First Supplement dated 3 November 2026 to the EMTN Programme Base Prospectus dated 17 September 2026

PRYSMIAN S.P.A.
(*incorporated as joint stock company in the Republic of Italy*)
€4,000,000,000
Euro Medium Term Note Programme

This supplement (the "**Supplement**") to the €4,000,000,000 EMTN Programme Base Prospectus dated 17 September 2026 (the "**EMTN Programme Base Prospectus**"), constitutes a supplement to the EMTN Programme Base Prospectus pursuant to Article 23(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and is prepared in connection with the €4,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Prysmian S.p.A. (the "**Issuer**"). Terms defined in the EMTN Programme Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the EMTN Programme Base Prospectus.

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the "**CSSF**"), as competent authority under the Prospectus Regulation. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the CSSF should not be considered as an endorsement of the Issuer or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

The CSSF assumes no responsibility for the economic and financial soundness of the transactions contemplated by this Supplement or the quality or solvency of the Issuer. Application has been made to the Luxembourg Stock Exchange for Notes issued under the Programme to be admitted to trading on the Luxembourg Stock Exchange's regulated market and to be listed on the Official List of the Luxembourg Stock Exchange.

In addition, pursuant to Article 25 of the Prospectus Regulation, the Issuer has requested the CSSF to issue a certificate of approval of this Supplement, together with a copy of this Supplement, to the *Commissione Nazionale per le Società e la Borsa* (CONSOB) in its capacity as competent authority in Italy.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

With effect from the date of this Supplement, the information set out in, or incorporated by reference into, the EMTN Programme Base Prospectus shall be amended and/or supplemented, as the case may be, in the manner described below.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to:

(a) delete and replace certain risk factors in the sub-section of the EMTN Programme Base Prospectus headed "*Factors that may affect the Issuer's ability to fulfil its obligations under notes issued under the Programme*" in the section headed "*Risk Factors*";

(b) supplement the section of the EMTN Programme Base Prospectus headed "*Documents Incorporated by Reference*";

(c) delete and replace certain sub-sections in the section of the EMTN Programme Base Prospectus headed "*Description of the Group*";

(d) delete and replace certain sub-sections in the section of the EMTN Programme Base Prospectus headed "*Description of the Issuer*"; and

(e) delete and replace the sub-paragraph "*Significant or Material Change*" set out in the section "*General Information*" of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the EMTN Programme Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the EMTN Programme Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the EMTN Programme Base Prospectus has arisen or been noted, as the case may be, since the publication of the EMTN Programme Base Prospectus.

Copies of this Supplement and all documents incorporated by reference in the EMTN Programme Base Prospectus can be viewed on the website of the Luxembourg Stock Exchange at *www.luxse.com/* and on the website of the Issuer at *https://www.prysmian.com/en/documents*.

RISK FACTORS

1. *At page 9 of the EMTN Programme Base Prospectus, in the section "Risk Factors" under the sub-section "Factors that may affect the Issuer's ability to fulfil its obligations under notes issued under the Programme", at the Risk Factor entitled "Prysmian faces risks associated with sources of financing", the information below deletes and replaces the first, second and third paragraphs (i.e. from and including " As at 30 June 2026, Prysmian's total available financial resources amounted to…" to and including "…Term Loan in bullet (vii) above has been repaid and terminated.)":*

   "As at 30 September 2026, Prysmian's total available financial resources amounted to Euro 4,157 million, comprising total financial assets of Euro 2,957 million and undrawn committed credit lines for Euro 1,200 million.

