

REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER EIGHT OF THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 12 APRIL 2018, CERTAIN AMENDMENTS TO THE SHARE PARTICIPATION PLAN IN FAVOUR OF PRYSMIAN GROUP'S EMPLOYERS APPROVED BY THE SHAREHOLDERS' MEETING HELD ON 13 APRIL 2016, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED, AND TO ARTICLE 84-BIS OF THE CONSOB REGULATIONS ADOPTED IN RESOLUTION 11971/99, AS AMENDED AND UPDATED, DRAWN UP IN ACCORDANCE WITH FORMAT NO.7 OF APPENDIX 3A TO THE SAME CONSOB REGULATIONS.

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

Shareholders,

You have been convened in ordinary session to submit to your approval, under art. 114-bis, paragraph 1, of Legislative Decree 58 dated 24 February 1998 (so called Unified Financial Act), certain amendments to the share participation plan reserved to Prysmian S.p.A. and/or its subsidiaries employees, with any of the Directors of the Company included, already approved by the Shareholders' Meeting held on 13 April 2016 (the "Plan").

These amendments aim to adapt the aforementioned Plan to the eventual participation of General Cable Corporation employees, and of its subsidiaries, which would become part of the Prysmian Group, subject to the completion of the acquisition of General Cable Corporation.

The changes we propose to adopt are the following:

- extension of the duration of the Plan up to year 2021,
- increase in the number of treasury shares available to the Plan, from the current 600,000 to 800,000,
- increase in the entry bonus from n. 6 to n. 8 free shares, based on the stock of treasury shares available to the Plan,
- provision of a loyalty bonus also for those who decide to keep the shares purchased in years 2017 and 2018 under lock up.

The amendments that we propose to approve are subject to the completion of the General Cable Corporation acquisition by December 31, 2018. In the event of non-approval or non-completion of the aforementioned acquisition, the Plan would continue according to the characteristics currently in place.

A description of the Plan can be found into the here attached Information Document, already integrated with the amendments proposed above and drawn up pursuant to Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified and integrated.

\* \* \*

Therefore, we submit the following proposal for your approval:

*"The Shareholders' Meeting of Prysmian S.p.A., in view of the Information Document, prepared pursuant to Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently modified (the "Information Document")*

**RESOLVES**

*to approve the proposed amendments to the share participation plan reserved to Prysmian S.p.A. and/or its subsidiaries employees, with any Directors of the Company included, already approved by the Shareholders' Meeting held on 13 April 2016 and as described into the Information Document."*

Milan, 13 March 2018

\* \* \*

**ADDITION TO PRYSMIAN GROUP'S  
EMPLOYEE STOCK OWNERSHIP PLAN  
INFORMATION DOCUMENT**

*(pursuant to Article 114-bis of Legislative Decree 58/98 and Article 84-bis,  
paragraph 1, of the Regulations adopted by Consob with Resolution No. 11971  
of 14 May 1999, as amended and supplemented)*



**SHAREHOLDERS' MEETING  
of  
PRYSMIAN S.P.A.**

Milan, 12 April 2018

**Prysmian**  
Group





# Contents

DEFINITIONS .....	4
INTRODUCTION .....	6
1. RECIPIENTS .....	7
2. THE REASONS BEHIND THE ADOPTION OF THE PLAN .....	9
3. APPROVAL PROCEDURE AND TIMING FOR THE ASSIGNMENT OF INSTRUMENTS .....	11
4. THE CHARACTERISTICS OF THE INSTRUMENTS ASSIGNED .....	12

## DEFINITIONS

Below are listed the terms used in this document and their definitions.

