

REPORT BY THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (“*PRYSMIAN*” OR THE “*COMPANY*”) TO VOTE, AS ITEM NUMBER SIX OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS’ MEETING SCHEDULED ON 12 APRIL 2022 (THE “*SHAREHOLDERS’ MEETING*”), UPON A STOCK GRANT PLAN IN FAVOUR OF PRYSMIAN GROUP’S EMPLOYEES, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED, AND TO ARTICLE 84-BIS OF THE CONSOB REGULATIONS ADOPTED IN RESOLUTION 11971/99, AS AMENDED AND UPDATED, DRAWN UP IN ACCORDANCE WITH FORMAT NO.7 OF APPENDIX 3A TO THE SAME CONSOB REGULATIONS.

## 6. Stock Grant Plan in favour of Prysmian Group's employees.

By decision of 1 March 2022, the Board of Directors decided to submit to the Shareholders' Meeting for approval, under art. 114-bis, paragraph 1, of Legislative Decree 58 dated 24 February 1998, a stock grant plan based on financial instruments reserved to employees of Prysmian and of Prysmian Group's companies not involved in current individual incentive schemes (the "Plan"), as well as the granting to the Board of Directors of appropriate powers to implement it.

A description of the Plan can be found into the here attached Information Document, drawn up pursuant to Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified and integrated.

\* \* \*

In connection with the above, the following resolution is submitted for the approval of the Shareholders' Meeting in ordinary session:

***"The Shareholders' Meeting,***

***in view of the Information Document, prepared pursuant to Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified (the "Information Document")***

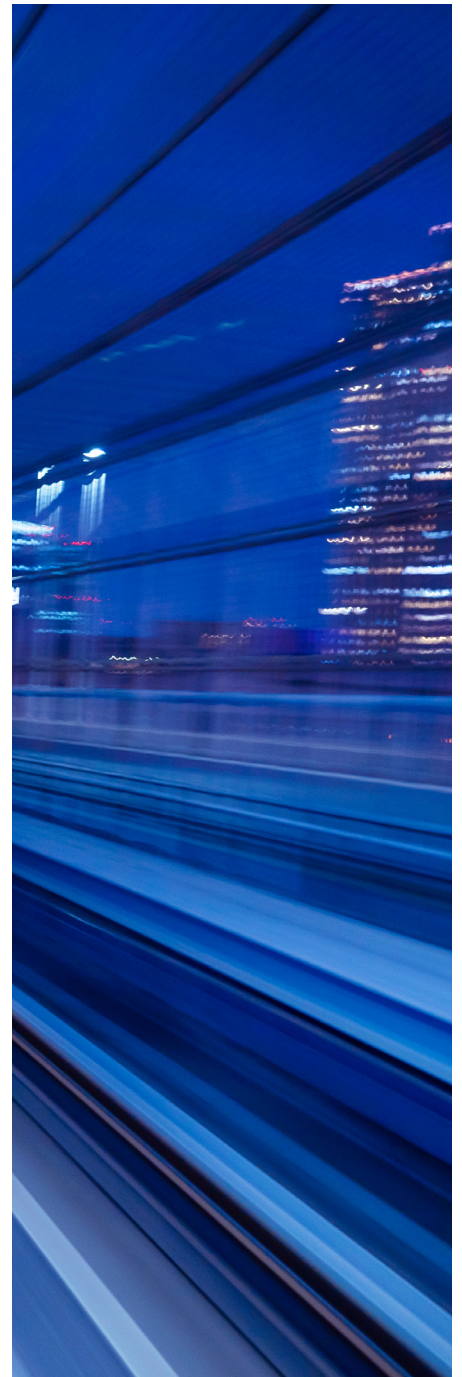
**RESOLVES**

- ***to approve the stock grant plan reserved to employees of Prysmian S.p.A. and of Prysmian Group's companies, as described in the Information Document;***
- ***to grant the Board of Directors with all the necessary and appropriate powers in order to implement and execute the stock grant plan. In particular, purely by way of an example, the Board of Directors will have the authority, with the right to sub-delegate, to: (i) identify the recipients among the employees of the Prysmian Group not involved in current individual incentive schemes, as well as determine the quantity of shares to be awarded to each of them; (ii) establish every other term and condition for the execution of the plan; (iii) approve the regulations governing the Plan. For the execution of the stock grant plan, the Board of Directors could assign shares to the participants by newly-issued shares resulting from a share capital increase, free of charge, in accordance with Art. 2349 of the Civil Code, the approval of which will be submitted to the Shareholders' Meeting during the extraordinary session of the meeting of today, and/or by existing shares owned by the Company;***
- ***to grant the Chairman of the Board of Directors and the Managing Director, pro-tempore in charge, severally between them and with the power to sub-delegate, any power to fulfil any duty arising from the Law and following to the resolutions adopted."***

