

PRYSMIAN S.P.A.
VIA CHIESE N. 6
20126 MILAN

TO THE BOARD OF DIRECTORS

PEC: CORPORATE-PRYSPA@PEC.PRYSMIAN.COM

Milan, 16 March 2022

**SUBJECT: SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. 12 APRIL 2022
FILING OF A SLATE OF CANDIDATES FOR THE APPOINTMENT OF THE BOARD
OF STATUTORY AUDITORS.**

Reference is made to the Shareholders' Meeting of Prysmian S.p.A., convened in Milan, via Chiese no. 6, with entrance from viale Sarca 336, building 20, on 12 April 2022 in a single call, whose third item on the ordinary agenda is "Appointment of the Board of Statutory Auditors and its Chairman for the period 2022-2024" and whose fourth item is "Determination of the remuneration due to the members of the Board of Statutory Auditors".

In this regard, the undersigned

- Clubtre S.r.l. owner of no. 2.369.183 ordinary shares with voting rights at the Shareholders' Meeting of Prysmian S.p.A., equal to 0,884 % of the share capital;
- Albas S.r.l. owner of no. 1.155.000 ordinary shares with voting rights at the Shareholders' Meeting of Prysmian S.p.A., equal to 0,431 % of the share capital;
- Angelini Partecipazioni Finanziarie S.r.l. owner of no. 899.985 ordinary shares with voting rights at the Shareholders' Meeting of Prysmian S.p.A., equal to 0,336 % of the share capital

hereby submit their its slate of candidates for the position of members of the Board of Statutory Auditors of Prysmian S.p.A.

We also hereby inform you about the intention to submit to the Shareholders' Meeting a proposal for remuneration of Euro 75,000 for the Chairman of the Board of Statutory Auditors and Euro 50,000 for each of the Standing Auditors to be appointed by the Shareholders' Meeting.

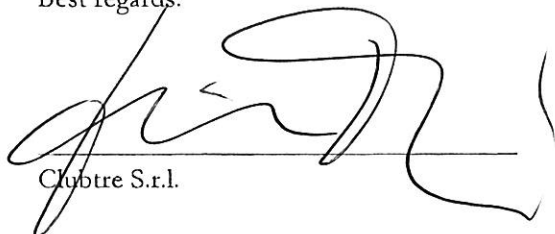
Finally, please find here enclosed the following documentation to accompany the nominations submitted:

- 1) list of names of candidates for the position of members of the Board of Statutory Auditors, divided into sections;
- 2) bank certification attesting to the ownership of the shareholding held by the undersigned shareholder;
- 3) declarations of the candidates attesting to the non-existence of causes of ineligibility and incompatibility, the possession of the requisites provided for by law and by the Articles

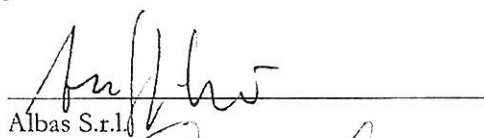


of Association to hold the position of auditor, acceptance of the candidature, as well as the curricula vitae regarding the personal and professional characteristics of each candidate with an indication of the administration and control positions they hold in other companies.

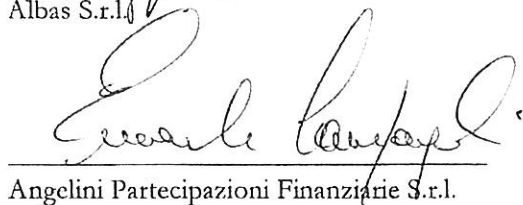
Best regards.



Clubtre S.r.l.



Albas S.r.l.



Angelini Partecipazioni Finanziarie S.r.l.

