

**PRYSMIAN S.p.A.**

**SHAREHOLDERS' MEETINGS REGULATIONS**

**Item I**

**PRELIMINARY PROVISIONS**

**Article 1 – Scope**

1. These regulations shall be applied at the time and for the period the ordinary shares or any other categories of shares then existing in Prysmian S.p.A. are listed for trading on a regulated market within the European Union, and govern the proceedings of the ordinary and extraordinary general shareholders' meetings and, insofar as they are compatible, the special meetings of specific categories of shareholders or bondholders of the company.

2. These regulations will remain in force until they are amended or replaced by resolution approved by the Ordinary Shareholders' Meeting. Accordingly, prior to the commencement of proceedings, each Shareholders' Meeting may resolve to refrain from applying the provisions of these regulations, in whole or in part, with effect limited to that specific Shareholders' Meeting.

3. For matters not expressly disciplined herein, reference is made to provisions of the law and the Bylaws regarding the shareholders' meetings.

**Item II**

**CONSTITUTION OF THE MEETING**

**Article 2 - Right to speak, Participation and Attendance at the Meeting**

1. Shareholders with the right to speak under the Bylaws and other parties holding voting rights as well as proxy-holders of parties entitled to exercise voting rights, may take part in shareholders' meetings.

2. At the invitation of the Chairman, executives and employees of the company or other Group companies are allowed to participate in the Shareholders' Meeting, as are observers whose attendance is deemed useful by the Company for the proceedings or for the debate.

3. Subject to prior agreement of the Chairman, the General Meeting can be attended by experts, financial analysts, accredited journalists, representatives of the independent auditors, who have made timely application to the Company for permission to attend, reasonably in advance of the scheduled date of the Shareholders' Meeting.

Upon being identified, they may access the venue of the Shareholders' Meeting, after obtaining an entry pass and shall take their places in a specific reserved area.

4. Before illustrating the items on the agenda, the Chairman shall inform those in attendance about participation or presence at the meeting of any of the persons mentioned in paragraphs 2 and 3 of this article.

### **Article 3 – Checking of Entitlement to Participate at General Meetings, Access to and Departure from the Venue of the Shareholders' Meeting**

1. Checking of entitlement to participate at general meetings shall commence, at the venue of the General Meeting, at least two hours prior to the scheduled time of commencement of the Meeting in question, unless otherwise stated in the notice of calling.

2. Persons with the right to participate in the Shareholders' Meeting must provide company staff with documentary personal identification and the certificates indicated in the notice of calling, at the entrance to the venue of the Shareholders' Meeting. Company staff shall issue a specific document that the said persons are required to preserve through the duration of the Shareholders' Meeting.

Shareholders who for any reason leave the rooms where the meeting is being held shall register their exit with the staff at the entrances.

3. In order to facilitate checking of entitlement to participate at general meetings, Shareholders may forward evidence of their entitlement to the Company Secretary, in the manner and by the deadlines set forth in the notice of calling.

4. In order to facilitate checking of their powers of representation, the legal representatives or proxy-holders of Shareholders and other holders of voting rights may forward evidence of their entitlement to the Company Secretary, in the manner and by the deadlines set forth in the notice of calling.

5. Unless otherwise resolved by the General Meeting's Chairman, it is not allowed to use any photographic or video equipment, or similar devices, nor any kind of recording and mobile phone devices in the rooms hosting the Shareholders' Meeting. In authorizing the use of said equipment, the Chairman shall also establish related conditions and restrictions.

#### **Article 4 – Constitution of the Meeting and Commencement of Proceedings**

1. At the time established in the notice of calling, the person entrusted with such task pursuant to the Bylaws, shall assume chairmanship of the Shareholders' Meeting.

2. The Chairman is assisted by a secretary. In extraordinary shareholders' meetings, a notary public is called upon to act as secretary.

The secretary and notary may be assisted by staff enjoying their trust, and may use recording devices only as personal aids in the preparation of the minutes.

3. The Chairman may avail of the assistance of persons authorized to participate in the General Meeting, including by entrusting the same with the task of illustrating items on the agenda, and answering questions raised on specific issues.

4. For the purposes of managing voting procedures, the Chairman may appoint one or more scrutinizers, who need not necessarily be shareholders, and set up an Office of the Chair.

5. To maintain order, the Chairman shall avail of auxiliary staff, specifically appointed for such purpose, and duly identified as such by appropriate identification badges.

6. The Chairman, also at the request of staff members, shall resolve any and all disputes with regard to the entitlement of attendees to participate in the General Meeting.

7. The Chairman shall give notice of the number of Shareholders in attendance, distinguishing between those attending pursuant to powers of representation, and proxy-holders. Having ascertained that the Shareholders' Meeting is validly in session, the Chairman begins proceedings.