MEETING	Prysmian S.p.A.'s Shareholders Meeting
SHARES	Prysmian S.p.A.'s ordinary shares
SHARES PURCHASED	The Shares bought by Participants, including those received as a Discount
SHARES HELD	The Shares purchased by Participants under the Plan, consisting of the Shares Purchased and the Entry Bonus
REMUNERATION, NOMINATION AND SUSTAINABILITY COMMITTEE	The Remuneration, Nomination and Sustainability Committee established among the members of the Board of Directors pursuant to Article 6 of the Code of Conduct adopted by Borsa Italiana S.p.A.
BOARD	Prysmian S.p.A.'s Board of Directors
EMPLOYEES / RECIPIENTS	The employees of Prysmian S.p.A. and of the Subsidiaries of Prysmian S.p.A. with an open-ended contract who completed their trial period, if any
INFORMATION DOCUMENT	This Information Document, prepared pursuant to and in accordance with Art. 114-bis of the Consolidated Law on Finance (TUF) and Art. 84-bis, paragraph 1, of the Issuers' Regulations
ENTRY BONUS	The Shares Participants will receive as a free one-off assignment on the first purchase
GROUP	Prysmian and its Subsidiaries
LOYALTY BONUS	Shares awarded to Participants at no cost when they elect to extend the Retention Period for an additional 36 months, for shares acquired under the first edition of the plan in the years 2014, 2015, and 2016. This bonus is also extended to shares acquired in 2017 and 2018
MIFID II	Directive 2014/65/EU, which entered into force on 03 January 2018. Its goal is to ensure transparency and protection for investors in the European financial market.
JOINING PERIOD	The period of time each year when Recipients can express their interest in Plan participation, and all required administrative necessities are undertaken.
RETENTION PERIOD	The period of time following the purchase of Shares during which the Shares cannot be sold and/or transferred, unless for exceptional reasons
SUBSCRIPTION PERIOD	For years where the plan is in effect, this is the 30-day period before each Purchase Window, where Recipients are able to confirm or change their investments.
PLAN	This Plan to allow the Group's Employees to purchase Shares under favourable terms
PARTICIPANTS	The Recipients who decide to join the Plan
PURCHASE PRICE	The Prysmian Share Price calculated on the basis of the average securities price in the 5 trading days after the Subscription Period closes (during which time the Shares will be purchased). Due to the changes made by MiFID II (Directive 2014/65/EU), starting from the 2019 cycle the Purchase Price will be calculated as the average securities price on the first trading day after the

	Subscription Period closes (during which time the Shares will be purchased)
PRYSMIAN or THE COMPANY	Prysmian S.p.A.
REGULATIONS	The regulations which will govern the Plan, globally and locally, in terms of characteristics, conditions and procedures
ISSUERS' REGULATIONS	Regulations adopted with CONSOB Resolution No. 11971 dated 14 May 1999, as amended and supplemented
DISCOUNT	The Discount on the Purchase Price which will be granted to Participants in the form of bonus Shares
SUBSIDIARIES	The Companies controlled at 51% by Prysmian, by virtue of agreements or other arrangements, as well as those consolidated in the Group's annual financial statements
TUF-Consolidated Law on Finance	Legislative Decree No. 58/98, as amended and supplemented
VESTING	The moment in which the Participant acquires equity and voting rights conferred by the Shares Held under the Plan in compliance with the limits set out in the Plan

## **INTRODUCTION**

This Information Document is a report for the Meeting called to approve the additions to the Plan to allow the Group's Employees / Recipients to purchase Shares under favourable terms.

This Information Document is published in order to provide the shareholders of the Company and the market with information on the Plan, pursuant to Art. 84-bis of the Issuers' Regulations and in particular in conformity with Scheme 7 of Annex 3A of the Issuers' Regulations.

It should be noted that the Plan must be considered "of major significance" in accordance with Article 114-bis, paragraph 3 of the Consolidated Law on Finance and Article 84-bis, paragraph 2 of the Issuers' Regulations.

The Plan consists of the offer reserved to Group Employees to purchase Prysmian Shares, with a maximum 25% Discount on the Purchase Price, paid in the form of treasury shares. The Shares Purchased will be subject to a Retention Period, during which they cannot be sold and/or transferred, unless in exceptional circumstances. Participation in the Plan is voluntary.

The addition to the Plan (and its implementation) are contingent upon 100% acquisition of General Cable Corporation's share capital being completed by 2018. Once this is complete, the number of plan recipients will increase considerably. It is therefore proposed that the plan's validity period be extended by two years, and the number of shares servicing the plan be increased, along with various management changes.

Therefore, the proposal to integrate the Plan will be submitted for approval by the company's Ordinary Shareholders' Meeting called on 12 April 2018, on a single call.

