

**PRYSMIAN S.p.A.**  
**Notice of Ordinary and Extraordinary Shareholders' Meeting**

Shareholders are convened for an Ordinary and Extraordinary Shareholders' Meeting in Milan, via Chiese no. 6, on:

**Wednesday, 16<sup>th</sup> April 2025 at 2:30 p.m. CET, in single call,**

to discuss and resolve on the following

**AGENDA**

Ordinary session

1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2024, accompanied by the Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report which includes the consolidated financial statements as of 31 December 2024 and the sustainability report.
2. Allocation of net profit for the year and distribution of dividend.
3. Appointment of the Board of Statutory Auditors and of its Chairperson for 2025-2027 period.
4. Determination of the compensation of the members of the Board of Statutory Auditors.
5. 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 shareholders' resolution dated 18 April 2024; related resolutions.
6. Renewal of the share purchase plan in favour of Prysmian Group's employees.
7. Renewal of the share grant plan in favour of Prysmian Group's employees.
8. Approval of the Report on the remuneration policy of Prysmian Group.
9. Advisory vote on the compensation paid in 2024.

Extraordinary session

1. Proposal to eliminate the indication of the nominal value of the shares. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.
2. Proposal for a free share capital increase pursuant to art. 2349 of the Italian Civil Code, to be executed in one or more instalments by the final deadline of 31 December 2029 and to be reserved for employees of Prysmian S.p.A. and companies of the Prysmian Group in execution of the share-based plans referred to in points 6 and 7 of the Ordinary session of the Shareholders' Meeting, through the issue of a maximum of 2,400,000 ordinary shares and up to a maximum amount of Euro 240,000, through the allocation to capital of Euro 0.10 for each share issued, taken from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code". Amendment of Article 6 of the Articles of Association. Related resolutions.

**Share Capital and Treasury Shares**

The subscribed and paid-up share capital as registered with the competent Companies' Register amounts to Euro 29,578,548.30, divided into 295,785,483 ordinary shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meeting. As of today, Prysmian S.p.A. (the "**Company**") directly and indirectly owns 9,625,273 treasury shares for which the right to vote is suspended.

**Entitlement to attend and vote at the Shareholders' Meeting**

Pursuant to art. 83-sexies of the Italian Legislative Decree 24 February 1998, no. 58 ("**TUF**"), those who are entitled to attend and vote at the Shareholders' Meeting, or to be represented according to the law, are those for whom the authorized intermediary pursuant to the applicable regulations has sent to the Company the notice certifying the ownership of the right at the end of the accounting day of the seventh trading day preceding the date set for the Shareholders' Meeting in single call (April 7, 2025 – "**Record**

**Date**). Those who acquire voting rights only after this date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice from an authorised intermediary must be received by the Company by the end of the third trading day before the date of the Shareholders' Meeting, being Friday, 11 April 2025. However, shareholders are to be considered entitled to attend and vote as aforesaid and in compliance with the terms for granting the proxies to the designated representative, if said notices are received by the Company beyond the aforementioned deadline but prior to the start of the Shareholders' Meeting.

#### **Voting by proxy**

Each shareholder may be represented at the Shareholders' Meeting by giving a written proxy in accordance with current legal provisions, with the right to use the "Ordinary Proxy Form" available on the Company's website or at the Company's registered office. The proxy may be notified to the Company by sending it by registered letter with proof of delivery to the registered office marked for the attention of "Prysmian S.p.A. – Corporate Affairs Department" or by sending it by email to the email address [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com).

The proxy may be executed by an electronic document bearing an electronic signature pursuant to art. 21, par. 2, of Italian Legislative Decree 82/05.

For the Shareholders' Meeting being convened in this notice, the Company has identified Mr. Dario Trevisan, or his substitutes in case of impediment, ("**Designated Representative**") as the person in charge of being granted a written proxy pursuant to Article 135-undecies of the T.U.F., at no cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the agenda.

The proxy to the Designated Representative as per Art. 135-undecies of the T.U.F. can be granted by signing the specific "Proxy form for the Designated Representative" - available, together with filling-in and sending instructions, on the Company's website and which, if requested by the entitled person reasonably in advance of the date of the Shareholders' Meeting, may be received by post - together with written voting instructions, which shall be delivered in original, together with a copy of an identity document and, in case of legal person, the documentation proving the corporate powers (copy of Chamber of Commerce certificate or similar), by courier or registered letter with proof of delivery, to:

Mr. Dario Trevisan

At Studio Legale Trevisan & Associati

Viale Majno no. 45, 20122, Milan – Italy (Ref. "Shareholders' Meeting Proxy PRYSMIAN 2025"),

no later than the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. **by 11:59 p.m. on 14 April 2025**).

