

REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER THREE OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 5 JUNE 2019, UPON THE APPOINTMENT OF A DIRECTOR, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

3. Appointment of Director; related resolutions.

Shareholders,

with reference to the third item of the agenda of the Ordinary Meeting, you are invited to resolve upon the appointment of a member of the Board of Directors.

In this regard, it is reminded that Mr. Massimo Tononi, former Chairman of the Board of Directors, resigned on 25 July 2018 from the offices he was serving for the Company, effective as from the end of the meeting of the Board of Directors convened for the approval of Prysmian Group's results as at 30 June 2018, held on 18 September 2018. During such a meeting the Board of Directors, after having appointed the Director Mr. Claudio De Conto as the new Chairman, upon proposal of the Remuneration, Nomination and Sustainability Committee and, with consensus of the Board of Statutory Auditors, it appointed by co-option as new member of the Board of Directors, as allowed by Article 14 of the By-laws and Article 2386, paragraph 1, of the Italian Civil Code, Francesco Gori.

Regarding to the replacement of Directors, the article no. 14 of the Company's By-laws provides that *"in case of any vacancy in the Board of Directors, during the fiscal year, for any cause or reason, the Board of Directors shall proceed according to Art. 2386 of the Italian Civil Code. If one or more of the Directors no longer in office were taken from a slate which also contained the names of unelected candidates, the Board of Directors shall replace them by appointing, according to the progressive order, individuals from the slate of the outgoing Director, provided that such individuals are still eligible and willing to accept the office..."*, according to the applicable law in matter of both independence requirements and balance of the genders.

With this regard, Mr. Tononi was elected from the list of candidates presented by the Board of Directors, being the list voted by the majority during the Shareholders' Meeting held on 12 April 2018 in occasion of the renewal of the Board of Directors. The Board of Directors, during the abovementioned meeting held on 18 September 2018, took note of the lack of unelected candidates on the slate on which Mr. Tononi had been elected. The Board therefore positively evaluated the chance of replacing Mr. Tononi, being an Independent Director pursuant to art. 148, paragraph 3, of Italian Legislative Decree no.58/1998, with Mr. Gori, as the proposed candidate by the Remuneration, Nomination and Sustainability Committee and being independent pursuant to both art. 148, paragraph 3, of Italian Legislative Decree no.58/1998 and the Self-Regulatory Code promoted by Borsa Italiana S.p.A..

Mr. Gori will remain in charge, pursuant to art.2386, paragraph 2, of the Italian Civil Code, until the Shareholder's Meeting convened on 5 June 2019, being the first Shareholder's Meeting from its appointment by co-option.

The Board of Directors, in order to settle own composition with twelve Directors according to Shareholders' Meeting resolution dated 12 April 2018, is going to submit the proposal of the appointment of Mr. Francesco Gori as Director, who will be in charge until the expiring date scheduled for the other members of the Board of Directors, therefore until the approval of the financial statement at 31 December 2020.

If approved by the abovementioned Shareholders' Meeting, the appointment of Mr. Gori would comply with the regulations regarding the independence of directors and the balance between genders, without also implying changes in the ratio determined on the renewal of the Board of Directors between independent and executive directors. The appointment of Mr. Gori would also be in line with the recommendations contained in the policy on the composition of corporate bodies approved by the Board of Directors on 20 December 2017 and available on the website of the company www.prysmiangroup.com in the Investors/Shareholders information/ Shareholders Meeting.

It is reminded that, pursuant to article 14 of the Company's By-laws, as not the entire Board of Directors has to be appointed, the Shareholders' Meeting will adopt the related resolution by legal quorum, not being applicable the slate voting mechanism.

The *curriculum vitae* and the declaration issued by Mr. Francesco Gori regarding (i) his willingness to accept the charge; (ii) the existence of no reasons why he is ineligible or incompatible for the position; (iii) his possession of the competence, integrity and independence requirements provided under the applicable laws, are attached to this document and are available at the Company's seat.