At the date of this Information Document, the proposal to adopt the Plan has not yet been approved by the Meeting. This Information Document is prepared based on the proposal to adopt the Plan approved by the Board of Directors on 27 February 2018.

This Information Document is filed with the Company's registered office (Via Chiese 6– 20126 Milan), using the authorised storage mechanism employed by the Company [www.emarketstorage.com](http://www.emarketstorage.com), and published on the Borsa Italiana S.p.A. website [www.borsaitaliana.it](http://www.borsaitaliana.it) and on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com).



## 1 RECIPIENTS

### 1.1 Indication of the name of the Recipients who are members of Prysmian's Board of Directors

The Plan includes the following recipients who are also members of the Board of Directors of Prysmian S.p.A.:

- Valerio Battista, Chief Executive Officer and General Manager;
- Massimo Battaini, Senior Vice President Business Energy Projects;
- Pier Francesco Facchini, Chief Financial Officer;
- Fabio Ignazio Romeo, Chief Strategy Officer.

It should be noted that the aforementioned members of Prysmian S.p.A.'s Board of Directors are included among the Recipients simply as Employees.

### 1.2 Categories of employees or collaborators of the financial instruments issuer and parent companies or subsidiaries of said issuer

Recipients of the Plan are all Employees of the Group's companies in Italy and abroad, divided into three categories:

- *Senior Executives*: executive directors and managers with strategic responsibilities, as identified by name at point 1.1 and point 1.3 of this Information Document;
- *Managers*: category consisting of approximately 300 people in managerial positions in the Group, who will be identified by name, belonging to the various operating and business units at global level;
- *Other Employees*: the remaining Group Employees, not included in the previous categories, numbering approximately 30,000 people, (under the assumption that the acquisition of General Cable Corporation concludes successfully) with an open-ended contract who completed their trial period, if any.

The company reserves the right, at its sole discretion, to exclude from the Plan Employees of Subsidiaries based in countries where local legal, regulatory, tax, or currency restrictions and/or specific filing requirements may directly or indirectly compromise the achievement of the Plan's purpose and/or expose the Company to potential risks and/or make the implementation and/or administration of the Plan burdensome.

During the implementation of the Plan, when its characteristics will be described in detail, some of these may undergo changes aimed at guaranteeing the conformity of the Plan with the local legislation and/or its tax effectiveness and/or facilitate its implementation at local level. For instance, in some countries it will be possible to include also employees with fixed-term contracts, who will be included in the Employees/Recipients category accordingly

### 1.3 Name of the parties benefiting from the plan who perform management duties as defined in Article 152-sexies, paragraph 1, letter c) -c.2

The Plan includes among the potential Participants also four persons who perform management duties with regular access to privileged information, in accordance with Article 152-sexies, paragraph 1, letter c) -c.2 of the Issuers' Regulations.

It should be noted that they are all included among the Recipients simply as Employees.

### 1.4 Description and numerical indication of all the managers who have regular access to privileged information and are authorised to take management decisions that can influence the development and prospects of the issuer of the shares, as defined in Art. 152-sexies, paragraph 1, letter c)-c.2-c.3 and of the other potential categories of

**employees or associates for whom plans are envisaged with special conditions (e.g., executives, managers, middle managers, workers, etc.)**

With the exception of the Recipients already listed in Points 1.1 and 1.3 above, the Plan does not provide for the participation of other Employees qualifying as “relevant persons” as defined in Article 152-sexies, paragraph 1, letter c) – c.2 and c.3 of the Issuers’ Regulations.

The Plan presents characteristics differentiated in relation to the maximum Discount applicable on the Purchase Price which Participants may benefit from, set at:

- ✓ 1% for Senior Executives;
- ✓ 15% for Managers;
- ✓ 25% for other employees not included in the first two categories.

During the implementation of the Plan, when its characteristics will be described in detail, some of these may undergo changes aimed at guaranteeing the conformity of the Plan to the local legislation, making it tax-effective, and facilitating its implementation so as to ensure participation is as broad as possible. In any case, these changes cannot be made to the discount reserved for Senior Executives.

