# FORM FOR THE ASSIGNMENT OF PROXY TO THE DESIGNATED REPRESENTATIVE

In accordance with Art. 135-undecies of Italian Legislative Decree no. 58/1998 ("T.U.F.")

The attorney, Dario Trevisan, born in Milan on 04/05/1964, domiciled in Milan, Viale Majno no. 45 (Tax Code TRVDRA64E04F205I), who can be replaced either by Trevisan & Associati Law Firm, Viale Majno 45 Milan (Tax Code 07271340965), or by Avv. Camilla Clerici born in Genova on 19/01/1973 (Tax Code CLRCLL73A59D969J), domiciled in Milan, Viale Majno no. 45, or by Avv. Giulio Tonelli, born in La Spezia on 27/02/1979 (Tax Code TNLGLI79B27E463Q), domiciled in Milan, Viale Majno No. 45, or by Tania Scatamacchia, born in Melfi (PZ) on 28/02/1987 (Tax Code SCTTNA87B68F104C), domiciled in Milan, Viale Majno n. 45 or by Beatrice Maria Mero, born in Milan on 22/06/1987 (Tax Code MREBRC87H62F205C) domiciled in Milan, Viale Majno n. 45, or by Marco Esposito, born in Monza on 30/08/1992 (Tax Code SPSMRC92M30F704H) domiciled in Milan, Viale Majno n. 45, in his capacity as "Designated Representative" by Prysmian S.p.A. (the "Company"), in accordance with Article 135-undecies of T.U.F., proceeds with the collection of the voting proxies relative to the Ordinary and Extraordinary Shareholders' Meeting of the Company convened on:

- **Tuesday, 28<sup>th</sup> April 2020**, at **2:30 p.m.**, in single call, in Milan, Via Chiese no.6, with access from Viale Sarca no. 336, building no.20

to discuss and deliberate on the following agenda:

# **Ordinary Session**

- 1. Financial statements at 31 December 2019; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.
- 2. Allocation of net profit for the year and distribution of dividend.
- 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 5 June 2019; related resolutions.
- 4. Incentive plan: resolutions under article 114-bis of Italian Legislative Decree 58/98.
- 5. Report on Prysmian Group's remuneration policy.
- 6. Consultation on compensation paid.

# **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 1,100,000, 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. 11.000.000 ordinary shares with a nominal value of Euro 0.10 each. Revocation of the authorisation to a similar share capital increase under the shareholder resolution dated 12 April 2018 Amendment of art. 6 of the By-laws. Resolutions related thereto.

with the methods and under the terms and conditions provided in the notice of convocation published on the internet site of the Company on 20 March 2020 and, as extract, in the newspaper "*Milano Finanza*" on 21 March 2020.

It is reminded that in order to exercise the voting right by "Designated Representative" of the Company, all persons entitled to vote are required to ask the authorised intermediary managing their records, with the issuance of the notice of shareholding on the close of the accounting day of Friday, 17 April 2020 (record date).

Pursuant to Art. 135-undecies of T.U.F. the proxy and the voting instructions can be revoked by Friday, 24 April 2020 that is by the end of the second stock exchange working day preceding the date established for the meeting with the same methods scheduled for their assignment.

Please note that for those who did not make use of the proxies pursuant to art. 135-undecies of the T.U.F., the common representative may be granted proxies and/or sub-proxies pursuant to art. 135-novies of the T.U.F. as specified in the notice of meeting.

The granting of the proxy and voting instructions by signing this form does not involve any expense for the grantor.

Mr. Dario Trevisan declares that there do not exist either against him, or against any of his possible replacements, situations of conflict of interest pursuant to Art. 135-decies of T.U.F.

# PROXY FORM

(Section to be notified to the company through the designated representative)

