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

Testo del comunicato

Vedi allegato

PRESS RELEASE

ANNUAL SHAREHOLDERS' MEETING

- **2025 Financial Statements approved**
- **Dividend of €0.90 per share for a total of approximately €258 million**
- **Renewed approval of the Board's mandate to buy back and dispose of treasury shares**
- **Long-term incentive plan for Prysmian Group employees approved, as well as the related capital increase to service the plan**
- **Integration of audit fees for EY S.p.A. and PricewaterhouseCoopers S.p.A. for the statutory audit of Financial Statements**
- **Remuneration policy report approved, including a favorable opinion of the Report on Compensation Paid**
- **Authorized reduction of the capital increases that serve the share allocation plan approved in 2022 and the incentive plan approved in 2023**
- **Board of Directors granted a mandate to increase the share capital within 24 months, pursuant to Article 2443 of the Italian civil code, within a limit of 10% of the share capital and excluding pre-emptive rights**

Milan, April 16, 2026 – The Annual Shareholders' Meeting of Prysmian S.p.A. (the "**Company**"), held today in ordinary and extraordinary session (the "**Shareholders' Meeting**"), passing the following resolutions:

- Approval of the 2025 Financial Statements, including a gross dividend of €0.90 per share for a total pay-out of approximately €258 million. The dividend will be payable from April 22, 2026, with record date on April 21, 2026 and ex-dividend date on April 20, 2026;
- Renewal of the Board of Directors' mandate to buy back and dispose of treasury shares for a period of 18 months, effective starting today with regard to purchases, and with no time limit with regard to disposals. This mandate allows for the possibility to buy back, in one or more tranches, a maximum number of shares that, in any event, shall not exceed 10% of the overall share capital;
- Approval of the Long-Term Incentive Plan (2026-2028) based on financial instruments and reserved to employees and Executive Directors of the Company and Prysmian Group companies, granting the Board of Directors the appropriate powers to implement it, with the aim of motivating management to create sustainable long-term value, including through the deferral of a portion of the annual bonus into shares, and to align their interests with those of the shareholders by using the Company's shares as an incentive tool. The plan is also tied to long-term ESG (Environment Social Governance) objectives. During the extraordinary session, the Shareholders' Meeting also approved a free share capital increase pursuant to Article 2349 of the Italian civil code, to be reserved for Prysmian Group employees in execution of the aforementioned plan. The capital increase may be carried out through the issuance of up to 4,000,000 no-par-value ordinary shares, for a maximum total amount of €400,000, to be drawn from the 'Reserve for the issuance of shares pursuant to Article 2349 of the Italian civil code', allocating €0.10 to share capital for each share issued;



The planet's pathways

- Approval, in line with the proposal from the Board of Statutory Auditors, and in order to take into account the additional audit activities, of the integration of the audit fees of EY S.p.A. for the statutory audit relating to the 2024 financial year and of PricewaterhouseCoopers S.p.A. for the statutory audit relating to the 2025–2033 financial years, granting the former an additional fee of €140,000 and the latter an additional annual fee of €986,000;
- Approval of Section I of the “Report on the Remuneration Policy and on Compensation Paid” for 2026, expressing a favorable vote on Section II relating to the compensation paid in 2025.

Additionally, during the extraordinary session the Shareholders' Meeting resolved to:

- Reduce the capital increase serving the share allocation plan for Prysmian Group employees approved by the Shareholders' Meeting on April 12, 2022 (already carried out for €157,957.90 through the issuance of 1,579,579 ordinary shares), from a maximum nominal amount of €300,000, corresponding to the issuance of up to 3,000,000 ordinary shares with a nominal value of €0.10 each, to a maximum nominal amount of €25,000, through the issuance of up to 250,000 ordinary shares and the allocation to share capital of euro €0.10 for each share issued, to be drawn from the “Reserve for the issuance of shares pursuant to Article 2349 of the Italian civil code”;
- Reduce the capital increase, not yet carried out, serving the incentive plan for Prysmian Group employees (including the Executive Directors of Prysmian S.p.A.) approved by the Shareholders' Meeting on April 19, 2023, from a maximum nominal amount of €950,000, corresponding to the issuance of up to 9,500,000 ordinary shares with a nominal value of €0.10 each, to a maximum nominal amount of €600,000, through the issuance of up to 6,000,000 ordinary shares and the allocation to share capital of €0.10 for each share issued, to be drawn from the “Reserve for the issuance of shares pursuant to Article 2349 of the Italian civil code”;
- Mandate authority to the Board of Directors - to be exercised within and up to the closing date of April 16, 2028 – for a potential increase the share capital for consideration, in one or more tranches, on a divisible basis, within the limit of 10% of the share capital and therefore through the issuance of up to 29,640,380 no-par-value ordinary shares, with the exclusion of pre-emptive rights pursuant to Article 2441, fourth paragraph, second sentence, of the Italian civil code. This mandated authority is intended to allow the Company to raise, with speed and flexibility, the financial resources necessary to support funding for the acquisition of equity interests, businesses and/or industrial activities deemed strategic for the Company's growth.

The minutes of the Shareholders' Meeting and the updated Articles of Association will be made available to the public within the timeframes established by current Italian legislation.

Prysmian is the leading provider of solutions for energy and digital connections, delivering major electrical transmission projects on land and at sea, modernizing power grids, and unlocking renewable energy, electrification, and digital connectivity worldwide. The company combines engineering excellence with sustainability-driven innovation, enabled by its 34,000 employees, 109 production facilities and 30 R&D centers in over 50 countries. Prysmian is a public company, listed on the Italian stock exchange, and recorded 2025 revenues of approximately €20 billion.

For more info:

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