ATTACHMENTS AS DESCRIBE

BANK CERTIFICATION



COMUNICAZIONE EX Artt. 43,44 e 45
del Provvedimento Unico Post Trading



1. Intermediario che effettua la comunicazione

ABI	03032	CAB
denominazione	CREDITO EMILIANO SPA	

2. Intermediario partecipante se diverso dal precedente, o Intermediario cedente in caso di trasferimento tra intermediari

ABI	63032
denominazione	

3. data della richiesta

16/03/2022

4. data di invio della comunicazione

16/03/2022

5. n.ro progressivo annuo

4

6. n.ro progressivo della
comunicazione che si intende
rettificare/revocare

7. causale

8. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

9. Titolare degli strumenti finanziari

cognome o denominazione **CLUBTRE S.R.L.**

nome

codice fiscale **07032080967**

comune di nascita provincia di nascita **LC**

data di nascita nazionalita' **ITALIANA**

indirizzo **VIA PONTACCIO 10**

citta' **MILANO (MI)** Stato **ITALIA**

10. strumenti finanziari oggetto di comunicazione

ISIN **IT0004176001**

denominazione **PRYSMIAN SPA**

11. quantita' strumenti finanziari oggetto di comunicazione

2.369.183

12. vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

natura

beneficiario vincolo

13. data di riferimento

16/03/2022

14. termine di efficacia

18/03/2022

15. diritto esercitabile

DEP

16. note

DEPOSITO LISTA PER LA NOMINA DEL COLLEGIO SINDACALE DI PRYSMIAN SPA
Titoli depositati presso Banca Euromobiliare S.p.A. e da questa sub-depositati presso Credito Emiliano S.p.A.

L'intermediario **CREDITO EMILIANO S.p.A.**
Servizi prodotti di Investimento e Anagrafiche

17. Sezione riservata all'Emittente per richieste voto maggiorato

Data della rilevazione nell'Elenco

Causale della rilevazione Iscrizione Maggiorazione Cancellazione

Motivazione della cancellazione o del rifiuto di iscrizione

L'emittente

COMUNICAZIONE DI PARTECIPAZIONE AL SISTEMA ACCENTRATO

(Art. 23 del Provvedimento congiunto Banca d'Italia/Consob del 22.2.2008
aggiornato con atto Banca d'Italia/Consob del 24.12.2010)

BANCA POPOLARE DI SONDRIO
SEDE CENTRALE

Numero d'ordine
1

Data di rilascio 16/03/2022

ALBAS SRL
VIA GIUSEPPE BRENTANO 2
20121 MILANO MI

Numero progressivo annuo 12	Codice Cliente 6 5 6 9 6
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A richiesta di

Luogo di nascita
Data di nascita
Codice fiscale 06023140962

La presente comunicazione, con efficacia FINO A TUTTO IL 18/03/2022, attesta la partecipazione al sistema Monte Titoli del nominativo sopraindicato con i seguenti titoli:

Codice	Descrizione del titolo	Quantità
IT0004176001	PRYSMIAN SPA	1.155.000

Sui suddetti titoli risultano le seguenti annotazioni:

La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

Presentazione della lista per il Collegio Sindacale di PRYSMIAN S.p.A.

L'Intermediario
BANCA POPOLARE DI SONDRIO
Sede Centrale

**BNP PARIBAS**
SECURITIES SERVICES

Succursale di Milano

Comunicazione ex art. 43 del Regolamento Post Trading**Intermediario che effettua la comunicazione**ABI 03479 CAB 1600
denominazione BNP Paribas Securities Services**Intermediario partecipante se diverso dal precedente**ABI (n.ro conto MT)
denominazione**data della richiesta**

16/03/2022

data di invio della comunicazione

16/03/2022

**n.ro progressivo
annuo**

0000000106/22

**n.ro progressivo della comunicazione
che si intende rettificare/revocare****causale della
rettifica/revoca****Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**

BCA PROFILO SPA -MI

Titolare degli strumenti finanziari:

cognome o denominazione ANGELINI PARTECIPAZIONI FINANZIARIE SRL

nome

codice fiscale 00515840254

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo VIA AMELIA 70

città ROMA

stato

ITALY

Strumenti finanziari oggetto di comunicazione:

