

REPORT OF THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (“*PRYSMIAN*” OR THE “*COMPANY*”) ON ITEM NUMBER SEVEN OF THE AGENDA OF THE ORDINARY SHAREHOLDERS’ MEETING SCHEDULED ON 16 APRIL 2025 (THE “*SHAREHOLDERS’ MEETING*”), CALLED TO RESOLVE ON THE RENEWAL OF THE SHARE GRANT PLAN IN FAVOUR OF PRYSMIAN GROUP’S EMPLOYEES, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED AND UPDATED, AND TO ARTICLE 84-BIS OF THE CONSOB REGULATIONS ADOPTED IN RESOLUTION 11971/99, AS AMENDED AND UPDATED, DRAWN UP IN ACCORDANCE WITH FORMAT NO.7 OF APPENDIX 3A TO THE SAME CONSOB REGULATIONS.

## 7. Renewal of the share grant plan in favour of Prysmian Group's employees.

By decision of 26 February 2025, the Board of Directors decided to submit to the Shareholders' Meeting for approval, under art. 114-bis, paragraph 1, of Legislative Decree 58 dated 24 February 1998, the renewal of the share grant plan, called "BE IN", based on financial instruments reserved to employees of Prysmian and of Prysmian Group's companies not involved in current individual incentive schemes (the "**Plan**"), as well as the granting of appropriate powers to implement it.

It is recalled that the Plan was approved by the Shareholders' Meeting on 12 April 2022, with an expected duration of three annual cycles, the last of which ends in the current financial year.

A description of the Plan can be found into the here attached Information Document, drawn up pursuant to Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified and integrated.

In relation to the above, the following resolution is submitted for the approval of the Shareholders' Meeting in ordinary session:

### ***"The Shareholders' Meeting,***

***in view of the Information Document, prepared pursuant to Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified (the "Information Document"),***

### ***RESOLVES***

- ***to approve the share grant plan called "BE IN" and reserved to employees of Prysmian S.p.A. and of Prysmian Group's companies, as described in the Information Document;***
- ***to grant the Board of Directors, and on behalf of it to the Chairperson of the Board of Directors and to the Chief Executive Officer in office pro tempore, separately and with the power to sub-delegate, with all the necessary and appropriate powers in order to implement the terms and conditions and to execute the share grant plan. In particular, purely by way of an example, the Board of Directors will have the authority to: (i) identify the recipients who will be offered the participation in the plan among the employees of the Prysmian Group not involved in current individual incentive schemes, as well as to determine the number of shares to be awarded to each of them; (ii) establish every other term and condition for the execution of the plan; (iii) approve the regulations governing the Plan. For the execution of the share grant plan, the Board of Directors could assign shares to the participants by newly-issued shares resulting from a share capital increase, free of charge, in accordance with Art. 2349 of the Civil Code, the approval of which will be submitted to the Shareholders' Meeting during the extraordinary session of the meeting of today, and/or by existing shares owned by the Company;***
- ***to grant the Chairperson of the Board of Directors and the Chief Executive Officer, pro-tempore in charge, severally between them and with the power to sub-delegate, any power to fulfil any duty arising from the Law and following to the resolutions adopted."***

Milan, 10 March 2025

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# RENEWAL OF THE STOCK GRANT PLAN IN FAVOUR OF PRYSMIAN GROUP'S EMPLOYEES **(BE IN)**

## Stock Grant Plan (BE IN)

# RENEWAL OF THE STOCK GRANT PLAN IN FAVOUR OF PRYSMIAN GROUP'S EMPLOYEES **(BE IN)**

Information Document prepared pursuant to Article 114-*bis* of Legislative Decree No. 58 of February 24, 1998 and Article 84-*bis*, paragraph 1, of the Regulation adopted by Consob through Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented.

**Prysmian S.p.A**

**Shareholders Annual General Meeting of the 16<sup>th</sup> of April 2025**

# CONTENTS

DEFINITIONS	05
INTRODUCTION	08
1. BENEFICIARIES	09
2. REASONS FOR THE ADOPTION OF THE PLAN	10
3. APPROVAL PROCEDURE AND TIME FRAME FOR ALLOCATION OF INSTRUMENTS	13
4. FEATURES OF THE ALLOCATED INSTRUMENTS	16
COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS	20

# DEFINITIONS

The terms used in this document and their definitions are listed below.

