

**PROXY FORM<sup>1</sup>**

The undersigned

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Company name – Surname and Name

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Tax code

Date of birth

Place of birth (Province)

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Residence address / registered office

Town/City

Country

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Phone number

E-mail

Entitled to vote with no. \_\_\_\_\_ ordinary shares PRYSMIAN S.p.A. (“Company” o “Prysmian”) in quality of<sup>2</sup>

- direct owner of the shares**
- legal representative of** \_\_\_\_\_
- representative with power of sub-delegation  secured creditor
- reporter  usufructuary  custodian  manager
- other (specify) \_\_\_\_\_

As per:

- (i) **Copy of the accreditation certification issued by the relevant bank or authorized intermediary**
- (ii) **Copy of identity card or equivalent document**

**DELEGATES**

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Company Name – Surname and Name

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Tax code

Date of birth

Place of birth (Province)

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Residence address / registered office

Town/City

Country

to represent him/her/it in respect of all shares for which he/she/it is entitled to vote at the Shareholders' Meeting of:

**PRYSMIAN**, convened in Ordinary and Extraordinary session  
in Milan, via Chiese no.6, on 16 April 2026 at 2:30 p.m., in single call,  
granting all the necessary powers to vote on his/her/its name and behalf, according to the given voting instructions.

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Place and date

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Signature (readable and in full)

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<sup>1</sup> Each person entitled to participate in the Shareholders' Meeting **can be represented by proxy in writing** pursuant to the applicable provisions of law, with the option of using for the purpose this proxy form available on the Company's website at [www.prysmian.com](http://www.prysmian.com) (in the section Company/Governance/Shareholders' Meeting) dedicated to this Shareholders' Meeting. **The proxy, together with the annexes, must be delivered to the Company, by registered mail with proof of delivery, to the registered office (Via Chiese no.6 - 20126 Milan) for the attention of "Prysmian S.p.A. - Corporate Affairs Department" (indicating on the envelope "PROXY for the Shareholders' Meeting"), or by e-mail to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com), (indicating in the object "PROXY for the Shareholders' Meeting"), by 6:00 p.m. on 15 April 2026. It being understood that the Company may accept proxies even after the aforementioned deadline, provided that it is before the start of the shareholders' meeting.**

<sup>2</sup> Specify the capacity of the signatory of the proxy and attach, in the case of a legal person, the documentation proving signatory powers.

**Voting Instructions:****(Section containing information for the Proxy Holder / Substitutes - Tick the chosen box)**

The undersigned

\_\_\_\_\_ (insert name and surname of the delegating party)

**Alternatively, in case of legal entity**

The company

\_\_\_\_\_ (insert the company name of the delegating party)

expressly authorises the Proxy Holder to vote in accordance with the following voting instructions at the Shareholders' Meeting of PRYSMIAN ISIN code IT0004176001, convened in Ordinary and Extraordinary session in Milan, via Chiese no. 6 on 16 April 2026 at 2:30 p.m., in single call,

<b>ORDINARY SESSION</b>			
<i>O.1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2025, 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 2025 and the sustainability report.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.2. Allocation of net profit for the year and distribution of dividend.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.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 shareholders' resolution dated 16 April 2025; related resolutions.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.4. Incentive plan: resolutions under article 114-bis of Italian Legislative Decree 58/98.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.5. Proposal of the Board of Statutory Auditors for the integration of the fees of the company EY S.p.A. for the statutory audit of the accounts relating to the financial year ended 31 December 2024.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.6. Proposal of the Board of Statutory Auditors for the integration of the fees of the company PricewaterhouseCoopers S.p.A. for the statutory audit of the accounts relating to the financial years 2025-2033.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.7. Approval of the Report on the remuneration policy of Prysmian Group.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.8. Advisory vote on the compensation paid in 2025.</i>	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<b>EXTRAORDINARY SESSION</b>			
<i>E.1. Revocation of the Shareholders' Meeting resolution of 12 April 2022 relating to the share capital increase for a maximum nominal amount of Euro 300,000.00 with the issue of no more than no. 3,000,000 ordinary shares,</i>			