ISIN IT0004176001

denominazione PRYSMIAN AOR

Quantità strumenti finanziari oggetto di comunicazione:

n. 899.985

Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

Natura vincolo 00 - senza vincolo

Beneficiario vincolo

data di riferimento

16/03/2022

termine di efficacia

18/03/2022

diritto esercitabile

DEP - Deposito di liste per la nomina del Collegio Sindacale (art. 148 TUF)

Note**Firma Intermediario****BNP Paribas Securities Services**
Succursale di Milano
Piazza Lina Bo Bardi, 3 - 20124 Milano

SLATE OF CANDIDATES

CANDIDATES
FOR THE APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS
SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A.
12 APRIL 2022

FIRST SECTION STANDING AUDITORS	SECOND SECTION ALTERNATE AUDITORS
1. ROBERTO CAPONE	3. STEFANO ROSSETTI
2. LAURA GUALTIERI	

Handwritten signatures:
P.
ABS
26

**DECLARATIONS MADE BY THE CANDIDATES FOR THE OFFICE OF
MEMBER OF THE BOARD OF STATUTORY AUDITORS AND THEIR
CURRICULA VITAE**

DECLARATION

The undersigned ROBERTO CAPONE, born in Milan, on November 30th, 1955, in reference to their candidacy for the role of member of the Board of Statutory Auditors of Prysmian S.p.A. (the “Company”), as belonging to the list which will be presented by Clubtre S.r.l., Albas S.r.l. and Angelini Partecipazioni Finanziarie S.r.l. at the Shareholders’ Meeting called for the day of 12 April 2022, in a single call, pursuant to the provisions in force,

ACCEPTS

the candidacy as Standing Auditor of Prysmian S.p.A. and

STATES

under their own responsibility:

- the non-existence of grounds for ineligibility, forfeiture and incompatibility to fill the role of Auditor of the Company and the possession, for the same end, of the requirements prescribed by the Company By-laws and by the law in force;
- that he possesses the good repute and professionalism requirements established for members of control bodies with the Decree of the Minister of Justice no. 162 of 30 March 2000, pursuant to article 148, para. 4, of Leg. Decree no. 58 of 24 February 1998 (T.U.F.);
- that he is recorded in the register of external statutory auditors;
- that he does not exceed the limit on the accumulation of management and audit positions envisaged by art. 148-bis of Leg. Decree 58/98;
- that he doesn’t fall within the grounds for exclusion envisaged for participation in tender or concession procedures by bodies or public administrations (art.80 of Leg. Decree no. 50/2016 - Public Procurement Code);
- that there are not in his regard the grounds for banning them from the wholesaling of products in the non-food sector (art.71, Leg. Decree no. 59/2010);
- that he possesses the independence requirements indicated by the “*Corporate Governance Code*”, approved by the Committee for the *Corporate Governance* and promoted by ABI, Ania, Assogestioni, Assonime, Confindustria and Borsa Italiana S.p.A., to which the Company has adhered;
- that he is aware of the consequences arising from any defect in these requirements and/or conditions pursuant to the legal and regulatory provisions applicable.

The undersigned undertakes to promptly inform the Board of Directors of the Company of all subsequent changes in the information provided in this declaration and authorises, the conservation



and publication of the data and information contained in this declaration and in the attached documents.

Milan, March 9th, 2022

In good faith



ROBERTO CAPONE

Annexes:

- Curriculum vitae and offices held pursuant to art. 2400 of the Civil Code.

ROBERTO CAPONE

Phone [REDACTED]
Mobile [REDACTED]

Graduated in Economics and Business Administration at
Università Cattolica in Milan

PROFESSIONAL QUALIFICATIONS

- || Member of the Association of Chartered Certified Accountants in Milan
- || Registered with the Italian Register of Statutory Auditors
- || Member of Nedcommunity - Italian Association of Independent Non Executive Directors
- || Registered with the Court of Milan as Technical Consultant
- || Member of a Committee of the Chartered Accountants Association in Milan

PROFESSIONAL EXPERIENCE

2019 - to date: Managing Partner of Studio Associato CT&P, boutique international corporate and tax consulting firm in Milan.