<b>SHAREHOLDERS' MEETING</b>	Prysmian S.p.A. Shareholders Meeting
<b>SHARES</b>	Prysmian S.p.A. ordinary shares
<b>GRANTED SHARES</b>	The Shares granted to Participants under the Plan with reference to each annual grant cycle provided for in the Plan (i.e., Tranche A)
<b>ADDITIONAL SHARES</b>	Shares allocated free of charge to Participants at the end of the Holding Period and equal to 50% of Shares Granted with reference to each annual grant cycle provided for in the Plan (i.e. Tranche B)
<b>REMUNERATIONS AND NOMINATIONS COMMITTEE</b>	The Remunerations and Nominations Committee established within the Board of Directors of Prysmian S.p.A.
<b>BOARD</b>	Board of Directors of Prysmian S.p.A.
<b>GRANT DATE</b>	Date on which the number of Shares being granted to Participants based on the Grant Value is identified
<b>AWARD DATE</b>	Date on which the Shares are credited to Participants
<b>EMPLOYEES/RECIPIENTS</b>	The employees of Prysmian S.p.A. and of the Subsidiaries of Prysmian S.p.A., in Italy and abroad, with permanent contracts, who will satisfy the eligibility requirements indicated in the regulations, who are entitled to participate in a collective incentive system and who do not already participate in other individual short-and/or long-term incentive plans adopted by the Group

**INFORMATION DOCUMENT OR DOCUMENT**

This Information Document, prepared pursuant to and in accordance with Art. 114-bis of the Consolidated Law on Finance (TUF) and Art. 84-bis, paragraph 1, of the Issuers' Regulations

**GROUP**

Prysmian and its Subsidiaries

**HOLDING PERIOD**

The period of 12 months following the Grant Date

**PLAN**

This Plan for the grant of Shares to Group Employees, with reference to the three annual grant cycles relating to 2025, 2026 and 2027, and which will be submitted to the approval of the ordinary Shareholders' Meeting convened for 16 April 2025

**PARTICIPANTS**

The Recipients who will decide to enroll in the Plan

**PRYSMIAN OR THE COMPANY**

Prysmian S.p.A.

**REGULATIONS**

The regulations which will govern the Plan, globally and locally, in terms of characteristics, conditions and procedures

**ISSUERS' REGULATION**

Regulation adopted by Consob with Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented

**SUBSIDIARIES**

The Companies controlled by Prysmian with a stake in their share capital higher than 50%, by virtue of agreements or other arrangements, as well as those consolidated in the Group's annual financial statements

**TUF**

Legislative Decree No. 58/98, as amended and supplemented

**GRANT VALUE**

The value of the Prysmian Share equal to the average price of the share in the 30 calendar days prior to the Grant Date

## Stock Grant Plan (BE IN)

# INTRODUCTION

This Information Document is a report for the Shareholders' Meeting called to approve the renewal of the Stock Grant Plan to Group Employees, initially approved by the Shareholders in 2022.

This Information Document is published in order to provide the shareholders of the Company and the market with information on the Plan, pursuant to Art. 84-bis of the Issuers' Regulations and in particular in conformity with Scheme 7 of Annex 3A of the Issuers' Regulations.

It should be noted that the Plan is not to be considered a plan of "major significance" in accordance with Article 114-bis, paragraph 3 of the Consolidated Law on Finance and Article 84-bis, paragraph 2 of the Issuers' Regulations, as the Plan Recipients do not include the following beneficiaries: (i) members of the Board of Directors, general managers and other managers with strategic responsibilities of the Company; as well as (ii) members of the Board or the management board of Subsidiaries. Prysmian is not subject to the control of any company and there are no natural persons controlling the Company.

The Plan is reserved to Group Employees and concerns the offer to receive Shares under the grant scheme. The Granted Shares will be freely transferable from the Award Date. If the Participant does not instruct any sale or transfer orders of the Granted Shares during the Holding Period, at the end of it the Participant will be allocated the Additional Shares, equal to 50% of the number of Granted Shares.

