 336, building no.20, on:

- **Tuesday, 12th April 2022 at 2:30 p.m. CET, in single call,**

to discuss and resolve on the following

AGENDA

Ordinary Session

1. Financial statements at 31 December 2021; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.
2. Allocation of the net profit for the year and distribution of dividend.
3. Appointment of the Board of Statutory Auditors and of its Chairman for 2022-2024 period.
4. Determination of the remuneration of the members of the Board of Statutory Auditors.
5. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholder resolution dated 28 April 2021; related resolutions.
6. Stock grant plan for employees of the Prysmian Group.
7. Advisory vote on the compensation paid in 2021.

Extraordinary Session

1. Revocation of the Shareholders' Meeting resolution of 28 April 2020 relating to the share capital increase for a maximum nominal amount of Euro 1,100,000.00 with the issue of no more than no. 11,000,000 ordinary shares with a par value of Euro 0.10 each, to be assigned free of charge to employees of Prysmian S.p.A. and of companies of the Prysmian Group, beneficiaries of the incentive plan approved by the ordinary Shareholders' Meeting of 28 April 2020. Simultaneous proposal for a free share capital increase, to be reserved for employees of the Prysmian Group in execution of the incentive plan already approved by the aforementioned ordinary Shareholders' Meeting of 28 April 2020, for a maximum nominal amount of Euro 800,000.00, by means of assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from profits or from profit reserves, with the issue of no more than no. 8,000,000 of ordinary shares with a par value of Euro 0.10 each. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.
2. Proposal for a free share capital increase, to be reserved for employees of the Prysmian Group in execution of a stock grant plan submitted to the approval of today's Ordinary Shareholders' Meeting, for a maximum nominal amount of Euro 300,000.00, by means of assignment to pursuant to art. 2349 of the

Italian Civil Code, of a corresponding amount withdrawn from profits or from profit reserves, with the issue of no more than no. 3,000,000 of ordinary shares with a par value of Euro 0.10 each. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.

Share Capital and Treasury Shares

As of today, the subscribed and paid-in share capital amounts to Euro 26,814,424.60, divided into 268,144,246 ordinary shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meeting.

As of today, Prysmian S.p.A. (the "**Company**") directly and indirectly owns 4,652,868 treasury shares with suspended right to vote.

Attendance at the Shareholders' Meeting

By virtue of the exceptional rules contained in Italian Decree-Law no. 18 of 17 March 2020, as amended ("**Decree**"), the effectiveness of which was, most recently, extended pursuant to Article 3, paragraph 1, of Decree-Law no. 228 of 30 December 2021, attendance at the Shareholders' Meeting will take place exclusively through the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 ("**T.U.F.**"), identified in Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan or his substitutes in case of impediment ("**Designated Representative**"). As permitted by Article 106, paragraph 4, of the Decree, the Designated Representative may also be granted powers of attorney and/or sub-delegations pursuant to Article 135-novies T.U.F.

The date and/or place and/or the attendance and/or the voting and/or the carrying out of the Shareholders' Meeting indicated in the notice of meeting remain subject to compatibility with the current legislation or provisions issued by the competent Authorities, as well as essential principles of protection of the health of the shareholders, employees, representatives and consultants of the Company. Any changes will be promptly disclosed with the same methods provided for the publication of this notice and/or in any case through the information channels provided by the legislation in force from time to time.