Without prejudice to the sending of the original proxy, completed with voting instructions, the same may also be notified electronically, by certified email to the certified email address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it). Sending the proxy, signed with an electronic or digital signature pursuant to current legislation, to the aforementioned certified e-mail address satisfies the requirement of written form.

The proxy and the related voting instructions given to the Designated Representative pursuant to Article 135-undecies of the T.U.F. may be revoked in the same manner and within the same deadline as that provided for the conferral (i.e. **by 11:59 p.m. on 14 April 2025**).

The proxy to the Designated Representative shall be effective only for proposals in relation to which voting instructions are given. The shares for which the proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting.

The Designated Representative will be available for clarifications or request of information at the addresses indicated above and/or at the toll-free number 800 134 679 (during working days and hours).

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

Pursuant to art. 127-ter T.U.F., eligible voters may submit questions on the items on the agenda even before the Shareholders' Meeting, by sending them by email to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com). Questions must be received by the Company by the end of the seventh trading day before the date of the Shareholders' Meeting (April 7, 2025) and must be accompanied by the intermediary's notice proving the entitlement to vote; such notice 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, after verifying their relevance and the entitlement of the applicant, at the latest within April 14, 2025, by way of publication on the Company's website. The Company may provide a single answer to questions concerning the same topic. The Company will not consider questions received after the above date or those that are not strictly relevant to the matters on the agenda of the Shareholders' Meeting.

#### **Addition to the agenda and submission of new proposed resolutions**

Pursuant to art. 126-bis T.U.F., 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 (i.e., within 15 March 2025), 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 letter with proof of delivery, for the attention of: "Prysmian S.p.A. – Corporate Affairs Department" or by e-mail to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com) and must be accompanied by the intermediary's notice proving the ownership of 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 deadline and in the same way as aforesaid, a report must be submitted stating the reason 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 addition 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 opinion of the Board of Directors, will be published by the Company, in accordance with the Law, at least fifteen days before the date of the Shareholders' Meeting.

Addition to the agenda is 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, T.U.F.

#### **Appointment of the Board of Statutory Auditors**

It is recalled that pursuant to art. 21 of the By-laws, the Shareholders' Meeting is required to appoint a Board of Statutory Auditors consisting of three standing members and two alternate members who remain in office for three financial years, with their mandate expiring on the date of the Shareholders' Meeting convened to approve the financial statements relating to their third financial year in office.

The appointment of members of the Board of Statutory Auditors takes place on the basis of slates.

Those shareholders who, alone or together with others, represent at least 0.5% of ordinary capital are entitled to present slates. Ownership of the minimum shareholding needed to present slates is determined on the basis of the shares registered to the presenting shareholders on the day the slates are filed. The related notice of shareholding can be produced even after filing, provided by 26 March 2025.

The slates, signed by the presenting shareholders, must be filed at least twenty-five days before the date of the Shareholders' Meeting, meaning by 6:00 p.m. (CET) on Saturday, 22 March 2025 if sent via e-mail to [corporate-pryspa@pec.prysmian.com](mailto:corporate-pryspa@pec.prysmian.com) or by 6:00 p.m. (CET) on Friday, 21 March 2025 if filed at the Company's registered office. These slates, together with the accompanying documentation, will be made publicly available at the registered office, on the Company's website and in the other ways envisaged by Consob (Italy's Stock Exchange Commission) at least twenty-one days before the date of the Shareholders' Meeting.

Each shareholder can present or contribute to the presentation of only one slate and each candidate may appear on only one slate, otherwise he/she will be disqualified.

Every slate presented must be accompanied by:

- (i) information concerning the identity of the shareholders who have presented the candidate slates, indicating their overall shareholding;
- (ii) a declaration of the shareholders who do not hold, individually or jointly, a controlling or majority interest in the Company, in which they state the absence of any connection, as defined by art. 144-quinquies of Issuers Regulation by Consob no. 11,971/99, with the controlling or majority shareholders. Shareholders are invited in this regard to take account of the recommendations contained in Consob Communication DEM 9017893 dated 26 February 2009 on the "Appointment of members of the board of directors and board of statutory auditors";
- (iii) exhaustive information about each candidate's personal and professional details, indicating the directorships and statutory offices they hold in other companies, also for the purposes of art. 2400 of the Italian Civil Code. It should be noted in this regard that the office of statutory auditor cannot be assumed by person who holds the office of statutory auditor in five issuers, or who holds a number of directorships or statutory offices in other companies that exceeds the overall limit established by law;
- (iv) a statement by each candidate confirming that there are no reasons of ineligibility or incompatibility for holding the position, that he/she meets the requirements for the office of statutory auditor, as set out in law and the Company's By-laws, and that he/she accepts his/her candidacy. It should be noted in this regard that each candidate must satisfy the independence requirements established for Statutory Auditors under art. 148, par. 3 of Italian Legislative Decree 58/98, and must also declare their eligibility to qualify as independent pursuant to art. 2, recommendation n.7, of the Corporate Governance Code for listed companies issued by the Corporate Governance Committee and adopted by the Company. Each candidate must also declare that he/she satisfies the professional competence and integrity requirements established by Ministry of Justice Decree 162 dated 30 March 2000. In particular, for the purposes of art. 1, par. 2, letters B) and C) of the above ministerial decree, the business sectors and fields viewed as strictly pertinent to the Company are those relating to the Company's sector of operations, as well as fields relating to private and commercial law, economic disciplines and those relating to the Company's business sector.