1983 - 2018: Caramanti Ticozzi & Partners, boutique international corporate and tax consulting firm in Milan. Partner - Since 1989.

1979 - 1983: tax department of a primary Italian bank and then of the Italian branch of a major U.S. bank.

PRINCIPALI SETTORI DI COMPETENZA

- || Tax consulting
- || Corporate consulting
- || M&A
- || Audit
- || Due Diligence
- || Extraordinary transactions
- || Corporate restructuring
- || Corporate governance positions
- || Corporate liquidations
- || Appraisals



PRINCIPAL POSITIONS CURRENTLY HELD

Board of Statutory Auditors

- || Atlantia S.p.A. (C)
- || B.F. S.p.A. (C)
- || Crédit Agricole Leasing S.r.l. (C)
- || Eurofactor Italia S.p.A. (C)
- || QC Terme S.r.l. (C)
- || Quaestio Capital Sgr S.p.A. (S)
- || Red Bull S.r.l. (C)
- || White Bridge Investments S.p.A. (C)

Director

- || Mach 2 Libri S.r.l. (L)

Chairman of Supervisory Board 231/2001

- || DLV BBDO S.p.A.
- || Dompé Farmaceutici S.p.A.
- || Medapharma S.p.A.
- || Optimum Media Group S.r.l.
- || Teleflex Medical S.r.l.

PRINCIPAL POSITIONS HELD IN THE PAST

- || Amgen S.p.A. (S)
- || Astra Zeneca S.p.A. (S)
- || Cable & Wireless S.p.A. (S)
- || CA Indosuez Wealth (Italy) S.p.A. (C)
- || CDP Equity S.p.A. (C)
- || Consorzi Agrari d'Italia S.p.A. (D)
- || Emi Music Publishing S.r.l. (C)
- || Fujitsu Services S.p.A. (S)
- || Ideami SPAC S.p.A. (L)
- || Nike Italy S.r.l. (S)
- || Schering Plough S.p.A. (S)
- || Siemens Building Technologies S.r.l. (S)
- || Telecom Italia S.p.A. (C)
- || Venchi S.p.A. (C)

(C) Chairman
(S) Statutory Auditor
(D) Director
(L) Liquidator

DECLARATION

The undersigned LAURA GUALTIERI, born in Reggio Emilia, on October 18th, 1968, in reference to their candidacy for the role of member of the Board of Statutory Auditors of Prysmian S.p.A. (the "Company"), as belonging to the list which will be presented by Clubtre S.r.l., Albas S.r.l. and Angelini Partecipazioni Finanziarie S.r.l. at the Shareholders' Meeting called for the day of 12 April 2022, in a single call, pursuant to the provisions in force,

ACCEPTS

the candidacy as Standing Auditor of Prysmian S.p.A. and

STATES

under their own responsibility:

- the non-existence of grounds for ineligibility, forfeiture and incompatibility to fill the role of Auditor of the Company and the possession, for the same end, of the requirements prescribed by the Company By-laws and by the law in force;
- that she possesses the good repute and professionalism requirements established for members of control bodies with the Decree of the Minister of Justice no. 162 of 30 March 2000, pursuant to article 148, para. 4, of Leg. Decree no. 58 of 24 February 1998 (T.U.F.);
- that she is recorded in the register of external statutory auditors;
- that she does not exceed the limit on the accumulation of management and audit positions envisaged by art. 148-bis of Leg. Decree 58/98;
- that she doesn't fall within the grounds for exclusion envisaged for participation in tender or concession procedures by bodies or public administrations (art.80 of Leg. Decree no. 50/2016 - Public Procurement Code);
- that there are not in her regard the grounds for banning them from the wholesaling of products in the non-food sector (art.71, Leg. Decree no. 59/2010);
- that she possesses the independence requirements indicated by the "*Corporate Governance Code*", approved by the Committee for the *Corporate Governance* and promoted by ABI, Ania, Assogestioni, Assonime, Confindustria and Borsa Italiana S.p.A., to which the Company has adhered;
- that she is aware of the consequences arising from any defect in these requirements and/or conditions pursuant to the legal and regulatory provisions applicable.

