REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER NINE OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 12 APRIL 2018, THE AN INCENTIVE PLAN RESERVED TO 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.

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

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), a long-term incentive plan reserved to Prysmian S.p.A. (the "Company") and/or other Prysmian Group companies' employees, with any of the Directors of the Company included (the "Plan 2018"), and to grant the Board of Directors with the relevant powers.
A description of the new Plan 2018 can be found into the here attached Information Document, 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, drawn up 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

i. *to approve the long-term incentive plan reserved to Prysmian S.p.A. and/or other Prysmian Group companies' employees, with any Directors of the Company included, as described into the Information Document, subject to the completion, by December 31, 2018, of the acquisition of General Cable Corporation;*
ii. *to grant the Board of Directors with all the necessary and appropriate powers in order to establish and execute the long-term incentive plan. In particular, purely as an example, the Board of Directors will have the authority, with the right to sub-delegate, to: (i) identify the participants from among the employees of the Prysmian Group and more specifically from among the employees of Prysmian S.p.A., included the members of the Board of Directors who have an existing employment relationship with Prysmian Group companies, and its Italian and foreign companies, as well as determine the quantity of shares to be awarded to each of them; (ii) amend, in case of modifications of perimeter, the performance conditions to which the grant of the shares will be subordinated; (iii) establish every other term and condition for the execution of the incentive plan; (iv) approve the regulations governing the incentive plan. For the execution of the incentive plan, the Board of Directors will assign shares to the participants by newly-issued shares resulting from an increase in capital, free of charge, in accordance with Art. 2349 of the Civil Code, the approval of which will be submitted to the Shareholders' Meeting during the extraordinary session of the meeting of today;*
iii. *to grant the Chairman of the Board of Directors and the Managing Director, pro-tempore in charge, severally between them and with the power to sub-delegate, any power to fulfill any duty arising from the Law and following to the resolutions adopted".*

Milan, 13 March 2018

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2018-2020 LONG-TERM INCENTIVE PLAN FOR THE MANAGEMENT

(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)

Prysmian S.p.A.

Shareholders' Meeting of 12 April 2018

Contents

DEFINITIONS

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

Adjusted EBITDA	EBITDA prior to non-recurring charges and income. EBITDA stands for Profit(/Loss) for the year gross of the impact on the income statement of the change in the fair value of derivatives on raw material prices, other items recorded at fair value, amortisation, depreciation and write-downs, financial charges and income, dividends from other companies and taxes.
MEETING	Prysmian S.p.A.'s Shareholders Meeting.
SHARES	Prysmian S.p.A.'s ordinary shares.
ANNUAL BONUS	Variable part of the salary of each Participant connected to the achievement of predetermined objectives referred to a period of one year.
CLAW BACK & MALUS	Contractual arrangements that provide for the possible repayment, in full or in part, of income deriving from the sale of shares that have already been made available, or which are subject to Lock-up.
CO-INVESTMENT	One of the two components that make up the Plan, on the basis of which Participants choose to defer and co-invest a portion of their Annual Bonus relating to the years 2018, 2019 and 2020, and having those bonuses paid in years 2019, 2020 and 2021 respectively. The number of Shares granted to Participants will be proportional to their individual Co-investment and are subject to the achievement of Performance Conditions.
REMUNERATION, NOMINATION AND SUSTAINABILITY COMMITTEE	Prysmian S.p.A.'s Remuneration, Nomination and Sustainability Committee of., established within the Board of Directors pursuant to Article 6 of the Code of Conduct adopted by Borsa Italiana S.p.A.
PERFORMANCE CONDITIONS	The pre-determined objectives of an economic-financial nature established for the allocation of the Shares envisaged by the Plan.
BOARD	Prysmian S.p.A.'s Board of Directors.
DATE OF INITIAL ALLOCATION	01 January 2018, or rather, the date on which the minimum and maximum number of Shares are retroactively allocated to identified participants so that the Allocation Period corresponds to the Performance Period.
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.
PRYSMIAN GROUP	Prysmian S.p.A. and the subsidiaries which it owns directly or indirectly.
PARTICIPANTS	The recipients of the Plan who have been identified as key staff members for Prysmian Group companies.
LOCK-UP PERIOD	The period of time following the allocation of the Shares during which the Participants will not be allowed to sell part of the same Shares.

