

Notice of Ordinary and Extraordinary Shareholders' Meeting of Prysmian S.p.A.

Shareholders are convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the premises of Prysmian S.p.A. in via Chiese n.6, with access from viale Sarca no. 336, building no.20, Milan, on:

- **Wednesday, 12th April 2017 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 2016; 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. 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 13 April 2016; related resolutions.
4. Consultation on the Prysmian Group's remuneration policies.

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 11 January 2017, reserved to Institutional Investors and with nominal value equal to Euro 500,000,000.00. 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 1,457,942.70, by issuing up to 14,579,427 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

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 of 1st March 2017, date of the Board of Directors' meeting convening the Shareholders' Meeting relevant to this notice, the Company directly and indirectly owned 3,827,633 treasury shares. Such amount is subject to possible daily increases, according to the buy-back programme currently on going by the Company. Upon this matter an information to the public is disclosed on weekly basis.

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, 3 April 2017, 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 (Via Chiese no.6 – 20126 Milan). 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 (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.

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 (Via Chiese no.6 – 20126 Milan). 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 Monday, 10 April 2017, 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 (Via Chiese no.6 – 20126 Milan) 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 Sunday, 9 April 2017, 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 Sunday, 9 April 2017 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 (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 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.

Documentation

Will be publicly available from the Company's registered office (Via Chiese no.6 – 20126 Milan), from Borsa Italiana S.p.A., 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. one, two and three of the agenda of the ordinary session of the meeting, along with the relevant reports,

By 22 March 2017,

- the financial statements,
- the report on corporate governance and ownership structure,
- the remuneration report,
- the Board of Directors' proposal relating to item no. four of the agenda of the ordinary session of the meeting, along with the relevant report,
- the Board of Directors' proposal relating to the sole item of the agenda of the extraordinary session of the meeting, along with both the relevant Board of Directors' report and the Independent Audit's opinion on the criteria to determine the price of the new shares to be issued, according to articles 2441, fifth and sixth paragraphs, of the Italian Civil Code, and 158, first paragraph, of Italian Legislative Decree no. 58/1998.

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

Milan, 7 March 2017

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