## **2 THE REASONS BEHIND THE ADOPTION OF THE PLAN**

### **2.1 and 2.1.1 The objectives to be achieved by means of the allocation of the Plan**

The reasons behind the adoption of the Plan are:

- strengthening the sense belonging to the Group by offering Employees an opportunity to share in successes through shareholding. This is especially true when considering the process that will be taken to integrate General Cable Corporation, once 100% acquisition of said company's share capital has been completed;
- aligning the interests of Prysmian Group's stakeholders, employees and shareholders, identifying the common objective to create long-term value;

### **2.2 Key variables and performance indicators**

There are no performance conditions.

### **2.3 Criteria for determining the assignment**

The Plan consists of the offer to Employees to purchase Prysmian Shares with a maximum 25% Discount on the Purchase Price, paid in the form of Treasury Shares.

Participation in the Plan is voluntary. By joining the Plan, the Participant agrees to invest a set amount in the purchase of Shares over five cycles (2017, 2018, 2019, 2020 and 2021), maintaining the right to waive participation in the Plan or subscription to one of the purchase cycles throughout its duration.

Participants will benefit from a maximum Discount on the Purchase price differentiated on the basis of the category they fall in (as described in point 1.2).

An individual annual cap in Euro will be introduced on the Discount reserved for each Participant; an individual annual cap will be introduced on the investment which, in any case, shall not exceed Euro 26,670 for Managers who participate in two annual purchase windows.

Employees who join the Plan, with the exception of Senior Executives, will receive a one-off Entry Bonus of 6 free shares on their first purchase in 2017 and in 2018. Starting from 2019, the bonus shares will be 8. For Employees who have already participated in at least one purchase cycle for years 2014, 2015 and 2016, the Entry Bonus will be equal to 8 shares. For the second, third, fourth and fifth years of participation, the Entry bonus will be 3 shares for all participants, with the ongoing exception of Senior Executives.

Therefore, the number of Shares each Participant will purchase will be determined on the basis of the size of the investment, the Discount applied and the Purchase Price. In particular, the Purchase Price will be established as the average price of the security during the 5 trading days after the Subscription Period closes (during which time the Purchases will be made). In light of the changes introduced by the MiFID II directive, starting from 2019 the purchases will be concentrated in a single day and the Purchase Price will be the average price for that day.

In addition, it is expected that there will be a Loyalty Bonus of 5 shares for those who decide to extend the Retention Period for shares acquired under the plan in years 2014, 2015, and 2016. A further extension of the Loyalty Bonus for shares acquired in 2017 and 2018 is also expected. This bonus is applicable for each of the past purchase cycles.

A total maximum of 800,000 Treasury Shares will be reserved for the Discount, Loyalty Bonus and Entry Bonus over the whole duration of the Plan (five cycles). This number has been increased to 200,000 shares more than what was planned under the first 3 cycles.

During the implementation of the Plan, when its characteristics will be described in detail, some of these may undergo changes aimed at guaranteeing the conformity of the Plan to the local legislation, making it tax-effective, and facilitating its implementation so as to ensure participation is as broad as possible.

For instance, as already mentioned, a change could be made to the indicated Discount, excluding in any case Senior Executives, not exceeding the 25% cap for all other Participants, and/or an individual annual cap in Euro could be introduced on the Discount.

In particular, Prysmian reserves the right to decide whether and how to offer Treasury Shares reserved for the Plan, again up to a maximum of 800,000 such shares, which are left unused following the purchases, with additional windows, exclusively in favour of Managers, who can, in any case, benefit from a Discount of no more than 25% and within the investment limits to be defined and which, in any case, cannot be greater than the maximum annual individual investment.

#### **2.4 The reasons underlying the possible decision to assign compensation plans based on financial instruments not issued by Prysmian**

Not applicable since the Plan is based only on Prysmian shares.

#### **2.5 Significant tax and accounting implications**

The Prysmian Group currently operates in around 50 countries, many of which will be involved in the Plan based on legal and tax evaluations. Other countries will also be added, especially considering the General Cable Corporation integration process which will occur once 100% acquisition of said company's share capital has been completed.

The Plan will be subject to the tax, social security and/or accounting law in force from time to the time in each country where Participants are resident.