PERFORMANCE SHARE	One of the two components that make up the Plan, where it is expected that Participants will be allocated a minimum and maximum number of Shares.
PERFORMANCE PERIOD	The three-year period from 2018 to 2020, at the end of which performance is evaluated to ascertain if predetermined goals have been reached, and if so, to what extent. Economic & financial targets and overall shareholder return targets are set to determine the expected Share allocations under the Plan.
PLAN	This Incentive Plan, which consists of two parts: Co-investment and Performance Share.
NET FINANCIAL POSITION	Net indebtedness, reflecting the balance of financial liabilities (regardless of due date), short-term financial assets and cash and cash equivalents.
SHARE REFERENCE PRICE	The average closing price of Prysmian securities in the period 27/11/2017 - 26/02/2018, being the three-month period prior to the Board of Directors' meeting where the proposal to submit the Plan for consideration at the Shareholders' Meeting was approved. The Share Reference Price is Euro 27.70.
PRYSMIAN or THE COMPANY	Prysmian S.p.A.
ISSUERS' REGULATIONS	Regulations adopted with CONSOB Resolution No. 11971 dated 14 May 1999, as amended and supplemented.
TARGET	Minimum performance conditions, below which no allocation of Shares envisaged by the Plan takes place.
TOTAL SHAREHOLDER RETURN (TSR)	The value of total shareholder return is calculated as the sum of the increase in the price of the security (over a given time frame) and the dividends per share which were paid out over the same period.
TUF-Consolidated Law on Finance	Legislative Decree No. 58/98, as amended and supplemented.

INTRODUCTION

This Information Document is a report for the Meeting convened to deliberate on the long-term incentive plan for Prysmian's management for the 2018-2020 period.

The 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 Chart 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.

Under the Plan it is expected that Company Shares will be awarded to Participants when the predetermined Performance Conditions are achieved for the three-year period from 2018 to 2020.

The validity of the Plan and its implementation are contingent upon the 100% acquisition of General Cable Corporation's share capital being completed by 31 December 2018.

The Plan consists of two elements:

1. Co-investment;
2. Performance Share.

Under the Co-Investment component it is expected that each Participant will defer and co-invest a variable portion of their Annual Bonus, if achieved, for financial years 2018, 2019 and 2020. Should the Target be achieved, the co-invested amount will be repaid in the form of Company shares, along with a premium determined on the basis of the amount that was co-invested.
Meanwhile, under the Performance Share component, it is expected that a minimum and maximum number of Shares for each Participant will be predetermined on the basis of the position held by the Participant and their salary level. The number of Shares actually allocated will depend on the extent to which the Performance Conditions are achieved.

Both elements of the Plan are contingent upon meeting the economic and financial performance conditions (target) for the three-year period 2018-2020, as represented by the Group's cumulative Adjusted EBITDA over the three years. In addition, the extent to which the target is achieved is further contingent upon two associated conditions: the Total Shareholder Return for the three-year period, and the Net Financial Position as at 31 December 2020 (the Net Financial Position is only relevant for the Performance Share component).

Therefore, the proposal to adopt 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 of the Remuneration, Nomination and Sustainability Committee to adopt the, Plan approved by the Board of Directors on 27 February 2018.

This Information Document is made available to the public at the registered office of Prysmian S.p.A., Via Chiese 6, Milan, at Borsa Italiana S.p.A., as well as on the Company website 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 addressees 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.

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 employees of companies of the Group in Italy and abroad, who are considered key staff. Key staff members identified from General Cable's management will also be included among recipients, once 100% acquisition of said Company's share capital is completed.

The maximum number of employees who will be involved in the Plan will be around 600, divided into three categories:

- *CEO:* Valerio Battista;
- *Senior Management*: category consisting of approximately 30 Participants, not yet identified by name, who hold key roles in the Group (including the Directors of Prysmian S.p.A. who hold the roles of *Chief Financial Officer*, *Chief Strategy Officer*, *Senior Vice President Business Energy Projects* and the Managers with Strategic Responsibilities);
- *Other Managers*: category consisting of approximately 570 participants, not yet identified by name, belonging to various operating and business units worldwide, selected on the basis of the role, of their potential and of their impact on the Group's results.