Enrollment to the Plan is on a voluntary basis.

The Plan will be submitted to the approval of the Shareholders' Meeting called on April 16, 2025, in a single call.

This Information Document is prepared based on the proposal to adopt the Plan formulated by the Remunerations and Nominations Committee and approved by the Board of Directors on 26 February 2025. Detailed information as requested by Paragraph 4.4. below (i.e., the maximum number of financial instruments granted to the categories indicated) is not available at the date of this Document and will be provided pursuant to Article 84-bis, paragraph 5(a), of the Issuers' Regulation.

This Information Document is made available to the public at the registered office of Prysmian S.p.A., Via Chiese 6, Milan, at Borsa Italiana S.p.A., as well as on the Company's website [www.prysmian.com](http://www.prysmian.com) and in the central storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com).



# 01. BENEFICIARIES

## **1.1. Names of the Beneficiaries who sit on the Board of Directors or on the governing body of the Issuer of the financial instruments, as well as any parent companies or direct or indirect Subsidiaries thereof**

The Plan does not include among its Recipients members of Prysmian's Board of Directors or the Board of Directors or Management Board of its Subsidiaries. Prysmian is not subject to the control of any company.

## **1.2. Categories of employees or contractors of the Issuer of the financial instruments, and/or of any and all the parent companies and Subsidiaries thereof**

The Plan Recipients belong to the following category: Employees of Prysmian S.p.A. and of the Subsidiaries of Prysmian S.p.A., in Italy and abroad, with permanent contracts, who will satisfy the eligibility requirements indicated in the Regulations, who are entitled to participate in a collective incentive system and who do not already participate in other individual short- and/or long-term incentive plans adopted by the Group.

It is specified that, in addition to the persons referred to in Paragraph 1, Plan recipients do not include any of the other Managers with Strategic Responsibilities of the Group.

The Company reserves the right to exclude from the Plan Employees of Subsidiaries with offices in countries where legal, regulatory, tax, and currency local restrictions and/or specific filing needs may directly or indirectly compromise the achievement of the purpose of the Plan and/or expose the Company to potential risks and/or make the implementation and/or administrative management of the Plan onerous, as determined by the Company at its sole discretion.

During the Plan implementation phase, during which its characteristics will be defined in detail, some of these features may be adapted to ensure that the Plan complies with local legislation and the applicable tax and social security regulations and/ or facilitate its implementation at local level. For example, in some countries, participation might be extended to employees with non-permanent contracts, if required by collective agreements and/or specific local regulations.

## 02. REASONS FOR THE ADOPTION OF THE PLAN

### **2.1. and 2.1.1. Objectives to be achieved by the allocation of these plans**

The main objectives of the Plan are:

- sharing with a broad base of Employees, mainly represented by shop floor workers, the creation of value that the Group will be able to generate in the years to come;
- strengthening the engagement and sense of belonging of the Group's Employees, promoting their stable participation in the Company's share capital;
- aligning the interests of Participants and the other stakeholders, by identifying a common objective of long-term sustainable value creation.

### **2.2. and 2.2.1. Key variables also in the form of performance indicators considered for the purpose of allocation of financial instrument-based plans**

During the Plan implementation phase, which will identify in detail the characteristics and specific implementation methods that will be set out in the Regulations, and for the purposes of the grant of the Granted Shares, financial-economic performance conditions (e.g., by way of example but not limited to, Adjusted EBITDA) or operating performance conditions (e.g., by way of example but not limited to, productivity) will be identified, regarding the relevant country or legal entity and relating to the financial year preceding the grant.

### **2.3 and 2.3.1. Elements underlying the determination of remuneration based on financial instruments, or otherwise, criteria for determining the same**

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme.