#### **2.6 Any support to the Plan by the Special fund to encourage workers to participate in businesses, pursuant to Article 4, paragraph 112, of Italian Law No. 350 of 24 December 2003**

The Plan does not receive any support by the Special fund to encourage workers to participate in businesses, pursuant to Article 4, paragraph 112, of Italian Law No. 350 of 24 December 2003.

### **3 APPROVAL PROCEDURE AND TIMING FOR THE ASSIGNMENT OF INSTRUMENTS**

#### **3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors in order to implement the Plan**

On 27 February 2018, the Board of Directors, at the proposal of the Remuneration, Nomination and Sustainability Committee meeting held on 19 February 2018, resolved, among other things, to submit this Plan for approval of the amendments to the Plan by the ordinary Shareholders' Meeting called on 12 April 2018 on a single call.

The Meeting will be asked to delegate to the Board all authority necessary and appropriate to regulate and execute the Plan. In particular, purely by way of example, the Board of Directors will have the authority, with the right to sub-delegate, to: (i) approve the Regulations which will govern the Plan, (ii) define the local variants of the Plan, (iii) specify in which countries the Plan will be implemented, on the basis of technical and factual considerations. All this in conformity with the relevant instructions established in the Information Document.

#### **3.2 Parties in charge of the administration of the Plan**

The body responsible for the decisions referring to the Plan – without prejudice to the authority reserved to the Shareholders' Meeting – is the Board of Directors of the Company, which will supervise the implementation of the Plan, the definition of the regulations and the operational management of the Plan. The Board of Directors will also be granted all the powers indicated, purely by way of example, in the previous point, with right to sub-delegate. Nonetheless, decisions regarding the Plan will only be taken by the Board after favourable recommendation from the Remuneration, Nomination and Sustainability Committee. At all times, Board Members who are employees of companies in the Group (and therefore potential beneficiaries) will abstain from voting on the Plan itself.

#### **3.3 Procedures in place for the review of the Plan, including in relation to any alteration of the basic objectives**

Subject to the favourable opinion of the Remuneration, Nomination and Sustainability Committee, the Board of Directors, during the implementation phase, will determine the regulations of the Plan, based on which possible procedures for the revision of the Plan will be established.

#### **3.4 Description of the procedures to determine the availability and allocation of the financial instruments on which the Plan is based**

The Plan envisages the offer to Employees to purchase Prysmian Shares with a maximum 25% Discount which will be paid in the form of Treasury Shares.

It is also expected that, with the exception of Senior Executives, Employees who join the Plan will receive a one-off Entry Bonus of 6 shares at no cost when shares are first acquired in years 2017, 2018. Alternatively, new participants would receive an entry bonus of 8 shares when joining the plan in years 2019, 2020, 2021, or 8 shares if they have participated in at least one year of the first edition of the plan. In the second, third, fourth and fifth years of participation, the Entry Bonus will be 3 shares.

Employees who then decide to extend the Retention Period end date for a further 36 months for shares acquired under the Plan in 2014, 2015, 2016, 2017 and 2018, will receive a Loyalty Bonus of 5 shares for each cycle extended.

#### **3.5 Role played by each director in determining the characteristics of the Plan**

The decision to promote the Plan, with the relevant terms and conditions, was made by Prysmian's Human Resources and Organisation Department with the help of external consultants and was submitted for examination by the Remuneration, Nomination and Sustainability Committee, consisting of independent directors who are not Plan Recipients, on 19 February 2018, in conformity with the recommendations of the Code of Conduct for listed companies issued by Borsa Italiana S.p.A.

The proposal was then approved by the Board of Directors on 27 February 2018, with the Recipient Directors abstaining, at the recommendation of the Remuneration, Nomination and Sustainability Committee, to then be submitted for approval by the Shareholders' Meeting.

### **3.6 Date of the resolution taken by the competent body to propose the approval of the Plan to the Shareholders' Meeting**

The Board of Directors, at the recommendation of the Remuneration, Nomination and Sustainability Committee made on 19 February 2018, decided during the meeting held on 27 February 2018 to submit the Plan for approval by the Shareholders' Meeting.

