

## Notice of Shareholders' Meeting

Shareholders are convened to an Ordinary Shareholders' Meeting to be held in Via Filodrammatici 3, Milan (at the premises of Mediobanca), on:

- **Wednesday 18 April 2012, at 2:30 p.m. (CET), in single call,**

to discuss and resolve on the following

### Agenda

1. Financial statements at 31 December 2011; Directors' report and proposed allocation of net profit for the year; report by the Board of Statutory Auditors; report by the Independent Auditors; related resolutions.
2. Appointment of the Board of Directors after determining its size and term in office.
3. Determination of the emoluments of members of the Board of Directors.
4. 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; related resolutions.
5. Consultation on the Prysmian Group's remuneration policies.

Subscribed and paid-in share capital amounts to Euro 21,439,348.10, divided into 214,393,481 ordinary shares of nominal value Euro 0.10, each of which carries the right to one vote at Shareholders' Meetings. As at the present date the Company directly and indirectly owns 3,039,169 treasury shares.

### Attendance at the meeting

All persons entitled to vote may attend the Shareholders' Meeting or be represented according to the law, provided the communication issued by appointed intermediaries based on the contents of their accounting records, has reached the Company's registered office (Viale Sarca 222 - 20126 Milan) by the close of Thursday 5 April 2012, being the seventh trading day before the date of the Shareholders' Meeting. Those who become shareholders only after this date will not be entitled to attend and vote at the Shareholders' Meeting. In order to facilitate confirmation of their entitlement, eligible shareholders are invited to display a copy of the document sent to the Company by their intermediary.

Every shareholder may be represented at the Shareholders' Meeting by written proxy, and may use the proxy form available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholder Meetings) or from the Company's registered office. The proxy may also be notified to the Company by sending the proxy form by registered mail with proof of delivery to the registered office or by sending it to the following certified email address: [corporate-pryspa@pec.Prysmian.com](mailto:corporate-pryspa@pec.Prysmian.com).

For the meeting referred to in this notice, the Company has appointed the lawyer Mr. Dario Trevisan as the Designated Representative under art. 135-undecies of Italian Legislative Decree 58/98. The proxy is conferred upon the Delegated Representative, free of charge to shareholders, by completing and signing the form available on the Company's website [www.prysmiangroup.com](http://www.prysmiangroup.com) (under Investor Relations/Shareholder Information/Shareholder Meetings) or from its registered office. The duly signed and completed proxy form and voting instructions should be sent by registered mail to the following address: Mr. Dario Trevisan, Viale Majno 45 - 20122 Milan, or by certified email to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it), by the close of Monday 16 April 2012, being the second trading day before the date of the Shareholders' Meeting. Proxy and voting instructions may be revoked within the same deadline.

Proxies conferred upon the Company's Designated Representative will have no effect with regard to items on the agenda for which no voting instructions have been given.

Pursuant to art. 127-ter, par. 1, of Italian Legislative Decree 58/98, shareholders may submit questions on the agenda even before the meeting, by sending them by registered mail to the Company's registered office or by email to *corporate-pryspa@pec.Prysmian.com*. Questions must be received by the close of Monday 16 April 2012, being the second trading day before the date of the Shareholders' Meeting, and must be accompanied by the relevant proof of shareholder status issued by the intermediary; such proof is not required if the Company has received the intermediary's communication required for the meeting's attendance. Questions received before the Shareholders' Meeting will be answered at the latest during the meeting itself. The Company may provide a single response to questions concerning the same topic.

#### **Additions to the Agenda**

Pursuant to art. 126-bis of Italian Legislative Decree 58/98, shareholders who individually or jointly represent at least one fortieth of share capital may request, within ten days of publication of the notice convening the meeting, to add items to the agenda, indicating in such request the proposed additional matters for discussion. The request must be submitted in writing to the Company's registered office by registered mail with proof of delivery, together with the intermediary's note proving ownership of the number of shares required to submit the request. A report on the proposed matters for discussion must be submitted using the same procedures within the same timeframe. Additions to the agenda are 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, of Italian Legislative Decree 58/98.

Any additions to the agenda will be published in the same manner of publication as the present notice.

#### **Appointment of the Board of Directors**

Pursuant to art. 14 of the Company's By-laws, the directors are appointed on the basis of slates, in which the candidates must be listed with a sequential number.

The outgoing Board of Directors is entitled to present slates, as are those shareholders who, alone or together with other shareholders, represent at least 1.5% of ordinary share capital. As far as slates presented by shareholders are concerned, ownership of the minimum shareholding needed to present such slates is determined on the basis of shares registered to such shareholders on the day the slates are filed with the Company. The related note can be produced even after filing, provided by 18:00 CET on 28 March 2012.

The slate of the Board of Directors, if presented, must be filed at the Company's registered office by the thirtieth day before the date of the Shareholders' Meeting, meaning by 19 March 2012. Slates presented by shareholders, signed by those presenting them, must be filed, at least twenty-five days before the date of the Shareholders' Meeting, at the Company's registered office, meaning by 13:00 CET on Saturday, 24 March 2012, or sent by email to *corporate-pryspa@pec.prysmian.com*, on the same day. They will be made publicly available at the registered office, on the Company's website *www.prysmiangroup.com* and in the other ways envisaged by Consob (Italy's Stock Exchange Commission) at least twenty-one days before the date of the Shareholders' Meeting.

Each shareholder can present or contribute to the presentation of only one slate and each candidate may appear on only one slate, otherwise they will be disqualified. In addition, the first two candidates on each slate must satisfy the independence requirements laid down by law.

Each slate must be filed together with acceptances by each candidate of their candidacy and declarations in which they state, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed for the position. The declarations must be filed together with a curriculum vitae for each candidate containing full information about their personal and professional characteristics, indicating the directorships and statutory auditorships held in other companies and, if the conditions are satisfied, whether they meet the independence requirements set out in art. 148, par. 3, of Italian Legislative Decree 58/98 and in the Self-Regulatory Code for listed companies issued by Borsa Italiana S.p.A. (the Italian Stock Exchange) and adopted by the Company.

Any changes that occur up to the date of the Shareholders' Meeting must be promptly notified to the Company.

Slates submitted without complying with the foregoing provisions will be disregarded.

Candidates are also advised to authorise the publication of their curriculum vitae on the Company's website.

Lastly, shareholders intending to present slates for the appointment of members of the Board of Directors are invited to take into account the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009.

**Documentation**

The Board of Directors' proposals relating to items on the agenda along with the relevant reports will be publicly available as of today from the Company's registered office (Viale Sarca 222 – 20126 Milan), from Borsa Italiana S.p.A. and on the Company's website at [www.prysmiangroup.com](http://www.prysmiangroup.com), while the financial statements, corporate governance report and remuneration report will be made available from the same sources by 28 March 2012. Shareholders are entitled to examine them and obtain a copy upon request.

Milan, 8 March 2012

By order of the Board of Directors  
Paolo Zannoni  
(Chairman)