Enrollment to the Plan is on a voluntary basis. Recipients are Employees entitled to participate in collective incentive systems that provide for the payment of a monetary bonus determined on a local basis; this monetary bonus is regulated on a local basis, also considering local trade union agreements, where present or required, within which, inter alia, the time interval in which the bonus is determined, communicated and paid, as well as the conditions under which it is achieved,

are identified. By voluntarily enrolling in the Plan, within the terms established by the relevant local trade union agreements defined from time to time over the Plan's long-term period, the Participant — if both the conditions provided for the achievement and payment of the monetary bonus and the performance conditions referred to in Paragraph 2.2 above are met in full — agrees to receive, in lieu of the payment of a portion of the existing monetary bonus, a value equal to a number of Granted Shares that will be calculated on the basis of the Grant Value; the number of Granted Shares will be increased by an additional number of Granted Shares for a value of up to a maximum of 50% of said portion of the monetary bonus. By way of example, if the total monetary bonus was equal to €1,000 and the part to be paid in Shares was equal to 25% (i.e., a value of €250), where the Grant Value was equal to €25, the Granted Shares (i.e., Tranche A) would be equal to 10, to which should be added up to a maximum of 5 other Granted Shares. The Granted Shares will be credited to Participants on an annual basis.

The number of Shares that each Participant will receive will then be determined according to the size of the monetary bonus and the Grant Value. In particular, the Grant Value is equal to the average price of the stock in the 30 calendar days prior to the Grant Date. During the Plan implementation phase, the Company will define a minimum and/or predetermined percentage for converting the monetary bonus into Shares on an annual and individual basis.

During the Plan implementation phase, the Company reserves the right to adapt to local needs the process of granting Shares to Participants, providing, inter alia, for Grant of the Shares, in compliance with the performance conditions and taking into account the Plan's additional provisions, even when monetary bonuses have not yet been implemented within the collective incentive systems on a local basis and the plan is already implemented at the date of the present document: in such cases, in the absence of a monetary bonus, no conversion would be carried out, whereas a quantity of Granted Shares would be assigned according to criteria and limits defined from time to time.

The Granted Shares will be freely transferable from the Award Date. If the Participant does not instruct any sale or transfer orders of the Granted Shares during the Holding Period, at the end of the Holding Period the Participant will be allocated the Additional Shares, equal to 50% of the number of Granted Shares.

Without prejudice to the shares disposed to allow the Participants to cover the tax and social security charges related to the allocation, it is understood that the Plan may also provide for adequate funding mechanisms from the Participants, designed to ensure that the Company and/or its Subsidiaries have the funds necessary to fulfil the tax and social security obligations for which Participants may be liable in relation to the grant of the Granted Shares and the Additional Shares, where the Company and/or its Subsidiaries bear responsibility for the fulfilment of such obligations under the law.

A maximum total number of 2,000,000 Shares will be used to serve the Plan for the entire duration of the Plan (three cycles). These Shares will consist of treasury or newly issued Shares deriving from

## Stock Grant Plan (BE IN)

a free share capital increase through allocation of profits or retained earnings pursuant to Article 2349 of the Italian Civil Code, which will be proposed to the Shareholders' Meeting of April 16, 2025.

During the Plan implementation phase, during which its characteristics will be defined in detail, some of these features may be adapted to ensure that in any case the Plan complies with local legislation and the applicable tax and social security regulations and to facilitate its implementation for the purposes of a broader participation. For example, provision may be made for minimum and/or predetermined percentages for converting the monetary bonus into Shares at a differentiated rate, also to deal with the various restrictions existing at local level.

### **2.4. Reasons for any decision to allocate remuneration plans based on financial instruments not issued by the financial instruments issuer, such as financial instruments issued by subsidiaries, parent companies or third parties with respect to its group; if such instruments are not traded on regulated markets, information on the criteria used for the determination of their attributable value**

Not applicable since the Plan is based exclusively on Prysmian's Shares.

### **2.5. Evaluation of significant tax and accounting implications that have impacted on the definition of the plans**

There are no significant tax and/or accounting implications that have affected the Plan's definition.

The Group currently operates in about 50 countries, many of which will be involved in the Plan based on legal and tax evaluations. The Plan will be subject to the tax, social security and/or accounting law in force from time to time in each country in which Participants are resident.

### **2.6. Possible support for the plan by the special Fund for encouraging worker participation in the companies, pursuant to article 4, paragraph 112, of Law No. 350 of 24 December 2003**

The Plan does not receive support from the Special Fund to encourage workers to participate in businesses, referred to in Article 4, paragraph 112, of Law No. 350 of December 24, 2003.