It is hereby specified that the subjects entitled to participate (Chairman, Directors, Standing Auditors, Secretary of the meeting and the Designated Representative himself), in view of the limitations that may arise due to the above-mentioned health requirements, may also (or exclusively) attend by means of telecommunication that guarantee their identification, according to the instructions communicated to them individually, in compliance with the regulatory provisions applicable for such an eventuality, without it being in any case necessary for the Chairman, the Secretary and the Notary to be in the same place. The Company will promptly notify any additional requirements and instructions relevant to the organization of the Shareholders' Meeting.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to art. 83-*sexies* of T.U.F., are entitled to attend and vote at the Shareholders' Meeting, exclusively through the granting of a specific proxy and/or sub-proxy to the Designated Representative, those for whom the authorized intermediary pursuant to the applicable discipline has sent to the Company the notice certifying the ownership of the right at the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting in single call (1st April 2022 – "*Record Date*"). Those who acquire voting rights only after this date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice of shareholding from an authorised intermediary must be received by the end of the third trading day before the date of the Shareholders' Meeting, being Thursday, 7 April 2022. However, shareholders could be considered legitimate to attend and vote, in the aforementioned terms and in compliance with the terms for granting the proxies to the Designated Representative, if said notices are received by the Company beyond the aforementioned deadline, provided that within the start of the Shareholders' Meeting.

Voting by proxy

As specified above, attendance in the Shareholders' Meeting may take place exclusively through the Designated Representative pursuant to Article 135-undecies T.U.F., to whom specific proxy and/or sub-delegation must be conferred, alternatively pursuant to:

- Art. 135-undecies T.U.F., by means of the "Proxy form for the Designated Representative", or
- Article 135-novies of the T.U.F., with the option of using the "Ordinary Proxy Form" and/or the "Sub-delegation Form",

in the manner described below.

▪ **Proxy pursuant to Article 135-undecies T.U.F. ("Proxy to the Designated Representative")**

The Designated Representative may be granted a written proxy pursuant to Article 135-undecies of the T.U.F., at no cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the agenda.

The proxy to the Designated Representative as per Art. 135-undecies of the T.U.F. must be granted by signing the specific "Proxy form for the Designated Representative" - made available, together with filling-in and sending instructions, on the Company's website at www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting*) and which, if requested by the person entitled well in advance of the date of the Shareholders' Meeting, may be received by post - together with written voting instructions, and received in original, together with a copy of an identity document and, in the case of legal persons, documentation proving their corporate powers (copy of Chamber of Commerce certificate or similar), by courier or registered letter with advice of receipt, to:

Studio Legale Trevisan & Associati
Viale Majno no. 45
20122, Milan - Italy
(Ref. "Shareholders' Meeting Proxy PRYSMIAN 2022"),

no later than the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. **by 11:59 p.m. on 8 April 2022**).

Without prejudice to the sending of the original proxy, complete with voting instructions, the same may also be notified electronically, by certified email to the address: rappresentante-designato@pec.it. Sending the proxy, signed with an electronic or digital signature pursuant to current legislation, to the aforementioned certified e-mail address satisfies the requirement of written form.

The proxy and the related voting instructions given to the Designated Representative pursuant to Article 135-undecies of the T.U.F. may be revoked in the same manner and by the same deadline as that provided for their conferral (i.e. **by 11:59 p.m. on 8 April 2022**).

▪ **Proxy and/or sub-delegation pursuant to Article 135-novies T.U.F. ("Ordinary Proxy Form" and/or "Sub-delegation Form ")**

Those who do not use the proxies pursuant to art. 135-undecies of the T.U.F., may grant proxies and/or sub-delegations to the Designated Representative pursuant to art. 135-novies of the T.U.F., as an exception to art. 135-undecies, paragraph 4, of the T.U.F. - with the right to use the "Ordinary Proxy Form" and/or the "Sub-delegation Form" available on the Company's website at www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting*) and which, at the request of the entitled person well in advance of the date of the Shareholders' Meeting, may be sent by post, together with written voting instructions, a copy of an identity document and, in the case of legal persons, documentation proving their corporate powers (copy of a Chamber of Commerce certificate or similar), to:

