

PRESS RELEASE

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ADVANCED CLOSING OF THE STOCK MARKET OFFER OF OPTION RIGHTS RESULTING FROM THE CAPITAL INCREASE

Milan, Italy – 24 July 2018. Prysmian S.p.A. (“**Prysmian**” or the “**Company**”) announces that today, as at the end of the first trading session, all the n. 5,358,555 option rights which remained unexercised during the option offering period (the “**Unexercised Rights**”) have been sold, for the subscription of a maximum number of 714,474 newly issued Prysmian ordinary shares (the “**New Shares**”), resulting from the capital increase resolved by the Extraordinary Shareholders Meeting dated 12 April 2018 (the “**Capital Increase**”).

The Unexercised Rights sold on the stock exchange will be made available to the purchasers via authorized intermediaries adhering to the centralized management system of Monte Titoli S.p.A and may be used to subscribe New Shares at a price of Euro 15.31 for each New Share, with an option ratio of no. 2 New Shares for every no. 15 Unexercised Rights acquired.

The exercise of Unexercised Rights acquired in the context of the stock market offer and, consequently, the subscription of the relevant New Shares must be effected, under penalty of forfeiture, no later than the third trading day after the communication of the advanced closing, and therefore no later than 27 July 2018.

Lastly, it is noted that the subscription of the Capital Increase is entirely guaranteed, given that Banca IMI S.p.A., Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A. (the “**Joint Global Coordinators**”) undertook, *inter alia*, in accordance with the terms and conditions set out in the underwriting agreement entered into on 27 June 2018 (see the press release of that date), to subscribe the New Shares in a number corresponding to the option rights which remain unexercised at the end of the stock exchange offer, pursuant to art 2441, paragraph 3 of the Italian Civil Code, for up to the total amount of the Capital Increase.

The Registration Document, the Information Note and the Summary Note are available at the registered office of Prysmian, in Via Chiese n. 6, Milan and on Prysmian’s corporate website www.prysmiangroup.com.

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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