   Prysmian's main sources of financing as of 30 September 2026 are the following: (i) a five year loan (with option to extend to six and seven years) of Euro 1,500 million from syndicate of leading Italian and international banks, entered into by the Issuer on 24 July 2026, and drawn down in full on 31 July 2026, (ii) a five-year Term Loan of USD 1,070 million related to the Encore Wire acquisition from a syndicate of primary banks (entered into by the Issuer in June 2024), (iii) a five-year revolving credit facility for Euro 200 million from Unicredit (entered into by the Issuer in December 2025), (iv) a seven-year revolving credit facility for Euro 1,000 million from a syndicate of leading banks (entered into by the Issuer in June 2023), (v) a six-year loan of Euro 120 million from CDP (entered into by the Issuer in March 2023), (vi) a five-year loan of Euro 75 million from CDP (entered into by the Issuer in March 2026), (vii) a seven year loan of Euro 135 million from the European Investment Bank (EIB) (entered into by the Issuer in February 2022), (viii) an eight-year loan for a total amount of Euro 387 million from the EIB with a first drawdown by the Issuer in August 2024 for Euro 198 million, a second drawdown in July 2025 for Euro 145 million and a third drawdown in July 2026 for Euro 44 million, (ix) a loan for a total amount of Euro 300 million from the EIB with a first drawdown by the Issuer in December 2025 for Euro 200 million and a second drawdown in February 2026 for Euro 100 million, with the repayment scheduled in a lump sum 8 years from the date of disbursement, (x) a five-year loan of Euro 150 million from Unicredit (entered into by the Issuer in December 2024), (xi) a five-year loan of Euro 150 million from Mediobanca (entered into by the Issuer in December 2024), and (xii) Euro 1,500 million unsecured senior notes rated "BBB–" by Standard & Poor's and composed by a four-year tranche of Euro 850 million due on 28 November 2028, with a fixed annual coupon of 3,625%, and a seven-year tranche of Euro 650 million due on 28 November 2031, with a fixed annual coupon of 3,875%.

   Furthermore, on 19 October 2026, Prysmian S.p.A. has drawn down new financing facilities totaling approximately Euro 2,650 million to support the Atkore Acquisition (defined below). Such facilities comprise two bridge loans totaling Euro 2,150 million, maturing 18 months from the drawdown date, with an option to extend for an additional six months, and a US$ 560 million term loan with a five-year maturity."

2. *At pages 14-15 of the EMTN Programme Base Prospectus, in the section "Risk Factors" under the sub-section "Factors that may affect the Issuer's ability to fulfil its obligations under notes issued under the Programme", at the Risk Factor entitled "Risks related to acquisitions and disposals", the information below deletes and replaces the fourth, fifth, sixth and seventh paragraphs (i.e. from and including "Furthermore, the process of integration of any acquired business may require additional investment…" to and including "In addition, Prysmian may have to incur additional debt to finance acquisitions.":*

   "Furthermore, the process of integration of any acquired business may require additional investment and expense and may be more complex, costly and time-consuming than anticipated, including where the acquired business operates in different jurisdictions and is subject to different legal and regulatory frameworks. As a result, Prysmian may fail to achieve its strategy and/or the intended benefits of any acquisition or fail to do so within the period initially envisaged. In addition, Prysmian may have to incur additional debt to finance acquisitions.

   Any of the foregoing could have a negative impact on the business prospects, revenues, results of operations and financial condition of Prysmian and have a consequential adverse impact on the market value of the Notes and/or on the Issuer's ability to fulfil its obligations under the Notes.

   On 3 August 2026, Prysmian announced that it has entered into a definitive merger agreement to acquire Atkore Inc (**Atkore**), a US-based leader in electrical and infrastructure solutions, for $95 per share in cash, implying an Enterprise Value[1] of approximately $3.8 billion (€3.3 billion[2]) (the **Atkore Acquisition**). For information on the Atkore Acquisition please see "*Description of the Group—Recent Developments—Acquisition of Atkore*", and see the section "*Documents Incorporated by Reference*" for the incorporation by reference of the press release of Prysmian dated 3 August 2026 in respect of the Atkore Acquisition. On 19 October 2026, Prysmian announced the completion of the Atkore Acquisition, and confirmed that Atkore will be fully consolidated for the purposes of Prysmian's financial results, starting from November 2026."

[1] Enterprise Value means the total value of the business, comprising its equity value and net indebtedness

[2] Based on a 1.15 USD/EUR exchange rate

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the EMTN Programme Base Prospectus entitled "Documents Incorporated by Reference" on pages 32 to 33:

(e) the English translation of the interim condensed consolidated financial statements of the Issuer as of and for the nine months ended 30 September 2026 (available at: https://www.prysmian.com/sites/www.prysmian.com/files/media/documents/investors/Third-Quarter-Financial-Report-as-of-September-30-2026_0.pdf) including the information set out at the following pages in particular:

Prysmian Performance and Results	Pages 19-22
Prysmian Statement of Financial Position	Pages 30-34
Alternative Performance Indicators	Page 35-38
Consolidated Statement of Financial Position	Page 45
Consolidated Income Statement	Page 46
Consolidated Statement of Comprehensive Income	Page 46
Consolidated Statement of Changes in Equity	Page 47
Consolidated Statement of Cash Flows	Page 48
Explanatory Notes	Pages 49-103

