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Societa' : PRYSMIAN

Utenza - referente : PRYSMIANN06 - Bifulco Maria Cristina

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

*Testo del comunicato*

Vedi allegato

**PRYSMIAN S.p.A.**  
**Notice of Ordinary and Extraordinary Shareholders' Meeting**

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

**Thursday, 16<sup>th</sup> April 2026 at 2:30 p.m. CET, in single call,**

to discuss and resolve on the following

**AGENDA**

Ordinary session

1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2025, 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 2025 and the sustainability report.
2. Allocation of net profit for the year and distribution of dividend.
3. 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 16 April 2025; related resolutions.
4. Incentive plan: resolutions under article 114-*bis* of Italian Legislative Decree 58/98.
5. Proposal of the Board of Statutory Auditors for the integration of the fees of the company EY S.p.A. for the statutory audit of the accounts relating to the financial year ended 31 December 2024.
6. Proposal of the Board of Statutory Auditors for the integration of the fees of the company PricewaterhouseCoopers S.p.A. for the statutory audit of the accounts relating to the financial years 2025-2033.
7. Approval of the Report on the remuneration policy of Prysmian Group.
8. Advisory vote on the compensation paid in 2025.

Extraordinary session

1. Revocation of the Shareholders' Meeting resolution of 12 April 2022 relating to the share capital increase for a maximum nominal amount of Euro 300,000.00 with the issue of no more than no. 3,000,000 ordinary shares, executed for Euro 157,957.90 with the issue of no. 1,579,579 ordinary shares, to be assigned free of charge to employees of Prysmian S.p.A. and of companies of the Prysmian Group, beneficiaries of the share grant plan approved by the ordinary Shareholders' Meeting of 12 April 2022. Simultaneous proposal for a free share capital increase, to be executed in one or more tranches by the final deadline of 31 December 2026 and to be reserved for employees of the Prysmian Group in execution of the aforementioned share grant plan already approved by the ordinary Shareholders' Meeting of 12 April 2022, for a maximum nominal amount of Euro 25,000.00, by means of assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code", with the issue of no more than no. 250,000 ordinary shares through the allocation to capital of Euro 0.10 for each share issued. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.
2. Revocation of the Shareholders' Meeting resolution of 19 April 2023 relating to the share capital increase for a maximum nominal amount of Euro 950,000.00 with the issue of no more than no. 9,500,000 ordinary shares, not yet executed, to be assigned free of charge to employees of Prysmian S.p.A., executive Directors included, and of Prysmian Group's companies,

beneficiaries of the share incentive plan approved by the ordinary Shareholders' Meeting of 19 April 2023. Simultaneous proposal for a free share capital increase, to be executed in one or more tranches by the final deadline of 31 December 2026 and to be reserved for employees of Prysmian S.p.A., executive Directors included, and of Prysmian Group's companies, in execution of the aforementioned share incentive plan already approved by the ordinary Shareholders' Meeting of 19 April 2023, for a maximum nominal amount of Euro 600,000.00 by means of assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code", with the issue of no more than no. 6,000,000 ordinary shares through the allocation to capital of Euro 0.10 for each share issued. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.

3. Proposal for a free share capital increase pursuant to art. 2349 of the Italian Civil Code, to be executed in one or more tranches by the final deadline of 31 December 2029 and to be reserved for employees of Prysmian S.p.A., executive Directors included, and of the Prysmian Group's companies in execution of the incentive plan referred to in point 4 of the Ordinary session of the Shareholders' Meeting, through the issue of a maximum of 4,000,000 ordinary shares and up to a maximum amount of Euro 400,000, through the allocation to capital of Euro 0.10 for each share issued, taken from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code". Amendment of Article 6 of the Articles of Association. Related resolutions.
4. Proposal to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment in one or more tranches, within the limits of 10% of the share capital and therefore through the issuance of a maximum of 29,640,380 ordinary shares, excluding the pre-emptive right pursuant to Article 2441, fourth paragraph, second sentence, of the Italian Civil Code, to be exercised within 24 months of the Shareholders' Meeting authorization. Amendment to Article 6 of the Articles of Association. Related and consequent resolutions.

#### Share Capital and Treasury Shares

The subscribed and paid-up share capital as registered with the competent Companies' Register amounts to Euro 29,640,380.20, divided into 296,403,802 ordinary shares without nominal value, 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 9,592,153 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 trading day preceding the date set for the Shareholders' Meeting in single call (April 7, 2026 – "**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, 13 April 2026. 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 or at the Company's registered office. The proxy may be notified to the Company by sending it by registered letter with proof of delivery to the registered office 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](mailto:corporate-pryspa@pec.prysmian.com).

The proxy may be executed 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 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 person, 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 2025"),

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 14 April 2026**).

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 14 April 2026**).

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 7, 2026) 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 14, 2026, by way of publication on the Company's website. 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 and submission of new proposed resolutions**

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 16 March 2026), 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 by registered letter 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 addition 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 opinion 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.

#### **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, on the corporate website, on the website of Borsa Italiana S.p.A. at [www.borsaitaliana.it](http://www.borsaitaliana.it) and in the authorised central storage mechanism used by the Company at [www.emarketstorage.com](http://www.emarketstorage.com).

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

**Company Website and Addresses**

Any reference in this document to the Company or Prysmian website shall be deemed to be made, also pursuant to the provisions of art. 125-quater TUF, to the following address: [www.prysmian.com/en/company/governance/shareholders-meeting](http://www.prysmian.com/en/company/governance/shareholders-meeting), unless otherwise specified.

The registered office address of Prysmian S.p.A. is Via Chiese n. 6 - 20126 Milan.

Milan, 6 March 2026

By order of the Board of Directors  
*Francesco Gori*  
(Chairperson)

Fine Comunicato n.0902-11-2026

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