Milan, 15 March 2022

\* \* \*

## Stock grant plan to Prysmian Group employees



# Stock grant plan to Prysmian Group employees

## **Shareholders' Meeting of April 12, 2022**

Information Document prepared pursuant to Article 114-bis of Legislative Decree No. 58 of February 24, 1998 and Article 84-bis, paragraph 1, of the Regulation adopted by Consob through Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented.

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# Definitions

Hereunder are indicated the terms used in this document and the related definitions.

**SHAREHOLDERS' MEETING:** Means the General Shareholders' Meeting of Prysmian S.p.A.

**SHARES:** Means the ordinary shares of Prysmian S.p.A.

**GRANTED SHARES:** Indicates the Shares granted to Participants under the Plan with reference to each annual grant cycle provided for in the Plan.

**ADDITIONAL SHARES:** Shares allocated free of charge to Participants at the end of the Holding Period and equal to the number of Shares Assigned with reference to each annual grant cycle provided for in the Plan.

**REMUNERATION AND NOMINATION COMMITTEE:** Means the Remuneration and Nomination Committee set up within the Board of Directors of Prysmian S.p.A.

**BOARD:** Means the Board of Directors of Prysmian S.p.A.

**GRANT DATE:** Date on which the number of Shares being granted to Participants based on the Grant Value is identified.

**AWARD DATE:** Date on which the Shares are credited to Participants.

**EMPLOYEES/RECIPIENTS:** Employees of Prysmian S.p.A. and of the Subsidiaries of Prysmian S.p.A., in Italy and abroad, with permanent contracts, who have passed the probationary period, where applicable, who are not in a notice period, who have at least 3 months of seniority, who are entitled to participate in a collective incentive system and who do not already participate in other individual short- and/or long-term incentive plans adopted by the Group.

**INFORMATION DOCUMENT OR DOCUMENT:** Indicates this Information Document, prepared pursuant to and for the purposes of Article 114-bis of TUF and Article 84-bis, paragraph 1, of Issuers' Regulation.

**GROUP:** Prysmian and its Subsidiaries.

**HOLDING PERIOD:** Indicates the period of 12 months following the Grant Date.

**PLAN:** Indicates this Plan for the grant of Shares to Group Employees, with reference to the three annual grant cycles relating to 2022, 2023 and 2024, and which will be submitted to the approval of the ordinary Shareholders' Meeting convened for April 12, 2022.

**PARTICIPANTS:** Indicates the Recipients that decide to enrol in the Plan.

**PRYSMIAN OR THE COMPANY:** Means Prysmian S.p.A.

**REGULATIONS:** Indicates the regulations that will govern the Plan at global and local level, in terms of characteristics, conditions and methods of implementation.

**ISSUERS' REGULATION:** Regulation adopted by Consob with Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented.



**SELL-TO-COVER:** Mechanism through which, at the same time as the grant, a portion of the Granted Shares is sold to cover the tax and social security charges deriving from the grant itself.

**SUBSIDIARIES:** Indicates Prysmian's Subsidiaries, which the Company controls through the direct and indirect possession of a percentage of the share capital exceeding 50%, by virtue of agreements or other arrangements, as well as consolidated in the Group's annual financial statements.

**TUF:** Indicates the Italian Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented.

**GRANT VALUE:** Indicates the value of the Prysmian Share equal to the average price of the share in the 30 trading days prior to the Grant Date.

**VESTING:** Indicates the moment when the Participant acquires dividend entitlements and voting rights relating to the Granted Shares and the Additional Shares within the Plan in compliance with the limits set out in the Plan itself.



# Introduction

This Information Document is the subject of an explanatory report for the Shareholders' Meeting called on April 12, 2022 to resolve on the approval of the Stock Grant Plan to Group Employees.