<p><i>executed for Euro 157,957.90 with the issue of no. 1,579,579 ordinary shares, to be assigned free of charge to employees of Prysmian S.p.A. and of companies of the Prysmian Group, beneficiaries of the share grant plan approved by the ordinary Shareholders' Meeting of 12 April 2022. Simultaneous proposal for a free share capital increase, to be executed in one or more tranches by the final deadline of 31 December 2026 and to be reserved for employees of the Prysmian Group in execution of the aforementioned share grant plan already approved by the ordinary Shareholders' Meeting of 12 April 2022, for a maximum nominal amount of Euro 25,000.00, by means of assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code", with the issue of no more than no. 250,000 ordinary shares through the allocation to capital of Euro 0.10 for each share issued. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.</i></p>	<p><input type="checkbox"/> In Favour</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>
<p><i>E.2. Revocation of the Shareholders' Meeting resolution of 19 April 2023 relating to the share capital increase for a maximum nominal amount of Euro 950,000.00 with the issue of no more than no. 9,500,000 ordinary shares, not yet executed, to be assigned free of charge to employees of Prysmian S.p.A., executive Directors included, and of Prysmian Group's companies, beneficiaries of the share incentive plan approved by the ordinary Shareholders' Meeting of 19 April 2023. Simultaneous proposal for a free share capital increase, to be executed in one or more tranches by the final deadline of 31 December 2026 and to be reserved for employees of Prysmian S.p.A., executive Directors included, and of Prysmian Group's companies, in execution of the aforementioned share incentive plan already approved by the ordinary Shareholders' Meeting of 19 April 2023, for a maximum nominal amount of Euro 600,000.00 by means of assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code", with the issue of no more than no. 6,000,000 ordinary shares through the allocation to capital of Euro 0.10 for each share issued. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.</i></p>	<p><input type="checkbox"/> In Favour</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>
<p><i>E.3 Proposal for a free share capital increase pursuant to art. 2349 of the Italian Civil Code, to be executed in one or more tranches by the final deadline of 31 December 2029 and to be reserved for employees of Prysmian S.p.A., executive Directors included, and of the Prysmian Group's companies in execution of the incentive plan referred to in point 4 of the Ordinary session of the Shareholders' Meeting, through the issue of a maximum of 4,000,000 ordinary shares and up to a maximum amount of Euro 400,000, through the allocation to</i></p>	<p><input type="checkbox"/> In Favour</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>

<p><i>capital of Euro 0.10 for each share issued, taken from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code". Amendment of Article 6 of the Articles of Association. Related resolutions.</i></p>			
<p><i>E.4 Proposal to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment in one or more tranches, within the limits of 10% of the share capital and therefore through the issuance of a maximum of 29,640,380 ordinary shares, excluding the pre-emptive right pursuant to Article 2441, fourth paragraph, second sentence, of the Italian Civil Code, to be exercised within 24 months of the Shareholders' Meeting authorization. Amendment to Article 6 of the Articles of Association. Related and consequent resolutions.</i></p>	<p><input type="checkbox"/> In Favour</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>

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Place and date

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Signature (readable and in full)

## LIABILITY ACTION

In case of vote on the liability action proposed in accordance with Art. 2393, paragraph 2 of the Italian Civil Code by shareholders during the approval of the financial statements, the undersigned delegates the Proxy Holder to vote as follows:

IN FAVOR

AGAINST

ABSTAINED

(place) ..... (date) .....

Signature.....

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**The following documents:**

- a) proxy form;
- b) voting instructions;
- c) copy of the identity card or equivalent document of the delegating party;
- d) in the case of a legal entity, a copy of an identity document, currently valid, of the *pro tempore* legal representative, or of another person with appropriate powers, together with appropriate documentation attesting his or her status and powers (copy of a Chamber of Commerce certificate or similar);
- e) copy of the accreditation certification issued by the relevant bank or authorized intermediary;

must be delivered to the Company, by registered mail with proof of delivery, to the registered office (Via Chiese no.6 - 20126 Milan) for the attention of "Prysmian S.p.A. - Corporate Affairs Department" (indicating on the envelope "PROXY for the Shareholders' Meeting"), or by e-mail to [corporate-prvspa@pec.prysmian.com](mailto:corporate-prvspa@pec.prysmian.com), (indicating in the object " PROXY for the Shareholders' Meeting"), by 6:00 p.m. on 15 April 2026, it being understood that the Company may accept proxies even after the aforementioned deadline, provided that it is before the start of the shareholders' meeting.

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