- (i) the Company's registered office (Via Chiese 6 - 20126 Milan), by registered mail with return receipt, to the attention of "Prysmian S.p.A. - Corporate Affairs Department" or by certified e-mail to corporate-pryspa@pec.prysmian.com, respectively indicating on the envelope and/or in the subject line "PROXY for the Shareholders' Meeting", which the Company shall deliver to the Designated Representative or, alternatively,
- (ii) Studio Legale Trevisan & Associati, by mail, to the address: Viale Majno n. 45, 20122, Milan - Italy, or by certified e-mail, at the address: rappresentante-designato@pec.it or e-mail: [This notice is available on the company website at \[www.prysmiangroup.com\]\(http://www.prysmiangroup.com\), with an extract into the newspaper "Milano Finanza", and in the mechanism for the central storage of regulated information at \[www.emarketstorage.com\]\(http://www.emarketstorage.com\).](mailto:rappresentante-

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designato@trevisanlaw.it, (Ref. "Shareholders' Meeting Proxy PRYSMIAN 2022"),

no later than 12.00 noon on 11 April 2022 (it being understood that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions even after the aforementioned deadline, provided that it is before the start of the meeting proceedings).

The proxy and the related voting instructions conferred to the Designated Representative pursuant to Article 135-novies of the T.U.F. may be revoked in the same manner and within the same term provided for their conferral (i.e. **by 12:00 noon on 11 April 2022**).

The proxy to the Designated Representative shall be effective only for proposals in relation to which voting instructions are given. The shares for which the proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting.

The Designated Representative will be available for clarification or information at the addresses indicated above and/or at the toll-free number 800 134 679 (during working days and hours).

Right to submit questions before the Shareholders' Meeting

Pursuant to art. 127-ter T.U.F., eligible voters may submit questions on the agenda even before the Shareholders' Meeting, by sending them by email to corporate-pryspa@pec.prysmian.com. Questions must be received by the end of the seventh trading day before the date of the Shareholders' Meeting (being Friday, 1st April 2022), and must be accompanied by the intermediary's notice proving the entitlement to vote; such notice is not required if the Company has received the intermediary's notice required to attend the Meeting. Questions received before the Shareholders' Meeting will be answered at the latest within 8 April, 2022, by publication on the Company's website www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting* section). The Company may provide a single answer to questions concerning the same topic. The Company will not consider questions received after the above date or those that are not strictly relevant to matters on the agenda of Shareholders' Meeting.

Addition to the agenda

Pursuant to art. 126-bis T.U.F., shareholders who, individually or jointly, represent at least one fortieth of share capital are entitled to request, within ten days of publication of the present notice convening the Shareholders' Meeting (i.e., within 12 March 2022), the addition of items to the agenda, indicating in such request the proposed additional matters for discussion, or submit proposed resolutions on items already on the agenda. The request must be submitted in writing to the Company's registered office (Via Chiese no.6 – 20126 Milan) by registered mail with proof of delivery, for the attention of: "Prysmian S.p.A. – Corporate Affairs Department" or by e-mail to corporate-pryspa@pec.prysmian.com and must be accompanied by the intermediary's notice proving title to the number of shares required to submit the request. This is without prejudice to the possibility for eligible voters to individually submit proposed resolutions directly at the Shareholders' Meeting itself – through the Designated Representative.

Within the same ten-day timeframe, a report must be submitted using the same procedures that states the reason for the proposed resolutions on new matters being proposed for discussion or the reasons for the additional proposed resolutions relating to matters already on the agenda.

Any additions to the agenda or submission of additional proposed resolutions on matters already on the agenda, as well as the report prepared by the requesting shareholders accompanied by any opinions of the Board of Directors, will be published by the Company, according to the Law, at least fifteen days before the date of the Shareholders' Meeting.

Addition to the agenda is not permitted for matters on which the Shareholders' Meeting adopts, by law, resolutions proposed by the Directors or resolutions based on a proposal or report prepared by the Directors, other than those envisaged by art. 125-ter, par. 1, T.U.F..

