

PRYSMIAN S.P.A.

**Ordinary and Extraordinary Shareholders' Meeting held on April 12th, 2017
Summary report of the votes upon the items of the Shareholders' Meeting agenda**

Ordinary Session

1. Financial statements at 31 December 2016; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.

Shares represented at Shareholders' Meeting	118.183.575, equal to the 54,533% of the share capital
Voting Shares	118.183.575, equal to the 54,533% of the share capital
In favor	117.057.134
Against	0
Abstained	1.126.441

2. Allocation of net profit for the year and distribution of dividend.

Shares represented at Shareholders' Meeting	118.183.575, equal to the 54,533% of the share capital
Voting Shares	118.183.575, equal to the 54,533% of the share capital
In favor	118.154.996
Against	0
Abstained	28.579

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.

Shares represented at Shareholders' Meeting	118.183.575, equal to the 54,533% of the share capital
Voting Shares	118.183.575, equal to the 54,533% of the share capital
In favor	112.652.185
Against	4.710.265
Abstained	821.125

4. Consultation on the Prysmian Group's remuneration policies.

Shares represented at Shareholders' Meeting	118.183.575, equal to the 54,533% of the share capital
Voting Shares	118.183.575, equal to the 54,533% of the share capital
In favor	114.166.466
Non in favor	3.225.944
Abstained	791.165

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.

Shares represented at Shareholders' Meeting	118.183.573, equal to the 54,533% of the share capital
Voting Shares	118.183.573, equal to the 54,533% of the share capital
In favor	117.906.085
Against	248.910
Abstained	28.578