

REPORT BY THE BOARD OF DIRECTORS TO VOTE, AS POINT NUMBER SIX OF THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING OF PRYSMIAN S.P.A. SCHEDULED ON 16 APRIL 2015, THE PROPOSAL FOR THE ANNUAL REMUNERATION OF THE DIRECTORS, PURSUANT TO ARTICLE 125-TER OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998, AS AMENDED AND UPDATED.

6. Determination of the remuneration of the Directors.

Shareholders,

Article 14 of the By-laws requires the Shareholders' Meeting to determine the emoluments payable to the Board of Directors.

You are reminded that the Shareholders' Meeting of 18 April 2012 set the annual emoluments for the entire Board of Directors at Euro 430,000 for each of the years it remains in office, and granted the Board itself the authority to determine how such sum should be allocated between all or just some of the directors in view of the specific responsibilities of each.

In the framework of the authority granted by the Shareholders' Meeting, the Board, according to the proposal by the Remuneration and Nomination Committee, resolved to allocate the annual gross amount as follows:

- Euro 40,000 to each of the non-executive and independent directors,
- Euro 30,000 to the Chairman of the Board of Directors, and
- Euro 20,000 to each of the members of the two internal committees.

With the occasion of renewing the Board of Directors and taking into account both the proposal of the outgoing Board of Directors to set the number of directors at eleven, and the candidate slate presented by the Board itself, comprising seven candidates who qualify as independent under art. 148, paragraph 3, of Italian Legislative Decree no.58/1998, we propose that you establish Euro 530,000 as the amount payable to the entire Board for each of the years it remains in office, granting the Board itself the authority to decide how such sum should be divided between all or just some of the directors, taking into account the specific responsibilities of each and the criteria contained in the Prysmian Group's remuneration policy as described in the report to the shareholders due to be presented at the Shareholders' Meeting.

Considering the above we propose that you adopt the following resolution:

"The Shareholders' Meeting

RESOLVES

To establish Euro 530,000 as the amount payable to the entire Board for each of the years it remains in office, granting the Board itself the authority to decide how such sum should be divided between all or just some of the directors, taking into account the specific responsibilities of each and the criteria contained in the Prysmian Group's remuneration policy as described in the report to the shareholders due to be presented at the Shareholders' Meeting".

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