The Information Document is published in order to provide the Company's shareholders and the market with information on the Plan in accordance with the provisions of Article 84-bis of the Issuers' Regulation and, in particular, in accordance with Scheme 7 of Annex 3A of the Issuers' Regulation.

It should be noted that the Plan is not to be considered a plan "of special importance" pursuant to Article 114-bis, paragraph 3, of TUF and Article 84-bis, paragraph 2, of the Issuers' Regulation, as the Plan Recipients do not include the following beneficiaries: (i) members of the Board of Directors, general managers and other managers with strategic responsibilities of the Company; as well as (ii) members of the Board or the management board of Subsidiaries. Prysmian is not subject to the control of any company and there are no natural persons controlling the Company.

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme. The Granted Shares will be freely transferable from the Award Date. If the Granted Shares, without prejudice to the Sell-to-Cover mechanism, are held during the whole Holding Period, they will entitle the Employee to receive a number of Additional Shares equal to the number of Granted Shares. It is therefore understood that, if during the Holding Period, the Employee sells all or part of the Granted Shares outside the Sell-to-Cover mechanism, the Employee will not be granted any Additional Shares. Adherence to the Plan is on a voluntary basis. The Plan will be submitted to the approval of the Shareholders' Meeting called on April 12, 2022, in a single call. This Information Document was approved by the Board of Directors on March 1, 2022, based on the adoption proposal of the Remuneration and Nomination Committee.

Detailed information as requested by Paragraph 4.4. below (i.e., the maximum number of financial instruments granted to the categories indicated) are not available at the date of this Document and will be provided pursuant to Article 84-bis, paragraph 5(a), of the Issuers' Regulation.

This Information Document is made available to the public at the registered office of Prysmian S.p.A., Via Chiese 6, Milan, at Borsa Italiana S.p.A., as well as on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) and in the central storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com).



## BENEFICIARIES

### **1. Names of the Beneficiaries who sit on the Board of Directors or on the governing body of the Issuer of the financial instruments, as well as any parent companies or direct or indirect Subsidiaries thereof**

The Plan does not include among its Recipients members of Prysmian's Board of Directors or the Board of Directors or Management Board of its Subsidiaries. Prysmian is not subject to the control of any company.

### **2. Categories of employees or outside collaborators of the Issuer of the financial instruments, and/or of any and all the parent companies and Subsidiaries thereof**

The Plan recipients belong to the following category: Employees of Prysmian S.p.A. and of the Subsidiaries of Prysmian S.p.A., in Italy and abroad, with permanent contracts, who have passed the probationary period, where applicable, who are not in a notice period, who have at least 3 months of seniority, who are entitled to participate in a collective incentive system and who do not already participate in other individual short- and/or long-term incentive plans adopted by the Group (without prejudice to the perimeters identified by already existing collective agreements, which in any case do not include executive roles).

It is specified that, in addition to the persons referred to in Paragraph 1, Plan recipients do not include any of the other Managers with Strategic Responsibilities of the Group.

The Company reserves the right to exclude from the Plan Employees of Subsidiaries with offices in countries where legal, regulatory, tax, and currency local restrictions and/or specific filing needs may directly or indirectly compromise the achievement of the purpose of the Plan and/or expose the Company to potential risks and/or make the implementation and/or administrative management of the Plan onerous, as determined by the Company at its sole discretion.

During the Plan implementation phase, during which its characteristics will be defined in detail, some of these features may be adapted to ensure that the Plan complies with local legislation and the applicable tax and social security regulations and/or facilitate its implementation at local level. For example, in some countries, participation might be extended to employees with non-permanent contracts, if required by collective agreements and/or specific local regulations.

## REASONS FOR ADOPTING THE PLAN

### 1. Goals pursued through the assignments made under the Plan

The main objectives of the Plan are:

- sharing with a broad base of Employees, mainly represented by shop floor workers, the creation of value that the Group will be able to generate in the years to come;
- strengthening the engagement and sense of belonging of the Group's Employees, promoting their stable participation in the Company's share capital;
- aligning the interests of Participants and the other stakeholders, by identifying a common objective of long-term sustainable value creation.

### 2. Key variables, including performance indicators, taken into consideration in making assignments pursuant to the Plan

During the Plan implementation phase, which will identify in detail the characteristics and specific implementation methods that will be set out in the Regulations, and for the purposes of the grant of the Granted Shares, financial-economic performance conditions (e.g., by way of example but not limited to, Adjusted EBITDA) or operating performance conditions (e.g., by way of example but not limited to, productivity) will be identified, regarding the relevant country or legal entity and relating to the financial year preceding the grant.