DESCRIPTION OF THE GROUP

1. *At pages 88-89 of the EMTN Programme Base Prospectus, in the section "Description of the Group" under the sub-section "RECENT DEVELOPMENTS", the information below deletes and replaces the paragraph entitled "Acquisition of Atkore:*

"**Acquisition of Atkore**

On 3 August 2026, Prysmian announced that it had entered into a definitive merger agreement to acquire Atkore Inc. (**Atkore**), a US-based leader in electrical and infrastructure solutions operating worldwide, for $95 per share in cash implying an Enterprise Value[3] of approximately $3.8 billion (€3.3 billion[4]) (the **Atkore Acquisition**). On 19 October 2026, Prysmian announced the completion of the Atkore Acquisition, and confirmed that Atkore will be fully consolidated for the purposes of Prysmian's financial results, starting from November 2026. The Atkore Acquisition is intended to expand Prysmian's product and service offering in North America and broaden its portfolio with complementary electrical infrastructure products, further enhancing the Group's exposure to long-term structural growth trends in electrification and data-centre investment, and creating a leading integrated electrical infrastructure solutions provider able to serve customers more comprehensively through complementary products, an expanded commercial offering and deeper customer relationships. See the section "*Documents Incorporated by Reference*" for the incorporation by reference of the press release of Prysmian dated 3 August 2026 in respect of the Atkore Acquisition. See also "*Risk Factors—Factors that may affect the Issuer's ability to fulfil its obligations under the Securities—Risks related to the Issuer's and Prysmian's business activities and industry—Risks related to acquisitions and disposals*". On 10 September 2026, Prysmian's board of directors resolved to increase the Issuer's share capital, with exclusion of pre-emptive rights, for a maximum total amount of Euro 850,000,000 (the **2026 Capital Increase**), with net proceeds to be used to partially fund the Atkore Acquisition. The 2026 Capital Increase was priced on 11 September 2026 through an accelerated bookbuilding offering to qualified and/or institutional investors, resulting in the issue of 7,024,793 new ordinary shares at an offer price of Euro 121.00 per share, for a gross amount of approximately Euro 850,000,000, with settlement, and issuance of the new shares, due on 15 September 2026. As the Atkore Acquisition is being funded through a mix of debt and equity, the 2026 Capital Increase represents the equity component thereof."

2. *At pages 94-95 of the EMTN Programme Base Prospectus, in the section "Description of the Group" under the sub-section "SOURCES OF FUNDING", the information below deletes and replaces the first, second and third paragraphs (i.e. from and including "As at 30 June 2026, Prysmian's total available financial resources amounted to…" to and including "…Term Loan in bullet (vii) above has been repaid and terminated."):*

"As at 30 September 2026, Prysmian's total available financial resources amounted to Euro 4,157 million, comprising total financial assets of Euro 2,957 million and undrawn committed credit lines for Euro 1,200 million.

[3] Enterprise Value means the total value of the business, comprising its equity value and net indebtedness

[4] Based on a 1.15 USD/EUR exchange rate

Prysmian's main sources of financing as of 30 September 2026 are the following:

(i) a five year loan (with option to extend to six and seven years) of Euro 1,500 million from syndicate of leading Italian and international banks, entered into by the Issuer on 24 July 2026, and drawn down in full on 31 July 2026;

(ii) a five-year Term Loan of USD 1,070 million related to the Encore Wire acquisition from a syndicate of primary banks (entered into by the Issuer in June 2024)

(iii) a five-year revolving credit facility for Euro 200 million from Unicredit (entered into by the Issuer in December 2025);

(iv) a seven-year revolving credit facility for Euro 1,000 million from a syndicate of leading banks (entered into by the Issuer in June 2023);

(v) a six-year loan of Euro 120 million from CDP (entered into by the Issuer in March 2023);

(vi) a five-year loan of Euro 75 million from CDP (entered into by the Issuer in March 2026);

(vii) a seven year loan of Euro 135 million from the European Investment Bank (EIB) (entered into by the Issuer in February 2022);

(viii) an eight-year loan for a total amount of Euro 387 million from the EIB with a first drawdown by the Issuer in August 2024 for Euro 198 million, a second drawdown in July 2025 for Euro 145 million and a third drawdown in July 2026 for Euro 44 million;

(ix) a loan for a total amount of Euro 300 million from the EIB with a first drawdown by the Issuer in December 2025 for Euro 200 million and a second drawdown in February 2026 for Euro 100 million, with the repayment scheduled in a lump sum 8 years from the date of disbursement;

(x) a five-year loan of Euro 150 million from Unicredit (entered into by the Issuer in December 2024), (xi) a five-year loan of Euro 150 million from Mediobanca (entered into by the Issuer in December 2024); and

(xii) Euro 1,500 million unsecured senior notes rated "BBB–" by Standard & Poor's and composed by a four-year tranche of Euro 850 million due on 28 November 2028, with a fixed annual coupon of 3,625%, and a seven-year tranche of Euro 650 million due on 28 November 2031, with a fixed annual coupon of 3,875%.

