

REPORT BY THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (*"PRYSMIAN"* OR THE *"COMPANY"*) TO VOTE, AS ITEM NUMBER EIGHT OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING SCHEDULED ON 28 APRIL 2021 (THE *"SHAREHOLDERS' MEETING"*), THE EXTENSION OF THE SHARE PARTICIPATION PLAN IN FAVOUR OF PRYSMIAN GROUP'S EMPLOYEES, 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. Extension of the share participation plan in favour of Prysmian Group's employees.**

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, the extension of the share participation plan based on financial instruments 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, and then amended on 12 April 2018 (the "Plan").

Taking into account the good results associated with joining the Plan, characterized among other things by the objective of strengthening the sense of belonging to the Group, offering employees the opportunity to share its successes over the long term, the Board of Administration, on the proposal of the Remuneration and Nomination Committee, proposes to extend the duration of the Plan, expiring with the current financial year, up to and including 2024, confirming in addition no. 600,000 treasury shares available to the Plan for the entire period covered by the extension.

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,***

- ***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 extension of the duration of the share participation plan based on financial instruments reserved to Prysmian S.p.A. and/or its subsidiaries employees, with any Directors of the Company included, up to and including 2024, also confirming no. 600,000 treasury shares available to the Plan for the entire period covered by the extension, as described into the Information Document."***

Milan, 25 March 2021

\* \* \*

## **EXTENSION OF THE PRYSMIAN GROUP'S EMPLOYEE STOCK OWNERSHIP PLAN**

*Information Document prepared pursuant to article 114-bis of  
Legislative Decree 58/98 and article 84-bis, paragraph 1 of the  
Regulation adopted by Consob with Resolution No. 11971 of 14 May  
1999, as subsequently amended and supplemented*

**Prysmian S.p.A.**

**Shareholders' Meeting of 28 April 2021**

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## DEFINITIONS

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

MEETING	Prysmian S.p.A. Shareholders Meeting
SHARES	Prysmian S.p.A. 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 AND NOMINATION COMMITTEE	The Remuneration and Nomination Committee established within the Board of Directors of Prysmian S.p.A.
BOARD	Board of Directors of Prysmian S.p.A.
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, with reference to each annual purchase cycle foreseen by the Plan.
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, related to three annual purchase cycle (2022, 2023 and 2024) as an extension to the Plan already approved by the Shareholders meeting of 13 April 2016 and subsequently modified on 12 April 2018.
PARTICIPANTS	The Recipients who decide to join the Plan
PURCHASE PRICE	The Prysmian Share Price calculated on the basis of the average securities price on the trading day when the purchase takes place.
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 by Prysmian with a stake in their share capital higher than 50%, 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 extension of the Plan to allow the Group's Employees / Recipients to purchase Shares under favourable terms, already approved by the Shareholders on 13 April 2016 and 12 April 2018.

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 extension of the Plan will be submitted for approval by the company's Ordinary Shareholders' Meeting called on 28 April 2021, 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 10 March 2021.

The detailed information required by para. 4.4. below (i.e. the maximum number of financial instruments allocated to persons identified by name or to the categories indicated) is not available at the date of this document and will be provided in accordance with article 84-bis, paragraph 5, letter a), of the Issuers Regulation.

This Information Document is filed with the Company's registered office (Via Chiese 6 – 20126 Milan), with Borsa Italiana S.p.A. and on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com).

## 1. RECIPIENTS

### 1.1 Named indication of beneficiaries who are members of the Prysmian Board of Directors

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

- Massimo Battaini, executive Director with the role of Chief Operating Officer;
- Pier Francesco Facchini, executive Director with the role of Chief Financial Officer.

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

### 1.2 Categories of employees or contractors of the issuer of financial instruments and of the parent or subsidiary companies of the 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;
- *Managers*: category consisting of approximately 390 people in managerial positions in the Group, 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 Named indication of plan beneficiaries belonging to the following groups

#### (a) *General Managers of the issuer of financial instruments*

Not applicable as there is no Recipient holding the office of General Manager.

#### (b) *Other managers with strategic responsibilities of the issuer of financial instruments if they have received, during the year, total remuneration (obtained by adding monetary remuneration and financial instrument-based remuneration) greater than the highest total remuneration including those allocated to members of the board of directors or management board, and to the general managers of the issuer of financial instruments.*

Not applicable as no Managers with strategic responsibilities received, during the year, total remuneration higher than the highest remuneration paid to members of the Board of Directors.

#### (c) *natural persons controlling the share issuer, who are employees or who collaborate with the share issuer.*

Not applicable as there are no natural persons controlling the issuer.

### 1.4 Description and separate numerical indication for categories of other Managers with strategic responsibilities (other than those indicated in paragraph 1.3) and any other categories of employees or contractors for which different characteristics have been provided under the plan (for example, executives, middle managers, employees etc.)

With the exception of the Recipients already listed in Points 1.1 and 1.3 above, Recipients of the Plan can be managers with strategic responsibilities, currently identified by the Company in three people.