## 03. APPROVAL PROCEDURE AND TIME FRAME FOR ALLOCATION OF INSTRUMENTS

### **3.1. Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the purpose of implementing the Plan**

On February 26, 2025, the Board of Directors, upon proposal of the Remunerations and Nominations Committee meeting held on February 21, 2025, resolved to submit to the ordinary Shareholders' Meeting, called on April 16, 2025, in a single call, inter alia, the approval of this Plan.

A proposal will be made to the Shareholders' Meeting to confer on the Board of Directors of the Company all necessary and appropriate powers to regulate and implement the Plan. In particular, merely by way of example, the Board of Directors will have the power, with the right to sub-delegate, to: (i) approve the Regulations that will govern the Plan; (ii) define the local adaptations of the Plan; (iii) specify in which countries the Plan will be implemented. All the foregoing is intended in accordance with the indications in this regard provided for in the Information Document.

### **3.2. The persons and parties in charge of managing the Plan, and the functions and powers thereof**

The body responsible for the decisions referring to the Plan - without prejudice to the authority reserved to the Shareholders' Meeting - is the Board of Directors of the Company, which will supervise the implementation of the Plan, the definition of the regulations and the operational management of the Plan. The Board of Directors will also be granted all the powers indicated, purely by way of example, in the previous point, with right to sub delegate. Nonetheless, decisions regarding the Plan will only be taken by the Board of Directors after favourable opinion from the Remunerations and Nominations Committee.

### **3.3. Procedures, if any, for revising the Plan, especially in light of changes in the underlying targets**

Subject to the favourable opinion of the Remunerations and Nominations Committee, the Board of Directors, during the implementation phase, will determine the regulations of the Plan, based on which possible procedures for the revision of the Plan will be established.

**Stock Grant Plan (BE IN)****3.4. Description of the procedures for determining the availability and assignment of the financial instruments underlying the Plan (i.e., free assignment of shares, capital increases excluding the option right, purchase and sale of treasury shares)**

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme. These Shares will consist of treasury shares or newly issued Shares deriving from a free share capital increase through allocation of profits or retained earnings pursuant to Article 2349 of the Italian Civil Code, which will be proposed to the Shareholders' Meeting of April 16, 2025. For further details, reference should be made to Paragraph 2.3 above.

**3.5. Role played by each director in determining the characteristics of the Plan; the occurrence of any conflict of interest situations for the directors concerned**

Not applicable, since no Directors are recipient of the Plan.

**3.6. Date of the decision taken by the competent body to propose the approval of the plans to the shareholders' meeting and any proposal of a remunerations committee, where existing**

The Board of Directors, at the recommendation of the Remunerations and Nominations Committee made on 21 February 2025, decided during the meeting held on 26 February 2025 to submit the Plan for approval by the Shareholders' Meeting.

**3.7. Date of the decision taken by the body responsible for the Allocation of the instruments and any proposal to the aforementioned body made by the remuneration committee, if any**

Not applicable, since, as of the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

### **3.8 Market price, recorded on said dates, for the financial instruments on which the plans are based, if traded on regulated markets**

As at 21 February 2025, Prysmian's ordinary share price on the MTA market organised and managed by Borsa Italiana S.p.A. was Euro 68.70.

As at 26 February 2025, Prysmian's ordinary share price on the MTA market organised and managed by Borsa Italiana S.p.A. was Euro 65.04.

### **3.9. Terms and how the issuer considers, when identifying the timing of the assignment of instruments in implementation of the plan, of the possible timing coincidence of i) said assignment or any decisions taken in this regard by the remunerations committee; and ii) the diffusion of any significant information in accordance with article 17 of Regulation (EU) No 596/2014**

The identification of possible control measures will be delegated to the Board during the determination of the regulations governing the Plan, without prejudice to the fact that the Plan will be executed, in any case, in full compliance with the disclosure requirements for the Company, in order to guarantee transparency and parity of information disclosed to the market, as well as compliance with the procedures adopted by the Company.

In particular, the Award Date shall be determined well in advance and in any case outside the blackout periods preceding the approval of the financial results.