Participation in the Plan is voluntary.

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.

1.4 Description and numerical indications by management category for managers with strategic responsibilities (other than those already identified in paragraph 1.3) and any other categories of employees or associates for whom it is expected that a tailored version of the plan will apply (for example: executives, middle management, employees etc.)

With the exception of the recipients already listed in Paragraphs 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.

There are no categories of employees or associates for which it is expected that a tailored version of the Plan will apply, with the sole exception of participants yet to be nominated from among employees of Oman Cable Industry SAOG. Given that this company is a Prysmian Group subsidiary, performance conditions for subsidiaries will also be included in the Plan. These may replace other performance conditions of the Plan.

Nonetheless, it remains possible that new recruits (up to a maximum of 5% of total plan participants) may be included among Participants after the Initial Allocation Date. If this occurs, it will be done following methods which will be defined during the Plan's implementation phase, and the Co-Investment_rationale will remain protected as an integral component of the plan.

Moreover, during the implementation phase of the Plan, when its characteristics will be defined in detail, some of these may undergo changes aimed at guaranteeing the conformity of the Plan to the local legislation and/or currency regulations and/or its tax effectiveness and/or facilitate its implementation at local level.

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 plans

Contingent upon the 100% acquisition of General Cable Corporation's share capital being completed, Prysmian intends to launch a new long-term incentive Plan to support the integration process of the two entities.

The main objectives of the Plan are therefore:

- motivating people to achieve long-term results, thus creating value and synergies for the Group,
- developing a "one-company" identity by defining a communal performance target, and generating a strong commitment among Group management to achieve further growth targets for profitability and return on capital employed over the next three years,
- aligning the interests of management and shareholders through the use of share-based incentive schemes, thereby promoting stable shareholding of Company capital,
- guaranteeing the long-term sustainability of the Group's annual performance through the Co-Investment of part of the Annual Bonus.

The Plan received a positive recommendation from the Remuneration, Nomination and Sustainability Committee at the 19 February 2018 session. It was also reviewed by the Board of Directors on 27 February 2018, where the proposal to submit the Plan for consideration at the Shareholders' Meeting was approved.

Each Participant will be assigned a number of shares, defined by taking into account the levels of annual fixed and variable remuneration received, in order to determine for each of them a remuneration package that is coherent and balanced overall in its various components and in the instruments used (cash/equity), in line with the best market practices, also considering the position held by each Participant in the Group.

The Plan builds over a 3-year period - a length of time which is considered to be consistent with the Plan's objective to measure Group growth in value over the medium term.

2.2 and 2.2.1. Key variables, also in the form of performance indicators, considered for the purpose of allocating the plans based on financial instruments

The number of Shares actually allocated to each Participant will be determined on the basis of Performance Conditions being achieved. This applies equally to economic & financial targets and ordinary shareholder return targets.

For both components of the Plan (Co-Investment and Performance Shares) it is expected that the actual Share allocation at the end of the Performance Period will depend on the minimum Performance Condition target being achieved. This Target consists of the Group's cumulative Adjusted EBITDA for the period 2018-2020 reaching Euro 3,000 million, on a constant consolidation basis.

Furthermore, the following performance indicator ranges have been determined for the Performance Share component, in light of the current accounting standards in force:

	Performance indicators 2018-2020		
	Cumulative Adj.EBITDA* (weight 60%)	Net Financial Position Dec 2020** (weight 40%)	Distribution curves
Minimum performance (Target)	€ 3,000 m	€ 1,650 m	100
Maximum performance (Cap)	€ 3,200 m	€ 1,400 m	150

At the Initial Allocation Date each participant will be assigned a minimum and maximum number of Shares obtainable. The actual number of Shares allocated to Participants at the end of the Performance Period and within the range of Shares assigned, will be determined on the basis of the level of performance achieved in terms of Adjusted EBITDA (which accounts for 60% of Shares allocated) and Net Financial Position (which accounts for 40% of Shares allocated). Share allocations will therefore take place on the basis of a linear curve between the minimum and maximum performance levels. The actual number of Shares allocated will be within the performance range defined above, and will depend on the weighted average of cumulative Adjusted EBITDA results (60%) and Net Financial Position (40%). In the event that the Net Financial Position target is not reached, only the portion relating to cumulative Adjusted EBITDA will be considered.

