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

<i>Testo del comunicato</i>

Vedi allegato.

PRESS RELEASE

ANNUAL SHAREHOLDERS' MEETING

2021 FINANCIAL STATEMENTS APPROVED

DIVIDEND OF €0.55 PER SHARE FOR A TOTAL OF ABOUT €145 MILLION

BOARD OF STATUTORY AUDITORS APPOINTED FOR THE NEXT THREE YEARS

STOCK GRANT PLAN IN FAVOUR OF PRYSMIAN GROUP'S EMPLOYEES AND CAPITAL INCREASE IN SERVICE OF SUCH PLAN APPROVED

AUTHORISATION TO BUY BACK AND DISPOSE OF TREASURY SHARES RENEWED

FAVOURABLE OPINION ON THE REPORT ON COMPENSATION PAID

CHANGE OF THE CAPITAL INCREASE AMOUNT TO SERVE THE INCENTIVE PLAN APPROVED IN 2020 AUTHORISED

Milan, 12 April 2022 - The General Shareholders' Meeting of Prysmian S.p.A. (the "**Company**"), convened today in ordinary and extraordinary session (the "**Shareholders' Meeting**"), passed the following resolutions:

- it approved the 2021 Financial Statements and the distribution of a gross dividend of €0.55 per share for a total payout of about €145 million. The dividend will be payable from 21 April 2022, with record date on 20 April 2022 and ex-dividend date on 19 April 2022;
- it appointed the Board of Statutory Auditors for the next three-year period (until approval of the Financial Statements for the year ending 31 December 2024), and set the annual compensation for the Chairman of the Board of Statutory Auditors at €75,000 and the annual compensation for each Standing Statutory Auditor at €50,000.

The following Statutory Auditors have been appointed on the basis of the two lists submitted:

- Roberto Capone *(Standing Auditor)*
- Laura Gualtieri *(Standing Auditor)*
- Stefano Rossetti *(Alternate Auditor)*

taken from the list jointly submitted by the shareholders Clubtre S.r.l., Albas S.r.l. and Angelini Partecipazioni Finanziarie S.r.l. (list voted by the majority of those holding voting rights and attending the Shareholders' Meeting, who accounted for approximately 80.8% of share capital attending or represented);

- Stefano Sarubbi *(Chairman of the Board of Statutory Auditors)*
- Vieri Chimenti *(Alternate Auditor)*

taken from the list jointly submitted by a group of shareholders linked to asset management companies and institutional investors (list voted by a minority of those holding voting rights and attending the meeting, who accounted for approximately 15.2% of share capital attending or represented);

The *resumes* of the Statutory Auditors can be consulted on the Company's website at www.prysmiangroup.com (section *Company/Governance/Shareholders' Meeting*);

- it authorised the Board of Directors to buy back and dispose of treasury shares, concurrently revoking the previous authorisation granted by the Shareholders' Meeting held on 28 April 2021. This authorisation provides the opportunity 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. Purchases may not exceed the amount of the distributable earnings and available reserves reported in the duly approved and most recent annual financial statements. The authorisation to buy back treasury shares will last for 18 months commencing on today's date. The authorisation to dispose of treasury shares has no time limit. The authorization to buy back and dispose of treasury shares has been sought to give the Company a power that can be exercised in order to:
 - provide the Company with a portfolio of treasury shares (a stock deposit, so called "magazzino titoli") that can be used in any extraordinary transactions (e.g., mergers, demergers, participation

acquisition) and in order to implement the remuneration policies approved by the Shareholders' Meeting and applied to Prysmian Group;

- use the treasury shares in service of the exercise of rights arising from convertible debt instruments or instruments exchangeable with financial instruments issued by the Company, its subsidiaries or by third parties (e.g., upon takeover bids or exchange tender offers);
- dispose of treasury shares to serve the incentive plans or share participation plans reserved for the Group's Directors and/or employees;
- allow an efficient management of the Company's capital, by creating an investment opportunity even for its available liquidity.

Treasury shares will be bought back and disposed of in accordance with applicable laws and regulations:

- at a minimum price no less than 10% of the stock's official price reported in the trading session on the day before the completion of each individual transaction;
- at a maximum price not higher than 10% of the stock's official price reported in the trading session on the day before the completion of each individual transaction;

- it approved a stock grant plan reserved for employees of Prysmian S.p.A. and Prysmian Group's companies, with the exception of managers who are already entitled to other individual incentive systems; the stock grant plan aims at sharing with a broad base of employees the creation of value that will be generated and at reinforcing employees' engagement; the plan will be agreed upon with the relevant trade union representatives at local level, where required;
- it expressed a favourable opinion of the report on compensation paid in 2021.

During the extraordinary session, the Shareholders' Meeting also resolved:

- to reduce the capital increase in service of the incentive plan for Prysmian Group's employees approved by the Shareholders' Meeting on 28 April 2020 from a maximum nominal amount of €1,100,000.00, corresponding to 11,000,000 new ordinary shares to a maximum nominal amount of €800,000.00, corresponding to 8,000,000 new ordinary shares;
- a free increase in share capital to be reserved for Prysmian Group's employees in execution of the stock grant plan approved by the Shareholders' Meeting. This capital increase may reach a maximum nominal amount of €300,000 by means of assignment, pursuant to Article 2349 of the Italian Civil Code, of a corresponding amount drawn from profits or profit reserves, with the issuance of no more than 3,000,000 ordinary shares with a nominal value of €0.10 each.

The minutes of the Shareholders' Meeting and the updated By-laws will be made available to the public within the terms and in the manner established by the applicable legislation in force.

Prysmian Group

Prysmian Group is world leader in the energy and telecom cable systems industry. With 140 years of experience, sales of over €12 billion, about 30,000 employees in over 50 countries and 108 plants, the Group is strongly positioned in high-tech markets and offers the widest possible range of products, services, technologies and know-how. It operates in the businesses of underground and submarine cables and systems for power transmission and distribution, of special cables for applications in many different industries and of medium and low voltage cables for the construction and infrastructure sectors. For the telecommunications industry, the Group manufactures cables and accessories for voice, video and data transmission, offering a comprehensive range of optical fibres, optical and copper cables and connectivity systems. Prysmian is a public company, listed on the Italian Stock Exchange in the FTSE MIB index.

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