## 04. FEATURES OF THE ALLOCATED INSTRUMENTS

### 4.1. Description of the forms in which financial instrument-based remuneration plans are structured

The Plan is restricted to Group Employees and concerns the offer to receive Shares under the grant scheme.

The Granted Shares will be freely transferable from the Award Date. If the Participant did not instruct any sale or transfer orders of the Granted Shares during the Holding Period, at the end of the Holding Period the Participant will be allocated the Additional Shares, equal to 50% of the number of Granted Shares.

Enrollment to the Plan is on a voluntary basis.

### 4.2. Specification of the period of actual implementation of the Plan, with an indication of any other cycles that might be contemplated

The Plan provides for three grant cycles for 2025, 2026 and 2027.

The Granted Shares will be credited to Participants on an annual basis.

Therefore, the Granted Shares will be credited to Participants in 2026, 2027 and 2028 in relation to performance for 2025, 2026 and 2027, respectively, and the respective Additional Shares will be credited to the Participants in 2027, 2028 and 2029.

The Granted Shares will be freely transferable from the Award Date. If the Participant did not instruct any sale or transfer orders of the Granted Shares during the Holding Period, at the end of the Holding Period the Participant will be allocated the Additional Shares, equal to 50% of the number of Granted Shares.

During the Plan implementation phase, during which its characteristics will be defined in detail, some of these features may be adapted to ensure that in any case the Plan complies with local legislation and the applicable tax and social security regulations and facilitate its implementation for the purposes of a broader participation.



### 4.3. End of the plan

For further details, reference should be made to Paragraph 4.2 above.

### 4.4. Maximum number of financial instruments allocated in each tax year in relation to persons identified by name or to the categories indicated

A maximum total number of 2,000,000 Shares will be used to serve the Plan for the entire duration of the Plan (three cycles). These Shares will consist of treasury shares or newly issued Shares deriving from free share capital increase through allocation of profits or retained earnings pursuant to Article 2349 of the Italian Civil Code, which will be proposed to the Shareholders' Meeting of April 16, 2025.

The number of Shares actually used under the Plan will depend on the number of Participants, the size of the monetary bonus and the Grant Value.

### 4.5. Methods and clauses for implementation of the Plan, specifying whether the effective allocation of the instruments is subject to fulfilment of the conditions or the achievement of certain results including those relating to performance; description of these results and conditions

For further details, reference should be made to Paragraphs 2.2, 4.1 and 4.2 above.

### 4.6. Availability restrictions on allocated instruments, with particular reference to the terms under which the subsequent transfer to the same company or to third parties is permitted or prohibited

The Granted Shares will be freely transferable from the Award Date. If the Participant did not instruct any sale or transfer orders of the Granted Shares during the Holding Period, at the end of the Holding Period the Participant will be allocated the Additional Shares, equal to 50% of the number of Granted Shares.

## Stock Grant Plan (BE IN)

### **4.7. Possible termination clauses regarding the allocation of the plans should the recipients perform hedging operations that enable them to neutralize any prohibitions on selling the allocated financial instruments**

Not applicable since the Granted Shares and the Additional Shares are freely transferable.

### **4.8. Description of the effects of termination of the Employment Relationship**

The award of the Granted Shares is subject, inter alia, to the condition that the Participant is an employee of the Group in a permanent employment relationship and is actually engaged on work activity.

During the Plan implementation phase, the Regulations will establish the different effects in the event of any termination of the employment relationship, depending on the cause and moment when termination takes place, in relation to the different local needs. By way of example and not limited to, if the employment relationship is terminated pending the Holding Period, the Additional Shares, under certain conditions, will not be granted, unless the Company makes a different discretionary assessment.

### **4.9. Indication of any other reasons for cancellation of the plans**

Any causes of cancellation of the Plan will be specified in the Plan's implementation phase.

### **4.10. Reasons for possible provision for the company's redemption of the financial instruments, pursuant to articles 2357 et seq. of the Italian the Civil Code**

The Company has no right to redeem the Shares.

#### **4.11. Possible loans or other concessions for the purchase of Shares pursuant to article 2358 of the Italian Civil Code**

No loans are envisaged.