Furthermore, the number of shares relating to the Performance Share component may be increased or decreased on the basis of an additional performance condition, being a comparison of Total Shareholder Return for Prysmian Group to Total Shareholder Return for the STOXX Europe 600 Industrial Goods & Services Index. Where company performance is in line with the performance of the identified index, the Total Shareholder Return will be neutral.
If company performance is 25% lower than that of the index, the total number of shares will be reduced by 25% (which in any case represents the maximum reduction even if company performance is more than 25% below that of the index). Whereas if company performance is 25% higher than the index, the total number of shares will be increased by 12.5%. This percentage represents the maximum expected increase, if the positive variance is greater than 25%. Where company performance is between -25%/0% or 0%/+25%, the percentage decrease or increase will be calculated by linear interpolation between 0 and -25% and 0 and +12.5%.

In any case, the maximum number of Shares awarded cannot exceed the maximum number of Shares initially allocated to each Participant multiplied by a factor of 12.5% (cap).

On the other hand, for the Co-Investment component of the Plan, the number of Shares allocated to a Participant will be defined on the basis of the accrued Annual Bonus amount, the Co-Investment Profile chosen by the Participant, and the Share Reference Price. This will occur at the end of the Performance Period and is contingent on the Target being achieved. The previously mentioned arrangement for Total Shareholder Return will also apply for this component.

Please note that while the Prysmian Annual Bonus system is associated with liquidity (Net Financial Position) and profitability (EBITDA) indicators at a Group level, it is associated with financial and operational indicators at a Role, Business Unit or Regional level. The system also takes into account individual targets. For 2018, a simplified scheme is planned so as to allow a faster integration of the two components, once the 100% acquisition of General Cable Corporation's share capital is complete,

2.3. and 2.3.1. Elements underlying the determination of the size of remuneration based on financial instruments, namely, the criteria for its determination

The number of Shares allocated for the Co-Investment component will depend on the amount of accrued Annual Bonus for the years 2018, 2019 and 2020, the percentage of shares deferred/co-invested (the Co-Investment profile) and the Share Reference Price. On average, the Annual Bonus represents approximately 30% of an individual's annual base salary, with variations depending on seniority, appointed role, and relative impact on results.
In particular, Participants shall, therefore, choose a specific Co-investment profile for their Annual Bonus, which will be associated with a specific risk level:

- **Basic Profile**: the Participant co-invests 25% of his/her Annual Bonus 2018, 2019, and 2020, if achieved, with the possibility, at the end of the Performance Period and should the Target be achieved, of having their co-invested bonus returned, as well as 50% of the Co-investment in the form of shares; the number of Shares to be allocated will be defined on the basis of the Share Reference Price. Should the Target not be achieved, the Participant will lose 25% of the co-invested amount, while the remaining 75% will be returned in the form of shares.
- **Balanced Profile**: the Participant co-invests 50% of his/her Annual Bonus 2018, 2019 and 2020, if achieved, with the possibility, at the end of the Performance Period and should the target level be achieved, of having their co-invested bonus returned, as well as 100% of the Co-investment in the form of shares; the number of Shares to be allocated will be defined on the basis of the Share Reference Price. Should the Target not be achieved, the Participant will lose 50% of the co-invested amount, while the remaining 50% will be returned in the form of shares.
- **Dynamic Profile**: the Participant co-invests 75% of his/her Annual Bonus 2018, 2019 and 2020,

if achieved and subject to payment, with the possibility, at the end of the Performance Period and should the Target be achieved, of having their co-invested bonus returned, as well as 150% of the Co-investment in the form of Shares; the number of Shares to be allocated will be defined on the basis of the Share Reference Price. Should the Target not be achieved, the Participant will lose 75% of the co-invested amount, while the remaining 25% will be returned in the form of shares.

As far as the Performance Share is concerned, the minimum and maximum number of Shares assigned to each Participant is defined on the basis of the role held by each Participant and in proportion to the Participant's salary as at the Initial Allocation Date.

