

REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER SIX OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 12 APRIL 2018, THE PROPOSAL FOR THE ANNUAL REMUNERATION OF THE DIRECTORS, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

6. Determination of the remuneration of the Directors.

Shareholders,

Article 14 of the By-laws requires the Shareholders' Meeting to determine the emoluments payable to the Board of Directors.

You are reminded that the Shareholders' Meeting of 16 April 2015 set the annual emoluments for the entire Board of Directors at Euro 530,000 for each of the years it remains in office, and granted the Board itself the authority to determine how such sum should be allocated between all or just some of the directors in view of the specific responsibilities of each.

In the framework of the authority granted by the Shareholders' Meeting, the Board then allocated the annual gross amount among the non-executive and independent directors only, granting a specific compensation for the Chairman and for the members of the internal committees.

Taking also into account the proposal of the outgoing Board of Directors to increase the number of directors at twelve that, if approved by the Shareholders' Meeting, could reasonably lead to a greater presence of non-executive and independent directors in the new Board of Directors, we propose that you establish Euro 600,000 as the amount payable to the entire Board, for each of the years it remains in office. We furthermore propose, as per Shareholders' Meeting held on 16 April 2015, that you grant the Board itself the authority to decide how such sum should be divided between all or just some of the directors, taking into account the specific responsibilities of each and the criteria contained in the Prysmian Group's remuneration policy as described in the report to the shareholders due to be presented at the Shareholders' Meeting.

Considering the above we propose that you adopt the following resolution:

"The Shareholders' Meeting

RESOLVES

To establish Euro 600,000 as the amount payable to the entire Board for each of the years it remains in office, granting the Board itself the authority to decide how such sum should be divided between all or just some of the directors, taking into account the specific responsibilities of each and the criteria contained in the Prysmian Group's remuneration policy as described in the report to the shareholders due to be presented at the Shareholders' Meeting".

Milan, 2 March 2018

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