### **3.7 Date of the decision taken by the competent body regarding the allocation of instruments.**

Not applicable since, at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

### **3.8 Prysmian share's market price as at the dates of the decisions concerning the proposed Plan and the assignment of the shares**

As at 19 February 2018, Prysmian's ordinary share price on the MTA market organised and managed by Borsa Italiana S.p.A. was Euro 26.44.

As at 27 February 2018, Prysmian's ordinary share price on the MTA market organised and managed by Borsa Italiana S.p.A. was Euro 25.92.

### **3.9 Measures adopted by the Company should the assignment date coincide with the diffusion of any significant information in accordance with Art. 114, paragraph 1, of Legislative Decree No. 58 of 24 February 1998**

The identification of possible control measures will be delegated to the Board during the determination of the regulations governing the Plan, without prejudice to the fact that the Plan will be executed, in any case, in full compliance with the disclosure requirements for the Company, in order to guarantee transparency and parity of information disclosed to the market, as well as compliance with the procedures adopted by the Company.

In particular, the purchase date of the Shares will not fall in periods close to the announcement of accounting data and price-sensitive information relating to the Group's financial results.

## **4 THE CHARACTERISTICS OF THE INSTRUMENTS ASSIGNED**

### **4.1 Description of the ways in which the compensation plans based on financial instruments are structured**

The Plan regards the possibility, reserved to Employees, to purchase Prysmian Shares, with a maximum 25% Discount on the Purchase Price, which will be paid in the form of treasury shares.

The Shares held will be subject to a Retention period, during which they cannot be sold and/or transferred, unless in exceptional circumstances. During the Plan's implementation phase where specifications will be defined in detail, exceptional circumstances will also be defined in detail to ensure compliance with local legislation as well. For example, early sale may be authorised where there are serious health reasons, or to facilitate a first home buyer purchase.

### **4.2 Period of effective Plan implementation also with reference to any different cycles envisaged**

The Plan envisages five purchase cycles: in 2017, in 2018, in 2019, in 2020 and in 2021. The Employee who joins the Plans agrees to purchase Shares for an amount in Euro determined by him/herself, with a minimum of Euro 100. The exchange rate for those not investing in Euro will be fixed at the end of the Subscription Period.

The Vesting of the Shares Held under the Plan is immediate, however there is a Retention Period during which the Shares Held cannot be sold and/or transferred.

The dates of the Subscription and Purchase Periods will be established during the implementation of the Plan.

During the implementation of the Plan, when its characteristics will be described in detail, some of these may undergo changes aimed at guaranteeing the conformity of the Plan to the local legislation, making it tax-effective, and facilitating its implementation so as to ensure participation is as broad as possible. For example, the Retention Period may last three years or more.

A concrete decision to implement cycles in 2020 and 2021 remains subject to Prysmian's discretionary assessment of joining rates during 2019.

### **4.3 Expiration of the Plan**

The Vesting of the Shares Held under the Plan is immediate, however there is a Retention period during which the Shares cannot be sold and/or transferred. Therefore, in the case of the minimum three-year Retention Period set by the Plan, this restriction relating to the Shares Held under the first cycle will end in 2020, 36 months after the purchase date; the Retention Period relating to the second cycle will end in 2021, 36 months after the purchase date; the Retention Period relating to the third cycle will end in 2022, 36 months after the purchase date; the Retention Period relating to the fourth cycle will end in 2023, 36 months after the purchase date; the Retention Period relating to the fifth cycle will end in 2024, 36 months after the purchase date.

A 36-month extension of the Retention Period for shares acquired in 2014, 2015, 2016, 2017 and 2018 will bring the timelines of the relevant Retention Periods to 2020, 2021, 2022, 2023 and 2024 for those subscribers.

### **4.4 Maximum number of financial instruments assigned each tax year**

A total maximum of 800,000 Treasury Shares will be reserved for the Discount, Loyalty Bonus and Entry Bonus over the whole duration of the Plan (five cycles). This number has been increased to 200,000 more shares than what was initially expected for the 3 cycles.

The number of Shares actually used for the Plan will depend on the number of Participants, the size of the individual investment, the Discount applied, and the Purchase Price.

#### **4.5 Methods and clauses for the implementation of the Plan**

See points 4.1 and 4.2.

