

**FORM FOR THE ASSIGNMENT OF PROXY
TO THE DESIGNATED REPRESENTATIVE**

In accordance with Art. 135-undecies of Italian Legislative Decree no.58/1998

The attorney, Dario Trevisan, born in Milan on 4.05.1964, domiciled in Milan, Viale Majno No. 45, Tax Code TRVDRA64E04F205I, who can be replaced by Avv. Camilla Clerici born in Genova on 19.01.1973 (Tax Code CLRCLL73A59D969J) domiciled in Milan, Viale Majno No. 45, or Avv. Giulio Tonelli born in La Spezia on 27.02.1979 (Tax Code TNLGLI79B27E463Q) domiciled in Milan, Viale Majno No. 45, in his capacity as "Designated Representative" by the company Prysmian S.p.A., in accordance with Article 135-undecies of Italian Legislative Decree no.58/1998, proceeds with the collection of the voting proxies relative to the Ordinary and Extraordinary Shareholders' Meeting of Prysmian S.p.A. convened in single call for:

- **Wednesday, 12th April, 2017, at 2:30 p.m.**, in via Chiese no.6, with access from via Sarca no. 336, building no.20, Milan

to discuss and deliberate on the following agenda:

Ordinary session

1. Financial statements at 31 December 2016; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.
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 shareholder resolution dated 13 April 2016; related resolutions.
4. Consultation on the Prysmian Group's remuneration policies.

Extraordinary session

1. Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 11 January 2017, reserved to Institutional Investors and with nominal value equal to Euro 500,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,457,942.70, by issuing up to 14,579,427 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction,

with the methods and under the terms and conditions provided in the notice of convocation published on the internet site of the Company and, as extract, in the newspaper "Milano Finanza" on 8 March 2017.

It is reminded that in order to exercise the voting right by "Designated Representative" of the Company, all persons entitled to vote are required to ask the authorised intermediary managing their records, with the issuance of the notice of shareholding on the close of the accounting day of Monday, 3 April 2017 (record date).

Pursuant to Art. 135-undecies of Italian Legislative Decree No. 58/1998 the proxy and the voting instructions can be revoked by Monday, 10th April, 2017 that is by the end of the second stock exchange working day preceding the date established for the meeting with the same methods scheduled for their assignment.

Mr. Dario Trevisan declares that there do not exist either against him or against any of his possible replacements situations of conflict of interest pursuant to Art. 135-decies of Italian Legislative Decree No. 58/1998.

PROXY FORM

(Section to be notified to the company through the designated representative)

The undersigned _____ (name/personal information of the person who has the right to vote) born in _____ on _____, resident in _____ (city), Via/Piazza _____ (address), tax code _____

Information to be completed at the delegator's discretion

- Communication No. _____ (reference to the communication provided by the broker)
- Possible identification codes _____
- Contact information where he/she can be reached by the Designated Representative:
Tel: _____ e-mail address _____

- delegates Avv. Dario Trevisan, who can be replaced by Avv. Camilla Clerici born in Genova on 19.01.1973 (Tax Code CLRCLL73A59D969J) domiciled in Milan, Viale Majno No. 45, or Avv. Giulio Tonelli born in La Spezia on 27.02.1979 (Tax Code TNLGLI79B27E463Q) domiciled in Milan, Viale Majno No. 45 (hereinafter either called "Designated Representative"), to participate and vote in the above general meeting as per instructions given with reference to No. _____ shares registered in the Securities Account No. _____ at _____ (custodian broker) National Bank Code (ABI) _____ Bank Routing Code (CAB) _____
- declares
 - To be aware of the possibility that the proxy to the Designated Representative may contain voting instructions even on only some of the deliberation items on the agenda and that, in this hypothesis, the vote will be exercised only for the proposals relative to which voting instructions have been granted;
 - To be aware of the fact that the Designated Representative, should unknown circumstances arise or in case of modification or integration of the proposals submitted during the meeting, can express, if specifically authorized, a vote different than the one indicated in the instructions only if he/she finds himself/herself in one of the conditions of conflict of interest listed in Article 135-decies of the Italian Legislative Decree No. 58/1998;
 - To also be aware of the fact that, without the aforementioned authorization, the shares for which proxy - even partial - has been granted are in any case counted to determine whether the meeting is duly formed and that, relative to the proposals for which voting instructions have not been granted, the shares of the shareholder are instead not counted to calculate the majority and the quota of capital required for the approval of the resolutions
- Attaches to this proxy form a copy of a valid identity document.