For both components (Co-Investment and Performance Share), the Share allocations at the end of the Performance Period will be contingent on Performance Conditions being met.

2.4 Reasons underlying the possible decision to assign compensation plans based on financial instruments not issued by the financial instruments issuer, such as financial instruments issued by subsidiaries or parent companies or third-party companies as regards the group to which they belong; should the aforementioned instruments not be traded on regulated markets, information on the criteria used to determine the value which can be attributed to them

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

2.5 Evaluations regarding significant tax and accounting implications which have affected the definition of the plans

All the Participants in the Plan are employees of companies belonging to the Prysmian Group.
Upon disbursement, the amounts relating to the Plan or the value of the same Shares will be subject to the tax, social security and/or accounting legislation in effect at the time in each Country in which the Participants reside at the time of the vesting period envisaged by the Plan. Subject to legal requirements, a tax equalisation policy will be applied for expatriates so as to provide certainty on applicable taxation independently of the foreign assignment.

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 on 19 February 2018, resolved to submit this Plan for approval by the ordinary Shareholders' Meeting called on 12 April 2018 on a single call.

At the Shareholders' Meeting it will be proposed that all necessary and appropriate powers to establish and implement the Plan be conferred upon the Board. Nonetheless, the Board will only make decisions regarding the Plan (with Executive Directors who are beneficiaries of the Plan abstaining) after such matters have received a favourable recommendation from the Remuneration, Nomination and Sustainability Committee - which consists of three independent non-executive directors.

In particular and purely by way of example, after favourable recommendation by the Remuneration, Nomination and Sustainability Committee the Board of Directors may (and may also delegate the ability to): (i) identify the Participants from among the employees of the Prysmian Group and more specifically from among the members of the Board of Directors of Prysmian S.p.A. and the employees of Prysmian S.p.A. and its Italian and foreign subsidiaries, as well as determine the quantity of Shares to be assigned to each of them; (ii) amend the Performance Conditions to which the assignment of the Shares will be subject if there has been changes to the scope; (iii) establish every other term and condition for the execution of the Plan; (iv) approve the regulations governing the Plan.

3.2 Parties in charge of the administration of the Plan and their function and duties

The body responsible for the decisions referring to the Plan, with the right to sub-delegate and without prejudice to the prerogatives specific to the Shareholders' Meeting, is the company's Board of Directors, which will supervise the implementation and the operational management of the Plan. Nonetheless, decisions regarding the Plan will only be taken by the Board (with Executive Directors who are beneficiaries of the Plan abstaining) after favourable recommendation from the Remuneration, Nomination and Sustainability Committee.

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

During the implementation phase the Board of Directors will determine the Plan's regulations, and on the basis of these regulations any procedures for revising the Plan will also be established. Such determinations will only occur after favourable recommendation from the Remuneration, Nomination and Sustainability Committee.
These procedures will allow for the possibility that the Board (only after favourable recommendation from the Remuneration, Nomination and Sustainability Committee) may revise the Performance Conditions in the event of extraordinary and/or unforeseen circumstances. This includes changes to the group structure, or extraordinary strategic investments which may have significant impact on the economic and financial results or structure of the Prysmian Group.

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

The Plan anticipates the allocation, free-of-charge, of Shares. These will be newly issued Shares derived from an increase in the share capital, free of charge, through allocation of profits or revenue reserves pursuant to Article 2349 of the Italian Civil Code.

The allocation of new Shares may occur at the end of the Performance Period, provided the following conditions are met: the Participant has accepted all the rules of the Plan, among which the Co-investment of a portion of the Annual Bonus relating to 2018, 2019 and 2020, if achieved, the Participant is still an employee of the Group and the minimum Performance Conditions (Target) provided for by the Plan have been reached.

3.5 Role played by each director in determining the characteristics of the Plan; any occurrence of conflicts of interest affecting the directors concerned

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 Recipients of the Plan, 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 at the recommendation of the Remuneration, Nomination and Sustainability Committee, to be later submitted for approval by the Shareholder's Meeting.
The resolution with which the Board of Directors approved the structure of the Plan and the proposal for submitting it for the Shareholders' Meeting's approval was passed with the abstention of the Executive Directors that may participate in the Plan.

