

PRYSMIAN S.P.A.

**Ordinary and Extraordinary Shareholders' Meeting held on April 12th 2018
Summary report of the votes upon the items of the Shareholders' Meeting agenda**

Ordinary Session

1. Financial statements at 31 December 2017; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.

Shares represented at Shareholders' Meeting	146,027,795 (63.45% of the share capital with voting right)
Voting Shares	143,770,842 (98.454% of the voting share capital)
In favor	143,606,057
Against	0
Abstained	164,785

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

Shares represented at Shareholders' Meeting	146,027,795 (63.45% of the share capital with voting right)
Voting Shares	142,931,482 (97.880% of the voting share capital)
In favor	142,339,410
Against	0
Abstained	592,072

3. Determination of the number of members of the Board of Directors.

Shares represented at Shareholders' Meeting	146,027,795 (63.45% of the share capital with voting right)
Voting Shares	145,744,379 (99.806% of the voting share capital)

In favor	145,518,469
Against	106,968
Abstained	118,942

4. Determination of the term of office of the Directors.

Shares represented at Shareholders' Meeting	146,027,795 (63.45% of the share capital with voting right)
Voting Shares	144,905,019 (99.231% of the voting share capital)
In favor	144,657,824
Against	128,253
Abstained	118,942

5. Appointment of the Directors

Shares represented at Shareholders' Meeting	146,027,795 (63.45% of the share capital with voting right)
Voting Shares	146,026,295 (99.998% of the voting share capital)
In favor of the Slate no.1- presented by the outgoing Board of Directors	90,603,943
In favor of the Slate no.2 – presented by the shareholder Clubtre S.p.A.	10,394,314
In favor of the Slate no.3 – jointly presented by a group of fund management companies and institutional investors	41,844,011
Against to all the Slates	3,038,242
Abstained	145,785

6. Determination of the remuneration of the Directors.

Shares represented at Shareholders' Meeting	146,027,795 (63.45% of the share capital with voting right)
Voting Shares	142,931,482

	(97.880% of the voting share capital)
In favor	141,346,160
Against	1,359,412
Abstained	225,910

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 12 April 2017; related resolutions.

Shares represented at Shareholders' Meeting	146,027,794 (63.45% of the share capital with voting right)
Voting Shares	142,931,481 (97.880% of the voting share capital)
In favor	134,469,250
Against	8,343,289
Abstained	118,942

8. Amendments to the share participation plan in favour of Prysmian Group's employers, already approved by shareholder's resolution dated 13 April 2016.

Shares represented at Shareholders' Meeting	146,027,794 (63.45% of the share capital with voting right)
Voting Shares	142,931,481 (97.880% of the voting share capital)
In favor	134,625,892
Against	7,713,517
Abstained	592,072

9. Incentive plan: resolutions under article 114-bis of Italian Legislative Decree 58/98.

Shares represented at Shareholders' Meeting	146,027,294 (63.45% of the share capital with voting right)
Voting Shares	142,930,981 (97.880% of the voting share capital)

In favor	133,778,264
Against	9,033,775
Abstained	118,942

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

Shares represented at Shareholders' Meeting	146,027,294 (63.45% of the share capital with voting right)
Voting Shares	142,930,981 (97.880% of the voting share capital)
In favor	129,780,743
Against	5,086,996
Abstained	8,063,242

Extraordinary Session

1. Proposal to increase the share capital of the company, in cash, for an amount of up to Euro 500,000,000.00, including any share premium, to be implemented by the Board of Directors by no later than 31 July 2019, in separable form (*in via scindibile*), with the issue of ordinary shares with regular entitlement to dividends, to be offered in pre-emption to the company's shareholders and to any holder of convertible bonds, pursuant to article 2441, paragraphs 1, 2 and 3 of the Italian Civil Code, subject to the completion of the acquisition of General Cable Corporation. Related amendments to the company's by-laws and any ancillary resolutions.

Shares represented at Shareholders' Meeting	146,027,294 (63.45% of the share capital with voting right)
Voting Shares	143,770,341 (98.454% of the voting share capital)
In favor	143,392,583
Against	258,816
Abstained	118,942

2. 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 756,281.90, 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. 7,562,819 ordinary shares with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto.

Shares represented at Shareholders' Meeting	146,027,294 (63.45% of the share capital with voting right)
Voting Shares	143,770,341 (98.454% of the voting share capital)
In favor	137,232,693
Against	6,349,009
Abstained	188,639

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