Submission of new individual resolution proposals

Considering that participation in the Shareholders' Meeting is only allowed through the Designated Representative, for the purposes of this Shareholders' Meeting, in order to make it possible for those concerned to exercise their right pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the

Consolidated Law on Finance - albeit in a manner and within a timeframe compatible with the particular circumstances to be provided by Covid-19 and with the imperative need for the individual resolution proposals to be known to all those entitled to attend the Shareholders' Meeting and exercise their voting rights in time to provide voting instructions to the Designated Representative, those who have the right to vote can individually submit resolution proposals on the items on the agenda by 24 March 2022, by sending them via email to corporate-pryspa@pec.prysmian.com, together with the relevant intermediary's notice proving the entitlement to vote; such notice is not required if the Company has received the intermediary's notice required to attend the Meeting. Any proposals, if relevant to the items on the agenda, will be published by 28 March 2022 on the Company's website, in order to allow those entitled to vote to formulate their voting instructions, also taking into account these new proposals and to allow the Designated Representative to receive any voting instructions also on the same.

Appointment of the Board of Statutory Auditors

It is recalled that pursuant to art. 21 of the By-laws, the Shareholders' Meeting is required to appoint a Board of Statutory Auditors consisting of three standing members and two alternate members who remain in office for three financial years, with their mandate expiring on the date of the Shareholders' Meeting convened to approve the financial statements relating to their third financial year in office. The appointment of members of the Board of Statutory Auditors takes place on the basis of slates. Those shareholders who, alone or together with others, represent at least 1% of ordinary capital are entitled to present slates. Ownership of the minimum shareholding needed to present slates is determined on the basis of the shares registered to the presenting shareholders on the day the slates are filed. The related notice of shareholding can be produced even after filing, provided by 22 March 2022.

The slates, signed by the presenting shareholders, must be filed at least twenty-five days before the date of the Shareholders' Meeting, meaning by 6:00 p.m. (CET) on Friday, 18 March 2022, at the Company's registered office (Via Chiese no.6, 20126 - Milan) or sent via e-mail to corporate-pryspa@pec.prysmian.com, within the same deadline. These slates, together with the accompanying documentation, will be made publicly available at the registered office, on the Company's website www.prysmiangroup.com and in the other ways envisaged by Consob (Italy's Stock Exchange Commission) at least twenty-one days before the date of the Shareholders' Meeting.

Each shareholder can present or contribute to the presentation of only one slate and each candidate may appear on only one slate, otherwise they will be disqualified.

Every slate presented must be accompanied by:

- (i) information concerning the identity of the shareholders who have presented the candidate slates, indicating their overall shareholding;
- (ii) a declaration of the shareholders who do not hold, individually or jointly, a controlling or majority interest in the Company, in which they state the absence of any connection, as defined by art. 144-*quinquies* of Issuers Regulation by Consob no. 11,971/99, with the controlling or majority shareholders. Shareholders are invited in this regard to take account of the recommendations contained in Consob Communication DEM 9017893 dated 26 February 2009 on the "Appointment of members of the board of directors and board of statutory auditors";
- (iii) exhaustive information about each candidate's personal and professional details, indicating the directorships and statutory offices they hold in other companies, also for the purposes of art. 2400 of the Italian Civil Code. It should be noted in this regard that the office of statutory auditor cannot be assumed by person who holds the office of statutory auditor in five issuers, or who holds a number of directorships or statutory offices in other companies that exceeds the overall limit established by law;
- (iv) a statement by each candidate confirming that there are no reasons of ineligibility or incompatibility for holding the position, that he/she meets the requirements for the office of statutory auditor, as set out in law and the Company's By-laws, and that he/she accepts his/her candidacy. It should be noted in this regard that each candidate must satisfy the independence requirements established for statutory auditors under art. 148, par. 3 of Italian Legislative Decree 58/98, and must also declare their eligibility to qualify as independent pursuant to art. 2, recommendation n.7, of the Corporate Governance Code for listed companies issued by the

Corporate Governance Committee and adopted by the Company. Each candidate must also declare that they satisfy the professional competence and integrity requirements established by Ministry of Justice Decree 162 dated 30 March 2000. In particular, for the purposes of art. 1, par. 2, letters B) and C) of the above Ministerial Decree, the business sectors and fields viewed as strictly pertinent to the Company are those relating to the Company's sector of operations, as well as fields relating to private and commercial law, economic disciplines and those relating to the Company's business sector.