3.6 Date of the resolution taken by the body responsible for submitting the plans for approval by the Meeting and of the possible proposal by the Remuneration Committee

The Board of Directors, at the proposal made on 19 February 2018 by the Remuneration, Nomination and Sustainability Committee, 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 the instruments and the possible proposal by the Remuneration Committee to the aforementioned body.

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

3.8 Market price, recorded on the aforementioned dates, for the financial instruments on which the plans are based, if traded on regulated markets

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 Terms and modalities considered by the Issuer while identifying the timeframe for allocating instruments in the implementation of the Plan, of the possible coincidence between: i) the aforementioned allocation or any decisions taken in this regard by the remuneration committee, and (ii) 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.

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 anticipates the allocation, free-of-charge, of Shares. The Shares will be allocated at the end of the Performance Period, subject to the achievement of predetermined Performance Conditions.

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

The Plan has as reference a three-year time period (2018-2020).

4.3 Expiration of the Plan

The first identification of the Participants and the relative allocation to them of the minimum and maximum number of Shares on the basis of the Performance Share is anticipated to occur during 2018, retroactively from the Date of Initial Allocation.
The number of Shares generated through Co-Investment will be determined on an individual basis once the 2020 MBO has been finalised.
Given that the benchmark for the Plan is to meet Performance Conditions over a three-year time period (2018-2020), the Shares will be allocated in 2021.

4.4 Maximum number of financial instruments assigned each tax year, for individuals identified by name or who are in specified categories

If the Target is achieved, it is estimated that the number of Shares required will be between 2.5 and 4.7 million. This figure is influenced by participant choices on the Co-Investment profile and the actual amount of the Annual Bonuses accrued for 2018, 2019 and 2020.
If the maximum level of Adjusted EBITDA, Net Financial Position and Total Shareholder Return (Cap) is reached, it is estimated that the maximum number of Shares required will be approximately 7.5 million.
The Shares required to meet the needs of the plan will be sourced from a no cost capital increase, pursuant to Article 2349 of the Italian Civil Code, which will be proposed at the Shareholders' Meeting convened for 12 April 2018. Treasury shares held in reserves may also be used.
If the Target is reached, 4% of the total number of Shares will be allocated to the CEO, approximately 35% of total Shares will be allocated to Senior Management, and approximately 61% of total Shares will be allocated to Other Managers.

4.5 Methods and clauses of implementation of the Plan, specifying whether the effective allocation of the instruments is subject to conditions, namely to the achievement of particular results, also as regards performance; description of these conditions and results.

The allocation of the Shares relating to the Plan is subordinate to achieving the predetermined Performance Conditions as set out in point 2.2. The number of Shares allocated regarding the Performance Share component will also be linked to the level of the Performance Conditions achieved.

4.6 Availability restrictions affecting the instruments assigned, with particular reference to the timelines within which any subsequent transfer of instruments to the same company or third parties will be permitted or prohibited.

The Shares assigned to the Participants cannot be sold, disposed of, subjected to restrictions or in any other way transferred, and any sale, disposal, assignment, subjection to restrictions or transfer made violating this provision will be invalid and, in any case, will have no effect towards the Company.
For all Participants, it is expected that there will be a two-year Lock-up Period in place for the percentage of Shares allocated under the Performance Share component. In particular, the Lock-up period will affect

all Shares allocated to the CEO and Senior Management, which cannot be sold to cover social security contributions or tax owed. For Other Managers, the Lock-up period will apply to 20% of the Shares allocated.

For the CEO and Senior Management, it is expected that a further 10% of Shares allocated under the Performance Share component will be subject to a Lock-up that will remain in effect until employment with the Prysmian Group ceases.

The plan envisages Malus and Clawback clauses, which will be activated in the case of any actual circumstances that lead to the restatement of financial information for the Company (or for any other company in the group which may have an impact on the delivery of the Shares expected under the Plan) or in the case of fraud and/or deceit.
The Malus and Clawback clauses can be adapted locally so as to be compatible with local regulations.

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 would 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 allocations of the Shares relative to the Plan is subordinate, inter alia, to the condition that the Participant is an employee of the Group under normal employment relations and the actual performance of work activity. During the definition 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, according to the different local regulations.