If the form is signed by someone other than the holder of the shares

The undersigned _____ signs this proxy in the capacity of (check the appropriate box):

- | | |
|---|---|
| <input type="checkbox"/> secured creditor | <input type="checkbox"/> custodian |
| <input type="checkbox"/> contango broker | <input type="checkbox"/> manager |
| <input type="checkbox"/> usufructuary | <input type="checkbox"/> legal representative or representative with power of sub-proxy |

Date _____

Signature _____

Regulations cited in the proxy form and in the form of instructions

Art. 135-decies of Italian Legislative Decree No. 58/1998 – Conflict of interest of the representative and the substitutes

1. The assignment of a proxy to a representative in conflict of interest is allowed provided the representative informs the shareholder in writing of the circumstances from which this conflict arises and provided there are specific voting instructions for each resolution relative to which the representative must vote on behalf of the shareholder. The burden of proof that the shareholder has been informed of the circumstances creating the conflict of interest lies with the representative. Article 1711, second subsection of the Italian Civil Code does not apply.
2. For the purposes of this article, there remains in any case a conflict of interest where the representative or the substitute:
 - a) Controls, even jointly, the company or is controlled by it, also jointly, or is subject to joint control with the company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) Is a member of the administrative or control body of the company or of the subjects listed in letters a) and b);
 - d) Is an employee or an auditor of the company or of the subjects indicated in letter a);
 - e) Is the spouse, relative or relative-in-law within fourth degree of the subjects indicated in letters a) to c);
 - f) Is linked to the company or to the subjects indicated in letters a), b), c) and e) by independent or subordinate relationships of work or by other relationships of a financial nature which compromise his/her independence.
3. The replacement of the representative with a substitute in conflict of interest is allowed only if the substitute has been recommended by the shareholder. In this case paragraph 1 applies. The obligations of communication and the relative burden of proof remain the responsibility of the representative.
4. This article also applies in the case of transfer of the shares by proxy.

Art. 135-undecies of Italian Legislative Decree No. 58/1998 – Representative designated by the company with listed shares

1. Unless the articles of association provide otherwise, the companies with listed shares designate for each meeting a subject to whom the shareholders can grant, by the end of the second stock exchange working day preceding the date established for the meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the items on the agenda. The proxy is only valid for the individual proposals relative to which voting instructions have been granted.
2. The proxy is granted through the signing of a proxy form, the content of which is regulated by Consob with regulations. The assignment of the proxy does not entail any expenses for the shareholder. The proxy and the voting instructions can always be revoked by the deadline indicated in paragraph 1.
3. The shares for which the proxy, even partial, has been granted are counted to determine whether the meeting is duly formed. Relative to the proposals for which no voting instructions were granted, the shares are not counted to calculate the majority and the quota of capital required for the approval of the resolutions.
4. The person designated as representative is required to communicate any interest which, on his own behalf or of third parties, he/she has relative to the proposals of resolution on the agenda. He/she also maintains the confidentiality of the contents of the voting instructions received up to start of the counting, barring the possibility of notifying this information to his own employees and assistants, who are subject to the same duty of confidentiality. The party appointed as representative may not be assigned proxies except in compliance with this article
5. With the regulations listed in paragraph 2, Consob can establish the cases in which the representative who does not come under any of the conditions listed in Article 135-decies can express a vote different than the one indicated in the instructions.