The undersigned undertakes to promptly inform the Board of Directors of the Company of all subsequent changes in the information provided in this declaration and authorises, the conservation and publication of the data and information contained in this declaration and in the attached



documents.

Milan, March 8, 2022

In good faith

LAURA GUALTIERI

Annexes:

- Curriculum vitae and offices held pursuant to art. 2400 of the Civil Code.

LIST OF OFFICES HELD (AS OF FEBRUARY 2022)

Prysmian Spa Statutory Auditor

Saipem OffShore Construction SpA Statutory Auditor



CURRICULUM VITAE

Laura Gualtieri is born in Reggio Emilia on October 18th, 1968. Since 2004, she has been a partner of Tremonti Romagnoli Piccardi e Associati, which she joined as a law and tax consultant in 1998.

For over twenty years she has been carrying out tax consultancy activities for primary industrial, commercial and financial groups, with a particular focus on corporate finance, M&A, group reorganisations and international taxation. She has developed an in-depth knowledge of issues related to the real estate sector taxation.

She graduated with an honours degree in Business (Bocconi University, 1992) and an honours degree in Law (Università Statale, Milan 1996).

Admitted to the Chartered Accountants Association, to the Italian Bar and to the Register of Auditors.

She is a Tax Law Lecturer in Master program at Bocconi University, Milan and speaker at several national and international seminars and meetings.

She is a speaker of both English and French.



DECLARATION

The undersigned STEFANO ROSSETTI, born in Florence, on November 24th, 1965, in reference to their candidacy for the role of member of the Board of Statutory Auditors of Prysmian S.p.A. (the “Company”), as belonging to the list which will be presented by Clubtre S.r.l., Albas S.r.l. e Angelini Partecipazioni Finanziarie S.r.l. at the Shareholders’ Meeting called for the day of 12 April 2022, in a single call, pursuant to the provisions in force,

ACCEPTS

the candidacy as Alternate Auditor of Prysmian S.p.A. and

STATES

under their own responsibility:

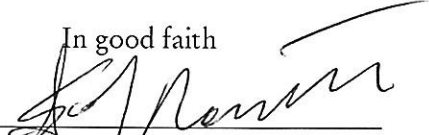
- the non-existence of grounds for ineligibility, forfeiture and incompatibility to fill the role of Auditor of the Company and the possession, for the same end, of the requirements prescribed by the Company By-laws and by the law in force;
- that he possesses the good repute and professionalism requirements established for members of control bodies with the Decree of the Minister of Justice no. 162 of 30 March 2000, pursuant to article 148, para. 4, of Leg. Decree no. 58 of 24 February 1998 (T.U.F.);
- that he is recorded in the register of external statutory auditors;
- that he does not exceed the limit on the accumulation of management and audit positions envisaged by art. 148-bis of Leg. Decree 58/98;
- that he doesn’t fall within the grounds for exclusion envisaged for participation in tender or concession procedures by bodies or public administrations (art.80 of Leg. Decree no. 50/2016 - Public Procurement Code);
- that there are not in his regard the grounds for banning them from the wholesaling of products in the non-food sector (art.71, Leg. Decree no. 59/2010);
- that he possesses the independence requirements indicated by the “*Corporate Governance Code*”, approved by the Committee for the *Corporate Governance* and promoted by ABI, Ania, Assogestioni, Assonime, Confindustria and Borsa Italiana S.p.A., to which the Company has adhered;
- that he is aware of the consequences arising from any defect in these requirements and/or conditions pursuant to the legal and regulatory provisions applicable.

The undersigned undertakes to promptly inform the Board of Directors of the Company of

all subsequent changes in the information provided in this declaration and authorises, the conservation and publication of the data and information contained in this declaration and in the attached documents.

Florence, 09/03/2022

In good faith



STEFANO ROSSETTI

Annexes:

- Curriculum vitae and offices held pursuant to art. 2400 of the Civil Code.