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. REASONS FOR THE ADOPTION OF THE PLAN**

### **2.1 and 2.1.1 Objectives to be achieved by the allocation of the plans**

The main objectives of the Plan are as follows:

- strengthening the Employees' engagement and sense belonging to the Group, by promoting their stable participation in the Company's share capital;
- aligning the interests of Recipients to those of other shareholders, identifying the common objective to create sustainable value in the long-term.

### **2.2 and 2.2.1 Key variables also in the form of performance indicators considered for the purpose of allocation of financial instrument-based plans**

There are no performance conditions.

### **2.3. and 2.3.1. Base factors for determining the amount of financial instrument-based remuneration, i.e. its determination criteria**

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 three annual cycles (2022, 2023 and 2024), 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 is foreseen on the Discount reserved for each Participant; an individual annual cap is set on the investment which, in any case, shall not exceed Euro 26,670 net (maximum amount foreseen for Managers who participate in at least two annual purchase windows).

Employees who join the Plan, with the exception of Senior Executives, will receive a one-off Entry Bonus of 8 free shares on their first purchase. For Employees who have already participated in at least one purchase cycle over the 2 preceding years, the Entry Bonus will be equal to 3 shares.

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 day when the Purchases will be made.

In addition, there will be a Loyalty Bonus of 5 shares for those who decide to extend the Retention Period for shares acquired under each of the purchase cycles foreseen by the Plan.

A total maximum of 600,000 Treasury Shares will be reserved for the Discount, Loyalty Bonus and Entry Bonus over the whole duration of the Plan (three 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 600,000 such shares, which are left unused following the purchases, with additional purchase 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 set out for each purchase window and which, in any case, cannot be greater than the maximum annual individual investment.

#### **2.4 Reasons for any decision to allocate remuneration plans based on financial instruments not issued by the financial instruments issuer, such as financial instruments issued by subsidiaries, parent companies or third parties with respect to its group; if such instruments are not traded on regulated markets, information on the criteria used for the determination of their attributable value**

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

#### **2.5. Evaluation of significant tax and accounting implications that have impacted on the definition of the plans**

There are not significant tax and/or accounting implications that have impacted on the Plan.

The Prysmian Group currently operates in around 50 countries, many of which will be involved in the Plan based on legal and tax evaluations.

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. Possible support for the plan by the special Fund for encouraging worker participation in the companies, pursuant to article 4, paragraph 112, of 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 TIME FRAME FOR ALLOCATION OF INSTRUMENTS**

#### **3.1. Scope of the powers and functions delegated by the Board of Directors for the implementation of the Plan**

On 10 March 2021, the Board of Directors, upon proposal of the Remuneration and Nomination Committee meeting held on 5 March 2021, resolved, among other things, to submit the extension of the Plan for approval by the ordinary Shareholders' Meeting called on 28 April 2021 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. Indication of persons charged with administration of the Plan and their function and responsibilities**

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 and Nomination 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. Existing procedures for reviewing the Plan also in relation to any change in the basic objectives**

Subject to the favourable opinion of the Remuneration and Nomination 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 methods which will 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. Further criteria to determine the benefit offered to Participants are outlined in para. 2.3 above.

#### **3.5. Role played by each director in determining the characteristics of the Plan; the occurrence of any conflict of interest situations for the directors concerned**

The decision to promote the Plan, with the relevant terms and conditions, was made by Prysmian's Human Resources and Organization Department with the help of external consultants and was submitted for examination by the Remuneration and Nomination Committee, consisting of independent directors who are not Plan Recipients, on 5 March 2021, in conformity with the recommendations of the Corporate Governance Code for listed companies issued by Borsa Italiana S.p.A.

The proposal was then approved by the Board of Directors on 10 March 2021, with the Recipient Directors abstaining, at the recommendation of the Remuneration and Nomination Committee, to then be submitted for approval by the Shareholders' Meeting.

#### **3.6. Date of the resolution passed by the body responsible for proposing the plans for approval by of the Shareholders' Meeting and the remuneration proposal of the Committee, if any**

The Board of Directors, at the recommendation of the Remuneration and Nomination Committee made on 5 March 2021, decided during the meeting held on 10 March 2021 to submit the Plan for approval by the

Shareholders' Meeting.

### **3.7. Date of the decision taken by the body responsible for the Allocation of the instruments and any proposal to the aforementioned body made by the remuneration committee, if any**

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

### **3.8 Market price, recorded on the above date, for financial instruments on which the plans are based, if traded on regulated markets**

As at 5 March 2021, Prysmian's ordinary share price on the MTA market organised and managed by Borsa Italiana S.p.A. was Euro 26.11.

As at 10 March 2021, Prysmian's ordinary share price on the MTA market organised and managed by Borsa Italiana S.p.A. was Euro 26.38.

### **3.9. Terms and methods that the Issuer has taken into account in determining the time frame for allocation of instruments when implementing the Plan and the possible time convergence of (i) this allocation or any related decisions made by the remuneration committee and (ii) the disclosure of any relevant information under article 17 of EU Regulation No. 597/2014**

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. FEATURES OF THE ALLOCATED INSTRUMENTS**

### **4.1 Description of the forms in which financial instrument-based remuneration plans 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 Effective implementation period of the Plan regarding any alternative cycles envisaged**

The Plan envisages three purchase cycles: in 2022, in 2023 and in 2024. 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.