#### **4.6 Availability restrictions affecting the instruments**

The Shares Held by Participants in the Plan cannot be sold and/or transferred for the duration of the Retention Period, unless in exceptional circumstances. At the end of the Retention Period, Participants can choose whether to sell, keep or transfer the Shares.

Any dividends due will be paid to Participants also during the Retention Period; Participants will also acquire the voting rights attached to the Shares Held under the Plan.

At the end of the Retention Period, the Shares Held by Participants cannot be transferred to the Company.

#### **4.7 Any termination conditions in relation to the attribution of plans should the Recipients carry out hedging operations that enable the neutralisation of any prohibitions of the sale of the financial instruments assigned**

No termination conditions apply should Participants carry out hedging operations that enable the neutralisation of any prohibitions of the sale of the Shares assigned.

#### **4.8 Description of the effects resulting from the termination of the employment**

The Shares Held under the Plan will be subject to a Retention Period, during which they cannot be sold and/or transferred, unless in exceptional circumstances, also in the case of employment termination due to voluntary resignation, retirement, or dismissal for just cause.

During the implementation of the Plan, the regulations will establish the different effects in case of employment termination, depending on the cause and the time of the event. The restrictions envisaged in the Retention Period will not apply for various cases including, but not limited to, collective dismissals, death, permanent disability, delisting/tender offer, transfer of company branches, and disposal of a subsidiary.

#### **4.9 Indication of any other causes for the cancellation of the plans**

Any other causes for the cancellation of the Plan will be specified during its implementation.

#### **4.10. Reasons for a potential redemption by the company of the financial instruments**

There is no provision for redemption of the Shares by the Company.

#### **4.11. Any loans or other benefits for the purchase of the Shares**

No loans will be granted. The amount to be invested in the Plan may be accumulated through monthly instalments to be deducted from the salary.

#### **4.12. Assessment of the expected burden for the company on the date of assignment**

At the date of preparation of this Information Document, there were not enough elements to make reasonable assumptions about the expected burden for the Company, since this depends on various factors that cannot be predicted.

#### **4.13 Any dilutive effects on the capital caused by the compensation plans, with specific reference to the attribution of shares**

For the purposes of implementing the Plan, Prysmian will use Treasury Shares. Therefore, there will be no dilution effects on the share capital.

#### **4.14 Any limits envisaged for the exercise of voting rights and the attribution of equity rights**

No limits are envisaged for the exercise of voting rights and the attribution of equity rights within the limits



set out in this Information Document.

#### **4.15. Information about shares not traded on regulated markets**

Not applicable, since the Shares are accepted for negotiation on the MTA Market organized and managed by Borsa Italiana S.p.A.

The Table attached to Scheme No. 7 of Annex 3A to the Issuers' Regulations will be set out in further detail and updated from time to time during the implementation of the Plan pursuant to Article 84-bis, paragraph 5 letter a) of the Issuers' Regulations.

Milan, 07 March 2018

For the Board of Directors  
The Chief Executive Officer

REMUNERATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of model 7 of Appendix 3A to the Regulation 11971/99