* * *

Granted all the above, we submit to your approval the following proposal of resolution:

"The Shareholder's Meeting, after reviewing the report of the Board of Directors and, acknowledging the expiration of the charge of a director as well as the provisions of the By-Laws and of Article 2386, paragraph 1, of the Italian Civil Code, considering the need to satisfy the requirement to have twelve members in the Board of Directors, as per the decision taken by the Shareholders' Meeting held on 12 April 2018,

resolves

to appoint as member of the Board of Directors of the Company:

- *Mr. Francesco Gori, born at Florence (Italy) on 15 May 1952.*

The office of the appointed member of the Board of Directors will expire together with that of the directors currently in charge and, therefore, until the approval of the financial statement at 31st December 2020."

Milan, 19 April 2019

* * *

DECLARATION

The undersigned **Francesco Gori**, born in Florence (Italy) on 15/05/1962, with reference to own **candidacy for the role of Member of the Board of Director** of **di Prysmian S.p.A.** (the “**Company**”), to be presented at the Shareholders’ Meeting called on 5 June 2019,

ACCEPTS

the candidacy as Member of the Board of Director of di Prysmian S.p.A. and

STATES

under own responsibility:

- the non-existence of grounds for ineligibility, forfeiture and incompatibility to fill the role of Director 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 requirements established for members of control bodies with a regulation issued by the Minister of Justice pursuant to article 148, para. 4, of Leg. Decree no. 58 of 24 February 1998 (T.U.F.);
- NOT to fall in the circumstances as set out in art. 2390 Civil Code;
- NOT to 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);
- there are not in own 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 independence requirements envisaged by art. 148, para. 3, of the T.U.F.;
- that he possesses the independence requirements indicated by the “Corporate Governance Code for Listed Companies”, approved by the Committee for the Corporate Governance and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, 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;
- that the positions currently held by the undersigned in companies listed on regulated markets, are the following:
 - **executive** positions: no. 0
n/a
 - **non-executive** positions: no. 2
 - SNAM S.p.A. - Director
 - Apollo Tyres ltd. - Director

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

Milan, 17 April 2019

(signed by)

Francesco Gori

Attachment:

- *Curriculum vitae*

Curriculum Vitae

Personal Information

Francesco Gori

Florence (Italy) on 15/05/1962

Education and Training

Graduated with honors in Business and Economics from the University of Florence, working at the same time first in a software company and then in the paper industry, again in Florence.

Work Experience

He joined Pirelli in 1978 where he was promoted as an executive in 1984 and where, after various assignments in commercial, marketing and M&A roles in Italy and abroad, he was appointed General Manager of the Tyre Division in 2001, Chief Executive Officer of Pirelli Tyre Spa in 2006 and, in 2009, also General Manager of Pirelli & C.

During his 10 years tenure Pirelli Tyre doubled its revenues and from a cash burning, one digit Ebitda became a cash positive, high teens Ebitda company thanks to the execution of a premium strategy which translated into a higher top and bottom line growth than its peers, culminating with the entry in F1 as a sole supplier in 2010.

In 2012, he decided to leave the Pirelli Group.

Main Offices

In 2013 he joined the board of Snam SpA as an independent director and became Chairman of the Control and Risk Committee; during the following 3 years mandate, he was appointed Chairman of the Nomination Committee and during the year 2019 he was newly appointed for the next 3 years.

From 2013 to 2015 he was an Industrial Advisor of Malacalza Investimenti second main shareholder of Pirelli.

From 2014 he is Managing Director of the Corporate Credit Recovery 1 fund of DeA Capital Alternative Funds Sgr (De Agostini Group) and Senior Advisor of the Corporate Credit Recovery 1 and 2 funds since 2018.

In 2015 he is appointed a non-executive director on the Supervisory and Management boards of Apollo Tyres Ltd, a leading company in the its sector and listed in India.

From 2016 to 2018 he served as executive Chairman of Benetton Group Srl.

He has been a member of Prysmian Board of Directors since 18 September 2018.