

## Notice of Shareholders' Meeting

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

- **Wednesdays, 13<sup>th</sup> April 2016 at 2:30 p.m. CET, in single call,**

to discuss and resolve on the following

### Agenda

1. Financial statements at 31 December 2015; 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. Appointment of the Board of Statutory Auditors and of its Chairman for 2016-2018 period.
4. Determination of the remuneration of the members of the Board of Statutory Auditors.
5. 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 2015; related resolutions.
6. Share participation plan in favour of Prysmian Group's employers: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.
7. Consultation on the Prysmian Group's remuneration policies.

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 2,707,176 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 Monday, 4 April 2016, 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](http://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](mailto: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](http://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](mailto:rappresentante-designato@pec.it), by the close of business on Monday, 11 April 2016, 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](mailto:corporate-pryspa@pec.prysmian.com). Questions must be received by Sunday, 10 April 2016, 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 10 April 2016 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](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 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 Statutory Auditors**

It is recalled that pursuant to art. 21 of the By-laws, the Shareholders' Meeting is required to appoint a Board of Statutory Auditors consisting of three standing members and two alternate members who remain in office for three financial years, with their mandate expiring on the date of the Shareholders'

Meeting convened to approve the financial statements relating to their third financial year in office.

The appointment of members of the Board of Statutory Auditors takes place on the basis of slates.

Those shareholders who, alone or together with others, represent at least 1% of ordinary capital are entitled to present slates. Ownership of the minimum shareholding needed to present slates is determined on the basis of the shares registered to the presenting shareholders on the day the slates are filed. The related notice of shareholding can be produced even after filing, provided by 23 March 2016.

The slates, signed by the presenting shareholders, must be filed at least twenty-five days before the date of the Shareholders' Meeting, meaning by noon (CET) on Saturday, 19 March 2016, at the Company's registered office (Viale Sarca 222 – Milan) or sent via email to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com), within the same deadline. These slates, together with the accompanying documentation, will be made publicly available at the registered office, on the Company's website [www.prysmiangroup.com](http://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.

Every slate presented must be accompanied by:

- (i) information concerning the identity of the shareholders who have presented the candidate slates, indicating their overall shareholding;
- (ii) a declaration if the presenting shareholders do not, individually or jointly, hold a controlling or majority interest in the Company, in which they state the absence of any connection, as defined by art. 144-*quinquies* of Issuers Regulation by Consob no.11.971/99, with the controlling or majority shareholders. Shareholders are invited in this regard to take account of the recommendations contained in Consob Communication DEM 9017893 dated 26 February 2009 on the "Appointment of members of the board of directors and board of statutory auditors";
- (iii) a curriculum vitae containing each candidate's personal and professional details, indicating the directorships and statutory offices they hold in other companies, also for the purposes of art. 2400 of the Italian Civil Code. It should be noted in this regard that the office of statutory auditor cannot be assumed by persons who hold the office of statutory auditor in five issuers, or who hold a number of directorships or statutory offices in other companies that exceeds the overall limit established by law;
- (iv) a statement by each candidate confirming that there are no reasons of ineligibility or incompatibility for holding the position, that he/she meets the requirements for the office of statutory auditor, as set out in law and the Company's By-laws, and that he/she accepts his/her candidacy. It should be noted in this regard that each candidate must satisfy the independence requirements established for statutory auditors under art. 148, par. 3 of Italian Legislative Decree 58/98, and must also declare their eligibility to qualify as independent pursuant to art. 3 of the Self-Regulatory Code for listed companies issued by Borsa Italiana S.p.A. (the Italian Stock Exchange) and adopted by the Company. Each candidate must also declare that they satisfy the professional competence and integrity requirements established by Ministry of Justice Decree 162 dated 30 March 2000. In particular, for the purposes of art. 1, par. 2, letters B) and C) of the above Ministerial Decree, the business sectors and fields viewed as strictly pertinent to the Company are those relating to the Company's sector of operations, as well as fields relating to private and commercial law, economic disciplines and those relating to the Company's business sector.

Every slate must have two sections: one for the appointment of standing statutory auditors and the other for the appointment of alternate statutory auditors. The first candidate in each section must be a member of the relevant register of the accounting auditors. The number of candidates on each slate cannot exceed the number of statutory auditors requiring election; each slate lists the candidates with a sequential number. Every shareholder entitled to vote may vote for only one slate.

Slates with a total number of candidates equal to, or greater than, three must comprise candidates from both genders, so that at least one third (rounded upwards) of the candidates for the office of standing statutory auditor and at least one third (rounded upwards) of the candidates for the office of alternate statutory auditor belong to the less well represented gender in that slate.

On completion of voting, the following will be declared as elected:

- two standing statutory auditors and one alternate statutory auditor, from the slate with the highest number of votes, based on the numerical order in which they are listed in the respective sections of that slate;
- the third standing statutory auditor and the other alternate statutory auditor, from the slate with the second highest number of votes, based on the numerical order in which they are listed in the respective sections of that slate. In the event of a tie between two or more slates, the most senior candidates in age are elected until all the positions have been filled.

If the above procedures do not ensure that the composition of the standing members of the Board of Statutory Auditors complies with the regulations on gender balance, the necessary replacements will be made from among the standing statutory auditor candidates on the slate with the highest number of votes, in accordance with the numerical order in which candidates are listed.

For more details on how to vote for the slates presented and the candidate election mechanisms that comply with regulations to safeguard minority shareholders and gender equality, please refer to art. 21 of the By-laws, available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (at page: Investor Relations/Corporate Governance) or at the registered office.

In the event that by 19 March 2016 only one slate has been filed, or only slates presented by shareholders connected to each other, the deadline for submitting slates will be extended by three days following that date, meaning by 22 March 2016, and the minimum shareholding required for slate presentation will be reduced to 0.5% of share capital.

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, candidates are advised to authorise the publication of their curriculum vitae on the Company's website.

#### **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](http://www.emarketstorage.com)) and on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholders' Meeting):

#### **as of today's date,**

- the Board of Directors' reports relating to items no. three and four of the agenda,

#### **By 14 March 2016,**

- the Board of Directors' proposals relating to items no. one, two and six of the agenda, along with the relevant reports,

#### **By 23 March 2016,**

- the financial statements,
- the corporate governance report,
- the remuneration report,
- the slate of candidates for the appointment of the new Board of Statutory Auditors,
- the Board of Directors' proposals relating to items no. five and seven of the agenda, along with the relevant reports,

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

Milan, 3<sup>rd</sup> March 2016

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