#### **4.12. Evaluation of expected burden for the company at the allocation date, as determined on the basis of pre-defined terms and conditions, by total amount and for each instrument in the plan**

On the date this Information Document is prepared, there is insufficient information to provide reliable assessments of the expected burden on the Company as this is dependent on various factors that cannot be predicted.

#### **4.13. Possible dilutive effects of remuneration plans on capital**

A maximum of 2,000,000 Shares, to be allocated to Participants, will be used to serve the three cycles of the Plan's duration. Such Shares may be allocated to Participants by:

- (i) allocation of newly issued Shares pursuant to article 2349 of the Civil Code, or
- (ii) withdrawal from the reserve of Treasury Shares held from time to time by the Company.

In order to permit the allocation of new Shares as indicated under (i), a proposal will be submitted to the Extraordinary Shareholders' Meeting of the Company to be held on April 16, 2025 to increase the share capital free of charge, in execution of the Plan, for a maximum nominal amount of Euro 200,000, by means of the allocation pursuant to Article 2349 of the Italian Civil Code, of a corresponding amount taken from profits or reserves from profits, with the issuance of no more than 2,000,000 ordinary shares.

With regard to the dilutive effect due to the execution of the Plan through the use of newly issued Shares, considering that as of today's date Prysmian's share capital consists of 295,785,483 Shares, in the event of full execution of the shareholders' authorization to increase share capital, a maximum dilution of approximately 0.68% is estimated.

#### **4.14. Restrictions, if any, imposed on dividend entitlements and the exercise of voting rights**

There are no limits for the exercise of voting rights and for the attribution of equity rights within the limits set out in this Information Document.

## Stock Grant Plan (BE IN)

### **4.15. If the shares are not traded on regulated markets, any information needed to properly measure their attributable value**

Not applicable, since the Shares are admitted to trading on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A.

The Table attached to Scheme 7 of Annex 3A of the Issuers' Regulation will include more details upon allocation of the Shares and will be updated from time to time during the Plan implementation phase, pursuant to Article 84-bis, paragraph 5(a), of the Issuers' Regulation.

## COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table No. 1 of Scheme 7 of Annex 3A of Regulation No. 11971/1999

Milan, February 26 2025

BOX 1								
Financial instruments other than stock options								
Section 1								
Instruments relating to plans that are currently valid and were approved on the basis of previous shareholders' meeting resolutions								
Name and Surname or Category	Office	Date of the shareholders' resolution	Type of financial instruments	Number of financial instruments	Allocation date	Possible purchase price for instruments	Market price at Allocation	Vesting Period <sup>1</sup>
n. 16,000 participants		12/04/2022	Ordinary shares of Prysmian S.p.A	1,199,148	March 2023, April 2023, May 2023, November 2023, March 2024, May 2024, November 2024	N.A.	38.70€, 38.06€, 35.17€, 35.75€, 49.41€, 57.78€, 62.16€	March 2024, April 2024, May 2024, November 2024, March 2025, May 2025, November 2025
N.A.		12/04/2022	Ordinary shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.

### NOTES

1. The Vesting of the Shares Held under the Plan is immediate, however there is a Holding Period after which Additional Shares may be allocated.

BOX 1								
Financial instruments other than stock options								
SECTION 2								
Newly granted instruments on the basis of the decision of:								
<input checked="" type="checkbox"/> the Board of Directors to be proposed to the Shareholders' Meeting <input type="checkbox"/> the competent body for the implementation of the resolution of the Shareholders' Meeting								
Name and Surname or Category	Office	Date of the relevant Shareholders' Meeting	Type of financial instruments	Number of financial instruments	Grant date	Instrument purchase price (if applicable)	Market price at the time of grant	Vesting period <sup>1</sup>
N.A.		16/04/2025	Ordinary shares of Prysmian S.p.A	N.A.	2026, 2027, 2028, 2029	N.A.	N.A.	2027, 2028, 2029

### NOTES

1. The Vesting of the Shares Held under the Plan is immediate, however there is a Holding Period after which Additional Shares may be allocated.

## Stock Grant Plan (BE IN)