

PRESS RELEASE

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CAPITAL INCREASE WHOLLY SUBSCRIBED AND COMPLETED

Milan, Italy – 27 July 2018. Prysmian S.p.A. (“**Prysmian**” or the “**Company**”) announces the closing of the option rights offer for a maximum number of 32,652,314 newly issued Prysmian ordinary shares (the “**New Shares**”) resulting from the capital increase resolved by the Extraordinary Shareholders Meeting of 12 April 2018 (the “**Capital Increase**”).

During the option rights offering period (2 July 2018 - 19 July 2018, the “**Option Period**”), n. 239,533,800 option rights have been exercised and n. 31,937,840 New Shares have been subscribed, for an aggregate amount of Euro 488,968,330.40.

Pursuant to Art. 2441, par. 3, of the Italian Civil Code, the n. 5,358,555 option rights which were not exercised during the Option Period have been offered on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. Those rights have been sold in their entirety as at the conclusion of the first trading session of 24 July 2018 and have been accordingly exercised, resulting in the issuance of n. 714,474 New Shares, for an aggregate amount of Euro 10.938.596,94.

The Offer therefore concluded with the complete subscription of the n. 32,652,314 New Shares for an aggregate amount of Euro 499,906,927.34, without the need for any action on the part of the joint global coordinators (Banca IMI S.p.A., Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A., collectively, the “**Joint Global Coordinators**”).

In accordance with Art. 2444 of the Italian Civil Code, the confirmation of the subscription of the entirety of the capital increase, with the indication of the new company’s share capital, will be deposited with the Register of Companies of Milan in accordance with the relevant provisions of law.

This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase or subscribe for securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the “**Other Countries**”). Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by CONSOB in accordance with applicable regulations.

Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. Prysmian does not intend to register any portion of any offering in the United States. Any public offer of financial instruments in the United States would have been conducted with a prospectus which would have been made available by Prysmian and would have contained detailed information concerning the Company, its managements and its financial accounts.

This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“**EEA**”) which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Directive (the “**Permitted Public Offer**”) and/or pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities.

Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for the Company or any of the Joint Global Coordinators or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. The expression “Prospectus Directive” means Directive 2003/71/EC (this Directive and amendments thereto, including Directive 2010/73/EC, to the extent implemented in the Relevant Member State), together with any implementing measures in any member state. This document is a press release and is not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive has been published by the Company. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the relevant prospectus.

None of the Joint Global Coordinators or any of their affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement or any other information relating to the Company, its subsidiaries or associated companies, or for any loss arising from any use of this announcement or its contents or in connection therewith. They will not regard any other person as their respective clients in relation to the rights issue and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Capital Increase and the rights issue, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Prysmian Group

Prysmian Group is world leader in the energy and telecom cable systems industry. With almost 140 years of experience, sales exceeding €11 billion (pro-forma as of 31.12.2017), about 30,000 employees in over 50 countries and 112 plants, the Group is strongly positioned in high-tech markets and offers the widest possible range of products, services, technologies and know-how. It operates in the businesses of underground and submarine cables and systems for power transmission and distribution, of special cables for applications in many different industries and of medium and low voltage cables for the construction and infrastructure sectors. For the telecommunications industry, the Group manufactures cables and accessories for voice, video and data transmission, offering a comprehensive range of optical fibres, optical and copper cables and connectivity systems. Prysmian is a public company, listed on the Italian Stock Exchange in the FTSE MIB index.

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