### **4.3 End 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 2025, 36 months after the purchase date; the Retention Period relating to the second cycle will end in 2026, 36 months after the purchase date; the Retention Period relating to the third cycle will end in 2027, 36 months after the purchase date.

A 36-month extension of the Retention Period for shares acquired in 2022, 2023 and 2024 will bring the timelines of the relevant Retention Periods to 2028, 2029 and 2030 for those subscribers.

### **4.4 Maximum number of financial instruments allocated in each tax year in relation to persons identified by name or to the categories indicated**

A total maximum of 600,000 Treasury Shares will be reserved for the Discount, Loyalty Bonus and Entry Bonus over the whole duration of the Plan (three 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 implementation of the Plan, specifying whether the effective allocation of the instruments is subject to fulfilment of the conditions or the achievement of certain results including those relating to performance; description of these results and conditions**

See para. 4.1 and 4.2.

### **4.6 Availability restrictions on allocated instruments, with particular reference to the terms under which the subsequent transfer to the same company or to third parties is permitted or prohibited**

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 Possible termination clauses regarding the allocation of the plans should the recipients perform hedging operations that enable them to neutralise any prohibitions on selling the allocated financial instruments**

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 of termination of the Employment Relationship**

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 reasons for cancellation of the plans**

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

#### **4.10. Reasons for possible provision for the company's redemption of the financial instruments, pursuant to articles 2357 et seq. of the Italian the Civil Code**

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

#### **4.11. Possible loans or other concessions for the purchase of Shares pursuant to article 2358 of the Italian Civil Code**

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. Evaluation of expected burden for the company at the allocation date, as determined on the basis of pre-defined terms and conditions, by total amount and for each instrument in the plan**

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 Possible dilutive effects of remuneration plans on capital**

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 Possible limits on exercising the right to vote and for the allocation of property 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. If the shares are not traded on regulated markets, any information needed to properly measure their attributable value**

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

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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.

**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**

Table 1 of Schedule 7 of Annex 3A of Regulation 11971/1999

Milan, 10 March 2020

Name and surname or category	Office	QUADRANT 1						
		Financial instruments other than stock options						
		Section 1						
		Instruments relating to plans that are currently valid and were approved on the basis of previous shareholders' meeting resolutions						
		Date of the shareholders' resolution	Type of financial instruments	Number of allocated financial instruments <sup>1</sup>	Allocation date	Possible purchase price for instruments	Market price at Allocation	Vesting <sup>2</sup>
Valerio Battista	CEO	12/04/2018	Prysmian S.p.A. ordinary shares	18	14/06/2018, 25/06/2019, 20/11/2020	N.A.	24.85€, 17.63€, 25.95€	14/06/2021, 25/06/2022, 20/11/2023
Massimo Battaini	Executive Director	12/04/2018	Prysmian S.p.A. ordinary shares	-	N.A.	N.A.	N.A.	N.A.
Pier Francesco Facchini	Executive Director	12/04/2018	Prysmian S.p.A. ordinary shares	-	N.A.	N.A.	N.A.	N.A.
Fabio Ignazio Romeo	Executive Director	12/04/2018	Prysmian S.p.A. ordinary shares	28	14/06/2018, 25/06/2019, 18/09/2020	N.A.	24.85€, 17.63€, 24.40€	14/06/2021, 25/06/2022, 18/09/2023
N. 4 Managers with strategic responsibilities		12/04/2018	Prysmian S.p.A. ordinary shares	1,412	04/10/2018, 25/06/2019, 20/11/2020	N.A.	19.68€, 17.63€, 25.95€	04/10/2021, 25/06/2022, 20/11/2023
N. 350 Other Participants (United Kingdom)		12/04/2018	Prysmian S.p.A. ordinary shares	13,800	May 2018, May 2019, May 2020	N.A.	24.56€, 15.56€, 19.15€	April 2021, April 2022, April 2023
N. 470 Other Participants (France)		12/04/2018	Prysmian S.p.A. ordinary shares	155,702	August / October 2018, July / October 2019, September / November 2020	N.A.	21.54€, 18.38€, 18.71€, 20.41€, 25.96€, 27.80€	July / September 2021, June / September 2022, August / October 2023
N. 6750 Other Participants		12/04/2018	Prysmian S.p.A. ordinary shares	266,506	14/06/2018, 04/10/2018, 25/06/2019, 17/09/2019, 18/09/2020, 20/11/2020	N.A.	24.85€, 19.68€, 17.63€, 20.20€, 24.40€, 25.95€	14/06/2021, 04/10/2021, 25/06/2022, 17/09/2022, 18/09/2023, 20/11/2023
Note:								
1) The number of free shares assigned to participants under the Plan is reported. The number depends on the size of the individual investment, the applicable discount and the related purchase price.								
2) 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.								