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Data/Ora Inizio : 15 Marzo 2023 16:13:34  
Diffusione presunta  
Oggetto : Prysmian S.p.A.: Shareholders' Meeting  
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, on:

- **Wednesday, 19<sup>th</sup> April 2023 at 9:00 a.m. CET, in single call,**

to discuss and resolve on the following

### AGENDA

#### Ordinary Session

1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2022, accompanied by the Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report which includes the consolidated financial statements as of 31 December 2022 and the consolidated non-financial report for the year 2022.
2. Allocation of the net profit for the year and distribution of dividend.
3. 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; revocation of the authorisation to buy back and dispose of treasury shares under the shareholder resolution dated 12 April 2022; related resolutions.
4. Incentive plan: resolutions under article 114-bis of Italian Legislative Decree 58/98.
5. Approval of the remuneration policy of Prysmian Group.
6. Advisory vote on the compensation paid in 2022.

#### Extraordinary Session

1. Proposal for a free share capital increase, to be reserved for the incentive plan submitted to the approval of today's Ordinary Shareholders' Meeting, for a maximum nominal amount of Euro 950,000.00, by means of assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from profits or from profit reserves, with the issuance of no more than no. 9,500,000 ordinary shares with a par value of Euro 0.10 each. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.

#### **Share Capital and Treasury Shares**

The share capital subscribed, paid-up and notified to the competent Trade Register 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 4,612,031 treasury shares with suspended right to vote.

#### **Entitlement to attend and vote at the Shareholders' Meeting**

Pursuant to art. 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 ("**T.U.F.**"), are entitled to attend and vote at the Shareholders' Meeting, or be represented in accordance with the law, 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 (10<sup>th</sup> April 2023 – "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 from an authorised intermediary must be received by the Company by the end of the third trading day before the date of the Shareholders' Meeting, being Friday, 14 April 2023. 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

Every shareholder may be represented at the Shareholders' Meeting by giving a written proxy in accordance with current legal provisions, with the right to use the "Ordinary Proxy Form" available on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com) (under *Company/Governance/Shareholders Meeting*) or from the Company's registered office (Via Chiese no.6 – 20126 Milan). The proxy may be notified to the Company by sending it by registered mail with proof of delivery to the registered office (Via Chiese no.6 – 20126 Milan) marked for the attention of "Prysmian S.p.A. – Corporate Affairs Department" or by sending it by email to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com).

The proxy may be notified by an electronic document bearing an electronic signature pursuant to art. 21, par. 2, of Italian Legislative Decree 82/05.

For the Shareholders' Meeting being convened in this notice, the Company has identified Mr. Dario Trevisan, or his substitutes in case of impediment, ("**Designated Representative**") as the person in charge to 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. can be granted by signing the specific "Proxy form for the Designated Representative" - available, together with filling-in and sending instructions, on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com) (under *Company/Governance/Shareholders Meeting*) and which, if requested by the entitled person 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 case of legal persons, documentation proving their corporate powers (copy of Chamber of Commerce certificate or similar), by courier or registered letter with proof of delivery, to:

Studio Legale Trevisan & Associati

Viale Majno no. 45, 20122, Milan – Italy (Ref. "Shareholders' Meeting Proxy PRYSMIAN 2023"),

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 17 April 2023**).

Without prejudice to the sending of the original proxy, completed with voting instructions, the same may also be notified electronically, by certified email to the address: [rappresentante-designato@pec.it](mailto: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 the conferral (i.e. **by 11:59 p.m. on 17 April 2023**).

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](mailto:corporate-pryspa@pec.prysmian.com). Questions must be received by the Company by the end of the seventh trading day before the date of the Shareholders' Meeting (being April 10<sup>th</sup>, 2023) 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, after verifying their relevance and the legitimacy of the applicant, at the latest within April 17<sup>th</sup>, 2023, by publication on the Company's website at [www.prysmiangroup.com](http://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 the above date 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 2023), 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](mailto: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.

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..

#### **Documentation**

The documentation relating to the Shareholders' Meeting will be available at the Company's registered office (Via Chiese no.6, 20126 Milan), on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com) (under *Company/Governance/Shareholders Meeting* section), on the website of Borsa Italiana S.p.A. at [www.borsaitaliana.it](http://www.borsaitaliana.it) and in the authorised central storage mechanism used by the Company at [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders are entitled to examine them and obtain a copy upon request.

Milan, 15 March 2023

By order of the Board of Directors  
*Claudio De Conto*  
(Chairman)

Fine Comunicato n.0902-9

Numero di Pagine: 5