

SUB-DELEGATION FORM¹

The undersigned

Name and Surname / Company name

Tax code

Date of birth

Place of birth (Province)

Address of residence / registered office

Town/City

Country

Phone number

E-mail

Entitled to vote with no. _____ ordinary shares PRYSMIAN S.p.A. (“**Company**” o “**Prysmian**”) in quality of

Delegated to vote by no. _____ entitled Shareholders of voting rights **as per the copy of the voting proxies issued by each entitled Shareholder.**

Attesting, under their own responsibility, the conformity of the proxy to the original and the identity of their delegating parties, in the name and on behalf of them

SUB-DELEGATES

The **Studio Legale Trevisan & Associati**, with registered office in Milan, Viale Majno no. 45, in person of **Avv. Dario Trevisan** born in Milan on 04/05/1964 (tax code TRVDRA64E04F205I) (the “**Sub-Delegate**”) who can be replaced either by Avv. Camilla Clerici born in Genoa on 19/01/1973 (tax code CLRCLL73A59D969J), or by Avv. Giulio Tonelli born in La Spezia on 27/02/1979 (tax code TNLGLI79B27E463Q), or by Avv. Valeria Proli born in Novara on 24/10/1984 (tax code PRLVLR84R64F952S), or by Dott.ssa Raffaella Cortellino born in Barletta (BA) on 04/06/1989 (tax code CRTRFL89H44A669V), or by Avv. Andrea Ferrero born in Turin on 05/05/1987 (tax code FRRNDR87E05L219F), or by Dott.ssa Tania Scatamacchia born in Melfi (PZ) on 28/02/1987 (tax code SCTTNA87B68F104C), or by Dott.ssa Beatrice Maria Mero born in Milan on 22/06/1987 (tax code MREBRC87H62F205C), or by Dott. Marco Esposito born in Monza on 30/08/1992 (tax code SPSMRC92M30F704H), or by Dott.ssa Chiara Bevilacqua born in Valdagno (VI) on 03/02/1976 (tax code BVLCHR76B43L551U) (the “**Substitutes**”), all domiciled, for the purposes of this delegation, at Studio Legale Trevisan & Associati, Viale Majno no. 45 – 20122 Milan,

to attend and vote on behalf of their delegating parties at the Ordinary and Extraordinary Shareholders’ Meeting of PRYSMIAN S.p.A. convened on 28 April 2021 at 2:30 p.m, in single call, in Milan, Via Chiese no.6.

Studio Legale Trevisan & Associati hereby declares that it has no interest of its own with respect to the resolution proposals submitted to the vote. Taking into account, however, the possible contractual relationships existing with some of its substitutes and the Company and in any case for all legal purposes, it expressly declares that, should unknown circumstances occur, or in the event of amendment or integration of the proposals submitted to the Shareholders’ Meeting, it and/or its substitutes will not express a vote other than that indicated in the instructions.

Place and date

Signature (readable and in full)

¹ Each person entitled to participate in the Shareholders’ Meeting must be represented by proxy or sub-delegation in writing pursuant to the applicable provisions of law, with the option of using this Sub-Delegation Form available on the Company’s website at www.prysmiangroup.com (in the The Group/Governance/Shareholders’ Meeting section) dedicated to this Shareholders’ Meeting. The sub-delegation proxies, together with the annexes, must be delivered to the Company, by registered mail with return receipt, to the registered office (Via Chiese no.6 - 20126 Milan) to the attention of "Prysmian S.p.A. - Corporate Affairs Department" (indicating on the envelope " PROXY for the Shareholders’ Meeting"), or by certified e-mail to corporate-pryspa@pec.prysmian.com, (indicating in the subject line "DELEGATION for the Shareholders’ Meeting"), which the Company will deliver to the Designated Representative, or, alternatively, to Studio Legale Trevisan & Associati, by post to the address: Viale Majno no. 45, 20122, Milan - Italy, or by certified e-mail, at the address: rappresentante-designato@pec.it or e-mail: rappresentante-designato@trevisanlaw.it, (Ref. " Shareholders’ Meeting Proxy PRYSMIAN 2021"), by 12 noon on 27 April 2021..

Voting Instructions:

(Section containing information for the Sub-Delegate / Substitutes - Tick the chosen box)

The undersigned

_____ (enter the name of the delegating party or, if there is more than one, attach a list of the names of the respective proxies who vote uniformly for all the delegating parties issued in favour of the proxy holder who will sign this form on their behalf)

Alternatively, in case of legal entity

The company (company name)

_____ (see above)

expressly authorises the Sub-Delegate and Substitutes to vote in accordance with the following voting instructions at the Shareholders' Meeting of PRYSMIAN codice ISIN IT0004176001, convened:
in Milan, via Chiese no. 6
on 28 April 2021 at 2:30 p.m., in single call

<i>O.1 Financial statements at 31 December 2020; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.2 Allocation of net profit for the year and distribution of dividend.</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.3 Determination of the number of the members of the Board of Directors.</i>	<input type="checkbox"/> In Favour of the proposal submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.4. Determination of the term of office of the Directors.</i>	<input type="checkbox"/> In Favour of the proposal submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.5. Appointment of the Directors.</i>	<input type="checkbox"/> In Favour of the Slate no. submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.6. Determination of the remuneration of the Directors.</i>	<input type="checkbox"/> In Favour of the proposal submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.7. 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; related resolutions.</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.8. Extension of the share participation plan in favour of Prysmian Group's employees.</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.9. Approval of the 2021 remuneration policy.</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<i>O.10. Advisory vote on the compensation paid in 2020.</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Not in Favor	<input type="checkbox"/> Abstained
<i>E.1 Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 26 January 2021, reserved to Institutional Investors and with nominal value equal to Euro 750,000,000.00. Consequent increase in share capital under art. 2420-bis,</i>	<input type="checkbox"/> In Favor	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained

<p><i>par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,864,025.50, by issuing up to 18,640,255 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction.</i></p>			
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Place and date

Signature (readable and in full)

LIABILITY ACTION

In case of vote on the liability action proposed in accordance with Art. 2393, paragraph 2 of the Italian Civil Code by shareholders during the approval of the financial statements, the undersigned delegates the Sub-Delegate and Substitutes to vote as follows:

IN FAVOR AGAINST ABSTEINED

(place) (date)

Signature.....

The following documents:

- a) Sub-delegation Form
- b) Voting Instructions for each delegating shareholder;
- c) Copy of the identity document of the delegated and sub-delegating party;
- d) In the case of a sub-delegating legal entity, a copy of an identity document, currently valid, of the pro tempore legal representative, or of another person with appropriate powers, together with appropriate documentation attesting to his or her status and powers (copy of a Chamber of Commerce certificate or similar);
- e) Copy of the proxy forms of each delegating Shareholder that has been sub-delegated;
- f) In the case the delegating Shareholder is a legal entity, a copy of an identity document, currently valid, of the pro tempore legal representative, or of another person with appropriate powers, together with appropriate documentation attesting to his or her status and powers (copy of a Chamber of Commerce certificate or similar);
- g) Copy of the identity document or equivalent of each delegating Shareholder;
- h) Copy of the notice issued by authorized intermediary for each delegating Shareholder;

must be delivered to the Company, by registered mail with return receipt, to the registered office (Via Chiese no.6 - 20126 Milan) to the attention of "Prysmian S.p.A. - Corporate Affairs Department" (indicating on the envelope "PROXY for the Shareholders' Meeting"), or by certified e-mail to corporate-pryspa@pec.prysmian.com, (indicating in the subject line "DELEGATION for the Shareholders' Meeting"), which the Company will deliver to the Designated Representative, or, alternatively, to Studio Legale Trevisan & Associati, by post to the address: Viale Majno no. 45, 20122, Milan - Italy, or by certified e-mail, at the address: rappresentante-designato@pec.it or e-mail: rappresentante-designato@trevisanlaw.it (Ref. "Shareholders' Meeting Proxy PRYSMIAN 2021"), by 12 noon on 27 April 2021.

Signature (readable and in full)

in the name and on behalf of each of my proxies

For any clarifications concerning the granting of proxy (and, in particular, concerning the completion of the Sub-delegation Form and the Voting Instructions and their transmission), shareholders entitled to attend the Shareholders' Meeting may contact the Sub-Delegate at the addresses indicated above, and/or at phone no. 800134679 (during working days and hours).

INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

We remind you, pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 (hereinafter also referred to as the "**GDPR**"), that the data contained in the proxy form will be processed by Studio Legale Trevisan & Associati (hereinafter also referred to as the "**Data Controller**") for the purpose of managing the proxy for the shareholders' meeting operations, in compliance with the applicable data protection legislation.

The same data may be known by collaborators of the Data Controller specifically authorised to process them, in their capacity as Data Processors or Persons in Charge, for the pursuit of the above-mentioned purposes: such data may be communicated to specific subjects in fulfilment of an obligation imposed by law, regulation or EU legislation, or on the basis of provisions issued by Authorities authorised to do so by law or by supervisory and control bodies. Furthermore, for the pursuit of the above-mentioned purposes, the Data Controller may need to communicate your personal data to third parties such as, for example, Studio Legale Trevisan & Associati and/or the Company.

Consent is compulsory; without consent to the processing of data, it will not be possible for the Sub-Delegate to attend the Shareholders' Meeting.

The Data Controller is Studio Legale Trevisan & Associati, with offices in Viale Majno 45 and domicile also in Corso Monforte 36, 20122 Milan.

The Data Controller can be contacted at the following addresses:

- Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan, +39028051133 / +3902877307;

Personal data will be processed, in compliance with the provisions of the GDPR, using paper, computer and telematic tools, with logic strictly related to the purposes indicated and, in any case, in such a way as to guarantee security and confidentiality in accordance with the provisions of Article 32 GDPR. Your personal data will be processed for the time necessary to carry out the purposes of the processing described above, after which they will be stored, where necessary, for the period of time prescribed by the regulations in force.

The entitled party has the right to exercise the rights referred to in Articles from 15 to 21 of the GDPR, i.e. to know, at any time, what data is held on him/her at Studio Legale Trevisan & Associati, its origin and how it is used, to ask for it to be updated, corrected, supplemented or deleted, blocked, transferred or to oppose its processing by contacting the above-mentioned addresses.

The entitled party also has the right to withdraw the consent and to lodge a complaint with the Italian Data Protection Authority, Piazza Venezia n. 11, 00187, Rome (RM).

The aforementioned rights may be exercised in relation to the Data Controller by contacting the references indicated at the beginning of this information notice.

The exercise of rights as a Data Subject is free of charge pursuant to Article 12 of the GDPR. However, in the event of requests that are manifestly unfounded or excessive, also due to their repetitiveness, the Data Controller may charge you a reasonable expense contribution, in light of the administrative costs incurred in handling your request, or refuse to grant your request for a reason.

Place and date

Signature (readable and in full)