8. Should the functional quorum of the Shareholders' Meeting not be met, after 30 minutes following the scheduled time of the commencement of the Shareholders' Meeting, the Chairman shall give notice thereof and postpone the debate on the items on the agenda to the date of the subsequent calling of the Shareholders' Meeting.

### **ITEM III THE DISCUSSION**

#### **Article 5 – Agenda**

1. The Chairman or, upon the Chairman's invitation, persons assisting him/her as provided for in art. 4(3) of these regulations, illustrate the items on the agenda and the proposals submitted for approval by the General Shareholders' Meeting. The Chairman may change the order of discussion of the items on the agenda, as listed in the notice of calling, or decide to combine all or some of the items on the agenda.

#### **Article 6 – Speeches and Replies**

1. The Meeting's Chairman directs the discussion, giving the floor to the Directors, the Statutory Auditors and the Shareholders who have requested to speak.

2. Shareholders entitled thereto have the right to speak on each one of the issues placed up for discussion only once, making comments, requesting information and putting forward proposals. The floor may be requested until the Chairman declares the debate on the related item closed.

3. Those who requested the floor, shall be entitled to a brief reply.

4. The Chairman shall establish the procedures for requesting the floor and the order in which such requests are to be granted.

5. In order to allow the Chairman, and at the latter's request, those who assist him/her, to provide more exhaustive responses to issues raised, Shareholders shall be entitled to submit to the Board of Directors written notes setting forth the items on which they intend to request the floor, even before the Shareholders' Meeting is constituted.

6. The Chairman or, upon the Chairman's invitation, persons assisting him/her as provided for in art. 4(3) of these regulations, reply to the speeches, after all of the items on the agenda have been addressed, or after each single speech.

7. At the invitation of the Chairman, the Members of the Board of Directors, the Statutory Auditors and the persons attending the Meeting pursuant to article 2(2) are allowed to take the floor during the discussions, also to meet all requests for clarification.

8. In light of the subject-matter and significance of the items presented for discussion, as well as the number of attendees requesting the floor, the Chairman shall establish in advance the time assigned for making oral representations and providing responses, with a view to ensuring that the proceedings may be contained within a single session of the Shareholders' Meeting. The Chairman shall invite the person holding the floor to conclude, just before the expiry of the time set aside for their speech/reply.

9. Once all the speeches, responses and any and all of the replies have been given, the Chairman declares the discussion closed.

#### **Article 7 – Suspension of the Proceedings**

1. During the Meeting, the Chairman, when he/she deems necessary, may suspend the proceedings for a short period of time not exceeding two hours, explaining his/her decision.

#### **Article 8 – Powers of the Chairman**

1. In order to ensure that the proceedings are properly conducted and all participants are allowed the exercise of their rights, the Chairman may deny the floor whenever a participant speaks without having been given the floor or continues to speak beyond the maximum allotted time, established by the Chairman.

2. The Chairman may take back the floor, after due warning, in the case where the participant holding the floor clearly deviates from the item under discussion.

3. The Chairman may deny the floor whenever the participant says phrases or adopts improper, threatening or injurious attitudes, and if incites violence or disorder.

4. Should one or more participants prevent others from participating in the discussion or, through their behavior disrupt the proceedings of the Shareholders' Meeting, the Chairman shall call the said participants to order and to compliance with these regulations.

Should such call to order go unheeded, the Chairman may order the said participants to be removed from the Meeting for the entire duration of the discussion.

#### **ITEM IV**

#### **VOTING**

##### **Article 9 – Preliminary Operations**

1. Before the commencement of voting, the Chairman shall readmit to the General Meeting any and all Shareholders who were excluded pursuant to article 8 of these regulations.

2. The Chairman may direct that a poll be taken on each item of the agenda after the end of the discussion concerning that item, or after all or some of the items on the agenda have been addressed.

##### **Article 10 – Voting**

1. Before opening the discussion, the Chairman shall establish procedures for the casting, recording and counting of votes and may fix a maximum time limit by which votes must be cast. Votes cast in a manner that is not compliant with the procedures described by the Chairman

shall be deemed null and void.

2. At the end of voting, the votes are counted, following which, the Chairman, including through the secretary or the notary public, shall declare the results of the ballot to the Shareholders' Meeting.

3. Dissenting and abstaining Shareholders must provide their names to the relevant staff members.

#### **ITEM V**

#### **CLOSURE OF THE SHAREHOLDERS' MEETING**

##### **Article 11 - Closure of Proceedings**

1. Upon completion of the discussion of the items on the agenda, the relevant voting and the notification of the outcome, the Chairman shall declare the meeting closed.

#### **ITEM VI**

#### **FINAL PROVISIONS**

##### **Article 12**

1. In addition to the provisions contained in these regulations, the Chairman may take all measures he/she deems fit to ensure that the proceedings are properly conducted and all participants are allowed the exercise of their rights.