Furthermore, on 19 October 2026, Prysmian S.p.A. has drawn down new financing facilities totaling approximately Euro 2,650 million to support the Atkore Acquisition (defined below). Such facilities comprise two bridge loans totaling Euro 2,150 million, maturing 18 months from the drawdown date, with an option to extend for an additional six months, and a US$ 560 million term loan with a five-year maturity."

DESCRIPTION OF THE ISSUER

1. *At page 103 of the EMTN Programme Base Prospectus, in the section "Description of the Issuer" under the sub-section "Board of Directors", sub-section "Members of the Board of Directors", the information below deletes and replaces the third paragraph and following table:*

   "The following table sets forth the positions held as at 30 September 2026 by the members of the board of directors with other listed companies.

"NAME AND SURNAME	***OFFICE***	***COMPANY***
Francesco Gori	*Director*	Apollo Tyres Ltd
Valerio Battista	-	-
Massimo Battaini	-	-
Paolo Amato	*Director*	Fincantieri S.p.A.
Jaska de Bakker	*Supervisory Board Member*	AkzoNobel NV
Pier Francesco Facchini	*Director*	-
Ines Kolmsee	-	-
Emma Marcegaglia	*Director*	Davide Campari Milano N.V.
	Director	Gabetti Property Solutions S.p.A.
	Director	ENI S.p.A.
Richard Keith Palmer	*Director*	CNH Industrial NV
Tarak Mehta	*Partner & Co-Head*	Partners Group
Susannah Stewart	-	-
Annalisa Stupenengo	*CEO*	Landi Renzo S.p.A."

2. *At page 104 of the EMTN Programme Base Prospectus, in the section "Description of the Issuer" under the sub-section "Election of Board of Directors", the information below deletes and replaces the first two paragraphs of that sub-section (e.g. from and including "The members of the Issuer's board of directors are appointed or removed by Shareholders' resolutions." To and including "A Shareholders' Meeting is intended to be held on 29 September 2026 to approve amendments to the By-Laws aimed at ensuring compliance with recent changes in Italian law regarding the appointment of the Board of Directors":*

Election of Board of Directors

The members of the Issuer's board of directors are appointed or removed by Shareholders' resolutions. In the event a member resigns, the board of directors may appoint a temporary director to serve until a new director can be elected by a Shareholders' Meeting.

"The By-Laws provide for a slate voting system for the election of the Board of Directors. Slates may be submitted by the outgoing Board of Directors, subject to approval by at least two-thirds of its members, and by shareholders or groups of shareholders holding the percentage of share capital required by applicable laws and Consob regulations from time to time. The system is

designed to ensure adequate representation of minority shareholders and compliance with Italian law, including Legislative Decree No. 58 of 24 February 1998. Where the slate submitted by the outgoing Board of Directors receives the highest number of votes, the allocation of seats is carried out in accordance with the specific mechanism provided by the By-Laws, which reserves to minority shareholders representation equal to 20% of the members of the Board of Directors (rounded up to the next whole number where applicable), allocated among the qualifying minority slates on a proportional basis. The remaining seats are allocated to candidates included in the Board slate, following an individual vote on each candidate. The chair of the board committee responsible for internal control and risk management must be an independent director elected from a slate other than the slate submitted by the outgoing Board of Directors. At the Shareholders' Meeting held on 29 September 2026, the shareholders approved amendments to Article 14 of the By-Laws in order to align the Board election process with recent changes in Italian law concerning the appointment of the board of directors of listed companies."

GENERAL INFORMATION

The paragraph "Significant or Material Change" set out in the section "General Information" on page 123 of the Base Prospectus is hereby deleted and replaced in its entirety as follows:

"There has been no significant change in the financial performance or position of the Issuer and the Group since 30 September 2026 and there has been no material adverse change in the financial position or prospects of the Issuer and the Group since 31 December 2025."