### 3. Elements underlying the determination of remuneration based on financial instruments, or otherwise, criteria for determining the same

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme.

Adherence to the Plan is on a voluntary basis. Recipients are Employees entitled to participate in collective incentive systems that provide for the payment of a monetary bonus determined on a local basis; this monetary bonus is regulated on a local basis, also considering local trade union agreements, where present or required, within which, *inter alia*, the time interval in which the bonus is determined, communicated and paid, as well as the conditions under which it is achieved, are identified. By voluntarily enrolling in the Plan, within the terms established by the relevant local trade union agreements defined from time to time over the Plan's long-term period, the Participant — if both the conditions provided for the achievement and payment of the monetary bonus and the performance conditions referred to in Paragraph 2.2 above are met in full — agrees to receive, in lieu of the payment of a portion of the existing monetary bonus, a value equal to a number of Granted Shares that will be calculated on the basis of the Grant Value; the number of Granted Shares will be increased by an additional number of Granted Shares for a value of up to a maximum of 50% of said portion of the monetary bonus. By way of example, if the total monetary bonus was equal to €1,000 and the part to be paid in Shares was equal to 25% (i.e., a value of €250), where the Grant Value was equal to €25, the Granted Shares would be equal to 10, to which should be added up to a maximum of 5 other Granted Shares. The Granted Shares will be credited to Participants on an annual basis within specific time windows identified by the Company during the Plan implementation phase.

The number of Shares that each Participant will receive will then be determined according to the size of the monetary bonus and the Grant Value. In particular, the Grant Value is equal to the average price of the stock in the 30 trading days prior to the Grant Date. During the Plan implementation phase, the Company will define a minimum and/or predetermined percentage for converting the monetary bonus into Shares on an annual and individual basis.

During the Plan implementation phase, the Company reserves the right to adapt to local needs the process of granting Shares to Participants, providing, *inter alia*, for Grant of the Shares, in compliance with the performance conditions and taking into account the Plan's additional provisions, even when monetary bonuses have not yet been implemented within the collective incentive systems on a local basis: in such cases, in the absence of a monetary bonus, no conversion would be carried out, whereas a quantity of Granted Shares would be assigned according to criteria and limits defined from time to time.

The Granted Shares will be freely transferable from the Award Date. If the Granted Shares, without prejudice to the Sell-to-Cover mechanism, are held for the entire Holding Period, they will entitle the Employee to receive a number of Additional Shares equal to the number of Granted Shares. It is therefore understood that, if during the Holding Period, the Employee sells all or part of the Granted Shares outside the Sell-to-Cover mechanism, the Employee will not be granted Additional Shares.

Without prejudice to the Sell-to-Cover mechanism, it is understood that the Plan may also provide for adequate funding mechanisms from the Participants, designed to ensure that the Company and/or its Subsidiaries have the funds necessary to fulfil the tax and social security obligations for which Participants may be liable in relation to the grant of the Granted Shares and the Additional Shares, where the Company and/or its Subsidiaries bear responsibility for the fulfilment of such obligations under the law.

A maximum total number of 3,000,000 Shares will be used to serve the Plan for the entire duration of the Plan (three cycles). These Shares will consist of newly issued Shares deriving from a free share capital increase through allocation of profits or retained earnings pursuant to Article 2349 of the Italian Civil Code, which will be proposed to the Shareholders' Meeting of April 12, 2022; Treasury Shares may be added to the shares resulting from the capital increase referred to above.

During the Plan implementation phase, during which its characteristics will be defined in detail, some of these features may be adapted to ensure that in any case the Plan complies with local legislation and the applicable tax and social security regulations and to facilitate its implementation for the purposes of a broader participation. For example, provision may be made for minimum and/or predetermined percentages for converting the monetary bonus into Shares at a differentiated rate, also to deal with the various restrictions existing at local level.

#### **4. Reasons for making assignments under compensation plans based on financial instruments issued by parties other than the Issuer, such as parent companies or Subsidiaries of the latter, or entities that do not belong to the same corporate group as the Issuer; in the case where the aforesaid financial instruments are not traded on regulated markets, information regarding the criteria used to determine the value of the same**

Not applicable since the Plan is based exclusively on Prysmian's Shares.