CURRICULUM VITAE

PERSONAL INFORMATIONS

Name **ROSSETTI STEFANO**
 Address **[REDACTED]**
 Telephone **[REDACTED]**
 Fax **[REDACTED]**
 E-mail **[REDACTED]**

Pec

Nationality **Italian**
 Date of birth **24/11/1965**

WORK EXPERIENCE

• Assignments (non-exhaustive list)

- Since 2001 Advisor for the Services at Strada Spa;
Business sector: services for the city of Florence.
- Since 2003 Advisor for Bassilichi Group (Bassmart Srl, Bassnet Srl, Bassilichi Spa, I.C.T. Logistica Srl) Business sector: software and IT activities.
- Since 2001 Advisor for Corpo Vigili Giurati Group. Business sector: vigilance.
- Since 2005 Advisor for O.Z.A.F. Group. Business sector: precision mechanical workshops.
- Since 2003 Advisor for Aeroporto di Firenze Spa.
- Regular Auditor for Prysmian Treasury Srl, Prysmian Cavi e Sistemi Srl, Prysmian Cavi e Sistemi Italia Srl.
- Official Receiver for the following companies: Archiglaze Srl, Immobiliare Damiano Spa, Il Veggio Srl, Omega Engineering Srl, Caritaly di Langone Antonella; Eurobyte Srl, Tecnoscavi Srl; Ama Immobiliare srl;
- Judicial liquidator: Mecart di Simone Cei Sas, Sutor Mantellassi Spa.; Directional Project Spa, Florence Global Service srl, Penta srl

• Chartered Accountant Profession

The activity is performed in two firms; Firenze and Pontassieve (FI).

- The working staff of the firm located in **Firenze, Via Arnolfo 35**, is composed of 3 bookkeepers, 3 chartered accountants and a trainee.
- The working staff of the firm located in **Pontassieve (FI), Via Filicaia n° 2**, is composed of 7 bookkeepers, a labour consultant and a chartered accountant.

- Type of company or sector **Economic, accounting sector, tax sector, administrative and industrial.**
- Main consultancy performed **Consultancy in taxes, financial and economic subjects. Assignments in insolvency proceedings**



as official receiver, judicial commissioner and judicial liquidator. Technical office consultancy assignments for the Florence Court in terms of accounting and profit and loss account, valuation of companies, business situations, assets, goodwill, corporate and industrial rights. Assignments for private companies in terms of valuation of companies, mergers, splits and transformations. Assignments related to the study of economic-industrial developments of corporate groups. Assigned as an administrative support by a Tutelary Judge in the Court of Florence.

EDUCATION AND TRAINING

- Dates
 - From 1988 to 1995: start of the activity as practitioner of Dott. Marco Mataloni, chartered accountant in Florence
 - From 1995: accredited to practice as a chartered accountant.
- Name and type of educational institute
 - High school diploma (scientific high school) achieved in 1984 at Institute Cavour of Florence
 - PhD degree in Economics achieved at Florence University in 1995
 - Qualification at the profession of chartered accountant in 1995
- Main subjects/
professional skills object of the firms
 - Economic, accounting, tax, administrative and industrial
- Qualification obtained
 - Chartered accountant, registered in the Florence Chartered Accountants register at n° 1179.
 - Auditor, registered in the auditors register at n° 87287;
 - Technical advisor for the Florence Court registered in the related register at n° 6251 with "financial and tax consultation" specialisation

ADDITIONAL INFORMATIONS

President of the Technical Office Consultancy course and President of the Florence Chartered Accountants foundation.

Continuous organization of conventions on the subject of Technical Office Consultancy.

Subject matter expert and organizer of legal and technical course for Technical office consultancy needed as a prerequisite for registration in the Register of Technical office consultancy in the court of Florence.

PUBLICATIONS

Technical manual regarding Technical Office Consultancy for the Florence Chartered Accountants foundation, edition 2016 and edition 2020

