

Notice of Shareholders' Meeting

Shareholders are convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the premises of Mediobanca in Via Filodrammatici 3, Milan, on:

- **Thursday, 16 April 2015 at 14:30 a.m. CET, in single call,**

to discuss and resolve on the following

Agenda

Ordinary session

1. Financial statements at 31 December 2014; 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 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; revocation of the authorisation to buy back and dispose of treasury shares under the shareholder resolution dated 16 April 2014; related resolutions.
8. Appointment of the independent statutory auditor for fiscal years 2016-2024: related resolutions.
9. Incentive plan: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.
10. Consultation on the Prysmian Group's remuneration policies.

Extraordinary session

1. Proposal to increase the share capital free of charge, to be reserved to Prysmian Group employees for the implementation of an incentive plan, in a maximum nominal amount of Euro 536,480, through the award, under art. 2349 of the Italian Civil Code, of an equivalent maximum amount either of profit or of profit reserves, with the issue of up to no. 5,364,800 ordinary shares with a nominal value of Euro 0.10 each. Revocation of the authorisation to a similar capital under the shareholder resolution dated 16 April 2014. Amendment of art. 6 of the By-laws. Resolutions related thereto.

Subscribed and paid-in share capital amounts to Euro 21,672,092.20, divided into 216,720,922 ordinary

shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meetings. As at the present date the Company directly and indirectly owns 2,824,653 treasury shares.

Attendance at the meeting

Pursuant to art. 83-*sexies* of Italian Legislative Decree 58/98, all persons entitled to vote may attend the Shareholders' Meeting, or be represented according to the law, provided the Company receives a notice of shareholding from an authorised intermediary based on their records at the close of the accounting day on Tuesday, 7 April 2015, being the seventh trading day before the date of the Shareholders' Meeting. Those who acquire voting rights only after this date will not be entitled to attend and vote at the Meeting. In order to facilitate confirmation of their entitlement, eligible shareholders are invited to display a copy of the notice of shareholding sent to the Company by their intermediary.

Voting by proxy

Every shareholder may be represented at the Shareholders' Meeting by giving a written power of attorney, using the proxy form available on the Company's website www.prysmiangroup.com (under Investor Relations/Shareholder Information/Shareholders' Meeting) or from the Company's registered office. The appointment of a proxy may also be notified to the Company by sending the proxy form by registered mail with proof of delivery to the registered office marked for the attention of "Prysmian S.p.A. – Corporate Affairs Department" or by sending it by email to corporate-pryspa@pec.prysmian.com.

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

For the meeting being convened in this notice, the Company has appointed the lawyer Mr. Dario Trevisan as the Designated Representative under art. 135-*undecies* of Italian Legislative Decree 58/98. Shareholders can appoint the Delegated Representative as their proxy, free of charge, by completing and signing the form available on the Company's website www.prysmiangroup.com (under Investor Relations/Shareholder Information/Shareholders' Meeting) or from its registered office. The duly signed and completed proxy form and voting instructions must be sent by registered mail for the attention of Mr. Dario Trevisan, Viale Majno 45 - 20122 Milan, or by certified email to rappresentante-designato@pec.it, by the close of business on Tuesday, 14 April 2015, being the second trading day before the date of the Shareholders' Meeting. Powers of attorney and voting instructions may be revoked within the same deadline. The power of attorney conferred upon the Company's Designated Representative cannot be exercised with regard to items on the agenda for which no voting instructions have been given.

Right to submit questions before the Shareholders' Meeting:

Pursuant to art. 127-*ter* of Italian Legislative Decree 58/98, eligible voters may submit questions on the agenda even before the Meeting, by sending them by registered mail to the Company's registered office for the attention of: "Prysmian S.p.A. – Corporate Affairs Department" or by email to corporate-pryspa@pec.prysmian.com. Questions must be received by Monday, 13 April 2015, being the third day before the date of the Shareholders' Meeting, and must be accompanied by the intermediary's notice of proof of entitlement to vote; such proof 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 during the Meeting itself. The Company may provide a single response to questions concerning the same topic. The Company will not consider questions received after 13 April 2015 or those that are not strictly relevant to matters on the Meeting's agenda.

Additions to the Agenda

Pursuant to art. 126-*bis* of Italian Legislative Decree 58/98, 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, 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 by registered mail with proof of delivery, for the attention of: "Prysmian S.p.A. – Corporate Affairs Department" or by email 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.

Within the same ten-day timeframe, a report must be submitted using the same procedures that states the reasons 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, in the legally required manner, at least fifteen days before the date of the Meeting.

Additions to the agenda are 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 of Italian Legislative Decree 58/98.

Appointment of the Board of Directors

Pursuant to art. 14 of the Company's By-laws, the directors are appointed on the basis of 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 on the basis of shares registered to such shareholders on the day the slates are filed with the Company. The related note can be produced even after filing, provided by 26 March 2015.

The slate of the Board of Directors, if presented, must be filed at the Company's registered office by the thirtieth day before the date of the Shareholders' Meeting, meaning by 17 March 2015. 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 Sunday, 22 March 2015, extended to Monday, 23 March 2015, 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 one third (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 Self-Regulatory Code for listed companies issued by Borsa Italiana S.p.A. (the Italian Stock Exchange) and adopted by the Company.

Any 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. 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

Will be publicly available from the Company's registered office (Viale Sarca 222 – 20126 Milan), from Borsa Italiana S.p.A., and in the mechanism for the central storage (www.emarketstorage.com) and on the Company's website at www.prysmiangroup.com (under Investor Relations/Shareholder Information/Shareholders' Meeting):

as of today's date,

- the Board of Directors' proposals relating to items no. three, four, five and six of the agenda of the ordinary session of Shareholders' Meeting, along with the relevant reports,

By 17 March 2015,

- the Board of Directors' proposals relating to items no. one, two, eight and nine of the agenda of the ordinary session of Shareholders' Meeting, along with the relevant reports,

By 26 March 2015,

- the financial statements,
- the corporate governance report,
- the remuneration report,
- the slate of candidates for the appointment of the new Board of Directors,
- the Board of Directors' proposals relating to items no. seven and ten of the agenda of the ordinary session of Shareholders' Meeting, along with the relevant reports,
- the Board of Directors' proposal relating to item no. one of the agenda of the extraordinary session of Shareholders' Meeting, along with the relevant report.

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

Milan, 4 March 2015

By order of the Board of Directors
Massimo Tononi
(Chairman)