#### **5. Assessments regarding significant tax and accounting implications that informed the definition of the Plan**

There are no significant tax and/or accounting implications that have affected the Plan's definition.

The Group currently operates in about 50 countries, most of which will require legal and tax assessments for implementation of the Plan.

The Plan will be subject to the tax, social security and/or accounting regulations in force in each country in which Participants are resident.

## **6. Support for the Plan, if any, from the Special Fund for incentivising workers' participation in enterprises, mentioned in Article 4, paragraph 112, of Law No. 350 of December 24, 2003**

The Plan does not receive support from the Special Fund to encourage workers to participate in businesses, referred to in Article 4, paragraph 112, of Law No. 350 of December 24, 2003.

## **SHARE ASSIGNMENT APPROVAL PROCEDURE AND TIMING**

### **1. Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the purpose of implementing the Plan**

On March 1, 2022, the Board, upon proposal of the Remuneration and Nomination Committee meeting held on February 23, 2022, resolved to submit to the ordinary Shareholders' Meeting, called on April 12, 2022, in a single call, *inter alia*, the approval of this Plan.

A proposal will be made to the Shareholders' Meeting to confer on the Board all necessary and appropriate powers to regulate and implement the Plan. In particular, merely by way of example, the Board will have the power, with the right to sub-delegate, to: (i) approve the Regulations that will govern the Plan; (ii) define the local adaptations of the Plan; (iii) specify in which countries the Plan will be implemented, based on technical and substantive considerations. All the foregoing is intended in accordance with the indications in this regard provided for in the Information Document.

### **2. The persons and parties in charge of managing the Plan, and the functions and powers thereof**

The body responsible for decisions related to the Plan — without prejudice to the prerogatives of the Shareholders' Meeting — is the Board of Directors, which will oversee the Plan's implementation, definition of the Regulations and operational management of the Plan itself and to which all the powers indicated, by way of example, in the previous point, will be conferred upon, with the right to sub-delegate to the competent corporate functions. The Remuneration and Nomination Committee will be periodically updated on the Plan's implementation.

### **3. Procedures, if any, for revising the Plan, especially in light of changes in the underlying targets**

During the implementation phase, the Board will determine the Plan Regulations, with the support of the Remuneration and Nomination Committee according to the applicable regulations on the matter, on the basis of which any procedures for the revision of the Plan will be established.

## **4. Description of the procedures for determining the availability and assignment of the financial instruments underlying the Plan (i.e., free assignment of shares, capital increases excluding the option right, purchase and sale of treasury shares)**

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme. These Shares will consist of newly issued Shares deriving from a free share capital increase through allocation of profits or retained earnings pursuant to Article 2349 of the Italian Civil Code, which will be proposed to the Shareholders' Meeting of April 12, 2022; Treasury Shares may be added to the shares resulting from the capital increase referred to above. For further details, reference should be made to Paragraph 2.3 above.

## **FEATURES OF THE INSTRUMENTS ASSIGNED**

### **1. Description of how the Plan is structured**

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme. The Granted Shares will be freely transferable from the Award Date. If the Granted Shares, without prejudice to the Sell-to-Cover mechanism, are held during the whole Holding Period, they will entitle the Employee to receive a number of Additional Shares equal to the number of Granted Shares. It is therefore understood that, if during the Holding Period, the Employee sells all or part of the Granted Shares outside the Sell-to-Cover mechanism, the Employee will not be granted Additional Shares. Adherence to the Plan is on a voluntary basis.

### **2. Specification of the period of actual implementation of the Plan, with an indication of any other cycles that might be contemplated**

The Plan provides for three grant cycles for 2022, 2023 and 2024. The Granted Shares will be credited to Participants on an annual basis within specific time windows identified on a local basis during the Plan implementation phase. Therefore, the Granted Shares will be credited to Participants in 2023, 2024 and 2025 in relation to performance for 2022, 2023 and 2024, respectively, and the respective Additional Shares will be credited to the Participants in 2024, 2025 and 2026.

