

Informazione Regolamentata n. 0902-12-2024	Data/Ora Inizio Diffusione 5 Marzo 2024 14:40:58	Euronext Milan
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Societa' : PRYSMIAN

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Oggetto : Prysmian S.p.A.: Shareholders' Meeting call

Testo del comunicato

Vedi allegato

PRYSMIAN S.p.A.

Notice of Ordinary Shareholders' Meeting

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

Thursday, 18th April 2024 at 2:00 p.m. CET, *in single call*,

to discuss and resolve on the following

AGENDA

1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2023, 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 2023 and the consolidated non-financial report for the year 2023.
2. Allocation of net profit for the year and distribution of dividend.
3. Determination of the number of the members of the Board of Directors.
4. Determination of the term of office of the Directors.
5. Appointment of the Directors.
6. Determination of the remuneration of the Directors.
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; revocation of the authorisation to buy back and dispose of treasury shares under the shareholders' resolution dated 19 April 2023; related resolutions.
8. Appointment of the independent auditors for financial years 2025-2033 and determination of the remuneration.
9. Approval of the report on the remuneration policy of Prysmian Group.
10. Advisory vote on the compensation paid in 2023.

Share Capital and Treasury Shares

The subscribed and paid-in share capital as registered with the competent Trade Register amounts to Euro 27,653,444.80, divided into 276,534,448 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 3,729,074 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 open market day preceding the date set for the Shareholders' Meeting in single call (9 April 2024 – "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 Monday, 15 April 2024. 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 at www.prysmian.com (in the section *Company/Governance/Shareholders Meeting*) or at the Company's registered office (Via Chiese no. 6 – 20126 Milan). The proxy may be notified to the Company by sending it by registered mail with proof of delivery to the registered office (Via Chiese no. 6 –

20126 Milan) 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.

The proxy may be notified 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 at www.prysmian.com (in the section *Company/Governance/Shareholders Meeting*) 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 persons, 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 2024"),

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 16 April 2024).

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. 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 16 April 2024).

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. Questions must be received by the Company by the end of the seventh trading day before the date of the Shareholders' Meeting (April 9, 2024) 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 16, 2024, by way of publication on the Company's website at www.prysmian.com (in the section *Company/Governance/Shareholders Meeting*). 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

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 2024), 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 (Via Chiese no. 6, 20126 Milan) by registered mail 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 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 additions 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 opinions 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 Directors

Pursuant to art. 14 of the Company's By-laws, the directors are appointed based on slates, in which the candidates must be listed with a sequential number.

The outgoing Board of Directors is entitled to present slates, as well as those shareholders who, alone or together with other shareholders, represent at least 1% of ordinary share capital. As far as slates presented by shareholders are concerned, ownership of the minimum shareholding required to present such slates is determined based on shares registered in favour of such shareholders on the day the slates are filed with the Company. The related notice can be issued even after filing, but in any case, not later than 28 March 2024.

The slate presented by the Board of Directors must be filed at the Company's registered office within the thirtieth day before the date of the Shareholders' Meeting, i.e. within 19 March 2024. Slates presented by shareholders, signed by those presenting them, must be filed, at least twenty-five days before the date of the Shareholders' Meeting, at the Company's registered office, i.e. by Sunday, 24 March 2024, which deadline has to be deemed extended to Monday, 25 March 2024, it being the first working day after the expiring date, or sent by email to corporate-pryspa@pec.prysmian.com, within the same day. They will be made publicly available at the registered office, on the Company's website www.prysmian.com 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. The first two candidates on each slate must satisfy the independence requirements provided by law. In addition, the slates which present a number of candidates equal to, or greater than, three must be comprised of candidates belonging to both genders so that at least two fifth (rounded upwards) of the candidate belong to the less represented gender. Each slate must be filed together with acceptances by each candidate of their candidacy and declarations in which they state, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed for the position. The declarations must be filed together with a curriculum vitae for each candidate containing full information about their personal and professional characteristics, indicating the positions as director and statutory auditor held in other companies and, to the extent necessary, whether they meet the independence requirements set out in art. 148, par. 3, of TUF and in the Corporate Governance Code adopted by the Company.

Any possible changes that occur until the date of the Shareholders' Meeting must be promptly notified to the Company.

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

Those who want to submit a slate comprised of more than half the number of candidates to be elected are recommended to provide adequate information, in the documentation presented for filing the slate, about the compliance of the slate with the orientation expressed by the Board of Directors in the guidance opinion available on the Company's website www.prysmian.com in the section *Company / Governance / Shareholders Meeting*, also with reference to the diversity criteria, and to highlight their candidate for the office of Chairman of the Board of Directors.

Shareholders wishing to present slates for the appointment of members of the Board of Directors are invited to view the policy on the composition of the corporate bodies approved by the Board of Directors and available on the company website www.prysmian.com (in the section *Company / Governance / Shareholders Meeting*).

Lastly, shareholders intending to present slates for the appointment of members of the Board of Directors are invited to take into account the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009.

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 (Via Chiese no. 6, 20126 Milan), on the corporate website at www.prysmian.com (in the section *Company/Governance/Shareholders Meeting*), on the website of Borsa Italiana S.p.A. at www.borsaitaliana.it and in the authorised central storage mechanism used by the Company at www.emarketstorage.com.

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

Milan, 5 March 2024

By order of the Board of Directors
Claudio De Conto
 (Chairman)