Name or category	Position	BOX 1						
		Options						
		Section 2						
		Newly assigned options on the basis of the decision:						
		<input type="checkbox"/> of the BoD on proposal by the shareholders' meeting <input checked="" type="checkbox"/> of the competent body in implementation of the shareholders' meeting resolution						
		Date of shareholders' meeting (mm/dd/yyyy)	Description of the instrument	Number of financial instruments underlying options assigned for each person or category (*)	Date of assignment by the board or the competent body (mm/dd/yy)	Strike price (**)	Market price of the financial instruments as at the assignment date	Option maturity date (mm/dd/yyyy)
Valerio Battista	Director of the Issuer	16/04/2013	Options over ordinary shares of Prysmian S.p.A.	2.243	July 2014; July 2015; July 2016	N.A.	16,26; 18,88; 19,10	June 2017; June 2018; May 2019
Pier Francesco Facchini	Director of the Issuer	16/04/2013	Options over ordinary shares of Prysmian S.p.A.	2.243	July 2014; July 2015; July 2016	N.A.	16,26; 18,88; 19,10	June 2017; June 2018; May 2019
Fabio Ignazio Romeo	Director of the Issuer	16/04/2013	Options over ordinary shares of Prysmian S.p.A.	2.243	July 2014; July 2015; July 2016	N.A.	16,26; 18,88; 19,10	June 2017; June 2018; May 2019
Massimo Battaini	Director of the Issuer	16/04/2013	Options over ordinary shares of Prysmian S.p.A.	832	July 2014; July 2015; July 2016	N.A.	16,26	June 2020
<b>Notes:</b>								
n. 3 Manager with strategic responsibilities		16/04/2013	Options over ordinary shares of Prysmian S.p.A.	2.952	July 2014; July 2015	N.A.	16,26; 18,88	June 2017; June 2018
n. 5712 Other Employees		16/04/2013	Options over ordinary shares of Prysmian S.p.A.	685.939	July 2014; July 2015; July 2016	N.A.	16,26; 15,57; 18,88; 18,90; 19,10; 22,71	June 2017; June 2018; May 2019
n. 400 Other employees (UK)		16/04/2013	Options over ordinary shares of Prysmian S.p.A.	12.646	March 2014, 2015, 2016	N.A.	16,26; 18,88; 19,10	March 2017, 2018, 2019
n. 400 Other employees (France)		16/04/2013	Options over ordinary shares of Prysmian S.p.A.	75.258	July 2014; July 2015; July 2016	N.A.	16,96; 19,72; 19,67	June 2017, 2018, 2019
<b>Notes:</b>								
(*) The number of financial instruments granted depends on the individual investment, the discount applicable and the purchase price paid by the intermediary in charge of financial instruments.								
(**) The Plan foresees the free allocation of company's shares. Only for participants employees of companies based in France is expected, in addition to the free allocation, the sale of company's shares at a purchase price not currently available .								

REMUNERATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of model 7 of Appendix 3A to the Regulation 11971/99

Name or category	Position	BOX 1						
		Options						
		Section 2						
Newly assigned options on the basis of the decision:		<input type="checkbox"/> of the BoD on proposal by the shareholders' meeting <input checked="" type="checkbox"/> of the competent body in implementation of the shareholders' meeting resolution						
		Date of shareholders' meeting (mm/dd/yyyy)	Description of the instrument	Number of financial instruments underlying options assigned for each person or category (*)	Date of assignment by the board or the competent body (mm/dd/yy)	Strike price (**)	Market price of the financial instruments as at the assignment date	Option maturity date (mm/dd/yyyy)
Valerio Battista	Director of the Issuer	13/04/2016	Options over ordinary shares of Prysmian S.p.A.	0		N.A.		
Pier Francesco Facchini	Director of the Issuer	13/04/2016	Options over ordinary shares of Prysmian S.p.A.	541	June 2017	N.A.	24,83	May 2020
Fabio Ignazio Romeo	Director of the Issuer	13/04/2016	Options over ordinary shares of Prysmian S.p.A.	0		N.A.		
Massimo Battaini	Director of the Issuer	13/04/2016	Options over ordinary shares of Prysmian S.p.A.	0		N.A.		
<b>Notes:</b>								
n. 4 Manager with strategic responsibilities		13/04/2016	Options over ordinary shares of Prysmian S.p.A.	0		N.A.		
n. 5712 Other employees		13/04/2016	Options over ordinary shares of Prysmian S.p.A.	154.737	June 2017; September 2017; November 2017	N.A.	24,83; 26,7; 28,99	May 2020
n. 400 Other employees (UK)		13/04/2016	Options over ordinary shares of Prysmian S.p.A.	5.331	March 2017	N.A.	24,83	March 2020
n. 400 Other employees (France)		13/04/2016	Options over ordinary shares of Prysmian S.p.A.	38.894	June 2017; September 2017; November 2017	N.A.	24,30	May 2020
<b>Notes:</b>								
(*) The number of financial instruments granted depends on the individual investment, the discount applicable and the purchase price paid by the intermediary in charge of financial instruments.								
(**) The Plan foresees the free allocation of company's shares. Only for participants employees of companies based in France is expected, in addition to the free allocation, the sale of company's shares at a purchase price not currently available .								