Vesting of Granted Shares and Additional Shares under the Plan is immediate. The Granted Shares will be freely transferable from the Award Date. If the Granted Shares, without prejudice to the Sell-to-Cover mechanism, are held for the entire Holding Period in their entirety, they will entitle the Employee to receive a number of Additional Shares equal to the number of Granted Shares. It is therefore understood that, if during the Holding Period, the Employee sells all or part of the Granted Shares outside the Sell-to-Cover mechanism, the Employee will not be granted Additional Shares.

During the Plan implementation phase, during which its characteristics will be defined in detail, some of these features may be adapted to ensure that in any case the Plan complies with local legislation and the applicable tax and social security regulations and facilitate its implementation for the purposes of a broader participation.



### 3. End of the Plan

For further details, reference should be made to Paragraph 4.2 above.

### 4. The maximum number of financial instruments, including in the form of options, assigned during each tax year, to the persons specified by name or falling within the specified categories

A maximum total number of 3,000,000 Shares will be used to serve the Plan for the entire duration of the Plan (three cycles). These Shares will consist of newly issued Shares deriving from free share capital increase through allocation of profits or retained earnings pursuant to Article 2349 of the Italian Civil Code, which will be proposed to the Shareholders' Meeting of April 12, 2022; Treasury Shares may be added to the shares resulting from the capital increase referred to above. The number of Shares actually used under the Plan will depend on the number of Participants, the size of the monetary bonus and the Grant Value.

### 5. Implementing provisions and procedures of the Plan, indicating if the assignment of financial instruments is subject to the satisfaction of conditions precedent or the attainment of specific results, including in terms of performance; description of the said conditions precedent and results

For further details, reference should be made to Paragraphs 2.2, 4.1 and 4.2 above.

### 6. Indication of any retention period for instruments assigned or financial instruments resulting from the exercise of options, with particular regard to the period within which subsequent transfers to the Company or third parties are permitted or restricted

The Granted Shares will be freely transferable from the Award Date. If the Granted Shares, without prejudice to the Sell-to-Cover mechanism, are held for the entire Holding Period, they will entitle the Employee to receive a number of Additional Shares equal to the number of Granted Shares. It is therefore understood that, if during the Holding Period, the Employee sells all or part of the Granted Shares outside the Sell-to-Cover mechanism, the Employee will not be granted Additional Shares.

### 7. Description of any and all conditions pertaining to the assignment of the options in the event the recipients effect hedging transactions aimed at circumventing restrictions imposed on the transferability of the assigned financial instruments, including in the form of options, or of the financial instruments pursuant to the exercise of the said options

Not applicable since the Granted Shares and the Additional Shares are freely transferable.

## 8. Description of the effects arising from termination of the Professional Relationship

The award of the Granted Shares is subject, *inter alia*, to the condition that the Participant is an employee of the Group in a permanent employment relationship and is actually engaged on work activity.

During the Plan implementation phase, the Regulations will establish the different effects in the event of any termination of the employment relationship, depending on the cause and moment when termination takes place, in relation to the different local needs. By way of example and not limited to, if the employment relationship is terminated pending the Holding Period, the Additional Shares, under certain conditions, will not be granted, unless the Company makes a different discretionary assessment.

## 9. Other possible reasons for which the Plan may be cancelled

Any causes of cancellation of the Plan will be specified in the Plan's implementation phase.

## 10. The reasons for the inclusion of provisions, if any, allowing the Company to "redeem" the financial instruments covered under the plans, pursuant to Article 2357 et seqq. of the Italian Civil Code; the beneficiaries of the redemption, indicating if the same applies only to specific categories of employees; the repercussions of the termination of the professional relationship on the said redemption

The Company has no right to redeem the Shares.

## 11. Any and all loans and other facilities made available for buying-back the Shares, within the meaning of Article 2358 of the Italian Civil Code

No loans are envisaged.

## 12. The Company's expected liability exposure as at the date of the assignment in question, as estimated in light of the already established terms and conditions, providing a breakdown of the overall liability exposure in question by type of security covered under the Plan

On the date this Information Document is prepared, there is insufficient information to provide reliable assessments of the expected burden on the Company as this is dependent on various factors that cannot be predicted.

### **13. Description of any dilutive impact the Plan may exert on the share capital**

The capital increase that will be proposed to the Shareholders' Meeting for the purpose of executing the Plan amounts to a maximum of €300,000, through the issue of a maximum number of 3,000,000 new Shares with a nominal value of €0.10 each. With regard to the dilutive effect of the transaction, given that, as of today, Prysmian's share capital consists of 268,144,246 Shares, a maximum capital dilution of approximately 1.12% is estimated.