Art. 2393 Italian Civil Code – Directors' liability action

1. The liability action against the directors is filed following resolution of the meeting, even if the company is in liquidation.
2. The resolution concerning the liability of the directors can be adopted at the time of the discussion of the financial statements, even if it is not included in the list of subjects to be dealt with, when it concerns events pertinent to the financial year to which the financial statements refer.
3. The liability action can also be presented following deliberation of the Board of Auditors, passed with a two-thirds majority of its members.
4. The action can be exercised within five years from the expiry of the director's term of office.
5. The resolution regarding the liability action involves the revocation from office of the directors against whom it is filed, provided it is taken with the favourable vote of at least one fifth of the share capital. In this case, the meeting takes care of replacing the directors.
6. The company can waive the exercise of the liability action and reach an agreement, provided the waiver and the agreement are approved with express resolution of the meeting, and provided there is not opposing vote of a minority of shareholders who represent at least one fifth of the share capital or, in the companies who use the risk capital market, at least one twentieth of the share capital, or the extent provided for in the Articles of Association for the exercise of the directors' liability action in accordance with the first and second paragraphs of Article 2393-bis.

VOTING INSTRUCTIONS

(Section containing information only intended for the Designated Representative – Check the selected boxes)

The undersigned _____ (name/personal information) delegates the Designated Representative to vote according to the following voting instructions at the Ordinary and Extraordinary Shareholders' Meeting of Prysmian S.p.A. convened in single call for:

- **Wednesday, 12th April, 2017, at 2:30 p.m., in via Chiese no.6, with access from viale Sarca no. 336, building no.20, Milan**

N.B. Relative to the different resolutions, the delegator has the right to check only one box in each column; in case of ambiguous vote, the Designated Representative will not consider the voting instruction valid, and as a result the shares of the delegator will not be counted for the purposes of calculating the majority and the quota of capital required for the approval of the deliberations. In Column C, in case of option for the modification of the voting instructions provided in Column A, the delegator is asked to indicate the mover of the modification/integration for which he/she intends to vote in favour; in this case his/her vote will be understood as abstention relative to any other possible proposal of modification/integration.

	Column A Deliberations submitted for vote⁽²⁾	Column B In case of unknown circumstances at the time the proxy was issued⁽³⁾	Column C In case of vote on modifications or integrations of the deliberations included in Column A ⁽⁴⁾
Financial statements at 31 December 2016; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors. ⁽¹⁾	<p>In Favour <input type="checkbox"/></p> <p>Opposed <input type="checkbox"/></p> <p>Abstained <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote and abstain <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour of the modification/integration proposed by <input type="checkbox"/> Board <input type="checkbox"/> other shareholder <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against all the proposals of modification/integration <input type="checkbox"/></p> <p>I modify the instructions sub Column A and abstain relative to all the proposals of modification/integration <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>

<p>Allocation of net profit for the year and distribution of dividend. ⁽¹⁾</p>	<p>In Favour <input type="checkbox"/></p> <p>Opposed <input type="checkbox"/></p> <p>Abstained <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote and abstain <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour of the modification/integration proposed by <input type="checkbox"/> Board <input type="checkbox"/> other shareholder <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against all the proposals of modification/integration <input type="checkbox"/></p> <p>I modify the instructions sub Column A and abstain relative to all the proposals of modification/integration <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>
<p>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 shareholder resolution dated 13 April 2016; related resolutions. ⁽¹⁾</p>	<p>In Favour <input type="checkbox"/></p> <p>Opposed <input type="checkbox"/></p> <p>Abstained <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote and abstain <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour of the modification/integration proposed by <input type="checkbox"/> Board <input type="checkbox"/> other shareholder <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against all the proposals of modification/integration <input type="checkbox"/></p> <p>I modify the instructions sub Column A and abstain relative to all the proposals of modification/integration <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>