Every slate must have two sections: one for the appointment of standing statutory auditors and the other for the appointment of alternate statutory auditors. The first candidate in each section must be a member of the relevant register of the accounting auditors. The number of candidates on each slate cannot exceed the number of statutory auditors requiring election; each slate lists the candidates with a sequential number. Every shareholder entitled to vote may vote for only one slate.

Slates with a total number of candidates equal to, or greater than, three must comprise candidates from both genders, so that at least two fifths (rounded downwards) of the candidates for the office of standing statutory auditor and of the candidates for the office of alternate statutory auditor belong to the less well represented gender in that slate.

On completion of voting, the following will be declared as elected:

- two standing statutory auditors and one alternate statutory auditor, from the slate with the highest number of votes, based on the sequential order in which they are listed in the respective

- sections of that slate;
- the third standing statutory auditor and the other alternate statutory auditor, from the slate with the second highest number of votes, based on the numerical order in which they are listed in the respective sections of that slate. In the event of a tie between two or more slates, the most senior candidates in age are elected until all the positions have been filled.

If the above procedures do not ensure that the composition of the standing members of the Board of Statutory Auditors complies with the regulations on gender balance, the necessary replacements will be made among the standing statutory auditor candidates on the slate with the highest number of votes, in accordance with the sequential order in which candidates are listed.

For more details on how to vote for the slates presented and the candidate election mechanisms that comply with regulations to safeguard minority shareholders and gender equality, please refer to art. 21 of the By-laws, available on the Company's website (under Company/Governance section) or at the registered office.

In the event that by 22 March 2025 only one slate has been filed, or only slates presented by shareholders connected to each other, the deadline for submitting slates will be extended by three days following that date, meaning by 25 March 2025, and the minimum shareholding required for slate presentation will be reduced to 0.25% of share capital.

Any change that occurs up to the date of the Shareholders' Meeting must be promptly notified to the Company.

Slates submitted without complying with the foregoing provisions will be disregarded.

Shareholders wishing to present slates for the appointment of members of the Board of Statutory Auditors are invited to view the policy on the composition of the corporate bodies approved by the Board of Directors and available on the Company's website.

Lastly, candidates are advised to authorise the publication of their curriculum vitae on the Company's website.

Finally, those entitled to submit lists for the appointment of members of the Board of Statutory Auditors are invited to read the specific documentation published on the Company's website, the recommendations contained in Consob communication no. DEM/9017893 of 26 February 2009 and the current Consob provisions regarding limits on the accumulation of positions of members of the control bodies of listed companies, as well as the recommendations on the composition of the new Board of Statutory Auditors, contained in the explanatory report of point three of the ordinary part of the Shareholders' Meeting, prepared by the outgoing Board of Statutory Auditors of Prysmian S.p.A. pursuant to the Rules of Conduct for the Boards of Statutory Auditors of Listed Companies issued by the National Council of Chartered Accountants and Accounting Experts.

#### **Documentation**

In compliance with the terms provided by law, the documentation relating to the Shareholders' Meeting will be available at the Company's registered office, on the corporate website, on the website of Borsa Italiana S.p.A. at [www.borsaitaliana.it](http://www.borsaitaliana.it) and in the authorised central storage mechanism used by the Company at [www.emarketstorage.com](http://www.emarketstorage.com).

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

#### **Company Website and Addresses**

Any reference in this document to the Company or Prysmian website shall be deemed to be made, also pursuant to the provisions of art. 125-quater TUF, to the following address: [www.prysmian.com/en/company/governance/shareholders-meeting](http://www.prysmian.com/en/company/governance/shareholders-meeting), unless otherwise specified.

The registered office address of Prysmian S.p.A. is Via Chiese n. 6 - 20126 Milan.

Milan, 5 March 2025

By order of the Board of Directors  
*Francesco Gori*  
(Chair)