



REPORT OF THE BOARD OF DIRECTORS OF PRYSMIAN S.P.A. (*"PRYSMIAN"* OR THE *"COMPANY"*)
ON ITEM NUMBER TWO OF THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING SCHEDULED
ON 16 APRIL 2025 (THE *"SHAREHOLDERS' MEETING"*), CALLED TO RESOLVE ON THE PROPOSAL TO
ALLOCATE THE RESULT OF THE YEAR, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE
DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED AND UPDATED.

2. Allocation of net profit for the year and distribution of dividend.

The Board of Directors proposes to resolve, from the profit for the 2024 financial year, the distribution of a gross dividend of Euro 0.80 to each voting ordinary share. Considering the issued ordinary shares, equal to no. 295,785,483, included the no. 9,614,604 treasury shares directly owned as of today which have no right to profits, the total amount to be distributed would be equal to Euro 228.936.703,20 million.

Subject to the approval of both the renewal of the share-based plans for Prysmian Group's employees referred to in points 6 and 7 of the ordinary session of the Shareholders' Meeting and the related share capital increase free of charge under art. 2349 of the Italian Civil Code, it is proposed to allocate a portion of the net profit for the financial year equal to Euro 240,000 to the "Reserve for share issuance pursuant to article 2349 of the Civil Code", which currently amounts to Euro 1,149,000, being this amount allocated to the issue of shares to service other plans already in place.

The number of shares with right to dividends will be calculated with reference to the evidence of the accounts in relation to the end of the accounting day under art. 83-terdecies of Legislative Decree no. 58/1998 (so called "Record Date").

Finally, considering the 2025 calendar year approved by Borsa Italiana S.p.A., it is proposed that the dividend will be payable from 24 April 2025, with Record Date on 23 April 2025 and shares going ex-div on 22 April 2025.

Considering the above, the Board of Directors proposes the following resolution:

"The Shareholders' Meeting,

examined the financial statements as of 31 December 2024, which close with a net profit of Euro 260,388,520,

RESOLVES

to allocate the net profit for the year as follows:

- ***Euro 385,021 to the "Legal Reserve", thereby reaching one-fifth of share capital as of 31 December 2024, as required by art. 2430 of the Italian Civil Code;***
- ***Euro 240,000 to the "Reserve for share issuance pursuant to article 2349 of the Civil Code", subject to the approval by the Shareholders' Meeting of today of the share plans to be executed with the granting of new shares, and the relevant share capital increases serving said plans;***
- ***to each voting ordinary share (considering the treasury shares directly owned) a gross dividend of Euro 0.80, equal to Euro 228.936.703,20;***
- ***to the "Retained earnings" reserve, the residual amount equal to Euro 30.826.796,14.***

Any change in the number of treasury shares in the Company's portfolio at the time of distribution will not affect the amount of the dividend per unit, as established above, but will increase or decrease the amount allocated to the "Retained earnings" reserve.

The dividend will be payable from 24 April 2025, with Record Date on 23 April 2025 and shares going ex-div on 22 April 2025".

Milan, 5 March 2025

* * *