The undersigned (name/personal						
information of the person who has the right to vote) born in on						
, resident in (city),						
Via/Piazza (address),						
tax code						
Information to be completed at the delegator's discretion						
- Communication No (reference to the communication provided by the broker)						
- Possible identification codes						
- Contact information where he/she can be reached by the Designated Representative:						
Tel: e-mail address						
• delegates Avv. Dario Trevisan, born in Milan on 04/05/1964, domiciled in Milan, Viale Majno no. 45 (Tax						
Code TRVDRA64E04F205I), who can be replaced either by Trevisan & Associati Law Firm, Viale						
Majno 45 Milan (Tax Code 07271340965), or by Avv. Camilla Clerici born in Genova on						
19/01/1973 (Tax Code CLRCLL73A59D969J), domiciled in Milan, Viale Majno no. 45, or by						
Avv. Giulio Tonelli, born in La Spezia on 27/02/1979 (Tax Code TNLGLI79B27E463Q),						
domiciled in Milan, Viale Majno No. 45, or by Tania Scatamacchia, born in Melfi (PZ) on						
28/02/1987 (Tax Code SCTTNA87B68F104C), domiciled in Milan, Viale Majno n. 45 or by						
Beatrice Maria Mero, born in Milan on 22/06/1987 (Tax Code MREBRC87H62F205C)						
domiciled in Milan, Viale Majno n. 45, or by Marco Esposito, born in Monza on 30/08/1992 (Tax						
Code SPSMRC92M30F704H) domiciled in Milan, Viale Majno n. 45 (hereinafter each of them						
called "Designated Representative"), to participate and vote in the above general meeting as per						
instructions given with reference to no shares registered in the Securities Account no at (custodian broker) National						
Bank Code (ABI) Bank Routing Code (CAB)						
Bank Code (191)						
• declares						
To be aware of the possibility that the proxy to the Designated Representative may contain voting						
instructions even on only some of the deliberation items on the agenda and that, in this hypothesis, the						
vote will be exercised only for the proposals relative to which voting instructions have been granted;						
To be aware of the fact that the Designated Representative, should unknown circumstances arise or in						
case of modification or integration of the proposals submitted during the meeting, can express, if						
specifically authorized, a vote different than the one indicated in the instructions only if he/she finds						
himself/herself in one of the conditions of conflict of interest listed in Article 135-decies of the Italian						
Legislative Decree no. 58/1998;  To also be aware of the fact that, without the aforementioned authorization, the shares for which proxy						
- even partial - has been granted are in any case counted to determine whether the meeting is duly						
formed and that, relative to the proposals for which voting instructions have not been granted, the						
shares of the shareholder are instead not counted to calculate the majority and the quota of capital						
required for the approval of the resolutions.						
Attaches to this proxy form a copy of a valid identity document.						
If the form is signed by someone other than the holder of the shares						
The undersigned signs this proxy						
in the capacity of (check the appropriate box):						
□ secured creditor □ custodian						
□ contango broker □ manager						
□ usufructuary □ legal representative or representative with power of sub-proxy						
Date Signature						

#### Regulations cited in the proxy form and in the form of instructions

# Art. 135-decies of Italian Legislative Decree No. 58/1998 – Conflict of interest of the representative and the substitutes

- 1. The assignment of a proxy to a representative in conflict of interest is allowed provided the representative informs the shareholder in writing of the circumstances from which this conflict arises and provided there are specific voting instructions for each resolution relative to which the representative must vote on behalf of the shareholder. The burden of proof that the shareholder has been informed of the circumstances creating the conflict of interest lies with the representative. Article 1711, second subsection of the Italian Civil Code does not apply.
- 2. For the purposes of this article, there remains in any case a conflict of interest where the representative or the substitute:
- a) Controls, even jointly, the company or is controlled by it, also jointly, or is subject to joint control with the company;
- b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
- c) Is a member of the administrative or control body of the company or of the subjects listed in letters a) and b);
- d) Is an employee or an auditor of the company or of the subjects indicated in letter a);
- e) Is the spouse, relative or relative-in-law within fourth degree of the subjects indicated in letters a) to c);
- f) Is linked to the company or to the subjects indicated in letters a), b), c) and e) by independent or subordinate relationships of work or by other relationships of a financial nature which compromise his/her independence.
- 3. The replacement of the representative with a substitute in conflict of interest is allowed only if the substitute has been recommended by the shareholder. In this case paragraph 1 applies. The obligations of communication and the relative burden of proof remain the responsibility of the representative.
- 4. This article also applies in the case of transfer of the shares by proxy.

# <u>Art. 135-undecies of Italian Legislative Decree No. 58/1998 – Representative designated by the company with listed</u> shares

- 1. Unless the articles of association provide otherwise, the companies with listed shares designate for each meeting a subject to whom the shareholders can grant, by the end of the second stock exchange working day preceding the date established for the meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the items on the agenda. The proxy is only valid for the individual proposals relative to which voting instructions have been granted.
- 2. The proxy is granted through the signing of a proxy form, the content of which is regulated by Consob with regulations. The assignment of the proxy does not entail any expenses for the shareholder. The proxy and the voting instructions can always be revoked by the deadline indicated in paragraph 1.
- 3. The shares for which the proxy, even partial, has been granted are counted to determine whether the meeting is duly formed. Relative to the proposals for which no voting instructions were granted, the shares are not counted to calculate the majority and the quota of capital required for the approval of the resolutions.
- 4. The person designated as representative is required to communicate any interest which, on his own behalf or of third parties, he/she has relative to the proposals of resolution on the agenda. He/she also maintains the confidentiality of the contents of the voting instructions received up to start of the counting, barring the possibility of notifying this information to his own employees and assistants, who are subject to the same duty of confidentiality. The party appointed as representative may not be assigned proxies except in compliance with this article
- 5. With the regulations listed in paragraph 2, Consob can establish the cases in which the representative who does not come under any of the conditions listed in Article 135-decies can express a vote different than the one indicated in the instructions.