Furthermore, in order to keep the total number of shares currently available for plans deriving from share capital increases unchanged, the Board proposes, in the context of the Extraordinary Shareholders' Meeting, a corresponding reduction of the capital increase to service the 2020-2022 LTI Plan from the current maximum nominal value of € 1,100,000.00, corresponding to 11,000,000 of new ordinary shares, to a maximum nominal value of € 800,000.00, corresponding to 8,000,000 new ordinary shares, also in order to keep below 5% the overall potential dilution associated with all existing share plans.

### **14. Restrictions, if any, imposed on dividend entitlements and the exercise of voting rights**

There are no limits for the exercise of voting rights and for the attribution of equity rights within the limits set out in this Information Document.

### **15. If the Shares are not traded on regulated markets, any and all information useful for a full assessment of their value**

Not applicable, since the Shares are admitted to trading on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A.

The Table attached to Scheme 7 of Annex 3A of the Issuers' Regulation will include more details upon grant of the Shares and will be updated from time to time during the Plan implementation phase, pursuant to Article 84-bis, paragraph 5(a), of the Issuers' Regulation.

# COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table No. 1 of Scheme 7 of Annex 3A of Regulation No. 11971/1999

Milan, March 1, 2022

BOX 1

Financial instruments other than stock options

**Section 1 - Instruments relating to plans that are currently valid and were approved on the basis of previous shareholders' meeting resolutions**

Name and surname or category	Office	Date of the shareholders' resolution	Type of financial instruments	Number of allocated financial instruments <sup>1</sup>	Allocation date	Possible purchase price for instruments	Market price at Allocation	Periodo di Vesting <sup>2</sup>
<b>Valerio Battista</b>	CEO	12/04/2018	Prysmian S.p.A. ordinary shares	-	N.A.	N.A.	N.A.	N.A.
<b>Massimo Battaini</b>	Executive Director	12/04/2018	Prysmian S.p.A. ordinary shares	-	N.A.	N.A.	N.A.	N.A.
<b>Pier Francesco Facchini</b>	Executive Director	12/04/2018	Prysmian S.p.A. ordinary shares	-	N.A.	N.A.	N.A.	N.A.
<b>N. 4 Managers with strategic responsibilities</b>		12/04/2018	Prysmian S.p.A. ordinary shares	89	22/11/2021	N.A.	35.00€	22/11/2024
<b>N. 350 Other Participants (United Kingdom)</b>		12/04/2018	Prysmian S.p.A. ordinary shares	2,771	May 2021	N.A.	28.33€	April 2024
<b>N. 470 Other Participants (France)</b>		12/04/2018	Prysmian S.p.A. ordinary shares	46,249	September / November 2021	N.A.	31.26€, 31.95€	August / October 2024
<b>N. 6750 Other Participants</b>		12/04/2018	Prysmian S.p.A. ordinary shares	57,467	17/09/2021, 22/11/2021	N.A.	31.67€, 35.00€	17/09/2024, 22/11/2024

**NOTES:**

1) The number of free shares granted in 2021 to participants under the YES Plan, approved by the shareholders' meeting of 12 April 2018 and extended by resolution of 28 April 2021 to the financial years 2022-2024, is reported. The number depends on the size of the individual investment, the applicable discount and the related purchase price.

2) The Vesting of the Shares Held under the Plan is immediate, however there is a Retention Period during which the Shares Held cannot be sold and/or transferred.

BOX1

Financial instruments other than stock options

**Section 2 - Newly granted instruments on the basis of the decision of the Board of Directors to be proposed to the Shareholders' Meeting**

Name and surname or category	Office (only to be specified for parties named individually)	Date of the relevant Shareholders' Meeting (*)	Type of financial instruments	Number of granted financial instruments	Grant date	Instrument purchase price (if applicable)	Market price at the time of grant	Vesting period (**)
Approximately 26,000 Group Employees	-	12/04/2022	Ordinary shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**NOTES:**

(\*) The Shareholders' Meeting called to resolve on the Plan is convened for April 12, 2022, in a single call.

(\*\*) The number of financial instruments granted will depend on several factors as indicated in the Information Document, including the number of Participants, the size of the monetary bonus and the Grant Value.