<p style="writing-mode: vertical-rl; transform: rotate(180deg);">Consultation on the Prysman Group's remuneration policies. (1)</p>	<p>In Favour <input type="checkbox"/></p> <p>Opposed <input type="checkbox"/></p> <p>Abstained <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p>
		<p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p>	<p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p>	<p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p>
		<p>I modify the instructions sub Column A and vote in favour <input type="checkbox"/></p>	<p>I modify the instructions sub Column A and vote in favour <input type="checkbox"/></p>	<p>I modify the instructions sub Column A and vote in favour of the modification/integration proposed by <input type="checkbox"/> Board <input type="checkbox"/> other shareholder <input type="checkbox"/></p>
		<p>I modify the instructions sub Column A and vote against <input type="checkbox"/></p>	<p>I modify the instructions sub Column A and vote against <input type="checkbox"/></p>	<p>I modify the instructions sub Column A and vote against all the proposals of modification/integration <input type="checkbox"/></p>
		<p>I modify the instructions sub Column A and vote and abstain <input type="checkbox"/></p>	<p>I modify the instructions sub Column A and vote and abstain <input type="checkbox"/></p>	<p>I modify the instructions sub Column A and abstain relative to all the proposals of modification/integration <input type="checkbox"/></p>
		<p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>	<p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>	<p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>

<p>Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 11 January 2017, reserved to Institutional Investors and with nominal value equal to Euro 500,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,457,942.70, by issuing up to 14,579,427 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction. (1)</p>	<p>In Favour <input type="checkbox"/></p> <p>Opposed <input type="checkbox"/></p> <p>Abstained <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote and abstain <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>	<p>I confirm the instructions sub Column A <input type="checkbox"/></p> <p>I revoke the instructions sub Column A⁽²⁾ <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote in favour of the modification/integration proposed by <input type="checkbox"/> Board <input type="checkbox"/> other shareholder <input type="checkbox"/></p> <p>I modify the instructions sub Column A and vote against all the proposals of modification/integration <input type="checkbox"/></p> <p>I modify the instructions sub Column A and abstain relative to all the proposals of modification/integration <input type="checkbox"/></p> <p>I authorize the Designated Representative to vote differently than the instruction given sub Column A <input type="checkbox"/></p>
--	---	--	---

(1) There do not exist personal or third party interests of the Designated Representative or of any of his/her possible substitutes relative to the proposal of deliberation sub Column A.

- (2) Pursuant to Article 135-undecies, paragraph 3 of Italian Legislative Decree No. 58/1998, “The shares, for which proxy was granted, even partial, are counted to determine whether the meeting is duly formed. As regards the proposals for which no voting instructions were granted, the shares of the shareholder are not counted to calculate the majority and the quota of capital required for the approval of the resolutions”.
- (3) Where circumstances of significance arise, unknown at the time the proxy was issued, which cannot be communicated to the delegator, it is possible to choose: (i) the confirmation of the voting instruction already expressed; (ii) the modification of the voting instruction already expressed; (iii) the revocation of the voting instruction already expressed; (iv) the authorization to the Designated Representative to express a vote different than the one indicated in Column A of these instructions should the circumstances which have arisen make it reasonable to assume that the delegator, if he had known them, would have changed the voting instructions in that sense. Where no choice is made, the voting instructions sub Column A will be considered confirmed.
- (4) For the case in which modifications or integrations of the deliberation proposals submitted to the meeting occur, it is possible to choose: (i) the confirmation of the voting instruction already expressed; (ii) the modification of the voting instruction already expressed or the conferment of the voting instruction; (iii) the revocation of the voting instruction already expressed; (iv) the authorization to the Designated Representative to express a vote different than the one indicated in Column A of these instructions. Where no choice is made, the voting instructions sub Column A will be considered confirmed.

In case of vote on the liability action proposed in accordance with Art. 2393, paragraph 2 of the Italian Civil Code by shareholders during the approval of the financial statements, the undersigned delegates the Designated Representative to vote as follows:

In Favour

Opposed

Abstained

Date _____

Signature _____