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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:

- **Wednesday, 28th April 2021 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 2020; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.
2. Allocation of net profit for the year and distribution of dividend.
3. Determination of the number of the members of the Board of Directors.
4. Determination of the term of office of the Directors.
5. Appointment of the Directors.
6. Determination of the remuneration of the Directors.
7. 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; related resolutions.
8. Extension of the share participation plan in favour of Prysmian Group's employees.
9. Approval of the 2021 remuneration policy.
10. Advisory vote on the compensation paid in 2020.

Extraordinary Session

1. Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 26 January 2021, reserved to Institutional Investors and with nominal value equal to Euro 750,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,864,025.50, by issuing up to 18,640,255 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction.

Information upon 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 4,759,433 treasury shares with suspended right to vote.

Attendance at the Shareholders' Meeting

In relation to the health emergency from COVID-19, 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 6, of Decree-Law no. 183 of 31 December 2020, converted into Law no. 21 of 26 February 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 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 due to the ongoing health emergency, 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 (19 April 2021 – "*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 Friday, 23 April 2021. 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 (in the *Company/Governance/Shareholders Meeting* section) 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 2021"),

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 26 April 2021**).

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 26 April 2021**).

▪ **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 (in the *Company/Governance/Shareholders Meeting* section) 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: rappresentante-designato@trevisanlaw.it, (Ref. "Shareholders' Meeting Proxy PRYSMIAN 2021"),

no later than 12.00 noon on 27 April 2021 (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 27 April 2021**).

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 Monday, 19 April 2021, 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 April 26, 2021, 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 April 19, 2021 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 25 March 2021), 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, those who have the right to vote can individually submit resolution proposals on the items on the agenda by April 9, 2021, 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 13 April 2021 on the Company's web-

site, 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 Directors

Pursuant to art. 14 of the Company's By-laws, the directors are appointed based on slates, in which the candidates must be listed with a sequential number.

The outgoing Board of Directors is entitled to present slates, as are those shareholders who, alone or together with other shareholders, represent at least 1% of ordinary share capital. As far as slates presented by shareholders are concerned, ownership of the minimum shareholding needed to present such slates is determined based on shares registered in favour of such shareholders on the day the slates are filed with the Company. The related note can be produced even after filing, provided by April 7, 2021.

The slate presented by the Board of Directors must be filed at the Company's registered office by the thirtieth day before the date of the Shareholders' Meeting, meaning by 29 March 2021. Slates presented by shareholders, signed by those presenting them, must be filed, at least twenty-five days before the date of the Shareholders' Meeting, at the Company's registered office, meaning by Saturday, 3 April 2021, extended to Monday, 5 April 2021, as the first working day after the expiring date, or sent by email to corporate-pryspa@pec.prysmian.com, on the same day. They 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. The first two candidates on each slate must satisfy the independence requirements laid down by law. In addition, the slates which present a number of candidates equal to, or greater than, three must be composed of candidates belonging to both genders so that the less represented gender is at least two fifth (rounded upwards) of the candidates.

Each slate must be filed together with acceptances by each candidate of their candidacy and declarations in which they state, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed for the position. The declarations must be filed together with a curriculum vitae for each candidate containing full information about their personal and professional characteristics, indicating the directorships and statutory auditorships held in other companies and, if the conditions are satisfied, whether they meet the independence requirements set out in art. 148, par. 3, of Italian Legislative Decree 58/98 and in the Corporate Governance Code adopted by the Company.

Any possible 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.

To those who want to submit a slate containing more than half the number of candidates to be elected, it is recommended to provide adequate information, in the documentation presented for filing the slate, about the compliance of the slate with the orientation expressed by the Board of Directors in the guidance opinion available on the Company's website www.prysmiangroup.com in the section *Company / Governance / Shareholders Meeting*, also with reference to the diversity criteria, and to highlight their candidate for the office of Chairman of the Board of Directors.

Shareholders wishing to present slates for the appointment of members of the Board of Directors 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/Governance/Shareholders Meeting* section).

Lastly, shareholders intending to present slates for the appointment of members of the Board of Directors are invited to take into account the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009.

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, 15 March 2021

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 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

Numero di Pagine: 8