Every slate must have two sections: one for the appointment of standing statutory auditors and the other for the appointment of alternate statutory auditors. The first candidate in each section must be a member of the relevant register of the accounting auditors. The number of candidates on each slate cannot exceed the number of statutory auditors requiring election; each slate lists the candidates with a sequential number. Every shareholder entitled to vote may vote for only one slate.

Slates with a total number of candidates equal to, or greater than, three must comprise candidates from both genders, so that at least two fifths (rounded downwards) of the candidates for the office of standing statutory auditor and of the candidates for the office of alternate statutory auditor belong to the less well represented gender in that slate.

On completion of voting, the following will be declared as elected:

- two standing statutory auditors and one alternate statutory auditor, from the slate with the highest number of votes, based on the numerical order in which they are listed in the respective sections of that slate;
- the third standing statutory auditor and the other alternate statutory auditor, from the slate with the second highest number of votes, based on the numerical order in which they are listed in the respective sections of that slate. In the event of a tie between two or more slates, the most senior candidates in age are elected until all the positions have been filled.

If the above procedures do not ensure that the composition of the standing members of the Board of Statutory Auditors complies with the regulations on gender balance, the necessary replacements will be made from among the standing statutory auditor candidates on the slate with the highest number of votes, in accordance with the numerical order in which candidates are listed.

For more details on how to vote for the slates presented and the candidate election mechanisms that comply with regulations to safeguard minority shareholders and gender equality, please refer to art. 21 of the By-laws, available on the Company's website www.prysmiangroup.com (under Company/Corporate Governance) or at the registered office.

In the event that by 18 March 2022 only one slate has been filed, or only slates presented by shareholders connected to each other, the deadline for submitting slates will be extended by three days following that date, meaning by 21 March 2022, and the minimum shareholding required for slate presentation will be reduced to 0.5% of share capital.

Any changes that occur up to the date of the Shareholders' Meeting must be promptly notified to the Company.

Slates submitted without complying with the foregoing provisions will be disregarded.

Shareholders wishing to present slates for the appointment of members of the Board of Statutory Auditors are invited to view the policy on the composition of the corporate bodies approved by the Board of Directors and available on the company website www.prysmiangroup.com (under Company/Shareholder Information/Shareholders' Meeting).

Lastly, candidates are advised to authorise the publication of their curriculum vitae on the Company's website.

Documentation

In compliance with current legislation, the documentation relating to the Shareholders' Meeting will be available at the Company's registered office (Via Chiese no.6, 20126 Milan), on the corporate website at www.prysmiangroup.com (under *Company/Governance/Shareholders Meeting* section), on the website of Borsa Italiana S.p.A. at www.borsaitaliana.it and in the authorised central storage mechanism used by the Company at www.emarketstorage.com.

Shareholders are entitled to examine them and obtain a copy upon request. However, following the restrictive provisions issued by the competent Authorities, the Shareholders are informed that access to the registered office may be allowed in ways and terms to be defined.

Milan, 2 March 2022

By order of the Board of Directors
Claudio De Conto
(Chairman)

Coronavirus - COVID 19: The Shareholders' Meeting will take place in full compliance with the prescriptions and instructions contained in the decrees and/or directives issued by the competent authorities (national or regional) and in force on the date of the Shareholders' Meeting itself. The Company will communicate any relevant prescriptions and instructions in relation to the organization of the Shareholders' Meeting; as of now, it is reminded the obligation for the shareholders to intervene and vote by granting a proxy to the "Designated Representative", without attending the meeting in person and sending questions on the items on the agenda in writing.

Fine Comunicato n.0902-15

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