

## Notice of Shareholders' Meeting

Shareholders are convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the premises of Mediobanca in Via Filodrammatici 3, Milan, on:

- **Wednesday, 16 April 2014 at 9:30 a.m. CET, in single call,**

to discuss and resolve on the following

### Agenda

#### **Ordinary session**

1. Financial statements at 31 December 2013; Directors' report and proposed allocation of net profit for the year; report by the Board of Statutory Auditors; report by the Independent Auditors; related resolutions.
2. Appointment of Director; related resolutions.
3. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholder resolution dated 16 April 2013; related resolutions.
4. Incentive plan: resolutions under article 114-bis of Italian Legislative Decree 58/98.
5. Consultation on the Prysmian Group's remuneration policies.

#### **Extraordinary session**

1. Proposal to increase the share capital free of charge, to be reserved to Prysmian Group employees for the implementation of an incentive plan, in a maximum nominal amount of Euro 536,480, through the award, under art. 2349 of the Italian Civil Code, of an equivalent maximum amount either of profit or of profit reserves, with the issue of up to no. 5,364,800 ordinary shares with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto.

Subscribed and paid-in share capital amounts to Euro 21,459,171.00, divided into 214,591,710 ordinary shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meetings. As at the present date the Company directly and indirectly owns 3,039,169 treasury shares.

#### **Attendance at the meeting**

Pursuant to art. 83-sexies of Italian Legislative Decree 58/98, all persons entitled to vote may attend the Shareholders' Meeting, or be represented according to the law, provided the Company receives a notice of shareholding from an authorised intermediary based on their records at the close of the accounting

day on Monday, 7 April 2014, being the seventh trading day before the date of the Shareholders' Meeting. Those who acquire voting rights only after this date will not be entitled to attend and vote at the Meeting. In order to facilitate confirmation of their entitlement, eligible shareholders are invited to display a copy of the notice of shareholding sent to the Company by their intermediary.

#### **Voting by proxy**

Every shareholder may be represented at the Shareholders' Meeting by giving a written power of attorney, using the proxy form available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholders' Meeting) or from the Company's registered office. The appointment of a proxy may also be notified to the Company by sending the proxy form by registered mail with proof of delivery to the registered office marked for the attention of "Prysmian S.p.A. – Corporate Affairs Office" or by sending it by email to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com). The appointment of a proxy may be notified in an electronic document bearing an electronic signature pursuant to art. 21, par. 2, of Italian Legislative Decree 82/05.

For the meeting being convened in this notice, the Company has appointed the lawyer Mr. Dario Trevisan as the Designated Representative under art. 135-*undecies* of Italian Legislative Decree 58/98. Shareholders can appoint the Delegated Representative as their proxy, free of charge, by completing and signing the form available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholders' Meeting) or from its registered office. The duly signed and completed proxy form and voting instructions must be sent by registered mail for the attention of Mr. Dario Trevisan, Viale Majno 45 - 20122 Milan, or by certified email to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it), by the close of business on Monday, 14 April 2014, being the second trading day before the date of the Shareholders' Meeting. Powers of attorney and voting instructions may be revoked within the same deadline. The power of attorney conferred upon the Company's Designated Representative cannot be exercised with regard to items on the agenda for which no voting instructions have been given.

#### **Right to submit questions before the Shareholders' Meeting:**

Pursuant to art. 127-*ter* of Italian Legislative Decree 58/98, eligible voters may submit questions on the agenda even before the Meeting, by sending them by registered mail to the Company's registered office for the attention of: "Prysmian S.p.A. – Corporate Affairs Office" or by email to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com). Questions must be received by Sunday, 13 April 2014, being the third day before the date of the Shareholders' Meeting, and must be accompanied by the intermediary's notice of proof of entitlement to vote; such proof is not required if the Company has received the intermediary's notice required to attend the Meeting. Questions received before the Shareholders' Meeting will be answered at the latest during the Meeting itself. The Company may provide a single response to questions concerning the same topic. The Company will not consider questions received after 13 April 2014 or those that are not strictly relevant to matters on the Meeting's agenda.

#### **Additions to the Agenda**

Pursuant to art. 126-*bis* of Italian Legislative Decree 58/98, shareholders who, individually or jointly, represent at least one fortieth of share capital are entitled to request, within ten days of publication of the present notice convening the Shareholders' Meeting, the addition of items to the agenda, indicating in such request the proposed additional matters for discussion, or submit proposed resolutions on items already on the agenda. The request must be submitted in writing to the Company's registered office by registered mail with proof of delivery, for the attention of: "Prysmian S.p.A. – Corporate Affairs Office" or by email to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com), and must be accompanied by the intermediary's notice proving title to the number of shares required to submit the request. This is without prejudice to the possibility for eligible voters to individually submit proposed resolutions directly at the Shareholders' Meeting itself.

Within the same ten-day timeframe, a report must be submitted using the same procedures that states

the reasons for the proposed resolutions on new matters being proposed for discussion or the reasons for the additional proposed resolutions relating to matters already on the agenda.

Any additions to the agenda or submission of additional proposed resolutions on matters already on the agenda, as well as the report prepared by the requesting shareholders accompanied by any opinions of the Board of Directors, will be published by the Company, in the legally required manner, at least fifteen days before the date of the Meeting.

Additions to the agenda are not permitted for matters on which the Shareholders' Meeting adopts, by law, resolutions proposed by the Directors or resolutions based on a proposal or report prepared by the Directors, other than those envisaged by art. 125-ter, par. 1 of Italian Legislative Decree 58/98.

#### **Documentation**

Will be publicly available from the Company's registered office (Viale Sarca 222 – 20126 Milan), from Borsa Italiana S.p.A. and on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholders' Meeting):

- as of today's date, the Board of Directors' proposals relating to items of the agenda along with the relevant reports,
- by 26 March 2014, the financial statements, corporate governance report and remuneration report.

Shareholders are entitled to examine them and obtain a copy upon request.

Milan, 13 March 2014

By order of the Board of Directors  
Massimo Tononi  
(Chairman)