#### Art. 2393 Italian Civil Code - Directors' liability action

- 1. The liability action against the directors is filed following resolution of the meeting, even if the company is in liquidation.
- 2. The resolution concerning the liability of the directors can be adopted at the time of the discussion of the financial statements, even if it is not included in the list of subjects to be dealt with, when it concerns events pertinent to the financial year to which the financial statements refer.
- 3. The liability action can also be presented following deliberation of the Board of Auditors, passed with a two-thirds majority of its members.
- 4. The action can be exercised within five years from the expiry of the director's term of office.
- 5. The resolution regarding the liability action involves the revocation from office of the directors against whom it is filed, provided it is taken with the favourable vote of at least one fifth of the share capital. In this case, the meeting takes care of replacing the directors.
- 6. The company can waive the exercise of the liability action and reach an agreement, provided the waiver and the agreement are approved with express resolution of the meeting, and provided there is not opposing vote of a minority of shareholders who represent at least one fifth of the share capital or, in the companies who use the risk capital market, at least one twentieth of the share capital, or the extent provided for in the Articles of Association for the exercise of the directors' liability action in accordance with the first and second paragraphs of Article 2393-bis.

# **VOTING INSTRUCTIONS**

(Section containing information only intended for the Designated Representative – Check the selected boxes)

The undersigned	(name/personal	information)	delegates	the Designated	Representative	to vote
according to the following voting instructions at the Ordinary and Extraordinary S	Shareholders' Me	eeting of Prysi	mian S.p.A	convened for:		

- Tuesday, 28th April 2020, at 2:30 p.m., in Milan, Via Chiese no.6, in single call, with access from Viale Sarca no. 336, building no.20
- N.B. Relative to the different resolutions, the delegator has the right to check only one box in each column; in case of ambiguous vote, the Designated Representative will not consider the voting instruction valid, and as a result the shares of the delegator will not be counted for the purposes of calculating the majority and the quota of capital required for the approval of the resolutions. In Column C, in case of option for the modification of the voting instructions provided in Column A, the delegator is asked to indicate the mover of the modification/integration for which he/she intends to vote in favour; in this case his/her vote will be understood as abstention relative to any other possible proposal of modification/integration.

	Column A Deliberatio submitted t vote <sup>(2)</sup>	ons	Column B In case of unknown circumstances at the time the proxy was issued <sup>(3)</sup>		
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9; Directors' Auditors; s. (1)			I confirm the instructions sub Column A	I revoke the instructions sub Column A <sup>(2)</sup>	
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t 31 Boz ndep	Opposed		I modify the instructions sub Column A and vote against	I modify the instructions sub Column A and vote against	
	Abstained		I modify the instructions sub Column A and vote and abstain	all the proposals of modification/integration	П
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		I revoke the instructions sub Column A <sup>(2)</sup>		I modify the instructions sub Column A and vote in favour	
In Favour		I modify the instructions sub Column A and vote in favour		shareholder	
Opposed		I modify the instructions sub Column A and vote against		I modify the instructions sub Column A and vote against	
Abstained		I modify the instructions sub Column A and vote and abstain			
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Abstained		I modify the instructions sub Column A and vote and abstain	П	all the proposals of modification/integration	
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neration		I revoke the instructions sub Column A <sup>(2)</sup>		I modify the instructions sub Column A and vote in favour	
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- (1) There do not exist personal or third party interests of the Designated Representative or of any of his/her possible substitutes relative to the proposal of deliberation sub Column A.
- Pursuant to Article 135-undecies, paragraph 3 of Italian Legislative Decree No. 58/1998, "The shares, for which proxy was granted, even partial, are counted to determine whether the meeting is duly formed. As regards the proposals for which no voting instructions were granted, the shares of the shareholder are not counted to calculate the majority and the quota of capital required for the approval of the resolutions".
- Where circumstances of significance arise, unknown at the time the proxy was issued, which cannot be communicated to the delegator, it is possible to choose: (i) the confirmation of the voting instruction already expressed; (ii) the modification of the voting instruction already expressed; (iii) the revocation of the voting instruction already expressed; (iv) the authorization to the Designated Representative to express a vote different than the one indicated in Column A of these instructions should the circumstances which have arisen make it reasonable to assume that the delegator, if he had known them, would have changed the voting instructions in that sense. Where no choice is made, the voting instructions sub Column A will be considered confirmed.

e	expressed; ( authorizatio	ii) the modification of the voting instruction	The deliberation proposals submitted to the meeting occur, it is possible to choose: (i) the confirmation of the voting instruction already on already expressed or the conferment of the voting instruction; (iii) the revocation of the voting instruction already expressed; (iv) the ess a vote different than the one indicated in Column A of these instructions. Where no choice is made, the voting instructions sub Column
		• • • •	accordance with Art. 2393, paragraph 2 of the Italian Civil Code by shareholders during the approval of the financial nated Representative to vote as follows:
In F	Favour		
Opp	posed		
Abs	stained		
Dat	te		Signature

#### Privacy policy

Pursuant to art. 13 of the regulation(eu) 2016/679 ("on the protection of natural persons with regard to the processing of personal data and on the free movement of such data")

With reference to the personal data, Avv. Dario Trevisan – as Appointed Representative of the Issuer – will get in carrying out its activities in Your favor, we wish to inform You of the following.