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 arranged pursuant to Articles 2357 ff. of the Italian Civil Code

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

4.11. Any loans or other benefits for the purchase of the Shares pursuant to Article 2358 of the Italian Civil Code

No loans will be granted.

4.12. Assessment of the expected burden for the company on the date of the relevant assignment, as determined on the basis of the terms and conditions already defined, for the total amount and in relation to each individual arrangement under 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.
The administrative operating expenses of the Plan should be considered insignificant.

4.13 Any dilutive effects on the capital caused by the compensation plans

The increase in capital which will be requested at the Shareholders' Meeting convened for the execution of the Plan totals a maximum of Euro 756,281, through the issue of a maximum number of 7,562,819 new

Shares with a par value of Euro 0.10 each. As regards the dilutive effect of the operation, considering that at today's date the share capital of Prysmian is composed of 218,508,980 Shares, a maximum dilution of approx. 3.4% of the capital is estimated.

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. Should the shares not be traded on regulated markets, all information useful for a complete valuation of the value attributable to them.

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

4.16. Number of financial instruments underlying each option

Not applicable, since the Plan has as its purpose the allocation of shares.

4.17 Expiration of the options

Not applicable, since the Plan has as its purpose the allocation of shares.

4.18 Methods, timetable and clauses of exercise of the options

Not applicable, since the Plan has as its purpose the allocation of shares.

4.19 Exercise price of the option or methods and criteria for its determination

Not applicable, since the Plan has as its purpose the allocation of shares.

4.20 If the exercise price is not equal to the market price determined as indicated in the previous point (so-called fair market value), reasons for this difference

Not applicable, since the Plan has as its purpose the allocation of shares.

4.21 Criteria on the basis of which there are different exercise prices of the options for the various persons and categories of recipients

Not applicable, since the Plan has as its purpose the allocation of shares.

4.22 In the case in which the financial instruments underlying the options are not negotiated on regulated markets, indication of the value which can be attributed to the underlying instruments or the criteria for determining this value

Not applicable, since the Plan has as its purpose the allocation of shares.

4.23 Criteria for the adjustments made necessary following extraordinary operations on the capital or other operations which involve a change in the number of underlying instruments (increase in capital, extraordinary dividends, grouping or splitting of the underlying shares, merger or splitting, conversion to other categories of shares, etc.)

Should extraordinary operations on the capital be undertaken or other operations which, in any case, have a significant impact on the total amount represented by the Shares allocated to each Participant, the

Company agrees to do everything in its power, including possible changes to the Plan, so that the total amount represented by the Shares allocated is kept unchanged.

The Table attached to Chart 7 of Attachment 3A of the Issuers' Regulations will be provided with more details at the time the Shares are allocated and updated from time to time during the implementation phase of the Plan in accordance with Article 84-bis, paragraph 5 letter a) of the Issuers' Regulations.

7 of Annex 3A of the Issuers' Regulations.
COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS
Table no. 1, Chart 7 of Annex 3A of the Regulation nr.11971/1999.

Milan, 07 March 2018

Full name or category	Office	TABLE 1						
		Financial instruments other than *stock options:*						
		Section 1 Newly-assigned options based on the resolution: ☒ of the BoD submitted to the Meeting ☐ of the body responsible for the implementation of the Meeting's resolution						
		Date of the Meeting's resolution (*)	Type of financial instruments	Number of Financial instruments (**)	Date of the allocation	Potential Purchase Price of the instruments	Market price at the allocation	Vesting period
Valerio Battista	CEO - Issuer's Director	12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Massimo Battaini	Issuer's Director	12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Pier Francesco Facchini	Issuer's Director	12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Fabio Ignazio Romeo:	Issuer's Director	12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4 Directors with Strategic Responsibilities		12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Approximately 30 Senior Management		12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Approximately 570 Other Managers		12/04/2018	Ordinary Shares of Prysmian S.p.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

(*) The Ordinary Shareholders' Meeting called to consider the Plan has been convened for 12 April 2018, in a single session

(**) The number of financial instruments assigned will depend on various elements, as specified in the Information Document, such as the amount of the Individual Co-investment and the level of achievement of the Performance Conditions indicated in the Plan