#### **Data Controller**

The data controller is Avv. Dario Trevisan, c.f. TRVDRA64E04F205I, domiciled in Milano, viale Majno n. 45. You can contact the Data Controller at the following email address: mail@trevisanlaw.it

#### **Data Processing purpose**

Data contained in the Appointed Representative format will be processed for the following purposes:

- a) execution of the assignment received, or for the fulfillments regarding the representation in the shareholders' meeting and the expression of votes on Your behalf, according to the instructions received;
- b) fulfilling legal obligations.

# Legal basis of Data Processing

Data Processing has the following legal basis:

- fulfillment of contractual obligations, as arising from the assignment received;
- fulfillment of a legal obligation to which the Data Controller is subject, even with the Issuer or supervisory authorities or bodies.

#### Source of Personal Data

Personal Data is collected directly from You or from public or private archives.

#### **Data Processing methods**

Data Processing will consist in the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, broadcast or any other form of provision, comparison or interconnection, limitation, cancellation and destruction of Data. Data Processing can be carried out by the Data Controller and / or by people authorized by him, with or without the use of electronic or automated means.

Personal Data is processed lawfully, correctly and transparently, in the manner and for the above-mentioned purposes, as well as in compliance with the legislation on privacy and the obligations of professional confidentiality.

#### Data retention period

In compliance with the principles of lawfulness, limitation and Data minimization purposes, Data will be kept for the period of completion of the assignment received and, subsequently, for the time the Data Controller is subject to retention obligations for fiscal, administrative purposes or in any case required by law.

### Nature of Data provision and consequences of eventual refusal.

With reference to the purposes reported in point a) of the paragraph "Processing Data purpose", data provision is not mandatory, but it is strictly necessary for the purpose of carrying out the task received. Any refusal to provide such data would make it impossible for the Data Controller - as appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent. With reference to the purposes reported in point b), data provision is mandatory. Failure to provide data would make it impossible for the Data Controller

- as appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

### Personal Data communication and dissemination

Data will be made accessible for the above-mentioned purposes, before, during and after the Shareholders' Meeting of the Issuer.

Employees and collaborators of the Data Controller, specifically authorized to treat them, may access data as well as the Issuer for the fulfillment of legal obligations, including the preparation of the minutes of the meeting and the updating of the shareholders' register. Data can be communicated to all those public and private subjects to whom the communication is necessary for the fulfillment of a legal obligation, or on the basis of instructions given by authorities legitimated by the law or by supervisory and control authorities, as well as for purposes strictly connected and related to the execution of the assignment received concerning the representation in the shareholders' meeting and the expression of votes.

#### Data transfer abroad

Data could be transferred to EU countries or to third countries for the purposes of the processing.

### Rights of the Data Subject.

You have the right to request the Data Controller at any time:

- confirmation whether Your personal data has been processed or not, in which case You will be granted to access to the following information: (i) processing purpose, (ii) categories of data processed, (iii) recipients or categories of recipients to whom data has been or will be communicated, in particular, if recipients of third countries or international organizations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing (right of access);
- rectification of inaccurate personal data, or the integration of incomplete one (right of rectification)
- erasure of personal data in the event of (i) opposition to the processing in the absence of any other our legitimate prevailing reason for proceeding with the treatment itself; (ii) unlawful processing; (iii) compliance with a legal obligation; unless the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfillment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, for archiving in public interest, scientific or historical research or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation into anonymous form or blocking of data processed in violation of the law (**right to be forgotten**);
- restriction of processing in the event of (i) contesting the accuracy of the same for the period necessary for us to verify its accuracy; (ii) unlawful processing with the request of the Data Subject to restrict the processing and not to erase; (iii) Data Subject's need of the personal data to ascertain, exercise or defend a right before the courts; (iv) opposition to Data Processing pending verification regarding the possible prevalence of our legitimate reasons with respect to Yours (limitation right).

You also have the right to submit complaints to the competent supervisory authority (in italy, the italian data protection authority) if You believe that the Data Processing is in violation of the privacy legislation.

In order to exercise Your rights, as well as for any information, You can send an email to mail@trevisanlaw.it